

ALAMEDA COUNTY
HEALTH CARE SERVICES



AGENCY
DAVID J. KEARS, Agency Director

March 23, 2004

Mr. Peter Cozemius
Mortenson Development
700 Meadow Lane North
P.O. Box 710
Minneapolis, MN 55422-4899

ENVIRONMENTAL HEALTH SERVICES
ENVIRONMENTAL PROTECTION
1131 Harbor Bay Parkway, Suite 250
Alameda, CA 94502-6577
(510) 567-6700
FAX (510) 337-9335

Dear Mr. Cozemius:

Subject: Toxics Site Case Closure, Oakland Telecom Access Center (OTAC), 229
Castro St. and 720 Second St., Oakland, CA 94607; Case No. RO0002597;

This letter confirms the completion of site investigation and remedial action for the soil and groundwater investigation at the above referenced site. We are also transmitting the enclosed case closure summary. These documents confirm the completion of the investigation and cleanup of the reported releases at the subject site including that of the former underground storage tank. The subject Spill, Leaks, Investigation and Cleanup (SLIC) case and that of the former underground tank is closed.

SITE INVESTIGATION AND CLEANUP SUMMARY

Please be advised that the following conditions exist at the site:

- Residual pollution of up to 77 ppm TPHg, 0.089 ppm benzene, 0.35 ppm toluene, 0.36 ppm ethyl benzene, 0.11 ppm xylenes and 3300 ppm lead remain in soil beneath the site.
- Residual pollution of up to 25,000 ppb TPHg, 3400 ppb benzene, 6600 ppb toluene, 2000 ppb ethyl benzene, 3900 ppb xylenes and 970 ppb naphthalene remain in groundwater beneath the site.

If you have any questions, please call Barney Chan at (510) 567-6765. Thank you.

Sincerely,

Donna L. Drogos, P.E.
Toxics Program Manager

cc: Ms. Betty Graham (w/enc), SFRWQCB

Mr. Leroy Griffin (w/enc), Oakland Fire Department,

B. Chan, (w/original enc), D. Drogos (w/enc), R. Garcia LaGrille (w/enc)

CASE CLOSURE SUMMARY TOXICS PROGRAM

I. AGENCY INFORMATION

Date: 3/23/04

Agency Name: Alameda County Environmental Health	Address: 1131 Harbor Bay Parkway
City/State/Zip: Alameda, CA 94502-6577	Phone: (510) 567-6765
Responsible Staff Person: Barney Chan	Title: Hazardous Materials Specialist

II. CASE INFORMATION

Site Facility Name: Oakland Telecom Access Center (OTAC)		
Site Facility Address: 229 Castro St. and 720 Second St., Oakland, CA 94607		
RB Case No.: ---	Local Case No.: STID # 6690	Toxics Case No.: RO0002597
URF Filing Date: 9/29/00	SWEEPS No.: ---	APN: 001-0117-002-01 (720 Second) 001-0117-003-00 (229 Castro)
Responsible Parties	Addresses	Phone Numbers
Mortenson Development c/o Mr. Peter Cozemius	700 Meadow Lane North P.O. Box 710 Minneapolis, MN 55422-4899	(763) 522-2100

Tank I.D. No	Size in Gallons	Contents	Closed In Place/Removed?	Date
1	600	Gasoline	Removed	9/26/00
	Piping		Removed	9/26/00

III. RELEASE AND SITE CHARACTERIZATION INFORMATION

Cause and Type of Release: 7 holes observed on sides and bottom of UST		
Site characterization complete? Yes	Date Approved By Oversight Agency: ---	
Monitoring wells installed? No **	Number: 3 **	Proper screen interval? Temporary piezometers were screened from 9.5-19.5'bgs
Highest GW Depth Below Ground Surface: 6 feet *	Lowest Depth: 8 ft *	Flow Direction: south to southwest *
Most Sensitive Current Use: Potential drinking water source, however, use prohibited by recorded deed restriction.		

* Depth to groundwater determined from that observed in borings, groundwater flow direction is assumed based on topography and proximity to Oakland Inner Harbor

** Temporary piezometers, (MW-1, MW-2, MW-3) were installed at the site

Summary of Production Wells in Vicinity:

No water supply wells were identified within ¼-mile of the subject site.

Are drinking water wells affected? No	Aquifer Name: Oakland Sub basin East Bay Plain
Is surface water affected? No	Nearest SW Name: Oakland Inner Harbor is ~ 1500' to the south
Off-Site Beneficial Use Impacts (Addresses/Locations): none identified	
Reports on file? Yes	Where are reports filed? Alameda County Environmental Health and City of Oakland Fire Department

TREATMENT AND DISPOSAL OF AFFECTED MATERIAL

Material	Amount (Include Units)	Action (Treatment or Disposal w/Destination)	Date
Tank	1-600 gallon	Disposed @ ECI, 255 Parr Blvd, Richmond, CA	9/26/00
Piping	Unknown amt.	Disposed @ ECI, 255 Parr Blvd, Richmond, CA	9/26/00
Liquid	110 gallons	Recycled @ Ramon Environmental, West Sacramento, CA	9/26/00
Soil	3,700 tons	ECDC Landfill, Utah	October 2000
Soil	116 tons	Kettleman Hills, CA	October 2000
Soil	~7000 cy	Reused beneath building foundation	9/00-2/01

MAXIMUM DOCUMENTED CONTAMINANT CONCENTRATIONS BEFORE AND AFTER CLEANUP
(Please see Attachments for additional information on contaminant locations and concentrations)

Contaminant	Soil (ppm)		Water (ppb)	
	Before	After	Before**	After
TPH (Gas)	2,300	77	25,000	25,000
TPH (Diesel)	<10	<10	---	---
Benzene	12	0.089	3,400	3,400
Toluene	91	0.35	6,600	6,600
Ethyl Benzene	42	0.36	2,000	2,000
Xylene	210	0.11	3,900	3,900
MTBE (if not analyzed, explain below)*	<0.005	<0.005	<5.0	<5.0
Total lead	3,300	Up to 3,300 ***	<15	<15
Lead, STLC (mg/l)	<0.1 to 24	---	---	---
PAHs ****	---	---	970 naphthalene	970 naphthalene

* MTBE <0.005, TAME <0.005, ETBE < 0.005, DIPE < 0.005, TBA <0.02 ppm, EtOH, EDB, EDC not analyzed.
 ** The concentrations are from a grab groundwater sample (B8-W) collected in a boring adjacent to the UST in February 2000. No "after" groundwater sample taken in the proximity of the former UST.
 *** Total lead samples of 3,300 ppm detected in samples B-6 and B-9 from 30-42" depth. No confirmation soil samples taken, soils were excavated to a depth of 5' prior to constructing the matt foundation. Approximately 7,000 of the 9,000 CY of soil excavated was reused by placing it between the matt foundation and the slab on grade.
 **** PAHs detected in B9 at 3-feet, 5 PAHs exceeded the PRGs-dermal/ingestion, area currently beneath a surfaced parking lot, see Attachment 5 for analytical results.

Site History and Description of Corrective Actions:

This site occupies one square block in the City of Oakland, bounded by 2nd and 3rd Streets and Castro and Brush St. It consisted of two parcels, one with the address of 229 Castro Street and the other with the address of 720 2nd Street. The site measures approximately 300 by 200 feet (approximately 1.4 acres). The area around the site is currently used for industrial and commercial purposes with the nearest residential property located 1500 feet north of the site. The site is currently used as a telecommunications center. The site is covered either by buildings or pavement with only a two foot wide by 300-foot long landscape area exist as non-covered area. This landscaped area has a minimum of 2 feet clean fill placed upon the fill material. A deed restriction requires that Alameda County Environmental Health be notified of any breach of the surface cap. See Attachment 10.

The general hydrogeology of the site consists of approximately 5 feet of fill, which is underlain with sand deposits of the Merritt Formation. Groundwater is present at approximately 6 feet below the ground surface.

Prior to the construction of the telecommunications center, a Phase I Environmental Site Assessment (ESA) was performed for the site in February 2000. Historical use of the site indicates that the eastern portion of the site was used as a warehouse and for residential and commercial purposes. Phoenix Iron Works (PIW) used the western portion of the site from about 1951 until 1972. Sanborn Fire Insurance Maps depict welding, pattern storage, foundry storage, flask yard and other uses by PIW. A paint dip tank and drying rack were depicted on the western portion of the site. A vent pipe was identified along Third Street indicating the potential existence of a UST. Metal detection confirmed the presence of a metal object.

Chemicals of concern (COC) at the site for the investigation included metals, petroleum hydrocarbons, volatile organic compounds (VOCs), and polynuclear aromatic hydrocarbons (PAHs). A Phase II field investigation was also performed in February 2000 following the collection of the information summarized in the Phase I ESA. Nine borings (B-1 through B-9) were advanced at the site, three in potential areas of concern and six in areas chosen randomly. The majority of the borings (B-1 through B-7, and B-9) were advanced in areas related to historical uses of the western portion of the site. Boring B-8 was located near the suspected UST. Soil samples were collected from the borings and analyzed for TPHg, TPHd, metals, VOCs and PAHs. Grab groundwater samples were collected from six of the borings and analyzed for TPH, VOCs, and PAHs. Elevated concentrations of lead (up to 3300 ppm) were detected in the soil samples collected from the fill material but not in the underlying Merritt Formation (13.5-15.5' depth). One soil sample (B-9) contained PAHs, with five of the PAHs detected at concentrations above the Preliminary Remedial Goals (PRGs) for dermal contact and soil ingestion for an industrial land use setting. This location is now located beneath the surfaced parking lot. Petroleum hydrocarbons were detected in the soil and groundwater samples collected from B-8 near the former UST. None of the groundwater samples collected from the other areas of the site contained COCs. See Attachments 2,5 and 6.

