April 1, 2015

Ms. Lauren A. Mancuso
Manager of Environmental Site Remediation
Union Pacific Railroad Company
9451 Atkinson Street, Suite 100
Roseville, CA 95747
lamancuso@up.com

Dear Ms. Mancuso:

Subject: **No Further Action**

Site: Southern Pacific Transportation Company, 20 West Third Street, Santa Rosa
Case No. 1TSR196 and 1NSR196

This letter confirms the completion of a site investigation and corrective action for the underground storage tank formerly located at the above-described location. Thank you for your cooperation throughout this investigation. Your willingness and promptness in responding to our inquiries concerning the former underground storage tank are greatly appreciated.

Based on information in the above-referenced file and with the provision that the information provided to this agency was accurate and representative of site conditions, this agency finds that the site investigation and corrective action carried out at your underground storage tank site is in compliance with the requirements of subdivisions (a) and (b) of Section 25296.10 of the Health and Safety Code and with corrective action regulations adopted pursuant to Section 25299.3 of the Health and Safety Code and that no further action related to the petroleum releases at the site is required.

This notice is issued pursuant to subdivision (g) of Section 25296.10 of the Health and Safety Code.

Claims for reimbursement of corrective action costs submitted to the Underground Storage Tank Cleanup Fund more than 365 days after the date of this letter or issuance or

activation of the Fund's Letter of Commitment, whichever occurs later, will not be reimbursed unless one of the following exceptions applies:

- Claims are submitted pursuant to Section 25299.57, subdivision (k) (reopened UST case); or

- Submission within the timeframe was beyond the claimant's reasonable control, ongoing work is required for closure that will result in the submission of claims beyond that time period, or that under the circumstances of the case, it would be unreasonable or inequitable to impose the 365-day time period.

Please contact Janice Goebel of my staff at (707) 576-2676 or Janice.Goebel@waterboards.ca.gov if you have any questions regarding this matter.

Sincerely,

Matt St. John

Matthias St.John
2015.04.01
14:21:58 -07'00'

Water Boards

Matthias St. John
Executive Officer

150401_JMG_ef_SPNFA

cc: Ms. Leslye Choate, lchoate@sonoma-county.org
Ms. Marita Petersen, SRFD, mpetersen@srcity.org
Ms. Laura Giraud, SMART, LGiraud@sonomamarintrain.org
Ms. Lia Holden, Anteagroup, lia.holden@anteagroup.com

TO: Craig Hunt
File

Digitally signed by Craig S. Hunt
Date: 2015.04.07 14:07:29 -07'00'
Water Boards

FROM: Janice Goebel

DATE: September 15, 2014

Digitally signed by Janice M. Goebel
Date: 2015.04.07 13:45:04 -07'00'
Water Boards

SUBJECT: Case Evaluation and Recommendation for Case Closure

FILE: Southern Pacific Transportation Company, 20 West Third Street, Santa Rosa, Case No. 1TSR196 and 1NSR196

The site is located at 20 West Third Street in Santa Rosa as shown on Figures 1 and 2. The property has been a railroad freight depot and maintenance/fueling yard from the late 1800's through the 1960's. The site has been vacant and generally unused since the late 1960's. In 2008, the Sonoma Marin Area Rail Transit (SMART) was granted an option to purchase the site. As part of that transaction, an environmental assessment was conducted by SMART that identified additional areas needing investigation, including the removal of an underground storage tank. SMART is currently using this portion of the site for construction storage.

The site has had several soil and groundwater investigations beginning in 1987. An extensive cleanup of the site has also been conducted, and the site was closed for no further action in 2007. On January 16, 2009, the site was reopened based on the findings of two 550 underground storage tanks (USTs), and an area of soil and groundwater contamination near Boring SB-1.

In November of 2011, the USTs were removed and approximately 213 tons of soil excavated and transported off-site for disposal. In addition approximately 500 gallons of oily water from the base of the excavation was removed and transported off-site for disposal. The area near Boring SB-1 was also excavated. Approximately 758 tons of soil was excavated and disposed, and 1,500 gallons of water pumped and properly disposed.

Four groundwater monitoring wells have been installed at the site and sampled five times for diesel range organics (DRO) and motor oil range organics (MORO) with and without silica gel cleanup, and PAHs. No PAHs have been detected in groundwater at the method detection limits. DRO and MORO have been reported below the detection limit to a high of 340 ug/L for DRO and 210 ug/L for MORO without silica gel cleanup. With silica gel

cleanup, DRO and MORO have been detected in a range below the detection limit to 70 µg/L and 110 µg/L, respectively.

In summary, low levels of DRO and MORO have been detected in groundwater in one groundwater monitoring well. The site meets the Low Threat Closure Criteria for groundwater under No 1.5 which states: "The regulatory agency determines, based on an analysis of site specific conditions, that the site under current and reasonably anticipated near-term future scenarios, the contaminant plume poses a low threat to human health and safety and to the environment and water quality objectives will be achieved within a reasonable time frame".

In addition, the site is served by city water, and even though Santa Rosa Creek is 160 feet away from the site, the heavy end hydrocarbons are not migrating. A site located in between the rail yard and Santa Rosa Creek, (the Franchetti site located at 60 West Sixth Street, Santa Rosa) installed groundwater monitoring wells that did not detect petroleum hydrocarbons, and was subsequently closed.

Accordingly, I recommend that the site be noticed for 60 day public comment period proposing no further action at the site.

CALIFORNIA
Water Boards

EDMUND G. BROWN JR.
GOVERNOR

MATTHEW RODRIQUEZ
SECRETARY FOR
ENVIRONMENTAL PROTECTION

North Coast Regional Water Quality Control Board

June 11, 2013

Mr. James Diehl
Union Pacific Railroad Company
9451 Atkinson Street, Suite 100
Roseville, CA 95747

Dear Mr. Diehl:

Subject: Comments on Well Abandonment Work Plan

File: Southern Pacific Transportation Company, 20 West Third Street, Santa Rosa
Case No 1NSR196

On May 1, 2013, Regional Water Board staff received the Well Abandonment Work Plan, prepared by Antea Group, for the former Southern Pacific railroad property located on West Third Street in Santa Rosa. Antea Group is proposing to overdrill groundwater monitoring well SRMW-07. We concur with the destruction of SRMW-07 as proposed.

If you have any questions, please contact me at (707) 576-2676 or at Janice.Goebel@waterboards.ca.gov.

Sincerely,

Original signed by

Janice M. Goebel
Sanitary Engineering Associate

130611_JMG_dp_SPabandonment

cc: Matt Villaber, Sonoma County Environmental Health Department,
Matt.Villaber@sonoma-county.org
Lia Holden, Antea Group, Lia.Holden@anteagroup.com

California Regional Water Quality Control Board
North Coast Region
Bob Anderson, Chairman

Linda S. Adams
Secretary for Environmental Protection

www.waterboards.ca.gov/northcoast
5550 Skylane Boulevard, Suite A, Santa Rosa, California 95403
Phone: (877) 721-9203 (toll free) • Office: (707) 576-2220 • FAX: (707) 523-0135

Arnold Schwarzenegger
Governor

October 30, 2009

Railroad Square Associates, LLC
c/o Mr. John Stewart
1388 Sutter Street, 11th Floor
San Francisco, CA 94109

Dear Mr. Stewart:

Subject: Soil Excavation and Soil and Groundwater Management Work Plans
File: Southern Pacific Transportation Company, 3rd Street Property (North)
Santa Rosa, Case No. 1TSR196

I have reviewed the August 2009 *Soil and Groundwater Management Plan Sonoma-Marin Area Rail Transit Properties* and the October 2009 *Soil Excavation Work Plan Sonoma Marin Rail Transit Property* prepared by EBA Engineering. Both plans are acceptable with the following comments:

Soil and Groundwater Management Plan

- Soil samples collected from stockpiles proposed for reuse must be tested using EPA Method 8270 for polynuclear aromatic hydrocarbons (PAHs).

Soil Excavation Work Plan

- The depth of the excavation must extend to groundwater, which may be greater than fifteen feet below ground surface.

In addition, areas of shallow soil impacts were also discovered during the October 2008, investigation completed by EBA Engineering, which include SB-2A, SB-24, SB-27, SB-28, SB-29, SB-30, SB-31, SB-59 and SNGate@2'. Impacted soil must also be removed from these areas, and can be addressed either during the soil management plan or excavation plan implementation. The choice is yours.

Efforts to remove the underground oil storage tank have not been made. I will address this matter with the responsible parties, which include Sonoma Marin Area Rail Transit and Union Pacific Railroad, under separate cover. If you have any questions, I can be reached at (707) 576-2675.

Sincerely,

Joan Fleck
Engineering Geologist

103009_JEF_SMART

Mr. Doug Dahme, Santa Rosa Fire Department
Ms. Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lilian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Rob Krantz, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, CA 94104-3703
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514
Mr. Paul Nelson, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404
Ms. Deborah Fudge, P.O. Box 100, Windsor, CA 95492-0100
Mr. Mike Grant, Union Pacific Railroad, 1408 Middle Harbor Road, Oakland, CA 94607
Mr. Charles McGlashan, Sonoma Marin Area Rail Transit, 750 Lindaro Street, Suite 200, San Rafael, CA 94901

California Regional Water Quality Control Board
North Coast Region
Bob Anderson, Chairman

Linda S. Adams
Secretary for
Environmental Protection

www.waterboards.ca.gov/northcoast,
5550 Skylane Boulevard, Suite A, Santa Rosa, California 95403
Phone: (877) 721-9203 (toll free) • Office: (707) 576-2220 • FAX: (707) 523-0135

Arnold
Schwarzenegger
Governor

October 30, 2009

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Sonoma Marin Rail Area Rail Transit
c/o Mr. Charles McGlashan
Chair SMART Board of Directors
750 Lindaro Street, Suite 200
San Rafael, CA 94901

Gentlemen:

Subject: Underground Oil Storage Tank Removal
File: Southern Pacific Transportation Company, 3rd Street Property, Santa Rosa, Case No. 1TSR196

On January 16, 2009, we concurred with the EBA Engineering recommendations to remove the underground oil storage tank under permit from the Santa Rosa Fire Department; prepare a work plan to address the soil and groundwater impacts in the vicinity of SB-1A; and prepare a soil and groundwater management plan to address the shallow soil impacts prior to and during property development. On May 27, 2009, a follow up letter was sent reiterating the required action items for this site.

The *Soil and Groundwater Management Plan* prepared by EBA Engineering on behalf of the Railroad Square Associates LLC was submitted on August 10, 2009. The *Soil Excavation Work Plan*, also prepared by EBA Engineering on behalf of the Railroad Square Associates LLC, was submitted on October 14, 2009. However, as of this date, the underground tank has not been removed.

Title 23, Article 7 regulates underground storage tank closure and requires the permanent closure of underground storage tanks in which the storage of hazardous substances has ceased. The tank needs to be removed. The Santa Rosa Fire Department is the lead agency for tank closure activities. Ms. Corey Vincent with Santa Rosa Fire can be reached at (707) 543-3542.

If you have any questions I can be reached at (707) 576-2675.

Sincerely,

Joan Fleck
Engineering Geologist

103009_JEF_SMARTtank

cc: Ms. Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lilian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Rob Krantz, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, CA 94104-3703
Mr. John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor San Francisco, CA 94109
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514
Mr. Paul Nelson, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404
Ms. Deborah Fudge, P.O. Box 100, Windsor, CA 95492-0100

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Arnold
Schwarzenegger
Governor

May 27, 2009

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Sonoma Marin Rail Area Rail Transit
c/o Mr. Charles McGlashan
Chair SMART Board of Directors
750 Lindaro Street, Suite 200
San Rafael, CA 94901

Gentlemen:

Subject: Case Status
File: Southern Pacific Transportation Company, 3rd Street Property, Santa Rosa, Case No. 1TSR196

On January 16, 2009, we concurred with the EBA Engineering recommendations to remove the underground oil storage tank under permit from the Santa Rosa Fire Department, prepare a work plan to address the soil and groundwater impacts in the vicinity of SB-1A, and prepare a soil and groundwater management plan to address the shallow soil impacts prior to and during property development.

At that time, we indicated that:

- The underground storage tank needed to be removed as soon as possible;
- The work plan to address the soil and groundwater impacts in the vicinity of SB-1 was due within 60 days of issuance of the January 16, 2009 letter; and
- The soil and groundwater management plan needed to be submitted prior to property development.

As of this date, the underground tank has not been removed and the work plan has not been submitted. Therefore, on April 24, 2009, I inquired with the Santa Rosa Fire Department regarding the status of the underground storage tank and learned that an application has not been filed for tank closure.

Title 23, Article 7 regulates underground storage tank closure and requires the permanent closure of underground storage tanks in which the storage of hazardous substances has ceased. By copy of this letter, I am referring the issue of tank closure at this site to the Santa Rosa Fire Department as the permitting and enforcement agency for compliance with Title 23, Article 7, Section 2672(b).

The underground storage tank must be removed as soon as possible. A revised compliance date for the submittal of the work plan is 45-days from issuance of this letter. If you have any questions I can be reached at (707) 576-2675.

Sincerely,

Joan Fleck
Engineering Geologist

052709_JEF_SMART

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lilian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Rob Krantz, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, CA 94104-3703
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Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514
Mr. Paul Nelson, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404
Ms. Deborah Fudge, P.O. Box 100, Windsor, CA 95492-0100

California Regional Water Quality Control Board
North Coast Region
Bob Anderson, Chairman

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Arnold
Schwarzenegger
Governor

January 16, 2009

RECD JAN 20 2009

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Sonoma Marin Rail Area Rail Transit
c/o Mr. Charles McGlashan
Chair SMART Board of Directors
750 Lindaro Street, Suite 200
San Rafael, CA 94901

Gentlemen:

Subject: Case Status
File: Southern Pacific Transportation Company, 3rd Street Property, Santa Rosa, Case No. 1TSR196

Regional Water Board staff have reviewed the November 2008 *Report of Findings Sonoma-Marin Area Rail Transit Property* report and the January 7, 2009 *Additional Information* prepared by EBA Engineering on behalf of New Railroad Square LLC. The work was conducted on properties identified as Assessor's Parcel Numbers 010-171-004 and 010-166-003 in Santa Rosa. The Phase II work was completed in relation to a proposed development project.

The results of the Phase II work included the discovery of an underground oil storage tank, shallow soil impacts, and groundwater impacts from petroleum and chlorinated hydrocarbons. The soil and groundwater impacts discovered in the vicinity of SB-1A represent new information regarding an onsite discharge; therefore, the case file has been re-opened.

We concur with the EBA Engineering recommendations to remove the underground oil storage tank under permit from the Santa Rosa Fire Department, prepare a work plan to address the soil and groundwater impacts in the vicinity of SB-1A, and prepare a soil and groundwater management plan to address the shallow soil impacts prior to and during property development. The underground storage tank must be removed as soon as possible. The work plan to address the soil and groundwater impacts in the vicinity of SB-1 is due within 60 days of issuance of this letter. The soil and groundwater

management plan must be submitted prior to property development. We also concur with the proposal to install groundwater monitoring wells after corrective actions have been conducted in the area of SB-1A. Based on the available information, it appears that off site migration has occurred to the west. The work plan must acknowledge and address this matter.

With regards to the widespread volatile organic compound (VOC) impacts, a potential MTBE source is 210 Fifth Street. I am currently researching historical land uses in the area east of the site for potential up gradient tetrachloroethene (PCE) discharge locations. With regards to groundwater impacts from petroleum, that appear to be the result of on site migration, I have forwarded copies of pertinent information for the SB-55-W area to ChevronTexaco, who is currently investigating a petroleum release at 101 Fifth Street. I am also exploring land use history for properties east of the SB-13-W sample location.

I look forward to removal of the underground storage tank and receipt of the work plan. If you have any questions I can be reached at (707) 576-2675.

Sincerely,

Joan Fleck
Engineering Geologist

011609_JEF_SMART

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lilian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Rob Krantz, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, CA 94104-3703
Mr. John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor San Francisco, CA 94109
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514
Mr. Paul Nelson, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404

Rob
John

JAN - 9 2009

EBA ENGINEERING
CIVIL & ENVIRONMENTAL ENGINEERS

January 7, 2009

Ms. Joan Fleck
North Coast Regional Water Quality Control Board
5550 Skylane Boulevard, Suite A
Santa Rosa, CA 95403

SUBJECT: ADDITIONAL INFORMATION
SONOMA–MARIN AREA RAIL TRANSIT PROPERTY (SMART),
2 FOURTH STREET AND 34 SIXTH STREET, SANTA ROSA,
CALIFORNIA
EBA Project No. 08-1528 (8)

Dear Ms Fleck:

In the Report of Findings (Report) for the above referenced site dated November 18, 2008 (EBA, 2008a), EBA Engineering (EBA) documented the detection of heavy-range petroleum hydrocarbon constituents in a groundwater sample collected from soil boring SB-13-W located in the eastern portion of the SMART property. The reported values corresponded to 0.279 milligrams per liter (mg/L) of diesel range organics and 0.246 mg/L of heavy range organics. Per your request during a telephone conversation on January 6, 2009, EBA Engineering (EBA) is presenting the following observations and conclusions regarding these detections:

- There was no apparent petroleum hydrocarbon staining or odor observed in soil samples that were collected during the drilling of SB-13-W or the adjacent soil boring SB-13. A soil sample that was collected from SB-13 (SB-13@9') did not contain concentrations of heavy-range petroleum hydrocarbons at or above the Method Reporting Limit (MRL).

- Heavy range petroleum hydrocarbon constituents were detected in a soil sample that was collected during a separate investigation conducted by EBA (EBA, 2008b) from a monitoring well (MW-16D) located on the north side of Fourth Street approximately 45 feet upgradient from the railroad tracks that trend along the eastern edge of the SMART property. The soil sample was collected from approximately 15.5 feet below ground surface (BGS) with corresponding analytical results indicating a concentration of Total Petroleum Hydrocarbons as diesel (TPH-d) at 271 milligrams per kilogram (mg/kg). The laboratory "flagged" this result as being a "heavier hydrocarbon than diesel". It should be noted that a soil sample collected from the MW-16D borehole at a depth of

DOC-I-015-09

COPY

approximately 10.5 feet BGS yielded non-detect results for heavy-range petroleum hydrocarbons.

