

## **BENICIA ARSENAL**

REQUEST FOR QUALIFICATIONS SUBMITTAL  
November 2010

CONFIDENTIAL

Prepared by Brooks Street

B R O O K S  
S T R E E T

November 4, 2010

Heather McLaughlin  
City Attorney  
City of Benicia  
250 East L Street  
Benicia, CA 94510

RE: Response to Request for Qualifications (RFQ) for Benicia Arsenal Investigation and Cleanup

Dear Ms. McLaughlin:

In the summer of 2004, the California Department of Toxic Substances Control (DTSC) announced that it considered all environmental cleanup and remediation activities completed at the Tourtelot site in Benicia, California. DTSC stated that this was the first time in California that a former defense site known to have the presence of ordnance and explosives has been completely approved for unrestricted residential development and that the Tourtelot site was being used as a model for ordnance cleanup projects in California. As is noted in the City's RFQ, the Tourtelot cleanup also won several awards including the Helen Putnam Award from the League of California Cities for Intergovernmental Cooperation.

Brooks Street is pleased to submit this response to the City of Benicia's request for qualifications for project management and legal services for the Benicia Arsenal investigation and cleanup project. This response is being submitted by the same team that worked closely with the City of Benicia, DTSC, the United States Army of Corps of Engineers (USACE), the Community Advisory Group, neighbors, local businesses, environmental advocates and the community-at-large to achieve a successful outcome at Tourtelot. We firmly believe that a similar positive outcome is possible for the balance of the Benicia Arsenal.

The project team consists of the lead project management entity that coordinated all funding, regulatory and remediation activities at Tourtelot (Brooks Street), a communications and public relations firm that helped establish the strategy and outreach activities for Tourtelot (Keadjian Associates), a legal group with significant expertise on remediation issues subject to City, State and Federal scrutiny (Holland & Knight), and an environmental remediation group with extensive ordnance cleanup capabilities and track record (Northgate Environmental Management).

Key individuals include the following:

- Project Management: Scott Goldie, Brooks Street
- Technical: Ted Splitter, Northgate Environmental Management
- USACE liaison: Lt. General Elvin "Vald" Heiberg III, P.E., U.S. Army (ret.)
- Community Relations: Jason Keadjian, Keadjian Associates
- Legal/Regulatory: Jennifer Hernandez, Holland and Knight

In terms of experience, our team leverages its strong track record from prior work in Benicia:

- Directly oversaw and managed the funding, regulatory interrelationships, investigation and remediation of a portion of the former Benicia Arsenal (the Tourtelot property was leased as part of the Benicia Arsenal).
- Successfully negotiated a funding agreement (called Support for Others) between the USACE, the City of Benicia and property owner for the investigation and cleanup.
- Worked cooperatively with DTSC, the USACE and the City of Benicia to respond to an Imminent and Substantial Endangerment Order issued by DTSC.
- Developed a community outreach strategy and managed its implementation, including:
  - Comprehensive campaign to educate and engage members of the community and key stakeholders.
  - Coordination and management of temporary resident relocation plan.
  - Implementation of the required DTSC Public Participation Plan.
  - Support of the Tourtelot Community Advisory Group.
- Worked cooperatively with City staff over a period of many years to achieve a successful outcome.
- Worked cooperatively with, responded to direction from, and gave numerous presentations to the Benicia City Council, regarding the remediation project.
- Established relationships with DTSC staff and management.
- Established relationships with USACE staff and management.
- Successfully secured access to adjacent properties for investigation and remediation during ordnance removal activities.
- Institutional knowledge and technical expertise regarding the Benicia Arsenal, its history and environmental issues.
- Extensive expertise and knowledge of the applicable laws and regulations including CERCLA.

Attached are summary descriptions of our team members and lists of relevant projects. Thank you again for considering our team for this project. I have lived in Benicia since 1996 and am personally vested in the community's continued safety and prosperity. I also know many of the affected property owners and businesses within the Benicia Arsenal. Please call me at 925.937.0222 if you have any questions or comments.

Best Regards,



Scott Goldie

## **BENICIA ARSENAL**

Request for Qualifications Response by Brooks Street

### **A. Approach**

Drawing from our experience remediating chemicals and munitions from the Tourtelot Property in Benicia we have found that a multi-disciplinary approach is absolutely critical for a successful and cost-effective outcome. To this end, we have assembled the same team that worked cooperatively with the City, DTSC, USACE and the community to fund and clean up Tourtelot to standards which allowed for unrestricted residential uses.

Our team includes:

- A group that manages large scale remediation and development projects as both landowners and land developers.
- A public relations firm with extensive experience working in the Benicia community on complex remediation cases such as the Braito Landfill and Tourtelot Property.
- A legal group with unsurpassed expertise on California environmental remediation groups.
- A technical group that safely removed over thousands of tons of ordnance munitions, scrap, and chemically-impacted soils in Benicia without incident.

We firmly believe that key factors for complex remediation projects include establishing a solid strategy up front, managing best-in-class firms precisely and cost-effectively, vesting stakeholder groups early into the planning process, and conducting highly coordinated and safe remediation activities in the field.

### **B. Organization, Management and Team Members**

Our team consists of principals from four firms: Brooks Street, Keadjian Associates, Holland and Knight, and Northgate Environmental Management. Brooks Street will serve as the lead project management entity that will coordinate all activities and serve as the primary liaison between the various stakeholder groups. Keadjian Associates will help create and implement a comprehensive communications, outreach, and public noticing strategy. Holland and Knight will provide legal guidance and coordination with the various regulatory agencies. Northgate Environmental Management will coordinate ordnance characterization and cleanup activities as well as opening a field office as appropriate. In addition, we have added Retired Lieutenant General Elvin Heiberg, III, who served for 35 years with the U.S. Army Corps of Engineers (USACE), to serve as a key liaison with USACE and assist in federal funding and procedural issues. Mr. Heiberg worked with the team on the Tourtelot Property remediation project and was instrumental in securing approvals for the Support for Others agreement.

Key contacts at each respective firm are below. Scott Goldie from Brooks Street will be the day-to-day project manager and key point of contact for the City of Benicia.

**B R O O K S**  
**S T R E E T**

Scott Goldie  
Principal  
Brooks Street  
925.937.0222  
goldie@brooks-street.com  
www.brooks-street.com

Jason Keadjian  
Principal  
Keadjian Associates  
707-647-1600  
jason@keadjian.com  
www.keadjian.com

Jennifer Hernandez  
Partner  
Holland & Knight  
50 California Street, Suite 2800  
San Francisco, CA 94111  
415-743-6927  
www.hklaw.com

Betsy Lake  
Partner  
Holland & Knight  
50 California Street, Suite 2800  
San Francisco, CA 94111  
415-743-6926  
www.hklaw.com

Ted Splitter, P.E., G.E.  
Principal  
Northgate Environmental Management, Inc.  
510.839.0089 x204  
ted@ngem.com  
www.ngem.com

Elvin "Vald" Heiberg, III  
President  
Heiberg Associates  
703.486.3033  
valdiii@cs.com

## **C. Organization Qualifications**

### **1. Experience**

In general, our team contributes the following experiences specific to our prior work on the Benicia Arsenal:

- Directly oversaw and managed the funding, regulatory interrelationships, investigation and remediation of a portion of the former Benicia Arsenal (the Tourtelot property was leased as part of the Benicia Arsenal).
- Successfully negotiated a funding agreement (called Support for Others) between the USACE, the City of Benicia and property owner for the investigation and cleanup.
- Worked cooperatively with DTSC, the USACE and the City of Benicia to respond to an Imminent and Substantial Endangerment Order issued by DTSC.
- Worked extensively in the community and neighborhood, including supporting the Community Advisory Group and managing “evacuations” in the adjacent areas.
- Worked cooperatively with City staff over a period of many years to achieve a successful outcome.
- Worked cooperatively with, responded to direction from, and gave numerous presentations to the Benicia City Council, regarding the remediation project.
- Established relationships with DTSC staff and management.
- Established relationships with USACE staff and management.
- Successfully secured access to adjacent properties for investigation and remediation during ordnance removal activities.
- Institutional knowledge and technical expertise regarding the Benicia Arsenal, its history and environmental issues.
- Extensive expertise and knowledge of the applicable laws and regulations including CERCLA.

See attached for detailed information on our team.

### **2. Representative Project – Tourtelot Property**

In 1996, grading operations on a portion of a land slated for over 400 residential homes uncovered abandoned munitions. This area, known as the Tourtelot Property, was part of the Benicia Arsenal and formerly used by the U.S. Army for artillery testing and demolition of damaged and obsolete munitions and explosives. DTSC issued an Imminent and/or Substantial Endangerment and Remedial Action Order (the Order) to the site developer and the Department of Defense (DOD). The Order specified site cleanup procedures and documentation requirements for the cleanup. Our team was tasked to perform a joint investigation and evaluation with the USACE and remediate the Munitions and Explosives of

Concern (MEC), chemically impacted soil, and landfill wastes. The lack of State and Federal cleanup standards as well as the fact that the DTSC had never granted unrestricted site closure for this type of site presented significant challenges to the team. On the outset, it appeared unlikely that approvals for unrestricted land use approvals could be achieved due to traditional risk management models and the USACE's clearance procedures and technologies.

In a collaborative effort with the City of Benicia and major regulatory and oversight agencies – including DTSC, Regional Water Quality Control Board (RWQCB), USACE, and California Department of Fish and Game – the team designed and implemented the Remedial Investigation (RI), Feasibility Study (FS), Environmental Impact Report (EIR), Remedial Action Plan (RAP), and remedial design and construction documents. The approved RAP specified detection and removal of MEC, treatment and removal of explosive residues and chemically impacted soils, and placement of clean soil in areas of the site intended for future residential development. Actual cleanup efforts combined proven USACE clearance procedures, traditional grading techniques, and an unprecedented Quality Assurance/Quality Control (QA/QC) process that included third-party QA oversight. This provided DTSC with the assurance that the cleanup standards supported unrestricted residential land use. Finally, in an effort to create value before the site-wide regulatory closure, the team pursued the option to “parcel-ize” portions of the site that had been graded for homes before the discovery of ordnance. Ultimately, more than 4,000 MEC items, 60,000 pounds of MEC scrap, and 70,000 tons of chemically impacted soils were recovered from the site.

In terms of funding, our team applied a little-known USACE program called Support for Others that enables USACE to provide services to government agencies lacking appropriate technical resources and expedite funding from the DOD that could otherwise have taken over 10 years to secure.

In 2004, cleanup efforts were deemed complete, and the site remains the first and only ordnance site in California to receive State approval for unrestricted residential development. The project presents a unique model on how a collaborative process with disparate groups can achieve a successful and cost-effective outcome.

### **3. Commitments**

Our team has committed sufficient resources across five firms for the project and can easily scale as necessary. Thus, other engagements will not divert resources from the Benicia Arsenal project.

#### D. Scope of Work

Brooks Street is excited to work closely with the City of Benicia in developing a collaborative approach and appropriate scope for this important initiative. To start this dialogue and to be responsive to the RFQ, we are suggesting the following scope to be performed over a one year period. We will revise and refine this scope as we gather additional project information.

1. Attend the November 18, 2010 meeting sponsored by the Department of Justice (DOJ) for information purposes, if permitted.
2. Meet with City to understand and confirm objectives.
3. Meet with DTSC to discuss approach and schedule.
4. Consolidate site investigation data and identify data gaps.
5. MILESTONE: Present consolidated site data to City.
6. Identify potential government funding sources, and determine how to best position the clean up to qualify for state and federal funding. If desired, supplement the scope to pursue funding sources such as federal appropriations, riders, etc., or state loans and grants, or municipal tax structures such as Mello Roos, Community Facility Districts or Geologic Hazard Abatement Districts.
7. Establish third party contribution options, such as City or Port insurance for cost recovery options.
8. MILESTONE: Present funding source options plan to City.
9. Legal analysis of City liability for storm drain.
10. Conduct preliminary allocation investigation (develop allocation for stepwise approach).
11. MILESTONE: Present cost allocation proposal to City.
12. Develop conceptual contingency plan (e.g. voluntary consent order/cost recovery litigation) for an adversarial approach.
13. MILESTONE: Present contingency plan to City.
14. Convene responsible party group and propose clean up approach and allocation.
15. Conduct negotiations with all parties.
16. MILESTONE: hold meeting with responsible party group.
17. Meet with DTSC and responsible party group regarding voluntary cleanup approach.
18. Develop draft voluntary cleanup agreement.
19. MILESTONE: present draft agreement to City.
20. Negotiate and execute final voluntary clean up agreement.

We will also create outreach materials to be posted on the City of Benicia's website and conduct ongoing dialogue with property owners throughout the process. We propose quarterly open

house meetings with key stakeholders, and we will prepare monthly reports on all activities for City of Benicia officials and staff.

### **E. Schedule and Budget**

Attached is a summary schedule and budget based on the above scope of work. Based on the preliminary information included as part of the Request for Qualifications package, we have assumed a 12-month schedule with costs estimated at \$430,000. Note that this cost estimate may change based on input from the City of Benicia.

