STATE OF CALIFORNIA
CALIFORNIA ENVIRONMENTAL PROTECTION AGENCY
DEPARTMENT OF TOXIC SUBSTANCES CONTROL

In the Matter of:	Docket No. HSA-CO 03/04-042
Wyle Laboratories 1841 Hillside Avenue City of Norco, California – 92860-0160	CONSENT ORDER
Respondents: Wyle Laboratories 1841 Hillside Avenue City of Norco, California – 92860-0160	Health and Safety Code Sections 25355 5(a)(1)(B) and (C), 58009 and 58010
Arrow Electronics, Inc. 50 Marcus Drive Melville, New York 11747	

Table of Contents

I. INTRODUCTION

1.1 Parties. The California Environmental Protection Agency, Department of Toxic Substances Control (DTSC) and Wyle Laboratories, a Delaware corporation; Arrow Electronics, Inc., a New York corporation (Respondents) hereby enter into this Consent Order (Order) and agree to its terms and conditions. DTSC and Respondents are referred to collectively herein as the Parties.

1.2 Property/Site. This Order applies to the property located at 1841 Hillside Avenue in the City of Norco, County of Riverside, California 92860 (hereinafter, the "Site"). The Site consists of approximately 429 acres and is identified by Assessor's Parcel Numbers 123-260-003-5, 123-250-005-6, 123-250-006-7, 123-250-007-8, 123-260-004-6, 123-260-006-8, 123-320-001-8, 123-330-001-9, 123-330-011-8, 123-330-036-1. A figure showing the Site is attached as Exhibit A, "Site Map."

The original Wyle Laboratories (not the Wyle Laboratories subject to this Order) was the owner and operator at the Site from the late 1950's through 1994. Effective January 1, 1995, the original Wyle Laboratories split into Wyle Electronics and Wyle Laboratories (Wyle). Wyle Electronics was the successor-in-interest to the original Wyle Laboratories. Arrow Electronics (Arrow) is the successor-in-interest to Wyle Electronics, and retains Wyle Electronics responsibilities with respect to the Site. From 1995 to 2002, Wyle was the owner and operator at the Site. In November 2002, CRV-SC Norco Partners L.P. (CRV) purchased the Site from Wyle and is the current owner. Since November 2002, Wyle has remained the operator at the Site but has commenced decommissioning and plans to vacate the Site by Spring 2004. Wyle and Arrow have been conducting environmental investigation at the Site with the oversight of the Santa Ana Regional Water Quality Control Board (RWQCB).

This Order applies to the Site and the extent of contamination that resulted from activities on the Site.

1.3 Jurisdiction. This Order is entered into by the parties pursuant to Health and Safety Code sections 25355.5(a)(1)(B) and (C), 58009 and 58010.

Health and Safety Code section 25355.5(a)(1)(B) authorizes DTSC to issue an order establishing a schedule for removing or remedying a release of a hazardous substance at a site, or for correcting the conditions that threaten the release of a hazardous substance. The order shall include, but is not limited to requiring specific dates by which the nature and extent of a release shall be determined and the site adequately characterized, a remedial action plan prepared and submitted to DTSC for approval, and a removal or remedial action completed.

Health and Safety Code section 25355.5(a)(1)(C) authorizes DTSC to enter into an enforceable agreement with a responsible party for the site which requires the party to take necessary response actions to remove the threat of the release, or to determine the nature and extent of the release and adequately characterize the site, prepare a

remedial action plan, and complete the necessary removal or remedial actions, as required in the approved remedial action plan.

Health and Safety Code section 58009 authorizes DTSC to commence and maintain all proper and necessary actions and proceedings to enforce its rules and regulations; to enjoin and abate nuisances related to matters within its jurisdiction which are dangerous to health; to compel the performance of any act specifically enjoined upon any person, officer, or board, by any law of this state relating to matters within its jurisdiction; and/or on matters within its jurisdiction, to protect and preserve the public health.

Health and Safety Code section 58010 authorizes DTSC to abate public nuisances related to matters within its jurisdiction

II. FINDINGS OF FACT

DTSC hereby finds:

2.1 Liability of Respondents Respondents are a responsible party or liable person as defined in Health and Safety Code section 25323.5.

2.1.1 Wyle is the current operator and the former owner (from 1994 to 2002) of the Site.

2.1.2 Arrow is the successor to the former owner and operator (pre-1994) of the Site.

2.2 Physical Description of Site.

2.2.1 The Site occupies approximately 429 acres of predominantly undeveloped land in the City of Norco, California (see Exhibit A - Site vicinity map). The Site lies in a westward sloping drainage basin, with considerable topographic relief due to the presence of weathered granite outcrops throughout the Site. An ephemeral stream is present along the axis of the drainage basin from the east/northeast corner and exiting the Site near its southwestern corner. Adjacent properties include residences to the south and north, residences and Norco High School to the west, and a golf course to the east.

2.2.2 The Site is divided geographically into several areas, identified by letters (e.g., Area A, Area B, etc.) (see Exhibit B – Site Plan identifying different areas). Each Site area typically consists of one or more small buildings, structures and/or outdoor testing areas built for certain testing procedures and to house specific testing apparatus. The Respondents have used the various buildings and test areas to perform tests on items provided by clients. Generally, test items are returned to the client once the tests have been completed. The Respondents' activities have included testing aerospace

components and systems including: pumps, valves, piping, and propulsion systems; ordnance and weapons systems; performing environmental and dynamic simulation tests; and conducting infrequent munitions detonation and solid rocket motor firings. Several buildings that are not used for testing activities are used for administration, chemical storage, vehicle maintenance, metal machining/parts fabrication, or photographic developing. Chemical usage at the Site throughout its history has included explosives, solid rocket motor fuel, cryogenics, petroleum hydrocarbons, hypergolic fuels, and solvents. According to Wyle use of hypergolic fuels and solvents was discontinued before 1994, and these chemicals are no longer handled at the Site.

2.3 Site History.

The Site was undeveloped until the 1950s. Wyle occupied the Site and began operations in approximately 1957. In 1996, Wyle modified its property line with the developer to the east and north such that the property alignment would follow the roadway. Wyle exchanged property with the developer to the south (south/east corner of Wyle)

The activities conducted at the Site include environmental testing of aerospace, defense and commercial components and systems. Generally, Wyle activities were restricted to the central portions of the Site. The Site is divided geographically into several areas: Areas A, B, C, D, E, F, F-5, H, I, J, K, M, and the Central Services Building/Administration Building. A brief description of activities conducted in each of the areas is presented in Exhibit C, Site History. The historical information presented in Exhibit C is based on information obtained from reports prepared by Arrow, Wyle or their environmental consultants.

2.4 Hazardous Substances Found at the Site. Subsurface investigations addressing both developed and undeveloped portions of the Site have been conducted since approximately 1994, and include all of the areas shown in Exhibit B. The following hazardous substances have been identified: benzene, cis 1,2-dichloroethylene (*cis* 1,2-DCE), *trans* 1,2 dichloroethylene (*trans* 1,2-DCE), PCE, TCE, vinyl chloride, polychlorinated biphenyls (PCB), hydrazine, perchlorates, n-nitrosodimethylamine (NDMA), and lead. This list does not include all constituents detected on Site. Detailed information regarding such substances is located in reports currently on file with DTSC. A summary of these reports is provided in Exhibit D.

2.5 Health Effects.

2.5.1 Lead was detected in certain limited areas of the Site. Risks from this constituent may occur primarily by exposure with soils through ingestion, inhalation of dusts, and dermal contact. The main target for lead toxicity is the nervous system, both in adults and in children. Potential health effects from exposure to lead can affect a child's mental and physical growth.

2.5.2 Other inorganic chemicals detected, that are not naturally occurring, are perchlorate (in ground water) and hydrazine (in ground water and soil). The primary potential health effect from perchlorate exposure is inhibition of iodide uptake by the thyroid gland, resulting in disruption of hormone balance and alterations of the thyroid gland. Long term exposure to hydrazine can result in toxicity and cancer of the liver, lung, and kidneys.

2.5.3 Semi volatile organic compounds (SVOCs) detected at the Site include PCBs and NDMA. Risks from these chemicals may occur primarily by exposure to soils through incidental ingestion, inhalation of dusts, and dermal contact. Potential health effects include cancer, liver and kidney damage, developmental and reproductive impairment, and effects on the immune system.

2.5.4 VOCs detected at the Site include: 1) benzene, 2) chlorinated solvents, such as TCE, PCE, cis-1,2-DCE, trans-1,2-DCE, and (3) vinyl chloride. Exposure to such chemicals may occur by inhalation of vapors coming from soil and groundwater, as well as ingestion of, and dermal contact with, VOCs in soil or water. Potential health effects include cancer, liver and kidney damage, respiratory impairment and central nervous system effects.

2.6 Routes of Exposure

2.6.1 Certain activities conducted at the Site have contaminated soil, groundwater and surface water. Because the contaminants found on-site include both volatile and non-volatile compounds, an assessment of all exposure routes will be conducted. The potential routes of exposure include inhalation, ingestion, and dermal contact.

2.7 Public Health and/or Environmental Risk.

2.7.1 Contaminants have been found in the soil and groundwater at the Site. Risks from these contaminants may occur by exposure to soils, groundwater and/or surface water through ingestion, inhalation of dusts, and/or vapors, and dermal contact if exposure pathways are completed. Such risks will be evaluated in a human health risk assessment pursuant to this Order or a human health risk assessment deemed acceptable under this Order. The groundwater, when present, is relatively shallow at the Site. In addition, an ephemeral stream flows through the Site for several months a year.

III. CONCLUSIONS OF LAW

3.1 Respondents are responsible parties as defined by Health and Safety Code section 25323.5.

3.2 Each of the substances listed in Paragraph 2.4 is a "hazardous substance" as defined in Health and Safety Code section 25316.

3.3 There has been a "release" and/or there is a "threatened release" of hazardous substances listed in Paragraph 2.4 at the Site, as defined in Health and Safety Code section 25320.

3.4 Response actions, which may consist of investigation, remediation or monitoring, as appropriate, are necessary to abate a public nuisance and/or to protect and preserve the public health.

IV. DETERMINATION

4.1 Based on the foregoing findings of fact and conclusions of law, DTSC hereby determines that response action is necessary at the Site because there has been a release and/or there is a threatened release of hazardous substances at the Site.

