

MOTORS LIQUIDATION COMPANY CHANGE ORDER 1

BACKGROUND INFORMATION

MLC Site Name: Saginaw Malleable iron
MLC Site ID Number: 1003

Change Order: 01

MLC Project Manager: Doug Wagner

Project Memo Effective Date: May 1, 2010

Project Memo Expiration Date: December 31, 2010

VENDOR INFORMATION

Purchase Order ("PO") reference numbers must be included for all vendors who are performing work associated with the Project Site. The PO reference number is a seven digit identification that consists of a three digit vendor acronym, followed by the Motors Liquidation Company (MLC) Project Site. The following additional vendor information should also be provided.

Lead Consultant: ARCADIS
Consultant PM: Lisa Coffey
Contact Info: lisa.coffey@arcadis-us.com
Address: 6723 Towpath Road, PO Box 66
City: Syracuse
State: NY
Zip: 13214-0066
Purchase Order Reference: ARC1003

Secondary Consultant (if applicable): CRA
Consultant PM: Mike Tomka
Contact Info: mtomka@CRAworld.com
Address: 651 Colby Drive
City: Waterloo
Province: ON
Zip: N2V 1C2
Purchase Order Reference: CRA1003

Secondary Consultant (if applicable): CRA Laboratory
Consultant PM: Denise Anderson
Contact Info: danderson@CRAworld.com
Address: 2055 Niagara Falls Blvd., Suite #3
City: Niagara Falls
State: NY

OVERVIEW OF SERVICES AUTHORIZED

This Change Order is intended to act as the agreement between MLC and the vendor which governs the vendor's Response Actions for the Project Site through June 30, 2010. This Change Order is being issued seeking approval of upcoming work scope. Funds of \$188,561.09 are being sought for approval for expected scope for the period July 1, 2010 through December 31, 2010. Additional change orders will be submitted as needed throughout the period if changes to anticipated scope are discovered.

A more detailed scope of work is included in Attachment 1 to this Change Order.

Total Amount of Change Order:	\$188,561.09
<i>Breakdown by Vendor:</i>	
Arcadis - ARC1003	\$109,200.00
CRA - CRA1003	\$65,951.19
CRL - CRL1003	\$13,409.90

Updated Cost Tracking Form Included?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

COST BREAKDOWN BY TASK CODE

Task 1	Concrete Removal	
	ARC1003	3,500.00
	CRA1003	-9,251.50
	CRL1003	8,409.90
<i>Total Task 1</i>		\$2,658.40
Task 2	Stormwater Grading and Slab Soil Cover	
	ARC1003	29,700.00
	CRA1003	-44,353.06
	CRL1003	0.00
<i>Total Task 2</i>		-\$14,653.06
Task 3	Salt Street Sewer	
	ARC1003	4,200.00
	CRA1003	50,671.40
	CRL1003	3,100.00
<i>Total Task 3</i>		\$57,971.40
Task 4	LNAPL Recovery System Installation	
	ARC1003	29,300.00
	CRA1003	10,100.00
	CRL1003	0.00
<i>Total Task 4</i>		\$39,400.00

PWJ
6-18-10

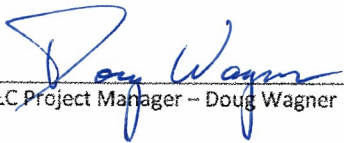
Task 5	Implement RAP – Deed Restriction and O&M	
	ARC1003	42,500.00
	CRA1003	54,900.00
	CRL1003	1,900.00
	<i>Total Task 5</i>	<i>\$99,300.00</i>
Task 6	Well Abandonment	
	ARC1003	0.00
	CRA1003	0.00
	CRL1003	0.00
	<i>Total Task 6</i>	<i>\$0.00</i>
Task 7	Additional Well Installation Along River and Data Evaluation	
	ARC1003	0.00
	CRA1003	0.00
	CRL1003	0.00
	<i>Total Task 7</i>	<i>\$0.00</i>
Task 8	Agency Oversight	
	ARC1003	0.00
	CRA1003	0.00
	CRL1003	0.00
	<i>Total Task 8</i>	<i>\$0.00</i>
Task 9	Other – Demolition Meetings	
	ARC1003	0.00
	CRA1003	3,884.35
	CRL1003	0.00
	<i>Total Task 9</i>	<i>\$3,884.35</i>

