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June 8, 2011

environmental & development solutions

Mr. Tom Wentland
Wisconsin Department of Natural Resources
1155 Pilgrim Parkway
Plymouth, WI 53073

RE: Historic Fill Site Exemption Request for the Properties Located at 1902-1936 West Mitchell Street and 1664-1678 South Muskego Avenue in the City of Milwaukee, Wisconsin — EDS Project No. 110102; BRRTS No. 02-41-548137

Dear Mr. Wentland:

On behalf of Impact Seven, Inc. ("Mitchell Street Market Lofts"), ***Environmental & Development Solutions, Inc. (EDS)*** submits this request to the Wisconsin Department of Natural Resources (DNR) for the above-referenced site (the "site") per ch. NR 506.085 of the Wis. Adm. Code. Based on the findings from Phase I and other assessments, historic fill is present at the site. The historic fill contains soil impacts that are common to developed, urban areas of Milwaukee, and have been reported to the DNR. This exemption request is part of the re-develop for the site, which will begin in late June 2011. EDS will be documenting the soils management activities conducted during the re-development, and the capping of the site in order to achieve closure.

This letter describes the existing site conditions, evaluation of the waste types and impacts, describes the proposed re-development, and presents a summary of the actions for re-developing the site. Please review the enclosed information and exemption application (DNR Form 4400-226) and issue a written grant of exemption. The DNR review fee for this exemption request was submitted with our remedial action plan (RAP) for the site. A copy of the RAP is attached.

Existing Site Conditions

The subject property is located at 1902-1936 West Mitchell Street and 1664-1678 South Muskego Avenue in the City of Milwaukee, Wisconsin. The site is situated in the southwest quarter of the northeast quarter, Section 6, Township 6 North, Range 22 East, Milwaukee County, Wisconsin. The subject property is situated at the northeast corner of the intersection of Mitchell Street and Muskego Avenue in the City of Milwaukee. Figure 1 in Appendix A depicts the location of the subject property. The subject property consists of an approximate 1.13-acre parcel of vacant land. Historically the site has been utilized for residential and commercial purposes. Figure 2 in Appendix A depicts the general features of the subject property. The property is bordered by Muskego Avenue and residential or commercial properties to the north, Mitchell Street to the south, Pearl Street

and residential or commercial properties to the east, and Muskego Avenue to the west. Residential or commercial properties are located farther to the north and west across Muskego Avenue, commercial properties are located farther to the south across Mitchell Street, and residential or commercial properties are located farther to the east across Pearl Street.

The re-development will involve the construction a new 4-story building with ground floor retail and common area with upper level apartments. The new building will include a covered parking garage that will provide adequate and secure parking for the residents and patrons for the retail portion of the development. The development plan is included with this LHE request. ?

Evaluation of Environmental Conditions

A Phase I ESA was conducted by the City of Milwaukee and a site investigation (SI) was conducted by Giles Engineering (Giles). In addition, EDS completed a Phase I for the site. The Phase I ESAs identified the past use of the property as a potential environmental concern. The site is currently an open ERP site with petroleum and PAH contamination. The known contamination is considered a recognized environmental condition (REC). The Phase I also identified the presence of historic fill as a REC. The Phase I information is attached.

In September 2006, Giles conducted a site investigation consisting of nineteen soil probes and the installation of a groundwater monitoring well. The SI involved collecting soil samples throughout the entire re-development area and confirmed petroleum contamination and contaminated historic fill that would require management during the development. Giles documented the results in their "Site Investigation Report". Pertinent information from the Site Investigation Report is attached. The contamination has been reported to the DNR (FID # 341135300 and BRRTS # 02-41-548137).

In March 2011, PSI, Inc conducted a Geotechnical Engineering Services Report that consisted of six soil borings to evaluate the structural integrity of the subsurface soils. The geotechnical evaluation involved collecting soil samples throughout the entire re-development area and confirmed the presence of up to 10 feet of the historic fill. The report indicated the contaminated fill was not suitable for foundation support and would require foundation excavation through the fill soils until bearable natural soils are encountered. The footing excavations will need to be filled with compacted engineered fill and/or lean concrete. The fill that is removed will require proper management and disposal during the development.

