

**APPENDIX
C**

IN THE MATTER OF	:	
THE AMERICAN CYANAMID	:	
SUPERFUND SITE	:	GROUNDWATER ONLY
PROGRAM INTEREST NO. 001000	:	NATURAL RESOURCE DAMAGES
AND	:	
WYETH HOLDINGS LLC	:	RELEASE

1. Wyeth Holdings LLC (hereinafter, “Wyeth”) is a Maine limited liability company , with its principal office located at 235 East 42nd Street, New York, NY 10017 and is a settling party to a Natural Resource Damages Settlement Agreement (hereinafter, “Settlement Agreement”) effective as of _____, 2020 (hereinafter “Effective Date”) .

2. Wyeth owns the American Cyanamid Superfund Site, encompassing approximately 435 acres, designated as Block 305, Lot 2; Block 340, Lot2; Block 342, Lot 2; and Block 343, Lot 1 in the Township of Bridgewater, and Block 1, Lot 37.01 in the Borough of Bound Brook, all within Somerset County, New Jersey (hereinafter “Property”).

3. The Department of Environmental Protection (“DEP”), the Commissioner of the Department of Environmental Protection, and the Administrator of the New Jersey Spill Compensation Fund (hereinafter "the Department") and Wyeth entered the Settlement Agreement in order to resolve Wyeth’s potential natural resource damage liability to the State of New Jersey for discharges, as defined in N.J.S.A. 58:10-23.11b, that occurred at or from the Property that have impacted or will impact groundwater (the “Discharges”).

4. Wyeth has complied with the Settlement Agreement.

5. "Natural Resources" as used in this Natural Resource Damages Release includes all land, fish, shellfish, wildlife, biota, air, waters and other such resources owned, managed, held in trust or otherwise controlled by the State.

6. “Natural Resource Damages” as used in the Settlement Agreement includes all claims arising from Discharges prior to the Effective Date of the Settlement Agreement that are recoverable by the Department as natural resource damages for injuries to natural resources under the Spill Act; the New Jersey Water Pollution Control Act, N.J.S.A. 58:10A-1 through -20; the Oil Pollution Act, 33 U.S.C.A. §§ 2701 through -2761; the Clean Water Act, 33 U.S.C.A. §§ 1251 through -1387; the Comprehensive Environmental Response Compensation and Liability Act, 42 U.S.C.A. §§ 9601 through -9675; the Sanitary Landfill Act, or any other state or federal common law, statute, or regulation, and include:

(a) The costs of assessing injury to natural resources, the Department’s Office of Natural Resource Restoration’s oversight costs determined pursuant to N.J.A.C. 7:26C-4.7,

attorney's fees, consultants and experts' fees, other litigation costs, and interest, incurred prior to the Effective Date of this Settlement Agreement; and

(b) Compensation for the lost value of, injury to, or destruction of natural resources.

7. Natural Resource Damages do not include, however:

(a) Compliance with any statutory or regulatory requirement that is not within the definition of Natural Resource Damages;

(b) Requirements to remediate any contamination as a result of discharges at the Property pursuant to, as applicable, the Administrative Requirements for the Remediation of Contaminated Sites (N.J.A.C. 7:26C) and the Technical Requirements for Site Remediation (N.J.A.C 7:26E), the 2015 ARACO (as defined in the Settlement Agreement) or any requirements imposed by the United States Environmental Protection Agency ("USEPA").

(c) Any obligation to pay the Department's oversight costs pursuant to N.J.A.C. 7:26C-4.7, and/or the 2015 ARACO or any requirements imposed by the USEPA, except as relates to oversight costs with respect to Natural Resource Damages.

8. The Department fully and forever releases, covenants not to sue, and not to otherwise take administrative action against Wyeth and its corporate officers, directors, employees, predecessors, parents, successors, and subsidiaries, for any and all of the Department's causes of actions arising from or related to the NJDEP Natural Resource Damages for ground water only.

9. The Department reserves, and this Release is without prejudice to, all rights against Wyeth concerning all matters not addressed in this Release and the Settlement Agreement, and to which Wyeth reserves all rights and defenses.

Date: _____

By: _____

Ray Bukowski
Assistant Commissioner
Natural and Historic Resources
New Jersey Department of Environmental Protection

Date: _____

By: _____

David E. Haymes
Administrator
New Jersey Spill Compensation Fund
and
Director
Division of Enforcement, Technical & Financial Support
New Jersey Department of Environmental Protection