APPROVAL SECTION

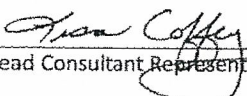
The undersigned approve this Change Order in all respects noted above. All consultants listed above agree to furnish all labor and materials necessary to complete the work of said Change Order. All Change Orders will become a supplement to the referenced Project Memorandum and all provisions will apply hereto.

It is understood that this Change Order becomes effective once signed by the appropriate MLC individuals as per the MLC delegation of approval authority matrix.


This Change Order is governed by all terms and conditions listed, outlined and agreed upon within the Master Service Agreements of MLC and each said firm of CRA, Arcadis, O'Brien & Gere, and Haley and Aldrich effective May 1, 2010. All invoices for work performed subsequent to May 1, 2010 should be billed using the rates listed per the MLC Master Service Agreement of each said firm.


MLC Project Manager – Doug Wagner


June 18, 2010
Date


Lead Consultant Representative – Lisa Coffey; ARCADIS

June 17, 2010
Date


Lead Consultant Representative – William McCune;
ARCADIS

June 17, 2010
Date


Secondary Consultant Representative – Mike Tomka;
CRA

June 18, 2010
Date

MLC Environmental Vice President - Jim Redwine

Date

MLC Chief Financial Officer - Jim Selzer
(If Required)

Date

MLC Executive Approval
Executive VP- Ted Stenger
Chief Executive Officer- Al Koch
(If Required)

Date

MLC Board of Directors Approval
(If Required)

Date

ARCADIS SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Units	2010 MLC Rate	Quantity	Total	Previously Approved Budget Applied to Task	Requested Budget
Task 1 Concrete Hot Spot Removal						
Technical Support and Document Review (Self Implementing and PCB Delineation Work Plans, PCB delineation report)						
Principal	hour	\$ 135.00	24	\$ 3,240.00		
Sr. Project Eng./Geo/Scientist	hour	\$ 102.00	0	\$ -		
Project Eng./Geo/Scientist	hour	\$ 84.00	0	\$ -		
Drafting	hour	\$ 65.00	0	\$ -		
Secretary	hour	\$ 54.00	0	\$ -		
Direct Costs (telephone, repro, travel, subsistence, CADD computer, field equipment (rental and purchase))		\$ 250.00	1	\$ 250.00		
Task 1 Total:				\$ 3,500.00	\$ -	\$ 3,500.00
Task 2 Storm water grading and construct soil cap						
Participation in weekly team calls, topographic survey of site, review of secondary settling pond sediment data for possible incorporation into slab cover, document review						
Principal	hour	\$ 135.00	42	\$ 5,670.00		
Sr. Project Eng./Geo/Scientist	hour	\$ 102.00	32	\$ 3,264.00		
Project Eng./Geo/Scientist	hour	\$ 84.00	12	\$ 1,008.00		
Drafting	hour	\$ 65.00	4	\$ 260.00		
Secretary	hour	\$ 54.00	2	\$ 108.00		
Professional Services; Survey	quote	\$ 17,500.00	1.1	\$ 19,250.00		
Direct Costs (telephone, repro, travel, subsistence, CADD computer, field equipment (rental and purchase))		\$ 175.00	1	\$ 175.00		
Task 2 Total:				\$ 29,700.00	\$ -	\$ 29,700.00
Task 3 Contribution to Salt Street Sewer						
Technical Support and Project Coordination						
Principal	hour	\$ 135.00	24	\$ 3,240.00		
Sr. Project Eng./Geo/Scientist	hour	\$ 102.00	8	\$ 816.00		
Project Eng./Geo/Scientist	hour	\$ 84.00	0	\$ -		
Drafting	hour	\$ 65.00	0	\$ -		
Secretary	hour	\$ 54.00	0	\$ -		
Direct Costs (telephone, repro, travel, subsistence, CADD computer, field equipment (rental and purchase))		\$ 100.00	1	\$ 100.00		
Task 3 Total:				\$ 4,200.00	\$ -	\$ 4,200.00