- TPH-d was detected in a groundwater grab sample that was collected upgradient from the SMART property during a separate investigation conducted by The McEdwards Group (TMG) in 2002. The groundwater grab sample was collected from a soil boring identified as B-36, which was located on the north side of Fourth Street within approximately 30 feet of the SMART property (TMG, 2002). The corresponding groundwater sample analytical results indicated the presence of TPH-d at a concentration of 1,000 micrograms per liter (µg/L) (i.e., 1.000 mg/L). This TPH-d detection was "flagged" by the laboratory as "oil range compounds are significant". A soil sample collected from B-36 at a depth of 12 feet BGS also contained TPH-d at a concentration of 1.5 mg/kg. The analytical report indicated the same "oil range" flag.

It is EBA's opinion that the absence of an observed on-site source and the presence of upgradient detections of heavy-range petroleum hydrocarbons in soil and groundwater indicate that an upgradient, off-site source is likely responsible for the heavy-range petroleum hydrocarbons detected in the groundwater grab sample collected from SB-13-W.

If you should have any questions regarding the proposed work scope presented herein, please contact our office at (707) 544-0784.

Sincerely,
EBA ENGINEERING

Paul Nelson, P.G.
Project Geologist

EBA Engineering, November 2008a, *Report of Findings, Sonoma-Marin Area Rail Transit Property, Santa Rosa, California.* EBA Engineering, Santa Rosa, California.

EBA Engineering, 2008b, *Monitoring Well Installation Report, 210 Fifth Street, Santa Rosa, California.* EBA Engineering, Santa Rosa, California

The McEdwards Group, 2002, *Phase 1, 2, and 3 Site Investigation Report and Work Plan for Groundwater Monitoring, Occhipintis Service Station, 210 Fifth Street, Santa Rosa, California.* The McEdwards Group, Willits, California.

cc: John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor, San Francisco, CA. 94109

Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101 Los Angeles, CA. 90034

John Clawson, Equity Community Builders, P.O. box 29585, San Francisco, CA. 94129-0585
Mark Hale, Carlile Macy, 15 3rd Street, Santa Rosa, CA. 95401

Dexter Dawes, 350 Santa Rita Avenue, Palo Alto, CA. 94301

John Nemeth, Rail Planning Manager, Sonoma-Marin Area Rail Transit District (SMART). 750 Lindaro Street, Suite 200, San Rafael, CA. 94901

California Regional Water Quality Control Board
North Coast Region
Bob Anderson, Chairman

Linda S. Adams
Secretary for
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Arnold
Schwarzenegger
Governor

January 6, 2009

RECD JAN 7 2009

Mr. Aaron Costa
Chevron Environmental
Management Company
P.O. Box 6012
San Ramon, CA 94583

Dear Mr. Costa:

Subject: Information Transmittal
File: Hotel La Rose, 101 Fifth Street, Santa Rosa, Case No. 1TSR104

The purpose of this letter is to provide you and Mr. Ryan Sparrow with Conestoga-Rovers, Inc. with information that appears to be related to the investigation for 101 Fifth Street in Santa Rosa. This information was obtained during an investigation conducted for the Sonoma-Marin Area Rail Transit Property, which is the former rail road yard west of Wilson Street between Sixth and Third Streets in Santa Rosa. The investigation was conducted as a Phase II and included the collection of a water sample immediately west of Fifth Street (SB-55-W).

I have enclosed a map showing the SB-55-W location in relation to Fifth Street and the Aroma Roasters building, the analytical results, and a copy of the boring log. Total petroleum hydrocarbons as gasoline were detected at 4,650 ug/l. No detectable levels of petroleum hydrocarbons were reported in shallow soil at that location. Petroleum hydrocarbon odors were also noted in the boring log at 13-feet below ground surface.

The information is contained in the November 2008 *Report of Findings Sonoma-Marin Area Rail Transit Property* prepared by EBA Engineering. The report is contained in the Southern Pacific Transportation Company case file 1TSR196 and may be reviewed by calling (707) 576-2220 for an appointment.

I have also forwarded a copy of the August 1993 *Final Report Preliminary Environmental Site Assessment Southern Pacific Lines Depot* prepared by Kleinfelder, Inc. for the rail road depot property to Mr. Sparrow to complete his records.

In addition, on December 19, 2008 I spoke with Mr. Sparrow regarding the schedule of the off site investigative work. He indicated that an access agreement is expected soon. Please keep me informed of the drilling schedule so I can conduct a site inspection during field activities.

If you have any questions I can be reached at (707) 576-2675.

Sincerely,

Joan Fleck
Engineering Geologist

010609_JEF_Hotellarose

cc: Ms. Corey Vincent, Santa Rosa Fire Department
Mr. Paul Nelson, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA, 95404
Mr. Ryan Sparrow, Conestoga-Rovers & Associates, 5900 Hollis Street, Suite A, Emeryville, CA 94608

John

COUNTY of SONOMA
DEPARTMENT OF HEALTH SERVICES

Rita Scardaci, MPH – Director
Ruth Lincoln, PHN, MA – Assistant Director

Environmental Health Division
Walter L. Kruse - Director

JAN – 5 2009

SONOMA COUNTY HEALTH NEWS

DATE: 12/31/08
FOR RELEASE: Immediate
CONTACT: Walter L. Kruse WLK
(707) 565-6565

Prop 65 Reporting of Release or Threatened Discharge of Hazardous Waste

This report provides information regarding actual or alleged discharge or threatened discharge of a hazardous waste pursuant to Health and Safety Code Section 25180.7.

Incident Site: 2 Fourth Street and 34 Sixth Street
Santa Rosa, California

Responsible Party: Sonoma Marin Area Transit
730 Lindoro Street Suite 200, San Rafael, CA 94901

Incident: Release findings from a subsurface investigation indicated that groundwater and soil were impacted by gasoline, diesel, motor oil, MtBE, tetrachloroethene, trichloroethene, cis-1,2-dichloroethylene, N-proylbenzene, and 1,2,4-trimethylbenzene. Additional analytical results for soil showed concentrations of Acenaphthene, Acenaphthylene, Anthracene, Benzo (A) Antracene, Benzo (B) Fluoranthene, Benzo (K) Fluoranthene, Benzo (A) Pyrene, Benzo G.H.I.) Perylene, Chrysene, Dibenzo (A,H) Antracene, Fluoranthene, Fluorene, Indeno (1,2,3-CD) Pyrene, Naphthalene, Phenanthrene, and Pyrene.

This report is submitted on behalf of all designated employees of the Sonoma County Department of Health Services. Many of these sites have not been fully characterized, making it impossible to completely assess risk or lack of risk. It should also be noted that few standards presently exist with which local officials can compare laboratory results for determining health risks. In addition, time and staffing have allowed minimal or no processing of this information received from the State or elsewhere to determine accuracy or to exercise discretion as to what information is released. Since the information that such actual or alleged discharges or threatened discharges may be likely to cause substantial injury to the public health, such information is being disclosed to you in accordance with Section 25180.7 of the Health and Safety Code.

###

C: Board of Supervisors
Mary Maddux-Gonzalez, MD, Health Officer
Ruth Lincoln, Assistant Director of Health Services
Rita Scardaci, Director of Health Services

Doc-I-003-09

TABLE 3
SOIL SAMPLE ANALYTICAL RESULTS
CAM 17 Metals
SMART Property, Santa Rosa, California

Sample ID	Date Sampled	Antimony (Sb)	Arsenic (As)	Barium (Ba)	Beryllium (Be)	Cadmium (Cd)	Chromium (Cr)	Cobalt (Co)	Copper (Cu)	Lead (Pb)	Mercury (Hg)	Molybdenum (Mo)	Nickel (Ni)	Selenium (Se)	Silver (Ag)	Thallium (Tl)	Vanadium (V)	Zinc (Zn)
		mg/kg																
SB-5A@2'	9/18/2008	<2.50	3.76	172	<2.50	<2.50	61.1	16.6	26.1	21.1	<0.100	<2.50	73.8	<2.50	<2.50	<2.50	59.0	46.6
SB-8A@2'	9/22/2008	<2.50	4.92	216	<2.50	<2.50	107	23.2	33.1	8.02	<0.100	<2.50	169	<2.50	<2.50	<2.50	64.8	63.8
SB-11@9.5'	9/25/2008	<2.50	2.69	191	<2.50	<2.50	119	16.9	22.6	6.82	<0.100	<2.50	141	<2.50	<2.50	<2.50	44.4	48.8
SB-11@15.5'	9/25/2008	<2.50	<2.50	161	<2.50	<2.50	83.7	10.7	23.4	6.82	<0.100	<2.50	117	<2.50	<2.50	<2.50	38.5	47.1
SB-18@2'	9/16/2008	<2.50	2.92	128	<2.50	<2.50	78.3	13.1	22.2	7.35	<0.100	<2.50	89.8	<2.50	<2.50	<2.50	43.2	46.0
SB-18@5'	9/16/2008	<2.50	5.25	185	<2.50	<2.50	98.2	17.9	24.5	5.60	<0.100	<2.50	135	<2.50	<2.50	<2.50	58.8	49.8
SB-25@2'	9/16/2008	<2.50	<2.50	71.5	<2.50	<2.50	30.5	9.88	33.9	20.6	<0.100	<2.50	54.3	<2.50	<2.50	<2.50	35.7	48.4
SB-28@2'	9/17/2008	<2.50	2.72	34.4	<2.50	<2.50	28.7	7.43	13.9	12.4	<0.100	<2.50	61.9	<2.50	<2.50	<2.50	24.5	26.4
SB-34@2'	9/18/2008	<2.50	2.84	170	<2.50	<2.50	63.7	14.0	23.6	6.58	<0.100	<2.50	79.1	<2.50	<2.50	<2.50	47.7	43.7
SB-45@2'	9/19/2008	<2.50	3.56	157	<2.50	<2.50	64.3	15.5	24.0	8.35	<0.100	<2.50	84.5	<2.50	<2.50	<2.50	47.1	44.7
SB-47@2'	9/22/2008	<2.50	3.94	168	<2.50	<2.50	62.8	18.0	22.5	5.98	<0.100	<2.50	91.2	<2.50	<2.50	<2.50	46.5	49.6
SB-56@2'	9/23/2008	<2.50	5.20	124	<2.50	<2.50	110	23.0	30.5	7.44	<0.100	<2.50	165	<2.50	<2.50	<2.50	64.3	61.2
SB-60@2'	9/23/2008	<2.50	5.03	147	<2.50	<2.50	79.1	18.9	48.2	86.0	0.255	<2.50	118	<2.50	<2.50	<2.50	54.3	49.1
SB-61@2'	9/23/2008	<2.50	4.95	209	<2.50	<2.50	107	22.6	31.8	8.53	<0.100	<2.50	154	<2.50	<2.50	<2.50	64.0	64.2

mg/kg = milligrams per kilogram.
CAM = California Assessment Manual.

TABLE 2
SOIL SAMPLE ANALYTICAL RESULTS
POLYCYCLIC AROMATIC HYDROCARBONS
SMART Property, Santa Rosa, California

Sample ID	Date Sampled	Acenaphthene	Acenaphthylene	Anthracene	Benzo (A) Anthracene	Benzo (B) Fluoranthene	Benzo (K) Fluoranthene	Benzo (A) Pyrene	Benzo (G,H,I) Perylene	Chrysene	Dibenzo (A,H) Anthracene	Fluoranthene	Fluorene	Indeno (1,2,3-CD) Pyrene	Naphthalene	Phenanthrene	Pyrene
		µg/kg															
SB-1A@7.5'	9/16/2008	**212**	**102**	<5.00	**131**	<5.00	<5.00	**43.2**	**70.7**	**69.2**	<20.0	**32.6**	**85.3**	**28.1**	**82.3**	**18.5**	**139**
SB-5A@2'	9/18/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-8A@2'	9/22/2008	<2.50	<2.50	**3.33**	**8.39**	**4.89**	**4.58**	**11.5**	<10.0	**9.81**	<10.0	**14.2**	<2.50	<10.0	<2.50	**5.04**	**17.0**
SB-8A@5'	9/22/2008	<2.50	<2.50	<2.50	**3.99**	<2.50	<2.50	**3.26**	<10.0	**2.94**	<10.0	**3.25**	<2.50	<10.0	<2.50	<2.50	**3.55**
SB-11@9.5'	9/24/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-11@15.5'	9/24/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-18@2'	9/16/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-25@2'	9/16/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-28@2'	9/17/2008	<25.0	<25.0	<25.0	**34.6**	<25.0	<25.0	**360**	**670**	**79.4**	<100	<25.0	<25.0	<100	<25.0	**27.6**	<25.0
SB-28@5'	9/17/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-34@2'	9/18/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-45@2'	9/19/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-47@2'	9/22/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-56@2'	9/23/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50
SB-60@2'	9/23/2008	<2.50	<2.50	<2.50	**4.42**	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	**3.54**	<2.50	<10.0	<2.50	<2.50	**4.77**
SB-61@2'	9/23/2008	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<2.50	<10.0	<2.50	<10.0	<2.50	<2.50	<10.0	<2.50	<2.50	<2.50

µg/kg = micrograms per kilogram.

TABLE 5
GROUNDWATER SAMPLE ANALYTICAL RESULTS
TPH-g, TPH-d, and TPH-mo
SMART Property, Santa Rosa, California

Sample ID	Date Sampled	TPH-g (mg/L)	TPH-d (mg/L)	TPH-mo (mg/L)
SB-1-W	10/6/2008	**1.44**[AS]	**29.7**	**19.7**
SB-1A-W	9/16/2008	**0.124**[AS]	**27.0**	**15.4**
SB-1B-W	9/25/2008	<0.050	<0.500	<0.500
SB-1D-W	9/25/2008	<0.050	<0.500	<0.500
SB-2A-W	9/17/2008	<0.050	<0.500	<0.500
SB-2-W	10/6/2008	<0.050	<0.050	<0.050
SB-3A-W	9/18/2008	<0.050	<0.500	<0.500
SB-3-W	10/7/2008	<0.050	<0.050	<0.050
SB-4A-W	9/18/2008	<0.050	<0.500	<0.500
SB-4-W	10/7/2008	<0.050	<0.050	<0.050
SB-5-W	10/6/2008	<0.050	<0.050	<0.050
SB-6A-W	9/19/2008	<0.050	<0.500	<0.500
SB-6-W	10/6/2008	<0.050	<0.050	<0.050
SB-7A-W	9/22/2008	<0.050	<0.500	<0.500
SB-7-W	10/7/2008	<0.050	<0.050	<0.050
SB-8A-W	9/23/2008	<0.050	<0.500	<0.500
SB-8-W	10/7/2008	<0.050	<0.050	<0.050
SB-9-W	10/7/2008	<0.050	**0.064**	<0.050
SB-10-W	10/7/2008	<0.050	**0.064**	<0.050
SB-11-W	9/25/2008	<0.050	<0.050	<0.050
SB-13-W	10/15/2008	<0.050	**0.279**	**0.246**
SB-28-W	10/15/2008	<0.050	<0.050	<0.050
SB-55-W	10/15/2008	**4.65**[AS]	**2.64**[AK]	<0.050
SRMW-07	10/2/2008	<0.050	<0.050	<0.050
SRMW-08	10/2/2008	<0.050	<0.050	<0.050

TPH-g = Total Petroleum Hydrocarbons as gasoline.
TPH-d = Total Petroleum Hydrocarbons as diesel.
TPH-mo = Total Petroleum Hydrocarbons as motor oil.
mg/L = milligrams per liter.
AK = Lighter hydrocarbon than diesel.
AS = Heavier hydrocarbon than gasoline contributing to value.

