

# EXHIBIT C

State of California  
CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD  
LOS ANGELES REGION

CLEANUP AND ABATEMENT ORDER NO. 95-116

REQUIRING MOBIL OIL CORPORATION  
TO CLEANUP AND ABATE CONDITIONS OF POLLUTION  
CAUSED BY GROUND WATER AND STORM WATER DISCHARGES  
AT ITS TORRANCE FACILITY

(File No. 85-7)

The California Regional Water Quality Control Board, Los Angeles Region, finds:

1. Mobil Oil Corporation (Mobil) operates the Torrance Refinery at 3700 West 190th Street, Torrance, California, and discharges waste water from ground water treatment and storm water runoff under permits issued by this Board. All process waste water generated at this facility is discharged to the County Sanitation District of Los Angeles County's sanitary sewer system.
2. Specifically, Mobil discharges waste water under Waste Discharge Requirements (WDRs) contained in Order No. 93-003, National Pollutant Discharge Elimination System (NPDES) Permit No. CA0055387, adopted by this Regional Board on January 25, 1993. This Order No. 93-003 is coordinated with Cleanup and Abatement Order No. 88-43 issued by this Regional Board in March 1988, and amended Cleanup and Abatement Order No. 89-136 issued December 1989, involving discharge of treated ground water recovered from the on-site and off-site extraction wells screened in the Gardena Aquifer.
3. Mobil discharges up to 15 million gallons per day (mgd) of storm water runoff during rainy periods which may pick up pollutants. Mobil also discharges up to 3 mgd of treated ground water from the ground-water extraction wells.
4. The storm water and/or treated ground water are discharged (above the tidal prism) to a concrete channel beneath Van Ness Avenue. The water then flows to the Torrance Lateral, about 2 miles west and thence to the Dominguez Channel, a water of the United States, near Avalon Boulevard (within the tidal prism).
5. Storm water runoff from the refinery and tank-farm areas is collected in a 24-million gallon capacity unlined retention basin and a 12.6-million gallon unlined reclamation basin. A portion of the retention basin and reclamation basin water is pumped or flows by gravity to a cooling tower for reuse as make-up water. The remainder of this water is pumped or flows by gravity to an oil/water separator where oil absorbent material is used to treat the water prior to discharge to an on-site concrete channel flowing to the Torrance Lateral.

6. Storm water (up to 3.7 mgd) from an off-site retention basin at the Torrance Business Park south of the Old Town Mall flows from a retention basin at the Union Carbide facility located at 19500 Mariner Avenue, Torrance, California, discharges to a Mobil surface water ditch, and flows to Mobil's retention basin.
7. Ground water pumped from the Torrance Refinery's on-site and off-site extraction wells is treated by on-site activated-carbon absorption facilities to remove petroleum hydrocarbon contaminants prior to discharge to the Torrance Lateral.
8. Board Order No. 93-003 prescribes waste discharge requirements for Mobil, which include a provision for a Toxicity Reduction Evaluation (TRE), and a monitoring and reporting program that includes a requirement to develop and implement a Storm Water Pollution Prevention Plan (SWPPP), as appropriate, for the discharge of treated ground water and storm water at Mobil Torrance Refinery. In issuing these Orders, the Board has required Mobil to comply with Best Management Practices currently in use to meet limits for volatile organic compounds (VOC), metals and chronic toxicity during a very complex and necessary ground water cleanup and greater pollutant loads from increased throughput at this facility. However, since these Orders were issued, Mobil has had numerous violations of discharge limits for VOC, metals and toxicity. Specifically, the following violations have occurred: Four (4) VOC exceedances in 1991; 13 VOC, 8 metals, and 10 toxicity exceedances in 1993; one (1) toxicity exceedance in 1994; 17 VOC, 10 metals and 5 toxicity violations in 1995. Staff has had numerous meetings and discussions with Mobil on this issue and has required Mobil to correct the problem for the ground water treatment system and implement TRE to identify the source(s) of toxicity. Following the winter of 1994/95, it became clear that none of Mobil's corrective actions has been fully successful. Staff therefore in April 1995, directed Mobil to pursue specific steps to resolve these recurring violations. The Board's required corrective actions included but were not limited to the TRE and a revised SWPPP. Subsequently, a TRE workplan dated June 21, 1995, and a SWPPP dated June 30, 1995, were submitted to this Board for review. Concurrent with the TRE, Mobil is proceeding with the construction of an Envirex Fluid Bed Reactor which will serve as a pretreatment system upstream of the carbon beds. Construction is scheduled to be completed by October 1995. The effect of this unit on reducing toxicity is unknown and will be evaluated by Mobil in the second phase of the TRE, scheduled for November 1995.
9. In April 1994, the United States Environmental Protection Agency (U.S.EPA) conducted a multi-media inspection at the Torrance Refinery. A subsequent evaluation indicated the violations of the effluent limitations and standard provisions of the NPDES permit No. CA0055387, detailed above, and other violations.

