MacArthur Boulevard Associates
c/o Jay-Phares Corporation
10700 MacArthur Boulevard
Oakland, CA 94605
510-562-9500

December 7, 2010

Jerry Wickham
Alameda County Health Care Services Agency
1131 Harbor Bay Parkway, Suite 250
Alameda, CA 94502

Subject: Designation of Authorized Agents of
MacArthur Boulevard Associates
10700 MacArthur Blvd.
Oakland, California
AEI Project # 261829
Toxics Case No. RO0002580

Dear Mr. Wickham:

ACEH has issued the following requirement:

> **"PERJURY STATEMENT**
>
> **All work plans, technical reports, or technical documents submitted to ACEH must be accompanied by a cover letter from the responsible party that states, at a minimum, the following: "I declare, under penalty of perjury, that the information and/or recommendations contained in the attached document or report is true and correct to the best of my knowledge." This letter must be signed by an officer or legally authorized representative of your company. Please include a cover letter satisfying these requirements with all future reports and technical documents submitted for this fuel leak case."**

This purpose of this letter is to designate and identify Jeremy Smith and Peter McIntyre of AEI Consultants, either acting alone or together, as "authorized representatives" of MacArthur Boulevard Associates, a California limited partnership, for the purpose of executing and submitting to ACEH on its behalf any cover letter or perjury statement in compliance with the above-quoted requirement.

Sincerely,

MACARTHUR BOULEVARD ASSOCIATES
(a California limited partnership)

BY: JAY-PHARES CORPORATION
(Its Management Agent)

By: _____
John Jay, Executive Vice President

cc: Jeremy Smith – AEI Consultants

January 19, 2012

Site Management Plan for CVOC Impacted Portions of 10700 MacArthur Boulevard, Oakland, California

Prepared On Behalf Of
MacArthur Boulevard Associates
c/o Jay-Phares Corporation
10700 MacArthur Boulevard
Oakland, CA 94605

Prepared By

AEI Consultants
2500 Camino Diablo
Walnut Creek, CA 94597
(925) 746-6000

AEI

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FIGURES

1.0 Introduction, Definition of "Impacted Area", and Objective of SMP

Due to a historical release from the former dry-cleaning operations at Young's Cleaners, the soil and groundwater in the vicinity of the former Young's Cleaners had been impacted by chlorinated volatile organic compounds (CVOCs), particularly tetrachloroethene (PCE) and its breakdown products. Between 1984 and 1995, Young's Cleaners operated in one of the units of the shopping center, located at the southwestern end of the northern building. The location of the former Young's Cleaners is shown on Figure 1 attached to this Site Management Plan (SMP).

Based on historical sampling data, residual contamination remains at the site and may be encountered during excavation and construction activities in the vicinity of the release area, defined herein as the "Impacted Area". This SMP has been prepared to solely apply to the excavation and construction activities in the Impacted Area where CVOC impacted media may be encountered. This SMP has been prepared at the direction of the regulatory agency, Alameda County Health Care Services Agency (ACHCS), to specify the proper handling of impacted soil and/or groundwater should it be encountered or brought to the ground surface during future excavations in the Impacted Area. Specifically, the current redevelopment activities propose the destruction and installation of several utility lines within the Impacted Area to a depth of 7 feet below ground surface (bgs) or less.

2.0 Summary of Investigation and Remedial Activities

Extensive site assessment and remedial activities have been conducted to date including the installation of multiple monitoring wells, soil borings, and soil vapor borings, and source removal excavation. Between 1988 and 1997, a total of 12 monitoring wells, 22 soil borings, and multiple cone penetrometer testing borings were advanced at and in the vicinity of the site. In 1994, an exploratory excavation removed 8 cubic yards of soil samples beneath the former dry cleaning facility, and subsequently between October 1995 and January 1996, AEI excavated an additional approximately 2,500 cubic yards of PCE contaminated soil from beneath the Young's Cleaners and adjacent tenant spaces and around the sanitary sewer.

