

PHASE I ENVIRONMENTAL SITE ASSESSMENT

**3706 San Pablo Avenue and 1066-1072 37th Street,
Emeryville, California and
1025 W. MacArthur Boulevard
Oakland, California**

01-EMER-001

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EXECUTIVE SUMMARY

This report presents the findings of a Phase I Environmental Site Assessment (ESA) conducted by The Source Group, Inc. (SGI) for the City of Emeryville Economic Development and Housing Department regarding the land area located at 3706 San Pablo Avenue and 1066-1072 37th Street in Emeryville, California and 1025 W. MacArthur Boulevard in Emeryville and Oakland, California (Subject Property, Figure 1).

The primary purpose of the Phase I ESA is to identify potential or probable "recognized environmental conditions (RECs)" that could impact the Subject Property. The methodology of this Phase I ESA is consistent with the ASTM Standard E 1527-05, "Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process". Specifically, the scope of work for the Phase I ESA consisted of historical assessment of land use associated with the Subject Property and immediately adjacent properties through review of reasonably available agency records, interviews with applicable representatives of the Subject Property owners and surrounding property owners, a reconnaissance of the Subject Property and immediately surrounding properties, and review of regulatory databases regarding the presence or likelihood of RECs within the Subject Property and adjoining properties. In addition, the Phase I ESA included a review of previous investigations conducted at the Subject Property and/or immediately adjacent properties.

The Subject Property is located in an area characterized as mixed commercial/residential (Figure 2). The Subject Property is bounded to the north by W. MacArthur Boulevard and the MacArthur Boulevard underpass with commercial and residential buildings beyond, to the east by residences, beyond which is Linden Street, to the south by 37th Street with commercial and residential buildings beyond, and to the west by San Pablo Avenue with commercial buildings beyond.

The Subject Property is comprised of three warehouse style buildings, a small concrete paved parking lot and a large open lot with mixed paving and dirt covering (Figure 3). The first warehouse style building (Building 1) is located along San Pablo Avenue. The building is wooden framed with brick walls on a concrete foundation. The interior of the building has been subdivided into seven retail shop areas. Building 1 is currently empty. There is a small basement space under the north end of Building 1 that contains an open sump. Building 2 is wooden framed with concrete block walls on a concrete foundation. The interior is open inside with the exception of a several small rooms in the southwest corner. SGI was unable to gain entrance to this building, though through the windows it could be seen that the building was empty. Building 3 was built parallel to MacArthur Boulevard. It appears to be wooden framed with brick walls on a concrete foundation. SGI was unable to enter to this building or inspect the interior through a window.

During the site reconnaissance, SGI looked for chemicals, hazardous substances, petroleum-based fuels and lubricants, and janitorial and cleaning supplies stored on the Subject Property. None were noted. No evidence of spills or stains was observed. Based upon our observations, no RECs were observed for hazardous materials storage.

Based on a review of available historical data, the Subject Property was developed prior to 1902, starting with a residence along 37th Street and a small building at the corner of 37th Street and San Pablo Avenue. It is unknown what the exact use of the Subject Property was prior to that. Between 1902 and 1912, a series of retail shops were constructed along San Pablo Avenue. Two of the three warehouse buildings currently occupying the Subject Property were built before 1931, while the third was built between 1946 and 1951.

All three buildings were completed prior to the late 1970s, the general cutoff point before which many buildings were constructed with asbestos containing materials and/or lead-based paints. Thus, the possibility exists that all three buildings contain asbestos containing materials and/or lead-based paints.

There is no evidence that hazardous materials releases have occurred on the Subject Property. However, the historical records show that businesses known to use hazardous materials (i.e. auto repair, manufacturing and machine shop facilities) have been located on the Subject Property. Thus, the possibility exists that undocumented releases of hazardous materials have occurred on the Subject Property and that the underlying soil and shallow groundwater have been impacted.

A number of sites were located on or near the Subject Property that appeared on one or more agency databases, though none warranted further assessment.

This assessment has revealed no indication of RECs in connection with the Subject Property.

1.0 INTRODUCTION

This report presents the findings of a Phase I Environmental Site Assessment (ESA) conducted by The Source Group, Inc. (SGI) for the properties located at 3706 San Pablo Avenue and 1066-1072 37th Street in Emeryville, California (Assessor Parcel Numbers 049-0951-004-02, 049, 0951-005-01, and 049-0951-006-01) and 1025 W. MacArthur Boulevard in Emeryville and Oakland, California (Assessor Parcel Numbers 049-0951-007 and 012-0951-011) (Subject Property, Figure 1) on behalf of the City of Emeryville Economic Development and Housing Department (City of Emeryville).

1.1 Purpose and Scope

The primary purpose of the Phase I ESA is to identify potential or probable "recognized environmental conditions (RECs)" that could potentially impact the subject property as defined and according to the standard of care as specified by the American Society for Testing and Materials (ASTM) Standard Designation: E 1527-05, "Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process". Generally, a REC is the presence or likely presence of any hazardous substances or petroleum products on a property under conditions that indicate an existing release, a past release or a material threat of a release of any hazardous substances or petroleum products into structures on the property or into the ground, groundwater or surface water of the property. The term includes those conditions that would be the subject of an enforcement action if brought to the attention of appropriate governmental agencies. The term is not intended to include de minimis conditions that generally do not present a threat to human health or the environment and would not be the subject of an enforcement action.

The Phase I ESA was performed in accordance with SGI's proposal to the City of Emeryville, dated September 23, 2009. Specifically, the scope of work for the Phase I ESA consisted of historical assessment of land use associated with the Subject Property and immediately adjacent properties through review of reasonably available agency records, interviews with applicable representatives of the Subject Property, a reconnaissance of the Subject Property and immediately surrounding properties, and review of regulatory databases regarding the presence or likelihood of RECs associated with the Subject Property. In addition, the Phase I ESA included a review of previous investigations conducted at the subject property and/or immediately adjacent properties. Representatives of SGI visited the Subject Property on November 10, 2009. Color photographs of the subject property are presented in Appendix A. The work performed by SGI is subject to the limitations as noted in this report.