ARCADIS SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Units	2010 MLC Rate	Quantity	Total	Previously Approved Budget Applied to Task	Requested Budget
Task 4 LNAPL Recovery Systems Installation						
Evaluation of LNAPL distribution data south of plant and preparation of letter report to MDNRE with proposal for LNAPL only recovery and use of absorbent socks, preparation of a conceptual plan for LNAPL only recovery in quench pit area for MDNRE, placement of a 6-inch concrete cover over former quench pits 1 through 3						
Principal	hour	\$ 135.00	24	\$ 3,240.00		
Sr. Project Eng./Geo/Scientist	hour	\$ 102.00	24	\$ 2,448.00		
Project Eng./Geo/Scientist	hour	\$ 84.00	80	\$ 6,720.00		
Drafting	hour	\$ 65.00	16	\$ 1,040.00		
Secretary	hour	\$ 54.00	12	\$ 648.00		
Subcontractor - concrete cap over quench pits		\$ 13,000.00	1.15	\$ 14,950.00		
Direct Costs (telephone, repro, travel, subsistence, CADD computer, field equipment (rental and purchase)		\$ 300.00	1	\$ 300.00		
Task 1 Total:				\$ 29,300.00	\$ -	\$ 29,300.00
Task 5 Implement RAP - Site O&M						
Annual groundwater sampling and water level measurement field program, data validation and data management, annual report preparation, inspection of institutional controls, preparation of schedule for completion of RAP activities for MDNRE (due 8/1/10), coordination with MDNRE and project team. Costs are included for travel to Saginaw for one project meeting (or alternatively participation by phone in several meetings).						
Principal	hour	\$ 135.00	96	\$ 12,960.00		
Sr. Project Eng./Geo/Scientist/Chemist	hour	\$ 102.00	80	\$ 8,160.00		
Project Eng./Geo/Scientist/Chemist	hour	\$ 84.00	160	\$ 13,440.00		
Drafting	hour	\$ 65.00	12	\$ 780.00		
Secretary	hour	\$ 54.00	16	\$ 864.00		
Analytical Laboratory	unit rate	\$ 2,500.00	1.05	\$ 2,625.00		
Direct Costs (telephone, repro, travel, subsistence, CADD computer, field equipment (rental and purchase)		\$ 3,700.00	1	\$ 3,700.00		
Task 1 Total:				\$ 42,500.00	\$ -	\$ 42,500.00
Total ARCADIS:					\$	109,200.00

Notes:

The cost to complete MLC administrative requirements have been distributed among the active tasks (preparation of weekly call notes, monthly invoicing, monthly cash flow forecasts).

