



August 9, 2013

Mark Kehaya
c/o Roger Clement, Jr., Esq.
Verrill Dana
One Portland Square
Portland, ME 04112-0586

Re: Phase I Environmental Site Assessment Update
Former Prime Tanning Facility
North Berwick, Maine
St.Germain Collins File No.: 3352.2

Dear Mr. Kehaya:

St.Germain Collins is providing you with this Phase I Environmental Site Assessment (ESA) update on the above-referenced property (Site—see Figure 1, Site Location Map). As you are aware, we completed a Phase I ESA for this Site in May 2012 (see Attachment A, 2012 Phase I ESA), but the ASTM International E1527-05 standard (Phase I Environmental Site Assessment Process) and US EPA's All Appropriate Inquiry law requires that it be updated after 180 days in order to maintain environmental liability protection under Federal law.

The 2012 Phase I ESA identified the following recognized environmental conditions (RECs):

- The presence of heavy chemical and oil staining in the main tannery building, in proximity to trench drains whose connection to the sewer system could not be confirmed.
- The long history of the Site as a tannery, involving the storage, use, and possible release of petroleum products and hazardous substances.
- The detection of soil, groundwater, and soil vapor contamination on the Site (*note: this contamination was detected in 2010 when St.Germain Collins completed a two-part Phase II ESA*).
- Government spill reports documenting petroleum and chemical releases.

METHODS

St.Germain Collins updated the components of the 2012 Phase I ESA that could have potentially changed during the past year as follows:

- Interviewed Dan Labbe, long-time former employee of Prime Tanning and current facility caretaker, regarding Site use and conditions on August 1, 2013.
- Completed a detailed inspection of the exterior and interior of the Site buildings accompanied by Dan Labbe on August 1, 2013.
- Obtained and reviewed a new government environmental records radius search compiled on July 31, 2013 using Environmental Data Resources (EDR) online service (www.edrnet.com).

INTERVIEW

Mr. Labbe stated that the Site had remained locked and fenced since the date of the previous ESA (May 2012), with the exception of a few minor break-ins by vandals. The Site has remained unused since May 2012.

SITE INSPECTION

Mr. Labbe led St.Germain Collins on an inspection of all interior portions of the main building on Lot 146 and the building on Lot 130. The exterior parts of Lots 146, 130, 133 (no buildings), and 95 (no buildings) were also inspected (see Figure 2, Site Plan).

Main Building

The conditions of the main building have remained essentially unchanged from May 2012. Roof leaks, mold, and standing water have increased over the past year, as well as broken windows and doors from vandalism as mentioned above (Mr. Labbe periodically repairs them to prevent building access). The 55-gallon drums and smaller containers of miscellaneous chemicals (e.g., boiler water treatment) described in the 2012 report remain on-Site. Many of these containers have only small amounts of liquid in them. All of the containers were intact.

Extensive oil staining remains present around the boiler and in the maintenance shop, but active leaking does not appear to be occurring.

Broken fluorescent light bulbs, classified as universal waste, were present in most parts of the buildings. A universal waste storage room contained numerous computer components,

mercury batteries, and fluorescent light bulbs in good condition but on shelves or the floor rather than in secured containers.

Lot 130 Building (Former Blue Sort Building)

The building on Lot 130 was mostly vacant. According to Mr. Labbe, the interior piping connected to an outdoor 3,000-gallon fuel oil above-ground storage tank had been broken by vandals a few days before St.Germain Collins' inspection. Approximately 20 gallons of oil was present on a low portion of the concrete floor next to the pipes. The floor appeared intact and the oil was not draining or flowing. This oil is a REC, but Mr. Labbe planned to use "speedi-dry" absorbent to capture the oil and then dispose of it as special waste in the near future.

Exterior Conditions

Exterior conditions were unchanged from 2012 except for the continued growth of grass, shrubs, and small trees throughout the Site. No RECs were identified.

GOVERNMENT RECORD REVIEW

St.Germain Collins reviewed the EDR radius search, focusing on listed sites that may have been added since May 2012. A few household heating oil releases were listed for 2012 but none were considered a threat to the Site due to their distant location.

MEDEP NO ACTION ASSURANCE LETTER

In a letter dated December 3, 2010, the MEDEP issued a No Action Assurance Letter under their Voluntary Response Action Program (VRAP) (see Attachment B, MEDEP No Action Assurance Letter). This letter releases the VRAP applicants and future owner from certain environmental liabilities if the following actions are taken:

- Preparation of a Soil Management Plan (SMP) for MEDEP approval prior to Site excavation or foundation removal on AOCs 1, 2, 3, or 6 (AOC locations are provided in the 2010 Phase II ESA report).
- Notification of MEDEP prior to Site excavation or foundation removal on AOCs 1, 2, 3, or 6, and oversight of such work by a qualified environmental professional. If contaminated soil is identified, the MEDEP must be notified and additional soil characterization and/or remedial actions may be required.
- If contaminated soil is to be left in place and not covered with a new foundation, a cover system consisting of a cover/marker layer and at least 12" of clean fill, or a MEDEP-approved impervious layer, must be installed.

- If a new building is constructed, a vapor management system to prevent the potential migration of petroleum and VOC vapors into the structure must be developed and stamped by a Maine Professional Engineer, and approved by the MEDEP.
- If existing buildings are to remain in place, indoor air quality sampling must be conducted and results must comply with current appropriate regulatory guidelines/standards for the proposed reuse of the building. If indoor air samples do not meet these guidelines, a remedial plan must be submitted to the MEDEP for review and approval.
- If building demolition/renovation activities are to be conducted onsite, potentially building hazardous construction materials (e.g., asbestos) must be handled and disposed of appropriately.
- Additional investigation is required to determine if PCE vapors are migrating off-Site. If the Site is being considered for residential use, additional investigation and remediation may be required.
- Groundwater extraction shall be prohibited without the written permission of the MEDEP. It is understood that public water will be supplied to the property if future redevelopment requires water.
- Upon completion of the redevelopment and any associated remediation, a Declaration of Environmental Covenants consistent with the final Certificate of Completion or No Further Action letter, that is acceptable to the MEDEP, must be prepared and recorded at the York County Registry of Deeds.

CONCLUSIONS

St.Germain Collins completed an update of a Phase I ESA originally completed in May 2012. Site conditions have not changed appreciably since that time with the exception of a recent fuel oil spill in the building on Lot 130. This spill represents a REC until it is properly cleaned up; Mr. Labbe, the building caretaker, plans to complete this cleanup in the near future. The other RECs identified in the 2012 Phase I ESA and listed at the beginning of this report are still present but are addressed by the MEDEP No Action Assurance Letter referenced above.

If you have any questions, feel free to contact us at 207-591-7000.