10. Free-phase hydrocarbon product (FHP) recovery, dissolved plume containment, and aquifer restoration continue to be high priority tasks at the Mobil Torrance Refinery. FHP, recovered from 20 recovery wells, include 389 thousand gallons of FHP and 875 million gallons of recovered ground water contaminated with dissolved contaminants since the fourth quarter of 1986. Mobil will be required by this Board to continue investigating the total benzene, toluene, ethylbenzene, and xylene (BTEX) concentrations detected in the Lynwood aquifer and to take immediate corrective action in order to protect the quality of the deeper aquifer.
11. The Regional Board adopted a revised Water Quality Control Plan for the Los Angeles River Basin on June 13, 1994. The plan contained water quality objectives for Dominguez Channel. The requirements contained in this Order, as they are met, will be in conformance with the goals of the Water Quality Control Plan.
12. The beneficial uses of the receiving water, as defined by the Basin Plan, are: (Dominguez Channel) noncontact water recreation, preservation of rare and endangered species, marine habitat, and saline water habitat; and (Los Angeles Inner Harbor), industrial service supply, navigation, and shellfish harvesting.
13. This project involves an action taken for the protection of the environment and as such is exempt from the provisions of the California Environmental Quality Act in accordance with California Code of Regulations, Title 14, Chapter 3, Section 15321.

**IT IS HEREBY ORDERED**, pursuant to Water Code Section 13304, that Mobil Oil Corporation shall comply with the following:

1. Mobil shall submit TRE results for treated ground water and evaluate the ground-water treatment system and prepare an operational and maintenance plan, along with a contingency plan, to provide for increase in the efficiency of the treatment system in accordance with the time schedule in Attachment A in order to comply with the NPDES effluent limitations for treated ground water. In the judgement of the Executive Officer, the Board may require Mobil to have sufficient storage at the site or use other alternatives to store all treated ground water for legal off-site disposal until a system is working and certified as acceptable by the Executive Officer of this Board. Failure of this system for any reason will result in Administrative Civil Liability action as detailed in Item 7.
2. Based upon the review of your SWPPP, dated June 30, 1995, the current plans for handling storm-water discharge at the facility are not acceptable. Essentially, this plan was already in place prior to the 1994/95 storm event and did not prevent violations and is not likely to prevent additional violations in the future. Mobil shall evaluate site-specific treatment technologies, which may include source control strategies, for the storm water collected by the two existing basins prior to discharge. Storm water discharge shall comply with the NPDES Permit effluent limitations at all times. An evaluation, utilizing

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best practicable technology, for accomplishing this storm water treatment and source control shall be submitted to this Board for review in accordance with the time schedule in Attachment A. In the interim, this Board will take Administrative Civil Liability action, where for any storm-water discharge violation in accordance with Item 7.

3. Board staff has concluded, from monitoring data submitted by Mobil, that impact to the Lynwood aquifer has occurred from contaminants released to the ground water at the Mobil Torrance facility. Therefore, Mobil shall continue investigating and monitoring the ground water quality in the Lynwood aquifer and shall submit the results of the investigation and monitoring program to this Board in accordance with the time schedule in Attachment A. Mobil is required to notify staff 48 hours prior to ground water sampling activities in the Lynwood aquifer in order for us to collect split samples. If results confirm that impact has been occurred, the submittal shall include a plan for remediation of the aquifer with an appropriate time schedule.
4. Quarterly progress reports detailing all activities implemented and results obtained during the previous three-month period, as required by this Cleanup and Abatement Order, shall be submitted to this Board. The quarterly reports shall be submitted January 15, April 15, July 15, and October 15 each year.
5. The investigation and cleanup program shall be directed and conducted by a California registered civil engineer or geologist or a certified engineering geologist.
6. This Order is not intended to stop or redirect any investigation or cleanup or remediation programs ordered by this Board or any other agency.
7. The Executive Officer is authorized to take appropriate action as provided for in Sections 13268 and 13350 of the Water Code against Mobil for any noncompliance with this Order including assessment of penalties in the amount of up to \$5000.00 per day for each day on which any technical data requested by this Cleanup and Abatement Order is not submitted.
8. This Order in no way limits the authority of the Board as contained in the California Water Code, to require additional investigation and clean up pertinent to this project. This Order may be revised by the Executive Officer as additional information on this project becomes available. Upon request by Mobil, and for good cause, the Executive Officer may delete or extend the date of compliance for any action required of Mobil under this Order.