ATTACHMENT 1

TABLE 1

CRA AND CRA LAB SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Unit	MLC Rate (1)	Quantity	Jul-Dec 2010 Total Budget (4)	A Previously Authorized (5)	MLC PM Budget Remaining	B Change Order 1 (7/10-12/31/10)	C Total Authorized to Date	D Invoiced Amount to Date (through April 2010) (6)	G Budget Remaining
Task 1 Concrete Hot Spot Removal										
001 Finalization of Risk-based Disposal Work Plan and Concrete Slab Self Implementing Work Plan <i>Includes finalization of two Work Plans identified above and 1 meeting with the State to discuss the concrete work</i>										
Project Manager	hour	\$ 127.04	40	\$ 5,081.60						
Junior Engineer	hour	\$ 85.69	80	\$ 6,855.20						
Drafting	hour	\$ 77.42	20	\$ 1,548.40						
Secretary	hour	\$ 48.48	20	\$ 969.60						
Disbursements	lump sum	\$ 1,600.00	1	\$ 1,000.00						
			CRA Subtotal:	\$ 15,500.00						
003 Additional PCB Delineation <i>Includes additional concrete sampling to delineate PCBs to 10 ppm (approximately 70 PCB samples and 15 core samples)</i>										
Project Manager	hour	\$ 127.04	15	\$ 1,905.60						
Junior Engineer	hour	\$ 85.69	25	\$ 2,142.25						
Technician	hour	\$ 85.69	100	\$ 8,569.00						
Database Analyst	hour	\$ 81.56	15	\$ 1,223.40						
Drafting	hour	\$ 77.42	20	\$ 1,548.40						
Secretary	hour	\$ 48.48	10	\$ 484.80						
Survey	lump sum	\$ 1,600.00	1	\$ 1,600.00						
Disbursements	lump sum	\$ 2,000.00	1	\$ 2,000.00						
			CRA Subtotal:	\$ 19,500.00						
Analytical	lump sum	\$ 4,800.00	1	\$ 4,800.00						
Data Management/Validation	lump sum	\$ 4,700.00	1	\$ 4,700.00						
			CRA Lab Subtotal:	\$ 9,500.00						
			CRA Total:	\$ 35,000.00	\$ 45,281.10	\$ 44,251.50	\$ (9,251.50)	\$ 36,029.60	\$ 1,029.60	\$ 35,000.00
			CRA Lab Total:	\$ 9,500.00	\$ 1,090.10	\$ 1,090.10	\$ 8,409.90	\$ 9,500.00	\$	\$ 9,500.00

ATTACHMENT 1

TABLE 1
CRA AND CRA LAB SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Unit	MLC Rate (1)	Quantity	Jul-Dec 2010 Total Budget (4)	A	B	C	D	G
					Previously Authorized (\$)	Change Order 1 (7/10-12/10)	Total Authorized to Date	Invoiced Amount to Date (through April 2010) (6)	Budget Remaining

Task 2 Storm Water Grading and Construct Soil Cap

001 Routine LNAFL System O&M
 This budget is moved to Task 5, so it is subtracted from Task 2.
 Note: this will be the only budget returned from this task.
 CRA Subtotal: \$ (44,353.05)

004 Consent Order (July to December 2010)
 Consent Order activities until the end of the year include 1 quarterly event and 1 semi-annual event, and preparation and submittal of three quarterly reports. Estimate also includes annual cost of \$7,500 to be paid to the City as well as the cost for City staff to split samples.

Project Manager	hour	\$ 127.04	3	\$ 381.12					
Junior Engineer	hour	\$ 85.69	3	\$ 257.07					
Technician	hour	\$ 85.69	12	\$ 1,028.28					
Secretary	hour	\$ 48.48	3	\$ 145.44					
Consent Order Payment	lump sum	\$ 12,000.00	1	\$ 12,000.00					
Sampling and Analytical Costs (Geoslin and Merit Laboratories)	lump sum	\$ 6,500.00	1	\$ 6,500.00					
Disbursements	lump sum	\$ 250.00	1	\$ 250.00					
			CRA Subtotal:	\$ 20,600.00					

005 Preliminary Design of Site Storm water drainage
 Preliminary Design of Site storm water drainage including updating current drawings, circulating, and weekly calls to discuss.

Project Manager	hour	\$ 127.04	40	\$ 5,081.60					
Senior Engineer	hour	\$ 114.63	55	\$ 6,304.65					
Junior Engineer	hour	\$ 85.69	40	\$ 3,427.60					
Drafting	hour	\$ 77.42	30	\$ 2,322.60					
Secretary	hour	\$ 48.48	10	\$ 484.80					
Disbursements	lump sum	\$ 1,000.00	1	\$ 1,000.00					
			CRA Subtotal:	\$ 18,600.00					
Analytical			CRA Lab Subtotal:	\$ 20,448.51					

CRA Total: \$ (5,153.06) \$ 118,055.44 \$ 68,917.41 \$ 73,702.38 \$ 24,064.35
 CRA Lab Total \$ 20,448.51 \$ 20,448.51 \$ 20,448.51 \$ 20,448.51 \$ 20,448.51

