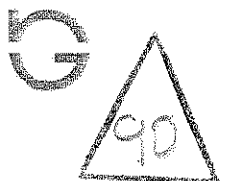
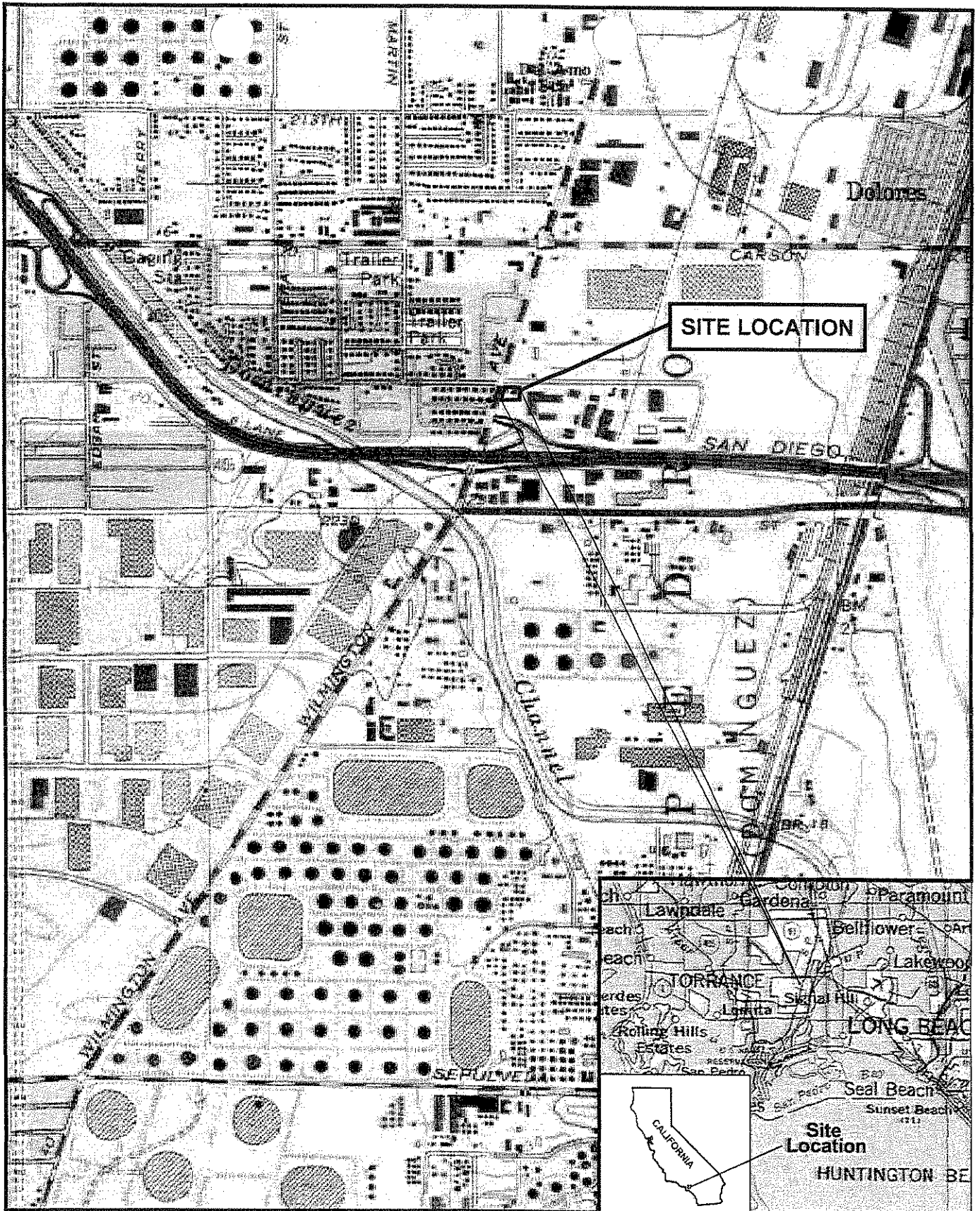