Further investigations of the western portion of the site were conducted following the detection of elevated concentrations of lead within the fill material. See Attachments 2 and 5 (Table 5). The characterization was conducted in accordance with US EPA and California DTSC guidelines. Following characterization of the site, a conceptual site model and risk assessment (CSM/RA), short term risk management plan (STRMP), long term risk management plan (LTRMP), health and safety plan for soil excavation and construction, and a storm water pollution prevention plan were prepared for the redevelopment of the site. The remedial action for the site included the removal and disposal of lead containing fill material for the placement of the matt foundation, removal of the UST, and recording a deed restriction for the site. Soils containing elevated concentrations of lead were allowed to remain at the site, however, this material would either be capped with 2 feet of clean fill material or covered with the building, driveways, or other hardscape. The consultant, Krazan & Associates, determined that under the two potential exposure pathways to human health and the environment, both cases will be mitigated and/or eliminated by means of a Health and Safety Plan and Stormwater Pollution Prevention Plan. A deed restriction for the site, approved by the County on August 13, 2001, was recorded with the County on September 9, 2001. See Attachment 10.

Approximately 9,000 cubic yards of soil was generated during the excavation of the site to a depth of 5'. This soil, all consisting of the fill material at the site, was removed for the placement of the matt foundation for the building. The excavated soils were temporarily stockpiled in the proposed parking area of the site. Following placement of the matt foundation, the soils were returned to the areas beneath the slab-on-grade building at the site. Approximately 3,800 tons, were stockpiled, characterized, and disposed of as hazardous waste at ECDC in Utah (see Attachment 11 for the EPA summary of disposed soil). Soils containing elevated concentrations of lead that remained at the site were capped with 2 feet of clean fill material or covered with the building, driveways, or other hardscape.

Three piezometers (MW1-MW3) were installed on 5/2000 at the site to assess groundwater conditions in the event that dewatering was required for the construction of the building. Because groundwater sampling had previously been conducted at the site, the piezometers did not assess groundwater quality. However, groundwater samples were collected and analyzed for lead. Lead was not detected in the groundwater samples in concentrations greater than the reporting limit of 15 ppb. The monitoring wells were properly decommissioned under permit prior to the construction of the site building.

The removal of the UST was conducted on 9/26/00 following the demolition of former structures at the site and excavation of soil for placement of the matt foundation. Soil samples (S-N and S-S) collected from the bottom of the UST at a depth of

7' detected TPH-G and BTEX constituents. Tetraethyl lead and fuel oxygenates were not detected in the samples. Following over-excavation of the area, two confirmation soil samples (S-N2W and S-S2E) from an unstated depth were collected and analyzed for TPH-G, BTEX, and fuel oxygenates. One of the confirmation soil samples was non-detect for all constituents. The other contained only low concentrations of TPH-G and BTEX. See Attachments 8 and 9. The concentrations of BTEX in the one confirmation soil sample were well below their respective EPA Region IX Preliminary Remedial Goals (PRGs) for dermal contact and soil ingestion for an industrial/commercial land use setting. The over-excavated soil from the UST removal was stockpiled and disposed with the other fill soil.

A groundwater sample (B8) collected in February 2000, prior to the tank removal adjacent to the former UST contained 25,000 ppb of petroleum hydrocarbons. However, two more recent grab groundwater samples (G-1 and G-2) collected down-gradient from the former UST did not contain petroleum hydrocarbons. See Attachments 7 and 9.

IV. CLOSURE

Does completed corrective action protect existing beneficial uses per the Regional Board Basin Plan? Yes No		
Does completed corrective action protect potential beneficial uses per the Regional Board Basin Plan? Yes No		
Does corrective action protect public health for current land use? Alameda County Environmental Health staff does not make specific determinations concerning public health risk. However, based upon the information available in our files to date, and no further action is required to protect human health based upon current land use and conditions.		
Site Management Requirements: Case closure for this fuel leak and Toxics site is granted for commercial/industrial land use. If a change in land use to residential or other conservative scenario occurs at this property, Alameda County Environmental Health must be notified and the case needs to be re-evaluated. A deed restriction is recorded for this property. This site is to be included in the City of Oakland Permit Tracking System.		
Should corrective action be reviewed if land use changes? Yes		
Monitoring Wells Decommissioned: Yes *	Number Decommissioned: 3 *	Number Retained: 0
List Enforcement Actions Taken: None		
List Enforcement Actions Rescinded: None		

* Temporary piezometers decommissioned.

V. ADDITIONAL COMMENTS, DATA, ETC.



<p>Considerations and/or Variances:</p> <ul style="list-style-type: none"> The site was excavated to a depth of 5', however no confirmation samples were taken. Lead contaminated soils up to 3,300 ppm were reused beneath the foundation of the constructed building and exist beneath the site, however, all soils are either beneath a building or some other hardscape or in the case of landscaped areas, beneath two feet of clean fill. Grab groundwater samples collected in the assumed down-gradient location from the former UST were located 50-60' from the UST. Site-specific groundwater gradient not determined, however, gradient is likely south-southwest based upon topography and proximity to the Oakland Inner Harbor. The boring up-gradient of the former UST detected 25,000 ppb TPHg and 3400, 6600, 2000, 3900 ppb BTEX, respectively, in a grab groundwater sample. The up-gradient extent of the plume was not defined. However, if residual groundwater exists it resides beneath Third Street. Grab groundwater samples in the assumed down-gradient direction from the former UST were ND for TPHg and BTEX. Ethanol, EDB and EDC not analyzed. PRG for lead via ingestion route not given, however, PRG for lead for residential exposure direct contact is 400 ppm and for industrial exposure is 750 ppm. The SFRWQCB residential ESL for shallow soils is 200 ppm.
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Conclusion:

Based on this information, the extent of petroleum groundwater is interpreted to be limited to the immediate vicinity of the former UST. The UST had not been used since 1990 or later and groundwater 50-60' down-gradient of the UST is ND for petroleum hydrocarbons suggesting residual contaminants in groundwater appear to stable and not anticipated to migrate. Additionally, there are no known domestic or municipal production water wells in the vicinity of the Site. Soils containing lead up to 3,300 ppm remain at the site and are capped with 2 feet of clean fill material or covered with the building, driveways, or other hardscape.

Alameda County Environmental Health staff believe that the levels of residual contamination do not pose a significant threat to water resources, public health and safety, and the environment under the current permitted industrial/commercial land use based upon the information available in our files to date provided that the Site Management Requirements specified above are implemented. A risk assessment prepared for the site by Krazan and Associates concluded that the site does not appear to pose a significant threat to the public under such use. Residual petroleum soil and groundwater contamination in vicinity of former UST appears localized and attenuating. The site, former UST location, and the area containing residual pollution are now beneath the matt foundation for the building at the site, parking and driveway areas, and other hardscape. A deed restriction has been filed on this site to prevent unrestricted site use. ACEH staff recommends closure for this site.

