

Appendix H

Hazards

Appendix H.1

Site Investigation and Remediation Bibliography



APPENDIX H.1

Sacramento Railyards Bibliography

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Appendix H.2
2015 Land Use Covenant /
Soil and Groundwater
Management Plan



RECORDING REQUESTED
BY:

Downtown Railyard Venture, LLC
3140 Peacekeeper Way
McClellan, California 95652
Attention: General Counsel

Certified to be a True Copy of
document recorded 9/30/2015
Book 20150930 Page 1634
Sacramento County Records
Fidelity National Title by PAvila

WHEN RECORDED, MAIL TO:

Department of Toxic Substances Control
8800 Cal Center Drive
Sacramento, California 95691
Attention: Charlie Ridenour, P.E.,
Branch Chief,
Cal Center Cleanup Program

SPACE ABOVE THIS LINE RESERVED FOR RECORDER'S USE

LAND USE COVENANT AND AGREEMENT

ENVIRONMENTAL RESTRICTIONS

COUNTY OF SACRAMENTO, PORTIONS OF APNs 002-0010-049, 002-0010-052, 002-0010-056 and 002-0010-058
SPECIFIED STUDY AREAS WITHIN THE SACRAMENTO RAILYARDS
SACRAMENTO, SACRAMENTO COUNTY

This Covenant and Agreement ("Covenant") is made by and between Downtown Railyard Venture, LLC (the "Covenantor"), the current owner of property situated in City of Sacramento, County of Sacramento, State of California (the "Property"), and the Department of Toxic Substances Control (the "Department").

Pursuant to Civil Code section 1471, the Department has determined that this Covenant is reasonably necessary to protect present or future human health or safety or the environment as a result of the presence on the land of hazardous materials as defined in Health and Safety Code section 25260. The Covenantor and Department, collectively

referred to as the "Parties," hereby agree that, pursuant to Civil Code section 1471 and Health and Safety Code section 25355.5, the use of the Property be restricted as set forth in this Covenant; and the Parties further agree that the Covenant shall conform with the requirements of California Code of Regulations, title 22, section 67391.1.

To the extent that the Property is encumbered by and governed by the (i) Covenant and Agreement to Restrict Use of Property, dated June 22, 1990, and recorded in the Official Records of the County of Sacramento on June 28, 1990, in Book 900628, at Page 1056; (ii) Covenant and Agreement to Restrict Use of Property, dated May 6, 1994, and recorded in the Official Records of the County of Sacramento on May 19, 1994, in Book 940519, at Page 1437; and (iii) Covenant and Agreement to Restrict Use of Property, dated May 6, 1994, and recorded in the Official Records of the County of Sacramento on May 19, 1994, in Book 940519, at Page 1438 (collectively, including any amendments thereto, the "Prior Covenants"), the Department agrees that the Prior Covenants are terminated, extinguished and replaced in their entirety by this Covenant.

ARTICLE I
STATEMENT OF FACTS

1.01. Property Location. The Property that is subject to this Covenant totals approximately 158 acres, is more particularly described and depicted in the attached Exhibits "A" and "B". The Property is located within a portion of the former Southern Pacific Transportation Company ("SPTCo") Locomotive Works (known as the "Sacramento Railyards") and in the area now generally bounded by Jibboom Street to the west, the Water Treatment Plant and North B Street to the north, 12th Street to the east, and the Central Shops study area to the south, and in the area bounded by 5th Street to the west, the mainline track to the north, 7th Street to the east, and I Street to the south. The Property is also generally described as portions of Sacramento County Assessor's Parcel Numbers (APN) 002-0010-049, 002-0010-052, 002-0010-056 and 002-0010-058.

1.02. Property History. Historically, the past uses of the Property included operations of a sheet metal shop, warehouse, battery shop, forge and foundry activities, maintenance right of way, company equipment facilities and other industrial uses. In 1988, SPTCo and the Department entered into the Enforceable Agreement (such document, as amended-is referred to as the “1988 Enforceable Agreement”). Union Pacific Railroad Company (“UPRR”) entered into a merger with SPTCo in 1996 and acquired the Sacramento Railyards in 1998. Pursuant to the 1988 Enforceable Agreement, UPRR has investigated and remediated soil and groundwater contamination at the Sacramento Railyards. In addition, UPRR has certain continuing obligations under the 1988 Enforceable Agreement, including remediation of groundwater, soil vapor, and ongoing operation and maintenance responsibilities.

For the purposes of soil and groundwater remediation, the Sacramento Railyards was divided into study areas: the Lagoon, Northern Shops, Central Corridor, Car Shop Nine, Central Shops, Lagoon Northwest Corner, and Sacramento Station soil study areas, the Lagoon Groundwater study area, South Plume groundwater study area, and the Manufactured Gas Plant soil and groundwater study area. The Property is composed of the Lagoon, Northern Shops, Central Corridor, Car Shop Nine and a portion of Sacramento Station soil study areas, excluding the Manufactured Gas Plant study area, the 7th Street right-of-way, the 6th Street right-of-way, the Lagoon Northwest Corner study area and the Central Shops soil study area (see Exhibits A and B).

1.03. Soil Remediation of Property. The Property has been investigated and contaminated soil has been remediated under the Department’s oversight. Soils contained volatile organic compounds (VOCs), semi-volatile organic compounds (SVOCs), metals and total petroleum hydrocarbons (TPH). The Department approved remedial action plans (individually a “RAP” and collectively “RAPs”) for the Lagoon, Northern Shops, Central Corridor, and Car Shop Nine soil study areas in accordance with Health and Safety Code, division 20, chapter 6.8.

Soils in the Lagoon study area were remediated under a RAP approved on December 28, 1998 and an amended RAP approved by the Department on February 14, 2000. The selected remedial alternative includes excavation, chemical stabilization, and

off-site disposal. During implementation of the remedy, asbestos containing material was discovered and remediated.

Soils in the Northern Shops, Central Corridor, and Car Shop Nine study areas were remediated under a RAP approved by the Department on February 14, 2000. The selected remedial alternative includes excavation, chemical stabilization, landfarming, and off-site disposal. During implementation of the remedy, asbestos containing material was discovered and remediated. Due to inaccessibility, small areas within the Car Shop Nine study area, generally described on Exhibit "C", require further remediation in accordance with the RAP prior to excavation or initiation of any redevelopment activities in those areas.

Soils in the Sacramento Station study area were remediated under a RAP approved on December 7, 1989. The selected remedial alternative includes excavation, chemical stabilization, off-site disposal, cleaning of debris/ballast, and clean fill for backfill.

Soils in the Property were remediated to cleanup levels that, along with adherence to the restrictions in this Covenant, are protective of all populations for planned land uses, including, but not limited to, commercial, retail, industrial, hospital, school, daycare, mixed use, residential and park use. However, soils on the Property were not remediated to levels protective for unrestricted land use so the RAPs require a land use covenant, which is satisfied by this Covenant.

1.04. Groundwater Remediation of Property. Groundwater and soil vapor impacts from VOCs beneath the Property are in the process of being remediated by and are the continuing obligations of UPRR, and contamination in these media will be addressed by the final remedies of the Central Shops soil and South Plume groundwater RAP and the future Lagoon Groundwater study area RAP and the future Manufactured Gas Plant soil and groundwater study area RAP.

The Central Shops and South Plume RAP was approved by the Department on July 3, 2013. The selected remedial alternative for groundwater includes air injection, groundwater extraction and treatment, plume containment, soil vapor extraction remediation systems, and monitored natural attenuation. The Lagoon Groundwater RAP

will be drafted after the Health Risk Assessment and Feasibility Study are complete. Groundwater monitoring wells, groundwater and soil vapor extraction wells, and related groundwater and soil vapor extraction remediation systems (collectively, "Remediation Systems") have been and may continue to be installed within the Property by UPRR as part of remediation in the South Plume and Lagoon Groundwater study areas and the Manufactured Gas Plant soil and groundwater study area. As a result of the long -term remediation, UPRR will have ongoing operations and maintenance obligations within the Property with regard to those Remediation Systems.

The South Plume and Lagoon Groundwater contain similar contaminants of concern but are a result of different sources. Groundwater contamination associated with the South Plume and Lagoon Groundwater has been identified as containing, but not limited to, 1,1-dichloroethane (DCA), 1,2-dichloroethene (DCE), tetrachloroethene (PCE), trichloroethylene (TCE), and vinyl chloride.

The South Plume and Lagoon Groundwater Health Risk Assessments conclude that VOCs in groundwater and soil vapor beneath certain areas of the Property may pose an unacceptable human health risk to future users based on potential migration into indoor air and groundwater contact absent compliance with this Covenant. This Covenant requires that vapor mitigation measures approved by the Department be implemented pursuant to Section 4.05 for activities or land uses at the Property to maintain an acceptable risk to human health, safety and the environment. Initially, the boundaries of the requirement for vapor mitigation measures shall apply to the entire Property, also referred to as the "Vapor Mitigation Areas", subject to adjustment to these boundaries approved by the Department, as evidenced in writing from the Department, confirming that areas removed from the Vapor Mitigation Areas do not pose an unacceptable risk to human health and safety and the environment (the map(s) of and information relating to the existing Vapor Mitigations Areas shall be maintained by the Department).

1.05. Basis for Environmental Restrictions. As a result of the presence of hazardous substances, which are also hazardous materials as defined in Health and Safety Code section 25260, at the Property, the Department has concluded that it is

reasonably necessary to restrict the use of the Property in order to protect present or future human health or safety or the environment, and that this Covenant is required as part of the Department-approved remedy for the Property. The Department has also concluded that the Property, as remediated and when used in compliance with the Environmental Restrictions of this Covenant, does not present an unacceptable risk to present and future human health or safety or the environment.

1.06. Sacramento Railyards. Transfer and Notice of Other Restrictive Covenant. On September 15, 2015, Covenantor acquired fee simple title to a portion of the Sacramento Railyards. The Property is located within and is a portion of the Sacramento Railyards. Concurrent with such transfer, Covenantor and UPRR entered into the Amended and Restated Covenant and Agreement Regarding Restriction on Use of Property and Grant of Easement and Environmental Restriction (“Revised Covenant Regarding Restriction on Use”) and recorded, as an encumbrance on the Sacramento Railyards, such document in the Official Records of Sacramento County, California. This Covenant is referenced in the Revised Covenant Regarding Restriction on Use, but is entirely independent from such document.

1.07. MOA. Covenantor and the Department shall enter into a Memorandum of Agreement (“MOA”) within ninety (90) days following the execution of this Covenant. The provisions of the MOA shall, among other provisions, include (i) establishing a process for Owners (or an owners’ association formed by Covenantor representing Owners and Occupants) paying the Department’s costs, and monitoring, inspecting and reporting in compliance with this Covenant on behalf of Owners and Occupants, (ii) the Covenantor’s preparation of Soil Management Plan (“SMP”) approved in writing by the Department for use in accordance with Article IV, and (iii) upon Covenantor’s request, the providing of available information by the Department relating to (a) soil vapor impacts (including applicable information subsequently required by the Department from UPRR under the 1988 Enforceable Agreement) and resulting adjustments to the Vapor Mitigation Areas based upon such information, as applicable, (b) any required handling, transportation and/or offsite disposal of soil disturbed (or adjacent to such disturbance) in

accordance with Section 4.02, and/or (c) any required Remediation Systems to supplement Vapor Mitigation required in accordance with Section 4.05.

ARTICLE II DEFINITIONS

2.01. Department. "Department" means the California Department of Toxic Substances Control and includes its successor agencies, if any.

2.02. Environmental Restrictions. "Environmental Restrictions" means all protective provisions, covenants, restrictions, prohibitions, and terms and conditions as set forth in this Covenant.

2.03. Improvements. "Improvements" includes, but is not limited to: buildings, structures, roads, driveways, re-grading, landscaping, bodies of water, parks and playgrounds, parking areas, wells, pipelines, or other utilities, constructed or placed upon any portion of the Property.

2.04. Lease. "Lease" means lease, rental agreement, or any other document that creates a right to use or occupy any portion of the Property.

2.05. Native Soil. "Native Soil" means soil present at the Property at the time Covenantor acquired fee title to the Property. Such soil has been remediated as described in Section 1.03 and requires restrictions as described in Section 4.01 and 4.02.

2.06. Occupant. "Occupant" means Owners and any person or entity entitled by ownership, leasehold, or other legal relationship to the right to occupy any portion of the Property.

2.07. Owner. "Owner" means the Covenantor, and its successors in interest including heirs and assigns, who at any time hold title to all or any portion of the Property.

2.08. Property. "Property" is defined in the introductory paragraph of this Covenant. The Property is composed of the Lagoon, Northern Shops, Central Corridor, Car Shop Nine and a portion of the Sacramento Station study areas, excluding the Manufactured Gas Plant study area, the 7th Street right-of-way, the 6th Street right-of-way, the Central Shops study area, and the Lagoon Northwest Corner study area. The Property does not include all study areas of the Sacramento Railyards.

ARTICLE III GENERAL PROVISIONS

3.01. Runs with the Land. This Covenant sets forth Environmental Restrictions that apply to and encumber the Property and every portion thereof no matter how it is improved, held, used, occupied, leased, sold, hypothecated, encumbered, or conveyed. This Covenant: (a) runs with the land pursuant to Health and Safety Code section 25355.5 and Civil Code section 1471; (b) inures to the benefit of and passes with each and every portion of the Property, (c) is for the benefit of, and is enforceable by the Department, and (d) is imposed upon the entire Property unless expressly stated as applicable only to a specific portion thereof.

3.02. Binding upon Owners/Occupants. It is intended that this Covenant: (a) binds all Owners and Occupants of the Property, and their heirs, successors, and assignees; and (b) the agents, employees, and lessees of the Owners and Occupants and their heirs, successors, and assignees. Pursuant to Civil Code section 1471, all successive Owners and Occupants of the Property are expressly bound hereby for the benefit of the Department; this Covenant, however, is binding on all Owners and Occupants, and their respective successors and assigns, only during their respective periods of ownership or occupancy except that such Owners or Occupants shall continue to be liable after their ownership or occupancy for any violations of, or non-compliance with, the Environmental Restrictions of this Covenant or any acts committed or omissions made during their ownership or occupancy.

3.03. Incorporation into Deeds and Leases. This Covenant shall be incorporated by reference into each and every deed and Lease for any portion of the Property.

3.04. Conveyance of Property. The Owner shall provide written notice to the Department not later than thirty (30) days after any conveyance or receipt of any ownership interest in the Property (excluding Leases, and mortgages, liens, and other non-possessory encumbrances). The written notice shall include the name and mailing address of the new Owner of the applicable portion of the Property and shall reference the site name and site code as listed on page one of this Covenant. The notice shall also include the Assessor's Parcel Number(s) [APNs] as noted on page one. If the new Owner's portion of the Property has been assigned a different APN, each such APN that covers the new Owner's portion of the Property must be provided. The Department shall not, by reason of this Covenant, have authority to approve, disapprove, or otherwise affect a proposed conveyance, except as otherwise provided by law or by administrative order.

3.05. Costs of Administering the Covenant to be paid by Owner. The Department will incur administrative costs associated with this Covenant. Therefore, the Covenantor hereby covenants for the Covenantor and for all subsequent Owners that, pursuant to California Code of Regulations, title 22, section 67391.1(h), the Owner agrees to pay the Department's costs in administering, implementing, and enforcing this Covenant. One purpose of the MOA is to provide a consolidated mechanism for Owner to pay the administrative costs the Department will incur. If, however, payments are not made pursuant to the MOA, the Owner will be responsible for the Department's costs.

ARTICLE IV
RESTRICTIONS AND REQUIREMENTS

4.01. Prohibited Use.

If Improvements to be constructed on a discrete parcel(s) within the Property (“Improved Parcel”) for any use, which allowed uses include, but are not limited to, commercial, retail, industrial, hospital, school, daycare, mixed use, residential or park use, include areas in which direct human exposure to Native Soil remains possible at the Improved Parcel following the completion of such construction (e.g. yards, open space or landscaped areas), the Owner or Occupant of the Improved Parcel shall install, keep and maintain a top layer of environmentally compliant soil of a thickness and composition to prevent exposure to such Native Soil which is reasonably satisfactory to the Department as being protective of human health, and the environment (“Compliant Soil Layer”) (such criteria may be included in a SMP) approved in writing by the Department or determined by the Department on an individual Improved Parcel basis). Excepting routine maintenance upon the Compliant Soil Layer (e.g. replacement of irrigation, vegetation planting and replacement, or utilities maintenance), the Compliant Soil Layer shall not be disturbed unless the Owner or Occupant of the subject Improved Parcel demonstrates to the reasonable satisfaction of the Department that the disturbance of the Compliant Soil Layer is (1) necessary to the present or modified use of the Improved Parcel and can be accomplished in a manner that will not materially increase exposure to the Native Soil as compared to the existing Compliant Soil Layer or (2) is otherwise performed and completed in a manner the Department approves as being protective of human health and the environment. The Department may waive the requirement of a Compliant Soil Layer on a particular Improved Parcel if it is demonstrated to the Department’s satisfaction, as evidenced in writing from the Department, that the Native Soil will not pose an unacceptable risk to human health and safety and the environment.

4.02. Soil Management.

- (a) No activities that will disturb the soil (e.g., excavation, grading, removal, trenching, earth movement, mining, or drilling) shall be allowed on the Property without a SMP approved in writing by the Department.
- (b) Any soils brought to the surface (including but not limited to by grading, excavation, trenching or backfilling) shall be managed in compliance with all applicable provisions of state and federal law and a SMP approved in writing by the Department.

4.03. Prohibited Activities. The following activities shall not be conducted at the Property:

- (a) Drilling for water, oil, or gas without prior written approval by the Department.
- (b) Extraction of groundwater except as approved in advance in writing by the Department in a groundwater management plan.

4.04. Non-Interference with Remediation Systems. No disruption of any Remediation Systems, including all-associated equipment shall be permitted without prior written approval by the Department. The Department shall reasonably consider the location and placement of new Remediation Systems to avoid unreasonable interference with Improvements.

4.05. Vapor Intrusion Mitigation Management. Any enclosed building or enclosed structure (including tunnels) or utility corridors to be constructed within the Vapor Mitigation Areas must be designed and constructed to include Vapor Mitigation

(as hereinafter defined) unless such area is exempted from such requirement by the Department. If Vapor Mitigation is required by the Department, the Covenantor or subsequent Owner shall certify in writing to the Department within thirty (30) days following completion of such construction that the required Vapor Mitigation was incorporated into such construction in accordance with the requirements of the Department.

“Vapor Mitigation” means design features within an enclosed building or enclosed structure (including tunnels) or utility corridors to be constructed, separate from the Remediation Systems, that prevent vapor intrusion within such building or structure at a level that poses an unacceptable risk to human health and the environment as determined by the Department. Vapor Mitigation may function independently or may be installed to work in coordination with existing or new Remediation Systems within or adjacent to the Vapor Mitigation Areas). Vapor Mitigation is not required if it is demonstrated to the Department’s satisfaction before construction begins, as evidenced in writing from the Department, that vapor intrusion will not pose an unacceptable risk to human health and safety and the environment.

4.06. Access for Department. The Department shall have a reasonable right of entry and access to the Property for inspection, monitoring, and other activities as deemed necessary by the Department in order to protect the public health or safety, or the environment.

4.07 Access for Implementing Operation and Maintenance. The entity or person responsible for implementing operation and maintenance activities, if any, shall have a reasonable right of entry and access to the Property for the purpose of implementing such operation and maintenance activities until the Department determines that no further operation and maintenance activity is required.

4.08. Inspection and Reporting Requirements. One purpose of the MOA is to address all monitoring, inspection and reporting requirements required by this Section. 4.08. Therefore, it is understood that the reporting requirements of this Section 4.08 will

be met, as long as the MOA is complied with. If reporting requirements are not met through the MOA, then each Owner shall conduct an annual inspection of its portion of the Property verifying compliance with this Covenant, and shall submit an annual written inspection report to the Department for its approval by March 15th of each year. The annual inspection report must include the date(s), time(s), and names of those who conducted the inspection and reviewed the annual inspection report. It also shall describe how the observations were performed that were the basis for the statements and conclusions in the annual inspection report (e.g., drive by, fly over, walk in, etc.). If violations are noted, the annual inspection report must detail the steps taken to return to compliance. If an Owner identifies any violations of this Covenant during the annual inspections or at any other time, the Owner must within ten (10) calendar days of identifying the violation: determine the identity of the party in violation, send a letter advising the party of the violation of the Covenant, and demand that the violation cease immediately. Additionally, copies of any correspondence related to a violation of this Covenant shall be sent to the Department within ten (10) calendar days of its original transmission.

4.09. Signage Requirement. For those areas of the Property that remain unimproved (Improvements have not been constructed) and at which disturbance of Native Soil remains possible, the Owner(s) of such unimproved portions of the Property shall post and maintain signage which is reasonably adequate to provide notice of (i) no trespassing, and (ii) the prohibition of disturbing such soil (e.g., excavation, grading, removal, trenching, earth movement, mining, or drilling) in such areas, except as permitted under Section 4.02.

ARTICLE V ENFORCEMENT

5.01. Enforcement. Failure of the Owner or Occupant to comply with this Covenant shall be grounds for the Department to require modification or removal of any Improvements constructed or placed upon any portion of the Property in violation of this

Covenant. Violation of this Covenant, including such as failure to submit (including submission of any false statement) a record or report to the Department, shall be grounds for the Department to pursue administrative, civil, or criminal actions, as provided by law.

ARTICLE VI
VARIANCE, REMOVAL AND TERM

6.01. Variance from Environmental Restrictions. Any person may apply to the Department for a written variance from any of the Environmental Restrictions imposed by this Covenant. Such application shall be made in accordance with Health and Safety Code section 25223.

6.02 Removal of Environmental Restrictions. Any person may apply to the Department to remove any of the Environmental Restrictions imposed by this Covenant or terminate the Covenant in its entirety. Such application shall be made in accordance with Health and Safety Code section 25224.

6.03 Term. Unless ended in accordance with paragraph 6.02, by law, or by the Department in the exercise of its discretion, this Covenant shall continue in effect in perpetuity.