Sincerely,
ST.GERMAIN COLLINS

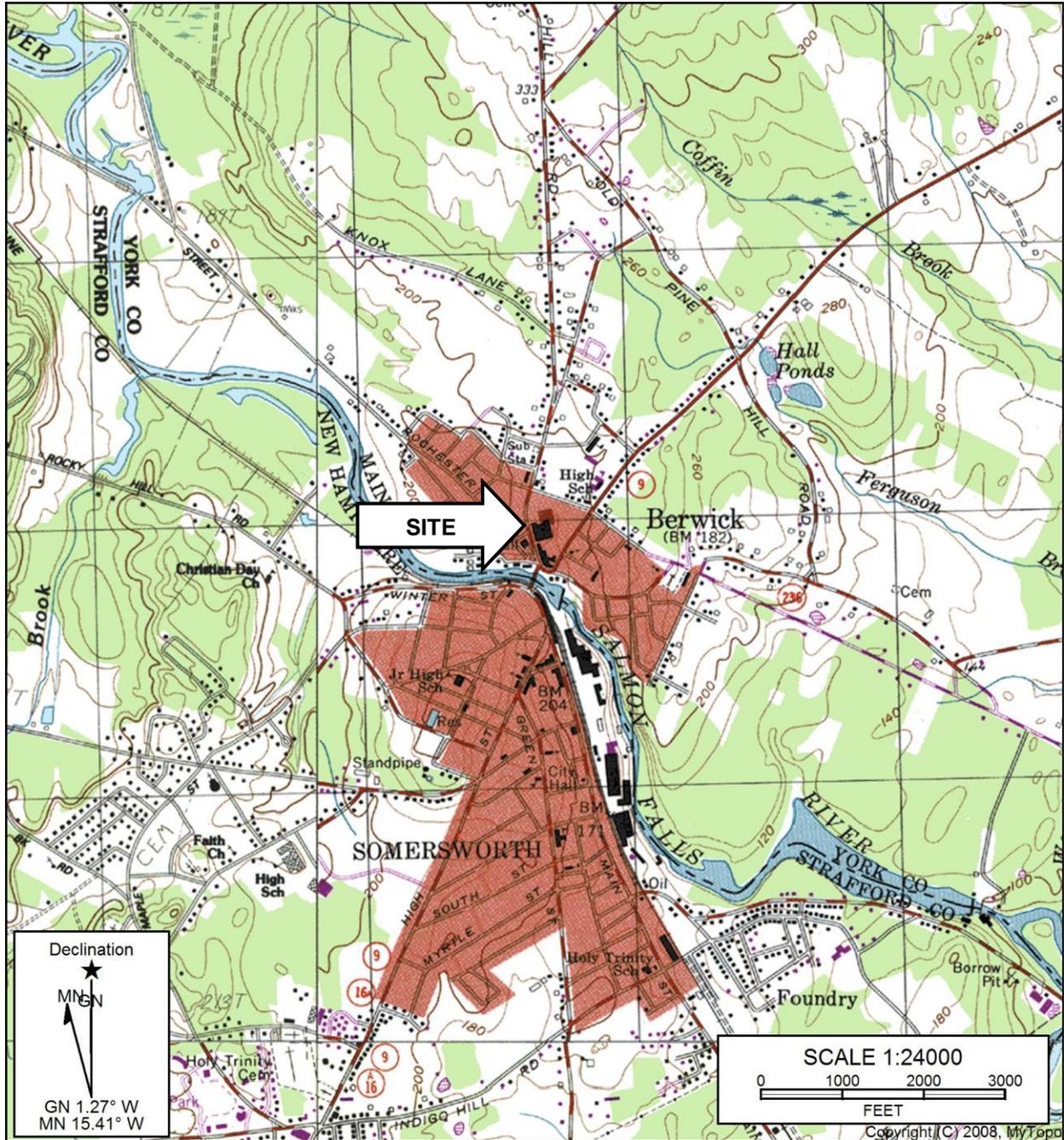


Keith R. Taylor, ME C.G.
Senior Environmental Geologist

Attachments

Figure 1 Site Location Map
Figure 2 Site Plan

Attachment A 2012 Phase I ESA
Attachment B MEDEP No Action Assurance Letter



SOURCE: USGS SOMERSWORTH 7.5 MIN. TOPOGRAPHIC MAP, NEW HAMPSHIRE

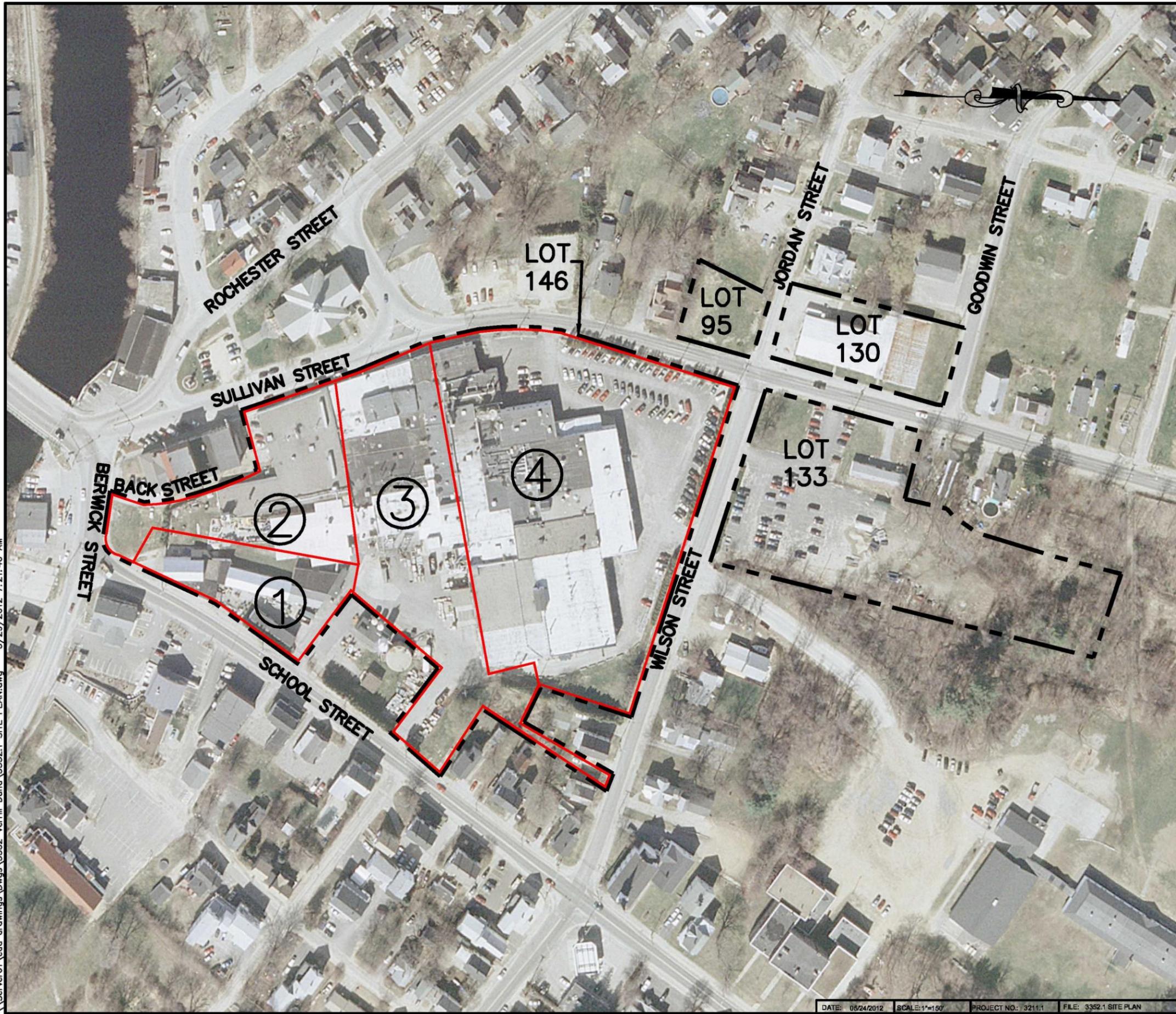
SITE LOCATION MAP
 FORMER PRIME TANNING FACILITY
 SULLIVAN STREET
 BERWICK, MAINE

