PHASE I
ENVIRONMENTAL
SITE ASSESSMENT

475 Lesser Street
Oakland
California

FOR

Wells Fargo Bank SBA Lending
333 Market Street, 25th Floor
San Francisco, CA 94105

basics
ENVIRONMENTAL

April 3, 2014
14-ENV3679

655 12TH STREET, #126 • OAKLAND, CA • 94607 • TEL / FAX 510-834-9099 / 9098

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Wells Fargo Bank SBA Lending
333 Market Street, 25th Floor
San Francisco, CA 94105

Attention: Mr. Mark Cyrus

Subject: Phase I Environmental Site Assessment Report
475 Lesser Street
Oakland, California 94601

Dear Mr. Cyrus:

We have performed a Phase I Environmental Site Assessment in conformance with the scope and limitations of ASTM Practice E 1527-13/AAI of 475 Lesser Street in Oakland, California, the property. Any exceptions to, or deletions from, this practice are described in Section 1 of this report. This assessment has revealed obvious evidence of recognized environmental conditions in connection with the property that warrants further investigation and/or documentation at this time.

Should you have any questions regarding this report, please contact the undersigned.

Sincerely,

Basics Environmental, Inc.

Donavan G. Tom, M.B.A., E.P., R.E.P.A.
Principal Consultant

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PROFESSIONAL CERTIFICATION

PHASE I ENVIRONMENTAL SITE ASSESSMENT
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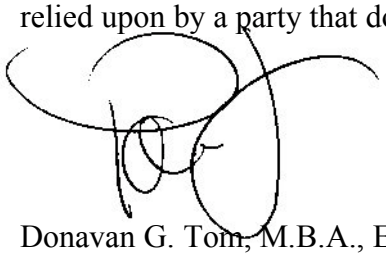
I declare that, to the best of my professional knowledge and belief, 1 meet the definition of "Environmental Professional" as defined by the Environmental Protection Agency's Final Rule (40 CFR 312.21). I have the specific qualifications based on education, training and experience to assess a property of the nature, history and setting. In performing Phase I Environmental Site Assessments, I develop and perform the all appropriate inquiries in conformance with the standards and practices set forth in 40 CFR Part 312.

The findings, interpretations of data, recommendations, specifications or professional opinions are presented within the limits prescribed by available information at the time the report was prepared, in accordance with generally accepted professional environmental practice and within the requirements by the Client. There is no other warranty, either expressed or implied. The data and findings of this report are based on the readily available data and information obtained from numerous public and private agencies regarding the subject site and its immediate vicinity. Additional search (at greater cost) may or may not disclose information which may significantly modify the findings of this report. We accept no liability on completeness or accuracy of the information presented and or provided to us, or any conclusions and decisions which may be made by the Client or others regarding the subject site.

This report was prepared solely for the benefit of Basic's Client. Basics consents to the release of this report to third parties involved in the transaction for which the report was prepared, including without limitation, lenders, title companies, public institutions, attorneys, and other consultants. However, any use of or reliance upon this report shall be solely at the risk of such party and without legal recourse against Basics, or its subcontractors, affiliates, or their respective employees, officers, or directors, regardless of whether the action in which recovery of damage is sought is based upon contract, tort (including the sole, concurrent or other negligence and strict liability of Basics), statute or otherwise. This report shall not be used or relied upon by a party that does not agree to be bound by the above statements.



Donavan G. Tom, M.B.A., E.P., R.E.P.A.
Principal Consultant

1.0 INTRODUCTION

1.1 Purpose of Investigation

Basics Environmental, Inc. (Basics) has performed this Phase I Environmental Site Assessment (ESA) for Wells Fargo Bank SBA Lending pursuant to our signed agreement on March 13, 2014. The "subject site" is at 475 Lesser Street, Oakland, California (APN 034-2304-004-02). The purpose of this ESA is to:

- Observe site conditions at the property in accordance with the protocols set forth by the *American Society for Testing and Materials (ASTM) Standard E1527-13, Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process* and *U.S. Environmental Protection Agency's All Appropriate Inquiry (AAI) Final Rule 40 CFR Part 312*, except where modified by the proposal;

- Identify to the extent feasible recognized environmental conditions in connection with the subject site. The ESA is intended to evaluate the potential for the presence of hazardous or toxic chemicals in the soil and/or groundwater resulting from past and present land use activities. To the extent possible, potential sources of hazardous or toxic chemicals from adjacent off-site operations will also be evaluated; and

- Render findings and professional opinion regarding the potential for adverse environmental impacts on or adjacent to the site.

1.2 Scope of Work

The scope of work performed for this ESA consisted of the following tasks:

- Field reconnaissance and personal interviews to evaluate environmental land-use conditions on the subject site and view adjacent properties;

- Aerial photograph, City Directory and/or Fire Insurance/Topographic Map review (typically back to 1940 or first developed use of the property) to evaluate former environmental land-use conditions on the subject site and adjacent properties;

- Review of federal, state and county files and environmental database search report obtained from a commercial service providing up to date and current information;

- Evaluation of the physical setting (geomorphic, geologic and hydrogeologic) of the subject site property; and

- Preparation of this ESA report to present the findings and professional opinions regarding potential recognized environmental conditions on the site.

The work for this ESA was performed within the client approved scope of work and budget for the investigation.

1.3 Special Terms and Conditions

The goal of this ESA is to identify recognized environmental conditions indicating the presence or likely presence of any hazardous substances or petroleum hydrocarbons in structures, ground, groundwater, or surface water of the property. Recognized environmental conditions are not intended to include *de minimus* conditions that do not present risks to public health or environment and that would not be subject to enforcement actions by government agencies.

1.4 Limitations and Exceptions

This ESA only includes a visual evaluation of the presence of asbestos, lead paint, radon, or mold, if applicable. In addition, this ESA does not include the results of any sampling, monitoring, or other types of field and/or laboratory testing or investigation.

1.5 User Responsibilities

The user of this ESA will be responsible for: (1) determining the relationship of the purchase price to the value of the property; (2) disclosure of specialized knowledge, experience or information which may effect the environmental condition of the subject site; and (3) disclosure of any environmental cleanup liens against the property within recorded land title records, if applicable. None of the above was provided by the client for our review.

2.0 SITE DESCRIPTION AND RECONNAISSANCE

2.1 Site Description and Uses

2.1.1 Interviews

A Basics representative visited the subject site on March 19, 2014. Basics observed the various facilities and operations conducted at the site and also noted the land-use in the vicinity of the site. Mr. Mike Lam, property accountant with Rabin Management Company, LLC, provided access to available areas. Mr. Lam was also briefly interviewed during the site visit. Discussions with Mr. Lam indicated to his knowledge the subject site was occupied by Tip Top Foods, Inc. and utilized as a manufacturer and distributor of refrigerated dairy products and no only small amounts of hazardous materials were utilized onsite. However, Mr. Lam indicated a previous Phase I Environmental Site Assessment Report (AllWest 2012) reported an underground storage tank was closed in place at the subject site however the specific location was unknown. Mr. Lam, also indicated Golden Gate Tank Removal, Inc. performed a recent site visual inspection and utilized a magnetometer in an attempt to identify the location of the closed in place underground storage tank however the results were inconclusive. Additional information obtained from interviews of onsite representatives is incorporated within the appropriate sections of this report.

2.1.2 Site Description and Uses

The subject site is located within the City of Oakland, along the northwest side of Lesser Street, between Malat Street and Oakport Street, and approximately 1,000 feet northeast of Oakland Alameda Inner Channel and San Leandro Bay (See Drawings 1 and 2). The subject site consists of an approximately 0.450-acre rectangular shaped parcel of land improved with four one-story light industrial buildings (designated as Buildings 1, 2, 3 & 4) totaling approximately 10,700-square feet and associated paved areas (See Photos 1 – 2).

Building 1 is constructed of wood framing on concrete slab foundation with concrete masonry exterior walls. Interior building materials include sheet rock interior walls, carpet, tile and concrete floors, with "acoustic style" (office areas) and high "wood-beamed" (warehouse/processing area) ceilings. An HVAC system is located on the roof.

Building 2 is constructed of wood framing on concrete slab foundation with wood siding exterior walls. Interior building materials include insulated stainless steel lined interior walls, concrete floors, and high ceilings. A refrigerated cooling system is located on the roof.

Building 3 is constructed of wood framing on a raised concrete foundation with cinder block exterior walls. Interior building materials include insulated stainless steel lined interior walls, concrete floors, and high ceilings. A refrigerated cooling system is located on the roof.

Building 4 is constructed of steel framing on concrete slab foundation with metal exterior walls. Interior building materials include sheet rock interior walls, concrete floors, and high "steel-beamed" ceilings.

Utilities including water, electric, natural gas and sewage service are publicly supplied. No obvious evidence of an electrical transformer was noted at the property. The electrical panel and gas meters are located near the southwest corner of the warehouse/processing area.

The general area surrounding the property is developed light industrial and commercial. A site plan illustrating the site and adjacent properties is shown in Drawing 3.

The subject site is currently vacant and unoccupied, however signage on the building indicates the subject site was recently occupied by Tip Top Foods, Inc. d.b.a. Ambrosia Gourmet Frozen Yogurt (operating also under brand names Instant Whip and Flavor-Ritte Foods) and utilized as a manufacturer and distributor of fine dairy and non-dairy refrigerated food products to the foodservice and bakery industry.

2.1.3 Environmental Land-Use Conditions

The subject site was evaluated for the use and storage of hazardous substances and petroleum products; use of aboveground and underground storage tanks, storage and disposal of hazardous wastes; evidence of releases from hazardous materials, and identification of conduits to the subsurface.

Building 1 (circa 1967) – The one-story light industrial building is located on the southeast portion of the subject site (See Photos 3 and 4). The building is approximately 4,200-squre feet and currently consists of an office area and warehouse/processing area. The main entrance to building is located along the southeast side of the building providing access to the office area from Lesser Street. Two roll up doors are located on the southwest side and one small roll-up door is located on the northwest side of the building providing access to the warehouse/processing area from the associated paved area. Additional personnel doors are also located along the southwest sides of the building providing additional access to the building.

