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Attorneys for Petitioner
AMERIPRIDE SERVICES INC.

BEFORE THE STATE WATER RESOURCES CONTROL BOARD

In Re: PETITION OF AMERIPRIDE SERVICES INC. FOR REVIEW OF CLEANUP AND ABATEMENT ORDER NO. R5-2007-0723 California Regional Water Quality Control Board, Central Valley Region, Order No. R5-2007-0723	**PETITION FOR REVIEW OF CLEANUP AND ABATEMENT ORDER NO. R5-2007-0723** Water Code section 13320; 23 C.C.R. section 2050 *et seq.*

Petitioner AMERIPRIDE SERVICES INC. ("AmeriPride" or "Petitioner"), by and through its counsel of record, Stoel Rives LLP, hereby requests review by the State Water Resources Control Board ("State Board") of certain provisions of Cleanup and Abatement Order No. R5-2007-0723 (the "Order"), issued by the Regional Water Quality Control Board, Central Valley Region ("Regional Board") staff, pursuant to Water Code section 13320 and 23 Cal. Code Regs. section 2050 *et seq.*

This Petition for Review ("Petition") expressly refers to and incorporates herein the prior Petition for Review filed by AmeriPride on October 10, 2006, Order No. R5-2006-0530.

Concurrently with the filing of this Petition, Petitioner requests that the Petition be held in abeyance pursuant to 23 Cal. Code Regs. section 2050.5(d). Petitioner reserves the right to supplement and/or augment the Petition and the Points and Authorities contained herein if the State Board does not grant Petitioner's request for abeyance, or should the Petition be removed from abeyance in the future.

I. NAME AND ADDRESS OF PETITIONER

AmeriPride Services Inc.
c/o Ms. Rojean Rada, General Counsel
10801 Wayzata Boulevard
Minnetonka, MN 55305
Telephone: (952) 738-4200
Email: rojean.rada@ameripride.org

By and through its attorneys of record:
Lee N. Smith
Stoel Rives LLP
770 L Street, Suite 800
Sacramento, CA 95814
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II. ACTIONS BY THE REGIONAL BOARD THAT PETITIONER REQUESTS THE STATE BOARD REVIEW.

AmeriPride owns an industrial laundry in South Sacramento. The laundry facility has been operated by various owners since the mid-1960s. Prior owners of the industrial laundry engaged in dry cleaning operations at the site. During construction in 1997, Petitioner discovered a contaminant plume at the site. The plume has generated several lawsuits, including one by Huhtamaki Foodservice, Inc. ("Huhtamaki") related to its downgradient groundwater wells.

AmeriPride is herein requesting review of a section of Cleanup and Abatement Order ("CAO") No. R5-2007-0723 (the "Order") issued by Regional Board staff on September 24, 2007, and supplemented via staff correspondence dated September 25, 2007. The September 24, 2007 transmission of the Order is attached hereto as **Exhibit A** and the September 25, 2007 correspondence and attachments thereto is attached as **Exhibit B** hereto. The Order relates to the AmeriPride site located at 7620 Wilbur Way in Sacramento, California.

III. THE DATE ON WHICH THE REGIONAL BOARD ACTED.

The Executive Officer of the Regional Board executed Order No. R5-2007-0723 on September 24, 2007, and distributed attachments related thereto on September 25, 2007. *See* **Exhibits A** and **B** attached hereto.

IV. STATEMENT OF REASONS WHY ACTION WAS IMPROPER.

A section of the Order violates Petitioner's due process rights and contain underlying restrictive requirements on AmeriPride without first obtaining substantial evidence to support such contentions. Specifically, Required Action ¶ 8, entitled "Water Supply Replacement," currently provides as follows:

> If the VOC plume emanating from the site impacts an additional municipal or private well, Regional Water Board staff will notify the Discharger that an alternate water supply is necessary. Within 30 days of Regional Board staff notifying the Discharger that an alternate water supply is necessary, submit a Water Replacement Plan for the specified water supply. The Discharger shall provide uninterrupted replacement water of comparable quality and quantity to that pumped by the public water system or private well owner prior to the discharge of waste. The Discharger shall implement the approved Water Replacement Plan in accordance with an approved time schedule, which shall become part of this Order.

(Order p. 17, at ¶ 8.)

In such comments, Petitioner requested that the language regarding water supply replacement be revised to read as follows:

> If the VOC plume emanating from the site impacts an additional municipal or private well, the Regional Water Board staff will notify the Discharger that additional mitigation measures may be required. The Regional Board will then issue a revised draft CAO to include the measures that Board staff finds are necessary and appropriate under the circumstances. The draft CAO will then be circulated and approved as required by the Water Code and its implementing regulations found in Title 23 of the California Code of Regulations.

(Petitioner's Comments on Draft Order (July 12, 2007) at p. 3.) Petitioner's July 12, 2007 comments to the Regional Board regarding this provision went unnoticed, as reflected by the onerous language of the final Order.

V. THE MANNER IN WHICH PETITIONER IS AGGRIEVED.

Petitioner is required to comply with provisions in the final Order that are contrary to law, not based on substantial evidence in the record, and/or beyond the scope of the Regional Board's

authority. Such provisions violate Petitioner's due process rights in that they require Petitioner to provide replacement water supply without first allowing for a reasonable investigation to occur as to the cause or source of water supply disturbance, and do not allow Petitioner to challenge such requirements. Petitioner's suggestions related to water supply replacement provisions were reasonable, yet the Regional Board failed to even address such concerns in the final Order, thus potentially adversely affecting Petitioner's constitutionally protected rights. While the Regional Board attempted to address some of Petitioner's comments in the cover letter transmitting the final Order, nowhere did the Regional Board acknowledge Petitioner's comments regarding this issue. Thus, the record lacks substantial evidence upon which the Regional Board can base this provision of the Order.

VI. THE SPECIFIC ACTION BY THE STATE BOARD OR REGIONAL BOARD THAT PETITIONER REQUESTS.

Petitioner respectfully requests that the State Board do the following:

1. Find that certain provisions of the Order are not supported by substantial evidence;
2. Find that the Regional Board's approval of the Order in violation of Petitioner's due process rights is inappropriate and/or improper.
3. Find that the Regional Board's findings are insufficient to support the Order; and
4. Place this Petition in abeyance.

VII. STATEMENT OF POINTS AND AUTHORITIES IN SUPPORT OF LEGAL ISSUES RAISED HEREIN.

Petitioner contends that the portions of the Order discussed in Part IV, *supra*, are not based on substantial evidence in the record, are contrary to law, and constitute and abuse of discretion by the Regional Board, as well as violate Petitioner's due process rights.

A. Standard of Review.

Pursuant to Water Code section 13320(c), the State Board may find that the actions of the Regional Board were inappropriate or improper. (Water Code § 13320(c).) Upon finding that the actions of the Regional Board were inappropriate or improper, the State Board may direct that the appropriate action be taken by the Regional Board, refer the matter to any other state agency having jurisdiction, take the appropriate action itself, or take any combination of those actions.

(*Id.*) In addition, approval of the Order violates a constitutional right to due process, and such approval is an arbitrary and capricious act which should be overturned.

B. Actions Taken by the Regional Board Must Be Based on Substantial Evidence in the Record.

In determining whether an action of the Regional Board was appropriate and/or proper, the State Board must weigh whether there was substantial evidence in the record, taken as a whole, to support the Regional Board's action. (*See, e.g., In re Ventura County Citizens to Stop Towland Landfill*, Order No. WQ 98-02 (Apr. 16, 1998).) Under the substantial evidence standard of review, the reviewing entity regards the weight and sufficiency of evidence submitted regarding matters of administrative discretion and will sustain an agency's decision if substantial evidence supports the decision. (*Floresta, Inc. v. City Council of San Leandro*, 190 Cal. App. 2d 599, 608-09 (1961).)

C. AmeriPride's Right to Appeal is Constitutionally Protected.

Petitioner's right to pursue administrative appeals is expressly allowed under California law and is protected by the state Constitution. (*See, e.g., De Anza Santa Cruz Mobile Estates Homeowners Ass'n v. De Anza Santa Cruz Mobile Estates*, 94 Cal. App. 4th 890 (2001); *Matossian v. Fahmie*, 101 Cal. App. 3d 128 (1980); Cal. Water Code §§ 13320(a), 13330; 23 Cal. Code Regs. § 2050.) The right to file an appeal implicates due process considerations, "to the extent that tort damages are based on evidence that a defendant filed motions, appeals and other legal proceedings during the course of litigation, or opposed motions filed by the other party." (*De Anza*, 94 Cal. App. 4th at 918 (internal citations omitted).) Moreover, "[t]he right to petition for redress of grievances is a basic right guaranteed by the state and federal constitution [and a] person's right of access to judicial and quasi-judicial bodies to decide controversies is a fundamental component of our society and cannot be impaired by the threat of punishment or retaliation." (*Id.* at 919 (citing *California Teachers Assn. v. State of California,* 20 Cal. 4th 327, 339, 356 (1999)).)

AmeriPride is acting fully within its protected rights in filing this Petition seeking review of the Order. As noted above, Petitioner respectfully reserves the right to augment the Petition

and the Points and Authorities contained herein if the State Board does not grant Petitioner's request for abeyance, or should it be removed from abeyance in the future at the request of Petitioner.

D. The Regional Board's Actions were Not Based on Substantial Evidence in the Record, are Contrary to Law, and Violate Petitioner's Due Process Rights

In summary, the portion of the Order that AmeriPride wishes the State Board review is Required Action ¶ 8, Water Supply Replacement, found on page 17 of the Order. That section is not based on substantial evidence in the record, is contrary to law, and violates Petitioner's constitutionally-protected due process rights.