1.2 Special Terms and Conditions (Third Party Reliance)

This report is for the use and benefit of, and may be relied upon by the City of Emeryville, or any of its affiliates, and third parties authorized by the City of Emeryville. Any third party agrees by accepting this report that any use or reliance on this report shall be limited by the exceptions and limitations in this report, the terms and conditions of the project contract with City of Emeryville with the exception of the limit of liability, and with the acknowledgment that actual site conditions may change with time, and that hidden conditions may exist at the Subject Property that were not discoverable within the authorized scope of the assessment.

SGI makes no other representation to any third party except that it has used the degree of care and skill ordinarily exercised by environmental consultants in the preparation of the report and in the assembling of data and information related thereto. No other warranties are made to any third party, either express or implied.

1.3 Limitations

SGI has prepared this Phase I ESA using reasonable efforts in each phase of its work to identify recognized environmental conditions associated with hazardous substances, wastes and petroleum products at the Subject Property. The methodology of this Phase I ESA is consistent with the ASTM Standard Designation: E 1527-05. Findings within this report are based on information collected from observations made on the day of the site investigation and from reasonably ascertainable information obtained from governing public agencies and private sources.

This report is not definitive and should not be assumed to be a complete or specific definition of the conditions above or below grade. Information in this report is not intended to be used as a construction document and should not be used for demolition, renovation, or other construction purposes. SGI makes no representation or warranty that the past or current operations at the Subject Property are or have been in compliance with all applicable federal, state and local laws, regulations and codes.

Regardless of the findings stated in this report, SGI is not responsible for consequences or conditions arising from facts that were concealed, withheld, or not fully disclosed at the time the assessment was conducted.

This report does not warrant against future operations or conditions, nor does it warrant against operations or conditions present of a type or at a location not investigated.

The regulatory database report provided is based on an evaluation of the data collected and compiled by a contracted data research company. The report focuses on the Subject Property and neighboring properties that could impact the Subject Property. Neighboring properties listed in governmental

environmental records are identified within specific search distances. The search distance varies depending upon the particular government record being checked. The regulatory research is designed to meet the requirements of ASTM Standard Designation: E 1527-05. The information provided in the regulatory database report is assumed to be correct and complete.

Subsurface conditions may differ from the conditions implied by the surface observations and can only be reliably evaluated through intrusive techniques.

Reasonable efforts have been made during this assessment of aboveground and underground storage tanks and ancillary equipment. "Reasonable efforts" are limited to information gained from visual observation of largely unobstructed areas, recorded database information held in public record and available information gathered from interviews. Such methods may not identify subsurface equipment that may have been hidden from view due to paving, construction or debris pile storage, or incorrect information from sources.

SGI reviewed past ownership of the Subject Property in an attempt to determine past site usage. SGI is not a professional title insurance firm and makes no guarantee, explicit or implied, that the records which were reviewed represent a comprehensive or precise delineation of past site ownership or tenancy for legal purposes.

We identified obvious property uses from the present back to 1902 at which time the Subject Property contained some residential development. This is considered to be data failure since the timeline does not extend back to the Subject Property's first developed use. We consider the resulting data gap insignificant because the gathered information along with our professional experience raises no reasonable concerns regarding this gap.

2.0 SITE DESCRIPTION

2.1 Site Location and Description

The Subject Property is located both within the City of Emeryville and the City of Oakland (Figure 1). The Subject Property is comprised of five parcels (Assessor's Parcel Numbers: 049-0951-004-02, 049, 0951-005-01, 049-0951-006-01, 049-0951-007, and 012-0951-011) and encompasses an area of approximately 1 acre (Figures 1 and 2).

The Subject Property currently encompasses the following addresses; 3706 San Pablo Avenue and 1066-1072 37th Street in Emeryville, California and 1025 W. MacArthur Boulevard in Emeryville and Oakland, California. The Subject Property is currently occupied by three warehouse buildings, a small concrete covered parking lot and two empty residential lots.

2.2 Surrounding Sites

The Subject Property is bounded to the north by W. MacArthur Boulevard and the MacArthur Boulevard underpass with commercial and residential buildings beyond; to the east residences, beyond which is Linden Street; to the south by 37th Street with commercial and residential buildings beyond; and to the west by San Pablo Avenue with commercial buildings beyond.

2.3 Physical Setting

2.3.1 Geology

The Subject Property is located within the San Francisco Groundwater Subbasin which itself is located within the East Bay Plain Groundwater Basin. The San Francisco Groundwater Subbasin is bounded on the east by the Hayward Fault beyond which are hills composed of Franciscan Formation bedrock. To the west is San Francisco Bay. The San Francisco Groundwater Subbasin has been filled with alluvial sediments deposited by streams that flowed across the valley from the surrounding uplands into San Francisco Bay. Within the lowland areas of the valley, surface slopes are fairly uniform and dip toward the Bay. In the tidal flat areas along the Bay, surface slopes are typically less than one percent. The San Francisco Groundwater Subbasin has been filled with thick sequences of Pliocene (Alameda Formation) to Recent Age alluvial deposits that are up to 500 feet thick.

The center of the Subject Property is approximately located at 37 degrees 49 minutes 40.9 seconds north latitude and 122 degrees 16 degrees 41.8 seconds west longitude. The topographic gradient within

the Subject Property is generally flat with a slight slope towards the southwest. The elevation of the Subject Property is approximately 37 feet above mean sea level.