20 SULLIVAN STREET, LLC
 c/o VERRILL DANA
 ONE PORTLAND SQUARE
 PORTLAND, ME 04122

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FIGURE 1

\\Server01\cad drawings\Drawings\3352 Verrill Dana\3352.1 SITE PLAN.dwg 5/29/2012 7:21:40 AM



LEGEND:
 - - - - - SITE BOUNDARIES (APPROXIMATE)

AREAS DESIGNATED IN REPORT:

- ① CARPENTRY SHOP
- ② TANNERY SOUTH
- ③ TANNERY CENTRAL
- ④ TANNERY NORTH

REFERENCE:
 1. AERIAL PHOTOGRAPH DATED BETWEEN MARCH 2003 AND JUNE 2005 OBTAINED FROM MAINE GIS.

150 0 75 150 300
 SCALE IN FEET
 1"=150'

SITE PLAN
 PHASE1 ENVIRONMENTAL SITE ASSESSMENT
 FORMER PRIME TANNING FACILITY
 SULLIVAN STREET
 BERWICK, MAINE

20 SULLIVAN STREET, LLC
 C/O VERRILL DANA
 ONE PORTLAND SQUARE
 PORTLAND, MAINE 04112

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FIGURE 2

DATE: 05/24/2012 SCALE: 1"=150' PROJECT NO.: 3211.1 FILE: 3352.1 SITE PLAN 846 MAIN ST., SUITE 3 WESTBROOK, ME 04092 TEL: 207-591-7000 WWW.STGERMAINCOLLINS.COM

ATTACHMENT A

2012 Phase I ESA

ENVIRONMENTAL CONSULTING GROUP
St.Germain ■ Collins

**PHASE I
ENVIRONMENTAL SITE ASSESSMENT**

**Former Prime Tanning Facility
20, 29, 34, and 35 Sullivan Street
Berwick, Maine 03901**

Prepared For:

**20 Sullivan Street, LLC
c/o Verrill Dana
One Portland Square
Portland, Maine 04112**

**May 25, 2012
St.Germain Collins File No.: 3352.1**

EXPERIENCE YOU CAN RELY ON WHEN IT COUNTS

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FIGURES

Figure 1: Site Location Map

Figure 2: Site Plan

APPENDICES

Appendix A: Database Report

Appendix B: User Questionnaire

Appendix C: Previous Environmental Site Assessments

Appendix D: MEDEP No Action Assurance Letter

Appendix E: Environmental Professional Qualifications

EXECUTIVE SUMMARY

St.Germain Collins was retained by 20 Sullivan Street, LLC to conduct a Phase I Environmental Site Assessment (ESA) for the 11.4-acre property (Site) located at 20, 29, 34, and 35 Sullivan Street in Berwick, Maine. The Site consists of four parcels with the largest one mostly covered with a complex of buildings formerly used as a leather tannery. Two of the three smaller lots are essentially undeveloped, while the fourth lot contains a warehouse.

This Phase 1 ESA was conducted in conformance with American Society for Testing and Materials (ASTM) International Standard Practice E 1527-05. The scope of work included Site reconnaissance, environmental records review (local, state and federal), historical records review and interviews.

The purpose of the Phase I ESA is to identify recognized environmental conditions (RECs) as defined in ASTM International Standard Practice E 1527-05. Any significant exceptions to, or deletions from, this practice are described in Section 1.3 of this report.

Based on our findings provided herein, St.Germain Collins identified the following RECs:

- The presence of heavy chemical and oil staining in the main tannery building, in proximity to trench drains whose connection to the sewer system could not be confirmed.
- The long history of the Site as a tannery, involving the storage, use, and possible release of petroleum products and hazardous substances.
- The detection of soil, groundwater, and soil vapor contamination on the Site.
- Government spill reports documenting petroleum and chemical releases.

In a letter dated December 3, 2010, the Maine Department of Environmental Protection (MEDEP) issued a No Action Assurance Letter under their Voluntary Response Action Program (VRAP). Potential liabilities associated with these RECs may be alleviated if the conditions of the No Action Assurance Letter are followed.

1.0 INTRODUCTION

St.Germain Collins was retained by 20 Sullivan Street, LLC to conduct a Phase I Environmental Site Assessment (ESA) for the 11.4-acre property (Site) located at 20, 29, 34, and 35 Sullivan Street in the Town of Berwick, Maine (see **Figure 1, Site Location Map**).

The Site is located in a mixed residential and commercial area with Site features shown on **Figure 2, Site Plan**. The Site consists of four parcels with the largest one mostly covered with a complex of buildings formerly used as a leather tannery. Two of the three smaller lots are essentially undeveloped, while the fourth lot contains a warehouse.

This work was conducted in conformance with American Society for Testing and Materials (ASTM) International Standard Practice E 1527-05 (Phase I Environmental Site Assessment Process). St.Germain Collins relied on a Phase I ESA completed by others in 2010, as well Phase II ESAs conducted by St.Germain Collins and others in 2011 for much of this report (see Section 3.4 for more information on previous ESAs.)

1.1 Purpose

The purpose of the Phase I ESA is to identify recognized environmental conditions (RECs) as defined in ASTM International Standard Practice E 1527-05:

A “recognized environmental condition” is defined in ASTM International Standard Practice E 1527-05 as “the presence or likely presence of any hazardous substances (i.e., as defined under CERCLA) or petroleum products on a property under conditions that indicate an existing release, a past release, or a material threat of a release of any hazardous substances or petroleum products into structures on the property or into the ground, groundwater, or surface water of the property.” The ASTM International definition does not include, “de-minimis” conditions, which generally do not present risk of harm to public health or the environment and that generally would not be the subject of an enforcement action if brought to the attention of the appropriate governmental agencies. Therefore, de-minimis conditions are not considered RECs.