Office Area - The office area is located on the south portion of the building. The office area is segregated into a lobby/reception area, individual offices, kitchen and restroom facilities. During the time of the site visit, the office area was vacant and unoccupied (See Photo 5). Visual observations of the office area did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the floors within the office area did not reveal any obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Warehouse/Processing Area - The warehouse/processing area occupies the majority of the building and is segregated into a former food processing area, former product ingredients mix room, former chemical storage room and grade-level receiving area.

The former food processing area occupies the majority of the warehouse/processing area and consists of an open warehouse area. This area was reported to have been equipped with machinery utilized to manufacture dairy and non dairy refrigerated products. During the time of the site visit, the former food processing area was vacant and unoccupied (See Photo 6). A fume vent was noted along the north wall of the former food processing area. Visual observations of the former food processing area did not reveal any obvious evidence of hazardous materials, stains or spills. Located within the center portions of the former food processing area are two floor drains. Visual observations of the floor drains did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the rest of the former food processing area did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

The former product ingredients mix room is located on the northwest portion of the warehouse/processing area and consists of a small room. This area was reported to mix dairy and non dairy refrigerated products. During the time of the site visit, the former product ingredients mix room was vacant and unoccupied. Visual observations of the former product ingredients mix room did not reveal any obvious evidence of hazardous materials, stains or spills. Located within the center portion of the former product ingredients mix room is a small floor drain. Visual observations of the floor drain did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the rest of the former product ingredients mix room did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

The former chemical storage room is located on the northwest portion of the warehouse/processing area and consists of a small room. This room was reported to store dry acids used as cleaning reagents for the food processing equipment. During the time of the site visit, the former chemical storage room was vacant and unoccupied (See Photo 7). Visual observations of the former chemical storage room did not reveal any obvious evidence of hazardous materials, stains or spills. Located within the center portion of the former chemical storage room is a small floor drain. Visual observations of the floor drain did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the rest of the former chemical storage room did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Building 2 (circa 1969) – The one-story shed building is located on the center east portion of the subject site (See Photo 8). The building is approximately 600-squre feet and currently consists of a former cold storage room. This area was reported to store dairy and non dairy refrigerated products. A sliding door is located on the southwest side of the building providing access to the cold storage area from the associated paved area. During the time of the site visit, the former cold storage room was vacant and unoccupied (See Photo 9). Visual observations of the former cold storage room did not reveal any obvious evidence of hazardous materials, stains or spills. Located within the northwest portion of the former cold storage room is a trench floor drain. Visual observations of the floor drain did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the rest of the former cold storage

room did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Building 3 (circa 1981) – The one-story light industrial building is located on the northeast portion of the subject site (See Photo 11). The building is approximately 2,700-squre feet and currently consists of three former cold storage rooms. This area was reported to store dairy and non dairy refrigerated products. A sliding door is located on the southwest side of the building providing access to each of the former cold storage area from the associated paved area. During the time of the site visit, the three former cold storage room were vacant and unoccupied (See Photo 12). Visual observations of the three former cold storage room did not reveal any obvious evidence of hazardous materials, stains or spills. Located within the center portion of the three former cold storage rooms are small floor drains. Visual observations of the small floor drains did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the rest of the three former cold storage room did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Building 4 (circa 1969/1981) – The one-story light industrial building is located on the north portion of the subject site (See Photo 11). The building is approximately 3,200-squre feet and currently consists of a warehouse area and storage room. A sliding door is located on the southeast side of the building providing access to warehouse area from the associated paved area. An additional personnel door is located along the southeast side of the building providing access to a storage room.

The warehouse area occupies the majority of the building and consists of an open warehouse area. This area was reported to store dairy and non dairy non refrigerated products. During the time of the site visit, the warehouse area was vacant and unoccupied (See Photo 14). Visual observations of the warehouse area did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the warehouse area did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

The storage room occupies the east end of the building and consists of a small maintenance shop and storage room. This area was reported to store tools and equipment to maintain the facilities. During the time of the site visit, the maintenance shop and storage room were vacant and unoccupied, except for a table and few shelving units (See Photo 15). Visual

observations of the maintenance shop and storage room did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the maintenance shop and storage room did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Associated Paved and Landscaped Areas - The associated paved area is located along the west portion of the subject site parcel and utilized primarily as a paved parking/loading zone area (See Photo 16). The paved areas are paved with concrete, can accommodate automobiles as well as light trucks, and is accessible via a gated paved driveways to the south along Lesser Street. A small strip of associated landscaped area is located along the southwest and southeast wall of the office area of Building 1.

Located within the associated paved area is a covered canopy extending from the west side of the former processing area of Building 1 (See Photo 3). The covered canopy area is utilized as a grade-level shipping/receiving area for Building 1. Visual observations of the grade-level shipping/receiving area did not reveal any obvious evidence of hazardous materials, stains or spills. Located within the center portion of the grade-level shipping/receiving area is a trench floor drain. Visual observations of the floor drain did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the rest of the grade-level shipping/receiving area did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Located within the associated paved area is a covered canopy extending from the north side of the former processing area of Building 1 (See Photo 8). The covered canopy area was reported to have been utilized as a covered storage area for a former natural gas fueled hot water boiler unit and associated expansion tank along with air compressors. During the time of the site visit, the covered storage area was vacant and unoccupied, except for electrical and plumbing conduits noted along the wall of this area (See Photo 10). Visual observations of the covered storage area did not reveal any obvious evidence of hazardous materials, however minor oil stains were noted to the concrete. Visual observations of the concrete surface in this area did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Located within the associated paved area between Building 1 and Building 2 is a paved area (See Photo 8). The paved area was reported to have been utilized as a service area for raw materials. Located within this area are three square concrete pads (See Photos 8, 10 and 11). Two additional concrete pads are located west of Building 2 and northwest of Building 1. The concrete pads were reported to have been utilized to store raw materials (sucrose, corn syrup, skim milk, fructose, coconut oil and palm kernel oil) within six large aboveground storage tanks. Signage on the wall indicates this area was also utilized to store waste oil. During the time of the site visit, the service area was vacant and unoccupied. Visual observations of the service area did not reveal any obvious evidence of hazardous materials, however minor oil stains were noted to the concrete. Visual observations of the concrete surface in this area did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Located within the associated paved area is a covered canopy extending from the west side of Building 3 (See Photo 11). The covered canopy area is utilized as an elevated shipping/receiving dock area for Building 3. A ramp is located on the north side of the dock providing access from the associated paved area. Visual observations of the elevated shipping/receiving dock area did not reveal any obvious evidence of hazardous materials, stains or spills. Visual observations of the elevated shipping/receiving dock area did not reveal any other obvious evidence of drains, sumps, major cracks or other conduits to the subsurface.

Located within the paved area are at least six storm water collection drains. Visual observation of the storm drains did not reveal any obvious evidence of hazardous materials, stains or spills.

Visual observations of the rest of the associated paved and landscaped areas did not reveal any other obvious signs of hazardous materials or spills, other than oil stains from vehicles common to all parking lots. No obvious evidence of underground storage tanks, distressed vegetation, or surface impoundments were observed throughout the associated paved and landscaped areas during the inspection.

2.2 Adjacent Properties

2.2.1 Immediate Adjacent Properties

Sites in the vicinity of the subject site were observed during the site reconnaissance to evaluate conditions or businesses indicative of hazardous or potentially toxic materials use.

The following are the uses of the adjoining properties.

NE - American Cylinder Head (499 Lesser Street)
NW - Bay Bolt, Inc. (4610 Malat Street)
SE - Lesser Street and beyond Crommer Material Handling (488 Lesser Street/4701 Oakport Street)
SW - Tidewater Tire & Auto Center (4626 Malat Street), Unmarked (4638 Malat Street) and Ozone Sound Systems (4640 Malat Street)

Visual observations of American Cylinder Head (499 Lesser Street) and Tidewater Tire & Auto Center (4626 Malat Street) revealed potential business activity indicative to the use, storage and/or treatment of hazardous materials. However, no obvious evidence was noted at the immediate adjacent properties that would represent a significant environmental concern to the subject site.

2.2.2 Wells

No obvious evidence of wells, such as water supply wells and/or groundwater monitoring wells, were noted on or nearby the subject site.

2.3 Non-ASTM E1527 Considerations

2.3.1 Asbestos Containing Construction Materials

An asbestos survey was not conducted at the property as part of this assessment. However, the subject site structure was confirmed to have been constructed before 1979, the year asbestos containing construction materials was banned, thus, asbestos may have been utilized in its construction. No obvious evidence of friable or non-friable suspect asbestos containing materials were observed within easily accessible areas of the structures.

Asbestos is a mineral fiber that occurs in rock and soil. Because of its fiber strength and heat resistance asbestos has been used in a variety of building construction materials for insulation and as a fire retardant. Original building materials not easily accessible including, but not limited to, flooring and masting materials, sheet rock muds and taping compounds, ceiling and roofing materials, and ducting and surfacing materials may contain ACCMs. To confirm if any asbestos materials is contained within the structure on the subject site, an asbestos survey should be performed by an EPA-authorized state certified AHERA/OSHA certified asbestos professional. If the subject site structure is slated for renovation or demolition, an asbestos inspection will be required, pursuant to the National Emission Standards for Hazardous Air Pollutant (NESHAPs).

2.3.2 Lead-Based Paint

A lead-based paint survey was not conducted at the property as a part of this assessment. However, the subject site structure was confirmed to have been constructed before the ban on lead-based paints in 1978, thus, lead-based paints may have been utilized in its construction. Visual observations of the painted surfaces of the subject site structure appeared to be in fair condition with no obvious signs of chipping, cracking, and/or significant health risk concerns.

Lead-based paint is any paint, varnish, stain, or other applied coating that has 1 mg per square cm (or 5,000 µg/g by dry weight) or more of lead. In Section 1017 of the Housing and Urban Development Guidelines, Residential Lead-Based Paint Hazard Reduction Act of 1992, otherwise known as " Title X", states that a lead-based paint hazard is "any condition that causes exposure to lead that would result in adverse human health effects" resulting from lead-contaminated dust, bare, lead-contaminated soil, and/or lead-contaminated paint that is deteriorated or present on accessible, friction, or impact surfaces. Therefore, under Title X, intact lead-based paint on most walls and ceilings would not be considered a "hazard", although the paint should be maintained and its condition monitored to ensure that it does not deteriorate and become a hazard. Common renovation activities like repairing, sanding, cutting, and demolition can create hazardous lead dust and chips by disturbing lead-based paint, which can be harmful to adults and children. To confirm if any lead based paint is contained within the structure or surroundings on the subject site, a targeted environmental sampling of dust, soil, and deteriorated

paint should be performed by an EPA-authorized state certified lead inspector/assessor professional.