VI. LOCAL AGENCY REPRESENTATIVE DATA

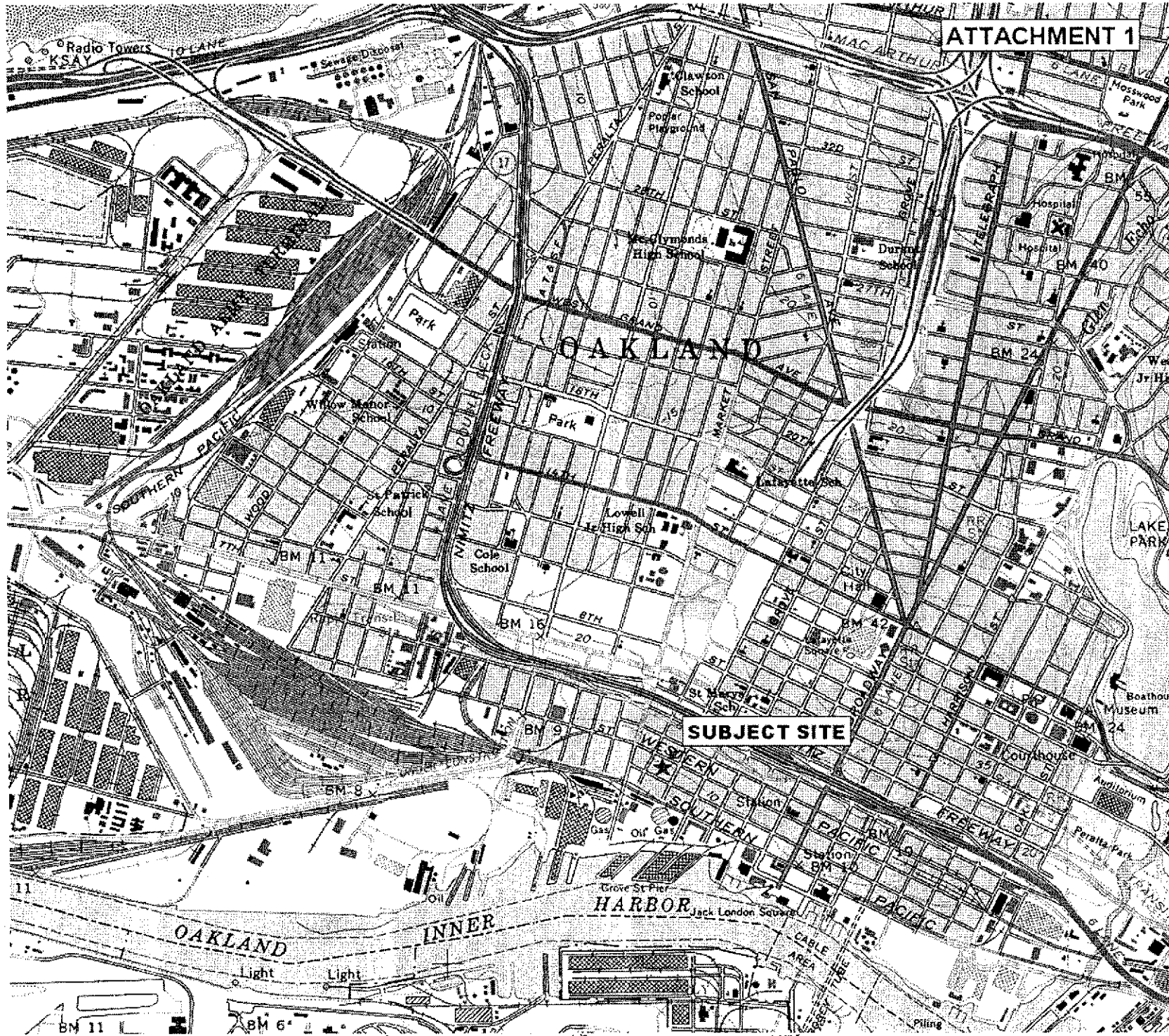
Prepared by: Barney Chan	Title: Hazardous Materials Specialist
Signature: 	Date: 03/23/04
Approved by: Donna L. Drogos, P.E.	Title: Supervising Hazardous Materials Specialist
Signature: 	Date: 03/23/04

This closure approval is based upon the available information and with the provision that the information provided to this agency was accurate and representative of site conditions.

Attachments:

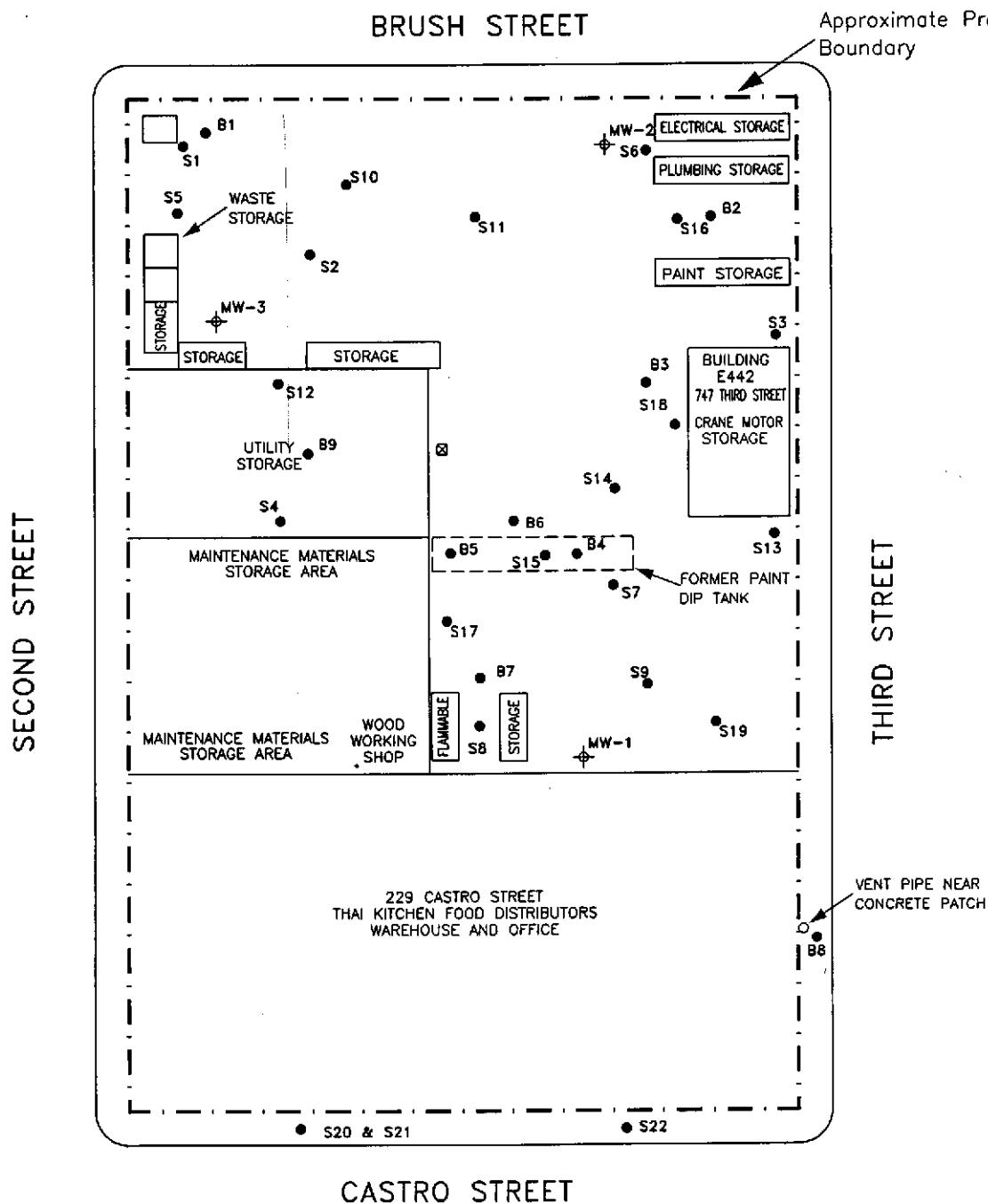
1. Site Vicinity Map
2. Historical Site Plan
3. Current Site Plan
4. Current Foundation Plan
5. Soil Analytical Data
6. Groundwater Analytical Data
7. UST and Groundwater Sample Location Map
8. UST Removal Soil Sample Location
9. UST Removal Soil Sample and Groundwater Analytical Results
10. Deed restriction
11. EPA soil disposal summary

This document and the related NO FURTHER ACTION LETTER, shall be retained by the lead agency as part of the official site file.



TN * MN
15%

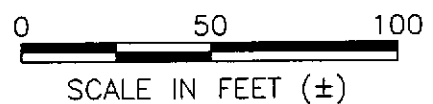
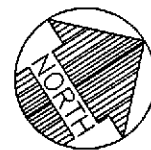




EXPLANATION

- ☒ STORM DRAIN
- MW-1 MONITORING WELL LOCATIONS AND DESIGNATIONS
- S¹ BORING LOCATION AND DESIGNATION

- NOTES:
1. ALL LOCATIONS AND DIMENSIONS ARE APPROXIMATE
 2. BASE MAP FROM FIELD MEASUREMENTS AND SANBORN MAPS



SOIL BORING AND MONITORING WELL
LOCATION MAP
City Block Bound By:
Second, Third, Castro, &
Brush Streets
Oakland, California

