Intro to the Activity & Use Limitation (AUL) on the W. R. Grace Site:

https://www.cambridgema.gov/~/media/Files/publicworksdepartment/Engineering/cityprojects/CAM400/Appendix%20A%20Activity%20and%20Use%20Limitation.pdf

What is an Activity and Use Limitation (AUL)?

The AUL is a deed restriction filed with the Registry of Deeds, which restricts activities and uses, whoever the property owner. The AUL can be amended or even removed *with the approval of the state Dept. of Environmental Protection*. W. R. Grace's final AUL is dated February 2006.

What is a Public Involvement Plan (PIP)?

The updated PIP ensures that the public will be notified of activities that would significantly disturb soil that may be contain asbestos. It also ensures that the public will have a voice in developing plans for containing the asbestos if any such activities are planned, such as during possible future development of the site. June 2006 is the date of the PIP.

How did the AUL and the PIP come to be on the W.R. Grace site?
In 2004 several vice presidents of W.R. Grace contacted the Alewife Study Group and asked that we work together to define both an AUL and a PIP for this 27-acre site. After many meetings and negotiations, neighbors represented by the Alewife Study Group and W.R. Grace agreed to the following AUL.

This coming together of neighbors and the corporation was predicated on neighbors working together from 1995 to 2004 to research the site, test the soil and monitor the site. Our sister group, the non-profit Alewife Neighbors, Inc. (ANI) secured three consecutive one-year Technical Assistance Grants from the Massachusetts Department of Environmental Protection (DEP) to, together with the City of Cambridge and W.R. Grace, test the soil for asbestos and hydrocarbons and communicate the findings with neighbors.

Through this funding, Alewife Neighbors hired a Licensed Site Professional (LSP) to oversee collection of the soil and air samples and to perform independent analyses of samples shared with the consultants hired by W.R. Grace and the City of Cambridge. ANI The Licensed Site Professional reviewed the documentation provided by the consultants hired by W.R. Grace. In addition, ANI put out a quarterly newsletter for North Cambridge neighbors. The soil was found to be heavily contaminated with asbestos and hydrocarbons.

This page updated Sept 14, 2020

D 102

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

2006 00039877
Bk: 47069 Pg: 191 Doc: CERT
Page: 1 of 102 03/08/2006 09:44 PM

February 13, 2006

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

ALEWIFE LAND CORPORATION

is a domestic corporation organized on **March 4, 1985**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Processed By: jbm

Sherin and Lodgen LLP
101 Federal Street
Boston, MA 02110
Attn: Peter Friedenberg, Esq.

*Dup in LD Reg

CLERK'S CERTIFICATE

I, Michael B. Cohan, Clerk of Alewife Land Corporation, a Massachusetts corporation (the "Company"), hereby certify that:

1. The following person holds the position in the Company set forth after his name:

W. Brian McGowan: President

2 W. Brian McGowan is authorized to execute, acknowledge and deliver on behalf of the Company, Activity and Use Limitations concerning certain parcels of land in Cambridge, Massachusetts owned by the Company, together with such other instruments or documents as may be necessary or desirable in connection therewith.

IN WITNESS WHEREOF, I have hereunder executed this Certificate this 17th day of February, 2006.

Michael B. Cohan
Clerk

Sheehan and Lodgen LLP
101 Federal Street
Boston, MA 2210
Attn: Peter Friedenberg, Esq

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(100)

Form 1075

NOTICE OF ACTIVITY AND USE LIMITATION
M.G.L. c. 21E, § 6 and 310 CMR 40.0000

Disposal Site Name: W.R. Grace & Co.-Conn.
DEP Release Tracking No.(s): 3-0277

WHITTEMORE AVENUE & ALEWIFE BROAD PARKWAY CAMBRIDGE

This Notice of Activity and Use Limitation ("Notice") is made as of this 16th day of February, 2006, by Alewife Land Corporation, with an address of c/o W.R. Grace & Co.-Conn., 62 Whittemore Avenue, Cambridge, Massachusetts, 02140 (together with its successors and assigns, collectively "Owner").

WITNESSETH:

WHEREAS, Alewife Land Corporation is the owner in fee simple of certain parcel(s) of land located in Cambridge, Middlesex County, Massachusetts with the buildings and improvements thereon ("Property");

WHEREAS, said parcel(s) of land, which are more particularly bounded and described in Exhibit A, attached hereto and made a part hereof ("Property"), are subject to this Notice of Activity and Use Limitation. The Property is shown in part as "Parcel B, Area = 291,407± S.F., 6.690 Acres" on a plan entitled "Plan of Land Owned by Alewife Land Corporation, 1 Alewife Center, Cambridge, Massachusetts," dated October, 1999, prepared by URS Greiner Woodward-Clyde, Inc., recorded in the Middlesex County South District Registry of Deeds as Plan No. 1218 of 1999, in Book 30804, Page 571, and in part as "W.R. Grace & Co., Area = 9.824 Acres" on a plan entitled "Plan of Land in Cambridge, Massachusetts," dated January 14, 1988, prepared by HMM Engineers Inc., recorded in the Middlesex County South District Registry of Deeds as Plan No. 625 of 1989, in Book 19877, Page 518;

WHEREAS, the Property comprises part of a disposal site as the result of a release of oil and/or hazardous material. Exhibits B-1 and B-2 are sketch plans showing the relationship of the Property subject to this Notice of Activity and Use Limitation to the boundaries of said disposal site existing within the limits of the Property and to the extent such boundaries have been established. Exhibits B-1 and B-2 are attached hereto and made a part hereof; and

MARGINAL REFERENCE REQUESTED
BOOK 19877 PAGE 534

WHEREAS, one or more response actions have been selected for the portion of the Disposal Site in accordance with M.G.L. c. 21E ("Chapter 21E") and the Massachusetts Contingency Plan, 310 CMR 40.0000 ("MCP"). Said response actions are based upon (a) the restriction of human access to and contact with oil and/or hazardous material in soil and/or groundwater, and/or (b) the restriction of certain activities occurring in, on, through, over or under the Property. The basis for such restrictions is set forth in an Activity and Use Limitation Opinion ("AUL Opinion"), dated February 13, 2006 (which is attached hereto as Exhibit C and made a part hereof);

NOW, THEREFORE, notice is hereby given that the activity and use limitations set forth in

Sherin and Lodgen LLP
101 Federal Street
Boston, MA 02110
Attn: Peter Friedenberg, Esq.

MARGINAL REFERENCE REQUESTED
BOOK 19877 PAGE 537

said AUL Opinion are as follows:

1. Activities and Uses Consistent with the AUL Opinion. The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 C.M.R. 40.0000) so long as any of the following activities and uses occur on the Property:

(i) Use of existing buildings for office, industrial, retail, commercial, and research and development ("R&D");

(ii) Existing uses of un-built areas for paved parking, paved public walkways, and open space;

(iii) Existing grounds-keeping activities, including but not limited to installation of signs and fence posts, cutting and raking of grass areas, and maintenance and resurfacing of parking lots, sidewalks, and driveways;

(iv) Maintenance of the Protective Cover as hereinafter described;

(v) Response actions conducted in accordance with the applicable provisions of Chapter 21E;

(vi) Limited short term, as defined in DEP policy, or emergency utility work in accordance with applicable federal, state, and local laws, ordinances, and regulations, including without limitation the Cambridge Asbestos Protection Ordinance;

(vii) Such other activities or uses not identified in Paragraph 2 as being Activities and Uses Inconsistent with the AUL; and

(viii) Such other activities and uses which, in the Opinion of a Licensed Site Professional, shall present no greater risk of harm to health, safety, public welfare, or the environment than the activities and uses set forth in this paragraph. Such opinion of a Licensed Site Professional shall be rendered final only after completion of any public involvement activities required by the Public Involvement Plan, in accordance with the Obligations and Conditions below.

2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

(i) Any use other than the Permitted Activities and Uses identified in Paragraph 1 above;

(ii) Use of the Property as a residence, school, nursery, daycare, recreational area, and/or such use at which a child's day-long presence is likely;

(iii) Active recreational uses, such as athletic fields or playgrounds, involving more than casual contact with the existing ground;

(iv) Activities that may cause degradation or destruction of the Protective Cover as defined in the Obligations and Conditions section: and

(v) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained at the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion are as follows:

(i) Maintain the existing top six (6) inches of surface soil, and existing: pavement and concrete slabs, pavement and concrete slab sub-base materials, structures, topsoil/loam, landscaping or the like (hereinafter the "Protective Cover"). In the event the Protective Cover is degraded or removed, reinstall a Protective Cover to prevent exposure of underlying soil in a timely fashion;

(ii) Prepare a Soil Management Plan ("SMP") prior to the commencement of activities that are likely to disturb the soil below the Protective Cover. The SMP must be prepared by a Licensed Site Professional ("LSP") in accordance with the Massachusetts Contingency Plan ("MCP") and, if applicable, the Cambridge Asbestos Protection Ordinance, and submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) Public Involvement Plan ("PIP"). At a minimum, the SMP must describe the soil excavation, handling, storage, transport, and disposal procedures. as well as the engineering controls and air monitoring procedures, necessary to ensure that the potential impact of fugitive asbestos fibers and volatile emissions to workers, nearby residents, and other receptors in the vicinity are taken into account to ensure compliance with applicable standards;

(iii) Prepare a Health and Safety Plan ("HASP") prior to the commencement of activities that involve the removal or disturbance of the Protective Cover and/or activities that are likely to disturb the soil below the Protective Cover. The HASP must be prepared by an LSP and a Certified Industrial Hygienist ("CIH") and control future exposures to groundwater. It must be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP;

(iv) Implement the Protective Cover Monitoring Plan ("PCMP") attached to the AUL Opinion. The PCMP describes methods for verifying that the cover

materials continue to function in a manner which prevents incidental exposure or direct contact with subsurface soils, as well as methods for restoring such integrity, if compromised through erosion or other unplanned disturbances to the Protective Cover. On-site workers should be informed of the requirements of the PCMP, and the PCMP must be available at the Property at all times. Inspections are to be conducted monthly for the first year and quarterly thereafter. The PCMP requires that logs of the inspection and any response actions completed thereafter be filed with the DEP and placed in the current public document repositories;

(v) The owner shall provide copies of the PCMP and the cover inspection reports to any purchaser of all or a portion of the Property as part of the sale of the Property;

(vi) In the event that activity intruding into surface soil other than permitted activities and use as provided herein ("Intrusive Activity") is undertaken, implement an Airborne Asbestos, Dust, and Odor Management and Monitoring Plan. The plan shall be developed by a CIH and an LSP, and it must comply with applicable Best Management Practices, the Cambridge Asbestos Protection Ordinance, if applicable, and applicable state and federal regulations. The plan shall require that any such activity must be carried out in a manner that prevents the liberation of asbestos fibers and/or dust into the ambient air in excess of applicable standards (OSHA, EPA, DEP, or other applicable standards) and prevents any potential odors from creating a nuisance condition, as these conditions may be defined by applicable regulations of the City of Cambridge, the Commonwealth of Massachusetts, and the federal government. It is envisioned that the plan would require utilization of proactive wetting of the exposed soil and handling techniques that would minimize the potential for dust generation. It is also envisioned that the plan would require the use of excavation techniques and/or odor suppressants intended to mitigate potential odors. The plan would also include a procedure(s) to monitor the level of dust, asbestos fibers, and odors in the air during the Intrusive Activities to confirm compliance with the plan. The plan would also contain a provision requiring that the intrusive activity would be stopped and the area secured if the monitoring indicates that the level of asbestos fibers, dust, or odors in the air are in excess of applicable limits. This plan shall be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP;

(vii) In the event that occupied structures are constructed at the Property, an LSP shall evaluate the potential risks associated with migration of volatile compounds from the subsurface into indoor air and the inhalation of these compounds inside such structures. If a condition of "No Significant Risk" cannot be demonstrated, such measures as excavation of contaminated soils or the inclusion of engineered controls (i.e., impermeable vapor barrier and/or

sub-slab venting) shall be implemented to provide a condition of "No Significant Risk";

(viii) Provide a draft of any proposed changes to this AUL or any monitoring plans that are developed for public comment, in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP; and

(ix) All activities that may disrupt the Protective Cover shall comply with the applicable requirements of the Cambridge Asbestos Protection Ordinance in effect at the time of the disruption.

4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses at the Property which may result in higher levels of exposure to oil and/or hazardous material than currently exist shall be evaluated by an LSP who shall render an Opinion, in accordance with 310 CMR 40.1080 *et seq.*, as to whether the proposed changes will present a significant risk of harm to health, safety, public welfare or the environment. Any and all requirements set forth in the Opinion to meet the objective of this Notice shall be satisfied before any such activity or use is commenced.

5. Violation of a Response Action Outcome. The activities, uses and/or exposures upon which this Notice is based shall not change at any time to cause a significant risk of harm to health, safety, public welfare, or the environment or to create substantial hazards due to exposure to oil and/or hazardous material without the prior evaluation by an LSP in accordance with 310 CMR 40.1080 *et seq.*, and without additional response actions, if necessary, to achieve or maintain a condition of No Significant Risk or to eliminate substantial hazards.

If the activities, uses, and/or exposures upon which this Notice is based change without the prior evaluation and additional response actions determined to be necessary by an LSP in accordance with 310 CMR 40.1080 *et seq.*, the owner or operator of the Property subject to this Notice at the time that the activities, uses and/or exposures change, shall comply with the requirements set forth in 310 CMR 40.0020.

6. Incorporation Into Deeds, Mortgages, Leases, and Instruments of Transfer. This Notice shall be incorporated either in full or by reference into all future deeds, easements, mortgages, leases, licenses, occupancy agreements or any other instrument of transfer, whereby an interest in and/or a right to use the Property or a portion thereof is conveyed.

Owner hereby authorizes and consents to the filing and recordation and/or registration of this Notice, said Notice to become effective when executed under seal by the undersigned LSP, and recorded and/or registered with the appropriate Registry(ies) of Deeds and/or Land Registration Office(s).

WITNESS the execution hereof under seal this 16th day of February, 2006.

ALEWIFE LAND CORPORATION

By: W B McGowan
W. Brian McGowan
President

STATE OF MARYLAND

COUNTY OF Howard, ss

On this 16 day of February, 2006, before me, the undersigned notary public, personally appeared W. Brian McGowan, proved to me through satisfactory evidence of identification, which was a Virginia driver's license, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as President of Alewife Land Corporation.

[Notary Seal/Stamp]

Janet L. Davis
Notary Public
My commission expires: 9-1-06

JANET L. DAVIS NOTARY PUBLIC CARROLL COUNTY, MD

The undersigned LSP hereby certifies that he executed the aforesaid Activity and Use Limitation Opinion attached hereto as Exhibit C and made a part hereof and that in his Opinion this Notice of Activity and Use Limitation is consistent with the terms set forth in said Activity and Use Limitation Opinion.

Date: 1 MARCH 2006

WILLIAM W. BECK, JR. No. 1637 REGISTERED LICENSED SITE PROFESSIONAL COMMONWEALTH OF MASSACHUSETTS

William W. Beck, Jr., LSP

STATE OF Massachusetts

COUNTY OF Suffolk, ss

On this 1st day of March, 2006, before me, the undersigned notary public, personally appeared William W. Beck, Jr., proved to me through satisfactory evidence of identification, which was New Hampshire driver's license, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.

[Notary Seal/Stamp]

Notary Public
My commission expires: _____

LISA GRAY
Notary Public
Commonwealth of Massachusetts
My Commission Expires
April 14, 2011

Upon recording, return to:
Sherin and Lodgen LLP
101 Federal Street, 30th Floor
Boston, Massachusetts 02110
Attn: Peter Friedenberg, Esq.

EXHIBIT A TO
NOTICE OF ACTIVITY AND USE LIMITATION

Description of the Property

Those certain parcels of land located in Cambridge, Middlesex County, Massachusetts more particularly bounded and described as follows:

FIRST PARCEL

The certain parcel of land located (in part registered and in part unregistered) in Cambridge, Middlesex County, Massachusetts, shown as "W.R. Grace & Co., Area = 9.824± Acres" on a plan entitled "Plan of Land in Cambridge, Massachusetts," dated January 14, 1988, prepared by HMM Engineers Inc., recorded with Middlesex South District Registry of Deeds as Plan No. 625 of 1989, in Book 19877, Page 518, and more particularly bounded and described as follows:

Beginning at a point on the Easterly sideline of Alewife Brook Parkway, said beginning point being on the Southerly boundary of land now or formerly of Alewife Land Corporation as shown on said plan;

Thence running S 85°-36'-19" E by said land now or formerly of Alewife Land Corporation fifty-nine and fifty-nine hundredths (59.59) feet to a point;

Thence turning and running S 85°-35'-45" E still by said land now or formerly of Alewife Land Corporation four hundred fifty-seven and thirty-nine hundredths (457.39) feet to a point;

Thence turning and running S 02°-01'-14" E by land now or formerly of the City of Cambridge four hundred twenty-nine and thirty-eight hundredths (429.38) feet to a point;

Thence turning and running S 34°-20'-46" E one hundred sixty-six and seventeen hundredths (166.17) feet to a point;

Thence turning and running S 81°-46'-40" E seventeen and sixty-five hundredths (17.65) feet to a point;

Thence turning and running S 00°-52'-34 E eighty-one and forty-four hundredths (81.44) feet to a point;

Thence turning and running S 31°-49'-27" E twenty-nine and forty-eight hundredths (29.48) feet to a point;

Thence turning and running S 04°-31'-52" W one hundred and ninety-six hundredths (100.96) feet to a point;

Thence turning and running N 84°-52'-23" W one hundred thirteen and six hundredths (113.06) feet to a point;

Thence turning and running S 37°-14-02" W nineteen and sixty-three hundredths (19.63) feet to a point;

Thence turning and running S 06°-05'-52" E still by land now or formerly of said City of Cambridge two hundred fifty-six and twenty-three hundredths (256.23) feet to a point on the Northerly sideline of Rindge Avenue;

Thence turning and running N 83°-19'-53" W by said Northerly sideline of Rindge Avenue two hundred forty-eight and thirty-six hundredths (248.36) feet to an angle point.

Thence turning and running N 06°-40'-07" E ten and no hundredths (10.00) feet to an angle point;

Thence turning and running N 75°-55'-07" W by said Northerly sideline of Rindge Avenue seventy-seven and fifty-one hundredths (77.51) feet to an angle point;

Thence turning and running N 83°-19'-53" W still by said Northerly sideline of Rindge Avenue sixty and no hundredths (60.00) feet to a point;

Thence turning and running N 01°-21'-07" E by two parcels of land now or formerly of Lehigh Investment Trust five hundred sixteen and seventy-eight hundredths (516.78) feet to a point;

Thence turning and running N 77°-26'-19" W still by land now or formerly of said Lehigh Investment Trust one hundred fifty-one and forty-three hundredths (151.43) feet to a point;

Thence turning and running by a curve to the left of eight thousand, six hundred thirty-one and seventy-nine hundredths (8,631.79) radius still by land now or formerly of said Lehigh Investment Trust one hundred twenty-four and seventy-four hundredths (124.74) feet to a point on the Easterly sideline of Alewife Brook Parkway,

Thence turning and running N 89°-37'-29" E by land now or formerly of the Massachusetts Bay Transportation Authority two hundred six and no hundredths (206.00) feet to a point;

Thence turning and running N 56°-29-35" E sixty-six and ninety-seven hundredths (66.97) feet to a point;

Thence turning and running N 00°-22'-31" W ninety-three and seventy-three one hundredths (93.73) feet to a point;

Thence turning and running S 89°-37'-29" W still by land now or formerly of said Massachusetts Bay Transportation Authority two hundred sixty-nine and sixty hundredths (269.60) feet to a point on the Easterly sideline of Alewife Brook Parkway;

Thence turning and running N 11°-45'-03" W by said Easterly sideline of Alewife Brook Parkway two hundred six and ninety hundredths (206.90) feet to an angle point;

Thence turning and running N 73°-42'-27" E still by said Easterly sideline of Alewife Brook Parkway fifteen and no hundredths (15.00) feet to the point of beginning.

The above described premises include the following lots of registered land, to wit:

Lots A and B as shown on Land Court Plan 5542B;

Lot 3 as shown on Land Court Plan 18496B;

Lot 5 as shown on Land Court Plan 18496C; and

Lot 18 as shown on Land Court Plan 24288D.

For title to said registered land, see Certificate of Title 185580 in Registration Book 1058, Page 30. See also deed recorded with Middlesex South District Registry of Deeds in Book 19877, Page 527, and filed with Middlesex South Registry District of the Land Court as Document No. 800848.

SECOND PARCEL

That certain parcel of land (in part registered and in part unregistered) located on Whittemore Avenue in Cambridge, Middlesex County, Massachusetts shown as "Parcel B, Area = 291,407± S.F., 6.690 Acres" on a plan entitled "Plan of Land Owned by Alewife Land Corporation, 1 Alewife Center, Cambridge, Massachusetts," dated October, 1999, by URS Greiner Woodward-Clyde, Inc. recorded with Middlesex South District Registry of Deeds as Plan No. 1218 of 1999 in Book 30804, Page 571, and more particularly bounded and described as follows:

Beginning at a point on the Easterly sideline of Alewife Brook Parkway, said beginning point being the Southwesterly corner of said parcel;

Thence running N 14°-06'-09" W by said Easterly sideline of Alewife Brook Parkway three hundred ten and ninety-two hundredths (310.92) feet to a point;

Thence turning and running by a curve to the right having a radius of six hundred twenty-seven and seventy-four hundredths (627.74) feet, three hundred fifteen and seventy-one hundredths (315.71) feet to a point at the Westerly boundary of "Parcel A" as shown on said plan;

Thence turning and running by a curve to the left having a radius of one hundred twenty-five and no hundredths (125.00) feet still by said Parcel A, one hundred one and forty-eight hundredths (101.48) feet to a point;

Thence turning and running by a curve to the left having a radius of one thousand, nine hundred fifty-one and twenty-five hundredths (1,951.25) feet still by said Parcel A, two hundred forty-eight and fourteen hundredths (248.14) feet to a point;

Thence turning and running N 04°-38'-21" E still by said Parcel A, six and seventy-one hundredths (6.71) feet to a point;

Thence turning and running N 88°-16'-09" E still by said Parcel A, eight and eighty-four hundredths (8.84) feet to a point;

Thence turning and running N 04°-37-30" E still by said Parcel A, thirty-one and ninety-four hundredths (31.94) feet to a point on the Easterly boundary of said Parcel A

Thence turning and running S 85°-01'-50" E by land now or formerly of W.R. Grace & Co.-Conn., two hundred sixty-eight and ninety-two hundredths (268.92) feet to a point;

Thence turning and running S 03°-51'-56" W by said land now or formerly of W.R. Grace & Co.-Conn., two hundred fifty-six and fifty-one hundredths (256.51) feet to a point;

Thence turning and running S 10°-25'-00" E by said land now or formerly of W.R. Grace & Co.-Conn., twenty-one and ninety-four hundredths (21.94) feet to a point;

Thence turning and running S 10°-25'-01" E by said land now or formerly of W.R. Grace & Co.-Conn., two hundred thirty-four and nine hundredths (234.09) feet to a point on the Northerly boundary of land now or formerly of the City of Cambridge;

Thence turning and running S 73°-36'-56" W by said land now or formerly of the City of Cambridge, five and no hundredths (5.00) feet to a point;

Thence turning and running S 02°-01'-14" E by said land now or formerly of the City of Cambridge, thirty-three and thirty-six hundredths (33.36) feet to a point on the Northerly boundary of land now or formerly of Alewife :Land Corporation;

Thence turning and running N 85°-35'-45" W by said land now or formerly of Alewife Land Corporation, four hundred fifty-seven and thirty-nine hundredths (457.39) feet to a point;

Thence turning and running N 85°-36'-19" W by said land now or formerly of Alewife Land Corporation, fifty-nine and fifty-nine hundredths (59.59) feet to the point of beginning.

The above described premises include the following lots of registered land, to wit:

Lots 53 and 54 as shown on Land Court Plan 5236P;

Lot 17 as shown on Land Court Plan 24288D; and

Lot 4 as shown on Land Court Plan 18496C.

