

# **Exhibit X**

## **part 5**

<b>Invoice No.</b>	<b>Date of Inv.</b>	<b>Payment To:</b>	<b>Description</b>	<b>Check Number</b>	<b>Dollar Amount</b>
12064	02/16/00	Ogden Environmental & Energy	Professional Services	16179	\$2,431.39
12162	03/14/00	Ogden Environmental & Energy	Services rendered	16184	\$2,006.25
12381	04/18/00	Ogden Environmental & Energy	Services rendered	16201	\$25,894.45
3013	05/04/00	Dept. of Environmental Health	San Diego Clean-up		\$32.00
2000040117	04/27/00	Gibson, Dunn & Crutcher LLP	Services rendered	16202	\$2,460.56
2000050420	05/25/00	Gibson, Dunn & Crutcher LLP	Services rendered		\$178.00
12695	06/13/00	Ogden Environmental & Energy	Services rendered	16228	\$13,478.55
	06/22/00	Centre City Development Corp	Share of Amdnt. #10 Trust Agrmnt.	16221	\$7,000.00
2000060243	06/06/00	Gibson, Dunn & Crutcher LLP	Services rendered		\$46.10
12996	07/18/00	Ogden Environmental & Energy	Services rendered	16238	\$13,152.29
2000070201	07/24/00	Gibson, Dunn & Crutcher LLP		Inv. Amt. \$89.00	\$0.00
13136	08/15/00	Ogden Environmental & Energy	Services rendered		\$22,660.44
3117	08/22/00	Dept. Of Environmental Health	P.S. 02/25-06/29/00		\$432.00
2000083472	08/30/00	Gibson, Dunn & Crutcher LLP	Services rendered		\$231.50
13324	09/12/00	Ogden Environmental & Energy	Services rendered	16260	\$13,858.97

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

*I.L.  
pg. 12*

FEB 23 2000

K. M. RIES

5510 Morehouse Drive  
San Diego, CA 92121  
858 458 9044  
FAX 858 458 0943

PAGE: 1

*91-624-1*

INVOICE NO. : 012064  
INVOICE DATE: 02/16/00  
CONTRACT NO. :  
PROJECT NO. : 3-1620-2000

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES  
DIAL CORPORATION  
DIAL TOWER  
PHOENIX, AZ 85077-2212

PROJECT TITLE: GREYHOUND SITE

FOR SERVICES PERFORMED THROUGH 01/28/00

TOTAL DUE PER THIS INVOICE \$ 2,431.39  
=====

CONTRACT STATUS:

TOTAL CONTRACT AMOUNT.....	206,074.00
TOTAL INVOICED THRU 01/28/00.....	182,477.49
CONTRACT AMOUNT REMAINING.....	23,596.51

1.5% INTEREST CHARGED ON BALANCES OVER 30 DAYS

*OK to pay \$ 2,431.39 by TRC  
(RE: San Diego  
K.M. Ries  
2-23-00  
Cleaning)*

Remittance Address:  
Ogden EESC  
P.O. Box 840427  
Dallas, TX 75284-0427

Wire Transfers:  
Ogden EESC  
Account Number: 1290918896  
Bank of America ABA Number: 11100001.

ORIGINAL

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

5510 Morehouse Drive  
San Diego, CA 92121  
858 458 9044  
FAX 858 458 0943

PAGE: 2

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES

INVOICE NO. : 012064  
INVOICE DATE: 02/16/00  
CONTRACT NO.:  
PROJECT NO. : 3-1620-2000

## SALARY AND EXPENSE DETAIL

### PROFESSIONAL SERVICES

	Hours	RATE	Amount
PROFESSIONAL CATEGORY 3	1.60	60.00	96.00
PROFESSIONAL CATEGORY 4	20.50	65.00	1,332.50
PROFESSIONAL CATEGORY 9	2.00	90.00	180.00
PROFESSIONAL CATEGORY 11	3.00	100.00	300.00
PROFESSIONAL CATEGORY 12	2.50	105.00	262.50
TECHNICIAN CATEGORY 37	1.00	55.00	55.00
WORD PROCESSOR CATEGORY 48	4.00	35.00	140.00
	-----		-----
	34.60		2,366.00

### EXPENSES

	Amount
PHONE	.1
REPRODUCTION/GRAPHICS	1.3
COMPUTER	63.8
	-----
	65.3

\*\* Total Project 3-1620-2000 2,431.3  
=====

Remittance Address:  
Ogden EESC  
P.O. Box 840427  
Dallas, TX 75284-0427

Wire Transfers:  
Ogden EESC  
Account Number: 1290918896  
Bank of America ABA Number: 111000012

ORIGINAL

**TLC BILLING ANALYSIS FOR THE  
GREYHOUND MAINTENANCE YARD PROJECT**

**From 1/1/00 to 1/28/00**

**LABOR COSTS**

Professional Category 3  
Subcontracts support \$96.00

Professional Category 4  
Assistance with implementation of pre-excavation soil sampling \$1,332.50

Professional Category 9  
Preparation of site-specific Health and Safety Plan (HSP) \$180.00

Professional Category 11  
Project management; regulatory coordination. \$300.00

Professional Category 12  
Project management; regulatory coordination. \$262.50

Technician Category 37  
CAD support \$55.00

Word Processor Category 48  
Word processing support \$140.00

**TOTAL LABOR \$2,366.00**

**EXPENSE COSTS**

Phone \$0.19

Reproduction/graphics \$1.36

Computer \$63.84

**TOTAL EXPENSES \$65.39**

**GRAND TOTAL \$2,431.39**

BANK OF AMERICA  
P. O. Box 832150  
Dallas, Texas 75283-2150  
Remittance Processing Support  
(214) 508-8670



ENTERED

26060

see attached

TR# 121000248 Acct# 4159509751 Ser# 0016179 Check Amount \$2,431.39  
TID R-3202991 Batch 2 Item 1 Batch Total \$57,558.19

DATE	03/27/2000	CHECK NUMBER	CHK0016179
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INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
012064	02/16/2000	VC000361	03/27/2000	2,431.39		2,431.39
		3-1620-2000		\$ 2431.39		
				PROJECT 3-1620-2000		
PRINT BATCH NUMBER	VENDOR CODE	PAY TO NAME	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	
82	OGDEN	OGDEN EBSC			2,431.39	

#10

Transportation Leasing Corp  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63026  
San Francisco, CA  
94163

11-24/210 (8)

DATE 03/27/2000 CHECK NUMBER CHK0016179

PAY Two thousand four hundred thirty one and 39/100 \*\*\*\*\*

TO THE ORDER OF  
OGDEN EESC  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT 2,431.39

*[Handwritten Signature]*

⑈0016179⑈ ⑆121000248⑆ 4159509751⑈ ⑆0000243139⑆

YOUR ENDORSEMENT IN THE ABOVE AREA ONLY  
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE  
FOR DEPOSITORY BANK USE ONLY

⑈0016179⑈ ⑆121000248⑆ 4159509751⑈

PLEASE PRINT  
BANK OF AMERICA, NA  
11100025 ES10 96  
03/27/00  
8210 111158  
114 06 809 0  
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TRACER # 1670  
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# OGDEN

## ENVIRONMENTAL AND ENERGY SERVICES

0 91-624 11

RECEIVED
MAR 17 2000

5510 Morehouse Drive  
 San Diego, CA 92121  
 858 458 9044  
 FAX 858 458 0943

PAGE: 1

TRANSPORTATION LEASING CO  
 ATTN: KENNETH RIES  
 DIAL CORPORATION  
 DIAL TOWER  
 PHOENIX, AZ 85077-2212

INVOICE NO. : 012162  
 INVOICE DATE: 03/14/00  
 CONTRACT NO.:  
 PROJECT NO. : 3-1620-2000

PROJECT TITLE: GREYHOUND SITE

FOR SERVICES PERFORMED THROUGH 02/25/00

TOTAL DUE PER THIS INVOICE \$ 2,006.25  
 =====

CONTRACT STATUS:

TOTAL CONTRACT AMOUNT.....	206,074.00
TOTAL INVOICED THRU 02/25/00.....	184,483.74
CONTRACT AMOUNT REMAINING.....	21,590.26

1.5% INTEREST CHARGED ON BALANCES OVER 30 DAYS

*AKL*  
 OK to pay \$ 2,006.25 by TRC  
 RE: San Diego Garage Cleanup  
 g.m. Rios  
 3-21-00

Remittance Address:  
 Ogden EESC  
 P.O. Box 840427  
 Dallas, TX 75284-0427

Wire Transfers:  
 Ogden EESC  
 Account Number: 1290918896  
 Bank of America ABA Number: 111000012

ORIGINAL



# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

5510 Morehouse Drive  
San Diego, CA 92121  
858 458 9044  
FAX 858 458 0943

PAGE: 2

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES

INVOICE NO. : 012162  
INVOICE DATE: 03/14/00  
CONTRACT NO. :  
PROJECT NO. : 3-1620-2000

## SALARY AND EXPENSE DETAIL

### PROFESSIONAL SERVICES

	Hours	RATE	Amount
PROFESSIONAL CATEGORY 2	.50	55.00	27.50
PROFESSIONAL CATEGORY 3	1.00	60.00	60.00
PROFESSIONAL CATEGORY 4	5.00	65.00	325.00
PROFESSIONAL CATEGORY 9	2.00	90.00	180.00
PROFESSIONAL CATEGORY 12	9.00	105.00	945.00
PROFESSIONAL CATEGORY 17	1.00	145.00	145.00
ADMIN/CLERICAL CATEGORY 43	.50	35.00	17.50
ADMIN/CLERICAL CATEGORY 44	1.00	40.00	40.00
WRITER/EDITOR CATEGORY 46	.50	50.00	25.00
GRAPHIC/CAD SPEC CATEGORY 47	1.50	50.00	75.00
WORD PROCESSOR CATEGORY 48	4.75	35.00	166.25
	-----		-----
	26.75		2,006.25
** Total Project	3-1620-2000		2,006.25
			=====

Remittance Address:  
Ogden EESC  
P.O. Box 840427  
Dallas, TX 75284-0427

Wire Transfers:  
Ogden EESC  
Account Number: 1290918896  
Bank of America ABA Number: 111000012

ORIGINAL

**TLC BILLING ANALYSIS FOR THE  
GREYHOUND MAINTENANCE YARD PROJECT**

**From 1/29/00 to 2/25/00**

**LABOR COSTS**

Professional Category 2 Subcontracts support	\$27.50
Professional Category 3 Assistance with implementation of pre-excavation soil sampling	\$60.00
Professional Category 4 Assistance with revision of bid package for hotspot removal	\$325.00
Professional Category 9 Preparation of site-specific Health and Safety Plan (HSP)	\$180.00
Professional Category 12 Project management; regulatory coordination	\$945.00
Professional Category 17 Technical assistance; peer review	\$145.00
Admin/Clerical Category 43 Administrative support	\$17.50
Admin/Clerical Category 44 Administrative support	\$40.00
Writer/Editor Category 46 Technical editing	\$25.00
Graphic/CAD Spec Category 47 Project coordination; CAD file review	\$75.00
Word Processor Category 48 Word processing support	\$166.25
<b>TOTAL LABOR</b>	<b>\$2,006.25</b>