2.3.3 Radon

Radon testing was not conducted at the property as a part of this assessment. However, based on the Map of Radon Zones provided by the United States Environmental Protection Agency (EPA), there is a moderate potential that radon concentrations at, or above, 4 picocuries per liter (pCi/l) are present at the site. Concentrations at, or above, 4 pCi/l are considered to be concentrations of concern per Cal-EPA and EPA. Based on the map, radon has been detected in Alameda County at average levels between 2 pCi/l and 4 pCi/l. Additional information can also be obtained from the California Department of Public Health's Radon Program which provides a list of radon test results from throughout the state which are sorted by zip code.

Radon is a naturally occurring radioactive gas that is odorless, invisible, and without taste. It is released during the natural decay of uranium, which is present in most rock, soil and water. Its occurrence in the state is influenced primarily by geology. Radon can be found throughout California because uranium exists in all rock and soil. Although certain areas of the state are more likely to contain higher radon levels than others, radon is a house-to-house issue. You may live in an area of low radon potential yet your house can have elevated radon but your neighbor's house has a low radon level. Radon, in its natural state cannot be detected with the human senses. To confirm if any radon is contained within the structure on the subject site, testing should be performed by an EPA-authorized state certified radon testing professional.

2.3.4 Mold

A mold survey was not conducted at the property as a part of this assessment. However, no obvious evidence of mold or water damaged materials were observed within easily accessible areas of the structure.

In general, mold is a subset of the fungi family. Fungi are common and found in most ecosystems. Fungi is needed to help recycle organic material to sustain plant and animal life. In order to reproduce, mold release tiny spores into the air, which eventually attach onto surfaces favorable for growth. A class of fungi, molds have been found to cause a variety of health

problems in humans, including allergic, toxicological, and infectious responses. Molds are decomposers of organic materials, and thrive in humid environments, and produce spores to reproduce as plants produce seeds. When mold spores land on a damp spot indoors, they may begin growing and digesting whatever they are growing on in order to survive. When excessive moisture or water accumulates indoors, mold growth will often occur, particularly if the moisture problems remain undiscovered or not addressed.

Currently, there are no established "sound, science-based Permissible Exposure Limits (PELs) for indoor molds at this time". As mold becomes a more prevalent issue, building owners will need to stay informed on the subject. There are dozens of Internet web sites geared to the topic, and increased litigation in this area is also fueling increased interest. With any new trend there often is misinformation, incorrect conclusions, and conflicting information. Those involved in the building industry should consider the source and weight of information carefully before drawing conclusions and making decisions.

To confirm if any mold is present within the structure on the subject site, laboratory test and sampling can be performed by a qualified industrial hygienist for various species of fungi such as Aspergillus, Cladosporium, Stachybotris and other mycotoxyns, and bacteria families such as Legionella, etc. However, the only types of evidence that have been related consistently to adverse health effects are the presence of current or past water damage, damp materials, visible mold, and mold odor, *not* the number or type of mold spores nor the presence of other markers of mold in indoor air or dust.

3.0 PHYSICAL SITE SETTING

3.1 Geomorphic Description

The subject site is within the Coast Ranges geomorphic province of California within the East Bay Plain, on the eastern flank of the San Francisco Bay structural trough. The property site is situated approximately 800 feet northeast of the tidal canal of the Oakland/Alameda Inner Channel. In general, the site is on a relatively flat topography approximately 10-12 feet above mean sea level. The late Cenozoic continental and marine sediments of the Alameda Formation unconformably overlay the Franciscan bedrock and are composed of gravel, sand, silt, and clay which is locally organic rich and fossiliferous. consolidation of the sediments increases with depth, and maximum known thickness is about 1,500 feet.

3.2 Geologic Setting

The subject site is located in the San Francisco Bay Region, which lies near the margin of the Pacific and North American crustal plates. Because these crustal plates are moving relative to each other, the region is tectonically active and experiences numerous and frequent earthquakes. The structure of the San Francisco Bay trough is controlled by interaction between the San Andreas and Calaveras/Hayward fault zones. The active trace of the San Andreas fault zone is located about fifteen miles west of the site. The active trace of the Calaveras/Hayward fault zone is located about five miles east of the site (USGS 2006). The subject site has been, and could in the future, be affected by seismic activity. The alluvial and marine sediments filling the structural basin underlying the San Francisco Bay have been sub-divided based on their dominant modes of deposition and geologic age. In general, these sediments include Bay Mud, the Merritt Sand, and Younger and Older Alluvium. However, fluvially deposited sediments predominate at on the upper portions of the East Bay Plain, and are generally characterized by thin sheets of younger, Holocene fluvial and interfluvial basin deposits underlain by older alluvium of Pleistocene age.

Information regarding soil lithology was researched at the California Water Resources Control Board's website at https://geotracker.waterboards.ca.gov/. Based on the recent subsurface investigation performed for the subject site, the subsurface materials encountered at the site consisted of gravelly sand and gravelly clayey sand fill to a depth of 2.0 top 4.5 feet bgs, beneath which variable amounts of clay, silty sand, and sand were encountered. The maximum sand layer thickness encountered was 2.5 feet (P&D 2014).

3.3 Hydrogeologic Setting

Information regarding first depth to groundwater and flow direction were researched at the California Water Resources Control Board's website at https://geotracker.waterboards.ca.gov The East Bay Plain is regionally divided into two major ground water basins: the San Pablo and the San Francisco Basin. These basins are tectonic depressions that are filled primarily with a sequence of coalescing alluvial fans. Regionally, the ground water flow direction is to the southwest in the direction of tidal canal of the Oakland/Alameda Inner Channel and then the San Francisco Bay. Locally, topography slopes southwesterly towards the Oakland/Alameda Inner Channel roughly illustrating the direction of the ground water flow direction.

Based on the recent subsurface investigation performed for the subject site first depth to groundwater has been encountered from approximately 6.0 to 6.5 feet bgs (P&D 2014). Based on a previous local subsurface investigation performed for Clark Lift at 4701 Oakport Street, approximately 200 feet to the east, first depth to groundwater has been encountered from approximately 7.96 to 9.16 feet bgs and calculated to flow in a northeasterly direction (Golder Associates 1989-1992). Seasonal variations, hillside runoff, aquifer pumping, tidal fluctuations or other factors may influence ground water levels.

4.0 HISTORICAL REVIEW

Site historical information was obtained from a review of Sanborn Fire Insurance Maps, United States Geological Survey (U.S.G.S.) Topographic Maps, aerial photographs, Pacific Telephone & Telegraph, Polk and Haines City Directories. In addition, local building department records were also reviewed. The following Sanborn maps, topographic maps, and city directories were reviewed on March 17, 2014, within the libraries maintained by the University of California in Berkeley, California and City of Oakland, in Oakland, California. The aerial photographs were reviewed online within the sites maintained by National Environmental Title Research, LLC, TerraServer, and Google Earth.

Note: Copies of supporting aerials, city directories and topographic are not included in the report. The historical references are reviewed within local public libraries and are copyright protected and cannot be reproduced without the consent of the owner. As such, our reports properly cite and reference the historical reference in accordance with ASTM E1527-13/AAI protocols. Any incorporation of these documents without the permission of the owner would be against the law.

Reference	Date
Sanborn Fire Insurance Map	1889
U.S.G.S. Topographic Map	1897
Sanborn Fire Insurance Map	1903
Sanborn Fire Insurance Map	1912
U.S.G.S. Topographic Map	1915
Sanborn Fire Insurance Map	1925
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Haines City Directory	1990
Aerial Photograph	1993
Haines City Directory	1995
Aerial Photograph	2000
Haines City Directory	2000
Aerial Photograph	2002
Aerial Photograph	2005
Haines City Directory	2005
Aerial Photograph	2009
Haines City Directory	2010
Haines City Directory	2013

In the Oakland Sanborn Fire Insurance Map of 1889, the subject site falls within Volume II which are not available within the library maintained by the University of California at Berkeley.

In the topographic maps of 1897 and 1915, the subject site and immediate adjacent properties are shown as undeveloped land. During that time, the Livermore Line of the Southern Pacific Railroad Right of Way and Tracks and beyond Melrose District were shown nearby to the east.

In the Sanborn maps of 1903 and 1912, the subject site falls beyond the area of coverage and no site-specific map is available. However, the index maps of these times, indicate High Street was shown developed approximately 1,500 feet to the north.

In the Sanborn Map of 1925, the subject site and immediate adjacent properties are shown undeveloped. During that time, Tidewater Avenue (former Hampton Street) was shown developed approximately 500 feet to the southwest.

In the aerial photograph of 1939 and topographic map of 1941, the subject site and immediate adjacent properties are shown as undeveloped land. During that time, an unpaved road is shown adjacent/nearby to the east.

In the city directory of 1940, the subject site address nor Lesser Street nor Alvin Road are listed.

In the aerial photograph of 1946, the subject site is shown as part of the High Street Homes Federal Housing Development which consisted of numerous residential apartment buildings and associated streets extending from Tidewater Avenue to Oakport Street. The subject consisted of a portion of Alvin Road and one-story residential apartment building along Alvin Road. During that time, bordering the site is residential dwellings and associated rear yards to the northeast; Alvin Road and beyond undeveloped lot to the northwest; residential apartment buildings along Alvin Road to the southeast; and Alvin Road and beyond other residential apartment buildings along Alvin to the southwest.

In the Sanborn maps of 1950, 1952, 1957 and 1961 and aerial photographs of 1958 and 1959, the subject site is shown as part of the High Street Homes Federal Housing Development which consisted of numerous one-story 3-unit residential apartments and two-story 8-unit residential apartments and associated streets extending from Tidewater Avenue to Oakport Street. The subject consisted of a portion of Alvin Road and one-story 3-unit residential apartment building (4654-4660 Alvin Road). During that time, bordering the site is a one-story 3-unit residential apartment building (4452-4460 Alvin Road) and associated rear yards to the northeast; Alvin Road and beyond small public school (4601 Alvin Road) to the northwest; two-story 8-unit residential apartment buildings along Alvin Road to the southeast; and Alvin Road and beyond two-story 8-unit residential apartment buildings along Alvin to the southwest.