2.3.2 Hydrogeology

2.3.2.1 Regional Setting

The Subject Property is located within the Oakland Sub-Area of the San Francisco Groundwater Subbasin, which itself is part of the East Bay Plain Groundwater Basin. This area contains a sequence of alluvial fans with no well defined aquitards such as the estuarine muds. Groundwater flow direction is generally to the west toward San Francisco Bay. Groundwater flow direction generally correlates with topography. Flow direction and velocity are also influenced by buried stream channels that typically are oriented in an east-west direction (East Bay Plain Report).

2.3.2.2 Local Setting

Subsurface investigations conducted near the Subject Property indicate that the subsurface stratigraphy is vertically heterogeneous and generally consists of fill material from the surface to a depth of approximately four to five feet. Below the fill is clay with varying amounts of sand, gravel and/or silt to a depth of 11 to 15-feet. Below the clay is a water bearing zone composed of fine to medium sand. Water has been encountered at a depth of 17-feet below ground surface. The thickness of the water bearing zone is unknown. Regionally, the general groundwater flow direction is to the southwest.

3.0 HISTORICAL RESEARCH

SGI reviewed historic documents including aerial photographs, topographical maps, city directories, and conducted an environmental lien search for the Subject Property. Environmental Data Resources, Inc (EDR) of Southport, Connecticut was contracted for this service. In addition to historical data obtained through EDR, several local agencies were visited to obtain relevant information regarding the Subject Property and surrounding area.

3.1 Aerial Photographs and Topographical Maps

SGI reviewed available aerial photographs of the Subject Property and surrounding areas provided by EDR. Each photograph was reviewed for the presence of structures or locations that might utilize petroleum hydrocarbons or other hazardous materials in the course of normal operations. The locations of identified structures were cross-referenced with other available data such as EDR database results and city directories. The available aerial photographs ranged from 1931 to 2005. The following are descriptions and interpretations of the aerial photograph reviews, supplemented with information obtained from the city directory search and information obtained during the site reconnaissance.

Year	Comments
1931	<p>Subject Property: The subject property consisted of two large commercial buildings on the west side and several residences to the east. Apgar Road ran along the north of the property as MacArthur Boulevard had not yet been installed.</p> <p>Surrounding Area: The surrounding properties were in commercial use to the north, west and south, and residential use to the east.</p>
1939	<p>Subject Property: The northern edge of the subject property had been removed to make way for the construction of the MacArthur underpass which had replaced Apgar Road. There was still two commercial buildings on the west side of the property. Several of the residences on the east side had been removed.</p> <p>Surrounding Area: The surrounding properties were in commercial use to the north, west and south, and residential use to the east.</p>
1946	<p>Subject Property: The Subject property appears unchanged.</p> <p>Surrounding Area: The configuration of the surrounding properties remain similar.</p>
1958	<p>Subject Property: A third commercial building has been constructed along MacArthur Boulevard (along the northern half of the subject property).</p> <p>Surrounding Area: The configuration of the surrounding properties remain similar.</p>
1965	<p>Subject Property: Small additions to the original commercial building in the form of buildouts to the east</p>

Year	Comments
	have been completed. The remaining residences have been removed. Surrounding Area: The configuration of the surrounding properties remain similar. Interstate 580 has been constructed approximately one block south of the subject property.
1974	Project Area: No significant changes could be identified (low resolution photograph) Surrounding Area: No significant changes could be identified (low resolution photograph)
1982	Project Area: No significant changes could be identified (low resolution photograph) Surrounding Area: No significant changes could be identified (low resolution photograph)
1993	Project Area: No significant changes could be identified (low resolution photograph) Surrounding Area: No significant changes could be identified (low resolution photograph)
1998	Project Area: No significant changes could be identified (low resolution photograph) Surrounding Area: No significant changes could be identified (low resolution photograph)
2005	Project Area: The build out structures from the original commercial building have been removed. Surrounding Area: The configuration of the surrounding properties remain similar.

Aerial photographs indicate that the two warehouse buildings on the west side of the Subject Property were constructed sometime before 1931 and modified sometime between 1931 and 1939 to make way for the MacArthur Boulevard underpass. The warehouse building that parallels MacArthur Boulevard along the northern part of the Subject Property was constructed between 1946 and 1958. See Appendix B for copies of the aerial photographs obtained from EDR (1931, 1939, 1946, 1958, 1965, 1974, 1982, 1993, 1998, and 2005).

Topographical Maps

Topographical maps covering the period of approximately 1915 through 1980 were reviewed and confirm that the Subject Property and adjoining areas were developed sometime prior to 1915. The 1948 topographic map show the MacArthur Boulevard underpass, also identified as route 50, as the major east-west route across Oakland to the Bay Bridge. Sometime between 1959 and 1968, Interstate 580 is built approximately one block south of the Subject Property. In general, none of the topographic maps show any significant change to the Subject Property between 1948 and 1980. Copies of the topographic maps are included as Appendix C.

3.2 City Directories

Historic City Business Directories were obtained EDR for the address of the Subject Property and nearby surrounding sites. The directories were searched for addresses of business within and adjacent to the

Subject Property that might utilize petroleum hydrocarbons or other hazardous materials in the course of normal operations. The following facilities were listed in the EDR city directories on the Subject Property.