FIGURES





Scale
 1000 0 1000 2000 3000 Feet

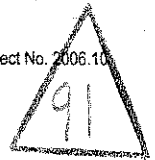
Source: USGS 1981

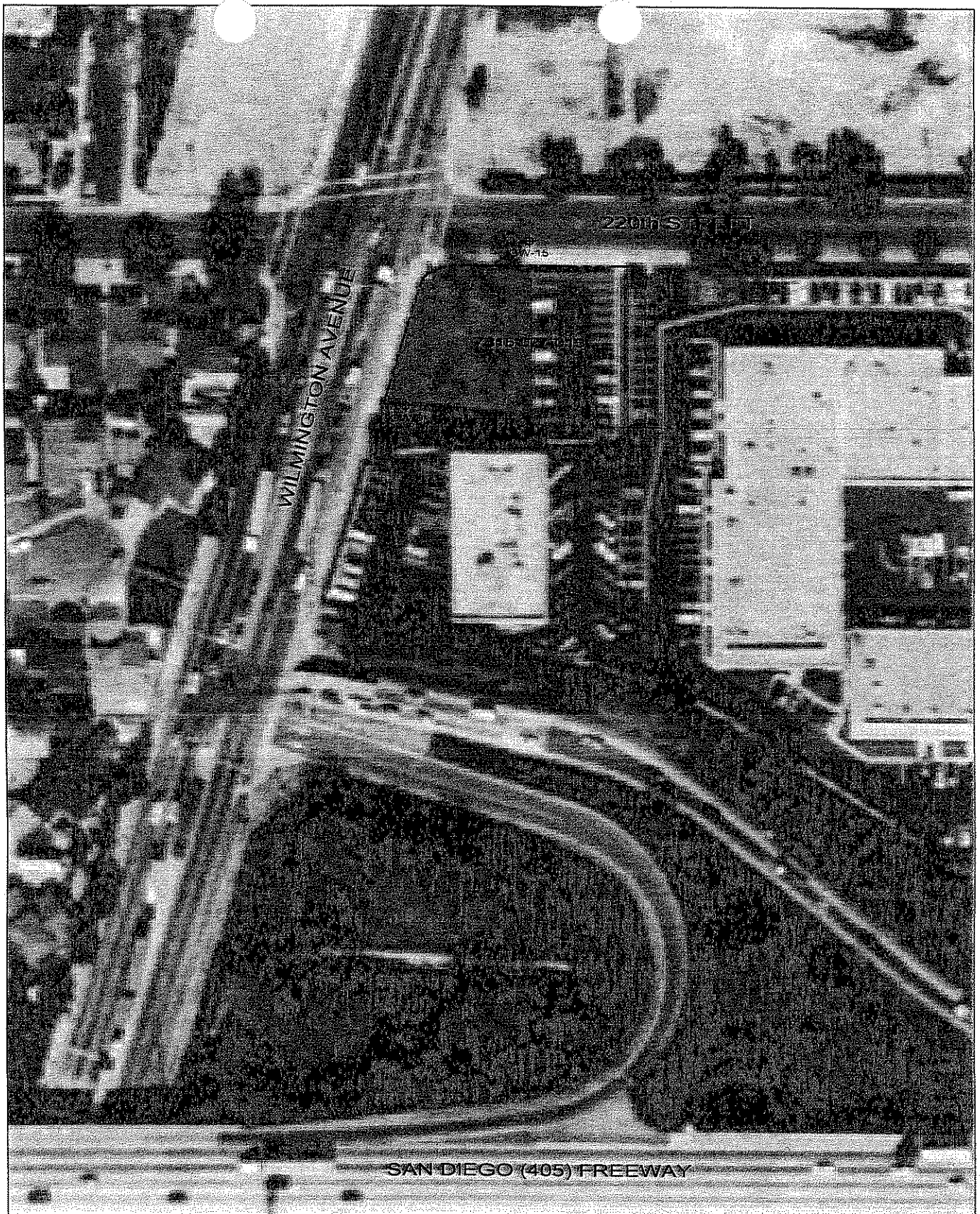
FIGURE 1
Site Location Map

Phase I Environmental Site Assessment
 22000 South Wilmington Avenue
 Carson, California

northgate
 environmental management, inc.

Project No. 2006.10





LEGEND

- SITE BOUNDARY
- 7316-027-013 ASSESSORS PARCEL NUMBER
- ⊕ GROUNDWATER MONITORING WELL

Source: USGS 2005

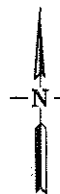
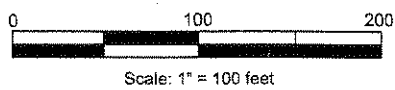


FIGURE 2
Site Map

Phase I Environmental Site Assessment
22000 S. Wilmington Avenue
Carson, California

northgate
environmental management, inc.