VIII. STATEMENT OF TRANSMISSION OF PETITION TO REGIONAL BOARD.

A copy of this Petition is being concurrently transmitted to the Executive Officer of each of the three branch offices of the Central Valley Regional Water Quality Control Board concurrently with the filing of this document.

IX. STATEMENT REGARDING WHETHER THE SUBSTANTIVE ISSUES OR OBJECTIONS CONTAINED HEREIN WERE RAISED BEFORE THE REGIONAL BOARD.

AmeriPride was given the opportunity to comment on the draft CAO before the Regional Board issued the final Order, Order No, R5-2007-0723. Thus, all of the substantive issues contained herein were raised before the Regional Board via both verbal comments to Regional Board counsel and in correspondence to Board staff dated July 12, 2007, a copy of which is attached hereto as **Exhibit C**.

X. INTERESTED PARTIES.

The attached Order (Exhibit A) contains a list of the names and addresses of interested parties.

DATED: October 24, 2007.

Stoel Rives LLP

By: _____
LEE N. SMITH
Attorneys for Petitioner
AMERIPRIDE SERVICES INC.

EXHIBIT A

California Regional Water Quality Control Board
Central Valley Region
Karl E. Longley, ScD, P.E., Chair

Linda S. Adams
Secretary for Environmental Protection

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Arnold Schwarzenegger
Governor

24 September 2007

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CLEANUP AND ABATEMENT ORDER NO R5-2007-0723, AMERIPRIDE SERVICES INC. AND VALLEY INDUSTRIAL SERVICES INC., 7620 WILBUR WAY, SACRAMENTO, SACRAMENTO COUNTY

Enclosed is Cleanup and Abatement Order No. R5-2007-0723 (Order). Regional Water Quality Control Board, Central Valley Region (Regional Water Board) staff has reviewed the comments on the Draft Order from AmeriPride Services Inc. and Huhtamaki Americas and incorporated the requested changes as deemed appropriate. Some comments from AmeriPride were not incorporated in the Order and our responses to those comments follow:

1. Comment regarding Background, Draft Order Finding 46. This finding was revised to indicate that we will request analytical data from California-American Water Company (Cal Am) to determine if the Wilbur #2 well has been impacted by the volatile organic compounds (VOCs) plume. If impacts are detected, the Regional Water Board will issue a separate order to AmeriPride to evaluate the pathway for pollutants to enter the well and investigate the potential for discharge of polluted groundwater to deeper water-bearing zones.

2. Comment regarding Background, Draft Order Finding 48. Cleanup actions must comply with State Board Resolution No. 92-49 as required in Required Actions Paragraph 1 and, as described in Findings 59 through 69, the manner of compliance is not limited to the procedures specified in the Resolution. Therefore, Draft Order Finding 48 was not changed.

3. Comment regarding Legal Authority, Draft Order Finding 68. During the 2 November 2005 mediation between the Regional Water Board and AmeriPride, the parties agreed that the cleanup level was established as the detection limit for VOCs using EPA Method 8260. If it can be shown that cleanup to the detection limit is not economically or technically feasible, the Regional Water Board will determine the appropriate alternative cleanup levels for the site.

4. Comment regarding Discharger Liability, Draft Order Finding 69. Because AmeriPride allowed the VOC plume to migrate after purchasing the property, AmeriPride permitted waste to be discharged and has created, and continues to threaten to create, a condition of pollution or nuisance. Therefore Regional Water Board staff changed "or" to "and" in the paragraph submitted by AmeriPride, as shown in italics below:

   "As described in Findings 1, 2, 6 and 9, the Discharger is subject to an order pursuant to California Water Code Section 13304 because the Discharger is the owner of contaminated property *and* has caused or permitted waste to be discharged or deposited where it has discharged to waters of the state and has created, and continues to threaten to create, a condition of pollution or nuisance...."

5. Comment regarding Soil Gas Remediation. On 9 August 2007, Regional Water Board staff met with representatives of AmeriPride and resolved the issues regarding soil gas monitoring. AmeriPride will submit a work plan proposing locations for soil vapor monitoring points for our review by **15 October 2007**.

If you have any questions, you may call Susan Timm, Regional Water Board project manager for the AmeriPride site, at (916) 464-4657.

Cori Condon
Senior Engineering Geologist

Enclosure

cc: on following page

cc: Ms. Frances McChesney, OCC, State Water Resources Control Board, Sacramento
Mr. Ken Pogue, Attorney Generals Office, Sacramento
Mr. Carl Lischeske, Department of Health Services, DW Field Operations Branch, Sacramento
Ms. Jim Carlisle, Office of Environmental Health Hazard Assessment, Sacramento
Mr. Mark Loutzenhiser, Sacramento Metropolitan Air Quality Management District, Sacramento
Mr. Barry Marcus, Environmental Management Department, Sacramento County, Sacramento
Mr. Glen Del Sarto, Sacramento Regional County Sanitation District, Sacramento
Mr. Joseph Peter, AmeriPride Services Inc., Minnetonka, MN
Mr. Lee Smith, Stoel Rives, LLP, Sacramento
Mr. Christopher Keele, Stoel Rives, San Francisco
Mr. Stephen Darmody, Shook, Hardy & Bacon, Miami, Florida
Mr. L. John Nelson, Shook, Hardy & Bacon, Kansas City, MO
Ms. Rochelle Stringer, Huhtamaki Americas, DeSoto, Kansas
Mr. Craig Komulainen, Huhtamaki Americas, Sacramento
Mr. John Poulos, Pillsbury Winthrop, LLP, Sacramento
Mr. Phillip R. Scaletta, Ice Miller, Indianapolis, Indiana
Mr. Mark D. Anstoetter, Shook, Hardy & Bacon, Kansas City, Missouri
Mr. Jeff Thuma, Delta Environmental Consultants, Inc., St. Paul, Minnesota
Mr. Gregory T. Broderick, Downey, Brand, Seymour & Rohwer, LLP, Sacramento
Ms. Nicole Gleason, Downey, Brand, Seymour & Rohwer, LLP, Sacramento
Mr. Mike Thomas, Downey, Brand, Seymour & Rohwer, LLP, Sacramento
Mr. Stephen Carlton, GeoTrans, Inc., Rancho Cordova
Mr. Andy Gremos, Keramida Environmental, Inc., Indianapolis, Indiana
Mr. Joseph Turner, Brown and Caldwell, Sacramento
Mr. Joe Niland, Montgomery Watson Harza, Sacramento
Mr.Jim Burlingame, AmeriPride, Sacramento

CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
CENTRAL VALLEY REGION

CLEANUP AND ABATEMENT ORDER NO. R5-2007-0723
FOR
AMERIPRIDE SERVICES, INC., AND
VALLEY INDUSTRIAL SERVICES, INC.
7620 WILBUR WAY, SACRAMENTO
SACRAMENTO COUNTY

This Order is issued to AmeriPride Services, Inc. (AmeriPride) and Valley Industrial Services, Inc., (hereafter collectively referred to as Discharger) based on California Water Code Division 7, in particular provisions of California Water Code Section 13304, which authorizes the California Regional Water Quality Control Board, Central Valley Region (hereafter Regional Water Board) to issue a Cleanup and Abatement Order, and California Water Code Section 13267 which authorizes the Regional Water Board to require submittal of technical and monitoring reports.

The Regional Water Board finds, with respect to the Discharger's acts or failure to act, the following:

BACKGROUND

1. AmeriPride owns and operates an industrial laundry under the name AmeriPride Uniform Services on its property at 7620 Wilbur Way (hereafter referred to as the Site) in Sacramento, Sacramento County. The Site encompasses approximately 4.6 acres, as shown on Attachment 1, which is made part of this Order. Also shown on Attachment 1 are the locations of monitoring wells and water supply wells affected or potentially affected by the tetrachloroethylene (PCE) groundwater plume, which emanates from the Site.

2. Valley Industrial Laundry constructed the original industrial laundry facility at the Site in the mid-1960s. The original facility was approximately 16,000 square feet in size. Valley Industrial Laundry performed laundry-cleaning services including dry cleaning and water washing. In 1972, Valley Industrial Laundry transferred all of its assets to Valley Industrial Services, Inc., a newly created, wholly owned subsidiary of Valley Industrial Laundry. Petrolane, Inc., a California corporation, then purchased the stock of Valley Industrial Services, Inc. in exchange for Petrolane stock. As a result of this 1972 transaction, Valley Industrial Services, Inc. became a wholly owned subsidiary of Petrolane, Inc.

3. In 1980, the facility building was expanded to approximately double its size.

4. In 1983, Petrolane sold all California laundry facilities, including the Site, to Mission Industries. Because of anti-trust concerns raised by the federal government, Mission Industries sold the Site to Welch's Overall Cleaning Company, Inc.

(Welch's) within days of acquiring the Site.

5. Welch's operated the facility until 31 December 1998 when Welch's was merged into AmeriPride, its parent company. Welch's and AmeriPride expanded the facility, adding a total of approximately 21,000 square feet in 1990 and 2000.

6. As former owners of the Site and operators of the laundry facility, Valley Industrial Laundry and/or Valley Industrial Laundry, Inc., and Valley Industrial Services, Inc. may have caused or permitted waste to be discharged to waters of the state where it has created and threatens to create a condition of pollution or nuisance. Although these entities may have dissolved, during their existence they had insurance policies that, if located, may provide coverage related to this Order.