V. CONSENT ORDER

Based on the foregoing , IT IS HEREBY AGREED AND ORDERED THAT Respondents conduct the following response actions in the manner specified herein, and in accordance with a schedule specified by DTSC as follows:

5.1 Consistency with State and Federal Law. All response actions taken pursuant to this Order shall be consistent with the requirements of chapter 6.8 (commencing with section 25300), division 20 of the Health and Safety Code, any other applicable state or federal statutes and regulations, applicable guidance documents issued by the USEPA for response actions under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) of 1980 as amended by the Superfund Amendments and Reauthorization Act (SARA) of 1986, and all applicable DTSC guidance, policies, and procedures.

5.1.1 Site Remediation Strategy. The purpose of this Order is to require for the Site: implementation of any appropriate removal actions, completion of a Remedial Investigation/Feasibility Study (RI/FS), implementation of a Remedial Action Plan (RAP), preparation of California Environmental Quality Act (CEQA) documents, Remedial Design, implementation of the remedial actions approved in the RAP, Operation and Maintenance and Site Certification. An overall Site investigation and remediation strategy shall be developed by Respondents in accordance with this DTSC's policies, procedures, objectives, and requirements. Current knowledge of Site contamination sources, Site conditions, exposure pathways, and receptors may be used in developing this strategy. In consultation with DTSC, and with its approval, Respondents may use existing data to develop the Site investigation/remediation

strategy.

5.1.1.1 An objective of additional Site investigations, if any, shall be to identify immediate or potential risks to public health and the environment and prioritize and implement response actions using removal actions and remedial actions as appropriate, based on the relative risks at the Site. Respondents and DTSC shall possibly modify Site priorities throughout the course of the Order. If necessary for the protection of public health and the environment, DTSC will require additional response actions not specified in this Order to be performed as removal actions or separate operable units. Removal actions shall be implemented in accordance with a workplan and implementation schedule submitted by Respondent(s) and approved by DTSC. Further investigation and remedial or removal actions after the effective date of this Order shall be implemented in accordance with a workplan and implementation schedule submitted by Respondents and approved by DTSC.

5.1.2 Remedial Action Objectives. Based on available information, DTSC has preliminarily determined that the remedial action objectives for the Site shall include:

(a) Existing and potential beneficial uses of groundwater shall be protected. The remedial action objectives for this Site shall be developed with groundwater remediation standards which are protective of the designated beneficial uses.

(b) The reasonably foreseeable future land use of the Site is unrestricted use. Therefore, remedial action objectives for contaminated media shall be developed which are protective of receptors assuming unrestricted future uses

5.1.3 Removal Actions. Respondents shall undertake removal actions if DTSC determines such actions are necessary to mitigate the release of hazardous substances at or emanating from the Site. Either DTSC or Respondents may identify the need for additional response actions, if any.

5.1.3.1 Fence and Post. The Respondents shall ensure that the Site is secure and that warning signs are posted at the Site. Currently, a manned guard station controls ingress into the Site. The existing fence(s) and signs shall be continuously maintained for as long as DTSC determines it to be necessary in order to protect public health and safety and the environment.

5.1.4 Groundwater Monitoring. Respondents shall continue to conduct quarterly groundwater monitoring of existing monitoring wells in accordance with a DTSC approved workplan. In consultation with DTSC, and with its approval, Respondents may continue to use an existing workplan to conduct such groundwater monitoring.

Groundwater monitoring shall be conducted until DTSC determines it is appropriate to terminate monitoring. Respondents may request termination of

monitoring at any time for good cause shown and DTSC shall not unreasonably delay or deny any such request to terminate monitoring, or to reduce the frequency of monitoring, if good cause is shown

5.1.5 Site Remediation Strategy Meeting. Respondents, including the Project Coordinator (Paragraph 6.1) and Project Engineer/Geologist (Paragraph 6.3), shall meet with DTSC on a DTSC specified date to discuss priorities; project planning, phasing and scheduling, remedial action objectives, remedial technologies, data quality objectives, and the RI/FS. Results of the discussions will be included in the Scoping Document, Paragraph 5.2.2 2(b) of this Order.

5.2 Remedial Investigation/Feasibility Study (RI/FS). A RI/FS currently is in process and shall be completed for the Site The RI/FS may be performed as a series of RI/FSs, if appropriate, based on Site priorities. The RI/FS shall be prepared consistent with the EPAs "Guidance for Conducting Remedial Investigations and Feasibility Studies under CERCLA," October 1988, and all other related or relevant policies, practices and guidelines of the California Environmental Protection Agency and policies, practices and guidelines developed by U.S. EPA pursuant to the National Contingency Plan, as amended (NCP), 40 Code of Federal Regulations (C.F.R.) part 300 et seq. The purpose of the RI/FS is to assess Site conditions. RI and FS activities shall be conducted concurrently and iteratively so that the investigations can be completed expeditiously. Existing RI information for the Site currently is being reviewed by DTSC. However, DTSC may identify additional information/data gaps. Respondents shall fulfill additional data and analysis needs identified by DTSC; these additional data and analysis requests will be consistent with the general scope and objectives of this Order. In consultation with DTSC, and with its approval, Respondents may use existing data to develop the scope of the RI/FS.

The following elements of the RI/FS process Order shall be preliminarily defined in the initial Site scoping and refined and modified as additional information is gathered throughout the RI/FS process.

(a) Conceptual Site Model identifying contamination sources, exposure pathways, and receptors;

(b) Federal, State and local remedial action objectives including applicable legal requirements or relevant and appropriate standards;

(c) Project phasing including the identification of removal actions and operable units;

(d) General response actions and associated remedial technology types; and

(e) The need for treatability studies

5.2.1 RI/FS Objectives. The objectives of the RI/FS are to:

(a) Determine the nature and full extent of hazardous substance contamination of air, soil, surface water and groundwater at the Site;

(b) Identify all actual and potential exposure pathways and routes through environmental media;

(c) Determine the magnitude and probability of actual or potential harm to public health, safety or welfare or to the environment posed by the threatened or actual release of hazardous substances at or from the Site;

(d) Identify and evaluate appropriate response actions to prevent or minimize future releases and mitigate any releases which have already occurred; and

(e) Collect and evaluate the information necessary to prepare a RAP.

5.2.2 RI/FS Workplan. Within a DTSC-specified date, Respondents shall prepare and submit to DTSC for review and approval a detailed RI/FS Workplan and implementation schedule for additional areas of investigation at the Site DTSC may require. In consultation with DTSC, and with its approval, Respondents may use existing data to develop the scope of the RI/FS.

The RI/FS Workplan should be designed to identify data gaps that have been identified in writing to be provided by DTSC to Respondents and to identify additional investigation needs to adequately characterize the Site.

5.2.2.1 The RI/FS Workplan shall include a detailed description of the tasks to be performed, information or data needed for each task, and the deliverables which will be submitted to DTSC. Either Respondents or DTSC may identify the need for additional work

5.2.2.2 The RI/FS Workplan deliverables are discussed in the remainder of this Paragraph, with a schedule for implementation, and monthly reports. The RI/FS Workplan shall include all the sections and address each component listed below.

(a) Project Management Plan. The Project Management Plan shall define relationships and responsibilities for major tasks and project management items by Respondents, its contractors, subcontractors, and consultants The plan shall include an organization chart with the names and titles of key personnel and a description of their individual responsibilities.

(b) Scoping Document. The Scoping Document shall incorporate DTSC's

policies and procedures, objectives, requirements, and expectations contained in the NCP. If applicable, it shall include:

(1) An analysis and summary of the Site background and the physical setting. At a minimum, the following information is required:

(A) A map of the Site, and if they exist, aerial photographs and blueprints showing buildings and structures;

(B) A description of past disposal practices;

(C) A list of all hazardous substances which were disposed, discharged, spilled, treated, stored, transferred, transported, handled or used at the Site, and a description of their estimated volumes, concentrations, and characteristics;

(D) A description of the characteristics of the hazardous substances at the Site; and

(E) If applicable, a description of all current and past manufacturing processes which are or were related to each hazardous substance.

(2) An analysis and summary of previous response actions including a summary of all existing data including air, soil, surface water, and groundwater data and the Quality Assurance/Quality Control (QA/QC) procedures which were followed;

(3) Presentation of the Conceptual Site Model;

(4) The scope and objectives of RI/FS activities;

(5) Preliminary identification of possible response actions and the data needed for the evaluation of alternatives. Removal actions shall be proposed, if needed, based on the initial evaluation of threats to public health and the environment; and

(6) If applicable, initial presentation of the Site Remediation Strategy.

(c) Field Sampling Plan. The Field Sampling Plan shall include:

(1) Sampling objectives, including a brief description of data gaps and how the field sampling plan will address these gaps;

(2) Sample locations, including a map showing these locations, and proposed frequency;

(3) Sample designation or numbering system;

(4) Detailed specification of sampling equipment and procedures;

(5) Sample handling and analysis including preservation methods, shipping requirements and holding times; and

(6) Management plan for wastes generated.

(d) Quality Assurance Project Plan. The plan shall include:

(1) Project organization and responsibilities with respect to sampling and analysis;

(2) Quality assurance objectives for measurement including accuracy, precision, and method detection limits In selecting analytical methods, Respondents shall consider obtaining detection limits at or below potentially applicable legal requirements or relevant and appropriate standards, such as Maximum Contaminant Levels (MCLs) or Maximum Contaminant Level Goals (MCLGs);

(3) Sampling procedures;

(4) Sample custody procedures and documentation;

(5) Field and laboratory calibration procedures;

(6) Analytical procedures;

(7) Laboratory to be used certified pursuant to Health and Safety Code section 25198;

(8) Specific routine procedures used to assess data (precision, accuracy and completeness) and response actions;

(9) Reporting procedure for measurement of system performance and data quality;

(10) Data management, data reduction, validation and reporting. Information shall be accessible to downloading into DTSC's system; and

(11) Internal quality control.

(e) Health and Safety Plan. A site-specific Health and Safety Plan shall be prepared in accordance with federal (29 C.F.R. §1910.120) and state (Cal. Code

Regs., tit. 8, §5192) regulations and shall describe the following:

(1) Field activities including work tasks, objectives, and personnel requirements and a description of hazardous substances on the Site;

(2) Respondents' key personnel and responsibilities;

(3) Potential hazards to workers including chemical hazards, physical hazards, confined spaces and climatic conditions;

(4) Potential risks arising from the work being performed including the impact to workers, the community and the environment;

(5) Exposure monitoring plan;

(6) Personal protective equipment and engineering controls;

(7) Site controls including work zones and security measures;

(8) Decontamination procedures;

(9) General safe work practices;

(10) Sanitation facilities;

(11) Standard operating procedures;

(12) Emergency response plan covering workers addressing potential hazardous material releases;

(13) Training requirements;

(14) Medical surveillance program; and

(15) Record keeping.