ARTICLE VII
MISCELLANEOUS

7.01. No Dedication Intended. Nothing set forth in this Covenant shall be construed to be a gift or dedication, or offer of a gift or dedication, of the Property, or any portion thereof, to the general public or anyone else for any purpose whatsoever.

7.02. Recordation. The Covenantor shall record this Covenant, with all referenced Exhibits, in the County of Sacramento within ten (10) calendar days of the

Covenantor's receipt of a fully executed original.

7.03. Notices. Whenever any person gives or serves any notice ("Notice" as used herein includes any demand or other communication with respect to this Covenant), each such Notice shall be in writing and shall be deemed effective: (a) when delivered, if personally delivered to the person being served or to an officer of a corporate party being served, or (b) five (5) business days after deposit in the mail, if mailed by United States mail, postage paid, certified, return receipt requested:

To Covenantor:

Downtown Railyard Venture, LLC
3140 Peacekeeper Way
McClellan, California 95652
Attention: General Counsel

and

To Department:

Department of Toxic Substances Control
8800 Cal Center Drive
Sacramento, CA 95826
Attention: Sacramento Railyards
Program Manager
Cal Center Cleanup Program

Any party may change its address or the individual to whose attention a Notice is to be sent by giving written Notice in compliance with this paragraph.

7.04. Partial Invalidity. If this Covenant or any of its terms are determined by a court of competent jurisdiction to be invalid for any reason, the surviving portions of this Covenant shall remain in full force and effect as if such portion found invalid had not been included herein.

7.05. Statutory References. All statutory references include successor provisions.

7.06 Incorporation of Exhibits. All attachments and exhibits to this Covenant are incorporated herein by reference.

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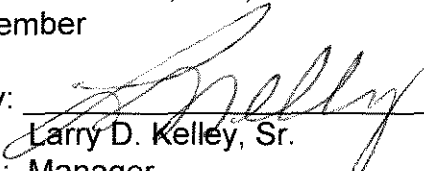
IN WITNESS WHEREOF, the Parties execute this Covenant.

Covenantor:

Downtown Railyard Venture, LLC,
a Delaware limited liability company

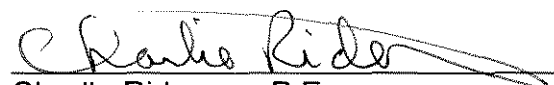
By: LDK Railyard, LLC, a California limited liability company
Its: Manager

By LDK Ventures, LLC, a California limited liability company
Its: Member

By: 
Larry D. Kelley, Sr.
Its: Manager
Date: 8/28/15

Department:

Department of Toxic Substances Control

By: 
Charlie Ridenour, P.E.
Title: Branch Chief, Clean-up Program, Sacramento Office
Date: 8/28/2015

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA
COUNTY OF Sacramento

On August 28, 2015, before me, Beverly M. Rager, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Charlie Ridenour

Name(s) of Signer(s)

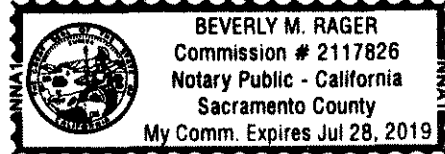
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/hers/their authorized capacity(ies), and that by his/hers/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Beverly M Rager

Signature of Notary Public



OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

CAPACITY(IES) CLAIMED BY SIGNER(S)

Signer's Name: Charlie Ridenour

- Individual
- Corporate Officer

DESCRIPTION OF ATTACHED DOCUMENT

Land use covenant and Agreement

Title(s)

Title or Type of Document

- Partner(s) Limited
- Attorney-In-Fact General
- Trustee(s)
- Guardian/Conservator
- Other: Branch Chief

Number of Pages

August 28, 2015
Date of Document

Signer is Representing:

Name of Person(s) or Entity(ies)

Department of Toxic
Substance Control

Larry Kelley

Signer(s) Other Than Named Above

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA
COUNTY OF Sacramento

On August 28, 2015, before me, Beverly M. Rager, Notary Public
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Larry D. Kelley, Sr.

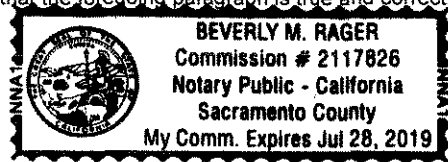
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Beverly M Rager



Signature of Notary Public

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

CAPACITY(IES) CLAIMED BY SIGNER(S)

Signer's Name: Larry

- Individual
- Corporate Officer

Title(s)

- Partner(s)
 - Attorney-In-Fact
 - Trustee(s)
 - Guardian/Conservator
 - Other: Manager
- Limited
 - General

DESCRIPTION OF ATTACHED DOCUMENT

Land use Covenant and Agreement

Title or Type of Document

Number of Pages

August 28, 2015
Date of Document

Signer is Representing:

Name of Person(s) or Entity(ies)

Downtown Railyard Venture, LLC

Charlie Ridenour

Signer(s) Other Than Named Above

Exhibit A
Description of Property

EXHIBIT "A"
LEGAL DESCRIPTION

PARCEL ONE

1 ALL THAT CERTAIN REAL PROPERTY IN THE CITY AND COUNTY OF SACRAMENTO, STATE OF CALIFORNIA
2 AND BEING A PORTION OF THAT CERTAIN 203.161 ACRE TRACT OF LAND SHOWN AND DELINEATED ON
3 RECORD OF SURVEY FILED IN BOOK 51 OF SURVEYS AT PAGE 10 OF OFFICIAL RECORDS OF SACRAMENTO
4 COUNTY AND A PORTION OF PARCEL A AS SAID PARCEL IS SHOWN AND SO DESIGNATED ON PARCEL
5 MAP FILED IN BOOK 120 OF PARCEL MAPS, AT PAGE 10 OF SAID OFFICIAL RECORDS BEING DESCRIBED
6 AS FOLLOWS:
7 BEGINNING AT THE POINT OF INTERSECTION OF THE WESTERLY LINE OF 6TH STREET (80 FEET WIDE)
8 AND THE NORTHERLY LINE OF H STREET (80 FEET WIDE);
9 THENCE ALONG SAID WESTERLY LINE OF 6TH STREET NORTH 18° 26' 23" EAST, 15.24 FEET;
10 THENCE LEAVING SAID WESTERLY LINE NORTH 44° 14' 53" EAST, 183.76 FEET TO THE POINT OF
11 INTERSECTION OF THE EASTERLY
12 LINE OF SAID 6TH STREET AND THE NORTHERLY LINE OF THE ALLEY (20 FEET WIDE) IN THE BLOCK
13 BOUNDED BY G, H, 6TH AND 7TH STREETS THENCE ALONG THE NORTHERLY LINE OF SAID ALLEY SOUTH
14 71° 37' 21" EAST, 319.58 FEET TO ITS INTERSECTION WITH THE WESTERLY LINE OF 7TH STREET (80 FEET
15 WIDE);
16 THENCE ALONG SAID WESTERLY LINE OF 7TH STREET NORTH 18° 19' 02" EAST, 1164.13 FEET TO A POINT
17 THEREON LOCATED 100 FEET SOUTHERLY FROM THE NORTHERLY LINE OF THE ALLEY BETWEEN D, E,
18 6TH AND 7TH STREETS, SAID POINT BEING THE POINT OF BEGINNING ON THE STREET VACATION BY
19 SACRAMENTO CITY ORDINANCE NO. 214, FOURTH SERIES;
20 THENCE NORTH 40° 07' 56" EAST, 34.84 FEET TO A POINT ON THE NORTHWESTERLY LINE OF THE LAND
21 CONVEYED TO THE CITY OF SACRAMENTO BY DEED RECORDED IN BOOK 8512-31 AT PAGE 1928
22 OFFICIAL RECORDS OF SAID COUNTY;

EXHIBIT "A"
LEGAL DESCRIPTION

23 THENCE NORTHWESTERLY ALONG SAID NORTHWESTERLY LINE 72.50 FEET THROUGH A CENTRAL ANGLE
24 OF 11° 58' 18" SAID NORTHWESTERLY LINE BEING THE ARC OF A NON-TANGENT CURVE TO THE RIGHT
25 HAVING A RADIUS OF 347.00 FEET TO WHICH A RADIAL LINE BEARS NORTH 63° 01' 57" WEST;
26 THENCE LEAVING SAID NORTHWESTERLY LINE SOUTH 79° 25' 14" WEST, 190.28 FEET;
27 THENCE SOUTH 49° 52' 44" WEST, 326.94 FEET;
28 THENCE 444.33 FEET ALONG THE ARC OF AN 843.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT,
29 THROUGH A CENTRAL ANGLE OF 30°11' 59";
30 THENCE SOUTH 80°04'43" WEST, 17.41 FEET;
31 THENCE SOUTH 33° 41' 42" WEST, 107.73 FEET;
32 THENCE SOUTH 80° 04' 43" WEST, 268.35 FEET;
33 THENCE SOUTH 18° 24' 47" WEST, 490.56 FEET;
34 THENCE SOUTH 26° 44' 53" EAST, 62.45 FEET;
35 THENCE SOUTH 71° 37' 38" EAST, 57.14 FEET TO THE INTERSECTION OF THE NORTHERLY LINE OF "H"
36 STREET (80 FEET WIDE) WITH THE WESTERLY LINE OF 5TH STREET (80 FEET WIDE);
37 THENCE ALONG THE NORTHERLY LINE OF "H" STREET SOUTH 71° 33' 22" EAST, 405.74 FEET TO THE
38 POINT OF BEGINNING.

39

40 **NOT A PART #1**

41 **EXCEPTING THEREFROM** ALL THAT PORTION DEEDED TO THE CITY OF SACRAMENTO BY GRANT DEED

42 RECORDED APRIL 26, 2012 IN BOOK 20120426 PAGE 1168, OFFICIAL RECORDS.

43

44

EXHIBIT "A"
LEGAL DESCRIPTION

45 **NOT A PART #2**

46 **ALSO EXCEPTING THEREFROM** ALL THAT CERTAIN PROPERTY DESCRIBED IN THAT GRANT DEED TO THE
47 STATE OF CALIFORNIA RECORDED APRIL 22, 2015, IN BOOK 20150422, PAGE 1067, OF OFFICIAL
48 RECORDS.

49
50 CONTAINING 14.49 ACRES, MORE OR LESS.

51
52 **PARCEL TWO:**

53
54 ALL THAT CERTAIN REAL PROPERTY SITUATE IN THE CITY AND COUNTY OF SACRAMENTO, STATE OF
55 CALIFORNIA AND BEING A PORTION OF PARCEL A, AS SAID PARCEL IS SHOWN AND SO DESIGNATED ON
56 THAT CERTAIN PARCEL MAP FILED FOR RECORD IN BOOK 120 OF PARCEL MAPS, AT PAGE 10, OFFICIAL
57 RECORDS OF SACRAMENTO COUNTY, AND THOSE LANDS SHOWN ON THAT CERTAIN RECORD OF
58 SURVEY FILED FOR RECORD IN BOOK 51 OF SURVEYS, AT PAGE 10 OF SAID OFFICIAL RECORDS, AND
59 BEING FURTHER DESCRIBED AS FOLLOWS:

60 BEGINNING AT THE NORTHEASTERLY CORNER PARCEL B OF CERTIFICATE OF COMPLIANCE RECORDED
61 DECEMBER 28, 2006, IN BOOK 20061228, PAGE 1681 OFFICIAL RECORDS OF SAID COUNTY, SAID
62 NORTHEASTERLY CORNER BEING ON THE WESTERLY LINE OF 12TH STREET;

63 THENCE ALONG SAID WESTERLY LINE OF 12TH STREET NORTH 18° 26' 40" EAST A DISTANCE OF 344.37
64 FEET TO THE SOUTHEAST CORNER OF THAT CERTAIN PARCEL OF LAND CONVEYED TO STEEL MILL
65 SUPPLY COMPANY, INC. BY DEED RECORDED IN BOOK 955 AT PAGE 427 OFFICIAL RECORDS OF SAID
66 COUNTY;

67 THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, NORTH 71° 38' 25" WEST, 610.46 FEET;
68 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, NORTH 38° 53' 55" WEST,
69 18.80 FEET TO THE CENTERLINE OF A STREET AND THE MOST EASTERLY CORNER OF THAT CERTAIN

EXHIBIT "A"
LEGAL DESCRIPTION

70 PARCEL OF LAND CONVEYED TO CENTRAL PACIFIC RAILWAY CO. BY DEED RECORDED IN BOOK 955 AT
71 PAGE 428 OFFICIAL RECORDS OF SAID COUNTY;
72 THENCE CONTINUING NORTH 38° 53' 55" WEST, ALONG THE NORTHEASTERLY LINE OF THE LAND SO
73 CONVEYED 166.40 FEET TO THE MOST NORTHERLY CORNER THEREOF, SAID CORNER IS LOCATED ON
74 THE CENTERLINE OF 10TH STREET;
75 THENCE NORTH 18° 22' 57" EAST, 37.18 FEET ALONG SAID CENTERLINE OF 10TH STREET TO A POINT
76 BEING THE SOUTHEAST CORNER OF PARCEL NO. 2 OF THOSE CERTAIN PARCELS OF LAND CONVEYED TO
77 THE RANSOM COMPANY BY DEED RECORDED IN BOOK 991 AT PAGE 486 AND 487 OF OFFICIAL RECORDS
78 OF SAID COUNTY;
79 THENCE NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO
80 CONVEYED, ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 372.24
81 FEET, THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 51° 22'21" WEST, 54.17 FEET; THENCE
82 CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO
83 CONVEYED, NORTH 47° 12' 00" WEST, TANGENT TO SAID CURVE 20.41 FEET;
84 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
85 LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 371.79 FEET,
86 THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 43° 54' 37" WEST, 42.67 FEET;
87 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
88 LAND SO CONVEYED, NORTH 40°37' 14" WEST, TANGENT TO SAID CURVE, 14.72 FEET;
89 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
90 LAND SO CONVEYED, NORTH 39°01' 43" WEST, 10.00 FEET;
91 THENCE CONTINUING NORTHWESTERLY, ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
92 LAND SO CONVEYED, NORTH 37°25' 11" WEST, 14.72 FEET;

EXHIBIT "A"
LEGAL DESCRIPTION

93 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
94 LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 371.79 FEET,
95 THE CHORD SUBTENDED BY SAID ARC BEARS NORTH 34° 07' 48" WEST, 42.67 FEET;
96 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
97 LAND SO CONVEYED, NORTH 30°50' 25" WEST, TANGENT TO THE CURVE, 55.84 FEET;
98 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
99 LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 296.57 FEET, THE
100 CHORD SUBTENDED BY SAID ARC BEARS NORTH 34° 55' 23" WEST, 42.23 FEET;
101 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
102 LAND SO CONVEYED, NORTH 39°00' 21" WEST, TANGENT TO SAID CURVE, 61.00 FEET;
103 THENCE CONTINUING NORTHWESTERLY ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF
104 LAND SO CONVEYED, ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 296.57 FEET, THE
105 CHORD SUBTENDED BY SAID ARC BEARS 46° 47' 12" WEST, 80.30 FEET;
106 THENCE CONTINUING ALONG THE SOUTHWESTERLY BOUNDARY OF THE PARCELS OF LAND SO
107 CONVEYED, NORTH 47° 21' 51" WEST, 75.74 FEET TO THE INTERSECTION OF THE WESTERLY LINE OF 9TH
108 STREET AND THE SOUTHERLY LINE OF NORTH B STREET (80 FEET WIDE);
109 THENCE NORTH 56° 43' 10" WEST, 155.24 FEET TO A POINT ON THE CENTERLINE OF SAID B STREET;
110 THENCE NORTH 71° 39' 03" WEST, 1060.32 FEET ALONG SAID CENTERLINE OF NORTH B STREET;
111 THENCE LEAVING SAID CENTERLINE NORTH 18° 15' 57" EAST, 40.00 FEET TO THE NORTHERLY LINE OF
112 SAID NORTH B STREET;
113 THENCE NORTH 71° 39' 03" WEST, 470.45 FEET ALONG SAID NORTHERLY LINE OF NORTH B STREET, AND
114 THE NORTHERLY LINE OF THAT CERTAIN GRANT OF EASEMENT TO THE CITY OF SACRAMENTO
115 RECORDED IN BOOK 655 OF DEEDS AT PAGE 476, TO THE NORTHWESTERLY LINE OF SAID EASEMENT;
116 THENCE SOUTH 21°10'36" WEST 96.89 FEET;

EXHIBIT "A"
LEGAL DESCRIPTION

117 THENCE SOUTH 83° 22' 17" WEST, ALONG THE NORTHERLY LINE OF THE LAND SO CONVEYED, 808.60
118 FEET TO THE MOST EASTERLY CORNER OF THAT CERTAIN TRIANGULAR STRIP OF LAND CONVEYED TO
119 THE CENTRAL PACIFIC RAILWAY COMPANY AS PARCEL NO. 2 BY DEED RECORDED IN BOOK 655 OF
120 DEEDS AT PAGE 489;
121 THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89° 35' 01" WEST, 488.40 FEET;
122 THENCE SOUTH 00° 24' 59" EAST, 347.74 FEET CONTINUING ALONG THE BOUNDARY OF SAID PARCEL
123 NO. 2 AND THE BOUNDARY OF THE LAND CONVEYED TO THE CITY OF SACRAMENTO BY DEED RECORDED
124 IN BOOK 655 OF DEEDS AT PAGE 478;
125 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 72° 22' 30" WEST,
126 192.56 FEET TO THE SOUTHWEST CORNER THEREOF, SAID POINT ALSO BEING SITUATE ON THE
127 NORTHERLY LINE OF THE LAND CONVEYED TO THE CENTRAL PACIFIC RAILWAY COMPANY BY DEED
128 RECORDED IN BOOK 372 AT PAGE 71;
129 THENCE ALONG SAID BOUNDARY, SOUTH 83° 14' 45" WEST, 849.81 FEET TO THE EASTERLY LINE OF THE
130 LAND CONVEYED TO THE STATE OF CALIFORNIA BY DEED RECORDED IN BOOK 6907-23 AT PAGE 62
131 OFFICIAL RECORDS OF SAID COUNTY;
132 THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 02° 54' 31" WEST, 106.95 FEET;
133 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 04° 20' 18" EAST,
134 258.98 FEET;
135 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTHWESTERLY ALONG
136 THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 200.00 FEET, THE CHORD
137 SUBTENDED BY SAID ARC BEARS SOUTH 21° 09' 08" WEST, 172.14 FEET;
138 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 83° 57' 15" WEST,
139 225.06 FEET;

EXHIBIT "A"
LEGAL DESCRIPTION

140 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTHERLY ALONG THE
141 ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 980.00 FEET, THE CHORD
142 SUBTENDED BY SAID ARC BEARS SOUTH 17° 04' 57" EAST, 41.08 FEET;
143 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 18° 17' 00" EAST,
144 TANGENT TO SAID CURVE, 127.28 FEET;
145 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTHERLY ALONG THE
146 ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 520.00 FEET, THE CHORD SUBTENDED BY SAID
147 ARC BEARS SOUTH 08° 28' 21" EAST, 177.21 FEET;
148 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, NORTH 88° 39' 43" WEST,
149 RADIAL TO SAID CURVE, 34.33 FEET TO AN ANGLE POINT IN THE BOUNDARY OF THE LAND CONVEYED
150 TO THE STATE OF CALIFORNIA BY DEED RECORDED IN BOOK 8003-26 AT PAGE 478 OFFICIAL RECORDS
151 OF SAID COUNTY;
152 THENCE ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 01° 25' 08" WEST, 204.49 FEET;
153 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 01° 20' 08" WEST,
154 567.62 FEET;
155 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 22° 17' 45" WEST,
156 242.66 FEET;
157 THENCE CONTINUING ALONG THE BOUNDARY OF THE LAND SO CONVEYED, SOUTH 13° 05' 18" WEST,
158 58.10 FEET TO A LINE PARALLEL WITH AND DISTANT 25 FEET NORTHERLY, MEASURED AT RIGHT ANGLES,
159 FROM THE CENTERLINE OF SOUTHERN PACIFIC TRANSPORTATION COMPANY'S WESTWARD MAIN
160 TRACT (SACRAMENTO TO OAKLAND) ALSO BEING A POINT ON THE NORTHERLY BOUNDARY LINE OF
161 SAID CERTIFICATE OF COMPLIANCE RECORDED DECEMBER 28, 2006;
162 THENCE ALONG SAID NORTHERLY BOUNDARY LINE OF SAID CERTIFICATE OF COMPLIANCE SOUTH 71°
163 34' 07" EAST, 71.56 FEET;

EXHIBIT "A"
LEGAL DESCRIPTION

164 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 439.27 FEET ALONG THE ARC OF A
165 750.00 FOOT RADIUS TANGENT CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 33° 33' 28";
166 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 74° 52' 25" EAST, 583.72 FEET;
167 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 136.27 FEET ALONG THE ARC OF A
168 1500.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT THROUGH A CENTRAL ANGLE OF 05° 12' 18";
169 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 80° 04' 43" EAST, 1035.82
170 FEET;
171 THENCE CONTINUING ALONG THE NORTHERLY BOUNDARY LINE 337.93 FEET ALONG THE ARC OF AN
172 825.00 FOOT RADIUS TANGENT CURVE TO THE LEFT THROUGH A CENTRAL ANGLE OF 23° 28' 09";
173 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 56° 36' 34" EAST, 416.15 FEET;
174 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 192.85 FEET ALONG THE ARC OF A
175 500.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 22° 05' 55";
176 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE NORTH 78° 42' 29" EAST, 1371.35
177 FEET;
178 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE 711.37 FEET ALONG THE ARC OF A
179 1370.00 FOOT RADIUS TANGENT CURVE TO THE RIGHT, THROUGH A CENTRAL ANGLE OF 29° 45' 03"
180 THENCE CONTINUING ALONG SAID NORTHERLY BOUNDARY LINE SOUTH 71° 32' 29" EAST, 93.07 FEET
181 TO THE POINT OF BEGINNING.