7. The dry-cleaning solvent, PCE, reportedly was used at the Site from the early 1960s to 1982.

8. AmeriPride is in litigation with other parties to determine, as between the parties to the litigation, responsibility to pay for cleanup.

9. According to State Water Resources Control Board (State Board) precedent, AmeriPride, as the current owner of the Site, is subject to an order issued pursuant to California Water Code Section 13304.

10. In 1997, during remodeling work, AmeriPride detected volatile organic compounds (VOCs), including PCE and trichloroethylene (TCE), in near-surface soil beneath the Site at concentrations up to 7,800 micrograms per kilogram (µg/kg) and 69 µg/kg, respectively. AmeriPride conducted additional soil investigations including passive soil gas sampling, Geoprobe ® soil boring sampling, and soil vapor extraction (SVE) pilot tests to determine the extent of the PCE in soil gas and possible soil cleanup alternatives. SVE wells were installed prior to expansion of the building and have since been connected to an SVE remediation system. The SVE system has been operating intermittently since 14 August 2003.

11. AmeriPride conducted a series of groundwater investigations to determine the lateral and vertical extent of PCE, and its degradation products, TCE and cis-1,2 dichloroethylene (cis-1,2 DCE) pollution. The groundwater PCE plume extends approximately 2,000 feet laterally in the downgradient direction (to the east) and to depths in excess of 200 feet below ground surface (bgs). The maximum PCE, TCE and cis-1,2 DCE concentrations detected in groundwater during October 2002 were 11,000 microgram per liter (µg/L) PCE in monitoring well MW-1, 220 µg/L TCE in monitoring wells MW-1 and MW-20, and 750 µg/L cis-1,2 DCE in monitoring well MW-20.

12. Unsaturated soils beneath the Site consist of laterally and vertically variable silts, clays and silty sands underlain by a relatively continuous layer of sand and gravel with cobbles up to 30 feet thick. Groundwater is first encountered immediately below the sand/gravel/cobble layer at a depth of approximately 75 feet bgs. Saturated sediments consist of inter-bedded fine- and course-grained materials to depths of greater than 600 feet bgs. Groundwater flow at all of the depths monitored for plume definition is generally to the east/northeast; however, groundwater flow directions are influenced by pumping wells screened in various zones within the aquifer system.

13. Several municipal and domestic supply wells are located within the vicinity of the Site, as shown on Attachment 1. In August 2001, PCE was detected in groundwater at a concentration of 78 µg/L in the California-American Water Company (Cal-Am) Wilbur #1 municipal supply well, which was on the northeast boundary of the Site. During peak summer demand in 2001, the Wilbur #1 well was pumped at 900 gallons per minute. The Wilbur # 1 well was screened below 426 feet bgs. The PCE detection was confirmed in November 2001 and the Wilbur #1 well was taken off line on 15 November 2001. On 21 January 2003, the California Department of Health Services (DHS) advised Regional Water Board staff that, in accordance with DHS Policy Memo 97-005, wellhead treatment would not be allowed on the Wilbur #1 well unless full compliance with the policy could be demonstrated. Cal-Am discontinued use of the Wilbur #2 well, located approximately 500 feet south of the Site, on 16 December 2001, due to the proximity to the PCE plume, even though PCE has not been detected in the Wilber #2 well using a detection limit of 0.5 µg/L.

14. Huhtamaki Americas (Huhtamaki) operates a paper plate manufacturing facility at 8450 Gerber Road, approximately 1800 feet east of the Site. The Huhtamaki facility used groundwater in its manufacturing process and for drinking water at the facility. The groundwater was supplied by Huhtamaki's on-site water supply wells, the Chinet #1 and Chinet #2 wells, until the PCE plume emanating from the AmeriPride property polluted these wells.

15. In August 2001, PCE was detected at a concentration of 0.60 µg/L in the Chinet #1 well. At that time Huhtamaki changed its water system so that drinking water in the plant was supplied by a municipal source and the well water was used only as process water.

16. Sacramento County Environmental Management Department (County) was the lead regulatory agency until February 2002, when the County referred the Site oversight to the Regional Water Board.

17. In April 2002, PCE was detected in the Chinet # 2 well at 14 µg/L. According to Huhtamaki, this well was historically used as a backup water supply and a source of

fire protection water for the Huhtamaki facility.

18. AmeriPride submitted a *Draft Remedial Investigation/Feasibility Study* (RI/FS), dated 31 May 2002, that included remedial alternatives for source area soil and groundwater polluted with PCE. On 31 July 2002, Regional Water Board staff sent AmeriPride comments on the draft RI/FS which, in part, requested that AmeriPride submit: (1) by 30 August 2002 a work plan to implement the proposed alternatives for soil (soil vapor extraction) and groundwater (extraction and treatment) remediation in the source area, and (2) by January 2003 a site-wide RI/FS for cleanup of the entire groundwater plume to background levels.

19. On 28 August 2002, AmeriPride agreed to undertake the actions as described in Finding 18.

20. On 30 August 2002, Huhtamaki informed Regional Water Board staff that, due to the PCE levels in the Chinet wells, it would discontinue use of these wells.

21. In a 19 December 2002 letter, Regional Water Board staff concurred with AmeriPride that cleanup would be broken into separate operable units (OUs) for cleanup of soil and groundwater. In subsequent documents, AmeriPride refers to the contaminated soil in the source area as OU1, the groundwater polluted with PCE at concentrations greater than 1,000 μg/L as OU2, and the remainder of the PCE plume as OU3.

22. On 14 January 2003, Regional Water Board staff agreed that due to the time necessary to properly design a treatment system for the SVE remedy, AmeriPride would not be able to complete and submit the site-wide groundwater RI/FS in January 2003. A new date was not proposed at that time.

23. On 25 April 2003, the Regional Water Board adopted Resolution No. R5-2003-0058 approving the *Remedial Action Work Plan* for OU1 and adopted *Cleanup and Abatement Order No. R5-2003-0059.* The Cleanup and Abatement Order required the comprehensive site-wide groundwater RI/FS be submitted by 20 June 2003.

24. On 27 May 2003, AmeriPride filed a petition with the State Board requesting reconsideration and a stay of *Cleanup and Abatement Order No. R5-2003-0059.*

25. On 20 June 2003, AmeriPride submitted an RI/FS to Regional Water Board staff proposing groundwater extraction, treatment and discharge to cleanup groundwater in the source area (OU2) and groundwater extraction with wellhead treatment from the Chinet #1 production well to cleanup the remainder of the plume (OU3).

26. On 8 July 2003, the State Board dismissed the request for a stay of *Cleanup and Abatement Order No. R5-2003-0059.*

27. On 14 August 2003, in compliance with *Cleanup and Abatement Order No. R5-2003-0059*, AmeriPride began soil remediation with soil vapor extraction in OU1.

28. On 12 September 2003, Regional Water Board staff concurred with the portion of the 20 June 2003 RI/FS in which AmeriPride proposed to remediate OU2. Regional Water Board staff requested that AmeriPride submit a revised RI/FS with an alternative for cleanup of OU3 without the use of the Chinet #1 well as an extraction well. In this letter, Regional Water Board staff requested that AmeriPride submit, by 9 October 2003, a remedial action work plan for OU2 and a schedule to complete the tasks necessary to prepare a revised RI/FS for cleaning up OU3.

29. On 2 October 2003, the Regional Water Board issued Monitoring and Reporting Program R5-2003-0820 to require sampling and analyses of groundwater to delineate pollutant plumes and determine if remediation efforts are effective.

30. In its 8 October 2003 letter, AmeriPride proposed submitting a revised RI/FS for OU3 on 7 June 2004. AmeriPride requested that when reviewing the revised RI/FS, Regional Water Board staff reconsider the proposal to use the Chinet #1 well as an extraction well to cleanup the distal portion of the plume and to use the extracted groundwater as replacement water for Huhtamaki.

31. On 3 March 2004, the State Board dismissed AmeriPride's Petition for Reconsideration of *Cleanup and Abatement Order No. R5-2003-0059.*

32. On 2 April 2004, AmeriPride filed a petition for writ of mandate with the Sacramento County Superior Court of the State of California to stay any further implementation of *Cleanup and Abatement Order No. R5-2003-0059* and to "overturn the CAO, in particular the requirements for alternate water supplies to be provided for the Cal-Am/Wilbur wells and the Huhtamaki/Chinet wells, and that AmeriPride be relieved of the requirement of investigating the source of well contamination in Wilbur 1."

33. On 15 October 2004, AmeriPride submitted a *Remedial Investigation/Feasibility Study Report: Downgradient Ground Water*, which recommended cleanup of OU3 using the Chinet #1 well as an extraction well, treating the extracted groundwater with activated granulated carbon and providing the treated water to the Huhtamaki facility as a replacement water supply.

34. On 18 March 2005, Regional Water Board staff commented on the 15 October 2004 RI/FS and included reasons why the use of the Chinet #1 well was unacceptable. Regional Water Board staff again requested that AmeriPride submit a revised RI/FS

that proposed alternatives for cleanup of OU3 without the use of the Chinet #1 well.

35. On 15 April 2005, AmeriPride submitted a letter response to Regional Water Board staff's letter dated 18 March 2005 refuting staff conclusions that use of the Chinet #1 as an extraction well to cleanup the VOC plume was unacceptable. AmeriPride agreed, however, to revise the RI/FS and submit the revised document on 18 September 2005.