More specifically, the Phase I ESA is being completed in anticipation of the 20 Sullivan Street, LLC (User) purchasing the Site from the Prime Tanning Company, Inc. (Owner).

1.2 Scope of Work

In performing the scope of work for the Phase I ESA, St.Germain Collins performed the following activities.

Site Reconnaissance

St.Germain Collins conducted a reconnaissance of the Site to document current conditions related to:

- Petroleum and/or hazardous substances storage and handling.
- Underground storage tanks (USTs) and above-ground storage tanks (ASTs).
- Spills and/or releases of petroleum and/or hazardous substances.
- Polychlorinated biphenyl (PCB)-containing equipment or material.
- Solid and universal waste.

St.Germain Collins also inspected abutting properties as visible from the Site for the same conditions.

Local Records Review

St.Germain Collins reviewed municipal records available at the Town of Berwick municipal offices, but did not identify any information not already provided in the 2010 Phase I ESA.

Federal and State Records Review

Federal and State (Maine Department of Environmental Protection (MEDEP)) databases were reviewed by utilizing a database search provided by Environmental Data Resources (EDR). The EDR report includes information compiled from the following Federal databases:

- National Priority List (NPL or Superfund).
- Comprehensive Environmental Response Compensation and Liability Information System (CERCLIS).
- No Further Response Action Planned (NFRAP).
- Resource Conservation and Recovery Act (RCRA) hazardous waste generators.
- Transportation, Storage, and Disposal (TSD) facilities for hazardous waste.
- RCRA CORRACTS (facilities subject to Corrective Action under RCRA).
- Emergency Response Notification System (ERNS).

State databases included:

- Landfills.
- Registered underground storage tanks (USTs).
- Hazardous waste sites.
- Leaking underground storage tanks (LUSTs).
- Spill sites.

- Voluntary Response Action Program (VRAP) Sites.

The **Database Report** is included as **Appendix A**.

Historical Records Reviews

St.Germain Collins relied on a Phase I ESA completed in 2010 for Site history up to that date (see Section 3.4 for more information on previous ESAs.) The following information was used in that Phase I ESA to assess Site history:

- Sanborn Fire Insurance Map provided by the EDR.
- Historical Topographical Maps provided by EDR.
- Aerial Photographs provided by EDR.
- City Directories provided by EDR.
- Town of Berwick records.
- Previous environmental reports.

For Site history from 2010 to the present, St.Germain Collins interviewed Mr. Dan Labbe, long-time former employee of Prime Tanning and now the User representative, during the Site visit.

Interviews and Questionnaire

Dan Labbe was interviewed about Site use and conditions between 2010 and the present. St.Germain Collins has specialized knowledge of the Site because it completed a two-part Phase II ESA on the Site in 2011 based on the 2010 Phase I ESA. Therefore, other interviews were not considered necessary.

A **User Questionnaire**, included as **Appendix B**, was completed by Dan Labbe.

Previous Environmental Assessments

The following **Previous Environmental Assessments** were reviewed and are included as **Appendix C**:

- Phase I Environmental Site Assessment, Former Prime Tanning Company, Ransom Environmental Consulting, 2010.
- Phase II Environmental Site Assessment, Former Prime Tanning Company, St.Germain Collins, 2010.
- Supplemental Site Investigation, Former Prime Tanning Company, St.Germain Collins, 2010.

- PCB Sampling Report, Former Prime Tanning Company, Summit Environmental Consultants, 2010.
- Asbestos Containing Material Survey, Former Prime Tanning Company, Summit Environmental Consultants, 2010.
- Preliminary Feasibility Study, Former Prime Tanning Company, Summit Environmental Consultants, 2011.

All of these reports represent work completed under the MEDEP Brownfields program.

1.3 Data Gaps, Limitations, and Additions

St.Germain Collins did not identify any data gaps or limitations that would significantly affect the completeness of this ESA. No additional work was conducted outside the ASTM International E1527-05 standard.

1.4 Reliance

This assessment has been performed for 20 Sullivan Street, LLC and The Fund of Jupiter, LLC. These entities are permitted to rely upon this assessment and the conclusions presented. The conclusions are based on the scope of work described herein, and are in turn limited by this work scope and the conditions of the Site. No other warranty, expressed or implied, is indicated. The findings noted in the report are based upon information available at the time of this submittal. Should information not included in this report be obtained, St.Germain Collins reserves the right to amend its findings appropriately.

2.0 SITE DESCRIPTION AND HISTORY

2.1 Ownership, Location, and Physical Characteristics

SITE DESCRIPTION	
Site Address	20, 29, 34, and 35 Sullivan Street, Berwick, Maine 03901
Site Owner	Prime Tanning Company, Inc.
Site Occupant(s)	Vacant
Date Current Ownership Began	1946
Previous Owner(s)	Lennox-Nagle Leather Company Tannery
Assessor's Map/Lot	Lots 95, 130, 133, and 146 on Tax Map U-4
Latitude/Longitude	43.2672/70.8641
Lot Size in Acres	11.4

SITE DESCRIPTION	
Site Use	Former leather tannery
Surrounding Area Use	Mixed commercial and residential
Public or Private Water	Public water
Sewer or Septic	Public sewer

2.2 Interior Conditions

INTERIOR OBSERVATIONS	
MAIN TANNERY BUILDING (LOT 146)	
Date of Site Visit 5/22/2012	
Building Description	The Main Tannery Building, currently vacant and located on Lot 146, is a two-story warehouse and office building with a concrete slab-on-grade foundation and a masonry frame.
Construction Date	The original structure was built in 1850, and has been expanded multiple times until operations ceased in 2008.
Size	248,781 square foot
Heating/Cooling Fuel Source	A 20,000 gallon #6 fuel AST.
Tannery South (see Figure 2 for location)	
Uncontrolled Solid Waste	None
Odors	None
Pools of Liquids	None
Drums or Buckets?	Two empty 55-gallon drums, and one 5-gallon bucket of pre-mixed concrete.
Unidentified Substances	None
Transformers	One dry-type transformer
Stains or Corrosion	De minimus staining observed on the concrete floor throughout the building.
Drains	Trench drains are located throughout the facility and reportedly connected to the sewer system.
Sumps	Located throughout the facility, no product or sheen observed on the water's surface.
Obstructions Limiting Observations?	None
Tannery Central (see Figure 2 for location)	
Uncontrolled Solid Waste	None
Odors	None

INTERIOR OBSERVATIONS	
MAIN TANNERY BUILDING (LOT 146)	
Date of Site Visit 5/22/2012	
Pools of Liquids	Standing water was present in the western part of the building complex. No product or sheen was observed.
Drums or Buckets?	One full 55-gallon drum labeled drain sludge in good condition.
Unidentified Substances	None
Transformers	Two dry type transformers.
Stains or Corrosion	Staining observed on the concrete floor throughout the building.
Drains	Trench drains are located throughout the building and reportedly connected to the sewer system.
Sumps	Sumps are located throughout the building, no product or sheen was observed on the water surface.
Obstructions Limiting Observations?	None
Tannery North (See Figure 2 for location)	
Uncontrolled Solid Waste	None
Odors	None
Pools of Liquids	None
Drums or Buckets?	Four partially full 55-gallon drums of boiler water conditioning chemicals and one empty drum in the boiler room. One 35-gallon drum of spent bromide phosphorus used in fire extinguishers. 15 empty 55-gallon drums were located in the southeast portion of the building. All containers in good condition.
Unidentified Substances	None
Transformers	Approximately six dry type transformers.
Stains or Corrosion	Significant staining observed on the concrete floor throughout the maintenance shop, boiler, in front of the 20,000 gallon #6 oil AST, and surrounding 19 chemical ASTs. Chemical staining observed on the walls where chemical transport piping has been broken. Minor staining observed throughout the remainder of the building.
Drains	Trench drains are located throughout the building and are reportedly connected to the sewer system.
Sumps	Sumps are located throughout the building, no product or sheen was observed on the water surface.

