CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
SAN FRANCISCO BAY REGION

ORDER NO. 97-034

FINAL SITE CLEANUP REQUIREMENTS FOR:

F.C.L.L. REALTY COMPANY
MR. ALBERT FONG

FORMER NORGE DRY CLEANERS FACILITY
1823 LINCOLN AVENUE
NAPA, NAPA COUNTY, CALIFORNIA

The California Regional Water Quality Control Board, San Francisco Bay Region (hereinafter Regional Board) finds that:

1. F.C.L.L. Realty Company (hereinafter Discharger(s)) is responsible for the investigation and cleanup of chlorinated solvent pollution at the former Norge Dry Cleaners facility located at 1823 Lincoln Avenue, Napa, California (the site). F.C.L.L Realty is the owner of the property, upon which Norge Dry Cleaners operated a retail dry cleaning facility from approximately 1962 until 1975. F.C.L.L. Realty is a general partnership and Mr. Albert Fong is its managing partner. Attempts to locate the owners and operators of the former dry cleaners have identified no other viable responsible parties.

   As stated in Appendix I of this Order, "Release and Covenant Not to Sue," the "Covered Parties", as defined therein, are not considered to be potentially responsible parties and shall bear no liability for the pollution underlying the site. Appendix I is incorporated by reference herein.

2. Release and Covenant Not to Sue (Release): In order to facilitate redevelopment of this site, the prospective purchasers, lenders, and tenants (Covered Parties) requested a release from the liability associated with the residual pollution at this site. After due consideration of the implications of such a release upon site activities, a Release was drafted stating that the Regional Board will not hold the Covered Parties responsible for investigation or cleanup of the existing pollution, provided that they adhere to the terms contained therein.

   Brownfield redevelopment of this site is well warranted and the potential environmental benefits related to infill of this currently vacant site would probably not be realized without the Release. In conjunction with the requirements of this Order, and in consideration of the negligible risk associated with the residual pollution, it does not appear that the Release will adversely affect the Board's ability to regulate this site.

3. Site Description: The site is located in the former Liquor Barn shopping center at the intersection of Lincoln Avenue and California Boulevard in Napa, Napa County, California. The site occupies approximately 6.6 acres. The site lies at an elevation of approximately 50 feet above mean sea level in an area of gently rolling hills. The nearest surface water body is Napa Creek which lies approximately 900 feet south of the site. Napa Creek drains to the Napa River and San Pablo Bay. Existing groundwater uses in the area are limited to one well within a 1/4 mile radius of the site, which is screened in a much deeper aquifer that does not appear to be hydraulically connected to the polluted shallow water table. Future site use will be solely commercial.

4. Regulatory Status: The Board previously adopted Site Cleanup Requirements (Order No. 95-033), on February 15, 1995.

5. Site Investigations and Remedial Actions to date:
   a. In January 1994, Lowry/Krazan consultants conducted a Phase I Environmental Site Assessment at the request of a potential property buyer. Laboratory analysis of three soil samples revealed detectable concentrations of 1,2-dichloroethene (1,2-DCE), trichloroethene (TCE), and a maximum of 3,000 μg/kg tetrachloroethene (PCE). Laboratory analysis of three groundwater samples revealed detectable concentrations of 1,2-DCE; TCE; and a maximum of 20,000 μg/ℓ PCE.
   b. In February 1994, ARS submitted a Work Plan for a Subsurface Investigation and Interim Remedial Action.
   c. In January 1995, Applied Remedial Services (ARS) reported the results of subsurface investigation and soil remediation for the site. The report detailed the results of extensive sampling and analysis from 10 test pits, 7 grab groundwater samples (Hydropunches) and four monitoring wells. The results of laboratory analysis of soil samples revealed concentrations of trans-1,2-dichloroethene (t-1,2-DCE); cis-1,2-dichloroethene (c-1,2-DCE); TCE; and PCE. A maximum concentration of 3,000 μg/kg PCE was detected in soils near the former location of a drain to the sanitary sewer. Laboratory analysis of groundwater samples revealed concentrations of t-1,2-DCE; c-1,2-DCE; TCE; and PCE. A maximum concentration of 6,000 μg/ℓ PCE was detected in a grab groundwater sample from an interceptor trench.
      A total of approximately 2,700 cubic yards of PCE affected soil was excavated, aerated on-site, and backfilled. Concentrations of VOC's in soil have been reduced to approximately 300 μg/kg. Three large

interceptor trenches have been installed and a total of 160,000 gallons of polluted groundwater has been extracted, treated and discharged to the sanitary sewer. Groundwater concentrations in the extraction trench stabilized at or around 1,400 $\mu g/\ell$ PCE.