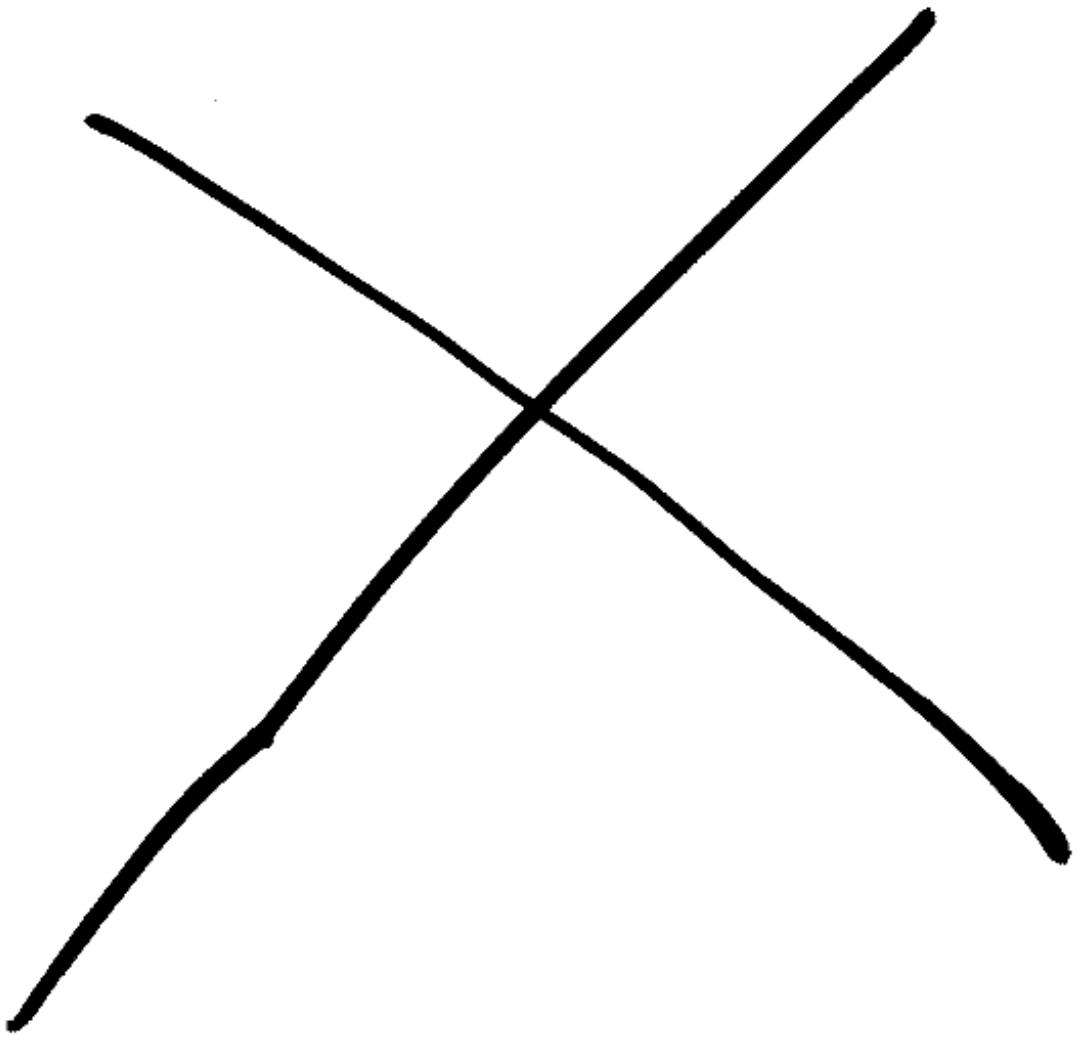
For title of Alewife Land Corporation to said registered land, see Certificate of Title 173484.

For title of Alewife Land Corporation, also see deed recorded with Middlesex South District Registry of Deeds in Book 16152, Page 284, and registered with Middlesex South Registry District of the Land Court as Document No. 681120.

EXHIBITS B-1 AND B-2 TO
NOTICE OF ACTIVITY AND USE LIMITATION

Plans Showing Relationship of Property to the Disposal Site

[See attached plans]



10063-066 A228

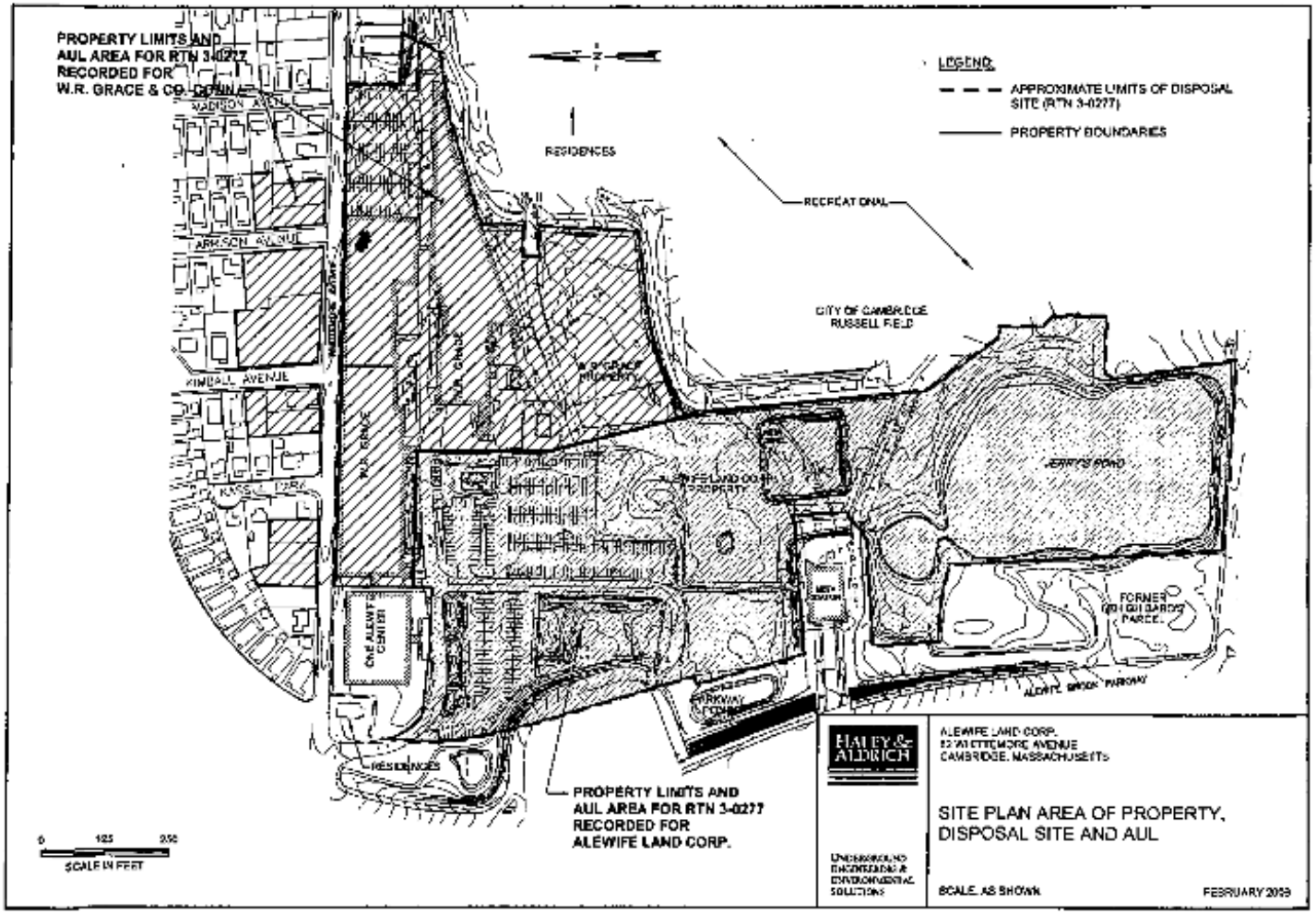


EXHIBIT B-1

Bk: 47069 Pg: 205

10363-066 A224

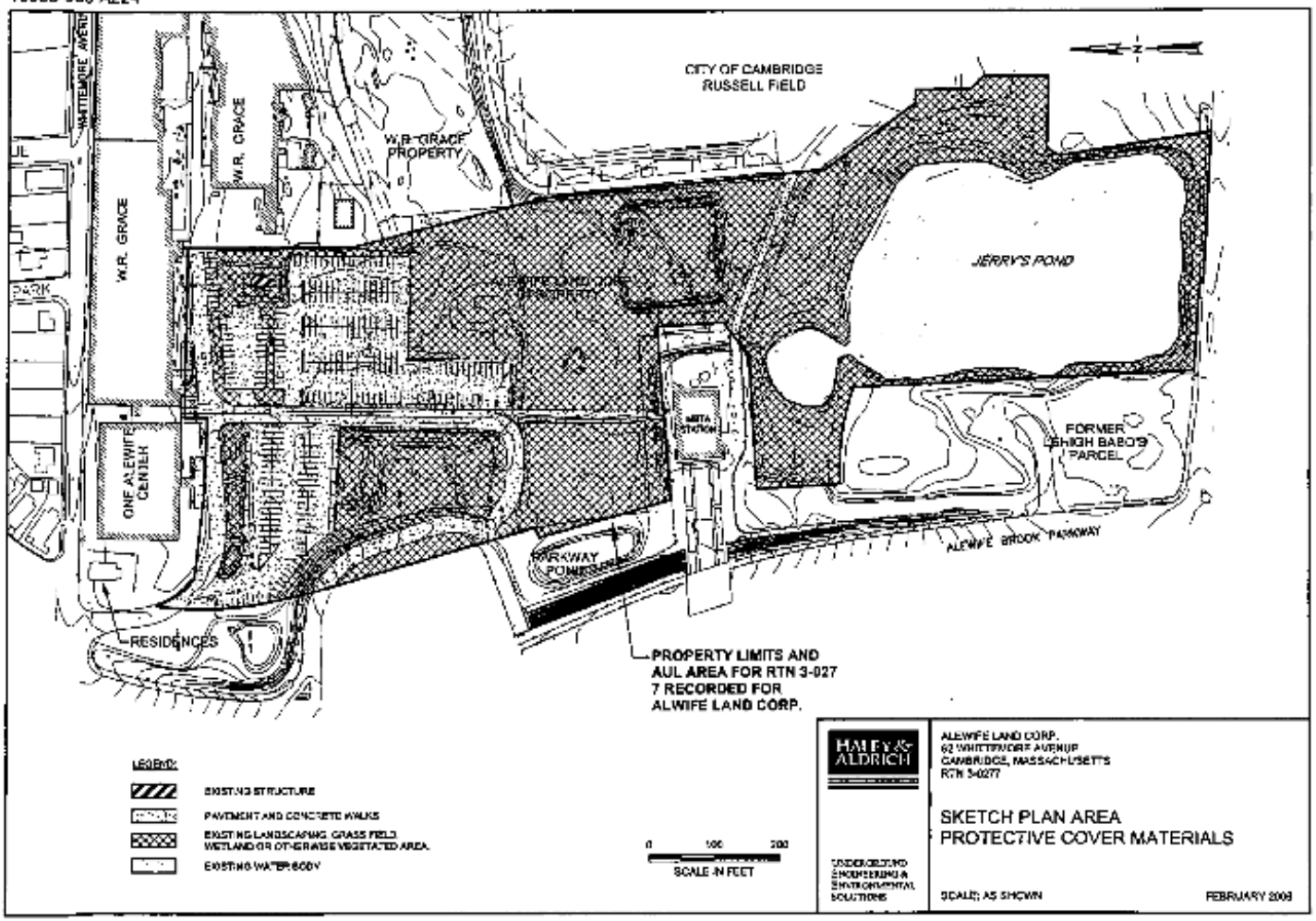


EXHIBIT B-2

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EXHIBIT C TO
NOTICE OF ACTIVITY AND USE LIMITATION

Activity and Use Limitation Opinion

[See attached]

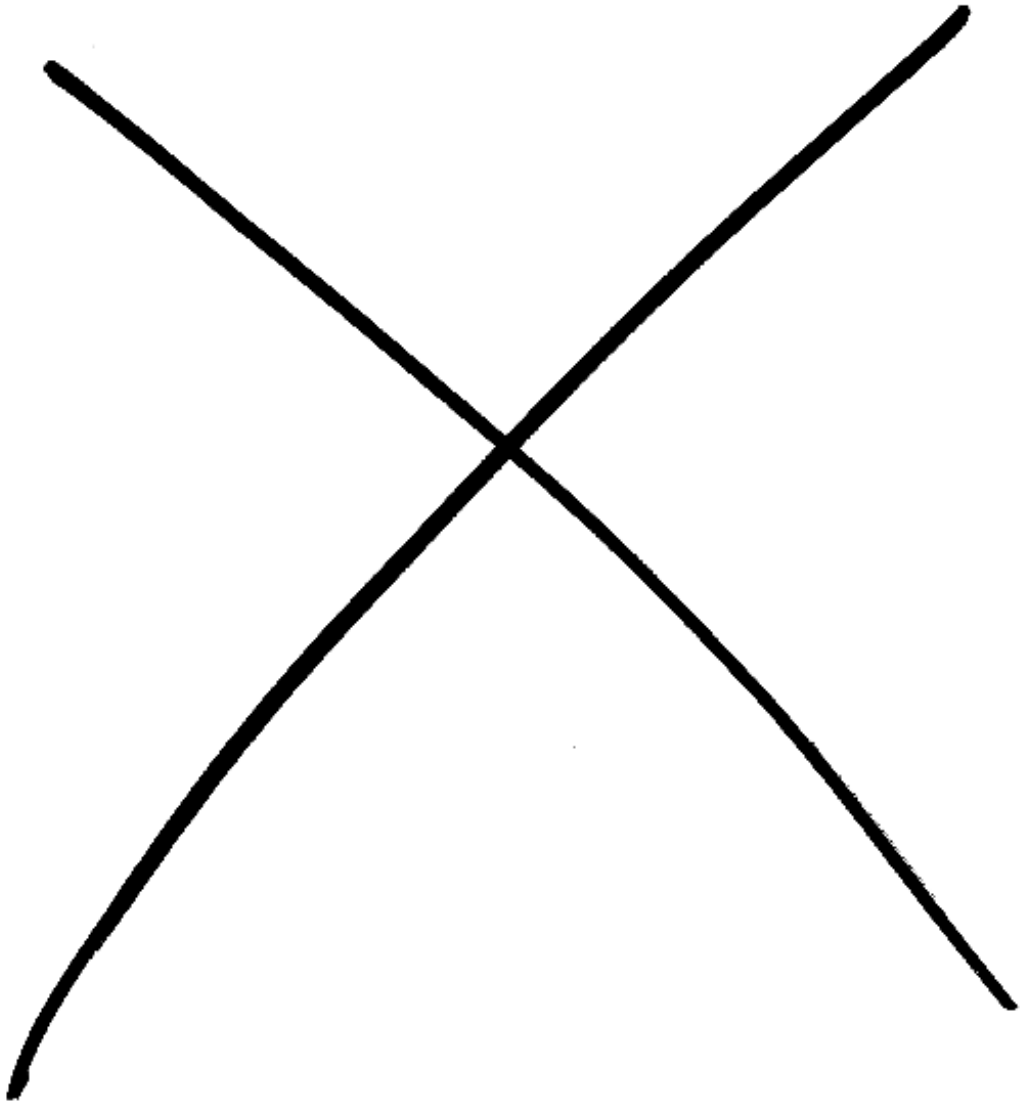

EXHIBIT C

ACTIVITY AND USE LIMITATION OPINION
Portion of W.R. Grace & Co.-Conn. Disposal Site
Cambridge, Massachusetts

INTRODUCTION

In accordance with the requirements of 310 CMR 40.1074, this Activity and Use Limitation (AUL) Opinion has been prepared for a portion of the W.R. Grace Disposal Site with an address at 62 Whittemore Avenue in Cambridge, Middlesex County, Massachusetts, 02140. The W.R. Grace Disposal Site consists of 25 acres of land partially bounded by Whittemore Avenue to the north; Harvey Street and Russell Field to the east; Rindge Avenue to the south; and the Alewife Brook Parkway and a residence to the west (herein referred to as the "Disposal Site").

The area subject to this AUL (herein referred to as the "Property") consists of 25.6 acres, and is comprised of twenty-two (22) individual parcels of land. A portion of the area subject to the AUL consists of a portion of the Disposal Site listed by the Massachusetts Department of Environmental Protection (DEP) under RTN 3-0277. The portion of the Disposal Site subject to this AUL consists of eighteen (18) of the parcels of land and is comprised of twenty-four (24) acres of land. The remaining one (1) acre parcel of land included in the Disposal Site, known as One Alewife Center, is subject to a separate AUL which was previously recorded on 28 October 1999. The owner of the parcels included in the Property is either W.R. Grace & Co.-Conn. or the Alewife Land Corporation as identified in the table below.

Owner	Parcel(s)	Total Size, Acres	Type
W.R. Grace & Co.-Conn.	20	8.1	Unregistered and Registered
Alewife Land Corporation	2	17.5	Unregistered and Registered

The area subject to this AUL Opinion consists of the Property as described above. An AUL is being recorded separately at the Middlesex County South Registry of Deeds for each of the land owners identified above, both with the same AUL Opinion. A portion of the area subject to the AUL consists of a portion of the Disposal Site listed by the Massachusetts Department of Environmental Protection (DEP) under RTN 3-0277. Plans showing the relationship of the Property covered by this AUL to the boundary of the Disposal Site (RTN 3-0277) are attached as Exhibits B-1 and B-2 to the AUL.

This AUL Opinion is submitted in support of a Class A-3 Response Action Outcome (RAO) Statement and associated DEP Form 1075, "Notice of Activity and Use Limitation" for the Oil and Hazardous Materials (OHM) at the Disposal Site. An AUL is a deed restriction that imposes conditions on land use (allowable and restricted site uses, and obligations) considered necessary to ensure No Significant Risk (NSR) to human health under an RAO and a risk characterization supporting that RAO.

The required contents of an AUL are specified at 310 CMR 40.1074(2), and Form 1075 must be used in its preparation. The only material that can be inserted in that form relates to the description and ownership of the affected property, the activities and uses that are consistent or inconsistent with the AUL Opinion, and the obligations and conditions set forth in that opinion. Because the AUL format does not provide a vehicle for addressing public concerns that have been raised with respect to the Property and the Disposal Site, this AUL Opinion contains a more detailed account of the Disposal Site history and risk characterization than is usually

found in such a document. In addition, the AUL addresses a new policy recently issued by the Massachusetts DEP that for the first time regulates asbestos as a contaminant in soil under the Massachusetts Contingency Plan (MCP).

DESCRIPTION OF DISPOSAL SITE

The Disposal Site is listed by the Massachusetts DEP under RTN 3-0277. W.R. Grace & Co.-Conn. (Grace) is the listed potentially responsible party. The Disposal Site comprises approximately 25 acres of land in total, of which 24 acres are included within the Property, as well as an adjacent 1 acre parcel (One Alewife Center). Approximately thirty-five percent (35%) of the Disposal Site is covered by buildings (4 acres or 169,300 ft^2) or pavement (5.4 acres or 234,715 ft^2). Jerry's Pond is located adjacent to Rindge Avenue on the southern portion of the Disposal Site. It occupies approximately 4 acres. The remaining area of the Disposal Site consists of approximately 12 acres of vegetation. The vegetated areas, including the area surrounding Jerry's Pond, occupy approximately fifty percent (50%) of the Disposal Site and are surrounded by fencing to control access.

DISPOSAL SITE HISTORY

In the 1900s, two sets of Boston and Maine Railroad tracks ran through the Disposal Site from roughly east to west. In 1919, the Dewey and Almy Chemical Company ("Dewey & Almy") commenced operations at the Disposal Site and began constructing buildings for their rubber product manufacturing processes. At that time, the Dix Lumber Company operated on the Disposal Site south of the Boston & Maine tracks. Over the years, a total of 46 buildings have occupied the Disposal Site. Most of these buildings were covered with asbestos cement siding. The majority of the buildings historically located within the Boston & Maine Railroad tracks on Dewey & Almy property were constructed prior to 1949, and the remaining buildings were constructed by 1955.

Grace acquired Dewey & Almy in 1954. The Dewey & Almy property included land from the south side of Whittemore Avenue to just north of Jerry's Pond. From 1954 to 1965, Grace also acquired the following properties to achieve the current Property size:

- Jerry's Pond
- Parcel of land between Jerry's Pond and Russell Field Park
- Portion of lot now known as Parcel A (One Alewife Center)
- Lot south of the Boston & Maine Railroad tracks that was formerly operated by Dix Lumber Company

During the 1960s and 1970s, Grace's Cambridge facility was used as a headquarters and research facility for the company's four new divisions, three of which were moved to Grace's Lexington facility in 1976. The demolition of unused manufacturing buildings at the Disposal Site began around 1976 and continued to 1981. The current configuration of buildings on the Property remains the same as that in 1981. Grace had ceased all manufacturing and processing at this location by 1983, and the Boston & Maine railroad tracks were subsequently removed from service.

The Massachusetts Bay Transit Authority (MBTA) constructed the Red Line extension through the Disposal Site from the late 1970s through the mid-1980s. This included the construction of train line tunnels and an entrance structure along an easement granted by Grace.

Three one to three-story mixed-use buildings (consisting of a number of older buildings which have since been inter-connected) owned by Grace are now situated on the Property. The area immediately surrounding the buildings is landscaped, covered with crushed stone or paved for walkways, access roads or parking.

REGULATORY COMPLIANCE HISTORY OF DISPOSAL SITE

The Disposal Site was initially listed with the DEP after the detection of volatile and semi-volatile organics, petroleum products, and metals during evaluations of subsurface and hydrogeological conditions for the Alewife Center Master Plan Study conducted in 1984 and 1985, and in subsequent investigations conducted in the 1990s. After reviewing the results of subsurface and hydrogeological evaluations conducted in 1984 and 1985, the Department of Environmental Quality Engineering (DEQE) issued a Notice of Responsibility (NOR) on 9 February 1987, notifying Grace that the DEQE had determined that a release of oil or hazardous materials (OHM) had occurred at the Disposal Site. DEQE assigned Release Tracking Number 3-0277 to the Property and One Alewife Center property (as it is now known) and required additional investigations.

The redesign of the MCP in 1993 allowed for the transitioning of disposal sites listed in the "old" system to the "new" system within a timeframe set forth in the regulations. The Disposal Site was listed as a Confirmed, Non-Priority Disposal Site without a Waiver, according to the 1993 Transition List of "Confirmed Disposal Sites and Locations to be Investigated". In compliance with the Transitions Provisions of the MCP, Haley & Aldrich submitted a Tier II Classification for the Disposal Site on 4 August 1995.

In October 1996 when a new tier classification was completed, the Disposal Site was reclassified as Tier IC under the MCP, and it was later granted a Tier IC permit with an effective date of 13 February 1997. The Tier IC permit allowed for continuing oversight of the Disposal Site by a Licensed Site Professional (LSP), with certain activities requiring DEP approval. The Tier IC permit was effective for 5 years and expired on 13 February 2002. Two permit extensions have been issued for the Site since February 2002. The current permit (Permit No. 118529) expires in March 2006.

Asbestos was added to the list of contaminants of concern at the Disposal Site in 1998, following the completion of two voluntary field programs at the Disposal Site to investigate for the presence of asbestos in soil. Based on the findings of those investigations, a second RTN (RTN 3-17014) was assigned to the Disposal Site in June 1998. In July 1999, RTN 3-17014 was closed by the DEP and the compliance obligations for that RTN were incorporated into existing compliance obligations under RTN 3-0277.

In 1999, the one acre One Alewife Center property, located at the northwest corner of the Disposal Site, was sold by W.R. Grace to the New Boston Alewife Limited Partnership. On 28 October 1999, and prior to the sale of the Property, an AUL was recorded for the One Alewife Center property at the Middlesex Registry of Deeds. The purpose of the AUL was to mitigate unforeseen potential exposures to contaminants, and to maintain a condition of "No Significant Risk" at the One Alewife Center portion of the Disposal Site.

REASON FOR ACTIVITY AND USE LIMITATION

Oil and Hazardous Material (OHM)

Two subsurface exploration programs, conducted at the Disposal Site in November 1986 and October 1987, provided environmental information on soil and groundwater in the area of building sites being proposed at that time. The data from these two reports identified certain volatile and semi-volatile organics (VOCs), petroleum products, and metals in soil and groundwater. Supplemental soil investigations were completed at the Disposal Site to evaluate the extent of the petroleum contamination by new analytical methods. These investigations include a Total Petroleum Hydrocarbon (TPH) evaluation conducted in 1995 and an Extractable Petroleum Hydrocarbons (EPH) evaluation in 1999.

Since 1998, Grace has voluntarily conducted periodic groundwater monitoring for VOCs and naphthalene in groundwater. The levels of contaminants (mainly VOCs and naphthalene compounds) identified in groundwater continue to be below the applicable MCP risk limits.

The Disposal Site was subject to industrial use from the early 1920s, when Dewey & Almy began operations, until 1983 when Grace ceased all manufacturing and processing operations at that location. The Dewey and Almy facility originally manufactured materials used as can sealing compounds, drum and pail cover gaskets, and bottle cap gaskets. The primary raw material was processed rubber. Specific compounds manufactured by Dewey & Almy at the Disposal Site include naphthalene sulfonate (trade name DAXAD), a dispersant known as TDA made from calcium lignosulfonate (by-product of the paper-making industry), and Soda Sorb® (a lime based material used as a carbon dioxide absorbent).