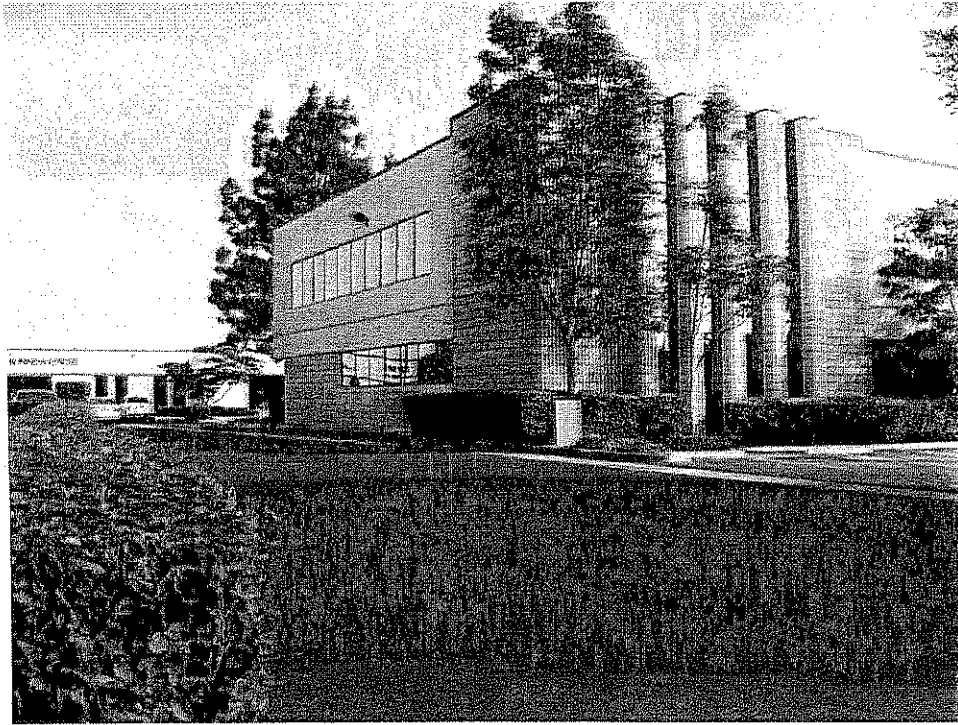
Project No. 2006.10

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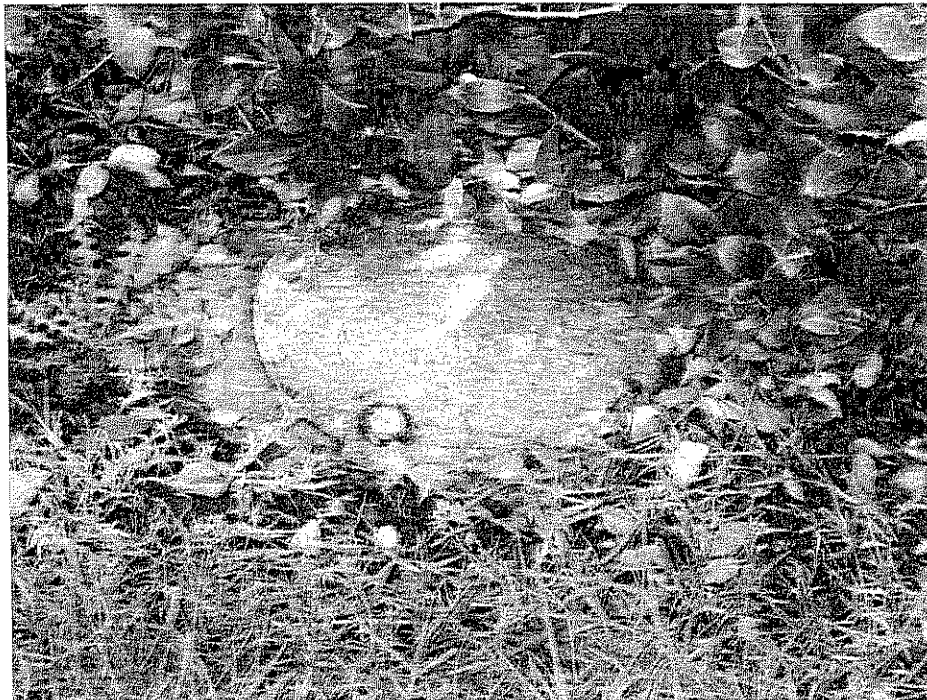
SITE PHOTOGRAPHS

*Phase I Environmental Site Assessment
22000 Wilmington Avenue
Carson, California*