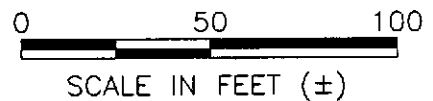
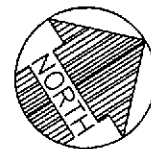
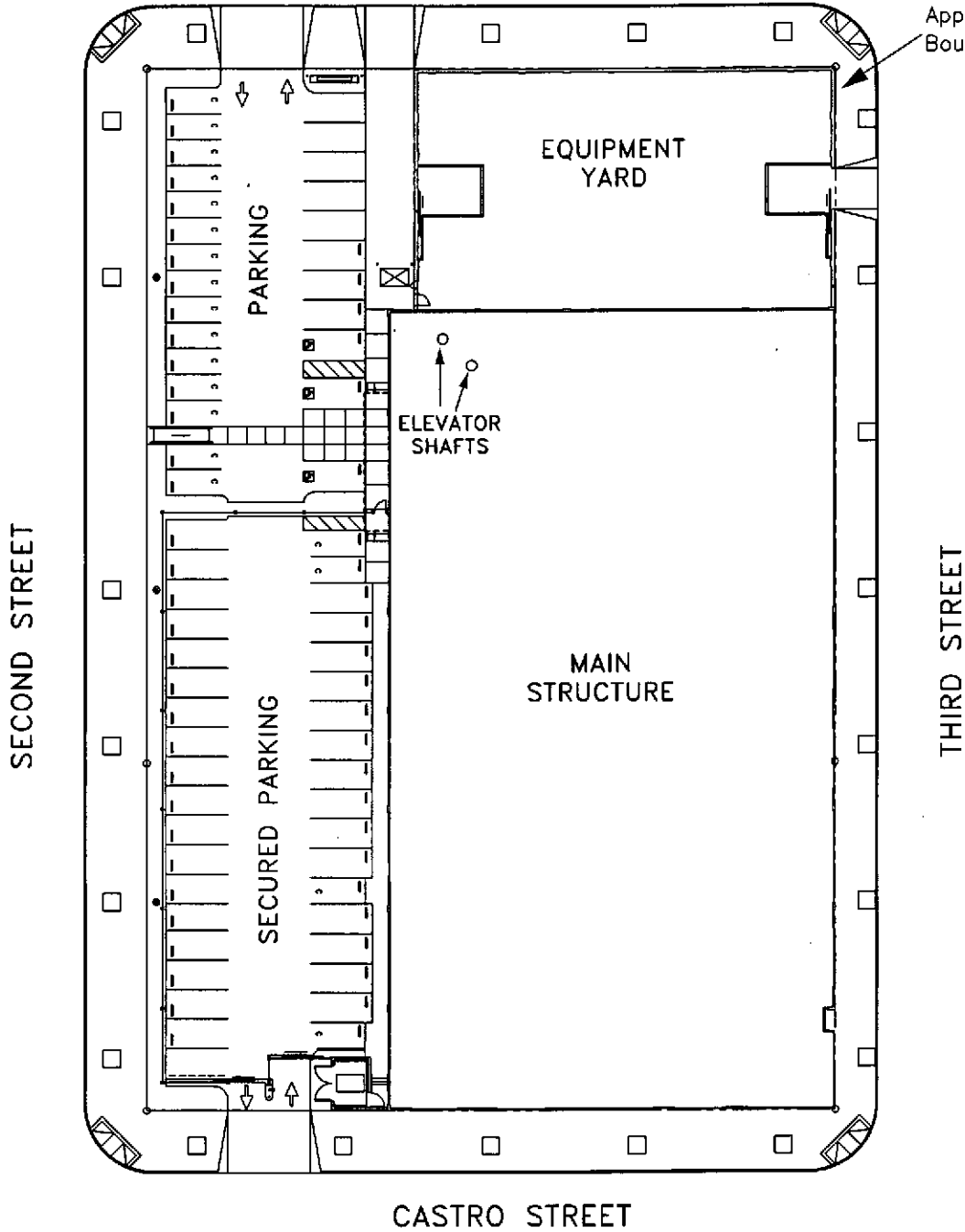
Scale: AS SHOWN	Date: 06/00
Drawn by: AJG	Approved by: AJG
Project No. 044-00006	Figure No. 2

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ENGINEERS, GEOLOGISTS AND ENVIRONMENTAL SPECIALISTS
Offices Serving the Western United States

BRUSH STREET

ATTACHMENT 3

Approximate Property Boundary



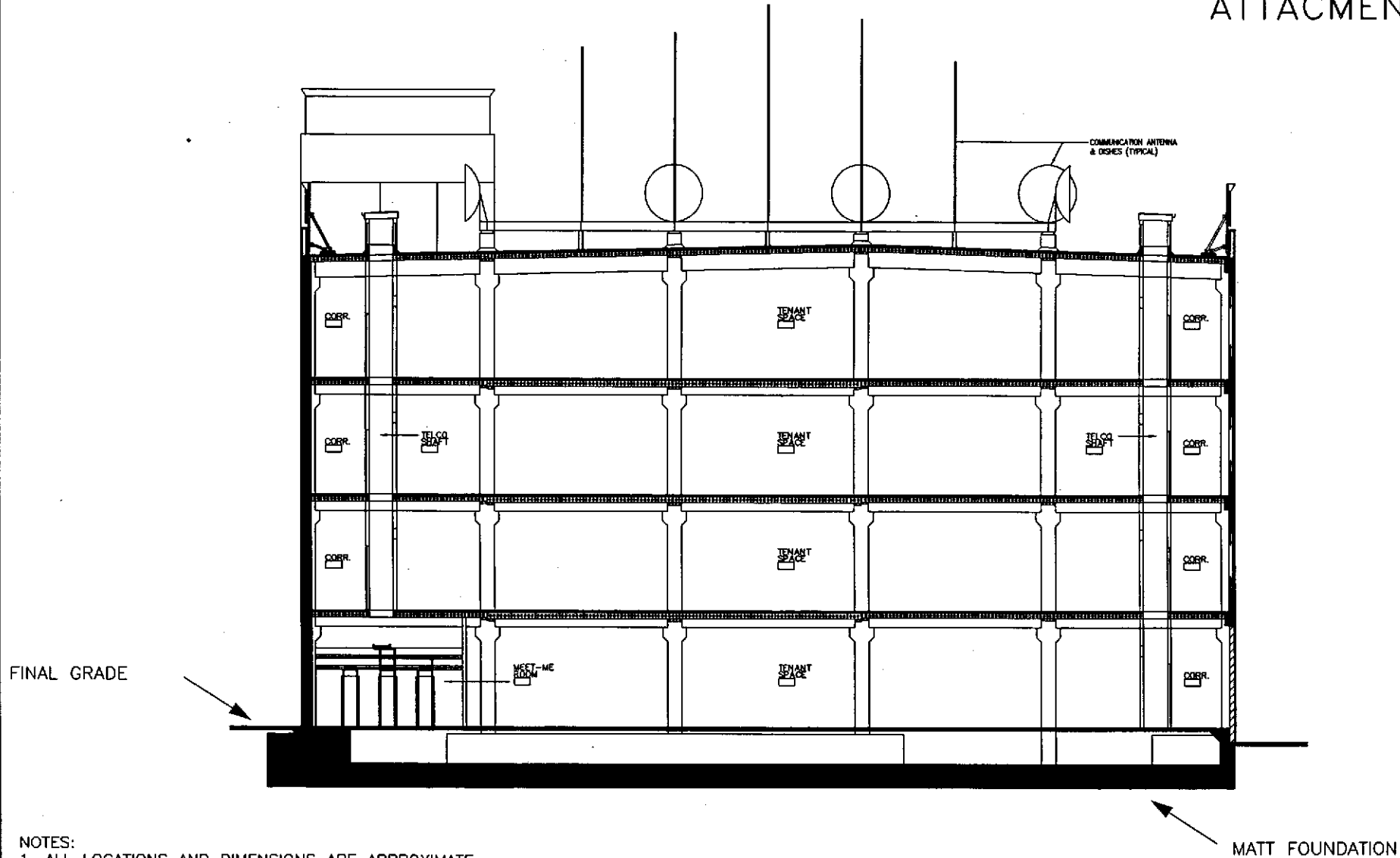
- NOTES:
 1. ALL LOCATIONS AND DIMENSIONS ARE APPROXIMATE
 2. BASE MAP FROM CARILLO ARCHITECTURAL GROUP

PROPOSED SITE PLOT PLAN

City Block Bound By:
 Second, Third, Castro, &
 Brush Streets
 Oakland, California

Scale: AS SHOWN	Date: 06/00
Drawn by: AJG	Approved by: AJG
Project No. 044-00006	Figure No. 3

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- NOTES:
 1. ALL LOCATIONS AND DIMENSIONS ARE APPROXIMATE
 2. BASE MAP FROM CARILLO ARCHITECTURAL GROUP

CONCEPTUAL FOUNDATION CUTAWAY PLAN

City Block Bound By:
 Second, Third, Castro, &
 Brush Streets
 Oakland, California

Scale: NONE	Date: 06/00
Drawn by: AJG	Approved by: AJG
Project No. 044-00006	Figure No. 4

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TABLE 5
SOIL SAMPLE ANALYTICAL RESULTS
LEAD ANALYSES
PROPOSED COMMERCIAL DEVELOPMENT
229 CASTRO STREET AND 720 SECOND STREET, OAKLAND, CALIFORNIA

Sample No.	Depth Interval	Total Lead ¹	Soluble Lead ²
B1	18 to 24 inches	46	NA
B2	18 to 24 inches	140	NA
B3	18 to 24 inches	410	NA
B4	30 to 36 inches	780	NA
B5	30 to 36 inches	2600	NA
B6	36 to 42 inches	3300	NA
B7	30 to 36 inches	1000	NA
B8	36 to 42 inches	<1	NA
B9	30 to 36 inches	3300	NA
S1	0 to 6 inches	280	0.5
S2	0 to 6 inches	99	0.1
S3	0 to 6 inches	620	1.3
S4	0 to 6 inches	180	0.4
S5	6 to 12 inches	2400	24
S6	6 to 12 inches	590	5.9
S7	6 to 12 inches	110	0.1
S8	6 to 12 inches	50	<0.1
S9	6 to 12 inches	310	0.5
S10	12 to 18 inches	1100	10
S11	12 to 18 inches	180	<0.1
S12	12 to 18 inches	200	0.3
S13	12 to 18 inches	1100	3.1
S14	12 to 18 inches	18	<0.1
S15	12 to 18 inches	68	<0.1
S16	0 to 6 inches	NA	2.6
S18	6 to 12 inches	NA	<0.1
S20	0 to 6 inches	95	NA
S21	12 to 18 inches	<1	NA
S22	6 to 12 inches	130	NA
90% UCL (one tailed)		961	NC
95% UCL (one tailed)		1035	NC