(f) Other Activities. A description of any other significant activities which are appropriate to complete the RI/FS shall be included.

(g) Schedule. A schedule which provides specific time frames and dates for completion of each activity and report conducted or submitted under the RI/FS Workplan including the schedules for removal actions and operable unit activities.

5.2.3 RI/FS Workplan Implementation. Respondents shall implement any

approved RI/FS Workplan.

5.2.4 RI/FS Workplan Revisions. If Respondents propose to modify any methods or initiate new activities for which no Field Sampling Plan, Health and Safety Plan, Quality Assurance Project Plan or other necessary procedures/plans have been established, Respondents shall prepare an addendum to the approved plan(s) for DTSC review and approval prior to modifying the method or initiating new activities. DTSC shall approve such proposed modifications absent good cause not to do so.

5.3 Remedial Investigation (RI) Report. The RI Report shall be prepared and submitted by Respondents to DTSC for review and approval in accordance with the approved schedule in the RI/FS workplan. The purpose of the RI is to collect data necessary to adequately characterize the Site for the purposes of defining potential risks to public health and the environment and developing and evaluating effective remedial alternatives. Site characterization may be conducted in one or more phases to focus sampling efforts and increase the efficiency of the investigation. Respondents shall identify the sources of contamination and define the nature, extent, and volume of the contamination. Using this information, the contaminant fate and transport shall be evaluated. In addition to the information described in Section 5.2.2, the RI Report shall contain:

(a) Site Physical Characteristics. Data on the physical characteristics of the Site and surrounding area shall be collected to the extent necessary to define potential transport pathways and receptor populations and to provide sufficient engineering data for development and screening of remedial action alternatives.

(b) Sources of Contamination. Contamination sources (including heavily contaminated media) shall be defined. The data shall include the source locations, type of contaminant, waste characteristics, and Site features related to contaminant migration and human exposure.

(c) Nature and Extent of Contamination. Contaminants shall be identified and the horizontal and vertical extent of contamination shall be defined in soil, groundwater, surface water, sediment, air, and biota. Spatial and temporal trends and the fate and transport of contamination shall be evaluated.

5.4 Baseline Health and Ecological Risk Assessment. Respondents shall perform health and ecological risk assessments for the Site that meet the requirements of Health and Safety Code section 25356.1.5(b). Respondents shall submit a Baseline Health and Ecological Risk Assessment Report as required by DTSC. The report shall be prepared consistent with U.S. EPA and DTSC guidance and regulations, including as a minimum: Risk Assessment Guidance for Superfund, Volume 1; Human Health Evaluation Manual, December 1989; Superfund Exposure Assessment Manual, April 1988; Risk Assessment Guidance for Superfund, Volume 2, Environmental Evaluation

Manual, March 1989; and all other related or relevant policies, practices and guidelines of the California Environmental Protection Agency and policies, practices and guidelines developed by U S. EPA pursuant to the NCP. The Baseline Health and Ecological Risk Assessment Report shall include the following components:

(a) Contaminant Identification. Characterization data shall identify contaminants of concern for the risk assessment process.

(b) Environmental Evaluation. An ecological assessment consisting of:

(1) Identification of sensitive environments and rare, threatened, or endangered species and their habitats; and

(2) As appropriate, ecological investigations to assess the actual or potential effects on the environment and/or develop remediation criteria

(c) Exposure Assessment. The objectives of an exposure assessment are to identify actual or potential exposure pathways, to characterize the potentially exposed populations, and to determine the extent of the exposure Exposed populations may include industrial workers, residents, and subgroups as determined by DTSC, that comprise a meaningful portion of the general population.

(d) Toxicity Assessment. Respondents shall evaluate the types of adverse health or environmental effects associated with individual and multiple chemical exposures; the relationship between magnitude of exposures and adverse effects; and related uncertainties such as the weight of evidence for a chemical's potential carcinogenicity in humans.

(e) Risk Characterization. Risk characterization shall include the potential risks of adverse health or environmental effects for each of the exposure scenarios derived in the exposure assessment.

5 5 Feasibility Study (FS) Report The FS Report shall be prepared and submitted by Respondents to DTSC for review and approval in accordance with the schedule presented in the RI/FS Workplan The FS Report shall summarize the results of the FS including the following:

(a) Documentation of all treatability studies conducted

(b) Development of medium specific or operable unit specific remedial action objectives, including legal requirements and other promulgated standards that are relevant

(c) Identification and screening of general response actions, remedial technologies, and process options on a medium and/or operable unit specific basis.

(d) Evaluation of alternatives based on the criteria contained in the NCP including:

Threshold Criteria:

(1) Overall protection of human health and the environment.

(2) Compliance with legal requirements and other promulgated standards that are relevant.

Primary Balancing Criteria:

(1) Long-term effectiveness and permanence

(2) Reduction of toxicity, mobility, or volume through treatment.

(3) Short-term effectiveness.

(4) Implementability based on technical and administrative feasibility.

(5) Cost.

Modifying Criteria:

(1) State and local agency acceptance.

(2) Community acceptance.

(e) Proposed remedial actions.

5.6 Public Participation Plan (Community Relations). Respondents shall work cooperatively with DTSC in supporting an opportunity for meaningful public participation with respect to activities carried out under this Order. Any public participation activities under this Order shall be conducted in accordance with Health and Safety Code sections 25356.1 and 25358.7 and DTSC's most current Public Participation Policy and Guidance Manual, and shall be subject to DTSC's review and approval.

DTSC may at its option, conduct a baseline community survey and develop a Public Participation Plan (PPP) which describes how, under this Order, the public and adjoining community will be kept informed of activities conducted at the Site and how

DTSC will be responding to good faith inquiries from concerned citizens. Major steps in developing a PPP are as follows:

(a) *Develop proposed list of interviewees;*

(b) Schedule and conduct community interviews; and

(c) Analyze interview notes, and develop objectives

In consultation with DTSC, Respondents shall implement the public participation support activities identified in the PPP DTSC retains the right to implement any of these activities independently. These activities include, but are not limited to, development and distribution of fact sheets; public meeting preparations; and development and placement of public notices.

5.7 California Environmental Quality Act (CEQA) DTSC must comply with CEQA insofar as activities required by this Order are projects requiring CEQA compliance. Upon DTSC request, Respondents shall submit any information deemed necessary by DTSC to facilitate compliance with CEQA. The costs incurred by DTSC in complying with CEQA are response costs and Respondents shall reimburse DTSC for such costs pursuant to Paragraph 6 19.

5.8 Remedial Action Plan (RAP). No later than thirty (30) days after DTSC approval of the FS Report, Respondents shall prepare and submit to DTSC a draft RAP The draft RAP prepared shall be consistent with the NCP and Health and Safety Code section 25356.1. The draft RAP public review process may be combined with that of any other documents required by CEQA.

5.8.1 The draft RAP shall be based on and summarize the approved RI/FS Reports, and shall clearly set forth:

(a) Health and safety risks posed by the conditions at the Site.

(b) The effect of contamination or pollution levels upon present, future, and probable beneficial uses of contaminated, polluted, or threatened resources

(c) The effect of alternative remedial action measures on the reasonable availability of groundwater resources for present, future, and probable beneficial uses.

(d) Site specific characteristics, including the potential for offsite migration of hazardous substances, the surface or subsurface soil, and the hydrogeologic conditions, as well as preexisting background contamination levels.

(e) Cost-effectiveness of alternative remedial action measures. Land

disposal shall not be deemed the most cost-effective measure merely on the basis of lower short-term cost.

(f) The potential environmental impacts of alternative remedial action measures, including, but not limited to, land disposal of the untreated hazardous substances as opposed to treatment of the hazardous substances to remove or reduce their volume, toxicity, or mobility prior to disposal.

(g) A statement of reasons setting forth the basis for the removal and remedial actions selected The statement shall include an evaluation of each proposed alternative submitted and evaluate the consistency of the removal and remedial actions proposed by the plan with the NCP.

(h) A schedule for implementation of all proposed removal and remedial actions

5.8.2 In conjunction with DTSC, Respondents shall implement the public review process specified in DTSC's Public Participation Policy and Guidance Manual. Within ten (10) days of closure of the public comment period, Respondents shall submit to DTSC a written Responsiveness Summary of all written and oral comments presented and received during the public comment period.

5.8.3 Following DTSC's review, DTSC will specify any changes to be made in the RAP. Respondents shall modify the document in accordance with DTSC's specifications, unless the dispute resolution procedure in Section 6.29 herein is invoked, and submit a revised RAP within fifteen (15) days of receipt of DTSC's comments.

5.9 Remedial Design (RD). Within sixty (60) days after DTSC approval of the final RAP, Respondents shall submit to DTSC for review and approval a RD describing in detail the technical and operational plans for implementation of the final RAP which includes the following elements, as applicable:

(a) Design criteria, process unit and pipe sizing calculations, process diagrams, and final plans and specifications for facilities to be constructed

(b) Description of equipment used to excavate, handle, and transport contaminated material.

(c) A field sampling and laboratory analysis plan addressing sampling during implementation and to confirm achievement of the performance objectives of the RAP.

(d) A transportation plan identifying routes of travel and final destination of wastes generated and disposed.

(e) For groundwater extraction systems: aquifer test results, capture zone calculations, specifications for extraction and performance monitoring wells, and a plan to demonstrate that capture is achieved

(f) An updated health and safety plan addressing the implementation activities.

(g) Identification of any necessary permits and agreements.

(h) An operation and maintenance plan including any required monitoring.

(i) A detailed schedule for implementation of the remedial action consistent with the schedule contained in the approved RAP including procurement, mobilization, construction phasing, sampling, facility startup, and testing.

5.10 Land Use Covenants. A land use covenant shall be executed and recorded pursuant to California Code of Regulations, title 22, section 67391.1 if limitations or restrictions are to be placed on any portion of the Site because hazardous materials, hazardous wastes or constituents, or hazardous substances will remain on any portion of the Site at levels which are not suitable for unrestricted use. If the approved remedy in the RAP includes deed restrictions, the current owner(s) of any portion of the Site affected by such restrictions shall sign and record a deed restriction(s) as required and approved by DTSC.

