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SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF MERCED

**PEOPLE OF THE STATE OF
CALIFORNIA EX REL THE STATE
WATER RESOURCES CONTROL
BOARD,**

Plaintiff,

v.

**TA OPERATING LLC; HPT TA
PROPERTIES TRUST; and PETRO
TRAVEL PLAZA LLC,**

Defendants.

Case No. CV001267.
**[Proposed] FIRST AMENDED FINAL
CONSENT JUDGMENT AND
PERMANENT INJUNCTION**

Judge: The Honorable Carol Ash
Action Filed: August 2, 2010

PERMANENT INJUNCTION

1. DEFINITIONS

1.1. Except where otherwise expressly defined in this First Amended Judgment, all terms shall be interpreted consistent with Chapter 6.7 of Division 20 of the California Health and Safety Code and Title 23, Division 3, Chapter 16 of the California Code of Regulations (“the UST Regulations”).

1.2. “Certified Unified Program Agency” or “CUPA” is an agency certified by the Secretary of the California Environmental Protection Agency pursuant to the requirements of Chapter 6.11 of the Health and Safety Code and California Code of Regulations, Title 27, to implement certain State environmental programs within the agency’s jurisdiction. “CUPA” includes any Participating Agency (as defined at Health and Safety Code section 25501(e)(2)) or Unified Program Agency (as defined at Health and Safety Code section 25501(e)(3)).

1.3. “Covered Facilities” means the UST facilities that are owned and/or operated by one or more of the TravelCenters Entities and that are identified in Exhibit A (attached hereto), as may be amended by agreement of the Parties.

1.4. “Local Agency” means the local agency authorized, pursuant to Health and Safety Code section 25283, to implement certain provisions of Chapter 6.7 of the Health and Safety Code.

1.5. “Immediately” means directly and without undue delay.

1.6. “Promptly” means as soon as reasonably practicable.

1.7. “Suspended Penalty Conduct” shall mean a violation of one or more of the provisions identified in Paragraph 2.37 through 2.37.r. below.

2. INJUNCTIVE TERMS

Pursuant to the provisions of Health and Safety Code section 25299.01, but subject to the termination provisions of Paragraph 16 below, upon approval and entry of this First Amended Judgment by the Court, each of the TravelCenters Entities, with respect to the Covered Facilities, is enjoined to comply with Chapter 6.7 of Division 20 of the Health and Safety Code, the UST Regulations pertaining to UST systems, and the related permits and orders issued pursuant to the

1 above-referenced statutes and regulations. Specifically, each of the TravelCenters Entities is
2 enjoined to comply with the following requirements at each of the Covered Facilities:

3 2.1. USTs installed pursuant to Health and Safety Code sections 25290.1, 25290.2 and
4 25291 shall be constructed such that the secondary containment shall prevent structural
5 weakening as a result of contact with any released hazardous substances, and shall also be
6 capable of storing hazardous substances for the maximum anticipated period of time necessary for
7 the recovery of any released hazardous substance, as required by Health and Safety Code sections
8 25290.1(c)(2), 25290.2(c)(2), and 25291(a)(2).

9 2.2. USTs installed pursuant to Health and Safety Code sections 25290.1 and 25290.2
10 shall have secondary containment that is constructed, operated, and maintained to prevent water
11 intrusion into the system by precipitation, infiltration, or surface runoff, in accordance with
12 Health and Safety Code sections 25290.1(c)(3) and 25290.2(c)(3). USTs installed pursuant to
13 Health and Safety Code section 25291 shall contain a means of monitoring for water intrusion
14 and for removing the water by the owner or operator if water could enter into the secondary
15 containment by precipitation or infiltration, in accordance with Health and Safety Code section
16 25291(e).

17 2.3. USTs shall be equipped with an overflow prevention system, as required by Health and
18 Safety Code sections 25290.1(f), 25290.2(e), 25291(c), 25292(d), and 25292.1(a), and the overflow
19 prevention system shall not allow for manual override, as required by Title 23, California Code of
20 Regulations section 2635(b)(2).

21 2.4. Training for employees at each Covered Facility shall be conducted by the designated
22 UST operator, as required by Title 23, California Code of Regulations section 2715(f). A list of
23 employees who have been trained by the designated UST operator and the dates of their hiring
24 and training shall be maintained and provided to the Local Agency upon request, as required by
25 Title 23, California Code of Regulations section 2715(f)(3).

26 2.5. Evidence of financial responsibility shall be maintained at all times, as required by
27 Health and Safety Code section 25292.2.