The remedial action plan (RAP) that will be implemented is similar to numerous other urban developments conducted by EDS and will consist of a soils management plan (SMP) during development and capping of the remaining impacts. Once the SMP and capping activities are completed at the site, EDS will submit a closure request to the DNR. Closure will require registration of the

site on the soil Geographic Information System (GIS) and implementation of a cap maintenance plan (CMP).

Based on the previous sampling results, the a limited area of petroleum impacts is present in the southeast corner of the site. The soils exhibited fuel oil odors and elevated field screening readings, and the analytical results indicated that diesel range organic (DRO) and naphthalene were detected. The DRO and VOC soil sampling results are summarized on Table 1. The soils will require proper management during development. EDS estimates that approximately 100 tons of petroleum soil contamination will require landfill disposal or capping of the impacts during re-development of the site.

Historic Fill

The fill soils at the site contain concentrations of predominantly polynuclear aromatic hydrocarbons (PAHs) that are above the DNR residual contaminant levels (RCLs) for non-industrial direct contact (see Table 2). The source(s) and causer(s) of the fill are unknown. Although the intent is to minimize any off-site transport, approximately 4,000 cubic yards of soil are anticipated to require off-site disposal. The fill soils represent a direct contact risk and cannot be transported off-site as clean fill. The analytical results of the soil samples representative of the fill indicate that PAHs were detected above their respective suggested RCLs for the direct contact pathway and one PAH was detected above the suggested RCL for the groundwater pathway. Each of the samples contained at least one PAH that exceeded its suggested RCL. PAHs are typical within historic fill throughout developed urban areas. The historic fill will be managed utilizing a low hazard exemption characterization and disposal at a contractors disposal site (CDS). Soils that remain on the site will be capped with building, parking lot and landscaped area.

Significant organics were not indicated in the boring logs, and the fill observed is inert and not conducive to methane generation. As such, methane testing is not warranted for this historic fill exemption.

A groundwater monitoring well was installed and sampled. In addition groundwater grab samples were collected from several of the soil borings. Based on the results of groundwater sampling, the petroleum and PAH impacts in the soils have not impacted groundwater quality of the site. The monitoring well and boring logs indicate that the measured the depth to groundwater was approximately 18 feet bgs. Perched groundwater may be present in the fill. Groundwater is not anticipated to be encountered during re-development.

Proposed Re-Development Summary

A RAP will be implemented as part of the development plans. Mitchell Street Market Lofts, LLC is currently planning to begin construction on the site in July 2011 as a new 4-story building with ground floor retail and common area with upper level apartments. An existing survey and proposed site plan are included.

The remedial action objectives associated with the site include the prevention to exposure (direct contact, ingestion, and/or inhalation of vapors) by human receptors to residual soil impacts in the shallow. The Plan will also limit the potential for identified residual soil impacts to negatively impact shallow groundwater beneath the site.

Excavation activities will occur for the purpose of foundation and utility construction and for site grading purposes. In addition, cut material from the site is proposed for re-use as fill material within the site, assuming geotechnical suitability. Soil management and impacted soil mitigation will be addressed via on site reuse, landfill disposal of petroleum impacted soil and disposal of the LHE soils at the CDS. Surplus fill soils that cannot be reused at the site will require export. The exported soils will be managed through the RAP at either a CDS through a DNR-approved LHE or at a Sub-Title D landfill for soils that cannot be managed through a LHE. The historic fill soils that do not show indications of petroleum impacts are proposed for disposal at the CDS.

The final remedial approach for the site includes maintaining engineered barriers at the site in areas where soil impacts remain above standards within the top 4 feet bgs. The pavement areas and building foundations will provide adequate post-construction barriers where planned.

The SMP will specify that fill soils may be stockpiled and reused as backfill within the parking lot areas or building footprint if geotechnically suitable. EDS will monitor the earthmoving activities for unanticipated environmental conditions (such as a buried tank or barrel, strong unidentifiable odors, or discolored soil) and manage materials appropriately.

Potential issues related to worker exposure would be realized primarily through ingestion. Standard health and safety planning should be adequate to address the common constituents detected at the site. Direct contact can be minimized through proper personal protective equipment (PPE). Level D PPE should be adequate for the site, which will typically include work gloves, boots, hard hats, safety glasses, and long sleeved work clothes and pants.

