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May 15, 2014

Sunny Goyal
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Mr. Jerry Wickham
ALAMEDA COUNTY ENVIRONMENTAL HEALTH
ENVIRONMENTAL PROTECTION
1131 Harbor Bay Parkway, Suite 250
Alameda, California 94502-6700

Subject: *Interim Cleanup Work Plan Work Plan* at Shell-Branded Gasoline Station
1800 ½ Powell Street, Emeryville, California, APN 049 -1495-001-12
Case No. RO0000254 and GeoTracker Global ID: T0600101231

Dear Mr. Wickham:

Au Energy, LLC (Au Energy, the *responsible party*), is submitting the enclosed *Interim Cleanup Work Plan* ("Work Plan") to Alameda County Environmental Health, Environmental Protection (ACEH) for the property located at the above referenced address. This Work Plan was prepared by Bureau Veritas North America, Inc. (BVNA) on behalf of AU Energy, LLC.

I declare, under penalty of perjury, that the information contained in the attached enclosed Work Plan is true and correct to the best of my knowledge. If you have any comments or questions regarding this report, please do not hesitate to contact Mark Williams or John Werfal of BVNA. Their contact information is provided in the Work Plan.

Sincerely,

Sunny Goyal Au Energy Director

May 15, 2014

Mr. Jerry Wickham
ALAMEDA COUNTY ENVIRONMENTAL HEALTH
ENVIRONMENTAL PROTECTION
1131 Harbor Bay Parkway, Suite 250
Alameda, California 94502-6700

Project No. 33113-013181.00

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1800 ½ Powell Street, Emeryville, California, APN 049 -1495-001-12
Case No. RO0000254 and GeoTracker Global ID: T0600101231

Dear Mr. Wickham:

Bureau Veritas North America, Inc. (BVNA), on behalf of Au Energy, LLC (Au Energy, the responsible party), has prepared this Interim Cleanup Work Plan ("Work Plan") for use in association with the proposed redevelopment of the above referenced property (the Site) to provide for access to, and removal and assessment of subsurface soils affected by a former diesel line release.

OBJECTIVE

Alameda County Environmental Health, Environmental Protection (ACEH) requested additional investigation and interim site cleanup. The objective of this Work Plan is to prepare for the requested interim cleanup. A previous work plan, Work Plan for Subsurface Investigation at Shell-Branded Gasoline Service Station, dated October 31, 2013, prepared by BVNA included plans to install a groundwater monitoring well; however, this has been delayed because of anticipated removal of concrete and soils in the area proposed for the well, and due to the presence of subsurface utilities near the planned well location. Monitoring well installation will be considered after completion of redevelopment activities at the Site.

BACKGROUND

The Site is an active retail gasoline station. Aboveground structures include a station building and a canopy over three dispenser islands in the central portion of the Site. The majority of the Site is paved with asphalt or concrete. The underground storage tanks (USTs) are located to the east of the canopy structure. A car wash structure is located on the northeastern portion of the Site. The Site is planned for redevelopment with a new gas station beginning in May 2014. This will include demolishing and replacing current aboveground and underground gas station features, including fueling system equipment and USTs.

In 2013, BVNA was retained to collect soil samples for initial waste characterization prior to planned redevelopment activities. During that work, a subsurface fiberglass diesel fuel product line was apparently

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damaged. Up to approximately 3 inches of separate phase hydrocarbon (SPH) was measured in two of the UST backfill observation wells (S-2/E, S-3/B) following the line damage, and was removed utilizing a vacuum truck. Approximately 5,000 gallons of water/SPH mixture were removed for offsite disposal.

Soil samples collected from within the excavation at the damaged diesel product line were analyzed for total petroleum hydrocarbons as diesel (TPH-d), benzene, toluene, ethylbenzene and xylenes (collectively, BTEX), ethylene dibromide (EDB), ethylene dichloride (EDC), methyl tert butyl ether (MTBE), tertiary amyl methyl ether (TAME), ethyl tertiary-butyl ether (ETBE), diisopropyl ether (DIPE), tertiary butyl alcohol (TBA) and ethyl alcohol (EtOH), as directed by ACEH. The soil samples contained ethylbenzene up to 4.9 milligrams per kilogram (mg/kg), total xylenes up to 26 mg/kg, TBA up to 12 mg/kg and TPH-d up to 20,000 mg/kg. Remaining constituents were not detected above the laboratory reporting limits. It should be noted that laboratory reporting limits were elevated due to the detected concentrations. Details of the Site history, the 2013 release and previous investigation are presented in the prior work plan (BVNA, 2013).