### **F. References**

Barbara Cook  
Acting Assistant Deputy Director  
California Department of Toxic Substances Control  
700 Heinz Avenue Suite 200  
Berkeley, CA 94710  
510-540-3843

Lee Axelrad  
Deputy County Counsel  
Office of the County Counsel Solano County  
675 Texas Street, Suite 6600  
Fairfield, CA 94533  
707-784-6157

Patrick Lynch  
Director  
Community Housing Development Agency  
City of Richmond Community Redevelopment Agency  
450 Civic Center Plaza  
Richmond, CA 94804  
510 307-8140

Dianne Millner  
Supervising Deputy Attorney  
Office of the City Attorney  
City of Oakland  
One Frank H. Ogawa Plaza 6th Floor  
Oakland, CA 94612  
510-238-3603

Denise Pinkston  
Partner  
TMG Partners  
100 Bush Suite 2600  
San Francisco, CA 94104  
415-772-5900

Steve Heath  
Managing Director  
Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 2100  
San Francisco, CA 94111  
415-421-2132

John Mazzarino  
Cherokee Investment Partners  
111 East Hargett Street, Suite 300  
Raleigh, North Carolina 27601  
919-743-2500

**BENICIA ARSENAL**

Project Schedule and Estimated Costs

**Legal & Technical Tasks**

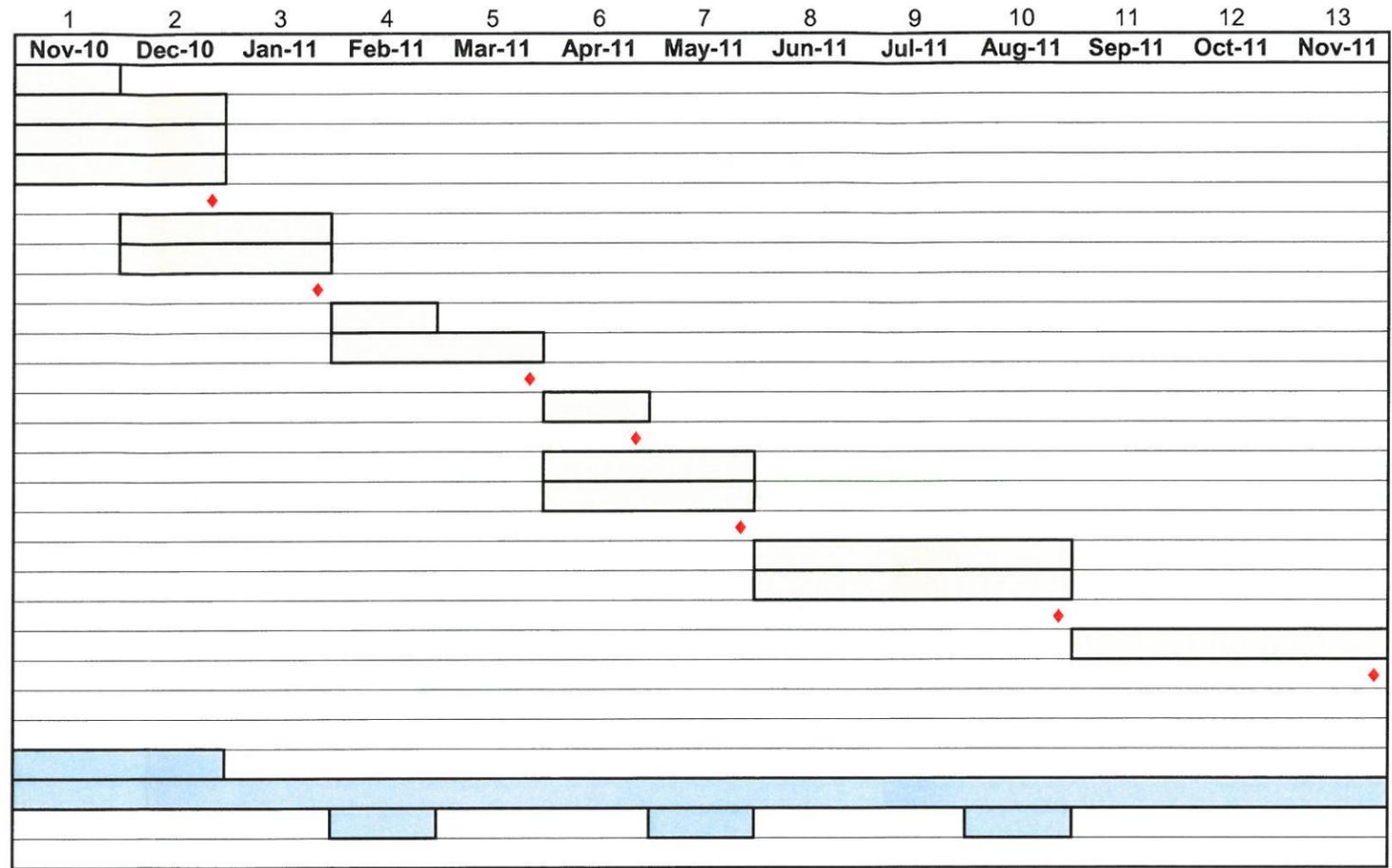
- 1 Attend DOJ meeting on November 18, 2010, if permitted.
- 2 Meet with City to understand and confirm objectives.
- 3 Meet with DTSC to discuss approach and schedule.
- 4 Consolidate site investigation data and identify data gaps.
- 5 MILESTONE: Present consolidated site data to City.
- 6 Identify potential government funding sources,
- 7 Establish third party contribution and insurance cost recovery options.
- 8 MILESTONE: Present funding source options plan to City
- 9 Legal analysis of City liability for storm drain.
- 10 Conduct preliminary allocation investigation.
- 11 MILESTONE: Present cost allocation proposal to City
- 12 Develop conceptual contingency plan for an adversarial approach.
- 13 MILESTONE: Present contingency plan to City.
- 14 Convene responsible party group and propose clean up approach and allocation.
- 15 Conduct negotiations with all parties.
- 16 MILESTONE: Hold meeting with responsible party group.
- 17 Meet with DTSC and responsible party group regarding voluntary cleanup approach.
- 18 Develop draft voluntary cleanup agreement.
- 19 MILESTONE: Present draft agreement to City
- 20 Negotiate and execute final voluntary clean up agreement or implement contingency plan based on milestones to be selected with the City.

**Community Outreach**

- 1 Create outreach materials for property owners including a dedicated page on the City's website.
- 2 Ongoing outreach to property owners and monthly reporting to City of Benicia.
- 3 Quarterly open house meetings with key stakeholders.

**Estimated Costs**

	Totals
Project Management	\$90,000
Legal	\$125,000
Technical	\$125,000
Community Outreach	\$90,000
<b>Totals</b>	<b>\$430,000</b>



Monthly =>

	Nov-10	Dec-10	Jan-11	Feb-11	Mar-11	Apr-11	May-11	Jun-11	Jul-11	Aug-11	Sep-11	Oct-11	Nov-11
Project Management	-	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500
Legal	-	\$8,000	\$15,000	\$15,000	\$12,000	\$12,000	\$15,000	\$5,000	\$5,000	\$10,000	\$10,000	\$8,000	\$10,000
Technical	-	\$20,000	\$20,000	\$5,000	\$5,000	\$15,000	\$15,000	\$5,000	\$10,000	\$10,000	\$5,000	\$5,000	\$10,000
Community Outreach	-	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500	\$7,500
<b>Totals</b>	<b>-</b>	<b>\$43,000</b>	<b>\$50,000</b>	<b>\$35,000</b>	<b>\$32,000</b>	<b>\$42,000</b>	<b>\$45,000</b>	<b>\$25,000</b>	<b>\$30,000</b>	<b>\$35,000</b>	<b>\$30,000</b>	<b>\$28,000</b>	<b>\$35,000</b>

## About Brooks Street

Brooks Street is a real estate development company with extensive experience in environmental remediation, land entitlement, development, financing, and construction. Headquartered in Newport Beach with offices in Walnut Creek and San Francisco, we have managed a diverse range of projects, including brownfield remediation, urban infill, adaptive reuse, and master planned communities. As one of California's largest land developers, we have coordinated remediation efforts on hundreds of acres of land and developed nearly 3,000 homes and two golf courses. We have worked directly with the California Department of Toxic Substances Control (DTSC), U.S. Army Corps of Engineers (USACE), Department of Defense, California Department of Fish & Game (DFG), Regional Water Quality Control Board, and other Federal, State, and municipal regulatory agencies. In addition, our capabilities include maximizing insurance recovery as well as seeking State and Federal funding as appropriate. Brooks Street's projects are backed by several large private equity groups, including Farallon Capital Management, Cherokee Investment Partners, Walton Street Capital, RSF Partners, Greenfield Partners, and Parian Capital, and we have formed long-term partnerships with landowners such as Aera Energy to remediate, entitle, and develop their properties.

### A. Relevant Project Experience

Below are several representative projects which include significant environmental remediation, public outreach, and coordination with Federal, State, and municipal regulatory agencies.

#### Tourtelot Property – Benicia, California

Prior to forming Brooks Street, its principals managed a subsidiary of Ford Motor Company with real estate holdings in Benicia, California. During Pacific Bay Homes' homebuilding operations in the Southampton Hills subdivision, the team discovered several unexploded ordnance items in a section known as the Tourtelot Property, a 220-acre property which was slated for over 400 homes. After DTSC issued a cleanup order, the team created a public/private partnership between the property owner, the City of Benicia, the DTSC and USACE that provided funding and proactively created a framework for a first of its kind cleanup effort that allowed for the unrestricted use of the property. The process also required the planned evacuation of over 200 homes during cleanup activities, and the project team created California's first Community Advisory Group (CAG) to engage community stakeholders towards a common goal. Ultimately, the cleanup effort – which disposed of over 5,000 ordnance items including hand grenades and mortar shells, 70,000 tons of chemically impacted soils, and 70,000 tons of ordnance scrap – was widely considered a model of a public-private partnership and received numerous awards. The group successfully marketed and sold the property to Centex Homes and Shea Homes and the project remains completely built out.

#### One Ford Road – Newport Beach, California

One Ford Road represents another project owned through Ford Motor Company's land company, Pacific Bay Homes. The 100-acre site housed one of Ford's manufacturing plants and required extensive remediation of soils contaminants. The project ended up becoming one

of the most sought after communities in Southern California and was named the Statewide Project of the Year at the Pacific Coast Builders Conference.

**Newport Banning Ranch – Newport Beach, California**

Newport Banning Ranch consists of approximately 400 acres immediately inland of West Coast Highway and the Newport Beach coastline. The site presently operates as an active oil producing site and will require significant soils remediation as well as clean up of wells, pipelines and other oil facilities prior to development activities. Brooks Street is coordinating all entitlement, land planning, and remediation efforts on behalf of the ownership group, which consists of Aera Energy and Cherokee Investment Partners. This project will include a comprehensive public review process and coordination among several regulatory and oversight agencies, including the City of Newport Beach, California Coastal Commission, US Fish & Wildlife Service, California Department of Fish and Game, Regional Water Quality Control Board, and California Department of Oil, Gas and Geothermal Resources.

**Campus Bay Richmond – Richmond, California**

Campus Bay Richmond is an 87-acre waterfront property located in Richmond, California. Brooks Street is presently managing an extensive cleanup effort and evaluating various entitlement and disposition strategies. Campus Bay represents a highly complex development that involves multiple agencies, including the California Department of Toxic Substances Control, Regional Water Quality Control Board, U.S. Army Corps of Engineers, Bay Conservation and Development Commission, City of Richmond, etc. The project remains in early stages, but the long-term vision is for Brooks Street to transform this former industrial site from an environmental liability to a compelling asset.

**PG&E San Bruno – San Bruno, California**

Brooks Street is working with Pacific Gas and Electric Company (PG&E) in their effort to support residents impacted by the September 9, 2010, natural gas accident in San Bruno. Brooks Street's role is to develop, implement and administer real estate programs designed to help affected residents to rebuild their homes, protect their property values and restore the impacted neighborhood. Working closely with PG&E and the City of San Bruno, Brooks Street is serving as a key resource for this important effort.

**B. Principal Bios**

Brooks Street is pleased to announce the appointment of Mr. Craig Corv... Division President of Pacific Bay Homes' Los Angeles and Northern California Divisions. During his career, he has managed the development and construction of thousands of homes, parks, golf courses and commercial office space. In 2004, he became one of the first in the na...

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November 4, 2010

secure the entitlement and regulatory approval for the unrestricted residential land use of a formerly used defense site. Earlier in his career, he was a major real estate lender, participating in the placement of over \$1 billion worth of capital. Mr. Goldie also served as a Principal of Northgate Environmental Management, Inc., one of the nation's leading environmental engineering and management firms. Mr. Goldie has a BS from the George Washington University and an MBA from the Kellogg School of Management at Northwestern University.

Office: 925.937.0222  
Email: goldie@brooks-street.com

**Chris Yelich – Principal**

Chris Yelich is a Principal of Brooks Street's Southern California division. Chris previously served as Division President of Pacific Bay Homes' Northern California and Orange County Divisions. Chris oversaw every aspect of the award-winning master-planned community, One Ford Road, located in Newport Beach, Calif., on a remediated site formerly occupied by Ford Aerospace. Chris secured the project entitlements for 370 homes, planned, built and marketed the community, which resulted in a net profit of \$120 million. In addition, he has entitled, planned and built several communities in Ventura, Riverside and Los Angeles counties. Chris has a BS from UCLA.