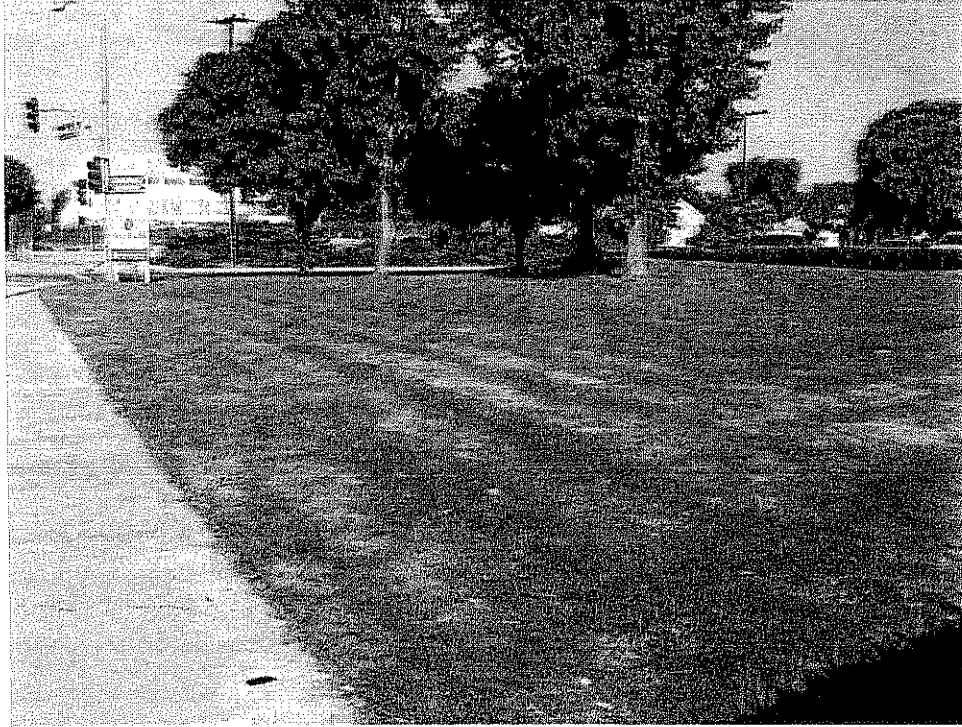




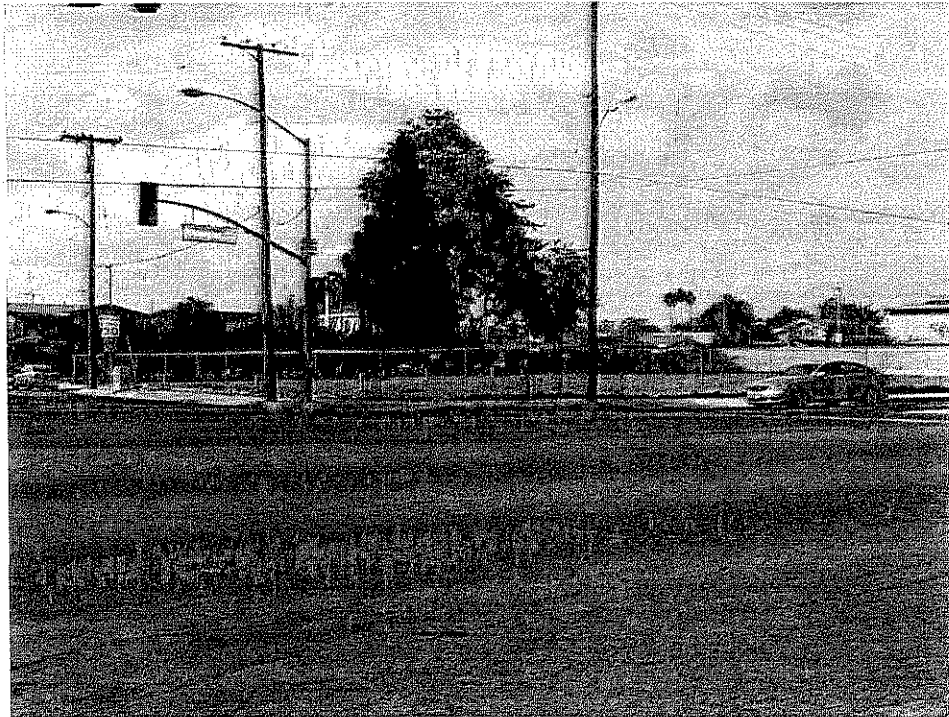
1. Looking southeast from the Site at the two-story Watson office building located south of the Site.



2. Groundwater monitoring well GW-9 located near southwest corner of the Site.



3. View of western portion of Site, looking northeast.



4. Looking northwest from the northwest corner of the Site at vacant property on the northwest corner of Wilmington Avenue and 220th Street, former Arco #5093.



5. From the northwest corner of the Site, looking west across Wilmington Avenue at residential development.



6. Groundwater monitoring well GW-15 located in 220th Street north of the Site.



7. Northern Site boundary, looking west.



8. Parking area on eastern portion of the Site, looking southwest to the two-story Watson building.



9. View of Watson's one-story building, located east of the Site.



10. Unused paved lot located north of 220th Street. Action Mobile Office Rentals is seen in the background.

**Phase II Environmental Site Assessment
Watson Building 440 Site
22000 South Wilmington Avenue
Carson, California**

May 16, 2008

Prepared For:

Watson Land Company
22010 South Wilmington Avenue, Suite 400
Carson, California 90745

Prepared By:

Northgate Environmental Management, Inc.
1100 Quail Street, Suite 102
Newport Beach, California 92660



Derrick Willis
Principal



Dana R. Brown, P.G.
Senior Geologist

RECEIVED

MAY 19 2008

DEVELOPMENT

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- 1 Site Location Map
- 2 Soil Boring Location Map

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- A Daily Field Reports
- B Field Procedures
- C Boring Logs
- D Laboratory Analytical Reports

1.0 INTRODUCTION

This report presents the results of a Phase II Environmental Site Assessment (ESA) by Northgate Environmental Management, Inc. (Northgate), for the property located at 22000 S. Wilmington Avenue, in Carson, Los Angeles County, California (the Site). The Site consists of approximately 0.51 acre of land improved with paved parking and landscaping. The Site is identified as Assessor's Parcel Number 7316-027-013, and has been assigned an address of 22000 South Wilmington Avenue. A Site Location Map is shown on Figure 1 and a Soil Boring Location Map (with Site plan) is shown on Figure 2.