**EXPENSE COSTS**

**TOTAL EXPENSES**

**\$0.00**

**GRAND TOTAL**

**\$2,006.25**



Transportation Leasing Corp  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63026  
San Francisco, CA  
94163

TT 24/210 (8)

DATE	04/10/2000	CHECK NUMBER	CHK0016184
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PAY Two thousand six and 25/100 \*\*\*\*\*

OTHER  
ORDER  
IF

OGDEN RESC  
  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT	2,006.25
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The security features on this document include...  
an artificial watermark on the reverse side...  
Production: A Series of Paper Features on the Reverse Side of the Document

⑈0016184⑈ ⑆ 21000248 ⑆ 4159509751⑈

⑈0000200625⑈

SUBSEQUENT COLLECTING BANK USE ONLY

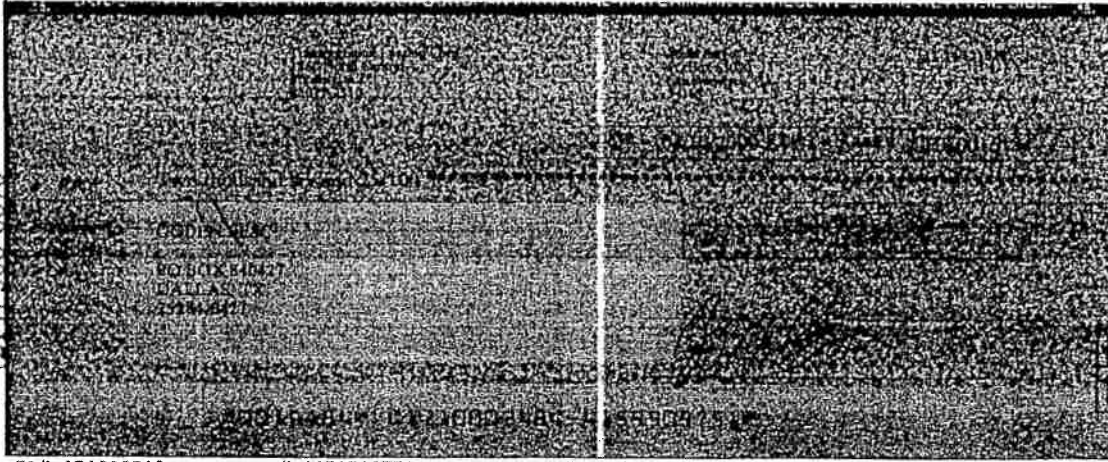
YOUR ENDORSEMENT IN THE ABOVE AREA ONLY  
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE  
FOR DEPOSITORY BANK USE ONLY

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CREDIT PAYEE ACCT  
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DATE OF DEPOSIT

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TRACER # 1474  
BANK OF AMERICA NA DAL  
11000025 E7688 99 014  
04/12/00  
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P. O. Box 832150  
 Dallas, Texas 75283-2150  
 Remittance Processing Support  
 (214) 508-8670



012162 200625  
 3-16-20-2000

ENTERED

TR# 121000248 Acct# 4159509751 Ser# 0016184 Check Amount \$2,006.25  
 TID R-3391431 Batch 1 Item 1 Batch Total \$119,549.15

DATE	04/10/2000	CHECK NUMBER	CHK0016184
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INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
012162	03/14/2000	VC000365	04/10/2000	2,006.25		2,006.25
				# 11		
PRINT BATCH NUMBER	VENDOR CODE	PAY TO NAME	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	
85	OGDEN	OGDEN EESC			2,006.25	

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

RECEIVED

APR 24 2000

5510 Morehouse Drive  
San Diego, CA 92121  
858 458 9044  
FAX 858 458 0943

PAGE: 1

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES  
DIAL CORPORATION  
DIAL TOWER  
PHOENIX, AZ 85077-2212

INVOICE NO. : 012381  
INVOICE DATE: 04/18/00  
CONTRACT NO. :  
PROJECT NO. : 3-1620-200

PROJECT TITLE: GREYHOUND SITE

FOR SERVICES PERFORMED THROUGH 03/31/00

TOTAL DUE PER THIS INVOICE

\$ 25,894.45  
=====

CONTRACT STATUS:

TOTAL CONTRACT AMOUNT.....	211,016.00
TOTAL INVOICED THRU 03/31/00.....	210,378.19
CONTRACT AMOUNT REMAINING.....	637.81

1.5% INTEREST CHARGED ON BALANCES OVER 30 DAYS

*OK for payment of \$25,894.45 by TRC  
(R E: San Diego Garage Cleanup)  
K. M. Ries  
4/24/00*

Remittance Address:  
Ogden EESC  
P.O. Box 840427  
Dallas, TX 75284-0427

Wire Transfers:  
Ogden EESC  
Account Number: 1290918896  
Bank of America ABA Number: 111000012

ORIGINAL

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

5510 Morehouse Drive  
 San Diego, CA 92121  
 858 458 9044  
 FAX 858 458 0943

PAGE: 2

TRANSPORTATION LEASING CO  
 ATTN: KENNETH RIES

INVOICE NO. : 012381  
 INVOICE DATE: 04/18/00  
 CONTRACT NO. :  
 PROJECT NO. : 3-1620-200

## SALARY AND EXPENSE DETAIL

### PROFESSIONAL SERVICES

	Hours	RATE	Amou
PROFESSIONAL CATEGORY 2	1.25	55.00	68.
PROFESSIONAL CATEGORY 3	1.25	60.00	75.
PROFESSIONAL CATEGORY 4	28.00	65.00	1,820.
PROFESSIONAL CATEGORY 5	46.50	70.00	3,255.
PROFESSIONAL CATEGORY 9	2.00	90.00	180.
PROFESSIONAL CATEGORY 10	6.00	95.00	570.
PROFESSIONAL CATEGORY 12	70.50	105.00	7,402.
PROFESSIONAL CATEGORY 12	46.50	115.00	5,347.
PROFESSIONAL CATEGORY 17	5.50	145.00	797.
TECHNICIAN CATEGORY 38	1.00	60.00	60.
ADMIN/CLERICAL CATEGORY 44	2.25	40.00	90.
WORD PROCESSOR CATEGORY 48	5.25	35.00	183.
	-----		-----
	216.00		19,850.

### EXPENSES

	Amou
SUBCONTRACTORS	289.
POSTAGE/DELIVERY	8.
REPRODUCTION/GRAPHICS	268.
COMPUTER	25.
MILEAGE	38.
MISCELLANEOUS	5,413.
	-----
	6,044.

\*\* Total Project 3-1620-2000 25,894.  
 =====

Remittance Address:  
 Ogden EESC  
 P.O. Box 840427  
 Dallas, TX 75284-0427

Wire Transfers:  
 Ogden EESC  
 Account Number: 1290918896  
 Bank of America ABA Number: 111000012

ORIGINAL

**TLC BILLING ANALYSIS FOR THE  
GREYHOUND MAINTENANCE YARD PROJECT**

**From 2/26/00 through 3/31/00**

**LABOR COSTS**

Professional Category 2 Subcontracts support	\$68.75
Professional Category 3 Field support for preexcavation soil sampling and analysis	\$75.00
Professional Category 4 Field support for preexcavation soil sampling and analysis	\$1,820.00
Professional Category 5 Engineering support; evaluation of remedial excavation bids; evaluation of vapor barrier alternatives	\$3,255.00
Professional Category 9 Engineering support; evaluation of remedial excavation bids	\$180.00
Professional Category 10 Regulatory coordination; engineering support	\$570.00
Professional Category 12 Project management; regulatory coordination; evaluation of remedial excavation bids; evaluation of vapor barrier alternatives; preparation of bid packages for soil disposal and vapor barrier design	\$12,750.00
Professional Category 17 Technical assistance; peer review; project management oversight	\$797.50
Admin/Clerical Category 38 CAD support	\$60.00
Admin/Clerical Category 44 Administrative support	\$90.00
Writer/Editor Category 48 Technical editing	\$183.75
<b>TOTAL LABOR</b>	<b>\$19,850.00</b>



**EXPENSE COSTS**

Subcontractors (utility detection in support of preexcavation work)	\$289.43
Postage/Delivery	\$8.74
Reproduction/Graphics	\$268.43
Computer	\$25.54
Mileage	\$38.36
Miscellaneous (Well abandonment permit fees)	\$5,413.95
<b>TOTAL EXPENSE COSTS</b>	<b>\$6,044.45</b>

**GRAND TOTAL** **\$25,894.45**

Dallas, Texas 752E  
Remittance Processing support  
(214) 508-8670

Transmission Learning Corp  
1810 North Central  
Phoenix, AZ  
48077-2310

Wells Fargo  
PO Box 61070  
San Francisco, CA  
94163

012381

012381 \$  
25,894.45  
3-1620-2000

726451

POSTED

DATE 05/18/2000 CHECK NUMBER CHK0016201

PAY Twenty five thousand eight hundred ninety four and 45/100

TO THE ORDER OF OGDEN EESC

AMOUNT 25,894.45

PO BOX 840427  
DALLAS, TX  
75284-0427

0016201 121000248 4159509751

TR# 121000248 Acct# 4159509751 Ser# 0016201 Check Amount \$25,894.45  
TID R-3263292 Batch 3 Item 1 Batch Total \$124,732.83

DATE 05/18/2000 CHECK NUMBER CHK0016201

INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
012381	04/18/2000	VC000377	05/18/2000	25,894.45 PROJECT 3-1620-2000		25,894.45
PRINT BATCH NUMBER 92	VENDOR CODE OGDEN	PAY TO NAME OGDEN EESC	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	25,894.45

Post-it® Fax Note 7671

Date 02-09-01 # of pages 3

To Steven Glynn From Julie

Co./Dept. Co.

Phone # Phone #

Fax # SD # 50 Fax #

#12

Address Quality (703) 711-1111 Fax (703) 711-1111

Transportation Leasing Corp.  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63020  
San Francisco, CA  
94163

11-24/1210 (8)

DATE	05/18/2000	CHECK NUMBER	CHK0016201
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PAY Twenty five thousand eight hundred ninety four and 45/100 \*\*\*\*\*

TO THE ORDER OF  
OGDEN EESC  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT	25,894.45
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*[Handwritten Signature]*

⑈0016201⑈ ⑆121000248⑆ 4159509751⑈ ⑆0002589445⑆

YOUR ENDORSEMENT IN THE ABOVE AREA ONLY  
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE

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91-624-1

RECEIVED  
MAY - 1 2000  
K. M. RIES

# County of San Diego

GARY W. ERBECK  
DIRECTOR

DEPARTMENT OF ENVIRONMENTAL HEALTH  
P.O. BOX 129261, SAN DIEGO, CA 92112-9261  
(619) 338-2222 FAX (619) 338-2088  
1-800-253-9933

RICHARD HAAS  
ASSISTANT DIRECTOR

## Voluntary Assistance Program

April 25, 2000

TRANSPORTATION LEASING COMPANY  
ATTN: KEN RIES  
1850 N CENTRAL AV  
PHOENIX, AZ 85077-

Dear ATTN: KEN RIES:

Regarding: SA/M Invoice Number: 3013  
Site ID: H14834-002  
GREYHOUND MAINTENANCE YARD (Historical Name)  
GREYHOUND LINES  
539 01ST AV  
SAN DIEGO, CA 92101-

Section 65.107(h) of the San Diego County code of Regulatory Ordinances gives the County the authority to recover costs incurred by site assessment and oversight investigations of contaminated groundwater/soil. You were previously notified that the responsible party is subject to billing for SA/M activities related to the oversight investigation of the above referenced site.