d. On April 4, 1995, ARS reported Additional Groundwater Investigation, Soil Vapor Survey, and Monitoring Well Sampling Activities. Additional grab groundwater samples confirmed that the existing HVOC plume is immobile and localized. TCE was found at a maximum of 2 $\mu g/\ell$ in downgradient grab samples. A total of 12 soil vapor samples did not contain HVOCs at concentrations above the detection limit. Monitoring well samples showed steady or declining concentrations of HVOC's.

e. In April 14, 1995, ARS submitted a Health Risk Assessment that evaluated the potential human health risk to construction and retail workers. Four possible scenarios for exposure of construction and retail workers to detected hazardous chemicals were analyzed. The non-carcinogenic and carcinogenic risk associated with each scenario was much lower than the goal of 1×10^{-6} for carcinogens, and 1.0 for non-carcinogens. The maximum calculated carcinogenic risk was 2.8×10^{-7} and resulted from the construction worker scenario. The hazard index for non-carcinogens was found to be insignificant.

f. On October 19, 1995, ARS reported Groundwater Monitoring and Sampling Activities. The levels of total VOCs found in the source, target and trigger wells confirmed plume containment. Monitoring well samples continued to show steady or declining concentrations of HVOC's.

g. In March, 1996 ARS submitted a Work Plan for Additional Subsurface Investigation.The purpose of this investigation was to further assess the lateral and vertical extent of chlorinated hydrocarbon affected soil and groundwater beneath the site.

h. On September 3, 1996 ARS submitted a Work Plan for Limited Additional Remedial Action. This workplan presented the results of the March 1996, Work Plan for Additional Subsurface Investigation. Concentrations of PCE up to 11,000 $\mu g/\ell$ were discovered in a localized area around boring HP-3. The workplan also detailed the steps necessary to remove PCE impacted soil in the vicinity of test hole HP-3, and perform confirmation soil sampling.

i. On September 23, 1996 ARS submitted a Project Status and Workplan Amendment.

j. On October 25, 1996, ARS submitted a Limited Additional Remedial Action Final Report. This report presented the results of confirmation soil sampling in the vicinity of boring HP-3. PCE concentrations in soil were reduced to less than 300 $\mu g/kg$.

k. On November 12, 1996, the Discharger(s) submitted an Application for Containment Zone Designation.

l. On February 14, 1997, the Dischargers submitted a final Management Plan for the Containment Zone.

6. As found in Order No. 95-033, evidence implicates the owners and operators of the dry cleaning facility as responsible parties. Dry cleaning facilities routinely use large volumes of PCE in their process. Possible scenarios for the discharge of PCE into the subsurface include:

   a. Surface spillage of PCE; poor housekeeping; and possible illegal discharges.

   b. A study competed in March 1992 by Mr. Victor Izzo of the Central Valley Regional Water Quality Control Board staff, titled "Dry Cleaners - A Major Source of PCE in Groundwater," reports that likely scenarios involve discharges of small volumes of PCE into the sanitary sewer, where PCE has been shown to migrate into the subsurface through small cracks in sewer laterals. Possible sources of small volume discharges could include floor drains and PCE-water separators.

7. Basis for Soil Cleanup Standards: Remedial actions completed to date have effectively removed all soils identified as potential sources of groundwater pollution and groundwater pollutant levels have remained stable or decreased since source removal was accomplished.

8. Basis for Groundwater Cleanup/ Containment Standards: The groundwater cleanup/ containment standards are based on the containment zone concept. Available options for removing or treating insitu groundwater pollution are limited for this Site. At many sites in this region and elsewhere, pump and treat technology has proven inadequate to meet low cleanup objectives because the costs and time frame are prohibitive due to ineffective technology.

   The groundwater extraction and treatment system at the Site has successfully contained and removed approximately 95% of the pollution. This site is an appropriate candidate for establishment of a containment zone based upon site geology, natural attenuation indicators, and residual contaminant distribution. Pollution is found in a very limited area on the 6.6 acre site and investigations to date have effectively defined the lateral and vertical extent of groundwater pollution at levels in excess of MCL's.

