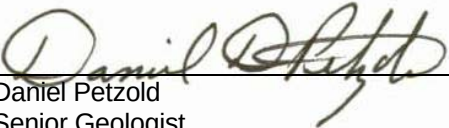


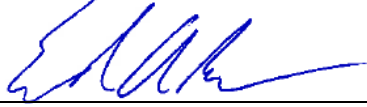
**Site Investigation Work Plan
Janesville Training Center
1405 S. Jackson Street
Janesville, Wisconsin**

May 2, 2011

Site Investigation Work Plan
Janesville Training Center



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1.0 Introduction

This document is a work plan for the implementation of a subsurface investigation at the former Janesville Training Center property situated at 1405 S. Jackson Street in Janesville, Rock County, Wisconsin (herein referred to as the "Site"). The report is organized into the following sections:

- An overview of the project background, including a discussion of Site history, previous environmental investigation activities, and geological and hydrogeological conditions;
- An overview of the investigation activities presented in the work plan; and
- A description of the work to be completed during the investigation;

The Site Investigation approach is based on previous conversations between representatives of Wisconsin Department of Natural Resources (WDNR) and ARCADIS. This work plan was prepared in general accordance with Chapter NR 716 (Site Investigations), Wis. Admin. Code.

2.0 Project Background

2.1 Site Location, Contacts, and Description

The Janesville Training Center is situated at 1405 S. Jackson Street in Janesville, Wisconsin. The Site consists of approximately 3.77 acres of land at the southeastern corner of the intersection of South Jackson and West Elliot Street (Figure 1). The Site is situated in the southwestern quarter of Section 1, Township 2 North, Range 12 East in Rock County.

The following contact information is provided for the facility and environmental consultant:

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The Site is situated in a mixed industrial/residential area of Janesville (Figure 2). Land to the west and northwest is occupied by a large General Motors assembly plant, and land to the north is occupied by paved parking lots for the plant, with a small business (Solar Electric Energy) situated at the northeastern corner of the intersection of Jackson and Elliot. Land to the east and southeast is occupied by residential neighborhoods, and land to the southwest is occupied by Abitec Corporation. A single railroad track is immediately adjacent to the eastern side of the Site.

The Site is largely asphalt paved and has one building on its northern side. One area of grassy land is situated at the southern tip of the Site, and the paved area is completely enclosed in chain link fence. The building is an approximately 9,300 square-foot, single-story slab-on-grade structure that is divided into several rooms. It has one bay door on its eastern side (Figure 3). The Site is serviced by municipal water and sewer systems along with electrical and natural gas utilities.

2.2 Site History

Based on information from aerial photographs, the Site was vacant grass-covered land from at least 1940 through 1963. According to a former owner (Mr. Dick Gates of Gates Lumber Company; interview February 10, 2011), the Site was first developed in about 1968 and used as a sales center for a lumber yard that was situated approximately ¼ mile to the north at 1261 S. Jackson Street. No wood treatment was conducted at the Site by Gates Lumber Company. Aerial photographs indicate that the pavement of the Site originally extended only about half the length of the parcel, and a small storage building was situated at the southern edge of the pavement (Figure 3). Gates leased the Site to a cabinet company in the middle 1990s.

The Site building was remodeled in 1996, and was subsequently utilized by General Motors and the United Auto Workers (UAW) as a “soft skills” training center. According to representatives of the UAW (Mr. John Dohner and Ms. Mary Fredricks; interview February 10, 2011), no significant amounts of chemicals were utilized at the Site in the training courses.

Aerial photographs indicate that the railroad line has been present along the eastern side of the Site since at least 1940; however there is no evidence that any railroad spurs ever crossed the Site.

2.3 Overview of Areas of Concern

The potential sources of subsurface contamination are limited to spills associated with the former use of the Site as a lumber yard and releases associated with the adjacent railroad tracks. The following areas of concern (AOCs) have been identified at the Site:

- Adjacent Railroad Tracks – The tracks have run along the eastern edge of the Site since before 1940. It is possible that leaks associated with locomotive diesel and oils as well as leaks from freight cars could have occurred along these tracks. Any such leaks have the potential to migrate to the subsurface environment under the Site.
- Bay Door – Although there is no evidence of the storage and/or use of bulk chemicals at the Site, the most likely point of release of chemicals is at the building's bay door during deliveries.
- Former Storage Shed – Aerial photographs indicate that an outbuilding was formerly situated to the south of the existing building. If this building had formerly been used for the storage of chemicals, this would be a location to check for possible releases to the subsurface.
- Former Edge of Pavement – In the original configuration of the Site, the pavement extended only half way to the southern end of the property, whereas the current pavement extends much farther. In the event of any surface spills at the former lumber yard, the former edge of the paved area is a location to check for migration to the subsurface environment.