Based on the historic use of the Disposal Site, the chemical contaminants of concern at the Disposal Site consist of naphthalene, numerous polyaromatic hydrocarbons ("PAHs") and phenols, VOCs, petroleum compounds, and metals in soil. The highest contaminant concentrations are associated with former facility operations which were generally located in the area now occupied by the paved parking lots and/or the vegetated area to the northeast of the MBTA entrance structure. In particular, during the time DAXAD was manufactured at the Disposal Site, several lagoons were used as settling ponds and sources of cooling water. Contaminated material associated with such activities was previously removed from the Disposal Site by the MBTA in conjunction with the construction of the Red Line extension. Also during the Dewey & Almy years, petroleum products which included unspecified quantities of fuel oil, diesel, and No. 2 fuel oil, heavy fuel oil, light oil, white oil, and gasoline were stored on-site in nine underground storage tanks (USTs) and four above ground storage tanks (ASTs). In general, the capacity of the tanks ranged from 1,000 gallons to 10,000 gallons, with the exception of one 54,000 gallon fuel oil above ground storage tank (AST) formerly located northeast of the MBTA entrance structure. A majority of the tanks were located near the former buildings (now parking lots and vegetated areas) and were most likely used for heating oil. The known ASTs and USTs have been removed from the Disposal Site.

An Enhanced In-situ Bioremediation remedial program was implemented at the Disposal Site from 2001 to 2003 in the area of the highest concentrations of Extractable Petroleum Hydrocarbons (EPH). Bioremediation successfully reduced EPH levels in soil to acceptable levels under the MCP in the vegetated area immediately to the east of the path from the Property's parking lots to the MBTA entrance structure.

Asbestos

Asbestos was added to the list of contaminants of concern at the Disposal Site in 1998, following the completion of two voluntary field exploration programs at the Disposal Site to investigate the presence of asbestos in soil. Since May 1998, a total of 905 soil and split soil samples have been collected by Grace, the Alewife Study Group, and the City of Cambridge. Of the 882 samples analyzed, 856 samples (COC-33; Grace-745; ASG-78) were analyzed using the EPA Region 1 protocol combined with PLM (using EPA Method 600/R-93-116) and 49 samples were analyzed using TEM (EPA 600/R-93-116-Chatfield Semi-Quantitative). Details of the investigation and testing are available in the various reports submitted to the DEP that address the evaluation of asbestos in soil.

The highest levels of asbestos fibers and the most consistent detections of asbestos fibers in soil have been found in those areas of the Disposal Site where buildings were formerly located. The overwhelming fiber type identified at the Disposal Site is chrysotile, which is the most common form of asbestos used in building materials and friction products.

Risk Characterization

In accordance with the MCP, the risks to human health, safety, public welfare, and the environment have been characterized for contaminated soil, groundwater, surface water, and ambient air at the Disposal Site and adjacent properties. Current conditions at the Disposal Site consist of commercial property uses and transient activities associated with the MBTA entrance structure.

Current risks are estimated for the following receptors:

- residents of all ages adjacent to the Disposal Site
- adult office workers on-site (including exposure as children visiting the site prior to working as office workers on-site);
- transient persons (MBTA subway users, pedestrians, and trespassers, including children) during any construction work carried out on-site
- adult utility workers

While no other use of the Disposal Site is expected for the foreseeable future, the risk assessment considered a hypothetical future use scenario involving large scale excavation of contaminated soil in order to be conservative and consistent with previous risk characterizations. The scope and size of the scenario that was evaluated is not likely to occur due to existing local and state regulations related to zoning, wetlands, and flood plains. Therefore, this scenario is likely to overestimate risk.

Future risks were evaluated for the following future receptors:

- residents of all ages adjacent to the Disposal Site
- adult office workers on-site during construction and for long-term occupancy of buildings on site (including exposure as children visiting the site prior to working as office workers on the site)
- transient persons (MBTA subway users, pedestrians, and trespassers, including children) during any construction work carried out on-site
- adult utility workers
- children visiting the Disposal Site (e.g. to retail stores) after construction.
- adult construction workers on-site (during construction)

For both current and future conditions, visitors and transient users of the Disposal Site (children and adults) are considered implicitly because risks would be less for them as compared to the risk for a resident adjacent to the Disposal Site, or to a utility worker or future construction worker, all of whose risks are explicitly evaluated.

Exposure scenarios evaluated quantitatively in the analysis are inhalation of airborne asbestos and incidental ingestion of asbestos in soil; inhalation of vapors emanating from soil; inhalation and ingestion of contaminants in fugitive dust; as well as dermal contact during recreational and hypothetical construction activities.

Several potential exposure scenarios were excluded from evaluation under the risk characterization. In order to exclude these exposure scenarios from evaluation, the potential exposures must be eliminated through the use of an AUL, as provided under 310 CMR 40.1012(2). The excluded scenarios are as follows:

- future residential use
- exposure to groundwater(direct contact)
- future use as schools, playgrounds, day care centers, etc.
- active recreational uses in unpaved areas
- vapor intrusion into hypothetical future new buildings.

Under current conditions of use (commercial property), the risk characterization concluded that there is a condition of No Significant Risk (NSR) to human health for all receptors evaluated for potential exposures associated with both asbestos and OHM. In addition, the risk characterization concluded that a condition of NSR exists for Public Safety, Public Welfare, and the Environment due to:

- the limited exposure of environmental receptors to site-related contaminants,
- the absence of conditions that may negatively affect the surrounding community, and
- the absence of any significant risks to safety that could be identified under current conditions.

As noted earlier, for the foreseeable future, the Disposal Site is expected to continue to be used in a manner consistent with its current use as a commercial facility. In this case, risk estimates remain the same or decrease if the soil remains undisturbed or if disturbed soil is covered with clean soil. However, to be conservative and consistent with previous risk characterizations, the risk assessment considered a hypothetical future use scenario involving large-scale excavation of contaminated soil (containing asbestos and OHM) that then remains on the surface. In the hypothetical event that the property is subject to development scale excavation, a specific evaluation of risk to identify exposure pathways and contaminants of concern warranting management should be undertaken.

The risk characterization concluded the following:

- The incremental cancer risk estimates for the adjacent residents, office workers, and hypothetical construction workers potentially exposed to soil at the Disposal Site exceed DEP's guidelines for achieving a condition of No Significant Risk due to an assumed presence of asbestos in the exposed soil.

- Exposure of environmental receptors to site-related contaminants is limited, and thus the Disposal Site poses No Significant Risk to the environment.

- Potential odors generated during the excavation of naphthalene-contaminated soils could potentially create a nuisance condition, and thus a condition of No Significant Risk to public welfare could not be achieved without mitigating efforts.

- A condition of No Significant Risk to safety exists at the Disposal Site in the future (even during large-scale construction) with one exception. If small-scale excavations were to be completed over a short period of time in the most contaminated areas of the Disposal Site, then there is the potential for the hypothetical construction worker to be exposed to vapors from naphthalene in soils which might exceed the OSHA PEL for an 8 hour day. However, a condition of No Significant Risk to Safety can be achieved through compliance with the Obligations and Conditions set forth below.

Achieving an RAO for the Disposal Site is not feasible under the MCP criteria without implementation of AULs on the Property and the 1 acre One Alewife Center parcel. Areas of the Disposal Site containing higher levels of contamination are shown on the Figure entitled Limits of Disposal Site provided in the RAO. This AUL, in conjunction with the One Alewife Center AUL, is considered appropriate to address unforeseen potential exposures and to maintain a condition of "No Significant Risk" at all areas of the Disposal Site. The AUL for the Property manages potential exposures to soil assumed to represent potential future risks associated with potential exposure to asbestos or petroleum and naphthalene. It also manages the exposures not evaluated in the risk characterization and addresses concerns expressed by neighborhood residents. The permitted uses are consistent with the current and reasonably foreseeable uses of the Property (i.e., office, industrial, or retail). Furthermore, identification in the AUL of activities and uses inconsistent with the AUL Opinion and of the Obligations and Conditions set forth in the AUL Opinion provides a means for maintaining the assumptions of the risk assessment which rely upon elimination of certain exposure pathways to achieve a level of "No Significant Risk" as required by applicable MCP criteria.

A primary obligation of the AUL is maintenance of the "Protective Cover" (the existing top 6 inches of cover material, as defined further below). The property owner must implement the Protective Cover Monitoring Plan ("PCMP") attached to this AUL. The Plan should describe methods for verifying that the cover materials continue to function in a manner which prevents incidental exposure of, or casual direct contact with, subsurface soils, and for making timely repairs if proper functioning of the cover is compromised. On-site workers should be informed of the requirements of the PCMP, which must be available on-site at all times. In the event of property redevelopment, improvements to the composition and thickness of the Protective Cover should be incorporated into the development plans to comply with the applicable requirements of the DEP in effect at the time.

Based on the above-described risk characterizations, the current status of the Massachusetts environmental regulations as they relate to this Site, and the significant public concern, permitted activities and uses, inconsistent activities and uses, and obligations and conditions to maintain a level of "No Significant Risk" are as follows:

PERMITTED ACTIVITIES AND USES

The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Property:

(i) Use of existing buildings for office, industrial, retail, commercial, and research and development (R&D);

(ii) Existing uses of un-built areas for paved parking, paved public walkways, and open space;

(iii) Existing grounds-keeping activities, including but not limited to installation of signs and fence posts, cutting and raking of grass areas, and maintenance and resurfacing of parking lots, sidewalks, and driveways;

(iv) Maintenance of the Protective Cover as hereinafter described;

(v) Response actions conducted in accordance with the applicable provisions of Chapter 21E;

(vi) Limited short term, as defined in DEP policy, or emergency utility work in accordance with applicable federal, state, and local laws, ordinances, and regulations, including without limitation the Cambridge Asbestos Protection Ordinance;

(vii) Such other activities and uses not identified in this Opinion as being Activities and Uses Inconsistent with the AUL; and

(viii) Such other activities and uses which, in the Opinion of a Licensed Site Professional, shall present no greater risk of harm to health, safety, public welfare, or the environment than the activities and uses set forth in this paragraph. Such opinion of a Licensed Site Professional shall be rendered final only after completion of any public involvement activities required by the Public Involvement Plan, in accordance with the Obligations and Conditions below.

ACTIVITIES AND USES INCONSISTENT WITH THE AUL OPINION

The following activities and uses are inconsistent with the AUL Opinion, and, if implemented at the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard:

(i) Any use other than the Permitted Activities and Uses identified above in the AUL Opinion;

(ii) Use of the Property as a residence, school, nursery, daycare, recreational area, and/or such use at which a child's day-long presence is likely;

(iii) Active recreational uses, such as athletic fields or playgrounds, involving more than casual contact with the existing ground;

(iv) Activities that may cause degradation or destruction of the Protective Cover as defined in the Obligations and Conditions section; and

(v) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption.

OBLIGATIONS AND CONDITIONS

If applicable, obligations and/or conditions to be undertaken and/or maintained at the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion are as follows:

(i) Maintain the existing top six (6) inches of surface soil, and existing: pavement and concrete slabs, pavement and concrete slab sub-base materials, structures, topsoil/loam, landscaping or the like (hereinafter the "Protective Cover"). In the event the Protective Cover is degraded or removed, reinstall a Protective Cover to prevent exposure of underlying soil in a timely fashion.

(ii) Prepare a Soil Management Plan (SMP) prior to the commencement of activities that are likely to disturb the soil below the Protective Cover. The SMP must be prepared by a Licensed Site Professional (LSP) in accordance with the Massachusetts Contingency Plan (MCP) and, if applicable, the Cambridge Asbestos Protection Ordinance, and submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) Public Involvement Plan (PIP). At a minimum, the SMP must describe the soil excavation, handling, storage, transport, and disposal procedures, as well as the engineering controls and air monitoring procedures, necessary to ensure that the potential impact of fugitive asbestos fibers and volatile emissions to workers, nearby residents, and other receptors in the vicinity are taken into account to ensure compliance with applicable standards.

(iii) Prepare a Health and Safety Plan (HASP) prior to the commencement of activities that involve the removal or disturbance of the Protective Cover and/or activities that are likely to disturb the soil below the Protective Cover. The HASP must be prepared by an LSP and a Certified Industrial Hygienist (CIH) and control future exposures to groundwater. It must be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(iv) Implement the Protective Cover Monitoring Plan (PCMP) attached to this AUL Opinion. The PCMP describes methods for verifying that the cover materials continue to function in a manner which prevents incidental exposure or direct contact with subsurface soils, as well as methods for restoring such integrity, if compromised through erosion or other unplanned disturbances to the Protective Cover. On-site workers should be informed of the requirements of the PCMP, and the PCMP must be available at the Property at all times. Inspections are to be conducted monthly for the first year and quarterly thereafter. The PCMP requires that logs of the inspection and any response actions completed thereafter be filed with the DEP and placed in the current public document repositories.

(v) The owner shall provide copies of the PCMP and the cover inspection reports to any purchaser of all or a portion of the Property as part of sale of the Property.

(vi) In the event that activity intruding into surface soil other than permitted activities and use as provided herein (Intrusive Activity) is undertaken, implement an Airborne Asbestos, Dust, and Odor Management and Monitoring Plan. The plan shall be developed by a CIH and an LSP, and it must comply with applicable Best Management Practices, the Cambridge Asbestos Protection Ordinance, if applicable, and applicable state and federal regulations. The plan shall require that any such activity must be carried out in a manner that prevents the liberation of asbestos fibers and/or dust into the ambient air in excess of

applicable standards (OSHA, EPA, DEP, or other applicable standards) and prevents any potential odors from creating a nuisance condition, as these conditions may be defined by applicable regulations of the City of Cambridge, the Commonwealth of Massachusetts, and the federal government. It is envisioned that the plan would require utilization of proactive wetting of the exposed soil and handling techniques that would minimize the potential for dust generation. It is also envisioned that the plan would require the use of excavation techniques and/or odor suppressants intended to mitigate potential odors. The plan would also include a procedure(s) to monitor the level of dust, asbestos fibers, and odors in the air during the Intrusive Activities to confirm compliance with the plan. The plan would also contain a provision requiring that the intrusive activity would be stopped and the area secured if the monitoring indicates that the level of asbestos fibers, dust, or odors in the air are in excess of applicable limits. This plan shall be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(vii) In the event that occupied structures are constructed at the Property, an LSP shall evaluate the potential risks associated with migration of volatile compounds from the subsurface into indoor air and the inhalation of these compounds inside such structures. If a condition of "No Significant Risk" cannot be demonstrated, such measures as excavation of contaminated soils or the inclusion of engineered controls (i.e., impermeable vapor barrier and/or sub-slab venting) shall be implemented to provide a condition of "No Significant Risk".

(viii) Provide a draft of any proposed changes to this AUL or any monitoring plans that are developed for public comment, in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(ix) All activities that may disrupt the Protective Cover shall comply with the applicable requirements of the Cambridge Asbestos Protection Ordinance in effect at the time of the disruption.

LSP OPINION

The Activity and Use Limitation Opinion presented herein was prepared by William W. Beck, Jr., Senior Vice President, Haley & Aldrich, Inc. It is this LSP's opinion that a condition of No Significant Risk to health, safety, public welfare, or the environment exists at the Property and the Disposal Site for any foreseeable period of time, as defined by 310 CMR 40.1005, provided that the above requirements are met and maintained.

Signature: Will W. Beck

Date: 13 FEBRUARY 2006

Seal: COMMONWEALTH OF MASSACHUSETTS WILLIAM W. BECK, JR. No. 1637 REGISTERED SITE PROFESSIONAL

William W. Beck, Jr.
Senior Vice President
Haley & Aldrich, Inc.
License Number: 1637

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PROTECTIVE COVER MONITORING PLAN ("PCMP")
W.R. GRACE & CO. PROPERTIES
62 WHITTEMORE AVENUE AND 134 ALEWIFE BROOK PARKWAY
CAMBRIDGE, MASSACHUSETTS
RTNS 3-0277 AND 3-3411

Prepared by

Haley & Aldrich, Inc.
Boston, Massachusetts

Prepared for

W.R. Grace & Co.-Conn.
Cambridge, Massachusetts

File No. 10063-066
March 2006

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FIGURE 1 Project Locus
FIGURE 2 Site Cover Plan
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APPENDIX A Activity & Use Limitation Opinions – 62 Whittemore Avenue and 134 Alewife Brook Parkway
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1. INTRODUCTION

1.1 Purpose

This Protective Cover Monitoring Plan provides a plan for monitoring and maintaining the existing "Protective Cover" for the properties which comprise the W.R. Grace Site and the Former Lehigh Metals and Babo's Site in Cambridge, Massachusetts (herein referred to as the "Properties"). As described further below, the Protective Cover at the Properties includes the existing top 6 inches of surface soil, pavement and concrete slabs, pavement and concrete slab sub-base materials, structures, topsoil/loam, landscaping or the like which are currently serving to limit potential future exposure of asbestos fibers identified in the subsurface at the Site.

The Protective Cover Monitoring Plan ("PCMP") is designed to accomplish the following objectives:

a) describe methods to be used to verify that the cover materials continue to function in a manner which prevents incidental exposure of the subsurface soils;

b) document the existing conditions observed at the Properties, which provide the protective system in place at the ground surface (the top layer of the protective cover) to protect against degradation of the Protective Cover through wind and water erosion;

c) outline the process for assuring that timely repairs be made to restore the function of the Protective Cover, in the event the Protective Cover is compromised; and

d) provide procedures for notifying the community and the Massachusetts Department of Environmental Protection (DEP) of the results of the Protective Cover monitoring and maintenance activities.

In accordance with the Activity and Use Limitations (AULs) recorded for the W.R. Grace Site and the Former Lehigh Metals and Babo's Site in March 2006 and described further below, it is the responsibility of the Properties owners to engage an LSP to implement this program. If ownership of the Properties changes, the AULs require that the new Properties owner continue to implement the PCMP. A copy of the AUL Opinions for the Properties located at 62 Whittemore Avenue and 134 Alewife Brook Parkway are provided in Appendix A.

1.2 Background Information

The W.R. Grace Disposal Site (W.R. Grace Site) consists of 25-acres of land with an address of 62 Whittemore Avenue in Cambridge, Massachusetts (Project Locus, Figure 1). The Site is partially bounded by Whittemore Avenue to the north; Harvey Street and Russell Field to the east; Rindge Avenue to the south; and the Alewife Brook Parkway and a residence to the west. The Site is listed by the DEP as a Disposal Site under RTN 3-0277. The Disposal Site includes eighteen (18) parcels occupying twenty-four (24) acres of land currently under the control of W.R. Grace & Co. with an address of 62 Whittemore Avenue in Cambridge, Massachusetts and a one (1) acre parcel of land, known as One Alewife Center which is currently occupied by a 3-story office building.

As described in the Response Action Outcome (RAO) for the Site, achieving an RAO without implementation of an AUL was not considered feasible, and therefore AULs have been prepared. Although not required by the MCP, the AULs for the W.R. Grace Site extends to four (4) parking lot parcels located to the north of Whittemore Avenue, consisting of a total of approximately 1.6 acres (as shown on Figure 2), since these parcels are under ownership of W.R. Grace & Co.-Conn. An AUL was previously recorded on 28 October 1999 for the 1-acre One Alewife Center parcel.

The Former Lehigh Metals and Babo's Disposal Site (Lehigh/Babo's Site) consists of 2.2 acres of land with an address of 134 Alewife Brook Parkway. The Site is listed by the DEP as a Disposal Site under RTN 3-3411. The Lehigh/Babo's Site is partially bounded by Alewife Brook Parkway to the west; Jerry's Pond and the MBTA Station to the north; Jerry's Pond to the east; and Rindge Avenue to the south.

The Lehigh/Babo's Site was transitioned into the 1993 MCP as a site requiring No Further Action using a Consultant of Record Statement. This property is currently not considered a part of the W.R. Grace Disposal Site, but is property owned by W. R. Grace and is contiguous to the W.R. Grace Disposal Site. While there is no MCP requirement for an AUL to be place on the Lehigh/Babo's parcel, the AUL is being extended to limits of the property owned by W. R. Grace in North Cambridge for consistence of conditions as they apply to the property and to address concerns of the City of Cambridge.

A copy of the AUL for the One Alewife Center parcel is provided in Appendix B. The AULs for the remaining Properties was recorded in March 2006.

The purpose of the AULs is to manage potential exposures to soil and groundwater assumed to represent potential future risks associated with potential exposure of asbestos or to petroleum and naphthalene in soil. The AULs also manage exposures not evaluated in the risk characterization and concerns expressed by neighborhood residents.

The "Permitted Activities and Uses" of the Properties (as they are referred to in the AULs) are consistent with the current and reasonably foreseeable uses of the Properties (i.e., office, industrial, or retail). The AULs consider the following activities and uses inconsistent with the AULs and prohibits:

(i) Any changes in currently Permitted Activities and Uses;

(ii) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption;

The AULs also place the following obligations on the owners of the properties:

(iii) Maintain the existing top 6 inches of surface soil, pavement and concrete slabs, pavement and concrete slab sub-base materials, structures, topsoil/loam, landscaping or the like (called the "Protective Cover") and in the event the Protective Cover is degraded or removed, requires that a Protective Cover be reinstalled to prevent exposure of underlying soil.

(iv) Develop a Protective Cover Monitoring Plan ("PCMP") to monitor the Protective Cover for consistency with the requirements of the AULs (described above). The PCMP must be prepared by a Licensed Site Professional.

(v) Require that any changes to the AULs be put forward in draft for public comment, in accordance with the provisions of the existing Public Involvement Plan.

The restrictions and obligations of the March 2006 AULs, in conjunction with the 1999 One Alewife Center AUL, are considered appropriate for unforeseen potential exposures and to maintain a condition of "No Significant Risk" at the W.R. Grace Disposal Site under the MCP.

2. SUMMARY OF EXISTING CONDITIONS

The W.R. Grace Site is currently occupied by three 1- to 3-story mixed-use buildings (an amalgamation of numerous older buildings which have since been inter-connected) owned by W.R. Grace & Co.-Conn and the 3-story One Alewife Center building owned by New Boston Fund.

The remaining area of the W.R. Grace Site surrounding the buildings is landscaped, covered by vegetation and/or gravel, or paved for access roads or parking. Approximately thirty-five (35%) percent of the W.R. Grace Site is covered by buildings (4-acres or 169,000 ft^2) or pavement (5.4-acres or 235,000 ft^2). Jerry's Pond is located adjacent to Rindge Avenue on the southern portion of the W.R. Grace Site. It occupies approximately 4-acres. The remaining vegetated areas, including the area surrounding Jerry's Pond, occupy approximately fifty (50) percent of the W.R. Grace Site and are surrounded by fencing to control access. The existing site cover conditions are represented on Figure 2, Site Cover Plan.

The parking lots located to the north of Whittemore Avenue consist of four (4) parcels, consisting of approximately 1.6 acres. The parking lot parcels are currently occupied by one (1) 2,040 ft^2 warehouse/storage building and the remaining area consists of paved parking.

The Lehigh/Babo's Site consists of approximately 2.2 acres located to the west of Jerry's Pond and is covered with vegetation.

To more simply document the conditions in the various areas, the Properties have been divided into eight areas. The limits of the eight areas (1 through 8) were selected based on physical site features and/or based on the different types of cover present in each area. These are similar to, but slightly different than the "zone" created during the asbestos sampling program. Due to physical site features, it made sense to break the Properties into "Areas". The northern portion of the Properties is occupied by a series of inter-connected buildings. For the purposes of this Memo and the PCMP, the buildings have been grouped together into three distinct complexes: One Alewife Center (Complex A), the series of buildings along Whittemore Avenue (Complex B), and the southernmost series of buildings (Complex C).

Existing site conditions and the eight areas are depicted on Figure 2, Site Cover Plan and on Figure 3, Site Orthophoto. Photographs representative of the existing ground surface cover in each of the areas are included in Appendix C. These photographs were taken on 24 August 2005 and 2 February 2006 and will be used as "baseline conditions" for comparison to future walk overs.

The following is a description of each area and the existing ground surface protective system which is in place on top of the 6-inch protective cover in that area:

Area 1: Area 1 is comprised of the buildings, the paved parking areas, and the formally landscaped areas surrounding the buildings. Area 1 also includes the asphalt and/or concrete paved areas behind building Complex C. In general the pavement and concrete in these areas is in good condition and will simply require routine maintenance. The landscaping in this area generally consists of thick grass, mulch, mounded landscaped areas, and topsoil. (Photos A1-1 to A1-8)

Area 2: Area 2 is located directly south of building Complex C, adjacent to the Harvey Street entrance. This fenced area is used for storage of snow removed from the parking lots in the winter months. In the summer months it is unused. The ground surface in this area consists of a mix of weeds, gravel, and sand (from winter snow storage). (Photos A2-1 to A2-4).