INTERIOR OBSERVATIONS	
MAIN TANNERY BUILDING (LOT 146)	
Date of Site Visit 5/22/2012	
Obstructions Limiting Observations?	None
Second floor of Tannery North (see Figure 2 for location)	
Uncontrolled Solid Waste	None
Odors	None
Pools of Liquids	None
Drums or Buckets?	Three empty 55-gallon drums, one 55-gallon drum full of metal parts, and five 5-gallon buckets of paint, tile mastic, and one with unknown contents. All containers in good condition.
Unidentified Substances	One 5-gallon bucket without a label located in the electrical shop.
Transformers	Two dry type transformers
Stains or Corrosion	None
Drains	None
Sumps	None
Obstructions Limiting Observations?	None
Carpenter Shop (see Figure 2 for location)	
Building Description	The carpenter shop is a wood framed structure with a slab-on-grade foundation.
Uncontrolled Solid Waste	None
Odors	None
Pools of Liquids	None
Drums or Buckets?	Five 5-gallon buckets of tile mastic, one pallet of 5-gallon buckets of roof coating, four 5-gallon totes of fire retardant, and five empty 55-gallon drums, one full 35-gallon drum of waste oil in the fork truck repair area. All containers in good condition.
Unidentified Substances	None
Transformers	None
Stains or Corrosion	Some staining observed on the concrete floor throughout the building.
Drains	None
Sumps	None

<u>INTERIOR OBSERVATIONS</u> <u>MAIN TANNERY BUILDING (LOT 146)</u> Date of Site Visit 5/22/2012	
Obstructions Limiting Observations?	None

The presence of heavy chemical and oil staining in the main tannery building, in proximity to trench drains whose connection to the sewer system could not be confirmed, is an REC.

<u>INTERIOR OBSERVATIONS</u> <u>FORMER BLUE SORT BUILDING (LOT 130)</u> Date of Site Visit 5/22/2012	
Building Description	The former Blue Sort Building, currently vacant and located on Lot 130, is a one-story warehouse building with a concrete slab-on-grade foundation and a steel frame
Construction Date	1974
Size	14,341 square feet
Heating/Cooling Fuel Source	A 3,000 gallon #2 fuel oil AST.
Solid Waste	None
Odors	None
Pools of Liquids	None
Drums or Buckets?	None
Unidentified Substances	None
Transformers	None
Stains or Corrosion	De minimus staining observed on the concrete floor throughout the building.
Drains	A trench drain was observed in the center of the warehouse which is reportedly connected to the sewer system.
Sumps	None
Obstructions Limiting Observations?	None

No RECs were identified in the Blue Sort Building.

No buildings were present on Lots 95 and 133.

2.3 Exterior Observations

<u>EXTERIOR OBSERVATIONS</u> <u>LOT 146 (MAIN PARCEL)</u> <u>Date of Site Visit 5/23/12</u>	
Description of Site	This lot is occupied by a former leather tanning and processing complex with the large main building covering most of it. Paved parking and small grassed areas are also present.
Odors	None
Pools of Liquids	Large area of ponded stormwater in the loading dock area, no sheen observed.
Drums	One empty 55-gallon drum labeled biodiesel in good condition, and three full of trash and labeled accordingly.
Unidentified Substances	None
Transformers	None currently located on the lot. Based on past knowledge, there are two concrete transformer pads on the north and northeast sides of the building, and a fenced enclosure that formerly contained transformers on the east side of the main building. No staining visible.
Stained Soil or Pavement	Numerous areas of stained pavement were observed across the lot.
Stressed Vegetation	None
Pits, Ponds or Lagoons	A small wet area is present at the northern end of the lot that may reflect a mostly buried stream that crosses the lot from north to south.
Waste Water	All industrial wastewater was treated at a wastewater treatment plant east of the lot, which is owned and was operated by the Town of Berwick.
Wells	None
Septic System/Leach field	None
Sumps	None
Uncontrolled Solid Waste	Two areas of uncontrolled solid waste storage were observed in the southeast part of the lot. This waste consisted of machine parts, ductwork, and scrap wood.
Vent Pipes/Fill Pipes	One vent pipe for the 20,000-gallon #6 oil AST, one fill pipe for the formic acid tank on the east of the main building, and multiple fill pipes for the 19 chemical storage tanks ("tank farm" in the Phase I ESA report) in the northern part of the building.

<u>EXTERIOR OBSERVATIONS</u> <u>LOT 146 (MAIN PARCEL)</u> Date of Site Visit 5/23/12	
Catch Basins	Nine catch basins were observed with no product or sheen visible. Two trench drains were observed on the west side of the main building; one at the chemical off-loading area, and the other in the paved area adjacent to the building. The trench drains contained only water, no product or sheen. These drains and trenches reportedly discharge to the sewer system.
Obstructions Limiting Observations?	None

No RECs were identified in the exterior portions of Lot 146.

<u>EXTERIOR OBSERVATIONS</u> <u>LOT 133</u> Date of Site Visit 5/23/12	
Description of Site	Lot 133 is located north of the main tannery complex across Wilson Street, and consists of large paved parking lot with vegetated areas to the north and east. No buildings are present.
Odors	None
Pools of Liquids	None
Drums	None
Unidentified Substances	None
Transformers	None
Stained Soil or Pavement	Several small areas of stained pavement, no stained soil was observed.
Stressed Vegetation	None
Pits, Ponds or Lagoons	None
Waste Water	None
Wells	None
Septic System/Leach field	Based upon Site knowledge, a septic system and leachfield are located beneath the grassed area in the southwest corner of the lot.
Sumps	None

<u>EXTERIOR OBSERVATIONS</u>	
<u>LOT 133</u>	
Date of Site Visit 5/23/12	
Uncontrolled Solid Waste	Several areas of solid waste dumping were observed in the wooded areas in the northern portion of the lot. Solid waste consisted of concrete, asphalt, and wood debris.
Vent Pipes/Fill Pipes	None
Catch Basins	None
Obstructions Limiting Observations?	None

No RECs were identified in the exterior portions of Lot 133.

