State of Wisconsin
DEPARTMENT OF NATURAL RESOURCES
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April 14, 2022

VIA EMAIL

Beta-Becher Acquisition Company, LLC
c/o Mr. Donald Richards
Donald.d.richards@gmail.com
4003 80th Street
Kenosha, WI 53142

Subject: Site Investigation Review and Approval to Manage Solid Waste under Wis. Admin. Code §§ NR 718.12 and 718.15 for On-Site Management
Beta Becher Acquisition Co, LLC Historic Fill, 147 E. Becher Street, Milwaukee, WI
BRRTS #: 02-41-589088, FID #: 241186880

Dear Mr. Richards:

On March 3, 2022, the Wisconsin Department of Natural Resources (DNR) received the *716 Site Investigation Report (SIR) and Remedial Action Options Report (RAOR)*, prepared by Ramboll US Consulting, Inc. (Ramboll) for the above-referenced case. Additionally, on March 3, 2022, the DNR received a Materials Management Plan (MMP), prepared by Ramboll on your behalf requesting to manage 3,000 cubic yards of contaminated material on the same site from which it will be excavated in accordance with Wis. Admin. Code §§ NR 718.12 and 718.15. Following review of these materials by the DNR, additional information was requested, and supplemental information regarding these requests was received on March 29, 2022. The DNR has received all applicable technical assistance and database fees for providing review and response, in accordance with Wis. Admin. Code § NR 749.04 (1).

Background

This 9.9-acre site is covered by nine buildings that encompass approximately 170,524 square feet, asphalt, concrete, gravel, and topsoil. The site has historically been used for a wide range of industrial manufacturing and storage operations, including but not limited to engine, sawmill, and woodworking machinery manufacturing. A *Notification of Hazardous Substance Discharge* was received by the DNR on January 10, 2022, for soil and groundwater contaminated with volatile organic compounds (VOCs), polycyclic aromatic hydrocarbons (PAHs), metals, and polychlorinated biphenyls (PCBs). The SIR indicates the identified contamination is located within the site-wide historic fill material that contains waste materials (i.e., foundry sand, slag, wood, glass, and brick). Site investigation activities to-date have identified the presence of VOCs, PAHs, metals, and PCBs in the soil at concentrations greater than their respective Wis. Admin. Code ch. NR 720 groundwater pathway, non-industrial direct contact and/or industrial direct contact residual contaminant levels (RCLs) and in groundwater above Wis. Admin Code ch. NR 140 preventive action limits (PALs) and/or enforcement standards (ESs).

Site Investigation Review

The DNR has reviewed the SIR for regulatory compliance with Wis. Admin. Code ch. NR 716 and has determined that additional actions are needed, as outlined below:

A. Source identification (scoping the investigation)

Wis Admin. Code § NR 716.01 states that the site investigation must define the extent and degree of contamination and identify the source(s) of contamination. Furthermore, Wis. Admin. Code § NR 716.07(1) requires the evaluation of the history of the site or facility, including industrial land uses that may have been associated with one or more hazardous substance discharges.

I. Based on the results of the site investigation activities performed to-date, the SIR indicates that the identified contamination is related to widespread historic fill material that contains waste material, such as foundry sand and slag. To reflect the source of the hazardous substance discharge for which the DNR was notified, the DNR has renamed this site, "Beta-Becher Acquisition Co, LLC Historic Fill." The DNR's BRRTS database has been updated to reflect this name change. Please ensure that all future submittals use this name to identify the site.

II. The site investigation activities completed to-date have not assessed potential impacts from historic site operations, as most of the sampling locations were not in areas of former site operations (e.g., below building foundations or in areas identified in the Phase I Environmental Site Assessment (ESA) as being a recognized environmental condition (REC) related to long-term industrial operations). However, based on the soil, groundwater and vapor data collected, no hazardous substance discharge related to historic site operations has been identified at this time. Should future site investigation and/or redevelopment activities identify a hazardous substance discharge related to a source(s) other than historic fill material, notify the DNR immediately, per Wis. Admin. Code § NR 706.05 (1).