Notes:

- 1 Total lead results given in milligrams per kilogram.
- 2 Soluble lead results given in milligrams per liter.
- 3 The samples were analyzed for lead by EPA Methods 6010 and 7471.
- 4 Depth is given in inches below the ground surface.
- 5 NA = not analyzed
- 6 NC = not calculated

TABLE 2
SOIL SAMPLE ANALYTICAL RESULTS
METALS ANALYSES
PROPOSED COMMERCIAL DEVELOPMENT
229 CASTRO STREET AND 720 SECOND STREET, OAKLAND, CALIFORNIA

Sample No.	Depth	antimony	arsenic	barium	beryllium	cadmium	chromium	cobalt	copper	lead	mercury	molybdenum	nickel	selenium	silver	thallium	vanadium	zinc
B1-2	2	<2	<5	2	<1	6	24	6	13	46	<0.1	3	10	18	<2	46	48	26
B2-2	2	<2	<5	97	<1	2	43	8	860	140	<0.1	3	20	<5	<2	10	31	220
B3-2	2	<2	<5	140	<1	2	33	9	49	410	<0.1	3	21	5	<2	12	278	140
B4-3	3	<2	<5	230	<1	6	41	10	78	780	<0.1	4	38	8	<2	11	29	650
B5-3	3	<2	<5	560	<1	9	30	10	940	2600	<0.1	5	52	<5	<2	42	39	2900
B6-3.5	3.5	<2	<5	1200	<1	11	83	14	280	3300	<0.1	7	51	18	<2	45	39	5200
B7-3	3	<2	<5	260	<1	2	20	7	55	1000	<0.1	2	130	3	<2	7	18	340
B8-3.5	3.5	<2	<5	38	<1	<1	27	3	5	ND	<0.1	<1	12	<5	<2	3	14	13
B8-13.5	13.5	<2	<5	52	<1	2	67	10	10	1	<0.1	3	38	<5	<2	12	29	29
B8-15.5	15.5	<2	<5	61	<1	3	62	12	14	2	<0.1	3	45	9	<2	16	34	32
B9-3	3	<2	<5	570	<1	20	40	20	170	3300	<0.1	7	100	18	<2	27	50	4500
COMP1 ⁽³⁾	6 to 7.5	<2	<5	52	<1	2	59	10	17	ND	<0.1	3	28	6	<2	12	30	23
COMP2 ⁽⁴⁾	7	<2	<5	27	<1	<1	120	4	11	ND	<0.1	2	13	<5	<2	3	53	31
PRGs - ingest		820	3.8	140000	4100	1000	3.1E+06	120000	76000	NA	610	10000	41000	10000	10000	NA	14000	610000

- Notes:
- All results given in milligrams per kilogram.
 - The samples were analyzed for metals by EPA Methods 6010 and 7471.
 - Depth is given in feet below the ground surface.
 - COMP 1 = samples from B1, B2, B3, and B4 collected from 6 to 7.5 feet below the ground surface composited by the laboratory for a single analyses.
 - COMP2 = samples from B5, B6, B7, B8, and B9 collected from 7 feet below the ground surface composited by the laboratory for a single analyses.
 - PRGs = preliminary remedial goals established by the EPA Region IX. The PRGs are conservative values used for screening human-health risks associated with contaminated media in an industrial setting.
PRGs - ingest for ingestion of soil.
 - NA = not applicable
 - The less than symbol (<) indicates that the constituent was not detected in concentrations greater than the value given.

TABLE 3
SOIL SAMPLE ANALYTICAL RESULTS
PETROLEUM HYDROCARBONS AND VOLATILE ORGANIC COMPOUNDS
PROPOSED COMMERCIAL DEVELOPMENT
229 CASTRO STREET AND 720 SECOND STREET, OAKLAND, CALIFORNIA

Sample No.	Depth	TPHg	TPHd	benzene	toluene	ethylbenzene	total xylenes	isopropyl benzene	n-propyl benzene	1,3,5-trimethyl benzene	1,2,4-trimethyl benzene	p-isopropyl toluene	naphthalene
B1-2	2	NA	NA	0.084	0.200	0.067	0.420	0.011	0.032	0.010	0.190	0.007	0.180
B1-7.5	7.5	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B2-2	2	NA	NA	0.050	0.140	0.042	0.219	<0.005	0.014	<0.005	0.077	<0.005	0.096
B2-6	6	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B3-2	2	NA	NA	0.010	0.028	0.009	0.048	<0.005	<0.005	<0.005	0.017	<0.005	0.023
B3-7.5	7.5	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B4-3	3	NA	NA	<0.005	0.006	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B4-7	7	NA	NA	<0.005	0.035	0.029	0.138	<0.005	0.015	<0.005	0.069	<0.005	<0.005
B5-3	3	NA	NA	<0.005	0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B5-7	7	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B6-3.5	3.5	NA	NA	<0.005	0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B6-7	7	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B7-3	3	NA	NA	<0.005	0.009	<0.005	0.012	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B7-7	7	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B8-3.5	3.5	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B8-7	7	310	<10	1.7	6.0	4.4	10.4	1.2	1.3	0.600	2.5	0.470	0.450
B8-13.5	13.5	430	<10	3.6	18	4.2	7.5	0.82	2.2	1.4	2.6	0.12	1.6
B8-15.5	15.5	230	<10	0.4	0.24	2	3.17	0.58	0.86	0.37	1.7	0.36	0.8
B9-3	3	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005
B9-7	7	NA	NA	<0.005	0.027	0.014	0.068	<0.005	<0.005	<0.005	0.042	<0.005	0.067
PRGs - dermal/ingest		NA	NA	200	410000	200000	3100000	200000	20000	100000	100000	NA	190
PRGs - inhalation		NA	NA	1.5	2000	6200	4500	520	580	70	170	NA	41000

Notes:

- 1 All results given in milligrams per kilogram.
2. TPHg and TPHd = total petroleum hydrocarbons as gasoline and diesel by Environmental Protection Agency (EPA) Method 8015M.
3. Volatile organic compounds (VOCs) by EPA Method 8260. Other VOCs by EPA Method 8260 not reported in concentrations greater than the reporting limit.
4. The less than symbol (<) indicates that the constituent was not detected in concentrations greater than the value given.
- 5 PRGs = preliminary remedial goals established by the EPA Region IX. The PRGs are conservative values used for screening human health risks associated with contaminated media in an industrial setting.
- PRGs - dermal/ingest for dermal contact or ingestion of soil. The lower of the two values is presented. PRGs - inhalation are values for inhalation of vapors from soil.
- 6 NA = not applicable

TABLE 1
SOIL SAMPLE ANALYTICAL RESULTS
POLYNUCLEAR AROMATIC HYDROCARBONS
PROPOSED COMMERCIAL DEVELOPMENT
229 CASTRO STREET AND 720 SECOND STREET, OAKLAND, CALIFORNIA

Sample No	Depth	naphthalene	acenaphthylene	acenaphthene	fluorene	phenanthrene	anthracene	fluoranthene	pyrene	benzo (a) anthracene	chrysene	benzo (b) fluoranthene	benzo (k) fluoranthene	benzo (a) pyrene	indeno (1,2,3-cd) pyrene	dibenz (a, h) anthracene
B1-2	2	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B2-2	2	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B3-2	2	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B4-3	3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B5-3	3	<0.3	<0.3	<0.3	<0.3	1.3	<0.3	1.7	2.8	<0.3	0.95	0.7	<0.3	0.8	<0.3	<0.3
B6-3.5	3.5	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	0.5	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B7-3	3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B8-3.5	3.5	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B8-13.5	13.5	4.7	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B8-15.5	15.5	0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
B9-3	3	31	87	1	11	180	30	190	150	12	120	110	61	280	310	87
COMP1 ⁽³⁾	6 to 7.5	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
COMP2 ⁽⁴⁾	7	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3	<0.3
PRGs - dermal/ingest		41000	NA	120000	82000	NA	610000	48000	61000	4.6	480	4.6	4.6	0.46	4.6	0.46
PRGs - inhalation		190	NA	56000	56000	NA	1.1E+06	2.7E+08	470000	61000	6100000	61000	610000	6100	61000	6100

Notes:

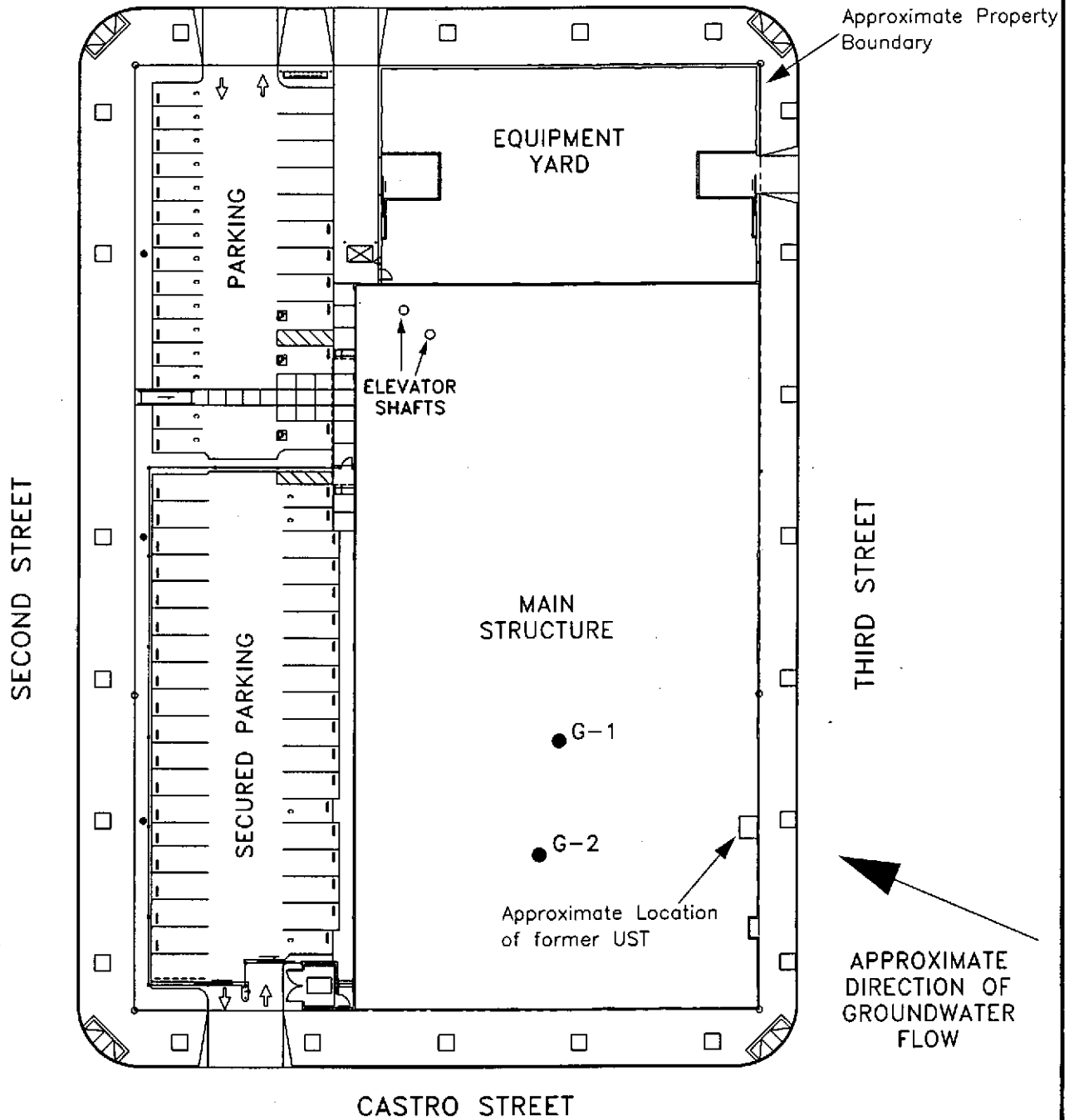
- 1 All results given in milligrams per kilogram.
- 2 The samples were analyzed for polynuclear aromatic hydrocarbons by Environmental Protection Agency Method Number 8270. Only constituents detected in concentrations greater than the reporting limit are presented in this table.
- 3 Depth is given in feet below the ground surface.
- 4 COMP1 = samples from B1, B2, B3, and B4 collected from 6 to 7.5 feet below the ground surface composited by the laboratory for a single analyses.
- 5 COMP2 = samples from B5, B6, B7, B8, and B9 collected from 7 feet below the ground surface composited by the laboratory for a single analyses.
- 6 PRGs = preliminary remedial goals established by the EPA Region IX. The PRGs are conservative values used for screening human-health risks associated with contaminated media in an industrial setting. PRGs - dermal/ingest for dermal contact or ingestion of soil. The lower of the two values is presented. PRGs - inhalation are values for inhalation of vapors from soil.
- 7 NA = not applicable
8. The less than symbol (<) indicates that the constituent was not detected in concentrations greater than the value given.

TABLE 4
GROUNDWATER SAMPLE ANALYTICAL RESULTS
PROPOSED COMMERCIAL DEVELOPMENT
229 CASTRO STREET AND 720 SECOND STREET, OAKLAND, CALIFORNIA

Sample No.	TPHg	TPHd	benzene	toluene	ethylbenzene	total xylenes	isopropyl benzene	n-propyl benzene	1,3,5-trimethyl benzene	1,2,4-trimethyl benzene	p-isopropyl toluene	naphthalene	PAHs	lead
B1-W ³	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005	ND	NA
B2-W	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005	NA	NA
B3-W	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005	NA	NA
B5-W ⁴	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005	ND	NA
B6-W ⁵	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005	ND	NA
B7-W ⁶	NA	NA	<0.005	<0.005	<0.005	<0.015	<0.005	<0.005	<0.005	<0.005	<0.005	<0.005	ND	NA
B8-W	25	NA	3.4	6.6	2.0	3.9	<0.005	4.1	2.4	5.4	<0.005	0.970	NA	NA
MW-1	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	<0.015
MW-2	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	<0.015
MW-3	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	<0.015

Notes:

1. All results given in milligrams per liter.
2. TPHg and TPHd = total petroleum hydrocarbons as gasoline and diesel by Environmental Protection Agency (EPA) Method 8015M.
3. Volatile organic compounds (VOCs) by EPA Method 8260. Other VOCs by EPA Method 8260 not reported in concentrations greater than the reporting limit.
4. The less than symbol (<) indicates that the constituent was not detected in concentrations greater than the value given.
5. PAH = polynuclear aromatic hydrocarbons by EPA Method 8270.
6. ND = not detected above the reporting limit.
7. NA = not analyzed

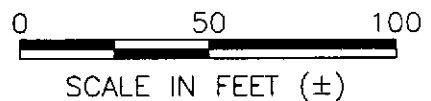
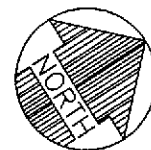


EXPLANATION

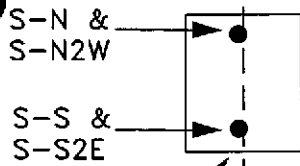
- G-1 SOIL BORING AND GROUNDWATER LOCATION AND DESIGNATION

NOTES:

1. ALL LOCATIONS AND DIMENSIONS ARE APPROXIMATE
2. BASE MAP FROM CARILLO ARCHITECTURAL GROUP
3. STRUCTURES PRESENTED ARE CURRENTLY UNDER CONSTRUCTION.



<p>SITE MAP</p> <p>City Block Bound By: Second, Third, Castro, & Brush Streets Oakland, California</p>	Scale:	Date:	<p>Krazan ENGINEERS, GEOLOGISTS AND ENVIRONMENTAL SPECIALISTS <i>Offices Serving the Western United States</i></p>
	AS SHOWN	01/01	
	Drawn by:	Approved by:	
	AJG	AJG	
Project No.	Figure No.		
044-00006	2		



Approximate Location of former UST

FUTURE NEW BUILDING

SIDEWALK

THIRD STREET

SIDEWALK

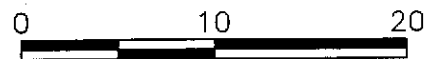
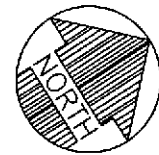
CASTRO STREET

EXPLANATION

● S-S2E SOIL SAMPLE LOCATION AND DESIGNATION

NOTES:

- 1. ALL LOCATIONS AND DIMENSIONS ARE APPROXIMATE
- 2. BASE MAP FROM FIELD MEASUREMENTS AND SANBORN MAPS



SCALE IN FEET (±)

SOIL SAMPLE LOCATION MAP

Scale:	Date:
AS SHOWN	01/01
Drawn by:	Approved by:
AJG	AJG
Project No.	Figure No.
044-00006	3

229 Castro Street
Oakland, California



ENGINEERS, GEOLOGISTS AND ENVIRONMENTAL SPECIALISTS

Offices Serving the Western United States

ATTACHMENT 9

UST REMOVAL SOIL SAMPLE ANALYTICAL RESULTS

Sample No.	TPHg (mg/kg)	Benzene (mg/kg)	Toluene (mg/kg)	Ethyl- benzene (mg/kg)	Total xylenes (mg/kg)	Tetraethyl Lead (mg/kg)	Fuel Oxygenates (mg/kg)
S-N @ 7'	1800	8.3	66	27	130	<1	<1 to <4
S-S @ 7'	2300	12	91	42	210	<1	<1 to <4
S-N2W unk depth	<1	<0.005	<0.005	<0.005	<0.005	NA	<0.005 to <0.02
S-S2E unk depth	77	0.089	0.35	0.36	0.11	NA	<1 to <4