5.11 Implementation of Final RAP. Upon DTSC approval of the RD Respondents shall implement the final RAP in accordance with the approved schedule in the RD. Within thirty (30) days of completion of field activities under the final RAP, Respondents shall submit an Implementation Report documenting the implementation of the final RAP.

5.12 Operation and Maintenance (O&M). Respondents shall comply with all O&M requirements in accordance with the final RAP. Within thirty (30) days of the date of DTSC's reasonable request, Respondents shall prepare and submit to DTSC for approval an O&M workplan that includes an implementation schedule Respondents shall implement the workplan in accordance with the approved schedule.

5.13 Changes During Implementation of the Final RAP. During the implementation of the final RAP DTSC may specify such additions, modifications, and revisions only if necessary to protect public health and safety or the environment or to implement the final RAP.

5.14 Five-Year Review. If necessary, Respondents shall review and reevaluate the remedial action after a period of not more than 5 years from the completion of construction and startup. The review and reevaluation shall be conducted to determine

if human health and the environment are being protected by the remedial action. Within thirty (30) calendar days before the end of the time period approved by DTSC to review and reevaluate the remedial action, Respondents shall submit a remedial action review workplan to DTSC for review and approval. Within sixty (60) days of DTSC's approval of the workplan, Respondents shall implement the workplan and shall submit a comprehensive report of the results of the remedial action review. The report shall describe the results of all sample analyses, tests and other data generated or received by Respondents and evaluate the adequacy of the implemented remedy in protecting public health, safety and the environment. As a result of any review performed under this Section, Respondents may be required to perform additional Work or to modify Work previously performed.

5.15 Stop Work Order. In the event that DTSC determines that any activity (whether or not pursued in compliance with this Order) may pose an imminent or substantial endangerment to the health or safety of people on the Site or in the surrounding area or to the environment, DTSC may order Respondents to stop further implementation of this Order for such period of time needed to abate the endangerment. In the event that DTSC determines that any Site activities outside of the ordinary course of Wyle ongoing business activities (whether or not pursued in compliance with this Order) are proceeding without DTSC authorization, DTSC may order Respondents to stop further implementation of this Order or activity for such period of time needed to obtain DTSC authorization, if such authorization is appropriate. Any deadline in this Order directly affected by a Stop Work Order, under this Paragraph, shall be extended for the term of the Stop Work Order.

5.16 Emergency Response Action/Notification. In the event of any emergency action or occurrence (such as a fire, earthquake, explosion, or human exposure to hazardous substances caused by the release or threatened release of a hazardous substance) during the course of this Order, Respondents shall immediately take all appropriate action to prevent, abate, or minimize such emergency, release, or immediate threat of release and shall immediately notify the Project Manager. Respondents shall take such action in consultation with the Project Manager and in accordance with all applicable provisions of this Order. Within seven (7) days of the onset of such an event, Respondents shall furnish a report to DTSC, signed by Respondents' Project Coordinator, setting forth the events which occurred and the measures taken in the response thereto. In the event that Respondents fail to take appropriate response and DTSC takes the action instead, Respondents shall be liable to DTSC for all costs of the response action. Nothing in this Paragraph shall be deemed to limit any other notification requirement to which Respondents may be subject.

5.17 Discontinuation of Remedial Technology. Any remedial technology employed in implementation of the final RAP shall be left in place and operated by Respondents until and except to the extent that DTSC authorizes Respondents in

writing to discontinue, move or modify some or all of the remedial technology because Respondents have met the criteria specified in the final RAP for its discontinuance, or because the modifications would better achieve the goals of the final RAP or for other good cause.

5.18 Financial Assurance. If necessary, Respondents shall demonstrate to DTSC and maintain financial assurance for operation and maintenance and monitoring. Respondents shall demonstrate financial assurance prior to the time that operation and maintenance activities are initiated and shall maintain it throughout the period of time necessary to complete all required operation and maintenance activities. The financial assurance mechanisms shall meet the requirements of Health and Safety Code section 25355.2. All financial assurance mechanisms are subject to the review and approval of DTSC.

VI. GENERAL PROVISIONS

6.1 Project Coordinator. Within ten (10) days from the effective date of this Order, Respondents shall submit to DTSC in writing the name, address, and telephone number of a Project Coordinator whose responsibilities will be to receive all notices, comments, approvals, and other communications from DTSC. Respondents shall promptly notify DTSC, in writing, of any change in the identity of the Project Coordinator. Respondents shall obtain approval from DTSC, which shall not be unreasonably delayed or denied, before the new Project Coordinator performs any work under this Order.

6.2 Communication and Coordination Plan (CCP). Within thirty (30) days from the effective date of this Order, Respondents shall submit to DTSC for approval a CCP which specifies the requirements and procedures by which Respondents will communicate and coordinate with one another in carrying out the requirements of this Order.

6.3 Project Engineer/Geologist. The work performed pursuant to this Order shall be under the direction and supervision of a qualified professional engineer or a registered geologist in the State of California, with expertise in hazardous substance site cleanups. Within fifteen (15) days from the effective date of this Order, Respondents must submit: a) the name and address of the project engineer or geologist chosen by Respondents; and b) in order to demonstrate expertise in hazardous substance cleanup, the resumé of the engineer or geologist, and the statement of qualifications of the consulting firm responsible for the work. Respondents shall promptly notify DTSC of any change in the identity of the Project Engineer/Geologist. Respondents shall obtain approval from DTSC, which approval shall not be unreasonably delayed or denied, before the new Project Engineer/Geologist performs any work under this Order.

6.4 Quarterly Summary Reports. Within thirty (30) days from the effective date of this Order, and on a quarterly basis thereafter, Respondents shall submit a Quarterly Summary Report of its activities under the provisions of this Order. The report shall be received by DTSC by the fifteenth (15th) day of the relevant month and shall describe:

(a) Specific actions taken by or on behalf of Respondents during the previous calendar quarter;

(b) Actions expected to be undertaken during the current calendar quarter;

(c) All planned activities for the next quarter;

(d) Any requirements under this Order that were not completed;

(e) Any problems or anticipated problems in complying with this Order; and

(f) All results of sample analyses, tests, and other data generated under this Order during the previous quarter and any significant findings from these data

6.5 Quality Assurance/Quality Control (QA/QC). All sampling and analysis conducted by Respondents under this Order shall be performed in accordance with QA/QC submitted by Respondents and approved by DTSC pursuant to this Order.

6.6 Submittals. All submittals and notifications from Respondents required by this Order shall be sent either by first-class mail, hand delivery, express delivery service, or facsimile transmission to:

Mr. Peter A. Garcia, Chief
Cypress Branch
School Property Evaluation and Cleanup Division
Attention: Mr. Shahir Haddad, P.E., Project Manager [three copies]
Department of Toxic Substances Control
5796 Corporate Avenue
Cypress, California 90630-4732

6.7 Communications. All approvals and decisions of DTSC made regarding submittals and notifications will be communicated to the Project Coordinator for Respondents in writing by DTSC's Chief of the Cypress Branch, School Property Evaluation and Cleanup Division, or his/her designee. No informal advice, guidance, suggestions, or comments by DTSC regarding reports, plans, specifications, schedules, or any other writings by Respondents shall be construed to relieve Respondents of the obligation to obtain such formal approvals as may be required.

6.8 DTSC Review and Approval. (a) All response actions taken pursuant to this

Order after the date hereof shall be subject to the approval of DTSC to the extent set forth herein. Respondents shall submit all deliverables required by this Order to DTSC. Once deliverables are approved by DTSC, they shall be deemed incorporated into this Order and enforceable where applicable under this Order.

(b) If DTSC determines that any report, plan, schedule, or other document submitted for approval pursuant to this Order fails to comply with this Order or fails to protect public health or safety or the environment, DTSC may:

(1) Modify the document to the extent needed to comply with this Order or to protect public health or the environment; or

(2) Return comments to Respondents with recommended changes and a date by which Respondents must submit to DTSC a revised document incorporating the recommended changes.

(c) Any modifications, comments or other directives issued pursuant to (b) above, are incorporated into this Order. Any noncompliance with these modifications or directives shall be deemed a failure or refusal to comply with this Order.

6.9 Compliance with Applicable Laws. Nothing in this Order shall relieve Respondents from complying with all other applicable laws and regulations, including but not limited to compliance with all applicable waste discharge requirements issued by the State Water Resources Control Board or a California Regional Water Quality Control Board. Respondents shall conform all actions required by this Order to all applicable federal, state and local laws and regulations.

6.10 Respondent Liabilities. Nothing in this Order shall constitute or be construed as a satisfaction or release from liability for any conditions or claims arising as a result of past, current, or future operations of Respondents. Nothing in this Order is intended or shall be construed to limit the rights of any of the parties with respect to claims arising out of or relating to the deposit or disposal at any other location of substances removed from the Site. Nothing in this Order is intended or shall be construed to limit or preclude DTSC from taking any action authorized by law to protect public health or safety or the environment and recovering the cost thereof. Notwithstanding compliance with the terms of this Order, Respondents may be required for good cause to take further actions as are necessary to protect public health and the environment.

6.11 Site Access. Access to the Site for the purposes of overseeing actions under this Order and laboratories used for analyses of samples under this Order shall be provided at all reasonable times to employees, contractors, and consultants of DTSC. Nothing in this Paragraph is intended or shall be construed to limit in any way

the right of entry or inspection that DTSC or any other agency may otherwise have by operation of law. Subject to reasonable safety precautions, DTSC and its authorized representatives shall have the authority to enter and move freely about all property at the Site at all reasonable times for purposes related to this Order including, but not limited to: inspecting records, operating logs, sampling and analytic data, and contracts relating to this Site; reviewing the progress of Respondents in carrying out the terms of this Order; conducting such tests as DTSC may deem necessary; and verifying the data submitted to DTSC by Respondents. Nothing in this Paragraph shall constitute a waiver by Respondents of any privilege, including but not limited to the right to withhold from producing or otherwise disseminating privileged information, such as trade secrets or confidential business information.

6.11.1 Site Access for Respondents. To the extent the Site or any other property to which access is required for the implementation of this Order is owned or controlled by persons other than Respondents, Respondents shall use best efforts to secure from such persons access for Respondents, as well as DTSC, its representatives, and contractors, as necessary to effectuate this Order. To the extent that any portion of the Site is controlled by tenants of Respondents, Respondents shall use best efforts to secure from such tenants, access for Respondents, as well as for DTSC, its representatives, and contractors, as necessary to effectuate this Order. If any access required to complete the work is not obtained within forty-five (45) days of the date DTSC notifies Respondents in writing that additional access beyond that previously secured is necessary, Respondents shall promptly notify DTSC, and shall include in that notification a summary of the steps Respondents have taken to attempt to obtain access Upon request, DTSC shall assist Respondents in obtaining access. Respondents shall reimburse DTSC in obtaining access, including, but not limited to, attorneys fees and the amount of just compensation, if warranted.