Area 3: Area 3 consists of the fenced area to the west of the paved parking lots, along the western edge of the site. This area is comprised of a grass cover, with the exception of the paved roadway which connects the W.R. Grace Site to Alewife Brook Parkway. A partially rock lined drainage culvert also runs through this area (Photo A3-1 to A3-3).

Area 4: Area 4 is situated between Russell Field and the paved pathways to the MBTA station. This area is fenced on all sides and is currently unused. The vegetative cover in this area consists of primarily weeds and other overgrown vegetation. In a few areas the cover consists of sparsely vegetated sand, gravel, and miscellaneous asphalt, brick, and concrete debris. Included within the limits of Area 4 are the berms of the former land farming treatment cells, as well as some additional mounded soil piles (remnants of the MBTA tunnel construction). (Photos A4-1 to A4-5)

Area 5: Area 5 consists primarily of Jerry's Pond and the associated wetlands and overgrown vegetation. A paved pathway which connects the MBTA station to Russell Field is also present in Area 5. (Photos A5-1 to A5-3)

Area 6: Area 6 consists of the 1-acre One Alewife Center Property. This area is primarily occupied by the 23,000 square foot One Alewife Center building (Complex A). The landscaping in this area generally consists of thick grass, mulch, mounded landscaped areas, and topsoil.

Area 7: Area 7 consists of the 2.2-acre property located at 134 Alewife Brook Parkway. This area is covered with vegetation. (Photos A7-1 to A7-3)

Area 8: Area 8 consists of the 4 parking lot parcels located north of Whittemore Avenue. This area consists of 1- 2,040 ft^2 warehouse/storage building and the remaining area consists of paved parking. (Photos A8-1 to A8-4)

3. PROTECTIVE COVER MONITORING PROGRAM

Protective Cover monitoring will be performed at the Properties to verify compliance with the AUL and that the Protective Cover continues to function in a manner which prevents incidental exposure of subsurface soils. Additionally, the monitoring program will inspect the ground surface cover (top layer of protective cover) which serves to prevent the degradation of the Protective Cover through wind and water erosion. Through the monitoring program, the LSP will verify that site conditions have not changed sufficiently to alter the conclusion that the condition of "No Significant Risk" to human health, welfare, safety, and the environment exists at the W.R. Grace Site. If the Protective Cover is compromised, through erosion or other means, this plan provides procedures to ensure timely repairs be made to restore the protective function of the ground surface cover and/or the Protective Cover.

3.1 Notification

On-site workers likely to cause or observe breeches in the Protective Cover, particularly maintenance and landscaping personnel, shall be informed of the requirements of the PCMP and the PCMP must be available at the property at all times.

3.2 Inspection

Inspection of the Protective Cover will be performed under the oversight of an LSP who is familiar with the regulatory history of the Properties, including the assumptions and methodology used in Risk Characterization, and the content and purpose of the AUL. Inspections are to be conducted monthly for the first year and quarterly thereafter, if the monthly inspections indicate it is appropriate to do so. Additionally, inspections will be conducted if there is a breach in the Protective Cover as a result of a major storm or significant erosion.

Inspections will assess whether conditions at the Properties comply with AUL requirements, through visual observation of the ground surface at the property to verify that material below the Protective Cover is not exposed and that no cultivation of plants for human consumption is taking place in any area of the Properties. The Properties will be walked so that the entire properties are observed making note of surface erosion in landscaped and grassed areas and significant potholes in paved areas. Photographs will be taken of areas where AUL requirements have been compromised. These areas will be identified on a site plan. Copies of the site plan and photographs will be submitted to the owner. The owner will address these compromises by repairing them or identifying and informing those responsible for gardening, that it is not allowed on-site. If cultivation of plants for human consumption is documented, edibles will be removed from the gardening plots.

3.3 Documentation

These inspections and any response actions completed will be documented and filed with the DEP and placed in the current public document repositories. A report shall be placed in the repositories which includes the inspection report, the photographs, a copy of the annotated site plan, and a narrative of the monitoring activities, as well as information regarding maintenance or repair activities (if required). Examples of the inspection report for the Protective Cover monitoring inspections are included in Appendix D.

The purpose of the report is to document any changes in site conditions and to verify that site conditions have not changed sufficiently to alter the conclusion that the condition of "No Significant Risk" to human health, welfare, safety, and the environment exists at the W.R. Grace Site. If changes in site conditions are observed which result in less than 6 inches of protective cover

material and/or the presence of debris, the LSP shall oversee the restoration of the protective cover as outlined below in Section 3.4. Changes in site conditions may include:

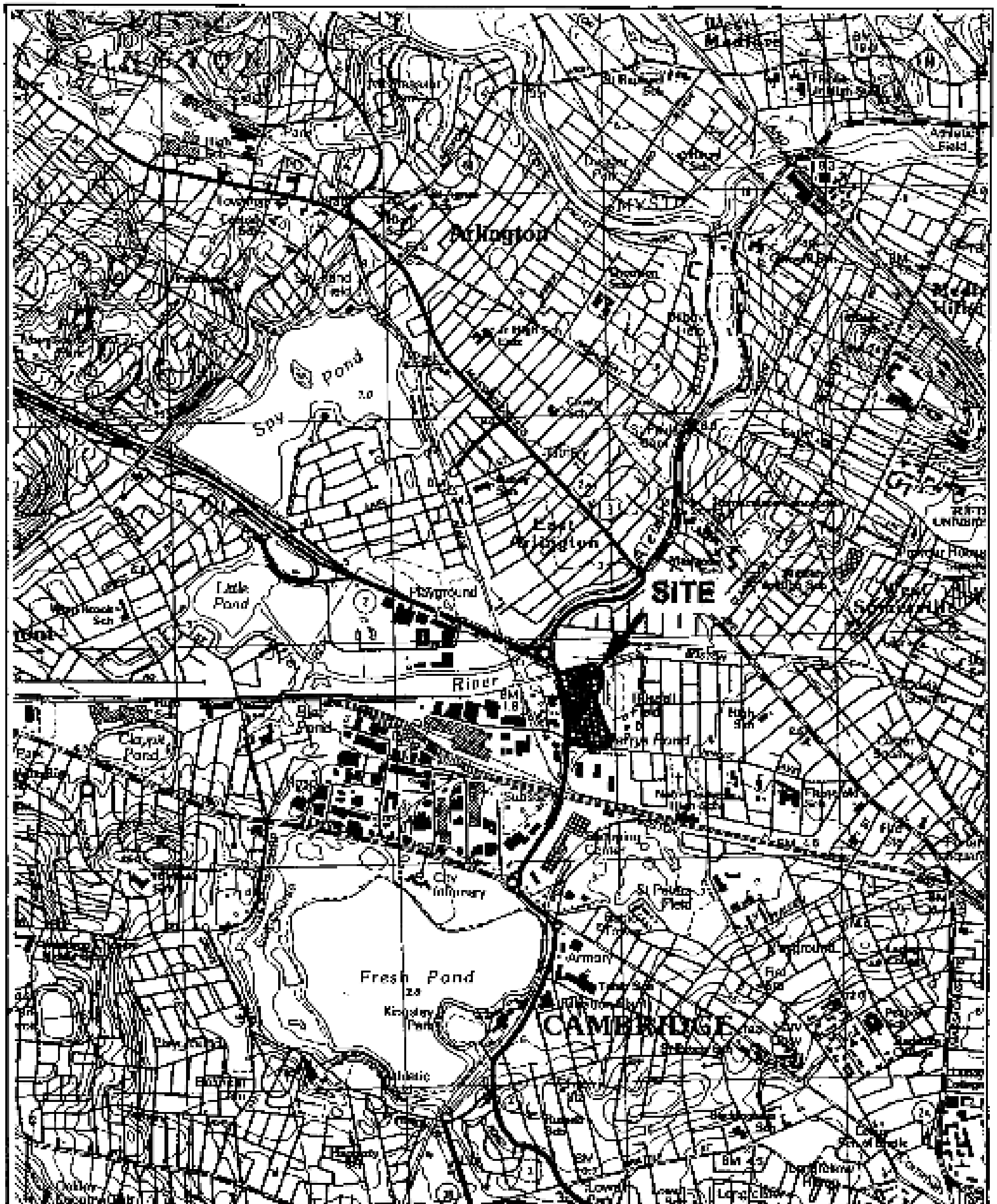
- Erosion or other damage to the ground surface which results in, or likely to result in the near future, materials below the Protective Cover (to 6 inches) to be exposed at the ground surface.
- Debris and/or other material which may be present in the subsurface is observed to have worked its way up to the ground surface from freeze-thawing.

3.4 Maintenance and Repairs

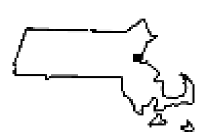
If changes in site conditions are observed during the site inspections that are indicative of damage or loss to the Protective Cover, the following actions to effect repair/restore the Protective Cover will be completed with LSP oversight.

- Complete information about the area needing repair on the inspection log and detail the area on a plan.
- Notify W.R. Grace of the observations made during the inspection requiring repairs.
- Replace cover with clean fill or material equivalent to previously existing cover material to restore cover to previous grade with a minimum cover thickness of 6 inches. This shall be completed within 30 days of notification to LSP.
- Conduct an inspection of the area following repair/restoration.
- Document the activities in the subsequent monitoring report to be submitted to DEP and placed in public repositories.

If changes in site conditions are observed during a site inspection which, in the opinion of the LSP, could pose a condition of "Significant Risk" to human health, welfare, safety, and the environment the LSP shall inform the City of Cambridge of planned restoration activities.



SITE COORDINATES: 42°23'46"N 71°08'24"W



U.S.G.S. QUADRANGLE: BOSTON NORTH, MA

HALEY & ALDRICH

UNDERGROUND ENGINEERING & ENVIRONMENTAL SOLUTIONS

W. R. GRACE & CO. - CONN.
62 WHITTEMORE AVENUE
CAMBRIDGE, MASSACHUSETTS

PROJECT LOCUS

APPROXIMATE SCALE: 1:25,000

MARCH 2006

10063-066 A196

FIGURE 1

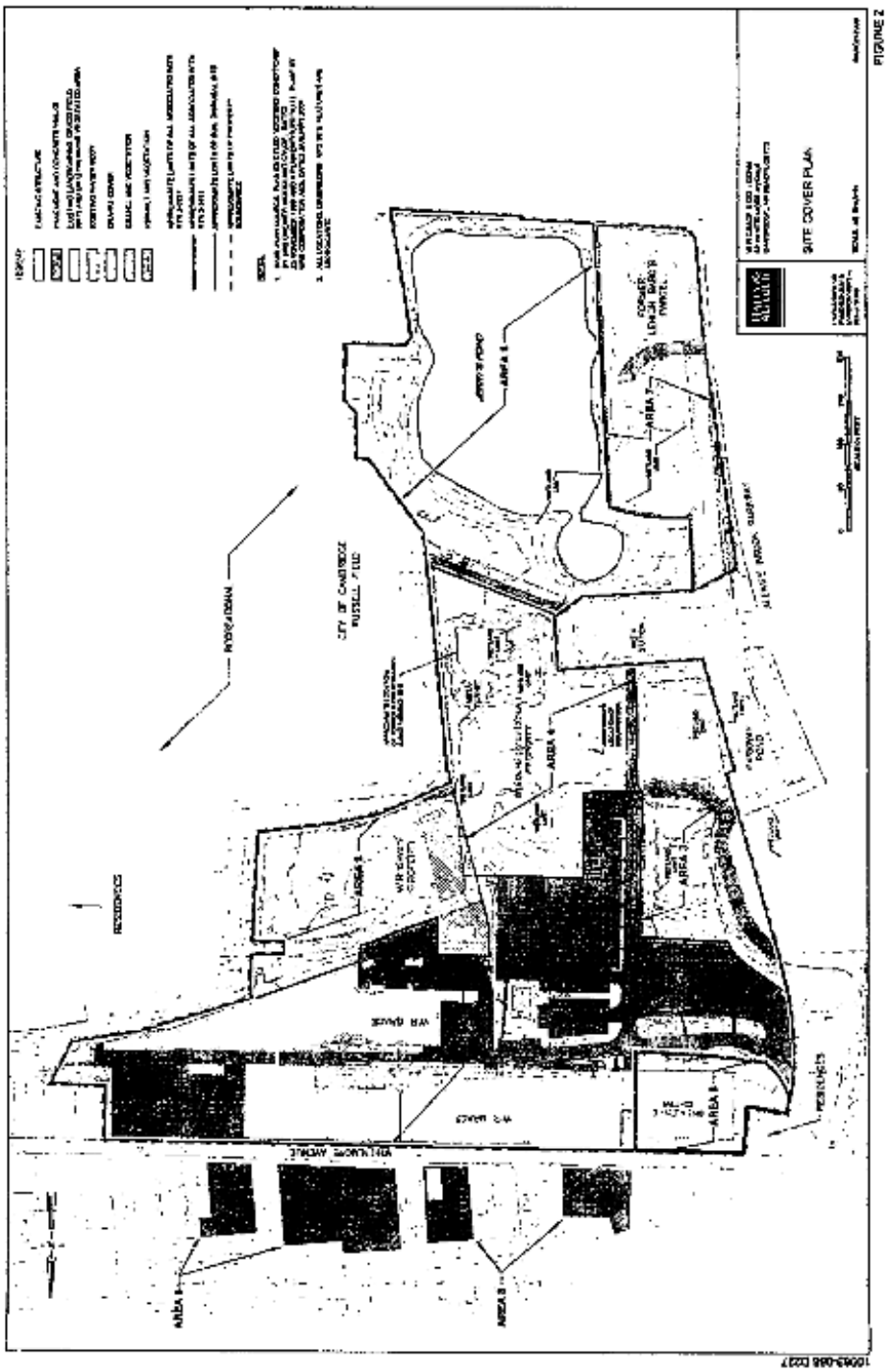

SITE COVER PLAN
CITY OF CAMBRIDGE
RUSSELL FIELD
RESIDENCES
WHITEHORSE AVENUE
ARBA 1
ARBA 2
ARBA 3
ARBA 4
ARBA 5
ARBA 6
ARBA 7
ARBA 8
FORMER LEHIGH BARGE TRAVEL

FIGURE 2

SITE ORTHOPHOTO
FIGURE 3
G:\17063\GIS\MRCMAP DOCUMENTS\INSPECTION PHOTOGRAPHS.mxd

APPENDIX A

Activity and Use Limitation Opinions
62 Whittemore Avenue and
134 Alewife Brook Parkway
Cambridge, Massachusetts

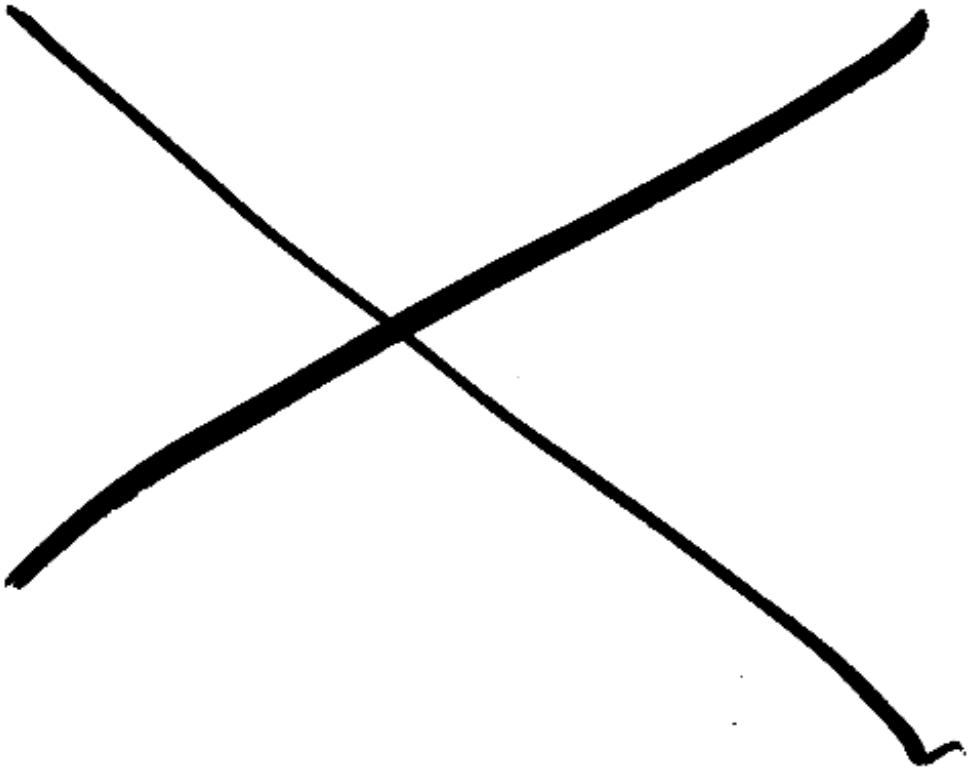


EXHIBIT C

ACTIVITY AND USE LIMITATION OPINION
Portion of W.R. Grace & Co.-Conn. Disposal Site
Cambridge, Massachusetts

INTRODUCTION

In accordance with the requirements of 310 CMR 40.1074, this Activity and Use Limitation (AUL) Opinion has been prepared for a portion of the W.R. Grace Disposal Site with an address at 62 Whittemore Avenue in Cambridge, Middlesex County, Massachusetts, 02140. The W.R. Grace Disposal Site consists of 25 acres of land partially bounded by Whittemore Avenue to the north; Harvey Street and Russell Field to the east; Rindge Avenue to the south; and the Alewife Brook Parkway and a residence to the west (herein referred to as the "Disposal Site").

The area subject to this AUL (herein referred to as the "Property") consists of 25.6 acres, and is comprised of twenty-two (22) individual parcels of land. A portion of the area subject to the AUL consists of a portion of the Disposal Site listed by the Massachusetts Department of Environmental Protection (DEP) under RTN 3-0277. The portion of the Disposal Site subject to this AUL consists of eighteen (18) of the parcels of land and is comprised of twenty-four (24) acres of land. The remaining one (1) acre parcel of land included in the Disposal Site, known as One Alewife Center, is subject to a separate AUL which was previously recorded on 28 October 1999. The owner of the parcels included in the Property is either W.R. Grace & Co.-Conn. or the Alewife Land Corporation as identified in the table below.

Owner	Parcel(s)	Total Size, Acres	Type
W.R. Grace & Co.-Conn.	20	8.1	Unregistered and Registered
Alewife Land Corporation	2	17.5	Unregistered and Registered

The area subject to this AUL Opinion consists of the Property as described above. An AUL is being recorded separately at the Middlesex County South Registry of Deeds for each of the land owners identified above, both with the same AUL Opinion. A portion of the area subject to the AUL consists of a portion of the Disposal Site listed by the Massachusetts Department of Environmental Protection (DEP) under RTN 3-0277. Plans showing the relationship of the Property covered by this AUL to the boundary of the Disposal Site (RTN 3-0277) are attached as Exhibits B-1 and B-2 to the AUL.

This AUL Opinion is submitted in support of a Class A-3 Response Action Outcome (RAO) Statement and associated DEP Form 1075, "Notice of Activity and Use Limitation" for the Oil and Hazardous Materials (OHM) at the Disposal Site. An AUL is a deed restriction that imposes conditions on land use (allowable and restricted site uses, and obligations) considered necessary to ensure No Significant Risk (NSR) to human health under an RAO and a risk characterization supporting that RAO.

The required contents of an AUL are specified at 310 CMR 40.1074(2), and Form 1075 must be used in its preparation. The only material that can be inserted in that form relates to the description and ownership of the affected property, the activities and uses that are consistent or inconsistent with the AUL Opinion, and the obligations and conditions set forth in that opinion. Because the AUL format does not provide a vehicle for addressing public concerns that have been raised with respect to the Property and the Disposal Site, this AUL Opinion contains a more detailed account of the Disposal Site history and risk characterization than is usually

found in such a document. In addition, the AUL addresses a new policy recently issued by the Massachusetts DEP that for the first time regulates asbestos as a contaminant in soil under the Massachusetts Contingency Plan (MCP).

DESCRIPTION OF DISPOSAL SITE

The Disposal Site is listed by the Massachusetts DEP under RTN 3-0277. W.R. Grace & Co.-Conn. (Grace) is the listed potentially responsible party. The Disposal Site comprises approximately 25 acres of land in total, of which 24 acres are included within the Property, as well as an adjacent 1 acre parcel (One Alewife Center). Approximately thirty-five percent (35%) of the Disposal Site is covered by buildings (4 acres or 169,300 ft^2) or pavement (5.4 acres or 234,715 ft^2). Jerry's Pond is located adjacent to Rindge Avenue on the southern portion of the Disposal Site. It occupies approximately 4 acres. The remaining area of the Disposal Site consists of approximately 12 acres of vegetation. The vegetated areas, including the area surrounding Jerry's Pond, occupy approximately fifty percent (50%) of the Disposal Site and are surrounded by fencing to control access.

DISPOSAL SITE HISTORY

In the 1900s, two sets of Boston and Maine Railroad tracks ran through the Disposal Site from roughly east to west. In 1919, the Dewey and Almy Chemical Company ("Dewey & Almy") commenced operations at the Disposal Site and began constructing buildings for their rubber product manufacturing processes. At that time, the Dix Lumber Company operated on the Disposal Site south of the Boston & Maine tracks. Over the years, a total of 46 buildings have occupied the Disposal Site. Most of these buildings were covered with asbestos cement siding. The majority of the buildings historically located within the Boston & Maine Railroad tracks on Dewey & Almy property were constructed prior to 1949, and the remaining buildings were constructed by 1955.

Grace acquired Dewey & Almy in 1954. The Dewey & Almy property included land from the south side of Whittemore Avenue to just north of Jerry's Pond. From 1954 to 1965, Grace also acquired the following properties to achieve the current Property size:

- Jerry's Pond
- Parcel of land between Jerry's Pond and Russell Field Park
- Portion of lot now known as Parcel A (One Alewife Center)
- Lot south of the Boston & Maine Railroad tracks that was formerly operated by Dix Lumber Company

During the 1960s and 1970s, Grace's Cambridge facility was used as a headquarters and research facility for the company's four new divisions, three of which were moved to Grace's Lexington facility in 1976. The demolition of unused manufacturing buildings at the Disposal Site began around 1976 and continued to 1981. The current configuration of buildings on the Property remains the same as that in 1981. Grace had ceased all manufacturing and processing at this location by 1983, and the Boston & Maine railroad tracks were subsequently removed from service.

The Massachusetts Bay Transit Authority (MBTA) constructed the Red Line extension through the Disposal Site from the late 1970s through the mid-1980s. This included the construction of train line tunnels and an entrance structure along an easement granted by Grace.

Three one to three-story mixed-use buildings (consisting of a number of older buildings which have since been inter-connected) owned by Grace are now situated on the Property. The area immediately surrounding the buildings is landscaped, covered with crushed stone or paved for walkways, access roads or parking.

REGULATORY COMPLIANCE HISTORY OF DISPOSAL SITE

The Disposal Site was initially listed with the DEP after the detection of volatile and semi-volatile organics, petroleum products, and metals during evaluations of subsurface and hydrogeological conditions for the Alewife Center Master Plan Study conducted in 1984 and 1985, and in subsequent investigations conducted in the 1990s. After reviewing the results of subsurface and hydrogeological evaluations conducted in 1984 and 1985, the Department of Environmental Quality Engineering (DEQE) issued a Notice of Responsibility (NOR) on 9 February 1987, notifying Grace that the DEQE had determined that a release of oil or hazardous materials (OHM) had occurred at the Disposal Site. DEQE assigned Release Tracking Number 3-0277 to the Property and One Alewife Center property (as it is now known) and required additional investigations.

The redesign of the MCP in 1993 allowed for the transitioning of disposal sites listed in the "old" system to the "new" system within a timeframe set forth in the regulations. The Disposal Site was listed as a Confirmed, Non-Priority Disposal Site without a Waiver, according to the 1993 Transition List of "Confirmed Disposal Sites and Locations to be Investigated". In compliance with the Transitions Provisions of the MCP, Haley & Aldrich submitted a Tier II Classification for the Disposal Site on 4 August 1995.

In October 1996 when a new tier classification was completed, the Disposal Site was reclassified as Tier IC under the MCP, and it was later granted a Tier IC permit with an effective date of 13 February 1997. The Tier IC permit allowed for continuing oversight of the Disposal Site by a Licensed Site Professional (LSP), with certain activities requiring DEP approval. The Tier IC permit was effective for 5 years and expired on 13 February 2002. Two permit extensions have been issued for the Site since February 2002. The current permit (Permit No. 118529) expires in March 2006.

