



CATELLUS

May 25, 2005

*By Facsimile (510- 622-2460) and Certified Mail
Return Receipt Requested*

Mr. Bruce H. Wolfe, Executive Officer
Mr. Randy Y. Lee
California Regional Water Quality Control Board, San Francisco Bay Region
1515 Clay Street, Suite 1400
Oakland, CA 94612

Re: Tentative Order Prescribing Site Cleanup Requirements for Former Petroleum
Terminals and Related Pipelines Located at Pier 64 and Vicinity, City and
County of San Francisco, California

Dear Messrs. Wolfe and Lee:

On behalf of Catellus Development Corporation (Catellus), thank you for giving us the opportunity to provide comments on the above-referenced document. Catellus provides the following comments for your consideration:

1. Finding No. 9, Redefinition of Operable Units (OUs): With regard to the identification of the current owners for the Illinois Street OU in the accompanying table, Catellus notes that the eastern edge of Parcels 33 and 34 (currently known as APN 8725-1) consists of a 19-foot-wide strip of land that extends into the current Illinois Street alignment. The current owner of this strip of land is FOCIL-MB, LLC, and not Catellus, as indicated in the table. With regard to the description of boundaries for the Other Areas of Site (OAS) OU in the accompanying table, Catellus suggests that the following phrase be added to the end of the description for the western boundary to address that portion of the boundary that is associated with the 30-foot strip within the Illinois Street OU: “, then the eastern boundary of the 30-foot strip associated with the Illinois Street OU.”

2. Task C.2. Revised Groundwater Monitoring Program: In addition to requiring the dischargers to prepare and submit a revised groundwater monitoring program, the task should require the dischargers to implement such revised program following approval of the program by the Executive Officer. Accordingly, Catellus suggests that the following sentence be added at the end of the paragraph: “The dischargers shall implement such revised groundwater monitoring program following approval of the program by the Executive Officer.”

3. Task C.3, Remedial Soil Excavation Compliance Report: Similar to our comment on Task C.2, in addition to requiring the dischargers to prepare and submit a technical report documenting the compliance status of the implementation of the soil remedy portion of the Remedial Action Plan, the task should require the dischargers to implement such work. Accordingly, Catellus suggests that the first sentence be revised as follows: "The dischargers shall implement the Remedial Action Plan, and shall submit by December 1, 2005 a technical report, acceptable to the Executive Officer, documenting the compliance status of the implementation of the Remedial Action Plan, with regard to soil excavation and all associated remedial activities, including, but not limited to, demolition, pre-excavation dewatering, free product removal, pipeline removal and backfilling within the Remedial Excavation Area." In addition, the reference to "dischargers reasonable control" in the last sentence should be revised to read "dischargers' reasonable control".

4. Task C.4, Near-Shore Area Pipeline Removal Compliance Report: Similar to our comment on Task C.3, in addition to requiring the dischargers to prepare and submit a technical report documenting the compliance status of the implementation of the near-shore area pipeline removal portion of the Remedial Action Plan, the task should require the dischargers to implement such work. Accordingly, Catellus suggests that the first sentence be revised as follows: "The dischargers shall implement the Remedial Action Plan, and shall submit by April 15, 2006 a technical report, acceptable to the Executive Officer, documenting the compliance status of the implementation of the Remedial Action Plan, with regard to removal of the pipelines in the near-shore area, in the vicinity of Terry A. Francois Boulevard." In addition, the second sentence should be revised slightly as follows: "All pipeline removal shall be completed before March 31, 2006 in order to avoid disruption of traffic patterns around the local baseball stadium." Finally, the reference to "dischargers reasonable control" in the last sentence should be revised to read "dischargers' reasonable control".

5. Task C.7, Proposed Institutional Constraints: Catellus suggests that the beginning of the sentence be revised slightly as follows: "Owners of affected properties which do not currently have . . .". Catellus also suggests that the more commonly-used term "controls" be used instead of "constraints" when referring to institutional controls.

6. Task C.8, Recording of Institutional Constraints: Similar to our comment on Task C.7, Catellus suggests that the more commonly-used term "controls" be used instead of "constraints" when referring to institutional controls.


7. Task C.9, Three-year Status Report: Catellus suggests that the sentence be revised slightly as follows: "A summary of available groundwater monitoring data and an evaluation of any observed trends of groundwater flow and quality." Catellus also suggests that the beginning of the last sentence be revised slightly to read as follows: "Based on the potential threat to the beneficial uses . . .".

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8. Provision D.12, Secondarily-Responsible Discharger: As the Secondary Dischargers are the property owners required to comply with those requirements of the Order for which such cooperation and access are required, Catellus suggests that the second sentence be revised as follows: "Failing to provide reasonable cooperation and access may subject such Secondary Dischargers ~~and/or property owners~~ to being responsible for completing the requirements of this Order for which such cooperation and access are required."

Please do not hesitate to contact me if you have any questions or if you would like to discuss any of our comments. Again, thank you for the opportunity to let Catellus comment on the Tentative Order.

Sincerely,



Jeffrey A. Austin

cc: Deborah Schmall & John Gregory, Farella Braun + Martel LLP

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