In the aerial photograph of 1965, the entire High Street Homes Federal Housing Development was demolished leaving only vacant lots and remnants of the former streets. The subject site is shown as an undeveloped lot. During that time, bordering the site is an undeveloped lot to the northeast; undeveloped lot to the northwest; road under construction

(current Lesser Street) and beyond undeveloped lot to the southeast; and undeveloped lot to the southwest.

In the Sanborn map of 1966, the subject site is shown as an undeveloped lot. During that time, bordering the site is a one-story commercial building utilized as a plumbing supply office and warehouse (499 Lesser Street) to the northeast; undeveloped lot and beyond Malat Street to the northwest; Lesser Street and beyond L-shaped one-story commercial building utilized as a lift truck maintenance and repair facility (488 Lesser Street) to the southeast; and undeveloped lot and beyond Malat Street to the southwest.

According to local building records, a permit to construct a new commercial one-story building at the southeast portion of the subject site to be utilized as a food processing plant was issued to Hodge Oliver Company on September 28, 1966. A certificate of occupancy was issued on February 17, 1967 and indicated the building consisted of three offices, lounge, dressing room, two toilet facilities, manufacturing area, incubator and storage.

In the city directory of 1967, the subject site address is not listed, however 489 Lesser Street is listed as under construction. During that time, 499 Lesser Street is listed as being occupied by Crane Supply Co Htg Equip. and 488 Lesser Street is listed as being occupied by Lifton, Inc. Material Handling Equip.

In the aerial photograph of 1968 and Sanborn map 1969, the subject site is shown redeveloped within a one-story commercial building utilized as food products manufacturing (475 Lesser Street). During that time, bordering the site is a one-story commercial building utilized as a plumbing supply office and warehouse (499 Lesser Street) to the northeast; undeveloped lot and beyond Malat Street to the northwest; Lesser Street and beyond L-shaped one-story commercial building utilized as a lift truck maintenance and repair facility (488 Lesser Street) to the southeast; and undeveloped lot and beyond Malat Street to the southwest.

According to local building records, a permit to construct a new one-story warehouse at the north end of the subject site was issued to Hodge Oliver Company on June 21, 1969. A certificate of occupancy was issued on August 27, 1969 and indicated the building was to be utilized as a storage warehouse.

In the city directory of 1970 and 1973, the subject site address is listed as being occupied by Tip Top Foods, Inc. (475 Lesser Street).

In the aerial photograph of 1974, the subject site is shown developed within a commercial building on the southeast portion and a warehouse on the north portion (475 Lesser Street). The rear warehouse appears only approximately half the size of its current configuration. The area between the two buildings appears as a paved parking/loading area. A small structure appears north of the commercial building. During that time, bordering the site is a commercial building (499 Lesser Street) to the northeast; commercial building and beyond Malat Street to the northwest; Lesser Street and beyond L-shaped commercial building (488 Lesser Street) to the southeast; and undeveloped lot and beyond Malat Street to the southwest.

In the city directories of 1976, 1981, 1986, 1990, 1995 and 2000, the subject site address is listed as being occupied by Instantwhip Tip Top Foods, Inc. (475 Lesser Street).

In the aerial photographs of 1980 and 1981, the subject site is shown developed within a commercial building on the southeast portion and a warehouse on the north portion (475 Lesser Street). The area between the two buildings appears as a paved parking/loading area. A small structure appears north of the commercial building. During that time, bordering the site is a commercial building (499 Lesser Street) to the northeast; commercial building and beyond Malat Street to the northwest; Lesser Street and beyond L-shaped commercial building (488 Lesser Street) to the southeast; and new commercial building and beyond Malat Street to the southwest.

According to local building records, a permit to construct a new commercial one-story building with canopy between the existing rear warehouse and existing storage shed was issued to Instantwhip/Tip Top Foods on March 18, 1981.

In the aerial photographs of 1987, 1988, 1993, 2000, 2002, 2005, 2007 and 2009, the subject site is shown developed within a commercial building on the southeast portion and a warehouse on the north portion (475 Lesser Street). The warehouse on the north portion appears to have been expanded to the northeast in its current configuration. A new commercial building appears to have been constructed just southeast of the warehouse. A small structure appears north of the commercial building. During that time, bordering the site is a commercial building (499 Lesser Street) to the northeast; commercial building and beyond Malat Street to the northwest; Lesser Street and beyond L-shaped commercial building (488 Lesser Street) to the southeast; and commercial building and beyond Malat Street to the southwest.

In the city directories of 2005 and 2010, the subject site address is listed as being occupied by Ambrosia Frozen Yogurt and Instantwhip Tip Top Foods, Inc. (475 Lesser Street).

According to discussions with the client, the subject site was sold at auction, and most of the assets and all products and chemicals were removed in 2012.

In the city directory of 2013, the subject site address is listed as being occupied by Ambrosia Frozen Yogurt, Instantwhip Tip Top Foods, Inc., Flavor Right Foods and Lesser Street LLC (475 Lesser Street).

5.0 ENVIRONMENTAL DATABASE REVIEW

5.1 Agency Record Review

Environmental Data Resources, Inc. (EDR) was contracted to compile data from available government agency databases on locations of actual and potentially impacted sites within a one-mile radius of the subject property. Copies of the environmental database lists and the location map for the subject site are included in Appendix A.

The results of the database search by EDR revealed 224 mapped sites and 410 unmapped sites within a one-mile radius, of which 31 mapped site is within a one-eighth mile radius of the subject site. Based on distance from the subject property and regional hydrogeology the following selected site(s) identified by EDR were deemed to have the highest potential to impact the subject site. In addition, a Tier 1 Vapor Encroachment Screen (VES) pursuant to ASTM E2600-10 was performed on the following selected site(s) to assess whether a potential vapor encroachment condition (VEC) exists at the subject property caused by the release of vapors from contaminated soil or groundwater either on or near the subject site. These sites identified by EDR were located either at, adjacent or possibly up gradient of the subject site.

- **Instantwhip-Tip Top Foods, Inc./Flavor Right Foods** – 475 Lesser Street, Oakland
  Formerly located at the subject site. Listed on the UST and Haznet lists.

  According to the information provided by EDR, this site was listed has having an approximately 7,500-gallon diesel fuel underground storage tank installed in 1980. This site is also listed as manifesting unspecified hazardous waste in 2012 (CAL EPA# CAC002689030). No reports of spills or unauthorized releases were reported for this site by EDR. According to the CAL EPA DTSC EnviroStor and RWQCB GeoTracker online databases, this site is not listed as an active or inactive leak case.

- **Tidewater Tire** – 4626 Malat Street, Oakland
  Located adjacent to the west and perceived cross gradient to the subject site. Listed on the Haznet List.

  According to the information provided by EDR, this site is listed as manifesting aqueous solutions with total organic residues in 1999 (CAL EPA# CAL000146070). No reports of spills or unauthorized releases were reported for this site by EDR. According to the CAL EPA DTSC EnviroStor and RWQCB GeoTracker online databases, this site is not listed

as an active or inactive leak case. Based on this information, the probability of a subsurface environmental impact and/or potential vapor encroachment from this site to the subject site is low.

- **Roy's Autobody** – 4640 Malat Street, Oakland
  Formerly located adjacent to the southwest and perceived cross gradient to the subject site. Listed on the Haznet List.

  According to the information provided by EDR, this site is listed as manifesting oxygenated solvents from at least 1998 to 2000 (CAL EPA# CAL000146499). No reports of spills or unauthorized releases were reported for this site by EDR. According to the CAL EPA DTSC EnviroStor and RWQCB GeoTracker online databases, this site is not listed as an active or inactive leak case. Based on this information, the probability of a subsurface environmental impact and/or potential vapor encroachment from this site to the subject site is low.

- **Vintage & High Tech Autobody** – 4640 Malat Street, Oakland
  Formerly located adjacent to the southwest and perceived cross gradient to the subject site. Listed on the Haznet List.

  According to the information provided by EDR, this site is listed as manifesting unspecified solvent mixtures and aqueous solutions with total organic residues from at least 1995 to 1997 (CAL EPA# CAL000044950). No reports of spills or unauthorized releases were reported for this site by EDR. According to the CAL EPA DTSC EnviroStor and RWQCB GeoTracker online databases, this site is not listed as an active or inactive leak case. Based on this information, the probability of a subsurface environmental impact and/or potential vapor encroachment from this site to the subject site is low.

- **East Bay Clarklift Oakland** – 488 Lesser Street/4701 Oakport Street, Oakland
  Formerly located across Lesser Street to the southeast and perceived cross gradient to the subject site. Listed on the UST, Haznet and LUST lists.

  According to the information provided by EDR, this site is listed as having two 500-gallon product, one 1,000-gallon gasoline and one 200-gallon waste oil underground storage tanks installed in 1966. This site is also listed as a small quantity generator of unspecified oil containing waste, off specification, aged or surplus organics, unspecified solvent mixture, photochemicals, and other organic solids (CAL EPA# CAD983589268 and CAL000012441). Impacts to the soil and ground water were reported from a leaky underground storage tank on August 22, 1996.

  According to the RWQCB GeoTracker online database, on April 26, 1989 three underground tanks (1-1,000 gallon gasoline, 1-550-gallon hydraulic oil and 1-550 gallon Stoddard solvent) and an aboveground hydraulic oil tank, associated piping and two

hydraulic rams were removed from the site. Analytical results for soil samples detected up to 1,900 ppm oil/Stoddard solvent, 6.9, ND, 1.3, 2.2 mg/kg BTEX, respectively. A grab groundwater sample from the pit detected 230,000 mg/l TRPH (Method 418.1), 25,000 mg/l TPH (8015) oil/Stoddard solvent, 1200 mg/l xylene isomers, 170 mg/l ethylbenzene, 250 mg/l toluene and 2000 mg/l C5-C15 (Stoddard). Oil was observed seeping into the tank pit.

Between June 1989 and December 1989 approximately 175 gallons of free product was skimmed from the surface of the tank excavation.

In August 1991 Golder Associates was retained to perform a subsurface investigation. A total of eight borings, GA-l through GA-S, were advanced around the former pit area. Five of the borings were converted into monitoring wells (GA-l through GA-5) around the former tank pit area and further east and west of the tank pit. Hydraulic oil and oil and grease was predominant in the soil borings immediately around the tank pit. These contaminants were also found in the grab groundwater samples further east and west of the tank pit.