Asbestos was added to the list of contaminants of concern at the Disposal Site in 1998, following the completion of two voluntary field programs at the Disposal Site to investigate for the presence of asbestos in soil. Based on the findings of those investigations, a second RTN (RTN 3-17014) was assigned to the Disposal Site in June 1998. In July 1999, RTN 3-17014 was closed by the DEP and the compliance obligations for that RTN were incorporated into existing compliance obligations under RTN 3-0277.

In 1999, the one-acre One Alewife Center property, located at the northwest corner of the Disposal Site, was sold by W.R. Grace to the New Boston Alewife Limited Partnership. On 28 October 1999, and prior to the sale of the Property, an AUL was recorded for the One Alewife Center property at the Middlesex Registry of Deeds. The purpose of the AUL was to mitigate unforeseen potential exposures to contaminants, and to maintain a condition of "No Significant Risk" at the One Alewife Center portion of the Disposal Site.

REASON FOR ACTIVITY AND USE LIMITATION

Oil and Hazardous Material (OHM)

Two subsurface exploration programs, conducted at the Disposal Site in November 1986 and October 1987, provided environmental information on soil and groundwater in the area of building sites being proposed at that time. The data from these two reports identified certain volatile and semi-volatile organics (VOCs), petroleum products, and metals in soil and groundwater. Supplemental soil investigations were completed at the Disposal Site to evaluate the extent of the petroleum contamination by new analytical methods. These investigations include a Total Petroleum Hydrocarbon (TPH) evaluation conducted in 1995 and an Extractable Petroleum Hydrocarbons (EPH) evaluation in 1999.

Since 1998, Grace has voluntarily conducted periodic groundwater monitoring for VOCs and naphthalene in groundwater. The levels of contaminants (mainly VOCs and naphthalene compounds) identified in groundwater continue to be below the applicable MCP risk limits.

The Disposal Site was subject to industrial use from the early 1920s, when Dewey & Almy began operations, until 1983 when Grace ceased all manufacturing and processing operations at that location. The Dewey and Almy facility originally manufactured materials used as can sealing compounds, drum and pail cover gaskets, and bottle cap gaskets. The primary raw material was processed rubber. Specific compounds manufactured by Dewey & Almy at the Disposal Site include naphthalene sulfonate (trade name DAXAD), a dispersant known as TDA made from calcium lignosulfonate (by-product of the paper-making industry), and Soda Sorb® (a lime based material used as a carbon dioxide absorbent).

Based on the historic use of the Disposal Site, the chemical contaminants of concern at the Disposal Site consist of naphthalene, numerous polyaromatic hydrocarbons ("PAHs") and phenols, VOCs, petroleum compounds, and metals in soil. The highest contaminant concentrations are associated with former facility operations which were generally located in the area now occupied by the paved parking lots and/or the vegetated area to the northeast of the MBTA entrance structure. In particular, during the time DAXAD was manufactured at the Disposal Site, several lagoons were used as settling ponds and sources of cooling water. Contaminated material associated with such activities was previously removed from the Disposal Site by the MBTA in conjunction with the construction of the Red Line extension. Also during the Dewey & Almy years, petroleum products which included unspecified quantities of fuel oil, diesel, and No. 2 fuel oil, heavy fuel oil, light oil, white oil, and gasoline were stored on-site in nine underground storage tanks (USTs) and four above ground storage tanks (ASTs). In general, the capacity of the tanks ranged from 1,000 gallons to 10,000 gallons, with the exception of one 54,000 gallon fuel oil above ground storage tank (AST) formerly located northeast of the MBTA entrance structure. A majority of the tanks were located near the former buildings (now parking lots and vegetated areas) and were most likely used for heating oil. The known ASTs and USTs have been removed from the Disposal Site.

An Enhanced In-situ Bioremediation remedial program was implemented at the Disposal Site from 2001 to 2003 in the area of the highest concentrations of Extractable Petroleum Hydrocarbons (EPH). Bioremediation successfully reduced EPH levels in soil to acceptable levels under the MCP in the vegetated area immediately to the east of the path from the Property's parking lots to the MBTA entrance structure.

Asbestos

Asbestos was added to the list of contaminants of concern at the Disposal Site in 1998, following the completion of two voluntary field exploration programs at the Disposal Site to investigate the presence of asbestos in soil. Since May 1998, a total of 905 soil and split soil samples have been collected by Grace, the Alewife Study Group, and the City of Cambridge. Of the 882 samples analyzed, 856 samples (COC-33; Grace-745; ASG-78) were analyzed using the EPA Region I protocol combined with PLM (using EPA Method 600/R-93-116) and 49 samples were analyzed using TEM (EPA 600/R-93-116-Chatfield Semi-Quantitative). Details of the investigation and testing are available in the various reports submitted to the DEP that address the evaluation of asbestos in soil.

The highest levels of asbestos fibers and the most consistent detections of asbestos fibers in soil have been found in those areas of the Disposal Site where buildings were formerly located. The overwhelming fiber type identified at the Disposal Site is chrysotile, which is the most common form of asbestos used in building materials and friction products.

Risk Characterization

In accordance with the MCP, the risks to human health, safety, public welfare, and the environment have been characterized for contaminated soil, groundwater, surface water, and ambient air at the Disposal Site and adjacent properties. Current conditions at the Disposal Site consist of commercial property uses and transient activities associated with the MBTA entrance structure.

Current risks are estimated for the following receptors:

- residents of all ages adjacent to the Disposal Site
- adult office workers on-site (including exposure as children visiting the site prior to working as office workers on-site);
- transient persons (MBTA subway users, pedestrians, and trespassers, including children) during any construction work carried out on-site
- adult utility workers

While no other use of the Disposal Site is expected for the foreseeable future, the risk assessment considered a hypothetical future use scenario involving large scale excavation of contaminated soil in order to be conservative and consistent with previous risk characterizations. The scope and size of the scenario that was evaluated is not likely to occur due to existing local and state regulations related to zoning, wetlands, and flood plains. Therefore, this scenario is likely to overestimate risk.

Future risks were evaluated for the following future receptors:

- residents of all ages adjacent to the Disposal Site
- adult office workers on-site during construction and for long-term occupancy of buildings on site (including exposure as children visiting the site prior to working as office workers on the site)
- transient persons (MBTA subway users, pedestrians, and trespassers, including children) during any construction work carried out on-site
- adult utility workers
- children visiting the Disposal Site (e.g. to retail stores) after construction.
- adult construction workers on-site (during construction)

For both current and future conditions, visitors and transient users of the Disposal Site (children and adults) are considered implicitly because risks would be less for them as compared to the risk for a resident adjacent to the Disposal Site, or to a utility worker or future construction worker, all of whose risks are explicitly evaluated.

Exposure scenarios evaluated quantitatively in the analysis are inhalation of airborne asbestos and incidental ingestion of asbestos in soil; inhalation of vapors emanating from soil; inhalation and ingestion of contaminants in fugitive dust; as well as dermal contact during recreational and hypothetical construction activities.

Several potential exposure scenarios were excluded from evaluation under the risk characterization. In order to exclude these exposure scenarios from evaluation, the potential exposures must be eliminated through the use of an AUL, as provided under 310 CMR 40.1012(2). The excluded scenarios are as follows:

- future residential use
- exposure to groundwater(direct contact)
- future use as schools, playgrounds, day care centers, etc.
- active recreational uses in unpaved areas
- vapor intrusion into hypothetical future new buildings.

Under current conditions of use (commercial property), the risk characterization concluded that there is a condition of No Significant Risk (NSR) to human health for all receptors evaluated for potential exposures associated with both asbestos and OHM. In addition, the risk characterization concluded that a condition of NSR exists for Public Safety, Public Welfare, and the Environment due to:

- the limited exposure of environmental receptors to site-related contaminants,
- the absence of conditions that may negatively affect the surrounding community, and
- the absence of any significant risks to safety that could be identified under current conditions.

As noted earlier, for the foreseeable future, the Disposal Site is expected to continue to be used in a manner consistent with its current use as a commercial facility. In this case, risk estimates remain the same or decrease if the soil remains undisturbed or if disturbed soil is covered with clean soil. However, to be conservative and consistent with previous risk characterizations, the risk assessment considered a hypothetical future use scenario involving large-scale excavation of contaminated soil (containing asbestos and OHM) that then remains on the surface. In the hypothetical event that the property is subject to development scale excavation, a specific evaluation of risk to identify exposure pathways and contaminants of concern warranting management should be undertaken.

The risk characterization concluded the following:

- The incremental cancer risk estimates for the adjacent residents, office workers, and hypothetical construction workers potentially exposed to soil at the Disposal Site exceed DEP's guidelines for achieving a condition of No Significant Risk due to an assumed presence of asbestos in the exposed soil.

- Exposure of environmental receptors to site-related contaminants is limited, and thus the Disposal Site poses No Significant Risk to the environment.

- Potential odors generated during the excavation of naphthalene-contaminated soils could potentially create a nuisance condition, and thus a condition of No Significant Risk to public welfare could not be achieved without mitigating efforts.

- A condition of No Significant Risk to safety exists at the Disposal Site in the future (even during large-scale construction) with one exception. If small-scale excavations were to be completed over a short period of time in the most contaminated areas of the Disposal Site, then there is the potential for the hypothetical construction worker to be exposed to vapors from naphthalene in soils which might exceed the OSHA PEL for an 8 hour day. However, a condition of No Significant Risk to Safety can be achieved through compliance with the Obligations and Conditions set forth below.

Achieving an RAO for the Disposal Site is not feasible under the MCP criteria without implementation of AULs on the Property and the 1 acre One Alewife Center parcel. Areas of the Disposal Site containing higher levels of contamination are shown on the Figure entitled Limits of Disposal Site provided in the RAO. This AUL, in conjunction with the One Alewife Center AUL, is considered appropriate to address unforeseen potential exposures and to maintain a condition of "No Significant Risk" at all areas of the Disposal Site. The AUL for the Property manages potential exposures to soil assumed to represent potential future risks associated with potential exposure to asbestos or petroleum and naphthalene. It also manages the exposures not evaluated in the risk characterization and addresses concerns expressed by neighborhood residents. The permitted uses are consistent with the current and reasonably foreseeable uses of the Property (i.e., office, industrial, or retail). Furthermore, identification in the AUL of activities and uses inconsistent with the AUL Opinion and of the Obligations and Conditions set forth in the AUL Opinion provides a means for maintaining the assumptions of the risk assessment which rely upon elimination of certain exposure pathways to achieve a level of "No Significant Risk" as required by applicable MCP criteria.

A primary obligation of the AUL is maintenance of the "Protective Cover" (the existing top 6 inches of cover material, as defined further below). The property owner must implement the Protective Cover Monitoring Plan ("PCMP") attached to this AUL. The Plan should describe methods for verifying that the cover materials continue to function in a manner which prevents incidental exposure of, or casual direct contact with, subsurface soils, and for making timely repairs if proper functioning of the cover is compromised. On-site workers should be informed of the requirements of the PCMP, which must be available on-site at all times. In the event of property redevelopment, improvements to the composition and thickness of the Protective Cover should be incorporated into the development plans to comply with the applicable requirements of the DEP in effect at the time.

Based on the above-described risk characterizations, the current status of the Massachusetts environmental regulations as they relate to this Site, and the significant public concern, permitted activities and uses, inconsistent activities and uses, and obligations and conditions to maintain a level of "No Significant Risk" are as follows:

PERMITTED ACTIVITIES AND USES

The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Property:

(i) Use of existing buildings for office, industrial, retail, commercial, and research and development (R&D);

(ii) Existing uses of un-built areas for paved parking, paved public walkways, and open space;

(iii) Existing grounds-keeping activities, including but not limited to installation of signs and fence posts, cutting and raking of grass areas, and maintenance and resurfacing of parking lots, sidewalks, and driveways;

(iv) Maintenance of the Protective Cover as hereinafter described;

(v) Response actions conducted in accordance with the applicable provisions of Chapter 21E;

(vi) Limited short term, as defined in DEP policy, or emergency utility work in accordance with applicable federal, state, and local laws, ordinances, and regulations, including without limitation the Cambridge Asbestos Protection Ordinance;

(vii) Such other activities and uses not identified in this Opinion as being Activities and Uses Inconsistent with the AUL; and

(viii) Such other activities and uses which, in the Opinion of a Licensed Site Professional, shall present no greater risk of harm to health, safety, public welfare, or the environment than the activities and uses set forth in this paragraph. Such opinion of a Licensed Site Professional shall be rendered final only after completion of any public involvement activities required by the Public Involvement Plan, in accordance with the Obligations and Conditions below.

ACTIVITIES AND USES INCONSISTENT WITH THE AUL OPINION

The following activities and uses are inconsistent with the AUL Opinion, and, if implemented at the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard:

(i) Any use other than the Permitted Activities and Uses identified above in the AUL Opinion;

(ii) Use of the Property as a residence, school, nursery, daycare, recreational area, and/or such use at which a child's day-long presence is likely;

(iii) Active recreational uses, such as athletic fields or playgrounds, involving more than casual contact with the existing ground;

(iv) Activities that may cause degradation or destruction of the Protective Cover as defined in the Obligations and Conditions section; and

(v) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption.

OBLIGATIONS AND CONDITIONS

If applicable, obligations and/or conditions to be undertaken and/or maintained at the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion are as follows:

(i) Maintain the existing top six (6) inches of surface soil, and existing: pavement and concrete slabs, pavement and concrete slab sub-base materials, structures, topsoil/loam, landscaping or the like (hereinafter the "Protective Cover"). In the event the Protective Cover is degraded or removed, reinstall a Protective Cover to prevent exposure of underlying soil in a timely fashion.

(ii) Prepare a Soil Management Plan (SMP) prior to the commencement of activities that are likely to disturb the soil below the Protective Cover. The SMP must be prepared by a Licensed Site Professional (LSP) in accordance with the Massachusetts Contingency Plan (MCP) and, if applicable, the Cambridge Asbestos Protection Ordinance, and submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) Public Involvement Plan (PIP). At a minimum, the SMP must describe the soil excavation, handling, storage, transport, and disposal procedures, as well as the engineering controls and air monitoring procedures, necessary to ensure that the potential impact of fugitive asbestos fibers and volatile emissions to workers, nearby residents, and other receptors in the vicinity are taken into account to ensure compliance with applicable standards.

(iii) Prepare a Health and Safety Plan (HASP) prior to the commencement of activities that involve the removal or disturbance of the Protective Cover and/or activities that are likely to disturb the soil below the Protective Cover. The HASP must be prepared by an LSP and a Certified Industrial Hygienist (CIH) and control future exposures to groundwater. It must be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(iv) Implement the Protective Cover Monitoring Plan (PCMP) attached to this AUL Opinion. The PCMP describes methods for verifying that the cover materials continue to function in a manner which prevents incidental exposure or direct contact with subsurface soils, as well as methods for restoring such integrity, if compromised through erosion or other unplanned disturbances to the Protective Cover. On-site workers should be informed of the requirements of the PCMP, and the PCMP must be available at the Property at all times. Inspections are to be conducted monthly for the first year and quarterly thereafter. The PCMP requires that logs of the inspection and any response actions completed thereafter be filed with the DEP and placed in the current public document repositories.

(v) The owner shall provide copies of the PCMP and the cover inspection reports to any purchaser of all or a portion of the Property as part of sale of the Property.

(vi) In the event that activity intruding into surface soil other than permitted activities and use as provided herein (Intrusive Activity) is undertaken, implement an Airborne Asbestos, Dust, and Odor Management and Monitoring Plan. The plan shall be developed by a CIH and an LSP, and it must comply with applicable Best Management Practices, the Cambridge Asbestos Protection Ordinance, if applicable, and applicable state and federal regulations. The plan shall require that any such activity must be carried out in a manner that prevents the liberation of asbestos fibers and/or dust into the ambient air in excess of applicable standards (OSHA, EPA, DEP, or other applicable standards) and prevents any potential odors from creating a

nuisance condition, as these conditions may be defined by applicable regulations of the City of Cambridge, the Commonwealth of Massachusetts, and the federal government. It is envisioned that the plan would require utilization of proactive wetting of the exposed soil and handling techniques that would minimize the potential for dust generation. It is also envisioned that the plan would require the use of excavation techniques and/or odor suppressants intended to mitigate potential odors. The plan would also include a procedure(s) to monitor the level of dust, asbestos fibers, and odors in the air during the Intrusive Activities to confirm compliance with the plan. The plan would also contain a provision requiring that the intrusive activity would be stopped and the area secured if the monitoring indicates that the level of asbestos fibers, dust, or odors in the air are in excess of applicable limits. This plan shall be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(vii) In the event that additional occupied structures are constructed at the Property, an LSP shall evaluate the potential risks associated with migration of volatile compounds from the subsurface into indoor air and the inhalation of these compounds inside such structures. If a condition of "No Significant Risk" cannot be demonstrated, such measures as excavation of contaminated soils or the inclusion of engineered controls (i.e., impermeable vapor barrier and/or sub-slab venting) shall be implemented to provide a condition of "No Significant Risk".

(viii) Provide a draft of any proposed changes to this AUL or any monitoring plans that are developed for public comment, in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(ix) All activities that may disrupt the Protective Cover shall comply with the applicable requirements of the Cambridge Asbestos Protection Ordinance in effect at the time of the disruption.

LSP OPINION

The Activity and Use Limitation Opinion presented herein was prepared by William W. Beck, Jr., Senior Vice President, Haley & Aldrich, Inc. It is this LSP's opinion that a condition of No Significant Risk to health, safety, public welfare, or the environment exists at the Property and the Disposal Site for any foreseeable period of time, as defined by 310 CMR 40.1005, provided that the above requirements are met and maintained.

Signature: William W. Beck Jr.

Date: 13 FEBRUARY 2006

Seal: COMMONWEALTH OF MASSACHUSETTS WILLIAM W. BECK, JR. No. 1637 REGISTERED LICENSED SITE PROFESSIONAL

William W. Beck, Jr.
Senior Vice President
Haley & Aldrich, Inc.
License Number: 1637

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EXHIBIT C

ACTIVITY AND USE LIMITATION OPINION
Former Lehigh Metals and Babo's Disposal Site
Cambridge, Massachusetts

INTRODUCTION

In accordance with the requirements of 310 CMR 40.1074, this Activity and Use Limitation (AUL) Opinion has been prepared for the Former Lehigh Metals and Babo's Site (Lehigh/Babo's Site) with an address at 134 Alewife Brook Parkway in Cambridge, Middlesex County, Massachusetts, 02140. The Lehigh/Babo's Site consists of 2.2 acres of land partially bounded by Alewife Brook Parkway to the west; Jerry's Pond and the MBTA Station to the north; Jerry's Pond to the east; and Rindge Avenue to the south (herein referred to as the "Disposal Site").

The parcel of land subject to this AUL consists of 2.2 acres, comprised of two (2) individual parcels of land, owned by the Alewife Land Corporation, a wholly-owned subsidiary of W.R. Grace & Co.-Conn. (hereinafter the "Property"). The area subject to the AUL consists of the Disposal Site listed by the Massachusetts Department of Environmental Protection (DEP) under RTN 3-3411. A plan showing the relationship of the Property covered by this AUL to the boundary of the Disposal Site (RTN 3-3411) is attached as Exhibit B to the AUL.

DESCRIPTION OF DISPOSAL SITE

The Disposal Site is listed by the Massachusetts DEP under RTN 3-3411. W.R. Grace & Co.-Conn. (Grace) is the listed potentially responsible party. The Disposal Site comprises approximately 2.2 acres of land in total and consists of undeveloped vegetated land.

DISPOSAL SITE HISTORY

Early land use in the vicinity of the site was principally for pastures. During the early 1800's, a race course, presumably for horses was constructed in the vicinity of the site. By 1854, brick yards were developed south of Rindge Avenue and by 1860 Jerry's Pit (the present day Jerry's Pond) had been dug for brick clay. During the late 1800's a small building was located in the central portion of the site and a larger structure was located at the southeastern corner of the site. By 1916, the Alewife Brook Parway was constructed just west of the site. Buildings at the site were razed by 1929.

Two buildings were located on this property, the Lehigh Metals building and the Big Burger Drive-In, both built in 1956. Lehigh Metals occupied the majority of their building from 1956 through 1985, and used the space primarily as warehouse space for storage of metal fasteners and hardware products. At times, other companies had occupied the Lehigh Metals building, primarily from the mid-1960s until building demolition in the late 1980s, including the Cambridge Machine Company, United Research, Inc., deHartt, Inc. (electronic research), and Micro Tek Electronics. The Big Burger Drive-In was converted to a Kelly's Restaurant in the 1960s and Babo's Restaurant at a later date. These buildings were subsequently razed later in 1988.

Haley & Aldrich, Inc. (Haley & Aldrich) conducted an Oil and Hazardous Material Site Evaluation in 1987 which included a limited subsurface exploration, soil sample screening, and groundwater chemical analysis program. Results of the evaluation indicated elevated concentrations of polynuclear aromatic compounds (PAHs) in fill soils. The compounds were

attributed to ash and cinders deposited in site fill soils which were believed to have been created as a result of brick manufacturing processes. The Massachusetts Department of Environmental Quality Engineering (DEQE) assigned DEQE Site Number 3-3411 as a result under the Massachusetts General Laws (MGL) Chapter 21E.

REGULATORY COMPLIANCE HISTORY OF DISPOSAL SITE

In 1987 Alewife Land Corporation purchased the 2-acre property located between Jerry's Pond and the Alewife Brook Parkway. The Lehigh Metals and Babo's Restaurant parcel was assigned DEQE Site Number 3-3411 as a result of a report prepared for the Site, under the Massachusetts General Laws (MGL) Chapter 21E, in conjunction with the Alewife Land Corporation purchase of the Site in 1987. This report was submitted to the DEP in 1987.

The Lehigh/Babo's Site was transitioned into the 1993 MCP as a site requiring No Further Action using a Consultant of Record Statement, dated 1 August 1995. This property is currently not considered a part of the Grace Disposal Site, but is property owned by Alewife Land Corporation and is contiguous to the Disposal Site.

REASON FOR ACTIVITY AND USE LIMITATION

While there is no MCP requirement for an AUL to be place on the Lehigh/Babo's parcel, the AUL is being extended to limits of the property owned by W. R. Grace and its subsidiary, Alewife Land Corporation, in North Cambridge for consistence of conditions as they apply to the property and to address concerns of the City of Cambridge.

PERMITTED ACTIVITIES AND USES

The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Property:

(i) Existing uses of un-built areas for paved parking, paved public walkways, and open space;

(ii) Existing grounds-keeping activities, including but not limited to installation of signs and fence posts, cutting and raking of grass areas, and maintenance and resurfacing of parking lots, sidewalks, and driveways;

(iii) Maintenance of the Protective Cover as hereinafter described;

(iv) Response actions conducted in accordance with the applicable provisions of Chapter 21E;

(v) Limited short term, as defined in DEP policy, or emergency utility work in accordance with applicable federal, state, and local laws, ordinances, and regulations, including without limitation the Cambridge Asbestos Protection Ordinance;

(vi) Such other activities and uses not identified in this Opinion as being Activities and Uses Inconsistent with the AUL; and

(vii) Such other activities and uses which, in the Opinion of a Licensed Site Professional, shall present no greater risk of harm to health, safety, public welfare, or the environment than the activities and uses set forth in this paragraph. Such opinion of a Licensed Site Professional shall be rendered final only after completion of any public involvement activities required by the Public Involvement Plan, in accordance with the Obligations and Conditions below.

ACTIVITIES AND USES INCONSISTENT WITH THE AUL OPINION

The following activities and uses are inconsistent with the AUL Opinion, and, if implemented at the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard:

(i) Any use other than the Permitted Activities and Uses identified above in the AUL Opinion;

(ii) Use of the Property as a residence, school, nursery, daycare, recreational area, and/or such use at which a child's day-long presence is likely;

(iii) Active recreational uses, such as athletic fields or playgrounds, involving more than casual contact with the existing ground;

(iv) Activities that may cause degradation or destruction of the Protective Cover as defined in the Obligations and Conditions section;and

(v) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption.

OBLIGATIONS AND CONDITIONS

If applicable, obligations and/or conditions to be undertaken and/or maintained at the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion are as follows:

(i) Maintain the existing top six (6) inches of surface soil, and existing: pavement and concrete slabs, pavement and concrete slab sub-base materials, structures, topsoil/loam, landscaping or the like (hereinafter the "Protective Cover"). In the event the Protective Cover is degraded or removed, reinstall a Protective Cover to prevent exposure of underlying soil in a timely fashion.