1.1 Authorization

Watson Land Company requested that Northgate conduct a Phase II ESA to address recognized environmental conditions and implement the recommendations presented in Northgate's Phase I (ESA) report for the Site dated January 22, 2008 (Northgate 2008a), and Northgate's letter report of a Site Geophysical Survey dated February 21, 2008 (Northgate 2008b). The objective and scope of work for this assessment were outlined in Northgate's proposal dated April 30, 2008.

1.2 Objectives

The primary objectives of the Phase II ESA were to evaluate the potential presence of constituents of concern that may have been associated with recognized environmental conditions identified during a Phase I ESA conducted by Northgate in November, 2007 (Northgate, 2008a), and a Site Geophysical Survey performed in December, 2007 (Northgate, 2008b). The pertinent findings from the Northgate Phase I ESA are listed below:

- The Site was the location of an Exxon service station from at least the early 1970's until 1983.
- One waste-oil and at least three fuel underground storage tanks (USTs) were formerly located on the Site.
- It appears that the USTs were removed from the Site; however, no permits could be found on file with any of the regulatory agencies documenting the details of the UST removal.
- Historic Site use for agriculture may have utilized pesticides.

Based on the findings, Northgate recommended a geophysical survey be conducted to locate the former tank cavity and to verify the removal of the USTs and associated underground lines. The Geophysical survey was performed in December, 2007 (Northgate, 2008b). The results of the investigation indicated that seven anomalous areas were present at the Site that appeared to be

related to debris left from the decommissioning of the former service station. None of the anomalous areas were identified as former USTs; however, the presence of USTs could not be ruled out.

The City of Carson Redevelopment Agency requested an environmental investigation be performed at the Site prior to construction of the proposed building. To satisfy this requirement, a Phase II ESA was performed by Northgate.

1.3 Scope of Work

The scope of work for this Phase II ESA included the following activities:

- Advancement of two borings adjacent to the former fuel UST area and collection of soil samples at five feet below ground surface (bgs) and every five feet thereafter to a total depth of 20 feet bgs. One boring was also sampled at the surface (0.0 to 0.5 feet bgs);
- Advancement of two borings adjacent to the former service building and collection of soil samples at five feet bgs and every five feet thereafter to a total depth of 20 feet bgs. One boring was also sampled at the surface (0.0 to 0.5 feet bgs);
- Advancement of two borings adjacent to locations of geophysical anomalies associated with buried pipes and/or USTs and collection of soil samples at five feet bgs and every five feet thereafter to a total depth of 20 feet bgs;
- Analysis of two shallow samples for organochlorine pesticides;
- Analysis of selected soil samples for fuel hydrocarbons and associated chemicals and for volatile organic compounds (VOCs); and
- Preparation of this report.

2.0 BACKGROUND

2.1 Site Description

The Site consists of approximately 0.51 acre of improved land located at the southeast corner of Wilmington Avenue and 220th Street in the City of Carson, California (see Figure 1). The Site consists of one individual parcel identified as APN 7316-027-013, Los Angeles County, California. The Site is developed with paved parking, open space, and landscaped areas. The Site is bordered on the north by 220th Street, beyond which is an asphalt-paved vacant lot behind a chain-link fence. The Site is bordered on the west by Wilmington Avenue, beyond which are residential developments. Northwest of the Site, across the intersection of Wilmington Avenue and 220th Street, is a vacant lot that was formerly an ARCO service station (ARCO #5093). The Site is bordered on the south and east by Watson Corporate and Business Center. A Site plan is shown on Figure 2.

2.2 Regional and Local Geology and Hydrology

The Site is located in Los Angeles County, within the central portion of the Peninsular Ranges geomorphic physiographic province of California. According to the California Department of Conservation, this area is classified as follows:

The Peninsular Ranges is a series of ranges separated by northwest-trending valleys, sub-parallel to faults branching from the San Andreas Fault. The trend of topography is similar to the Coast Ranges, but the geology is more like the Sierra Nevada, with granitic rock intruding the older metamorphic rocks. The Peninsular Ranges extend into lower California and are bound on the east by the Colorado Desert. The Los Angeles Basin and the island groups (Santa Catalina, Santa Barbara, and the distinctly terraced San Clemente and San Nicolas Islands), together with the surrounding continental shelf (cut by deep submarine fault troughs), are included in this province.

According to the U.S. Geological Survey Long Beach Quadrangle topographic map, topography in the vicinity of the Site slopes gently to the west, at a rate of approximately 5 feet per mile. Elevation at the Site is approximately 24 feet above mean sea level (msl). On a regional basis the Site is in a gap between low hills with topography generally sloping southeast along the trend of the Dominguez Channel. No bodies of water, springs, or potable water wells are present at the Site, but one shallow groundwater monitoring well (GW-9) is located in the southwest corner of the Site.