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1 2.6. Notifications shall be made to the Local Agency of any changes in the usage of any
2 UST at a covered facility within thirty (30) calendar days, including but not limited to, storage of
3 new hazardous substances (as that term is defined in Health and Safety Code section 25281(h)),
4 and changes in monitoring procedures, as required by Health and Safety Code section 25286(a).
5 Notification shall also be made if there has been any unauthorized release, as required by Health
6 and Safety Code section 25294 and 25295.

7 2.7. Monthly UST system inspections shall be performed by a designated UST operator
8 and the results of the monthly inspection shall be recorded in a monthly inspection report, as
9 required by Title 23, California Code of Regulations section 2715(c).

10 2.8. Underground pressurized piping that conveys a hazardous substance shall be
11 equipped with an automatic line leak detector, as required by Health and Safety Code sections
12 25290.1(h), 25290.2(g), 25291(f), 25292(e) and Title 23, California Code of Regulations sections
13 2636(f)(2) and 2643(c)(1).

14 2.9. UST piping that is not secondarily contained that conveys hazardous substances
15 under pressure shall be monitored using either an annual 0.1 gallon per hour test, or a monthly 0.2
16 gallon per hour test, as required by Title 23, California Code of Regulations section 2643(c).

17 2.10. When a UST operating permit is issued to one or more of the TravelCenters Entities
18 as the owner of the UST, the TravelCenters Entities to whom the permit is issued shall enter into
19 a written agreement with the operator requiring the operator to monitor the underground storage
20 tank; maintain appropriate records; and implement reporting procedures as required by any
21 applicable permit, as required by Health and Safety Code section 25284(a)(3) and Title 23,
22 California Code of Regulations section 2620(b).

23 2.11. All monitoring programs shall include a release response plan in accordance with the
24 requirements of Title 23, California Code of Regulations sections 2632(d)(2), 2634(e), and
25 2641(h).

26 2.12. Secondary containment testing shall be conducted in accordance with the
27 requirements of Title 23, California Code of Regulations section 2637.

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1 2.13. The UST monitoring system shall be capable of detecting an unauthorized release
2 from any portion of the underground storage system at the earliest possible opportunity, as
3 required by Health and Safety Code sections 25290.1(d), 25290.2(d), 25291(b) and 25292(a) and
4 Title 23, California Code Regulations section 2630(d) and 2641(a). The TravelCenters Entities
5 shall properly install and place all leak-detecting sensors so that each is capable of detecting a
6 leak at the earliest possible opportunity as required by California Code of Regulations, Title 23,
7 including, but not limited to, section 2630(d). The TravelCenters Entities Promptly shall replace
8 or repair any sensor that, for any reason, becomes incapable of detecting a leak at the earliest
9 possible opportunity.

10 2.14. USTs shall be equipped with a spill container that will collect any hazardous
11 substances spilled during product delivery operations to prevent the hazardous substance from
12 entering the subsurface environment, as required by Health and Safety Code section 25284.2 and
13 Title 23, California Code of Regulations section 2635(b)(1).

14 2.15. UST systems shall be monitored using the method specified on the operating permit,
15 as required by Health and Safety Code section 25293, and Title 23, California Code of
16 Regulations sections 2632(b), 2634(b) and 2641(a).

17 2.16. Updated and approved monitoring plans and accurate plot plans/site maps shall be
18 maintained on-site at each Covered Facility. These plans/maps shall be consistent with the UST
19 monitoring systems and monitoring equipment employed at each Covered Facility, as required by
20 Title 23, California Code of Regulations sections 2632(b) and (d), 2634(d), 2641(g) and (h), and
21 2712(i).

22 2.17. Cathodic protection testing shall be performed every three years for all USTs
23 constructed of steel, as required by Title 23, California Code of Regulations section 2635(a)(2).

24 2.18. Accurate and current UST information shall be maintained on Unified Program
25 Consolidated Forms, as required by Health and Safety Code section 25286(a) and Title 23,
26 California Code of Regulation section 2711(a).

27 2.19. All double-walled UST systems shall be equipped with continuous monitoring and all
28 single-walled UST systems shall be equipped and monitored using a quantitative release detection

1 method listed in, and as required by Health and Safety Code sections 25290.1(d), 25290.2(d),
2 25291(b) and Title 23, California Code of Regulations section 2643(b).

3 2.20. Written records of monitoring, testing, repairing, and closure shall be maintained as
4 required by Health and Safety Code section 25293 and Title 23 California Code of Regulations
5 sections 2712(b) and 2715(e) and (f).