182

183 **NOT A PART #4**

184 **EXCEPTING THEREFROM** THAT PORTION THEREOF DESCRIBED AS FOLLOWS:

185 COMMENCING AT A POINT ON THE NORTHERLY BOUNDARY LINE OF SAID CERTIFICATE OF COMPLIANCE
186 RECORDED DECEMBER 28, 2006, SAID POINT BEING THE SOUTHWESTERLY TERMINUS OF THAT CERTAIN
187 COURSE HEREINABOVE DESCRIBED AS "NORTH 80°04'43" EAST 1035.82 FEET";

EXHIBIT "A"
LEGAL DESCRIPTION

188 THENCE ALONG SAID NORTHERLY BOUNDARY AND SAID COURSE NORTH 80°04'43" EAST 961.33 FEET;
189 THENCE LEAVING SAID NORTHERLY BOUNDARY NORTH 09°56'42" WEST 551.08 FEET;
190 THENCE NORTH 71°01'28" WEST 117.98 FEET TO THE BEGINNING OF A 1,500.00 FOOT RADIUS CURVE
191 CONCAVE SOUTHERLY;
192 THENCE WESTERLY AND SOUTHWESTERLY ALONG SAID CURVE, 1,622.79 FEET THROUGH A CENTRAL
193 ANGLE OF 61°59'09";
194 THENCE SOUTH 46°59'22" WEST 18.91 FEET TO THE BEGINNING OF A 500.00 FOOT RADIUS CURVE
195 CONCAVE NORTHWESTERLY;
196 THENCE SOUTHWESTERLY ALONG SAID CURVE, 59.06 FEET THROUGH A CENTRAL ANGLE OF 06°46'04";
197 THENCE SOUTH 18°41'13" EAST 335.62 FEET TO THE BEGINNING OF A NON-TANGENT 1,216.25 FOOT
198 RADIUS CURVE CONCAVE SOUTHERLY, A RADIAL TO WHICH BEARS NORTH 04°32'00" WEST;
199 THENCE EASTERLY ALONG SAID CURVE, 581.74 FEET THROUGH A CENTRAL ANGLE OF 27°24'17" TO THE
200 LAST SAID NORTHERLY BOUNDARY;
201 THENCE ALONG LAST SAID NORTHERLY BOUNDARY NORTH 74°52'25" EAST 21.41 FEET TO THE
202 BEGINNING OF A 1,500.00 FOOT RADIUS CURVE CONCAVE SOUTHERLY;
203 THENCE EASTERLY ALONG SAID CURVE, 136.27 FEET THROUGH A CENTRAL ANGLE OF 05°12'18" TO THE
204 POINT OF COMMENCEMENT.

205

206 **NOT A PART #5**

207 **ALSO EXCEPTING THEREFROM** THAT PORTION THEREOF DESCRIBED AS FOLLOWS:

208 COMMENCING AT A POINT ON THE BOUNDARY OF THE LAND CONVEYED TO THE STATE OF CALIFORNIA
209 BY DEED RECORDED IN BOOK 8003-26 AT PAGE 478 OFFICIAL RECORDS OF SAID COUNTY, DISTANT
210 THEREON NORTH 01°20'08" EAST 258.95 FEET FROM THE SOUTHERLY TERMINUS OF THAT COURSE
211 HEREINABOVE DESCRIBED AS "SOUTH 01°20'08" WEST 567.62 FEET";

EXHIBIT "A"
LEGAL DESCRIPTION

212 THENCE LEAVING SAID BOUNDARY SOUTH 88°39'52" EAST 124.84 FEET TO THE BEGINNING OF A 100.00
213 FOOT RADIUS CURVE CONCAVE NORTHWESTERLY;
214 THENCE NORTHEASTERLY ALONG SAID CURVE, 157.08 FEET THROUGH A CENTRAL ANGLE OF 90°00'00";
215 THENCE NORTH 01°20'08" EAST 114.06 FEET TO THE BEGINNING OF A 25.00 FOOT RADIUS CURVE
216 CONCAVE EASTERLY;
217 THENCE NORTHERLY ALONG SAID CURVE, 10.46 FEET THROUGH A CENTRAL ANGLE OF 23°58'13";
218 THENCE NORTH 25°18'21" EAST 6.40 FEET TO THE BEGINNING OF A 15.00 FOOT RADIUS CURVE
219 CONCAVE SOUTHWESTERLY;
220 THENCE NORTHWESTERLY ALONG SAID CURVE, 25.47 FEET THROUGH A CENTRAL ANGLE OF 97°16'56";
221 THENCE NORTH 71°58'35" WEST 64.11 FEET TO THE BEGINNING OF A 25.00 FOOT RADIUS CURVE
222 CONCAVE SOUTHERLY;
223 THENCE WESTERLY ALONG SAID CURVE, 22.10 FEET THROUGH A CENTRAL ANGLE OF 50°38'34";
224 THENCE SOUTH 57°22'51" WEST 6.94 FEET TO THE BEGINNING OF A 25.00 FOOT RADIUS CURVE
225 CONCAVE NORTHERLY;
226 THENCE WESTERLY ALONG SAID CURVE, 14.82 FEET THROUGH A CENTRAL ANGLE OF 33°57'17";
227 THENCE NORTH 88°39'52" WEST 117.93 FEET TO THE SAID BOUNDARY OF THE LAND SO CONVEYED;
228 THENCE ALONG SAID BOUNDARY SOUTH 01°20'08" WEST 257.59 FEET TO THE POINT OF
229 COMMENCEMENT.

230

231 **NOT A PART #6**

232 **ALSO EXCEPTING THEREFROM** THAT PORTION THEREOF DESCRIBED AS FOLLOWS:

233 COMMENCING AT THE MOST EASTERLY CORNER OF SAID PARCEL NO. 2 PER DEED RECORDED IN BOOK

234 655 OF DEEDS AT PAGE 489, OFFICAL RECORDS;

235 THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89°35'01" WEST 488.40 FEET;

EXHIBIT "A"
LEGAL DESCRIPTION

236 THENCE CONTINUING ALONG SAID BOUNDARY SOUTH 00°24'59" EAST 347.74 FEET;
237 THENCE LEAVING SAID BOUNDARY SOUTH 72°22'30" WEST 122.92 FEET;
238 THENCE SOUTH 00°24'58" EAST 26.76 FEET TO THE BEGINNING OF A NON-TANGENT 585.00 FOOT
239 RADIUS CURVE CONCAVE SOUTHERLY, A RADIAL TO WHICH BEARS NORTH 03°12'17" EAST;
240 THENCE EASTERLY ALONG SAID CURVE, 97.48 FEET THROUGH A CENTRAL ANGLE OF 09°32'50" TO THE
241 BEGINNING OF A COMPOUND 50.00 FOOT RADIUS CURVE CONCAVE SOUTHERLY;
242 THENCE EASTERLY ALONG SAID CURVE, 9.74 FEET THROUGH A CENTRAL ANGLE OF 11°09'53";
243 THENCE SOUTH 66°05'00" EAST 63.16 FEET TO THE BEGINNING OF A 50.00 FOOT RADIUS CURVE
244 CONCAVE NORTHERLY;
245 THENCE EASTERLY ALONG SAID CURVE, 18.57 FEET THROUGH A CENTRAL ANGLE OF 21°16'36";
246 THENCE SOUTH 87°21'36" EAST 161.22 FEET TO THE BEGINNING OF A 1,000.00 FOOT RADIUS CURVE
247 CONCAVE NORTHERLY;
248 THENCE EASTERLY ALONG SAID CURVE, 181.98 FEET THROUGH A CENTRAL ANGLE OF 10°25'36";
249 THENCE NORTH 82°12'48" EAST 427.49 FEET TO THE BEGINNING OF A 50.00 FOOT RADIUS CURVE
250 CONCAVE NORTHWESTERLY;
251 THENCE EASTERLY ALONG SAID CURVE, 24.73 FEET THROUGH A CENTRAL ANGLE OF 28°20'21";
252 THENCE NORTH 53°52'27" EAST 60.28 FEET;
253 THENCE NORTH 55°14'42" EAST 495.14 FEET;
254 THENCE NORTH 06°37'42" WEST 170.56 FEET TO BOUNDARY OF SAID PARCEL NO. 2 OF THOSE CERTAIN
255 PARCELS OF LAND CONVEYED TO THE RANSOM COMPANY BY DEED RECORDED IN BOOK 991 AT PAGE
256 486 AND 487 OF OFFICIAL RECORDS OF SAID COUNTY;
257 THENCE ALONG LAST SAID BOUNDARY SOUTH 83°22'17" WEST 808.60 FEET TO THE POINT OF
258 COMMENCEMENT.
259

EXHIBIT "A"
LEGAL DESCRIPTION

260 **NOT A PART #7**

261 **ALSO EXCEPTING THEREFROM** THAT PORTION THEREOF DESCRIBED AS FOLLOWS:

262 COMMENCING AT A POINT ON THE BOUNDARY OF SAID DEED RECORDED IN BOOK 955 AT PAGE 427 OF

263 OFFICIAL RECORDS, DISTANT THEREON NORTH 71°38'25" WEST 595.22 FEET FROM THE SOUTHEAST

264 CORNER THEREOF;

265 THENCE SOUTH 37°58'39" EAST 170.07 FEET;

266 THENCE SOUTH 44°54'53" EAST 96.56 FEET;

267 THENCE SOUTH 57°02'03" EAST 142.49 FEET;

268 THENCE SOUTH 61°25'45" EAST 205.14 FEET;

269 THENCE NORTH 33°04'57" EAST 46.20 FEET;

270 THENCE NORTH 21°04'40" EAST 38.66 FEET;

271 THENCE NORTH 24°22'27" EAST 89.83 FEET;

272 THENCE NORTH 25°28'14" EAST 37.65 FEET TO THE BOUNDARY OF LAST SAID DEED;

273 THENCE ALONG SAID BOUNDARY NORTH 71°38'25" WEST 595.22 FEET TO THE POINT OF

274 COMMENCEMENT.

275

276 **ALSO EXCEPTING THEREFROM** PARCEL D OF CERTIFICATE OF COMPLIANCE RECORDED DECEMBER 28,

277 2006 IN BOOK 20061228, PAGE 1682 OF OFFICIAL

278 RECORDS OF SACRAMENTO COUNTY DESCRIBED AS FOLLOWS:

279 COMMENCING AT THE MOST EASTERLY CORNER OF THAT CERTAIN TRIANGULAR STRIP OF LAND

280 CONVEYED TO THE CENTRAL RAILWAY COMPANY AS PARCEL NO. 2 BY DEED RECORDED IN BOOK 655 OF

281 DEEDS AT PAGE 489;

282 THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89° 35' 01" WEST, 488.40 FEET;

283 THENCE CONTINUING ALONG SAID BOUNDARY SOUTH 00° 24' 59" EAST, 347.74 FEET;

EXHIBIT "A"
LEGAL DESCRIPTION

284 THENCE LEAVING SAID BOUNDARY SOUTH 15° 38' 36" WEST, 165.98 FEET TO THE TRUE POINT OF
285 BEGINNING;
286 THENCE SOUTH 09° 58' 14" EAST, 581.56 FEET;
287 THENCE NORTH 79° 55' 50" EAST, 288.50 FEET;
288 THENCE NORTH 82° 07' 51" EAST, 150.00 FEET;
289 THENCE NORTH 80° 01' 46" EAST, 286.61 FEET TO THE BEGINNING OF A NON-TANGENT CURVE
290 CONCAVE TO THE EAST HAVING A RADIUS OF 1263.14 FEET TO WHICH A RADIAL BEARS SOUTH 84° 10'
291 24" WEST;
292 THENCE NORTHERLY 498.86 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 22°
293 37' 42" TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A
294 RADIUS OF 375.26 FEET TO WHICH A RADIAL BEARS NORTH 02° 21' 08" EAST;
295 THENCE SOUTHWESTERLY 162.38 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 47' 34"
296 TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 526.33
297 FEET TO WHICH A RADIAL BEARS SOUTH 22° 26' 26" EAST;
298 THENCE WESTERLY 153.99 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 16° 45' 48";
299 THENCE SOUTH 84° 19' 22" WEST, 232.96 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE
300 NORTH HAVING A RADIUS OF 637.00 FEET;
301 THENCE WESTERLY 275.31 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 45' 46" TO
302 THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 565.52 FEET
303 TO WHICH A RADIAL BEARS NORTH 19° 05' 08" EAST;
304 THENCE NORTHWESTERLY 54.63 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF
305 05° 32' 05" TO THE TRUE POINT OF BEGINNING.

306 THIS PARCEL IS ALSO DESCRIBED AS PARCEL 2 IN THE CERTIFICATE OF COMPLIANCE RECORDED
307 JANUARY 31, 2007 IN BOOK 20070131 PAGE 2410, OFFICIAL RECORDS.

308

EXHIBIT "A"
LEGAL DESCRIPTION

309 **NOT A PART #3**

310 **ALSO EXCEPTING THEREFROM** ALL THAT CERTAIN PROPERTY DESCRIBED IN THAT CERTAIN "GRANT
311 DEED" TO THE CITY OF SACRAMENTO, A MUNICIPAL CORPORATION RECORDED FEBRUARY 28, 2011, IN
312 BOOK 20110228 PAGE 0955 OF OFFICIAL RECORDS.

313

314 **NOT A PART #1**

315 **ALSO EXCEPTING THEREFROM** ALL THAT CERTAIN PROPERTY DESCRIBED IN THAT CERTAIN "GRANT
316 DEED" TO THE CITY OF SACRAMENTO, A MUNICIPAL CORPORATION RECORDED APRIL 26, 2012, IN BOOK
317 20120426 PAGE 1168 OF OFFICIAL RECORDS.

318

319 CONTAINING 134.31 ACRES, MORE OR LESS.

320

321 **PARCEL THREE:**

322

323 ALL THAT CERTAIN REAL PROPERTY IN THE CITY AND COUNTY OF SACRAMENTO, STATE OF CALIFORNIA
324 AND BEING A PORTION OF THAT CERTAIN 203.161 ACRE TRACT OF LAND SHOWN AND DELINEATED ON
325 RECORD OF SURVEY FILED IN BOOK 51 OF SURVEYS AT PAGE 10 OF THE OFFICIAL RECORDS OF
326 SACRAMENTO COUNTY AND A PORTION OF PARCEL A AS SAID PARCEL IS SHOWN AND SO DESIGNATED
327 ON PARCEL MAP FILED IN BOOK 120 OF PARCEL MAPS, AT PAGE 10 OF OFFICIAL RECORDS BEING
328 DESCRIBED AS FOLLOWS:

329 COMMENCING AT THE MOST EASTERLY CORNER OF THAT CERTAIN TRIANGULAR STRIP OF LAND

330 CONVEYED TO THE CENTRAL RAILWAY COMPANY AS PARCEL NO. 2 BY DEED RECORDED IN BOOK 655 OF
331 DEEDS AT PAGE 489;

332 THENCE ALONG THE BOUNDARY OF SAID PARCEL NO. 2, SOUTH 89° 35' 01" WEST, 488.40 FEET;

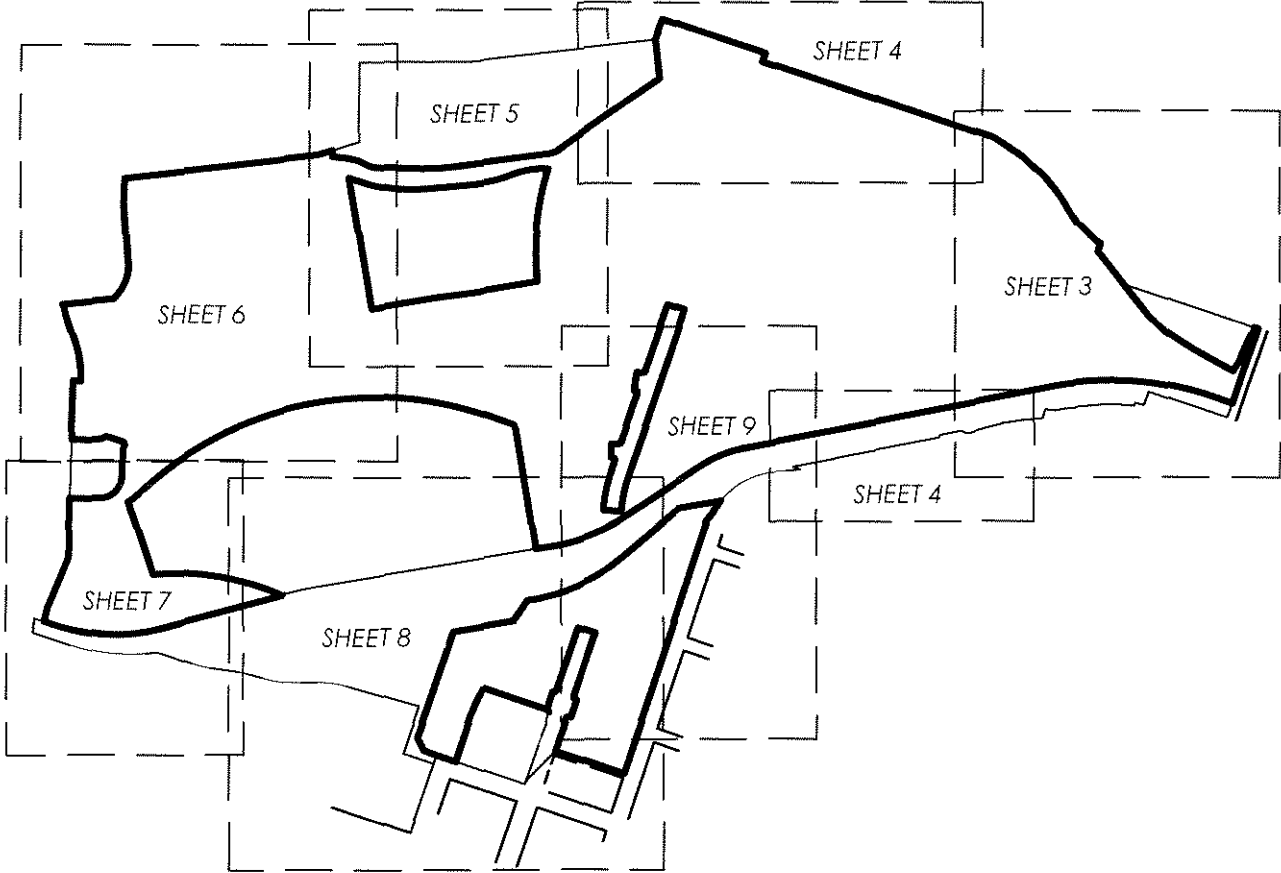
333 THENCE CONTINUING ALONG SAID BOUNDARY SOUTH 00° 24' 59" EAST, 347.74 FEET;

334 THENCE LEAVING SAID BOUNDARY SOUTH 15° 38' 36" WEST, 165.98 FEET TO THE TRUE POINT OF
335 BEGINNING;

EXHIBIT "A"
LEGAL DESCRIPTION

336 THENCE SOUTH 09° 58' 14" EAST, 581.56 FEET;
337 THENCE NORTH 79' 55" 50" EAST, 288.50 FEET;
338 THENCE NORTH 82° 07' 51" EAST, 150.00 FEET;
339 THENCE NORTH 80° 01' 46" EAST, 286.61 FEET TO THE BEGINNING OF A NON-TANGENT CURVE
340 CONCAVE TO THE EAST HAVING A RADIUS OF 1263.14 FEET TO WHICH A RADIAL BEARS SOUTH 84° 10'
341 24" WEST;
342 THENCE NORTHERLY 498.86 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 22°
343 37' 42" TO THE BEGINNING OF A NON-TANGENT CURVE CONCAVE TO THE SOUTHEAST HAVING A
344 RADIUS OF 375.26 FEET TO WHICH A RADIAL BEARS NORTH 02° 21' 08" EAST;
345 THENCE SOUTHWESTERLY 162.38 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 47' 34"
346 TO THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 526.33
347 FEET TO WHICH A RADIAL BEARS SOUTH 22° 26' 26" EAST;
348 THENCE WESTERLY 153.99 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 16° 45' 48";
349 THENCE SOUTH 84° 19' 22" WEST, 232.96 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE
350 NORTH HAVING A RADIUS OF 637.00 FEET;
351 THENCE WESTERLY 275.31 FEET ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 24° 45' 46" TO
352 THE BEGINNING OF A REVERSE CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 565.52 FEET
353 TO WHICH A RADIAL BEARS NORTH 19° 05' 08" EAST;
354 THENCE NORTHWESTERLY 54.63 FEET ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF
355 05° 32' 05" TO THE TRUE POINT OF BEGINNING.
356 THIS PARCEL IS ALSO DESCRIBED AS PARCEL D IN THE CERTIFICATE OF COMPLIANCE RECORDED
357 DECEMBER 28, 2006 IN BOOK 20061228, PAGE 1682 OF OFFICIAL RECORDS.
358
359 CONTAINING 8.74 ACRES, MORE OR LESS.