Constituent	Objective	Source of Objective	Maximum Monitoring Well Concentration
tetrachloroethene (PCE)	5 $\mu g/\ell$	CA Primary MCL	660 $\mu g/\ell$
trichloroethene (TCE)	5 $\mu g/\ell$	CA Primary MCL	270 $\mu g/\ell$
cis-1,2-dichloroethene (1,2-DCE)	6 $\mu g/\ell$	CA Primary MCL	180 $\mu g/\ell$
trans-1,2-dichloroethene (1,2-DCE)	10 $\mu g/\ell$	CA Primary MCL	2 $\mu g/\ell$

An appropriate cleanup program has been fully implemented and reliably operated for a period of time which is adequate to understand both the hydrogeology of the Site and pollutant dynamics. Adequate pollutant source removal and/or isolation has been undertaken to limit future migration of pollutants to groundwater underlying the site. Groundwater pollutant concentrations in monitoring wells are stable or decreasing.

Any remaining human health, water quality, and environmental risks posed by residual soil and groundwater pollution will be contained and managed as required by this Order. The best available technologies are no longer technically or economically feasible to achieve further significant reductions in groundwater pollutant concentrations or mass, considering reasonable costs and incremental benefits.

Based on the above, and in consideration of the reasonable protection of beneficial uses consistent with the maximum benefit to the people of the State, a limited containment zone is appropriate. Within this area, pollutant concentrations may exceed relevant water quality objectives, as long as they are contained, as specified in this Order.

9. Risk Assessment: A risk evaluation was conducted to assess the human and ecological health risks due to residual levels of PCE and related breakdown products present in soil and groundwater at the Site.

The evaluation determined that the residual levels of PCE and related breakdown products in soil at the Site would not pose a human health risk through the potential exposure pathways to PCE and related breakdown products in soil and groundwater (namely, incidental ingestion of soil, inhalation of PCE and related breakdown product vapors from soil and groundwater, and dermal contact with soil) due the following reasons:

Due to the low concentrations of residual PCE and related breakdown products present at the Site, institutional constraints are appropriate and adequate to limit potential on-site and off-site exposures. Institutional constraints include deed restrictions that notify future owners of subsurface contaminations and prohibit the use of shallow groundwater at the site.

10. Basin Plan: The Board adopted a revised Water Quality Control Plan for the San Francisco Bay Basin (Basin Plan) on June 21, 1995. This updated and consolidated plan represents the Board's master water quality control planning document. The revised Basin Plan was approved by the State Water Resources Control Board and the Office of Administrative Law on July 20, 1995, and November 13, 1995, respectively. A summary of regulatory provisions is contained in 23 CCR 3912. The Basin Plan defines beneficial uses and water quality objectives for waters of the State, including surface waters and groundwaters.

The potential beneficial uses of groundwater underlying and adjacent to the site include:

a. Municipal and domestic water supply
b. Freshwater replenishment to surface waters
c. Industrial process water supply
d. Agricultural water supply

The existing and potential beneficial uses of the Napa River, San Pablo Bay, and contiguous surface waters include:

a. Water contact and non-water contact recreation
b. Fresh water replenishment
c. Wildlife habitat
d. Preservation of areas of special biological significance
e. Fish migration and spawning
f. Navigation
g. Estuarine habitat
h. Ocean commercial and sportfishing
i. Preservation of rare and endangered species

11. Board Resolution No. 89-39, "Sources of Drinking Water," defines potential sources of drinking water to include all groundwater in the region, with limited exceptions for areas of high TDS, low yield, or naturally-high contaminant levels. Although groundwater underlying and adjacent to the Site is not currently used as a source of drinking water, it does qualify as a potential source of drinking water. The Basin Plan specifies that MCL's shall be the water quality objectives

12. State Water Resources Control Board Resolution No. 96-79 "Adoption of Containment Zone Policy Amendment to Resolution No. 92-49: Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304" was adopted on October 2, 1996 and approved by the Office of Administrative Law on January 13, 1997. The requirements contained in Resolution No. 96-79 were adhered to in the development of this Order.
    a. This site and its management plan meet the conditions in Resolution No. 96-79, Section III.H.2. The bounds of the containment zone are described in the management plan site map and are contained within Napa County Assessors parcel numbers 02-011-01,-02, -03, -04, and 02-044-05.
    b. Board staff's review of and concurrence with the Discharger's analysis of the factors cited in Resolution No. 96-79, Section III.H, establish that this is an appropriate site for establishment of a containment zone.
    c. On January 16, 1997, a technical advisory committee was convened pursuant to Resolution No. 96-79, Section III.H.9. Representatives from Napa County Department of Environmental Management, California Department of Toxic Substances Control, and U.S. Environmental Protection Agency were present. While the committee did not arrive at a consensus recommendation, written comments were solicited, received, and considered in preparing this Order.
    d. Public notice was published in the Napa Valley Register and provided to neighboring properties within 300 feet of the site via hand delivery. No responses or inquiries were received prior to the published deadline for written comments.