Office: 949.833.0222  
Email: yelich@brooks-street.com

**Neil Brandom – Principal**

Neil Brandom is a Principal of Brooks Street's Southern California division. Neil previously served as principal of Oxford Homes, a residential home developer in Newport Beach, California. He is also an owner of several business parks and industrial property in Orange County. Previously, Neil worked with Costain International on major civil engineering projects. Neil has a civil engineering degree from the University of New South Wales in Australia and an MBA from Cal State Fullerton.

Office: 949.833.0222  
Email: brandom@brooks-street.com



# Statement of Qualifications

November 2010

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# Holland & Knight

[www.hklaw.com](http://www.hklaw.com)

# **Statement of Qualifications**

## **Response to Request for Qualifications for Project Management and Legal Services**

**The City of Benicia**

November 2, 2010

Betsy Lake  
50 California Street  
Suite 2800  
San Francisco, CA 94111  
Phone: 415-743-6926 (direct)  
Fax: 415-743-6910

# Holland & Knight

Holland & Knight LLP  
50 California Street  
Suite 2800  
San Francisco, CA 94111  
www.hklaw.com

November 2, 2010

**ELIZABETH (BETSY) LAKE**  
(415) 743-6969  
elizabeth.lake@hklaw.com

Heather C. McLaughlin  
City Attorney  
City of Benicia  
250 East L Street  
Benicia, CA 94510

**Re: Request for Qualifications for Project Management and Legal Services:**

Dear Ms. McLaughlin:

This Statement of Qualifications is submitted by Holland & Knight LLP to support the Brooks Street response to the City of Benicia ("the City") request for proposals for project management and legal services related to the Benicia Arsenal Investigation and Cleanup Project. Holland & Knight has in-depth experience in providing successful remediation strategies, including experience negotiating CERCLA cleanup processes and costs with the U.S. Department of the Army (Army). Holland & Knight also has the broader land use perspective to help negotiate cost effective and creative remediation solutions taking into account the ultimate land use plans. Finally, we have significant experience with public-private partnerships and Federal advocacy, including a proven track record of helping clients find funding and financing solutions for cleanups.

The core Holland & Knight legal team consists of myself, with significant experience negotiating cleanup process, costs and implementation with the Army, Nicholas Targ, who has extensive experience in identifying and securing state and federal cleanup funds for redevelopment as well as completing complex brownfields remediation projects with DTSC, Matthew Vafidis, who has many years of CERCLA litigation and settlement experience, as well as Richard Gold and Eve O'Toole in our Washington DC office, who have been instrumental in finding federal funding and working through political issues with the military, including the Army. Holland & Knight has the experience, expertise and capacity to handle the City's legal needs and is pleased to be a part of the Brooks Street proposal. My hourly rate is \$465/hour, Jennifer's is \$595/hour, Nicholas is \$435/hour, Richard's is \$580/hour and Eve's is \$395/hour. I will serve as the overall relationship manager to ensure that the City's needs and goals are being fully satisfied.

We hope to have the opportunity to work with you.

Very truly yours,

**HOLLAND & KNIGHT LLP**

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Elizabeth (Betsy) Lake  
Partner

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Disclaimer: The information provided herein presents general information and should not be relied on as legal advice when analyzing and resolving a specific legal issue. If you have specific questions regarding a particular fact situation, please consult with competent legal counsel about the facts and laws that apply.

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## HOLLAND & KNIGHT OVERVIEW

Holland & Knight is a global law firm with more than 1,000 lawyers in 17 U.S. offices. Holland & Knight is among the nation's largest law firms, providing representation in litigation, business, real estate and governmental law. Interdisciplinary practice groups and industry-based teams provide clients with access to attorneys throughout the firm, regardless of location. At Holland & Knight, we also believe it is essential to offer our clients the broad range of perspectives that a diverse team brings. In pursuit of this goal we have developed a diverse workforce of lawyers and professionals. Minority Law Journal's 2009 Diversity Scorecard of more than 250 leading law firms ranked Holland & Knight second in the nation for our number of minority partners and second for our number of Hispanic attorneys.

### California Focus

Holland & Knight has significant experience assisting government and private entities undertake remediation and redevelopment efforts. Our multidisciplinary team includes attorneys with experience remediating sites, negotiating CERCLA settlements and agreements, litigating CERCLA issues when necessary, and assisting with creative financing and funding, including federal advocacy.

Holland & Knight's West Coast Land Use and Environmental Team specializes in environmental remediation projects. Recent examples include:

- Facilitating transfer, remediation and California Environmental Quality Act (CEQA) compliance for the redevelopment of former military bases, representing municipalities and private developers, such as the Oakland Army Base, Fort Ord, and more.
- Addressing all aspects of the redevelopment of the Rialto Municipal Airport, ranging from site clean-up under the Regional Water Quality Control Board's jurisdiction through the Polanco Act to entitlement and CEQA compliance.
- Environmental compliance and entitlement work for Forest City's Gold LEED redevelopment and rehabilitation of the historic Public Health Services Hospital in the San Francisco Presidio National Park into a mixed income apartment community.
- Representing potentially responsible party in connection with claims for contribution under CERCLA to costs of cleanup of hazardous waste disposal area in Santa Barbara County;
- Advising landowner regarding potential liability under CERCLA, RCRA and Clean Water Act for alleged air and groundwater contamination of neighboring properties in Bay Area.

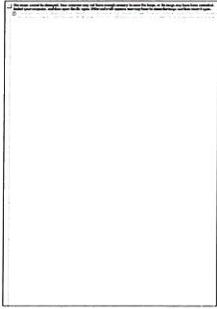
We also provide strategic development advice and help integrate community participation into the remediation, entitlement and historic preservation process. This work ensures that projects can demonstrate how community goals and needs have been considered and achieved to the extent possible. This approach not only assists timely and efficient remediation and development, but helps ensure the end result is viewed as a community asset.

Holland & Knight's San Francisco-based practice group is part of the community that has transformed our region by redeveloping former military and industrial facilities throughout the San Francisco Bay Area. In addition to site specific cleanup and financing work, we have helped entitle and construct city defining projects and address issues associated with Bayside redevelopment at a

# Holland & Knight

policy level: advocating before agencies ranging from the Regional Water Quality Control Board and Environmental Protection Agency to the Bay Conservation and Redevelopment Agency; assisting clients through the Base Realignment and Closure process; and serving on local, State, and Federal advisory commissions that address redevelopment issues. This knowledge of local issues and the broader policy context allows us to serve our clients' needs at many levels and in an integrated, coordinated manner.

## PROFESSIONAL SUMMARIES OF ATTORNEYS



### Elizabeth Lake

**Partner**

**San Francisco**

t: 415-743-6969

e: elizabeth.lake@hkllaw.com

**Elizabeth “Betsy” Lake** is a partner in the West Coast Land Use and Environment group in Holland & Knight’s San Francisco office. Her practice focuses on energy, land use, and complex project permitting, compliance counseling, natural resource and environmental transactions, and regulatory and legislative development.

#### Practices

Energy

Environment

Environmental  
Advocacy

Environmental  
Transactions

Environmental  
Litigation

Natural Resources

Water Law

Land Use

California Winery  
Industry Services

West Coast Land Use  
and Environment

Sustainable  
Development

Public Policy &  
Regulation

OSHA, Workplace  
Safety and  
Whistleblower Claims

- *Land Use and Complex Project Permitting.* Ms. Lake represents project proponents and public agencies in land use, environmental review, permitting, due diligence and litigation matters for complex land use, energy, and development projects, involving environmental impact statements/reports (NEPA/CEQA), waters and wetlands issues and permits (CWA/Porter Cologne, NPDES), endangered species (ESA/CESA) consultations and incidental take statements, brownfields issues (CERCLA/RCRA/Polanco), and local entitlements (zoning and subdivision ordinances) or California Energy Commission (CEC) approvals. Such projects include linear transmission, pipelines, and undersea cable projects, natural gas and renewable energy power plant projects, military base reuse (BRAC) projects, and residential and mixed-use development projects, among others.
- *Compliance Counseling.* She represents clients in environmental management, audit, and enforcement matters involving federal, state and local agency regulation of water quality, hazardous materials and waste management, radioactive and medical product and material management, worker safety (OSHA/Cal OSHA), air, wetlands, protected species and land use. Clients include municipalities, power plants, sewer districts, and industrial facilities, among others.
- *Natural Resource and Environmental Transactions.* Ms. Lake represents property owners, developers, project proponents, corporations, and public agencies in transactions, including development agreements (DAs and DDAs), habitat conservation planning, federal land leasing and concessions, conservation easements, conservation banking and mitigation transactions, and military base transfers and brownfields developments.
- *Regulatory and Legislative Development.* She represents clients in the enactment and amendment of environmental and land use statutes and regulations.

## Education

Stanford Law School,  
J.D.

Amherst College, B.A.,  
*magna cum laude*

## Bar Admissions

California  
District of Columbia

Ms. Lake is a lecturer on the Endangered Species Act, the Clean Water Act, and the California Environmental Quality Act, and a participant in the Council on Environmental Quality National Environmental Policy Act Task Force.

## Memberships

- California State Parks Foundation, Board Member, 1999 - present
- ABA Section of Environment, Energy, and Resources, Vice Chair, Public Service, Endangered Species Committee, 2008-2009
- California State Bar, Elected to Executive Committee, 2005 - 2007; Advisor, 2008 - Present
- Environmental Law Conference at Yosemite, Chair, 2006, 2007
- California State Bar, Legislative Committee Member, 2000-2004

## Published Articles & Books

- "CEQA Update: Water Supply Assessment Case Injects Unwanted Uncertainty for Renewable Energy Projects," Environment, Alert - September 23, 2010
- "The Endangered Species Deskbook: A Guide To Endangered Species Law, Second Edition," Environmental Law Institute, May 2010
- "White House Issues Sweeping Draft NEPA Guidance on Greenhouse Gas Analysis, Mitigation Monitoring and Categorical Exclusions," Environment, Alert (1) - February 24, 2010
- "Harnessing Solar Radiation in the Mojave Desert," Daily Journal, February 2010
- "The Endangered Species Act and Climate Change," Environmental Law Institute Environmental Law Reporter, December 2009
- "California's Air Resources Board Provides First Preliminary Draft of Cap and Trade Regulation for Greenhouse Gases," Environment, Alert - December 4, 2009
- "New General Storm Water Permit, ," San Francisco Daily Journal, October 6, 2009
- "New California General Storm Water Permit: Are You Ready to Comply?," Environment, Alert (2) - October 1, 2009
- "Will California Keep Its Cool?," Daily Journal, April 2009
- "Will California Keep Its Cool?," Insight (Focus & Forum), April 23, 2009
- "U.S. Supreme Court Rules Cost-Benefit Analysis Permitted Under the Clean Water Act – But Will it Matter in California?," Environment, Alert - April 2, 2009
- "Bush Administration Leaves Its Mark on the Endangered Species Act With Significant Amendments to the Consultation Regulations," Environment, Alert - January 7, 2009
- "The Polar Bear Listing and Its Ramifications: Can the "Butterfly Effect" \* Impose the Endangered Species Act on Federal Authorization of Greenhouse Gas Emissions?," Environment, Newsletter - Fourth Quarter 2008

- "Bush Administration Leaves Its Mark on the Endangered Species Act With Significant Amendments to the Consultation Regulations," *Environmental Law* 360, January 2009
- "California Enacts Nation's First Green Chemistry Law: Increased Chemical Oversight and Regulation," *Environment, Alert* - October 6, 2008
- "The Polar Bear Listing and Its Ramifications: Can the "Butterfly Effect"\* Impose the Endangered Species Act on Federal Authorization of Greenhouse Gas Emissions?," *Environment, Alert* - September 10, 2008
- "California Court Rules Environmental Impact Reports Must Address Climate Change," *Environment, Alert* - August 22, 2008
- "Proposed Rule Amending the Endangered Species Act Section 7 Consultation Regulations Published in the Federal Register," *Environment, Alert* - August 15, 2008
- "California Supreme Court Rules No "No Surprises" Under the California Endangered Species Act," *Environment, Alert* - August 7, 2008
- "WHEN FEDERAL AND STATE RULES COLLIDE: COURT RULES NO "NO SURPRISES" UNDER THE CALIFORNIA ESA," *ABA Endangered Species Committee Newsletter*, August 2008
- "The Polar Bear Listing and Its Ramifications: Can the "Butterfly Effect" Impose the Endangered Species Act on Federal Authorization of Greenhouse Gas Emissions?," *Bloomberg Finance L.P.*, May 2008
- "Army Corps of Engineers and EPA Issues New Mitigation Rule," *Environment, Newsletter* - First Quarter 2008
- "Supreme Court to Hear Important Wetlands Cases," *Environment, Newsletter* - Fourth Quarter 2005
- "The Legal Framework for Brownfields Redevelopment in California: A Practical Guide for Sellers and Other PRPs," 9 *California Environmental Law & Remediation Reporter*, 73, June 1999

## Core Team



### Jennifer Hernandez

**Partner**  
**San Francisco**  
t: 415-743-6927  
e: jennifer.hernandez@hkclaw.com

**Practices**

- Energy
- Environment
- California Winery Industry Services
- Water Law
- West Coast Land Use and Environment
- Transportation
- Communications
- Public Policy & Regulation
- Alcohol Beverage
- Government Representation
- State Capitals
- Sustainable Development
- Land Use
- Environmental Advocacy
- Environmental

**Jennifer L. Hernandez** co-chairs Holland & Knight’s national Environmental Team and leads the West Coast Land Use and Environment Practice Group. She divides her time between the San Francisco and Los Angeles offices, and works on projects in Northern and Southern California, as well as the Central Valley. She has achieved national prominence in her work on brownfields redevelopment, wetlands and endangered species, and master planned community projects. She represents private, non-profit and public sector clients, ranging from real estate developers and redevelopment agencies, to biotechnology and other operating industries, to communication and energy utilities.