Address	Facility Name or Use	Year
3700 San Pablo Avenue	Sun Welding	1962
3706 San Pablo Avenue	Retail	1928, 1943, 1955, 1962, 1967, 1970
3708 San Pablo Avenue	Auto Service	1928
3710 San Pablo Avenue	Linde Air Products Road Machinery/Euclid Road Machinery Nic-L-Silver Battery Co. Retail Auto Seat Covers and Tops	1938 1943, 1945, 1950 1955 1962 1970, 1975, 1980, 1986
3712 San Pablo Avenue	Retail Electrical Facilities	1928 1933
3714 San Pablo Avenue	Retail	1938, 1945
3716 San Pablo Avenue	Retail	1938, 1945, 1950, 1955, 1962
3718 San Pablo Avenue	Retail	1933, 1943
3720 San Pablo Avenue	Retail	1933, 1970
3722 San Pablo Avenue	Locksmith	1943, 1945, 1950, 1955, 1962, 1970, 1975, 1980, 1986, 1991, 1992, 1996
1025 MacArthur Boulevard (a.k.a. 1025 W. MacArthur Boulevard)	Water Heater Power Tools/Appliances Machine Shop/Heaters Music/Retail	1955 1962 1967 1980, 1986, 1990
1035 MacArthur Boulevard (a.k.a. 1035 W. MacArthur Boulevard)	Billboards Vacant Heater Company	1962 1967 1970, 1975, 1980, 1986
1043 MacArthur Boulevard (a.k.a. 1043 W. MacArthur Boulevard)	Bakery Machine Tools Auto Service	1943 1962 1967, 1970, 1980, 1986, 1991

Address	Facility Name or Use	Year
1066 37 th Street	Residence	1928, 1943, 1958
1068 37 th Street	Residence	1925, 1928, 1943, 1950
1072 37 th Street	Residence	1933, 1943, 1955, 1962

Of the businesses listed on the Subject Property, several likely used petroleum based products or solvents, such as the auto repair and machine shop facilities, respectively. See Appendix D for copies of the EDR city directory search.

3.3 Sanborn Fire Insurance Maps

EDR provided Sanborn Maps for the Subject Property. Sanborn Fire Insurance Maps covering the target property were available covering the period of approximately 1902 through 1970. Below is a synopsis of the Sanborn Fire Insurance Map search results. A detailed tabulated listing of the results can be found in Table 1.

1902 Sanborn Map

On the Subject Property there is a residence listed at 966 37th Street and a structure at the southwest corner listed at 2350 and 2352 San Pablo Avenue.

The surrounding properties appear most residential.

1912 Sanborn Map

On the Subject Property there are two residences along 37th Street (one listed at 1066 and 1068 37th Street and the other at 1072 37th Street). A commercial building was built along San Pablo Avenue which contains several businesses including a machine shop, garage, cleaners, and a jewelry manufacturer.

There are several new residences to the east and new commercial properties to the northwest and southwest.

1951, 1952 and 1954 Sanborn Maps

On the Subject Property, the use of the retail space in the commercial building on San Pablo Avenue is not listed, and the configuration of the building appears different than that seen on the 1912 Sanborn Map. A commercial structure that has store front space on MacArthur Boulevard and is listed as a water heater factory has been built behind (to the east) of the San Pablo Avenue building. A commercial structure has also been built along MacArthur Boulevard which is in unknown use. There are still two

residences along 37th Street, though the footprint of the western most residence seems to have changed since 1912.

There are several new commercial buildings to the north, west and south of the Subject Property, and several new residences to the east.

1959 Sanborn Map

On the Subject Property, the use of the retail space in the commercial building on San Pablo Avenue is not listed. The use of the commercial structure built to the east of the San Pablo Avenue building is not listed. The MacArthur Boulevard commercial building is listed as containing a novelty machine repair business and an industrial machinery business. There are still two residences along 37th Street.

The surrounding residential and commercial buildings are largely unchanged.

1962 Sanborn Map

The use of the Subject Property is similar to that seen on the 1959 Sanborn Map except that the novelty machine repair business in the MacArthur Boulevard commercial building has been replaced by a water heater manufacturer.

The surrounding residential and commercial buildings are largely unchanged.

1967 and 1970 Sanborn Maps

On the Subject Property, there is an auto top shop that is listed as occupying retail space in the San Pablo Avenue commercial building. The commercial building to the east is said to contain an auto repair business. The commercial building on MacArthur Boulevard still contains a water heater manufacturer and an industrial machinery business. The eastern most residence on 37th Street is gone, and the footprint of the western most structure has changed.

The surrounding residential and commercial buildings are largely unchanged.

3.4 Environmental Lien Search

SGL contracted EDR to perform an environmental lien search for the address of the Subject Property located at 3706 San Pablo Avenue, Emeryville, California (APNs 049-0951-004-02; 049-0951-006-01; and 049-0951-005-01 only. APNs 049-0951-007 and 012-0951-011 were not covered). No environmental liens were found for the Subject Property under the given address and APNs. According to the attached deed, the current owner of the Subject Property is The Temecula Valley Bank. See Appendix F for a copy of the Environmental Lien Search Results.

3.5 Prior Data Reports

On December 23, 2003, TEC Accutite conducted a subsurface investigation at the Subject Property in order to determine whether soil and groundwater had been impacted with petroleum hydrocarbons within the vicinity of a former UST that had been removed in 2002. The 700-gallon UST, formally used to store gasoline, was removed from beneath the sidewalk in front of 1043 MacArthur Boulevard. Two soil borings were installed to a depth of 20-feet below ground surface as part of the investigation. Groundwater was encountered at a depth of 17-feet bgs. Both soil and groundwater samples were collected from each boring. Petroleum hydrocarbons were not detected over laboratory reporting limits in any of the soil samples. Petroleum hydrocarbons were detected in groundwater at maximum concentrations of 2.7 parts per billion (ppb) benzene, 2.6 ppb toluene, 0.6 ppb ethylbenzene and 3 ppb xylenes. Trichloroethene was also detected in groundwater at a maximum concentration of 5.6 ppb. Based on the results of the subsurface investigation, the Alameda County Environmental Health Services subsequently granted case closer in on February 25, 2004 letter to the property owner. Figure 3 shows the approximate location of where the UST was removed from.