Exhibit B
Plat of Property

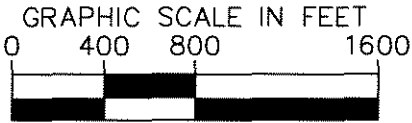


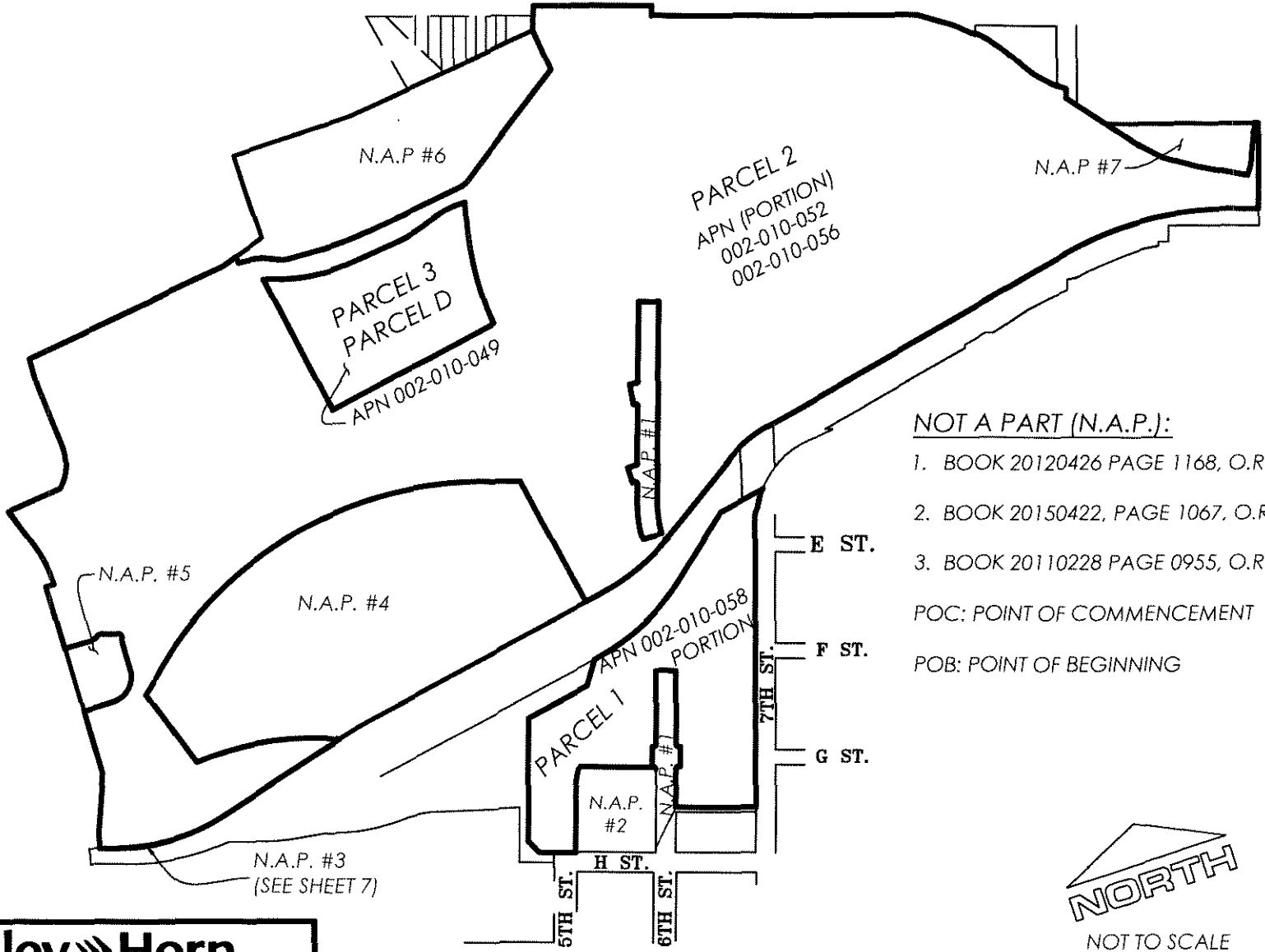
SHEET INDEX MAP

8/28/2015

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NOT A PART (N.A.P.):

- 1. BOOK 20120426 PAGE 1168, O.R.
- 2. BOOK 20150422, PAGE 1067, O.R.
- 3. BOOK 20110228 PAGE 0955, O.R.,

POC: POINT OF COMMENCEMENT

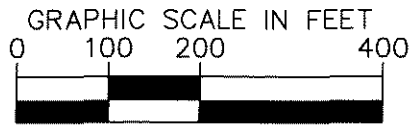
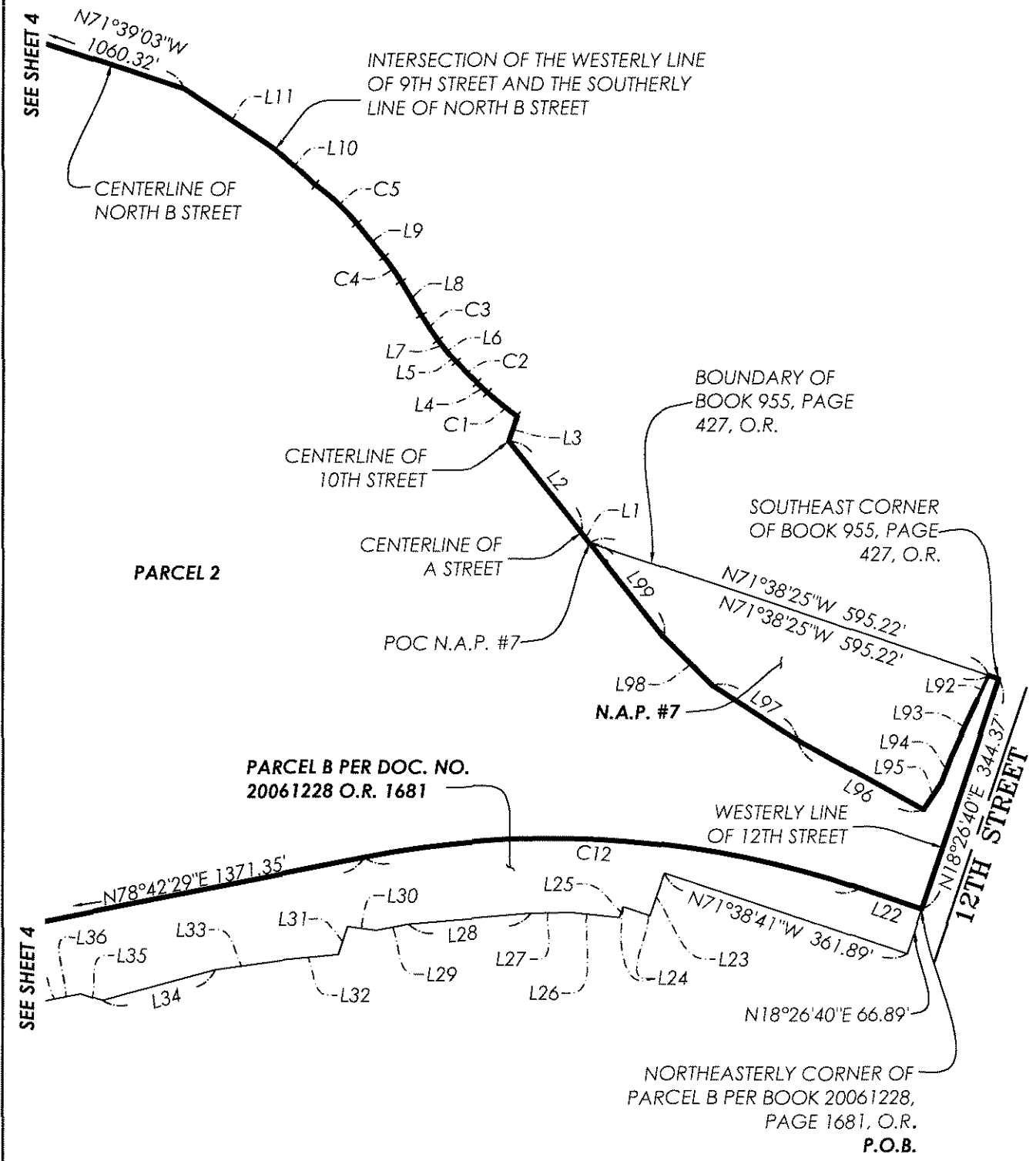
POB: POINT OF BEGINNING



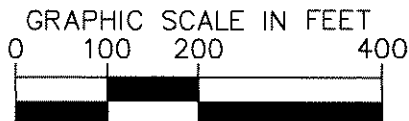
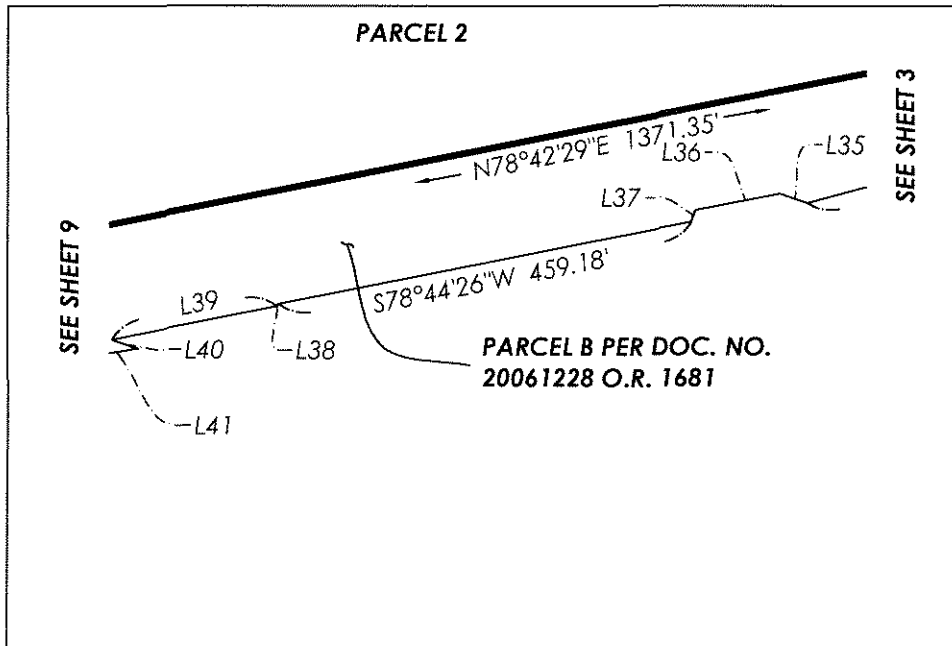
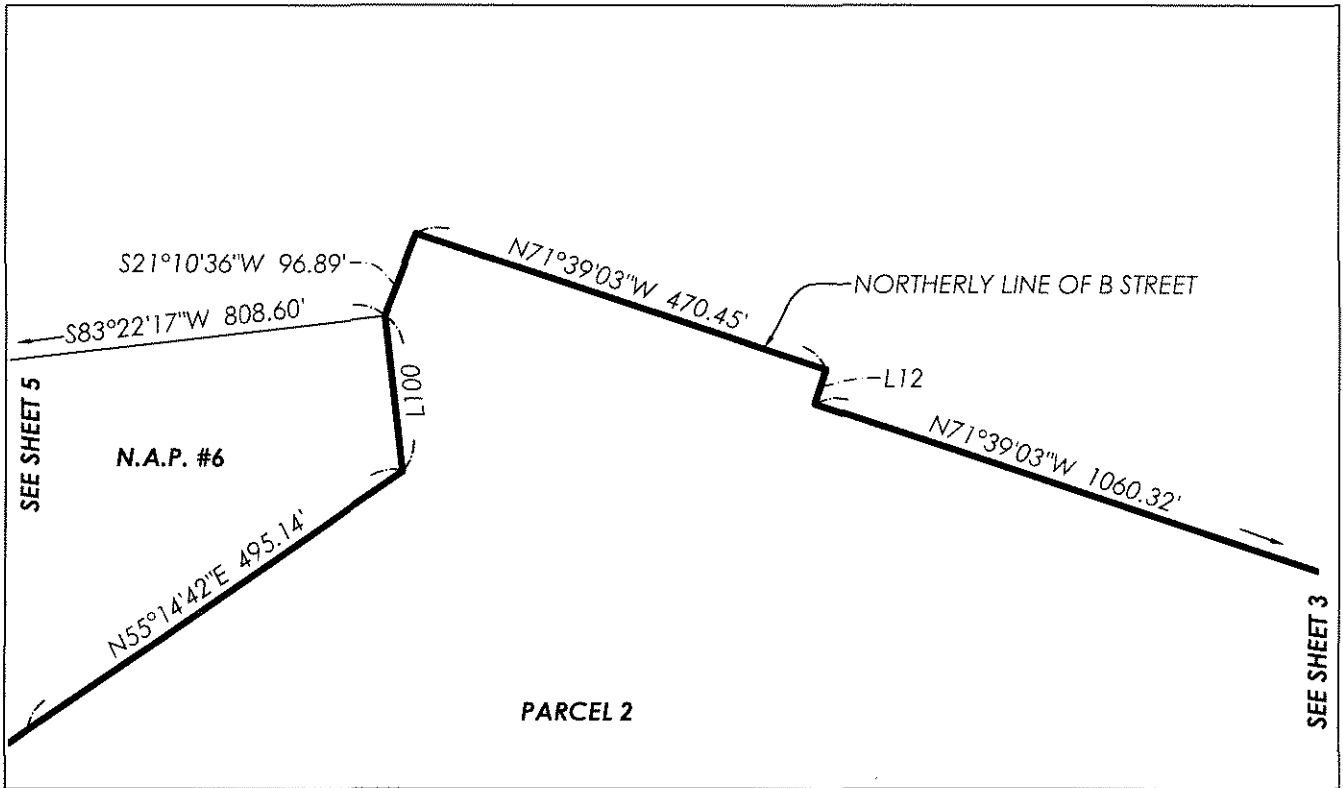
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 WWW.KIMLEY-HORN.COM

EXHIBIT B

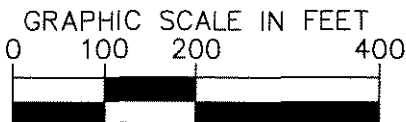
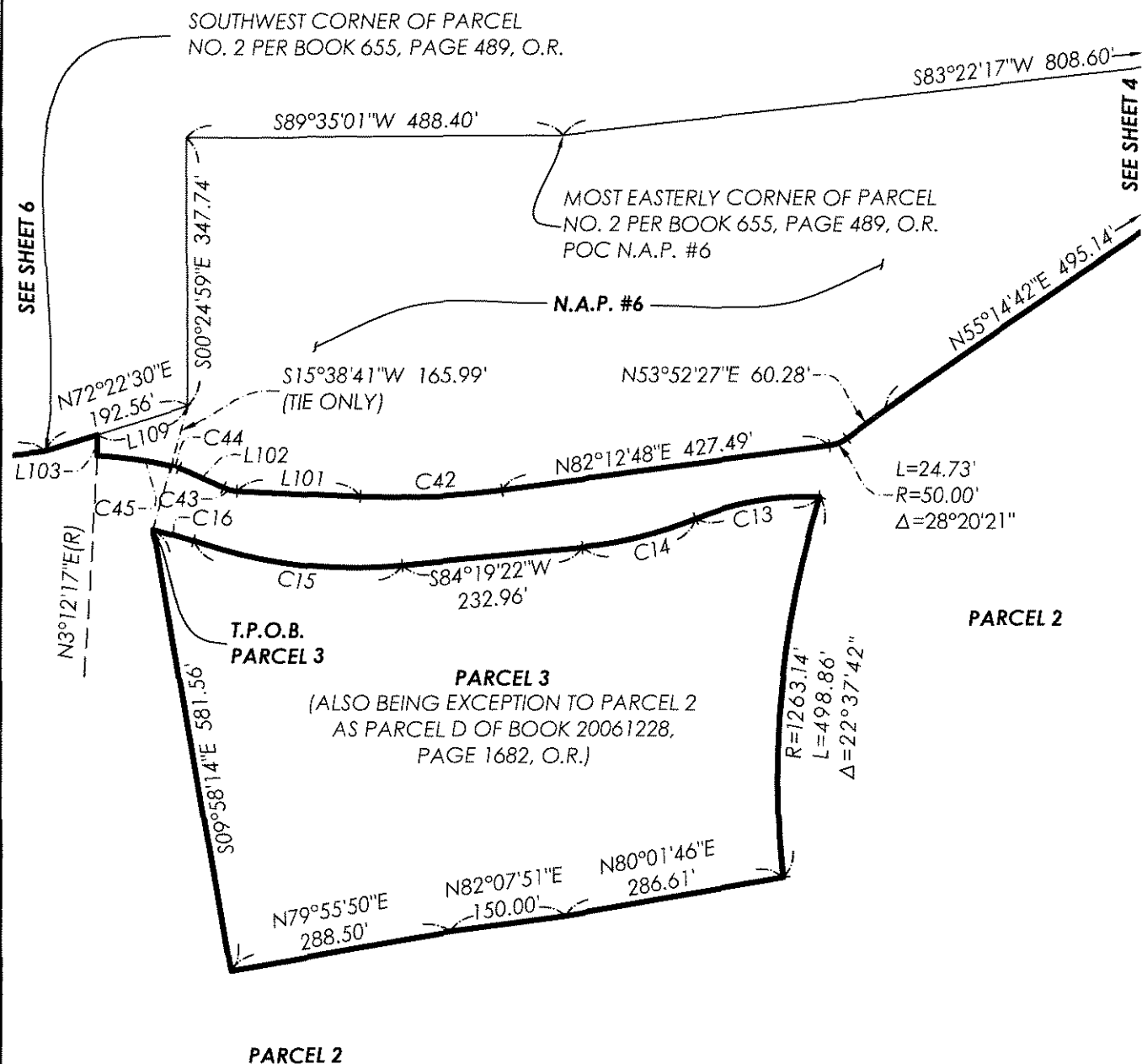


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EXHIBIT B

SOUTHWEST CORNER OF PARCEL NO. 2 PER BOOK 655, PAGE 489, O.R.

NORTHERLY LINE PER BOOK 372, PAGE 71, O.R.

S83°14'45"W 849.81'

EASTERLY LINE PER BOOK 6907-23, PAGE 62, O.R.

N72°22'30"E
192.56'

S00°24'59"E 347.74'
SEE SHEET 5

PARCEL 3
SEE SHEET 5

S09°58'14"E 581.56'

PARCEL 2

BOUNDARY OF BOOK 8003-26, PAGE 478, O.R.

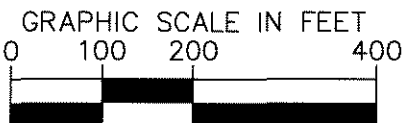
N.A.P. #5

SEE SHEET 7

N.A.P. #4

SEE SHEET 7

R=1500.00'
L=1622.79'
Δ=61°59'09"

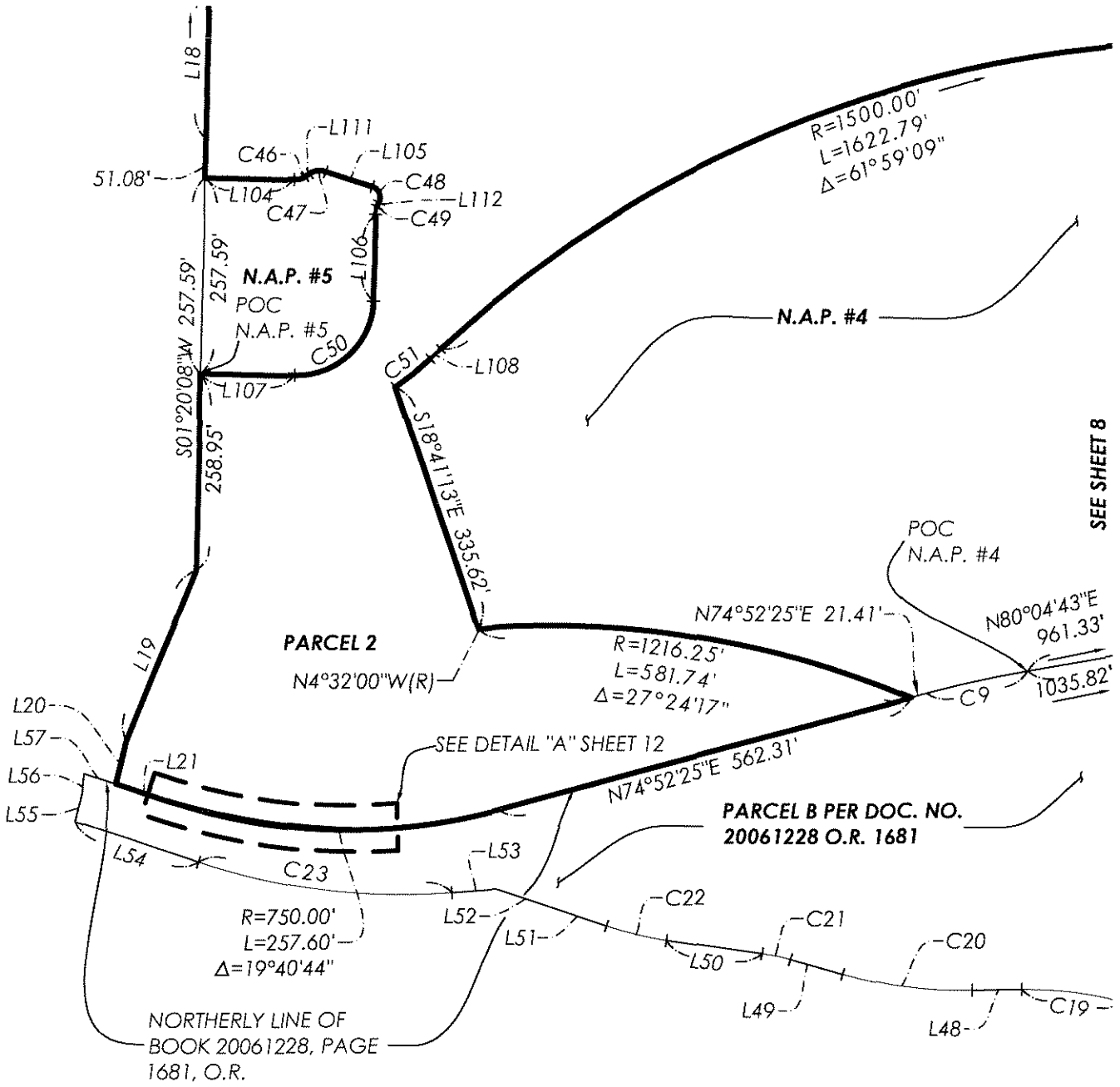


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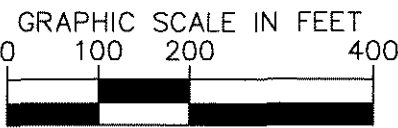
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EXHIBIT B