In October 2006, two additional soil borings were completed at the site and a total of seventeen soil gas probes were completed in an attempt to investigate soil vapor conditions at the site. Following review of this data by the ACHCS, it was determined that site mitigation activities would be necessary to reduce the potential for vapor intrusion from shallow soil vapors to enter the existing buildings at the site. However, an additional soil vapor investigation was needed to further characterize the extent of vapor phase impact prior to finalization of a remedial approach for the residual impact. Subsequently in June 2007, AEI performed the additional soil vapor investigation by collecting eight soil gas samples from five additional probe locations to the northeast of the former release area, where previous investigations had been limited. Based on the analyses of the eight additional soil gas samples, it was determined that PCE and related breakdown chemicals have not spread northwest of the release area beneath the existing building. Therefore it was determined that the extent of the contamination is confined to non-detectable concentrations to the east, north, and northwest of the former Young's Cleaners. An approval for pilot study site mitigation activities has been obtained from the ACHCSA, however the pilot study has yet to commence. For a complete history of previous site

investigation activities as well as planned pilot study details, please refer to AEI's *Supplemental Soil Vapor Investigation Report* dated June 25, 2008.

3.0 Current Site Conditions

Although a large portion of the impacted soil has historically been excavated at the site, analytical data suggests that residual contamination may be present in the vicinity of the former Young's Cleaners. To date, outside of excavation sampling, shallow soil samples have been collected between 4 and 6 feet bgs, therefore these samples have been used to classify "shallow" soil contamination. For the purposes of this SMP, shallow soil is anything less than 7 feet bgs, the maximum depth of the proposed utility lines. Available soil data indicates that shallow soil contamination is not present to the north of the former cleaners (AMW-1, AMW-8, and B-2) and is limited in extent to the south/southwest based on data from AMW-7 and AMW-9. Refer to Figure 2 for historical soil concentrations at the site.

Due to the limited amount of soil data, coupled with the age (pre-1998), soil vapor data has been reviewed in conjunction with the soil data to further assess the conditions within the Impacted Area. Shallow soil vapor data collected from 3.5 feet bgs to 5 feet bgs is used as a proxy for whether or not contamination is present in the shallow soil. Based on the extensive soil vapor data collected in this area, impacted soil is not expected to be encountered beyond VB-19 to the northeast, VB-20 to the east, VB-4, VB-23, and VB-25 to the west. Refer to attached Figure 3 for the historical soil vapor data at the site.

Based on a combination of soil vapor and soil sample data, the expected limits Impacted Area are shown on Figure 1. The shown limits of the Impacted Area are expected to be a conservative estimate of where CVOCs may be encountered. This SMP was developed to address handling of CVOC impacted soil or groundwater for any excavation activities to occur within this defined Impacted Area.

4.0 Summary of Human Health Risks

Exposure to the CVOCs which may be present in the soil and/or groundwater, if encountered, can be through direct contact and absorption into the body through the eyes, skin, or nose. In addition, these solvents are volatile meaning that they can volatilize into the air and enter the body through inhalation. Therefore, direct contact with any of the potentially impacted soil should be avoided. Direct contact can be avoided by wearing nitrile gloves, or similar, the proper personal protective equipment (PPE), and limiting the amount of exposed skin. Should any impacted soil touch the skin, the area should be immediately washed.

Exposure to the vapors of many chlorinated organic compounds such as vinyl chloride (VC), PCE, 1,1,1-trichloroethane, trichloroethene (TCE), and 1,2-dichloroethene above their respective permissible exposure limits (PELs) could result in irritation of the eyes, nose and throat. Liquids containing CVOCs, such as groundwater or decon water, if splashed in the eyes, may cause burning irritation and damage. Repeated or prolonged skin contact with the liquid may cause dermatitis. Acute overexposure to chlorinated organic compounds depresses the central nervous

system exhibiting such symptoms as drowsiness, dizziness, headache, blurred vision, in-coordination, mental confusion, flushed skin, tremors, nausea, vomiting, fatigue and cardiac arrhythmia. Alcohol may make symptoms of overexposure worse. If alcohol has been consumed, the overexposed worker may become flushed. Some of these compounds are considered to be potential human carcinogens. Exposure to VC is regulated by a comprehensive OSHA standard (29 CFR 1910.1017).