The locations of the AOCs are shown on Figure 3.

2.4 Investigation Scoping

The scope of the investigation and remediation activities presented herein was developed by reviewing the historical record to obtain information to complete the evaluation of relevant items enumerated under NR 716.07 (1) through (11). These items include historical operations, discharges, potential receptors, and impacted media.

Chemicals of Concern (COCs): The Site has been occupied by a lumber yard and an automotive industry training center and is adjacent to a railroad line. Chemicals that have been potentially handled at the Site or adjacent to the Site include wood treating chemicals, solvents, and oils. Because of this, the chemicals of concern include volatile organic compounds (VOCs; related to solvents and/or wood treatment), polynuclear aromatic hydrocarbons (PAHs; related to oils); polychlorinated biphenyls (PCBs; related to oils); and metals (related to wood treatment and/or railroads). The metal COCs include the eight "RCRA metals": arsenic, barium, cadmium, chromium, lead, mercury, selenium, and silver.

Release History: No releases of hazardous substances to the subsurface environment under this Site are known.

Potentially Affected Media: Both subsurface soil and groundwater may be impacted by releases (if any) from the Site or surrounding area.

Proximity to Other Sources: The Site is situated within a mixed residential/industrial area. Land to the east and southeast is residential, and land to the west and northwest is industrial. The likely groundwater flow direction under the Site is to the west or northwest, toward the Rock River. A Phase I Environmental Site Assessment (ESA) that was prepared by ARCADIS in August 2010 included a review of regulatory databases. No nearby, upgradient sources were identified in the report.

Based on the above, other nearby sources are not expected to have impacted the Site.

Access: The investigation activities described in this Work Plan will take place on the subject property. Access to the entire Site is available to ARCADIS.

Potential Receptors: The current configuration of the Site includes asphalt paving over nearly the entire property. This makes exposure to soil contamination unlikely; however Site construction workers may be exposed to soil through direct contact, ingestion, or inhalation.

For groundwater, the potential exposure pathway is via ingestion (commercial/industrial worker). The Site and surrounding area are connected to the local water utility. No water supply wells are situated at the Site.

In the event that significant soil and/or groundwater contamination by VOCs is present, inhalation exposure in the building via the vapor intrusion pathway is possible.

Sensitive Habitats: The site is situated in a mixed residential/industrial area of the City of Janesville. The nearest water body is the Rock River, approximately 2,800 feet to the northwest (Figure 1). No sensitive species, habitat, ecosystem, wetlands, or outstanding resource waters are located at the Site or on adjacent land. No sites or facilities of historical or archeological significance are located in the vicinity of the Site.

Interim and Remedial Actions: No interim actions are expected for this Site. Because no known contamination exists at this time, no remedial measures have been evaluated. In the event that contamination is encountered in the proposed investigation, ARCADIS will prepare a Remedial Measures Work Plan.

Background Soil and Water Quality and Climatological Conditions: Previous work in Wisconsin has indicated the potential for naturally occurring arsenic in soil and groundwater. Because arsenic is on the list of metals to be analyzed, there is a potential that naturally occurring arsenic will be detected.

Climatological conditions at the facility should not adversely affect the scope of the supplemental investigation.

In accordance with s. NR 716.09(2)(e), the following additional information was also considered in developing the investigation work plan.

Topography and Surface Water

The Site is flat, having been brought to grade for development. Most surface water drainage on the Site and surrounding area is controlled by pavement and artificial structures along roadways. The regional runoff is towards the Rock River, which flows to the west and south within one-half mile of the Site (Figure 1).

Geological and Hydrogeological Conditions

Site-specific information about the soil, depth to groundwater and groundwater flow direction is unavailable. Soil under the Site is mapped as Warsaw silt loam 0 to 2 percent slopes (USDA Web Soil Survey). This soil unit consists of silt loam to sandy clay loam that is developed on stratified alluvial sand and gravel. It is expected that the alluvial sand and gravel comprises the uppermost aquifer under the Site. Given the proximity of the Rock River, the sand and gravel is likely hydraulically connected to the river, creating a westerly to northwesterly groundwater flow component under the Site.

Summary of Previous Investigations

No known subsurface sampling events have taken place at the Site.