B. Degree and extent of contamination in all affected media

Wis. Admin. Code § NR 716.11 (3) (a) states that the purpose of the field investigation is to determine the nature, degree and extent, both areal and vertical, of the hazardous substances or environmental pollution in all affected media.

I. Soil
   a. Considering the source of contamination for this site is site-wide historic fill material, extend the RCL exceedance lines to the site boundaries for all soil contamination identified to-date (i.e., VOCs, PAHs, metals, and PCBs).
   b. Provide the rationale used to determine the locations of the test pits. Discuss if the test pit locations correspond to any former site operations.

II. Groundwater
   a. Further groundwater sampling is needed to establish a trend to show that the contamination plumes identified in the first round of groundwater sampling are stable and/or receding.

III. Vapor
   a. To define the extent and degree of naphthalene greater than its small-commercial vapor risk screening level (VRSL) at VP-6, sub-slab vapor samples collected from VP-17 – VP-20 were

exclusively analyzed for naphthalene. Conduct additional sub-slab vapor sampling at VP-6 and VP-17 – VP-20 with laboratory analysis of the full suite of VOC compounds.

b. Present a figure that clearly displays all sub-surface features (e.g., floor drains, sumps, basements, pits, and utilities) and provide a discussion on whether any of these building features may have affected the sub-slab vapor sample results. Specifically discuss the area near VP-6 and whether any floor drains are present near this sample location.

IV. Documentation

a. Update data tables presented in future submittals to show all contaminants that were detected within each medium. For example, 1,1,1-TCA was detected (and j-flagged) in groundwater at sample locations TW-11, TW-12, but this was not displayed on the applicable data table.

RAOR Review

Ramboll proposes the following remedial action options for addressing contamination identified at this site:

A. No Action.

B. Excavation and off-site disposal at a permitted landfill.

C. Limited excavation with institutional controls.

Ramboll states that limited excavation with institutional controls is the preferred remedy for case closure. The proposed institutional controls would eliminate the human direct contact exposure pathway by using a site-wide cap consisting of paved surfaces, building concrete slabs or foundations, and vegetative soil covers. The proposed site-wide cap will require long-term maintenance.

The DNR reviewed the RAOR for regulatory compliance with Wis. Admin. Code ch. NR 724. Based on the information presented to the DNR to-date, it appears that, conceptually, the selected remedial action option is adequate. However, as described above, additional groundwater and vapor investigation is required to define the degree and extent of contamination within these environmental mediums and must be considered when evaluating remedial action options. Following the additional data collection, the following should be considered and discussed:

A. The retention pond that is planned in the southern area of the site should be discussed once additional groundwater data is gathered. More specifically, discuss whether the pond could increase infiltration of soil to groundwater contamination and/or whether the pond will be lined. Indicate whether this pond will be connected to the on-site storm sewer. If so, discuss whether this could act as a migration pathway for contamination.

B. Review the additional sub-slab vapor data and indicate whether any remedial action or mitigation may be necessary based on the additional data.

C. Discuss the planned use(s) for each site building and provide detail on the number of floors in each building, the planned use(s) for each floor, and relevant building features (i.e., stairwells and elevators). Provide figures to accompany this discussion, as applicable.

D. Discuss the redevelopment plans related to the sub-surface building features that are currently present (i.e., floor drains, sumps, basements, pits, and utilities). More specifically, indicate whether these features

may be removed, sealed and/or abandoned. This discussion should be directly related to the figure requested in Section B.III.b. of the "SIR Review" portion of this letter.

Once this additional data is presented to the DNR in a future report, as outlined in the "Next Steps" section of this letter, the DNR can provide a thorough review of the necessary remedial actions for case closure, per Wis. Admin. Code ch. NR 722.

Wis. Admin. Code §§ NR 718.12 and 718.15 Approval

The site is planned to be redeveloped into a multi-family residential apartment complex, where the existing nine site buildings will be remodeled, and two additional buildings will be constructed on the southern end of the site. Approximately 3,000 cubic yards of mixed contaminated soil and waste materials from the northwest corner of the site will be generated and reused on-site as a part of redevelopment. Contaminated material is impacted by VOCs, PAHs, metals, and PCBs. An approval through Wis. Admin. Code §§ NR 718.12 and NR 718.15 has been requested to manage the contaminated soil and other solid waste in the northwest corner of the site where it will be used to fill low areas in the southcentral area of the property.