A detailed evaluation for PELs and protective clothing should be contained in a site specific health and safety plan (HASP). The HASP should be onsite during all subsurface activities within the impacted area and available and discussed with all personnel who may work in the Impacted Area.

5.0 Requirements for Excavating in the Impacted Area and Handling Impacted Soil or Groundwater

The following requirements are special requirements due to the potential presence of CVOCs in soil and groundwater in the Impacted Area, and do not replace any requirements that would normally apply to the excavation work (e.g., dust control, geotechnical issues, backfill requirements, etc.) During excavation activities, only OSHA 40 hour trained personnel should be allowed within the exclusion zone as defined by a site specific HASP. In addition, special care should be taken to keep the general public out of the exclusion zone. A detailed log of all personnel entering and exiting the exclusion zone should be maintained.

The contractor should also have a general knowledge of CVOC contaminated soil and groundwater handling, or have a qualified environmental professional available or onsite during all excavation activities within the Impacted Area. In addition, prior to beginning any excavation activities, adequate notification should be given to the ACHCS. The work shall not begin until approval from the ACHCS has been obtained. Contact information for the ACHCS is included at the end of this SMP.

5.1 Health and Safety Plan

The excavation contractor shall provide its own HASP as per California OSHA requirements. The HASP shall incorporate the fact that the soil may contain residual CVOCs. The HASP shall provide that on-site personnel shall be briefed on the hazards of encountering CVOC impacted soil and groundwater as well as the proper protective equipment to be worn and what to do if exposed to CVOCs.

5.2 Stockpile Potentially Impacted Soil Separately

Any soil that is excavated within the Impacted Area shall be stockpiled separately from soil excavated outside of the impacted area. If warranted, soil within the impacted area can be subdivided into separate stockpiles based on (a) elevated photo-ionization detector (PID) readings; (b) visual observation; or (c) odors. All soil excavated within the impacted area shall be stockpiled on plastic sheeting and covered with plastic sheeting or containerized (e.g., in roll-off bins) until the soil is profiled (tested) for

classification. The soil must be covered at all times and aeration of the impacted soil is not allowed. Soil is to be tested in the field by a environmental professional in accordance with standard soil sampling procedures.

5.3 Contain Groundwater/Sheen Removed from the Impacted Area

The depth to water is variable at the site, but the shallowest depth to water has been greater than 12 feet bgs, therefore groundwater is not expected to be encountered during the utility excavation activities. If water is produced during the excavation activities, it shall be containerized (e.g., tanks, drums, etc.) until the liquids are profiled.

5.4 Sample Potentially Impacted Soil and Liquids for Profiling

Representative samples of impacted soil and impacted liquids shall be collected and analyzed as per the testing and profiling requirements of the selected disposal or recycling facility and applicable laws. Sampling should be performed by a qualified professional familiar with CVOC impacted soil and groundwater disposal procedures.

5.5 Dispose/Recycle Impacted Soil and Liquids at Approved Off-Site Facility

After the testing and profiling is complete and the impacted soil or liquids have been accepted for offsite disposal/recycling, they shall be off-hauled and disposed of/recycled in accordance with all applicable laws and regulations and under any required waste manifests.

5.6 Soil Screening and Air Monitoring

During excavation activities, soil should be periodically screened using a PID, equipped with a 10.6eV lamp, to assist in field decisions. While all soil within the impacted zone needs to be separately stockpiled, the PID can be used to separate soil that may likely be "clean" prior to receiving laboratory confirmation results. Specific soil screening procedures should be outlined in the HASP prior to mobilizing to the site.

In addition, air monitoring will be performed during work within the Impacted Area and confirmation air monitoring will be performed outside of the Impacted Area in the downwind direction within 100 feet of the Impacted Area. The air monitoring provides real time data to verify that ambient air readings do not exceed the PEL of 100 ppm within the Impacted Area, or 10 ppm outside of the impacted area. A PEL of 100 ppm has been chosen based on the California Occupational Safty and Health Program short-term exposure limit (defined as 15 minutes) for PCE and TCE. Air monitoring should be performed from heights which are representative of the breathing zone for onsite workers. Procedures to stop work or change conditions will be established if the PID readings exceed 100 ppm within the Impacted Area, or 10 ppm from the confirmation air monitoring. The air monitoring will take place during initial excavation activities for all areas within the Impacted Area. Continued air monitoring of open trenches will not be necessary, provided the PEL has not been exceeded during the initial screening.