6.12 Efforts to Coordinate with Non-respondents to the Order. Respondents shall make best efforts to coordinate in the performance of the work required by this Order by any person not a party to this Order who offers to perform or, in lieu of performance to pay for, in whole or in part, the work required by this Order. Best efforts to coordinate shall include, at a minimum:

(a) Replying in writing within a reasonable period of time to offers to perform or pay for work required by this Order;
(b) engaging in good-faith negotiations with any person not a party to this Order who offers to perform or to pay for, work required by this Order; and
(c) good-faith consideration of good-faith offers to perform or pay for work required by this Order.

6.13 Sampling, Data and Document Availability. Excepting legally privileged documents, Respondents shall permit DTSC and its authorized representatives to inspect and copy all sampling, testing, monitoring or other data generated by

Respondents or on Respondents behalf in any way pertaining to work undertaken pursuant to this Order. Respondents shall submit all such data upon the request of DTSC. Copies shall be provided within seven (7) days of receipt of DTSC's written request, unless the parties agree on a different timetable. Respondents shall inform DTSC at least seven (7) days in advance of all field sampling under this Order, and shall allow DTSC and its authorized representatives to take duplicates of any samples collected by Respondents pursuant to this Order. Respondents shall maintain a central depository of the data, reports, and other documents prepared pursuant to this Order.

6.14 Record Retention. All such data, reports and other documents shall be preserved by Respondents for a minimum of ten (10) years after the conclusion of all activities under this Order. If DTSC requests that some or all of these documents be preserved for a longer period of time, Respondents shall either comply with that request or deliver the documents to DTSC, or permit DTSC to copy the documents prior to destruction. Respondents shall notify DTSC in writing, at least six (6) months prior to destroying any material documents prepared pursuant to this Order.

6.15 Government Liabilities. The State of California shall not be liable for any injuries or damages to persons or property resulting from acts or omissions by Respondents, or related parties specified in Paragraph 6.27, Parties Bound, in carrying out activities pursuant to this Order, nor shall the State of California be held as party to any contract entered into by Respondents or its agents in carrying out activities pursuant to this Order.

6.16 Additional Actions. By issuance of this Order, DTSC does not waive the right to take any further actions authorized by law.

6.17 Extension Requests. If Respondents are unable to perform any activity or submit any document within the time required under this Order, Respondents may, prior to expiration of the time, request an extension of the time in writing. The extension request shall include a justification for the delay. All such requests shall be in advance of the date on which the activity or document is due.

6.18 Extension Approvals. If DTSC determines that good cause exists for an extension, it will grant the request and specify a new schedule in writing. Respondents shall comply with the new schedule incorporated in this Order.

6.19 Liability for Costs. Respondents are liable for all of DTSC's costs that have been incurred in taking response actions at the Site (including costs of overseeing response actions performed by Respondents) and costs to be incurred in the future.

6.20 Payment of Costs. DTSC may bill Respondents for costs incurred in taking response actions at the Site prior to the effective date of this Order. DTSC will bill Respondents quarterly for its response costs incurred after the effective date of this

Order. Respondents shall pay DTSC within sixty (60) days of receipt of any DTSC billing which is in good order and not disputed by any Respondent Any undisputed billing not paid within sixty (60) days is subject to interest calculated from the date of the *billing pursuant to Health and Safety Code section 25360.1.*

6.20.1 All payments made by Respondents pursuant to this Order shall be by cashier's or certified check made payable to "DTSC", and shall bear on the face the *project code of the Site (Site # 401144)* and the Docket number of this Order. Payments shall be sent to:

Department of Toxic Substances Control
Accounting/Cashier
1001 "I" Street
P.O. Box 806
Sacramento, California 95812-0806

A photocopy of all payment checks shall also be sent to the person designated by DTSC to receive submittals under this Order.

6.21 Severability. The requirements of this Order are severable, and Respondents shall comply with each and every provision hereof, notwithstanding the effectiveness of any other provision.

6.22 Incorporation of Plans, Schedules and Reports. All plans, schedules, reports, specifications and other documents that are submitted by Respondents pursuant to this Order are incorporated in this Order upon DTSC's approval or as modified pursuant to Paragraph 6.8, DTSC Review and Approval, and shall be implemented by Respondents. Any non-compliance with the documents incorporated in this Order shall be deemed non-compliance with this Order.

6.23 Modifications. DTSC reserves the right to modify this Order only to the extent set forth herein, subject to the outcome of the dispute resolution process. Any modification to this Order shall be effective upon the date the modification is signed by DTSC, unless disputed by a Respondent pursuant to this Order, and shall be deemed incorporated in this Order.

6.24 Time Periods. Unless otherwise specified, time periods begin from the effective date of this Order and "days" means calendar days. In computing any period of time under this Order, where the last day would fall on a Saturday, Sunday, or federal or state holiday, the period shall run until the next business day.

6.25 Termination and Satisfaction. Except for Respondents' obligations, if any, under Paragraphs 5.12 Operation and Maintenance (O&M), 5.14 Five-Year Review, 5.17 Financial Assurance, 6.14 Record Retention, 6.19 Liability for Costs, and 6.20

Payment of Costs, Respondents obligations under this Order shall terminate and be deemed satisfied upon Respondents receipt of written notice from DTSC that Respondents have complied with all the terms of this Order

6 26 Calendar of Tasks and Schedules. This Paragraph is merely for the convenience of listing in one location the tasks and submittals required by this Order. If there is a conflict between the date for a scheduled task or submittal within this Paragraph and the date within the Paragraph describing the specific requirement, the latter shall govern.

Calendar of Tasks and Schedules

	TASK	SCHEDULE
1	Identify Project Coordinator; Paragraph 6.1;	Within 10 days from the effective date of this Order.
2.	Submit CCP; Paragraph 6.2;	Within 30 days from the effective date of this Order.
3	Submit RI/FS Workplan Paragraph 5 2.2	As specified by DTSC
4.	Submit RI Report; Paragraph 5.3;	Per schedule in approved RI/FS Workplan
5.	Submit Baseline Risk Assessment; Paragraph 5.4;	As required by DTSC
6.	Submit FS Report; Paragraph 5.5	Per schedule in approved RI/FS Workplan
7.	Submit Draft RAP; Paragraph 5.8;	No later than 30 days from DTSC approval of FS Report.
8.	Submit Final RAP; Paragraph 5.8.3;	Within 15 days of receipt of DTSC's comments of Draft RAP.
9.	Submit Remedial Design; Paragraph 5.9;	Within 60 days of DTSC's approval of the final RAP.
10.	Submit O&M Workplan; Paragraph 5.12;	Within 30 days of DTSC's request.

6.27 Parties Bound. This Order applies to and is binding upon Respondents, and their respective officers, directors, agents, employees, contractors, consultants, receivers, trustees, successors and assignees, including but not limited to, individuals, partners, and subsidiary and parent corporations. Respondents shall provide a copy of this Order to all contractors, subcontractors, laboratories, and consultants which are retained to conduct any work performed under this Order, within fifteen (15) days after the effective date of this Order or the date of retaining their services, whichever is later. Respondents shall condition any such contracts upon satisfactory compliance with this Order. Notwithstanding the terms of any contract, Respondents are responsible for compliance with this Order and for ensuring that its subsidiaries, employees, contractors, consultants, subcontractors, agents and attorneys comply with this Order.

6.28 Change in Ownership. No change in ownership or corporate or partnership status relating to the Site shall in any way alter Respondents' responsibility under this Order. No conveyance of title, easement, or other interest in the Site, or a portion of the Site, shall affect Respondents' obligations under this Order. Unless DTSC agrees that such obligations may be transferred to a third party, Respondents shall be responsible for and liable for any failure to carry out all activities required of Respondents by the terms and conditions of this Order, regardless of Respondents' use of employees, agents, contractors, or consultants to perform any such tasks. Respondents shall provide a copy of this Order to any subsequent owners or successors before ownership rights or stock or assets in a corporate acquisition are transferred.

6.29 Dispute Resolution. The parties agree to use their best efforts to resolve all disputes informally. The parties agree that the procedures contained in this Section are the required administrative procedures for resolving disputes arising under this Order. If Respondents fails to follow the procedures contained in this Section, it shall have waived its right to further contest the disputed issue. Respondents reserve its legal rights to contest or defend against any final decision rendered by DTSC under this Section. Disputes regarding DTSC billings shall follow the procedures set forth in Section 6.29.3.

6.29.1. Respondents shall first seek resolution with DTSC's assigned project manager and unit chief. If the issue is not resolved after review by the unit chief, Respondents shall seek resolution with the DTSC branch chief by presenting in a letter the issues in dispute, the legal or other basis for Respondents position, and the remedy sought. The branch chief shall issue a written decision with an explanation for the decision within thirty (30) business days after receipt of the letter from Respondents.

6.29.2. If any Respondent disagrees with the branch chief's decision, that Respondent may appeal to the School Property Evaluation and Cleanup Division Chief. To appeal to the division chief, Respondents must prepare a letter stating the reasons why the branch chief's decision is not acceptable. Attached to the letter shall be (a) Respondent's original statement of dispute, (2) supporting documents, and (3) copies of

any responses prepared by the project manager, unit chief, and branch chief This letter and attachments shall be sent to the division chief within ten (10) business days from the date of Respondents receipt of the branch chief's responses. The division chief or designee shall review Respondents' letter and supporting documents, consider the issues raised and render a written decision to Respondents within thirty (30) business days of receipt of Respondents letter. The decision of the division chief, or designee, shall constitute DTSC's administrative decision on the issues in dispute.

6.29.3. If Respondents dispute a DTSC billing, or any part thereof, Respondents shall notify DTSC's assigned project manager and attempt to informally resolve the dispute with DTSC's project manager and branch chief. If Respondents desires to formally request dispute resolution with regard to the billing, Respondents shall file a request for dispute resolution in writing within 45 days of the date of the billing in dispute The written request shall describe all issues in dispute and shall set forth the reasons for the dispute, both factual and legal If the dispute pertains only to a portion of the costs included in the invoice, Respondents shall pay all costs which are undisputed in accordance with Section 6.20. The filing of a notice of dispute pursuant to this Section shall not stay the accrual of interest on any unpaid costs pending resolution to the dispute. The written request shall be sent to:

Special Assistant for Cost Recovery and Reimbursement Policy
Department of Toxic Substances Control
P.O. Box 806
Sacramento, CA 95812-0806

A copy of the written request for dispute resolution shall also be sent to the person designated by DTSC to receive submittals under this Order A decision on the billing dispute will be rendered by the Special Assistant for Cost Recovery and Reimbursement Policy or other DTSC designee.