The attached invoice is for the time spent by SA/M staff on this site during the referenced billing period. The hourly rate shown on the enclosed invoice reflects the rate that was current for that billing period.

If you have any questions concerning this invoice please contact Cecilia Pilpa at (619) 338-2177.

Make checks payable to: Department of Environmental Health, County of San Diego. Return the remittance page of the enclosed invoice with your payment to:

Department of Environmental Health  
County of San Diego  
Post Office Box 129261  
San Diego, CA 92112-9261  
Attention: Cashier

Enclosure

COUNTY OF SAN DIEGO

DEPARTMENT OF ENVIRONMENTAL HEALTH  
Site Assessment and Mitigation Division (SA/M)  
P.O. BOX 129261  
San Diego, CA 92112-9261

\* \* \* I N V O I C E \* \* \*

Voluntary Assistance Program (VAP)

Invoice#: 3013 Invoice Date: 5/04/2000 Billing Period: 12/03/99 - 2/24/2000

File#: H14834-002 [SMW]

APN: 53507203

Responsible Party and Address

Site Name and Address

GREYHOUND LINES  
539 01ST AV  
SAN DIEGO, CA 92101-

ATTN: ATTN: KEN RIES  
TRANSPORTATION LEASING COMPANY  
1850 N CENTRAL AV  
PHOENIX, AZ 85077-

For County Use Only

Fund: 100100  
Account: 0122  
Department: 6230

TOTAL Hours Worked .40  
Hourly Rate \$80.00

Sub-Total \$ 32.00  
Less Initial Fee \$ 0.00  
Past Due Amount \$ 0.00  
TOTAL AMOUNT DUE \$ 32.00

PAYABLE UPON RECEIPT

Please Include This Page With Your Remittance.

Make checks payable to:

The Department of Environmental Health, County of San Diego

REMITTANCE PAGE

*OK to pay \$32.00 by T/C  
(RE: San Diego Garage Cleanup)  
Regulatory oversight  
R. M. Rios  
5/2/00*

JAS. A. GIBSON, 1852-1922  
W. E. DUNN, 1861-1925  
ALBERT CRUTCHER, 1860-1931

CENTURY CITY  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3026

ORANGE COUNTY  
4 PARK PLAZA  
IRVINE, CALIFORNIA 92614-8557

SAN DIEGO  
401 WEST A STREET  
SAN DIEGO, CALIFORNIA 92101

SAN FRANCISCO  
ONE MONTGOMERY STREET, TELESIS TOWER  
SAN FRANCISCO, CALIFORNIA 94104-4505

PALO ALTO  
1530 PAGE MILL ROAD  
PALO ALTO, CALIFORNIA 94304-1125

WRITER'S DIRECT DIAL NUMBER

(213) 229-7446

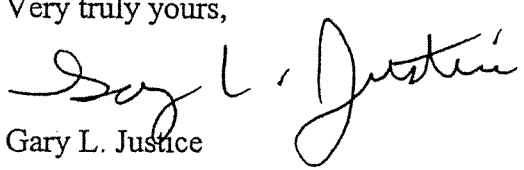
Kenneth M. Ries  
Director - Environment and Energy  
Transportation Leasing Company  
Mail Station 2212  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077-2212

Re: San Diego Property Sale

Dear Ken:

Enclosed is our statement for services rendered and disbursements incurred through the month of March 31, 2000. Please call me if you have any questions whatsoever.

Very truly yours,

  
Gary L. Justice

GLJ/trl  
Enclosure

10324987\_1.DOC

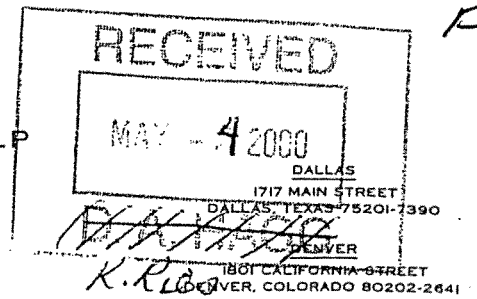
GIBSON, DUNN & CRUTCHER LLP  
LAWYERS  
A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS  
333 SOUTH GRAND AVENUE  
LOS ANGELES, CALIFORNIA 90071-3197

(213) 229-7000

TELEX: 674930 GIBTRASK LSA

FACSIMILE: (213) 229-7520

May 1, 2000



91-624-17  
NEW YORK  
200 PARK AVENUE  
NEW YORK, NEW YORK 10166-0193

WASHINGTON  
1050 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20036-5306

PARIS  
104 AVENUE RAYMOND POINCARÉ  
75116 PARIS, FRANCE

LONDON  
30/35 PALL MALL  
LONDON SW1Y 5LP

OUR FILE NUMBER

T 92442-00001

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

April 27, 2000

Invoice No. 2000040117

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

For Services Rendered and Costs/Charges Advanced Through March 31, 2000

	Services Rendered	Costs/ Charges	Totals
92442-00001 San Diego Property Sale	\$ 2,447.50	\$ 13.06	\$ 2,460.56
<b>Totals</b>	\$ 2,447.50	\$ 13.06	\$ 2,460.56
<b>CURRENT BALANCE DUE</b>			\$ 2,460.56

*Outside counsel  
OK to pay \$ 2,460.56 by TLC  
(RE: San Diego cleaning)  
K.M. Ries  
3-5-00*

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: April 27, 2000

Due and Payable Upon Receipt

Invoice No. 2000040117

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

April 27, 2000

Invoice No. 2000040117

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

For Services Rendered and Costs/Charges Advanced Through March 31, 2000

		Services Rendered	Costs/ Charges	Totals
92442-00001	San Diego Property Sale	\$ 2,447.50	\$ 13.06	\$ 2,460.56
	<b>Totals</b>	\$ 2,447.50	\$ 13.06	\$ 2,460.56
	<b>CURRENT BALANCE DUE</b>			\$ 2,460.56

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

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Invoice Date: April 27, 2000

Due and Payable Upon Receipt

Invoice No. 2000040117



Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

SAN DIEGO PROPERTY SALE  
92442-00001

---

For Services Rendered Through March 31, 2000

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
PATRICK W. DENNIS	5.50	\$ 445.00	\$ <u>2,447.50</u>
<b>Total Services</b>			\$ 2,447.50
<u>COSTS/CHARGES</u>		<u>TOTAL</u>	
IN HOUSE DUPLICATION		\$ 6.70	
TELEPHONE CHARGES		<u>6.36</u>	
<b>Total Costs/Charges</b>			<u>13.06</u>
<b>Total Services, Costs/Charges</b>			2,460.56
<b>BALANCE DUE</b>			<u>\$ 2,460.56</u>

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: April 27, 2000

Invoice No. 2000040117

**Due and Payable Upon Receipt**

SAN DIEGO PROPERTY SALE  
92442-00001

---

Detail Services:

03/20/00  
1.00 DENNIS, PATRICK W

REVIEW THE LATEST DRAFT OF THE PROPOSED REMEDIATION AGREEMENT BETWEEN TRANSPORTATION LEASING AND SAS/MORGAN. CONTINUE REVIEW OF THE REMEDIATION AGREEMENT AND TALK WITH BOB RUSSELL REGARDING TIMING OF FINALIZATION.

03/21/00  
1.10 DENNIS, PATRICK W

REVIEW THE MARCH 1 DRAFT OF THE REMEDIATION AGREEMENT AND PREPARE DRAFT LETTER FOR ROBERT RUSSELL. SEND DRAFT TO KEN RIES FOR HIS REVIEW. FINALIZE LETTER TO RUSSELL AND RESPOND TO E-MAIL REGARDING BOND QUESTION.

03/22/00  
0.50 DENNIS, PATRICK W

FINALIZE LETTER TO ROBERT RUSSELL AND SEND OUT WITH CLIENT APPROVAL.

03/23/00  
0.20 DENNIS, PATRICK W

RECEIVE MESSAGE FROM ROBERT RUSSELL AND RESPOND AND LEAVE MESSAGE WITH KEN RIES.

03/24/00  
0.10 DENNIS, PATRICK W

REVIEW REVISED DRAFT OF THE REMEDIATION AGREEMENT AND CLIENT E-MAIL REGARDING THE CONTRACT SENT BY OGDEN.

03/27/00  
2.00 DENNIS, PATRICK W

REVIEW THE SUBCONTRACT PROVIDED BY TLC AND FORWARDED FROM MGI/SAS FOR THE SOIL EXCAVATION AND SEND COMMENTS TO KEN RIES IN THE FORM OF A MEMORANDUM.

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: April 27, 2000

Invoice No. 2000040117

Due and Payable Upon Receipt

03/28/00  
0.50 DENNIS, PATRICK W

COMPLETE ANALYSIS OF THE PROPOSED  
SUBCONTRACT BETWEEN THE MGI/SAS  
DEVELOPERS AND TLC AND THE  
EXCAVATION SUBCONTRACTOR.

03/30/00  
0.10 DENNIS, PATRICK W

LEAVE DETAILED MESSAGE WITH DON  
BARRIE REGARDING STATUS OF  
CONTRACTS.

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: April 27, 2000

Invoice No. 2000040117

**Due and Payable Upon Receipt**

SAN DIEGO PROPERTY SALE  
92442-00001

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Detail Costs/Charges:

In House Duplication

03/02/00	2.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 03/02/00
03/20/00	1.90	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 03/20/00
03/22/00	0.60	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 03/22/00
03/23/00	2.10	IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 03/23/00

Telephone Charges

03/02/00	2.55	602-207-5480 03/02/00 13:55 NO PHOENIX ARIZONA
03/17/00	1.38	602-207-5722 03/17/00 09:17 NO PHOENIX ARIZONA
03/23/00	2.43	602-207-5480 03/23/00 17:22 NO PHOENIX ARIZONA

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: April 27, 2000

Invoice No. 2000040117

**Due and Payable Upon Receipt**

Transportation Leasing Corp  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63020  
San Francisco, CA  
94163

11-24/1210 (8)

DATE	05/25/2000	CHECK NUMBER	CHK0016202
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PAY Two thousand four hundred sixty and 56/100 \*\*\*\*\*

TO THE ORDER OF  
GIBSON DUNN & CRUTCHER  
DEPT #66358  
EL MONTE, CA  
91735

AMOUNT	2,460.56
--------	----------

⑈0016202⑈ ⑆121000248⑆ 4159509751⑈

⑈0000246056⑈

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05-30-00 7072380 400146039 005 43 51 213 2

REGULUS  
CREDIT TO THE ACCOUNT  
OF THE WITHIN NAMED  
PAYEE WITHOUT PREJUDICE  
LA

WFB TEMPE, AZ 05092000  
LA TRACER# 3540 PKT# 006  
⑈122101191⑈

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

May 25, 2000

Invoice No. 2000050420

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

For Services Rendered and Costs/Charges Advanced Through April 30, 2000

	Services Rendered	Costs/ Charges	Totals
92442-00001 San Diego Property Sale	\$ 178.00	\$ 0.00	\$ 178.00
<b>Totals</b>	\$ 178.00	\$ 0.00	\$ 178.00
<b>CURRENT BALANCE DUE</b>			<u>\$ 178.00</u>

*Outside counsel fees:  
OK to pay \$178.00 by THG  
(RE: San Diego cleaning)  
K.M. Ries  
5/30/00*

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: May 25, 2000

Due and Payable Upon Receipt

Invoice No. 2000050420

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

SAN DIEGO PROPERTY SALE  
92442-00001

---

For Services Rendered Through April 30, 2000

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
PATRICK W. DENNIS	0.40	\$ 445.00	\$ 178.00
<b>Total Services</b>			\$ 178.00
<b>BALANCE DUE</b>			<u>\$ 178.00</u>

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: May 25, 2000

Invoice No. 2000050420

**Due and Payable Upon Receipt**

SAN DIEGO PROPERTY SALE  
92442-00001

---

Detail Services:

04/07/00

0.30 DENNIS, PATRICK W

TALK WITH KEN RIES REGARDING THE  
LETTER RECEIVED FROM RUSSELL  
REGARDING SAMPLING FOR ADDITIONAL  
COMPOUNDS.