5.7 Dust and Stormwater Control

Dust and stormwater emissions should be managed using all standard construction requirements that would normally apply to the excavation work, however at a minimum, the following is expected. Fugitive dust control measures will be implemented at the Site to mitigate off-site dust migration and possible exposure risks to site workers and neighboring properties. Factors considered in providing fugitive dust control measures include wind direction and speed monitoring, and action being performed. To mitigate off-site dust migration, watering of the soil actively being handled will be conducted throughout the removal action in accordance with standard dust control practices.

During excavation activities, personnel and equipment will be available to perform dust control measures as needed during operations. Dust suppression will be performed by lightly spraying or misting the work areas with water. Water mist may also be used during temporary stockpiling of excavated soils and during loading such soils into trucks. The temporary stockpiles of excavated soils will be situated in areas to minimize exposure to the wind and covered with plastic. Efforts will be made to minimize the soil drop height from the front-end loader's bucket into the trucks. After the soil is loaded into the truck, the soil will be covered with tarps to prevent soil from spilling out of the truck or dust from being generated during off-site transport to the appropriate disposal facility. While on site, all vehicles will maintain slow speeds (i.e., less than 5 miles per hour) for safety and to control dust.

In the event that rain does occur during outside excavation activities, straw wattles will be placed around the excavation activities in order to minimize any surface water runoff containing soil. If any stockpile is left outside overnight, the stockpile will be placed on and covered with visqueen in the event that rain could occur overnight.

5.8 Equipment Decontamination

In order to minimize the spread of contamination outside of the work area, all equipment will be decontaminated prior to moving into and out of the impact zone work area. All disposable PPE (gloves, etc.) will be removed and containerized after each use. Personnel will be instructed to visually inspect clothing, including boots, to ensure that contamination is not spread outside of the work area. An adequate supply of disposable PPE will be maintained.

5.9 Utility Repair

This SMP applies to all subsurface work which may take place within the defined Impacted Area. Should future construction activities require utility repair work that requires additional trenching within an area of previously not excavated soil, the procedures outlined in this SMP should be followed.

5.10 Reporting

Following the completion of excavation activities at the site, a report will be submitted to the ACHCS for review. The report should contain a description of the excavation and sampling activities, and should document the volume of soil excavated, sampling procedures, conditions encountered, screening and sampling results, and contain documentation of proper soil disposal.

6.0 Contingency Plan

If during the course of excavation activities any unknown features of environmental concerns are discovered, actions need to be taken to ensure that the features are properly dealt with. Unknown features could include, but are not limited to, discolored soil, underground storage tank(s), anomalous PID readings, or questionable conditions in which personnel are not confident how to proceed. In these circumstances, work should stop and the environmental professional should be notified of the discovery. Work should only proceed once the condition has been approved and deemed safe by the environmental professional.

7.0 Contact Information for This SMP

MacArthur Boulevard Associates
c/o Jay-Phares Corporation
10700 MacArthur Boulevard
Oakland, CA 94605
510-562-9500
johnjay@jayphares.com

AEI Consultants
Peter McIntyre or Jeremy Smith
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925-746-6000
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ACHCS Case Worker
Jerry Wickham
1131 Harbor Bay Parkway, Suite 250, Alameda, CA 94502
510-567-6791
Jerry.wickham@acgov.org