6.29.4. The existence of a dispute shall not excuse, stay, or suspend any other compliance obligation or deadline required pursuant to this Order.

VII. EFFECTIVE DATE

The effective date of this Order shall be the date on which this Order is signed by DTSC.

VIII PENALTIES FOR NONCOMPLIANCE

Each Respondent may be liable for penalties of up to $25,000 for each day out of compliance with any term or condition set forth in this Order and for punitive damages up to three times the amount of any costs incurred by DTSC as a result of Respondents' failure to comply, pursuant to Health and Safety Code sections 25359, 25359.2,

25359.4, and 25367(c). Health and Safety Code section 25359.4.5. provides that a responsible party who complies with this Order, or with another order or agreement concerning the same response actions required by this Order, may seek treble damages from Respondents who fail or refuse to comply with this Order without sufficient cause.

IX. SIGNATORIES

9.1 Each undersigned representative of a Party to this Order certifies that he or she is fully authorized to enter into the terms and conditions of this Order and to execute and legally bind such Party to this Order.

9.2 This Order may be executed and delivered in any number of counterparts, each of which when executed and delivered shall be deemed to be an original, but such counterparts shall together constitute one and the same document.

9.3 Each Respondent has identified, attached Exhibit E, "Agents for Respondents," *the name and address of an agent who is authorized to receive notice* on behalf of that Party.

IT IS HEREBY AGREED AND ORDERED.

DATE: 10.3.03

Arrow Electronics, Inc.

Respondent's Representative:

Name WAYNE BRADY

Title VP, CLERK HEARS

IT IS HEREBY AGREED AND ORDERED.

DATE: 03 October, 2003

Wyle Laboratories, Inc.

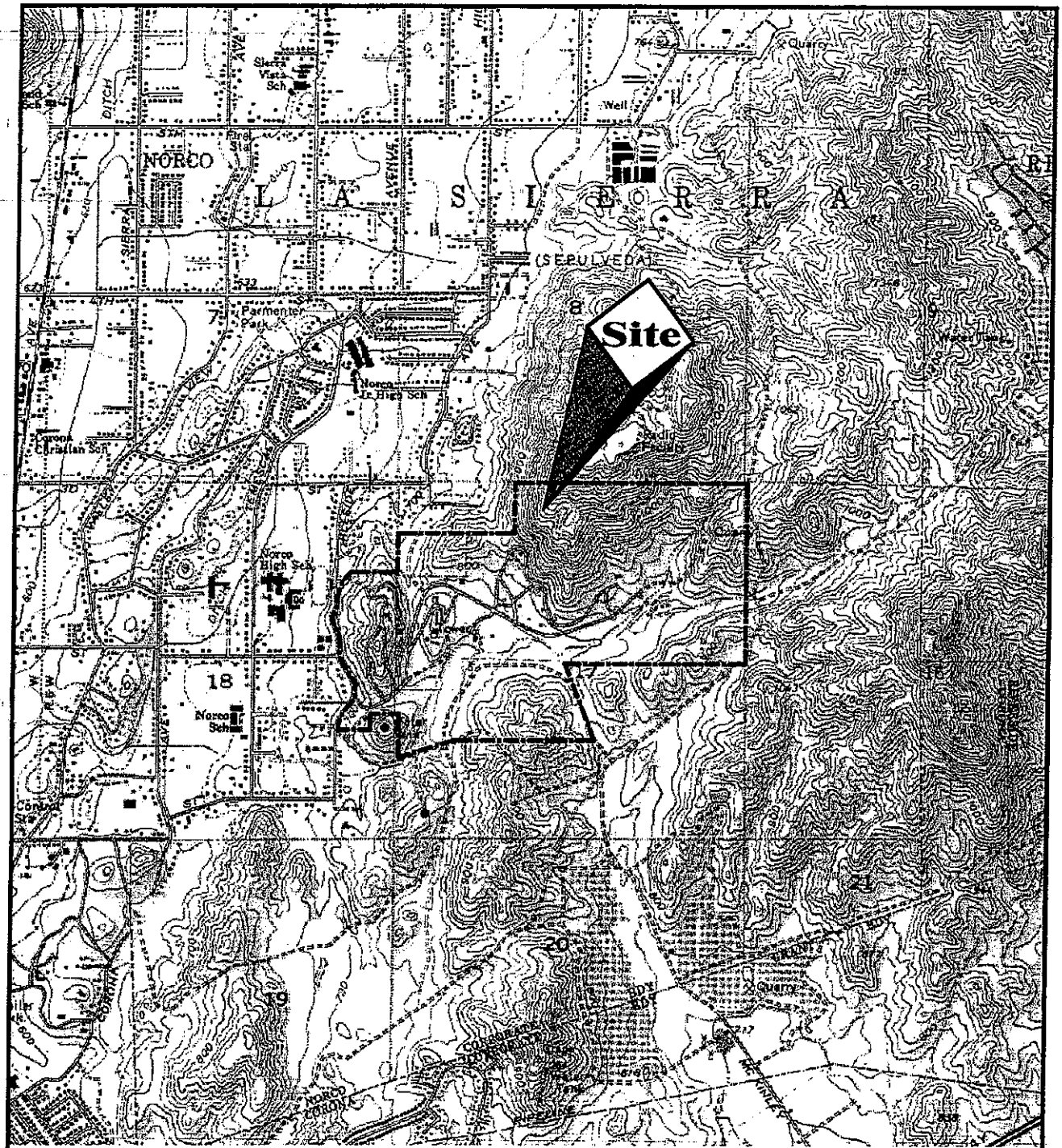
Respondent's Representative:
Name: Drexel L. Smith
Title: Senior Vice President & General Manager

IT IS HEREBY AGREED AND ORDERED.

DATE: 10-3-03

Peter A. Garcia, Chief
Cypress Branch
School Property Evaluation and Cleanup Division
Department of Toxic Substances Control

Exhibit A – Site Vicinity Map



0 1/2 1 MILE

2000 0 2000 4000 FEET

CONTOUR INTERVAL 40 FEET
DOTTED LINES REPRESENT 10-FOOT CONTOURS
NATIONAL GEODETIC VERTICAL DATUM OF 1929
SCALE 1:24000

SOURCE:
U.S.G.S. 7.5 minute series (topographic)
Corona North, CA, 1978, photo revised, 1981

Site Vicinity Map

1841 Hillside Avenue
Norco, California

Figure
1

Exhibit B—Site Plan with Areas

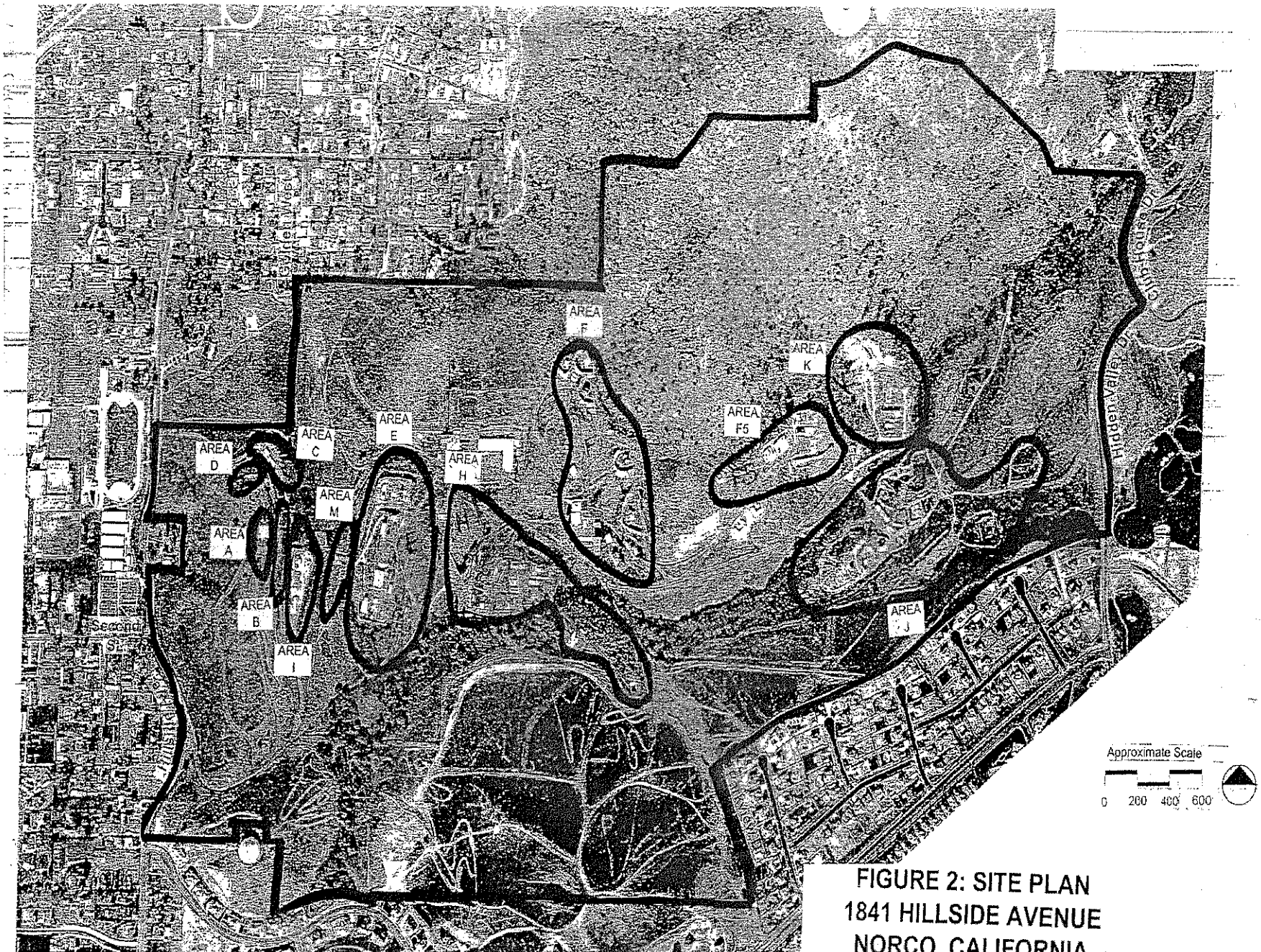


FIGURE 2: SITE PLAN
1841 HILLSIDE AVENUE
NORCO, CALIFORNIA

Exhibit C
Site History

Area A – Administration : Area A initially served as a cryogenic testing area. Chemical usage associated with the cryogenic testing was reportedly limited to hydrogen, nitrogen, and helium. The Area A building also served as the Site administration building until approximately 1994. According to Wyle, since the early 1970s Area A has not been used for testing activities or chemical handling.