(ii) Prepare a Soil Management Plan (SMP) prior to the commencement of activities that are likely to disturb the soil below the Protective Cover. The SMP must be prepared by a Licensed Site Professional (LSP) in accordance with the Massachusetts Contingency Plan (MCP) and, if applicable, the Cambridge Asbestos Protection Ordinance, and submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) Public Involvement Plan (PIP). At a minimum, the SMP must describe the soil excavation, handling, storage, transport, and disposal procedures, as well as the engineering controls and air monitoring procedures, necessary to ensure that the potential impact of fugitive asbestos fibers and volatile emissions to workers, nearby residents, and other receptors in the vicinity are taken into account to ensure compliance with applicable standards.

(iii) Prepare a Health and Safety Plan (HASP) prior to the commencement of activities that involve the removal or disturbance of the Protective Cover and/or activities that are likely to disturb the soil below the Protective Cover. The HASP must be prepared by an LSP and a Certified Industrial Hygienist (CIH) and control future exposures to groundwater. It must be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(iv) Implement the Protective Cover Monitoring Plan (PCMP) attached to this AUL Opinion. The PCMP describes methods for verifying that the cover materials continue to function in a manner which prevents incidental exposure or direct contact with subsurface soils, as well as methods for restoring such integrity, if compromised through erosion or other unplanned disturbances to the Protective Cover. On-site workers should be informed of the requirements of the PCMP, and the PCMP must be available at the Property at all times. Inspections are to be conducted monthly for the first year and quarterly thereafter. The PCMP requires that logs of the inspection and any response actions completed thereafter be filed with the DEP and placed in the current public document repositories.

(v) The owner shall provide copies of the PCMP and the cover inspection reports to any purchaser of all or a portion of the Property as part of sale of the Property.

(vi) In the event that activity intruding into surface soil other than permitted activities and use as provided herein (Intrusive Activity) is undertaken, implement an Airborne Asbestos, Dust, and Odor Management and Monitoring Plan. The plan shall be developed by a CIH and an LSP, and it must comply with applicable Best Management Practices, the Cambridge Asbestos Protection Ordinance, if applicable, and applicable state and federal regulations. The plan shall require that any such activity must be carried out in a manner that prevents the liberation of asbestos fibers and/or dust into the ambient air in excess of applicable standards (OSHA, EPA, DEP, or other applicable standards) and prevents any potential odors from creating a nuisance condition, as these conditions may be defined by applicable regulations of

the City of Cambridge, the Commonwealth of Massachusetts, and the federal government. It is envisioned that the plan would require utilization of proactive wetting of the exposed soil and handling techniques that would minimize the potential for dust generation. It is also envisioned that the plan would require the use of excavation techniques and/or odor suppressants intended to mitigate potential odors. The plan would also include a procedure(s) to monitor the level of dust, asbestos fibers, and odors in the air during the Intrusive Activities to confirm compliance with the plan. The plan would also contain a provision requiring that the intrusive activity would be stopped and the area secured if the monitoring indicates that the level of asbestos fibers, dust, or odors in the air are in excess of applicable limits. This plan shall be submitted for public review and comment in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(vii) In the event that occupied structures are constructed at the Property, an LSP shall evaluate the potential risks associated with migration of volatile compounds from the subsurface into indoor air and the inhalation of these compounds inside such structures. If a condition of "No Significant Risk" cannot be demonstrated, such measures as excavation of contaminated soils or the inclusion of engineered controls (i.e., impermeable vapor barrier and/or sub-slab venting) shall be implemented to provide a condition of "No Significant Risk".

(viii) Provide a draft of any proposed changes to this AUL or any monitoring plans that are developed for public comment, in accordance with the provisions of the 27 December 1995 (or subsequent revisions) PIP.

(ix) All activities that may disrupt the Protective Cover shall comply with the applicable requirements of the Cambridge Asbestos Protection Ordinance in effect at the time of the disruption.

LSP OPINION

The Activity and Use Limitation Opinion presented herein was prepared by William W. Beck, Jr., Senior Vice President, Haley & Aldrich, Inc. It is this LSP's opinion that a condition of No Significant Risk to health, safety, public welfare, or the environment exists at the Property and the Disposal Site for any foreseeable period of time, as defined by 310 CMR 40.1005, provided that the above requirements are met and maintained.

Signature: William W Beck Jr Seal:

Date: 13 FEBRUARY 2006

COMMONWEALTH OF MASSACHUSETTS
WILLIAM W. BECK, JR.
No. 1637
REGISTERED
LICENSED SITE PROFESSIONAL

William W. Beck, Jr.
Senior Vice President
Haley & Aldrich, Inc.
License Number: 1637

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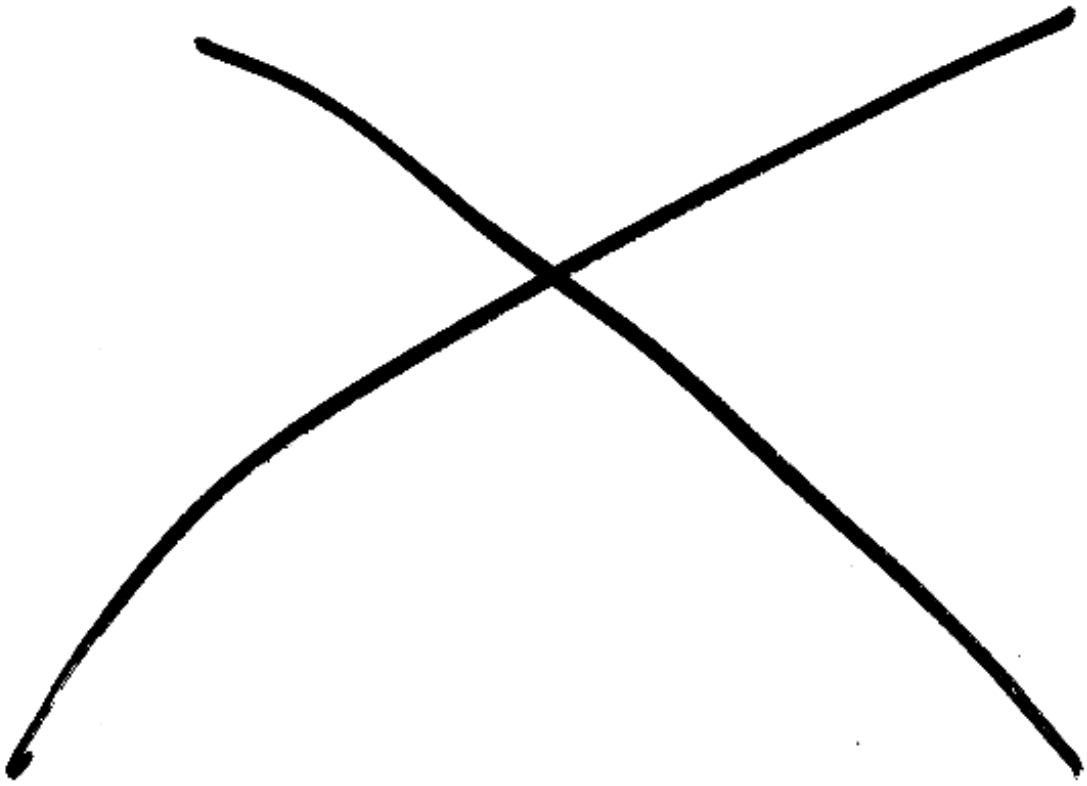
APPENDIX B

Activity and Use Limitations
One Alewife Center
Cambridge, Massachusetts



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'aley & Aldrich, Inc.

McDERMOTT, WILL & EMERY

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Boston
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London
Los Angeles
Miami
Moscow
Newport Beach
New York
St. Petersburg
Silicon Valley
Vilnius
Washington, D.C.

November 1, 1999

Wesley E. Stimpson
Senior Vice President
Haley & Aldrich, Inc.
465 Medford Street, Suite 2200
Boston, MA 02129-1400

Re: One Alewife Center AUL

Dear Wes:

Enclosed please find a copy of the Notice of Activity and Use Limitation which was recorded with the Middlesex South District Registry of Deeds as Instrument No. 483 at 11:53 a.m. on October 28, 1999 and filed for registration with the Middlesex South Registry District of the Land Court as Document No. 1122417 at 11:29 a.m. on October 28, 1999. The plan was recorded with Middlesex South District Registry of Deeds as Plan No. 1218 on October 28, 1999.

Thank you for your continual assistance on this matter.

Sincerely,

Peter Friedenberg

PF/tbm
Encls.

[illegible]

10/28/99 Document No. 112247 at 11:29 am
10/28/99 Plan No. 1218 Instr# 482 at 11:53
10/28/99 Instrument No. 483 at 11:53 am

CLERK'S CERTIFICATE

I, O. Mario Favorito, Clerk of Alewife Land Corporation, a Massachusetts corporation (the "Company"), hereby certify that:

1. The following person holds the position in the Company set forth after his name:

John R. Wardzel: Vice President

2. John R. Wardzel is authorized to execute, acknowledge and deliver on behalf of the Company, an Activity and Use Limitation concerning certain parcels of land in Cambridge, Massachusetts owned by the Company, together with such other instruments or documents as may be necessary or desirable in connection therewith.

IN WITNESS WHEREOF, I have hereunto executed this Certificate this 27th day of October, 1999.

Clerk

Form 1075

NOTICE OF ACTIVITY AND USE LIMITATION
M.G.L. c. 21E, § 6 and 310 CMR 40.0000

Disposal Site Name: W.R. Grace & Co.-Conn.
DEP Release Tracking No.(s): 3-0277 and 3-17014

This Notice of Activity and Use Limitation ("Notice") is made as of this 27th day of October, 1999, by Alewife Land Corporation, with an address of 62 Whittemore Avenue, Cambridge, Massachusetts 02140, together with its successors and assigns (collectively "Owner").

WITNESSETH:

WHEREAS, Alewife Land Corporation, of Cambridge, Middlesex County, Massachusetts, is the owner in fee simple of that certain parcel of land located in Cambridge, Middlesex County, Massachusetts (the "Property");

WHEREAS, said parcel of land (the "Property") is subject to this Notice of Activity and Use Limitation. The Property is shown as "Parcel A" on a plan entitled "Plan of Land Owned by Alewife Land Corporation, 1 Alewife Center, Cambridge, Massachusetts", dated October 1999, prepared by URS Greiner Woodward Clyde, recorded herewith;

WHEREAS, the Property comprises part of a disposal site as the result of a release of oil and/or hazardous material. Exhibit B is a sketch plan showing the relationship of the Property subject to this Notice of Activity and Use Limitation to the boundaries of said disposal site (to the extent such boundaries have been established). Exhibit B is attached hereto and made a part hereof; and

WHEREAS, one or more response actions have been selected for the portion of the Disposal Site in accordance with M.G.L. c.21E ("Chapter 21E") and the Massachusetts Contingency Plan, 310 CMR 40.0000 ("MCP"). Said response actions are based upon (a) the restriction of human access to and contact with oil and/or hazardous material in soil and/or groundwater, and/or (b) the restriction of certain activities occurring in, on, through, over or under the Property. The basis for such restrictions is set forth in an Activity and Use Limitation Opinion ("AUL Opinion"), dated October 26, 1999, (which is attached hereto as Exhibit C and made a part hereof);

NOW, THEREFORE, notice is hereby given that the activity and use limitations set forth in said AUL Opinion are as follows:

1. Permitted Activities and Uses Set Forth in the AUL Opinion. The AUL Opinion provides that a condition of No Significant Risk to health, safety, public welfare or the environment exists for any foreseeable period of time (pursuant to 310 CMR 40.0000) so long as any of the following activities and uses occur on the Property:

(i) Office, industrial, retail, or commercial uses including similar establishments with associated parking open to the public;

(ii) Landscaping and grounds keeping activities, including but not limited to planting of trees and shrubs, cutting and raking grassy areas, and maintenance and resurfacing of parking lots, sidewalks, and driveways, provided these activities do not meet the definition of "intrusive activity." The definition of "intrusive activity" as it is used in this document is excavation that extends beyond existing topsoil/loam, landscaping, or concrete/asphalt (and associated engineered fill);

(iii) Excavation associated with limited short term or emergency utility work, provided that such work is conducted in accordance with the soil and wastewater management procedures set forth at 310 CMR 40.0030 and under the airborne asbestos management and monitoring plan required under Paragraph 3(iii) below;

(iv) Excavation associated with potential future construction provided that such work is conducted in accordance with the soil and wastewater management procedures set forth at 310 CMR 40.0030, applicable worker health and safety practices pursuant to 310 CMR 40.0018, and under the airborne asbestos management and monitoring plan required under Paragraph 3(iii) below;

(v) Activities and uses which are not identified in this Opinion as being inconsistent with maintaining a condition of No Significant Risk; and

(vi) Such other activities or uses which, in the Opinion of an LSP, shall present no greater risk of harm to health, safety, public welfare or the environment than the activities and uses set forth in this Paragraph.

2. Activities and Uses Inconsistent with the AUL Opinion. Activities and uses which are inconsistent with the objectives of this Notice of Activity and Use Limitation, and which, if implemented at the Property, may result in a significant risk of harm to health, safety, public welfare or the environment or in a substantial hazard, are as follows:

(i) Residential purposes;

(ii) School as defined by 310 CMR 40.0006, kindergarten, day care center, or similar use;

(iii) Active recreational uses, such as athletic fields or playgrounds, involving more than casual contact with the ground; and

(iv) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption.

3. Obligations and Conditions Set Forth in the AUL Opinion. If applicable, obligations and/or conditions to be undertaken and/or maintained at the Property to maintain a condition of No Significant Risk as set forth in the AUL Opinion shall include the following:

(i) Maintain the existing concrete slabs/structures, topsoil/loam, landscaping or the like (hereinafter the "Protective Cover") to prevent long-term direct exposure to underlying subsurface soils. In the event the Protective Cover is degraded or removed, a surface cover of equal protective function shall be reinstalled to prevent changes in exposure to the underlying soils.

(ii) Implement a health and safety plan pursuant to 310 CMR 40.0018 developed by a Certified Industrial Hygienist or similar knowledgeable and trained professional, to be used in conjunction with the airborne asbestos management and monitoring plan, for excavation associated with construction or other major intrusive activities which are likely to involve more than incidental exposure of, or casual direct contact with, the subsurface soils to protect health and safety of on-site workers, visitors to the property and the general public. Excavated materials and dewatering effluent shall be managed in accordance with the soil and groundwater management procedures set forth at 310 CMR 40.0030; and

(iii) Implement an airborne asbestos management and monitoring plan. The plan shall be developed by a Certified Industrial Hygienist or similarly knowledgeable and trained professional. The plan shall require that any intrusive activity into the soil at the Property be done in a manner that prevents the liberation of asbestos particles into the air. It is envisioned that the plan will utilize proactive wetting of the exposed soil. The plan shall also include a procedure to monitor the level of asbestos in the air during certain intrusive activities to confirm that the management plan is successful. The management plan shall also contain a provision that indicates the intrusive activity will be stopped and the area secured if the monitoring plan indicates the level of asbestos in the air exceeds acceptable limits.

4. Proposed Changes in Activities and Uses. Any proposed changes in activities and uses at the Property which may result in higher levels of exposure to oil and/or hazardous material than currently exist shall be evaluated by an LSP who shall render an Opinion, in accordance with 310 CMR 40.1080 *et seq.*, as to whether the proposed changes will present a

significant risk of harm to health, safety, public welfare or the environment. Any and all requirements set forth in the Opinion to meet the objective of this Notice shall be satisfied before any such activity or use is commenced.

5. Violation of a Response Action Outcome. The activities, uses and/or exposures upon which this Notice is based shall not change at any time to cause a significant risk of harm to health, safety, public welfare, or the environment or to create substantial hazards due to exposure to oil and/or hazardous material without the prior evaluation by an LSP in accordance with 310 CMR 40.1080 *et seq.*, and without additional response actions, if necessary, to achieve or maintain a condition of No Significant Risk or to eliminate substantial hazards.

If the activities, uses, and/or exposures upon which this Notice is based change without the prior evaluation and additional response actions determined to be necessary by an LSP in accordance with 310 CMR 40.1080 *et seq.*, the owner or operator of the Property subject to this Notice at the time that the activities, uses, and/or exposures change, shall comply with the requirements set forth in 310 CMR 40.0020.

6. Incorporation into Deeds, Mortgages, Leases, and Instruments of Transfer. This Notice shall be incorporated either in full or by reference into all deeds, easements, mortgages, leases, licenses, occupancy agreements or any other instrument of transfer, whereby an interest in and/or a right to use the Property or a portion thereof is conveyed.

Owner hereby authorizes and consents to the filing and recordation and/or registration of this Notice, said Notice to become effective when executed under seal by the undersigned LSP, and recorded and/or registered with the appropriate Registry(ies) of Deeds and/or Land Registration Office(s).

WITNESS the execution hereof under seal this 27th day of October, 1999.

OWNER:

ALEWIFE LAND CORPORATION

By: _____

Name: John R. Wardzel
Title: Vice President

COMMONWEALTH OF MASSACHUSETTS

Middlesex, ss October 27, 1999

Then personally appeared the above named John R. Wardzel and acknowledged the foregoing to be his/her free act and deed before me,

_____

Notary Public: Barbara A. Winston
My Commission Expires: 01-26-01

The undersigned LSP hereby certifies that he executed the aforesaid Activity and Use Limitation Opinion attached hereto as Exhibit C and made a part hereof and that in his Opinion this Notice of Activity and Use Limitation is consistent with the terms set forth in said Activity and Use Limitation Opinion.

Date: October 28, 1999

Wesley E. Stimpson, LSP

[LSP SEAL]

COMMONWEALTH OF MASSACHUSETTS

Suffolk County ss October 28th, 1999

Then personally appeared the above named Wesley E. Stimpson, and acknowledged the foregoing to be his free act and deed before me,

Notary Public: Elizabeth A. LaFavre
My Commission Expires: 12/25/03

Upon recording, return to:

Alewife Land Corporation
62 Whittemore Avenue
Cambridge, MA 02140
Attention: Legal Department

ELIZABETH A. LaFAVRE
Notary Public
My Commission Expires Dec. 25, 2003

EXHIBIT A TO
NOTICE OF ACTIVITY AND USE LIMITATION

Description of the Property

A certain parcel of land in Cambridge, Middlesex County, Massachusetts, shown as "Parcel A" on a plan of land entitled "Plan of Land Owned by Alewife Land Corporation, 1 Alewife Center, Cambridge, Massachusetts", Scale 1 = 40', dated October 1999, prepared by URS Greiner Woodward Clyde, which plan is to be recorded with the Middlesex County South District Registry of Deeds herewith, which parcel of land is more particularly bounded and described according to said plan as follows:

Beginning at a point at the northwest corner of Parcel A, at the intersection of the easterly boundary of land now or formerly of Catherine L. Kennedy and the southerly sideline of Whittemore Avenue;

Thence running S 04°-37'-30" W for a distance of eighty-seven and 34/100 (87.34) feet;

Thence turning and running northwesterly by a curved line having a radius of one thousand eight hundred sixty-eight and 75/100 (1868.75) feet, for a distance of eighty and 61/100 (80.61) feet, said last two bounds being by said land now or formerly of Catherine L. Kennedy;

Thence turning and running southeasterly by a curved line having a radius of five hundred twenty-five and 88/100 (525.88) feet, for a distance of two and 87/100 (2.87) feet;

Thence turning and running southeasterly by a curved line having a radius of one hundred twenty-five and 00/100 (125.00) feet, for a distance of one hundred one and 48/100 (101.48) feet;

Thence turning and running southeasterly by a curved line having a radius of one thousand nine hundred fifty one and 25/100 (1951.25) feet, for a distance of two hundred forty-eight and 14/100 (248.14) feet;

Thence turning and running N 04°-38'-21" E for a distance of six and 71/100 (6.71) feet;

Thence turning and running N 88°-16'-09" E for a distance of eight and 84/100 (8.84) feet, said last five bounds being by other land of Alewife Land Corporation;

Thence turning and running N 04°-37'-30" E for a distance of one hundred seventy-four and 81/100 (174.81) feet, in part by other land of Alewife Land Corporation and in part by land now or formerly of W. R. Grace & Co.-Conn.;

Thence turning and running N 85°-22'-30" W for a distance of two hundred twenty-two and 24/100 (222.24) feet along the southerly sideline of Whittemore Avenue to the point of beginning.

The above-described premises include the following lots of registered land, to wit:

Lots 18,19, 20, 21 and 22 as shown on Land Court Plan 5236G, more particularly described in Certificate of Title 173484 in Registration Book 997, Page 134; and

Lot 48 as shown on Land Court Plan 5236N, more particularly described in Certificate of Title 173484 in Registration Book 997, Page 134.

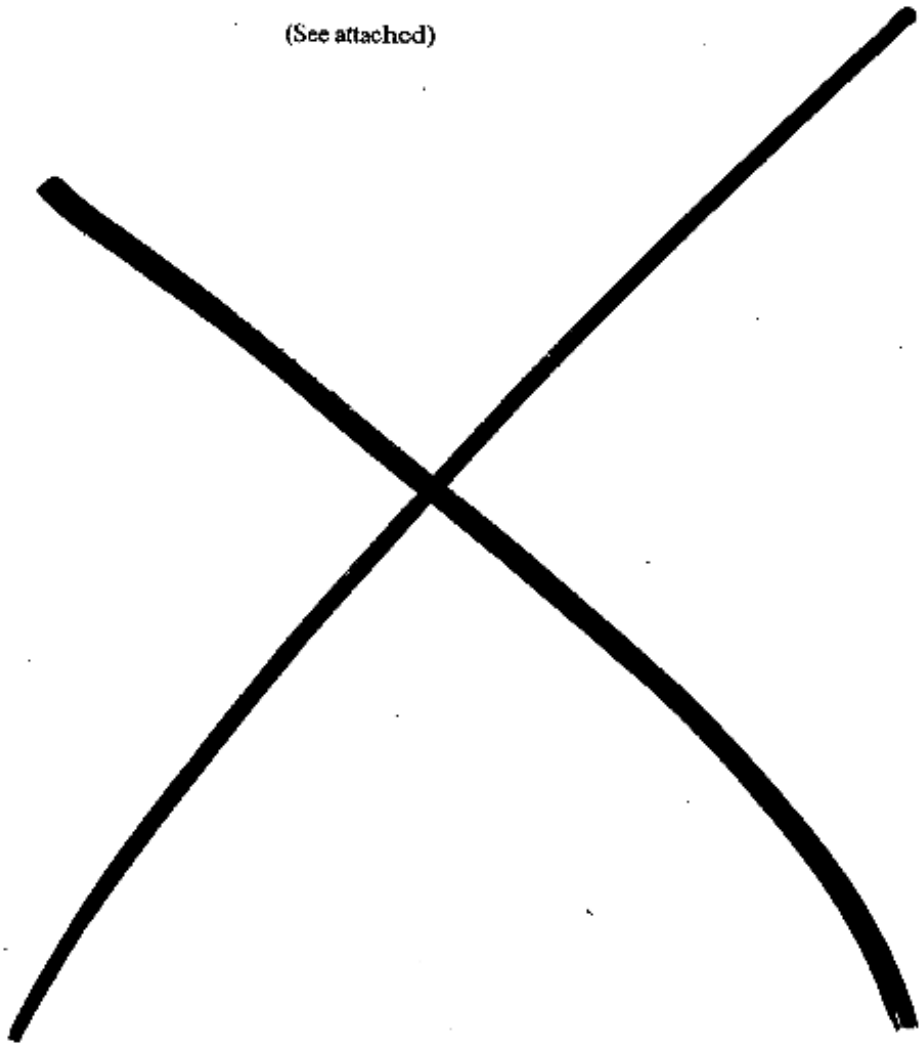
For Owner's title to said registered land, see Certificate of Title 173484.