In May 1992 Golder Associates continued to monitor the wells and performed an investigation regarding the gradient and potential tidal or pumping influences. Golder concluded that groundwater gradient was generally to the northeast, no tidal or nearby pumping influence existed and that the petroleum contaminant plume was likely migrating offsite towards PG&E.

In March 21, 1994, in an attempt to determine the lateral extent of soil and groundwater contamination, two trenches were dug to the south and to the northeast of the former tank pit. Soil and water samples collected indicated elevated levels of TPH as hydraulic oil and gasoline constituents. The trench on the northeast area was located along the piping run of the former aboveground hydraulic lift. An obvious release from the hydraulic lift piping run had occurred.

In August 1994 H20GEOL was retained to provide a Corrective Action Plan for the site. The plan called for the excavation of contaminated soils and ex-situ bioremediation. This plan was accepted by ACDEH. Tentative soil reuse concentrations were agreed to be 500 ppm TPH-HO, 50 ppm TPHg or Stoddard and 1 ppm BTEX with the additional requirement that the benzene concentration be ND.

In March 1995 Growth Environmental took over as consultant for the site and modified the previously approved work plan to include disposal of the excavated soils as opposed to bioremediation. In addition, Growth proposed to determine the limits of both onsite and offsite contamination by advancing Geoprobes in a grid-like fashion in these areas. Both soil and 1imited groundwater samples would be taken. These proposals were accepted by ACEHS.

In by 1995 the subsurface investigation was performed. A total of 39 onsite borings and 36 offsite borings were advanced. To reduce the number of analyses, borings were composited. The results indicated that contamination was significant onsite, however, offsite contamination was insignificant in both soil and groundwater. The extent of contamination in the northern direction was limited to the Clarklift building. It was at this time that the possibility of contamination along the PG&E conduit was suggested.

In order to access the soils in the southernmost property boundary, approximately 140 feet of eighteen inch corrugated drainage piping running parallel to PG&E's electrical conduit was removed. It was buried within the shallow soil just below the surface and resurfaced aboveground as it ran off the property. It is uncertain what this piping was used for, however, upon its removal stained soil was found beneath it. It is unclear whether the piping served as a source of contamination or whether its porous bedding served as a preferential pathway for contamination. Upon removal of the piping, the easternmost end (where the piping entered the property) was cut flush while the entire remaining length of the onsite piping was removed.

During the excavation, the pit was shored in order to retain the integrity of the sidewalls. The pit was continuously dewatered to expose contaminated soil. Approximately 52.000 gallons of surface and groundwater was pumped from the pit. From February 19-23, 1996, 3162 tons of soil was excavated and off-hauled from the site. The excavation pit was approximately 147’ x 46’ x 8.5’ (average depth). Twenty-seven (27) floor samples were taken after excavation. A clay lined containment trench was placed along the southern boundary of the excavation to prevent any back migration of hydrocarbon contamination into the excavated pit.

After backfilling the pit and preparation for site resurfacing two additional areas named Subsite A and B were found on the southeast and southwest sides of the excavation, respectively. These two areas were subsequently over excavated by Stellar Environmental Solutions (SES) representing the current property owner, Mr. Stephen Block. Approximately 55 yards of soil was excavated and disposed at BFI Landfill, Livermore.

Residual soil hydrocarbon contamination remained next to the PG&E conduit, thus preventing its removal. The low levels of residual soil contamination was reported to biodegrade. Ground water monitoring indicated that the ground water had not been adversely impacted by the petroleum release. Subsequently, no further remedial action was required by the ACEHS and a remedial action completion certification was issued o February 25, 1997. Based on this information, the probability of a subsurface environmental impact and/or potential vapor encroachment from this site to the subject site is low.

- **Design Workshops** – 486 Lesser Street, Oakland
  Located across Lesser Street, to the south and perceived down gradient to the subject site. Listed on the Haznet List.

  According to the information provided by EDR, this site is listed as a small quantity generator of unspecified oil containing waste, unspecified solvent mixture, and unspecified organic liquid mixture from at least 1999 to 2010 (CAL EPA# CAR000056036). This site is also permitted for air emissions. No reports of spills or unauthorized releases were reported for this site by EDR. According to the CAL EPA DTSC EnviroStor and RWQCB GeoTracker online databases, this site is not listed as an active or inactive leak case. Based on this information, the probability of a subsurface environmental impact and/or potential vapor encroachment from this site to the subject site is low.

- **PG&E** – 4801 Oakport Street, Oakland
  Located several parcels across Lesser Street to the southeast and perceived cross gradient to the subject site

  According to the information provided by EDR, this site is listed as formerly having one 6,000-gallon gasoline, one 6,000-gallon diesel, two 5,000-gallon gasoline and one 500-gallon waste oil underground storage tanks. This site is currently listed as having one 12,000-gallon gasoline, one 10,000-gallon diesel and one 1,000-gallon waste oil underground storage tanks. This site was also listed as a small quantity generator of unspecified organic liquid mixtures and PCBs (CAL EPA# CAD981387855). Impacts to the soil and ground water with diesel, oil and gasoline were reported from a leaky underground storage tank. According to the RWQCB GeoTracker online database, the leak was discovered on August 1, 1987. No remedial actions were reported, however as of February 15, 1995, this issue was case closed. Based on this information, the probability of a subsurface environmental impact and/or potential vapor encroachment from this site to the subject site is low.

5.2 Local Agency File Review

On March 13, 2014, a Basics representative contacted the California EPA - Department of Toxic Substance Control (CAL EPA DTSC) in Berkeley, California, in regards to any information concerning the subject site.

- **475 Lesser Street, Oakland**
  The subject site.

  No information regarding the subject site was available within the CAL EPA DTSC files or EnviroStor online database. No information regarding hazardous materials, underground storage tanks or unauthorized releases was available for the subject site.

On March 13, 2014, a Basics representative contacted the Regional Water Quality Control Board (RWQCB) in Oakland, California, in regards to any information concerning the subject site.

- **475 Lesser Street, Oakland**
  The subject site.

  No information regarding the subject site was available within the RWQCB files or GeoTracker online database. No information regarding hazardous materials, underground storage tanks or unauthorized releases was available for the subject site.

On March 13, 2014, a Basics representative contacted Alameda County Water District (ACWD) in Fremont, California, in regards to any information concerning the subject site:

- **475 Lesser Street, Oakland**
  The subject site.

  No information regarding the subject site was available within the ACWD files. No information regarding hazardous materials, underground storage tanks or unauthorized releases was available for the subject site.

On March 13, 2014, a Basics representative contacted the Alameda County Environmental Health Services Agency (ACEHS) in Alameda, California, in regards to any information concerning the subject site:

- **475 Lesser Street, Oakland**
  The subject site.

  No information regarding the subject site was available within the ACEHS files or Local Oversight Program online database. No information regarding hazardous materials, underground storage tanks or unauthorized releases was available for the subject site.

On March 25, 2014, a Basics representative reviewed the files maintained by City of Oakland Fire Department, Hazardous Materials Division (OFD) in Oakland, California, California, in regards to any information concerning the subject site:

- **475 Lesser Street, Oakland**
  The subject site.

  The OFD is currently the local enforcing agency overseeing hazardous materials within the City of Oakland, however, prior to 1998, the Alameda County Environmental Health Services (ACEHS) was the local enforcing agency.

  Information from the OFD files revealed the earliest records for the subject site included a facility questionnaire submitted by Instant Whip Foods to the ACEHS in 1987. During this time, Tip Top Foods, Inc. d.b.a. Instant Whip utilized the subject site as a manufacturer and distributor of fine dairy and non-dairy refrigerated food products to the foodservice and bakery industry. Oily waste water was noted to be collected, manifested and recycled by H & H Ship Service (CAL EPA# CAC000005223).

  On November 30, 1989, a notice of legal obligation was issued to Instantwhip-Tip Top Food, Inc. from the ACEHS. During this time, Instantwhip-Tip Top Food, Inc. was on record that an underground storage tank was located at the subject site which required to be permitted for use or removal.

  On December 5, 1989, Mr. Duane Alexander, Manager with Instantwhip-Tip Top Food, Inc. provided the following documentation to the ACEHS regarding the underground storage tank:

  On March 25, 1987, a bid to close in place an approximately 8,000-gallon diesel fuel underground storage tank was submitted by J. Quarle & Associates. The date of installation was reported as 1980, however the specific location of the tank was not specified. The bid also included the removal of the existing pump and advancement of

two test borings.

On April 9, 1987, Mr. Duane Alexander indicated the 8,000-gallon diesel fuel underground storage tank was emptied, cleaned, filled with a sand slurry/cement mixture and abandoned in place. No other documentation regarding the underground storage tank closure activities was available within the files.

Subsequently, a Hazardous Materials Management Plan was submitted in 1994 and indicated the following hazardous chemicals were utilized at the subject site:

As part of onsite food processing activities, various hazardous materials including sodium hydroxide, detergents, sodium hypochlorite sanitizer, phosphoric acid and various petroleum based oils were stored and used in Building 1 and the adjacent southwest receiving area, as well as in the service area northwest of Building 1.

Processing Area

1 x 55-gallon drum of PC-50 sodium hydroxide cleaner
1 x 55-gallon drum of Pure Lac phosphoric acid cleaner

Chemical Storage Room

1 x 400-pound container of PC-6 sodium hydroxide/sodium metasilicate cleaner

Dry Goods Warehouse

1 x 450-pound container of Bottle Sheen sodium hydroxide cleaner
1 x 400-pound container of PC-5X sodium metasilicate cleaner

Southwest Receiving Area

1 x 55-gallon drum of Pure Lac phosphoric acid cleaner
1 x 55-gallon drum of PC-50 sodium hydroxide cleaner
1 x 350-pound container of Bacticide sodium hypochlorate sanitizer
1 x 350-pound container of Pure Chlor sodium hypochlorate sanitizer

Outside Service Area

1 x 4,325-gallon coconut oil aboveground storage tank
1 x 6,900-gallon palm kernel oil aboveground storage tank
1 x 8,000-gallon skim milk aboveground storage tank
1 x 2,400-gallon corn syrup aboveground storage tank
1 x 5,093-gallon sucrose aboveground storage tank
1 x 5,236-gallon fructose aboveground storage tank

Follow-up inspections conducted in 1994, 2002 and 2004. No reports of major violations, spills or unauthorized releases were noted within the inspection reports.