04/27/00

0.10 DENNIS, PATRICK W

REVIEW LETTER (NOT ENCLOSURE) FROM  
RUSSELL AND SEND E-MAIL TO KEN RIES.

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: May 25, 2000

Invoice No. 2000050420

**Due and Payable Upon Receipt**



JAS. A. GIBSON, 1852-1922  
W. E. DUNN, 1861-1925  
ALBERT CRUTCHER, 1860-1931

CENTURY CITY  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3026

ORANGE COUNTY  
4 PARK PLAZA  
IRVINE, CALIFORNIA 92614-8557

SAN DIEGO  
401 WEST A STREET  
SAN DIEGO, CALIFORNIA 92101

SAN FRANCISCO  
ONE MONTGOMERY STREET, TELESIS TOWER  
SAN FRANCISCO, CALIFORNIA 94104-4505

PALO ALTO  
1530 PAGE MILL ROAD  
PALO ALTO, CALIFORNIA 94304-1125

WRITER'S DIRECT DIAL NUMBER

(213) 229-7446

GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

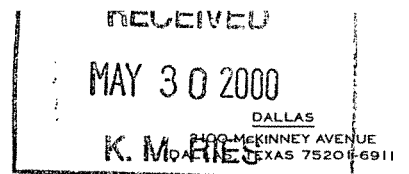
333 SOUTH GRAND AVENUE  
LOS ANGELES, CALIFORNIA 90071-3197

(213) 229-7000

TELEX: 674930 GIBTRASK LSA

FACSIMILE: (213) 229-7520

May 25, 2000



DENVER  
1801 CALIFORNIA STREET  
DENVER, COLORADO 80202-2641

NEW YORK  
200 PARK AVENUE  
NEW YORK, NEW YORK 10166-0193

WASHINGTON  
1050 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20036-5306

PARIS  
166, RUE DU FAUBOURG SAINT HONORE  
75008 PARIS, FRANCE

LONDON  
30/35 PALL MALL  
LONDON SW1Y 5LP

OUR FILE NUMBER

T 92442-00001

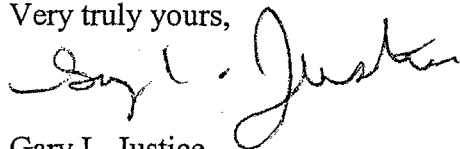
Kenneth M. Ries  
Director - Environment and Energy  
Transportation Leasing Company  
Mail Station 2212  
1850 North Central Avenue  
Phoenix, AZ 85077-2212

Re: San Diego Property Sale

Dear Ken:

Enclosed is our statement for services rendered and disbursements incurred through April 30, 2000. Please call me if you have any questions whatsoever.

Very truly yours,



Gary L. Justice

GLJ/jl  
Enclosure

10324987\_1.DOC

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

pg 12

5510 Morehouse Drive  
San Diego, CA 92121  
619 458 9044  
FAX 619 458 0943

PAGE: 1

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES  
DIAL CORPORATION  
DIAL TOWER  
PHOENIX, AZ 85077-2212

INVOICE NO. : 012695  
INVOICE DATE: 06/13/00  
CONTRACT NO. :  
PROJECT NO. : 3-1620-2000

PROJECT TITLE: GREYHOUND SITE

FOR SERVICES PERFORMED THROUGH 05/26/00

TOTAL DUE PER THIS INVOICE \$ 13,478.55  
=====

CONTRACT STATUS:

TOTAL CONTRACT AMOUNT.....	354,926.00
TOTAL INVOICED THRU 05/26/00.....	223,856.74
CONTRACT AMOUNT REMAINING.....	131,069.26

1.5% INTEREST CHARGED ON BALANCES OVER 30 DAYS

REMITTANCE ADDRESS:  
OGDEN EESC  
P.O. BOX 840427  
DALLAS, TX 75284-0427

WIRE TRANSFER:  
OGDEN EESC  
ACCOUNT NUMBER: 12910918896  
BANK OF AMERICA ABA NUMBER: 111000012

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

5510 Morehouse Drive  
San Diego, CA 92121  
619 458 9044  
FAX 619 458 0943

PAGE: 2

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES

INVOICE NO. : 012695  
INVOICE DATE: 06/13/00  
CONTRACT NO. :  
PROJECT NO. : 3-1620-2000

## SALARY AND EXPENSE DETAIL

### PROFESSIONAL SERVICES

	Hours	RATE	Amount
PROFESSIONAL CATEGORY 3	5.00	60.00	300.00
PROFESSIONAL CATEGORY 4	34.00	65.00	2,210.00
PROFESSIONAL CATEGORY 5	8.00	70.00	560.00
PROFESSIONAL CATEGORY 6	6.00	75.00	450.00
PROFESSIONAL CATEGORY 9	1.00	90.00	90.00
PROFESSIONAL CATEGORY 12	40.00	105.00	4,200.00
PROFESSIONAL CATEGORY 12	35.50	115.00	4,082.50
PROFESSIONAL CATEGORY 17	1.00	145.00	145.00
TECHNICIAN CATEGORY 38	4.00	60.00	240.00
ADMIN/CLERICAL CATEGORY 44	7.00	40.00	280.00
ADMIN/CLERICAL CATEGORY 45	1.00	45.00	45.00
GRAPHIC/CAD SPEC CATEGORY 47	.50	50.00	25.00
WORD PROCESSOR CATEGORY 48	7.25	35.00	253.75
	-----		-----
	150.25		12,881.25

### EXPENSES

	Amount
CONSULTANTS	297.94
RENTALS	52.44
PHONE	.36
POSTAGE/DELIVERY	52.44
REPRODUCTION/GRAPHICS	162.76
MILEAGE	31.36
	-----
	597.30

\*\* Total Project 3-1620-2000 13,478.55  
=====

REMITTANCE ADDRESS:  
OGDEN EESC  
P.O. BOX 840427  
DALLAS, TX 75284-0427

WIRE TRANSFER:  
OGDEN EESC  
ACCOUNT NUMBER: 12910918896  
BANK OF AMERICA ABA NUMBER: 111000012

**TLC BILLING ANALYSIS FOR THE  
GREYHOUND MAINTENANCE YARD PROJECT**

**From 4/1/00 through 05/26/00**

**LABOR COSTS**

Professional Category 3 Contracts support; project administration	\$300.00
Professional Category 4 Field support and report preparation for pre-excavation soil sampling and analysis report	\$2,210.00
Professional Category 5 Engineering support; data review	\$560.00
Professional Category 6 Engineering support; data review	\$450.00
Professional Category 9 Field preparation for monitoring well abandonment activities	\$90.00
Professional Category 12 Project management; regulatory coordination; subcontractor coordination; preparation of pre-excavation soil sampling and analysis report	\$8,282.50
Professional Category 17 Technical assistance; peer review	\$145.00
Technical Category 38 Graphics support	\$240.00
Admin/Clerical Category 44 Administrative/clerical support	\$280.00
Admin/Clerical Category 45 Word processing support	\$45.00
Admin/Clerical Category 47 CAD support	\$25.00
Writer/Editor Category 48 Word processing support; technical editing	\$253.75

**TOTAL LABOR** **\$12,881.25**

**EXPENSE COSTS**

Subcontractors (technical review/assistance with preparation of  
Amended CAP and Risk Assessment) \$297.94

Rentals (PID rental) \$52.44

Telephone \$0.36

Postage/Delivery \$52.44

Reproduction/Graphics \$162.76

Mileage \$31.36

**TOTAL EXPENSE COSTS** **\$597.30**

**GRAND TOTAL** **\$13,478.55**

Transportation Leasing Corp.  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63020  
San Francisco, CA  
94163

11-24/1210 (8)

4

DATE	07/13/2000	CHECK NUMBER	CHK0016228
------	------------	--------------	------------

PAY Thirteen thousand four hundred seventy eight and 55/100 \*\*\*\*\*

TO THE ORDER OF  
GDEN EESC  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT	13,478.55
--------	-----------

*[Handwritten Signature]*

⑈0016228⑈ ⑆ 21000248⑆ 4159509751⑈

⑈0001347855⑈

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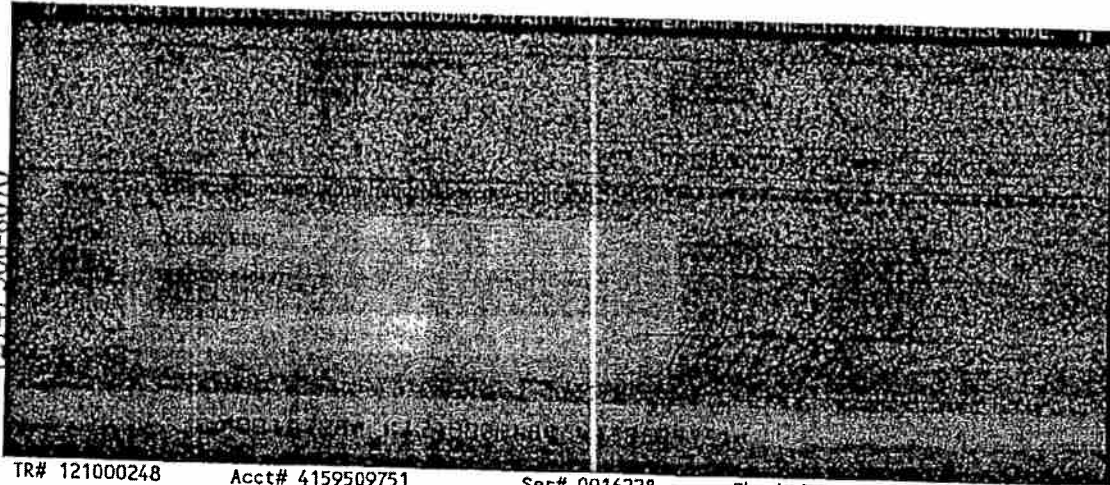
YOUR ENDORSEMENT IN THE ABOVE AREA ONLY  
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE  
FOR DEPOSITORY BANK USE ONLY