Ms. Hernandez also chairs a conference on Climate Change Law in California, and has written and spoken extensively on major California climate change laws (including AB 32, SB 375 and SB 97) and emerging climate change regulations and guidance documents. Her climate change practice currently includes integrating climate change requirements into the environmental analyses (relating to greenhouse gas emissions as well as water supply, flood and fire risk, and other topical areas) required by the California Environmental Quality Act for new and modified projects and plans, and advising clients on legislative and regulatory proceedings pending in Sacramento, in various regional air districts, and in Climate Action Plans and other land use policies being developed by cities and counties.

She has taught land use and environmental law for the University of California and Stanford Law School, and frequently speaks for client and lawyer professional associations and continuing education seminars.

She has written two books and more than 30 articles on environmental and land use law. She has received several professional awards, including an American Planning Association Award for her book, "A Practical Guide to the California Environmental Quality Act," the Greenlining Institute's "Big Brain Award" for developing a "New Paradigm that Intersects Environmental and Inner-City Economic and Health Goals," and the Yerba Buena Alliance's "Unsung Hero/Heroine Award" for work on Brownfields policies. Mayor Brown proclaimed October 9, 2002 as "Jennifer Hernandez Day in San Francisco" for her work on sustainable land use and for being a "warrior on the brownfield."

**Publications - Books:**

- A Practical Guide to the Environmental Quality Act
- A Practical Guide to Environmental Law for California Hospital and Healthcare Facilities

- Litigation
- New Solutions to Environmental Problems in Business and Real Estate Deals (Chapter author for Brownfields Transactions)
- Environmental Transactions
- Environment in Review – Major New Developments for Brownfields & Wetlands Practitioners in California

## Natural Resources

### **Publications - Articles (Partial List):**

- Climate Change
- New California Legislation Requires Comprehensive Cleanups for New Purchases Seeking Immunity from State Joint and Several Liability Laws
- Biodiversity and Endangered Species
- Environment in Review – Major New Developments for Brownfields & Wetlands Practitioners in California
  - New Nationwide Permit Program from the Army Corps of Engineers
- Energy Project Development
- A Practical Guide to Structuring Brownfield Transactions in California: The Art of the Deal
  - A Practical Guide to Implementing the Polanco Act for Redevelopment Area Brownfields
- Environmental Health and Safety Compliance
- A Practical Guide to Environmental Insurance in Brownfield Transactions
  - A Practical Guide to the California Land Environmental Restoration and Reuse Act (SB 32)
- Greenhouse Gas Emissions
- Joining the Brownfields Bandwagon: New Options in Contaminated Property Redevelopment
  - Facilitating Base Conversions – Reforms of Environmental Law Can Minimize Gridlock
- Land Use and Green Building
- A Practical Guide to Local Agency Involvement in the Cleanup of Contaminated Property
- Smart Growth
- A Practical Guide to the Intersection of Construction Law and Environmental Law
- Water Resources
- A Practical Guide to Handling Low Level Radioactive Waste
  - A Practical Guide to Air Quality Regulations Affecting Indirect and Area Sources of Air Pollution
- Education**
- Stanford Law School, J.D.
- A Practical Guide to Preparing a Model Corporate Environmental Policy
  - Environmental Law and Regulations, University of California at Berkeley (Course Materials)
- Harvard University, B.A., *with honors*
- Urban Redevelopment and Environmental Law, Stanford Law School (Course Materials)
- Bar Admissions**
- California
- District of Columbia
- A Practitioner's Guide to CEQA Compliance for Projects Located for Contaminated Property
  - A Practical Guide to Minimizing Lender and Investor Liability for Contaminated Property
  - A Practical Introduction to the Building Blocks of an Environmental Compliance Program
  - A Practical Guide to the Potential Liability of Environmental Mangers Under Federal Environmental Laws
  - A Practical Guide to Environmental Laws Affecting Colleges and Universities
  - A Practical Guide to the Building Blocks of an Environmental Compliance Program for Laboratories
  - Facilitating Long Term Planning with Program EIRs: A Case Study of the University of California 1988-1990
  - The Long Range Development Planning Process for Universities

- A Practical Guide to the Effects of the 1990 Clean Air Act Amendments on Cogeneration Facilities
- A Client's Guide to the Use of Environmental Lawyers
- A Practitioner's Guide to Preparing Environmental Impact Reports after Kings Country Farm Bureau v. City of Handford
- When Citizens Sue: Some Federalism Issues

## **Professional Honors & Awards**

- The Best Lawyers in America guide, Environmental Law, 2006-2011
- Chambers USA – America's Leading Business Lawyers guide, Real Estate: Zoning/Land Use, 2008-2010
- Chambers USA – America's Leading Business Lawyers guide, Environment Law, 2008-2010
- San Francisco Business Times, Forever Influential, Honor Roll of Most Influential Women, 2010
- National Law Journal, 50 Most Influential Minority Lawyers in America, 2008
- Hispanic Business Magazine, Elite Women, 2008
- San Francisco Business Times, Top Women in Business, 2008
- Top 100 Lawyers in California, Daily Journal newspaper, 2008
- California Lawyer magazine, California Lawyer of the Year (CLAY) award, 2008
- Northern California Super Lawyers magazine, 2004-2010
- Corporate Counsel Edition, Super Lawyers magazine, May 2009
- LawDragon 500
- Jennifer Hernandez Day in San Francisco, Mayoral Proclamation, October 9, 2002

## **Memberships**

- California League of Conservation Voters, Board Member
- Natural Heritage Institute, Board Member
- National Brownfields Association, California Executive Committee
- Urban Land Institute - Full Member, Member
- California State Bar Association Environmental Section, former Executive Committee member
- California Environmental Law Forum, former founding Board Member
- Sustainable Conservation, former founding Board Member
- Presidio Trust for the Presidio National Park in San Francisco, Board of Trustees (Appointed by President Clinton)
- Landbank, Inc., co-founded and served as the first Board Chair and General Counsel
- Environmental Financial Advisory Board of the US EPA, Board Member
- Center for Creative Land Recycling, Board Member
- BASF Judiciary Committee Members

## **Speaking Engagements**

- Greenhouse Gas Emissions, Climate Change Law and Limitations, CLE International Conference, Sacramento, CA, December 7-8, 2009

## Published Articles & Books

- "CalGreen: California's New Green Building Code," Environment, Alert - September 9, 2010
- "California Appeals Court Calls for Clear Analyses in First Decision on Greenhouse Gas Reviews Under CEQA," Environment, Alert - May 7, 2010
- "Brownfields 101," Environmental Regulation and Commercial Implications 2010: How the New Administration, Congress and the Courts Have Changed the Rules (co-author), April 30, 2010
- "California Continues Efforts to Link Greenhouse Gas Reductions to Land Use Decisions – but Offering Clear Advice Still a Challenge," Environment, Alert - November 6, 2009
- "Stimulus Funding: Expediting NEPA Compliance for “Shovel-Ready” Projects in California," Environment, Alert - May 20, 2009
- "Changing The Rules of the Game: The Anticipated Impact of the U.S. Supreme Court's *Burlington Northern* Decision Upon Product Manufacturers, Brownfields Redevelopers and Lenders at Contaminated Sites," Environment, Alert - May 19, 2009
- "U.S. Supreme Court Issues *Burlington Northern* Decision Significantly Limiting “Arranger” and “Joint and Several” Liability Under Federal Superfund Statute," Environment, Alert - May 6, 2009
- "California Attorney General Releases “Straightforward Answers to Some Frequently Asked Questions,” Outlining Positions on Climate Change Analysis in General Plan Updates," Environment, Alert - March 24, 2009
- "California Governor's Office of Planning and Research Releases California Environmental Quality Act Guideline Amendments," Environment, Alert - January 23, 2009
- "California Air Resources Board, South Coast Air Quality Management District and San Diego County Release Recommendations for Setting Interim Significance Thresholds for Greenhouse Gases Under CEQA," Environment, Newsletter - Fourth Quarter 2008
- "Governor Signs Senate Bill 375, Designed to Connect Regional Planning to Reduction of Greenhouse Gas Emissions," Environment, Alert - November 25, 2008
- "California Air Resources Board, South Coast Air Quality Management District and San Diego County Release Recommendations for Setting Interim Significance Thresholds for Greenhouse Gases Under CEQA," Environment, Alert - November 19, 2008
- "California Establishes Ground Rules for Assessing Climate Change Impacts for Development Projects," Environment, Alert - June 23, 2008
- "California Air Pollution Control Officers Association Releases Guidance on CEQA and Climate Change," *Environment*, Alert - January 10, 2008

## Client Relationship Manager



### **Nicholas William Targ**

**Partner**

**San Francisco**

t: 415-743-6926

e: nicholas.targ@hklaw.com

#### **Practices**

Environment

Land Use

Public Policy &  
Regulation

Environmental  
Litigation

Natural Resources

Sustainable  
Development

West Coast Land Use  
and Environment

#### **Education**

Boston College Law  
School, J.D.

University of California,  
Santa Cruz, B.A.,  
Economics and  
Politics/Legal Studies

#### **Bar Admissions**

California

**Nicholas Targ** has 15 years experience addressing environmental, land use, and natural resources issues in the public and private sector. He works with clients to address brownfields, entitlements, project finance, permitting, and environmental compliance needs. His practice focuses on complex redevelopment projects, environmental compliance, real estate transactions, and Federal advocacy. Representative work includes strategic legal advice on brownfields and community redevelopment, permitting, public-private partnership agreements, NEPA/CEQA compliance counseling, use of public lands, and environmental justice/Title VI of the Civil Rights Act of 1964.

Before joining Holland & Knight, Nicholas served, first, as Counsel, and later as Associate Director to the EPA's Office of Environmental Justice in Washington, D.C. The principal legal/policy adviser to that office, he helped bring to a successful resolution highly visible Clean Air Act, RCRA/CERCLA, enforcement, and NEPA permitting, compliance, and policy matters. He also provided strategic advice on legislation, regulatory initiatives and public participation issues to congressional offices, the President's Council on Environmental Quality, and federal, state and tribal agencies. On a regular basis he convened and addressed trade associations, government bodies, and others.

Nicholas also served in the Solicitor's Office of the Department of the Interior, representing the Bureau of Reclamation and Bureau of Land Management on a wide-range of natural resources, tribal, and hazardous materials issues. He successfully handled precedent setting water rights, reclamation law, and natural resources cases, and managed the transfer of federal facilities and lands. He joined the Department through the Honors Attorney Program in 1993.

Committed to service, Nicholas helped found the Howard University Environmental Law Program and taught environmental law and environmental justice as an adjunct professor for five semesters. Under his leadership, the ABA's Environmental Justice Committee received the Individual Rights and Responsibilities Section's Committee Excellence Award. Nicholas serves as Chair of the American Bar Association's Diversity Environmental Fellowship Program under the Section of Environment, Energy and Resources. He served as a consultant to the Republic of Haiti, representing that country as a negotiator in the 1992 United Nations Conference on Environment and Development ("Earth Summit").

While at the Massachusetts Institute of Technology's Graduate School of Urban Studies and Planning, Nicholas taught legal research and writing. He was an Adjunct Professor in Environmental Law, Environmental Justice, at Howard University School of Law from 2004-2006, where he also served as thesis adviser to third-year students.