SCOPE OF WORK

The service station renovation, scheduled to begin in May 2014, will include demolition and removal of existing buildings, concrete pavement, fueling system equipment, and USTs. Concurrent with the service station renovation, soils impacted by the 2013 diesel line release will be excavated and removed to the extent feasible to the depth of groundwater or the industrial waste fill materials and laterally to the extent of the release. The excavation work is not currently proposed to include removal or excavation of the sidewalk area.

Pre-Field Activities

Upon approval by the ACEH, Au Energy will complete the scope of work presented herein. A Site Health and Safety Plan (SHSP) will be prepared for the proposed work at the Site in accordance with the requirements of the State of California General Industry Safety Order (GISO) 5192 and Title 29 of the Code of Federal Regulations, Section 1910.120 (29 CFR 1910.120). A copy of the SHSP will be kept onsite during field activities. The SHSP will detail the work to be performed, safety precautions, emergency response procedures, nearest hospital information, and onsite personnel responsible for managing emergency situations.

The excavation area will be marked in white paint and Underground Service Alert (USA) will be contacted at least 48 hours prior to drilling, as required by law. Subsurface work will not be conducted prior to Site clearance by USA and the utility locating service. In addition, temporary security fencing and/or barriers and signs will be installed to prevent unauthorized access into excavation areas. The temporary security barriers will remain in place until construction activity is concluded.

Excavation and Backfilling

A California state-licensed contractor utilizing a backhoe, excavator, loader and other required equipment will break up and remove the pavement. The extent of the excavation will be limited to approximately 25 feet square feet in area and approximately 9 to 10 feet below grade around the center of the former

release point. Existing utilities (i.e., high pressure natural gas line, fiber optic cable, etc.) are located in close proximity to the release point and will limit the lateral extent of excavation activities. Excavation will not occur within 5 feet of the utility lines.

During excavation, soils will be field screened by for indications of diesel impacts (e.g. visual staining, odors, elevated PID readings). Following excavation, confirmation soil samples will be collected from within the excavation. One bottom sample and four sidewall samples will be collected from the excavation using six-inch brass or stainless steel tubes measuring two inches in diameter. The samples collected will be sealed with Teflon tape and plastic end caps, labeled with identifying information, and stored in a pre-chilled ice-chest awaiting transportation to the laboratory. Selected soil samples for chemical analysis will be recorded onto a chain-of-custody document that will accompany the samples to the laboratory and will designate the analytical program.

If the base of the excavation extends into groundwater or fill, a water sample also will be collected instead of a base soil sample. Sidewall samples will be collected from the vadose zone area. If free product is observed in the excavation, free product and impacted groundwater will be purged from the excavation utilizing a vacuum truck or pumped into a temporary storage tank. If recovered, free product or impacted groundwater will be profiled, manifested, and disposed at an appropriate waste disposal facility.

Upon receipt of laboratory analytical results confirming that diesel impacts have been removed to the extent feasible as described in this Work Plan, the excavation will be backfilled in preparation for redevelopment activities.

Soil Stockpiles

Soil appearing to be contaminated will be move to a temporary stockpile staging area. The stockpile will be placed on and covered with plastic sheeting. All stockpile areas will have a 6-mil polyethylene sheeting or an equivalent material as a base, and will be bermed, if necessary, to prevent run-on and run-off. A 6-mil polyethylene sheeting cover will be placed over the soil stockpiles. The polyethylene cover will be anchored using sandbags, straw bales, or other methods to prevent displacement or loss of the cover due to weather/wind. Soil stockpiles will be sampled using the same sampling methods as described above for excavation soil samples. The California Regional Water Quality Control Board- San Francisco Bay Region Technical Reference Document, dated October 20, 2006 will be used as a guidance. The actual number of discrete samples collected will be based the volume of soil removed. Based on the approximate volume of soil removed (200 cubic yards), up to 8 discrete samples will be collected for profiling of the soils.