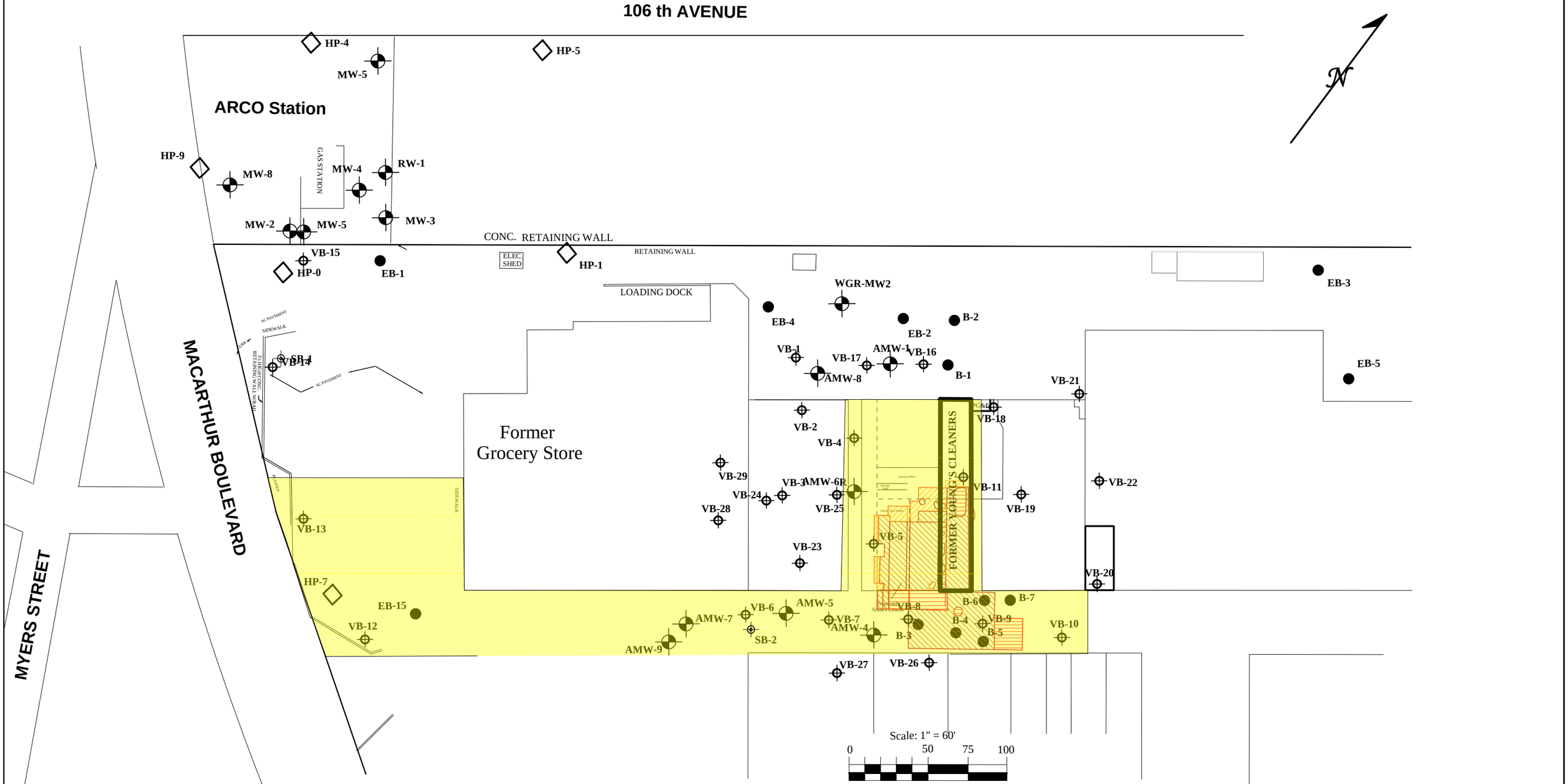
If you have any questions regarding this document, please do not hesitate to contact one of us at (925) 746-6000.

Sincerely,
AEI Consultants

Jeremy Smith, REA II
Senior Project Manager

Peter J. McIntyre, P.G.
Senior Vice President

REGISTERED GEOLOGIST
PETER J. MCINTYRE
Exp. 5/31/12
No. 7702
STATE OF CALIFORNIA



KEY

EB-1	Soil Boring - Kaldveer 1988
B-1	Soil Boring - Augeas 1994
HP-8	CPT Boring/HydroPunch Sample - PES 1997
MW4	Groundwater Monitoring Well
	Soil Vapor Sample
	Soil Boring - AEI 2006

	Excavated to depth of 5 to 7 feet bgs
	Excavated to depth of 8 to 13 feet bgs
	Excavated to depth of 14 to 18 feet bgs
	Estimated Extent of Potential HVOC Impact