13. The prohibitions, specifications and provisions for this Order are based on the plans and policies of the Basin Plan, EPA water quality criteria, and best professional judgement.
14. The Discharger(s) has caused or permitted, or threatens to cause or permit waste to be discharged or deposited where it is or probably will be discharged to waters of the State and creates or threatens to create a condition of pollution or nuisance.

15. The State Water Resources Control Board (SWRCB) approved a Functional Equivalent Document (FED) that is a "program" environmental document when it adopted the Containment Zone Policy. This document was prepared to meet the requirements of the California Environmental Quality Act (CEQA).

An environmental checklist was prepared to determine whether additional CEQA documentation was needed. Analysis indicated that the impact to the community and the environment from the residual pollution appears to be negligible. Although several water wells exist near the site, these wells are screened in much deeper aquifers that do not appear to be hydraulically connected to the shallow water table. The shallow water table itself is unlikely to be utilized as a source of drinking water due to low yield. Therefore, since no anticipated significant impact is presented by the establishment of a containment zone, it does not appear that mitigation should be required for this site.

The Board finds that no new effects will occur and no new mitigation measures are required, that were not considered in the "program" FED. Therefore, the designation of a containment zone in this Order is within the scope of the project covered by the FED approved by the SWRCB, and no further CEQA documentation is required.

16. Pursuant to Section 13304 of the Water Code, the Discharger(s) are hereby notified that the Board is entitled to, and may seek reimbursement for, all reasonable costs actually incurred by the 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 Order.

17. The Board has notified the Discharger(s) and all interested agencies and persons of its intent under California Water Code Section 13304 to prescribe site cleanup requirements for the discharge, and has provided them with an opportunity to submit their written comments.

18. The Board, in a public meeting, heard and considered all comments pertaining to the discharge.

IT IS HEREBY ORDERED, pursuant to Section 13304 of the California Water Code and regulations adopted thereunder, that the Discharger(s), their successors and assigns, expressly however, excluding the Covered Parties as defined in Appendix I, shall comply with the following:

A. PROHIBITIONS

1. The release of wastes or hazardous materials in a manner which will degrade, or threaten to degrade, water quality or adversely affect, or threaten to adversely affect, the beneficial uses of the waters of the State is prohibited.

2. Further significant migration of pollutants through subsurface transport to waters of the State is prohibited.

3. Activities associated with the subsurface investigation and cleanup which will cause significant adverse migration of pollutants are prohibited.

4. Water quality objectives shall not be exceeded outside of the containment zone as a result of the migration of pollutants from within the containment zone.

B. SPECIFICATIONS

1. The storage, handling, treatment or disposal of soil or groundwater containing pollutants shall not create a nuisance as defined in Section 13050(m) of the California Water Code.

2. The Discharger(s) shall implement the *Final Management Plan, 1823 Lincoln Avenue Site, Napa, California*, dated February 14, 1997, which specifies the methods used to acquire and evaluate monitoring data and a specific protocol for actions to be taken in response to evidence that water quality objectives have been exceeded outside of the containment zone as a result of the migration of pollutants from within the containment zone.

3. The Discharger(s) shall conduct monitoring activities as specified in the attached self-monitoring program to define the current local hydrogeologic conditions. Should monitoring results show evidence of pollutant migration, additional characterization of pollutant extent may be required.

4. If groundwater extraction and treatment is considered as an alternative, the feasibility of water reuse or disposal to the sanitary sewer must be evaluated. Based on Regional Board Resolution 88-160, the Discharger(s) shall optimize, with a goal of 100%, the reclamation or reuse of groundwater extracted as a result of cleanup

activities. The Discharger(s) shall not be found in violation of this Order if documented factors beyond the Discharger(s)' control prevent the Discharger(s) from attaining this goal, provided the Discharger(s) have made a good faith effort to attain this goal. If reuse is part of a proposed alternative, an application for Waste Discharge Requirements may be required. If discharge to waters of the State is part of a proposed alternative, an NPDES permit application must be completed and submitted, and must include the evaluation of the feasibility of water reuse and disposal to the sanitary sewer.

C. PROVISIONS

1. The Discharger(s) shall perform all investigation and cleanup work in accordance with the requirements of this Order. All technical reports submitted in compliance with this Order shall be satisfactory to the Executive Officer, and, if necessary, the Discharger(s) may be required to submit additional information.