This letter grants an approval to manage contaminated soil and/or solid waste under Wis. Admin. Code §§ NR 718.12 and 718.15 on site. Approval is based on the following:

Compliance with Locational Criteria

Managing contaminated soil in areas of the site identified on on the attached Figure 10, *Cut and Fill Map*, dated January 19, 2022, will meet the locational criteria listed under Wis. Admin. Code § NR 718.12 (1) (c).

Characterization of Soil to be Excavated

Soil samples were collected for analysis of contaminants previously detected or expected to be present at this site including VOCs, PAHs, metals, and PCBs from areas most likely to contain residual contamination. Based on an estimated volume of 3,000 cubic yards of material, and a sampling frequency of one sample per 200 cubic yards, the sampling protocol described in Wis. Admin. Code § NR 718.12 (1) (e), was met.

Fourteen soil samples were collected from 4-10 feet below ground surface (ft bgs) in the soil reuse area located in the northwest corner of the site. This sample interval does not provide data from the upper 4 ft bgs; therefore, as previously mentioned in an email from the DNR on March 21, 2022, one of the following activities must be conducted:

A. Perform additional sampling in the soil reuse area within the upper 4 ft bgs to characterize this soil interval prior to reuse, or

B. Separate the 0-4 ft bgs soil interval from the soil to be reused on site and properly dispose of it at a licensed landfill.

Submittal of a Soil Management Plan

A complete soil management plan, as defined by Wis. Admin. Code §§ NR 718.12 (2) (b) and (c), was provided to the DNR.

Assessment of Risk Posed by Soil Management

The proposed management of solid waste at the Beta-Becher Acquisition Co, LLC is expected to meet the criteria of Wis. Admin. Code §§ NR 726.13 (1) (b) 1 to 5.

Notice Provided Prior to Commencing Soil Management Activities
Per Wis. Admin. Code § NR 718.12 (2), the DNR was provided with written notice at least seven days prior to commencing the proposed material management.

Requirement of Continuing Obligations
You have acknowledged that the continuing obligations described below will be required as a condition of managing the contaminated material on your property as proposed.

The current property owner of the Beta-Becher Acquisition Co, LLC, and any subsequent property owners, must comply with the following continuing obligations at this site, established under Wis. Admin. Code § NR 718.12 (2) (d), to ensure that conditions will remain protective. DNR staff will conduct periodic, pre-arranged inspections to ensure that the conditions included in this letter and the MMP are met If these requirements are not followed, the DNR may take enforcement action under Wis. Stat. ch. 292 to ensure compliance with the specified requirements, limitations or other conditions related to the property.

Documents submitted to the DNR to request the Wis. Admin. Code § NR 718.12 and 718.15 approval have met the requirements of Wis. Admin. Code § NR 718.12 (2) (e) and are available in PDF on the DNR's BRRTS on the Web (BOTW) database and RR Sites Map (RRSM) mapping application, to provide public notice of remaining contamination and continuing obligations. Both BOTW and RRSM are available at dnr.wi.gov, search "WRRD."

More information on responsibilities related to continuing obligations is in the DNR publication "Continuing Obligations for Environmental Protection" (RR-819), which can be found at dnr.wi.gov, search "RR-819."

Send documents to the DNR using the RR Program Submittal Portal at dnr.wi.gov, search "RR submittal portal" (https://dnr.wi.gov/topic/Brownfields/Submittal.html). Questions on using this portal can be directed to the contact below or to the environmental program associate (EPA) for the regional DNR office. Visit dnr.wi.gov, search "RR contacts" and select the EPA tab (https://dnr.wi.gov/topic/Brownfields/Contact.html). More information on submitting electronic documents can be found in the DNR publication "Guidance for Electronic Submittal for the Remediation and Redevelopment Program" (RR-690), which can be found at dnr.wi.gov, search "RR-690."

Residual Soil Contamination and Future Solid Waste Management
If contaminated soil and/or solid waste that was managed as proposed in the MMP is excavated in the future, the property owner at the time of excavation will have the following responsibilities per Wis. Admin. Code § NR 727.05 (1) (d):

- determine if contamination is present;
- determine whether the material is considered solid or hazardous waste; and
- ensure that any storage, treatment, or disposal is in compliance with applicable statutes and rules.