No hazardous waste was noted to be generated from onsite operations, however, this site was listed as manifesting unspecified hazardous waste in 2012 (CAL EPA# CAC002689030).

No other information regarding hazardous materials, underground storage tanks or unauthorized releases was available for the subject site.

On March 18, 2014, a Basics representative reviewed the following files maintained by the City of Oakland Building Department (OBD) in Oakland, California, in regards to any information concerning the subject site:

- **475 Lesser Street, Oakland**
  The subject site.

  Information from the OBD files revealed the earliest records for the subject site included survey plans for a proposed new building with loading dock submitted for Hodge, Lindquist, McNely on September 14, 1966.

  On September 28, 1966, a permit to construct a new commercial one-story building at the southeast portion of the subject site to be utilized as a food processing plant was issued to Hodge Oliver Company. A certificate of occupancy was issued on February 17, 1967 and indicated the building consisted of three offices, lounge, dressing room, two toilet facilities, manufacturing area, incubator and storage.

  On June 21, 1969, a permit to construct a new one-story warehouse at the north end of the subject site was issued to Hodge Oliver Company. A certificate of occupancy was issued on August 27, 1969 and indicated the building was to be utilized as a storage warehouse.

  On January 29, 1981, survey plans for a proposed new building with canopy were submitted for Tip Top Foods.

  On March 18, 1981, a permit to construct a new commercial one-story building with canopy between the existing rear warehouse and existing storage shed was issued to Instantwhip/Tip Top Foods.

  On June 18, 2008, a permit to construct a 4’ x 4’ bell hole was issued to Instantwhip/Tip Top Foods.

On September 15, 2011, a permit to repair/replace sewer lateral was issued to Instantwhip/Tip Top Foods.

On January 31, 2013, a permit to re-roof was issued to Instantwhip/Tip Top Foods.

On February 7, 2013, a permit to repair/replace sewer lateral was issued to Instantwhip/Tip Top Foods.

No information regarding hazardous materials, underground storage tanks or unauthorized releases was reported for subject site.

5.3 Prior Environmental Reports

On March 17, 2014, a Basics representative reviewed the following prior environmental reports provided by the client:

- *Environmental Site Assessment, 475 Lesser Street, Oakland, California, AllWest Environmental, Inc., September 28, 2012 (AllWest 2012).*

  According to this report, AllWest Environmental, Inc. (AllWest) conducted a Phase I Environmental Site Assessment for Rabin Worldwide, Inc.

  According to this report, the subject site was undeveloped land until the construction of a Federal Housing Authority apartment complex throughout the area in the early 1940s. The residential complex was demolished in 1965 and the subject site remained undeveloped until the construction of the current improvements beginning in 1957. The property was occupied from 1967 through 2011 by Tip top Foods (operating also under brand names Instant Whip and Flavor-Rite Foods) for production of dairy-based and other food products. The property was sold at auction, and most of the assets and all products and chemicals were removed in 2012.

  As part of onsite food processing activities, various hazardous materials including sodium hydroxide, detergents, sodium hypochlorite sanitizer, phosphoric acid and various petroleum based oils were stored and used in Building 1 and the adjacent southwest receiving area, as well as in the service area northwest of Building 1. No significant spills or releases, regulatory violations or regulatory agency responses to incidents involving hazardous substances were identified within the local regulatory agency files reviewed.

  In April 1987, an approximately 8,000-gallon diesel fuel underground storage tank was reported to have been emptied, cleaned, filled with a sand slurry/cement mixture and abandoned in place. The date of installation was reported as 1980, however the specific location of the tank was not specified. As such, AllWest recommended a geophysical

survey be performed to locate the underground storage tank followed by a subsurface investigation including the collection and analysis of soil and ground water samples.

Mr. Lam, also indicated Golden Gate Tank, Inc. performed a recent site visual inspection and utilized a magnetometer in an attempt to identify the location of the closed in place underground storage tank however the results were inconclusive. A copy of the Golden Gate Tank. Inc. inspection was not availble for our review.

- *Subsurface Investigation Report, 475 Lesser Street, Oakland, California, P&D Environmental, Inc., April 3, 2014 (P&D 2014).*

  According to this report, P&D Environmental, Inc. (P&D) conducted a Subsurface Investigation Report for Ms. Kendra Marshall.

  Based on historical documents there was a 8,000-gallon diesel underground storage tank (UST) grouted in place on April 9, 1987, and that the associated pump and piping were removed however no documentation indicating the specific location or environmental sampling was available.

  On March 26, 2014, P&D personnel oversaw drilling of four borings within the associated paved areas and the collection of soil and groundwater samples to assess potential impacts from the use of the 8,000-gallon diesel underground storage tank.

  Field observations associated with the drilling of four soil borings at the subject site identified a moderate petroleum hydrocarbon odor for the groundwater sample collected from borehole B3. No other evidence of staining, discoloration, odors, or detectable concentrations of organic vapors with the PID were identified in any of the other boreholes.

  None of the detected TPH-D or BTEX concentrations in borehole groundwater samples exceed the respective RWQCB December 2013 Table E-1 groundwater screening levels for potential vapor intrusion for fine-coarse mixtures for either residential land use or for commercial/industrial land use. However, the detected concentrations of TPH-D in samples B2-W, B3-W, and B4-W of 450, 790, and 240 ug/L exceed their respective ESL groundwater screening value of 100 ug/L. Additionally, the detected concentrations of benzene and total xylenes in sample B3-W of 2.6 and 20 ug/L, respectively, exceed or equal their respective ESL groundwater screening value of 1.0 and 20 ug/L, respectively.

  Based on the detected presence of TPH-D, benzene and total xylenes in groundwater at concentrations exceeding their respective groundwater screening levels, P&D recommended that a copy of this report be provided to the local regulatory agency for review and comment.

6.0 CONCLUSIONS AND RECOMMENDATIONS

6.1 Conclusions

These conclusions are based on the data collected during performance of this ESA and are therefore subject to the time limitations associated with accessing governmental and site data. The purpose of this assessment was to evaluate the likelihood of soil and ground water degradation as a result of the use, storage, treatment, and/or disposal of hazardous materials/waste on the subject site and sites located within a one-mile radius. Findings are based on a geological and hydrogeological information study, and an evaluation of historical and present property use (historical resource review, regulatory agency database and file review, personal interviews and site reconnaissance study).

6.1.1 Data Gaps

A data gap is the failure to obtain information required by the standard despite good faith efforts by the environmental professional to gather the information. Based on the findings of our investigation, it is our opinion that there are no apparent significant data gaps within the scope of work performed.

6.1.2 Environmental Issues/*De Minimus* Conditions

De Minimis Condition are defined by the ASTM Standard Practice E1527-13 as condition that generally does not present a threat to human health or the environment and that generally would not be the subject of an enforcement action if brought to the attention of appropriate governmental agencies. On the basis of the information compiled and reviewed by Basics, our findings indicate the following *de minimus* conditions:

(1) Sometime between 1941 and 1946, the subject site was developed as part of the High Street Homes Federal Housing Development which consisted of numerous one-story 3-unit residential apartments and two-story 8-unit residential apartments and associated streets extending from Tidewater Avenue to Oakport Street. The subject site specifically consisted of a portion of Alvin Road and a one-story 3-unit residential apartment building (4654-4660 Alvin Road). Prior to this time, the subject site was shown as undeveloped.

By 1965, the entire High Street Homes Federal Housing Development was demolished leaving only vacant lots and remnants of the former streets. The subject site was shown as an undeveloped lot.

The use as federal housing does not indicate obvious business activity indicative to the use, storage and/or treatment of hazardous materials. In addition, no specific information regarding the use of hazardous materials or underground storage tanks was uncovered for this time frame within the scope of work performed.

(2) On September 28, 1966, a permit to construct a new commercial one-story building (Building 1) at the southeast portion of the subject site to be utilized as a food processing plant was issued to Hodge Oliver Company. A certificate of occupancy was issued on February 17, 1967 and indicated the building consisted of three offices, lounge, dressing room, two toilet facilities, manufacturing area, incubator and storage.

On June 21, 1969, a permit to construct a new one-story warehouse (Building 4) at the north end of the subject site was issued to Hodge Oliver Company. A certificate of occupancy was issued on August 27, 1969 and indicated the building was to be utilized as a storage warehouse. During this time, it appears the cold storage shed (Building 2) may have been constructed onsite.

On March 18, 1981, a permit to construct a new commercial one-story building with canopy (Building 3) between the existing rear warehouse (Building 4) and existing storage shed (Building 2) was issued to Instantwhip/Tip Top Foods. During this time, it appears an eastern addition (Building 4) may have been constructed onsite.

Based on historical references reviewed, the subject site has been occupied by Tip Top Foods, Inc. (operating also under brand names Instant Whip, Flavor-Rite Foods and Ambrosia Gourmet Frozen Yogurt) and utilized as a manufacturer and distributor of fine dairy and non-dairy refrigerated food products to the foodservice and bakery industry from 1967 to 2012. The property was sold at auction, and most of the assets and all products and chemicals were removed in 2012.

Information from the OFD files revealed the earliest records for the subject site included a facility questionnaire submitted by Instant Whip Foods to the ACEHS in 1987. During this time, Tip Top Foods, Inc. d.b.a. Instant Whip utilized the subject site as a manufacturer and distributor of fine dairy and non-dairy refrigerated food products to the

foodservice and bakery industry. Oily waste water was noted to be collected, manifested and recycled by H & H Ship Service (CAL EPA# CAC000005223).