Stockpiled soil will be transported off site for disposal after it has been characterized. Handling and transportation of impacted soil will be in accordance with federal, state, and local requirements. Based on the laboratory analytical results for samples of the stockpiled soils, impacted soils will be manifested and transported to an approved disposal facility in Department of Transportation- (DOT) approved trucks using a California-certified waste hauler.

Laboratory Analysis

The soil samples will be submitted to a State-certified laboratory for chemical analysis by the following United States Environmental Protection Agency (USEPA) Methods as required by ACEH:

- BTEX, EDB, EDC, MTBE, TAME, ETBE, DIPE, TBA and EtOH by Method 8260B (Soil samples collected for TPH-g or VOC analysis will be preserved in accordance with EPA Method 5035)
- TPH-d and TPH as motor oil (TPH-mo) by Method 8015M
- Naphthalene by Method 8270

The samples will be analyzed on a standard 5 to 10 business-day turn-around time.

Reporting

Upon completion of the field activities and receipt of laboratory analyses, a written report will be prepared summarizing the findings of work performed at the Site. The report will include a description of the Site, summary of investigative methodologies, analytical results and summary tables including historical data, findings and conclusions. Appendices will include certified laboratory analytical reports. A Portable Document Format (PDF) copy of the report will be uploaded to the Alameda County Environmental Cleanup Oversight Program FTP site.

CLOSING

If you have any questions or concerns, please contact us.

Sincerely,

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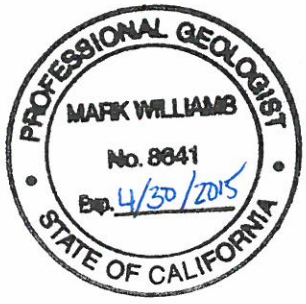
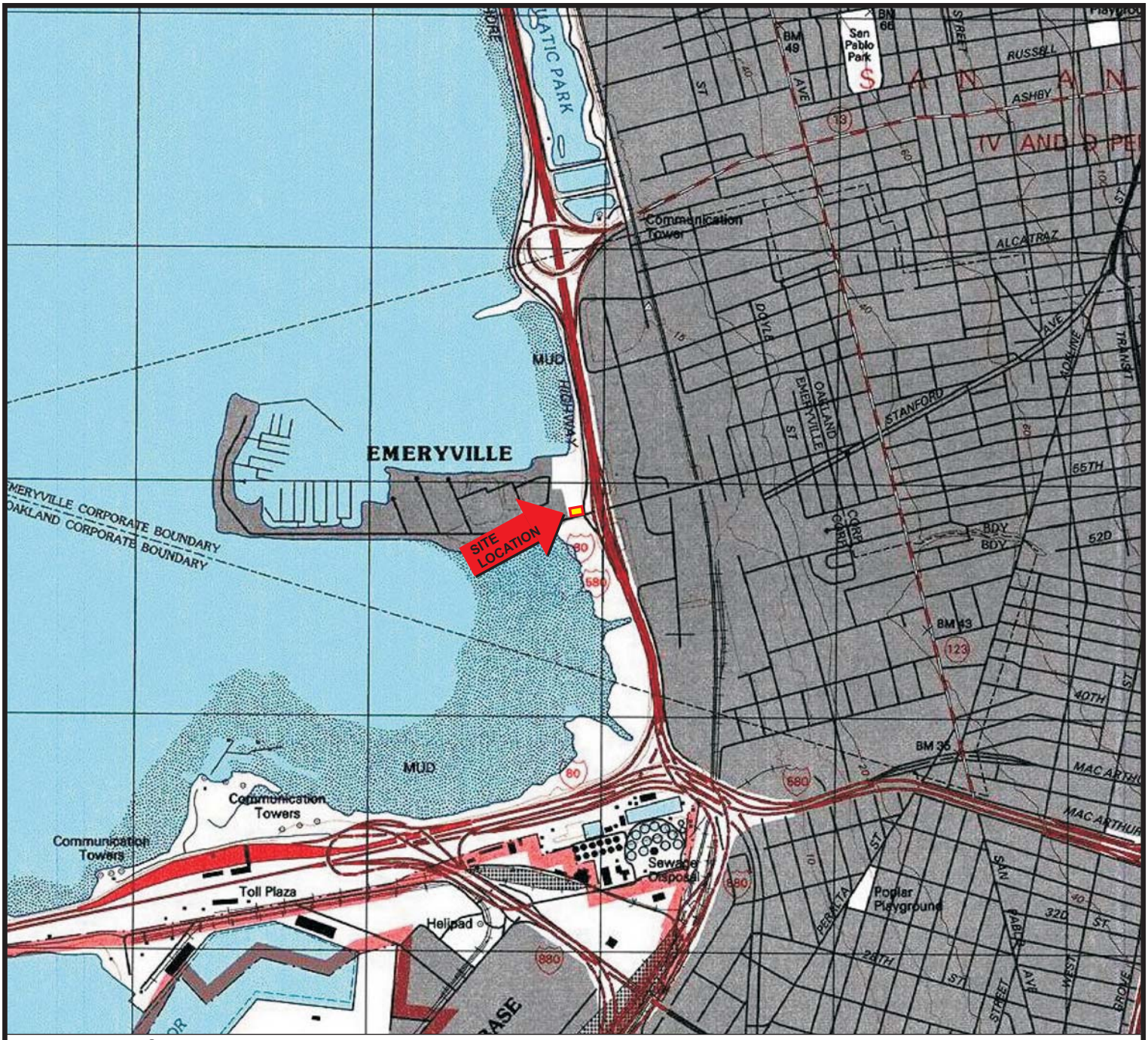
Attachments: Figures 1 and 2