## **Professional Honors & Awards**

- Outstanding Leadership Award, Howard University School of Law, 2007
- Bronze Medal for Outstanding Leadership, United States Environmental Protection Agency, Six-Time Recipient, 2000 - 2006
- Secretarial Letter of Commendation, Hon. Secretary of the Interior Bruce Babbitt, 1999
- Star Achievement Award for success in novel water rights litigation, Office of the Solicitor, Department of the Interior, 1998
- Star Achievement Award for Drafting Reclamation Reform Act Regulations, Office of Assistant Secretary, Water and Science, Department of the Interior, 1997
- Director's Letter of Commendation for Drafting the First Dispute Resolution Policy for the Department of the Interior, 1994
- O'Keefe Family Scholarship, Boston College School of Law
- Technology Award and Scholarship, Massachusetts Institute of Technology's Graduate School of Urban Studies and Planning

## **Memberships**

- Rosie the Riveter Trust, Board Member
- National Brownfields Association, Bay Area Council, Chair
- ABA Environmental Justice and Diversity Taskforce, Co-chair
- American Bar Foundation, Fellow
- American Bar Association, Human Rights magazine, Editorial Board
- Bar Association of the District of Columbia's Environmental Law Section, past Director

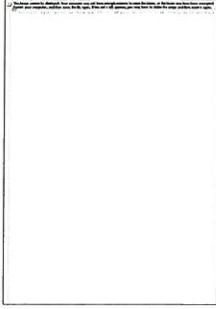
## **Speaking Engagements**

- Toward Sustainable, Livable Bay Area Communities, Bay Area Council, April 2010.
- Environmental Justice, Law and Science, Environmental Protection Agency, March 2010.
- Federal Greenhouse Gas Law and Policy on the Eve of EPA's CO2 Endangerment Finding, CLE International, December 2009.
- Bay Front Brownfields Redevelopment and the Threat of Sea Level Rise, National Brownfields Conference, November 2009.
- The Environment Terms You Need in Lease Transactions, CLE International, June 2008.
- Managing Environmental Risk in Redevelopment Projects, Practicing Law Institute, November 2007 and 2008.
- The Intersection between Environmental Justice and Land Use Planning (Plenary panelist), American Planning Association, Annual Meeting, April 2007

- Managing and Reducing Risk: Vulnerable Populations Living in a Vulnerable Environment, ABA Standing Committee on Environmental Law, 34th National Spring Conference on the Environment, June 2006

## Published Articles & Books

- "Harnessing Solar Radiation in the Mojave Desert," *Daily Journal*, February 2010
- "Federal Attention to Environmental Justice to Increase," *Environment, Alert* - November 18, 2009
- "EPA Accepting Applications for \$80 Million in Brownfields Grants," *Environment, Alert* - August 26, 2009
- "Stimulus Funding: Expediting NEPA Compliance for "Shovel-Ready" Projects in California," *Environment, Alert* - May 20, 2009
- "State Environmental Justice Programs and Related Authorities," *The Law of Environmental Justice, ed. 2, American Bar Association*, 2008
- "Collaborative Problem-Solving: a Strategy for Resolving Environmental Disputes (Co-Author)," *36 Environmental Law Reporter 10440*, June 2006
- "American Indian/Alaska Native Issues (Co-Editor)," *Human Rights Magazine*, Spring 2006
- "A Right to a Clean and Healthy Environment (Co-Author with Barry Hill and Steve Wolfson)," *8 Georgetown International Environmental Law Review 3*, Spring 2004
- "Natural Resources Dispute Resolution at the Department of the Interior (Co-Author)," *Federal ADR Desk Reference, ed., American Bar Association*, February 2001
- "The Courting of Science: Admissibility of Scientific Evidence after Daubert and Carmichael (Co-Author with Elise S. Feldman)," *16 Natural Resources and Environment 507*, Spring 1999
- "Water on Public Lands: Facing a Fork in the River," *12 Natural Resources and Environment 14*, July 1997
- "Resolving Natural Resource Damage Assessment Disputes (Co-Author)," *20 William & Mary Environmental Law Review 1*, Winter 1996
- "Attorney Client Confidentiality in the Criminal Environmental Law Context," *14 Pace Environmental Law Review 227*, September 1996



## Matthew Vafidis

**Partner**

**San Francisco**

t: 415-743-6950

e: matthew.vafidis@hklaw.com

**Matthew P. Vafidis** has over 30 years experience as a commercial, maritime and environmental litigation lawyer. He is a Litigation Section Partner in Holland & Knight's San Francisco office, the leader of the firm's U.S. West Coast Litigation Group, and is also a qualified English Barrister. Mr. Vafidis focuses on environmental, commercial, admiralty and international litigation.

Mr. Vafidis has personally handled over 35 federal, and state court trials and major arbitrations, appeals and mediations, and is highly experienced in a wide range of commercial and environmental litigation, representing both international and national companies. He also regularly provides specialist advice to transportation clients regarding issues relating to pollution, international trade and the carriage of goods by sea.

Mr. Vafidis was called to the Bar of England and Wales in July 1979 and initially practiced at the criminal defense and civil Bar in London. Since 1981, he has practiced environmental, commercial, and admiralty litigation in San Francisco, California, developing and establishing a national reputation as an admiralty specialist, particularly in the areas of marine pollution and the carriage of goods by sea, and the investigation of a marine casualties, and then expanding his practice as a commercial and environmental litigator.

In connection with environmental litigation, Mr. Vafidis has extensive experience in handling all aspects of oil and hazardous chemical pollution, including response, regulatory and litigation matters, natural resource damages, cleanup agreements, and consent decrees and compliance programs. He has personally participated in several natural resource damage assessments and handled the defense of a major groundwater contamination matter involving multiple plaintiffs. His environmental expertise ranges from matters involving OPA'90, CERCLA, RCRA, the Clean Water Act, to California statutes.

For more than 18 years, Mr. Vafidis has served as a member of the Federal District Court ADR Panel, participating in over 50 mediations, arbitrations and ADR proceedings as a mediator, arbitrator and neutral. Mr. Vafidis has also served as an arbitrator in AAA, State court, and other proceedings.

Mr. Vafidis has authored articles and lectured in the United States, Europe and the Far East on various topics, including marine pollution, the carriage of goods by sea, arbitration, trial advocacy and billing arrangements. He has taught trial advocacy and judges moot court competitions at local law schools.

### Professional Honors & Awards

- *The Best Lawyers in America* guide, Maritime Law, 2005-2011

### Practices

Alternative Dispute Resolution

Litigation

Public and Charitable Service Department

Maritime

Casualty, Pollution and Salvage

Maritime & Logistics Contracts

Regulatory, Government and Security

### Education

Inns of Court School of Law-England, J.D.

University of Cambridge, M.A., *with honors*, History/Law

### Bar Admissions

California

Wales

ENG

- *Chambers USA – America's Leading Business Lawyers* guide, Transportation: Shipping: Litigation, 2008-2010
- Northern California *Super Lawyers* magazine, 2006-2010
- *The International Who's Who of Shipping & Maritime Lawyers* , 2009

## Memberships

- American Bar Association
- San Francisco Bar Association
- Maritime Law Association of the United States
- ABA Young Lawyers Division Admiralty Committee, former Chair
- San Francisco Bar Association Admiralty Committee, former Chair
- Pacific Admiralty Seminar committee, former session chair and chair of the Seminar
- Federal District Court ADR Panel

## Court Admissions

- European Circuit of the Bar of England and Wales
- All State and Federal Courts in California
- U.S. Appeals Court, Ninth Circuit

## Published Articles & Books

- "China's Antimonopoly Law Becomes Effective on August 1, 2008," *China*, China's Antimonopoly Law Becomes Effective on August 1, 2008, Alert - July 31, 2008



## Rich Gold

### Partner

### Washington

t: 202-457-7143

e: rich.gold@hkllaw.com

**Rich Gold** is a Partner practicing in the areas of legislative and environmental law, emphasizing strategy development, lobbying, legislative and regulatory counseling, and creative solutions to corporate, non-profit, and governmental issues at the federal level. He is the leader of Holland & Knight LLP's Public Policy & Regulation Practice Group, which has been ranked among the top 10 law and lobby firms in Washington, D.C. by *Influence* magazine the last several years. Mr. Gold has been recognized as a top lobbyist by *The Hill*, *The National Journal*, *Washingtonian*, and *The Washington Business Journal*.

Mr. Gold joined Holland & Knight in 1994 after eight years of government service, culminating in stints with Senator Lloyd Bentsen and EPA Administrator Carol Browner. Mr. Gold's practice at Holland & Knight has

## Practices

Environment

Climate Change

Federal Budget & Appropriations

Energy

Sustainable Development focused on policy advocacy, strategy and funding initiatives in a wide range of substantive fields from environment to food safety, transportation to energy efficiency and production.

## Federal Practice

### Congressional Investigations

### Public Policy & Regulation

### Education

George Washington University Law School, J.D., *with honors*

The University of Vermont, B.S., Business Administration

### Bar Admissions

Virginia  
District of Columbia

On the appropriations front, Mr. Gold leads the firm's Federal Appropriations Team which has been successful in achieving federal funding for a wide variety of projects including research on biotechnology, energy and related fields, clean up and redevelopment of brownfields, road and transit projects, and stormwater and drinking water projects. He has worked for corporations to achieve policy changes, corporate competitive advantage and research funds in the annual budget process. Mr. Gold and the Holland & Knight Federal Budget & Appropriations Team have secured billions of dollars and exceptional policy results over the last decade for clients.

Mr. Gold has achieved success in a broad range of legislation ranging from Climate Change, Clean Air Act, Superfund, brownfields and Water Resource Development Act issues in the environmental arena to chemical security, outer continental shelf exploration, and transit and transportation authorizations. His environmental and energy expertise have him heavily involved in the current debate over climate change in Congress working on new technologies related to carbon capture and sequestration as well as the elements of cap and trade policy.

On the administrative front, Mr. Gold has worked with *Fortune 500* companies and trade associations, small businesses and local governments on regulatory matters before the United States Environmental Protection Agency (EPA), the United States Department of the Interior, the United States Department of Agriculture, the United States Army Corps of Engineers, the U.S. Department of Energy, and the White House. Most recently, Mr. Gold has worked on federal legislation as well as regulations providing for the security of chemical facilities by the Department of Homeland Security. His experience at EPA with Clean Air Act rulemakings encompasses all of the agency's recent rules on gasoline and diesel as well as its various rules regulating emissions of volatile organic compounds from paints and coatings. Finally, he has negotiated two voluntary programs on chemical testing on behalf of the chemical industry with EPA and various non-governmental organizations.

In recognition of Mr. Gold's energy and environmental policy expertise, he was appointed to the Board on Environmental Studies and Toxicology of the National Academy of Science in 2009.

### Professional Honors & Awards

- *Chambers USA – America's Leading Business Lawyers* guide, Government: Government Relations, 2007-2010
- Top Lobbyist - The Best in the Business, *The Hill* newspaper, 2007-2009
- *The Best Lawyers in America* guide, Government Relations Law, 2008-2010
- Washington, D.C. *Super Lawyers* magazine, 2008-2010
- Corporate Counsel Edition, *Super Lawyers* magazine, July 2009
- Leading Democratic Lobbyists in Washington, *The National Journal*, 2007
- Top 50 Lobbyists in Washington, *Washingtonian Magazine*, 2007

- Legal Elite, *Washington SmartCEO Magazine*
- Top Washington Lawyer Finalist, *Washington Business Journal*, Local & State Lobbying, 2007-2008

## Memberships

- The National Academy of Sciences, Board on Environmental Studies and Toxicology

## Published Articles & Books

- "The Lobby League," August 2005
- "Federal Legislative Update," *Environment*, Newsletter - Third Quarter 2002
- "Federal Environmental Legislative Update," *Environment*, Newsletter - Second Quarter 2002
- "Federal Legislative Update," *Environment*, Newsletter - Fourth Quarter 2001
- "Federal Legislative Update," *Environment*, Newsletter - Third Quarter 2001
- "Federal Legislative Update," *Environment*, Newsletter - Second Quarter 2001
- "Federal Legislative Update," *Environment*, Newsletter - Third Quarter 2000
- "Federal Legislative Update," *Environment*, Newsletter - Second Quarter 2000
- "Outlook On Federal Environmental Legislation," *Environment*, Newsletter - First Quarter 2000
- "Federal Legislative Update," *Environment*, Newsletter - Fourth Quarter 1999
- "Federal Legislative Update," *Environment*, Newsletter - Third Quarter 1999



## Eve M. O'Toole

### Sr Policy Advisor

#### Washington

t: 202-419-2505

e: eve.otoole@hklaw.com

**Eve M. O'Toole** is a senior policy advisor in the Public Policy & Regulation Group in the Washington, D.C., office of Holland & Knight.

## Practices

Public Policy &  
Regulation

Federal Budget &  
Appropriations

Energy

Environment

Ms. O'Toole brings more than 17 years of federal lobbying experience, with expertise in local government/public sector advocacy, regulatory, appropriations and policy development, and in establishing and executing local public-private partnerships. With close working ties to Congress, the California delegation, and the Executive Branch, Ms. O'Toole has a strong record of successfully advancing a wide range of interests covering transportation and infrastructure, energy, environment, water, community and economic development, public safety, housing, health and human services, workforce, education, telecommunications and technology, homeland security, defense and base reuse, and public finance.

Federal Practice

Government  
Representation

Transportation

Among other key local government/public agency and public-private partnerships, Ms. O'Toole currently represents cities from San Francisco to Washington, D.C., San Francisco International Airport, Port of San Francisco, the Los Angeles County Community Development Commission, the Columbus, OH, Partnership (public-private partnership), San Mateo County's transportation agencies, and the 480-member League of California Cities, where she previously served as head of its Washington, D.C., office.

**Education**

University of California,  
Los Angeles, B.A.,  
Political Science

Ms. O'Toole previously served as senior vice president and director of the Intergovernmental Group practice of the federal relations consulting firm MARC Associates and as government affairs representative with another large law firm, serving as Federal Representative for Los Angeles County. She serves on the Board of the California State Society and has served on the Board of the Women's Campaign Fund and as vice president for development and treasurer for MANA, A National Latina Organization.