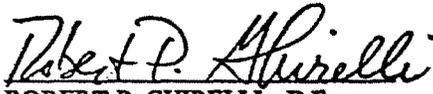
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9. Unless otherwise approved by the Executive Officer, failure to comply with the terms or conditions of this Order may result in imposition of civil liabilities either administratively by the Regional Board or judicially by the Superior Court in accordance with Section 13350, et. seq., of the California Water Code, and/or referral to the Attorney General of the State of California for such legal action as he or she may deem appropriate.

Ordered by:

Dated: September 6, 1995

  
ROBERT P. GHIRELLI, D.Env.  
Executive Officer

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**ATTACHMENT A**  
**CLEANUP AND ABATEMENT SCHEDULE**

<b>Activities</b>	<b>Completion Date</b>
<b>I. SUBMIT EVALUATION OF GROUND WATER TREATMENT SYSTEM AND SUBMIT OPERATIONAL AND MAINTENANCE PLAN AND CONTINGENCY PLAN</b>	<b>November 30, 1995</b>
<b>II. SUBMIT TOXICITY REDUCTION EVALUATION RESULTS FOR TREATED GROUND WATER</b>	<b>December 31, 1995</b>
<b>III. EVALUATE TREATMENT TECHNOLOGIES &amp; SOURCE CONTROL STRATEGIES FOR STORM WATER</b>	<b>December 31, 1995</b>
<b>IV. SUBMIT RESULTS OF THE INVESTIGATION FOR CONTAMINATION IN LYNWOOD AQUIFER AND DEVELOP REMEDIAL ACTION PLAN</b>	<b>July 15, 1996</b>

# EXHIBIT D

STATE OF CALIFORNIA  
CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD  
LOS ANGELES REGION

ADDENDUM TO  
CLEANUP AND ABATEMENT ORDERS NOS. 88-43, 89-136, and 95-116  
REQUIRING EXXONMOBIL REFINING AND SUPPLY COMPANY  
TO CLEANUP AND ABATE  
CONDITIONS OF POLLUTION AND NUISANCE AT AND FROM THE TORRANCE  
REFINERY, TORRANCE, CALIFORNIA

The California Regional Water Quality Control Board, Los Angeles Region (Water Board), finds that:

1. ExxonMobil (hereinafter Discharger) operates a petroleum refining and bulk storage facility, known as the Torrance Refinery, on about 750 acres in the City of Torrance.
2. As a result of uncontrolled releases to the environment by the Discharger (or the Discharger's predecessor corporations) that have contaminated soil and groundwater, the Water Board issued Cleanup and Abatement Orders (CAO) Nos. 88-43, 89-136, and 95-116, directing the Discharger to investigate and clean up contamination. To facilitate control and cleanup of the contaminants, the Water Board further issued Waste Discharge Requirements specified in Order No. R4-2007-49.
3. The Discharger has not yet fully investigated the sources of contaminants and fully delineated the extent of the contamination, which has dissolved into groundwater and migrated at least 4,000 feet offsite. The contaminants in soil and groundwater impact groundwater in the West Coast Basin.
4. The Discharger has not yet fully investigated the sources of contaminants and fully delineated the extent of contamination, which is in a vapor phase in soil under and near residences and commercial buildings in the Del Amo neighborhood along the southeast perimeter of the Torrance Refinery. Community meetings are needed to brief residents and businesses in this neighborhood of the status of investigations and to seek cooperation for extensive sampling that is occurring in the neighborhood.
5. Cleanup and Abatement Order Nos. 88-43, 89-136, and 95-116 (CAOs) include reporting requirements for periodic monitoring activities and progress on technical investigations and cleanup. This Addendum to the CAOs augments existing reporting requirements, by including technical information needed to facilitate communication of technical data to the community.
6. The *Water Quality Control Plan for the Coastal Watersheds of Los Angeles and Ventura Counties* (Basin Plan) designates the following existing beneficial uses for the West Coast Basin: municipal and domestic water supply, industrial service supply, industrial process supply, and agricultural supply.