FIGURES 1 AND 2



Source: TOPO! © 2000 National Geographic Holdings

Note: Location Information is Approximate

1 0 1/2 0 1 MILE

1000 0 1000 2000 3000 4000 5000 6000 7000 FEET

Portion of the 7.5-Minute Series, Oakland West, California
Quadrangle Topographic Map (Datum: NAD 83)
United States Department of the Interior
Geological Survey
1997 Photorevised from 1993

N

CALIF

QUADRANGLE LOCATION

SITE LOCATION MAP	FIGURE
1800 ½ Powell Street Emeryville, California Project No. 33113-013181.00	1

BUREAU VERITAS

Holiday Inn
Hotel Building
1800 Powell

Parking Lot

FRONTAGE ROAD

Shell Station
1800 1/2 Powell

POWELL STREET

parking lot

planter

trash encl.

Car Wash

Air/ water

Marketeer Building

Service islands

canopy

USTs

MPD-1 MPD-2 MPD-3 MPD-4 MPD-5 MPD-6 MPD-7 MPD-8 MPD-9 MPD-10

D-5 D-6 D-7 D-9

SB-7 SB-8 SB-9 SB-10 SB-11 SB-12

S-1/A S-2/E S-3/B S-4/C S-5 S-6 S-7 S-8 S-9 S-10 S-11/D S-12 S-13 S-14

BV-1 BV-2 BV-3 BV-4

Approximate Groundwater Flow Direction

traffic island

0 30
SCALE: feet

Approximate Excavation Boundary

Service Islands

CS-1 CS-2 BV-3

Approximate Location of Diesel Product Line

Damaged Product Line

S-9 S-13

EXPLANATION

- MPD-1 — Soil sample location (9/23/04)
- D-9 — Soil sample location (3/19/98)
- B-1 — Soil boring location (5/20/96)
- SB-7 — Soil boring location (4/18-19/06)
- S-5 — Monitoring well location
- S-6 — Destroyed monitoring well location
- S-1/A — Tank backfill well location
- Soil Boring Location (Bureau Veritas, 9/30/13)
- Proposed Extent of Excavation, Scoped 1:1 to Groundwater
- Soil Sample Location (Bureau Veritas, 10/4/13)
- Electrical line (E)
- Storm drain line (SD)
- Water line (W)
- Gas line (G)
- Telecommunications line (T)
- Storm drain catch basin

REFERENCE: CAMBRIA, "SITE PLAN". DATED 6/2/2006.

PROPOSED AREA OF EXCAVATION	FIGURE
Shell-Branded Service Station 1800 ½ Powell Street Emeryville, California Project No. 33113-013181.00	2

BUREAU VERITAS