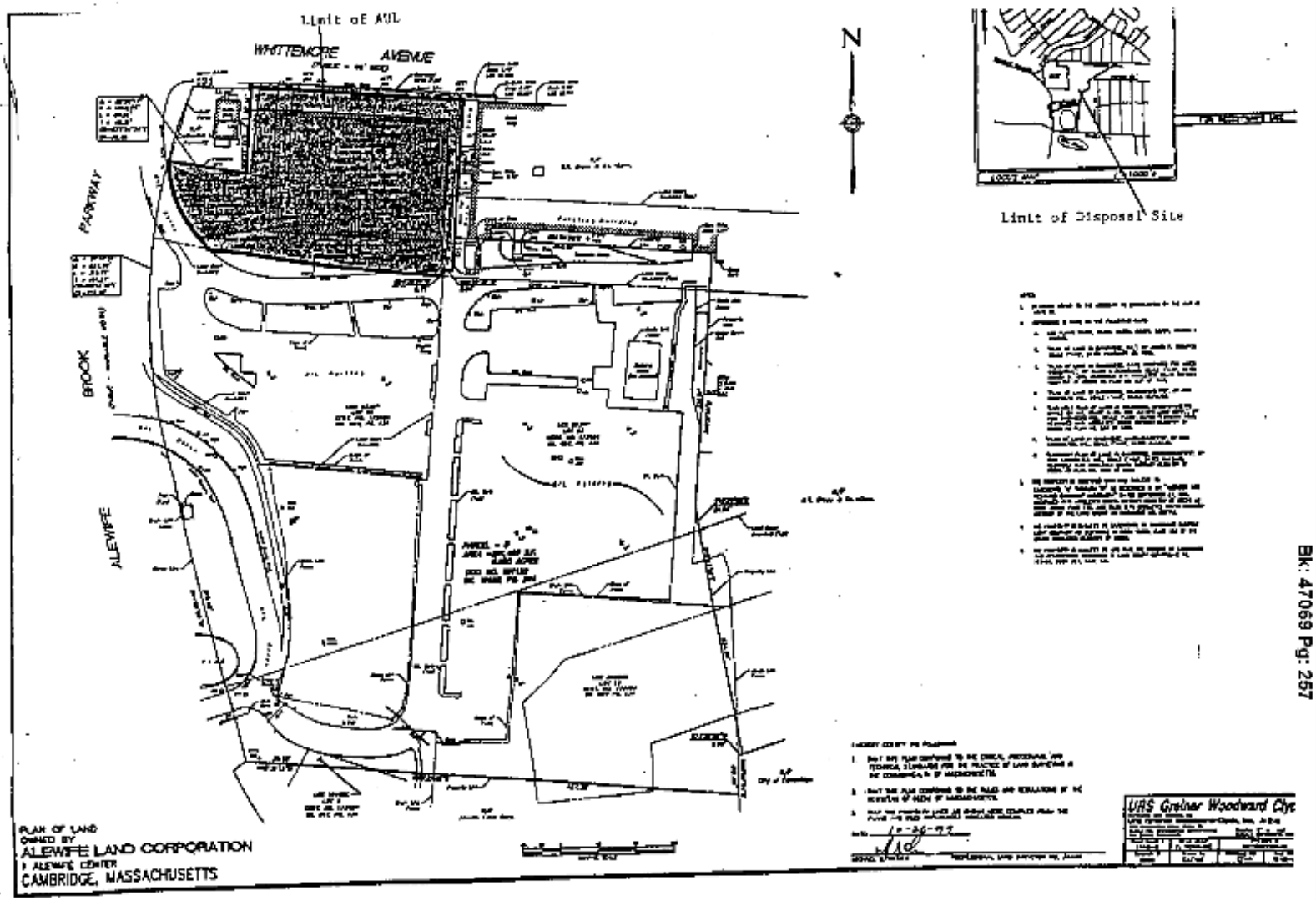
For Owner's title, also see deed from W. R. Grace Land Corporation dated April 22, 1985 and recorded with said Deeds in Book 16152, Page 284.

EXHIBIT B TO
NOTICE OF ACTIVITY AND USE LIMITATION

Sketch Plan

(See attached)





Bk: 47069 Pg: 257

EXHIBIT C TO
NOTICE OF ACTIVITY AND USE LIMITATION

Activity and Use Limitation Opinion

(See attached)

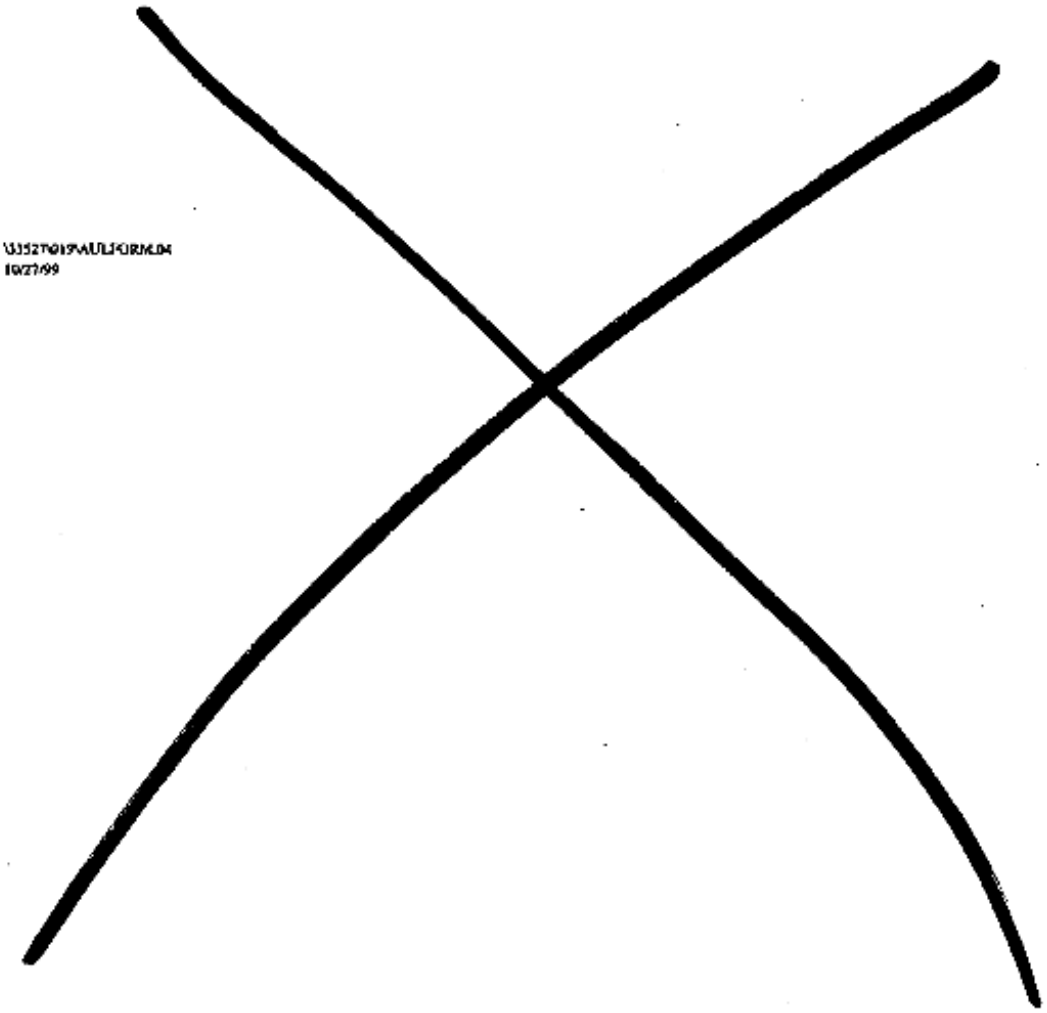


EXHIBIT C

ACTIVITY AND USE LIMITATION OPINION

Property Subject to AUL

The area subject to this Activity and Use Limitation Opinion consists of the property currently owned by Alewife Land Corporation, shown as Parcel A on a plan dated October, 1998, entitled: "Plan of Land Owned by Alewife Land Corporation," and filed with the Middlesex South District Registry of Deeds herewith, Exhibit A Form 1075 (the Subdivision Plan).

In accordance with the Massachusetts Contingency Plan (MCP) at 310 CMR 40.1056(2)(g) and 40.1074(1)(b), this document constitutes an Activity and Use Limitation Opinion (AUL Opinion) for the Property. This AUL opinion is submitted in support of a Response Action Outcome (RAO) Statement, to be prepared and associated Notice of Activity and Use Limitation, Form 1075, dated October 27, 1998 for linked DEP Release Tracking Nos. 3-0277 and 3-17014.

Disposal Site Description

The site comprises approximately 1.036 acres of land with 23,000 sq. ft. of building coverage, located on Whittemore Avenue in Cambridge, Massachusetts (the "One Alewife Property"). The entire property is subject to this AUL. The site is currently occupied by a four-story office building. The area surrounding the building is landscaped or paved for access roads or parking.

Site History

The property currently owned by Alewife Land Corporation is located in the northwest corner of a 27-acre parcel owned by W.R. Grace & Co.-Conn. or one of its subsidiary companies. The property is included as part of a disposal site listed by the Massachusetts Department of Environmental Protection (DEP) under linked RTNs 3-0277 and 3-17014. The site addressed by RTNs 3-0277 and 3-17014 is currently listed as a Tier IC disposal site in Phase III of the MCP. W.R. Grace & Co.-Conn. is the listed potentially responsible party.

The W.R. Grace disposal site is listed with the DEP as a result of volatile and semi-volatile organics, petroleum products, metals and asbestos found to exist in the environment during evaluations of subsurface and hydrogeological conditions for the Alewife Center Master Plan Study conducted in 1984 and 1985, and in subsequent investigations conducted in the 1990s.

Reason for Activity and Use Limitation

As part of the environmental studies for the Grace site, a site-specific Risk Characterization was completed by Meta Systems, Inc. in May 1988. Several addenda to this Risk Characterization were subsequently produced by Cambridge Environmental, Inc. in order to respond to DEP comments and to conform to the MCP (implemented in 1993). These addenda include: "Addenda to Health Risk Assessment for the W.R. Grace & Co. Property, Cambridge, Massachusetts," dated 10 August 1989; letter to DEP, dated 2 October 1989; letter to DEP dated 9 January 1990; and letter to W.R. Grace dated 16 November 1994. The risk

characterization considered current and foreseeable future use of the site at the time of the studies, which included the current building, and concluded that a condition of no significant risk existed. Potential uncontrolled exposures to existing soil and groundwater, however, were not considered in the risk characterizations.

Studies in support of the Response Action Outcome (RAO) Opinion for the One Alewife Property have evaluated the uncontrolled exposure scenario by comparing average levels of contamination present at the property to MCP Method 1 standards. Levels of some contamination in the soil exceed these standards and therefore a potential risk may exist for uncontrolled future use of the property.

In 1998 an evaluation for the presence of asbestos in soil was conducted on the entire Grace site, including the portion of the property currently owned by Alewife Land Corporation. Asbestos was detected in one split sample (11% asbestos) collected from 0.5 to 4 feet below ground surface and analyzed by the Alewife Study Group. A landscaped area (topsoil and sod) overlies the contaminated soil, which is considered potentially accessible for current site use.

Exposures to airborne asbestos can be prevented with a management plan developed to be utilized in the event of future disturbance to the soil at the property resulting from intrusive activities. The plan would direct that all intrusive activities be conducted in a wet environment to prevent potential liberation of asbestos particles, and work be implemented in a manner to control potential airborne asbestos concentrations during soil disturbing activities.

The AUL is considered appropriate for unforeseen potential exposures and to maintain a condition of "No Significant Risk" at the site. The AUL manages potential exposures to soils assumed to represent potential future risks associated with potential asbestos present in the soil and uncontrolled future use. The permitted uses are consistent with the current and reasonably foreseeable uses of the property (i.e., office, industrial, or retail). Furthermore, the inconsistent uses and obligations under the AUL provide a means for maintaining assumptions of the risk assessment which relied upon elimination of certain exposure pathways to achieve a level of "No Significant Risk". Achieving an RAO without implementation of an AUL is not considered feasible according to DEP criteria.

Based on the above described risk characterizations, permitted activities and uses, inconsistent activities and uses, and obligations and conditions to maintain a level of "No Significant Risk" are as follows:

Permitted Activities and Uses

(i) Office, industrial, retail, or commercial uses including similar establishments with associated parking open to the public;

(ii) Landscaping and grounds keeping activities, including but not limited to planting of trees and shrubs, cutting and raking grassy areas, and maintenance and resurfacing of parking lots, sidewalks, and driveways, provided these activities do not meet the definition of "intrusive activity." The definition

of intrusive activity as it is used in this document is excavation that extends beyond existing topsoil/loam, landscaping, or concrete/asphalt (and associated engineered fill);

(ii) Excavation associated with limited short term or emergency utility work, provided that such work is conducted in accordance with the soil and wastewater management procedures given at 310 CMR 40.0030 and under the airborne asbestos management and monitoring plan;

(iii) Excavation associated with potential future construction provided that such work is conducted in accordance with the soil and wastewater management procedures given at 310 CMR 40.0030, applicable worker health and safety practices pursuant to 310 CMR 40.0018, and under the airborne asbestos management and monitoring plan;

(iv) Activities and uses which are not identified in this Opinion as being inconsistent with maintaining a condition of No Significant Risk; and

(v) Such other activities and uses which, in the Opinion of an LSP, shall present no greater risk of harm to health, safety, public welfare, or the environment than the activities and uses set forth in this paragraph.

Inconsistent Activities and Uses

(i) Residential purposes;

(ii) School as defined by 310 CMR 40.0006, kindergarten, day care center, or similar use;

(iii) Active recreational uses, such as athletic fields or playgrounds, involving more than casual contact with the ground; and

(iv) Use of on-site soils for cultivation of fruits or vegetables destined for human consumption.

Obligations and Conditions

(i) Maintain the existing concrete slabs/structures, topsoil/loam, landscaping or the like (hereinafter the "Protective Cover") to prevent long-term direct exposure to underlying subsurface soils. In the event the Protective Cover is degraded or removed, a surface cover of equal protective function shall be reinstalled to prevent changes in exposure to the underlying soils.

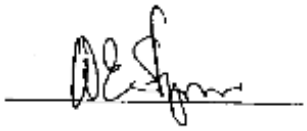
(ii) Implement a health and safety plan pursuant to 310 CMR 40.0018 developed by a Certified Industrial Hygienist or similar knowledgeable and trained professional, to be used in conjunction with the airborne asbestos management and monitoring plan, for excavation associated with construction or other major intrusive activities which are likely to involve more than incidental exposure of, or casual direct contact with, the subsurface soils to protect health and safety of on-site workers, visitors to the

property and the general public. Excavated materials and dewatering effluent shall be managed in accordance with the soil and groundwater management procedures pursuant to 310 CMR 40.0030.

(iii) Implement an airborne asbestos management and monitoring plan. The plan shall be developed by a Certified Industrial Hygienist or similarly knowledgeable and trained professional. The plan shall require that any intrusive activity into the soil at the One Alewife Property be done in a manner that prevents the liberation of asbestos particles into the air. It is envisioned that the plan will utilize proactive wetting of the exposed soil. The plan shall also include a procedure to monitor the level of asbestos in the air during certain intrusive activities to confirm that the management plan is successful. The management plan shall also contain a provision that indicates the intrusive activity will be stopped and the area secured if the monitoring plan indicates the level of asbestos in the air exceeds acceptable limits.

LSP Signature

The Activity and Use Limitation Opinion presented herein was prepared by Wesley E. Stimpson, Senior Vice President, Haley & Aldrich, Inc.

Signature: 

Seal:

Date: 26 October 1999
License Number: 2332

Massachusetts Department of Environmental Protection
Bureau of Waste Site Cleanup

BWSC-114

ACTIVITY & USE LIMITATION (AUL) OPINION FORM

Pursuant to 310 CMR 40.1070 - 40.1084 (Subpart J)

Release Tracking Number: 3 277

COMPLETE THIS FORM AND ATTACH AS AN EXHIBIT TO THE AUL DOCUMENT TO BE RECORDED AND/OR REGISTERED WITH THE REGISTRY OF DEEDS AND/OR LAND REGISTRATION OFFICE.

A. LOCATION OF DISPOSAL SITE AND PROPERTY SUBJECT TO AUL:

Disposal Site Name: W. R. Grace & Co.-Conn.

Street: 62 Whittemore Avenue Location Aid:

City/Town: Cambridge ZIP Code: 02140-0000

Address of property subject to AUL, if different than above. Street: One Alewife Center

City/Town: Cambridge ZIP Code: 02140-0000

B. THIS FORM IS BEING USED TO: (check one)

- [x] Provide the LSP Opinion for a Notice of Activity and Use Limitation, pursuant to 310 CMR 40.1074 (complete all sections of this form).
- [ ] Provide the LSP Opinion for an Amended Notice of Activity and Use Limitation, pursuant to 310 CMR 40.1081(4) (complete all sections of this form).
- [ ] Provide the LSP Opinion for a Termination of a Notice of Activity and Use Limitation, pursuant to 310 CMR 40.1083(3) (complete all sections of this form).
- [ ] Provide the LSP Opinion for a Grant of Environmental Restriction, pursuant to 310 CMR 40.1071, (complete all sections of this form).
- [ ] Provide the LSP Opinion for an Amendment of Environmental Restriction, pursuant to 310 CMR 40.1081(3) (complete all sections of this form).
- [ ] Provide the LSP Opinion for a Release of Environmental Restriction, pursuant to 310 CMR 40.1083(2) (complete all sections of this form).

C. LSP OPINION:

I attest under the pains and penalties of perjury that I have personally examined and am familiar with this submittal, including any and all documents accompanying this submittal. In my professional opinion and judgment based upon application of (i) the standard of care in 309 CMR 4.02(1), (ii) the applicable provisions of 309 CMR 4.02(2) and (3), and (iii) the provisions of 309 CMR 4.03(5), to the best of my knowledge, information and belief,

- *if Section B indicates that a Notice of Activity and Use Limitation is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1074(1)(b);

- *if Section B indicates that an Amended Notice of Activity and Use Limitation is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1080(1) and 40.1081(1);

- *if Section B indicates that a Termination of a Notice of Activity and Use Limitation is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1083(3)(a);

- *if Section B indicates that a Grant of Environmental Restriction is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1071(1)(b);

- *if Section B indicates that an Amendment to a Grant of Environmental Restriction is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1080(1) and 40.1081(1);

- *if Section B indicates that a Release of Grant of Environmental Restriction is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1083(3)(a).

I am aware that significant penalties may result, including, but not limited to, possible fines and imprisonment, if I submit information which I know to be false, inaccurate or materially incomplete.

- [ ] Check here if the Response Action(s) on which this opinion is based, if any, are (were) subject to any order(s), permit(s) and/or approval(s) issued by DEP or EPA. If the box is checked, you MUST attach a statement identifying the applicable provisions thereof.

SECTION C IS CONTINUED ON THE NEXT PAGE.

Massachusetts Department of Environmental Protection
Bureau of Waste Site Cleanup

BWSC-114

ACTIVITY & USE LIMITATION (AUL) OPINION FORM

Pursuant to 310 CMR 40.1070 - 40.1084 (Subpart J)

Release Tracking Number: 3 277

LSP OPINION: (continued)

LSP Name: Wesley E. Stimpson LSP #: 2332 Stamp:

Telephone: 617-886-7395 Ext.:

FAX: 617-886-7635

LSP Signature:

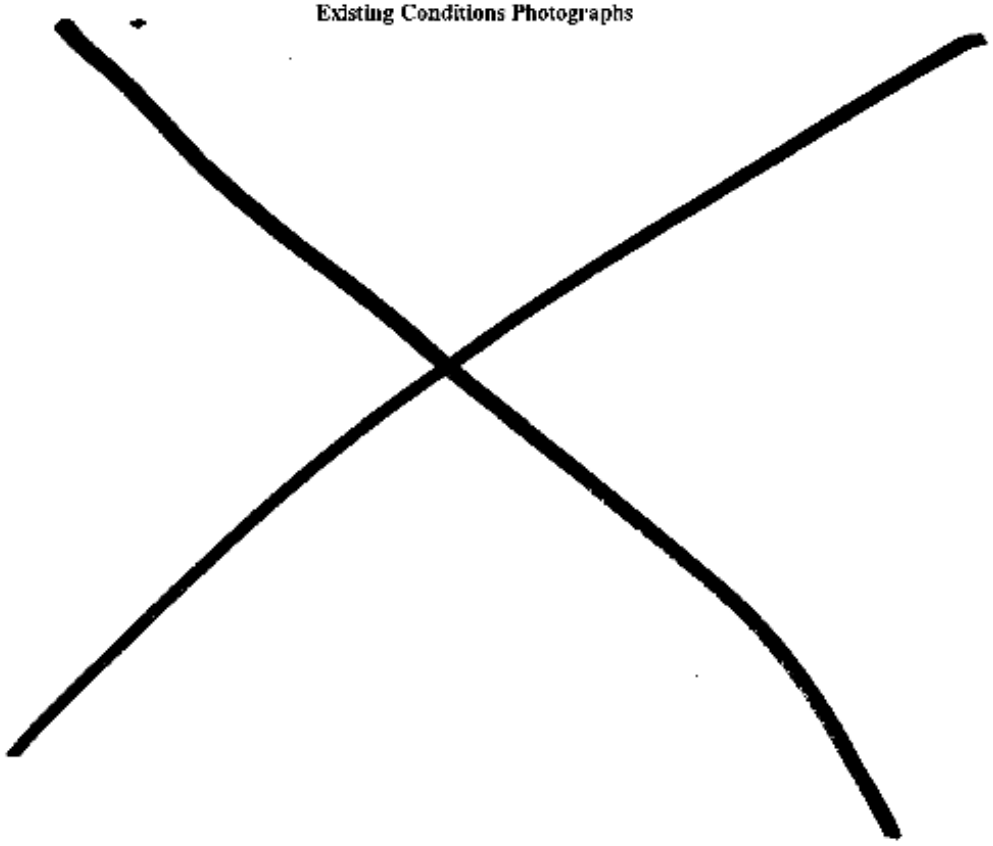
Date: 26 OCTOBER 1999

COMMONWEALTH OF MASSACHUSETTS
WESLEY E. STIMPSON
No. 2332
REGISTERED LICENSED SITE PROFESSIONAL

YOU MUST COMPLETE ALL RELEVANT SECTIONS OF THIS FORM OR DEP MAY FIND THE DOCUMENT TO BE INCOMPLETE.

APPENDIX C

Existing Conditions Photographs



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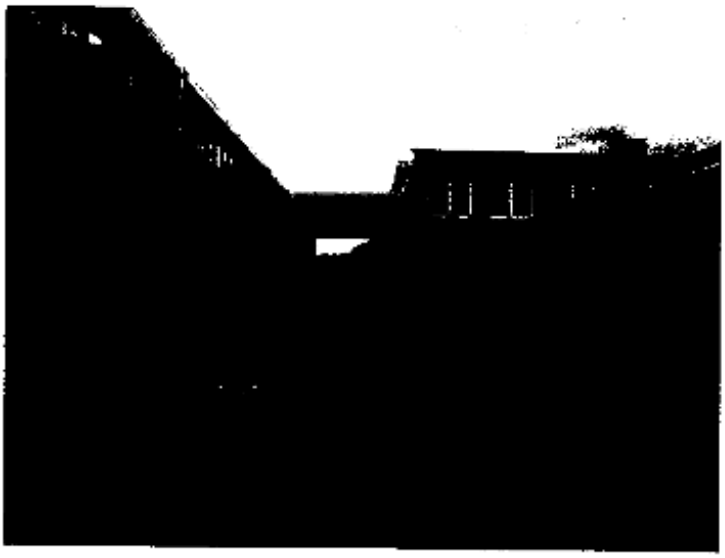


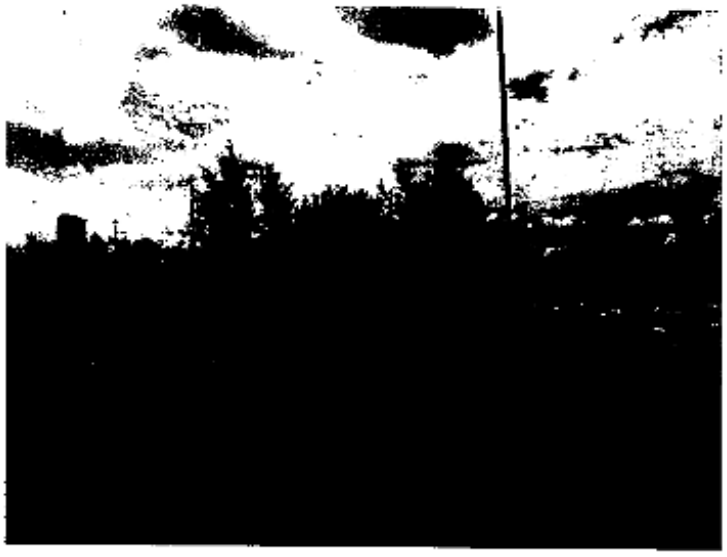
AI - 2

Haley & Aldrich, Inc.

W.R. Grace & Co. - Conn
Cambridge, Massachusetts
10063-066

Inspection Photographs
24 August 2005 and 2 February 2006
Sheet 1

A1 - 3



A1 - 4

Haley & Aldrich, Inc.

W.R. Grace & Co. - Conn
Cambridge, Massachusetts
110063-066

Inspection Photographs
24 August 2005 and 2 February 2006
Sheet 2

A1 - 5

A1 - 6

Haley & Aldrich, Inc.

A1 - 7

A1 - 8

Bailey & Aldrich, Inc.