210002484  
BANK OF AMERICA, NA DAL  
11000025 E0799 90 P84  
1210-0037-4  
07/24/00

CREDIT PAYEE ACCT  
LACK THE CASH LTD.  
BANK OF AMERICA, TEXAS

0-2486  
2000072  
040427

P. O. Box 832150  
 Dallas, Texas 75283-2150  
 Lockbox Services - Dallas  
 (214) 508-8670



012695  
 + 13,478.55  
 3-1620-2000

*DLJRSD*

*DSH*

TR# 121000248 Acct# 4159509751 Ser# 0016228 Check Amount \$13,478.55  
 TID R-1358563 Batch 2 Item 5 Batch Total \$23,120.64

ENTERED JUL 25 2000  
 ENTERED JUL 25 2000

DATE	07/13/2000	CHECK NUMBER	CHK0016228
------	------------	--------------	------------

INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
012695	06/13/2000	VC000411	07/13/2000	13,478.55 PROJECT 3-1620-2000		13,478.55
PRINT BATCH NUMBER	VENDOR CODE	PAY TO NAME	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	
102	OGDEN	OGDEN EESC			13,478.55	

ENTERED JUL 25 2000

#13

# TRANSPORTATION LEASING CO.

a Viad Corp company

1850 North Central Avenue  
Phoenix, AZ 85077-2123

June 19, 2000

Mr. David Allsbrook  
Manager, Contracting and Acquisitions  
Centre City Development Corporation  
225 Broadway, Suite 1100  
San Diego, CA 92101-5074

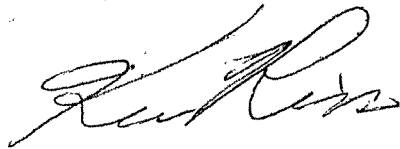
RE: Fourteenth Amendment to Geomatrix Agreement;  
Tenth Amendment to Trust Agreement;  
Ninth Amendment to Remediation Agreement

Dear Mr. Allsbrook:

Please find enclosed executed originals of the above referenced agreements. Kindly submit to us a copy after you have received all signature approvals. Also, note that we have not received any prior signed agreements after execution of remaining signature approvals. At your earliest convenience, please send our copies of those previously signed agreements.

Thank you for your consideration and cooperation to this matter.

Sincerely,



Kenneth M. Ries  
Director, Environment and Energy

KMR/dah



LEADER  
LEADER  
LEADER  
LEADER  
LEADER

**Centre City  
Development  
Corporation**

RECEIVED  
JUN 12 2000  
K. M. RIES

June 5, 2000

Mr. Kenneth Ries  
TRANSPORTATION LEASING CO.  
1850 North Central Avenue  
Phoenix, AZ 85077-2212

**SUBJECT: FOURTEENTH AMENDMENT TO GEOMATRIX AGREEMENT; TENTH  
AMENDMENT TO TRUST AGREEMENT; NINTH AMENDMENT TO  
REMEDATION AGREEMENT AND REQUEST FOR PAYMENT**

Dear Ken:

Enclosed are copies of the following documents:

- Fourteenth Amendment to Geomatrix Agreement
- Tenth Amendment to Trust Agreement
- Ninth Amendment to Remediation Agreement

Each amendment has ten signature pages. I've requested each party to sign and return all ten signature pages to me. When I have collected all of the signatures, I'll return a copy of the amendments along with the signature pages.

Please remit \$7,000 for deposit into the Trust Account for your site's share of Amendment #10.  
Your prompt attention to my request is appreciated.

Sincerely,



DAVID ALLSBROOK  
Manager, Contracting and Acquisitions

cc: Mae Alonsagay  
Louise Francis  
Cherie Buletza  
Linda Hoover

/cb

FOURTEENTH AMENDMENT TO  
AGREEMENT  
WITH  
GEOMATRIX CONSULTANTS, INC.

THIS FOURTEENTH AMENDMENT TO AGREEMENT is made by and among the Redevelopment Agency of the City of San Diego (the "Agency"); Union Oil Company of California d/b/a/ Unocal ("UNOCAL"), a California Corporation; Golden West Hotel ("Golden West"), a partnership doing business in California; Shell Oil Company ("Shell"), a Delaware Corporation doing business in California; G.T.F. Properties ("G.T.F."), a partnership doing business in California; Transportation Leasing Company ("TLC"), a California Corporation (referred to collectively herein as the "Parties"); and Geomatrix Consultants, Inc. (referred to herein as the "Consultant").

The purpose of this Fourteenth Amendment to Agreement is to increase the compensation. Article III - CONSULTANT'S COMPENSATION, Paragraph 1.0 Maximum Compensation, is hereby amended to read as follows:

**ARTICLE III. - CONSULTANT'S COMPENSATION**

1.0 Maximum Compensation

The total compensation for all services described in Sections 2.1 and 2.2 of Article I and performed pursuant to Phase I. of this Agreement, shall not exceed the sum of NINE HUNDRED EIGHTY THOUSAND FIVE HUNDRED SIXTY FOUR DOLLARS(\$980,564). Contractor shall be paid for the tasks described in Sections 2.1 through 2.1.7, 2.2.1 through 2.2.11, 2.2.12 through 2.2.15, 2.2.16 through 2.2.21, and 2.2.22 through 2.2.23, the amounts specified in Exhibit "A" and Exhibits "A-1", "A-2", "A-3", "A-4" and "A-5; however, it is understood by the Parties and the Consultant that amounts specified for any particular task may be exceeded, provided that the maximum compensation is not exceeded. Contractor shall be paid at the rates specified in Exhibit "B" attached hereto and made a part hereof, and it is understood between Consultant and the Parties that this is a time and materials contract. Rates are subject to change effective January 1 of each succeeding year. Any change is subject to a 60-day notice to the Parties and shall not exceed 5% of the previous existing individual rates.

Consultant acknowledges that the Parties are under no obligation to compensate Consultant for services described in Sections 2.1 and 2.2 of Article I rendered or expenses accrued in performing such services under this Agreement in excess of the maximum compensation for performing the services described in Sections 2.1 and 2.2 of Article I specified above. It shall be the responsibility of the Consultant to monitor its activities to ensure that the Scope of Services specified may be completed and no charges accrued

in excess of the maximum compensation for performing the services described in Sections 2.1 and 2.2 of Article I during the term of this Agreement. In the event that such work required cannot be completed within the amount specified, or it appears that the maximum compensation provided may be exceeded before the term of the Agreement expires, Consultant shall promptly notify the Project Manager in order that an extension of this Agreement, or the modification thereof, may be initiated.

Consultant agrees to be responsible for one-fifth of the first year's premium of the Contractor's Pollution Liability (Project "Wrap-Up") insurance policy identified in Article I, Paragraph 9.3. The cost of said policy is included in the Maximum Compensation for this Agreement. The Parties shall pay the balance of the first year premium, not to exceed \$21,600, which is also included in the Maximum Compensation.

IN WITNESS WHEREOF, this Fourteenth Amendment to Agreement is executed by the Parties and by Consultant.

THE REDEVELOPMENT AGENCY OF THE CITY OF SAN DIEGO

By: \_\_\_\_\_  
TODD HOOKS  
Deputy Executive Director

Date: \_\_\_\_\_

CASEY GWINN, General Counsel

By: \_\_\_\_\_  
DOUGLAS K. HUMPHREYS  
Deputy General Counsel

Date: \_\_\_\_\_

TENTH AMENDMENT  
TO  
TRUST AGREEMENT

THIS THIRD AMENDMENT TO TRUST AGREEMENT is entered into by and among the Redevelopment Agency of the City of San Diego (the "Agency"); Union Oil Company of California d/b/a Unocal ("UNOCAL"), a California Corporation; Golden West Hotel ("Golden West"), a partnership doing business in California; Shell Oil Company ("Shell"), a Delaware Corporation doing business in California; G.T.F. Properties ("G.T.F."), a partnership doing business in California; and Transportation Leasing Company ("TLC"), a California Corporation (hereinafter referred to collectively as the "Trustors"), and the Agency (hereinafter referred to as the "Trustee").

The purpose of this Tenth Amendment to Trust Agreement is to increase the contribution by the Trustors. Paragraph 3.2 is hereby amended to read as follows:

3.2 Additional Payments to the Trust Fund. Under the Remediation Agreement, additional assessments of Future Shared Costs may be approved by vote of the Parties. Each Party has withdrawal rights under certain circumstances, which include withdrawal upon approval of an additional assessment. The Trustors may make additional contributions to the Trust Fund in amounts determined to be necessary, consistent with the Remediation Agreement, to maintain sufficient assets to fund the Work and to satisfy the purpose of this Trust Agreement as set forth in Section 2 herein. The Trust Fund shall be comprised of all contributions and all interest earned on the investment of the Trust Fund. The Trustors hereby increase the total contribution to the Trust Agreement to Six Hundred Ninety Five Thousand Dollars (\$695,000).

IN WITNESS OF its Agreement to be bound by this Trust Agreement and its acceptance of the duties of Trustee, the undersigned has executed this Agreement on the date indicated.

IN WITNESS WHEREOF, the Trustors have executed this Tenth Amendment to Trust Agreement on the dates indicated.

REDEVELOPMENT AGENCY OF THE CITY OF  
SAN DIEGO

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: Deputy Executive Director

UNION OIL COMPANY OF CALIFORNIA

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

GOLDEN WEST HOTEL

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

SHELL OIL COMPANY

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

G.T.F. PROPERTIES

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

TRANSPORTATION LEASING COMPANY

Dated: 6-19-00

By: 

Its: VICE PRES. - GEN. COUNSEL

CASEY GWINN, GENERAL COUNSEL

By: \_\_\_\_\_

Allisyn Thomas  
Deputy City Attorney

NINTH AMENDMENT  
TO  
REMEDIATION AGREEMENT

THIS NINTH AMENDMENT TO REMEDIATION AGREEMENT is entered into by and among the Redevelopment Agency of the City of San Diego (the "Agency"); Union Oil Company of California d/b/a Unocal ("UNOCAL"), a California corporation; Golden West Hotel ("Golden West"), a partnership doing business in California; Shell Oil Company ("Shell"), a Delaware corporation doing business in California; G.T.F. Properties ("G.T.F."), a partnership doing business in California; and Transportation Leasing Company ("TLC"), a California corporation (referred to collectively herein as the "Parties"), in consideration of the following facts:

The purpose of this Ninth Amendment to the Remediation Agreement is to increase the contribution by the Parties to the Remediation Agreement. Paragraph I.H. is hereby added to read as follows:

H. The Parties hereto each agree to increase their respective contributions to the Trust Fund in an amount of Five Thousand Dollars (\$5,000). The total contribution by each Party shall not exceed Two Hundred Fifty Thousand Seven Hundred Fifty Dollars (\$250,750).

IN WITNESS WHEREOF, the Parties have executed this Ninth Amendment to the Remediation Agreement as of the date first written below.