SEE SHEET 6



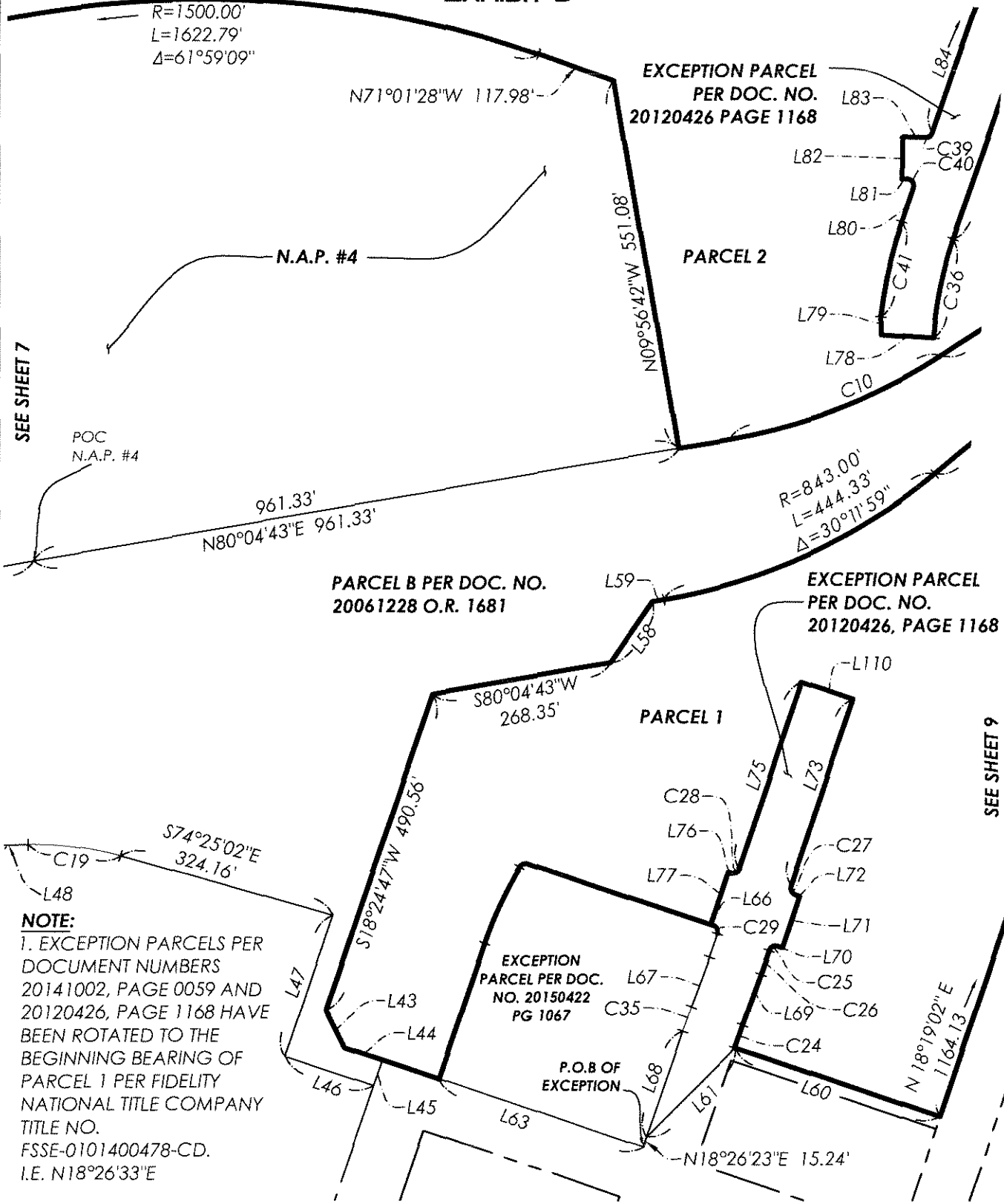
SEE SHEET 8



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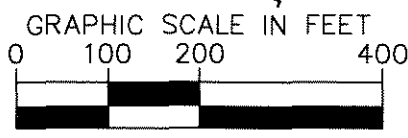
EXHIBIT B



SEE SHEET 7

SEE SHEET 9

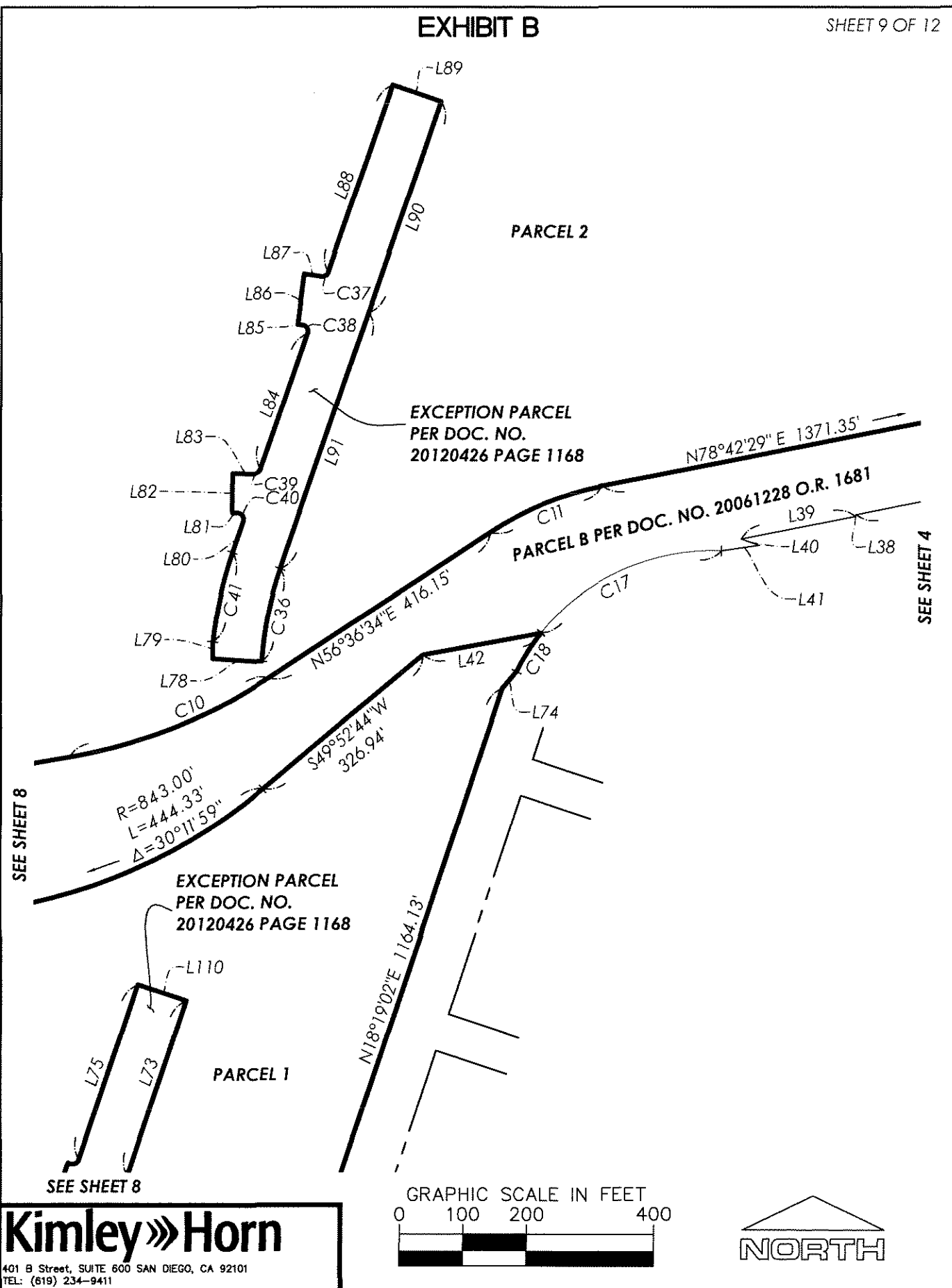
NOTE:
 1. EXCEPTION PARCELS PER DOCUMENT NUMBERS 20141002, PAGE 0059 AND 20120426, PAGE 1168 HAVE BEEN ROTATED TO THE BEGINNING BEARING OF PARCEL 1 PER FIDELITY NATIONAL TITLE COMPANY TITLE NO. FSSE-0101400478-CD. I.E. N18°26'33"E



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EXHIBIT B



SEE SHEET 8

SEE SHEET 4

SEE SHEET 8

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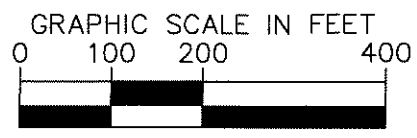


EXHIBIT B

CURVE DATA TABLE			
-	RADIUS	LENGTH	DELTA
C13	375.26'	162.38'	24°47'34"
C14	526.33'	153.99'	16°45'48"
C15	637.00'	275.31'	24°45'46"
C16	565.52'	54.63'	5°32'05"
C17	346.98'	320.82'	52°58'34"
C18	347.00'	72.50'	11°58'18"
C19	463.00'	135.42'	16°45'28"
C20	598.00'	173.69'	16°38'31"
C21	300.00'	37.89'	7°14'13"
C22	465.50'	82.27'	10°07'32"
C23	843.00'	336.55'	22°52'26"
C24	1960.00'	35.68'	1°02'35"
C25	10.00'	15.68'	89°50'21"
C26	2040.00'	37.96'	1°03'59"
C27	10.00'	15.74'	90°09'29"
C28	10.00'	15.68'	89°50'31"
C29	10.00'	15.74'	90°10'08"
C35	2040.00'	37.14'	1°02'35"
C36	563.50'	149.43'	15°11'38"
C37	10.00'	13.69'	78°26'58"

CURVE DATA TABLE			
-	RADIUS	LENGTH	DELTA
C38	10.00'	17.74'	101°38'19"
C39	10.00'	12.52'	71°44'30"
C40	10.00'	18.89'	108°15'30"
C41	643.50'	144.16'	12°50'07"
C42	1000.00'	181.98'	10°25'36"
C43	50.00'	18.57'	21°16'36"
C44	50.00'	9.74'	11°09'53"
C45	585.00'	97.48'	9°32'50"
C46	25.00'	14.82'	33°57'17"
C47	25.00'	22.10'	50°38'34"
C48	15.00'	25.47'	97°16'56"
C49	25.00'	10.46'	23°58'13"
C50	100.00'	157.08'	90°00'00"
C51	500.00'	59.06'	6°46'04"

CURVE DATA TABLE			
-	RADIUS	CHORD LENGTH	CHORD
C1	372.24'	54.17	N51° 22' 21"W
C2	371.79'	42.67	N43° 54' 37"W
C3	371.79'	42.67	N34° 07' 48"W
C4	296.57'	42.23	N34° 55' 23"W
C5	296.57'	80.30	N46° 47' 12"W
C6	200.00'	172.14	S21° 09' 08"W
C7	980.00'	41.08	S17° 04' 57"E
C8	520.00'	177.21	S8° 28' 21"E
C9	1500.00'	136.22	S77° 28' 34"W
C10	825.00'	335.57	N68° 20' 39"E
C11	500.00'	191.65	S67° 39' 32"W
C12	1370.00'	703.41	N86° 25' 00"W

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CURVE DATA SHEET

EXHIBIT B

LINE DATA TABLE		
-	LENGTH	BEARING
L1	18.80'	N38° 53' 55"W
L2	166.40'	N38° 53' 55"W
L3	37.18'	N18° 22' 57"E
L4	20.41'	N47° 12' 00"W
L5	14.72'	N40° 37' 14"W
L6	10.00'	N39° 01' 43"W
L7	14.72'	N37° 25' 11"W
L8	55.84'	N30° 50' 25"W
L9	61.00'	N39° 00' 21"W
L10	75.74'	N47° 21' 51"W
L11	155.24'	N56° 43' 10"W

LINE DATA TABLE		
-	LENGTH	BEARING
L12	40.00'	N18° 15' 57"E
L13	106.95'	S2° 54' 31"W
L14	258.98'	S4° 20' 18"E
L15	225.06'	S83° 57' 15"W
L16	127.28'	S18° 17' 00"E
L17	34.33'	N88° 39' 43"W
L18	204.49'	S1° 25' 08"W
L19	242.66'	S22° 17' 45"W
L20	58.10'	S13° 05' 18"W
L21	71.56'	S71° 34' 07"E

LINE DATA TABLE		
-	LENGTH	BEARING
L22	93.07'	S71° 32' 29"E
L23	62.81'	S18° 27' 07"W
L24	40.00'	N71° 32' 53"W
L25	16.28'	S18° 27' 07"W
L26	67.86'	N84° 24' 44"W
L27	59.50'	S89° 11' 12"W
L28	174.67'	S84° 52' 06"W
L29	46.26'	S79° 18' 07"W
L30	40.70'	N82° 18' 34"W
L31	42.10'	S18° 20' 40"W

LINE DATA TABLE		
-	LENGTH	BEARING
L32	83.62'	S84° 27' 01"W
L33	91.61'	S81° 47' 13"W
L34	165.44'	S74° 47' 23"W
L35	32.04'	N71° 39' 20"W
L36	93.14'	S78° 44' 26"W
L37	13.22'	S18° 16' 26"W
L38	2.91'	S18° 20' 04"W
L39	184.37'	S78° 44' 26"W
L40	30.45'	S71° 33' 53"E
L41	60.44'	S81° 33' 29"W

LINE DATA TABLE		
-	LENGTH	BEARING
L42	190.28'	S79° 25' 14"W
L43	62.45'	S26° 44' 53"E
L44	57.14'	S71° 37' 38"E
L45	40.07'	S18° 26' 34"W
L46	136.17'	N71° 33' 22"W
L47	219.75'	S18° 19' 44"W
L48	65.06'	S88° 49' 30"W
L49	71.04'	N74° 31' 59"W
L50	126.38'	N81° 46' 12"W
L51	81.23'	N71° 38' 40"W

LINE DATA TABLE		
-	LENGTH	BEARING
L52	73.92'	N71° 36' 58"W
L53	56.27'	N85° 33' 27"E
L54	169.51'	N71° 34' 07"W
L55	37.80'	N14° 06' 26"E
L56	25.91'	N7° 07' 30"E
L57	43.27'	S71° 34' 44"E
L58	107.73'	S33° 41' 42"W
L59	17.41'	S80° 04' 43"W
L60	319.58'	S71° 37' 21"E
L61	183.76'	N44° 14' 53"E

LINE DATA SHEET

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LINE DATA TABLE		
-	LENGTH	BEARING
L63	318.34'	S71° 33' 22"E
L66	3.98'	N71° 44' 39"W
L67	78.86'	N19° 28' 58"E
L68	165.43'	N18° 26' 23"E
L69	78.86'	S19° 28' 58"W
L70	7.51'	N71° 44' 39"W
L71	80.00'	S18° 15' 21"W
L72	7.23'	S71° 44' 39"E
L73	289.97'	S18° 24' 50"W
L74	34.84'	N40° 07' 56"E

LINE DATA TABLE		
-	LENGTH	BEARING
L75	290.25'	N18° 24' 50"E
L76	4.26'	S71° 44' 39"E
L77	80.00'	N18° 15' 21"E
L78	78.04'	S86° 17' 04"E
L79	26.54'	N0° 39' 49"E
L80	51.66'	N18° 55' 19"E
L81	7.72'	N89° 20' 11"W
L82	62.00'	N0° 39' 49"E
L83	34.78'	S89° 20' 11"E
L84	225.43'	N18° 55' 19"E

LINE DATA TABLE		
-	LENGTH	BEARING
L85	6.91'	N82° 42' 59"W
L86	80.00'	N7° 17' 01"E
L87	27.45'	S82° 42' 59"E
L88	311.25'	N18° 50' 02"E
L89	80.00'	S71° 09' 58"E
L90	351.38'	S18° 50' 02"W
L91	425.54'	S18° 55' 19"W
L92	37.65'	N25° 28' 14"E
L93	89.83'	N24° 22' 27"E
L94	38.66'	N21° 04' 40"E

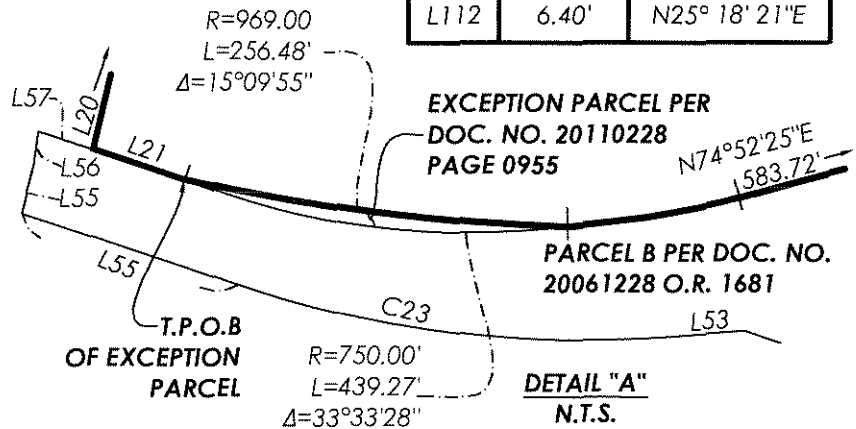
LINE DATA TABLE		
-	LENGTH	BEARING
L95	46.20'	N33° 04' 57"E
L96	205.14'	S61° 25' 45"E
L97	142.49'	S57° 02' 03"E
L98	96.56'	S44° 54' 53"E
L99	170.07'	S37° 58' 39"E
L100	170.56'	N6° 37' 42"W
L101	161.22'	S87° 21' 36"E
L102	63.16'	S66° 05' 00"E
L103	26.76'	S0° 24' 58"E
L104	117.93'	N88° 39' 52"W

LINE DATA TABLE		
-	LENGTH	BEARING
L105	64.11'	N71° 58' 35"W
L106	114.06'	N1° 20' 08"E
L107	124.84'	N88° 39' 52"W
L108	18.91'	N46° 59' 22"E
L109	122.92'	S72° 22' 30"W
L110	80.00'	S71° 35' 10"E
L111	6.94'	N57° 22' 51"E
L112	6.40'	N25° 18' 21"E

LINE DATA SHEET

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Railyards Projects
Soil & Groundwater Management Plan

Sacramento Railyards

Sacramento, California

December 2015

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Exhibits:

Exhibit A:	Master Development
Exhibit B:	Certified Area
Exhibit C:	Non-Certified Area
Exhibit D:	Railyards Soil Study Areas
Exhibit E:	Current Railyards Remedial Goals for Each Major Study Area

1.0 Introduction

1.1 Plan Purpose

This “*Railyards Projects Soil & Ground Water Management Plan*” (“Plan”) has been prepared for use with each development project (“Project”) constructed within the Downtown Sacramento Railyards, referred to as the “Master Development”, which involve the handling of Development Soil and Development Groundwater (as such terms are hereinafter defined) and certain other matters described herein to ensure compliance with regulatory requirements and other obligations set forth in this Plan. Specific provision of this Plan apply to (i) the portion of the Master Development described in the LAND USE COVENANT AND AGREEMENT, ENVIRONMENTAL RESTRICTIONS, COUNTY OF SACRAMENTO, PORTIONS OF APNS 002-0010-049, 002-0010-052, 002-0010-056 AND 002-0010-058, SPECIFIED STUDY AREAS WITHIN THE SACRAMENTO RAILYARDS, SACRAMENTO, SACRAMENTO COUNTY, recorded in the Official Records of Sacramento County in Book _____, at Page___ (“LUC” and the real property described therein is the “Certified Area”), and (ii) the remainder of the Master Development (“Non-Certified Area”). The Master Development is described in [Exhibit A](#), the Certified Area is described in [Exhibit B](#), and the Non-Certified Area is described in [Exhibit C](#), each of which is attached hereto. The Soil Study Areas within the Master Development are shown on [Exhibit D](#).

This Plan’s purpose is to describe required management, handling, and procedures associated with encountered soil, groundwater, and general waste streams with the potential to require special handling.

This Plan is based on existing regulatory order(s), including the 1988 Enforceable Agreement with Southern Pacific Transportation Company (SPTCo), the predecessor of Union Pacific Railroad Company (“UPRR”) (the responsible party); along with relevant approvals, practices, and procedures that have been established during the cumulative regulatory process and working experience at the Master Development, and as set forth and implemented in several project-specific soil and groundwater management plans that have thus far been approved by the Department of Toxic Substances Control (“DTSC”) and implemented at the Master Development.

This Plan has been prepared by Downtown Railyard Venture, LLC, a Delaware limited liability company (“DRV”), the owner of the Master Development. DRV intends to assign its rights under this Plan to an association formed under a Master Declaration of Covenants, Conditions and Restrictions and Reservation of Easements for Sacramento Railyards and, upon such assignment, the association shall have all the rights of DRV hereunder.

1.2 Project Construction Area and Plan Applicability

This Plan is applicable to all Projects within the Master Development and relates to (i) soils moved, handled, disturbed and/or excavated by or on behalf of a Project Proponent (as hereinafter defined) in anticipation of or during the course of a Project (“Development Soils”), (ii) groundwater encountered by or on behalf of a Project Proponent during the course of a Project that requires pumping for excavation activities (“Development Groundwater”), and (iii) the imposition of and the required satisfaction of other obligations set forth in this Plan.

Projects may be constructed on any single parcel, a combination of parcels, or areas

designated for open space and roadways, irrespective of the ownership of the various land components of a given Project; and may be constructed on land that crosses different ownerships, roads, and open space within the Master Development.

Implementation of this Plan for Projects that cross multiple parcels with different Parcel Owners are subject to (i) the prior approval of DRV, and (ii) the entering into of all required and relevant ownership agreements by the affected Property Owners for such Project.

This Plan applies to all current and future Property Owners, their respective successors and assigns, and each of respective operators, tenants, contractors and sub-contractors performing construction activities as part of a Project.

1.3 Regulatory Framework

DTSC has been formally designated as the lead regulatory agency for the Master Development. As the lead agency, DTSC coordinates on Projects involving the handling of Development Soil and/or Development Groundwater aspects that relate to protection of human health and the environment, in consultation with other regulatory agencies as needed. DTSC primarily oversees and regulates all remediation work conducted by UPRR, which is under separate approved plans in accordance with DTSC's approval process.

Projects may be within one or more defined soil and groundwater remediation study areas ("Study Areas") that are subject to DTSC's 1988 enforceable agreement with UPRR. Such Study Areas may be under partial or total cleanup requirements that are being performed by UPRR separate and distinct from Projects. Unless otherwise indicated, soils within the Certified Area have been certified by DTSC as having met their respective RGs (as hereinafter defined) requirements.

The Study Areas within the Master Development are shown on Exhibit D and are: the Sacramento Station; the Central Shops and South Plume; the Central Corridor; the Northern Shops; the Lagoon; the Lagoon Groundwater; Car Shop Nine; the Northwest Corner; and the Manufactured Gas Plant (the Certified Area does not include all such Study Areas).