Excavated contaminated soil and solid waste may be managed in accordance with Wis. Admin. Code ch. NR 718 with DNR pre-approval. In addition, all current and future property owners and occupants of the property and right-of-way holders need to be aware that excavation of the contaminated soil and solid waste may pose a hazard, and special precautions may be necessary to prevent a health threat to humans.

If material that will be managed under this approval includes solid waste other than soil, it may be required to obtain approval from the DNR prior to excavating the waste or constructing any structure over the materials per Wis. Admin. Code § NR 506.085.

The location(s) where contaminated soil and solid waste is proposed to be managed at Beta-Becher Acquisition Co, LLC is depicted on the attached Figure 10, *Cut and Fill Map*, dated January 19, 2022.

Depending on site-specific conditions, construction over contaminated soil or groundwater may also result in vapor migration of contaminants into enclosed structures or migration along underground utility lines. The potential for vapor intrusion and means of mitigation may need to be evaluated when planning any future redevelopment, and measures may need to be taken to ensure the continued protection of public health, safety, welfare, and the environment at the site.

The DNR's approval prior to well construction or reconstruction is required where contaminated soil was managed, in accordance with Wis. Admin. Code § NR 812.09 (4) (w). This requirement applies to private drinking water wells and high-capacity wells. To obtain approval, complete and submit DNR Form 3300-254 to the DNR Drinking and Groundwater Program's regional water supply specialist. This form is available at dnr.wi.gov, search "3300-254."

Maintenance of a Cover

A cap is proposed to be installed and maintained over contaminated soil and solid waste that will be managed at the Beta-Becher Acquisition Co, LLC Historic Fill site as discussed in the MMP. A final cap maintenance plan must be provided to the DNR once the barrier has been constructed and must address actual site conditions, per Wis. Admin. Code § NR 724.15 (3) (h). Figure 12, *Cap/Barrier Maintenance Area*, dated January 19, 2022, shows the extent of the proposed cover, which will cover the entire site. The final cap maintenance plan must include descriptions of the cap construction and how each cover material is protective, especially for those areas that are identified with landscaped surfaces as the final cover. Once the cap is constructed, inspections of the cap will be required per Wis. Admin. Code § NR 724.13), and submittal of inspection reports may also be required per Wis. Admin. Code § 727.05 (1) (b) 3. Notification to the DNR is required before changing to a non-industrial use if the cover is approved for industrial land use, per Wis. Admin. Code § NR 727.07 (3) to ensure that the cover will be protective for that use.

Once the cap is established, the following activities are prohibited in areas where maintenance of a cover or barrier is intended to prevent contact with any remaining soil contamination or solid waste. The following activities are prohibited on any portion of the property where the cap is required, unless prior notification is provided to DNR to determine whether further action may be necessary to protect human health, safety, or welfare of the environment (§ NR 727.07):

- removal of the existing barrier or cover;
- replacement with another barrier or cover;
- excavating or grading of the land surface;
- filling on covered or paved areas;
- plowing for agricultural cultivation;
- construction or placement of a building or other structure;
- changing the use or occupancy of the property to single-family residential use.

Other Information

A. Any hazardous substance discharge discovered during contaminated soil and solid waste management activities must be reported to the DNR following the requirements of Wis. Admin. Code ch. NR 706.

B. Contaminated soil and solid waste management activities approved by this letter are scheduled to be completed by July 2023. Notify the DNR if this schedule will change.

C. This approval is granted under Wis. Admin. Code § NR 718.12 and § NR 718.15 and applies only to the specific activities described within the submitted MMP. Any contaminated soil or solid waste that is excavated or otherwise disturbed at the Beta-Becher Acquisition Co, LLC Historic Fill site not covered under this or another approval must be managed in compliance with the requirements of Wis. Admin. Code chs. NR 500 through NR 599. The management of contaminated soil and solid waste on a property that does not comply with these rules may be considered a hazardous substance discharge or environmental pollution and would be required to be addressed by the process outlined in Wis. Admin. Code chs. NR 700 to NR 799.