3.6 Other Sources of Information

For additional information on the history of the Subject Property and to determine whether past activities constituted a REC to the Subject Property, several outside agencies were contacted for records or documentation regarding the Subject Property, including the Emeryville Fire Department, the City of Emeryville Planning and Building Department, the Regional Water Quality Control Board (online Geotracker database), and the Department of Toxic Substances Control (online Envirositor database).

Emeryville Fire Department

SGI was informed that records pertaining to underground storage tanks are not kept by Emeryville Fire Department.

City of Emeryville Planning and Building Department

This agency was visited for records of building permits and property improvement blueprints. The records review only revealed plans for a building earthquake retrofit on the two western most commercial buildings, dated between 1992 and 1994. It is unknown whether the work was implemented.

Regional Water Quality Control Board – Geotracker

Documents related to the Subject Property revealed than on September 24, 2003, a 700-gallon underground storage tank that was used to store gasoline was removed from beneath the sidewalk in

front of the building located at 1043 MacArthur Boulevard. Additionally, a hydraulic hoist was removed from within the building. Subsequent soil sampling revealed minimal contamination of surrounding soil. On February 25, 2004, Alameda County Health Care Services – Environmental Health Services granted case closure status for the site.

No other records pertaining to the Subject Site were found. Information related to the removal and closure of the UST and hydraulic hoist can be found in Appendix G

Department of Toxic Substances Control – Envirostor

No documents related to the Subject Property were found within the Envirostor database.

3.7 Interviews

Due to the lack of availability of people with knowledge of the Subject Property, no interviews were conducted.

3.8 Summary

Based on a review of historical data obtained through EDR and various outside agencies, development of the Subject Property started as early as 1902. The western two commercial buildings were built sometime prior to 1931, while the third commercial building was built between 1946 and 1951. Businesses that have occupied the three commercial buildings include auto repair services, a machine shop and water heater manufacturing. It is known that a hydraulic hoist and a 700-gallon gasoline UST were removed from the Subject Property in 2003. Their respective installation dates are unknown. The local regulatory agency has granted case closure with regards to the removal of the UST and the hoist.

4.0 SITE RECONNAISSANCE

On November 10, 2009, SGI conducted a site reconnaissance of the Subject Property. The site reconnaissance scope included all exterior and interior portions of the structures located on the Subject Property. The objective of the site reconnaissance was to obtain information for the purpose of identifying the likelihood of RECs in connection with the Subject Property.

Due to a lack of access to individuals that might have knowledge or information regarding the past use of petroleum hydrocarbons or other hazardous material within the Subject Property, no interviews were conducted as part of this investigation.

A copy of the photographic log from the site reconnaissance is included as Appendix A.

4.1 Subject Property

4.1.1 Site Features

The Subject Property is comprised of three commercial warehouse style buildings, a small concrete paved parking lot and a large open lot with mixed paving and dirt covering (Figures 2 and 3). The first warehouse building (Building 1) is located at the western edge of the Subject Property along San Pablo Avenue. The building is wooden framed with brick walls on a concrete foundation. The interior of the building has been subdivided into seven retail shop areas. Building 1 is currently empty. There is a small basement space under the north end of Building 1 that contains an open sump. To the east of Building 1 is Building 2, which has been built parallel to Building 1. A narrow alleyway separates Building 1 from Building 2. Building 2 is wooden framed with concrete block walls on a concrete foundation. The interior is open inside with the exception of a several small rooms in the southwest corner which likely contain restroom facilities. There was no evidence that this building contained a basement. SGI was unable to gain entrance to this building, though through the windows it could be seen that the building was empty. Building 3 fronts MacArthur Boulevard and is attached to the north portion of the east edge of Building 2, though there is no passage between the two buildings. It appears to be wooden framed with brick walls on a concrete foundation. SGI was unable to enter to this building or inspect the interior through a window. The foundation of a billboard advertising sign is directly adjacent to Building 3, and the billboard sign itself extends over its roof. The sign should not be considered as included within the Subject Property.

4.1.2 On-Site Chemical and Petroleum Product Storage

SGI looked for chemicals, hazardous substances, petroleum-based fuels and lubricants, and janitorial and cleaning supplies stored on the Subject Property. Building 1 and Building 2 were empty (the status of Building 3 is unknown) and all outside yards were free of debris. Based upon our observations, no RECs were observed for hazardous materials storage.

4.1.3 Waste Disposal Practices

All visible areas were devoid of debris. No staining was observed in any area. Based upon our observations, no RECs were observed for hazardous waste storage.

4.1.4 Storage Tanks

Owners and operators of certain USTs are required to register those USTs with the state agency responsible for administrating the federally mandated UST program. SGI visually observed the Subject Property for surficial evidence of current USTs and ASTs. No evidence of any USTs or ASTs were visible at the Subject Site. Based upon our observations, no RECs were observed for storage tanks.

4.1.5 Polychlorinated Biphenyls (PCBs)

Federal regulations put into effect following the Toxic Substances Control Act (TSCA) require that electrical transformers be labeled to identify their PCB content. Manufacture and distribution of PCBs was banned in 1979. Transformer owners are responsible for compliance with all applicable regulations governing those transformers, including maintenance of the transformer and any remediation work resulting from a transformer-related incident.

No transformers were observed on the Subject Property. No staining or evidence of PCB release was observed. Based upon our observations, no RECs were observed.

4.1.6 Exterior Surface Condition

SGI observed the exterior surface of the Subject Property. No pits, ponds, lagoons, or areas of distressed or dead vegetation were observed at the Subject Property during the site reconnaissance. The open parts of the Subject Property, primarily the two parcels that used to contain houses, are covered with a mix of dirt and broken pavement. Based upon our observations, no RECs associated with exterior conditions of the Subject Property were observed.