2. To comply with all of the Prohibitions, Specifications and Provisions of this Order and the Self-Monitoring Program, the Discharger(s) shall meet the following compliance task and time schedule:

COMPLIANCE TASKS AND DATES

1. **TASK: REPORT OF IMPLEMENTATION OF MANAGEMENT PLAN.**
   COMPLIANCE DATE: May 19, 1997
   Submit a technical report acceptable to the Executive Officer documenting implementation of the management plan to monitor for and remedy any adverse pollutant migration or other event that might cause an increased risk to human health,safety, or the environment. This report shall also document the filing of a deed restriction prohibiting the use of shallow groundwater as a source of drinking water and include evidence that $50,000 has been deposited in escrow with First American Title Co. of Napa in order to implement the management plan.

2. **FINAL STATUS REPORT**
   COMPLIANCE DATE: February 15, 1999
   Submit a technical report acceptable to the Executive Officer evaluating the effectiveness of the approved cleanup plan, including the designated containment zone. The report should include:
   a. Summary of effectiveness in controlling contaminant migration and protecting human health and the environment.

b. Comparison of contaminant concentration trends with cleanup standards.

c. Evaluation of the risk management plan associated with the containment zone. This report may recommend that no further action be taken related to this site.

3. **EVALUATION OF NEW HEALTH CRITERIA**
COMPLIANCE DATE: If necessary, 90 days after requested by Executive Officer

Prior to submission of the final status report in Task 2, the Executive Officer may request submission of a technical report acceptable to the Executive Officer evaluating the effect on the approved cleanup plan of revising one or more cleanup standards in response to revision of drinking water standards, maximum contaminant levels, or other health-based criteria.

3. Delayed Compliance: If the discharger is delayed, interrupted, or prevented from meeting one or more of the completion dates specified for the above tasks, the discharger shall promptly notify the Executive Officer and the Board may consider revision to this Order.

4. All hydrogeologic plans, specifications, reports and documents shall be signed by and stamped with the seal of a California registered geologist, a California certified engineering geologist or a California registered civil engineer.

5. The Discharger(s) shall comply with any Self-Monitoring Program as adopted by the Board and as may be amended by the Executive Officer.

6. The Discharger(s) shall notify the Board in writing at least 30 days in advance of any changes in occupancy or ownership associated with the site described in this Order.

7. The Board will review this Order periodically and may revise the requirements or compliance schedule when necessary.

8. The Discharger(s) shall be liable, pursuant to Section 13304 of the Water Code, to the Board for all reasonable costs actually incurred by the Regional 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 Order. If the site addressed by this Order is enrolled in a State Board-managed reimbursement program, reimbursement shall be made pursuant to this Order and according to the procedures established in

that program. Any disputes raised by the Discharger(s) over reimbursement amounts or methods used in that program shall be consistent with the dispute resolution procedures for that program.

9. If the required tasks contained in the management plan are not implemented, or appropriate access is not granted by the Discharger(s) to the Regional Board for purposes of compliance inspection, or violation of water quality objectives occurs outside the containment zone, and that violation is attributable to the discharge in the containment zone, the Board will revoke the zone's containment status and will take the appropriate enforcement action against the Discharger(s).

I, Loretta K. Barsamian, Executive Officer, do hereby certify that the foregoing is a full, true and correct copy of an Order adopted by the California Regional Water Quality Control Board, San Francisco Bay Region, on February 19, 1997.

Loretta K. Barsamian
Executive Officer

Attachments:

Appendix I -	Release and Covenant Not to Sue w/ Exhibit A (Notice of Mutual Release)
Appendix II -	Self Monitoring Program
Appendix III -	Location Map
Appendix IV -	Site Map

Appendix I to Order No. 97-034
Mutual Release and Covenant Not to Sue
Former Norge Dry Cleaners Facility
1823 Lincoln Avenue, Napa

This mutual release and covenant not to sue ("Release") is provided in conjunction with Regional Water Quality Control Board ("Regional Board") Order No. 97-034 ("Order"), Final Site Cleanup Requirements for the Former Norge Dry Cleaners Facility located at 1823 Lincoln Avenue, Napa, ("site") as adopted on February 19, 1997.

The Regional Board understands that the parties, Trestle Napa, L.L.C. (Trestle), American Stores Properties, Inc., Lucky Stores, Inc., Mid-Peninsula Bank, McNellis Partners, L.L.C., TKG Development, L.L.C., subsequent purchasers, tenants, lenders, and any occupants of the site, as well as, all of their directors, officers, employees, partners, affiliates, members, agents, successors, and assigns ("Covered Parties") require a commitment, to the maximum extent permitted by law, that they and their successors in interest will not be subject to liability for, or the subject of any actions, orders, or other requirements related to or arising from the contamination previously or presently existing at, under, or originating from the site ("Existing Conditions"), including, without limitation, any assessment, monitoring or remediation of the Existing Conditions. This Release is consistent with the State Water Resources Control Board ("State Board") Executive Director Guidance Memorandum dated July 9, 1996 regarding prospective purchaser agreements, and based on the following findings by Regional Board staff:

1. The site is within the jurisdiction of the Regional Board due to a prior condition of pollution and is subject to the provisions of Regional Board Order No. 97-034;

2. The current owner of the site, F.C.L.L. Realty Company ("FCLL"), is financially viable, has completed and paid for all cleanup and remedial activities required by the Regional Board in Clean Up and Abatement Order No. 95-033, has agreed to fully fund all further verification monitoring required by the Order and to place $50,000 into an escrow account to assure completion of such monitoring, and has agreed to pay all Regional Board oversight costs and costs associated with developing this Release;

3. Cleanup activities at the site have been successful in removing any continuing source of pollution to groundwater and groundwater pollutant concentrations have demonstrated a steady decline since implementation of the final remedy. It is very likely that the natural attenuation will eventually remediate any pollutants remaining in the groundwater beneath the site. Based on this information, no further active remediation is warranted. In

accordance with the Order, FCLL shall continue to monitor the site for a period not to exceed two years (semi-annual monitoring) to verify the natural attenuation of any remaining contaminants and, as required in the Order, will implement a plan for control of pollution if water quality objectives are exceeded outside the bounds of the containment zone;

4. No active discharge of pollutants or contaminants is occurring at the site; normal advection and dispersion of the existing pollutants is to be expected.

5. The Covered Parties are not responsible parties or affiliated with responsible parties for the present contamination or pollution, and are not and have not been owners of the site;

6. FCLL has fully remediated the site soils to the satisfaction of the Regional Board, and a human health risk assessment performed by Applied Remedial Services, Inc. dated April 14, 1995 and approved by the Regional Board on May 12, 1995, demonstrates that the site poses no significant risk to human health, safety, or the environment;

7. The Regional Board is acting in its capacity as lead agency for the site. To the best of the parties' knowledge, the site is not the subject of an active enforcement action or agreement with another agency;

8. The sole interest of Trestle in the site is to purchase the remediated site to facilitate its redevelopment for commercial use. Trestle has arranged for the redevelopment of this currently unoccupied property to a productive commercial/retail use which will benefit the public and the community. Due to the former condition of contamination and the threat of environmental liability to future owners and lenders on the site, all parties to the transaction view this Release as a condition precedent to redevelopment of this "brownfield" to a current and productive use;

9. This Release is consistent with the goals and purposes of the Porter-Cologne Act and the federal Clean Water Act;

10. A deed restriction prohibiting installation of any water well shall be recorded against the property and shall accompany transfer to all subsequent purchasers;

11. No activities at the site consistent with the deed restriction described above, and with the exercise of due care, will aggravate, contribute to or create a condition of pollution as a result of the prior contamination;

12. The effect of continued operation or new commercial development at the site will not result in health risks to those persons likely to be present at the site.

Accordingly, the Regional Board hereby releases the Covered Parties from any and all liability associated with the Existing Conditions, and from any action by the Regional Board for performance of or recovery for any required level of investigation, cleanup, or cost of investigation or cleanup, relating to the Existing Conditions. In addition, in accordance with the Order and the findings of the Regional Board staff, the Regional Board expressly finds that the Covered Parties bear no liability, whether as a "Responsible Party" or otherwise, for such Existing Conditions and hereby covenants and agrees not to initiate, bring, or support any claim, order or action against the Covered Parties arising out of or related to such Existing Conditions. This Release shall remain effective notwithstanding the revocation or modification of the Order, and shall be without prejudice to the ability of the Regional Board to take action against any party, other than the Covered Parties, relating to the investigation, cleanup, or cost of investigation or cleanup of the Existing Conditions.

In partial consideration therefore, the Covered Parties, on behalf of themselves and their successors in interest, hereby release and covenant not to sue the Regional Board, its authorized officers, employees or representatives, with respect to any and all liability or claims associated with or arising out of the Existing Conditions. The Covered Parties further agree on behalf of themselves and their successors, to exercise due care at the site with respect to the Existing Conditions; to comply with the above-described deed restriction and with all applicable local, state, and federal laws and regulations regarding the site; and, to the extent that they have control over the site, to cooperate in providing reasonable access to the site for implementation of the monitoring plan and, if required, the management plan, described in the Order.