<u>EXTERIOR OBSERVATIONS</u>	
<u>LOT 95</u>	
Date of Site Visit 5/23/12	
Description of Site	Lot 95 is located northwest of the main tannery complex at the corner of Sullivan and Jordan Streets. This parcel is currently vacant, but was formerly occupied by a residence.
Odors	None
Pools of Liquids	None
Drums	None
Unidentified Substances	None
Transformers	None
Stained Soil or Pavement	None
Stressed Vegetation	None
Pits, Ponds or Lagoons	None
Waste Water	None
Wells	None
Septic System/Leach field	None
Sumps	None
Solid Waste	None
Vent Pipes/Fill Pipes	None
Catch Basins	None

<u>EXTERIOR OBSERVATIONS</u>	
<u>LOT 95</u>	
Date of Site Visit 5/23/12	
Obstructions Limiting Observations?	None

No RECs were identified in the exterior portions of Lot 95.

<u>EXTERIOR OBSERVATIONS</u>	
<u>LOT 130</u>	
Date of Site Visit 5/23/12	
Description of Site	Lot 130 is located northwest of the main tannery complex at the corner of Sullivan and Jordan Streets. This parcel is occupied by a warehouse formerly called the Blue Sort Building.
Odors	None
Pools of Liquids	Ponded water in the gravel driveway west of the building.
Drums	None
Unidentified Substances	None
Transformers	None
Stained Soil or Pavement	De minimus staining observed around and below the fill pipe associated with the 3,000 gallon #2 fuel oil AST.
Stressed Vegetation	None
Pits, Ponds or Lagoons	None
Waste Water	None
Wells	None
Septic System/Leach field	None
Sumps	None
Uncontrolled Solid Waste	Leather scraps were observed on the ground and spilling out of the dumpster in the gravel driveway west of the building.
Vent Pipes/Fill Pipes	Vent and fill pipes for the 3,000-gallon #2 fuel oil AST were observed on the west side of the building.
Catch Basins	None
Obstructions Limiting Observations?	None

No RECs were identified along the exterior of Lot 130.

2.4 Site Topography and Geology

TOPOGRAPHY, GEOLOGY AND GROUNDWATER FLOW		
Map	Description	Reference
Area and Area Topography	Both local and area topography slopes southwest to the Salmon River, located about 200 feet from the southern end of the Site. Previous investigations show a southwestern groundwater flow direction (see Section 3.4 for more information).	Somersworth SW, Maine/New Hampshire Topographic 7.5 Minute Quadrangle
Sand and Gravel Aquifer	The Site is not located within a significant sand and gravel aquifer.	Somersworth, Maine Significant Sand & Gravel Aquifers Map (Maine Geological Survey Open File Map No. 98-126)
Surficial Geology	The Site is underlain by glacial till (a mixture of silt, sand, pebbles, cobbles, and boulders)	Surficial Geologic Map of Somersworth Quadrangle, Maine (Maine Geological Survey Open File Map No. 99-99)
Bedrock Geology	The Site is underlain by the Berwick Formation, consisting of quartz-biotite schist, quartz-biotite granofels, and calc-silicate granofels.	Bedrock Geology Map of the Kittery 1:100,000 Quadrangle, Maine and New Hampshire (Maine Geological Survey Open File Map No. 08-78)

2.5 Site History

Based on the 2010 Phase I ESA, the Site has been occupied by a leather tannery since at least 1850. A variety of businesses were located on abutting parcels such as a lumber yard, stables, a laundry facility, oil company, and dwellings, but most of these parcels were eventually occupied by the tannery as well. A detailed description of site history is provided in the Phase I ESA (Appendix C). Of significance is the connection of the facility to a public sewer system in the 1970s. Liquid waste disposal practices before that time are undocumented. Coupled with the presence of many floor drain trenches, it is possible that petroleum or hazardous substance discharges beneath the building could have occurred. Since 2010, the Site has been unoccupied except for occasional equipment removal.

The long history of the Site as a tannery, involving the storage, use, and possible release of petroleum products and hazardous substances, represents a REC.

2.6 Abutting Properties

St.Germain Collins conducted a visual inspection of the abutting properties to determine the presence of off-site RECs. Abutters consist of a mix of residential and commercial properties. Detailed descriptions of the abutters are provided in the 2010 Phase I ESA.

No off-site RECs were identified.

3.0 ENVIRONMENTAL CONDITIONS

3.1 Petroleum Products

MEDEP REGISTERED UNDERGROUND STORAGE TANKS						
Reg. #	Tank #	Size (gal)	Product	Date Installed	Date Removed	Location
16038	1	1,000	#2 Fuel Oil	1969	1987	Unknown
"	2	8,000	Diesel	1978	1987	Unknown
"	3	500	#2 Fuel Oil	1968	1986	Unknown
"	4	250	#2 Fuel Oil	1969	1994	Unknown
"	5	1,000	#2 Fuel Oil	1969	1994	Unknown

ABOVE GROUND STORAGE TANKS						
Tank #	Size (gal)	Product	Condition	Location	Evidence of Release or Threat of Release?	REC?
1	3,000	#2 Fuel Oil	Good	Former Blue Sort Building (Lot 130)	De minimus staining around the fill pipe.	No
2	20,000	#6 Fuel Oil	Good	Boiler Room (main tannery)	De minimus staining on concrete.	No

OTHER PETROLEUM PRODUCTS						
# of Containers	Size (gal)	Product Stored	Condition	Location	Evidence of Release or Threat of Release?	REC?
1	~25	Hydraulic Oil	Good	Tannery North	No	No
1	~10	Hydraulic Oil	Good	Tannery North	De minimus staining	No
1	~10	Compressor Oil	Good	Compressor Room in Tannery South	De minimus staining	No
1	35	Waste Oil	Good	Carpenter Shop, fork truck repair area	No	No

None of the identified petroleum products were RECs.

3.2 Hazardous Substances

All of the following tanks were empty but heavy staining was present on the floor around them. According to Dan Labbe, all of the chemicals were used in the tanning process.

HAZARDOUS SUBSTANCES						
# of Containers	Size (gal)	Product Stored	Condition	Location	Evidence of Release or Threat of Release?	REC?
1	4,500	Wattle	Good, empty	Tannery North	Floor staining	Yes
2	2,500	DX-902	Good, empty	Tannery North	Floor staining	Yes
2	2,500	E-33	Good, empty	Tannery North	Floor staining	Yes
2	2,500	Marden 20	Good, empty	Tannery North	Floor staining	Yes

HAZARDOUS SUBSTANCES						
3	2,500	Wattle	Good, empty	Tannery North	Floor staining	Yes
1	2,500	Chemtan T- 15	Good, empty	Tannery North	Floor staining	Yes
2	2,500	Leukotan 1084	Good, empty	Tannery North	Floor staining	Yes
3	2,500	Biosoft 608	Good, empty	Tannery North	Floor staining	Yes
2	2,500	Relugan RE	Good, empty	Tannery North	Floor staining	Yes
1	5,000	Formic Acid	Could not observe	Tannery Central	unknown	---

The extensive floor staining, in proximity to trench drains whose connection to the sewer system could not be confirmed, is an REC.