36. In a 12 August 2005 letter, Regional Water Board staff restated that use of the Chinet #1 as an extraction well would not be an effective or an acceptable means of cleaning up the polluted groundwater. Extraction from the Chinet #1 would draw clean water into the extraction well from deeper, unpolluted water-bearing zones and would require that highly polluted groundwater be drawn laterally into less polluted and possibly unpolluted aquifer zones. Since the first intake screen in the Chinet #1 well is at 168 feet bgs and the zones of highest pollution are approximately between 85 feet bgs and 110 feet bgs, extraction from this well would require that the polluted groundwater be pulled across several low permeability layers. The low permeability layers would retard the downward movement of the groundwater and adsorb PCE to the clay sediments. In the 12 August letter, Regional Water Board staff also stated, "AmeriPride is scheduled to start up its source area groundwater remediation system no later than November 2005. The hydrogeologic information gained by the vertical investigation boring in the distal portion of the plume and during the first few months of extraction in the source area should be used to re-calibrate the groundwater model and assist in determining optimal placement of extraction wells for the downgradient groundwater cleanup, extraction well screen depths and the appropriate pumping rates to capture the entire VOC plume." Regional Water Board staff requested that, by 2 January 2006, AmeriPride submit a revised RI/FS for OU3 using the additional hydrogeologic information from the distal boring and the source area extraction to recalibrate the groundwater model.

37. Cal-Am, AmeriPride Services, Inc., and Petrolane, Inc. resolved in a Settlement Agreement the issue of permanent replacement supply for the Wilbur #1 and Wilbur #2 water supply wells. The Settlement Agreement required AmeriPride to pay $2,000,000.00 to Cal-Am and that "Within ten business days of receipt of the Settlement Payment, Cal-Am shall represent by letter to the [Water] Board that, insofar as Cal-Am is concerned, AmeriPride has satisfied the requirements of the CAO [*Cleanup and Abatement Order No. R5-2003-0059*] that AmeriPride and Valley Industrial Services, Inc. provide in-kind replacement of water supplies lost from the Wilbur Way Wells [Wilbur #1 and Wilbur #2 water supply wells]." Cal-Am provided the letter on 21 September 2005 stating that AmeriPride had satisfied the requirements of the CAO [*Cleanup and Abatement Order No. R5-2003-0059*] to provide in-kind replacement of water supplies lost from the Wilbur Way Wells.

38. On 2 November 2005, in a mediation meeting between Regional Water Board staff and AmeriPride, the two parties agreed to revise *Cleanup and Abatement Order No. R5-2003-0059*.

39. As part of the 2 November 2005 mediation agreement AmeriPride agreed, without admitting liability, that AmeriPride would comply with a revised order incorporating the following requirements and dates:

- To cleanup and capture the entire PCE plume within a reasonable amount of time consistent with State Board Resolution 92-49.

- Not to petition the State Board challenging the revised Order and not challenge the revised Order in court.

- To dismiss the petition for writ of mandate filed in the Superior Court of California by AmeriPride, *AmeriPride Services, Inc. v. Central Valley Regional Water Quality Control Board*, Sacramento County Superior Court Case No. 04CS00426.

- By 15 December 2005, to provide Regional Water Board staff with a technical report outlining how it will provide replacement water for Huhtamaki. This report would include an analysis of all aspects of the replacement water process, including, but not limited to, location, permitting, storage, conveyance, volume, quality, and scheduling. AmeriPride will implement the work for providing replacement water as described in and according to the schedule in the approved technical report. The approved schedule would become part of the revised Order.

- By 15 January 2006, to submit to the Regional Water Board a final RI/FS for cleanup of the PCE plume. The RI/FS would include a refined site model for an extraction and treatment scenario to capture and cleanup the entire PCE plume to the non-detect contour of 0.5 ug/L, incorporating all available pumping data (including December 2005 data).

- By 15 February 2006, to provide the Regional Water Board with a final detailed technical report for providing replacement water to Huhtamaki responsive to Regional Water Board comments.

- By 15 June 2006, to properly abandon the Chinet #1 and Chinet #2 wells and provide proof that the wells have been properly abandoned. Prior to abandonment, video logs of the two wells must be completed and submitted to Regional Water Board staff.

- By 15 September 2006, to provide in kind replacement water to Huhtamaki. In kind replacement water will be "uninterrupted replacement water service" consistent with California Water Code Requirements.

- By 1 January 2007, to complete installation of a groundwater extraction system to capture and cleanup the toe of the plume to non-detect VOC levels. The system shall include a monitoring well network to confirm capture and cleanup to these levels.

40. After mediation on 2 November 2005, without admitting liability, AmeriPride filed on November 3, 2005, a request with the Sacramento County Superior Court to dismiss its petition for writ of mandate challenging *Cleanup and Abatement Order No. R5-2003-0059.*

41. Wilbur Well #1 was video logged on 26 September 2005 and was abandoned on 5 December 2005.

42. On 15 December 2005, AmeriPride submitted a draft Water Supply Well Replacement Work Plan to provide a permanent water replacement for Huhtamaki. Regional Water Board staff commented on the draft Work Plan and, on 15 February 2006, AmeriPride submitted a draft final Water Supply Replacement Work Plan.

43. On 21 December 2005, the Regional Water Board issued *Cleanup and Abatement Order No. R5-2005-0721*, which superceded *Cleanup and Abatement Order No. R5-2003-0059* unless the new order was petitioned. Order No. R5-2005-0721 included the items agreed upon in mediation between the two parties and other provisions necessary to cleanup and abate the effects of pollution caused by activities conducted at the Site.

44. In December 2005, AmeriPride began groundwater remediation in OU2 using extraction and treatment technology. Forty-six percent of the treated groundwater is used as process water in the AmeriPride industrial laundry facility and the remaining is discharged to the sanitary sewer.

45. On 19 January 2006, AmeriPride submitted a revised draft RI/FS for cleanup of OU3. Regional Water Board staff responded in a 27 March 2006 comment letter that AmeriPride, by 28 April 2006, must submit an addendum to the RI/FS or resubmit the draft final RI/FS which fully addresses all the Regional Water Board comments including; (1) a conceptual design to address cleanup of the entire VOC plume, (2) a proposal to provide full capture and treatment of the toe of the plume, (3) an updated groundwater model run for various agreed upon scenarios using hydrogeologic information from the source area remediation system and (4) a

proposal to delineate the entire VOC plume to the 0.5 µg/L contour.

46. A task in *Cleanup and Abatement Order No. R5-2003-0059* required the Discharger to determine if the Wilbur #2 presents a conduit for downward migration of polluted groundwater. This task has not been completed. Regional Water Board staff will request analytical data from Cal-Am to determine if this well has been impacted with VOCs. If the Wilbur #2 has been impacted, the Regional Water Board will issue a separate order requiring the Discharger to investigate the potential for the Wilbur #2 to act as a conduit for discharge of pollutants to deeper water-bearing zones.

47. On 19 January 2006, Huhtamaki filed a petition with the State Board challenging *Cleanup and Abatement Order No. R5-2005-0721* and the State Board found that due to the provisions in the Order, *Cleanup and Abatement Order No. R5-2005-0721* was not in effect.

48. AmeriPride submitted a 19 May 2006 RI/FS that incorporated comments from the Regional Water Board on the 19 January 2006 draft RI/FS for OU3. Regional Water Board staff advised AmeriPride that implementation of OU3 remediation may be performed in phases. Phase 1 is containment and cleanup of the toe of the plume to the 0.5 µg/L VOC contour. Phase 2 is cleanup of the central portion of the groundwater VOC plume to the 0.5 ug/L contour. Regional Water Board staff has approved the RI/FS for Phase 1 and Phase 2 of OU3 and Remedial Action Plan/Remedial Design (RAP/RD) for Phase 1 of OU3. The RAP/RD for Phase 2 is required in this Order.

49. On 28 June 2006, Regional Water Board staff sent a new revised draft Order to Huhtamaki and AmeriPride for comment. This draft Order would require the Discharger to supply "in kind permanent replacement water" to Huhtamaki.

50. On 15 August 2006 Regional Water Board staff, Huhtamaki and AmeriPride met to discuss water supply replacement. During the meeting, AmeriPride and Huhtamaki agreed to mediate a settlement agreement regarding adequate water supply replacement. In the mediation the two parties resolved all issues related to water supply replacement, well testing and well abandonment.

51. On 8 September 2006, the Regional Water Board issued *Cleanup and Abatement Order No. R5-2006-0530.*

52. Since discontinuing its use of the Chinet wells as water supply, Huhtamaki has been using water purchased from the Cal-Am as an interim water supply. Huhtamaki filed a lawsuit against AmeriPride to recover damages due to the loss of the use of Chinet #1 and Chinet #2 wells.

53. *Order No. R5-2006-0530* required AmeriPride, by 15 September 2006, to monetarily compensate Huhtamaki for the cost to purchase a replacement water supply until a permanent water supply was operational and to provide permanent uninterrupted replacement water to Huhtamaki. In a Settlement Agreement dated 12 February 2007, AmeriPride and Huhtamaki resolved both the cost of replacement water and the provision of permanent replacement water. Those requirements, therefore, have been removed from this Order.

54. This Order is intended to replace and supercede *Cleanup and Abatement Order No. R5-2003-0059* and *Cleanup and Abatement Order No. R5-2005-0721* and revise *Order No. R5-2006-0530.*

55. On 1 December 2006, AmeriPride submitted a technical report containing all soil gas investigation data and the results of the indoor air health risk assessment for the Zimmer Custom Made Packaging and the DHM facilities. Regional Water Board staff concurred that the results of the indoor air risk assessment show no threat to human health.