2 Fourth Street & 34 6th Street

TABLE 6
GROUNDWATER ANALYTICAL RESULTS
VOLATILE ORGANIC COMPOUNDS
SMART Property, Santa Rosa, California

Sample ID	Water-Bearing Zone: Shallow/Deep	Date	Units	PCE	TCE	CIS-1,2-DCE	MtBE	Xylene (M+P)	N-Propylbenzene	1,2,4-Trimethylbenzene	All other VOCs
SB-1A-W	Shallow (~15' BGS)	9/16/2008	µg/L	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-1B-W	Shallow (~15' BGS)	9/25/2008	µg/L	**0.520**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-1D-W	Shallow (~15' BGS)	9/25/2008	µg/L	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-1-W	Deep (~25' BGS)	10/6/2008	µg/L	<1.00	<1.00	**1.15**	**1.40**	<1.00	<1.00	<1.00	<RL
SB-2A-W	Shallow (~15' BGS)	9/17/2008	µg/L	**1.96**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-2-W	Deep (~25' BGS)	10/6/2008	µg/L	**3.06**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-3A-W	Shallow (~15' BGS)	9/18/2008	µg/L	**3.03**	**0.750**	<0.500	**3.80**	<0.500	<0.500	<0.500	<RL
SB-3-W	Deep (~25' BGS)	10/7/2008	µg/L	**1.06**	**1.95**	**6.77**	**23.8**	<0.500	<0.500	<0.500	<RL
SB-4A-W	Shallow (~15' BGS)	9/18/2008	µg/L	**1.03**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-4-W	Deep (~25' BGS)	10/7/2008	µg/L	**12.7**	**1.96**	**0.530**	**21.3**	<0.500	<0.500	<0.500	<RL
SB-5-W	Deep (~25' BGS)	10/6/2008	µg/L	**5.88**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-6A-W	Shallow (~15' BGS)	9/19/2008	µg/L	**2.18**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-6-W	Deep (~25' BGS)	10/6/2008	µg/L	**9.63**	**2.70**	**1.20**	**47.1**	<0.500	<0.500	<0.500	<RL
SB-7A-W	Shallow (~15' BGS)	9/22/2008	µg/L	**3.40**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-7-W	Deep (~25' BGS)	10/7/2008	µg/L	<0.500	<0.500	<0.500	**2.31**	<0.500	<0.500	<0.500	<RL
SB-8A-W	Shallow (~15' BGS)	9/23/2008	µg/L	**1.03**	**0.720**	<0.500	**0.710**	<0.500	<0.500	<0.500	<RL
SB-8-W	Deep (~25' BGS)	10/7/2008	µg/L	**0.920**	<0.500	<0.500	**7.79**	<0.500	<0.500	<0.500	<RL
SB-9-W	Deep (~25' BGS)	10/7/2008	µg/L	**0.620**	<0.500	<0.500	**1.46**	<0.500	<0.500	<0.500	<RL
SB-10-W	Deep (~25' BGS)	10/7/2008	µg/L	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-11-W	Shallow (~15' BGS)	9/25/2008	µg/L	**0.730**	**1.15**	<0.500	**2.73**	<0.500	<0.500	<0.500	<RL
SB-13-W	Shallow (~15' BGS)	10/15/2008	µg/L	**1.22**	**1.40**	**1.18**	<0.500	<0.500	<0.500	<0.500	<RL
SB-28-W	Shallow (~15' BGS)	10/15/2008	µg/L	**3.63**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SB-55-W	Shallow (~15' BGS)	10/15/2008	µg/L	<1.00	<1.00	<1.00	<1.00	**1.14**	**1.27**	**1.13**	<RL
SRMW-07	Screened across both	10/2/2008	µg/L	**0.920**	<0.500	<0.500	<0.500	<0.500	<0.500	<0.500	<RL
SRMW-08	Screened across both	10/2/2008	µg/L	**8.74**	**4.75**	**5.69**	~~<5~~	<0.500	<0.500	<0.500	<RL

PCE = tetrachloroethene
TCE = trichloroethene
CIS-1,2-DCE = cis-1,2-dichloroethene
MtBE = methyl tert-butyl ether
VOCs = Volatile Organic Compounds
µg/L = micrograms per liter.
BGS = below ground surface.
~ = approximately
RL = method reporting limit.

EBA ENGINEERING
CIVIL & ENVIRONMENTAL ENGINEERS

September 30, 2008

New Railroad Square LLC
c/o Mr. John Stewart
The John Stewart Company
1388 Sutter Street, 11th Floor
San Francisco, CA 94109

SUBJECT: UNDERGROUND STORAGE TANK DISCOVERY
SONOMA MARIN AREA RAIL TRANSIT PROPERTY, 2 FOURTH STREET AND 34 SIXTH STREET, SANTA ROSA, CALIFORNIA

Dear Mr. Stewart:

On September 29, 2008 EBA Engineering (EBA) supervised John's Excavating of Santa Rosa, California in the exploration of unknown subsurface features that were identified during a recent geophysical survey at the above referenced site. At approximately 4:00 pm an underground storage tank (UST) was uncovered near a storm drain in the west central portion of the site (see attached Figure 1 and Photo Plate 1). The UST is approximately eight feet long by 3.5 feet in diameter with an approximate volume of 575 gallons. The UST appears to be full of a petroleum hydrocarbon liquid, possibly fuel oil. EBA notified the North Coast Regional Water Quality Control Board (NCRWQCB) and the Santa Rosa Fire Department (SRFD) immediately upon discovery of the UST. Personnel from the NCRWQCB and the SRFD arrived at the site at approximately 4:30 pm to inspect the UST.

The following points represent EBA's recommendations regarding this matter:

- Immediately remove the contents of the UST and dispose of at a licensed facility.
- Prepare a Work Plan for the removal of the UST and submit to the SRFD for approval. The Work Plan would outline UST removal procedures as required by the SRFD. These requirements include tank cleaning, disposal, collection of soil samples from beneath the UST for chemical analysis, backfill, etc.
- Remove the UST under permit and oversight from the SRFD.
- Dispose of petroleum hydrocarbon impacted soil (if applicable) that is generated during UST removal activities.
- Document the UST removal activities in a report for submittal to the appropriate agencies. The report would provide conclusions and recommendations based on field observations and analytical results.

825 Sonoma Avenue, Suite C Santa Rosa, California 95404 (707) 544-0784 FAX (707) 544-0866
Also in Southern California

- Document the UST removal activities in a report for submittal to the appropriate agencies. The report would provide conclusions and recommendations based on field observations and analytical results.

It should be noted that the UST was encountered during Phase II Environmental Assessment activities. The recommendations summarized above are remedial in nature and beyond the current scope of work and contract.

Should you have any questions or comments regarding the information contained herein, please contact EBA at (707) 544-0784.

Sincerely,
EBA ENGINEERING

Paul Nelson, P.G.
Project Geologist

cc: Michael Dieden Creative Housing Associates, 8758 Venice Boulevard, Suite 101 Los Angeles, California 90034

John Nemeth, Rail Planning Manager, Sonoma-Marin Area Rail Transit District (SMART). 750 Lindaro Street, Suite 200, San Rafael, CA 94901

Equity Community Builders, c/o John Clawson, P.O. Box 29585, San Francisco, CA 94129-0585

EBA

PHOTOGRAPHS OF UST
SMART PROPERTY
SANTA ROSA, CALIFORNIA

PLATE
1

DRAFT

80 0 80
SCALE : 1" = 80'

FIGURE 1

08-1528

SMART PROPERTY
2 FOURTH AND 34 SIXTH STREETS
SANTA ROSA, CALIFORNIA

ADAMSON STREET

PROJECT SITE

WEST SIXTH STREET

JEFFERSON STREET

FIFTH STREET

FOURTH STREET

WEST THIRD STREET

SIDEWALK NOT VISIBLE

APPROXIMATE LOCATION OF UNDERGROUND STORAGE TANK

FORMER REMEDIATION AREA (GENERAL)

FORMER REMEDIATION AREA (GENERAL)

(E) CONCRETE WALK

SANTA ROSA CREEK

SD

SS

GATE

TANK

AC

EBA ENGINEERING

Q:\11528\dwg\Soil Boring Location Map.dwg, Fig 2, 9/30/2008 10:09:22 AM

EBA ENGINEERING
CIVIL & ENVIRONMENTAL ENGINEERS

November 17, 2008

Ms. Joan Fleck
North Coast Regional Water Quality Control Board
5550 Skylane Boulevard, Suite A
Santa Rosa, CA 95403

SUBJECT: REPORT OF FINDINGS
SONOMA–MARIN AREA RAIL TRANSIT PROPERTY, 2 FOURTH STREET AND 34 SIXTH STREET, SANTA ROSA, CALIFORNIA
EBA Project No. 08-1528 (8)

Dear Ms Fleck:

EBA Engineering (EBA) is submitting this Report of Findings (Report) on behalf of New Railroad Square LLC. This Report details the findings from the subsurface investigation activities that were proposed in EBA's Subsurface Investigation Work Plan dated September 4, 2008 and subsequently approved by the North Coast Regional Water Quality Control Board in a letter dated September 17, 2008. The work detailed herein was performed to further evaluate the site for potential environmental impairments which in turn could influence redevelopment costs and long-term liability.

If you should have any questions regarding the proposed work scope presented herein, please contact our office at (707) 544-0784.

Sincerely,
EBA ENGINEERING

Timothy Nielsen
for Staff Geologist

cc: John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor, San Francisco, CA. 94109

Jack Gardner, The John Stewart Company, 1388 Sutter Street, 11th Floor, San Francisco, CA. 94109

Richard Devine, Devine & Gong, Inc., 160 Sansome Street, 7th Floor, San Francisco, CA 94194

John Nemeth, Rail Planning Manager, Sonoma-Marin Area Rail Transit District (SMART). 750 Lindaro Street, Suite 200, San Rafael, CA 9401

Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101 Los Angeles, California 90034

John Clawson, Equity Community Builders, P.O. box 29585, San Francisco, CA 94129-0585

Corey Vincent, Santa Rosa Fire Department, 955 Sonoma Ave., Santa Rosa, CA 95404

Mark Hale, Carlile Macy, 15 3rd Street, Santa Rosa, CA 95401

Dexter Dawes, 350 Santa Rita Avenue, Palo Alto, CA 94301

Michelle Gervais, ARCHILOGIX, 50 Old Courthouse Square, Suite 405, Santa Rosa, CA 95404

Leslye Choate, County of Sonoma Department of Health Service-Environmental Health Division, 475 Aviation Boulevard, Santa Rosa, CA 95403

Prepared for

Mr. Michael Dieden
New Railroad Square LLC
8758 Venice Boulevard, Suite 101
Los Angeles, California 90034

REPORT OF FINDINGS
SONOMA–MARIN AREA RAIL TRANSIT PROPERTY
2 FOURTH STREET AND 34 SIXTH STREET

SANTA ROSA, CALIFORNIA

NOVEMBER 2008

EBA Project No. *08-1528*

Prepared by

Timothy Nielsen
Staff Geologist

Reviewed by

Paul Nelson, P.G.
Project Geologist

Supervised by

Mike Delmanowski, P.G., C.E.G., C.Hg.
Senior Hydrogeologist

CERTIFIED ENGINEERING GEOLOGIST
MICHAEL A. DELMANOWSKI
No. 1843
Exp. 3/31/09
STATE OF CALIFORNIA

EBA ENGINEERING

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TABLE OF CONTENTS

SECTION **PAGE**

1.0 INTRODUCTION

EBA Engineering (EBA) has contracted with New Railroad Square LLC to prepare this Report of Findings (Report) in relation to the proposed redevelopment of the Sonoma-Marin Area Rail Transit (SMART) property located in Santa Rosa, California, hereinafter referred to as the "project site". This report includes a description of the work performed, a site map showing features relevant to the investigation, graphical boring logs, analytical results, and corresponding conclusions and recommendations. Copies of the corresponding Certified Analytical Reports (CARs) are appended, as well as the results from a geophysical survey performed by NORCAL Geophysical Consultants Inc, (NORCAL). Data from the geophysical survey are summarized in a letter report prepared by NORCAL.

Over the period of roughly one month (i.e., mid-September to mid-October), the scope of work included the performance of a geophysical survey, preliminary assessment of suspect areas, advancement of 80 soil borings, and the collection of soil and groundwater samples for chemical analysis. The work initially addressed recommendations outlined in EBA's September 2008 *Subsurface Investigation Work Plan* ([Work Plan] EBA, 2008b), and was further modified and expanded as subsurface conditions warranted. The work detailed herein was accepted by the North Coast Regional Water Quality Control Board (NCRWQCB) in a letter dated September 17, 2008. This Report assesses the site for environmental impairments that could influence redevelopment costs and long-term liability.

2.0 BACKGROUND

2.1 Project Site Description and History

The seven-acre project site consists of two contiguous parcels of land identified as Sonoma County Assessor Parcel Numbers (APN) 010-171-004 (2 Fourth Street) and 010-166-003 (34 Sixth Street). The project site currently consists of a former railroad yard located in a historic district of downtown Santa Rosa. The properties are bounded on the south by Third Street, on the west by former commercial properties identified herein as the 3 West Third Street and 60 West Sixth Street Warehouses, on the north by West Sixth Street, and on the east by the main line railroad track right-of-way and commercial properties, including Aroma Roasters and Hotel La Rose. Santa Rosa Creek is located approximately 160 feet west of the western project site boundary, on the west side of the adjacent commercial properties. Please refer to Figure 2, Appendix A for an illustration of the general features for both the project site and adjacent properties.

Research suggests the project site was used as a railroad freight depot and maintenance/fueling yard from the late 1800's up until the 1960's. Historically, site structures included the main line track system that occupied the eastern side of the property, several associated railroad spurs and siding, a turntable, warehouses and freight houses. Multiple aboveground and underground fuel and water tanks were located throughout the property. Additionally, a Sanborn Fire Insurance map dated 1885 indicates the Santa Rosa Woolen Mills, which operated until 1906, was located in the northwestern portion of the project site.

Presently, the northern portion of the project site contains rough access ways, fencing, and waste lumber. The San Francisco and North Pacific Railroad line right-of-way and associated tracks trend along the eastern boundary of the project site. A freight house lies along the railroad tracks in the south-central portion of the property. The southern portion of the project site has several north-south trending railroad tracks, which disperse throughout the property as spur and main line tracks. Existing utilities include a sanitary sewer line, which trends axially northward from Third Street to Sixth Street and is fed by tie-ins from both Fourth and Fifth Streets. Both Fourth and Fifth Streets also have storm drains, which extend across the project site and terminate at Santa Rosa Creek to the west.

2.2 Project Site Investigation and Remediation Activities

Environmental investigation and remediation efforts have been conducted at the project site from the late 1980's up until the present. Previous efforts have included the removal of underground storage tanks (USTs), soil and groundwater sampling, and remedial excavations. A substantial amount of this work is summarized in the March 2008 *Phase I Environmental Site Assessment* (EBA, 2008a). A brief list of previous remediation efforts is provided below. Please refer to Figure 2, Appendix A for the locations of the miscellaneous features and areas of work identified in the respective bullet items:

- Extensive investigative activities were performed in the northwest area of the project site at the historic location of the Santa Rosa Woolen Mills facility, which operated in this area from the late 1800's until it was destroyed by fire in the 1906 earthquake. After this time, the area was utilized by the railroad for various uses including fuel storage and fueling operations. Soil samples collected in 2002 as part of an investigation of structures within this area indicated significant concentrations of petroleum hydrocarbons present in soil and groundwater in the area of the fueling structures, the area of the former aboveground fuel storage tank, and the location of a former UST. Impacts to soil were identified as being primarily heavy range petroleum hydrocarbons.

- In September 2001, five on-site and off-site groundwater monitoring wells were installed to characterize impacts to groundwater at the project site. A majority of the monitoring wells were installed in the area of the aforementioned Santa Rosa Woolen Mills facility in the northwest portion of the project site. An upgradient, single-screen monitoring well (SRMW-08) was installed on the eastern portion of the property in the vicinity of the main line railroad tracks.

- From June 2002 to November 2002, an additional characterization was performed in the northwestern area and a fenced enclosure at the property. Soil samples collected from these areas indicated significant concentrations of diesel and motor oil in soil. Proposed remedial options included excavation and removal of accessible impacted soil.

- In October and November 2003, approximately 6,500 cubic yards of impacted soil were removed from several areas of the project site. The most significant remediation efforts targeted the northwestern portion of the project site where several areas were excavated

to remove impacted soil. Source removal activities began in the area of a former wooden UST that is indicated on historic Sanborn maps for the Santa Rosa Woolen Mills facility. During the excavation activities, remnants of the former UST were found and removed, whereupon the excavation was advanced to a total depth of approximately 18 feet below ground surface (BGS). A significant amount of free-phase petroleum hydrocarbon product was encountered on the groundwater surface during the excavation activities. The product and water was subsequently pumped, treated and disposed of to the sanitary sewer. The excavation in this area, which resulted in the removal of approximately 700 cubic yards of impacted materials, proceeded to within 20 feet of the existing Sixth Street Warehouse and was subsequently terminated due to concerns of structure stability. Confirmation soil samples indicated that impacted materials containing significant concentrations of diesel and motor oil remained in place in the excavation sidewalls and groundwater in this area.

- Excavation activities in the northwestern portion of the property also included the removal of a fuel pipeline. The associated trench was enlarged as it encountered impacted materials in an area designated as the main pit excavation area. A total of 3,500 cubic yards of impacted materials were removed from this area. The excavation pit extended to depths below first encountered groundwater, which was encountered at approximately 19 feet BGS. The maximum depth attained by the excavation was approximately 22 feet BGS. Impacted groundwater encountered within the excavation pit, which included free-phase petroleum hydrocarbon product, was subsequently removed using pumps, treated, and disposed of to the sanitary sewer.

- Additional excavation was also performed on the south side of the aforementioned product line trench in the northwestern area. Approximately 325 cubic yards of impacted soil was removed from this area.

- Approximately 270 cubic yards of impacted soil was excavated and removed in the southwestern side of the project site identified as the "southern warehouse area".

- Quarterly groundwater monitoring performed in the northwestern portion of the project site property and west into the neighboring property parcel indicated low levels of petroleum hydrocarbons in a monitoring well identified as SRMW-13 located in the northwest corner of the property. In addition, the fuel oxygenate methyl tert-butyl ether (MtBE) was detected in SRMW-8 located on the northeast side of the property. The remaining monitoring wells appear to have been relatively free of impacts during the time monitored.

3.0 PROJECT SITE CONDITIONS

3.1 Regional Geology

The project site is centrally located within the Santa Rosa Plain, which is part of the Coast Range Geomorphic Province of northern California. The Coast Range Geomorphic Province is generally characterized as a series of northwest trending elongated ridges and valleys that are a result of folding and faulting. The Santa Rosa Plain, in turn, consists of alluvial fan deposits of Pleistocene and Holocene age. The alluvial fan deposits form a nearly continuous blanket over the Santa Rosa Plain and consist of poorly sorted coarse sand and gravel, moderately sorted fine sand and silt, and silty clay. The region of the project site has been mapped as having basement materials that underlie the alluvial fan deposits. The basement materials consist of marine sedimentary rocks of the Miocene Age Wilson Grove Formation. Portions of the Wilson Grove Formation are overlain in places by younger continental sedimentary rocks of the Pliocene-Pleistocene Age Glen Ellen Formation (Cardwell, 1958).

3.2 Project Site Geology and Hydrogeology

Previous subsurface investigations have documented that the project site is underlain by sandy silt and clay units from approximately zero to 20 feet BGS. These units, in turn, are underlain by a laterally continuous coarser grained unit composed of sand and gravels extending to approximately 30 feet BGS.