The Site is located 0.25 mile north of the Dominguez Channel, and within the Dominguez Gap area of the West Coast Groundwater Basin. The Site is underlain by Holocene to Recent age unconsolidated alluvial deposits of the former Compton Creek, and overbank sediments from the distributary system along the lower reaches of the former Los Angeles River. These natural river systems have now been confined in concrete channels forming the Dominguez Channel and Los Angeles River flood control systems. The unconsolidated deposits beneath the Site contain shallow groundwater in an unconfined aquifer system that may be influenced locally by water levels within the unlined portions of the flood control channels.

Hydrologic units beneath the Site consist of members of the upper Pleistocene Lakewood Formation, which is underlain by lower Pleistocene deposits of the San Pedro Formation. Below the Holocene to Recent alluvial deposits the Gage aquifer and an unnamed aquiclude (part of the upper Pleistocene Lakewood Formation) are unconformably underlain by the lower Pleistocene San Pedro Formation. The San Pedro Formation contains both the Lynwood and Silverado aquifers in the Site vicinity. All of the deeper aquifers are confined or semi-confined in nature, and yield good amounts of fresh water to wells.

A total of 22 wells were identified within a one-mile radius of the Site; 14 are listed as production wells and the remainder are groundwater monitoring wells. One groundwater monitoring well (GW-9) is located in the southwest portion of the Site, and one additional groundwater monitoring well (GW-15) is located in 220th Street just north of the Site (see Figure 2). Municipal water production well 277-01 is located approximately 1,000 feet south of the Site, beyond the 405 freeway; and three other production wells are located within approximately 4,400 feet east of the Site.

Depth to first groundwater has been measured between 25 and 36 feet bgs in the Site vicinity, with a flow direction that varies between southeast and southwest at an approximate gradient of 0.008 feet per foot (Secor Inc., 2007). Based on available information and evaluation of regional topography and structure, the regional groundwater generally flows toward the south and southwest along the trend of the Dominguez Channel.

3.0 INVESTIGATION METHODS

Northgate conducted soil sampling and analysis at the Site on May 5, 2008. The sampling and analysis activities were performed to address the recognized environmental conditions identified in the Phase I ESA report and Site Geophysical Survey discussed above.

3.1 Pre-Field Activities

Before sampling activities began, Northgate coordinated with Watson Land Company regarding Site access and results of the previous investigations. Other pre-field activities included the following specific tasks.

3.1.1 Health and Safety Plan

Northgate prepared a site-specific Health and Safety Plan (HASP) for the Phase II assessment. The HASP was prepared in accordance with applicable federal and state regulations (29CFR1910.120 and 8CCR5192, respectively). The HASP addressed the potential for exposure to hazardous constituents and delineated the general safety procedures that are required for the safe operation of mechanical equipment to be used while conducting field operations at the Site.

3.1.2 Permitting

As none of the borings were advanced to groundwater, no permits were necessary for completion of this investigation.

3.1.3 Clearance of Underground Utilities

Underground Service Alert (USA) was notified, as required by law, 48 hours before any intrusive activities began. All boring locations were marked using stakes and white paint. USA members located utilities and other subsurface obstructions in the vicinity of the borings with colored paint.

3.1.4 Soil Sampling

Soil samples were collected using Geoprobe methodology in clean acetate sleeves, which were driven into the ground at their respective sampling depths. Following sample collection, the borings were backfilled with hydrated bentonite chips to the ground surface. Soil samples were logged and screened for field indications of impacted soil (based on discoloration, odor, and field screening using a photoionization detector [PID]) to aid in selection of soil samples to be analyzed. A more detailed description of soil sampling procedures is presented in Appendix B.



3.1.5 Soil Sampling and Analysis

Soil samples were collected from six boring locations at the Site (SB-1 through SB-6) as shown in Figure 2. Soil samples from these borings were collected for lithological logging and chemical analysis. Soil sampling and analyses rationale are described below:

- SB-1 and SB-2 were located in the assumed former location of the UST cavity and were advanced to 20 feet bgs. Soil samples were analyzed for total petroleum hydrocarbons quantified as gasoline (TPHg), diesel (TPHd), and motor oil (TPHmo); benzene, toluene, ethylbenzene, and xylenes (BTEX); and methyl tertiary-butyl ether (MTBE) at 5, 10, 15 and 20 feet bgs. In addition, a shallow soil sample from SB-1 was analyzed for organochlorine pesticides.
- SB-3 was located in the assumed former location of the dispenser lines/canopy area and was advanced to 20 feet bgs. Soil samples were analyzed for TPHg, TPHd, TPHmo, BTEX, and MTBE at 5, 10, 15, and 20 feet bgs.
- SB-4 and SB-6 were located at each end of the former service building and advanced to 20 feet bgs. SB-4 was located next to a geophysical anomaly that may potentially be related to the former location of a waste-oil UST. Soil samples were analyzed for TPHg, TPHd, TPHmo, and volatile organic compounds (VOCs) at 5, 10, 15, and 20 feet bgs. In addition, a shallow soil sample from SB-6 was analyzed for organochlorine pesticides.
- SB-5 was located in the middle of the former service building next to a geophysical anomaly and was advanced to 20 feet bgs. Soil samples from 5 and 15 feet bgs were analyzed for TPHg, TPHd, TPHmo, and volatile organic compounds (VOCs).