REDEVELOPMENT AGENCY OF THE CITY OF  
SAN DIEGO

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: Deputy Executive Director

UNION OIL COMPANY OF CALIFORNIA

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

GOLDEN WEST HOTEL

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

SHELL OIL COMPANY

Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

G.T.F. PROPERTIES


Dated: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

TRANSPORTATION LEASING COMPANY

Dated: 6-19-00

By:  \_\_\_\_\_

Its: VICE PRES. - GEN. COUNSEL

CASEY GWINN, GENERAL COUNSEL

By: \_\_\_\_\_

Douglas K. Humphreys  
Deputy City Attorney





LAW DEPARTMENT  
MEMORANDUM



to Jo Noel - 2310

from Ken M. Ries  
Sta. 2212

file no:

writer's extension

fax 602.207-5480

subject

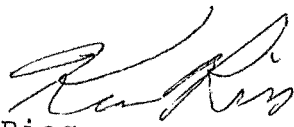
Disbursement Request and  
Attachments

date June 15, 2000

Attached for payment processing are:

1. Disbursement Request in the amount of \$7,000.00.
2. Letter dated June 5, 2000 acting as the invoice, and
3. Cover letter dated June 25, 2000 to transmit check.

Kindly return a copy of the issued check prior to mailing. Thank you.

  
Ken Ries  
KMR/dah  
Attachments

# TRANSPORTATION LEASING CO.

a Viad Corp company

1850 North Central Avenue  
Phoenix, AZ 85077-2123

June 25, 2000

Mr. David Allsbrook  
Manager, Contracting and Acquisitions  
Centre City Development Corporation  
225 Broadway, Suite 1100  
San Diego, CA 92101-5074

RE: Marina Redevelopment Area

Dear Mr. Allsbrook:

Please find enclosed a check in the amount of \$7,000.00. This check is for payment of our portion of the Trust Account deposit and per copy of the attached letter dated June 5, 2000, regarding the above referenced matter.

Sincerely,



Kenneth M. Ries  
Director, Environment and Energy

KMR/dah

DATE 06/26/2000 CHECK NUMBER CHK0016221

INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
AMENDMENT 10 SH	06/22/2000	VC000402	06/26/2000	7,000.00		7,000.00
				SHARE OF AMENDMENT #10		
PRINT BATCH NUMBER	VENDOR CODE	PAY TO NAME	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	
100	CENTRE	CENTRE CITY DEVELOPMENT CORPOR				7,000.00

*TLC Sand  
CCDC assessment  
6/27/09*

**DOCUMENT HAS A COLORED BACKGROUND. AN ARTIFICIAL WATERMARK IS PRESENT ON THE REVERSE SIDE.**

Transportation Leasing Corp.  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63020  
San Francisco, CA  
94163

11-24/1210 (8)

DATE 06/26/2000 CHECK NUMBER CHK0016221

PAY Seven thousand and no/100 \*\*\*\*\*

TO THE ORDER OF CENTRE CITY DEVELOPMENT CORPORATION  
225 BROADWAY, SUITE 1100  
SAN DIEGO, CA  
92101-5074

AMOUNT 7,000.00

*[Handwritten Signature]*

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

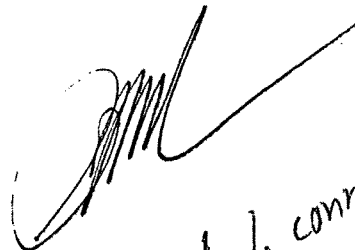
June 6, 2000

Invoice No. 2000060243

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

**For Services Rendered and Costs/Charges Advanced Through May 31, 2000**

	Services Rendered	Costs/ Charges	Totals
92442-00001 San Diego Property Sale	\$ 44.50	\$ 1.60	\$ 46.10
<b>Totals</b>	\$ 44.50	\$ 1.60	\$ 46.10
<b>CURRENT BALANCE DUE</b>			\$ 46.10

  
outside consol.  
AK to pay \$46.10 by TZC  
(RE: San Diego Cleanup Proj.)  
K.M. Ries  
7/6/00

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: June 6, 2000

Invoice No. 2000060243

**Due and Payable Upon Receipt**

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

June 6, 2000

Invoice No. 2000060243

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

**For Services Rendered and Costs/Charges Advanced Through May 31, 2000**

	Services Rendered	Costs/ Charges	Totals
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<b>Totals</b>	\$ 44.50	\$ 1.60	\$ 46.10
<b>CURRENT BALANCE DUE</b>			\$ 46.10

*outside consol.  
OK to pay \$46.10 by TLC  
(RE: San Diego Cleanup Proj.)  
K.M. Ries  
7/6/00*

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: June 6, 2000

**Due and Payable Upon Receipt**

Invoice No. 2000060243

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

SAN DIEGO PROPERTY SALE  
92442-00001

---

For Services Rendered Through May 31, 2000

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
PATRICK W. DENNIS	0.10	\$ 445.00	\$ 44.50
<b>Total Services</b>			<b>\$ 44.50</b>
<u>COSTS/CHARGES</u>		<u>TOTAL</u>	
IN HOUSE DUPLICATION		\$ 1.60	
<b>Total Costs/Charges</b>			<b>1.60</b>
<b>Total Services, Costs/Charges</b>			<b>46.10</b>
<b>BALANCE DUE</b>			<b>\$ 46.10</b>

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: June 6, 2000

Invoice No. 2000060243

**Due and Payable Upon Receipt**

SAN DIEGO PROPERTY SALE  
92442-00001

---

Detail Services:

05/22/00  
0.10 DENNIS, PATRICK W

EXCHANGE MESSAGES WITH KEN RIES  
REGARDING RECORDING THE REMEDIATION  
AGREEMENT WITH THE CHAIN OF TITLE.

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: June 6, 2000

Invoice No. 2000060243

**Due and Payable Upon Receipt**

SAN DIEGO PROPERTY SALE  
92442-00001

---

Detail Costs/Charges:

In House Duplication

05/25/00

1.60

IN HOUSE DUPLICATION CHARGE VIA EQUITRAC - 05/25/00

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: June 6, 2000

Invoice No. 2000060243

**Due and Payable Upon Receipt**



GIBSON, DUNN & CRUTCHER LLP  
LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

333 SOUTH GRAND AVENUE  
LOS ANGELES, CALIFORNIA 90071-3197

(213) 229-7000

TELEX: 674930 GIBTRASK LSA

FACSIMILE: (213) 229-7520

June 27, 2000

JUL -5 2000

DALLAS  
K.M. RIES  
2100 MCKINNEY AVENUE  
DALLAS, TEXAS 75201-6911

DENVER

1801 CALIFORNIA STREET  
DENVER, COLORADO 80202-2641

NEW YORK

200 PARK AVENUE  
NEW YORK, NEW YORK 10166-0193

WASHINGTON

1050 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20036-5306

PARIS

166, RUE DU FAUBOURG SAINT HONORE  
75008 PARIS, FRANCE

LONDON

30/35 PALL MALL  
LONDON SW1Y 5LP

OUR FILE NUMBER

T 92442-00001

JAS. A. GIBSON, 1852-1922  
W. E. DUNN, 1861-1925  
ALBERT CRUTCHER, 1860-1931

CENTURY CITY

2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3026

ORANGE COUNTY

4 PARK PLAZA  
IRVINE, CALIFORNIA 92614-8557

SAN DIEGO

401 WEST A STREET  
SAN DIEGO, CALIFORNIA 92101

SAN FRANCISCO

ONE MONTGOMERY STREET, TELESIS TOWER  
SAN FRANCISCO, CALIFORNIA 94104-4505

PALO ALTO

1530 PAGE MILL ROAD  
PALO ALTO, CALIFORNIA 94304-1125

WRITER'S DIRECT DIAL NUMBER

(213) 229-7446

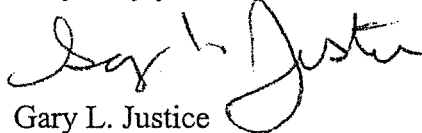
Kenneth M. Ries  
Director - Environment and Energy  
Transportation Leasing Company  
Mail Station 2212  
1850 North Central Avenue  
Phoenix, AZ 85077-2212

Re: San Diego Property Sale

Dear Ken:

Enclosed is our statement for services rendered and disbursements incurred through May 31, 2000. Please call me if you have any questions.

Very truly yours,

  
Gary L. Justice

GLJ/jl  
Enclosure

10393644\_1.DOC

P. O. Box 832150  
Dallas, Texas 75283-2150

DOCUMENT HAS A COLORED BACKGROUND. AN ARTIFICIAL WATERMARK IS PRESENT ON THE REVERSE SIDE.

1400 North Central  
Phonix AZ  
8077-2318

Wells Fargo  
PO Box 63010  
San Francisco, CA  
94163

DATE 08/14/2000 CHECK NUMBER CHK0016238

THIRTEEN THOUSAND ONE HUNDRED FIFTY TWO AND 29/100

PAY TO THE ORDER OF  
OGDEN:EESC  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT \$13,152.29

012996  
\$13,152.29  
3-1620-2000  
DIWRSD

TR# 121000248 Acct# 4159509751 Ser# 0016238 Check Amount \$13,152.29  
TID R-1189973 Batch 2 Item 5 Batch Total \$121,919.85

ENTERED AUG 22 2000

DATE	08/14/2000	CHECK NUMBER	CHK0016238
------	------------	--------------	------------

INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
012996	07/16/2000	VC000421	08/14/2000	13,152.29 PROJECT 3-1620-2000		13,152.29
PRINT BATCH NUMBER	VENDOR CODE	PAY TO NAME	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	
108	OGDEN	OGDEN EESC			13,152.29	

# 14

Transportation Leasing Corp  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63020  
San Francisco, CA  
94163

11-24/121018

5

DATE 08/14/2000 CHECK NUMBER CHK0016238

PAY TO THE ORDER OF Thirteen thousand one hundred fifty two and 29/100 \*\*\*\*\*

TO THE ORDER OF  
DUGDEN EESC  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT 13,152.29

*J. Craig Berto*  
*J. Nelson*

⑈0016238⑈ ⑆121000248⑆ 4159509751⑈

⑈0001315229⑈

SUBSEQUENT COLLECTING BANK USE ONLY

FOR DEPOSITORY BANK USE ONLY  
YOUR ENDORSEMENT IN THE ABOVE AREA ONLY  
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE

123000247  
08222000 PKT. 006  
TRACER # 1344

BANK OF AMERICA, NA DAL  
111000025 E6191 90 P19  
08/21/00

⑆111000025⑆  
CREDIT PRICE ACCT  
LACK OF END. GTD. 99  
BANK OF AMERICA (TEXAS)

⑆00000007⑆ 07301077⑆

⑆00000000⑆  
⑆00000000⑆  
⑆00000000⑆  
⑆00000000⑆

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

RECEIVED

AUG 21 2000

K.M. RIES

5510 Morehouse Drive  
San Diego, CA 92121  
858 458 9044  
FAX 858 458 0943

PAGE: 1

TRANSPORTATION LEASING CO  
ATTN: KENNETH RIES  
DIAL CORPORATION  
DIAL TOWER  
PHOENIX, AZ 85077-2212

INVOICE NO. : 013136  
INVOICE DATE: 08/15/00  
CONTRACT NO.:  
PROJECT NO. : 3-1620-20

PROJECT TITLE: GREYHOUND SITE

FOR SERVICES PERFORMED THROUGH 07/28/00

TOTAL DUE PER THIS INVOICE \$ 22,660.44  
=====

CONTRACT STATUS:

TOTAL CONTRACT AMOUNT.....	354,926.00
TOTAL INVOICED THRU 07/28/00.....	259,669.47
CONTRACT AMOUNT REMAINING.....	95,256.53