Remedial Goals ("RGs") for the Master Development have been selected by DTSC for each of the Study Area. These RGs, shown on Exhibit E, were/are established by DTSC to be the more protective value of either construction workers or groundwater exposure, taking into account inhalation of volatile constituents of concern released from groundwater into ambient air, trench air, and indoor air. Additionally, a set of remedial goals for groundwater were also selected to restore the groundwater to beneficial use – the groundwater quality Remedial Goals. RGs for the first encountered groundwater (the upper Sand Zone) are the more stringent of the health based goals or groundwater quality goals for a given constituent

The underlying assumption for this Plan for Development Soil handling purposes is that soil within the Certified Area has been certified, unless indicated otherwise. It is also assumed that historic and previously-identified contaminations within the Certified Area (Historic Contamination, also referred to as contamination) above RG levels has been remediated or placed under engineering or institutional controls approved by DTSC to meet the established cleanup goals.

This Plan describes development management activities for Development Soil and Development Groundwater consistent with DTSC directives for on-site management and testing for certified areas before appropriate final disposition is determined. In addition, this Plan

describes testing, management, treatment, and disposition activities that will be implemented in the event that Development Soil and Development Groundwater is determined to be above applicable RGs.

Existing approvals and standard operating procedures developed for Non-Certified Areas or inaccessible areas within the Master Development are described in Section 5. DTSC will be informed and consulted when work in these areas occurs.

1.4 Parties Implementing this Plan

The following constitute the general parties that are anticipated to implement this Plan:

- **Project Proponent:** The Project Proponent is defined as the entity that is primarily responsible for the construction of a given project. The Project Proponent will be responsible for obtaining all approvals and permits, encroachment permits, enter into agreements with owners as needed, obtain project approvals, execute all hazardous and non-hazardous waste manifests; file the storm water Notice of Intent, and oversee the implementation of the Project's SWPPP. The Project Proponent will obtain Property Owner(s) approvals on all items related to agreements governed between the parties (Property Owners and Project Proponent).
- **Construction Manager:** Working under the direction of the Project Proponent, the Construction Manager ("CM") will oversee the implementation of the Plan and ensure the compliance of General Contractors and sub-contractors. The Project Proponent may act as the Construction Manager.
- **General Contractor:** A Project's General Contractor will implement this Plan under the oversight of the CM, and in accordance with applicable rules and regulations, including agreements with owner(s).
- **Environmental Oversight Project Manager:** The Environmental Oversight Project Manager ("EOPM") will oversee activities related to the implementation of this Plan, and will coordinate with owners and regulators, as necessary. The EOPM may be part of the Project Proponent of the CM teams.
- **Regulatory Oversight:** The DTSC is the lead regulatory agency overseeing all aspects of Plan's implementation. Regional Water Quality Control Board, Central Valley Region ("RWQCB") coordinates and assists with the oversight of the site in areas where DTSC seeks support or areas that are under the direct jurisdiction of RWQCB.
- **Property Owner:** Public or private entity(ies) that own of all or portions of the property (including roadways and open space) within the Master Development where a Project(s) is to be constructed.

1.5 Plan Implementation, Amendments and Approvals

This Plan has been prepared in accordance with regulatory approvals and relevant agreements in compliance with engineering and institutional requirements of the LUC for the Certified Area.

The Property Owner and its Project Proponent for a given Project is responsible for implementing this Plan in accordance with the LUCs (applicable to the Certified Area), all applicable approvals and relevant laws and regulations, this Plan and the Approved Project Addendum (as hereinafter defined).

Should the need for amendments to this Plan arise with regard to a specific Project(s), such amendments shall be made with the written approval of DRV, the Property Owner, and DTSC prior to implementation. Any other amendment to this Plan shall be effective only following the approval of DTSC and DRV.

The following are examples of when DTSC's written approval is required:

- o If there is an amendment to the Plan.
- o If soil will be exported outside the boundary of the Master Development for any purpose other than disposal at regulated facilities.
- o If additional time is needed beyond 30 days to sample Suspect or Impacted Soil stockpiles.
- o If a Project is in a Non-Certified Area.
- o If monitoring and extraction wells conflict with a proposed Project; and if they need to be removed, modified, abandoned, and/or relocated.
- o If groundwater needs to be extracted, treated or discharged.

The following are examples of when DTSC will be notified:

- o If roads need closure for soil transportation.
- o If well caps are disturbed.
- o If significant impacts are discovered, such as discovery of underground storage tanks.

1.6 Project Specific Details

At the inception of any given Project, the Project Proponent will submit to DRV and the various Property Owners whose property will be accessed or impacted, an addendum to this Plan to provide sufficient project details and describe project specific implementation tasks. No work on the Project shall occur until such addendum is approved by such receiving parties (such approved addendum is referred to as the "Approved Project Addendum"). The addendum shall at least include the following (to the extent applicable) and any other information required by this Plan or otherwise requested by the approving parties:

1. Brief project description
2. Project area(s), owner(s), and proponent(s)
3. Project main stakeholders, including public funding agencies, if any
4. Identify the Environmental Oversight Project Manager, Construction Manager, and General Contractor
5. Impacted or restricted areas or properties
6. Construction plans, including earth work handling and Land Use Plans

7. Encroachments, transportation and access routes, laydown areas, project management and support areas, off-site soil and material/waste removal and disposal, soil and material import protocols, and any similar such construction-required plans to be implemented
8. Groundwater control and dewatering plans, if any
9. Plans for wells and above ground or subsurface remediation system relocation and replacement, if any
10. Plans for removal of existing hardscape, especially but not limited to areas where remediation has not occurred, if any
11. Hazardous waste on-site and off-site handling and disposal plans
12. Storm Water Pollution Prevention Plan
13. Health and Safety Plan(s)
14. Transportation and debris handling and removal plan(s)
15. Archaeology oversight and review plan

2.0 Plan Environmental Context

This is a general plan for development construction activities within the Certified Area, and is based on the existing cumulative regulatory approvals that have been developed and approved by the DTSC.

As previously indicated, this Plan identifies a wide range of activities to address various development construction tasks that may be encountered during the development of a Project. These tasks include, but are not limited to, soil excavation and stockpiles, soil transportation, health and safety, asbestos handling and mitigation, groundwater handling, debris handling, well abandonment or adjustment, and general site requirements, among others.

2.1 Project Remedial Goals

In the event RGs are changed by DTSC, all such modified RGs will be applicable and will replace any earlier RGs. The Plan is subject only to the final RGs approved by DTSC at the time of Project implementation.

As a general rule, DRV requires that all construction workers and support staff directly handling soil and groundwater shall be OSHA 40-Hour HAZWOPER trained, Level D criteria, which generally requires personal protective equipment: hard hat, gloves, boots, reflective vest, eye shield (glasses), ear protection, and disposable dust mask as needed (this is not a DTSC requirement). Additional protective measures, such as Level C, are not expected to be used and are not required, unless new unforeseen conditions are encountered that would require such additional protective measures.

The Project Proponent will also require that its Project(s) must proceed in accordance with the mitigation measures set forth in the relevant California Environmental Quality Act (CEQA) and the National Environmental Policy Act (NEPA) documents completed for the Master Development and/or specific additional project-related environmental approvals, if and where applicable. All Projects are required to implement applicable regulations regulating storm water control and project drainage under the City's National Pollutant Discharge Elimination System (NPDES) permit that applies to the subject site and is regulated by the RWQCB. This Plan does not address compliance with those additional regulatory requirements, and anticipates that proper implementation and adherence to such requirements will be observed. Discharge may be regulated by any or all of the following: the City of Sacramento, Sacramento Regional County Sanitation District, and RWQCB.

As a general rule, soils in certified areas may be utilized for further construction purposes within the same legal parcel. Above-RG soils, if encountered, would be handled in accordance with the measures set forth in this Plan for Impacted Soils.

Development Groundwater extracted during the course of for construction control will be tested. Development Groundwater that meets discharge requirements will be discharged into the sanitary sewer under the proper permitting requirements. Development Groundwater that exceeds discharge requirements will be treated in accordance with the applicable permits prior to discharge into the sanitary sewer.

In all events, were Impacted Soil and Development Groundwater that are above-RGs are encountered, the Property Owner and DRV will be notified immediately and work shall stop in the impacted area. All reasonable efforts will be made to relocate work to other areas, where possible, to allow for determination of responsibility of removal, before such removal occurs.

Contractors shall not remove or handle Impacted Soil or Development Groundwater that exceed RGs unless directed by the Project Proponent following consultation and direction from the Property Owner(s) and DRV. Other parties may have the responsibility to handle, remove and dispose of Impacted Soil and Development Groundwater that exceed RGs found to be impacted with historic contamination.

2.2 Site Constituents of Concern

Subject to the completed remediation processes performed by UPRR, past Constituents of Concern included heavy metals, volatile organic compounds (VOCs), semi-volatile organic compounds (SVOCs), and total petroleum hydrocarbons (TPH). Both friable and non-friable asbestos-containing materials (ACM) were also encountered in fill soils, transit pipes, and industrial waste buried on-site.

3.0 Development Soil Handling

3.1 Rationale for Development Soil Management

As a general rule, soils at the Certified Area have been certified by DTSC to have met relevant RGs, unless indicated otherwise. Nonetheless, the procedures in this Plan apply to any Development Soil and Development Groundwater encountered within the Certified Area, regardless of the certification status or remedy implementation.

All Development Soil that are below RGs may be either returned to the same excavation from which it was excavated or relocated to another area of the Master Development for which the same cleanup levels apply subject to the prior written approval of DRV. No soil above RGs should be returned to an excavation. Above RG soil should be properly characterized and handled, as described in later sections of this Plan.

In cases where Development Soil are relocated to areas owned by different Property Owners from the Project Proponent or area of property where material was originated, agreements with all affected Property Owners must be achieved, DRV shall have approved of such movement, and soil sampling protocol to establish soil conditions may be required as necessary as determined by DRV. The sampling protocol will be in accordance with the procedure set forth in this Plan, the intent of which is to ensure, where necessary, that soils transported meet owners agreements, the requirement of DRV, and the respective the RGs for the receiving Study Area as well as the originating Study Area.

Soils shall not be exported to any other sites outside the Master Development boundary for any purpose other than disposal at regulated facilities, unless prior approval from DTSC, DRV and the Property Owner is secured. Subject to the above movement limitations, for the purpose of transportation within the Master Development, properties owned by separate Property Owners are considered a single unit subject to the Master Development overall approvals.

3.2 Site Soils and Area Use Classification

Development Soil will be classified into 3 general categories:

1. **Non-Impacted Soils:** These soils represent the general rule. All soils at the Certified Area are considered Non-Impacted Soils unless proven otherwise. These soils are excavated from certified areas.
2. **Suspect Soils:** Soils excavated from certified areas with apparent indications (through the presence of discoloration, odors, PID, suspect material and debris, or similar indicators) that RGs may be exceeded as evident from site experience and observations of the EOPM or qualified designated personnel.
3. **Impacted Soils:** Suspect Soils which exceed RGs as determined by laboratory analytical results or which are expected to exceed those RGs as evidenced by excessive discoloration, presence of ACM, notable distinctive odors, sheen, or free product, as determined by the EOPM or qualified designated personnel.

The Development Soil handling methodology has been planned to follow a methodical execution that maintains adherence to the approved regulatory framework while simultaneously allowing General Contractors sufficient ability and clear process to implement its construction activities. In order to achieve this goal, a Project Proponent for a given Project must

establish areas for laydown, access, construction, and support purposes as necessary for the Project given the specific Project details and scope.

Prior to starting work, as part of the Approved Project Addendum, a Project Proponent must reach written agreement(s) with DRV on all necessary encroachments, access, staging, laydown, work, handling, management and support areas.

These areas can be modified from Project to the next as the need arise, with the approval of the relevant parties.

- 1 Construction and transportation access roads: These roads are to be within the Master Development to be used strictly for access and transportation purposes. Use of these roads does not require implementation of DOT regulations on public roads. This use includes crossing public roads within the Master Development, including 7th Street and other recently constructed roads, for the purpose of connecting between two or more parcels.
- 2 Standard wash and decontamination areas: Locations that are established to inspect and clean trucks, vehicles, and other heavy equipment prior to departing from impacted areas to non-impacted areas or from on-site to off-site areas. As a general rule, no vehicle is permitted to cause the generation of debris outside the Master Development or on-roads within the Master Development. Such responsibility is strictly the General Contractor's responsibility.
- 3 Access to public roads: Access points to public roads should be identified and used for general construction purposes. Should the need arise for the transport of regulated material or waste on public roads, the relevant regulations governing the transport of hazardous material, found at Title 49 of the Code of Federal Regulations, will be followed, except for cases where public roads are used for crossing from one development area to another. In situations where direct or diagonal crossing is needed, DOT regulations will not be required or implemented. Public roads may be temporarily closed for public use in the event transportation of impacted material is necessary along the entire length of the closed road. In this case, DOT regulations will not be required during the period of closure. DTSC, DRV and relevant property owners shall be informed of this use and closure prior to implementation and approval shall be granted prior to such implementation.
- 4 Concrete/asphalt processing: Areas designated for appropriate concrete and asphalt processing, to be reused by a given Project as needed.
- 5 Permanent soil staging: These are holding areas where Non-Impact Soils for reuse at the Master Development in excess of the Project's need will be held for subsequent use by other Projects.
- 6 Construction route requiring stabilization with crushed rock: These are construction areas that may be needed by a given project requiring some road stabilization to enable use.
- 7 General staging: This will be the overall staging areas for a given Project, where staging of construction material and equipment will occur.
- 8 Groundwater treatment access: This area is to be designated should the need arise for groundwater treatment, if needed.

- 9 Groundwater treatment facility: Where needed, a temporary treatment facility may be used for the treatment and discharge of Development Groundwater. A groundwater extraction and treatment plan for Development Groundwater must be approved by DRV, DTSC and RWQCB prior to implementation.
- 10 Groundwater treatment staging: This is an area that may be used for staging any needed vessels, filters, tanks and equipment/material required for groundwater treatment and control.
- 11 Soil treatment: This area is to be used for the staging of Impacted Soils; treatment, testing, and further characterization; and staging for Impacted Soils scheduled for off-site hauling by truck or rail.
- 12 Soil staging: This area is to be designated for storage of Non-Impacted Soils to be placed back into the respective Project.
- 13 Suspect Soil staging: This area is to be designated for the holding of Suspect Soil.
- 14 Trailer area: Areas to be used for housing all construction trailers, parking for construction crews and management staff, as well as staging of small support equipment, such as generators, portable bathrooms, and similar facilities.

3.3 Contractor's Excavation and Handling Approach

Prior to the commencement of work on any Project, as part of the Approved Project Addendum, the Contractor will submit to DRV and the various property owners whose property will be accessed or impacted, a plan that identifies all needed elements. These elements include all soil excavations, soil and material hauling and transportation, groundwater extraction and health and safety controls, among other Project requirements. This plan shall be prepared by the General Contractor in accordance with the conditions set forth in this Plan.

3.4 Project-Specific General Handling Conditions

Along with the Contractor's plan, Project-specific general handling procedures for handling various types of potential material that could be encountered should be prepared. These types of materials include vegetation, metal and wood scrap, asphalt deposits, and bricks.

As a general rule, the following will be implemented:

- 1 No material, soil, waste, water, debris, equipment of any kind will be transported or placed onto properties owned by others, without written approval by said other property owner and DRV.
- 2 All categories of Development Soils, waste and material generated by a given owner shall be retained on such owner's property only. If an owner is not DRV, such soils, waste and material may be transported onto DRV owned property in designated areas approved in writing by DRV and only following written encroachment and use agreements with DRV. No soil, waste or material shall be placed onto or passed through any DRV owned property by other owners, either in a temporary or permanent state, without a written approval and encroachment agreement with DRV.

- 3 All hazardous and non-hazardous waste manifests of soils generated will be signed by the Project Proponent.
- 4 Impacted Soils for the area from which they were excavated may be placed in a designated area within the Property Owner's property where they were generated. Subject to the prior approval of DRV, these soils may be relocated to other study areas with RGs that such soils do not exceed, provided there is sufficient analytical data to demonstrate that the soil is below all RGs of the receiving study area, or may be treated at designated areas to meet such goals, where possible. These soils may be transported off-site for disposal in accordance with applicable regulations should they fail to meet RGs for their source or destination areas.
- 5 Implementation of the Project's storm water pollution protection plans and preparation and submittal of the associated reporting requirements (e.g., Notice of Intent, Annual Reports, Notice of Termination) will be the responsibility of the Project Proponent.
- 6 The locations of the completed excavations, soils and material placed and generated stockpiles will be quantitatively determined using surveying appropriate methods, if and where required by Property Owners and Project contract documents.
- 7 In the area where Suspect Soil, Impacted Soil and any other impacted materials were held, the final clearance of the surveyed volume will include additional scraping of at least 3 inches of soils below originally surveyed grade. As such, surfaces in these areas will be prepared, graded and surveyed for original grade elevations prior to depositing any soils.
- 8 Where and if needed, a protective cover, such as plastic sheeting, will be used prior to stockpiling and handling soils. Plastic sheeting may be needed to protect original ground from newly deposited Impacted Soils or for purposes of complying with the requirement of the Project's storm water pollution prevention plan, as necessary. Specifically, 20 mil HDPE plastic sheeting and runoff berms will be used if soil moisture is such that free liquid is released from Impacted Soils. Refer to Section 4.1 for the handling and management of stockpiled soils to prevent migration of contaminants.
- 9 Fugitive dust emissions shall be controlled in accordance with applicable regulations, and shall be maintained at acceptable levels per the project-specific health and safety plan and existing regulations using water or other appropriate surface treatment.
- 10 Based on the history of industrial activity at the Master Development, workers may encounter significant debris, industrial deposits, and foundation remnants in fill soils. Debris may consist of scrap metal associated with the railroad industry, concrete fragments and foundation pieces, rock fragments such as granite of various sizes, and wood debris. Brick and asbestos containing material (ACM) may also be encountered. ACM-free debris does not pose an unacceptable risk to construction workers. Bricks on their own are not a cause of concern, unless coupled with other factors with known impacts. In some areas in the past, brick and ACM have been associated with foundry waste that generated Impacted Soils that have required remediation. In the event bricks or ACM are encountered, the EOPM must be notified. The EOPM will assess if the need for additional assessment is required, will determine the need for material handling procedures and, as appropriate, direct brick and/or ACM to be placed in a secure storage area, as described hereafter. All impacted brick material and asbestos waste will be isolated and disposed of at a regulated facility in accordance with applicable regulations. Such material will be properly secured, tested and handled at a designated area.

4.0 Development Soil Management Protocol

4.1 Holding Areas

During development construction activities at a Project, workers may encounter Development Soil that have significant and distinctive visual or odor indications of being Suspect Soils that may exceed RGs for the study area from which they were generated. Such Development Soil may fall under the categories of Suspect Soils and/or Impacted Soils. The EOPM must be immediately notified if such conditions are encountered.

Each Project, depending on specifics, will establish holding areas for known Impacted Soils and for Suspect Soils. The location, access, and maintenance of these areas are to be agreed upon among DRV, Property Owners and/or Projects Proponents. The area where Impacted Soils is to be held shall be designated as an exclusion zone and will be limited in access to authorized personnel only. In the event that Suspect Soils are encountered, upon direction from the EOPM, they must be transported to their respective holding areas pending final determination and disposition.

The specific size, location and construction details of these areas will be determined in coordination with the scheduled General Contractor, DRV and the relevant Property Owners based on the location and timing of active construction activities. Agreements with DRV and Property Owners are required for any use and placement of soils in these areas.

The holding areas will be designed to receive Suspect Soil from transport vehicles as determined by the General Contractor and agreed to by DRV, the landowners and Project Proponent(s). Soils held in the exclusion zone shall be stabilized if needed (e.g., covered with plastic sheeting or sprayed with a quick hardening foam, or equivalent) as soon as practical after being placed within the secure storage area, until it can be demonstrated that the soil meets applicable RGs. Appropriate SWPPP responsibilities will be allocated based on use between projects. The holding areas will be clearly marked and staked.

Suspect Soils held in their respective holding areas are intended to remain for a brief period of time, and shall be stabilized only if needed in compliance with dust control and SWPPP measures. This action is intended to limit release of wind-blown dust from the stockpiles during the holding period. All soils placed within the holding areas pending disposition shall be segregated in a manner that avoids commingling of different constituents.

Within the holding area, Suspect Soil will be sampled under the direction of the EOPM in accordance with soil profiling procedures established in this Plan. If Suspect Soils within their respective soil staging area are characterized as containing Constituents of Concern above RGs, these soils will be moved to the area where Impacted Soils are held, and will be placed on plastic sheeting as appropriate, as soon as possible.

The respective exclusion zones for a given Project will be restricted to authorized personnel only with 40-hour HAZWOPER training for workers and the needed training for managers. If ACM is present, ACM regulations pertaining to certification and training of workers shall be implemented. The EOPM shall be responsible for coordinating removal and/or treatment of soil stockpiled in the holding area that contains constituents in excess of RGs and that requires handling, disposal and/or treatment.

4.2 Development Soil Stockpile Types

This section includes the defining characteristics of generated stockpiles for Non-Impacted Soils, Suspect Soils and Impacted Soils and the respective handling and management procedures to be followed.

All generated dynamic stockpiles for the various categories of encountered soils (Non-Impacted, Suspect and Impacted) are temporary. Final stockpiles are only Non-Impacted Soils, and are held for long-term re-use on-site.

Suspect Soils stockpiles that have been generated will be evaluated or characterized as soon as practicable to facilitate construction expediency and appropriate management, but no later than thirty (30) days after stockpile formation unless the stockpile is moisture conditioned and fully wrapped in plastic sheeting, or an approval for a longer duration has been granted by the Project Proponent. After a Suspect Soils or Impacted Soils stockpile has been characterized, it will be handled according to its classification and applicable regulations.

The volume and placement of individual stockpiles will depend on its category.