Area B – Former Hazardous Material Storage: Area B consists of one Quonset-hut building, which historically has been used as a test area to support cryogenic testing, a records storage area, and a storage area for hazardous materials and hydraulic oil. The Quonset-hut has a concrete floor, and is surrounded by a concrete berm. Petroleum hydrocarbons and solvents including trichloroethylene (TCE) also referenced as trichloroethene and perchloroethylene (PCE), also referenced as tetrachloroethene or tetrachloroethylene, may have been stored in this area for several years. In approximately 1997 all hazardous materials were removed from Area B.

Area C – Environmental Simulation Testing: Historical use of Area C included exposure of small explosive devices (i.e., machine gun shells, fuses, hand grenades) to a variety of environmental stresses including high and low temperature, pressure, humidity, and salt fog. Since the early 1980s Area C has been used for general storage.

Area D – Explosive Magazines: Area D consists of two former explosive magazines, located in the hillside northwest of Area C. Explosive devices were stored at Area D prior to performing environmental simulation or other testing until the early 1980s.

Area E: Area E has been used for various purposes since the early 1960s. It was originally constructed as an area for testing rocket engine components in support of hypergolic liquid tests using hydrazine and nitrogen tetroxide fuels. In the early 1960s and 1970s, it reportedly functioned as a valve shop, where general plumbing, metal-working, and parts cleaning using solvents probably were conducted. Environmental simulation tests of electronic components reportedly were performed in the early 1980s until approximately 1987. Environmental simulation testing included exposing various electronic devices to high pressure or temperature conditions. Only limited hypergolic tests were conducted in Area E into the 1980s, and testing of this nature was suspended in Area E in the late 1980s. Although the testing was not conducted at Area E, hydrazine and nitrogen tetroxide fuels were stored in Area E at the south and

north ends, respectively. Hydrazine was stored at the Site until late 1994 or early 1995.

Areas F and F-5: Area F has historically been used for dynamics and environmental simulation testing. Area F consists of several test buildings, some of which have hydraulic shaker systems. Wyle personnel reported that hydraulic oil spills historically occurred at several of the test buildings in Area F. A release of hydraulic oil and water from a sump at F-3 was observed in late February 1996. Soil impacted by this release was removed and confirmation samples documented the cleanup. According to Wyle personnel, test items and equipment historically were cleaned using TCE, which has not been used at the Site since the early 1990's. Area F-5 does not contain hydraulic shaker systems, and therefore does not use hydraulic fluid, nor does available information indicate historic usage of solvents in Area F-5.

Area H: During the 1960s cryogenic testing and water flow testing was conducted in Area H. Steam testing facilities were added in Area H in the 1970s. Chemical uses at Area H include propane for operating the water boiler, and nitrogen, hydrogen, oxygen or helium for conducting various tests. According to Wyle personnel, a solvent-based parts washer was historically used in this area to clean valve assemblies, gauges, and other small parts associated with the steam testing. Solvents appear to have been stored in this area of the Site until at least June 1994

Area I: Area I has historically been used for conducting large test unit environmental simulation tests, similar to tests performed at Area C, including larger ordnance devices (e.g., rockets, rocket motors). Large ordnance device environmental simulation tests were conducted in Area I until approximately 1985, when the testing was relocated to Area F-5.

Area J: Area J consists of several buildings and outdoor test areas. Testing conducted in Area J consists of dynamics testing, environmental simulation tests, and limited evaluation of explosive devices. Dynamics testing and environmental simulation tests conducted in Area J are similar to those historically conducted in Area F. Explosive detonation tests have been limited to a small number of locations in this area. Explosive tests generally involved the functioning of explosives contained within steel test structures, and typically generated a limited amount of dust or smoke. Other tests involving the ignition of diesel fuel contained in a concrete basin were conducted in the J-14 area. According to Wyle personnel, hazardous materials and hazardous wastes for the Site have been stored at Building J-3 since approximately 1997.

Area K: Area K has historically also been referred to as the McDonnell-Douglas Hydrogen Testing Facility. Cryogenic testing using hydrogen and nitrogen was conducted in Area K from approximately 1988 to 1991. Prior to use for cryogenic testing, this area was used as a scrap yard and dump site for the Site.

Additionally, according to Wyle personnel, ordnance devices that could not be shipped back to customers due to safety reasons after being subjected to testing would sometimes be placed in Area K and destroyed. Detonations of this type have not been conducted since the early 1990's.

Area M - Motor Pool: The Motor Pool has been used for vehicle maintenance and fueling operations since the early 1960s. The Motor Pool historically contained one underground storage tank (UST) for gasoline, and an above ground storage tank (AST) for diesel. The gasoline UST was removed in 1998 under the oversight of the County of Riverside, Department of Environmental Health Services Agency - Hazardous Material Management Division (County), and a closure letter was issued by the County on June 2, 1998. After the gasoline UST was removed, an AST was installed for gasoline refueling. Historical chemical use in Area M includes solvent-based and mineral spirit-based parts washers, and other automotive fluids.

Central Services Building and Administration Building: The Central Services Building is used for shipping/receiving purposes and contains a machine shop, and a calibration laboratory. Historically, the building also contained a photograph processing and printing area. The machine shop utilizes cutting and lubricating oils, and historically, cleaning solvents. The calibration laboratory uses small amounts of acids, bases and alcohols Photographic developing chemicals and printing inks were in use at the Site until at least June 1994. Wyle has used the Administration Building for general administrative and professional engineering purposes since the early 1980s.

Exhibit D
Environmental Reports

1994

In August 1994, Wyle Electronics environmental consultant, Blasland, Bouck, and Lee (BB&L), performed a Phase I environmental site assessment (ESA) of the Site (*Phase I Environmental Assessment, Wyle Laboratories, prepared by Blasland, Bouck, and Lee, August 1994*). The Phase I ESA documented several recognized environmental conditions (RECs) and use of chlorinated solvents and other volatile organic compounds (VOCs), hydraulic oil, and hydrazine in several areas onsite. As a result of the Phase I report prepared by BB&L, several subsurface investigations were performed at the Site to address the identified RECs.

1995

In May 1995, as a follow up to the Phase I ESA, BB&L collected 47 soil samples from locations near and below Area F buildings, where drain pipes from the vicinity of the test buildings discharge to the ground surface (these drain pipes are used to convey storm water and wash water away from the immediate building area). In general, concentrations of VOCs and/or hydraulic oil were identified in the soil along the storm water flow path from the buildings in Area F (Buildings F-2, F-3, F-4, F-6, F-7, and F-8). The following are examples of constituents and respective concentrations detected in soil: total petroleum hydrocarbons-TPH (11,000 milligram per kilogram (mg/kg)), PCE (440 micrograms per kilogram (µg/kg), TCE (67 µg/kg), dichloroethylene (130 µg/kg), toluene (7.6 µg/kg), ethylbenzene (8 µg/kg), xylene (23 µg/kg) were detected in soil samples at concentrations ranging from 11 parts per million (ppm) to 200,000 ppm

1996

In March 1996, based on the results of the previous investigation, BB&L prepared a remedial action plan (RAP) to remediate 850 cubic yards of TPH and VOC-impacted soil. The RAP described the nature of the hydrocarbon release and documented the excavation work associated with the removal of impacted soil from the areas below the drainpipes in Area F. The proposed treatment method for 800 cubic yards of TPH-impacted soil included on-site bioremediation within a lined treatment cell under the supervision of the DTSC. The remaining 50 cubic yards of VOC (mainly TCE and PCE) and TPH-impacted soil was proposed to be transported off-site for disposal. Although the BB&L RAP proposed bioremediation of the TPH-impacted soil, as discussed in the ensuing paragraphs, the TPH- and VOC-impacted soil was excavated and transported off-site for disposal under the oversight of the County.

1997

In a February 1997 report, BB&L documented additional remedial activities related to the drainpipe discharge areas including impacted soil adjacent to a concrete vault located 200 feet southwest of Building F-3. The report summarized the removal of most of the impacted soil related to a hydraulic oil spill around the vault in October 1995, and the removal of additional 25 cubic yards of contaminated soil around the vault. The report documented the collection of confirmatory samples, and the off-site transportation and disposal of hazardous (118 tons) and non-hazardous (1,292 tons) soil. The report was submitted to the County, and a no further action determination was issued in 1998 (as described below).

In May 1997, BB&L prepared two documents that were submitted to the County One letter addressed the County's comments from its review of the February 1997 BB&L report (County letter dated November 13, 1996), while the other letter presented a work plan for additional characterization of TCE in soil The letter included a scope of work for the drilling and sampling of four additional borings as requested by the County The soil samples from the borings were to be analyzed for TPH and VOCs to identify the lateral and vertical limits of TCE and TPH in the previously excavated area.

1998

In January 1998, BB&L summarized the results of the four additional borings (BH-17 through BH-20) in the "*Area IV, Characterization, Remediation, and Request for Closure Report*." Area IV was located 50 feet south-southwest of Building F-2. According to the report, total recoverable petroleum hydrocarbons (TRPH) were detected in all samples at concentrations ranging from 15 to 420 micrograms per kilogram (µg/kg). TCE was not detected in any of the soil samples. Additional excavation was performed in an area directly beneath the storm drain below building F-2. After this additional excavation of TCE containing soil from Area IV, BB&L concluded, based on the analytical results and on the second bottom confirmatory sample (150 µg/kg of TCE), that the TCE impacted soil had been successfully removed from the areas south-southwest (downslope) of Buildings F-2 and F-3. On behalf of Wyle Electronics, BB&L requested regulatory closure from the County. The County reviewed the BB&L report and issued a letter to Wyle Electronics dated January 22, 1998 The County letter indicated that "*no further action*" would be required relative to the VOCs and TPH described in the May 1995 BB&L report.