As part of onsite food processing activities, various hazardous materials including: 2 x 55-gallon drums of PC-50 sodium hydroxide cleaner; 2 x 55-gallon drums of Pure Lac phosphoric acid cleaner; x 400-pound container of PC-6 sodium hydroxide/sodium metasilicate cleaner: 1 x 450-pound container of Bottle Sheen sodium hydroxide cleaner; 1 x 400-pound container of PC-5X sodium metasilicate cleaner; 1 x 350-pound container of Bacticide sodium hypochlorate sanitizer; and 1 x 350-pound container of Pure Chlor sodium hypochlorate sanitizer were stored and used in Building 1 and the adjacent southwest receiving area, as well as in the service area northwest of Building 1. In addition, 1 x 4,325-gallon coconut oil aboveground storage tank; 1 x 6,900-gallon palm kernel oil aboveground storage tank; 1 x 8,000-gallon skim milk aboveground storage tank; 1 x 2,400-gallon corn syrup aboveground storage tank; 1 x 5,093-gallon sucrose aboveground storage tank: and 1 x 5,236-gallon fructose aboveground storage tank were stored in the outside service area. A former natural gas fueled hot water boiler unit and associated expansion tank along with air compressors were also formerly located below a canopy area extending from the northside of Building 1.

No hazardous waste was noted to be generated from onsite operations, however, this site was listed as manifesting unspecified hazardous waste in 2012 (CAL EPA# CAC002689030). In addition, signage on the wall in the paved area between Buildings 1 & 2 indicates this area was also utilized to store waste oil.

Follow-up inspections conducted in 1994, 2002 and 2004. No reports of major violations, spills or unauthorized releases were noted within the inspection reports.

In April 1987, an approximately 8,000-gallon diesel fuel underground storage tank was reported to have been emptied, cleaned, filled with a sand slurry/cement mixture and abandoned in place. The date of installation was reported as 1980, however the specific location of the tank was not specified. See Section 6.1.5 – Recognized Environmental Conditions below.

During Basics' site reconnaissance, the subject site facilities were noted as relatively clean with no obvious indications of the present use or storage of appreciable amounts of hazardous materials. In addition, no obvious evidence of collection drains, sumps, active underground tanks, underground hydraulic hoists or other conduits to the subsurface within subject site facilities were noted during the site visit, which would suggest a high potential discharge of hazardous materials to the subsurface. In addition, no compelling evidence was discovered that a hazardous substance has been released from its operation onto (or into) the surface.

Because ultimately it remains the user who accepts the liability for having entered into a chain of title, it remains important that the user recognize that the "risk tolerance" of a regulatory agency could change, as could be the case if information is later uncovered to suggest that the *de minimus* conditions (i.e., those that generally do not present a material risk of harm to public health or the environment and that generally would not be the subject of an enforcement action if brought to the attention of appropriate governmental agencies) are of greater significance than once thought. In addition, no compelling evidence was discovered that a hazardous substance has been released from its operation onto (or into) the surface.

Based on the *de minimus* conditions stated above, additional scope of services (i.e. baseline environmental sampling), but not limited to, may or may not disclose information which may significantly reduce the "risk tolerance" in connection with the acquisition of a parcel of commercial real estate.

6.1.3 Recognized Environmental Conditions (RECs)

Recognized Environmental Conditions (RECs) are defined by the ASTM Standard Practice E1527-13 as the presence or likely presence of any hazardous substances or petroleum products in, on, or at a property: (1) due to release to the environment; (2) under conditions indicative of a release to the environment; or (3) under conditions that pose a material threat of a future release to the environment. Based on the findings of our investigation, it is our opinion that there are apparent obvious RECs on site that warrant further investigation or documentation at this time. To address the issues pertinent to the subject site, Basics recommends:

(1) Provide copy of the Subsurface Investigation Report to the local regulatory enforcing agency (CAL EPA Department of Toxic Substance Control, Alameda County Department of Environmental Health and/or San Francisco Regional Water Quality Control Board) for review.

In April 1987, an approximately 8,000-gallon diesel fuel underground storage tank was reported to have been emptied, cleaned, filled with a sand slurry/cement mixture and abandoned in place. The date of installation was reported as 1980, however the specific location of the tank was not specified.

Golden Gate Tank, Inc. performed a recent site visual inspection and utilized a magnetometer in an attempt to identify the location of the closed in place underground storage tank however the results were inconclusive.

On March 26, 2014, P&D personnel oversaw drilling of four borings within the associated paved areas and the collection of soil and groundwater samples to assess potential impacts from the use of the 8,000-gallon diesel underground storage tank.

Field observations associated with the drilling of four soil borings at the subject site identified a moderate petroleum hydrocarbon odor for the groundwater sample collected from borehole B3. No other evidence of staining, discoloration, odors, or detectable concentrations of organic vapors with the PID were identified in any of the other boreholes.

None of the detected TPH-D or BTEX concentrations in borehole groundwater samples exceed the respective RWQCB December 2013 Table E-1 groundwater screening levels for potential vapor intrusion for fine-coarse mixtures for either residential land use or for commercial/industrial land use. However, the detected concentrations of TPH-D in samples B2-W, B3-W, and B4-W of 450, 790, and 240 ug/L exceed their respective ESL groundwater screening value of 100 ug/L. Additionally, the detected concentrations of benzene and total xylenes in sample B3-W of 2.6 and 20 ug/L, respectively, exceed or equal their respective ESL groundwater screening value of 1.0 and 20 ug/L, respectively.

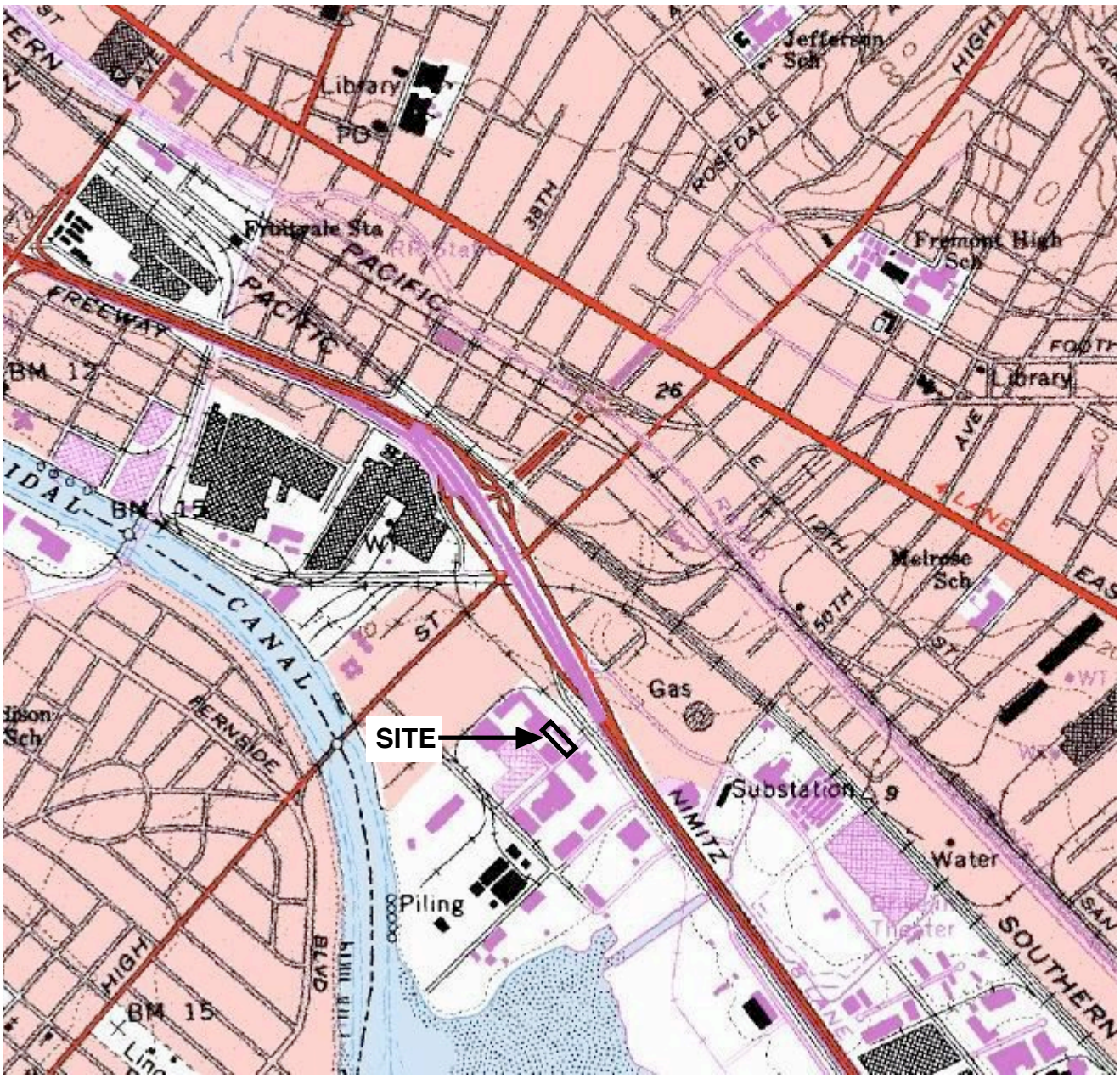
Based on the detected presence of TPH-D, benzene and total xylenes in groundwater at concentrations exceeding their respective groundwater screening levels, P&D recommended that a copy of this report be provided to the local regulatory enforcing agency (CAL EPA Department of Toxic Substance Control, Alameda County Department of Environmental Health and/or San Francisco Regional Water Quality Control Board) for review.

6.1.4 Controlled Recognized Environmental Conditions (CRECs)

Controlled Recognized Environmental Conditions (CRECs) are defined by the ASTM Standard Practice E1527-13 as a past release of hazardous substances or petroleum products that has been addressed to the satisfaction of the applicable regulatory authority, with hazardous substances or petroleum products allowed to remain in place subject to the implementation of required controls. Based on the findings of our investigation, no apparent CRECs were identified onsite.

6.1.5 Historical Recognized Environmental Conditions (HRECs)

Historical Recognized Environmental Condition (HREC) is defined by the ASTM Standard Practice E1527-13 as a past release of any hazardous substances or petroleum products that has occurred in connection with the property and has been addressed to the satisfaction of the applicable regulatory authority or meeting unrestricted use criteria established by a regulatory authority, without subjecting the property to any required controls. Based on the findings of our investigation, no apparent HRECs were identified onsite.