The Site has been the subject of two previous Phase I ESA reports:

- *Phase I Environmental Site Assessment for Eleven Parcels of Land Adjacent to the GM Truck and Bus Plant, Janesville, Wisconsin.* Prepared for General Motors Counsel by Enecotech, Inc. November 6, 1995. This report includes reference to the Site. The report had no listed "potential areas of environmental concern" for the Site.
- *Phase I Environmental Site Assessment, Janesville Training Center, 1405 South Jackson Street, Janesville, Wisconsin.* Prepared for Motors Liquidation Company by ARCADIS, August 3, 2010. The ARCADIS report indicated no recognized environmental conditions were identified for the Site.

3.0 Investigation Work Plan

The following sections present a description of the work to be completed during the investigation. The contents of this section were prepared in accordance with NR 716.09, Wisconsin administrative code.

3.1 Probe and Well Locations

The locations of the direct-push probes and temporary wells described in this work plan were selected based on the information identified during the investigation scoping.

A total of seven direct-push probe locations and four temporary well locations were selected to evaluate soil and groundwater conditions under the Site. Figure 4 presents the proposed sample sites, and the rationale for the sample sites is presented below:

- Probe points 1 and 3 are situated so as to be near and down-gradient of the railroad tracks to the east of the Site. These probes will be used to collect soil samples. No temporary wells are proposed for these sample sites, as other proposed temporary wells will suffice as down-gradient of the tracks.
- Probe point 2 is situated so as to be at the building's only bay door. This probe will be used to collect soil samples and as the point of a temporary well. This well will sample for contamination from the bay door area as well as from the railroad tracks to the east.

- Probe points 3, 4, and 5 are situated so as to be at the former edge of pavement, and probe point 4 is also situated to be at the former storage building location. These points will be used to sample soil, and a temporary well will be installed in probe point 4 to sample groundwater under the area of the former storage shed.
- Probe point 6 is situated so as to be down-gradient of the Site building. This point will be used to sample soil, and will also have a temporary well for the sampling of groundwater down-gradient from the building.
- Probe point 7 is situated so as to be representative of the southern end of the Site. This sample site will be used for the collection of both soil and groundwater samples.

Drilling and sampling procedures are described in later sections. Soil samples will be collected from all of the borings for field screening using an FID and analytical testing. Groundwater samples will be collected from a subset of 4 of the borings that will be converted to temporary wells. The sample points, matrices of concern, and COCs are summarized in the table below.

Probe Point	Target	Matrix	VOC	PAH	PCB	Metals
1	Railroad	Soil	x	x	x	x
2	Bay Door	Soil	x	x	x	x
		Water	x	x		x (filtered)
3	Railroad/ Edge of Pavement	Soil	x	x	x	x
4	Storage Shed	Soil	x	x	x	x
		Water	x	x		x (filtered)
5	Edge of Pavement	Soil	x	x	x	x
6	Building	Soil	x	x	x	x
		Water	x	x		x (filtered)
7	South Side	Soil	x	x	x	x
		Water	x	x		x (filtered)

3.2 Soil Probes and Temporary Wells

A Geoprobe[™] or equivalent direct-push drill rig will be used to advance soil probes for the collection of soil samples and the construction of temporary wells. Because select borings will be converted to a temporary well, the borings will be terminated below the water table. The locations of these borings and temporary wells are depicted on

Figure 4. Below is a summary of the proposed drilling, soil sampling, temporary well installation, and groundwater sampling.

3.2.1 Drilling and Soil Sampling

The soil probes will be advanced using a Geoprobe[™] or equivalent direct-push probe system. Soil sampling will be completed in 4- or 5-foot sections (depending on the rig set-up) using a hollow steel sampling rod that is driven into the soil with a hydraulic hammer. The sampling rod will collect a soil core encased in a plastic liner as it is advanced through the subsurface. The liners containing the soil cores will be extracted from the sample rods and split in the field for examination.

An ARCADIS geologist will maintain continuous logs of the materials and conditions encountered in the probes, classify the soils, and obtain soil samples for laboratory chemical analysis. The probe liners will be split open, and a representative soil sample will be transferred into laboratory-supplied containers and stored on ice for potential laboratory analysis.

Companion sampling will be completed by collecting two aliquots of soil from each sampling interval and placing each aliquot into a separate resealable plastic bag. One of the companion samples from each interval will be used for field screening for the presence of total ionizable VOC vapors with a calibrated photoionization detector (PID). The screening samples will be warmed and the headspace PID reading of the soil taken by inserting the probe end of the PID into the plastic bag through the seal. The screened samples will be discarded; the unscreened companion samples will be used for preparing samples for analytical testing.