56. On 7 December 2006, AmeriPride submitted the Remedial Action Work Plan/Remedial Design: Operable Unit 3 for the downgradient groundwater extraction system. Four observation wells and two extraction wells were installed in October 2006. AmeriPride conducted aquifer pumping tests using the extraction and observation wells, and submitted the proposed Remedial Design for the proposed remedial system for Phase 1 OU3 cleanup.

57. On 2 January 2007, AmeriPride submitted a detailed Technical Disposal Alternatives Report analyzing disposal alternatives for treated groundwater, including deep well injection, surface water and land disposal, and reuse. AmeriPride selected surface water discharge under an NPDES permit. On 22 June 2007, the Regional Water Board adopted Waste Discharge Requirements Order No. R5-2007-0079, NPDES Permit No. CA0085219.

58. On 12 February 2007, Huhtamaki and AmeriPride signed a Settlement Agreement resolving issues with respect to water replacement costs, water supply replacement, and the method of replacement and the closure of the two Chinet Wells. Therefore, requirements for water supply replacement for the industrial supply wells Chinet #1 and Chinet #2 have been removed from this Order. Closure of these wells is still a requirement in this Order.

AUTHORITY – LEGAL REQUIREMENTS

59. Section 13304(a) of the California Water Code provides that:

> *Any person who has discharged or discharges waste into the waters of this state in violation of any waste discharge requirement or other order or prohibition issued by a regional board or the state board, or who has caused or permitted, causes or permits, or threatens to cause or permit any waste to be discharged or deposited where it is, or probably will be, discharged into the waters of the state and creates, or threatens to create, a condition of pollution or nuisance, shall upon order of the regional board, clean up the waste or abate the effects of the waste, or, in the case of threatened pollution or nuisance, take other necessary remedial action, including, but not limited to, overseeing cleanup and abatement efforts. A cleanup and abatement order issued by the state board or a regional board may require the provision of, or payment for, uninterrupted replacement water service, which may include wellhead treatment, to each affected public water supplier or private well owner. Upon failure of any person to comply with the cleanup or abatement order, the Attorney General, at the request of the board, shall petition the superior court for that county for the issuance of an injunction requiring the person to comply with the order. In the suit, the court shall have jurisdiction to grant a prohibitory or mandatory injunction, either preliminary or permanent, as the facts may warrant.*

60. Section 13304(f) of the California Water Code provides that:

> *Replacement water provided pursuant to subdivision (a) shall meet all applicable federal, state, and local drinking water standards, and shall have comparable quality to that pumped by the public water system or private well owner prior to the discharge of waste.*

61. Section 13267(b)(1) of the California Water Code provides that:

> *In conducting an investigation specified in subdivision (a), the regional board may require that any person who has discharged, discharges, or is suspected of having discharged or discharging, or who proposes to discharge waste within its region, or any citizen or domiciliary, or political agency or entity of this state who has discharged, discharges, or is suspected of having discharged or discharging, or who proposes to discharge, waste outside of its region that could affect the quality of waters within its region shall furnish, under penalty of perjury, technical or monitoring program reports which the regional board requires. The*

burden, including costs, of these reports shall bear a reasonable relationship to the need for the report and the benefits to be obtained from the reports. In requiring those reports, the regional board shall provide the person with a written explanation with regard to the need for the reports, and shall identify the evidence that supports requiring that person to provide the reports.

62. Section 13304(c)(1) of the California Water Code provides in pertinent part that:

[T]he person or persons who discharged the waste, discharges the waste, or threatened to cause or permit the discharge of the waste within the meaning of subdivision (a), are liable to that government agency to the extent of the reasonable costs actually incurred in cleaning up the waste, abating the effects of the waste, supervising cleanup or abatement activities, or taking other remedial action....

63. The State Board has adopted Resolution No. 92-49, the *Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under California Water Code Section 13304*. This Policy sets forth the policies and procedures to be used during an investigation or cleanup of waste and requires that cleanup levels be consistent with State Board Resolution 68-16, *Statement of Policy with Respect to Maintaining High Quality of Waters in California* (the antidegradation policy). Resolution 92-49 and the *Water Quality Control Plan for the Sacramento River and San Joaquin River Basins, 4th Edition* (hereafter Basin Plan) establish the cleanup levels to be achieved. Resolution 92-49 requires the waste to be cleaned up to background, or if that is not reasonable, to an alternative level that is the most stringent level that is economically and technologically feasible in accordance with Title 23 California Code of Regulations Section 2550.4. Any cleanup level alternative to background must (1) be consistent with the maximum benefit to the people of the state; (2) not unreasonably affect present and anticipated beneficial use of such water; and (3) not result in water quality less than that prescribed in the Basin Plan and applicable Water Quality Control Plans and Policies of the State Board.

64. Chapter IV of the Basin Plan contains the *Policy for Investigation and Cleanup of Contaminated Sites*, which describes the Regional Water Board's strategy for managing contaminated sites. This Policy is based on California Water Code Sections 13000 and 13304, the Title 23 California Code of Regulations (CCR), Division 3, Chapter 15 and Title 27 CCR, Division 2, subdivision 1 regulations, and State Board Resolutions Nos. 68-16 and 92-49. The Policy includes site investigation, source removal or containment, information required to be submitted for consideration in establishing cleanup levels, and the bases for establishment of

soil and groundwater cleanup levels.

65. The State Board adopted the Water Quality Enforcement Policy, which states in part:

> *At a minimum cleanup levels must be sufficiently stringent to fully support beneficial uses, unless the RWQCB allows a containment zone. In the interim, and if restoration of background water quality cannot be achieved, the CAO should require the discharger(s) to abate the effects of the discharge. Abatement activities may include the provision of alternate water supplies. (Enforcement Policy, p. 19.)*

66. The Regional Water Board's Basin Plan designates beneficial uses of the waters of the State, establishes water quality objectives (WQOs) to protect these uses, and establishes implementation policies to implement WQOs. The beneficial uses of the groundwater beneath the Site are domestic, municipal, industrial, and agricultural supply

67. The wastes detected at the Site are solvents used in the dry cleaning process and breakdown products that are not naturally occurring, and some are known human carcinogens. Pollution of groundwater with PCE, TCE and cis-1,2 DCE impairs the beneficial uses of the groundwater.

68. WQOs listed in the Basin Plan include numeric WQOs, e.g., state drinking water maximum contaminant levels (MCL) that are incorporated by reference, and narrative WQOs, including the narrative toxicity objective and the narrative tastes and odors objective for surface and groundwater. The numeric limits for the constituents of concern, listed in the following table, implement the Basin Plan WQOs.

Constituent	Limits	WQO	Reference
PCE	0.06 µg/L[1]	Narrative Toxicity	California Public Health Goal in Drinking Water – Office of Environmental Health Hazard Assessment
TCE	0.8 µg/L	Narrative Toxicity	California Public Health Goal in Drinking Water – Office of Environmental Health Hazard Assessment.
cis-1,2 DCE	6 µg/L	California Primary Maximum Contaminant Level	CCR Title 22, Section 64444 California Department of Health Services

[1]µg/L--Micrograms per liter

69. The constituents listed in Findings 10 and 11 are wastes, as defined in the California Water Code, Section 13050. The groundwater exceeds the WQOs for the constituents listed in Finding 11. The exceeding of applicable WQOs in the Basin Plan constitutes pollution as defined in California Water Code Section 13050(l)(1). The Basin Plan requires that the Orders protect all beneficial uses and that the appropriate water quality objective is the objective to protect the most sensitive beneficial use. The most sensitive beneficial use with respect to the constituents at this site is the industrial use, which requires water that does not contain constituents of concern at a detectable level and is of high quality to be usable in this food related industrial process according to the information provided by the industrial user.

DISCHARGER LIABILITY

70. As described in Findings1, 2, 6 and 9, the Discharger is subject to an order pursuant to California Water Code Section 13304 because the Discharger has caused or permitted waste to be discharged or deposited where it has discharged to waters of the state and has created, and continues to threaten to create, a condition of pollution or nuisance. By complying with this revised Order, AmeriPride makes no admission of fault or liability for pollution to soil and/or groundwater. This Order replaces and supersedes *Cleanup and Abatement Order No. R5-2003-0059* and *Cleanup and Abatement Order No. R5-2005-0721* and revises *Cleanup and Abatement Order No. R5-2006-0530*, issued by the Executive Officer.

71. This Order requires investigation and cleanup of the Site in compliance with the California Water Code, applicable portions of the Basin Plan, Resolution 92-49, and other applicable plans, policies, and regulations. As described in Finding 60, the Discharger is subject to an order pursuant to California Water Code Section 13267 to submit technical reports because existing data and information about the Site indicate that waste has been discharged, is discharging, or is suspected of discharging, at the property, which is or was owned and/or operated by the Discharger named in this Order. The technical reports required by this Order are necessary to assure compliance with Section 13304 of the California Water Code, including to adequately investigate and cleanup the Site to protect the beneficial uses of waters of the state, to protect against nuisance, and to protect human health and the environment.

72. If the Discharger violates this Order, the Executive Officer may request the Attorney General to petition the superior court for the issuance of an injunction.

73. If the Discharger violates this Order, the Discharger may be liable civilly in a monetary amount provided by the California Water Code.

74. If a court makes a final determination that any entity not named as a "Discharger" in this Order is the agent or alter ego of a Discharger, or is otherwise liable for the acts or omissions of a Discharger that caused or permitted the discharges of waste that are the subject of this Order, the Executive Officer will consider revising this Order to name that entity as a "Discharger."