Drafted 6/30/05 - RFF on Dirk Slooten base
Revised 01/12 by J.SMITH

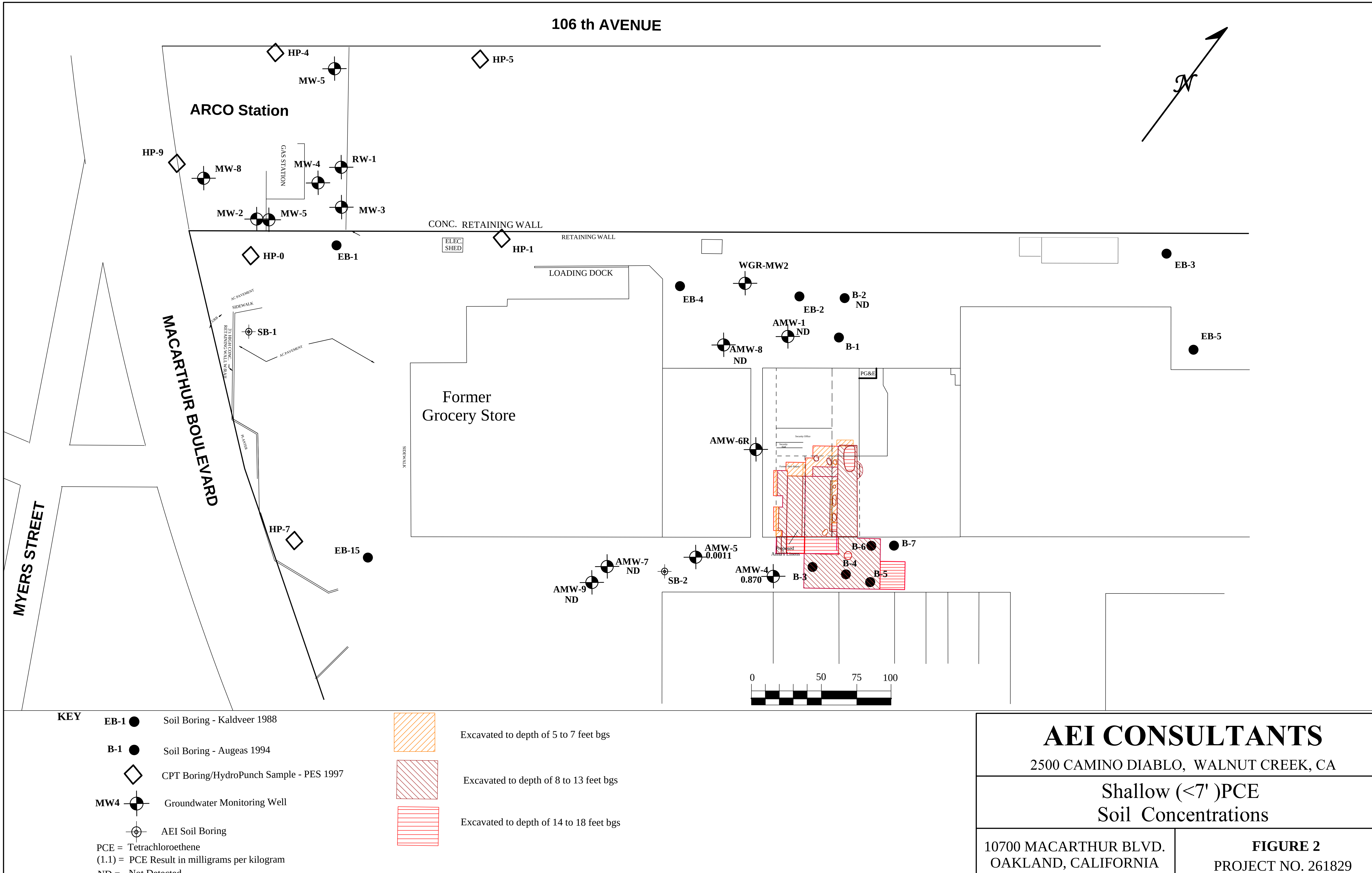
AEI CONSULTANTS

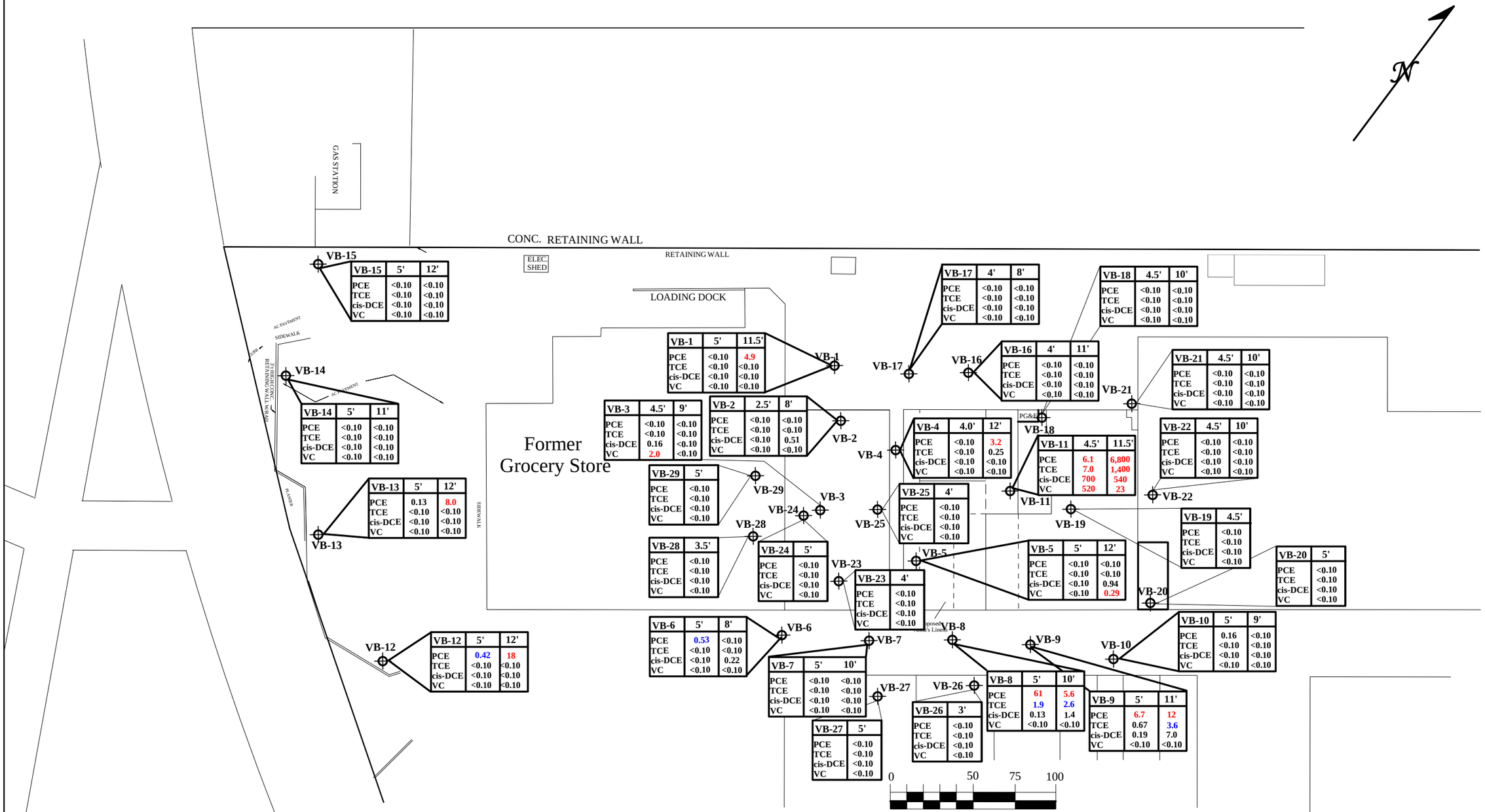
2500 CAMINO DIABLO, WALNUT CREEK, CA

SITE PLAN WITH ESTIMATED IMPACTED AREA

10700 MACARTHUR BLVD.
OAKLAND, CALIFORNIA

FIGURE 1
PROJECT NO. 261829


106 th AVENUE
ARCO Station
HP-4
HP-5
MW-5
HP-9
MW-8
MW-4
RW-1
GAS STATION
MW-2
MW-5
MW-3
CONC. RETAINING WALL
RETAINING WALL
ELEC. SHED
HP-1
HP-0
EB-1
LOADING DOCK
WGR-MW2
EB-3
EB-4
EB-2
B-2 ND
AMW-1 ND
B-1
AMW-8 ND
EB-5
SB-1
MACARTHUR BOULEVARD
Former Grocery Store
PG&E
AMW-6R
MYERS STREET
HP-7
EB-15
AMW-5 0.0011
AMW-7 ND
AMW-9 ND
SB-2
AMW-4 0.870
B-3
B-4
B-5
B-6
B-7
0 50 75 100
KEY
EB-1 Soil Boring - Kaldveer 1988
B-1 Soil Boring - Augeas 1994
CPT Boring/HydroPunch Sample - PES 1997
MW4 Groundwater Monitoring Well
AEI Soil Boring
PCE = Tetrachloroethene
(1.1) = PCE Result in milligrams per kilogram
ND = Not Detected
Excavated to depth of 5 to 7 feet bgs
Excavated to depth of 8 to 13 feet bgs
Excavated to depth of 14 to 18 feet bgs
AEI CONSULTANTS
2500 CAMINO DIABLO, WALNUT CREEK, CA
Shallow (<7')PCE
Soil Concentrations
10700 MACARTHUR BLVD.
OAKLAND, CALIFORNIA
FIGURE 2
PROJECT NO. 261829