D. Bear Real Estate Group is responsible for obtaining any local, federal, or other applicable state permits to carry out the project.

All remediation sites are included in DNR's Bureau for Remediation and Redevelopment Tracking System (BRRTS) database. All documents and project milestones related to the cleanup of each of the involved sites are listed in the database entry identified by BRRTS activity #02-41-589088.

Next Steps

A. Unless otherwise directed by the DNR, documentation of contaminated soil and solid waste management activities shall be provided within 60 days of the completion of this project. The documentation must comply with the requirements of Wis. Admin. Code § NR 724.05 (2) and § NR 724.15 (3) and include:

1. A cover letter that contains the information required by Wis. Admin. Code § NR 724.05(2) (e) 1.
2. Owner contact and property location information for the Beta-Becher Acquisition Co, LLC – Historic Fill site.
3. Maps, drawings, and cross sections that depict how contaminated soil and solid waste was managed.
4. A synopsis of the work conducted and an explanation as to how it complied with the contaminated soil and solid waste management plan and the conditions in this approval.
5. A description of any changes made to the planned management activity and an explanation as to why they were necessary for the project.
6. Any field observations or results of monitoring conducted during the management activity.
7. A description of how new site conditions are protective of human health, safety, welfare and the environment at the Beta-Becher Acquisition Co, LLC – Historic Fill site.
8. A final cover maintenance plan.

The DNR will request that incomplete documentation be amended as allowed by Wis. Admin. Code § NR 724.07 (2).

B. Per Wis. Admin. Code § NR 716.15(1), the DNR requests that a Supplemental SIR and updated RAOR be submitted within 60 days after completing the additional SI activities related to the above comments.

C. Per Wis. Admin. Code § NR 716.14, submit all sampling results (on appropriately formatted tables) within 10 days of receiving laboratory data.

We appreciate your efforts to protect the environment at this site. If you have any questions regarding this letter, please contact the DNR Project Manager, Jane Pfeiffer, at (414) 435-8021 or by email at jane.pfeiffer@wisconsin.gov.

Sincerely,

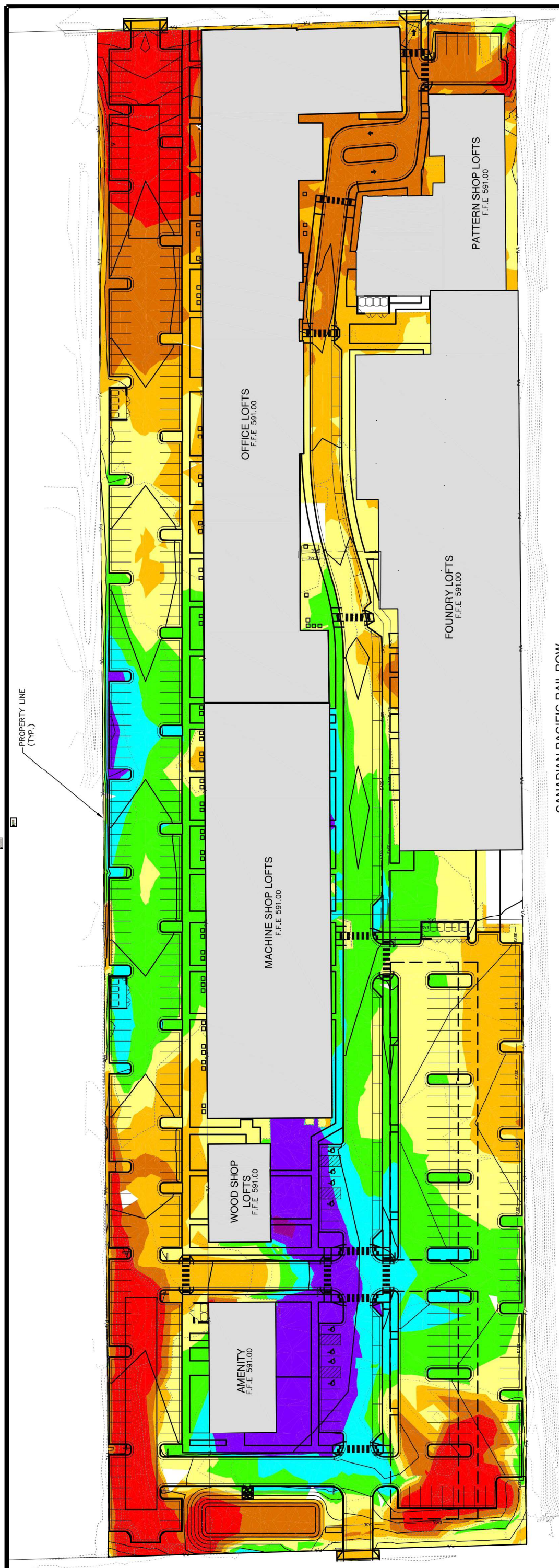
Michele R. Norman
Southeast Region Team Supervisor
Remediation & Redevelopment Program