1.5% INTEREST CHARGED ON BALANCES OVER 30 DAYS

*[Handwritten signature]*  
OK to pay 22,660.44 by TLC  
(RE: San Diego cleanup)  
K.M. Ries  
8/21/00

Remittance Address:  
Ogden EESC  
P.O. Box 840427  
Dallas, TX 75284-0427

Wire Transfers:  
Ogden EESC  
Account Number: 1290918896  
Bank of America ABA Number: 111000

ORIGINAL

# OGDEN ENVIRONMENTAL AND ENERGY SERVICES

5510 Morehouse Drive  
 San Diego, CA 92121  
 858 458 9044  
 FAX 858 458 0943

PAGE: 2

TRANSPORTATION LEASING CO  
 ATTN: KENNETH RIES

INVOICE NO. : 013136  
 INVOICE DATE: 08/15/00  
 CONTRACT NO.:  
 PROJECT NO. : 3-1620-20

## SALARY AND EXPENSE DETAIL

### PROFESSIONAL SERVICES

	Hours	RATE	Amc
PROFESSIONAL CATEGORY 5	55.25	70.00	3,867
PROFESSIONAL CATEGORY 9	56.00	90.00	5,040
PROFESSIONAL CATEGORY 12	68.25	105.00	7,166
PROFESSIONAL CATEGORY 12	19.00	115.00	2,185
PROFESSIONAL CATEGORY 17	7.50	145.00	1,087
TECHNICIAN CATEGORY 38	12.00	60.00	720
ADMIN/CLERICAL CATEGORY 44	1.75	40.00	70
WORD PROCESSOR CATEGORY 48	3.00	35.00	105
	-----		-----
	222.75		20,241

### EXPENSES

	Amc
MATERIALS & SUPPLIES	12
PHONE	51
POSTAGE/DELIVERY	16
REPRODUCTION/GRAPHICS	249
OUTSIDE LABORATORY	1,965
MILEAGE	44
MISCELLANEOUS	79
	-----
	2,416

\*\* Total Project 3-1620-2000 22,660  
 =====

Remittance Address:  
 Ogden EESC  
 P.O. Box 840427  
 Dallas, TX 75284-0427

Wire Transfers:  
 Ogden EESC  
 Account Number: 1290918896  
 Bank of America ABA Number: 1110000

ORIGINAL

**TLC BILLING ANALYSIS FOR THE  
GREYHOUND MAINTENANCE YARD PROJECT**

From 7/1/00 through 7/28/00

**LABOR COSTS**

Professional Category 5 Field supervision of monitoring well abandonment activities; preparation of vapor barrier specifications and request for proposal (RFP)	\$3,867.50
Professional Category 9 Field supervision of additional soil sampling in support of Soil Reuse Plan Revision No. 3	\$5,040.00
Professional Category 12 Project management; regulatory coordination; subcontractor and personnel coordination/scheduling; preparation of Soil Reuse Workplan Revision No. 3; preparation of vapor barrier specifications and RFP	\$7,166.25
Professional Category 17 Technical assistance with preparation of Soil Reuse Workplan No. 3; senior review of vapor barrier specifications and RFP	\$1,087.50
Technical Category 38 Graphics support for preparation of Soil Reuse Workplan No. 3	\$720.00
Admin/Clerical Category 44 Administrative/clerical support	\$70.00
Writer/Editor Category 48 Word processing and technical editing support	\$105.00
<b>TOTAL LABOR</b>	<b>\$20,241.25</b>

**EXPENSE COSTS**

Materials and supplies	\$12.16
Telephone	\$51.42
Postage/delivery	\$16.82
Reproduction/graphics	\$249.25
Outside laboratory	\$1,965.82
Mileage	\$44.27
Miscellaneous (boring permit fees)	\$79.45
<b>TOTAL EXPENSE COSTS</b>	<b>\$2,419.19</b>

**GRAND TOTAL**

**\$22,660.44**

# LAW DEPARTMENT MEMORANDUM



to  
Stuart Meislik

from  
Ken Ries

file no:

writer's extension

fax 602.207-5480

subject

Environmental Claim  
TLC-San Diego, CA

date

September 1, 2000

Thank you for offering to assist on current TLC environmental matters.

I would appreciate your assistance in the near future on a recent claim against TLC/GLI and Shell, requesting reimbursement of \$585,077.40 in alleged environmental costs associated with the development of a property adjacent to a former GLI site in San Diego. For your background, attached are copies of the correspondence, which shows the position we continue to take that this is not a TLC responsibility.

TLC has been remediating and continues to remediate the former GLI maintenance garage site in San Diego, as a TLC obligation without GLI involvement. The recent claim is by the developer of the adjacent property who claims migration of contamination onto the developer's site from the former GLI maintenance garage site and/or from a former Shell gas station site that has already been remediated.

When this matter first surfaced in 1999 we accepted no responsibility for it and advised them to contact GLI instead. GLI reportedly told the developer this was not a GLI responsibility because it related to the environmental remediation TLC was already performing. The developer then elected to proceed with doing whatever it needed on environmental work on its site and defer to later any cost recovery from parties responsible for this cost. Since then the developer has added Shell as another party responsible for their environmental costs.

There was a 1998 agreement between GLI and TLC further clarifying TLC is not responsible for environmental matters discovered after 3-1-92 and we are searching archived files for a copy of that agreement. It only further clarified the 1991 Claims Treatment Agreement to that effect.

When we hear back from the claimant I will let you know and we can then discuss an appropriate response then. One action we want to consider is to file a letter with GLI to serve notice of our demand for indemnity in this matter. We can discuss that when we locate a copy of the 1998 GLI/TLC agreement.

A handwritten signature in black ink, appearing to read "Ken Ries".

Ken Ries

Enclosures



# DISBURSEMENT REQUEST

COMPANY Viad Corp

RETURN CHECK TO \_\_\_\_\_

STATION \_\_\_\_\_ PHONE \_\_\_\_\_

ISSUE  CHECK  CASH TO:

DATE Aug. 23, 2000

AMOUNT \$ 432.00

NAME Department of Environmental Health		
ADDRESS County of San Diego		
CITY	STATE	ZIP

PAYMENT FOR	ACCOUNT NO.	AMOUNT	
San Diego Clean-up of:			
Greyhound Maintenance Yard			
Greyhound Lines			
539 1st Ave.			
San Diego, CA 92101		432	00
TOTAL		432	00

*D,*  
*Check request*  
*TLC-San Diego KR*

*[Signature]*  
REQUESTED BY

*[Signature]*  
APPROVED BY

RECEIVED BY \_\_\_\_\_

# LAW DEPARTMENT MEMORANDUM



to Jo Noel - 0814

from Ken M. Ries  
Sta. 2212

file no:

writer's extension

fax 602.207-5480


subject Disbursement Request and  
Attachments

date August 23, 2000

Attached for payment processing are:

1. Disbursement Request in the amount of \$432.00.
2. Invoice dated August 22, 2000, and
3. Cover letter dated August 31, 2000 to transmit check.

Kindly return a copy of the issued check prior to mailing. Thank you.

  
Ken Ries  
KMR/dah  
Attachments

# TRANSPORTATION LEASING CO.

a Viad Corp company

1850 North Central Avenue  
Phoenix, AZ 85077

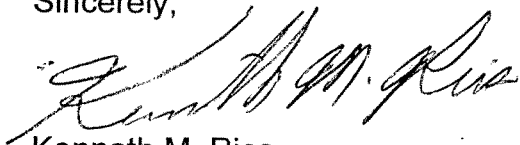
August 31, 2000

Department of Environmental Health  
County of San Diego  
P.O. Box 129261  
San Diego, CA 92112-9261  
ATTENTION: Cashier

Re: Greyhound Maintenance Yard

Pursuant to your invoice dated August 22, 2000, enclosed is our check in the amount of \$432.00 for payment of the above referenced matter.

Sincerely,



Kenneth M. Ries  
Director  
Environment and Energy

/dah  
Enclosure



# County of San Diego

GARY W. ERBECK  
DIRECTOR

DEPARTMENT OF ENVIRONMENTAL HEALTH  
P.O. BOX 129261, SAN DIEGO, CA 92112-9261  
(619) 338-2222 FAX (619) 338-2088  
1-800-253-9933

RICHARD HAAS  
ASSISTANT DIRECTOR

## Voluntary Assistance Program

August 8, 2000

TRANSPORTATION LEASING COMPANY  
ATTN: KEN RIES  
1850 N CENTRAL AV  
PHOENIX, AZ 85077-

*KR 8/14/00*  
*INVOICE*

Dear ATTN: KEN RIES:

Regarding: SA/M Invoice Number: 3117  
Site ID: H14834-002  
GREYHOUND MAINTENANCE YARD (Historical Name)  
GREYHOUND LINES  
539 01ST AV  
SAN DIEGO, CA 92101-

Section 65.107(h) of the San Diego County code of Regulatory Ordinances gives the County the authority to recover costs incurred by site assessment and oversight investigations of contaminated groundwater/soil. You were previously notified that the responsible party is subject to billing for SA/M activities related to the oversight investigation of the above referenced site.

The attached invoice is for the time spent by SA/M staff on this site during the referenced billing period. The hourly rate shown on the enclosed invoice reflects the rate that was current for that billing period.

If you have any questions concerning this invoice please contact Cecilia Pilpa at (619) 338-2177.

Make checks payable to: Department of Environmental Health, County of San Diego. Return the remittance page of the enclosed invoice with your payment to:

Department of Environmental Health  
County of San Diego  
Post Office Box 129261  
San Diego, CA 92112-9261  
Attention: Cashier

Enclosure

*"Environmental and public health through leadership, partnership and science"*

THE COUNTY OF SAN DIEGO

DEPARTMENT OF ENVIRONMENTAL HEALTH  
 Site Assessment and Mitigation Division (SA/M)  
 P.O. BOX 129261  
 San Diego, CA 92112-9261

\* \* \* I N V O I C E \* \* \*

Voluntary Assistance Program (VAP)

Invoice#: 3117 Invoice Date: 8/22/200 Billing Period: 2/25/2000 - 6/29/2000

File#: H14834-002 [SMW]

APN: 53507203

Responsible Party and Address

Site Name and Address

GREYHOUND LINES  
 539 01ST AV  
 SAN DIEGO, CA 92101-

ATTN: ATTN: KEN RIES  
 TRANSPORTATION LEASING COMPANY  
 1850 N CENTRAL AV  
 PHOENIX, AZ 85077-

\* \* Itemization of Staff Hours by Reference Number \* \*

REF #	Work Date	Hours	Activity
158	3/08/00	00.5	HAZARD EVALUATION
375	3/27/00	00.2	HAZARD EVALUATION
1109	5/30/00	00.3	HAZARD EVALUATION
1194	6/02/00	00.6	PUBLIC CONSULTATION
1198	6/06/00	00.3	HAZARD EVALUATION
1267	6/13/00	01.0	HAZARD EVALUATION
1342	6/26/00	01.1	HAZARD EVALUATION
1345	6/26/00	00.4	PUBLIC CONSULTATION
1347	6/29/00	00.5	HAZARD EVALUATION
1348	6/29/00	00.5	PUBLIC CONSULTATION

PLEASE RETAIN THIS PAGE FOR YOUR RECORDS.