6 2.21. USTs shall be maintained so that the primary and secondary containment is "product
7 tight," as required by Health and Safety Code sections 25290.1(c), 25290.2(c) and 25291(a)(1).

8 2.22. All monitoring equipment shall be maintained and certified every twelve months, as
9 required by Title 23, California Code of Regulations sections 2638 and 2641(j).

10 2.23. USTs installed pursuant to Health and Safety Code section 25292 shall be
11 quantitatively monitored, and UST systems installed pursuant to Health and Safety Code sections
12 25290.1, 25290.2 and 25291 shall be continuously monitored to ensure that the UST systems are
13 able to detect the entry of liquid or vapor phase of hazardous substances from the primary into the
14 secondary containment or water intrusion into the secondary containment, as required by Health
15 and Safety Code sections 25290.1(d), 25290.2(d) and 25291(b).

16 2.24. Notification shall be made to the Local Agency of any change of designated UST
17 operator(s) no later than thirty (30) calendar days after the change, as required by Title 23,
18 California Code of Regulations section 2715(a).

19 2.25. Enhanced leak detection testing shall be conducted in accordance with the
20 requirements of Health and Safety Code sections 25292.4 and 25292.5 and Title 23, California
21 Code of Regulations section and 2644.1.

22 2.26. The monitoring system shall have an audible and visual alarm, as required by Title
23 23, California Code of Regulations sections and 2632(c)(2)(B) and 2636(f)(1).

24 2.27. The TravelCenters Entities shall ensure that only a "Service Technician" shall
25 remove, reposition, adjust or replace any leak-detecting sensor. "Service Technician" shall have
26 the same meaning as that term is defined in California Code of Regulations, Title 23, section
27 2611, and shall include any individual who installs or tests monitoring equipment, or provides
28 maintenance, service, system programming or diagnostics, calibration or trouble-shooting for

1 UST system components, and who meets the requirements contained in California Code of
2 Regulations, Title 23, section 2715(i).

3 2.28. Unless required for maintenance or repair, no employee or agent of any of the
4 TravelCenters Entities shall remove, reposition, adjust, replace or otherwise tamper with any
5 sensor that is part of a functioning UST system such that the sensor is not capable of detecting a
6 leak at the earliest possible opportunity, in violation of California Code of Regulations, Title 23,
7 section 2630(d).

8 2.29. In the event that corrective work is required to address the cause of the alarm, the
9 TravelCenters Entities shall complete the work Promptly, consistent with all applicable legal
10 requirements, including the acquisition of any permits or authorizations required by local
11 authorities as a precondition for performing the work. Nothing in this First Amended Judgment
12 exempts any of the TravelCenters Entities from complying with any and all regulations and any
13 applicable local ordinances and permitting requirements. Further, nothing in this First Amended
14 Judgment exempts any of the TravelCenters Entities from any requirements for reporting,
15 recording or responding to unauthorized releases of hazardous substances.

16 2.30. Each of the TravelCenters Entities shall Immediately upon entry of this First
17 Amended Judgment, continue to maintain a program that standardizes the descriptions and
18 method of recording alarms and responses to alarms. As part of the program, as further described
19 in Paragraph 2.31, each of the TravelCenters Entities shall require their respective employees to
20 take annual refresher courses on proper alarm recording and response as required by California
21 Code of Regulations, Title 23, section 2715(f).

22 2.31. In the event the UST monitoring system at a Covered Facility registers an alarm, each
23 of the TravelCenters Entities shall respond appropriately as required by California Code of
24 Regulations, Title 23, including, but not limited to, section 2712. Where the alarm indicates a
25 potential release of product, or a failure of the UST monitoring system, each of the TravelCenters
26 Entities shall document in writing in a Facility Alarm Log, the date and time of the alarm
27 contemporaneously with its occurrence, noting what specific piece of equipment went into alarm;
28 the cause of the alarm; and the action taken to address the cause of the alarm. Where the alarm

1 indicates a potential release of product to the environment, each of the TravelCenters Entities
2 Immediately shall inspect the UST system and take all necessary actions to prevent a release.
3 Where a product "overflow alarm" occurs, in addition to undertaking any other required response,
4 each of the TravelCenters Entities Promptly shall notify the delivery driver and the delivery
5 company of the overflow. The Facility Alarm Log shall be maintained on-site at the Covered
6 Facilities and shall be made available for review upon request by the Local Agencies or any other
7 regulatory agency with jurisdiction over the Covered Facilities.