- Non-Impacted Soils stockpiles: No sampling will be required for these Non-Impacted stockpiles if they remain on Project Proponent property and are returned to their initiating excavation. These may be up to approximately 5,000 cubic yards in volume, and may be initially placed in their appropriate areas as agreed upon by the General Contractor, Project Proponents and Property Owners. These stockpiles will be constructed to allow for visual inspection. Once a stockpile reaches a volume of 5,000 cubic yards, a second stockpile may be started adjoining to it to allow for any needed management on the first (if any) while the second is being constructed. As the second stockpile is constructed, the first will be reshaped and surveyed to allow the placement of another lift of up to 5,000 cubic yard on top of the existing soils. The process is continued until mass excavation is finalized for a given phase. If these Non-Impacted Soils stockpiles are relocated to be used for another purpose in different areas, owned by a different Property Owner or with more restrictive RGs, these Non-Impacted Soils stockpiles will be sampled for the relevant Constituents of Concern using 1 discrete sample per 500 cubic yards. In all cases, soil stockpiles will be surveyed and tracked to establish record of generation, handling, deposition and destination.
- Suspect Soils and Impacted Soil will be moved to the areas designated for Suspect Soils and Impacted Soil stockpiling, respectively.
- Suspect or Impacted Soils stockpiles will be located in their respective area in volumes not exceeding 500 cubic yard piles, as needed and as space allows, and will be identified by the excavation that the soil originated from. Soils that potentially have the same Constituents of Concern as determined by laboratory analytical results will be combined to form the same stockpiles. Suspect Soils stockpiles that are found to be Impacted Soil will be moved to areas designated for Impacted Soils upon characterization and profiling, and will remain pending their final disposition. These stockpiles will be sampled with 2 discrete samples to be analyzed for the subject Constituents of Concern for every 500 cubic yard, as needed. As previously indicated, these stockpiles will be sampled and characterized as soon as possible, but no later than thirty (30) days from formation unless the stockpiles are moisture conditioned and fully wrapped in plastic sheeting, or if additional time is approved by DTSC and Property Owner.

4.3 Stockpile Profiling

Suspect and Impacted Soils stockpiles will be profiled by collecting appropriate samples as previously discussed. These stockpiles will remain until the soil reaches its final disposition.

Non-Impacted Soils may be used as fill within the Master Development, so long as it meets the RGs for its respective area of use, and agreements between DRV and the relevant parties exist for such use.

Other than customary use of Non-Impacted Soils within the Certified Area, additional scenarios that may generate stockpiles of Non-Impacted Soils include the following:

- The characterization of a Suspect Soils stockpile indicates that no Constituents of Concern are present above the RGs for the area of intended reuse and such soil shall thereafter be deemed Non-Impacted Soil and handled in accordance with this Plan.
- The characterization of a treated stockpile of soil indicates that the Constituents of Concern in the soil have been remediated to below the RGs for the area of intended reuse and such soil shall thereafter be deemed Non-Impacted Soil and handled in accordance with this Plan.
- Construction-related excavation or grading in a Non-Impacted Soils will generate a stockpile of Non-Impacted Soils below RGs for the area of intended reuse. This could include removal of a Non-Impacted Soils overburden layer to access Impacted Soils and grading for drainage purposes.

All Non-Impacted Soils stockpiles will be labeled with a sign designating it as Non-Impacted Soils in accordance with this Plan. Based upon the criteria established herein, no Impacted Soils for the area of intended reuse or debris (including, but not limited to ACM) will be commingled with Non-Impacted Soils or Suspect Soils stockpiles.

Soils stockpiles may be an accumulation of smaller stockpiles that meet the same RGs. Project Proponents will retain information sufficient to allow it determine which soils (by quantity) originally exceeded the RGs for the area from which they were excavated and which soils (by quantity) met those goals when they were excavated.

4.4 Development Stockpile Management

Fugitive dust emission controls, volatile chemical emission controls, and storm water BMPs will be in place for each stockpile as follows:

- **Fugitive Dust Emission Controls** – During the wet winter months, fugitive dust emissions from stockpiles is not expected to be a concern. During the active construction (dry) season, the General Contractor will implement standard dust control procedures for earthwork construction. These dust control procedures are anticipated to follow all applicable Fugitive Dust regulations. The dust control procedure for stockpiles will at least entail applying water with a sprayer on a water truck, with or without a tackifier additive, to the stockpiles, or an equally protective measure that will meet applicable regulations.
- **Volatile Chemical Emission Controls** – The control of chemical emissions (if any is

encountered) will be dictated by the allowable limits established in the General Contractor-supplied Health and Safety Plan (for worker protection), the Air Monitoring Plan (for protection of the nearby public), or the SMAQMD. Specifically, the SMAQMD requires that the stockpiles be covered with plastic sheeting if the soil contains greater than a set threshold (50 mg/kg, to be updated using most current standard at the time of Project) for total VOCs, which includes total purgeable petroleum hydrocarbons. Pending analytical results, any stockpile that is judged to likely contain VOCs at a concentration above applicable threshold will be covered with plastic sheeting as soon as practicable. If a given soil stockpile is judged unlikely to contain Constituents of Concern above this threshold based on analytical data, field observations, and/or measurements, emission controls will not be required for that stockpile.

- **Storm Water BMPs** – During the wet winter months and any rainy periods of the construction (dry) season, typical construction storm water BMPs will be implemented in the stockpile holding areas and around any impacted or suspected impacted stockpiles, to minimize runoff and erosion of stockpiles as outlined in the Project's SWPPP.

Some of the storm water BMPs may include: (1) placing silt fences and straw bales at the base and around the perimeter of the stockpile; (2) compacting the surface of the stockpile to reduce the amount of loose soil that creates sediment and erosion problems; and (3) covering stockpiles with plastic sheeting. Provisions of the SWPPP stipulate that sediment and COC runoff from the site will not be permitted.

The storm water BMPs for the reuse soil stockpiles will be implemented like a typical Non-Impacted Soils grading project to prevent nuisance associated with storm water and sediment runoff. Given the chemical nature of reuse stockpiles, storm water BMPs to control contamination of storm water runoff due to their presence are unlikely to be necessary.

4.5 Development Stockpile Locations

Stockpile location and placement within the Project area will be specifically determined based on Project-specific needs, and will take into account the following:

- **Proximity to the Property Line** – Stockpiles will be constructed away from property lines to the extent possible, to reduce the potential nuisance to off-site persons and entities from dust, noise, and emissions without significantly restricting construction activities.
- **Proximity to Track 150** – The remaining portion of Track 150, east of 7th Street, as relocated at the time of implementation, has been designated for railcar loading, if and when needed. Therefore, soil that is not eligible for reuse at the Master Development and has been characterized for off-site disposal to a Class I facility and/or soil that requires treatment may, subject to DRV prior approval, be staged along Track 150, east of 7th Street, provided appropriate access and use agreements with DRV, affected property owner(s) and UPRR (limited to the providing of rail service) are secured.
- **Excavation Sequencing** – The locations selected for stockpiles will depend on the planned excavation sequencing, so that stockpiled soil does not interfere with remedial excavations or associated activities.

- **Proximity to Treatment Areas** – Impacted Soil that is characterized as requiring treatment, if any, will be staged close to the applicable treatment area, likely located near Track 150 (pending approved property owner agreements), whenever possible. Excavation sequencing will also impact the locations of treatment areas.
- **Original Grade Distinction** – Before Suspect or Impacted Soils is stockpiled in any given area, the original grade elevations will be appropriately surveyed and will be distinguished with a sheet of plastic such that the original grade may be restored without leaving Impacted Soils or inadvertently over-excavating the area when removing the stockpile. These stockpile areas may also be excavated to a shallow depth of approximately 3 inches below the original grade to ensure that Impacted Soils, if any, has been removed and handled according to the provisions of this Plan.

4.6 Suspect or Impacted Stockpile Tracking & Recordkeeping

The EOPM, or other qualified designated personnel, will oversee the implementation of a reliable tracking and recordkeeping system to efficiently manage each Suspect and Impacted Soil stockpile generated. This is expected to include frequent global positioning system (GPS) surveying and mapping of stockpiles to produce stockpile maps. A stockpile needs to maintain a unique identity throughout the characterization process.

4.6.1 Stockpile Tracking

The types of information associated with each Suspect and Impacted Soil stockpile will include:

- An identification number that links stockpiles with the excavation source;
- The location of the stockpile within the Project utilizing a GPS such that one stockpile is not mistaken for another;
- The date(s) generated;
- Sampling information, if any, including the number of samples collected, the date of sampling, and the analyses requested (information contained in a typical chain-of-custody document); and
- Analytical data, if any, that characterizes the stockpile and facilitates its disposition.

A weatherproof sign will be posted in each stockpile that identifies:

- The stockpile by number;
- The Constituents of Concern expected in the soil, if any;
- The excavation number that was the source of the soil;
- The date the stockpile was sampled, if any; and
- The disposition of the soil once it is characterized.

4.6.2 Stockpile Disposition Decision Making

Before final disposition for a stockpile is determined, the following will be reviewed:

- The source and quantity of the soil (excavation identification), including the study area from which the soil originated;
- The expected Constituents of Concern, if any;
- Whether or not ACM was visually detected in the soil either visually or through appropriate testing;
- The sampling frequency from the stockpile;
- The analytical data from the stockpile; and
- Observations and field screening data from daily reports documenting the initial excavation of the soil.

Throughout work on Projects, a working database and related records of all Suspect and Impacted Soils stockpiles (as well as re-use stockpiles or as required by contract documents or owner agreements) will be maintained. In addition to the working database and records keeping, each stockpile will have a posted sign with the identification and characteristics of the stockpile.

4.7 Control of Storm Water, Erosion, Dust, and Volatile Chemical Emissions

The procedures for controlling storm water runoff, erosion, dust, and emissions must be protective of the environment and human health both on and off site, but must also be practical and implementable. In general, stockpiles will not be covered with plastic sheeting unless it is required to reduce emissions or fugitive dust in accordance with permit requirements and health and safety requirements or as required by this Plan. However, if encountered, stockpiles with high VOCs and/or volatile TPH emissions will be covered as soon as practicable in accordance with applicable requirements.

The control procedures during the dry construction season will be different from those of the wet winter months. The basic requirements for the control procedures at any time of the year will be to:

- Prevent off-site and on-site migration of contaminants through storm water, sediment, or dust;
- Control fugitive dust emissions in accordance with the SMAQMD Fugitive Dust Rule 403, the HSP requirements, local grading ordinance requirements, and other applicable regulations;
- Minimize cross-contamination on site; Control volatile chemical emissions in accordance with SMAQMD requirements and the Health and Safety Plan;
- Perform adequate storm water control and monitoring, as described in the SWPPP, to ensure that inappropriate storm water runoff and run-on does not occur;
- Perform adequate site and perimeter control of fugitive dust emissions and volatile

chemical emissions.

- No construction related activity will be conducted for this Project unless covered under an approved SWPPP for the area where such activity will occur.

5.0 Development Activities in Non-Certified Areas

This Section 5 applies to any Project within the Non-Certified Areas. The following constitutes the general process to address characterization, trenching, and backfilling activities for a Project within Non-Certified Areas, such as Central Shops Study Area and the Excluded Triangle east of Vista Park.

A Project(s) in the Non-Certified Area can only commence after the Project Proponent obtaining written approval from DRV, the Property Owner affected by the Project (s) and DTSC of an Approved Project Addendum, which also address the criteria set forth in this Section 5. In addition to its own internal approval process, DRV's approval may include the gaining of UPRR's approval of the Project due to UPRR's ongoing remediation obligations in such areas which may include adherence to additional processes required. Project Proponents must assume that all soils, including soils at depths deeper than previously remediated or characterized by UPRR, encountered during the course of a Project with in the Non-Certified Area are Suspect Soils, and will be subject to the characterization protocol described below (which shall be addressed in and supplemented by the Approved Project Addendum for such Project):

- 1 Following concrete removal, and prior to excavating soils in the designated areas, one discrete soil sample will be collected per 500 cubic yard of in-situ soils. The samples will be collected at various depths from pits excavated using traditional backhoe equipment. Areas and depths not previously remediated or characterized will be particularly targeted for characterization.
- 2 The samples will be analyzed for the Constituents of Concerns required by the DTSC.
- 3 All soils excavated for test pits will be returned to their respective excavations pending future removal during utility trenching, unless found to exceed RGs.
- 4 Soils exceeding RGs will be marked as impacted, and will be separated from all other soils.
- 5 Impacted Soils will be moved to a designated exclusion area for subsequent handling prior to their final disposition either through on-site treatment and/or off-site disposal, per the Approved Project Addendum.
- 6 Once all sampling results are available, Project Proponents will excavate soils to the lateral extent and depth needed.
- 7 During construction activities, Suspect Soil will be stockpiled separately from the rest of the excavated soils, to be removed subsequently to the holding areas.
- 8 Impacted Soils will be separated as previously noted, and temporarily held in the construction area pending transport to the area designated for impacted soils.
- 9 All remaining excavated soils will be stockpiled in the construction area for additional confirmatory stockpile sampling.
- 10 An adequate number of samples not to be less than 1 discrete per 500 cubic yards will be collected from the excavation spoils removed from a given operation and analyzed for the required Constituents of Concern. Spoils are soils that are being immediately handled and returned to the excavation areas. The actual number of samples shall be increased if warranted by soil conditions, as evaluated by the EOPM.

- 11 Non-Impacted Soil may be reused within the boundaries of the subject Project site as needed.

6.0 Concrete and Asphalt Processing

Concrete and asphalt debris generated during construction may be recycled through on-site or off-site crushing. Debris coated with oil or sludge will be segregated and disposed of at an appropriately regulated facility prior to crushing. Bricks will not be included in the concrete and asphalt crushing, unless agreed to specifically by the Project Proponent, General Contractor, and Property Owner.

On-site crushing will likely utilize a transportable concrete crusher and occur within the area designated as the asphalt and concrete stockpile area. The on-site recycling/processing plant will be operated and permitted by the General Contractor, and will be temporarily located in a designated area agreed upon by the Project Proponent, General Contractor, and Property Owner.

Project Proponent will verify that the General Contractor or the party responsible for operating the transportable concrete crusher is a General Contractor or facility licensed to perform this task. Dust control measures will be implemented for on-site crushing activities in accordance with applicable regulations, including those of SMAQMD. Any exceedance of fugitive dust emissions from crushing activities will result in implementing engineering controls such as water spraying during the crushing. In addition, crushing will be performed in accordance with City of Sacramento noise ordinances and during permitted work times.

The crushed concrete and asphalt will be a potential source of fill material for backfilling excavations, covering haul roads, and miscellaneous fill purposes on site. On-site use of the recycled concrete and asphalt is an environmentally responsible reuse of a valuable fill material. Additionally, by using the crushed material as fill at the site, the transportation of import fill material will be reduced.

In areas where significant discoloration or odors are noted, indicating the presence of hydrocarbon or similar organics at a level potentially exceeding acceptable thresholds, such material will be segregated and placed in the same area as Suspect Soils.

7.0 Wells and Associated Remediation Systems

The Master Development contains an extensive network of ground water monitoring and extraction wells due to the presence of historic contamination. These wells are a part of the ongoing remediation activities by UPRR pursuant to regulatory order(s) and approved plans.

The monitoring and extraction wells are required by DTSC to be protected and preserved and cannot be removed without DTSC concurrence. Further, well installation, protection, and removal are subject to ordinances established by Sacramento County.

However, replacement, adjustment, and relocation of monitoring and extraction wells, vapor probes, and all associated remediation systems that are in conflict with development, are expected to occur. Such work is permitted to occur only following written approval by the Project Proponent, DRV and Property Owner, coordination with UPRR, written approval by DTSC, and appropriate permitting in accordance with all applicable regulations.

DTSC, DRV, Property Owners, and Project Proponents should be notified of any apparent conflicts between intended activities and existing wells as soon as it is known. Any damage to wells or remediation systems is the responsibility of the General Contractor to repair, in accordance with applicable regulations.

7.1 Encounter of Previously Abandoned Monitoring Wells

Throughout the remediation of the Master Development by UPRR, a number of ground water monitoring wells, probes, and similar items have been abandoned. It is expected that, in accordance with County of Sacramento Environmental Management Department (County) requirements, the top five feet at these features was over excavated and a concrete cap was installed at 5 feet below ground surface. If the site activities disturb the well caps, then DTSC should be notified and a replacement cap must be installed a minimum of 2 feet below finish grade in accordance with County requirements.

7.2 Replacement/Relocation of Wells

Any wells intended for abandonment or relocation must have an approved work plan by the DTSC and DRV and all applicable permits, and must occur per all applicable regulations. **No wells or other remediation systems may be altered or affected in any way without the approval of DRV first, and the written approval of UPRR and DTSC. The protection of these systems is the sole responsibility of the relevant Project Proponent.** The location of the relocated wells must be agreed upon with DRV and to the satisfaction of the regulatory agencies and UPRR. Replaced or relocated wells will be located where their impact on future or ongoing construction projects will be minimized, to the greatest extent technically feasible, in coordination with DRV, the landowner, regulators and UPRR. New well locations will be determined and wells will be installed as soon as possible. All remediation systems, including conduits, pumps, power lines, discharge pipes, gauging instruments, and any associated elements used for the satisfaction of regulatory agencies will be maintained and protected. Any system, removed, modified or replaced in part or in full, will only be modified following DRV, DTSC, Project Proponent, Property Owner(s) and UPRR written approval.

8.0 Dewatering Management Plan

Given the proximity of the Master Development to the Sacramento River, it has been established that the groundwater table elevation beneath the Certified Area is determined primarily by Sacramento River stage elevations. Based on historic groundwater elevations and anticipated river stage, some form of groundwater control may be needed for deeper excavations.

Groundwater may not be extracted, treated or discharged in any way without an approved plan submitted to DTSC, RWQCB, Property Owner(s), and Project Proponent. Such written groundwater control plan shall be prepared by the General Contractor and submitted for approval prior to implementation. Contractor has the sole responsibility to estimate volumes, rate, location, and type of groundwater control, as well as securing all needed discharge permits, including City, Regional San, and State permits.

9.0 Health and Safety Guidance

This brief section describes the general health and safety guidance that are to be followed by General Contractor's performing Project construction activities. The General Contractor shall provide a Project- specific Health and Safety Plan to be approved by Project Proponent(s). In general, trained personnel shall assume work in apparently contaminated areas until potential hazards of such areas are appropriately evaluated.

10.0 Reporting

Upon completing all phases of work, Project Proponents will prepare a summary report that will include documentation of all completed activities. Routine reporting, at an agreed upon frequency between Property Owner and Project Proponents, including stockpile tracking, will be issued. Completed reports will be such that they include sufficient details, information, and activities required. At a minimum, the following will be included in the final report:

1. Summary of project scope
2. Summary of project schedule
3. Summary of project team
4. Log of soil and groundwater volumes
5. Relevant surveying and staking information
6. Relevant logs and observations
7. Qualitative and quantitative field observations
8. Laboratory analytical certificates
9. Waste disposal manifests and bills of lading
10. Relevant photographs
11. Regulatory correspondence and agreements
12. Project closeout punch list (specific to soil and groundwater management)
13. Copies of approved submittals
14. Copies of Monthly Reports

Routine reports at an agreed upon frequency will include:

1. Activities completed
2. Soils, material and/or groundwater handled
3. Interim and final disposition
4. Relevant photographs
5. Qualitative and quantitative observations, if any
6. Laboratory analytical results, if any
7. Regulatory correspondence, if any
8. Waste disposal manifests and bills of lading
9. Approved submittals
10. Relevant surveying and staking information

Each report will be issued no later than a specified date to be agreed upon by the parties.