For County Use Only

Fund: 100100  
 Account: 0122  
 Department: 6230

TOTAL Hours Worked	5.40
Hourly Rate	\$80.00
Sub-Total \$	432.00
Less Initial Fee \$	0.00
Past Due Amount \$	0.00
TOTAL AMOUNT DUE \$	432.00

PAYABLE UPON RECEIPT

COUNTY OF SAN DIEGO

DEPARTMENT OF ENVIRONMENTAL HEALTH  
Site Assessment and Mitigation Division (SA/M)  
P.O. BOX 129261  
San Diego, CA 92112-9261

\* \* \* I N V O I C E \* \* \*

Voluntary Assistance Program (VAP)

Invoice#: 3117 Invoice Date: 8/22/2000 Billing Period: 2/25/2000 - 6/29/2000

File#: H14834-002 [SMW]

APN: 53507203

Responsible Party and Address

Site Name and Address

ATTN: ATTN: KEN RIES

GREYHOUND LINES

TRANSPORTATION LEASING COMPANY

539 01ST AV

1850 N CENTRAL AV

SAN DIEGO, CA 92101-

PHOENIX, AZ 85077-

For County Use Only

Fund: 100100

Account: 0122

Department: 6230

TOTAL Hours Worked 5.40

Hourly Rate \$80.00

Sub-Total \$ 432.00

Less Initial Fee \$ 0.00

Past Due Amount \$ 0.00

TOTAL AMOUNT DUE \$ 432.00

PAYABLE UPON RECEIPT

Please Include This Page With Your Remittance.

Make checks payable to:

The Department of Environmental Health, County of San Diego

REMITTANCE PAGE

F

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

August 30, 2000

Invoice No. 2000083472

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

**For Services Rendered and Costs/Charges Advanced Through July 31, 2000**

	Services Rendered	Costs/ Charges	Totals
92442-00001 San Diego Property Sale	\$ 231.50	\$ 0.00	\$ 231.50
<b>Totals</b>	\$ 231.50	\$ 0.00	\$ 231.50
<b>CURRENT BALANCE DUE</b>			\$ 231.50

OK  
Jdy

Outside Counsel fees  
OK to pay \$231.50 by TLC  
(RE: San Diego Cleanup)  
R/M. Ries  
9/6/00

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: August 30, 2000

**Due and Payable Upon Receipt**

Invoice No. 2000083472

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

SAN DIEGO PROPERTY SALE  
92442-00001

---

For Services Rendered Through July 31, 2000

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
PATRICK W. DENNIS	0.30	\$ 445.00	\$ 133.50
AMY GULLISH	0.70	140.00	<u>98.00</u>
<b>Total Services</b>			\$ 231.50
<b>BALANCE DUE</b>			<u>\$ 231.50</u>

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: August 30, 2000

Invoice No. 2000083472

**Due and Payable Upon Receipt**



SAN DIEGO PROPERTY SALE  
92442-00001

---

Detail Services:

07/03/00

0.30 DENNIS, PATRICK W

TALK WITH DON BARRIE REGARDING THE  
RECORDATION OF THE AGREEMENT. TALK  
WITH AMY GULLISH AND OUTLINE THE  
ISSUES FOR RECORDATION.

0.70 GULLISH, AMY

PHONE CALL TO SAN DIEGO COUNTY  
RECORDER REGARDING FILING  
REMEDATION AGREEMENT (.30); PHONE  
CALL TO DON BARNE AT TRANSPORTATION  
LEASING REGARDING FILING OF  
REMEDATION AGREEMENT WITH COURTY  
RECORDER (.40).

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

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Invoice Date: August 30, 2000

**Due and Payable Upon Receipt**

Invoice No. 2000083472

GIBSON, DUNN & CRUTCHER LLP  
333 South Grand Avenue  
Los Angeles, California 90071

Federal Taxpayer ID #95-1611234

August 30, 2000

Invoice No. 2000083472

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Transportation Leasing Company  
Kenneth M. Ries  
Director  
1850 North Central Avenue  
Phoenix, AZ 85077

**For Services Rendered and Costs/Charges Advanced Through July 31, 2000**

		Services Rendered	Costs/ Charges	Totals
92442-00001	San Diego Property Sale	\$ 231.50	\$ 0.00	\$ 231.50
	<b>Totals</b>	\$ 231.50	\$ 0.00	\$ 231.50
	<b>CURRENT BALANCE DUE</b>			\$ 231.50

Please Remit To:

GIBSON, DUNN & CRUTCHER LLP, DEPARTMENT 0723, LOS ANGELES, CALIFORNIA 90084-0723

Please enclose the remittance copy of this invoice with your payment in the enclosed Reply Envelope to ensure proper credit.

Please note that payments received after the invoice date are not reflected.

Invoice Date: August 30, 2000

Invoice No. 2000083472

**Due and Payable Upon Receipt**

RECEIVED  
SEP -5 2000  
DALLAS  
K. M. RIES  
1301 DOWNEY AVENUE  
DALLAS, TEXAS 75201-6911

GIBSON, DUNN & CRUTCHER LLP

LAWYERS

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
INCLUDING PROFESSIONAL CORPORATIONS

333 SOUTH GRAND AVENUE  
LOS ANGELES, CALIFORNIA 90071-3197

(213) 229-7000

TELEX: 674930 GIBTRASK LSA

FACSIMILE: (213) 229-7520

August 31, 2000

JAS. A. GIBSON, 1852-1922  
W. E. DUNN, 1861-1925  
ALBERT CRUTCHER, 1860-1931

CENTURY CITY  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067-3026

ORANGE COUNTY  
4 PARK PLAZA  
IRVINE, CALIFORNIA 92614-8557

SAN DIEGO  
401 WEST A STREET  
SAN DIEGO, CALIFORNIA 92101

SAN FRANCISCO  
ONE MONTGOMERY STREET, TELESIS TOWER  
SAN FRANCISCO, CALIFORNIA 94104-4505

PALO ALTO  
1530 PAGE MILL ROAD  
PALO ALTO, CALIFORNIA 94304-1125

WRITER'S DIRECT DIAL NUMBER

(213) 229-7446

DENVER  
1801 CALIFORNIA STREET  
DENVER, COLORADO 80202-2641

NEW YORK  
200 PARK AVENUE  
NEW YORK, NEW YORK 10166-0193

WASHINGTON  
1050 CONNECTICUT AVENUE, N.W.  
WASHINGTON, D.C. 20036-5306

PARIS  
166, RUE DU FAUBOURG SAINT HONORE  
75008 PARIS, FRANCE

LONDON  
30/35 PALL MALL  
LONDON SW1Y 5LP

OUR FILE NUMBER

T 92442-00001

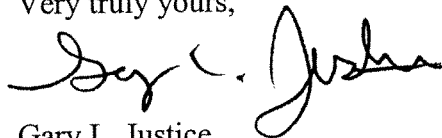
Kenneth M. Ries  
Director - Environment and Energy  
Transportation Leasing Company  
Mail Station 2212  
1850 North Central Avenue  
Phoenix, AZ 85077-2212

Re: San Diego Property Sale

Dear Ken:

Enclosed is our statement for services rendered and disbursements incurred through July 31, 2000. Please call me if you have any questions.

Very truly yours,



Gary L. Justice

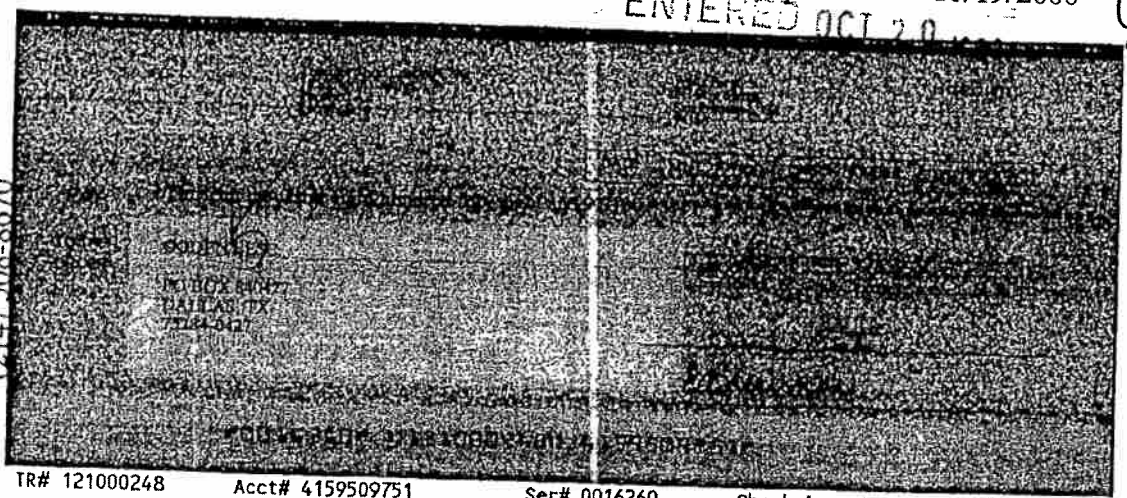
GLJ/jl  
Enclosure

10414778\_1.DOC



ENTERED OCT 20 01 2000 **DESRS**

**BANK OF AMERICA**  
 P. O. Box 832150  
 Dallas, Texas 75283-2150  
 Lockbox Services - Dallas  
 (214) 508-8670



013324  
 \$13,858.97  
 3-1620-2000

*DSB*

TR# 121000248 Acct# 4159509751 Ser# 0016260 Check Amount \$13,858.97  
 TID R-1010593 Batch 1 Item 23 Batch Total \$358,081.87

DATE	10/12/2000	CHECK NUMBER	CHK0016260
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INVOICE NUMBER	INVOICE DATE	VOUCHER NUMBER	VOUCHER DUE DATE	GROSS AMOUNT	DISCOUNT	NET AMOUNT
013324	09/12/2000	VC000443	10/12/2000	13,858.97 PROJECT 3-1620-2000		13,858.97
PRINT BATCH NUMBER 116	VENDOR CODE OGDEN	PAY TO NAME OGDEN EESC	GROSS TOTAL	DISCOUNT TOTAL	NET TOTAL	13,858.97

Transportation Leasing Corp  
1850 North Central  
Phoenix, AZ  
85077-2310

Wells Fargo  
PO Box 63020  
San Francisco, CA  
94163

11-24/1210 (8)



DATE 10/12/2000 CHECK NUMBER CHK0016260

PAY TO THE ORDER OF

Thirteen thousand eight hundred fifty eight and 97/100 \*\*\*\*\*

OGDEN EESC  
PO BOX 840427  
DALLAS, TX  
75284-0427

AMOUNT 13,858.97

*Dean Buta*  
*E. Newman*

⑈0016260⑈ ⑆121000248⑆ 4159509751⑈ ⑆0001385897⑆

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10/19/00  
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CREDIT PAYEE ACCT  
LACK OF END. GTD. 0A  
BANK OF AMERICA (TEXAS)

CA 10192000 BANK OF AMERICA, NA DAL  
PKT. 006 11100025 E1608 90 P-10  
122105278 10/19/00

⑆122105278⑆

PH 5356R (8/99) 128652

YOUR ENDORSEMENT IN THE ABOVE AREA ONLY  
DO NOT SIGN, WRITE OR STAMP BELOW THIS LINE  
FOR DEPOSITORY BANK USE ONLY

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DAL-040427  
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