In response to an inquiry by Wyle regarding dewatering the area around Building F-10, BB&L conducted a preliminary investigation of groundwater. Water samples were collected from an equipment vault located in Building F-10, and from a temporary well located adjacent to the vault. TCE was detected at concentrations up to 9,500 micrograms per liter (µg/l) in groundwater that seeped into the vault, and up to 8,500 µg/l in groundwater from the temporary well. The temporary well was removed and the proposed dewatering program was not conducted in that area.

1999

In 1999, as a follow-up to environmental investigations at the Site, Phase One, Inc. performed a series of soil and groundwater investigations including the collection of soil samples from approximately 140 locations across the Site. Sampling was conducted in potential source areas, as well as in areas of no known hazardous materials use or potential disposal at the Site. Phase One, Inc. concluded from the analytical results that "*there has not been a significant release of volatile organic compounds or semi-organic volatile organic compounds at most of the areas investigated.*"

Phase One, Inc., then identified the area with the highest TCE in soil near the northeastern corner of Building F-3, where TCE was detected beneath a paved area at two feet bgs at concentrations of 1,120 µg/kg (BH-5). Ten additional soil borings were advanced in this area, near sample BH-5 to delineate the extent of the TCE impact. The analytical results of samples collected to the northeast of BH-5 revealed elevated concentrations of TCE and PCE. The highest concentrations of TCE and PCE were found in sample BH-5C (82,400 and 13,500 µg/kg, respectively) at two and three feet bgs. Phase One, Inc. concluded that the concentrations of VOCs northeast of Building F-3 decreased with lateral distance and with depth (in all directions) from BH-5C. It appears that the VOCs in shallow soil in this area were not remediated due to the potential structural impacts to the building.

Other areas of potential concern identified by Phase One, Inc. included the storm drain catch areas near Buildings F-3 and F-4, where VOC and petroleum hydrocarbon impact was identified in grab samples that had accumulated in storm drain catch basins. PCE and TCE were identified at relatively low concentrations (33 µg/kg or less) in one soil sample from Building F-2, and one soil sample from Building F-8.

In March 1999, a limited PCB spill was reported in the northeastern area of Area J. Approximately 21 soil samples were collected and analyzed for PCBs. PCB was detected in soil at concentrations ranging from non-detect to 19,700 ppm. Approximately, 23 tons of PCB-contaminated soil was excavated and hauled to the Chemical Waste Management, Inc Kettleman Hills Facility in Kettleman City, California, for land disposal. The confirmation sampling from the excavation indicated that remaining PCB concentrations in soil are below 25 ppm and the matter was closed with no further action being required.

1999 – 2000

Following the soil investigation, Phase One, Inc. installed eight groundwater monitoring wells near the ephemeral stream running generally from east to west across the Site. These wells were sampled three times between 1999 and 2000 (once by Phase One, Inc after the initial well installation and twice by Kennedy/Jenks). The results of the initial three rounds of groundwater sampling indicated that VOCs were not detected in the wells located upgradient of Area F (MW-1, MW-2, and MW-3, upper basin wells). However, VOCs were detected in wells located downgradient from Area F

(MW-5 through MW-8, lower basin wells). TCE was the primary chemical detected; the maximum detected TCE concentration was 646 µg/l (Well MW-6).

2001

In February 2001, Kennedy/Jenks observed limited surface flow in the ephemeral stream and collected four surface water samples in proximity to monitoring Wells MW-1, MW-6, MW-8, and MW-5. No VOCs were detected in surface water samples collected near MW-4, and MW-6. TCE, *cis*-1, 2-DCE, and *trans*-1, 2-DCE were detected in surface water samples collected near MW-5 and MW-8. The maximum TCE concentration was 20 µg/l and was measured in surface water near Well MW-8.

After reviewing the groundwater sampling information through early 2001, the RWQCB requested additional subsurface investigation to evaluate potential sources of groundwater impacts in proximity of the F Buildings. Therefore, in April 2001, Kennedy/Jenks submitted a work plan to RQWCB for additional soil and groundwater characterization. Subsequent to RQWCB approval of the work plan, Kennedy/Jenks advanced three soil borings (EOP-1 through EOP-3), and installed six new groundwater monitoring wells (MW-1A, MW-2A, MW-9, through MW-11, and MW-13). Well MW-5 (destroyed by construction activity on the adjacent property) was replaced by MW-5A. Per an agreement with RWQCB, a vapor monitoring well (VW-12) was installed at proposed location of MW-12, because groundwater was not encountered prior to drilling refusal. The EOP soil samples were analyzed for VOCs. Only TCE was detected in the EOP3-15 sample (located downgradient of Building F-2 at 15 feet bgs) at a concentration of 690 µg/kg, and in the EOP3-20 sample at a concentration of 46 µg/kg. VOCs were not detected at EOP-1 and EOP-2.

Based upon a request by the RWQCB and in response to an alleged complaint, DTSC was involved in a multi-media inspection of the Site in June 2001. Soil samples collected at the Site (from detonation test areas) during the inspection indicated an elevated lead concentration in one soil sample Based on the site inspection and soil sampling data, DTSC issued a Summary of Violations notice to Wyle on January 14, 2002. In February 2002, Wyle's environmental consultant, ENVIRON, conducted subsurface soil investigation at the "New Arena" and "J-14 Test Area" at the Site which indicated elevated lead concentrations in two localized areas. In February and April 2002, ENVIRON conducted two soil excavations to remove the localized areas of lead-contaminated soil from the Site and conducted confirmation testing to confirm that remedial objectives were achieved

During excavation activities, ENVIRON performed ambient air dust monitoring downwind from the New Arena and J-14 Test Area. The average lead concentration in dust did not exceed the California Occupational Safety and Health Administration Permissible Exposure Limit for worker exposure during the excavation activities

In April 2002, DTSC collected confirmation samples from the New Arena and J-14 Test Area, and from several other areas at the site, and analyzed the soil samples

for a variety of compounds including lead. In its report, DTSC concluded "The soil samples did not indicate the presence of contaminants that would qualify the soil as containing hazardous waste constituents."

2002 – 2003

VOCs were not detected in Wells MW-1 through MW-4, consistent with previous sampling results. VOCs were detected in monitoring Wells MW-5A through MW-13. The highest TCE concentrations were detected in monitoring Wells MW-9 (1,500 to 2,400 µg/l), MW-10 (410 to 3,200 µg/l), and MW-13 (490 to 4,800 µg/l); these wells are located between the F Buildings and the ephemeral stream

NDMA was detected in monitoring Well MW-5A (3 4 to 7.2 parts per trillion [ppt] during two sampling events), and Well MW-8 (2 5 ppt), and perchlorate was detected in monitoring Well MW-2 (4 to 7.9 µg/l, during three sampling events), and Well MW-11 (3.5 to 7.4 µg/l. Originally, hydrazine was detected in wells MW-6 and MW-8 at 5 µg/l and 14 µg/l respectively. However, during subsequent sampling of these wells, the analytical testing for hydrazine was changed to a more reliable test method that did not detect hydrazine in Wells MW-6 and MW-8.

Kennedy/Jenks stated that detected NDMA concentrations were lower than the California Department of Health Services (DHS) action limit of 10 ppt, and the distribution of perchlorate in groundwater appeared to be limited to the monitoring Wells MW-2 and MW-11. In its letter dated April 28, 2003, the RWQCB stated that "*the very localized, limited occurrence of perchlorate, NDMA and hydrazine at these very low concentrations do not represent a water quality concern at this site.*"

Surface water collected at the upgradient Site boundary did not contain any VOCs. However, VOCs were consistently present in surface water samples collected near MW-8 and MW-5A. Vinyl chloride was detected in one surface water sample collected near MW-5A on March 5, 2003, at a concentration of 1.8 µg/l. Vinyl chloride was not otherwise detected in the surface water samples. In 2002, ENVIRON conducted a screening Human Health Risk Assessment (HHRA) for VOCs and dissolved metals detected in surface water near MW-5A at the Site Boundary. Even using very conservative assumptions that would cause the results to overstate risks, the results of the screening HHRA indicated no significant health risk to off-site residents.

In addition to groundwater evaluation, the RWQCB also requested an investigation of the septic systems on-site. Kennedy/Jenks submitted a work plan for investigation of the septic systems to the RWQCB on March 29, 2002. Subsequent to receipt of RWQCB approval, Kennedy/Jenks conducted an investigation of 13 septic systems at the Site in April and May of 2002 Sludge samples and soil samples in proximity to the leach line from each septic tank numbered (1 through 13) were sampled and analyzed for various compounds. VOCs were not detected in the soil samples collected from any of the leach lines. Based on the results of the Septic System Investigation Report and the groundwater monitoring at the Site, the RWQCB reported

in their April 28, 2003 letter "*the septic systems do not appear to be a significant current source of water quality impact at the site*"

In its letter dated April 28, 2003, the RWQCB requested a work plan to address the presence of VOCs, specifically chlorinated solvents, in soil and groundwater at the Site. A workplan timely was submitted on July 6, 2003. Some soil remediation already has been conducted in Area F; however, VOCs remain in soil and groundwater in certain areas. A work plan to address the off-site investigation, also requested by the RWQCB in the April 28, 2003 letter, timely was submitted on June 4, 2003.

Exhibit E--Agents for Respondents

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PROOF OF SERVICE

1. I served the

a. /__/ Enforcement Order Docket No _____

/__/ Statement to Respondent

/__/ 2 Blank Notice of Defense Forms

/_X/ Other (specify):Imminent and Substantial Endangerment Determination and Order and Remedial Action Order (I/SE 03/04-005)

b On Respondent (Name): __CRV-SC Norco Partners L.P., 4001 MacArthur Boulevard, Suite 100, Newport Beach, California 92660

c By serving:/_X_/ Respondent

/__/ Other (Name and Title or relationship to Respondent):

2. a. /__/ By personally delivering copies to (address) _____

_____

_____

at (time) _____ on (date) _____.

b /_X_/ By mailing copies by first-class certified mail, Certified Mail Receipt No 7000 0520 0021 3426 7104, return receipt requested, in a sealed envelope addressed to:
Alex Zikakis, Agent for Proof of Service, 9255 Towne Center Drive, Ste 520, San Diego, CA 92121

3. My name, business address, and telephone number are:
__Sunil Kesavapillai,DTSC, 5796 Corporate Avenue, Cypress, California 90630; 714.484.5334

I declare under penalty of perjury that the foregoing is true and correct and that this declaration is executed on (date) 10/9/03 at Cypress, California

_____
(Signature)