Table 1 lists the depth and sampling interval for soil samples collected from each boring.

Most soil samples were given immediately to an on-Site State-certified mobile analytical laboratory provided by H&P Mobile Geochemistry, based in Solano Beach, California, and analyzed for TPHg, TPHd, and TPHmo using Environmental Protection Agency (EPA) Method 8015M; for BTEX and MTBE using EPA Method 8021B; and for VOCs using EPA Method 8260B.

Soil samples not analyzed at the Site were preserved in methanol and sodium bisulfate in accordance with EPA Method 5035, and delivered under chain-of-custody protocol to Sunstar Laboratories, Inc. (Sunstar), a State-certified analytical laboratory located in Tustin, California, for TPHg, TPHd, and TPHmo analysis using EPA Method 8015M, and for VOCs using EPA Method 8260B.

4.0 INVESTIGATION RESULTS

4.1 Subsurface Conditions

The surface of all boring locations consisted of grass or bare earth underlain by native soils. One boring location penetrated 4 feet of fill material before encountering native soils (SB-4). The soil consisted of sandy silt and silty sand to approximately five feet below ground surface (bgs), where a well-developed hardpan consisting of elastic silt or lean clay was formed. Below the hardpan silty sand and sandy silt alternated with lenses of elastic silt or lean clay. Moist soil was commonly found at 10 feet bgs, above an elastic silt or lean clay layer. At a few locations moist soil was also found at 15 to 20 feet bgs, associated with lenses of elastic silt or lean clay. Groundwater was not encountered in any of the borings. Appendix C contains boring logs for the borings.

4.2 Analytical Results

4.2.1 Soil Analytical Results

A total of 26 soil samples were collected from six separate borings. Analytical results are presented in the following tables:

- Table 2: Summary of Soil Sample Analytical Results for BTEX and MTBE;
- Table 3: Summary of Soil Sample Analytical Results for VOCs;
- Table 4: Summary of Soil Sample Analytical Results for Petroleum Hydrocarbons; and
- Table 5: Summary of Soil Sample Analytical Results for Organochlorine Pesticides.

Analytical results are discussed in the following sections.

VOCs (including BTEX and MTBE)

VOCs were detected in 15 of the soil samples analyzed as part of the study and consisted of low concentrations of toluene, ethylbenzene, and xylenes. Toluene was found in five samples at concentrations ranging from 0.0051 to 0.043 milligrams per kilogram (mg/kg), well below the Regional Water Quality Control Board – Los Angeles Region (RWQCB) Site Screening Level (SSL) of 0.3 mg/kg. Ethylbenzene was found in six samples at concentrations ranging from 0.016 to 0.074 mg/kg, well below the RWQCB SSL of 0.7 mg/kg. Xylenes ranging from 0.011 to 0.22 mg/kg were detected in 14 soil samples. These concentrations are well below the RWQCB SSL of 1.75 mg/kg. No other VOCs were found in the soil samples. Soil VOC and BTEX/MTBE analytical results are summarized in Tables 2 and 3. Laboratory reports and chain-of-custody forms are included in Appendix D.



Total Petroleum Hydrocarbons

TPH was not detected in any of the soil samples analyzed as part of the study. Analytical results for TPH, quantified in the gas, diesel, and motor oil ranges, are summarized in Table 4. Laboratory reports and chain-of-custody forms are included in Appendix D.

Organochlorine Pesticides

Concentrations of organochlorine pesticides were not detected in any of the samples. Analytical results are summarized in Table 5. Laboratory reports and chain-of-custody forms are included in Appendix D.



5.0 SUMMARY AND CONCLUSIONS

Northgate sampled and analyzed 26 soil samples from six soil borings in order to evaluate the potential presence of fuel-related compounds associated with former gasoline service station operations at the Site. In addition, two samples were analyzed for pesticides that may have been applied to the Site during historic agricultural usage.

Total petroleum hydrocarbons were not detected in any of the soil samples collected at the Site. The only VOCs found in soil samples collected from the site were toluene, ethylbenzene, and xylenes, all detected at concentrations well below RWQCB SSLs.

Organochlorine pesticides were not detected in soil samples collected at the Site.

Northgate concludes that no further action is required with respect to evaluating potential impacts to the Site from former operations, other than recommending that monitoring be conducted during building footprint excavation and grading operations to address debris and any potential impacted soil that may be associated with former gasoline service station operations.