A2 - 1

A2 - 2

W.R. Grace
Protective Cover Monitoring Plan

A2 - 3

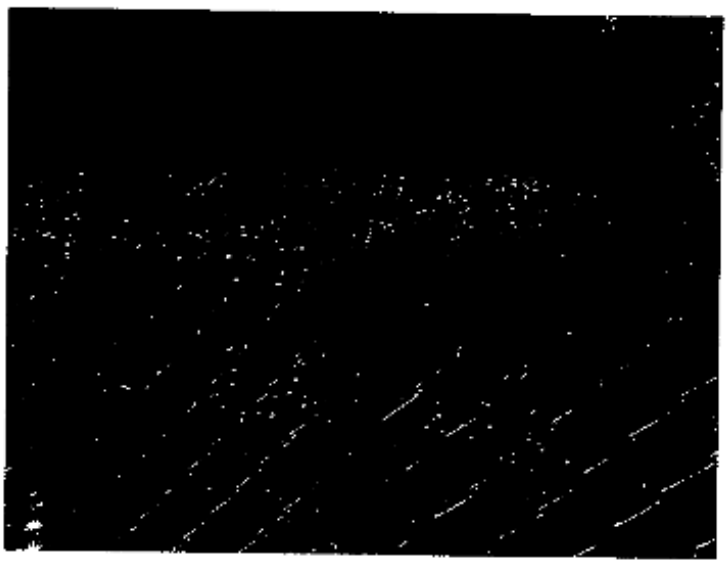
A2 - 4

Haley & Aldrich, Inc.

W.R. Grace & Co. - Conn
Cambridge, Massachusetts
10063-066

Inspection Photographs
24 August 2005 and 2 February 2006
Sheet 6

W.R. Grace
Protective Cover Monitoring Plan



A3 - 1

A3 - 2

Haley & Aldrich, Inc.

W.R. Grace & Co. - Conn
Cambridge, Massachusetts
10063-066

Inspection Photographs
24 August 2005 and 2 February 2006
Sheet 7

W.R. Grace
Protective Cover Monitoring Plan

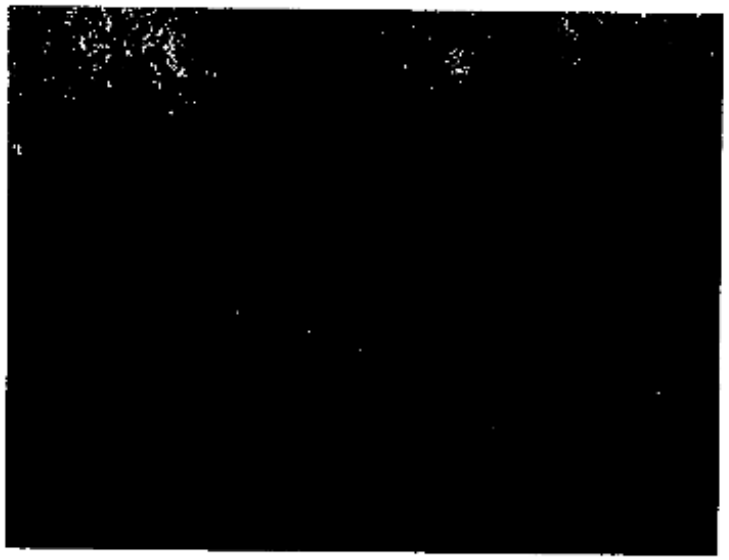
A3 - 3

A4 - 1

Haley & Aldrich, Inc.

W.R. Grace & Co. - Conn
Cambridge, Massachusetts
10063-066

Inspection Photographs
24 August 2005 and 2 February 2006
Sheet 8



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Haley & Aldrich, Inc.

A5 - 1

A5 - 2

Haley & Aldrich, Inc.

A5 - 3

A7 - 1

A7 - 2

A7 - 3

A8 - 1

A8 - 2

Haley & Aldrich, Inc.

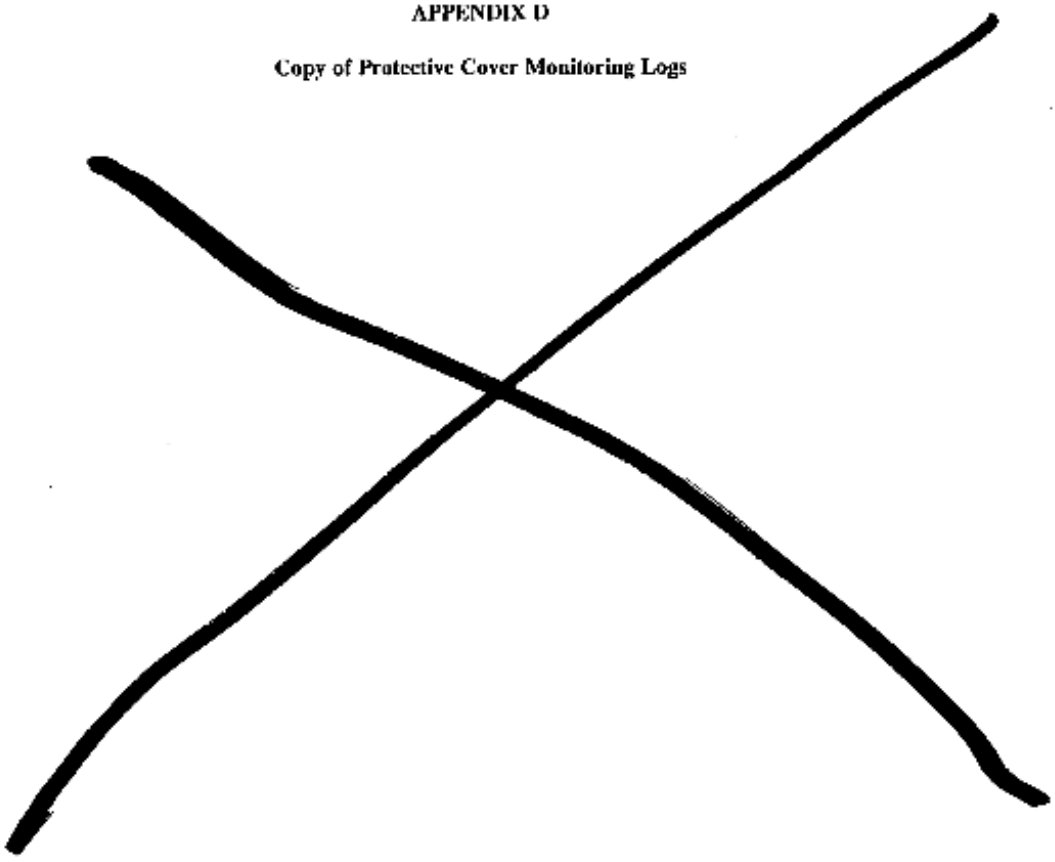
A8 - 3

A8 - 4

Haley & Aldrich, Inc.

APPENDIX D

Copy of Protective Cover Monitoring Logs



HALEY&
ALDRICH

PROTECTIVE COVER MONITORING PLAN INSPECTION REPORT

Project	W.R. Grace & Co.	**Report No.**	00
Location	62 Whittemore Avenue, One Alewife Center, 134 Alewife Brook Parkway	**Date**	
Address	Cambridge, Massachusetts	**Page**	1 of 6
Client	W.R. Grace & Co.	**File No.**	10063-066
Weather		**Temperature**	___°
Field Rep.			

1. **Protective Cover Surface Observations:**

Describe general condition of landscape (distressed, normal/consistent with baseline conditions, etc.): _____

_____

_____

Area 1 Conditions:

Yes	No

Is Protective Cover in Area 1 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

_____

_____

Yes	No

Are there bare spots, signs of erosion, or large potholes in pavement? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes:

_____

_____

Other Observations: _____

_____

Area 2 Conditions:

Yes	No

Is Protective Cover in Area 2 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

_____

_____

Yes	No

Are there bare spots, signs of erosion? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

_____

_____

Other Observations: _____

_____

HALEY&
ALDRICH

PROTECTIVE COVER MONITORING PLAN INSPECTION REPORT

Project	W.R. Grace & Co.	**Report No.**	00
Location	62 Whittemore Avenue, One Alewife Center, 134 Alewife Brook Parkway	**Date**	
Address	Cambridge, Massachusetts	**Page**	2 of 6
Client	W.R. Grace & Co.	**File No.**	10063-066
Weather		**Temperature**	___°
Field Rep.			

Area 3 Conditions:

Yes	No

Is Protective Cover in Area 3 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

Yes	No

Are there bare spots, signs of erosion? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

Other Observations: _____

Area 4 Conditions:

Yes	No

Is Protective Cover in Area 4 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

Yes	No

Are there bare spots, signs of erosion? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

Other Observations: _____

HALEY& ALDRICH

PROTECTIVE COVER MONITORING PLAN INSPECTION REPORT

Project	W.R. Grace & Co.	**Report No.**	00
Location	62 Whittemore Avenue, One Alewife Center, 134 Alewife Brook Parkway	**Date**	
Address	Cambridge, Massachusetts	**Page**	3 of 6
Client	W.R. Grace & Co.	**File No.**	10063-066
Weather		**Temperature**	___°
Field Rep.			

Area 5 Conditions:

Yes	No

Is Protective Cover in Area 5 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

Yes	No

Are there bare spots, signs of erosion? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

Other Observations: _____

Area 6 Conditions:

Yes	No

Is Protective Cover in Area 6 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

Yes	No

Are there bare spots, signs of erosion, or large potholes in pavement? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

Other Observations: _____

HALEY& ALDRICH

PROTECTIVE COVER MONITORING PLAN INSPECTION REPORT

Project	W.R. Grace & Co.	**Report No.**	00
Location	62 Whittemore Avenue, One Alewife Center, 134 Alewife Brook Parkway	**Date**	
Address	Cambridge, Massachusetts	**Page**	4 of 6
Client	W.R. Grace & Co.	**File No.**	10063-066
Weather		**Temperature**	__ °
Field Rep.			

Area 7 Conditions:

Yes	No

Is Protective Cover in Area 7 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

Yes	No

Are there bare spots or signs of erosion? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

Other Observations: _____

Area 8 Conditions:

Yes	No

Is Protective Cover in Area 8 observed to be in same conditions compared to "baseline conditions"? If no, describe change(s) in conditions: _____

Yes	No

Are there signs of erosion or large potholes in pavement? (If yes, attach photographs and figure showing location and extent): Describe eroded area or areas of potholes: _____

Other Observations: _____

HALEY& ALDRICH

PROTECTIVE COVER MONITORING PLAN INSPECTION REPORT

Project	W.R. Grace & Co.	**Report No.**	00
Location	62 Whittemore Avenue, One Alewife Center, 134 Alewife Brook Parkway	**Date**	
Address	Cambridge, Massachusetts	**Page**	5 of 6
Client	W.R. Grace & Co.	**File No.**	10063-066
Weather		**Temperature**	___°
Field Rep.			

2. **Cultivation of Plants**

Yes	No	Were there any signs of cultivation of plants for human consumption observed on the property? If yes, describe and shown location on plan:

3. **Interview with Owner Representative**

Name of Owner's Representative interviewed: _____

Note: anything unusual noted during the period, any special care needed, observations during storms, was any repair conducted, etc.: _____

4. **Maintenance/Repair Actions to be Taken**

Yes	No	Were changes in the Protective Cover noted during the inspection that require actions to be taken to maintain and/or repair the Cover? If yes, describe:

5. **Other Comments:**

HALEY& ALDRICH

PROTECTIVE COVER MONITORING PLAN INSPECTION REPORT

Project	W.R. Grace & Co.	**Report No.**	00
Location	62 Whittemore Avenue, One Alewife Center, 134 Alewife Brook Parkway	**Date**	
Address	Cambridge, Massachusetts	**Page**	6 of 6
Client	W.R. Grace & Co.	**File No.**	10063-066
Weather		**Temperature**	___°
Field Rep.			

ATTACHMENTS: ☐ Figure 1: PCMP - Site Orthophoto

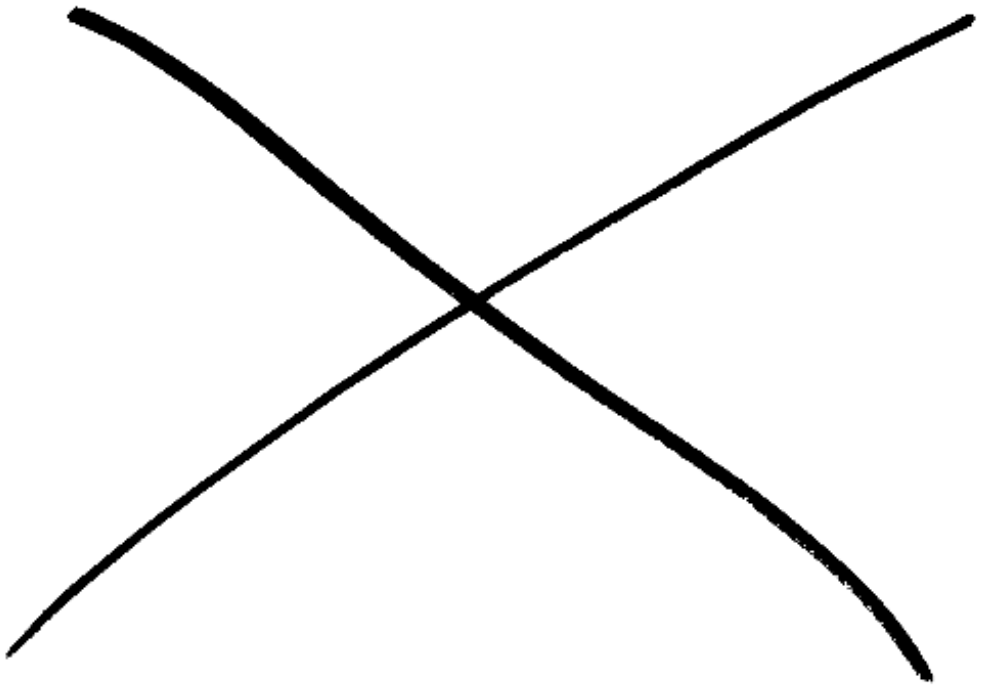
(Check off attachments) ☐ Photographs (List and note photo location/orientation on figure)

☐ _____

☐ _____

APPENDIX E

Documentation Log of Protective Cover Maintenance Activities



HALEY& ALDRICH

PROTECTIVE COVER MONITORING PLAN MAINTENANCE LOG

Project	W.R. Grace & Co.	Report No.	00
Location	62 Whittemore Avenue & One Alewife Center		
Address	Cambridge, Massachusetts	Page	1 of 1
Client	W.R. Grace & Co.	File No.	10063.066

1. **Maintenance Repair Actions Needed**

Description of area that was identified during inspection that requires repair: _____

_____

_____

Inspection Report No: _____ **Date of Inspection:** _____

2. **Actions Taken to Complete Maintenance/Repair**

Description of action taken (describe and attach sketch plan of area): _____

_____

_____

_____

_____

Date(s) of Work: _____ **Field Representative:** _____

Contractor(s) (if used): _____

3. **Inspection of Maintenance/Repairs**

LSP Name: _____ **Date of LSP Inspection:** _____

Yes	No

Have repair actions restored conditions of Protective Cover?

Comments: _____

_____

ATTACHMENTS: ☐ Figure 1: Sketch of Area of Repairs

(Check off attachments) ☐ Photographs (List and note photo location/orientation on figure)

☐ _____

☐ _____

G:\10063\RAO_ADL_2005\ADL\PCMP\MaintenanceLog-19jan06.doc

Massachusetts Department of Environmental Protection
Bureau of Waste Site Cleanup

BWSC113A

ACTIVITY & USE LIMITATION (AUL) OPINION FORM

Pursuant to 310 CMR 40.1056 & 40.1070 - 40.1084 (Subpart J)

Release Tracking Number: 3 - 277

A. DISPOSAL SITE LOCATION:

1. Disposal Site Name: W.R. Grace & Co.-Conn.
2. Street Address: 62 Whittemore Avenue
3. City/Town: Cambridge 4. ZIP Code: 02140-1623

B. THIS FORM IS BEING USED TO: (check one)

☑ 1. Provide the LSP Opinion for a **Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1074.

☐ 2. Provide the LSP Opinion for an **Evaluation of Changes in Land Uses/Activities and/or Site Conditions after a Response Action Outcome Statement**, pursuant to 310 CMR 40.1080. Include BWSC113A as an attachment to BWSC113. Section A and C do not need to be completed.

☐ 3. Provide the LSP Opinion for an **Amended Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1081(4).

☐ 4. Provide the LSP Opinion for a **Partial Termination of a Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1083(3).

☐ 5. Provide the LSP Opinion for a **Termination of a Notice of Activity and Use Limitation**, pursuant to 310 CMR 40.1083(1)(d).

☐ 6. Provide the LSP Opinion for a **Grant of Environmental Restriction**, pursuant to 310 CMR 40.1071.

☐ 7. Provide the LSP Opinion for an **Amendment of a Grant of Environmental Restriction**, pursuant to 310 CMR 40.1081(3).

☐ 8. Provide the LSP Opinion for a **Partial Release of a Grant of Environmental Restriction**, pursuant to 310 CMR 40.1083(2)

☐ 9. Provide the LSP Opinion for a **Release of a Grant of Environmental Restriction**, pursuant to 310 CMR 40.1083(1)(c)

☐ 10. Provide the LSP Opinion for a **Confirmatory Activity and Use Limitation**, pursuant to 310 CMR 40.1085(4).

(Unless otherwise noted above, all sections of this form (BWSC113A) must be completely filled out, printed, stamped, signed with black ink and attached as an exhibit to the AUL Document to be recorded and/or registered with the Registry of Deeds and/or Land Registration Office.)

C. AUL INFORMATION:

1. Is the address of the property subject to AUL different from the disposal site address listed above?

☑ a. No ☐ b. Yes If yes, then fill out address section below.

2. Street Address:
3. City/Town: 4. ZIP Code:

Massachusetts Department of Environmental Protection
Bureau of Waste Site Cleanup

BWSC113A

ACTIVITY & USE LIMITATION (AUL) OPINION FORM

Pursuant to 310 CMR 40.1056 & 40.1070 - 40.1084 (Subpart J)

Release Tracking Number
3 - 277

D. LSP SIGNATURE AND STAMP:

I attest under the pains and penalties of perjury that I have personally examined and am familiar with this transmittal form, including any and all documents accompanying this submittal. In my professional opinion and judgment based upon application of (i) the standard of care in 309 CMR 4.02(1), (ii) the applicable provisions of 309 CMR 4.02(2) and (3), and 309 CMR4.03(2), and (iii) the provisions of 309 CMR 4.03(3), to the best of my knowledge, information and belief,

- *if Section B indicates that a* ***Notice of Activity and Use Limitation*** *is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1074;

- *if Section B indicates that an* ***Evaluation of Changes in Land Uses/Activities and/or Site Conditions after a Response Action Outcome Statement*** is being submitted, this evaluation was developed in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1080;

- *if Section B indicates that an* ***Amended Notice of Activity and Use Limitation or Amendment to a Grant of Environmental Restriction*** *is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 40.1081;

- *if Section B indicates that a* ***Termination or a Partial Termination of a Notice of Activity and Use Limitation, or a Release or Partial Release of a Grant of Environmental Restriction*** *is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1083;

- *if Section B indicates that a* ***Grant of Environmental Restriction*** *is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1071;

- *if Section B indicates that a* ***Confirmatory Activity and Use Limitation*** *is being registered and/or recorded*, the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L. c. 21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1085(4);

I am aware that significant penalties may result, including, but not limited to, possible fines and imprisonment, if I submit information which I know to be false, inaccurate or materially incomplete.

1. LSP #: 1637

2. First Name: William W. 3. Last Name: Beck, Jr.

4. Telephone: (617) 886-7400 5. Ext.: 6. FAX: (617) 886-7600

7. Signature: William W Beck 8. Date: 13 FEBRUARY 2006
mm/dd/yyyy

9. LSP Stamp:

COMMONWEALTH OF MASSACHUSETTS
WILLIAM W. BECK, JR.
No. 1037
REGISTERED
LICENSED SITE PROFESSIONAL

BWSC-113A
Activity & Use Limitation (AUL) Opinion Form

W.R. Grace & Co.-Conn. (RTN 3-0277)
62 Whittemore Avenue
Cambridge, Massachusetts

Attachment B.1.

William W. Beck, Jr. is the LSP-of-Record for this Site. The required LSP Opinion seal and signature are provided on the BWSC-113A Activity & Use Limitation (AUL) Opinion Form.

This Notice of Activity and Use Limitation contains material facts, data, and other information that support the LSP Opinion that the Activity and Use Limitation that is the subject of this submittal (i) is being provided in accordance with the applicable provisions of M.G.L.c.21E and 310 CMR 40.0000 and (ii) complies with 310 CMR 40.1074.

This AUL Opinion also includes the Protective Cover Monitoring Plan (PCMP) dated March 2006.

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Attest: Middlesex S. Register

10063-066 A228

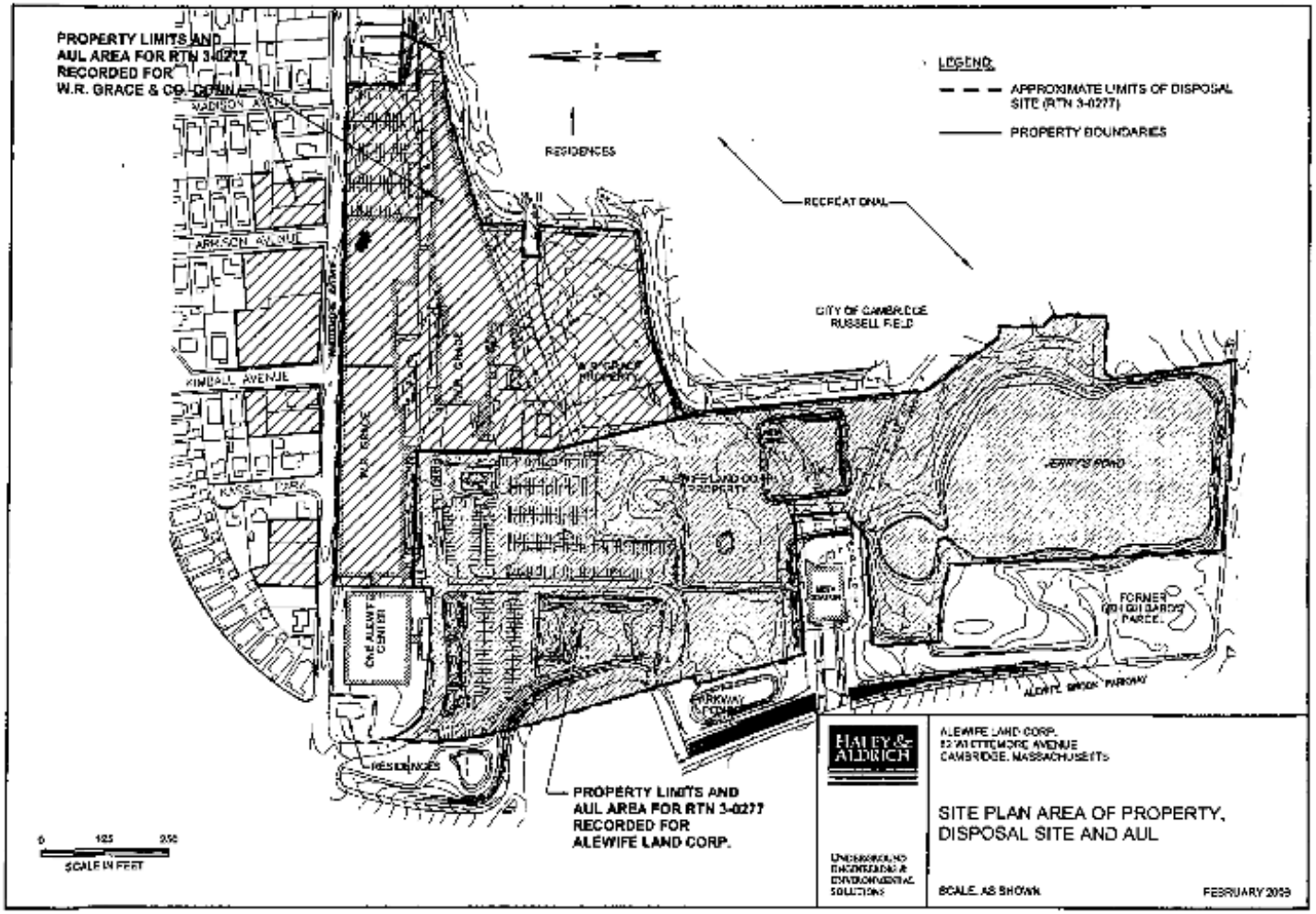

EXHIBIT B-1

Bk: 47069 Pg: 205