Groundwater has been encountered at depths ranging from seven to 16 feet BGS in on-site soil borings and monitoring wells. Groundwater monitoring has also indicated the groundwater flow direction to be approximately west-southwest towards Santa Rosa Creek.

4.0 SCOPE OF WORK

In accordance with both the Phase I Environmental Site Assessment recommendations (EBA, 2008a) and the objectives outlined in the Work Plan (EBA, 2008b), EBA assessed environmental conditions on the property that were either unknown or not completely characterized as part of previous investigative work performed by others. The following bullet items provide a general chronological synopsis of the work performed:

- A complete geophysical evaluation of the project site was performed to investigate for possible buried objects and debris, utilities, and other anomalies. In addition to canvassing the entire site, specific features of interest were also targeted. These features included an eastward trending buried steel pipeline that was observed in previous work near the western project site boundary (60 West Sixth Street Warehouse), as well as a buried corrugated metal pipe (CMP) structure within the fenced enclosure located in the east-central portion of the project site.

- Suspect areas and anomalies identified by the geophysical survey were further evaluated using an excavator. Findings from the excavation activities included the discovery of a previously undocumented 550-gallon UST. The contents of this UST were subsequently evacuated. The nature of two existing concrete slabs located in the west-central portion of the project site was also evaluated.

- EBA implemented a soil and groundwater sampling program that included the advancement of 75 soil borings at the locations shown on Figure 2 (Appendix A). Borehole depths varied from approximately five to 25 feet BGS and utilized hollow-stem auger (HSA), cone penetration testing (CPT), and Hydropunch® drilling methods, with hand-clearance of boreholes to appropriate depths.

- Select soil samples collected from shallow and intermediate zones were analyzed for Total Petroleum Hydrocarbons as gasoline, diesel, and motor oil (TPH-g TPH-d, and TPH-mo), polycyclic aromatic hydrocarbons (PAHs), volatile organic compounds (VOCs), and California Assessment Manual (CAM) 17 metals. Samples of native soil immediately adjacent to pipe bedding material at selected sanitary sewer and storm drain locations were also collected to evaluate potential impacts from off-site sources.

- Groundwater grab samples, which were collected at 25 locations on the project site from either shallow (15 feet BGS) or deep (25 feet BGS) water-bearing zones, were analyzed for TPH-g, TPH-d, TPH-mo, and VOCs. Groundwater samples were also collected from existing on-site monitoring wells SRMW-07 and SRMW-08, which are screened across both water-bearing zones.

- Additional soil and groundwater grab samples were collected in response to the initial findings from the aforementioned activities. The additional work scope included the advancement of seven soil borings at select locations on the property. These soil borings were advanced in order to better characterize heavy range petroleum hydrocarbon and VOC impacts to soil and groundwater.

The following table provides a summary of soil boring identifications, approximate completion depths, and drilling/sampling methodologies employed as part of the various scopes of work and as described in greater detail in Section 5.0 (*Investigative Procedures*) of this Report.

TABLE A

SOIL BORING ID (Number of Soil Borings)	APPROXIMATE DEPTH (Feet BGS)	SOIL BORING METHOD & TARGET SAMPLES
Deep Groundwater Characterization: SB-1 Through SB-10 (10)	25	CPT/Hydropunch® Deep Groundwater Sample (only)
Shallow Groundwater Characterization: SB-1A Through SB-9A, SB-1B/C/D/E/F, SB-11, SB-13-W, SB-55-W, SB-61-W, SB-28-W, SB-42-W (20)	15	Hollow-stem Auger Shallow Groundwater Sample* Soil samples collected at ~2 and 5 feet BGS, as well as ~10 feet BGS at selected locations.
Soil Characterization (Sanitary Sewer and Storm Drains): SB-12 Through SB-14 (3)	10	Hollow-stem Auger/Hand Auger Soil Sample (only) Soil samples collected at 10 feet BGS.
Shallow Soil Characterization (Railroad Spur and Other Miscellaneous Locations): SB-18 Through SB-61, SB-30A/B, SB-45B (47)	5	Hollow-stem Auger/Hand Auger Soil Sample (only) Soil samples collected at ~2 and 5 feet BGS
Suspect Areas/Anomalies: S-N-Gate@2' and 3', S-FE@1' (3)	3	Excavator Soil Samples (only) Soil samples collected at 1, 2, or 3 feet BGS

* = No groundwater samples were collected from SB-5A, SB-9A, SB-61-W and SB-42-W due to dry conditions. In addition, no groundwater samples were collected from SB-1C/E/F due to the close proximity of prior groundwater sampling.

CPT = Cone Penetration Test.

~ = Approximately.

BGS = Below Ground Surface.

5.0 INVESTIGATIVE PROCEDURES

The following subsections provide a detailed description of the investigative procedures employed to implement the scope of work outlined in Section 4.0 (*Scope of Work*) of this Report.

5.1 Geophysical Survey

On August 29 and 30 and September 2, 2008, NORCAL performed a geophysical survey at the project site. The geophysical survey was accomplished by traversing the project site on a 5-foot by 10-foot grid using a magnetometer (MAG) and electromagnetic terrain conductivity meter (EM) to define localized magnetic and conductivity variations (anomalies) that might be caused by metallic and non-metallic subsurface sources. Based on these results, ground penetrating radar (GPR) was locally used to further define the nature of possible sources in terms of approximate dimensions and depth. Additionally, electromagnetic line locating methods (EMLL) were used to locate utilities and for correlation with the MAG, EM, and GPR results. The locations of all suspected subsurface features were documented on a scaled site plan. The two-person crew headed by a California Professional Geophysicist performed the field survey under the supervision of EBA.

5.2 Evaluation of Suspect Areas

Suspect areas and anomalies identified by the geophysical survey, as well as concrete structures located in the west-central portion of the project site and in the fenced enclosure, were evaluated using an excavator. On September 29 and October 1, 2008, EBA supervised John's Excavating (John's) of Santa Rosa, California in the exploration activities. In each case, the scope of work associated with this task was limited to diagnosing the respective features by excavating the area in question, then integrating subsequent sampling and testing services if deemed warranted. Following each exploration, the excavation was backfilled to ground surface using the excavation spoils. In regards to the concrete slab locations, the concrete slabs were broken up and stockpiled on-site adjacent to the corresponding excavation. Metal pipes and debris were also stockpiled on-site adjacent to the corresponding excavations in a similar manner. It should be noted that the eastward trending pipe observed in previous work near the western project site boundary (60 West Sixth Street Warehouse) was not found during the excavation activities. However, a previously unknown steel pipe was uncovered near the northeast corner of the 3 West Third Street Warehouse (Figure 2, Appendix A).

5.3 Utility Clearance and Permitting

Prior to the start of drilling activities, the project site was marked for Underground Service Alert (USA) and a drilling permit was obtained from the County of Sonoma Department of Health Services–Environmental Health Division.

5.4 Drilling and Soil Sample Collection

On September 16 through 25 and October 15, 2008, EBA supervised Clear Heart Drilling of Santa Rosa, California in soil boring advancement at the project site. The shallow soil borings (i.e., 15 feet BGS or less) were drilled using a conventional rotary auger drill rig equipped with HSAs. The upper five feet BGS of the soil profile was continuously sampled and screened in the field for VOCs using a photo-ionization detector (PID). With few exceptions, two (2) soil samples were collected in the upper five feet BGS and retained for chemical analysis. The soil samples retained for chemical analysis were collected in 2-inch diameter by 6-inch long stainless

steel tubes, sealed, capped, and labeled pending transport under chain-of-custody (COC) procedures to K Prime Inc., (K Prime) a California State-certified laboratory. Soil samples selected for VOC analysis were retained in Encore® samplers in accordance with Environmental Protection Agency (EPA) Method 5035.

Please note that the above sampling scheme does not pertain to soil borings SB-12 through SB-14, which targeted the sanitary sewer and storm drain locations. In the case of these soil borings, soil samples retained for chemical analysis were limited to the actual pipe bedding backfill material or soil in proximity of the pipe invert depth. Similarly, select step-out soil borings were advanced for a specific purpose that included separate sampling protocols. These included the step-out and follow-up soil borings SB-30A/B, SB-1B/C/D/E/F, SB-13-W, SB-55-W, SB-61-W, SB-28-W, and SB-42-W.

Each of the soil borings were logged in accordance with the Unified Soil Classification System (USCS) and recorded on a geologic boring log. Cuttings generated during drilling activities were retained and stored on-site in properly labeled DOT 17H 55-gallon steel drums pending characterization and disposal.

5.5 Shallow Groundwater Grab Sample Collection

Shallow groundwater grab samples were collected by advancing the respective boreholes approximately three feet below first encountered groundwater, whereupon the borehole tooling was retracted several feet and temporary polyvinyl chloride (PVC) slotted well casing was placed in the borehole. Following placement of the PVC casing, a groundwater grab sample was collected using a disposable bailer. The depth to groundwater within the temporary slotted casing was measured to the nearest 0.1 foot BGS prior to sample collection and recorded on the geologic boring logs.

Upon sample collection, the groundwater grab samples were transferred directly into laboratory-supplied containers from the bailer using a bottom-fitting dispenser to minimize volatilization and agitation of the sample. The sample containers were then labeled and placed under refrigerated conditions pending transport under COC procedures to K Prime for chemical analysis.

5.6 Deep Groundwater Grab Sample Collection

On October 6 and 7, 2008, EBA supervised Gregg Drilling and Testing Inc. (Gregg) in the advancement of ten CPT soil borings and the collection of deep groundwater grab samples using Hydropunch® sampling techniques. CPT drilling involves the advancement of a steel rod equipped with a cone tip that is capable of measuring miscellaneous lithologic parameters including Cone Bearing Pressure (Qc), Sleeve Friction (Fs), Pore Water Pressure (U), and Dual-Axis Inclination. The CPT rig and support truck are completely self-contained with an on-board water supply, steam cleaner, and decontamination station. The maximum depths of the CPT soil borings were approximately 25 feet BGS.

Data generated by the CPT drilling allowed EBA to evaluate the thickness and lithological characteristics of the stratigraphy at each of the respective CPT soil boring locations. This information was used to determine the depth of discrete groundwater sampling locations. Upon termination of the CPT soil boring, a second soil boring, located several feet from the previous soil boring, was advanced using the CPT rig and groundwater grab samples were collected using a Hydropunch® discrete groundwater sampling device at the target depth interval as identified in the initial CPT soil boring. This protocol was repeated at each of the CPT soil boring locations. Please refer to Appendix E for Gregg's *CPT Site Investigation Report* for graphical CPT boring logs and a description of the CPT methodology.

Groundwater grab samples were collected from the Hydropunch® discrete sampling device using a small diameter polyethylene bailer. Upon sample collection, the groundwater grab samples were transferred directly into laboratory-supplied containers from the bailer using a bottom-fitting dispenser to minimize volatilization and agitation of the sample. The sample containers were then labeled and placed under refrigerated conditions pending transport under COC procedures to K Prime for chemical analysis.

5.7 Monitoring Well Sampling

The existing on-site monitoring wells SRMW-07 and SRMW-08 were sampled by EBA on October 2, 2008 in accordance with EBA's Standard Operating Procedures for Groundwater Monitoring (SOPs) enclosed in Appendix F. Please refer to these SOPs for specific details regarding the various sampling protocols. Data compiled during the sampling activities were recorded on field sampling data sheets. Copies of the field sampling data sheets are included in Appendix G. All purge water generated during well sampling activities was retained and stored on-site in properly labeled DOT 17H 55-gallon steel drums pending characterization and subsequent disposal.

5.8 Equipment Decontamination and Borehole Abandonment

The drilling and sampling equipment was cleaned before drilling each soil boring to minimize the possibility of cross contamination. In addition, the sampling equipment was cleaned prior to collecting each soil sample with a tri-sodium phosphate solution and a potable water rinse. Equipment and tooling was cleaned on-site within a plastic-lined containment area. Decontamination water generated by the cleaning operations was retained and stored on-site in properly labeled DOT 17H 55-gallon steel drums pending characterization and disposal.

Upon completion of drilling and sampling activities, each of the HSA, CPT and hand augered soil borings were backfilled with cement grout to grade.

5.9 Analytical Testing

Each soil sample retained for chemical analysis was analyzed for TPH-d and TPH-mo using EPA Methods 8015DRO and 8015HRO, respectively. In addition, four soil samples were analyzed for TPH-g using EPA Method 8015GRO. Finally, soil samples from every fifth soil boring and other select locations were analyzed for the full list of VOCs and fuel oxygenates using EPA Method

8260B, PAHs using EPA Method 3550/8270, and CAM 17 metals (antimony, arsenic, barium, beryllium, cadmium chromium, cobalt, copper, lead, mercury, molybdenum, nickel, selenium, silver, thallium, vanadium and zinc) using EPA Method 6010/7000. In the case of PAHs and CAM 17 metals, only the shallow soil sample from each soil boring was analyzed initially, followed by analysis of the deeper soil sample if elevated concentrations were detected in the shallow sample.

The groundwater samples collected for chemical analysis were analyzed for TPH-d, TPH-mo, and TPH-g using EPA Methods 8015DRO, 8015HRO, and 8015GRO respectively, as well as for the full list of VOCs and fuel oxygenates using EPA Method 8260.

6.0 FINDINGS

6.1 Geology and Hydrogeology

The geology of the project site is generally characterized by shallow (one to two feet BGS) rocky fill underlain by various lithologies including sandy silt and clayey sediments that contain varying amounts of angular to sub-rounded gravel. These finer-grained sediments extend to approximately 20 feet BGS, and are underlain by a laterally continuous coarser grained unit, defined in general as sand by the CPT, which extends to at least 25 feet BGS, the maximum depth explored.

The hydrogeology of the project site is likely controlled by aggradational packages of sediments separated by clayey layers. At an average depth of approximately 13 to 15 feet BGS, a thin, laterally extensive sandy unit overlays a similarly laterally extensive clayey bed. This more impervious underlying clay likely acts as a confining layer and inhibits the vertical migration of fluids. Based on this characteristic, the resulting perched groundwater in the more permeable sandy unit at 15 feet BGS was independently sampled from the deeper water-bearing zone that is present at approximately 20 to 25 feet BGS.

Historical groundwater monitoring has indicated the predominant groundwater flow direction to be approximately west-southwest across the project site, towards Santa Rosa Creek. As a result, the eastern portion of the project site is upgradient relative to the western portion.

6.2 Geophysical Survey

Findings from the geophysical survey identified several suspect areas. The most significant anomalies were identified in the west-central, south and north-central portions of the project site. It should be noted that the geophysical data was obscured in some areas of the project site by the presence of fencing, metal debris, buildings and railroad cars. Please refer to the NORCAL geophysical survey report included in Appendix D for a summary of the work performed, as well as maps indicating the suspect areas identified during the survey.

6.3 Evaluation of Suspect Areas

As previously mentioned, a UST was discovered on September 29, 2008 during excavation of the suspect areas. The UST was discovered while investigating a steel pipe that trended east from the northeastern corner of the 3 West Third Street warehouse approximately 50 feet, whereupon it turned towards the north. A second pipe was discovered that trended east-west across the project site. The UST was discovered while uncovering this east-west trending pipe. The UST was buried approximately one-foot BGS and was filled with what appeared to by oil. Given its relatively small size (550 gallons), the UST may have been used for heating oil storage. It should be noted that the UST is located in the west-central portion of the project site in the area identified by the geophysical survey as containing anomalies. The City of Santa Rosa Fire Department (SRFD) and NCRWQCB were notified immediately of the discovery. SRFD and NCRWCB personnel conducted site visits on September 29, 2008. The contents of the UST, which appeared to be comprised of oil, were removed by Maximum Oil Service LLC of Vallejo, California on October 1, 2008. The contents were hauled to Ramos Environmental Services of Sacramento, California, a licensed disposal facility. Disposal documentation was forwarded to the appropriate agencies on October 20, 2008. The UST was subsequently covered with plywood and soil and left in place.

In addition to the UST, several pipes, buried debris and railroad ties were uncovered during this phase of the investigation. When debris was uncovered, its location was documented and the material was generally left in place to be removed during project site development. Notably impacted soil was discovered at the northern portion of the project site and beneath the concrete slab within the fenced enclosure. The impacted material that was excavated in the northern portion of the project site was placed on, and covered with plastic sheeting pending characterization and disposal. Soil samples were obtained from both locations. The remaining suspect areas, including the former fuel island, CMP structure, and concrete structures, did not reveal any significant findings beyond buried wood and railroad ties, bricks, metal and debris. Please refer to Figure 2, Appendix A for the locations of the evaluated areas and sample locations.

6.4 Analytical Results

The tabulated analytical results from this investigation are presented in Tables 1 through 6, Appendix B. The CARs, including quality assurance/quality control (QA/QC), COC documentation, Method Reporting Limits (MRLs) and Reporting Limits (RLs) are included in Appendix I. The following subsections summarize the analytical findings from this investigation.

6.4.1 Soil

Analytical results indicate that approximately 23 percent of the soil samples analyzed contained detectable concentrations of TPH-d and TPH-mo. The TPH-d concentrations ranged from 15.9 to 4,410 milligrams per kilogram (mg/kg), with an average concentration of approximately 860 mg/kg. The TPH-mo concentrations, in turn, ranged from 21.0 to 3,570 mg/kg, with an average concentration of approximately 1,000 mg/kg. With the exception of three locations (SB-26, SB-33 and SB-56), the TPH-d and TPH-mo concentrations typically diminished with depth, and in

many cases declined to nondetectable levels in the deeper soil samples. Whereas the SB-26, SB-33 and SB-56 locations exhibited higher concentrations at depth, these conditions don't appear to be significant (i.e., related to a former UST, etc.) as the concentrations detected are relatively minor (50.2 to 52.7 mg/kg). Other pertinent findings with respect to petroleum hydrocarbons in soil are as follows:

- The SB-1A soil boring location exhibited significant petroleum hydrocarbon impacts to a depth of approximately 14 feet BGS. Step-out soil borings (SB-1B, SB-1C, SB-1D, SB-1E and SB-1F) were advanced around SB-1A in a successful effort to define the lateral and vertical extent of impacts in the area.