Conlusions

Approximately 4,000 cubic yards of soils would originate from the site. The soils to be removed are associated with site grading and footing and foundation excavation. Impacted soils will remain on site and be properly capped and covered. Groundwater is present on the site at a depth of 18 feet below the ground surface. The groundwater has not been impacted as a result of the petroleum or historic fill. Groundwater is not anticipated to be encountered during re-development.

Based on the results of the assessments conducted to date, the soils scheduled for excavation and off-site transportation pose a low risk to human health,

welfare, or the environment. Due to the presence of historic fill some of which will remain on the site, this Application for Exemption to Build on a Historic Fill Site, along with supporting information, is be submitted to the WDNR.

We hope that this submittal provides adequate information in order for the DNR to grant our request for a historic fill exemption per ch. NR 506.085 Wis. Adm. Code. If you have any questions, please call us at (414) 228-9810.

Respectfully,

Environmental & Development Solutions, Inc.

Richard W. Frieseke

Richard W. Frieseke
President

enclosure

cc: Mr. Todd Hutchinson – Mitchell Street Market Lofts

110102e

State of Wisconsin
Department of Natural Resources

Development at Historic Fill Site or Licensed Landfill Exemption Application

Form 4400-226 (R 12/05)

Notice: Use of this form is required by the DNR for any application to develop at a historic fill site or licensed landfill pursuant to secs. NR 506.085 and NR 500.08(4), Wis. Adm. Code. The Department will not consider your application unless you provide complete information requested. Personally identifiable information collected will be used to process your application and will also be accessible by request under Wisconsin's Open Records law [ss.19.31 - 19.39, Wis. Stats.]

Instructions: See *Development at Historic Fill Sites and Licensed Landfills: What you need to know* (PUB-RR-683, April 2002) for detailed instructions.

- All Exemption Application materials should be sent to the region where the site is located, as listed on page 6.
- Include $500 fee payment with this application unless a fee was already paid for the review of the remedial design report under the NR 700 process.
- Determine the appropriate exemption type for the site and check appropriate box below.
- Provide complete information requested for each type of exemption. Include the following attachments:
  Required: Summary of Existing and Potential Impacts described in Section V as an attachment, under the seal of a professional engineer or geologist registered to practice in Wisconsin.
  Optional: Site Visit Summary Comments (Section IX) including any photos, sketches or site visit notes.

Exemption Type

☒ **Remediation and Redevelopment Program NR 700 Rule Series Process Exemption:** Site with remedial actions conducted in accordance with NR 700 series
Required: Sections I - VI ***Optional:*** Sections VII - X

☐ **Case-by-Case Evaluation:** Sites with anticipated environmental impacts or wastes of special concerns
Required: Sections I - VI ***Optional:*** Sections VII - X

☐ **Expedited Exemption:** Site with no expected environmental impact
Required: Sections I - VI **and** Form 4400-256A Expedited Exemption Application ***Optional:*** Sections VII - X

I. Applicant Information

Owner - Last Name	First	MI	Telephone Number
Impact Seven Inc.			(414) 791-4222

Contact Name (if different): Todd Hutchinson

Street Address	City	State	ZIP Code
3316 North Summit Avenue	Milwaukee	WI	53211

Developer - Last Name	First	MI	Telephone Number
Impact Seven Inc.			

Street Address	City	State	ZIP Code
3316 North Summit Avenue	Milwaukee	WI	53211

II. Site Name and Location

Site Name	Location / Address
Mitchell Street Market Lofs	1948 West Mitchell Street
Is the site known by another name(s)? ☒ Yes ☐ No ☐ Unknown	☒ City ☐ Town ☐ Village of Milwaukee
If yes, provide name. 1902-36 West Mitchell Street	ZIP Code 53204 / State WI
Does the site have a license number? ☐ Yes ☒ No ☐ Unknown / If yes, License Number	County: Milwaukee

A. Attach a map with site location and limits of fill/waste disposal area.

B. Global Positioning System Coordinates

Latitude: DEG MIN SEC N Longitude: DEG MIN SEC W

Describe method for collecting GPS Coordinates

Program Lead, Fee Status and Regulatory ID Numbers *(This area for DNR use only)*

☐ Waste Management Bureau
☐ Remediation and Redevelopment Bureau - Exemption is part of remedy under NR 700 program
☐ Fee already paid for review of remedial design report.
☐ Review of remedial design report not requested and payment is attached.

