



November 17, 2006

Mr. Cleet Carlton
California Regional Water Quality Control Board
San Francisco Bay Region, Region II
1515 Clay Street, Suite 1400
Oakland, CA 94612

**Re: Tentative Order, 90-133
Draft Amendment of Site Cleanup Requirements (SCRs) for 401 High Street and
Portions of 411 High Street, Oakland, California**

Dear Mr. Carlton:

On behalf of Chevron Environmental Management Company (Chevron), URS Corporation (URS) is pleased to have this opportunity to provide comments on your draft of the Amended Tentative Order (90-133 and 93-025), dated October 31, 2006, for the 401 High Street and portions of 411 High Street properties ("site"). Given its complexity and the efforts that California Regional Water Quality Control Board, San Francisco Bay Region (Water Board) have made on earlier versions of the draft Tentative Order, Chevron and URS would like to express our thanks for your continued collaboration.

We are in agreement with the overall approach of the draft Amended Tentative Order and have only the following minimal comments. Specific changes are also contained in the attached Amended Tentative Order with the use of track changes and comment functions.

- Under - Reason for Amendment, paragraph b - Foster Chemical and its successors, if any, are responsible parties and should not be released from the Order. We request that Foster Chemical be retained as a discharger and that the Amended Tentative Order be revised to include any successor to Foster Chemical.
- Under - Reason of Amendment, paragraph d, third sentence - Separate the sentence that starts, "Subsequent investigations..." into two sentences to distinguish the concept of data gaps from the concept of exceedances (data indicating concentrations in excess of ESLs), as follows: "Subsequent investigations and an evaluation of previous investigations have revealed numerous data gaps. At some locations where data is present, soil, groundwater and soil gas exceed the appropriate environmental screening levels (ESLs: Water Board, Feb 2005) for the site.
- Under - Task: Remedial Investigation Work Plan, paragraph 4, (411 High Street), -We are not aware of any vapor intrusion into nearby buildings and would like the Water Board to identify which of the nearby buildings are suspected of potentially having vapor

URS Corporation
1333 Broadway, Suite 800
Oakland, CA 94612-1924
Tel: 510.893-3600
Fax: 510.874.3268
www.urscorp.com

intrusion concerns. We also propose to modify the investigative methodology to replace indoor air sampling with soil gas sampling. The standard practice for collecting vapor data for operating facilities at this time is soil vapor sampling and as such, indoor air sampling would not be implemented until a later phase of investigation, if needed.

- Under - Task: Draft Remedial Action Plan Including Draft Cleanup Standards, last paragraph, - This paragraph was lifted directly from the current ESL document. We would prefer a reference to the "current ESL guidance document available at the time of the execution of the site specific risk assessment" in lieu of lifting the language from the ESL document current at the writing of the order.

Once again, we would like to thank staff at the Water Board for continuing to collaborate with Chevron and its consultants on this draft Amended Tentative Order. We appreciate the polite, open and direct manner in which Water Board staff have conducted these discussions.

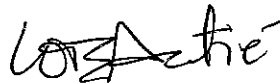
Given the short period of time prior to the issuance of the draft Revised Tentative Order, we would like to offer to meet with the Board to finalize any of the changes requested above. Please feel free to contact either Michael Mailloux at (925) 842-2654 or Robert Horwath at (510) 874-3115 in the interim if you have any questions or need additional information.

Sincerely,

URS CORPORATION



Robert Horwath
Senior Project Manager



Lois Autié
Senior Project Engineer

cc: Mr. Michael Mailloux, Chevron Corporation, 6001 Bollinger Cyn Road, K2052, San Ramon, CA 94583-2324
Mr. Dick Koch, B.B. & K Capital Corporation, 3435 Cesar Chavez, Penthouse, San Francisco, CA 94110
Mr. Rob Miller, Broadbent & Associates, 2000 Kirman Avenue, Reno, Nevada 89502
Mr. Paul Supple, BP, P.O. Box 1257, San Ramon, CA 94583
Mr. Brian Castor, Caster Group, 4607 Mission Gorge Place, San Diego, CA 92120
Mr. Jeffrey Thompson - Delta Environmental Consultants Inc., 4006 148th Avenue NE, Redmond, Washington 98052

CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
SAN FRANCISCO BAY REGION

TENTATIVE ORDER

AMENDMENT OF SITE CLEANUP REQUIREMENTS (ORDER NO. 90-133) FOR:

UNION OIL COMPANY OF CALIFORNIA
ATLANTIC RICHFIELD COMPANY
RICHARD KOCH, trustee for THE R&N KOCH TRUSTS
LAS VEGAS II STORAGE, LLC

for the property located at

401 and 411 HIGH STREET
OAKLAND, ALAMEDA COUNTY

The California Regional Water Quality Control Board, San Francisco Bay Region (hereinafter the Board), finds that:

1. **Regional Board Orders:** The Board adopted site cleanup requirements for this site on September 19, 1990 (Order No. 90-133). An amendment to the site cleanup requirements was adopted on March 17, 1993 (Order No. 93-025). The rationale for this amendment was to allow additional time for interim groundwater treatment and require the submittal of a five-year status report. A second amendment to the site cleanup requirements was adopted on May 20, 1998 (Order No. 98-041). The rationale of this amendment was to remove the 301 High Street property from the Site Cleanup Requirements. The 401 High Street property is subject to an NPDES General Permit adopted on July 21, 2004 (Order No. R2-2004-0055; NPDES No. CAG912003).
2. **Reason for Amendment:**
 - a. In Orders No. 90-133 and 93-025, two of the named dischargers were referred to as "The Koch Trust" and "ARCO Corporation". Based on discussions with these dischargers, the legally applicable names are "Richard Koch, trustee for the R&N Koch Trusts" and "Atlantic Richfield Company", respectively.
 - b. ~~In Orders No. 90-133 and 93-025, Foster Chemical Company has been named as a discharger. Foster Chemical Company is apparently not solvent and the whereabouts of the owner is not known. Therefore, it would be appropriate to remove Foster Chemical Company as a discharger.~~

- c. In 2003, Las Vegas II Storage, LLC purchased the 401 High Street property from Unocal. Therefore, it would be appropriate to name Las Vegas II Storage, LLC as a discharger.
 - d. Sections C.1 and C.3 of Order 90-133 included tasks which required the dischargers to submit work plans and technical reports to determine the lateral and vertical extent of soil and groundwater pollution. Subsequent investigations and an evaluation of previous investigations have revealed numerous data gaps. At some locations where data is present, where soil, groundwater and soil gas concentrations exceeds the appropriate environmental screening levels (ESLs; Water Board, February 2005) for the site. These data gaps need to be addressed to complete a site conceptual model.
 - e. Section C.3 of Order 90-133 included tasks which required the dischargers to perform a detailed evaluation of all remedial alternatives in order to select final remedial actions for soil and groundwater pollution (also known as a feasibility study). A feasibility study for the 401 and 411 High Street properties has not been completed.
3. **CEQA:** This action is an amendment of an order to enforce the laws and regulations administered by the Board. As such, this action is categorically exempt from the provisions of the California Environmental Quality Act (CEQA) pursuant to Section 15321 of the Resources Agency Guidelines.
 4. **Notification:** The Board has notified the discharger and all interested agencies and persons of its intent under California Water Code Section 13304 to amend site cleanup requirements for the discharge, and has provided them with an opportunity to submit their written comments.
 5. **Public Hearing:** The Board, at a public meeting, heard and considered all comments pertaining to this discharge.

IT IS HEREBY ORDERED, pursuant to Section 13304 of the California Water Code, that Order No. 90-133 shall be amended as follows:

- A. ~~Foster Chemical Company shall be removed as a named discharger and~~ Las Vegas II Storage, LLC shall be named as a discharger. Existing dischargers, "The Koch Trust" will be replaced with "Richard Koch, trustee for the R&N Koch Trusts", and "ARCO Corporation" will be replaced with "Atlantic Richfield Company."

B. Add new provision C.3.h:

TASK: REMEDIAL INVESTIGATION WORK PLAN

COMPLIANCE DATE: February 15, 2007

Submit a work plan acceptable to the Executive Officer to define the vertical and lateral extent of soil gas, soil, and groundwater pollution. The work plan should specify investigation methods and a proposed time schedule. Work may be phased to allow the investigation to proceed efficiently, provided that this does not delay compliance. The work plan shall include the following scope:

1. (401 High Street) Sample soil gas to define: the extent of toluene in the area immediately northwest of the property boundary, from the edge of the Estuary to at least 500 feet northeast; the extent of TPH as gasoline southwest of the 401/411 High Street property boundary and northwest of the property; and the extent of VOCs, particularly PCE, northwest to northeast of the northern corner of the property.
2. (401 High Street) Sample soil to define: the extent of toluene in the area immediately northwest of the property boundary, from the Estuary inland to at least 500 feet northeast; the extent of TPH as gasoline and diesel in the area around soil borings HA8, HA11, and HA18; and the extent of benzene in the area between HA11 and HA12 in the vicinity of former USTs 16, 17, and 18.
3. (401 High Street) Sample groundwater to define: the extent of toluene in Zone A and B in the area immediately northwest of the property boundary, from the Estuary inland to at least 500 feet northeast, except around well RW-1 in Zone B; the extent of TPH as gasoline in Zone B, and TPH as diesel exceeding the ESL in Zone A and B in the area between the central portion of the 401/411 High Street property boundary and soil borings HA8, HA11, and HA18; the extent of benzene in Zone A and B in the area around well SVE-8; the extent of VOCs, particularly 1,1-DCE, 1,1-DCA, and vinyl chloride, in Zone B in the area from wells RW-6 and MW-32B to the 401/411 High Street property boundary; and the extent of VOCs, particularly vinyl chloride and PCE, in Zone B northwest to northeast of the northern corner of the property.
4. (411 High Street) Sample soil gas to define: the extent of TPH as gasoline and diesel, and benzene northwest of SVP8, northeast across the property boundary between SVP11 and SVP10, and west across the 401/411 High Street property boundary between SVP1 and SVP6; and the extent of VOCs, particularly PCE, northwest and northeast of SVP3, and the northwestern 100 feet of the property. Define the extent of vapor intrusion into nearby buildings through the use of soil

~~vapor and/or indoor air sampling and/or sub-slab soil gas sampling~~, as appropriate.

5. (411 High Street) Sample vadose zone soil to define: the extent of toluene in the northwestern 100 feet of the property, west of well RW-10; the extent of TPH as gasoline and diesel, and benzene around well AMW-13A; the extent of TPH as diesel between wells FMW-2A and RW-10 and further northwest; the extent of TPH as gasoline around well AMW-9B; and the extent of benzene around well AMW-5A. Should any of the soil results exceed their ESLs for vapor intrusion into buildings, then sample the corresponding soil gas to define the extent exceeding their ESLs.
6. (411 High Street) Sample groundwater to define: the extent of toluene in Zone A and B in the northwestern 100 feet of the property; the extent of TPH as gasoline in Zone B, and TPH as diesel in Zone A and B southwest of the central portion of the 401/411 High Street property boundary, from well AS-10 to wells AMW-3A/3B; the extent of TPH as gasoline and diesel, and benzene in Zone A and B east of wells AMW-2A/2B; and the extent of TPH as gasoline and diesel, benzene, and toluene in Zone B east of well AMW-9B and southwest of well AMW-5B.

C. Add new Provision C.3.i:

TASK: COMPLETION OF REMEDIAL INVESTIGATION

COMPLIANCE DATE: June 15, 2007

Submit a technical report acceptable to the Executive Officer documenting completion of necessary tasks identified in the Task C.3.h. work plan. The technical report should define the vertical and lateral extent of pollution, as specified in Task C.3.h., to concentrations at or below the ESLs.

D. Add new Provision C.3.j:

TASK: DRAFT REMEDIAL ACTION PLAN INCLUDING DRAFT CLEANUP STANDARDS

COMPLIANCE DATE: October 15, 2007

Submit a technical report acceptable to the Executive Officer containing:

1. Results of the remedial investigation
2. Evaluation of the installed interim remedial actions
3. Feasibility study evaluating alternative final remedial actions
4. Risk assessment for current and post-cleanup exposures
5. Recommended final remedial actions and cleanup standards
6. Implementation tasks and time schedule

Item 3 should include projections of cost, effectiveness, benefits, and impact on public health, welfare, and the environment of each alternative action.

Items 1 through 3 should be consistent with the guidance provided by Subpart E of the National Oil and Hazardous Substances Pollution Contingency Plan (40 CFR Part 300), CERCLA guidance documents with respect to remedial investigations and feasibility studies, Health and Safety Code Section 25356.1(c), and State Board Resolution No. 92-49 as amended ("Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304").

Item 5 should take into consideration applicable water quality objectives as outlined in the current ESL document available at the time of the execution of the site specific risk assessment for the protection of ecological receptors, prevention of nuisance conditions, prevention of leaching of contaminants to groundwater, and protection of human health under a commercial/industrial indoor air exposure scenario, and should address the attainability of background levels of water quality.

I, Bruce H. Wolfe, Executive Officer, do hereby certify that the foregoing is a full, true, and correct copy of an Order adopted by the California Regional Water Quality Control Board, San Francisco Bay Region, on _____.

Bruce H. Wolfe
Executive Officer

=====

FAILURE TO COMPLY WITH THE REQUIREMENTS OF THIS ORDER MAY SUBJECT YOU TO ENFORCEMENT ACTION, INCLUDING BUT NOT LIMITED TO: IMPOSITION OF ADMINISTRATIVE CIVIL LIABILITY UNDER WATER CODE SECTIONS 13268 OR 13350, OR REFERRAL TO THE ATTORNEY GENERAL FOR INJUNCTIVE RELIEF OR CIVIL OR CRIMINAL LIABILITY

=====