- Two soil samples were collected from the northern portion of the project site during the excavation activities (S-N-GATE @2' and S-N-GATE@3'). Analytical results indicated heavy range petroleum hydrocarbons in the shallow soil sample (S-N-GATE@2') with non-detect results for the deeper soil sample (S-N-GATE@3').

- TPH-g was detected in only one of the soil samples (S-FE@1') at a concentration of 402 mg/kg.

A total of 13 soil samples were analyzed for PAHs during this investigation. Analytical results indicated non-detect results with the exception of three locations (SB-1A, SB-8A and SB-60). SB-8A was the only location that warranted analysis of the deeper soil sample due to relatively higher and more consistent PAH concentrations. The resultant soil sample (SB-8A@5') collected at five feet BGS exhibited marked lower concentrations than the 2-foot deep soil sample (SB-8A@2'). Please note that the SB-1A soil sample (SB-1A@7.5') exhibited elevated PAH concentrations. However, subsequent deeper soil samples from SB-1A were not analyzed for PAHs due to the known deeper petroleum hydrocarbon impacts and the expected required future remediation of this area.

In regards to CAM 17 metals, analytical results from this investigation exhibit generally consistent concentrations that are considered indicative of background conditions. The one exception corresponds to the lead concentration detected in soil sample SB-60@2', which exhibited a concentration of 86 mg/kg. The lead concentrations detected in the remaining soil samples ranged from 5.6 to 21.1 mg/kg.

A total of 28 soil samples from 16 locations were analyzed for VOCs during this investigation. Tetrachloroethene (PCE) was the most prevalent of the observed VOCs as exhibited by detections at four of the 16 locations at concentrations ranging from 1.44 to 6.06 micrograms per kilogram (µg/kg). Included in the detectable concentrations of PCE are the soil samples that were collected from the SB-13 sanitary sewer location at a depth of nine feet BGS (SB-13@9') and at depths of ten feet BGS at the SB-28 and SB-61 locations. Please note that VOCs other than PCE were detected at only one location. This location corresponds to the shallow soil sample that was collected from beneath the concrete slab within the fenced enclosure (S-FE@1'). The VOCs detected at this location included m+p xylenes, o-xylene, n-propylbenzene, 1,3,5-trimethylbenzne, 1,2,4-trimethylbenzene, sec-butylbenzene, 4-isopropyltoluene and n-butylbenzene at concentrations ranging from 422 to 12,100 µg/kg. It should be noted, however,

that field observations during the exploratory excavation of this area indicated that the soil impacts were limited in vertical extent as the impacts appeared to diminish with depth.

Please refer to Figure 2, Appendix A for soil boring/sample locations, Appendix I for CARs and Tables 1 through 4, Appendix B for tabulated analytical results.

6.4.2 Groundwater

As previously noted, two water-bearing zones were sampled separately during this investigation. TPH-g, TPH-d, and TPH-mo were detected in only a few of the locations. The most notable of these detections correspond to TPH-d in SB-1 and SB-1A at concentrations of 29.7 and 27.0 milligrams per liter (mg/L), respectively, and TPH-d in SB-55 at a concentration of 2.64 mg/L. The SB-55 location is significant because there was no evidence of shallow soil impacts at this location and it is downgradient from an active leaking underground gasoline storage tank site located at 101 Wilson Street (Hotel La Rose). It should be noted that the SB-55 result was flagged by the laboratory as being a heavier hydrocarbon than gasoline and a lighter hydrocarbon than diesel, thereby suggesting the presence of weathered gasoline.

In regards to VOCs, PCE was detected in 19 of the 25 sampling locations from both shallow (approximately 15 feet BGS) and deep (approximately 25 feet BGS) water-bearing zones. Trichloroethene (TCE) and cis-1,2-dichloroethene (cis-1,2-DCE), both breakdown products of PCE, were also detected at various locations. It should be noted that PCE is also present in several upgradient monitoring wells located as far as approximately 400 feet east of the project site. In addition to the aforementioned chlorinated solvents, methyl tert-butyl ether (MtBE) was detected at various locations at the project site, while other miscellaneous VOCs were also detected at the SB-55-W location.

Please refer to Figure 2, Appendix A for groundwater sampling locations, Appendix I for CARs and Tables 5 and 6, Appendix B for tabulated analytical results.

7.0 DISCUSSION AND CONCLUSIONS

The following subsections summarize the findings and present conclusions from the drilling activities that were conducted during this investigation.

7.1 Soil

The presence of heavy range petroleum hydrocarbons (TPH-d and TPH-mo) in shallow soil at the project site is not surprising given its historic use as a railroad yard and light industrial area. In general, the detected concentrations were observed along the railroad spurs (former and current) and typically decreased with depth, thereby indicating the shallow nature of the impacts. Ultimately, the heavy range petroleum hydrocarbons in soil can be addressed as part of a Soil and Groundwater Management Plan (S&GMP) during site development activities. It should be noted that soil impacts observed during past investigations (i.e., "SRB-20", Geomatrix Consultants [Geomatrix], 2000 and the "Southern Warehouse" and "Fenced Enclosure" areas,

Kennedy/Jenks Consultants, [Kennedy/Jenks], 2004), which included elevated petroleum hydrocarbon concentrations in shallow soil, should also be addressed as part of the S&GMP.

One significant exception to the TPH-d and TPH-mo conditions described above corresponds to the area near SB-1A. The soil impacts in this area appear to extend to a depth of about 14 feet BGS and have been generally defined both laterally and vertically by soil borings SB-1B through SB-1F. The source of the soil impacts are unknown, however, they appear to be the result of a surface spill(s) based on the shallow initial occurrence (two feet BGS) of petroleum hydrocarbons. The elevated concentrations that were detected in this area will require future soil remediation.

In regards to the PAH detections, these compounds are often associated with heavy range petroleum hydrocarbons and their presence in shallow soil is to be expected. The levels of PAHs are generally below the San Francisco Bay Area Regional Water Quality Control Board (SFRWQCB) Environmental Screening Levels (ESLs) and the United States Environmental Protection Agency Region 9 Preliminary Remediation Goals (PRGs). One exception corresponds to the detection of benzo (A) pyrene in soil sample SB-1A@7.5'. As noted earlier in Subsection 6.4.1, this is the area that will require future soil and/or groundwater remediation given the high concentrations of petroleum hydrocarbons that were detected in soil and groundwater. In general, PAHs in soil can be addressed as part of the S&GMP during site development activities.

The various metals detections at the project site appear to be generally indicative of background levels. Whereas the lead concentration detected in soil sample SB-60@2' (86 mg/kg) is elevated as compared to the remaining soil sample locations, it is well below regulatory action levels. Although this level of lead in soil doesn't require special handling, it would require further testing for disposal purposes. This is also true for the background concentrations of chromium detected in the project site soil. It should be noted that the arsenic concentrations in soil are consistent with past investigations (Geomatrix, 2000), as well as background concentrations in California in general (Bradford, et. al., 1996). In this regard, metals in soil can be addressed in the S&GMP during site development activities.

The detections of PCE in shallow soil appear to be randomly distributed along the railroad spurs at the project site. The source of these impacts is unknown but may have been associated with historic railroad operations (i.e., train/parts cleaning, etc.). PCE was also detected in soil adjacent to the sanitary sewer at the eastern edge of the project site. However, this PCE may be related to the sanitary sewer and/or associated pipe bedding material which may be serving as conduits for upgradient sources. This interpretation is supported by the fact that the shallow soil sample from this location (SB-13-W@5') did not contain PCE above the RL. Overall, the PCE concentrations in soil at various locations are well below the PRGs and ESLs for this constituent and can be addressed as part of the S&GMP.

7.2 Groundwater

The shallow and deep water-bearing zones underlying the project site appear to be relatively free of petroleum hydrocarbon impacts with the exception of the heavy range petroleum hydrocarbon

concentrations detected in groundwater in the SB-1/1A and SB-55 areas (presented in Subsection 6.4.2 above). Further details regarding these areas are provided as follows:

- The SB-1A-W (shallow water-bearing zone) concentrations are most likely due to the documented impacts in soil at this location. However, the TPH-d result for SB-1 is significant because the groundwater sample was collected from beneath the previously identified clay layer at a depth of 20 to 24 feet BGS. The clay layer was sampled during the advancement of SB-1A with non-detect results (SB-1A@15'). A possible explanation for this condition may be the presence of preferential pathways to the deeper water-bearing zone that were not observed during the previous drilling and soil sampling activities. Another explanation may be that the location of this soil boring is just south of the excavation work carried out as part of previous remediation efforts (Kennedy/Jenks, 2004). This previous effort culminated in the excavation and removal of approximately 6,500 cubic yards of petroleum hydrocarbon impacted soil, with depths reaching shallow groundwater (15 feet BGS) and below (18 feet BGS). Thus, it is possible that the excavation below the upper impacted soil induced further mobilization of the contaminants by possibly compromising the confining clay layer at approximately 15 feet BGS.

- Soil boring SB-55-W is located on the northeastern (upgradient) portion of the project site. Thus, it appears that the petroleum hydrocarbons detected (weathered gasoline) in groundwater at this location are related to an off-site source, possibly the USTs formerly located and/or abandoned at the Hotel La Rose site.

The remaining groundwater impacts correspond to MtBE and the chlorinated solvents PCE, TCE and cis-1,2-DCE. The presence of these constituents appears to be ubiquitous in the shallow and deep water-bearing zones underlying the project site. However, as for the cause of these impacts, there were no apparent on-site sources identified as part of this investigation. In this regard, the following evaluations are offered:

- Whereas shallow PCE detections were encountered in on-site soils, the concentrations are low and don't appear to represent a source large enough to impact groundwater on a scale as seen in the groundwater sample results.

- PCE was detected in groundwater samples both with and without detectable levels in overlying relevant soil samples.

- Groundwater sample results from the eastern (upgradient) edge of the project site (SB-7A-W, SB-8-W, SB-8A-W, SB-13-W and SRWW-08) exhibit detectable concentrations of PCE and/or TCE, cis-1,2-DCE and MtBE.

- PCE has been detected (February 4, 2008) in five upgradient monitoring wells (MW-12, MW-14, MW-15, MW-16 and 16D) that are associated with another site. The furthest of these monitoring wells (MW-12) is located approximately 400 feet upgradient of the project site. A copy of the CAR documenting the PCE detections in these monitoring wells is enclosed in Appendix J.

Based on these various lines of evidence, it appears that the MtBE and chlorinated solvent impacts to groundwater observed at the project site can likely be attributed to off-site, upgradient sources.

8.0 RECOMMENDATIONS

The following points present recommendations for addressing the pertinent environmental concerns discussed in the previous sections:

- Prepare a UST Removal Work Plan for the discovered oil UST and submit it to the SRFD and NCRWQCB for review and approval. Permit and remove the discovered UST upon receipt of approval and submit a Report of Findings documenting the removal activities, analytical results and conclusions and recommendations.

- Prepare a Soil Remediation Work Plan to address the deep soil impacts encountered in the area of soil boring SB-1A. Implement the work plan under permit and approval from the SRFD and NCRWQCB. Prepare a Report of Findings documenting the soil remediation activities, analytical results and conclusions and recommendations.

- Prepare a S&GMP for use during project site development to address the heavy range petroleum hydrocarbons, PCE, metals, and PAHs in shallow soil. As outlined in a February 23, 2007 NCRWQCB letter to Union Pacific Railroad, the S&GMP must include: *"1) a proposal to remove the known areas of shallow soil impacts, 2) a method to characterize, manage and dispose of any soil/fill material removed from the site for development reasons, and 3) a contingency plan for a potential encounter with newly discovered areas of contaminated soil and/or groundwater, or subsurface piping or structures, during trenching, parking garage construction and property development"*. Additionally, the S&GMP "*.....must also include a method to control groundwater, impacted or otherwise, if encountered during the installation of utilities....*". Please refer to Appendix H for a copy of the February 23, 2007 letter. The areas to be addressed in the S&GMP should include, but may not be limited to: the railroad spurs that will be removed during development activities; the area in the "fenced enclosure", including the concrete slab area; the "southern warehouse" area that was documented by Kennedy/Jenks (Kennedy/Jenks, 2004); the SRB-20 area documented by Geomatrix (Geomatrix, 2000); and the north-central area of the project site identified during this investigation. It should be noted that railroad ties are considered special waste and must be disposed of at an appropriate facility. Therefore, any railroad ties that are removed during development activities must be stockpiled and disposed of properly. Finally, the debris encountered during this investigation should be disposed of properly during development activities.

- In regards to groundwater impacts, there are three primary areas of concern at the project site: 1) the area near SB-1; 2) the area near SB-55-W; and 3) the widespread VOC detections in groundwater. EBA recommends that the impacted soil be removed in the

vicinity of SB-1 and shallow groundwater monitoring wells be installed to evaluate the effectiveness of soil remediation on groundwater quality. Furthermore, EBA recommends that deeper screened monitoring wells be installed in the vicinity of SB-1 to evaluate deeper groundwater quality. In regards to the SB-55-W area and the widespread VOC impacts, it appears that these areas are associated with upgradient, off-site sources and that any further investigation that may be required should be the responsibility of others.

9.0 LIMITATIONS

This report was prepared in accordance with generally accepted standards of environmental geological practice at the place and time this investigation was performed. This warranty is in lieu of all other warranties, either expressed or implied. This investigation was conducted solely for the purpose of evaluating environmental conditions of the soil and groundwater with respect to hydrocarbons previously detected at the site. No soil engineering or geotechnical references are implied or should be inferred. Evaluation of the geologic conditions at the site for the purpose of this investigation is made from a limited number of observation points. Subsurface conditions may vary away from the data points available. Additional work, including further subsurface investigation, can reduce the inherent uncertainties associated with this type of investigation. This report has been prepared solely for the Client and any reliance on this report by third parties shall be at such party's sole risk.

When conducting geophysical surveys, it is important to recognize that there are limitations unique to each geophysical method and that it is possible that not all buried objects or substructures may be detected or characterized by any given method. These limitations may include; 1) subsurface targets that are at depths beyond the detection limits of specific instruments; 2) subsurface targets may not provide an adequate contrast in physical properties with the surrounding soils, such as non-metallic pipes, pipes with insulated joints, or pipes underwater; and 3) there may be other features above or below ground, such as metal debris, reinforcement, other nearby utilities, and/or building structures, that cause instrumental interference and do not allow detection of certain subsurface anomalies.

10.0 REFERENCES

Bradford et al., March 1996, *Kearney Foundation of Soil Science, Background Concentrations of Trace and Major Elements in California Soils, University of California Division of Agriculture and Natural Resources*,.

Cardwell, G.T., 1958, *Geology and Ground Water in the Santa Rosa and Petaluma Valley Areas Sonoma County California,* Geological Survey Water-Supply Paper 1427.

EBA Engineering, March 2008a, *Phase I Environmental Site Assessment, SMART Railroad Property, Santa Rosa, California.* EBA Engineering, Santa Rosa, California.

EBA Engineering, September 2008b, *Subsurface Investigation Work Plan, Sonoma-Marin Area*

Rail Transit Property, Santa Rosa, California. EBA Engineering, Santa Rosa, California.

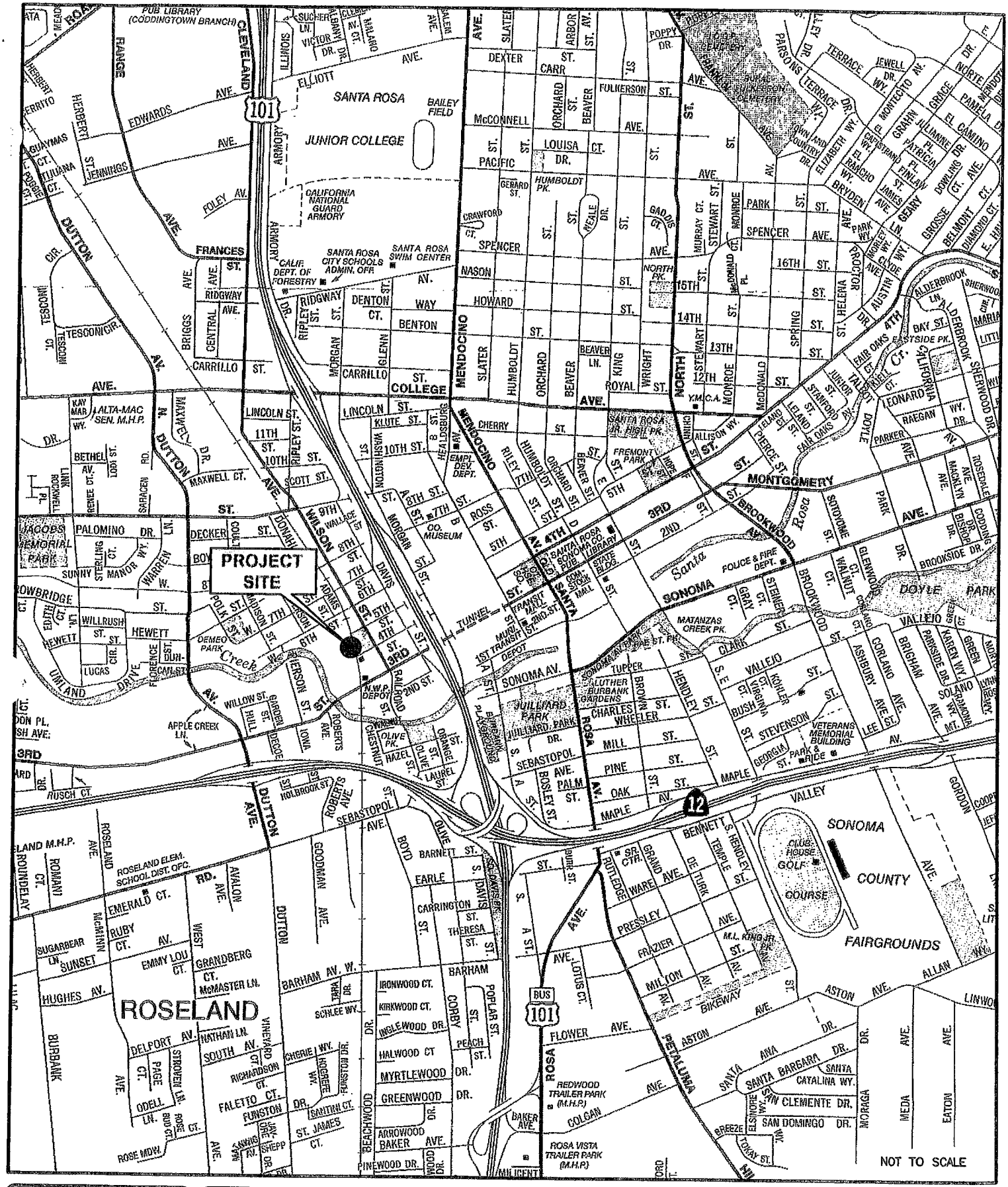
EBA Engineering, May 2008c, *Report of Investigation, 60 West Sixth Street, Santa Rosa, California.* EBA Engineering, Santa Rosa, California.