8 2.32. Each of the TravelCenters Entities shall at all times ensure that test boots or other
9 termination fittings or couplings at turbine sumps, transition sumps and other piping sumps are
10 properly placed so that the secondary piping drains to a monitored sump as required by California
11 Code of Regulations, Title 23, section 2636(c).

12 2.33. Each of the TravelCenters Entities shall, in any permit application submitted pursuant
13 to California Code of Regulations, Title 23, section 2711, provide complete and accurate
14 information including, but not limited to, the name of the owner and operator of the UST systems
15 at the Covered Facilities and the permit requirements of California Health and Safety Code
16 section 25284.

17 2.34. Within thirty (30) calendar days after the entry of this First Amended Judgment, each
18 of the TravelCenters Entities shall provide written notice of the terms of this First Amended
19 Judgment, in a document to be prepared by TravelCenters Entities and approved by the State
20 Water Board, to: (a) each Designated UST Operator for each of the Covered Facilities; (b) to the
21 individual designated as the TravelCenters Entities' Environmental Compliance Manager
22 pursuant to Paragraphs 2.35, 2.36 and 3.4, below (the "Amendment Notice"). The Amendment
23 Notice shall provide for a signed acknowledgment of receipt by the Designated UST Operators
24 and Environmental Compliance Manager and the signed acknowledgment shall be provided to the
25 State Water Board and retained by the TravelCenters Entities for five years after entry of the
26 Initial Judgment. In addition, the Amendment Notice shall be included as part of the training
27 materials provided to relevant TravelCenters' Entities employees as part of required UST training
28 at the Covered Facilities.

1 2.35. For a period of five (5) years after February 20, 2014, TA Operating LLC shall
2 employ and maintain a corporate officer or employee knowledgeable in the California
3 environmental laws that are applicable to the USTs at the Covered Facilities as an
4 “Environmental Compliance Manager.” The Environmental Compliance Manager’s
5 responsibilities shall include the responsibility to manage the TravelCenters Entities’ compliance
6 with the terms in this First Amended Judgment. The duties of the Environmental Compliance
7 Manager shall also include collecting and maintaining copies of all written advisements of
8 violation and documentation of any unauthorized releases of product or hazardous substances,
9 including, but not limited to, Notices of Violation (“NOVs”) and inspection reports issued or
10 prepared by a Local Agency or other regulatory entity, relating to the Covered Facilities, for a
11 period of five (5) years from the date of entry of the Initial Judgment and to assess the
12 TravelCenters Entities’ compliance with applicable laws and regulations, to advise the
13 TravelCenters Entities’ personnel on compliance with all applicable environmental laws and
14 regulations, and to correct any noted deficiencies or violations. TA Operating LLC shall have the
15 right to retain a third-party contractor to perform all or part of the responsibilities set forth in this
16 First Amended Judgment, in lieu of having such responsibilities performed by a corporate officer
17 or employee. If TA Operating LLC elects to retain a third-party contractor to perform all or part
18 of the responsibilities set forth in this First Amended Judgment, TA Operating LLC shall remain
19 responsible for the actions of said contractor and shall not otherwise be relieved of the
20 requirements set forth in this First Amended Judgment. The Environmental Compliance Manager
21 may not be the same person, contractor or entity that the TravelCenters Entities use to meet UST
22 monitoring and testing regulatory requirements under Chapter 6.7 of Division 20 of the California
23 Health and Safety Code and the UST Regulations.

24 2.36. Until five (5) years after the entry of the Initial Judgment, which was February 20,
25 2014, the TravelCenters Entities’ Environmental Compliance Manager shall continue to submit to
26 the State Water Board, an annual status report (hereinafter “Status Report”) describing the
27 TravelCenters Entities’ program for compliance with the terms of the First Amended Judgment
28 and the implementation of such compliance program, any material change made to the program in

1 the preceding year, any NOV issued to the TravelCenters Entities for the Covered Facilities, any
2 actions taken in response to such NOV, and any penalties paid by the TravelCenters Entities with
3 respect to such NOV. Each Status Report shall contain a summary of, and include as attachments
4 thereto, all annual monitoring system certifications, including monitoring panel printouts,
5 secondary containment testing reports, tank lining inspection reports, cathodic protection testing
6 reports, monthly Designated Operator ("DO") inspection reports, and CUPA inspections
7 performed at each facility in California. Each such annual Status Report shall be signed by the
8 TravelCenters Entities' Environmental Compliance Manager, or other management representative
9 of the TravelCenters Entities, under penalty of perjury. Each annual Status Report shall contain
10 the following certification:

11 "To the best of my knowledge, based on information and belief and after reasonable
12 investigation, I declare (or certify) under penalty of perjury that the information contained
13 in or accompanying this submission is true, accurate, and complete. I am aware that there
14 are civil and criminal penalties for submitting false information."

