BABST, CALLAND, CLEMENTS and ZOMNIR
A Professional Corporation

MEMORANDUM

To: Dr. Ravi Arulanantham
Via Facsimile 510-286-3981

Ms. Susan Hugo
Via Facsimile 510-337-9335

CC: Mansour Sepehr
Via Facsimile 510-244-6601

From: Marlene W. Jackson

Date: July 29, 1998

Re: Emeryville No Further Action Letter

The attached is an amended version of the draft no further action letter sent to you via Federal Express. Mansour noticed three inaccuracies:

(1) On page 2, last bullet, I removed the reference to the sump sampling data since this has been combined into and made part of the Tank Closure Report;

(2) On page 2, I have corrected the date of the Soma Risk Assessment, the final version was prepared in 1996 not 1995;

(3) On page 3, I changed the characterization of the clean-up level below two feet from commercial to utility worker.

Please call me if you have any questions or wish to discuss this matter further. Again, thank you for your assistance.

July 28, 1998

CBS Corporation
11 Stanwix Street
Pittsburgh, Pennsylvania 15222
Attention: Mr. Gordon Taylor
Principal Engineer

The Regional Water Quality Control Board ("RWQCB") and Alameda County Department of Environmental Health ("ACDEH") have reviewed all pertinent on-site and off-site characterization data and risk assessment data relating to property located in Emeryville, California, described as Parcels 1 and 4 shown on Parcel Map No. 7258 to be filed with the Alameda County Recorder's Office, a copy of which Parcel Map is attached as Exhibit A hereto (the "Property") (said Property being formerly known as 5815 Peladeau Street), which Property is now owned by CBS Corporation as successor by corporate name change to Westinghouse Electric Corporation ("CBS"). Specifically, the RWQCB and ACDEH have reviewed the following documents:

- Woodward-Clyde Consultants, 1985. Exterior Remedial Action Plan Specifications and Procedures, July 9, 1985.

- EMCON 1993a. Westinghouse Emeryville Data Summary Report, Emeryville, California, October 1993.

- EMCON 1993b. Soil Characterization, Building 42, Westinghouse Emeryville facility, October 27, 1993.

Soil Characterization Bldg 24 & 37

- EMCON, 1995a. Additional Site Assessment, Westinghouse Electric Corporation, 5840 Landregan Street, Emeryville, California, March 1995.

- EMCON, 1995b. PCB Concentrations in Groundwater, Westinghouse Site, Emeryville, California. Letter with attachments to Mr. Gordon Taylor, Westinghouse Electric Corporation, March 30, 1995.

Table 1
RISK-BASED PCB SOIL CLEANUP LEVELS
(SOMA, 1996)

SCENARIO	PCB CLEANUP LEVEL (mg/kg)
Residential	0.5
Industrial/Commercial	2.85
Utility Worker	59.3

As a conservative measure, CBS decided to use 50 mg/kg PCBs as the Utility Worker cleanup level below two feet, instead of 59.3 mg/kg. Below 4 feet or the groundwater table, the risks to human health were not considered significant, since there is no complete exposure pathway (i.e., shallow groundwater has no designated beneficial use). In summary, the cleanup was accomplished within the subject area by excavation and offsite disposal of soils having PCBs greater than 0.5 mg/kg within the top 2 feet, and PCBs greater than 50 mg/kg within the depths of 2 to 4 feet, as documented in the Site Completion Report (ALTA, 1997). Potential health threats for construction workers during development of the Property have been adequately addressed through the Health and Safety Plan prepared by SOMA Environmental Engineering (SOMA 1998).

Further, CBS has agreed to and will file with the Alameda County Recorder's Office, Declarations of Covenants, Conditions and Restrictions in the form attached hereto as Exhibits B (Declaration of Covenants, Conditions and Restrictions for Parcel 1) and C (Declaration of Covenants, Conditions and Restrictions for Parcel 4). Such Declarations will in perpuity restrict the use of the Property to those commercial activities specifically referenced therein.

During recent construction activities at the Property, three underground storage tanks and one sump were discovered. Subsequently, these tanks were found to contain only traces of heavy-end petroleum hydrocarbons. Based on the data gathered by SOMA during the tank and sump closure activities, there was no impact to surrounding soils and groundwater. A tank closure report was prepared by SOMA Environmental to address concerns of both the RWQCB and ACDEH. SOMA is also preparing a comprehensive Site Closure Plan, that will incorporate the following components, as agreed to by CBS, RWQCB, County of Alameda and SOMA during our June 8, 1998 meeting:

Soil/Sump removal conducted

1. Adequacy of Site Characterization
2. Adequacy of Source Removal
3. Plume Stability
4. Threats to Human Health

- EMCON, 1995. Results of Supplemental Risk Assessment Data, Westinghouse Corporation, 5840 Landregan Street, Emeryville, California, August 1995.
- SOMA Environmental Engineering, Inc., 1996. Baseline Human Health Risk Assessment for the former Westinghouse Electric Corporation facility, Emeryville, California.
- ALTA Geosciences, Inc. 1997, Completion Report, Site Soil Remediation, Westinghouse Emeryville Site, 5899 Peladeau Street, Emeryville, California.
- SOMA Environmental Engineering, Inc., 1998. Health and Safety Plan for Construction Activities at the former Westinghouse Electric Corporation facility, Emeryville, California.
- SOMA Environmental Engineering, Inc., 1998 Underground Storage Tank Closure Report for three underground storage tanks at the former Westinghouse Electric Corporation facility, 5899 Peladeau Street, Emeryville, California.

The above documents were reviewed in terms of completeness, as stipulated in State of California and County of Alameda guidance documents, and adequacy of 1) the characterization of the nature and extent of contamination; 2) the evaluation of potential human health and environmental risks based on intended land use; and 3) the remediation of site contaminants consistent with the goals and objectives as set forth in the human health risk assessment (SOMA, 1996).

Based on the results of the risk assessment, carcinogenic risks and noncarcinogenic health hazards were estimated for hypothetical on-site apartment/condominium dwellers, outdoor workers and construction workers. In 1997, ALTA Geosciences remediated soils at the northern portion of the property contaminated with polychlorinated biphenyls ("PCBs"). The remediation was consistent with the following cleanup goals:

5. Threats to the Environment
6. Threats to Groundwater
7. Risk Management Plan

Based on the results of our review of the documents, data or conditions referenced herein, RWQCB and ACDEH confirm that: 1) the characterization of the nature and extent of soil and groundwater contamination is complete; and 2) target cleanup levels, as stipulated in the Risk Assessment, have been achieved and accepted. Therefore, both the RWQCB and ACDEH have determined that with respect to the Property, no further remedial action is required. This "no further action" status does not apply to the engineered capped portion of the site where the U.S. Environmental Protection Agency is the lead agency. The final Closure Letter will be issued by both agencies upon review and approval of the Site Closure Report.

This no further action status granted by the RWQCB and ACDEH is based upon information provided by CBS. The RWQCB and ACDEH reserve their right to require further investigation and remediation of the subject Property should information unknown to the parties at the time of issuance of this no further action determination indicate that the Property poses a risk to public health or the environment.

Sincerely,

Ravi Arulanantham
RWQCB

Susan Hugo
ACDEH