Krazan & Associates, Inc. 215 West Dakota Avenue Clovis, CA 93612	Date Sampled: 10/11/00 Date Received: 10/12/00 Date Prepared: 10/13/00 Date Analyzed: 10/13/00 Analyst: MW
Sierra Project No.: 0010-319 Client Project ID: 04400006 Sample Matrix: Water	Report Date: 10/13/00

**EPA METHOD 8020-BTEX/
EPA METHOD 8015 MODIFIED-GASOLINE RANGE HYDROCARBONS (C4-C12)
(PURGE AND TRAP)**

Concentration, ug/L					Practical Quantitation Limit, ug/L
Client Sample No.:	G-1	G-2			
Sierra Sample No.:	29914	29915			
COMPOUNDS:					
Benzene	ND	ND			0.5
Toluene	ND	ND			0.5
Ethylbenzene	ND	ND			0.5
Total Xylenes	ND	ND			0.5
MTBE	ND	ND			5.0
Gasoline	ND	ND			~ 50
Dilution Factor	1	1			QC Limits
% Surrogate Recovery:	93	93			70-125

Quality Assurance/Quality Control Data							
QC Sample ID:	001012-Blank						
Compounds	LCS % Rec.	QC Limits	Spike % Rec.	Spike Dup % Rec.	QC Limits	RPD	QC Limits
Benzene	92	80-120	91	102	39-150	11	0-30
Toluene	100	80-120	90	100	46-148	11	0-30
Ethylbenzene	89	80-120	89	99	32-160	11	0-30
Gasoline	99	80-120	102	96	50-150	6.5	0-30

ND means Not Detected

Reporting Limit (RL) = Practical Quantitation Limit (PQL) x Dilution Factor

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RECORDING REQUESTED BY
FIRST AMERICAN TITLE
RECORDING REQUESTED BY
FIRST AMERICAN TITLE

001129-032 Accommodation
only

RECORDING REQUESTED BY:
Mortenson Development Company
700 Meadow Lane North
Minneapolis, MN 55422

2001343260 09/10/2001 08:30 AM
OFFICIAL RECORDS OF RECORDING FEE: 0.00
ALAMEDA COUNTY
PATRICK O'CONNELL



PGS

WHEN RECORDED MAIL TO:
Mee Ling Tung, Director
Alameda County Environmental Health Services
1131 Harbor Bay Parkway
Alameda, CA 94502

AND TO:

Mortenson Development Company
700 Meadow Lane North
Minneapolis, MN 55422
Attention: Tom Lander

(Above Space for Recorder's Use Only)

Covenant and Environmental Restriction on Property

720 Second Street and 229 Castro Street, Oakland

This Covenant and Environmental Restriction on Property ("Covenant") is made as of the date last set forth below by Mortenson Development Company ("Covenantor"), who is the owner of record of that certain real property situated at 720 Second Street and 229 Castro Street, Oakland, California, which is more particularly described in Exhibit A attached hereto and incorporated herein by this reference (the "Burdened Property"), for the benefit of the Alameda County Health Care Services ("County"), with reference to the following facts:

A. Hazardous Materials have been detected in soil and groundwater at the Burdened Property, as further described below.

B. Conditions at the Burdened Property: Soil in certain locations at the Burdened Property contain detectable levels of contaminants, including lead and/or petroleum hydrocarbons, which constitute hazardous materials as that term is defined in California Health & Safety Code Section 25260. Such materials are present due to the historic import and use of fill material at the Burdened Property, and/or the historical operation of a former underground petroleum storage tank ("UST") at the Burdened Property. Low levels of petroleum-related compounds were detected in one location (MW-8) adjacent to the former UST at the Burdened Property. The UST was removed in September 2000. Groundwater samples taken immediately downgradient of the former UST following removal, as well as all other groundwater samples collected during site

characterization activities, did not contain detectable levels of petroleum-related compounds, including BTEX and fuel oxygenates.

C. Remediation Activities: Remediation has been conducted at the Burdened Property under the oversight of the County. Based on the information provided to County, the County has determined that investigation and remediation activities at the Burdened Property comprehensively address the human health and environmental issues associated with the planned industrial, commercial, and/or office use.

D. Exposure Pathways: The Conceptual Site Model and Risk Assessment, Proposed Commercial Development, 720 Second Street & 229 Castro Street, Oakland California, July 31, 2000 prepared by Krazan & Associates, Inc. ("Krazan") and reviewed by the County (the "Site Model"), concludes that all potential exposure pathways to chemicals of concern at the Burdened Property (dermal contact, inhalation, and ingestion) are mitigated by the remediation and/or institutional controls described in the Site Model and herein.

E. Adjacent Land Use: The Burdened Property is currently used as a telecommunications switching and access facility. Adjacent land uses are industrial and commercial.

F. Disclosure: Full and voluntary disclosure has been made to the County regarding the presence of contaminants on the Burdened Property and extensive sampling of the Burdened Property has been conducted.

G. Benefit: Covenantor desires and intends that in order to benefit the County, and to protect the present and future public health and safety, the Burdened Property shall be used in such a manner as to avoid potential harm to persons or property that may result from residual concentrations of contaminants that may have been deposited on certain portions of the Burdened Property.

ARTICLE I GENERAL PROVISIONS

1.1 Provisions to Run with the Land: This Covenant sets forth protective provisions, covenants, conditions and restrictions (collectively referred to as "Restrictions") upon and subject to which the Burdened Property and every portion thereof shall be improved, held, used, occupied, leased, sold, hypothecated, encumbered, and/or conveyed. The restrictions set forth in Article III are reasonably necessary to protect present and future human health and safety or the environment as a result of the presence on the land of known contaminants. Each and all of the Restrictions shall run with the land, and pass with each and every portion of the Burdened Property, and shall apply to, inure to the benefit of, and bind the respective successors in interest thereof, for the benefit of the County and all Owners and Occupants. Each and all of the Restrictions are imposed upon the entire Burdened Property unless expressly stated as applicable to a specific portion of the Burdened Property. Each and all of the Restrictions run with the land pursuant to section 1471 of the Civil Code. Each and all of the Restrictions are enforceable by the County.

1.2 Concurrence of Owners and Lessees Presumed: All Owners and Occupants of the Burdened Property, or any portion thereof, shall be deemed by their purchase, lease, or possession, to be in accord with the terms of this Covenant and to agree for themselves, their successors, heirs, and assigns, including their agents and employees, that the Restrictions set forth herein must be adhered to for the benefit of the County and the present and future Owners and Occupants of the Burdened Property, and that the interests of the Owners and Occupants of the Burdened Property shall be subject to the Restrictions contained herein.

1.3 Incorporation into Deeds and Leases: A copy of this Covenant shall be attached to future deeds and leases of any portion of the Burdened Property. Recordation of this Covenant shall make its terms binding on all Owners and Occupants regardless of whether a copy of the Covenant has been attached to a given deed or lease.

1.4 Purpose: It is the purpose of this instrument to convey to the County real property rights, which will run with the land, to facilitate the remediation of past environmental contamination and to protect human health and the environment by reducing the risk of exposure to residual hazardous materials.

ARTICLE II DEFINITIONS

2.1 "County" shall mean the Alameda County Health Care Services and shall include its successor agencies, if any.

2.2 "Improvements" shall mean all buildings, roads, driveways, regradings, and paved parking areas, constructed or placed upon any portion of the Burdened Property.

2.3 "Occupants" shall mean Owners, and those persons entitled by ownership, leasehold, or other legal relationship to the exclusive right to use and/or occupy all or any portion of the Burdened Property.

2.4 "Owner" or "Owners" shall mean the Covenantor and/or its successors in interest, who hold title to all or any portion of the Burdened Property.

2.5 The "Burdened Property" shall mean the real property located at and commonly known as 720 Second Street and 229 Castro Street, Oakland, California, which is more particularly described in Exhibit A.

ARTICLE III DEVELOPMENT AND USE OF THE PROPERTY

3.1 Restrictions on Development and Use ("Restrictions"): The Covenantor, and each successive Owner and Occupant, hereby covenants as follows:

a. all uses and/or development of the Burdened Property shall be consistent with the Long Term Risk Management Plan, Oakland Telecom Access Center, Second & Brush Street, Oakland, California, Krazaan & Associates, Inc., July 10, 2000 ("LTRMP");

b. no Owner or Occupant of the Burdened Property shall develop, occupy, or make use of the Burdened Property for any purpose other than industrial, commercial, or office space without first demonstrating to the satisfaction of the County, or other appropriate regulatory agency, that the proposed use is consistent with environmental conditions at and beneath the Burdened Property;

c. no Owner or Occupant of the Burdened Property or any portion thereof shall drill, bore, otherwise construct, or use a well for the purpose of extracting water from the Burdened Property for any use, including but not limited to, domestic, potable, or industrial use, unless expressly approved by the County;

d. no Owner or Occupant of the Burdened Property shall develop, occupy, or make use of the Burdened Property as a hospital, school for person under the age of 21, or child or senior day care center, or use the Burdened Property for human habitation, without first demonstrating to the satisfaction of the County, or other appropriate regulatory agency, that the proposed use is consistent with environmental conditions at and beneath the Burdened Property;

e. except as set forth herein, no Owner or Occupant of the Burdened Property shall conduct any excavation work at the Burdened Property in excess of two feet below ground surface without first receiving approval from the County. however, excavation work at the Burdened Property of the type and/or in the locations contemplated by the Site Model, the Short Term Risk Management Plan (Krazan, July, 2000), or the LTRMP may be commenced without such express approval so long as the Owner or Occupant provides the County with three days prior written notice of the intent to undertake such work. All such work, and any soil excavated from the Burdened Property, shall be managed in accordance with applicable laws and the terms of this Covenant; and

f. Owners shall notify the County of each of the following: (1) the type, cause, location, and date of any disturbance to any cap and/or any remedial measures taken at the Burdened Property likely to affect the effectiveness of such cap or remedial measures; and (2) the type and date of repair of such disturbance. Notice shall be provided to the County, in writing, within ten working day of the discovery of the disturbance and completion of the repairs.