7. The creation of conditions of pollution or nuisance in any waterbody and its subsequent discharge may constitute a violation of California Water Code sections 13260 and 13264 and 13376 and the *Water Quality Control Plan for the Los Angeles Region*.
8. This Addendum to Cleanup and Abatement Orders Nos. 88-43, 89-136, and 95-116 is an action taken for the protection of the environment and, as such, is exempt from the provisions of the California Environmental Quality Act in accordance with California Code of Regulations, title 14, section 15321.
9. Section 13304 of the California Water Code states, in part, that:

“Any person who has discharged or discharges waste into the waters of this state in violation of any waste discharge requirement or other order of prohibition issued by a regional board or the state board, or who has caused or permitted, causes or permits, or threatens to cause or permit any waste to be discharged or deposited where it is, or probably will be, discharged into the navigable waters of the United States and creates, or threatens to create, a condition of pollution or nuisance, shall upon order of the regional board, clean up the waste or abate the effects of the waste, or, in the case of threatened pollution or nuisance, take other necessary remedial action, including, but not limited to, overseeing cleanup and abatement efforts.”

10. Pursuant to section 13304 of the California Water Code, regional boards may recover reimbursement for all reasonable costs to investigate unauthorized discharges of waste and to oversee cleanup of such waste, abatement of the effects thereof, or other remedial action.

**IT IS HEREBY ORDERED**, pursuant to California Water Code section 13304, that the ExxonMobil Refining and Supply Company (Discharger) augment its reporting program as follows:

- A. Submit, by April 3, 2007, the following technical information in the reporting formats specified below:
  - Visual Aids: Provide diagrams, posters, maps, and handouts, in print and/or electronic formats that show the lateral and vertical extent of contamination delineated to date, with indications where boundaries may not yet be clearly delineated.
  - Fact Sheets: Provide information and drafts of fact sheets, the final version of which shall be subject to approval by Water Board staff.
  - Web Materials: Provide materials for posting on Web sites.
- B. Meeting Logistics: Facilitate arrangements for future meetings, by helping to procure appropriate meeting rooms and by conducting effective outreach to community members who should be informed of the meetings.

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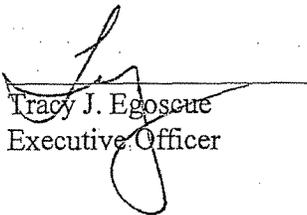


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*Our mission is to preserve and enhance the quality of California's water resources for the benefit of present and future generations.*

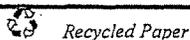
- C. This CAO Addendum shall not limit the responsibility of the Discharger to ensure that public health and safety are maintained.
- D. This CAO Addendum in no way limits the authority of the Board, as contained in the California Water Code, to institute additional enforcement actions or to require additional investigation and cleanup pertinent to this project. This CAO Addendum may be revised by the Executive Officer, as additional information on this project becomes available. Upon request by the Discharger, and for good cause shown, the Executive Officer may delete or extend the date of compliance for any action required of the Discharger under this CAO Addendum.
- E. The Executive Officer is authorized to take appropriate action, pursuant to sections 13268, 13350 or 13385 of the California Water Code, against the Discharger for any noncompliance with this CAO Addendum, including assessment of penalties in the amount of up to \$5,000 per day for each day on which any technical data requested by this CAO Addendum is not submitted.
- F. Failure to comply with the terms or conditions of this CAO Addendum may result in imposition of civil liabilities, either administratively by the Water Board or judicially by the Superior Court, in accordance with sections 13350 or 13385 of the California Water Code and/or referral to the Attorney General of the State of California for action deemed appropriate.
- H. Pursuant to California Water Code section 13320, an aggrieved person may seek review of this Order by filing a petition within 30 days of the date of this Order with the State Water Resources Control Board (SWRCB). The petition must be sent to the SWRCB, P.O. Box 100, Sacramento, CA 95812.
- I. Pursuant to California Water Code section 13304, the Water Board is entitled to reimbursement for all reasonable costs actually incurred by the Water Board to investigate unauthorized discharges of waste and to oversee cleanup of such waste, abatement of the effects thereof, or other remedial action required, by this CAO Addendum.

Ordered by:

  
Tracy J. Egoscue  
Executive Officer

Date: March 5, 2008

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