Soil descriptions and field screening FID results will be recorded on Soil Boring Logs (WDNR Form 4400-122) in accordance with WDNR requirements.

Two soil samples from each probe locations will be collected for laboratory analysis. Soil samples will be selected for laboratory analysis based on visual and olfactory observations and PID results. One sample will be a shallow, vadose-zone sample containing the highest PID reading. If samples from a given boring exhibit no evidence of soil staining, odors, or PID readings less than 50 ppm, the soil sample will be collected from 4 to 5 feet below grade. A second sample will be collected from within two feet of the saturated zone.

Samples will be stored on ice and submitted to Test America laboratory for analysis. Samples to be analyzed for VOCs will be collected using a TerraCore or equivalent

sampler to minimize loss due to volatilization. VOCs will be analyzed using EPA test method 8260; PAHs will be analyzed using EPA test method 8270 SIM in order to achieve low detection limits; PCBs will be analyzed via EPA test method 8082; and metals will be analyzed via EPA methods 846-6010/7470/7471 as applicable.

3.2.2 Temporary Well Installation and Groundwater Sampling

Four of the proposed soil probe locations will be converted to temporary wells (Figure 4). Each well will consist of a 5-foot long, 1-inch diameter Schedule 40 polyvinyl chloride (PVC) well screen and a 1-inch diameter Schedule 40 PVC riser. The well will be placed in the borehole, and a silica sand filter pack will be placed into the annular space to an elevation approximately 1 foot above the top of the well screen. The remainder of the annular space will be filled with granular bentonite.

Prior to sampling, a dedicated piece of polyethylene tubing will be lowered into each well to purge to remove fines using a peristaltic pump. Following purging, groundwater samples will be collected into appropriate sample containers via the tubing and pump and submitted for laboratory analysis. The samples will be analyzed using U.S. EPA Method 8260B. If recharge into the wells is slow and the wells purge dry, the wells will be purged dry three times prior to the collection of groundwater samples. Following the groundwater sampling, the temporary wells will be abandoned by removing the PVC screen and riser, filling the borehole with granular bentonite, and capping the surface with like material (asphalt or concrete patch).

Groundwater samples will be field-filtered in accordance with the WDNR "Groundwater Sampling Desk Reference", transferred to laboratory containers with the appropriate preservative, and submitted for laboratory analysis. The samples will be analyzed using EPA methods 846-6010/7470/7471 as applicable

Because PCBs are insoluble in water, no analysis for PCBs is proposed for the temporary wells.

3.2.3 QA/QC

All samples will be delivered under strict chain-of-custody to Test America laboratory in sealed coolers. Quality Assurance/quality control (QA/QC) samples will be submitted at a rate specified in NR 716.13. This will include temperature blanks for each cooler, one trip blank for each cooler that is used to transport VOC samples, one replicate per matrix for every 10 or less samples, one field blank for every 10 or less samples, and one matrix spike, matrix spike duplicate (MS/MSD) for each matrix. The laboratory will

be requested to provide a Level 4 QA/QC document. No equipment blanks are anticipated because sampling equipment will be dedicated.

3.3 Monitoring Wells

The proposed investigation will be used as a basis for deciding whether groundwater monitoring wells are needed at the Site. ARCADIS will prepare a Site Investigation Report that presents the results of soil and groundwater grab sampling as outlined in this Work Plan. In the event that the results indicate the need for groundwater monitoring, ARCADIS will prepare a Work Plan for the installation of groundwater monitoring wells to WDNR.

3.4 Management of Investigative-Derived Wastes

Soil cuttings and development/purge water will be generated during the investigation. The soil cuttings will be placed into 55-gallon drums for storage and later offsite disposal. The soil analytical data from the investigation will be used to characterize the drummed soil and identify a suitable disposal facility. The development/purge water will also be placed into 55-gallon drums for storage and disposal by the facility. The investigation derived waste will be stored, characterized, and managed in accordance with the requirements of NR 600.