75. The issuance of this Order is an enforcement action taken by a regulatory agency and is exempt from the provisions of the California Environmental Quality Act (Public Resources Code, Section 21000 et seq.), pursuant to Title 14, California Code of Regulations (CCR), Section 15321(a)(2). The implementation of the Order is also an action to assure the restoration of the environment and is exempt from the provisions of the California Environmental Quality Act (Public Resources Code, Section 210000, et seq.) in accordance with Title 14, CCR, Sections 15308 and 15330.

76. Any person affected by this action of the Regional Water Board may petition the State Water Board to review the action in accordance with Title 23, CCR, Sections 2050-2068. The State Water Board must receive the petition within 30 days of the date of this Order. Copies of the law and regulations applicable to filing petitions will be provided upon request and are available at www.swrcb.ca.gov.

REQUIRED ACTIONS

IT IS HEREBY ORDERED that, pursuant to Section 13300, Section 13304 and Section 13267 of the California Water Code, AmeriPride Services, Inc. and Valley Industrial Services, Inc. (collectively, "Discharger") shall:

1. Investigate, clean up the waste, and abate the effects of the discharges of waste, forthwith, at 7620 Wilbur Way, Sacramento, in conformance with the State Board's Resolution No. 92-49 *Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under Water Code Section 13304* and with the Regional Water Board's *Water Quality Control Plan for the Sacramento River and San Joaquin River Basins* (in particular the Policies and Plans listed within the Control Action Considerations portion of Chapter IV). "Forthwith" means as soon as is reasonably possible. Compliance with this requirement shall include, but not be limited to, completing the tasks listed below and shall include those actions necessary to investigate, clean up and abate the effects of discharges of waste that have emanated from 7620 Wilbur Way beyond the property boundaries. This Order is replacing and superceding *Cleanup and Abatement Order No. R5-2003-0059* and *Cleanup and Abatement Order No. R5-2005-0721* and revising *Cleanup and Abatement Order R5-2006-0530.*

Supply Well Abandonment

2. By **31 October 2007**, properly abandon the Chinet #1 and Chinet #2 wells in compliance with County and State regulations and provide a technical report that describes testing results and the methods of destruction. Prior to abandonment of the two wells, the Discharger must: (1) determine the integrity of the casing and the location of well perforations, by completing a video log of each of the two wells, (2) perform thermal or mechanical spinner logging on both wells, and (3) collect groundwater samples from each screened zone of both wells and analyze for VOCs,. Submit the results of these in-well surveys prior to well abandonment to Regional Water Board staff and Sacramento County Environmental Management Department for permit considerations.

Groundwater Remediation

3. By **31 January 2008,** complete construction and implement start up of extraction well(s) and a treatment system for Phase1 of OU3, to capture and clean up the distal portion of the plume to the laboratory detection limit for PCE of 0.5 μg/L.

4. By **31 December 2008**, submit a draft Remedial Action Plan/Remedial Design (draft RAP/RD) for cleaning up the VOCs in the central portion of the groundwater plume in excess of the detection limit of 0.5 μg/L (Phase 2 of OU3). The draft RAP/RD for OU3 Phase 2 must include:

   - a detailed design of the proposed groundwater extraction and treatment system.
   - a revised groundwater model based on information from the operation of OU3 Phase 1 remedial system.,
   - a time schedule for completing the installation and starting up the system, including a public participation comment period.

5. Within 30 days of receiving comments on the draft RAP/RD from the Regional Water Board and the public, but no later than **30 April 2009**, submit a final RAP/RD in response to Regional Water Board and public comments on the draft RAP/RD. The time schedule in the final RAP/RD approved by Regional Water Board staff shall become a part of this Order.

6. Conduct monitoring and reporting of the existing wells and any additional wells in compliance with Monitoring and Reporting Program (MRP) R5-2003-0820 or any revised MRP issued by the Executive Officer, which is made part of this Order by reference.

Soil Gas Remediation

7. By **15 October 2007**, submit a Work Plan to install an adequate soil gas monitoring network to evaluate the effectiveness of the existing soil gas extraction system in removing contaminated soil gas from on-site and, if necessary, off-site soils. The Work Plan must include a time schedule for implementing the work plan. Once the Regional Water Board has approved the work plan, the approved time schedule shall become part of this Order.

Water Supply Replacement

8. If the VOC plume emanating from the Site impacts any additional municipal or private wells, Regional Water Board staff will notify the Discharger that an alternate water supply is necessary. Within **30 days** of Regional Water Board staff notifying the Discharger that an alternate water supply is necessary, submit a Water Replacement Plan for the specified water supply. The Discharger shall provide uninterrupted replacement water of comparable quality and quantity to that pumped by the public water system or private well owner prior to the discharge of waste. The Discharger shall implement the approved Water Replacement Plan in accordance with an approved time schedule, which shall become part of this Order.

Public Participation

9. The February 2003 *Public Participation Plan* shall be implemented and shall be updated as necessary to reflect any significant changes in the degree of public interest as the investigation and cleanup process moves toward completion.

General Requirements

10. All feasibility studies and cleanup plans shall contain the information listed in Attachments 2 and 3, respectively, which are made part of this Order. Work shall be conducted only after the Regional Water Board staff notifies the Discharger that the work plan is consistent with this Order. All reports shall include a cover letter from the Discharger expressing agreement or disagreement with the contents.

11. Fourteen days prior to conducting any fieldwork, submit a Health and Safety Plan that is adequate to ensure worker and public safety during the field activities in

accordance with Title 8 CCR, Section 5192.

12. As required by the California Business and Professions Code Sections 6735, 7835, and 7835.1, all reports shall be prepared by, or under the supervision of, a California registered professional engineer or geologist and signed by the registered professional. All technical reports submitted by the Discharger shall include a statement signed by the authorized representative certifying under penalty of law that the representative has examined and is familiar with the report and that to his knowledge, the report is true, complete, and accurate.

13. Upon startup of any remediation system(s), operate the remediation system(s) continuously, except for scheduled periodic and required maintenance or unpreventable equipment failure. The Discharger shall notify the Regional Water Board within 24 hours of any unscheduled shutdown of the remediation system(s) that lasts longer than 48 hours. This notification shall include the cause of the shutdown and the corrective action taken (or proposed actions to be taken) to restart and assure that shutdown of the system does not reoccur. Any interruptions in the operation of the remediation system(s), other than for maintenance, emergencies, or equipment failure, without prior approval from Regional Water Board staff or without notifying the Regional Water Board within the specified time is a violation of this Order.

14. Notify Regional Water Board staff at least five working days prior to any fieldwork, testing, or sampling.

15. Obtain all local and state permits necessary to fulfill the requirements of this Order prior to beginning work.

16. Continue any remediation, optimization and monitoring activities until such time as the Executive Officer determines that sufficient cleanup has been accomplished and this Order has been rescinded.

17. Reimburse the Regional Water Board for reasonable costs associated with oversight of the cleanup of the impacted soils and groundwater emanating from the Site except for costs associated with oversight of well closure and water replacement, unless such costs are not reimbursed by Huhtamaki. Failure to provide reasonable reimbursement shall be considered a violation of this Order.

18. Electronic copies of all reports and analytical results are to be submitted over the Internet to the State Water Board Geographic Environmental Information Management System database (GeoTracker) at http://geotracker.swrcb.ca.gov. Electronic copies are due to GeoTracker concurrent with the corresponding hard

copy. Electronic submittals shall comply with GeoTracker standards and procedures as specified on the State Board's web site.

19. If, in the opinion of the Executive Officer, the Discharger fails to comply with the provisions of this Order, the Executive Officer may refer this matter to the Attorney General for judicial enforcement or may issue a complaint for administrative civil liability.

This Order is effective upon the date of signature.

Pamela C Creedon

PAMELA C. CREEDON, Executive Officer

September 24, 2007

Date

EXHIBIT B

Linda S. Adams
Secretary for Environmental Protection

California Regional Water Quality Control Board
Central Valley Region
Karl E. Longley, ScD, P.E., Chair

Sacramento Main Office
11020 Sun Center Drive #200, Rancho Cordova, California 95670-6114
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Arnold Schwarzenegger
Governor

25 September 2007

Ms. Rojean Rada
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Ms. Rochelle B. Stringer, Esq.
Huhtamaki Americas
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ATTACHEMENTS TO CLEANUP AND ABATEMENT ORDER NO R5-2007-0723, AMERIPRIDE SERVICES INC. AND VALLEY INDUSTRIAL SERVICES INC., 7620 WILBUR WAY, SACRAMENTO, SACRAMENTO COUNTY

Enclosed are the attachments to Cleanup and Abatement Order No. R5-2007-0723, which was mailed on 24 September 2007. The attachments were inadvertently not included.

If you have any questions, you may call me at (916) 464-4657.