Each Covered Party not represented as a signatory below shall, as a precondition to receiving the benefits conferred by this Release, execute a written instrument in the form attached hereto as Exhibit A, which shall accompany each purchase, lease, sublease, or rental agreement relating to the Property. Execution of this Release or of Exhibit A by or on behalf of any corporation, partnership, or other entity, shall be sufficient to confer the benefits of this Release upon all directors, officers, employees, partners, affiliates, members, agents, successors, and assigns of such entity. Trestle Napa shall record this Release in the County of Napa within 10 days of the date of its execution by all parties.

This Release may be executed in one or more counterparts, each such counterpart being deemed an original but all counterparts constituting a single instrument.

Each of the undersigned parties hereby certifies and warrants that he or she is authorized to bind his or her agency or entity to the continuing obligations described herein, and that the foregoing is a full, true and correct copy of Appendix I to Order No. 97-034 , Mutual Release and Covenant Not To Sue, adopted by the California Regional Water Quality Control Board, San Francisco Bay Region, on February 19, 1997.

Dated: February 20, 1997

REGIONAL WATER QUALITY CONTROL BOARD, SAN FRANCISCO BAY REGION

By: _____
Loretta Barsamian, Executive Officer

Dated: February 20, 1997

TRESTLE NAPA, L.L.C.

By: _____

Dated: February 20, 1997

MCNELLIS PARTNERS, L.L.C.

By: _____
John McNellis

Dated: February 20, 1997

TKG DEVELOPMENT, L.L.C.

By: _____
Hooper Knowlton, III

Dated: February __, 1997

LUCKY STORES, INC., a Delaware corporation

Attest: _____
ASSISTANT Secretary

By: _____
Jack Lunt, Vice President

Dated: February __, 1997

AMERICAN STORES PROPERTIES, INC., a Delaware corporation

Attest: _____
ASSISTANT Secretary

By: _____
Jack Lunt, Executive Vice President

APPROVED AS TO FORM
ASPI LEGAL

STATE OF UTAH)
: S. S.
COUNTY OF SALT LAKE)

On February 26, 1997, before me, Suzanne Johnson, a notary public in and for such County and State, personally appeared Jack Lunt and Julie A. Webb, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument, the persons or entity upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal.

Notary Public

NOTARY PUBLIC
SUZANNE JOHNSON
1203 E. Bryan Ave
Salt Lake City, Utah 84105
My Commission Expires
May 29, 2000
STATE OF UTAH

STATE OF UTAH)
: S. S.
COUNTY OF SALT LAKE)

On February 26, 1997, before me, Suzanne Johnson, a notary public in and for such County and State, personally appeared Jack Lunt and Julie A. Webb, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument, the persons or entity upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal.

Notary Public

NOTARY PUBLIC
SUZANNE JOHNSON
My Commission Expires
May 20, 2000
STATE OF UTAH

EXHIBIT A
NOTICE OF MUTUAL RELEASE[1]

_____ [name of owner, purchaser, lender, lessee, or occupant] (hereinafter "Covered Party"), by signing below verifies and warrants as follows:

1. Covered Party has read the Mutual Release and Covenant Not to Sue, Former Norge Dry Cleaners Facility, 1823 Lincoln Avenue, Napa ("Mutual Release") recorded in Book ___, Page ___ in Napa County, California.

2. Covered Party understands and agrees that the Mutual Release contains a release by the Regional Water Quality Control Board ("Regional Board") and a covenant not to bring or support any action or order against subsequent purchasers, tenants, lenders, and occupants of the 1823 Lincoln Avenue, Napa ("site") (including their directors, officers, employees, partners, affiliates, members, agents, successors and assigns) related to the Existing Conditions at the site, including contamination at, under, or originating from the site.

3. Covered Party understands and agrees that it may enjoy the benefits of the Mutual Release only if it releases and covenants not to sue the Regional Board as set forth in the Mutual Release, and that by executing this Notice, Covered Party releases and covenants not to sue the Regional Board in accordance with the terms of the Mutual Release.

4. Covered Party understands and agrees that its right to rely on the benefits of the Mutual Release is subject to and conditioned on its own, but only its own, compliance with its obligations under the terms of the Mutual Release.

This Notice shall be effective upon the execution by the Covered Party. Within three days of such execution, Covered Party agrees to mail a copy of the executed Notice by United States mail, postage paid, certified, return receipt requested, to: Executive Officer, Regional Water Quality Control Board, San Francisco Bay Region, 2101 Webster Street, Suite 500, Oakland, CA 94612.

_____ _____

Authorized Signature Date

1. All Capitalized terms used but not defined herein shall have the meaning ascribed in the Mutual Release and Covenant Not to Sue, Former Norge Dry Cleaners Facility, 1823 Lincoln Avenue, Napa.

CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
SAN FRANCISCO BAY REGION

APPENDIX II TO ORDER NO. 97-034
TENTATIVE SELF-MONITORING PROGRAM FOR:

F.C.L.L. REALTY COMPANY
MR. ALBERT FONG

FORMER NORGE DRY CLEANERS FACILITY
1823 LINCOLN AVENUE
NAPA, NAPA COUNTY, CALIFORNIA

1. **Authority and Purpose:** The Board requests the technical reports required in this Self-Monitoring Program pursuant to Water Code Sections 13267 and 13304. This Self-Monitoring Program is intended to document compliance with Board Order No. 97-034 (site cleanup requirements).

2. **Monitoring:** The discharger shall measure groundwater elevations semi-annually in all monitoring wells, and shall collect and analyze representative samples of groundwater according to the following schedule:

Well #	Sampling Frequency	Analyses
MW-1	SA	8010
MW-2	SA	8010
MW-3	SA	8010
MW-4	SA	8010
TOW	SA	8010

Key: Q = Quarterly 8010 = EPA Method 8010 or equivalent
SA = Semi-Annually 8020 = EPA Method 8020 or equivalent
A = Annually 8240 = EPA Method 8240 or equivalent
8010/8240 = EPA Method 8240 in lieu of 8010 for fourth quarter

The discharger shall sample any new monitoring or extraction wells quarterly and analyze groundwater samples for the same constituents as shown in the above table. The discharger may propose changes in the above table; any proposed changes are subject to Executive Officer approval.

3. **Semi-Annual Monitoring Reports:** For a period of two years, the discharger shall submit semi-annual monitoring reports to the Board no later than 30

days following the end of the 6 month monitoring period. The semi-annual monitoring reports shall be due on *March 15, 1997; September 15, 1997; March 15, 1998; and September 15, 1998*. The reports shall include:

a. Transmittal Letter: The transmittal letter shall discuss any violations during the reporting period and actions taken or planned to correct the problem. The letter shall be signed by the discharger's principal executive officer or his/her duly authorized representative, and shall include a statement by the official, under penalty of perjury, that the report is true and correct to the best of the official's knowledge.

b. Groundwater Elevations: Groundwater elevation data shall be presented in tabular form, and a groundwater elevation map should be prepared for each monitored water-bearing zone. Historical groundwater elevations shall be included in the second semi-annual report each year.

c. Groundwater Analyses: Groundwater sampling data shall be presented in tabular form, and an iso-concentration map should be prepared for one or more key contaminants for each monitored water-bearing zone, as appropriate. The report shall indicate the analytical method used, detection limits obtained for each reported constituent, and a summary of QA/QC data. Historical groundwater sampling results shall be included in the second semi-annual report each year. The report shall describe any significant increases in contaminant concentrations since the last report, and any measures proposed to address the increases. Supporting data, such as lab data sheets, need not be included (however, see record keeping - below).

d. Groundwater Extraction: If applicable, the report shall include groundwater extraction results in tabular form, for each extraction well and for the site as a whole, expressed in gallons per minute and total groundwater volume for the quarter. The report shall also include contaminant removal results, from groundwater extraction wells and from other remediation systems (e.g. soil vapor extraction), expressed in units of chemical mass per day and mass for the quarter. Historical mass removal results shall be included in the second semi-annual report each year.

e. Status Report: ReportS shall describe relevant work completed during the reporting period (e.g. site investigation, interim remedial measures) and work planned for the following period.

4. **Violation Reports:** If the discharger violates requirements in the Site Cleanup Requirements, then the discharger shall notify the Board office by telephone as soon as practicable once the discharger has knowledge of the violation. Board staff may, depending on violation severity, require the discharger to submit a separate technical report on the violation within five working days of telephone notification.

5. **Other Reports:** The discharger shall notify the Board in writing prior to any site activities, such as construction or underground tank removal, which have the potential to cause further migration of contaminants or which would provide new opportunities for site investigation.

6. **Record Keeping:** The discharger or his/her agent shall retain data generated for the above reports, including lab results and QA/QC data, for a minimum of six years after origination and shall make them available to the Board upon request.

7. **SMP Revisions:** Revisions to the Self-Monitoring Program may be ordered by the Executive Officer, either on his/her own initiative or at the request of the discharger. Prior to making SMP revisions, the Executive Officer will consider the burden, including costs, of associated self-monitoring reports relative to the benefits to be obtained from these reports.

I, Loretta K. Barsamian, Executive Officer, hereby certify that this Self-Monitoring Program was adopted by the Board on February 19, 1997.

Loretta K. Barsamian
Loretta K. Barsamian
Executive Officer