☐ Payment Attached
Amount $

Hazardous Waste Facility License ID No. (5 digits)	DNR FID No. (9 digits)	USEPA ID No. (used for both RCRA and CERCLIS #s) (WI+Alpha+9 digits)

Region	Project Manager	Telephone Number

III. Site Ownership History

Previous Owner - Last Name	First	MI	Telephone Number
RA City of Milwaukee			

Street Address	City	State	ZIP Code
Redevelopment Authority (RA)	milwaukee	WI	53202

Responsible Municipal / Private Operator - Last Name (if applicable)	First	MI	Telephone Number
(Same)			

Street Address	City	State	ZIP Code

IV. Evaluation of Existing and Potential Impacts. See Development at Historic Fill Sites and Licensed Landfill: Guidance for Investigation and Development at Historic Fill Sites and Licensed Landfill: Potential Problems and Considerations.

A. Analytical data for the following media have been collected and/or examined before completing this application:

1. Groundwater: ☐ Yes ☒ No
2. Soil: ☒ Yes ☐ No
3. Surface water / sediment: ☐ Yes ☒ No
4. Air: ☐ Yes ☒ No
5. Methane or other explosive gases: ☐ Yes ☒ No

B. Based on known or suspected sources and wastes, their physical characteristics, containment and geologic environment, do you suspect a release of pollutants to the environment?

☒ Yes: ☐ Groundwater ☒ Soil ☐ Surface Water / Sediment ☐ Methane or Other Explosive Gases
☐ No

If yes, an expedited exemption is not appropriate unless further investigation shows that a release of pollutants is not likely.

C. If there is NOT a likelihood of a release of pollutants or evidence of a release, would the impact of the proposed development be likely to cause a release to the environment?

☐ Yes **If yes, be sure to summarize actions to be taken to prevent adverse environmental impacts in V. Part C below.**
☐ No

V. Summary of Existing and Potential Impacts. See Development at Historic Fill Sites and Licensed Landfill: Guidance for Investigation and Development at Historic Fill Sites and Licensed Landfill: Potential Problems and Considerations.

Describe the following in an attached narrative under the signature of a qualified professional. Organize, label and package as listed below.

A. Existing Site Conditions
   1. existing site conditions including waste types, Attached.
   2. potential for impacts, and
   3. evaluation of existing impacts.

B. Proposed Development Summary. Include explanation for overall site decision.

C. Summary of actions to be taken and engineering controls that will prevent or minimize adverse environmental impacts and potential threats to human health and welfare, including worker safety.

VI. Certification of Application Information

I certify that information in this application and all its attachments is true and correct and in conformity with applicable Wis. statutes.

Print / Type Name of Applicant
Impact Seven Inc. c/o Todd Hutchinson

Applicant Signature	Date Signed

Sections VII - IX are optional for all Applicants.

VII. Current and Historic Type of Waste Disposal Site (Check all that apply)

- ☐ Licensed Landfill
- ☐ Non-approved {See s.289.01(3)}, Wis Stats.
- ☐ Approved
- ☐ One-time Disposal
- ☐ Construction / Demolition
- ☒ Historic Fill Site

Liner

- ☐ Unlined
- ☐ Lined
- ☐ Composite Liner
- ☐ Other Liner (Describe): N/A
- ☐ Clay Liner
- ☐ Unengineered

Total Landfill Volume

- ☒ < 50,000 yd^3
- ☐ 50,000-500,000 yd
- ☐ > 500,000 yd^3

Does the landfill have a closure plan? ☐ Yes ☐ No ☐ Unknown
Does the landfill have a groundwater monitoring plan? ☐ Yes ☐ No ☐ Unknown NA
Have groundwater monitoring wells been installed? ☐ Yes ☐ No ☐ Unknown

Was a cover installed? ☐ Yes ☐ No **If no, go to Past Land Uses.**

- ☐ Composite cap
- ☐ Layered soil cap with clay barrier
- ☐ Clay cap
- ☐ Soil cap - not recompacted clay
- ☐ Other cover
- ☐ Unknown

site will be capped as part of re-development closure will include cap maintainence plan (CMP) and soil GIS Registry

What is the thickness of the cover? ☐ <6 in ☐ 6-12 in ☐ 12-24 in ☐ >24 in ☐ Unknown