Geomatrix Consultants, Inc., June 2000, *Soil and Groundwater Investigation and Recommendation for Closure, Santa Rosa Station/Third Street Option Property, Santa Rosa, California.* Geomatrix, Oakland, California.

Kennedy/Jenks Consultants, January 2004, *Source Area Removal Report, Santa Rosa Station, Santa Rosa, California.* Kennedy/Jenks, Roseville, California.

APPENDIX A

FIGURES



EBA ENGINEERING

VICINITY MAP

SMART PROPERTY
2 FOURTH AND 34 SIXTH STREETS
SANTA ROSA, CALIFORNIA

FIGURE 1

08–1528

Q:\1528\dwg\Vicinity Map.dwg, Vicinity, 11/14/2008 11:51:31 AM

California Regional Water Quality Control Board
North Coast Region
Bob Anderson, Chairman

Linda S. Adams
Secretary for
Environmental Protection

www.waterboards.ca.gov/northcoast
5550 Skylane Boulevard, Suite A, Santa Rosa, California 95403
Phone: (877) 721-9203 (toll free) • Office: (707) 576-2220 • FAX: (707) 523-0135

Arnold
Schwarzenegger
Governor

September 17, 2008

SEP 18 2008

Mr. Michael Dieden
New Railroad Square LLC
8758 Venice Boulevard, Suite 101
Los Angeles, CA 90034

Dear Mr. Dieden:

Subject: Comments on Subsurface Investigation Work Plan
Sonoma Marin Area Rail Transit Property
File: Southern Pacific Transportation Company, Third Street, Santa Rosa
Case No. 1TSR196

Regional Water Board staff have reviewed the September 2008 *Subsurface Investigation Work Plan Sonoma Marin Area Rail Transit Property* prepared by EBA Engineering for the former water and fueling railroad yard in Santa Rosa. The property includes two parcels with APNs 010-171-004 (2 Fourth Street) and 010-166-003 (34 Sixth Street).

The proposed scope of work is acceptable. I am aware that the field work is in progress. I can be reached at (707) 576-2675 if you have any questions.

Sincerely,

Joan Fleck
Engineering Geologist

091708_JEF_Dieden

cc: Ms. Corey Vincent, Santa Rosa Fire Department
Ms. Leslie Choate, Sonoma County Environmental Health Division
Mr. Paul Nelson, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404
Mr. Richard Devine, Santa Rosa Canners, LLC, 100 Bush Street, Suite 600, San Francisco, CA 94104-3704
Mr. John Stewart, Santa Rosa Canners, LLC, 1388 Sutter Street, 11th Floor, San Francisco, CA 94109

California Regional Water Quality Control Board
North Coast Region
John W. Corbett, Chairman

Linda S. Adams
Secretary for Environmental Protection

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Arnold Schwarzenegger
Governor

August 31, 2007

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Dear Mr. Grant:

Subject: No Further Action

File: Southern Pacific Transportation Company, 3rd Street Property
Santa Rosa, Case No. 1TSR196

On February 23, 2007, Regional Water Board staff identified items remaining to be completed prior to the issuance of a no further action letter. They included:

- Submittal of documentation showing proper groundwater monitoring well abandonment;
- Submittal of documentation showing completion of waste disposal activities;
- Compliance with the State Water Resources Control Board, Geotracker data base electronic submittal requirements; and
- A written commitment from the person, or persons who will be taking responsibility for the preparation and implementation of a Soil and Groundwater Management Plan.

The first three bulleted items were completed by Union Pacific Railroad. Based on the April 16, 2007 correspondence from Sonoma-Marin Area Rail Transit (SMART), the soil and groundwater management plan will be prepared and implemented by SMART.

Accordingly, no further action is required regarding corrective actions completed for known discharges to soil and groundwater on properties identified as APN 010-166-003 and 010-171-004.

The areas where soil removal previously occurred or where off site migration has occurred may be subject to further regulation, if disturbed during land use changes

and/or property development. Remaining shallow soil impacts, and potential encounters with currently unknown areas of impact must be addressed during the property development process, according to an approved soil and groundwater management plan.

Acceptable components of the soil and groundwater management plan were identified in our February 23, 2007 correspondence. We look forward to receipt and review of that plan in the near future.

This letter does not relate to rail road right of way land south of Third Street where unresolved soil and groundwater issues remain.

If you have any questions, you may call Joan Fleck of my staff at (707) 576-2675.

Sincerely,

for Robert Klamt
Interim Executive Officer

083107_JEF_SPTCONFA.doc

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lilian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lucrecia Millia, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, Ca 94104-3703
Mr. John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor San Francisco, CA 94109
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514

JKS COPY

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North Coast Region
Mr. John W. Corbett, Chairman

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Linda S. Adams
Secretary for
Environmental Protection

Arnold Schwarzenegger
Governor

February 23, 2007

PHASE I CURRENT + SOME PHASE II WORK

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Dear Mr. Grant:

Subject: Case Status
File: Southern Pacific Transportation Company, 3rd Street Property
Santa Rosa, Case No. 1TSR196

Regional Water Board staff has reviewed the August 11, 2006 *Results of Additional Groundwater Monitoring Event and Recommendation for No Further Action* prepared by Kennedy/Jenks Consultants and the file for the Southern Pacific Transportation Company site (Third Street site) in Santa Rosa. The purpose of this letter is to provide you with a written status report regarding our consideration of no further action, and also identify the remaining regulatory requirements for completion of this project and those associated with the proposed property development. Our comments are as follows:

- The post corrective action groundwater verification monitoring results reveal significant water quality improvements in the vicinity of SRMW-13. The presence of separate phase hydrocarbons has been reduced to dissolved concentrations of diesel range hydrocarbons detected at 280, ug/l.

- The area of groundwater impact extends an unknown distance to the west beneath the adjacent property. However, the groundwater analytical results demonstrate that the heavy hydrocarbon plume has not migrated to monitoring wells SRMW-12 to the north, SRMW-06 and SRMW-11 to the west and SRMW-05 and SRMW-14 to the south and therefore, does not appear to be a threat to Santa Rosa Creek.

- Groundwater impacts from Methyl tert Butyl Ether (MtBE) also exist in the vicinity of SRMW-7 and SRMW-8 located on the eastern portion of the site. On site sources of MtBE were investigated and not found. Based on the available information, including MtBE detections in grab groundwater samples and in SRMW-8 at the eastern property boundary, the source of MtBE appears to be off site and up gradient.

Therefore, no further groundwater testing is required at this time associated with the areas where corrective actions have been completed to date. Since the public notice requirements have been completed and comments were not received, you may proceed with monitoring well decommissioning in compliance with Sonoma County Environmental Health Division regulatory requirements.

A no further action letter will be issued upon completion of the following items:

- The submittal of documentation showing proper well abandonment;
- The submittal of documentation showing proper disposal of drummed waste currently stored at the site, if any;
- Compliance with the State Water Resources Control Board, Geotracker data base electronic submittal requirements; and
- A written commitment from the person or persons who will be taking responsibility for the preparation and implementation of a Soil and Groundwater Management Plan, as discussed below.

The subject site is the location of the proposed Sonoma Marin Area Rail Transit (SMART) development project referred to as the Railroad Square Development, a transit-oriented redevelopment project. Regional Water Board staff attended and spoke at meetings during the master developer selection process and provided interested parties with a fact sheet dated May 24, 2006 (Enclosed).

As stated in the fact sheet, the issuance of a no further action letter in this case does not equate to a property with unrestricted land use free of environmental requirements. Areas of shallow soil impacts remain in place, including but not limited to SRB-20 and in the fenced enclosure area in the vicinity of the power pole. Spills and leaks may have also occurred in areas other than those where corrective action was completed in October 2003 due to the historical land use. And deep soil impacts remain in place where corrective action was completed due to site constraints and rainy weather conditions. Groundwater management may also be an issue since the development design includes subsurface parking.

Therefore, the preparation of a soil and groundwater management plan is required, and must be included as a component of the building permit application to the City of Santa Rosa Department of Community Development and Santa Rosa Fire Department. Since the timing of development is unknown, and the Railroad Square Development Project is dependent upon the issuance of a no further action letter that facilitates a change in property ownership to SMART, we only need to have at this time the written commitment from the person or persons who will taking responsibility for the preparation and implementation of the plan.

For your information, the soil and groundwater management plan must include 1) a proposal to remove the known areas containing shallow soil impacts, 2) a method to

characterize, manage and dispose of any soil/fill material removed from the site for development reasons, and 3) a contingency plan for a potential encounter with newly discovered areas of contaminated soil and/or groundwater, or subsurface piping or structures, during trenching, parking garage construction and property development.

The soil and groundwater management plan must also include a method to control groundwater, impacted or otherwise, if encountered during the installation of utilities or construction of the subsurface parking structures. If the subsurface parking garage is constructed below the seasonal high water table and is not designed to be water tight, a post construction groundwater management plan will also be needed. A contingency plan must be included for a proposed water tight structure in the event that it does not function as designed.

For the record, the railroad corridor located south of Third Street and north of Santa Rosa Creek is also part of the over all "site". A discussion regarding this parcel will be forthcoming under separate cover and will be independent of the north of Third Street parcels.

If you have any questions or would like to meet to discuss this case please contact Joan Fleck of my staff at (707) 576-2675.

Sincerely,

David S. Evans
Supervising Engineer

Enclosure: Fact Sheet

023107_JEF_SPTrans

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lillian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lucrecia Millia, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Mike Grant, Union Pacific Railroad, Manager Environmental Site Remediation, 49 Stevenson Street, 15th Floor, San Francisco, CA 94105
Ms. Laura Kennedy, Kennedy/Jenks, 622 Folsom Street, San Francisco, CA 94107
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Messrs John Stewart and Richard Devine, Santa Rosa Canners, 160 Sansome

Street, 7th Floor, San Francisco, Ca 94104
Mr. Mike Martini, Santa Rosa City Counsel, P.O. Box 1678, Santa Rosa, CA 95402
Mr. Jim Eddie, Golden Gate Bridge and Highway Transportation District Board c/o SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Robert Jehn, Sonoma Marin Area Rail Transportation District Chair, 124 North Cloverdale Blvd. Cloverdale, CA 95425
Mr. John Sawyer, Santa Rosa City Council, P.O. Box 1678, Santa Rosa, CA 95402
Mr. Charles McGlashan, Marin County Board of Supervisors, c/o SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, Ca 94903
Mr. David Noren, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Mr. John Anderson, Sonoma County Environmental Health Division
Salvador Family Partnership, 5582 Drakes Drive, Byron, CA 94514

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California Regional Water Quality Control Board
North Coast Region
Geoffrey M. Hales, Chairman

Linda S. Adams
Acting Secretary for Environmental Protection

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Edmund G. Brown, Jr.,
Governor

February 4, 2011

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Sonoma Marin Area Rail Transit
c/o Mr. John Nemeth
750 Lindaro Street, Suite 200
San Rafael, CA 94901

Gentlemen:

Subject: Case Status
File: Southern Pacific Transportation Company, 3rd Street Property
Santa Rosa, Case No. 1TSR196

On January 16, 2009, the Southern Pacific Transportation Company case was reopened as a result of new discoveries reported in the November 2008 *Report of Findings Sonoma-Marin Area Rail Transit Property* and the January 7, 2009 *Additional Information* document prepared by EBA Engineering on behalf of Railroad Square Associates, LLC. The discoveries included an underground oil storage tank (UST), heavy hydrocarbon soil and groundwater impacts in the vicinity of soil boring SB-1, and shallow soil impacts.

Following receipt of this information, Regional Water Board staff requested that Union Pacific Railroad (UPR) and Sonoma Marin Area Rail Transit (SMART) remove the UST and submit two plans; a soil groundwater management plan to address shallow soil impacts and a work plan to address soil and groundwater impacts in the SB-1 area. The Railroad Square Associates LLC responded with the submittal of the *Soil and Groundwater Management Plan* and the *Soil Excavation Work Plan* on August 10, 2009 and October 14, 2009, respectively. For the record, Railroad Square Associates LLC is not a responsible party.

Subsequent written requests regarding tank removal were directed to UPR and SMART on May 27, 2009 and October 30, 2009. As of this date, efforts to remove the tank under permit from the Santa Rosa Fire Department have not been made.

This matter was discussed during the January 20, 2011 meeting held at the Carlile-Macy office in Santa Rosa including the relationship of land development

DCNI-04129

and completion of the environmental work. In summary, completion of the environmental work is critical for these reasons:

- Underground storage tank removal and excavation work plan implementation are required by law and regulation;
- Land development at the former railroad yard is dependent on the completion of the environmental work; and
- Some of the heavy hydrocarbon groundwater impacts beneath land to the west are likely the result of on site migration. Therefore, source removal work at the site is essential for water quality protection and to provide information regarding sources of groundwater impacts beneath other properties.

Two years have passed since the January 2009 letter, which is a generous amount of time to allow Union Pacific and SMART to resolve their legal interpretations regarding environmental liability issues. However, as I explained during our recent meeting, when progress is not made within a reasonable time frame, a compliance schedule must be established by the regulatory agencies. Proposed land development elevates the priority of a case.

Therefore, within 30-days of issuance of this letter, a written commitment and schedule is needed regarding your plans for tank removal and excavation work plan implementation. For your information, on January 31, 2011, I made another referral to Santa Rosa Fire Department to the attention of Mr. Mark McCormick (Interim Fire Chief) for enforcement of tank closure regulations.

I look forward to receipt of your written commitment and schedule followed by the timely removal of the underground storage tank. If you have any questions or would like to meet again to discuss this case, I can be reached at (707) 576-2675 and Jfleck@waterboards.ca.gov.

Sincerely,

Joan Fleck
Engineering Geologist

110204_JEF_SMART

cc:

Santa Rosa Fire Department (GBuckheit@srcity.org)
Mr. Paul Nelson (pnelson@ebagroup.com)
Rob Krantz, Property Manager, SMART District Office, 750 Lindaro Street, Suite 200, San Rafael, CA 94901 (rkrantz@sonomamarintrain.org)
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404

Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, CA 94104-3703 (rdevine@devinegong.com)
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Mr. John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor, San Francisco, Ca 94109
Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514
Ms. Deborah Fudge, P.O. Box 100, Windsor, CA 95492-0100
Ms. Joan Thomas, Real Estate Assistant (jthomas@sonomamarintrain.org)
Mr. John Nemeth (jnemeth@sonomamarintrain.org)
Ms. Lisa Pheatt, County Counsel (lpheatt@sonoma-county.org)

Santa Rosa
All-America City
2007

REC'D NOV 13 2008

CITY OF
SANTA ROSA
Fire Department
955 Sonoma Avenue
Santa Rosa, CA 95404
Phone: (707) 543-3500
Fax: (707) 543-3520
www.santarosafd.com

November 12, 2008

S.M.A.R.T.
Attn: John Nemeth
750 Lindavo St, Ste 200
San Rafael CA 94901

Underground Storage Tank Removal Permit – 2 Fourth Street and 34 Sixth Street, S.M.A.R.T.

Gentlemen,

A permit for a tank removal is required from the Santa Rosa Fire Department per finding of the tank by EBA Engineering on September 29, 2008.

Please obtain a permit from our Department within 10 days of this letter. I have enclosed the checklist and application. Please submit to Fire Plan Review, 100 Santa Rosa Avenue, Room 5, Santa Rosa.

If you have any questions please feel free to give our office a call at (707)543-3500.

Corey Vincent

COREY VINCENT
Hazardous Materials Program

CV/geb

Cc: EBA Engineering, 825 Sonoma Ave, Ste C, Santa Rosa CA 95404

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SANTA ROSA FIRE DEPARTMENT
ESTABLISHED 1894

CITY OF
SANTA ROSA

SANTA ROSA FIRE DEPARTMENT PLAN REVIEW SERVICES
100 Santa Rosa Avenue, Room 5, Santa Rosa, CA 95404
(707) 543-4351

Underground Tank Removal/ Abandonment SUBMITTAL CHECKLIST

WHEN REQUIRED:
An underground tank removal permit is required to remove any existing underground tank in the City of Santa Rosa either pre-known or discovered during construction.