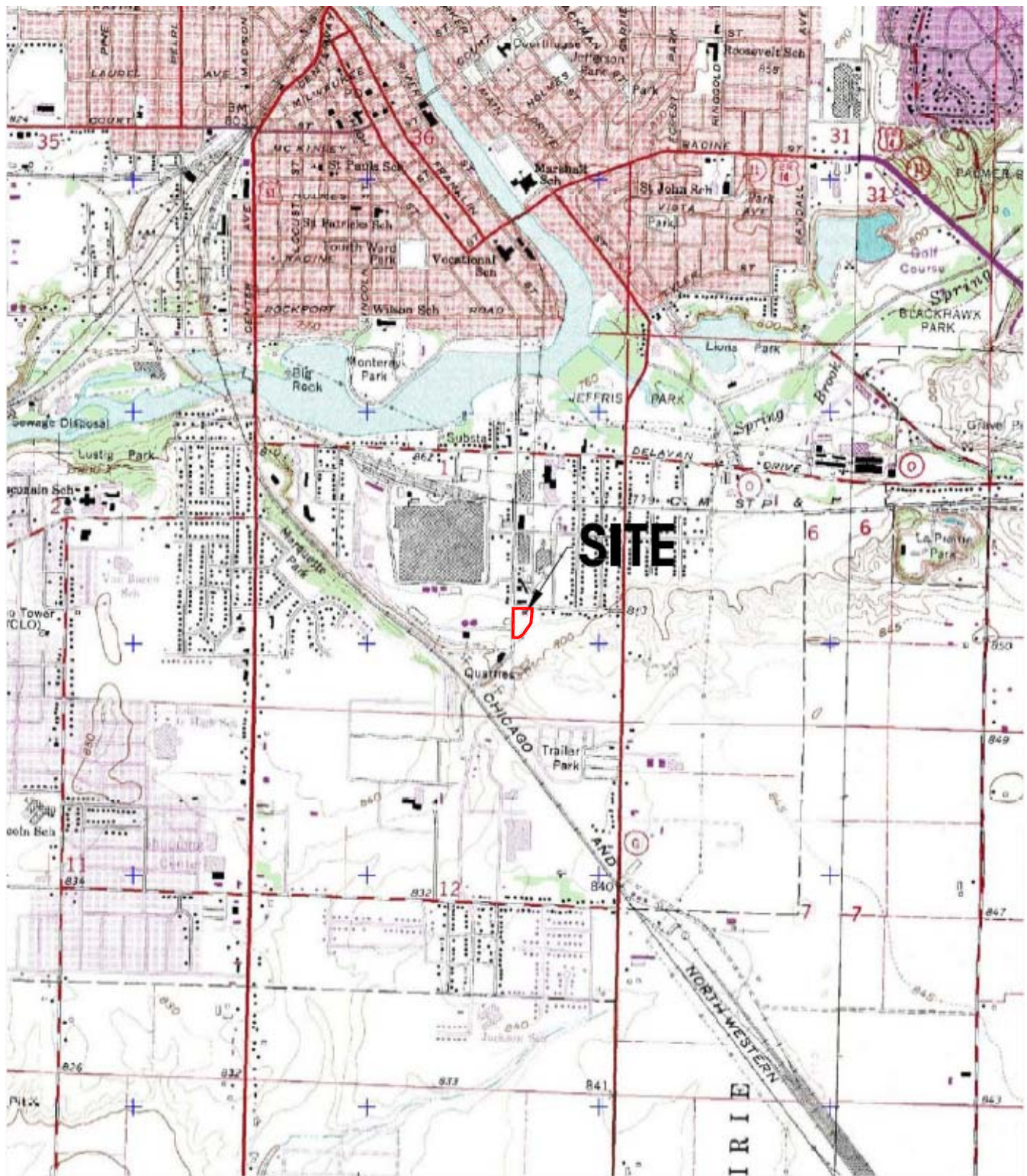
3.5 Investigation Reporting

Following receipt of the soil and groundwater analytical results, ARCADIS will prepare a Site Investigation Report following the protocols laid out in NR 716.15. The report will present the procedures followed during the investigation and the results of the field screening and analytical testing. Copies of all boring logs, borehole abandonment forms, and analytical reports will be included in appendices. The investigation report will present recommendations for future work, if any.

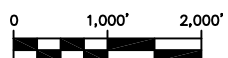
4.0 Schedule

It is anticipated that the field phase of the site investigation will be implemented within three weeks of WDNR approval of the Work Plan, depending on subcontractor availability. Laboratory results will be requested on a ten-day turn around time, and a Site Investigation Report will be submitted to WDNR within three weeks of receipt of the laboratory results.

Figures



GRAPHIC SCALE



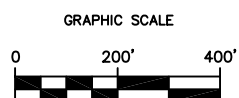
Source: USGS Janesville
West, Wisconsin, 1981
topographic map.