4.1.7 Utilities

All utilities to the Subject Property have been disconnected. Much of the conduit, piping and wiring for the various utilities have been removed. SGI did not observe any evidence of septic systems located within the Subject Property. However, SGI did see a sump in the basement of Building one. Above the sump is an old, belt driven pump that is no longer connected to anything. SGI was unable to determine the depth of the sump or what its purpose was. This sump does not constitute a REC, though SGI recommends additional investigation of this feature as it potentially could have been used for the disposal of hazardous materials.

4.1.8 Asbestos Containing Materials and Lead Based Paints

Prior to the late 1970s, many buildings were constructed using asbestos containing materials (ACM) and/or lead-based paints (LBP). An ACM and LBP survey is outside the scope of this Phase I ESA. However, all of the structures located on the Subject Property was built prior to the late 1970s and therefore could contain ACMs and/or LBPs. Therefore, SGI recommends that an ACM and LBP survey be conducted by a qualified contractor prior to any demolition or renovation of the structure located on the Subject Property.

4.2 Surrounding Areas

The Subject Property is located in an area characterized as mixed residential and commercial (Figure 2). The Subject Property is bounded to the north by MacArthur Boulevard with residential buildings beyond, to the east by more residential structures beyond which is Linden Street, to the south by 37th Street with mixed commercial and residential buildings beyond, and to the west by San Pablo Avenue with commercial buildings beyond.

5.0 RECORDS REVIEW

5.1 Environmental Data Resources Database Review

To investigate the current regulatory status of the Subject Property and surrounding properties, SGI reviewed environmental databases to obtain information concerning the usage, storage, treatment, and disposal of hazardous substances. EDR was subcontracted for this service. The database information was reviewed to identify previous off-site activities and/or facilities that may represent an environmental concern to the subject property. EDR reports are included as Appendix H.

The databases discussed in this section were reviewed for information regarding documented and/or suspected releases of regulated hazardous substances and/or petroleum products on or near the subject property. The following federal, state and local government databases were reviewed.

Federal Records

Database	Description
NPL*	National Priority List
Proposed NPL*	Proposed National Priority List Sites
NPL Liens	Federal Superfund Liens
Delisted NPL*	National Priority List Deletions
CERCLIS*	Comprehensive Environmental Response, Compensation, and Liability Information System
CERC-NFRAP*	CERCLIS No Further Remedial Action Planned
CORRACTS*	Corrective Action Report
RCRA-TSDF*	RCRA Information System – Transporters, Storage and Disposal
RCRA-LGQ*	RCRA Information System – Large Quantity Generator
RCRA-SQG*	RCRA Information System – Small Quantity Generator
RCRA-CESQG*	RCRA Information System – Conditionally Exempt Small Quantity Generator
US ENG CONTROLS*	Engineering Controls Sites List
US INST CONTROL*	Sites with Institutional Controls
ERNS*	Emergency Response Notification System
* indicates Standard Environmental Record Sources identified by ASTM Standard Designation E1527-05	

State Records

Database	Description
RESPONSE*	State and Tribal Equivalent NPL
ENVIROSTOR*	State and Tribal Equivalent CERCLIS
SWF/LF*	Solid Waste/Landfill Information System
LUST*	Leaking Underground Storage Tank Incident Reports
SLIC*	Spills, Leaks, and Investigation Cleanup
Alameda County CS*	Alameda County Chemical Releases and Spills Database
INDIAN LUST*	Leaking Underground Storage Tanks on Indian Land
UST*	Registered Underground Storage Tanks Database
AST*	Registered Aboveground Storage Tanks Database
INDIAN UST*	Underground Storage Tanks on Indian Land
INDIAN VCP*	Voluntary Cleanup Program Properties on Indian Land
VCP*	Voluntary Cleanup Program Properties
* indicates Standard Environmental Record Sources identified by ASTM Standard Designation E1527-05	

Additional Environmental Records

Database	Description
US BROWNFIELDS	Listing of Brownfields Sites
ODI	Open Dump Inventory
DEBRIS REGION 9	Torres Martinez Reservation Illegal Dump Site Locations
WMUDS/SWAT	Waste Management Unit Database
SWRCY	Recycler Database
HAULERS	Registered Waste Tire Haulers Listing
INDIAN ODI	Open Dump Inventory on Indian Land
US CDL	Clandestine Drug Labs
HIST Cal-Sites	Historical California Sites List (replaced by ENVIROSTOR)
SCH	School Property Evaluation Program
Toxic Pits	Toxic Pits Cleanup Act Sites
CDL	Clandestine Drug Labs
US HIST CDL	National Clandestine Laboratory Register
CA FID UST	Facility Inventory Database – Underground Storage Tanks
HIST UST	Historical Underground Storage Tank Database
SWEEPS UST	Statewide Environmental Evaluation and Planning System UST lists
LIENS 2	CERCLA Lien Information