Topographic Map Source:U.S. Geological Survey, 1980 Oakland East Quadrangle, California

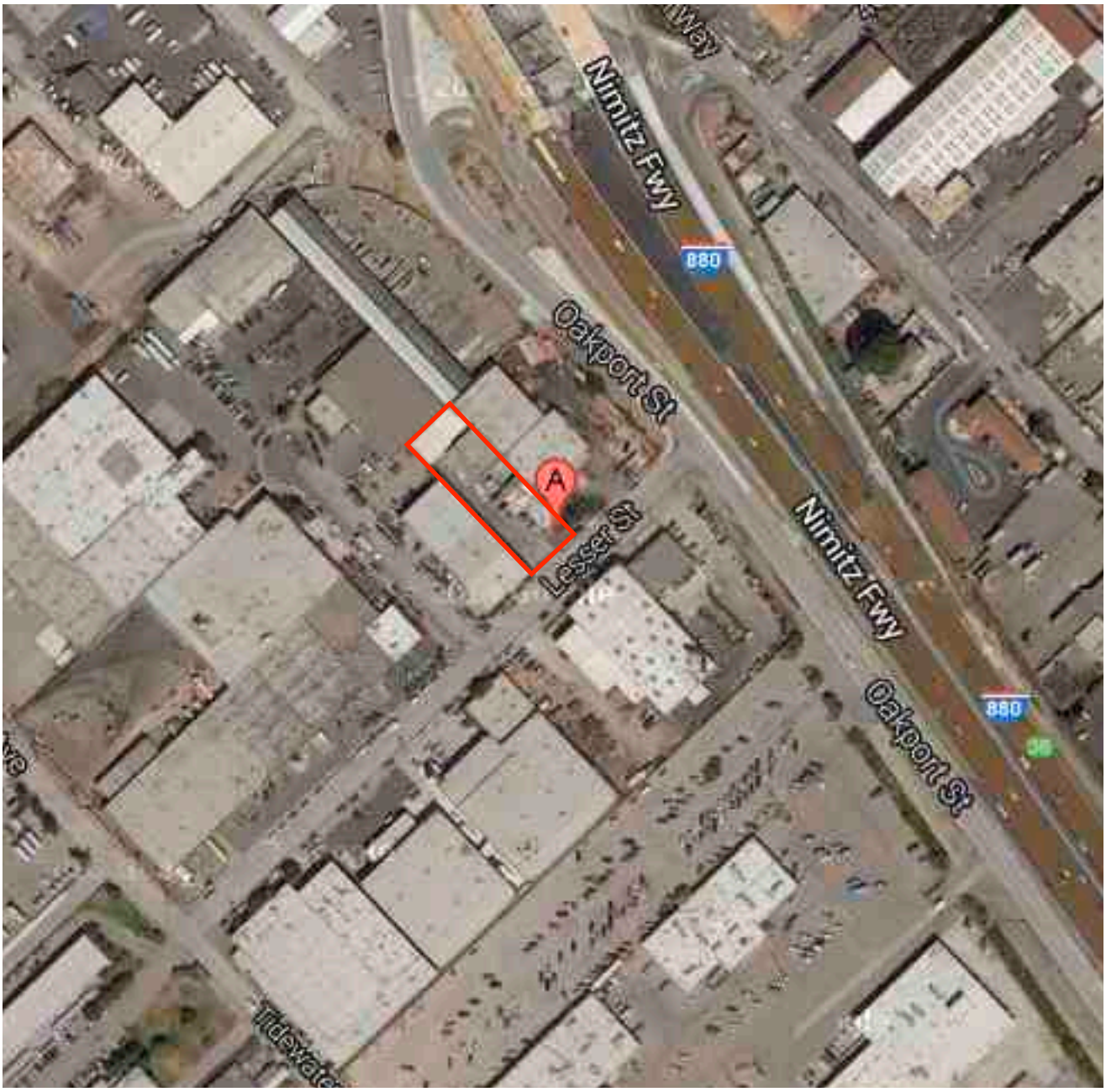
Site Location

basics ENVIRONMENTAL

Phase I Environmental Site Assessment
475 Lesser Street
Oakland, California

PROJECT NO.
14-ENV3679

DRAWING NO.
1



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APPROXIMATE SCALE IN FEET AS DETERMINED FROM GOOGLE MAPS

N

SITE Aerial Photo Source:U.S. Geological Survey & Google Maps

Aerial Photograph (2012)

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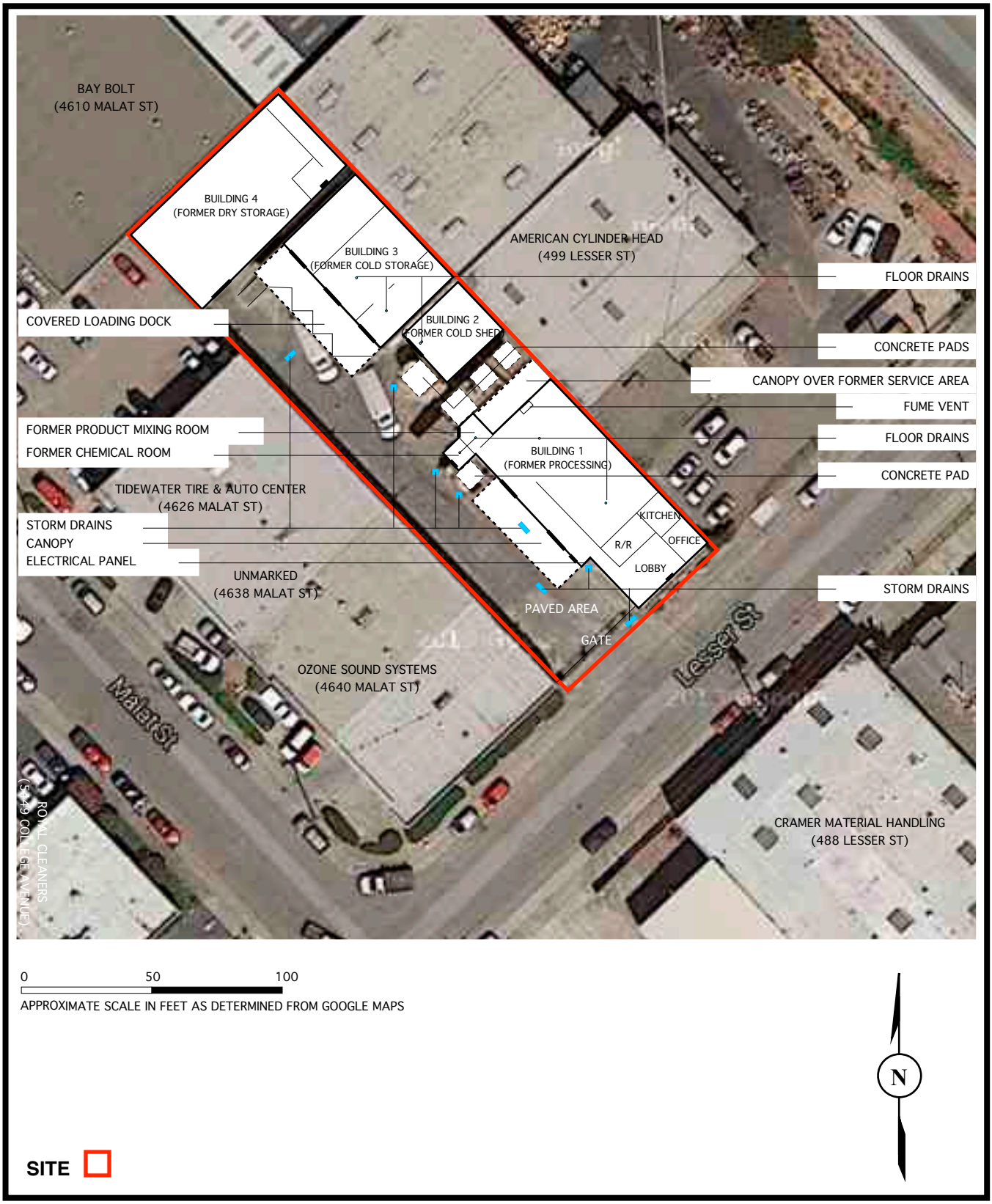
Phase I Environmental Site Assessment
475 Lesser Street
Oakland, California

PROJECT NO.
14-ENV3679

DRAWING NO.
2



Site Plan

basics ENVIRONMENTAL

Phase I Environmental Site Assessment
475 Lesser Street
Oakland, California

PROJECT NO.
14-ENV3679

DRAWING NO.
3

Photo 1: Subject Site (Facing Northwest)
One-Story Commercial Office/Warehouse Buildings and Assocaited Paved and Landscaped Areas Along Northwest side of Lesser Street

Photo 2: Subject Site (Facing North)
One-Story Commercial Office/Warehouse Buildings and Assocaited Paved and Landscaped Areas Along Northwest side of Lesser Street

Site Photographs

Photo 3: Subject Site (Facing Northeast)
Building 1 (Office/Processing Area) and Assocaited Paved Areas

Photo 4: Subject Site (Facing Southeast)
Building 1 (Office/Processing Area) and Assocaited Paved Areas

Site Photographs

Photo 5: Subject Site (Facing Northeast)
Building 1 (Office/Processing Area)
Office Areas

Photo 6: Subject Site (Facing Northwest)
Building 1 (Office/Processing Area)
Former Processing Areas

Site Photographs

Photo 7: Subject Site (Facing Southeast)
Building 1 (Office/Processing Area)
Former Chemical Storage Room

Photo 8: Subject Site (Facing North)
Building 2 (Cold Storage Shed)

Site Photographs

Photo 9: Subject Site (Facing North)
Building 2 (Cold Storage Shed)
Former Cold Storage Room

Photo 10: Subject Site (Facing East)
Former Service Area Between Building 1 and Building 2
Concrete Pads for Former Sugar/Syrup ASTs, Boiler and Air Compressor

Site Photographs

Photo 11: Subject Site (Facing North)
Building 3 (Cold Storage Building)
Former Cold Storage Rooms

Photo 12: Subject Site (Facing Southeast)
Building 3 (Cold Storage Building)
Former Cold Storage Rooms

Site Photographs

Photo 13: Subject Site (Facing North)
Building 4 (Dry Goods Storage Building)
Former Dry Goods Storage Warehouse

Photo 14: Subject Site (Facing East)
Building 4 (Dry Goods Storage Building)
Former Dry Goods Storage Warehouse

Site Photographs

Photo 15: Subject Site (Facing North)
Building 4 (Dry Goods Storage Building)
Northeast Storage Room

Photo 16: Subject Site (Facing Northwest)
Associated Paved Area

Site Photographs