3.2 Enforcement: Upon written request to the Owner, the County, or any person acting pursuant to County orders, shall be granted reasonable access to the Burdened Property for the purpose of inspecting, maintaining, or monitoring any remedial measures at the Burdened Property. Violation of this Covenant shall be grounds for filing of a civil action as provided by law.

ARTICLE IV VARIANCE AND TERMINATION

4.1 Variance: Any Owner, or with the Owner's consent, any Occupant of the Burdened Property or any portion thereof may apply to the County for a written variance from the terms of this Covenant.

4.2. Termination: Any Owner, or with the Owner's consent, any Occupant of the Burdened Property or any portion thereof may apply to the County for termination of the Restrictions as they apply to all or any portion of the Burdened Property.

4.3 Term: Unless terminated in accordance with paragraph 4.2 above, by law, or otherwise, this Covenant shall continue in effect in perpetuity.

ARTICLE V MISCELLANEOUS

5.1 No Dedication Intended: Nothing in this Covenant is intended or shall be construed as a gift, dedication, easement or interest in the Burdened Property or any portion thereof, of any kind or type, to or for the benefit of the general public.

5.2 Notice: Whenever any person gives or serves any notice, demand, or other communication with respect to this Covenant, each such notice, demand, or other communication shall be in writing and shall be deemed effective (1) when delivered, if personally delivered to the person being served or official of a government agency being served, or (2) three (3) business days after deposit in the mail if mailed by United States mail, postage paid certified, return receipt requested: if to County: Alameda County Health Care Services Agency, 1131 Harbor Parkway, Suite 250, Alameda, CA 94502, Attention: Agency Director; if to Covenantor: Mortenson Development Company, 700 Meadow Lane North, Minneapolis, MN 55422, Attention Tom Lander.

5.3 Partial Invalidity: If any portion of this Covenant is determined to be invalid for any reason, the remaining portions shall remain in full force and effect to the full extent permitted by law.

5.4 Article Headings: Headings at the beginning of each numbered article of this Covenant are solely for the convenience of the parties and are not a part of the Covenant.

5.5 Recordation: This instrument shall be executed by the Covenantor and by the Director of Environmental Health Services. This instrument shall be recorded by the Covenantor in the County of Alameda within ten (10) days of the date of execution by all parties.

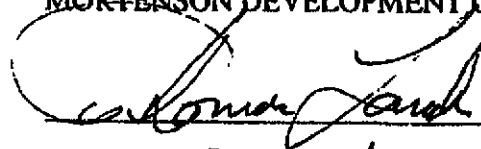
5.6 References: All references to Code sections include successor provisions.

5.7 Construction: Any general rule of construction to the contrary notwithstanding, this instrument shall be liberally construed in favor of the Covenant to effect the purpose of this instrument and the policy and purpose of the Water Code. If any provision of this instrument is found to be ambiguous, an interpretation consistent with the purpose of this instrument that would render the provision valid shall be favored over any interpretation that would render it invalid.

5.8 Governing Law: This Covenant is and shall be governed by the laws of the State of California.

IN WITNESS WHEREOF, the parties execute this Covenant as of the date last set forth below.

MORTENSON DEVELOPMENT COMPANY

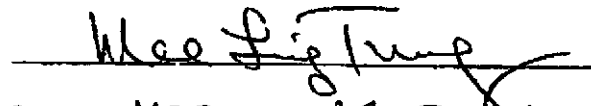


By: THOMAS LANDOR

Its: GENERAL MANAGER

Date: 8-25-01

ALAMEDA COUNTY HEALTH CARE SERVICES AGENCY

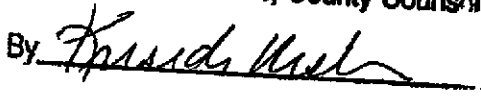


By: MEE LING TUNG

Its: _____

Date: 8-13-01

Approved as to Form
RICHARD E. WINNIE, County Counsel

By: 

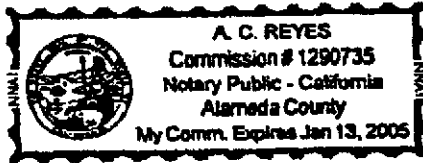
STATE OF CALIFORNIA)

COUNTY OF ALAMEDA) ss:

On August 13, 2011, AC REYES, before me, the undersigned, a Notary Public in and for said County and State, personally appeared MEE LING ANN TUNG

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



COMM. EXP. JAN 13, 2005

[Signature]
Notary Public

STATE OF CALIFORNIA MINNESOTA)

COUNTY OF Hennepin) ss:

On August, 25th, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Tom Lander

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



35770A15950v7 MY COMM. EXP. JAN 31, 2005

[Signature]
Notary Public

DESCRIPTION

CITY OF OAKLAND

PARCEL ONE:

LOTS 7 AND 8, BLOCK 24, AS SAID LOTS AND BLOCK ARE SHOWN ON KELLERSBERGER'S COMPLETE MAP OF OAKLAND, FILED JUNE 16, 1870, BOOK 1 OF MAPS, PAGE 21, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

EXCEPTING AND RESERVING THEREFROM TO GRANTOR, ITS SUCCESSORS AND ASSIGNS FOREVER, ALL MINERALS, OIL AND GAS RIGHTS BELOW A DEPTH OF 500 FEET, WITHOUT RIGHT OF SURFACE ENTRY.

ASSESSOR'S PARCEL NO. 001-0117-001

PARCEL TWO:

LOTS 1 TO 6, INCLUSIVE, LOTS 9 TO 13, INCLUSIVE AND LOTS 24 TO 28, INCLUSIVE IN BLOCK 24. AS SAID LOTS AND BLOCK ARE SHOWN ON KELLERSBERGER'S COMPLETE MAP OF OAKLAND, FILED JUNE 16, 1870, IN BOOK 1 OF MAPS, PAGE 21, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

ASSESSOR'S PARCEL NO. 001-0117-002

EXHIBIT A

Haznet EPA ID Profile (FACSRCH03)



State of California - Environmental Protection Agency
 Department of Toxic Substances Control
 The DTSC Intranet Web Site

Haznet EPA ID Profile

EPA ID: CAC002279465 Name: MA MORTENSON CO
 Status: INACTIVE Inactive Date: 20010611 Contact:
 County: Alameda SIC: Record Entered: 20000921 Last updated: 20010611
 Street Map of this site

	Name	Address	City	State	ZIP	Phone
Location	MA MORTENSON CO	720 2ND ST	OAKLAND	CA	94607 - 3 3 *	Y
Mailing		720 2ND ST	OAKLAND	CA	946070000	
Owner	MA MORTENSON CO	720 2ND ST	OAKLAND	CA	946070000	5106250201
Operator	JLM CALL	720 2ND ST	OAKLAND	CA	946070000	5106250201

Based ONLY upon EPA ID: CAC002279465:

Calif. Manifests?	Out-of-State Manifests?	Transporter Registration?	Toxic Release Inventory Data?	Calsites Data?
YES	NO	NO	NO	NO

Calif. Manifest Counts and Total Tonnage					
Ship Year	Generator	Trans. 1	Trans. 2	TSDF	Alt. TSDF
2000	41 (m) 3,440.6087 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)
2001	16 (m) 309.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)

Waste Code By Year Matrix Report					
Calif.	Generator	Trans. 1	Trans. 2	TSDF	Alt. TSDF
RCRA	Generator	Trans. 1	Trans. 2	TSDF	Alt. TSDF

End of Report

The DTSC Intranet Web Site

State of California - Environmental Protection Agency
 Department of Toxic Substances Control.
 The DTSC Intranet Web Site

Haznet EPA ID Profile

No Facility/Generator detail data found for EPA ID: cac002279405

Based ONLY upon EPA ID: cac002279405:

Calif. Manifests?	Out-of-State Manifests?	Transporter Registration?	Toxic Release Inventory Data?	Calsites Data?
YES	NO	NO	NO	NO

Calif. Manifest Counts and Total Tonnage

m = Manifest Count t = Total Tonnage

Ship Year	Generator	Trans. 1	Trans. 2	TSDF	Alt. TSDF
2000	1 (m) 20,0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)	0 (m) 0.0000 (t)

Waste Code By Year Matrix Report

Calif.	Generator	Trans. 1	Trans. 2	TSDF	Alt. TSDF
RCRA	Generator	Trans. 1	Trans. 2	TSDF	Alt. TSDF

End of Report

The DTSC Intranet Web Site