

August 14, 2014

Mr. Mark Dennen
Principal Environmental Scientist
Office of Waste Management
Rhode Island Department of Environmental Management
235 Promenade Street
Providence, Rhode Island 02908-5767

Re: Response to RIDEM Comments August 8, 2014
Request For Renewal of Beneficial Use Determination Approval
Former Portsmouth Landfill

Dear: Mr. Dennen:

This submittal is made on behalf of AP Enterprise, LLC (APE) regarding the Portsmouth Landfill (the Property) and the Beneficial Use Determination Approval (BUDA) which was issued by the Rhode Island Department of Environmental Management (RIDEM) on September 20, 2010, and amended on March 11, 2011.

On September 16, 2013, RIDEM issued a Beneficial Use Determination Renewal which established an expiration date of September 16, 2014. On July 8, 2014, APE requested that the BUDA be renewed setting the new expiration date as September 16, 2015. On August 8, 2014, RIDEM provided comments regarding APE's request to renew the BUDA. RIDEM's comments are re-stated herein prior to APE's response:

RIDEM Comment 1

As mentioned in your request, only 188 tons of material was accepted between February 10, 2014 and July 8, 2014. The Department recognizes that part of the reason an insignificant amount of material was received during this time frame was due to the Department's and Coastal Resources Management Council's review and subsequent approval of the additional capping activities. In addition, you reported this was partially due to the weather and the economy, particularly related to construction. As these are not under the Department's control, we are concerned that extending an approval based on economic factors will result in a BUD with no foreseeable conclusion and ultimately no closure. Our main concern is to minimize the impact to the surrounding neighborhood. To that end, the Department needs some assurance that work at the site will lead to a conclusion of capping activities in a reasonable time frame.

APE Response to RIDEM Comment

APE's Site Manager, David Peter of Site Redevelopment Technologies has been in recent contact with numerous earthwork contractors and has reported to the project team that he is confident that several new projects are considering the Portsmouth Landfill for the management of their excess soils. While the lack of active construction projects did impact Mr. Peter's ability to contract soil projects, another significant impact was the lack of predictability associated with project approvals. Approximately a year ago at this time APE was planning to conduct test pits to investigate the extent of the landfill. The ramifications of that investigation were not fully addressed until APE received CRMC's Assent in May of this year. Those series of events created a lack of predictability regarding the project relative to both the volume of soil APE could accept and the timing when APE could accept soil under the State permits. That lack of predictability greatly hindered Mr. Peter's ability to negotiate with contractors. With these events now behind us, APE and Mr. Peter are willing to commit that the project will complete accepting impacted soils above the residential Direct Exposure Criteria within the next twelve months. It may still be necessary to accept residential soils to finish the cap after that period.

RIDEM Comment 2

Secondly, the request calls for no closure activities to begin until the additional grading and shaping activities in the northern and northwestern portions of the site are complete. As these activities are occurring in very limited areas of the property, locations in the eastern portion of the site that abut residential properties could be brought to final grade and loamed and seeded at any time. The Department believes that final capping activities should proceed as quickly as possible.

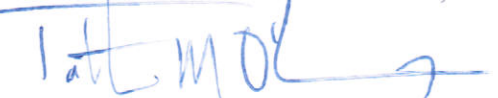
APE Response to RIDEM Comment

APE understands RIDEM's concerns and proposes to continue final capping activities along the residential boundary as a stipulation of RIDEM approving the BUDA renewal. APE will complete these capping activities within six months of RIDEM's BUDA renewal.

Please feel free to contact me should you have any questions regarding this matter.

Sincerely

TIM O'CONNOR & COMPANY, LLC



Timothy M. O'Connor, PE, LEED-AP
Principal