VB-15	5'	12'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-14	5'	11'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-13	5'	12'
PCE	0.13	8.0
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-12	5'	12'
PCE	0.42	18
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-1	5'	11.5'
PCE	<0.10	4.9
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-3	4.5'	9'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	0.16	<0.10
VC	2.0	<0.10

VB-2	2.5'	8'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	0.51
VC	<0.10	<0.10

VB-29	5'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-28	3.5'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-24	5'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-4	4.0'	12'
PCE	<0.10	3.2
TCE	<0.10	0.25
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-25	4'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-23	4'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-5	5'	12'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	0.94
VC	<0.10	0.29

VB-6	5'	8'
PCE	0.53	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	0.22
VC	<0.10	<0.10

VB-7	5'	10'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-27	5'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-26	3'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-8	5'	10'
PCE	61	5.6
TCE	1.9	2.6
cis-DCE	0.13	1.4
VC	<0.10	<0.10

VB-9	5'	11'
PCE	6.7	12
TCE	0.67	3.6
cis-DCE	0.19	7.0
VC	<0.10	<0.10

VB-17	4'	8'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-16	4'	11'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-18	4.5'	10'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-11	4.5'	11.5'
PCE	6.1	6,800
TCE	7.0	1,400
cis-DCE	700	540
VC	520	23

VB-21	4.5'	10'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-22	4.5'	10'
PCE	<0.10	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

VB-19	4.5'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-20	5'
PCE	<0.10
TCE	<0.10
cis-DCE	<0.10
VC	<0.10

VB-10	5'	9'
PCE	0.16	<0.10
TCE	<0.10	<0.10
cis-DCE	<0.10	<0.10
VC	<0.10	<0.10

KEY

PCE = Tetrachloroethene

TCE = Trichloroethene

cis=DCE = cis-1,2-dichloroethylene

VC = vinyl chloride

0.42 Sample Exceeds Residential ESL

18 Sample Exceeds Residential and Commercial ESL

Results in Micrograms per Liter (ppb)

Soil Vapor Sample

Scale: 1" = 60'

Drafted 6/30/05 - RFF on Dirk Slooten base
Revised 05/08 by J.SMITH

AEI CONSULTANTS

2500 CAMINO DIABLO, WALNUT CREEK, CA

SOIL VAPOR SAMPLE ANALYTICAL RESULTS

10700 MACARTHUR BLVD.
OAKLAND, CALIFORNIA

FIGURE 3
PROJECT NO. 261829