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To: Aladdin Ghafari, Mark McEwen – Macerich Company

From: Ryan J. Wohlstrom – Langan

Info: Jamie P. Barr, Clay Patterson – Langan

Date: 28 September 2015

Re: Soil Transportation and Disposal Requirements for Tenants
Green Acres Commons Development
Valley Stream, New York
Langan Project No.: 140087801

The purpose of this memorandum is to provide Tenants with the necessary protocols that must be implemented during all excavation, grading, and foundation construction work at the Green Acres Commons Development (the "Site"). The Site is bound to the north by Sunrise Highway, to the south by a retail shopping center (including a Wal-Mart), to the east by Green Acres Road South, and to the west by a residential community and the associated roadways. The proposed structures will be supported on a shallow foundation system bearing on competent natural granular soils or re-engineered fill, overlying competent natural soils. Any and all excess excavated materials must be reported, handled, characterized, transported, and disposed of in accordance with this memorandum and federal, state and city regulations.

Historic fill has been encountered in all areas of the Site at depths ranging from 2 to 8 feet below grade. The fill is variable and generally consists of sand with varying amounts of silt, gravel, and debris (i.e., asphalt fragments, C&D material, etc.). The fill material has exhibited no evidence of contamination based on visual, olfactory, and photoionization detector (PID) readings; however, historic fill can contain contaminants (typically polyaromatic hydrocarbons (PAHs) and metals) at concentrations exceeding New York State Soil Cleanup Standards.

TENANT REQUIREMENTS

Excavation contractors chosen by tenants shall be any person or persons, corporation, or proprietorship deemed competent and experienced to perform work involving the excavation, hauling, disposal, and transportation, of historic fill materials. The contractor shall possess the following:

- Access to a valid "Part 364" permit for waste transport and disposal.

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- Access to facilities to handle, transport, characterize and dispose non-hazardous historic fill material.
- Experience directly related to historic fill excavation work.
- An adequate understanding of all the Federal and State regulations and requirements governing the excavation, transportation, and disposal activities.

Excess fill and/or soil excavated during development activities must be properly transported and disposed offsite as described herein. Tenants are responsible for obtaining approvals from licensed or permitted soil disposal or recycling facilities that are regulated by the State regulatory agency(ies) having jurisdiction; obtaining and paying for permits; and paying all fees required to perform the work.

Prior to conducting any excavation work at the Site, the Tenant must provide Macerich with at least ten days notification along with information requested within this memorandum. Key contact personnel from Macerich are as follows:

Mark McEwen

Mark.McEwen@macerich.com

585.249.4436 (office)

Aladdin Ghafari

Aladdin.Ghafari@macerich.com

424.229.3387 (office)

The Tenant shall be responsible for the collection and analysis of all soil waste characterization samples as required by the selected disposal facility. Waste characterization samples shall be analyzed by a laboratory that is certified by the state which the facility is located and shall be collected at a frequency specified by the selected disposal facility. The Tenant shall provide to the Macerich the testing requirements and acceptance criteria of the disposal facility(ies) it intends to use. Under no circumstances shall any soil be transported offsite until the following items are submitted for Macerich approval.

- Copy of the waste disposal application package, including all waste characterization sampling results, submitted for review and approval.
- Copies of valid, current, operating permits for the facility from the applicable regulatory agency(ies).
- The name and address of the company(ies)/facility(ies) that shall accept the contaminated soil, fill, solid waste and liquids for disposal. Pre-approval letters shall be

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issued by the disposal facility on disposal facility letterhead prior to transporting the material off the site. The letter shall reference the analytical waste characterization data (by sample ID and report number) that the approval is based on.

- The facility's final acceptance letter should include: (1) Site name; (2) specific reference to soil samples collected; (3) specific reference to review of data packages; (4) statement that soil meets their acceptance criteria; (5) volume of Site soil to be accepted; (6) area from which volume of soil will be accepted; (7) statement that facility is in compliance with its permit; (8) any restrictions on delivery of materials; (9) maximum daily quantity of soil from the Site that may be disposed; and (10) commitment granting permission to bring material to the facility for the life of the project.
- Name and address of all proposed transporters for contaminated historic fill material.
- After acceptance by the facility and final Owner approval, all disposal facility acceptance documentation (with original signatures) shall be submitted to the Owner and Langan. This information will be compiled by Langan and retained by Macerich .

For soil import, the Tenant shall submit the following information:

- The name and address of the company(ies)/facility(ies) that shall supply the import material. Any permits associated with the material or beneficial use of the material shall be submitted.
- Each facility or company shall issue a letter stating that the import fill is native or virgin material that has not been commingled with any other material. They shall also state in the letter that the material was not sourced from or stored at any environmentally impacted/contaminated properties. The letter shall be issued prior to transporting the material on to the site. The letter shall reference any characterization data (by sample ID and report number). Maps shall be provided by the Tenant that show the location of the clean fill facility, location of the stockpile at the facility and location of the sample(s) collected from the stockpile.
- The Tenant shall provide ELAP-certified laboratory analytical data for samples collected of the proposed import material by an environmental professional using standard sample collection practice. Samples shall be collected at a frequency of 1 sample per 250 cubic yards of material. Sample results shall be submitted to the Macerich for review and approval prior to importing material to the Site. Once sampled, the stockpile

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must remain isolated and dedicated to import to this project and may not be comingled with any other material.

The Tenant shall provide Macerich with all waste disposal documentation, including permits, manifests and bills of lading for material leaving or entering the Site.

The Tenant shall be responsible for appropriate measurement of unit quantity of material removed from and imported to the site. The Tenant shall coordinate vehicle inspection and recording of quantities leaving the site. The Tenant shall keep an accurate record (log) of the contaminated material transported off-site and borrow fill imported to the site, and maintain a file of all facility-signed (completed) manifests for all materials leaving the site and documentation for all borrow fill entering the site. These quantities shall be compared to recorded quantities received at the disposal facilities. The Tenant shall immediately resolve any discrepancies that occur and determine the probable cause for the discrepancy. Daily logs shall be submitted to the Macerich daily. Manifests and borrow fill documentation shall be submitted to Macerich when received.