Database	Description
LUCIS	Land Use Control Information System
LIENS	Environmental Liens Listing
DEED	Deed Restriction Listing
HMIRS	Hazardous Materials Information Reporting System
CHMIRS	California Hazardous Material Incident Reporting System
LDS	Land Disposal Sites Listing
MCS	Military Cleanup Sites Listing
RCRA – NonGen.	RCRA Information System – Non Generator
DOT OPS	Incident and Accident Report
DOD	Department of Defense Sites
FUDS	Formally Used Defense Sites
CONSENT	Superfund (CERCLA) Consent Decrees
ROD	Records of Decision
UMTRA	Uranium Mill Tailings Sites
MINES	Mines Master Index Files
TRIS	Toxic Chemical Release Inventory System
TSCA	Toxic Substances Control Act
FTTS	FIFRA/TSCA Tracking System – FIFRA (Federal Insecticide, Fungicide, & Rodenticide Act)/TSCA (Toxic Substances Control Act)
HIST FTTS	FIFRA/TSCA Tracking System – Administrative Case Listing
SSTS	Section 7 Tracking Systems
ICIS	Integrated Compliance Information System
PADS	PCB Activity Database System
MLTS	Material Licensing Tracking System
RADINFO	Radiation Information Database
FINDS	Facility Index System/Facility Identification Initiative Program Summary Report
RAATS	RCRA Administrative Action Tracking System
CA BOND EXP. PLAN	Dept. of Health Services Hazardous Substances Cleanup Bond Act Expenditure Plan
CA WDS	Waste Discharge System
NPDES	NPDES Permits Listing
Cortese	Cal-EPA/Office of Emergency Information Property Database
HIST CORTESE	Listing Designated by SWRCB, Integrated Waste Board, and DTSC.
Notify-65	State Water Resources Control Board Proposition 65 Database
DRYCLEANERS	Cleaner Facilities
WIP	Well Investigation Program Case List

Database	Description
HAZNET	Facility and Manifest Data from Department of Toxic Substances Control
EMI	Emissions Inventory Data
INDIAN RESERV	Indian Reservations
SCRD DRYCLEANERS	State Coalition for Remediation of Drycleaners Listings
PCB TRANSFORMER	PCB Transformer Registration Database

EDR Proprietary Historical Databases

Database	Description
Manufactured Gas Plants	Former Manufactured Gas Sites
Historical Auto Stations	Historical Auto Stations
Historical Cleaners	Historical Cleaners

5.2 Mapped Sites

Out of the databases searched above, only the following federal, state and local government databases contained mapped site listings within the appropriate search radius as specified in ASTM E 1527-05. See Appendix H for the complete EDR Radius Map database report.

Federal

Database	Description
CERC-NFRAP*	CERCLIS No Further Remedial Action Planned
CORRACTS*	Corrective Action Report
RCRA-SQG*	RCRA Information System – Small Quantity Generator
* indicates Standard Environmental Record Sources identified by ASTM Standard Designation E1527-05	

State

Database	Description
RESPONSE*	State and Tribal Equivalent NPL
ENVIROSTOR*	State and Tribal Equivalent CERCLIS
LUST*	Leaking Underground Storage Tank Incident Reports
SLIC*	Spills, Leaks, and Investigation Cleanup
Alameda County CS*	Alameda County Chemical Releases and Spills Database
UST*	Registered Underground Storage Tanks Database

Database	Description
* indicates Standard Environmental Record Sources identified by ASTM Standard Designation E1527-05	

Additional Environmental Records

Database	Description
US BROWNFIELDS	Listing of Brownfields Sites
WMUDS/SWAT	Waste Management Unit Database
SWRCY	Recycler Database
HIST Cal-Sites	Historical California Sites List (replaced by ENVIROSTOR)
CA FID UST	Facility Inventory Database – Underground Storage Tanks
HIST UST	Historical Underground Storage Tank Database
SWEEPS UST	Statewide Environmental Evaluation and Planning System UST lists
DOD	Department of Defense Sites
FUDS	Formally Used Defense Sites
CA BOND EXP. PLAN	Dept. of Health Services Hazardous Substances Cleanup Bond Act Expenditure Plan
HIST CORTESE	Listing Designated by SWRCB, Integrated Waste Board, and DTSC.
Notify-65	State Water Resources Control Board Proposition 65 Database

5.2.1 Results of Database Review

To identify those facilities that constituted a recognized environmental condition to the Subject Property, mapped sites were evaluated on the nature of their listings, their location, and distance from the Subject Property. The topography of the Subject Property and adjacent areas is generally flat with a slight slope towards the northeast. Groundwater flow, as reported by nearby sites, is to the northeast. Facilities warranted further investigation if they were located on the Subject Property or if they were located hydraulically upgradient of the Subject Property within a distance of 1/4-mile and had a known release of a hazardous material affecting soil or groundwater. In addition, those facilities which were located hydraulically downgradient and within 1/8-mile of the Subject Property and had a known release of a hazardous material affecting groundwater also warranted further investigation. Of the mapped facilities, two facilities met the screening criteria described above and will be evaluated further below.

Celis Service Station

Celis Service Station, located at 4000 San Pablo Avenue, is approximately 1,200 feet cross-gradient of the Subject Property and is listed in the HIST UST, LUST, CA FID UST, SWEEPS UST, and CORTESE databases. A release of gasoline to groundwater was confirmed in July, 1994. The Celis Service Station

site is currently listed with a regulatory status of “Open – Site Assessment”. Based on its distance and hydraulically cross-gradient position, this site does not represent a REC for the Subject Property.

MAZ Autoglass

MAZ Autoglass, located at 3800 San Pablo Avenue, is approximately 300 feet cross-gradient of the Subject Property and is listed in the LUST database as an open site. Information pertaining to the site found in the Geotracker database suggests that contamination is confined to the area immediately around the UST excavation. Based on this information and the site’s distance and hydraulically cross-gradient position, this site does not represent a REC for the Subject Property.

5.2.2 Unmappable (Orphan) Site Listings

The Source Group also reviewed the “unmappable” (also referred to as “orphan”) listings within the EDR database report, cross-referencing available address information and facility names. Unmappable sites are listings that cannot be plotted with confidence, but are identified as being located within the general area of the Project Area based on the partial street address, city name, or zip code. In general, a listing cannot be mapped due to inaccurate or incomplete address information in the database that was supplied by the corresponding regulatory agency. Each orphan site was reviewed and an attempt was made to determine if the site was within the boundaries of the Subject Property. None of the sites were located within the Subject Property boundary and as such do not represent a REC.