Attachments:

- Figure 10, *Cut and Fill Map*, dated January 19, 2022
- Figure 12, *Cap/Barrier Maintenance Area*, dated January 19, 2022 Richard

cc: Mazurkiewicz, Ramboll, rmazurkiewicz@rambol.com – electronic copy

From GRAEF Engineering, Inc.
Drawing EX-1 for Filer & Stowell Site
11/5/2021



COLOR	LOWER CUT/FILL	UPPER CUT/FILL
	−20	−5
	−5	−3
	−3	−2
	−2	−1
	−1	0
	0	1
	1	3
	3	5

*NEGATIVE VALUE INDICATES CUT.
*POSITIVE VALUE INDICATES FILL.
*VALUES SHOWN ARE IN FEET

N

0 80
SCALE IN FEET

CUT AND FILL MAP

Filer & Stowell Property
147 East Becher Street
Milwaukee, Wisconsin 53207

RAMBOLL

FIGURE 10

DRAFTED BY: RPM | DATE: 1/19/2022 | PROJECT: 1690023383

LEGEND

- FILER & STOWELL SITE BOUNDARY (APPROXIMATE)
- PROPERTY BOUNDARY (APPROXIMATE)
- PROPOSED NEW BUILDINGS
- TO BE DEMOLISHED
- PLANNED LANDSCAPE AREAS
- TW-1 — BORING AND TEMPORARY MONITORING WELL LOCATION
- MW-1 — NR 141 GROUNDWATER MONITORING WELL
- B-1 — SOIL BORING LOCATION
- BUILDING OR PORTION OF BUILDING TO BE DEMOLISHED
- 1 — CONCRETE TEST PIT LOCATION
- MW-1 — SUB-SLAB SOIL VAPOR SAMPLING LOCATIONS
- CAP-BARRIER AREA (ENTIRE PROPERTY)

New Barons Brewing Coop, Twisted Path Distillery, Beer City Screen Printing)

Boat Storage

BP AMOCO

E Becher St

Wheel & Sprocket

S Robinson Avenue

Former Industrial Property

Future Residential Units

Railroad

Multi-Tenent Apartments

Former Industrial Property

S 1st Street

Staffing Partners

Kinnickinnic River

W Lincoln Avenue

E Ward Street

MKE Urban Stables

Proposed Amenity Building (fitness, common areas)

Proposed Pond

0 120
SCALE IN FEET

SITE FEATURES:
1. GARAGE (BUILDING A-1)
2. FOUR-STORY OFFICE BUILDING (BUILDING D-1)
3. INTEGRATED TOOL & MACHINE BUILDING (D-2)
4. SAW MILL BUILDING (C-1)
5. PAINT AND SAND BLAST BOOTHS
6. STORAGE BUILDING (BUILDING C-3)
7. FORMER FORGE BUILDING (BUILDING C-4)
8. BOAT STORAGE
9. FORMER BOAT MAINTENANCE AREA (BUILDING B-3)
10. POWER HOUSE (BUILDING A-3 THROUGH A-6)
11. PATTERN STORAGE (BUILDING A-2)
12. OFFICE (BUILDING B-7)
13. TREE/LOG STORAGE AREA

CAP/BARRIER MAINTENANCE AREA

Filer & Stowell Property
147 East Becher Street
Milwaukee, Wisconsin 53207

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FIGURE 12

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