3.3 Other Environmental Conditions

Asbestos-containing materials have been identified through the Site buildings. See the asbestos survey report in Appendix C for details. Due to the age of the buildings, lead-based paint may exist at the Site.

3.4 Previous Environmental Assessments

Previous environmental assessment reports are provided in Appendix C.

Phase I Environmental Site Assessment, Former Prime Tanning Company, Ransom Environmental Consulting, 2010.

This report identified the following RECs:

- Historic tannery operations and other industrial operations conducted on the Site involving the use, storage, and identified releases of petroleum products and hazardous materials.
- Parcels purchased by Prime Tanning (now part of the existing Lot 146) historically operated by an oil company and a laundry facility, involving the use, storage, and potential releases of petroleum products and dry cleaning chemicals.
- Historic generation, storage, and potential releases of hazardous wastes on the Site.

- Former petroleum USTs whose location and condition are unknown.
- Historic disposal of buried hides, leather scraps, construction/demolition debris, and other solid waste fill materials on the Site.
- Historic industrial occupants of Lot 130 (a shoe factory and a building materials and lumber company) that may have involved the use, storage, and potential release of petroleum products and hazardous substances.
- Unknown operations at a former garage on Lot 133 that may have consisted of automotive and/or equipment repair, including the use, storage, and potential release of petroleum products or hazardous substances.
- Historic land uses of properties abutting the Site, including a former saw mill, wood working facility, blacksmith, and coal sheds that may have that may have involved the use, storage, and potential release of petroleum products and hazardous substances.
- Areas of oil and chemical staining observed throughout the former tannery facility.

Phase II Environmental Site Assessment, Former Prime Tanning Company, St.Germain Collins, 2010.

The RECs identified in the 2010 Phase I ESA were grouped into Areas of Concern (AOCs) based upon geographic area (Note: the AOCs do not completely correspond with the designations used for the main mill complex observations in Section 2.2). These AOCs were as follows:

- AOC 1 – Tannery South
- AOC 2 – Tannery Central
- AOC 3 – Tannery North
- AOC 4 – Lot 133 (Parking lot)
- AOC 5 – Lot 95 (Former residential lot)
- AOC 6 – Lot 130 (Warehouse)

St.Germain Collins collected soil vapor, soil, and ground water samples for analysis of one or more of the following parameters:

- Air Petroleum Hydrocarbons (APH)
- Extractable Petroleum Hydrocarbons (EPH)
- Volatile Petroleum Hydrocarbons (VPH)

- Volatile Organic Compounds (VOCs)
- Polycyclic Aromatic Hydrocarbons (PAHs)
- Poly Chlorinated Biphenyls
- Cadmium, chromium, and lead

Ground water elevations were measured to determine the flow direction. Soil analytical results were compared to either the 2010 MEDEP Remediation Action Guidelines (RAGs) or the MEDEP 2009 Petroleum Remediation Guidelines, both using the Residential and Commercial Work scenarios. Soil vapor results were compared to the MEDEP Residential and Commercial Soil Gas Targets (SGT). While ground water ingestion is not an expected exposure pathway, ground water results were compared to the 2010 Maine Maximum Exposure Guidelines (MEGs).

Soil Vapor Impacts

1, 3-butadiene, tetrachloroethene (PCE), and chloroform exceeded the Residential and Commercial SGTs in three samples from AOC 1 and AOC 2. These data suggest that elevated hydrocarbon and VOC vapors could pose a risk if a building without a vapor barrier is constructed on the southern part of the Site, or during repair or replacement of buried utilities along Sullivan Street.

Soil Impacts

Soil impacts were detected at AOC 1, 3, 4, and 6. PAHs found in the shallow soils at AOC 1, 3, 4, and 6 exceeded the MEDEP Residential RAGs, and in some cases the Commercial Worker RAG as well. However, their concentrations are close to background and are more indicative of overall urban conditions rather than releases from the Site itself. Lead was found in the shallow soils at AOC 1, 3, and 4 exceeding the MEDEP Residential RAG, and in one sample above the Commercial Worker RAG as well. These impacts are considered a risk because of their exposure at the ground surface. The slightly deeper soil impacts at AOCs 2 and 3 were also above the Residential and/or Commercial RAGs, and would be a considered a risk if brought to the surface. However, in their current location three to six feet below grade, these contaminants do not pose a risk.

The presence of a 7.6-acre building on a 7.71-acre parcel limited sampling to around the margins of the building. While downgradient groundwater sampling results do not suggest significant soil contamination, it remains possible that contaminated soil may be present beneath the main building.

Groundwater Impacts

Ground water flow is to the south toward the Salmon Falls River. Groundwater impacts are limited and restricted to AOCs 1, 2, and 3. Only methyl butyl tertiary ether, vinyl chloride, and naphthalene exceeded the MEGs, though naphthalene was also found in the upgradient, background well. None of these contaminants were found in soil gas samples. There are no known ground water receptors located in the area, and therefore these limited ground water impacts do not currently pose a risk to human health. While the Salmon Falls River

is a drinking water supply for the Berwick Water Department, its intake is approximately one mile upstream of the Site and therefore would not be affected by the groundwater impacts at the Site.

The detection of soil, groundwater, and soil vapor contamination is a REC.

Supplemental Site Investigation, Former Prime Tanning Company, St.Germain Collins, 2010.

This supplemental investigation focused on the detection of PCE in soil vapor beneath the main tannery complex. Its detection may be related to a laundry facility that reportedly existed on the Site in the past as documented in the 2010 Phase I ESA, since PCE is used as a dry cleaning fluid. Soil vapor, subslab vapor, and indoor air samples were collected and analyzed for VOCs.

PCE or at least one of its breakdown compounds was detected in each of the vapor samples collected below the Prime Tanning foundation slab. Three of the four sub-slab soil vapor samples were reported with PCE but the levels were below the Residential SGT. Only the PCE breakdown product cis-1,2 dichloroethene (DCE) was detected in the fourth sample at a level below the Residential SGT.

For the soil vapor sampling, PCE was detected in one sample above the Residential but below the Commercial SGT. Four PCE breakdown compounds were also reported present at concentrations below their applicable SGTs at the same location.

The sub slab and soil vapor results along with historical groundwater data indicate that the source of the PCE vapors is most likely below the main tannery building; however, the exact location could not be determined based upon the concentrations reported in these samples. The migration of PCE vapors could be influenced by the presence of the subsurface drainage system along the southern edge of the property. These data indicate PCE vapors could potentially pose a risk to the buildings south of the Site; however, given the low concentrations detected in subslab samples closer to the Site, the risk is negligible.

The presence of PCE in soil vapor is a REC.