SUSAN TIMM
Engineering Geologist

Enclosure

cc: on following page

cc: Ms. Frances McChesney, OCC, State Water Resources Control Board, Sacramento
Mr. Ken Pogue, Attorney Generals Office, Sacramento
Mr. Carl Lischeske, Department of Health Services, DW Field Operations Branch, Sacramento
Ms. Jim Carlisle, Office of Environmental Health Hazard Assessment, Sacramento
Mr. Mark Loutzenhiser, Sacramento Metropolitan Air Quality Management District, Sacramento
Mr. Barry Marcus, Environmental Management Department, Sacramento County, Sacramento
Mr. Glen Del Sarto, Sacramento Regional County Sanitation District, Sacramento
Mr. Joseph Peter, AmeriPride Services Inc., Minnetonka, MN
Mr. Lee Smith, Stoel Rives, LLP, Sacramento
Mr. Christopher Keele, Stoel Rives, San Francisco
Mr. Stephen Darmody, Shook, Hardy & Bacon, Miami, Florida
Mr. L. John Nelson, Shook, Hardy & Bacon, Kansas City, MO
Ms. Rochelle Stringer, Huhtamaki Americas, DeSoto, Kansas
Mr. Craig Komulainen, Huhtamaki Americas, Sacramento
Mr. John Poulos, Pillsbury Winthrop, LLP, Sacramento
Mr. Phillip R. Scaletta, Ice Miller, Indianapolis, Indiana
Mr. Mark D. Anstoetter, Shook, Hardy & Bacon, Kansas City, Missouri
Mr. Jeff Thuma, Delta Environmental Consultants, Inc., St. Paul, Minnesota
Mr. Gregory T. Broderick, Downey, Brand, Seymour & Rohwer, LLP, Sacramento
Ms. Nicole Gleason, Downey, Brand, Seymour & Rohwer, LLP, Sacramento
Mr. Mike Thomas, Downey, Brand, Seymour & Rohwer, LLP, Sacramento
Mr. Stephen Carlton, GeoTrans, Inc., Rancho Cordova
Mr. Andy Gremos, Keramida Environmental, Inc., Indianapolis, Indiana
Mr. Joseph Turner, Brown and Caldwell, Sacramento
Mr. Joe Niland, Montgomery Watson Harza, Sacramento
Mr.Jim Burlingame, AmeriPride, Sacramento

ITEMS TO BE INCLUDED IN A FEASIBILITY STUDY/REMEDIAL OPTIONS EVALUATION REPORT

The outline below is a minimum requirement for items to be included and discussed in the text of all feasibility studies/remedial option evaluation reports submitted to the Board. Reports must be signed by a registered geologist, certified engineering geologist, or civil engineer registered or certified by the state of California.

I. Purpose of Feasibility Study/Remedial Options Evaluation

II. Background
- A. Description of Facility
- B. Site History
  1. Years of Operation
  2. Chemical Use
  3. Chemical Releases (Potential and Documented)
- C. Geology
  1. Regional
  2. Local, soil type, lithology, lateral extent of lithologic units
- D. Hydrogeology
  1. Aquifers, Aquitards, Perched Aquifers
  2. Groundwater flow rates, directions, recharge, discharge
  3. Groundwater Use
  4. Extraction and injection wells affect on groundwater flow
- E. Surface Water
  1. Losing or gaining streams, ponds etc.
  2. Hydraulic connection with aquifers
- F. Local Land Use
- G. Previous Investigation and Remedial Actions

II. Nature and Extent of Contamination
- A. Contaminants in Soils
  1. Types and Concentrations
  2. Lateral and Vertical Extent
- B. Pollutants in Groundwater
  1. Types and Concentrations
  2. Lateral and Vertical Extent (including Perched Zones)

III. Contaminant Fate and Transport
- A. Contaminant Properties
  1. Mobility
  2. Toxicity

3. Half-life
4. Chemical and biological degradation

B. Contaminant Transport based on Soil and Aquifer Properties

IV. Remedial Action Objectives

V. Description of Remedial Action Alternatives – at a minimum, 3 alternatives must be considered

A. Alternative that meets background levels
B. Alternative that meets water quality objectives
C. Alternative that meets levels between background and water quality objectives

VI. Evaluation of Remedial Action Alternatives

A. Overall Protectiveness of Human Health and the Environment
B. Compliance with Laws and Regulations
C. Long Term Effectiveness and Permanence
D. Reduction of Toxicity, Mobility, and Volume
E. Short Term Effectiveness
F. Implementability
G. Cost
F. State and Community Acceptance

VII. Potential Impacts of Remedial Actions

VIII. Estimated Project Schedule for Each Alternative

IX. Preferred Alternative

ITEMS TO BE INCLUDED IN A CLEANUP PLAN

The outline below is a minimum requirement for items to be included and discussed in the text of all cleanup plans submitted to the Regional Board. All reports must be signed and stamped by a registered geologist, certified engineering geologist, or civil engineer registered or certified by the State of California. Other pertinent information specific to each individual investigation also should be included.

I. INTRODUCTION

A. Site Assessment and characteristics
   - Site Background
   - Site description and location
   - Site history
   - Historic and current operations conducted at the site correlated to site contamination
   - Existing and planned use of the site
   - Present and historic chemical usage and handling procedures
   - Site geology and hydrogeology
   - Condition of surface and/or subsurface soil
   - All previous investigations with reference to relevant documents

B. Nature and Extent of Soil and Groundwater Contamination
   1. Constituents and concentrations, including background concentrations
   2. Lateral and vertical extent
   3. Site maps to show above, including locations of any groundwater monitoring wells relative to soil and groundwater contamination

II. SUMMARY OF SELECTED REMEDIATION ALTERNATIVE

- Discussion of selected remedial alternative
- Discussion of implementation of remedial alternative
- Summary of field activities
- Summary of bench-scale testing
- Summary of aquifer testing
- Remedial investigation results
- Summary of remedial goals
- Compliance with Federal and State regulations, if applicable

III. TREATMENT SYSTEM DESIGN AND IMPLEMENTATION

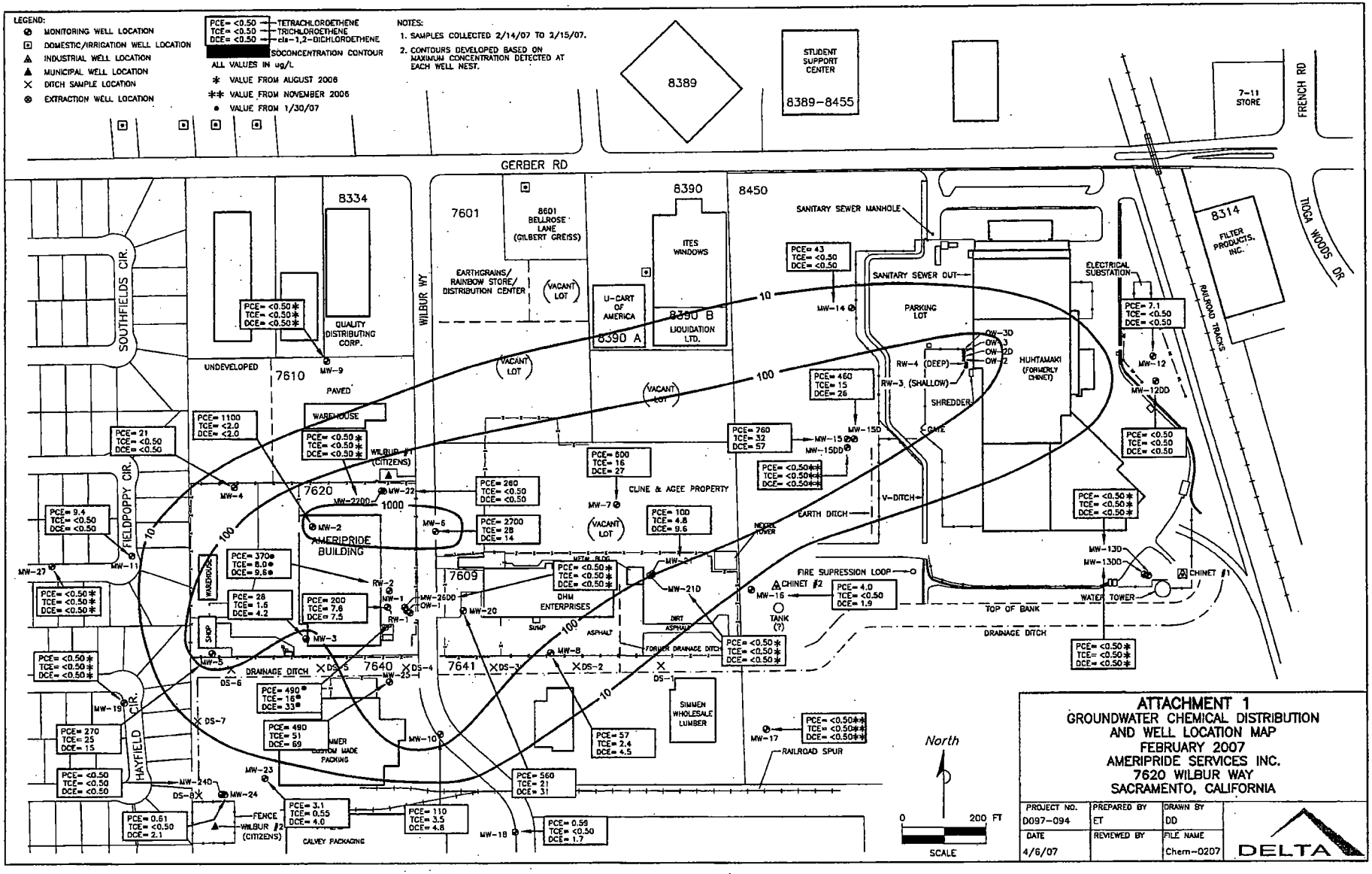
- Conceptual Model/Remedial Design
- Overview
- Equipment selection and operation
- System schematics (layout, instrumentation, and controls)
- Treatment processes
- Construction activities and utility requirements

Operation, maintenance and performance monitoring
Start-up sampling and performance monitoring
Sampling and analysis plan to demonstrate system effectiveness, performance optimization, and long-term operation with respect to achieving cleanup goals
Potential for off-site migration
Emission and discharge controls
Handling and disposal procedures
Quality assurance/quality control plan

IV. CLOSURE AND POST-CLOSURE MONITORING

Cleanup Strategy
Field sampling plan for closure and post-closure monitoring
Long-term operation and maintenance of remedial action measures, if any are needed