ATTACHMENT 1

TABLE 1
CRA AND CRA LAB SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Unit	MLC Rate (1)	Quantity	Jul-Dec 2010 Total Budget (4)	A			B			C			Budget Remaining
					Previously Authorized (5)	MLC PM Budget Remaining	Change Order 1 (7/1/10-12/31/10)	Total Authorized to Date	Invoiced Amount to Date (through April 2010) (6)	Budget Remaining				

Task 3 Contribution to Salt Street Sewer															
001 Meetings															
<i>Includes preparation and participation in meetings (2) with the City to discuss MLC's plan with respect to the Salt Street Sewer</i>															
Project Manager	hour	\$ 127.04	20	\$ 2,540.80											
Junior Engineer	hour	\$ 85.69	30	\$ 2,570.70											
Drafting	hour	\$ 77.42	5	\$ 387.10											
Secretary	hour	\$ 48.48	5	\$ 242.40											
Disbursements and Computer Charges	lump sum		1	\$ 1,000.00											
			CRA Subtotal:	\$ 6,700.00											

002 Disconnection of Site inputs to the Salt Street Sewer															
<i>Includes the installation of 4 bulkheads on the 42" sewer to the south of the plant and backfilled with flowable fill. Water removed from the upstream location (near the LNAPL system) will be collected and disposed of as appropriate (<SOP> assumed). Water encountered at the other locations is assumed not to be impacted (to be confirmed with characterization sample) and is to be discharged back into the City Sewer. Work is expected to take two weeks with 1/2 time over-sight.</i>															
Subcontractor - bulkhead construction/flowable fill/pump water from sewer	lump sum	\$ 35,000.00	1	\$ 35,000.00											
Disposal of PCB impacted water - upstream location	gallon	\$ 0.40	6000	\$ 2,400.00											
Transportation	per trip	\$ 420.00	2	\$ 800.00											
Technician	hour	\$ 85.69	50	\$ 4,284.50											
Project Manager	hour	\$ 127.04	10	\$ 1,270.40											
Junior Engineer	hour	\$ 85.69	20	\$ 1,713.80											
Disbursements	lump sum	\$ 1,000.00	1	\$ 1,000.00											
			CRA Subtotal:	\$ 46,500.00											
Analytical	per sample	\$ 350.00	5	\$ 1,800.00											
Data Management/Validation	lump sum	\$ 1,300.00	1	\$ 1,300.00											
			CRA Lab Subtotal:	\$ 3,100.00											
			CRA Total:	\$ 53,200.00											
			CRA Lab Total:	\$ 3,100.00											

Task 4 LNAPL Recovery Systems Installation															
001 Quench Pit System Enhancement															
<i>Installation of extraction points in two of the three quench pits, then backfilled with gravel.</i>															
Project Manager	hour	\$ 127.04	10	\$ 1,270.40											
Junior Engineer	hour	\$ 85.69	15	\$ 1,285.35											
Technician	hour	\$ 85.69	30	\$ 2,570.70											
Disbursements	lump sum	\$ 5,000.00	1	\$ 5,000.00											
			CRA Subtotal:	\$ 10,100.00											
			CRA Total:	\$ 10,100.00											
			CRA Lab Total:	\$ -											

ATTACHMENT 1

TABLE 1

CRA AND CRA LAB SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Unit	MLC Rate (D)	Quantity	Jul-Dec 2010 Total Budget (E)	A			D	C
					Previously Authorized (F)	MLC PM Budget Remaining	Change Order 1 (7/10-12/1/10)		
							Invoice Amount to Date (through April 2010) (G)	Budget Remaining	

Task 5 Implement RAP - Site O&M

001 Routine O&M (July to December 2010)

Includes monthly monitoring of LNAPL levels, monthly replacement of absorbent booms, and collection of LNAPL

Project Manager	hour	\$ 127.04	20	\$ 2,540.80				
Junior Engineer	hour	\$ 85.69	30	\$ 2,570.70				
Technician	hour	\$ 85.69	180	\$ 15,424.20				
Disbursements	lump sum	\$ 2,000.00	1	\$ 2,000.00				
			CRA Subtotal:	\$ 22,500.00				
Analytical (1 characterization samples)	lump sum	\$ 350.00	1	\$ 350.00				
Data Management/Validation	lump sum	\$ 300.00	1	\$ 300.00				
			CRA Lab Subtotal:	\$ 700.00				