6.0 CONCLUSIONS

SGL has performed this Phase I Environmental Site Assessment in conformance with the scope and limitations of ASTM Practice E 1527-05 for the Subject Property located at 3706 San Pablo Avenue and 1066-1072 37th Street in Emeryville, California (Assessor Parcel Numbers 049-0951-004-02, 049, 0951-005-01, and 049-0951-006-01) and 1025 W. MacArthur Boulevard in Emeryville and Oakland, California (Assessor Parcel Numbers 049-0951-007 and 012-0951-011). Any additions to, exceptions to, or deletions from this practice are described in Section 1 of this report.

The Subject Property is bounded to the north by W. MacArthur Boulevard and the MacArthur Boulevard underpass with commercial and residential buildings beyond; to the east residences, beyond which is Linden Street; to the south by 37th Street with commercial and residential buildings beyond; and to the west by San Pablo Avenue with commercial buildings beyond.

Based on a review of historical data obtained through EDR and various outside agencies, development of the Subject Property started as early as 1902. The western two commercial buildings were built sometime prior to 1931, while the third commercial building was built between 1946 and 1951. Businesses that have occupied the three commercial buildings include auto repair services, a machine shop and water heater manufacturing. It is known that a hydraulic hoist and a 700-gallon gasoline UST were removed from the Subject Property in 2003. Their respective installation dates are unknown. The local regulatory agency has granted case closure with regards to the removal of the UST and the hoist.

The Subject Property is comprised of three commercial warehouse style buildings, a small concrete paved parking lot and a large open lot with mixed paving and dirt covering (Figures 2 and 3). The first warehouse building (Building 1) is located at the western edge of the Subject Property along San Pablo Avenue. Building 1 is currently empty. There is a small basement space under the north end of Building 1 that contains an open sump. Above the sump is an old, belt driven pump that is no longer connected to anything. SGL was unable to determine the depth of the sump or what its purpose was. This sump does not constitute a REC, though SGL recommends additional investigation of this feature as it potentially could have been used for the disposal of hazardous materials. To the east of Building 1 is Building 2, which has been built parallel to Building 1. A narrow alleyway separates Building 1 from Building 2. The interior is open inside with the exception of a several small rooms in the southwest corner which likely contain restroom facilities. There was no evidence that this building contained a basement. SGL was unable to gain entrance to this building, though through the windows it could be seen that the building was empty. Building 3 fronts MacArthur Boulevard and is attached to the north portion of the east edge of Building 2, though there is no passage between the two buildings. SGL was unable to enter to this building or inspect the interior through a window. All three buildings were completed prior to the late 1970s, the general cutoff point before which many buildings were constructed with asbestos containing materials and/or lead-based paints, thus SGL recommends that an ACM and LBP survey be conducted

by a qualified contractor prior to any demolition or renovation of the structure located on the Subject Property.

There is no evidence that hazardous materials releases have occurred on the Subject Property. However, the historical records show that businesses known to use hazardous materials (i.e. auto repair, manufacturing and machine shop facilities) have been located on the Subject Property. Thus, the possibility exists that undocumented releases of hazardous materials have occurred on the Subject Property and that the underlying soil and shallow groundwater have been impacted.

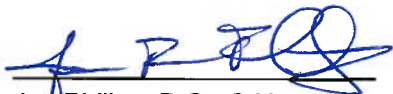
Based on the review of historic documents for facilities located on and adjacent to the Subject Property, one historical UST was identified by EDR and Geotracker to have been present on the Subject Property associated with the 1043 W. MacArthur Boulevard building (Building 2). This UST has been removed and was granted closure status by Alameda County Environmental Health Services. No adjacent sites have been identified that might pose an environmental risk to the Subject Property.

No RECs have been identified by this Phase 1. However, based on the possibility of undocumented releases of hazardous materials, the presence of a sump under Building 1, and the possibility that the buildings may contain ACMs and LBPs, SGI recommends that additional data be collected at the Subject Property in the form of a Phase II investigation to answer those open questions.

7.0 CERTIFICATION

We declare that, to the best of our professional knowledge and belief, we meet the definition of environmental professional as defined in §312.10 of 40 CFR 312. We have the specific qualifications based on education, training, and experience to assess a property of the nature, history, and setting of the subject property. We have developed and performed this Phase I ESA in general conformance with the standards and practices set forth in ASTM Designation: E 1527-05.

Report Prepared by:



Jon Philipp, P.G., C.Hg.
Senior Hydrogeologist

Report Reviewed by:



Andy Zdon, P.G., C.Hg., REA
Principal Geologist

8.0 REFERENCES

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- Enviro Soil Tech Consultants, 2002, Soil Sampling Beneath Removed UST from the Property Located at 3800 San Pablo Avenue, Emeryville, California, June 11.
- Technology, Engineering and Construction, Inc., 2004, Subsurface Investigation Report, December 2003, 1043 West MacArthur Boulevard, January 7.

FIGURES



SGI environmental
THE SOURCE GROUP, INC.
 3451-C VINCENT ROAD
 PLEASANT HILL, CA 94523

EMERYVILLE REDEVELOPMENT
 PROJECT AREA
 EMERYVILLE, CALIFORNIA

**SUBJECT PROPERTY
 LOCATION**

**FIGURE
 1**

PROJECT NO.	DATE	DR. BY:	APP. BY:
01-COE-001	11/11/09	JP	AZ



3451-C VINCENT ROAD
PLEASANT HILL, CA 94523

EMERYVILLE REDEVELOPMENT
PROJECT AREA
EMERYVILLE, CALIFORNIA

PROJECT NO.
01-EMER-001

DATE
11/12/09

DR. BY:
JP

APP. BY:
AZ

SUBJECT PROPERTY SURROUNDING
AREA

FIGURE
2