V. TIME SCHEDULE FOR IMPLEMENTATION AND REPORTING



ATTACHMENT 1
GROUNDWATER CHEMICAL DISTRIBUTION AND WELL LOCATION MAP
FEBRUARY 2007
AMERIPRIDE SERVICES INC.
7620 WILBUR WAY
SACRAMENTO, CALIFORNIA

PROJECT NO.	PREPARED BY	DRAWN BY
D097-094	ET	DD
DATE	REVIEWED BY	FILE NAME
4/6/07		Chem-0207

DELTA

EXHIBIT C

STOEL RIVES LLP
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LEE N. SMITH
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July 12, 2007

Via Email and First Class Mail

Ms. Susan Timm
Central Valley Regional Water Quality Control Board
11020 Sun Center Drive #200
Rancho Cordova, CA 95670-6114

Re: AmeriPride's Comments to 2007 Draft Cleanup and Abatement Order (supercedes R5-2006-0530) circulated June 14, 2007

Dear Ms. Timm:

This letter is intended to respond to the 2007 draft Cleanup and Abatement Order, referred above, relative to the Valley Industrial Services, Inc./AmeriPride site that was circulated by your office on June 14, 2007. For your convenience, these comments incorporate those made by both AmeriPride's consultants and attorneys. From the outset, we wish to acknowledge the effort that Board staff has made to incorporate AmeriPride's prior concerns into this current draft. However, due to the complex nature of the situation and the additional changes made by staff, we have additional concerns as set forth below:

I. BACKGROUND

- Background, paragraph 6: We request that this paragraph, which involves primarily Valley Industrial Services, Inc., be left intact. No other parties have commented on this section, and AmeriPride believes that there is evidence that would substantiate releases during the period that VIS, Inc. owned the site.

- Background, paragraph 46: Pursuant to the terms of its settlement Agreement, the issue of whether Wilbur 2 is a vehicle for cross-contamination is for Cal-Am to address, if necessary.

- Background, paragraph 48: We have the following suggested language:

  "The goal of Phase 1 is containment . . . VOC contour. In turn, the goal of Phase 2 is . . . contour; both goals are subject to State Board Resolution 92-49."

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Washington
California
Utah
Idaho

- Background, paragraph 50: We suggest that you replace the last sentence with:

  "In the mediation, the two parties reached agreement as to the method of replacement."

- Background, paragraph 57: In this paragraph, we suggest that you revise the text to indicate that a NPDES permit has been issued for OU-3.

- Legal Authority, paragraph 68: We disagree that water cleanup levels need to be any lower than the Maximum Contaminant Level ("MCL"), and, thus, the MCL is the more appropriate target. Further, some water replacement has occurred. This sentence is currently irrelevant and should be removed.

II. DISCHARGER LIABILITY

- Discharger Liability, paragraph 69: AmeriPride suggests the following language, which is more consistent with its position on liability and findings 1, 2, 6, and 9:

  "As described in Findings1, 2, 6, and 9, the Discharger is subject to an order pursuant to California Water Code Section 13304 because the Discharger is the owner of contaminated property or has caused or permitted waste to be discharge or deposited where it has discharged to waters of the state and has created, and continues to threaten to create, a condition of pollution or nuisance. By complying with this revised Order, AmeriPride makes no admission of fault or liability for pollution to soil and/or groundwater. This Order replaces and supersedes Cleanup and Abatement Order No. R5-2003-0059 and Cleanup and Abatement Order No. R5-2005-0721 and revises Cleanup and Abatement Order No. R5-2006-0530, issued by the Executive Officer."

III. REQUIRED ACTIONS

- Water Supply Replacement 2: As the text notes, closure and replacement were resolved in the Settlement Agreement; i.e, consequently AmeriPride would like to have the closure and post-mortem of the Chinet wells be removed from this document. At a minimum, the CAO should indicate that the Settlement Agreement allocates responsibility for well closure to Huhtamaki.

- Water Supply Replacement 3: This provision, which allows automatic replacement of water supplies, is an unconstitutional use of Board authority as well as a due process violation. We suggest the following language instead:

  "If the VOC plume emanating from the site impacts an additional municipal or private well, the Regional Water Board staff will notify the Discharger that additional mitigation measures may be required. The Regional Board will then issue a revised draft CAO to include the measures that Board staff finds are necessary and appropriate under the circumstances. The draft CAO will then be circulated and approved as required by the Water Code and its implementing regulations found in Title 23 of the California Code of Regulations."

- Supply Well Closure 4: As noted above, well closure issues were addressed in the Settlement Agreement between AmeriPride and Huhtamaki. The last sentence of this paragraph should read:

  "Allocation of responsibility for these duties is set forth in a Settlement Agreement between AmeriPride and Huhtamaki."

- Required Action 7: The paragraph currently contains the following deadline: "By 1 July 2008, submit a Remedial Action Plan (RAP) for . . . Phase 2 of OU3." We request that this deadline be changed to December 31, 2008. As of July 1, 2008, OU3 will have operated for only five months; not enough time for Delta Consultants to determine the best course of action moving forward. On or about December 31, 2008 Delta will have had four quarters of groundwater monitoring data with all systems operating in order to facilitate a much more accurate assessment of the best design of the Phase 2 system.

- Required Action 8: The paragraph currently contains the following deadline: "By 1 September 2008, submit a Remedial Design for Phase 2 cleanup of OU3." This deadline should be changed to March 30, 2009 (three months after submittal of the RAP) to allow time for the Regional Water Board to review and comment on the RAP, for a 30-day public comment period, and for incorporation of these comments into the final Remedial Design.

- Soil Gas Remediation: This section needs clarification. Delta has been evaluating its SVE system performance with the existing network of SVE points and submitting this

data to the Regional Water Board on an ongoing quarterly basis. This monitoring data has continually shown decreasing soil gas concentrations in all monitoring points and complete coverage of the impacted soils by the radius of influence (ROI) for the extraction points. Thus, it is not clear what additional monitoring the Regional Water Board requires. We previously requested that this entire section be deleted from the CAO, as reflected in AmeriPride's February 23, 2007 letter to the Regional Board. Without further explanation, AmeriPride herein respectfully again requests that this requirement be removed from the CAO.

- General Requirements 19: There is a typographical error in this paragraph that should be revised as noted: ". . . except for the costs associated with oversight of well closure...". The last sentence of this paragraph should read:

  "Allocation of responsibility for these duties is set forth in a Settlement Agreement between AmeriPride and Huhtamaki."

Very truly yours,

Lee N. Smith
LNS:jmw

cc: Rojean A. Rada, Esq.
Ms. Cori Condon
Ms. Antonia Vorster
Frances McChesney, Esq.
Kenneth Pogue, Esq.
Stephen J. Darmody, Esq.

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mafoster@stoel.com

October 24, 2007

VIA E-MAIL AND U.S. MAIL

Elizabeth Miller Jennings
Senior Staff Counsel
State Water Resources Control Board
Office of Chief Counsel
1001 I Street, 22nd Floor
Sacramento, California 95814

Re: Petition for Review of Order No. R5-2007-0723; Request for Abeyance

Dear Ms. Jennings:

AmeriPride Services Inc. hereby submits the following documents related to its timely appeal of Order No. R5-2007-0723:

- Petition for Review Re: Order No. R5-2007-0723, with attachments;
- Request for Abeyance of Petition for Review Re: Order No. R5-2007-0723.

If you have any questions, please feel free to give me a call.

Very truly yours,

Melissa A. Foster
MAF:jmw

cc: Pamela Creedon, Executive Officer, Regional Board
Frances McChesney, Counsel for Regional Board
Antonia K. J. Vorster, Supervising Engineer
Loren Harlow, Assistant Executive Officer
James Pedri, Assistant Executive Officer
Rojean Rada, General Counsel, AmeriPride Services Inc.

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California
Utah
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October 24, 2007

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VIA E-MAIL AND U.S. MAIL

Elizabeth Miller Jennings
Senior Staff Counsel
State Water Resources Control Board
Office of Chief Counsel
1001 I Street, 22nd Floor
Sacramento, California 95814

Re: Request For Abeyance: Petition for Review of Regional Board Order No. R5-2007-0723

Dear Ms. Jennings:

AmeriPride Services Inc. ("AmeriPride") respectfully requests that the Petition for Review of Order No. R5-2007-0723 ("Petition"), filed with the State Water Resources Control Board ("State Board") on October 24, 2007, be held in abeyance pursuant to 23 Cal. Code Regs. § 2050.5(d).

AmeriPride's request that the Petition be held in abeyance is based on the continuing discussions with Regional Board staff regarding certain provisions contained in Order No. R5-2007-0723 that are the subject of AmeriPride's Petition.

AmeriPride reserves the right to augment its Petition and provide a supplemental Statement of Points and Authorities in support of the Petition if the request for abeyance is not granted, or if the Petition is removed from abeyance in the future. Pursuant to 23 Cal. Code Regs. section 2050.5(d)(2), a copy of this abeyance request has been provided to Pamela Creedon, Executive Officer of the Regional Board.

Please advise us as soon as possible if AmeriPride's request for abeyance is granted.

Very truly yours,

Melissa A. Foster
MAF:jmw
cc: Pamela Creedon, Executive Officer, Regional Board
Frances McChesney, Counsel for Regional Board
Antonia K. J. Vorster, Supervising Engineer
Loren Harlow, Assistant Executive Officer
James Pedri, Assistant Executive Officer
Rojean Rada, General Counsel, AmeriPride Services Inc.

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