Site Location Map

Janesville Training Center
1405 S. Jackson Street
Janesville, Wisconsin



Figure 1

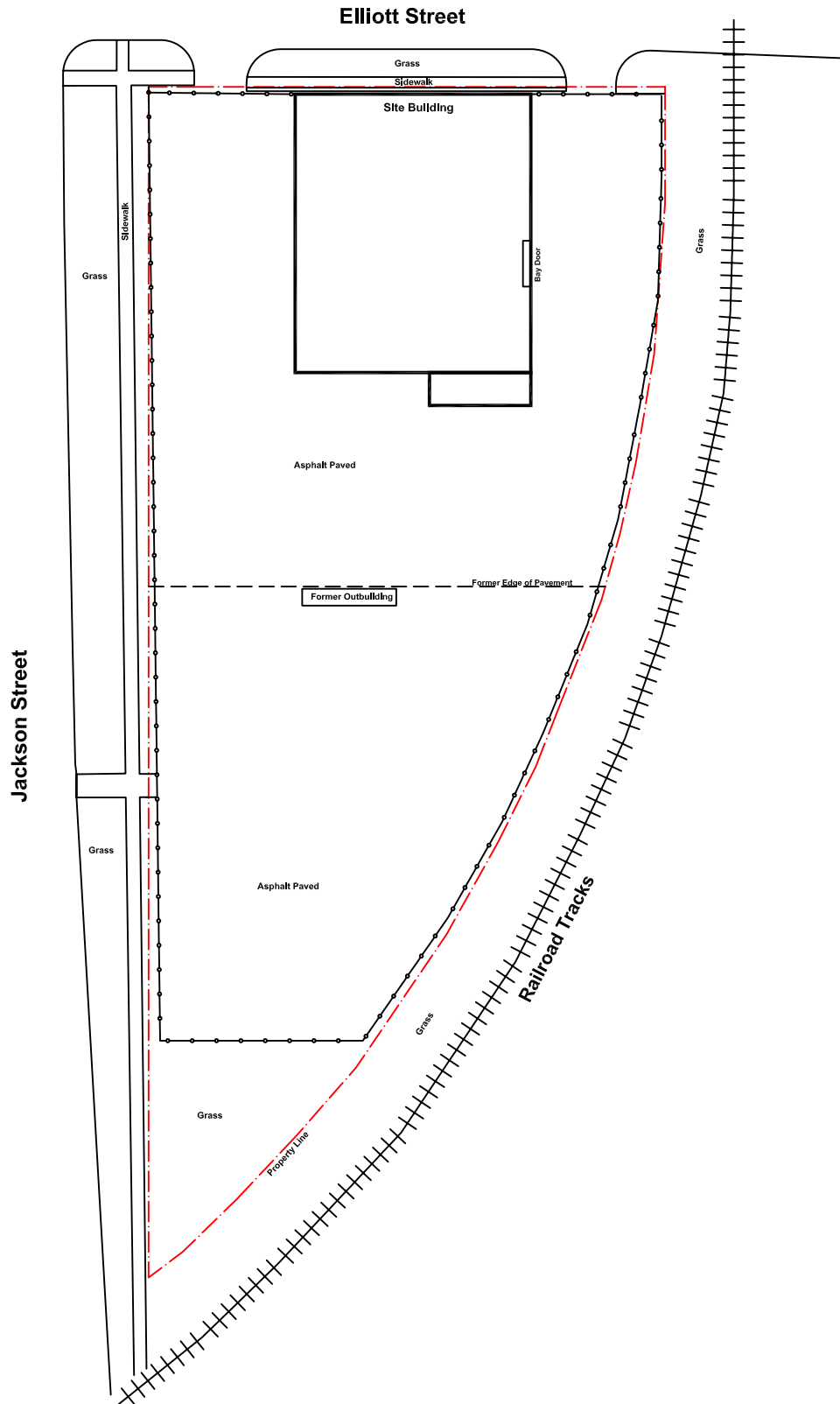


Site Vicinity Map

Janesville Training Center
1405 S. Jackson Street
Janesville, Wisconsin



Figure 2

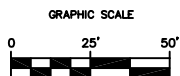


Site Map

Janesville Training Center
1405 S. Jackson Street
Janesville, Wisconsin



Figure 3



-  Proposed Soil Boring Location
-  Proposed Groundwater Grab Sample Location

Proposed Sampling Sites

Janesville Training Center
1405 S. Jackson Street
Janesville, Wisconsin



Figure 4