Past Land Uses. (Check all that apply)

- ☐ Agricultural co-op
- ☐ Brush pile
- ☐ Bulk plant
- ☐ Coal gas manufacturer
- ☐ Deer pit
- ☐ Dry cleaner
- ☐ Electroplater
- ☐ Lagoon
- ☐ Manufacturing Type:
- ☐ Old burn pit
- ☐ Pipeline
- ☐ RCRA generator
- ☐ Salvage yard
- ☐ Service Station
- ☐ Tannery
- ☐ Unknown
- ☒ Other: commercial/Residential w basements that have been Filled

Date(s) of Site Operation
From: 1900 To: current
No. of Years
☐ Unknown

VIII. Waste Information & Geologic Environment. **See Development at Historic Fill Sites and Licensed Landfills: Guidance for Investigation**

A. Known or Suspected Sources/Wastes. (Check all that apply)

- ☐ Abandoned containers
- ☐ Above ground pipeline or tank
- ☐ Animal carcasses
- ☐ Buried drums
- ☐ Burning of materials
- ☐ Foundry sand
- ☐ Industrial accident
- ☐ Known or suspected hazardous materials
- ☐ Municipal waste
- ☐ Paper mill sludge
- ☐ Transformer
- ☐ Trees/brush
- ☐ Surface spills
- ☐ Fly ash
- ☒ Demolition/construction waste
- ☐ Surface impoundment/lagoons
- ☐ Underground pipeline or tank
- ☐ Exempted fill {NR 500.08(1) and (2)}
- ☐ Unknown
- ☒ Other: Soil Fill

B. Physical Characteristics of Sources/Wastes

☐ Liquid ☒ Solid ☐ Liquid & Solid ☐ Unknown

VIII. Waste Information & Geologic Environment *(continued)*

C. Waste Containment ☐ Liner ☐ Unknown ☒ Not applicable

☐ Engineered cover
☐ Maintained ☐ Not maintained

☐ Functioning leachate collection & removal system
☐ Functioning & maintained run-off management system
☐ Functioning groundwater monitoring system

D. Soil Type: Estimate distances or determinations based on regional or site specific information.

☐ Regional ☒ Site specific

Clay, silt or other fine grained soils present? (lacustrine, tills, etc.) ☒ Yes ☐ No Fill and native soil

At surface? ☒ Yes ☐ No At depth? ☐ Yes ☐ No _____ feet

Sand & gravel, coarse grained soils present? ☒ Yes ☐ No as minor component of fill

At surface? ☐ Yes ☐ No At depth? ☒ Yes ☐ No _____ feet

E. Depth to Groundwater

☐ Regional ☒ Site specific 18 feet

F. Direction of Groundwater Flow

☐ Regional ☒ Site specific SE direction

G. Depth to Bedrock

☐ Regional ☐ Site specific >100' ~~direction~~ BGS

H. Bedrock Type

☒ Regional ☐ Site specific ☐ Sandstone ☒ Limestone/Dolomite ☐ Metamorphic/Igneous

IX. Site Visit

Conduct a site visit to complete site screening and determine general site conditions, on-site activities and adjacent land use encroachment issues. As appropriate to document the site, take photos, sketch the site and prepare a Site Visit Report.

On-site visit conducted? ☒ Yes ☐ No

General site conditions: Document any observed releases and note whether or not you were able to walk the site. Examples of things to be aware of include the following:

- leachate seeps or evidence of seeps such as stained soil/vegetation
- stressed vegetation as a sign of gas migration to the surface or of leachate seeps;
- quality and coverage of vegetation on the cap;
- odors which may indicate gas migration to the atmosphere;
- erosion of the cap;
- maintenance of positive drainage over the capped area;
- visual desiccation cracks in the cap.