PCB Sampling Report, Former Prime Tanning Company, Summit Environmental Consultants, 2010.

Polychlorinated biphenyls (PCBs) were used as a plasticizer in caulking and in elastic sealant materials, primarily from 1950 through 1978. The caulk/sealants were used in windows, door frames, stairways, masonry columns and other masonry building materials. Summit collected ten caulk samples from ten different types of materials/uses from the exterior of the mill buildings for PCB analysis. None of the samples showed the presence of PCBs.

Asbestos Containing Material Survey, Former Prime Tanning Company, Summit Environmental Consultants, 2010.

Summit conducted the following tasks to identify asbestos-containing materials (ACM) at the Site:

- Reviewed available previously completed asbestos sampling reports and asbestos abatement project documentation,
- Visual identified suspect ACM on the interior and exterior,
- Collected 184 bulk samples of the identified suspect ACM from the interior of the buildings in accordance with MEDEP regulations,
- Collected 212 bulk samples of the identified suspect ACM from the exterior of the buildings in accordance with MEDEP regulations, and
- Submitted the bulk samples for ACM laboratory analysis.

ACM was identified in many of the sampled materials from the main tannery building, in both interior and exterior locations. ACM was not identified in the Former Blue Sort Building (Lot 130).

Preliminary Feasibility Study, Former Prime Tanning Company, Summit Environmental Consultants, 2011.

At the request of the MEDEP, Summit evaluated the cost of covering contaminated soil located beneath and around the main tannery complex following building demolition and foundation removal. The cover system would consist of a “marker layer” over the exposed soil surface, and placement/compaction of a 12-inch soil cover. The cover surface would then be seeded and mulched.

MEDEP requested Summit consider two soil cover options. Option 1 was placing a soil cover over the entire tannery parcel. Option 2 would provide a soil cover only over those portions of the Site with a higher potential for soil contamination. The estimated costs for the two options were \$312,000 and \$228,000, respectively.

3.5 Environmental Questionnaire

The User Questionnaire is provided in Appendix B. The information in the questionnaire is presented in the relevant sections of this report.

4.0 REGULATORY RECORDS REVIEW

4.1 Local Records

St.Germain Collins did not identify local records related to environmental regulation of the Site that were not already provided in the 2010 Phase I ESA.

4.2 State and Federal Records

The database search of government records is included as Appendix A. A detailed description of pre-2010 governmental records is provided in the 2010 Phase I ESA in Appendix C. The records indicate that numerous petroleum and hazardous substances spills occurred at the Site. Also of significance was the Large Quantity Generator status of Prime Tanning with respect to hazardous waste generation. Records show that the facility was issued several notices of violation for hazardous waste management violations, including a Consent Order in 1988 for a chemical release.

In anticipation of facility closing, Prime Tanning submitted a hazardous waste closure certification to the MEDEP in 2009, that was subsequently approved. This certification included documentation on the removal of buried leather, cleaning the trench drains in the main building, and removal of all chemicals. Due to its irregular distribution, some buried leather remains on the Site.

No post-2010 government records were identified for the Site. None of the post-2010 off-Site records represent RECs due to distance from the site, topography, nature of site or spill, or regulatory actions taken.

The pre-2010 spill reports documenting petroleum and chemical releases represent a REC.

4.3 MEDEP No Action Assurance Letter

In a letter dated December 3, 2010, the MEDEP issued a No Action Assurance Letter under their Voluntary Response Action Program (VRAP) (see **Appendix D, MEDEP No Action Assurance Letter**). This letter releases the VRAP applicants and future owner from certain environmental liabilities if the following actions are taken:

- Preparation of a Soil Management Plan (SMP) for MEDEP approval prior to Site excavation or foundation removal on AOCs 1, 2, 3, or 6 (see Phase II ESA in Appendix C for AOC locations).
- Notification of MEDEP prior to Site excavation or foundation removal on AOCs 1, 2, 3, or 6, and oversight of such work by a qualified environmental professional. If contaminated soil is identified, the MEDEP must be notified and additional soil characterization and/or remedial actions may be required.
- If contaminated soil is to be left in place and not covered with a new foundation, a cover system consisting of a cover/marker layer and at least 12" of clean fill, or a DEP-approved impervious layer, must be installed.
- If a new building is constructed, a vapor management system to prevent the potential migration of petroleum and VOC vapors into the structure must be

developed and stamped by a Maine Professional Engineer, and approved by the MEDEP.

- If existing buildings are to remain in place, indoor air quality sampling must be conducted and results must comply with current appropriate regulatory guidelines/standards for the proposed reuse of the building. If indoor air samples do not meet these guidelines, a remedial plan must be submitted to the MEDEP for review and approval.
- If building demolition/renovation activities are to be conducted onsite, potentially building hazardous construction materials (e.g., ACM) must be handled and disposed of appropriately.
- Additional investigation is required to determine if PCE vapors are migrating off-Site. If the Site is being considered for residential use, additional investigation and remediation may be required.
- Groundwater extraction shall be prohibited without the written permission of the MEDEP. It is understood that public water will be supplied to the property if future redevelopment requires water.
- Upon completion of the redevelopment and any associated remediation, a Declaration of Environmental Covenants consistent with the final Certificate of Completion or No Further Action letter, that is acceptable to the MEDEP, must be prepared and recorded at the York County Registry of Deeds.

5.0 CONCLUSIONS

St.Germain Collins has performed a Phase I ESA in conformance with the scope and limitations of ASTM International Standard Practice E 1527-05 for the Site located at 20 Sullivan Street in Berwick, Maine. Any significant exceptions to, or deletions from, this practice are described in Section 1.3 of this report.

Based on our findings provided herein, St.Germain Collins identified the following RECs:

- The presence of heavy chemical and oil staining in the main tannery building, in proximity to trench drains whose connection to the sewer system could not be confirmed.
- The long history of the Site as a tannery, involving the storage, use, and possible release of petroleum products and hazardous substances.
- The detection of soil, groundwater, and soil vapor contamination on the Site.

- The pre-2010 spill reports documenting petroleum and chemical releases.

In a letter dated December 3, 2010, the MEDEP issued a No Action Assurance Letter under their VRAP. Potential liabilities associated with these RECs may be alleviated if the conditions of the No Action Assurance Letter are followed.

6.0 ENVIRONMENTAL PROFESSIONAL STATEMENT

I have prepared and/or reviewed this report for accuracy, content, and quality of presentation.

I declare that, to the best of my professional knowledge and belief, I meet the definition of Environmental Professional as defined in §312.10 of 40 CFR 312 (**Appendix E, Environmental Professional Qualifications**).

I have the specific qualifications based on education, training, and experience to assess a property of the nature, history, and setting of the Site. I have developed and performed the all appropriate inquiries in conformance with the standards and practices set forth in 40 CFR Part 312.

Keith R. Taylor, C.G.
Senior Hydrogeologist
St.Germain Collins

Signature Keith R. Taylor

Date 5/25/2012