FEE:
$931.00 for the first tank + 2.5% Micrographics Fee
$413.00 for each additional tank + 2.5% Micrographics Fee

APPLICATION SUBMITTALS MUST INCLUDE THE FOLLOWING FORMS:
INCLUDED WITH APPLICATION

Yes	No	
☐	☐	Hazardous Materials Permit Application -FD 131
☐	☐	Plan Review Application -FD 190
☐	☐	State Forms A and B (One B form for Each Tank)
☐	☐	Scope of Work

Three sets of plans required:

☐	☐	Work Plan
☐	☐	Safety plan
☐	☐	Site Plan
☐	☐	Soil Remediation Plan
☐	☐	Proposed Work Schedule
☐	☐	Contractors Credentials which include: • Workers Comp Certificate • Contractors License • City Business License/Tax Certificate • Title 29CFR for each worker on site (within 12 months)
☐	☐	**Proof of Backfill Permit Application** (receipt, etc.) from Building Department

NOTE: See Information Bulletin 011-Underground Tank Removal – www.santarosafd.com – Fire Prevention – Info Bulletins – 011

California Regional Water Quality Control Board
North Coast Region
John W. Corbett, Chairman

Linda S. Adams
Secretary for
Environmental Protection

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Arnold
Schwarzenegger
Governor

August 31, 2007

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

SEP 4 2007

Dear Mr. Grant:

Subject: No Further Action

File: Southern Pacific Transportation Company, 3rd Street Property
Santa Rosa, Case No. 1TSR196

On February 23, 2007, Regional Water Board staff identified items remaining to be completed prior to the issuance of a no further action letter. They included:

- Submittal of documentation showing proper groundwater monitoring well abandonment;
- Submittal of documentation showing completion of waste disposal activities;
- Compliance with the State Water Resources Control Board, Geotracker data base electronic submittal requirements; and
- A written commitment from the person, or persons who will be taking responsibility for the preparation and implementation of a Soil and Groundwater Management Plan.

The first three bulleted items were completed by Union Pacific Railroad. Based on the April 16, 2007 correspondence from Sonoma-Marin Area Rail Transit (SMART), the soil and groundwater management plan will be prepared and implemented by SMART.

Accordingly, no further action is required regarding corrective actions completed for known discharges to soil and groundwater on properties identified as APN 010-166-003 and 010-171-004.

The areas where soil removal previously occurred or where off site migration has occurred may be subject to further regulation, if disturbed during land use changes

and/or property development. Remaining shallow soil impacts, and potential encounters with currently unknown areas of impact must be addressed during the property development process, according to an approved soil and groundwater management plan.

Acceptable components of the soil and groundwater management plan were identified in our February 23, 2007 correspondence. We look forward to receipt and review of that plan in the near future.

This letter does not relate to rail road right of way land south of Third Street where unresolved soil and groundwater issues remain.

If you have any questions, you may call Joan Fleck of my staff at (707) 576-2675.

Sincerely,

for Robert Klamt
Interim Executive Officer

083107_JEF_SPTCONFA.doc

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lilian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lucrecia Millia, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Mr. Richard Devine, Devine & Gong, Inc. 100 Bush Street, Suite 600, San Francisco, Ca 94104-3703
Mr. John Stewart, The John Stewart Company, 1388 Sutter Street, 11th Floor San Francisco, CA 94109
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Salvador Family Partnership, 5582 Drakes Drive, Byron CA 94514

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April 16, 2007

David S. Evans
Supervising Engineer
California Regional Water Quality Control Board
5550 Skylane Blvd., Suite A
Santa Rosa, CA 95403

RE: Southern Pacific Transportation Company, Case No. 1TSR196

Dear Mr. Evans:

On February 23, 2007, Sonoma-Marin Area Rail Transit District (SMART) received your letter regarding the California Regional Water Quality Control Board's (Regional Board) response to Kennedy/Jenks Consultants' August 11, 2006 Groundwater Monitoring report of the preceding case number, located in Railroad Square, Santa Rosa, CA. Pursuant to a recent conversation with Ms. Joan Fleck, Engineering Geologist, Regional Board, SMART understands that the following needs to take place in order to receive a No Further Action status on this site:

- The submittal of documentation showing proper well abandonment;
- The submittal of documentation showing proper disposal of drummed waste currently stored at the site, if any;
- Compliance with the State Water Resources Control Board, Geotracker data base electronic submittal requirements; and
- A written commitment from the person or persons who will be taking responsibility for the preparation and implementation of a Soil and Groundwater Management plan, in the event of property development.

It is SMART's staff understanding through discussions with Mike Grant, Manager, Environmental Site Remediation, Union Pacific, that Union Pacific will be responsible for submittal of documentation showing well abandonment, submittal of documentation showing proper disposal of drummed waste and submittal of information to the State Water Resources Control Board's Geotracker data base. Further, SMART understands it shall be responsible for preparing and implementing a Soil and Groundwater Management plan in the event of property development. Should SMART enter into a Development and Disposition Agreement (DDA) with a developer in regards to development at Railroad Square, we will include this plan in the DDA as a condition of the site's development. A copy of the DDA will be forwarded to Regional Board staff.

SMART is eager to work with Union Pacific and Regional Board staff to begin this process and receive a No Further Action status on this site. If you have any questions regarding this issue, please do not hesitate to contact either myself or SMART's Property Manager, Lucrecia Milla at (415) 492-2857. We look forward to working with the Regional Board on this matter.

Sincerely,

Lillian Hames
General Manager

cc: M. Kerns, SMART Board Chairman
L. Milla, SMART
J. Nemeth, SMART
G. Dion, Sonoma County Counsel
J. Fleck, RWQCB
M. Dieden, Railroad Square LLC
M. Grant, Union Pacific

California Regional Water Quality Control Board
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Arnold
Schwarzenegger
Governor

February 23, 2007

FEB 2 6 2007

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Dear Mr. Grant:

Subject: Case Status
File: Southern Pacific Transportation Company, 3rd Street Property
Santa Rosa, Case No. 1TSR196

Regional Water Board staff has reviewed the August 11, 2006 *Results of Additional Groundwater Monitoring Event and Recommendation for No Further Action* prepared by Kennedy/Jenks Consultants and the file for the Southern Pacific Transportation Company site (Third Street site) in Santa Rosa. The purpose of this letter is to provide you with a written status report regarding our consideration of no further action, and also identify the remaining regulatory requirements for completion of this project and those associated with the proposed property development. Our comments are as follows:

- The post corrective action groundwater verification monitoring results reveal significant water quality improvements in the vicinity of SRMW-13. The presence of separate phase hydrocarbons has been reduced to dissolved concentrations of diesel range hydrocarbons detected at 280, ug/l.

- The area of groundwater impact extends an unknown distance to the west beneath the adjacent property. However, the groundwater analytical results demonstrate that the heavy hydrocarbon plume has not migrated to monitoring wells SRMW-12 to the north, SRMW-06 and SRMW-11 to the west and SRMW-05 and SRMW-14 to the south and therefore, does not appear to be a threat to Santa Rosa Creek.

- Groundwater impacts from Methyl tert Butyl Ether (MtBE) also exist in the vicinity of SRMW-7 and SRMW-8 located on the eastern portion of the site. On site sources of MtBE were investigated and not found. Based on the available information, including MtBE detections in grab groundwater samples and in SRMW-8 at the eastern property boundary, the source of MtBE appears to be off site and up gradient.

Therefore, no further groundwater testing is required at this time associated with the areas where corrective actions have been completed to date. Since the public notice requirements have been completed and comments were not received, you may proceed with monitoring well decommissioning in compliance with Sonoma County Environmental Health Division regulatory requirements.

A no further action letter will be issued upon completion of the following items:

- The submittal of documentation showing proper well abandonment;
- The submittal of documentation showing proper disposal of drummed waste currently stored at the site, if any;
- Compliance with the State Water Resources Control Board, Geotracker data base electronic submittal requirements; and
- A written commitment from the person or persons who will be taking responsibility for the preparation and implementation of a Soil and Groundwater Management Plan, as discussed below.

The subject site is the location of the proposed Sonoma Marin Area Rail Transit (SMART) development project referred to as the Railroad Square Development, a transit-oriented redevelopment project. Regional Water Board staff attended and spoke at meetings during the master developer selection process and provided interested parties with a fact sheet dated May 24, 2006 (Enclosed).

As stated in the fact sheet, the issuance of a no further action letter in this case does not equate to a property with unrestricted land use free of environmental requirements. Areas of shallow soil impacts remain in place, including but not limited to SRB-20 and in the fenced enclosure area in the vicinity of the power pole. Spills and leaks may have also occurred in areas other than those where corrective action was completed in October 2003 due to the historical land use. And deep soil impacts remain in place where corrective action was completed due to site constraints and rainy weather conditions. Groundwater management may also be an issue since the development design includes subsurface parking.

Therefore, the preparation of a soil and groundwater management plan is required, and must be included as a component of the building permit application to the City of Santa Rosa Department of Community Development and Santa Rosa Fire Department. Since the timing of development is unknown, and the Railroad Square Development Project is dependent upon the issuance of a no further action letter that facilitates a change in property ownership to SMART, we only need to have at this time the written commitment from the person or persons who will taking responsibility for the preparation and implementation of the plan.

For your information, the soil and groundwater management plan must include 1) a proposal to remove the known areas containing shallow soil impacts, 2) a method to

characterize, manage and dispose of any soil/fill material removed from the site for development reasons, and 3) a contingency plan for a potential encounter with newly discovered areas of contaminated soil and/or groundwater, or subsurface piping or structures, during trenching, parking garage construction and property development.

The soil and groundwater management plan must also include a method to control groundwater, impacted or otherwise, if encountered during the installation of utilities or construction of the subsurface parking structures. If the subsurface parking garage is constructed below the seasonal high water table and is not designed to be water tight, a post construction groundwater management plan will also be needed. A contingency plan must be included for a proposed water tight structure in the event that it does not function as designed.

For the record, the railroad corridor located south of Third Street and north of Santa Rosa Creek is also part of the over all "site". A discussion regarding this parcel will be forthcoming under separate cover and will be independent of the north of Third Street parcels.

If you have any questions or would like to meet to discuss this case please contact Joan Fleck of my staff at (707) 576-2675.

Sincerely,

David S. Evans
Supervising Engineer

Enclosure: Fact Sheet

023107_JEF_SPTrans

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lillian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lucrecia Millia, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Mike Grant, Union Pacific Railroad, Manager Environmental Site Remediation, 49 Stevenson Street, 15th Floor, San Francisco, CA 94105
Ms. Laura Kennedy, Kennedy/Jenks, 622 Folsom Street, San Francisco, CA 94107
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Messrs John Stewart and Richard Devine, Santa Rosa Canners, 160 Sansome

Street, 7th Floor, San Francisco, Ca 94104
Mr. Mike Martini, Santa Rosa City Counsel, P.O. Box 1678, Santa Rosa, CA 95402
Mr. Jim Eddie, Golden Gate Bridge and Highway Transportation District Board c/o SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Robert Jehn, Sonoma Marin Area Rail Transportation District Chair, 124 North Cloverdale Blvd. Cloverdale, CA 95425
Mr. John Sawyer, Santa Rosa City Council, P.O. Box 1678, Santa Rosa, CA 95402
Mr. Charles McGlashan, Marin County Board of Supervisors, c/o SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, Ca 94903
Mr. David Noren, EBA Engineering, 825 Sonoma Avenue, Suite C, Santa Rosa, CA 95404
Mr. Michael Dieden, Creative Housing Associates, 8758 Venice Boulevard, Suite 101, Los Angeles, CA 90034
Mr. John Anderson, Sonoma County Environmental Health Division
Salvador Family Partnership, 5582 Drakes Drive, Byron, CA 94514

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Linda S. Adams
Secretary for
Environmental Protection

Arnold Schwarzenegger
Governor

February 23, 2007

FEB 2 6 2007

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
1408 Middle Harbor Road
Oakland, CA 94607

Dear Mr. Grant:

Subject: Case Status
File: Southern Pacific Transportation Company, 3rd Street Property
Santa Rosa, Case No. 1TSR196

Regional Water Board staff has reviewed the August 11, 2006 *Results of Additional Groundwater Monitoring Event and Recommendation for No Further Action* prepared by Kennedy/Jenks Consultants and the file for the Southern Pacific Transportation Company site (Third Street site) in Santa Rosa. The purpose of this letter is to provide you with a written status report regarding our consideration of no further action, and also identify the remaining regulatory requirements for completion of this project and those associated with the proposed property development. Our comments are as follows:

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- Groundwater impacts from Methyl tert Butyl Ether (MtBE) also exist in the vicinity of SRMW-7 and SRMW-8 located on the eastern portion of the site. On site sources of MtBE were investigated and not found. Based on the available information, including MtBE detections in grab groundwater samples and in SRMW-8 at the eastern property boundary, the source of MtBE appears to be off site and up gradient.

Therefore, no further groundwater testing is required at this time associated with the areas where corrective actions have been completed to date. Since the public notice requirements have been completed and comments were not received, you may proceed with monitoring well decommissioning in compliance with Sonoma County Environmental Health Division regulatory requirements.

A no further action letter will be issued upon completion of the following items:

- The submittal of documentation showing proper well abandonment;
- The submittal of documentation showing proper disposal of drummed waste currently stored at the site, if any;
- Compliance with the State Water Resources Control Board, Geotracker data base electronic submittal requirements; and
- A written commitment from the person or persons who will be taking responsibility for the preparation and implementation of a Soil and Groundwater Management Plan, as discussed below.

The subject site is the location of the proposed Sonoma Marin Area Rail Transit (SMART) development project referred to as the Railroad Square Development, a transit-oriented redevelopment project. Regional Water Board staff attended and spoke at meetings during the master developer selection process and provided interested parties with a fact sheet dated May 24, 2006 (Enclosed).

As stated in the fact sheet, the issuance of a no further action letter in this case does not equate to a property with unrestricted land use free of environmental requirements. Areas of shallow soil impacts remain in place, including but not limited to SRB-20 and in the fenced enclosure area in the vicinity of the power pole. Spills and leaks may have also occurred in areas other than those where corrective action was completed in October 2003 due to the historical land use. And deep soil impacts remain in place where corrective action was completed due to site constraints and rainy weather conditions. Groundwater management may also be an issue since the development design includes subsurface parking.

Therefore, the preparation of a soil and groundwater management plan is required, and must be included as a component of the building permit application to the City of Santa Rosa Department of Community Development and Santa Rosa Fire Department. Since the timing of development is unknown, and the Railroad Square Development Project is dependent upon the issuance of a no further action letter that facilitates a change in property ownership to SMART, we only need to have at this time the written commitment from the person or persons who will taking responsibility for the preparation and implementation of the plan.

For your information, the soil and groundwater management plan must include 1) a proposal to remove the known areas containing shallow soil impacts, 2) a method to

characterize, manage and dispose of any soil/fill material removed from the site for development reasons, and 3) a contingency plan for a potential encounter with newly discovered areas of contaminated soil and/or groundwater, or subsurface piping or structures, during trenching, parking garage construction and property development.

The soil and groundwater management plan must also include a method to control groundwater, impacted or otherwise, if encountered during the installation of utilities or construction of the subsurface parking structures. If the subsurface parking garage is constructed below the seasonal high water table and is not designed to be water tight, a post construction groundwater management plan will also be needed. A contingency plan must be included for a proposed water tight structure in the event that it does not function as designed.

For the record, the railroad corridor located south of Third Street and north of Santa Rosa Creek is also part of the over all "site". A discussion regarding this parcel will be forthcoming under separate cover and will be independent of the north of Third Street parcels.

If you have any questions or would like to meet to discuss this case please contact Joan Fleck of my staff at (707) 576-2675.

Sincerely,

David S. Evans
Supervising Engineer

Enclosure: Fact Sheet

023107_JEF_SPTrans

cc: Fire Inspector Doug Dahme, Santa Rosa Fire Department
Fire Inspector Corey Vincent, Santa Rosa Fire Department
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402
Mr. John Nemeth, Rail Planning Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lillian Hames, Project Director, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lucrecia Millia, Property Manager, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Mr. Mike Grant, Union Pacific Railroad, Manager Environmental Site Remediation, 49 Stevenson Street, 15th Floor, San Francisco, CA 94105
Ms. Laura Kennedy, Kennedy/Jenks, 622 Folsom Street, San Francisco, CA 94107
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Mr. Charles McGlashan, Marin County Board of Supervisors, c/o SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, Ca 94903
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February 8, 2007

Christine Wright-Shacklett
Sr. Engineering Geologist
California Regional Water Quality Control Board
5550 Skylane Blvd., Suite A
Santa Rosa, CA 95403

RE: Railroad Square Development, Case No. 1TSR196

Dear Ms. Wright-Shacklett:

On August 14, 2006, Sonoma-Marin Area Rail Transit (SMART) received a letter from Kennedy/Jenks Consultants who performed ground water monitoring and sampling on behalf of the Union Pacific Railroad Company (Union Pacific) and for SMART at the Santa Rosa Station (Site) in Santa Rosa, California. This report summarized the additional groundwater sampling activities conducted at the Site on June 7, 2006. The report concluded that the additional groundwater monitoring events were consistent with historical results. Kennedy/Jenks recommended that the California Regional Water Quality Control Board (Regional Board) grant No Further Action status to the Site.

Recently SMART staff has had several conversations with Ms. Joan Fleck, Engineering Geologist, Regional Board. In a telephone message received on February 1, 2007, Ms. Fleck stated that within the next two weeks, SMART would be receiving a letter regarding its property at the Railroad Square Site. This letter would reflect that if the property stayed in its current condition, it would receive a No Further Action status. However with the pending development plans, the following would need to take place:

- A plan to disseminate the existing monitoring wells.
- Obtain a well abandonment permit.
- Meet regulatory requirements regarding the wells.
- The implementation of a soil management program.

SMART is eager to begin implementation of these conditions to retain fee title of this portion of the remaining Railroad Square site. If you have any questions regarding this issue, please do not hesitate to contact either myself or SMART's Property Manager, Lucrecia Milla at (415) 492-2857. We look forward to working with the Regional Board on this matter.