002 Disposal of LNAPL and absorbent socks

For disposal, assumed 500 gallons of non-hazardous/non-TSCA LNAPL are recovered monthly and 155 gallon drum of absorbent socks generated monthly

Project Manager	hour	\$ 127.04	15	\$ 1,905.60				
Junior Engineer	hour	\$ 85.69	20	\$ 1,713.80				
Technician	hour	\$ 85.69	10	\$ 856.90				
Disposal of LNAPL (July to Dec. 2010) (D)	gallon	\$ 0.40	44000	\$ 17,600.00				
Transportation of LNAPL	per trip	\$ 420.00	8	\$ 3,360.00				
Disposal of Absorbent socks	per drum	\$ 500.00	10	\$ 5,000.00				
Disbursements	lump sum	\$ 2,000.00	1	\$ 2,000.00				
			CRA Subtotal:	\$ 32,400.00				
Analytical	per sample	\$ 350.00	2	\$ 700.00				
Data Management/Validation	lump sum	\$ 500.00	1	\$ 500.00				
			CRA Lab Subtotal:	\$ 1,200.00				
			CRA Total:	\$ 54,900.00	\$	\$	\$	\$ 54,900.00
			CRA Lab Total:	\$ 1,900.00	\$	\$	\$	\$ 1,900.00

ATTACHMENT 1

TABLE 1

CRA AND CRA LAB SCOPE OF WORK - CHANGE ORDER 1
SITE 1003 - SMI - SAGINAW, MI

Task Description	Unit	MLC Rate (1)	Quantity	Jul-Dec 2010 Total Budget (4)	A			D	G
					Previously Authorized (5)	MLC PM Budget Remaining	Change Order 1 (7/10-12/31/10)		
					C	D	E	F	
					Total Authorized to Date	Invoiced Amount to Date (through April 2010) (6)	Budget Remaining		
Task 6 Well Abandonment No budget required at this time (task not scoped).									
Task 7 Additional Well Installation and/or Data Evaluation Along River No budget required at this time (task not scoped).									
Task 8 Agency Oversight No budget required at this time (task not scoped).									
Task 9 Other									
001 Demolition Meetings									
Weekly attendance at Demolition meetings (7 months)									
Technician	hour	\$ 85.69	30	\$ 2,570.70					
Project Manager	hour	\$ 127.04	5	\$ 635.20					
Junior Engineer	hour	\$ 85.69	5	\$ 428.45					
Disbursements	lump sum	\$ 250.00	1	\$ 250.00					
				CRA Subtotal:	\$ 3,884.35				
				CRA Total:	\$ 3,884.35	\$ -	\$ 3,884.35	\$ -	\$ 3,884.35
				CRA Lab Total:	\$ -	\$ -	\$ -	\$ -	\$ -
				CRA Total:	\$ 151,991.29	\$ 165,865.14	\$ 115,197.51	\$ 65,951.19	\$ 231,816.33
				CRA Lab Total:	\$ 34,948.51	\$ 21,538.61	\$ 21,538.61	\$ 13,409.90	\$ 34,948.51

Notes:

- (1) Professional fees are based on the 2009 CRA fee schedule with a 17.31% discount. Rates will hold through 2010.
- (2) Disbursements include copying, postage, telephone, computer charges, travel, etc. Disbursements estimates are adjusted (reduced) to make the totals round numbers.
- (3) EQ will provide storage tank at no cost
- (4) Total estimated budget needed for July-Dec 2010.
- (5) Previously Authorized Amount is the carry over budget from Encore. No additional CRA or CRA Lab budget was added to the new MLC Project Memo.
- (6) Total Invoiced Amount is the total amount invoiced as of Invoice No. 241665 dated 05/05/2010, which includes work conducted up to April 25, 2010