## EXPERIENCE

### **Environmental & Redevelopment Team**

Holland & Knight has the largest environmental and real estate practices in the country and consistently receives top ratings from professional and business organizations. With a 100-year tradition of providing counsel in environmental and redevelopment law, we are a dedicated and experienced team with more than 300 professionals. These resources give the City of Benicia access to industry-leading expertise in perhaps the most comprehensive environmental, land use, and real estate law practice of any firm in the country.

### **The West Coast Land Use and Environmental Team**

The firm's West Coast Land Use and Environmental Team provides clients with seamless, wrap-around legal services-- the benefit of working with a skilled practice group, combined with the broader resources of a large multidisciplinary firm. Headed by Jennifer Hernandez, each attorney in the West Coast Land Use and Environmental team has expertise in environmental law and issues ranging from remediation and brownfields redevelopment to entitlements, permitting, policy and state and federal agency advocacy. Our land use and environmental clients include developers, industry and trade associations, as well as local, state, tribal and federal governments.

### **Environmental Remediation**

#### **Military Base Reuse and Brownfields Redevelopment**

Holland & Knight maintains a nationally regarded brownfields practice. Our goal is to assist public and private real estate developers, corporations, municipalities, and cities and redevelopment agencies to safely, quickly, and efficiently transform contaminated lands into economically productive, ecologically protective assets that help communities grow and thrive, and to effectively manage risk. We have also used this experience to assist in multiple military base closure and redevelopment projects as listed in our Representative Engagements below.

Our brownfields practice has seen tremendous growth as government at all levels has advocated for the conversion of environmentally burdened land, such as many military bases, to productive new uses. In addition to advising on the environmental remediation as discussed under Hazardous Materials and Waste below, we also partner with environmental insurers in the brownfields industry to help manage the cost variables and liability risks associated with cleanup efforts. In addition, we frequently assist clients secure public and private funding for site assessment and remediation. The depth of our experience enables us to work effectively with environmental engineering and consulting firms and ensures that information is communicated accurately, effectively, and that costs and uncertainties are kept to a minimum.

For example, we have:

- Participated in the transformation of environmentally challenged former military, industrial facilities, and historical sites to productive, community enhancing uses

# Holland & Knight

- Advocated on behalf of clients before the San Francisco Bay Regional Water Quality Control Board, California Department of Toxic Substances Control, and the United States Environmental Protection Agency
- Advised and represented clients on active agency enforcement matters
- Assisted redevelopment agencies and private developers in use of the tools necessary for future transactions, including clean-up under the Polanco Act, contractual indemnities, warranties, insurance, disclosures and lender and purchaser provisions, and management of long-term monitoring and maintenance requirements
- Counseled on matters pertaining to future closure requirements and financial assurance requirements for hazardous and solid waste facilities, land with underground tanks, and environmental abatement of structures prior to demolition, relocation, and reuse

## **Hazardous Materials and Waste**

In the ever-evolving area of hazardous materials and waste compliance, permitting, and enforcement, the West Coast Land Use and Environmental Team advises clients on soil and groundwater clean-up actions initiated by local, state and federal agencies as well as materials management. This experience carries over into our brownfields practice, where potential groundwater contamination is often a major aspect of the environmental liabilities encumbering a site.

For example, we have:

- Assisted clients on how to quickly and safely remove hazardous wastes from their facilities to address regulatory requirements, contamination of their facilities, and potential exposure of their workers
- Achieved interpretive clarification or substantive changes to the regulations that favored development without jeopardizing the human health or the environment
- Worked as in-house counsel to governments and trade associations advising them on changes and challenges to the regulatory regime
- Advised the owners of contaminated properties on cleanup and preparation for the reuse of those properties

## **Insurance**

In the area of contaminated land, special handling is a must. Holland & Knight attorneys and professionals have experience in a range of insurance coverage issues from discovery to cleanup. We act as an experienced guide to clients in their efforts to choose the appropriate coverage for environmental insurance policies, specifically those for real estate transactions that might include pollution legal liability, remediation cost cap, blended finite risk and secured creditor policies.

For example, we have:

- Negotiated dozens of pollution legal liability (PLL) and “cost cap” environmental insurance policies with all of the primary carriers to facilitate real estate and corporate transfers
- Negotiated innovative risk transfer mechanisms, such as a guaranteed fixed price remediation contract together with environmental insurance policies, to facilitate the sale of 200 convenience stores from a bankrupt entity to a new owner

## **Environmental Review (CEQA and NEPA)**

Our attorneys and professionals assist private and public entity clients in all aspects of compliance with both California Environmental Quality Act (CEQA) and National Environmental Policy Act (NEPA) requirements. Enacted over 40 years ago, NEPA requires federal government agencies to consider the environmental impact of all proposals that entail a “major federal action. CEQA is similar to NEPA, but it is considered to be more stringent because it requires agencies to mitigate impacts to the greatest extent practicable before approving a project. State and federal agencies also retain Holland & Knight for their legal needs in this area. In 2003, members of the West Coast Land Use and Environmental Team participated in the Council on Environmental Quality’s NEPA Task Force regarding modernizing NEPA implementation. CEQA compliance is required by DTSC in its cleanup processes.

For example, we have:

- Coordinated and prepared clients for the NEPA and CEQA review process and worked to minimize costs and potential delays
- Counseled on the efficient compliance with the numerous environmental compliance steps required
- Defended clients against third-party challenges when the need arose and intervened at the White House (CEQ) when high-level leadership was necessary to resolve complex policy issues
- Assisted clients in applying technical know-how in critical areas such as climate change, traffic analysis, air quality assessments, noise impact analysis, biological resource studies, wetlands delineations and water supply assessments
- Counseling on the new requirements for GHG assessment under CEQA and NEPA and assisting clients with required GHG analyses and evaluations.

## **Litigation**

When litigation issues arise, the Holland & Knight land use and environmental team members work efficiently to address your needs.

For example, we have assisted clients in the following areas:

- Contribution actions under CERCLA relating to hazardous waste sites
- Major marine pollution matters, including civil and criminal liability, consent decrees and compliance agreements
- Natural resource damage assessments under OPA'90, CERCLA and California legislation
- Litigation and settlement agreement of third party challenges brought under the California Environmental Quality Act
- Injunctive relief under the Resource Conservation and Reclamation Act
- Proposition 65
- Mass toxic tort and Safe Drinking Water Act litigation

## Government Relations and Appropriations

Holland & Knight has an ideal combination of lawyers and lobbyists with a comprehensive understanding of federal and state policy and regulatory process. The combined experience of our team enables us to provide our clients with crucial strategic and legal and access to key decision-makers from both parties. Holland & Knight has an established budget and appropriations practice in Washington, D.C., with extensive experience. Since 2000, our Federal Budget and Appropriations Team has helped secure more than \$3.4 billion in federal funding for our clients, including municipal and real estate development entities.

For example, we have:

- Assisted the Richmond Community Redevelopment Agency in securing a Waiver from the Department of Housing and Urban Development, providing access to more than \$1 million in section 108 guarantees
- Secured \$2.4 million for the former McClellan Air Force Base for infrastructure improvements, vital to the development efforts of the McClellan Business Park
- Secured \$200,000 for the City of San Francisco for remediation of a Bay Commons Park
- Assisted TMG Partners in obtaining \$5 million in remediation funding for the first phase of the Marketplace redevelopment.

## REPRESENTATIVE ENGAGEMENTS

Holland & Knight excels at assisting ambitious, creative development teams entitle, remediate, and redevelop large-scale, place-defining land use projects. Specific representations include:

### **Oakland Army Base, Oakland, California:**

The City of Oakland, through its Oakland Base Reuse Authority (OBRA), is cleaning-up and redeveloping the 425-acre former Oakland Army Base into a mixed use "gateway" site. The former base was commissioned in 1941 and declared surplus in 1995 through the second round of base closures under the Base Realignment and Closure (BRAC) Act. Transfer efforts, however, were stymied for years due to the Army and Department of Toxic Substances Control disagreements about how to achieve either pre-transfer or post-transfer cleanup. OBRA hired Holland & Knight attorneys to help establish a clean-up and transfer process and implement the base's redevelopment.

Holland & Knight attorneys served as the City of Oakland's base transfer and environmental counsel, and achieved consensus with the Army, the state Department of Toxic Substances Control, the Regional Water Quality Control Board, the California Governor, the U.S. Environmental Protection Agency and two competitive insurance carriers, to undertake the pre-cleanup transfer of the Army Base to Oakland, based on a Finding of Suitability for Early Transfer (FOSET) in 2002. To facilitate the transfer, Holland & Knight attorneys led the City's CEQA efforts, negotiated a no cost economic development conveyance with the Army, developed a land Exchange Agreement with the State Lands Commission, and negotiated a safe, efficient clean-up strategy involving the U.S. Environmental Protection Agency, the California Department of Toxic Substances Control and other regulatory agencies.

### **Fort Ord, Monterey County, California:**

Fort Ord, a U.S. Army post on Monterey Bay in California from 1917 to 1994, was one of the largest installations ever built by the Army, at 45 square miles. The former post was historically used for munitions ranges, consisting primarily of small-arms and machine-gun firing ranges. In 1991, the Base Realignment and Closure (BRAC) Commission recommended to close the post. In 1994, the Fort Ord Reuse Authority (FORA) was created to prepare, adopt, plan and implement the local community's reuse planning for the conversion of the former U.S. Army post to civilian activities. The FORA Board of Directors is made up of representatives of local governments, representatives from some of the major current and future users of the property, such as California State University, and federal and state elected officials from the area. An updated Fort Ord Base Reuse Plan was completed by FORA in 1997, with which redevelopment uses must be found consistent.

Holland & Knight attorneys serve as land use and environmental counsel on all aspects of redevelopment for two mixed use (residential, commercial and retail) projects on the former Fort Ord. Representation included facilitating the transfer of the Fort Ord property from the Army to FORA, FORA to the municipalities and, finally, to our clients; working with the Army and the California Department of Toxics Substances Control to settle a decade long debate about how to clean property of all remaining Munitions and Explosives of Concern; modifying city, state, and federal residential use restrictions; securing water from a constrained region, which has historically relied on limited groundwater supplies for both agricultural and municipal water users; and obtaining FORA approval of redevelopment consistent with its 1997 Reuse Plan.

## **City and County of San Francisco, California:**

The City sought our assistance in developing an aggressive Federal strategy to advance long stalled negotiations with the Navy for the conveyance of Hunters Point Shipyard and Naval Station Treasure Island and to secure funding for site remediation and infrastructure improvements at Hunters Point Shipyard. This Federal strategy included working closely with House Speaker Nancy Pelosi, California's Senators, House and Senate Armed Services Committee Chairs and Ranking Members and their staff, California Governor's office, U.S. Navy, the Office of Economic Adjustment (OEA), the Economic Development Agency (EDA), the US Environmental Protection Agency (EPA), similarly impacted closed military bases, the Association of Defense Communities, and stakeholders in the City (including unions, SF Chamber, private sector and community groups). We helped the City achieve the following significant milestones:

### Hunters Point Shipyard

- *Securing a Final Conveyance Agreement with the Navy:* Worked with the City to successfully negotiate a comprehensive agreement with the Navy governing the terms and conditions of the hazardous materials remediation and conveyance of the Shipyard by the Navy to the City. The Conveyance Agreement obligates the Navy to remediate hazardous materials on the Shipyard to levels consistent with the land uses designated in the City's original redevelopment plans for the Shipyard and to convey parcels to the City at no cost on a phased basis as the Navy completes the remediation.
- *Ensuring Timely Transfer of the Property to the City:* Worked with the City to ensure the timely conveyance of the property to the City, with the conveyance of the first parcel (Parcel A) in 2005, which has allowed for site preparation and infrastructure development for the construction of new housing and parks on Parcel A.
- *Securing Funds for Cleanup & Critical Infrastructure:* Worked to secure funding for clean-up and infrastructure improvements (covering funding for water system improvements, transportation improvements, constructing affordable housing and green/sustainability improvements) at Hunters Point, totaling over \$725 million, with an additional \$86 million pending in this year's appropriations bills.

### Naval Station Treasure Island

- *Securing Significant Legislative Changes to the EDC Process:* Worked to secure language in the 2010 National Defense Authorization bill that provided statutory authorization for Economic Development Conveyance transfers to include profit participation structure and report language that urges DOD to conclude negotiations and expedite the transfer of properties.
- *Achieving Final Agreement with the Navy:* Worked with the City to secure agreement with the Navy for the EDC transfer of Treasure Island and negotiated final transfer language, and set a ceremony to commemorate the agreement in August 2010 with the City, Navy Secretary and Speaker of the House.

## **Sacramento County, California:**

We were brought on board to provide the County and the project's master developer, McClellan Business Park (MBP), with a Federal strategy for ensuring a timely and successful reuse of the former base. This Federal strategy encompassed a wide variety of agencies including the US Air Force, OEA, EDA, EPA, the US Coast Guard, the Department of Homeland Security (DHS) and the US Fish and Wildlife Service. We have helped the region achieve the following significant milestones.

