

I. JURISDICTION AND GENERAL PROVISIONS

1. This Administrative Order on Consent ("Order") is entered into voluntarily by the United States Environmental Protection Agency ("EPA") and General Motors Corporation ("GM" or "Respondent"). This Order provides for the performance of a removal action by Respondent and the reimbursement of certain response costs incurred and to be incurred by the United States at or in connection with the property located adjacent to or downstream from former Outfall 001 (Old Stormwater Lagoon) ("Former Outfall 001"), NPDES Permit No. IN0003573 ("NPDES Permit") Outfall 002 (treated wastewater effluent) ("Outfall 002"), and NPDES Permit Outfall 003 (new stormwater lagoon overflows) ("Outfall 003") at the GM Powertrain Bedford Plant ("Plant") where polychlorinated biphenyls ("PCBs") from the Plant have come to be located ("Site"). The Site includes only that portion of the Plant property located east of GM Drive and which is necessary for the implementation of the removal action required by this Order ("East Plant Area"). The Site, the reaches of the watercourses within the Site that are subject to the removal action required under this Order and the East Plant Area are depicted on the attached Figure 1. The properties within the Site outside the Plant property and certain parcels within the East Plant Area and on which the removal action required under this Order is to be undertaken are listed on Appendix 1 by parcel number.

2. This Order is issued under the authority vested in the President of the United States by Sections 104, 106(a), 107 and 122 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §§ 9604, 9606(a), 9607 and 9622.

3. EPA has notified the State of Indiana ("State") of this action pursuant to Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

4. EPA and Respondent recognize that this Order has been negotiated in good faith and that the actions undertaken by Respondent in accordance with this Order do not constitute an admission of any liability. Respondent does not admit, and retains the right to controvert in any subsequent proceedings,

other than proceedings by EPA to implement or enforce this Order, the validity of the findings of fact, conclusions of law and determinations in Sections I, IV and V, and the validity of any statements, findings or conclusions contained in the Action Memorandum attached as Appendix 2. Respondent also does not admit, and retains the right to controvert in any subsequent proceedings, other than proceedings by EPA to implement or enforce this Order, the characterization of materials within the Site that are subject to the removal action required under this Order which are at concentrations less than 50 mg/kg total PCBs as "PCB remediation waste" under 40 C.F.R. Part 761 and Indiana Department of Environmental Management ("IDEM") Rule 329 Indiana Administrative Code ("IAC") 4.1. Further, Respondent does not admit, and retains the right to contest and defend against, any allegation by EPA or any other party of any violation of the Toxic Substances Control Act, as amended ("TSCA"), 15 U.S.C. §§ 2601, et seq., or its implementing regulations or any other law or regulations relating to the release or migration of PCBs into or through the environment, including, but not limited to, the migration of PCBs in seeps and springs at the Site prior to or after the Effective Date due to releases of PCBs into the environment that first occurred prior to April 18, 1978. Subject to the foregoing, Respondent agrees to comply with and be bound by the terms of this Order and further agrees that it will not contest the basis or validity of this Order or its terms.

II. PARTIES BOUND

5. This Order applies to and is binding upon EPA and upon Respondent and its successors and assigns. Any change in ownership or corporate status of Respondent, including, but not limited to, any transfer of assets or real or personal property, shall not alter Respondent's responsibilities under this Order.
6. Respondent shall ensure that its contractors, subcontractors, and representatives performing the Work receive a copy of this Order and comply with this Order. Respondent shall be responsible for any noncompliance with this Order.