Exhibit A
Master Development

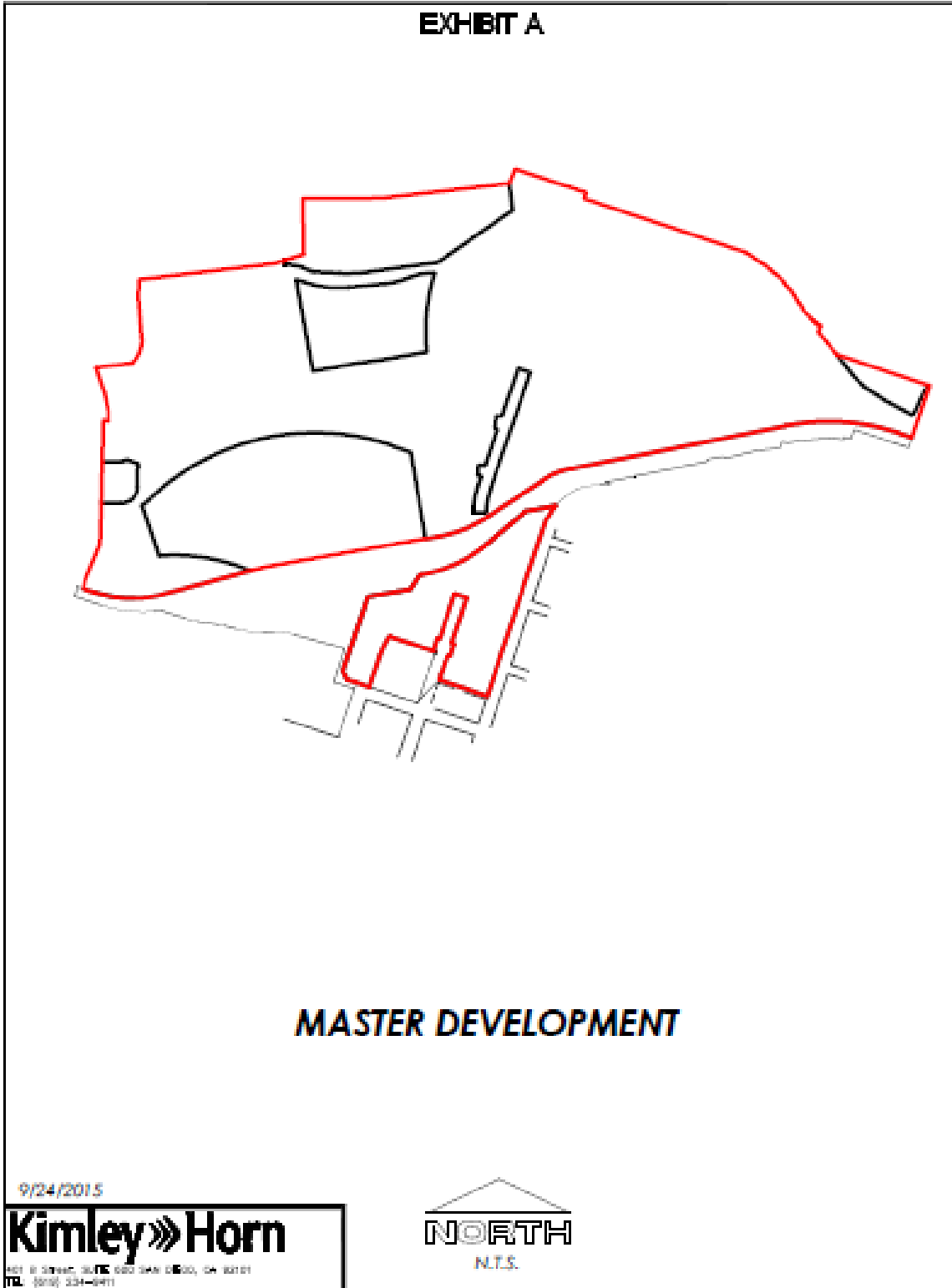


Exhibit B
Certified Area

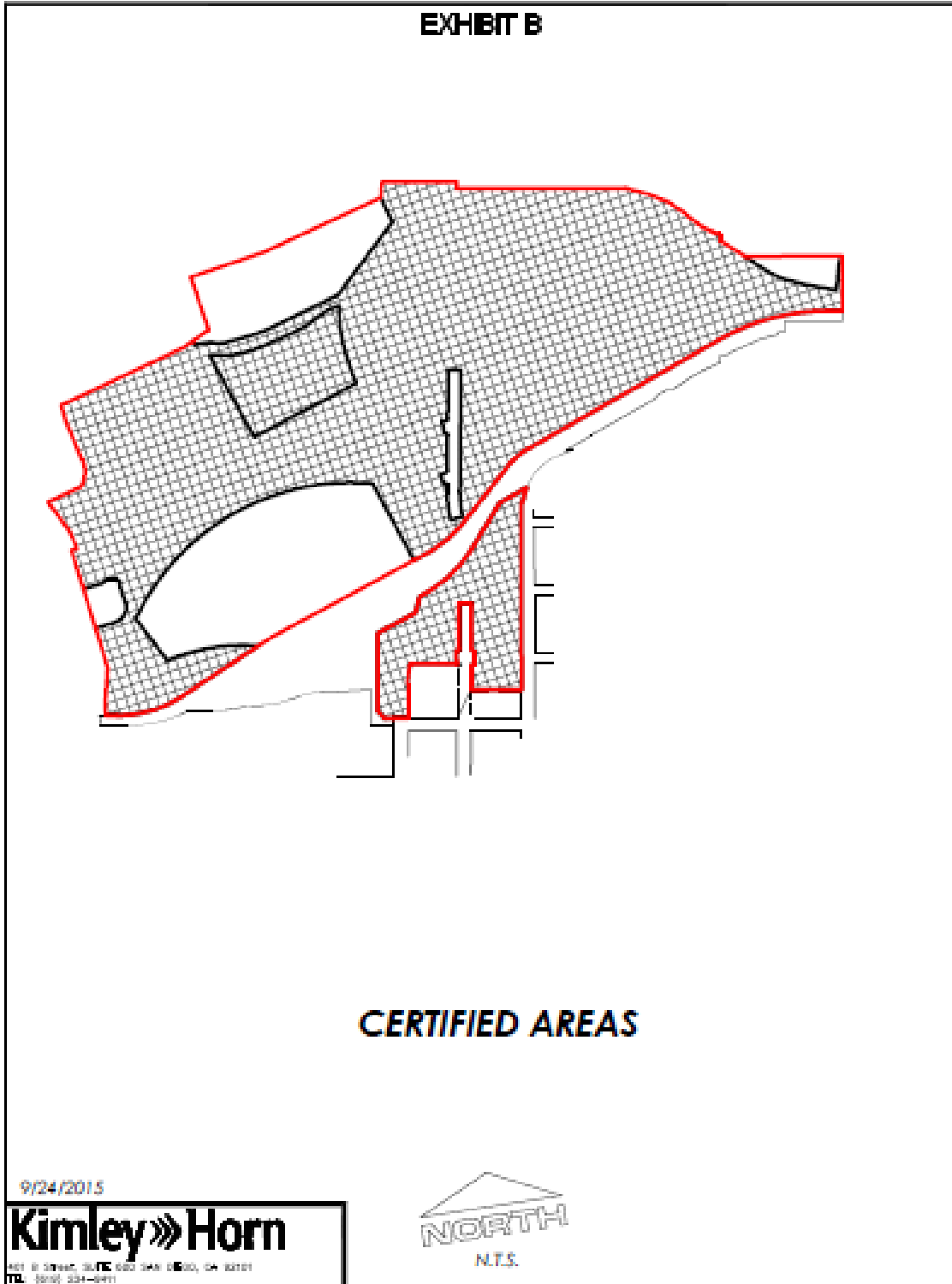


Exhibit C
Non-Certified Area

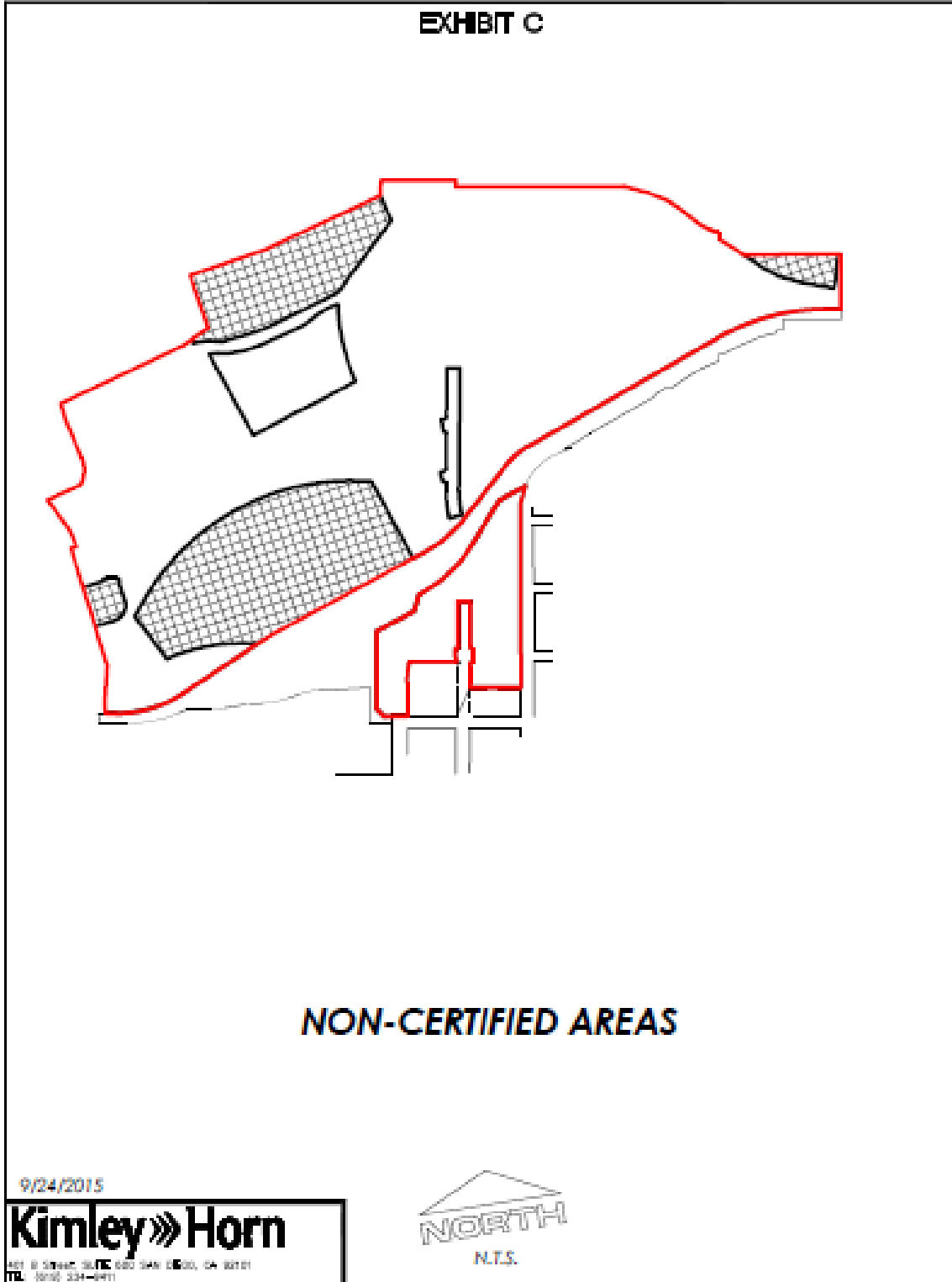


Exhibit D
Railyards Soil Study Areas

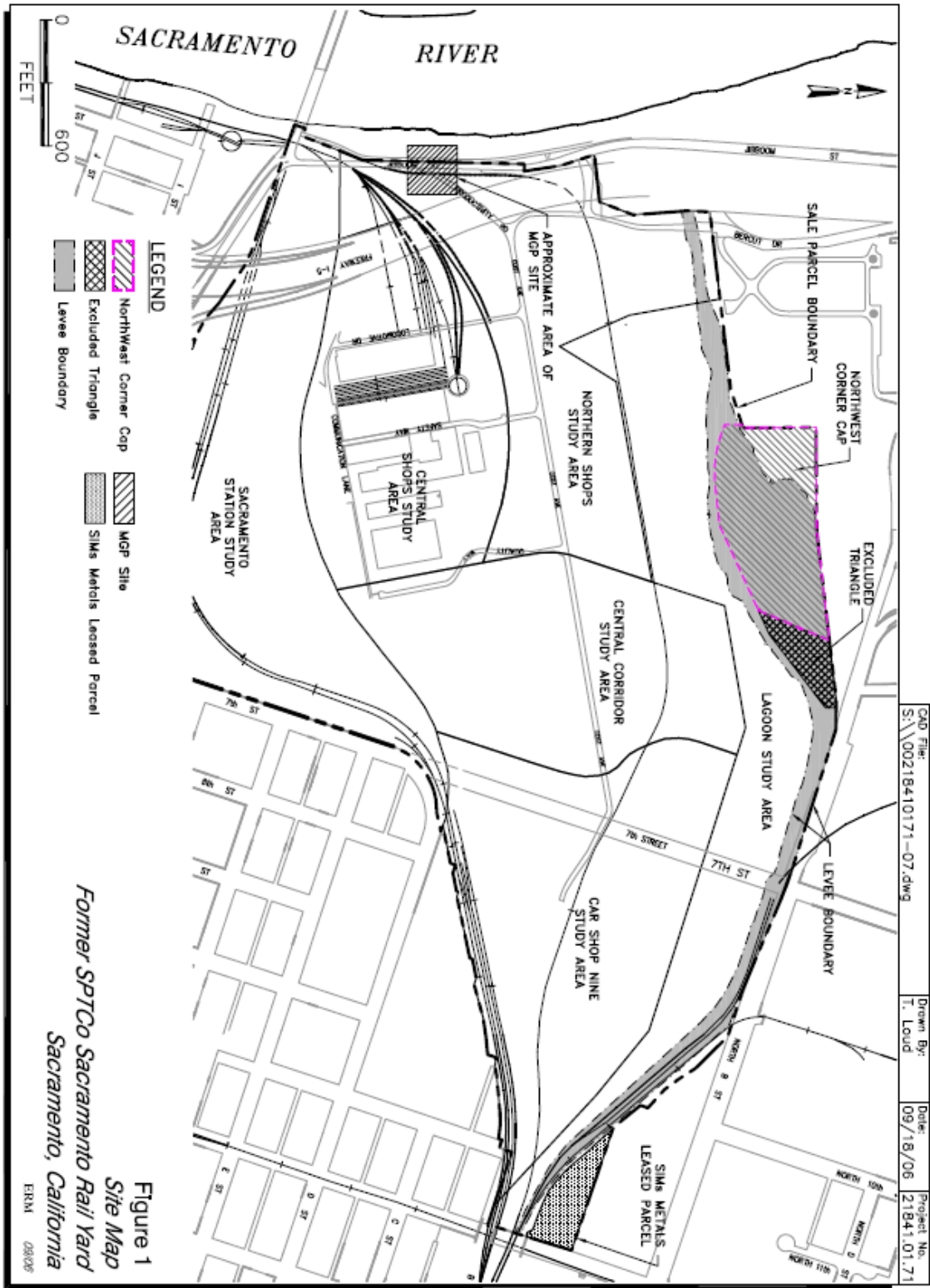


Exhibit E
Current Railyards Remedial Goals for Each Major Study Area
(See table on following pages)

		Soil Study Area					
		Lagoon, Central Corridor, Car Shop Nine, and Sacramento Station Study Area ¹		Northern Shops Soil Study Areas ²	Lagoon Proper Area ³	Lagoon Northwest Corner Study Area ⁴	Central Shops ⁵
Chemical Class	Constituent	Remedial Goal (mg/kg)	Remedial Goal (mg/kg)	Remedial Goal (mg/kg)	Placement Limits (mg/kg)	Groundwater Protection Remedial Goal ⁶ (mg/kg)	DTSC-Approved Remedial Goal ⁷ (mg/kg)
Volatile Organic Compounds							
	1,1,1-Trichloroethane	NE	2.0	2.0	2.0	2.0	2.0
	1,1,2,2-Tetrachloroethane	NE	NE	NE	NE	0.01	0.01
	1,1,2-Trichloroethane	NE	0.0049	0.0049	0.0049	0.030	0.01
	1,1-Dichloroethane	NE	0.05	0.05	0.05	0.05	0.03
	1,1-Dichloroethene	NE	0.06	0.005	0.005	0.06	0.06
	1,2-Dichloroethane	NE	0.005	0.06	0.06	0.005	0.003
	1,2-Dichloroethene (total)	NE	0.06	0.06	0.06	0.06	0.06
	1,2-Dichloropropane	NE	NE	0.06	0.06	0.05	0.003
	1,3-Dichloropropene (cis)	NE	NE	0.1	0.10	0.005	0.001
	1,4-Dioxane	NE	NE	NE	NE	0.03	0.03
	2-Butanone	NE	42	NE	NE	NE	NE
	2-Hexanone	NE	29	0.005	0.005	NE	NE
	4-Methyl-2-pentanone	NE	0.99	NE	NE	NE	NE
	Acetone	NE	7.0	7.0	7	63	63
	Benzene	NE	0.01	0.01	0.01	0.01	0.001
	Bromodichloroethane	NE	NE	NE	NE	0.80	0.003
	Carbon disulfide	NE	7.0	NE	NE	NE	NE
	Carbon tetrachloride	NE	NE	NE	NE	0.005	0.0002
	Chlorobenzene	NE	0.2	7.0	7.0	NE	NE
	Chloroethane	NE	NE	0.2	0.2	0.16	0.01
	Chloromethane	NE	NE	NE	NE	0.03	0.03
	Chloroform	NE	0.011	0.011	0.011	0.7	0.004
	cis-1,2-Dichloroethene	NE	0.06	NE	NE	0.06	0.06
	Dibromochloroethane	NE	NE	0.29	0.29	0.60	0.01
	Ethylbenzene	NE	0.29	NE	NE	0.3	0.02
	Methyl ethyl ketone	NE	NE	0.05	0.05	42.0	42
	Methylene Chloride	NE	0.05	1.0	1.0	0.05	0.03
	Styrene	NE	1.0	0.05	0.05	NE	NE
	Tetrachloroethene	NE	0.05	0.42	0.42	0.05	0.002
	Toluene	NE	0.42	0.05	0.05	0.4	0.40
	trans-1,2-Dichloroethene	NE	0.1	0.005	0.005	0.10	0.10
	trans-1,3-Dichloropropene	NE	0.005	0.17	0.17	0.005	0.001
	Trichloroethene	NE	0.05	42	42	0.05	0.01
	Vinyl chloride	NE	0.005	29	29	0.005	0.0001
	Xylenes	NE	0.17	0.99	0.99	0.2	0.20
Semi-Volatile Organic Compounds							
	1,2-Dichlorobenzene	NE	NE	NE	NE	23	19
	1,3-Dichlorobenzene	NE	NE	NE	NE	1,354	18
	1,4-Dichlorobenzene	NE	NE	NE	NE	11	0.02
	2,4-Dimethylphenol	NE	3,900	NE	3,900	NA	2,200
	2-Methylnaphthalene	NE	46	46	46	142	17
	2-Methylphenol	NE	9800	NE	9,800	NA	5,500
	4-Chloroaniline ¹	NE	NE	NE	NE	NE	NE
	4-Methylphenol	NE	980	980	980	NE	NE
	Acenaphthene	NE	1,161	1,161	1,161	1,161	1,161
	Acenaphthylene	NE	654	654	654	654	654
	Anthracene	NE	17,350	17,350	17,350	17,350	17,350
	Benzo(a)anthracene	NE	2	2	24.14	80.5	1.0
	Benzo(a)pyrene	NE	0.2	0.2	13	641	0.10
	Benzo(b)fluoranthene	NE	2	2	9.62	13	1.0
	Benzoic acid	NE	780,000	780,000	780,000	NE	NE
	bis(2-Chloroethyl) ether	NE	1.1	1.1	1.1	NE	NE
	Butyl benzyl phthalate	NE	13,889	13,889	13,889	13,889	13,889
	Dibenzofuran	NE	780	780	910	910	190
	Diethyl phthalate	NE	1,572	1,572	1,572	NE	NE
	Di-n-octylphthalate	NE	3,900	3,900	3,900	NE	NE
	Fluoranthene	NE	6,700	6,700	20	6,231	3,400
	Fluorene	NE	1,220	1,220	1,220	1,220	1,220
	Indeno(1,2,3-cd)pyrene	NE	2	2	28	37.3	1.0
	Isophorone	NE	2,700	2,700	2,700	NE	NE
	N-Nitrosodiphenylamine	NE	1.70	1.70	1.70	NE	NE
	Naphthalene	NE	24.0	24.0	24.0	145.8	0.1
	Benzo(g,h,i)perylene	NE	5,000	5,000	223,894	279,868	2,500
	Benzo(k)fluoranthene	NE	2	2	9.62	13	1.0
	bis(2-Ethylhexyl)phthalate	NE	14.2	14.2	14.2	14	14
	Carbazole	NE	0.97	0.97	0.97	NE	NE
	Chrysene	NE	20	20	33.8	46.7	9.8
	Di-n-butylphthalate	NE	1,409	1,409	1,409	1,409	1,409
	Dibenz(a,h)anthracene	NE	0.57	0.57	16.4	16.4	0.29
	Pentachlorophenol	NE	31.0	31.0	31	31	9.9
	Phenanthrene	NE	780	780	1,983	2,479	2,300
	Phenol	NE	0.6	0.6	0.6	None	32,000
	Pyrene	NE	4,673	4,673	4,673	4,673	2,500
	N-Nitrosodi-n-propylamine	NE	NE	NE	NE	NA	0.22
Total Petroleum Hydrocarbons							
	TPH-Diesel	100 ⁴	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	TPH	See TPH-Diesel	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	TPH - 5 feet from G.W.	NE	3,000	3,000	3,000	3,000	3,000
	TPH - Above 5 feet from G.W.	NE	10,000	10,000	10,000	10,000	10,000
	TPH-Kerosene	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	No. 2 Fuel Oil	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	No. 4 Fuel Oil	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	No. 6 Fuel Oil	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	Oil	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	OMG	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	Motor Oil	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	Stoddard Solvent	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
	Unknown Hydrocarbons	NE	See TEPH	See TEPH	See TEPH	See TEPH	See TEPH
Gasoline							
	Gasoline	NE	128.3	NE	128.3	128	128
Metals							
	Antimony	100	30	3	30	30	30
	Arsenic	NE	76	16	106	106	29
	Barium	NE	1,400	1,400	4,940	4,940	1,400
	Beryllium	NE	20	NE	20	NL	17
	Cadmium	NE	9.5	9.5	19	19	9.5
	Cobalt	NE	91	91	636	636	58
	Chromium	NE	NE	NE	NE	NE	NE
	Chromium (trivalent)	NE	484	484	484	484	484
	Hexavalent Chromium	NE	0.27	NE	0.27	203	0.28
	Copper	1,500	9,800	9,800	22,169	110,843	9,900
	Lead	950	950	654	1,723	1,723	950
	Mercury	NE	78	78	155	155	60
	Molybdenum	NE	66	66	66	230	230
	Nickel	NE	110	110	997	997	140
	Selenium	NE	1,400	1,400	1,400	NL	1,300
	Silver	NE	1,400	1,400	1,400	NL	1,300
	Thallium	NE	22	22	22	NL	17
	Tin	NE	78,000	78,000	78,000	NE	NE
	Vanadium	NE	1,178	1,178	1,178	1,178	250
	Zinc	2,400	39,000	39,000	122,306	305,765	75,000

Key:

mg/kg = Milligrams per kilogram

NE = Non established

a = As described in the Closure Report for Sacramento Station Hydrocarbon Area Soils (ERM 1994), the hydrocarbon area was characterized as an area of diesel fuel release. Compliance sampling was performed using analysis of TPH as diesel range hydrocarbons using SW-846 Method 8015 modified for diesel (< C-28) and approved by the DTSC.

DTSC = Department of Toxic Substances Control

mg/kg = Milligrams per kilogram

NA = Not applicable

NL = No limit

TEPH = Total extractable hydrocarbons

1 = Final Remedial Action Plan, Sacramento Station Site (Woodward-Clyde Consultants, December 1989)

2 = Final Central Corridor, Car Shop Nine, and Northern Shops Remedial Action Plan for Soil (ERM, January 2000)

3 = Final Amended Industrial Wastewater Lagoon Remedial Action Plan for Soil (ERM, 2000b)

4 = Final Amendments to the Lagoon Study Area Remedial Action Plan for Northwest Corner Soil (ERM, 2003b)

5 = Final Remedial Action Plan, Central Shops Study Area - Soil and South Plume Study Area - Groundwater (ERM, July 2013)

6 = Remedial Goal applies in areas designated as Open Space in the Sacramento Railyards Specific Plan at a depth greater than 5 feet bgs

7 = More stringent of Health-Based Remedial Goals and Groundwater Protection Remedial Goals.