### McClellan Air Force Base

- *First in Privatized Remediation:* In 2007, assisted in the County negotiations with the Air Force, making McClellan the first former Air Force Base to win approval for privatized cleanup. Under an agreement with the Air Force, the County and MBP, these entities entered into 62-acre transaction that has paved the way for a thorough, cost-effective and expedited cleanup of a superfund site. This agreement is also serving as a model for cleanup across the country and McClellan continues to be recognized as a successful reuse project. In fact, on August 12, 2010 the County will be celebrating the completion of the second round of privatization, this time for 600-acres. The H&K team helped to negotiate these agreements at the agency level and built the necessary Congressional support to ensure a successful outcome.
- *Securing Funds for Critical Infrastructure:* Since 2004, secured over \$15 million for the replacement and upgrades of existing infrastructure. Our initial efforts were focused on McClellan's sewer system which was at risk of failing. This presented a major challenge in attracting new tenants to the property. The second, and current infrastructure investment, centers around improving McClellan's worn out roadways. Known as the Gateway Project, this effort is a strategically phased project which is addressing roadway, pedestrian and bicycle safety issues one block at a time. Through the support of the region's congressional delegation and a working relationship with OEA, Federal funding for both of these projects has been secured through the annual Department of Defense Appropriations bill. The H&K team has played a key role in identifying this unique source of funding while keeping the congressional delegation focused and supportive of these goals.
- *Maintaining a Coast Guard Presence:* As part of the BRAC process, McClellan maintained its Coast Guard presence. This agreement ensured that this key Federal tenant would stay at McClellan for a set amount of time while the former base worked through the growing pains of life after the Air Force. However, as the end of the agreement neared, the Coast Guard was showing signs of moving. Through a strategic and coordinated effort, the H&K team was able to persuade the Coast Guard to sign a new 5-year lease at McClellan. This action directly supports McClellan's airfield which is a focal asset for the former base.

## **Spring Valley, Washington, DC (Formerly Used Defense Site):**

Holland & Knight handled all of the negotiations with the Department of Defense/Army Corps of Engineers regarding the appropriate scope of the investigations for buried chemical and high explosive munitions (UXO). We routinely evaluated the adequacy of the intrusive investigations, risk assessments and related reports. We ultimately sued the government, successfully, and recovered a seven figure settlement for damages pursuant to the Federal Tort Claims Act.

## **Dower v. Bridgestone:**

Almost 30 individual plaintiffs who were residents and former residents of an area of Monterey County within 1.5 miles of a hazardous waste disposal site filed suit against Holland & Knight's client contending that they had suffered personal injuries, wrongful deaths and property damage as an alleged result of the alleged disposal of toxic substances at the site by Holland & Knight's client in the late 1960s and 1970s. The action, which involved complex issues under CERCLA, RCRA, the Clean Water Act, and California statutes, took over 3 years to resolve and involved cross complaints and counterclaims, and extensive analysis, testing and discovery. Holland & Knight handled the litigation, and led the environmental consultant team, leading to the settlement of the case without proceeding to trial in late 2009.

## **Casmalia Disposal Site:**

Holland & Knight currently represents a company targeted by the United States EPA in connection with potential contribution under CERCLA for the extensive cleanup of a hazardous waste disposal site in Santa Barbara County which is ongoing. Currently, we has analyzed the potential liability issue and are negotiating with the EPA regarding a contribution agreement.

## REFERENCES

Name	Title	Organization	Address	Telephone Number
Patrick Lynch	Director	Community Housing Development Agency	City of Richmond Community Redevelopment Agency; 450 Civic Center Plaza; Richmond, California 94804	510 307-8140
Dianne Millner	Supervising Deputy Attorney	Office of the City Attorney	City of Oakland; One Frank H. Ogawa Plaza; 6 <sup>th</sup> Floor; Oakland, California 94612	510-238-3603
Barbara Cook	Acting Assistant Deputy Director	California Department of Toxic Substances Control	Department of Toxic Substances Control; 700 Heinz Avenue, Suite 200; Berkeley, California 94710	510-540-3843
Lee Axelrad	Deputy County Counsel	Office of the County Counsel	Solano County; 675 Texas Street, Suite 6600; Fairfield, California 94533	707-784-6157
Denise Pinkston	Partner	TMG Partners	TMG Partners; 100 Bush Suite 2600; San Francisco, CA 94104	415-772-5900

# STATEMENT OF QUALIFICATIONS



## FORMER ALAMEDA NAVAL AIR STATION

ALAMEDA, CALIFORNIA



Northgate provides on-call environmental services for the City of Alameda in connection with the redevelopment of two military facilities: the 143-acre Fleet Industrial Supply Center, Oakland-Alameda Annex, transferred to the City; and the 1,734-acre Alameda Naval Air Station, transferred to the Alameda Reuse and Redevelopment Agency (ARRA). Historic military operations at both facilities have resulted in myriad operable units, for which investigation and remediation have been required to address petroleum hydrocarbons, heavy metals, volatile organic compounds (VOCs), and other contaminants, including non-point source discharges.

Northgate reviewed a significant library of environmental background documents for the Site, including work plans, pilot studies, remedial investigations, feasibility studies, focused issue studies, remedial action plans and monitoring reports, and other documents prepared by the Navy and their consultants. Northgate worked with the City to address our concerns about the landfill: the potential long-term liability associated with an existing VOC plume entering San Francisco Bay; and the potential long-term effects of releases from rusting drums. Northgate advised a capping remedy rather than the EPA's presumptive remedy.

The City proposed to dredge the Seaplane Lagoon for use as a marina and ferry terminal. The Navy did not recognize any issues associated with dredging, due to the cap and a clean 6-inch layer of sediment. We evaluated complex data that had been developed for the Seaplane Lagoon area, and discovered that contamination was being buried in new sediments. Northgate's investigations exposed that hazardous wastes were being disposed to the Bay through storm drain systems. Northgate looked at the implications of dredging, and what sediments would be exposed by the dredging. We advised that dredging be kept away from contaminated areas, and specified which areas could be dredged and at what distance from the seawall.

The City planned to utilize the Site 1 Landfill and

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surrounding area for a municipal golf course, but possible present and future impacts posed significant issues for the City. The landfill received municipal wastes and industrial wastes associated with operations and maintenance of military aircraft and the naval facility. Drummed wastes with unknown contents, metal, burned wastes, metals impacted soils, VOCs, paint, radiological materials, municipal wastes, and ordnance were all present on the site. Northgate kept the City informed regarding environmental issues on the Site 1 Landfill.

### **Methodology**

The City required a consultant who could review and summarize large amounts of data, provide a clear point of view on negotiations between the Navy and regulators, and represent the City's best interests in a litigious multi-stakeholder environment. Northgate attended and actively presented during Base Closure Team meetings, and were present during negotiations between the Navy and regulators. We provided clear summaries to the City so they could better understand the implications of the Navy's plans and proposals. We reviewed pilot study/test plans, remedial action plans, remedial investigations and feasibility studies, and explained those documents to the City in the context of what elements were protective or non-protective of the City's interests.

At project commencement, Northgate assigned a small, dedicated project team who became intimately familiar with the large project and the intricacies of historical cleanups, site conditions, project stakeholders and their interests, and the City's goals. Northgate's dedicated key staff continue to provide as-needed advisory services to the City to date. Our consistent, dedicated team ensured technical continuity, good relations between the parties, and instilled a sense of trust and allegiance to the City.

### **Supplemental Tasks and Value Added**

One portion of the Site was intended for transfer to the City once cleanup was complete. The City planned on using this land build a hotel and golf course. We reviewed all the historical investigations performed for the site and did a critical review to see if the site was properly characterized and if there were data gaps that needed to be filled. Northgate performed due diligence work to evaluate portions of the Site which we advised warranted further investigation.

Based on our review of technical evaluations, we identified an adjacent dredging project in the Oakland Estuary that posed slope stability issues at the Site. The Navy had not proposed to look at slope stability. Northgate met with the City, the Navy, and their consultants to discuss the slope stability issues associated with this adjacent project, as well as the need for slope stability evaluation related to the Navy consultant's proposed filling and dredging at the Site. The Navy commissioned a major slope stability study for the perimeter of the Site which was useful to the City and the team in assessing the bay margin stability.

<b>Project</b>	Ms. Debbie Potter	Ms. Judy Huang
<b>References:</b>	City of Alameda, Development Services Division (510) 749-5833 <a href="mailto:dpotter@ci.alameda.ca.us">dpotter@ci.alameda.ca.us</a>	Dept. of Toxic Substances Control (510) 622-2363 <a href="mailto:jch@rb2.swrcb.ca.gov">jch@rb2.swrcb.ca.gov</a>

## YOSEMITE SLOUGH RESTORATION PROJECT

SOUTH SAN FRANCISCO, CALIFORNIA

The Yosemite Slough wetland restoration is the centerpiece of a plan to clean up contamination and create a 34-acre wetland habitat and recreation park in the Candlestick Point State Recreation Area on the shoreline of the San Francisco Bay. The restoration design provides public access to the shoreline with views of the Bay, enhanced wetlands and wildlife habitat, bird nesting islands, transitional and upland areas as buffers for sensitive habitats, interpretive trails, and an environmental education center.



Northgate completed site investigations and feasibility and treatability studies for soil stabilization and biotreatment in 2005 through 2008, and negotiated health risk-based cleanup levels with the RWQCB in 2009.

The team's objective was to develop a cost-effective strategy to restore tidal action and mitigate potential risks to human health and the environment through selective excavation of targeted high-risk areas and elsewhere capping lower-risk areas using recycled onsite soil meeting cleanup standards. The team developed a design that mitigates environmental risk while more than doubling the area of tidally influenced wetlands.

Northgate prepared portions of the construction final design plans and specifications, a Waste Discharge Requirements Work Plan, and other support documents for the construction, including a Soil Handling and Materials Management Plan (SHMMP), Storm Water Pollution Prevention Plan (SWPPP), Asbestos Dust Mitigation Plan, Air Monitoring Plan, Transportation Plan, and Health and Safety Plan. Northgate also prepared a Risk Management Plan for the project to manage and mitigate potential exposures to contaminated soils after construction is complete.

### Project Planning and Management

Northgate participated in public meetings held periodically by the California State Parks Foundation to obtain input from the local community and numerous other stakeholders involved with the project, presenting the results of soil and groundwater investigations conducted at the site and the design and construction of the planned wetlands restoration. Currently, the project team is in the process of completing the final design, environmental documentation, construction estimates, and permits for the restoration. The City and County of San Francisco is evaluating chemical concentrations in sediments in the Slough, and assessing the need to remediate the sediments. Cleanup of chemically impacted soils near the Bay's shoreline, restoration of the wetlands, and construction of new facilities is scheduled to begin in Fall 2010.

#### Project References:

Ms. Cecille Caterson  
California State Parks Foundation  
(415) 258-2669  
[barbara@calparks.org](mailto:barbara@calparks.org)

Mr. Habte Kifle  
Regional Water Quality Control Board  
(510) 622-2371  
[hkifle@waterboards.ca.gov](mailto:hkifle@waterboards.ca.gov)

## **NORTHGATE STAFF**

**Ted Splitter, P.E., G.E.**  
Project Manager

Ted Splitter has over 30 years experience in environmental, geotechnical, and civil engineering. He manages on a broad range of projects involving remediation of contaminated sites with a focus on managing multi-discipline project teams in the preparation of remedial investigations and feasibility studies as well as preparation and implementation of remedial action plans. Mr. Splitter has significant experience and success navigating complex regulatory, stakeholder, and community relations issues. He served as Project Director for the Tourtelot Cleanup Project at the Former Benicia Arsenal, where he was instrumental in negotiating cleanup procedures and requirements/standards for chemical and UXO impacts with the DTSC and USACE for future unrestricted land use of the site. Mr. Splitter also served as the Engineer of Record during the Site cleanup process, consulting with the DTSC, USACE, City of Benicia, and the developer to resolve field issues. Mr. Splitter signed the final report upon completion of the Tourtelot Cleanup Project, and he currently manages the on-going surface and groundwater monitoring as well as the wetlands monitoring and maintenance.

**Deni Chambers, C.E.G., C.Hg.**  
Principal-in-Charge

As a certified hydrogeologist with more than 20 years of experience, Ms. Chambers works with a variety of private and public-sector clients to evaluate and manage environmental liabilities on sites including the Tourtelot Cleanup Project Site. As the Principal-in-Charge on large complex remediation projects, including Superfund, Brownfields Redevelopment and restoration sites, Ms. Chambers has formulated strategies to achieve remedial goals that meet future land use requirements. She is a specialist in assessing the requirements, feasibility, operation, and performance of remedial systems, including aggressive and innovative remediation technologies. Ms. Chambers' skill as a liaison between regulatory agencies, clients, and other involved parties has been instrumental in achieving project goals.