Sincerely,

Lillian Hames
General Manager

cc: M. Kerns, SMART Board Chairman
L. Milla, SMART
J. Nemeth, SMART
G. Dion, Sonoma County Counsel
J. Fleck, RWQCB
D. Evans, RWQCB

California Regional Water Quality Control Board
North Coast Region
William R. Massey, Chairman

Dan Skopec
Acting Secretary

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Arnold Schwarzenegger
Governor

May 24, 2006

MAY 25 2006

Mr. Mike Martini
Santa Rosa City Council
P.O. Box 1678
Santa Rosa, CA 95402

Mr. John Sawyer
Santa Rosa City Council
P.O. Box 1678
Santa Rosa, CA 95402

Mr. Jim Eddie
Golden Gate Bridge and Highway
Transportation District Board
C/o SMART District Office
4040 Civic Center Drive, Suite 200
San Rafael, CA 94903

Mr. Charles McGlashan
Marin County Board of Supervisors
c/o SMART District Office
4040 Civic Center Drive, Suite 200
San Rafael, CA 94903

Mr. Robert Jehn
Sonoma Marin Area Rail Transportation
District Chair
Cloverdale Mayor
124 North Cloverdale Blvd.
Cloverdale, CA 95425

Gentlemen:

Subject: Railroad Square Development

File: Southern Pacific Transportation Company, 3rd Street (North), Santa Rosa
Case No. 1TSR196

On May 1, 2006, I represented the North Coast Regional Water Quality Control Board at a public meeting held in the City of Santa Rosa City Council Chambers regarding the Railroad Square Development project. During that meeting, soil and groundwater issues were mentioned with varying degrees of interpretation and significance as it related to proposed development plans particularly with the issue of subsurface vehicle parking structures. Therefore, it appeared appropriate to submit written comments for your use and information.

Enclosed is a FACT SHEET summarizing regulatory requirements and environmental conditions at and near the former railroad water and fueling station as it relates to the proposed development project. Our intention is to provide you with information that should be considered and incorporated into the development team plans and proposals.

I am available at (707) 576-2675 if you require additional information. The files mentioned in the enclosed FACT SHEET are public information and can be reviewed by calling (707) 576-2220.

California Regional Water Quality Control Board
North Coast Region
William R. Massey, Chairman

Dan Skopec
Acting Secretary

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Arnold
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Governor

FACT SHEET
May 24, 2006

Environmental Conditions in Railroad Square Area

The Railroad Square Development Project is proposed for the former railroad water and fueling yard, which is currently being evaluated by Regional Water Board staff regarding no further action. The current status of our regulatory review is we have requested a groundwater monitoring/sampling event to document current water quality information prior to our consideration of no further action.

The issuance of a no further action letter in this case does not equate to a property with unrestricted land use free of environmental requirements. Due to the historical land use, which included above and belowground petroleum hydrocarbon storage and onsite use, spills and leaks that may have occurred in addition to those where corrective action was conducted during the fall of 2003. At that time, impacted soil was removed to the extent practicable; however, due to site constraints and weather conditions, some areas of impact remain in place.

Therefore, the property development plans must include a soil management plan to address known shallow soil impacts and any new impacts discovered during grading, trenching, and construction. The plan must include:

- A method to manage and characterize any shallow soil planned for off hauling.
- Proper disposal of contaminated soil at a permitted facility.
- Removal of known shallow soil impacts that remains in place.
- Contingencies for removal of impacted soil that may be discovered during site grading and trenching activities.

Further excavation in those areas where corrective action was conducted in 2003 is not required. However, soil may be subject to further regulation if disturbed during property development for the construction of subsurface parking structures. The greater the depth of the structure, the higher the likelihood of encountering impacted material. Therefore, the soil management plan must be expanded for development plans that include subsurface parking structures to include:

- A method to manage and characterize impacted soil removed during the construction of subsurface parking structures.
- A method to remove separate phase hydrocarbons (oil) on water, and contaminated groundwater, if encountered, during the construction of subsurface parking structures.
- Proper disposal of contaminated soil, oil and groundwater at permitted facilities.
- A method to manage and control groundwater during construction.
- A method to manage and control post construction groundwater unless the subsurface parking structures are designed and constructed to be watertight.

- A post construction groundwater management method must be included if the subsurface parking structures are not designed and constructed to be watertight.

Accordingly, the depth to groundwater is important. The depth to groundwater fluctuates seasonally depending upon rainfall.

- During the rainy season the depth to groundwater generally ranges between seven (7) to fourteen feet (14) below ground surface (bgs).
- During the dry season the depth to groundwater generally ranges between eleven (11) to twenty feet (20) bgs.

The groundwater flow is west/southwest toward Santa Rosa Creek. First encountered groundwater is continuous (not perched in laterally discontinuous lenses) and is not subject to complete dewatering. Plans to conduct temporary or ongoing groundwater extraction/dewatering must consider:

- The potential impacts of altering the natural groundwater flow direction and gradient and drawing in contaminant plumes that exist on nearby properties toward the point of extraction.
- The potential environmental and financial liability associated with plume boundary alterations.

Plans to conduct temporary or ongoing groundwater extraction must include a groundwater management plan, which includes:

- Locations and construction depths of extraction wells and extraction rate.
- Method of disposal (i.e. Santa Rosa Industrial Waste Sewer Discharge Permit or a National Pollutant Discharge Elimination System Permit (NPDES) issued by the Regional Water Board. If so,
- A monitoring and reporting program to verify compliance with NPDES permit requirements.

Groundwater impacts from oil is present on site in the vicinity of MW-13. The locations of Sites and discharge locations are listed below and shown on the enclosed map:

- Hotel La Rose (former gasoline station)
  101 Fifth Street
  Undefined gasoline/diesel plume.

- Occhipinti's (former gasoline station)
  210 Fifth Street
  Generally defined gasoline, diesel and Methyl Tertiary Butyl Ether (MTBE). The MTBE plume extends well into the former rail yard property.

- Santa Rosa Department of Public Works (former Poultry Producers of Central California)
  Third Street and Santa Rosa Creek

Generally defined gasoline plume. Some PCE in the Third Street area.

- Franchetti
  60 West Sixth Street (former cannery)
  Generally defined oil plume. Chlorinated hydrocarbons also present.

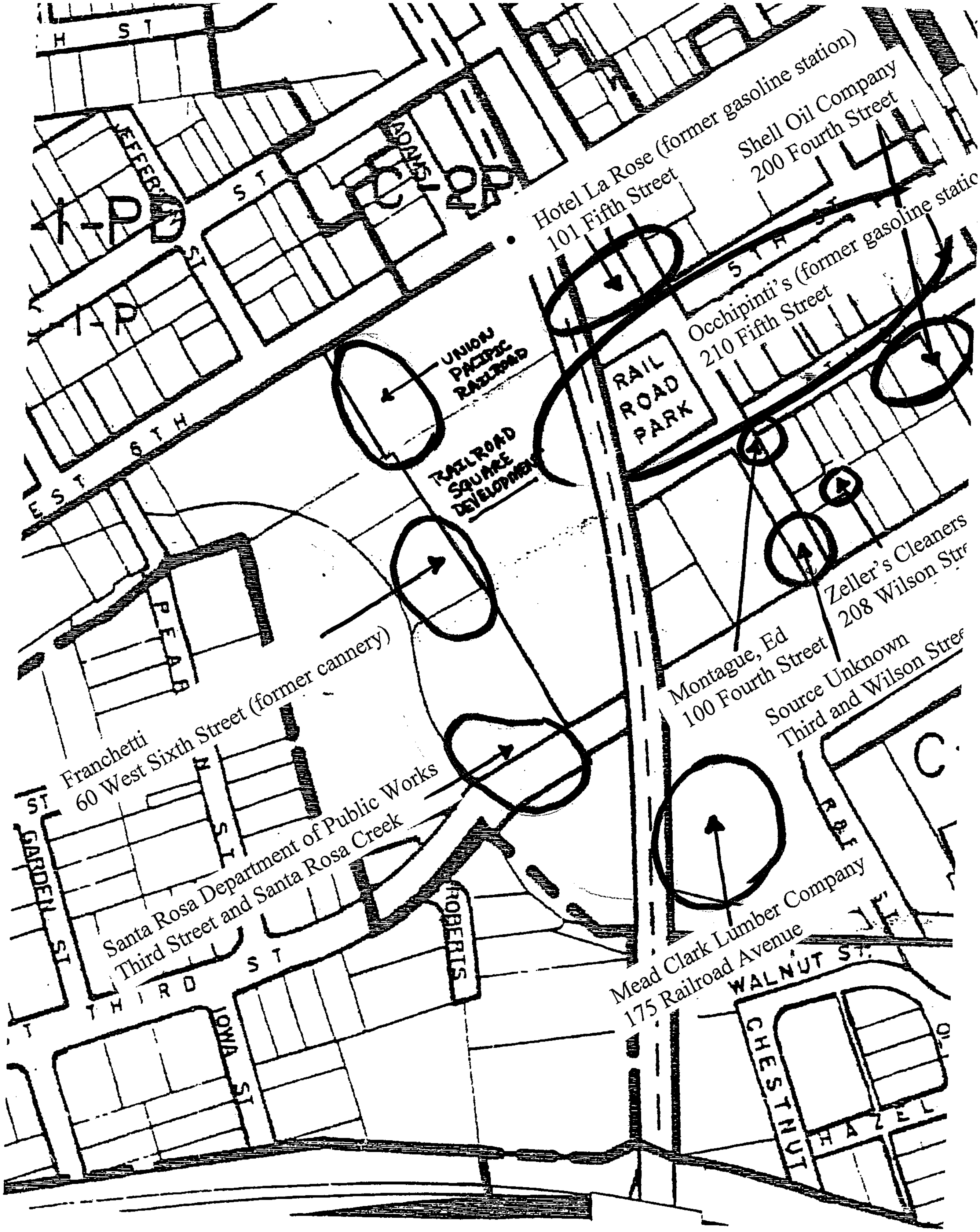
- Source Unknown
  Third and Wilson Streets
  Undefined Stoddard solvent and/or diesel plume.

- Montague, Ed
  100 Fourth Street
  Former underground storage tanks.

- Zeller's Cleaners (former Stoddard solvent dry cleaners)
  208 Wilson Street

- Shell Oil Company
  200 Fourth Street
  Generally defined gasoline plume.

- Mead Clark Lumber Company
  175 Railroad Avenue
  Generally defined gasoline plume.


Hotel La Rose (former gasoline station)
101 Fifth Street
Shell Oil Company
200 Fourth Street
Occhipinti's (former gasoline station
210 Fifth Street
UNION PACIFIC RAILROAD
RAILROAD SQUARE DEVELOPMENT
RAIL ROAD PARK
Zeller's Cleaners
208 Wilson Stre
Montague, Ed
100 Fourth Street
Source Unknown
Third and Wilson Stree
Franchetti
60 West Sixth Street (former cannery)
Santa Rosa Department of Public Works
Third Street and Santa Rosa Creek
Mead Clark Lumber Company
175 Railroad Avenue
ST
JEFFERSON ST
ADAMS
C-2
I-PD
I-P
WEST 6TH
PEARL
GARDEN ST
THIRD ST
IOWA ST
ROBERTS
WALNUT ST.
CHESTNUT
HAZEL
5TH ST
C

California Regional Water Quality Control Board
North Coast Region
William R. Massey, Chairman

Dan Skopec
Acting Secretary

www.waterboards.ca.gov/northcoast
5550 Skylane Boulevard, Suite A, Santa Rosa, California 95403
Phone: (877) 721-9203 (toll free) • Office: (707) 576-2220 • FAX: (707) 523-0135

Arnold
Schwarzenegger
Governor

May 22, 2006

MAY 2 3 2006

Mr. Mike Grant
Union Pacific Railroad
Manager Environmental Site Remediation
49 Stevenson Street, 15th Floor
San Francisco, CA 94105

Dear Mr. Grant:

Subject: Case Status

File: Southern Pacific Transportation Company, 3rd Street Property, Santa Rosa
Case No. 1TSR196

Regional Water Board staff has reviewed the case file including the September 26, 2005 *Second Quarter 2005 Groundwater Monitoring Report and Request for No Further Action* prepared by Kennedy/Jenks Consultants for the Southern Pacific Transportation Company site located between 3rd and 6th Streets in Santa Rosa. Our comments are:

The groundwater monitoring well network includes two wells (MW-7 and MW-8) on the northeastern portion of the site, four wells in the northwestern portion of the site and three wells off site and to the west. Groundwater impacts in MW-7 and MW-8 include detectable levels of Methyl tertiary Butyl Ether (MtBE), which is a gasoline oxygenate. Of the other seven wells, one well (MW-13) contains detectable levels of diesel and oil range hydrocarbons.

An on site source of MtBE has not been identified and the presence of this chemical in groundwater beneath the railroad property on the eastern side appears to be the result of on site migration. The onsite sources of diesel and oil range hydrocarbons have been removed to the extent feasible. Concentrations of diesel and oil in groundwater collected from the vicinity of MW-13 prior to the completion of corrective action in 2003 were reported as high as 6,300,000 and 12,000,000 ug/l, respectively. Post corrective action groundwater samples collected from MW-13 contain dissolved diesel and oil at up to 1,500 and 970 ug/l, respectively. The last sampling event was conducted in June 2005.

This case is being considered for no further action with regards to groundwater sampling and remediation and has been evaluated at the management level, where two items were identified for completion prior to consideration of no further action. They include:

- The completion of an additional groundwater monitoring/sampling event to document current water quality conditions and verify a lack of down gradient migration. The wells must be sampled using the method identified in the Kennedy Jenks work plan for well sampling (bailer) rather than the method used during the March and June 2005 events, which included a pump and tubing. The detection limit for diesel and oil must be 50 ug/l. The detection limit for oil must be no more than 100 ug/l. Please notify me of the sampling schedule so I can conduct a site visit during field activities.

- The completion of the public notice requirements. I have enclosed a public notice form for you to 1) publish in a local newspaper of general circulation, 2) post at and near the site in conspicuous locations on Sixth Street, Wilson Street and Third Street and 3) distribute to adjacent landowners and business operators and interested parties. I will place the notice on our web site and make it available at our front counter for public review.

We look forward to receipt of the monitoring and sampling report in the near future and proof that the public notice requirements were completed including:

- A copy of the newspaper publication.
- Photos of the locations where the notice was posted and the date posted.
- A list of adjacent property owners and interested parties that received the notice and the date of distribution.

In addition, as you know, this property is proposed for development known as the Railroad Square Development, a transit-oriented project including retail and residential land use, a food and wine center, culinary and wine education and a local farmer's market. The issuance of a no further action letter does equate to the property being free of future regulatory requirements with unrestricted land use. A soil and groundwater management plan will be a required component of the permit application process with the City of Santa Rosa Community Development and Fire Departments. The plan will ensure that remaining impacts, such as the area of the light pole in the fenced enclosure area, or impacts encountered during the grading/construction process, will be managed appropriately.

This matter was discussed at a meeting held on October 27, 2004 at which time, it was agreed that Union Pacific Railroad and SMART would negotiate who would address environmental regulatory requirements during property development.

If you have any questions or would like to meet to discuss this case, I can be reached at (707) 576-2675.

Sincerely,

Joan Fleck
Engineering Geologist

Enclosure: Public Notice Form

052206_JEF_UnionPacific

cc: Fire Inspector Corey Vincent, Santa Rosa Fire Department
Ms. Laura Kennedy, Kennedy/Jenks, 622 Folsom Street, San Francisco, CA 94107
Mr. Jeffery Kolin, City Manager, P.O. Box 1678, Santa Rosa, CA 95402-1678
Ms. Cappie Garrett, 1104 McDonald Avenue, Santa Rosa, CA 95404
Ms. Lillian Hames, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Lucrecia Milla, SMART District Office, 4040 Civic Center Drive, Suite 200, San Rafael, CA 94903
Ms. Sheryl Bratton, Chief Deputy County Counsel, 575 Administration Drive, Room 105A, Santa Rosa, CA 95403

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William R. Massey, Chairman

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May 22, 2006

Southern Pacific Transportation Company
Third Street Property (North)
Santa Rosa, California
1TSR196

Notice of Consideration of No Further Action
Case No. 1TSR196 is being evaluated with regards to no further action. The comment period will end 30-days after all the public notice requirements have been completed including publication in a newspaper of general circulation, distributed to neighboring land and business owners, posted at the site in conspicuous locations and posted on the Regional Water Board web page.

Problem Description
The site was formerly occupied by, a water and fueling station dating back to the 1800s for the Northwestern Pacific Railroad (NWPR), followed by Southern Pacific Transportation Company (SPTCO) in 1906 and Union Pacific Railroad in 1996. Petroleum hydrocarbons including gasoline, diesel and oil were used and stored on the property in above and below ground storage tanks. Discharges to soil and groundwater were discovered and investigated from 1995 to 2003. Significant diesel and oil range hydrocarbon impacts were found in the northwest portion of the property including the presence of separate phase oil in soil and on groundwater. Shallow soil impacts were found in other areas.

Remedial Actions Completed

The above and belowground tanks and associated piping were removed. Approximately 5,400 cubic yards of impacted soil was removed in 2003. At that time, 70,000 gallons of impacted groundwater were pumped from the open excavations. Separate phase hydrocarbons (oil) on water were also removed.

Status of Contaminants in Groundwater

Five groundwater-monitoring wells were installed and monitored from 2001 to 2004. Four additional wells were installed in 2004. Post excavation monitoring was conducted quarterly in all the wells from 2004 to June 2005. Diesel and oil have been detected in one of the seven, groundwater-monitoring wells at up to 1500 and 970 ug/l, respectively. An additional groundwater-sampling event has been requested to document current concentrations.

MtBE Status

Methyl tert Butyl Ether (MtBE) is present in groundwater and appears to be the result of on site migration.

Consideration of No Further Action
Regional Board staff, are considering this case for no further action. Records for this case are contained in a file identified as Southern Pacific Transportation Company, 3rd Street (North), Santa Rosa, Case No. 1TSR196 available for review by calling (707) 576-2220. You may also contact Joan Fleck at (707) 576-2675 or Jfleck@waterboards.ca.gov with questions.

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