Attach the following to your application:

☒ Photographs, regular or digital ☒ Site sketch ☐ Sit Visit Report

Name(s) of Person(s) Conducting Site Visit	Date of Site Visit
Rick Frieseke ; Trent Ott - Environmental Development Solutions	march / may 2011

IX. Site Visit *(continued)*

A. Adjacent Land Uses. Indicate all directions. (Check all that apply)

☐ Agricultural	☐ N	☐ S	☐ E	☐ W	☐ NE	☐ NW	☐ SE	☐ SW
☐ Industrial	☐ N	☐ S	☐ E	☐ W	☐ NE	☐ NW	☐ SE	☐ SW
☐ Recreational	☐ N	☐ S	☐ E	☐ W	☐ NE	☐ NW	☐ SE	☐ SW
☒ Residential	☒ N	☐ S	☐ E	☐ W	☐ NE	☐ NW	☐ SE	☐ SW
☐ Undeveloped	☐ N	☐ S	☐ E	☐ W	☐ NE	☐ NW	☐ SE	☐ SW
☒ Commercial	☐ N	☒ S	☒ E	☒ W	☐ NE	☐ NW	☐ SE	☐ SW
☐ Other: _____	☐ N	☐ S	☐ E	☐ W	☐ NE	☐ NW	☐ SE	☐ SW

B. Potential Groundwater Receptors. Estimate distances. (1 mile = 5,280 ft)

Distance to and direction of nearest municipal well: unk feet ☐ > ½ mile from the waste _____ direction

Distance to and direction of nearest other-than-municipal well: unk feet ☐ > ½ mile from the waste _____ direction

Distance to and direction of nearest non-community well: unk feet ☐ > ½ mile from the waste _____ direction

Distance to and direction of nearest private well: unk feet ☐ > ½ mile from the waste _____ direction

Distance to and direction of nearest residence: ~50 feet ☐ > ½ mile from the waste _____ direction

C. Potential For Gas Migration N/A

_____ No. of homes within 300 feet of waste (gas migration potential)

_____ No. of homes between 300 & 1,000 ft to waste (gas migration potential)

Distance to and direction of nearest building: _____ feet ☐ > ½ mile from the waste _____ direction

Type of building: ☐ On-site building ☐ Municipal ☐ Residential ☐ Commercial ☐ Industrial ☐ Unknown

D. Potential Surface Water Receptors. Estimate distances. N/A

☐ Creek: _____ feet ☐ Drainage ditch: _____ feet ☐ Intermittent stream _____ feet

☐ River: _____ feet ☐ Lake: _____ feet ☐ Wetland: _____ feet

E. Based on the site visit, did you visually observe...

1. a release to a surface water body?	☐ Yes	☒ No	☐ Unknown
2. a leachate seep?	☐ Yes	☒ No	☐ Unknown
3. a release to soils?	☐ Yes	☒ No	☐ Unknown

X. Comments: Use this section to provide comments on any aspect of the site visit. Attach any information or explanations labeled with the appropriate section number to which the material applies.

Region Map

NORTHERN REGION
Remediation & Redevelopment
Team Supervisor
Department of Natural Resources
107 Sutliff Avenue
Rhinelander, WI 54501
(715) 365-8976
OR
Regional Waste Program Manager
Department of Natural Resources
107 Sutliff Avenue
Rhinelander WI 54501
(715) 365-8946

NORTHEAST REGION
Remediation & Redevelopment
Team Supervisor
Department of Natural Resources
2984 Shawano Avenue
Green Bay, WI 54307-0448
(920) 662-5160
OR
Regional Waste Program Manager
Department of Natural Resources
2984 Shawano Avenue
Green Bay, WI 54307-0448
(920) 662-5120

SOUTHEAST REGION
Remediation & Redevelopment
Team Supervisor
Department of Natural Resources
P.O. Box 12436
Milwaukee, WI 53212-0436
(414) 263-8561 or (414) 263-8714
OR
Regional Waste Program Manager
Department of Natural Resources
P.O. Box 12436
Milwaukee WI 53212-0436
(414) 263-8694 or (414) 263-8697

WEST CENTRAL REGION
Remediation & Redevelopment
Team Supervisor
Department of Natural Resources
1300 Clairemont Avenue
Eau Claire, WI 54701
(715) 839-3710
OR
Regional Waste Program Manager
Department of Natural Resources
1300 Clairemont Avenue
Eau Claire WI 54701
(715) 839-3708

SOUTH CENTRAL REGION
Remediation & Redevelopment
Team Supervisor
Department of Natural Resources
3911 Fish Hatchery Rd.
Fitchburg, WI 53711
(608) 275-3241
OR
Regional Waste Program Manager
Department of Natural Resources
3911 Fish Hatchery Road
Fitchburg WI 53711
(608) 275-3466