**Alan Leavitt, P.E.**  
Environmental Task Manager / Regulatory Specialist

Mr. Leavitt is a professional engineer with 25 years of experience in the environmental and engineering fields, including water and wastewater engineering, hazardous materials and waste management, regulatory compliance and permitting, site cleanup, and litigation support. Mr. Leavitt integrates his technical expertise with an in-depth understanding of environmental regulations, gained through his previous employment with the California Department of Toxic Substances Control (DTSC) and the U.S. Environmental Protection Agency (U.S. EPA). At DTSC, Mr. Leavitt managed Superfund investigations, remedial action plans, and enforcement actions. At U.S. EPA, he performed water quality assessments, developed National Pollution Discharge Elimination System permits, and designed monitoring programs for municipalities discharging wastewater effluent to coastal waterways.

**Elizabeth Nixon, P.E.**  
Environmental Task Manager

Elizabeth Nixon has extensive experience directing complex remediation projects, as well as providing consulting and oversight on behalf of land owners and other entities performing remediation services. Throughout Ms. Nixon's 25-year career as an environmental consultant, she has had extensive experience with the investigation and cleanup of contaminants of concern and is well-versed in the development and implementation of plans for the investigation, feasibility analysis, remediation, monitoring, and management of contaminated sites. Ms. Nixon also specializes in the cleanup and re-use of former industrial and military properties in the Bay Area for residential, park and open space, recreational, and light-commercial end-uses. Her current clients include the the San Francisco Department of Public Works, the University of

California San Francisco, Midpeninsula Regional Open Space District, the Sonoma Land Trust, and the California State Parks Foundation. Ms. Nixon has worked directly and in third-party review/oversight capacities for cleanup of former military sites being conducted by the U.S. Corps of Engineers and the Navy. On behalf of the property owner, she currently manages third-party review of USACE's investigation and petroleum cleanup at the Former Almaden Air Force, a Formerly Used Defense Site (FUDS) in Santa Clara, California. Ms. Nixon serves as the owner's representative on this project, providing input and maintaining communications with the USACE.

## REPRESENTATIVE PROJECT EXPERIENCE

The following project descriptions demonstrate Brook Street's Team's specific knowledge of environmental issues, and understanding of the regulatory and community climate at the Former Benicia Arsenal. These projects also describe our successes developing and implementing project strategies, collaborating with key stakeholders, negotiating site cleanup levels and legal agreements with regulatory agencies, and negotiating agreements with other responsible parties.

### Tourtlot Cleanup Project at the Former Benicia Arsenal Benicia, California

The Brook Street Team and the U.S. Army Corps of Engineers (USACE) performed a joint investigation, evaluation, and cleanup of this formerly used defense site (FUDS) containing Munitions and Explosives of Concern (MEC), chemically impacted soil, and landfilled wastes.

The team was responsible for the clean-up of munitions and explosives of concern (MEC) for conversion of a portion of the former Benicia Arsenal to a 400-home residential development, as well as the clean-up of open space and wetlands. The site was formerly used by the U.S. Army for artillery testing and demolition of damaged and obsolete munitions and explosives. Abandoned munitions, including projectiles, TNT, and dynamite were discovered during the early grading work for the development. The Team worked with the the Department of Toxic Substances Control (DTSC), RWQCB, U.S. Army Corps of Engineers, California Department of Fish and Game, City of Benicia, and consultants to complete the Remedial Investigation, Feasibility Study, Environmental Impact Report, Remedial Action Plan (RAP), and remedial design and construction documents. The approved RAP specified detection and removal of MEC, treatment and removal of explosive residues and chemically impacted soils, and placement of clean soil in areas of the site intended for future residential development. More than 4,000 MEC items, 60,000 pounds of MEC scrap, and 70,000 tons of chemically impacted soils were recovered from the site. The clean-up was completed in 2004, and the site is the first and only ordnance site in California to receive State approval for unrestricted residential development. The relationship and trust built over the course of the project among the State, the City of Benicia, and the Team were critical to the project's success. The project is a unique example of the combination of high quality remediation, urban infill development, and smart growth—all designed to benefit the community. Its success paves the way for the achievement of unrestricted land use on former MEC sites.

Team members and the City of Benicia, utilized a little-known U.S. Army Corps of Engineers (Corps) program called Support for Others that enables the Corps to provide services to government agencies lacking appropriate technical resources, to expedite funding from the Department of Defense that could otherwise have taken over 10 years to secure. The team designed and implemented a clean-up strategy using a combination of disciplines, including proven Corps clearance procedures, traditional grading techniques, and an unprecedented Quality Assurance/Quality Control (QA/QC) process involving seeding and third-party QA oversight, that allowed the DTSC to verify that the clean-up was conducted to a level that allowed for unrestricted residential land use. Finally, in an effort to create value before the site-wide regulatory closure, the Team pursued the option to "parcel-ize" portions of the site that had been graded for homes before the discovery of ordnance.

The lack of state and federal clean-up standards, along with the fact that the DTSC had never granted unrestricted site closure for this type of site, presented significant challenges to the Team. It was widely held at the time that unrestricted land use could not be achieved, based primarily on traditional risk management models and reliance on the Corps' clearance procedures and technologies. The California Department of Toxic Substances Control (DTSC) issued an Imminent and/or Substantial Endangerment and Remedial Action Order (the Order) to the site developer and the Department of Defense (DOD). The Order specified site clean-up procedures and the documents to be prepared for the clean-up. The Team investigated and remediated the site in response to the Order.

## **About Keadjian Associates**

Keadjian Associates is a full-service public relations, community outreach and public affairs agency based on Mare Island in Vallejo, California. The company has more than a decade of experience working with municipalities, public agencies and companies to develop and implement effective communications and community outreach programs. Keadjian Associates specializes in managing complex projects related to environmental issues, land use, infrastructure and development with a local focus in North Bay and the greater Bay Area. The agency has extensive experience working closely with government and regulatory agencies, including considerable work with the California Department of Toxic Substances Control. We believe our experience managing similar community outreach programs and our established presence in Solano County will serve to help achieve a successful outcome for the City of Benicia.

### Relevant Project Experience

Tourtlot Property, Benicia, Calif. – The Keadjian Associates team worked with a subsidiary of Ford Motor Company, the City of Benicia and DTSC to develop and manage a comprehensive public affairs program related to the environmental cleanup of ordnance and chemicals that stemmed from the U.S. Army's use of the 220-acre Tourtlot Property in Benicia, California. Public outreach efforts were coordinated with multiple state and federal agencies. Cleanup activities occurred directly adjacent to established residential neighborhoods, business park, an elementary school and public park and included the planned, day-time evacuation of over 200 homes. These evacuations occurred on three separate occasions without incident. Keadjian Associates managed temporary work and rest accommodations for residents, along with media relations during a time of intense news coverage. The outreach program has served as a model for the cleanup of other ordnance sites in California.

Tourtlot was the first former defense site in the State of California with unexploded ordnance present to be cleared for unrestricted residential use. The project was awarded the Helen Putnam award for excellence in a public-private partnership.

San Francisco MGP – Keadjian Associates has worked closely with Pacific Gas and Electric Company's environmental remediation team to conduct an environmental survey related to former manufactured gas plant (MGP) sites in San Francisco's Marina District. This program is being conducted in a densely populated urban neighborhood composed of private residences and storefront business.

As part of PG&E's program (which is overseen by DTSC) to investigate and, if necessary, cleanup former MGPs, Keadjian Associates has provided strategic communications planning and implementation of a comprehensive community outreach and engagement program to solicit the voluntary participation of private property owners and businesses in the neighborhood. The program involves working closely with multiple stakeholders, including businesses, residents, the City and County of San Francisco and DTSC.

Mare Island Naval Shipyard Cleanup/Redevelopment, Vallejo, Calif. – For nearly a decade, Keadjian Associates staff has worked with Lennar Mare Island to manage public affairs and community outreach for the environmental cleanup (overseen by DTSC) and redevelopment of a 650-acre portion of the 5,000-acre former Mare Island Naval Shipyard. Working cooperatively in a public private partnership with the City of Vallejo, Keadjian Associates has helped LMI to develop and implement outreach strategies that educate and engage the island’s residents and approximately 100 businesses (including commercial, office and industrial operations) about the environmental investigation, cleanup and redevelopment activities. Outreach has included community meetings, regular presentations to the Vallejo City Council and commissions, newsletters, work notices, advertising and meetings with local stakeholders.

### **Agency Bios**

#### Jason Keadjian

President, Keadjian Associates

Office: (707) 647-1600

Cell: (510) 368-1600

[jason@keadjian.com](mailto:jason@keadjian.com)

Jason Keadjian is one of California’s leading public relations and community engagement strategists. He has more than a decade of experience developing and managing strategic communications, public relations and outreach campaigns related to complex real estate and environmental remediation projects. In 2005, Mr. Keadjian founded Keadjian Associates. The Agency specializes in public relations, community outreach and engagement, issues management, stakeholder outreach and media relations.

Keadjian Associates’ clients include Solano County, Safeway Inc, Pacific Gas and Electric Company, Lennar Mare Island, Cherokee Investment Fund and Farallon Capital Management.

Prior to starting Keadjian Associates, Mr. Keadjian was executive vice president of Singer Associates, Inc. in San Francisco – selected as one of five national finalists for PR Week’s Small Agency of the Year Award for 2005. Mr. Keadjian has a Bachelor of Arts degree from the University of California at Berkeley, where he studied English. Mr. Keadjian was born and raised in Northern California.

#### Devin Hassett

Senior Consultant, Keadjian Associates

Office: (707) 647-1600

Cell: (707) 652-4566

[devin@keadjian.com](mailto:devin@keadjian.com)

Devin Hassett has more than 10 years of experience in land development and communications. Mr. Hassett’s experience includes managing complex development projects with active community and media outreach. These projects have included sensitive and difficult challenges

such as environmental contamination, FEMA, historic districts and extensive CEQA documentation and notification.

Mr. Hassett regularly coordinates hands-on coalition building and grass roots support for projects. Mr. Hassett served on Benicia Arsenal's Restoration Advisory Board and managed communications with two DTSC Community Advisory Groups.

Devin Hassett regularly coordinates with civil, planning and construction professionals. Mr. Hassett was the Senior Planning Manager for the Northern California Division of Centex Homes and prior to that a Senior Project Manager for Pacific Bay Homes. Devin received his MA from Colorado State University in Fort Collins and his BA from San Francisco State University.

Edward Moser

Account Executive, Keadjian Associates

Office: (707) 647-1600

Cell: (415) 298-9627

edward@keadjian.com

Edward Moser has worked successfully with non-profits, government agencies and Fortune 500 companies to develop and implement effective community outreach strategies. Mr. Moser has provided support and strategic guidance to a wide range of clients engaged in complex community outreach projects including Pacific Gas and Electric Company, Cherokee Investment Partners, Safeway, California Pacific Medical Center, Stanford Hospital, Lucile Packard Children's Hospital and Bay Area Rapid Transit (BART).

Mr. Moser has a background in journalism, having worked as an editor and reporter for the Alameda Sun, a weekly newspaper in Alameda, Calif. He holds a B.A in Journalism from San Francisco State University, and lives in Napa.

# HEIBERG ASSOCIATES

Engineering, Construction, Environmental, Waterways and "Mega-Projects"

**RESUME:** Elvin R. ("Vald") Heiberg III

**POSITION:** President, Heiberg Associates, Arlington. VA since 1994

## EDUCATION

- Graduated U.S. Military Academy (at West Point) 1953 5<sup>th</sup> in class of 512("Distinguished Cadet"), Varsity Letter (track) with star.
- MS (civil Engineer, nuclear engineering minor). MIT 1958
- MA (government, Russian history), George Washington Univ. 1961
- MS/Administration, George Washington University 1971
- Full range of military schools/colleges through Industrial College of Armed Forces (distinguished graduate). 1971

## MILITARY CAREER

U.S. Army Corps of Engineers, 1953-1988, retiring as Lieut. Gen. (3 star). Korea, Massachusetts, Virginia, Greenland, Germany (twice), New York, Vietnam, Pentagon, Louisiana, Ohio, Washington DC Troop units: plat. Leader; company cmdr, (3); battalion, brigade, division staff: battalion cmdr. (combat in Vietnam 10 months); Army staff. Corps duties: construction inspector; area engineer; research & development officer and project officer: district. Then division command: senior military engineer USAREUR (NATO): deputy commander; Commander And 46<sup>th</sup> "Chief of Engineers" 1984-1988 (youngest "Chief" since 1838). Other duties: associate professor (political science) at USMA: executive to Secretary of the Army; program manager, Ballistic Missile Defense 10 years as company grade: 12 years as field grade; 13 years as general officer.

## CIVILIAN CAREER

CEO, construction/environmental companies. 1988-1994: president of own firm and consultant. 1994-date; special assistant (transportation). Coalition Provisional Authority (Pentagon and Iraq). 2003-2004

## HONORS

Elected member, Nation Academy of Engineering: elected member, Nation Academy of Construction: two Amy Distinguished Service Medals: Silver Star; Distinguished Flying Cross; Belgian Order of the Crown (Commander); Brazilian Order of Military Merit (grand Commander); Gold DeFleury Medal (Army Engineer Association): registered professional engineer; USA Fellow, International Waterways Commission.

## OTHER ENDEAVORS

Advisor to Secretary of the Navy (facilities & related organizational issues), 2001-2; chaired Construction Advisory Board for Secretary of Veterans Affairs. 2005. Many duties with National Academies' National Research Council (boards, committees). 1986-date.