6.0 LIMITATIONS

The purpose of a geologic/hydrogeologic study is to reasonably characterize existing site conditions based on the geology/ hydrogeology of the area. In performing such a study, it is understood that a balance must be struck between a reasonable inquiry into the site conditions and an exhaustive analysis of each conceivable environmental characteristic. The following paragraphs discuss the assumptions and parameters under which such an opinion is rendered.

No investigation is thorough enough to describe all geologic/hydrogeologic conditions of interest at a given site. If conditions have not been identified during the study, such a finding should not therefore be construed as a guarantee of the absence of such conditions at the site, but rather as the result of the services performed within the scope, limitations, and cost of the work performed.

We are unable to report on or accurately predict events that may change the site conditions after the described services are performed, whether occurring naturally or caused by external forces. We assume no responsibility for conditions we were not authorized to evaluate, or conditions not generally recognized as predictable when services were performed.

Geologic/hydrogeologic conditions may exist at the site that cannot be identified solely by visual observation. Where subsurface exploratory work was performed, our professional opinions are based in part on interpretation of data from discrete sampling locations that may not represent actual conditions at unsampled locations.



7.0 BIBLIOGRAPHY

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CAL EPA. 2005. Use of California Human Health Screening Levels (CHHSLs) in Evaluation of Contaminated Properties. January 2005.

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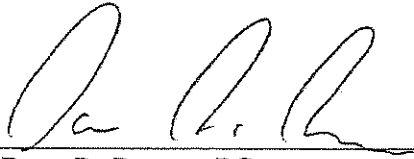
Northgate Environmental Management, Inc. 2008a. Phase I Environmental Site Assessment, 22000 S. Wilmington Avenue, Carson, California. January 22, 2008.

Northgate Environmental Management, Inc. 2008b. Site Geophysical Survey, Building 440, 22000 S. Wilmington Avenue, Carson, California. February 21, 2008.



CERTIFICATION*

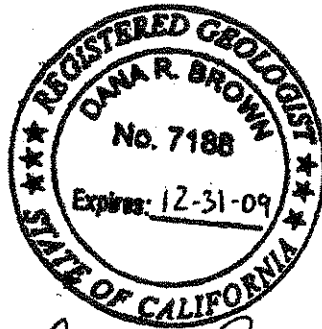
All geologic information, conclusions, and recommendations in this document have been prepared under the supervision of and reviewed by a Northgate California Professional Geologist.



Dana R. Brown, PG
Senior Geologist
California Professional Geologist #7188

May 16, 2008

Date



* A registered geologist's certification of conditions comprises a declaration of his or her professional judgment. It does not constitute a warranty or guarantee, expressed or implied, nor does it relieve any other party of its responsibility to abide by contract documents, applicable codes, standards, regulations, and ordinances





Wilmington Urbemis Run

Summary Report for Summer Emissions (Pounds/Day)

Project Location: South Coast AQMD

In-Road Vehicle Emissions Based on: Version : Emfac2007 V2.3 Nov 1 2006

Off-Road Vehicle Emissions Based on: OFFROAD2007

CONSTRUCTION EMISSION ESTIMATES

	ROG	NOx	CO	SO2	PM10 Dust	PM10	PM10	PM10	PM2.5 Dust	PM2.5	PM2.5	PM2.5	CO2
009 TOTALS (lbs/day unmitigated)	17.60	41.10	18.53	0.04	22.82	2.02	24.84	4.76	1.86	6.62	4,900.12		
009 TOTALS (lbs/day mitigated)	17.60	39.87	18.53	0.04	22.82	1.47	24.30	4.76	1.36	6.12	4,900.12		
010 TOTALS (lbs/day unmitigated)	1.49	11.80	8.82	0.01	0.03	0.69	0.71	0.01	0.63	0.64	1,602.78		
010 TOTALS (lbs/day mitigated)	1.49	10.43	8.82	0.01	0.03	0.20	0.23	0.01	0.18	0.19	1,602.78		

AREA SOURCE EMISSION ESTIMATES

	ROG	NOx	CO	SO2	PM10	PM2.5	CO2
TOTALS (lbs/day, unmitigated)	0.33	0.83	2.23	0.00	0.01	0.01	969.25
TOTALS (lbs/day, mitigated)	0.33	0.83	2.23	0.00	0.01	0.01	969.25
Percent Reduction	0.00	0.00	0.00	2.70	0.00	0.00	0.00

PERATIONAL (VEHICLE) EMISSION ESTIMATES

OT	lbs/day, unmitigated)	ROG	NOx	CO	SO2	PM10	PM2.5	CO2
		1.54	1.89	17.27	0.02	2.80	0.55	1,680.80

JM OF AREA SOURCE AND OPERATIONAL EMISSION ESTIMATES

TOTALS (lbs/day, unmitigated)	ROG	NOx	CO	SO2	PM10	PM2.5	CO2
	1.87	2.72	19.50	0.02	2.81	0.56	2,650.05