15 **2.37. Suspended Penalty Conduct**

16 The following shall constitute Suspended Penalty Conduct for which the TravelCenters
17 Entities will be subject to the Suspended Penalties set forth in Paragraph 3.3 below.

18 2.37.a. Failure to conduct periodic testing of secondary containment UST
19 systems in accordance with the requirements of Title 23, California Code of Regulations section
20 2637.

21 2.37.b. For UST systems installed pursuant to Health and Safety Code sections
22 25290.1 and 25290.2, failure to have secondary containment that is constructed, operated and
23 maintained to prevent water intrusion into the UST systems in accordance with the requirements
24 of Health and Safety Code sections 25290.1(c)(3) and 25290.2(c)(3). For UST systems installed
25 pursuant to Health and Safety Code section 25291, failure to provide a means of monitoring for
26 water intrusion and for removing the water by the owner or operator if water could enter into the
27 secondary containment, in accordance with Health and Safety Code section 25291(e).

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1 2.37.c. Failure to maintain USTs so that primary and secondary containment is
2 “product tight,” in accordance with Health and Safety Code sections 25290.1(c), 25290.2(c) and
3 25291(a).

4 2.37.d. Failure to equip underground pressurized piping that conveys a hazardous
5 substance with an automatic line leak detector, in accordance with Health and Safety Code
6 sections 25290.1(h), 25290.2(g), 25291(f), 25292(e) and Title 23, California Code of Regulations
7 sections 2636(f)(2) and 2643(c)(1).

8 2.37.e. Failure to equip all double-walled UST systems with continuous
9 monitoring and to equip and monitor single-walled UST systems using a quantitative release
10 detection method listed in, and as required by Health and Safety Code sections 25290.1(d),
11 25290.2(d), 25291(b) and Title 23, California Code of Regulations section 2643(b) and/or failure
12 to maintain written records of such monitoring in accordance with the requirements specified in
13 Title 23, California Code of Regulations section 2712(b).

14 2.37.f. Failure to maintain and certify every twelve months all UST system
15 monitoring equipment, in accordance with Title 23, California Code of Regulations sections 2638
16 and 2641(j).

17 2.37.g. Failure to equip UST monitoring systems with an audible and visible
18 alarm, in accordance with Title 23, California Code of Regulations sections 2632(c)(2)(B) and
19 2636(f)(1).

20 2.37.h. Tampering with or otherwise disabling automatic leak detection devices
21 or alarms so they are not capable of detecting a leak at the earliest possible opportunity, in
22 violation of California Code of Regulations, Title 23, section 2630(d), except as authorized by
23 Health and Safety Code section 25299(i).

24 2.37.i. For USTs installed pursuant to Health and Safety Code sections 25290.1,
25 25290.2 and 25291, the failure to construct secondary containment to prevent structural
26 weakening as a result of contact with any released hazardous substances, and/or failure to
27 construct secondary containment capable of storing hazardous substances for the maximum
28 anticipated period of time necessary for the recovery of any released hazardous substance, as

1 required by Health and Safety Code sections 25290.1(c)(2), 25290.2(c)(2) and 25291(a)(2). In
2 administering the UST Regulations, the State Water Board considers under dispenser containment
3 ("UDC") to be part of the secondary containment that is required by Health and Safety Code
4 section 25290.1(c), 25290.2(c) and 25291(a). While Travel Centers Entities reserve the right to
5 contest this interpretation in future State Water Board enforcement actions not based on the First
6 Amended Judgement, Travel Centers Entities nevertheless agree that for purposes of the Second
7 Stipulation and this First Amended Judgment, the failure of secondary containment due to a UDC
8 failure is Suspended Penalty Conduct for which the Travel Centers Entities shall be subject to the
9 Suspended Penalties set forth in Paragraph 3.3 below, provided that the other requirements for
10 collecting Suspended Penalties have been met under the terms of this First Amended Judgment.
11 Further, in administering the UST Regulations, the State Water Board interprets Health and
12 Safety Code section 25290.1(c), 25290.2(c) and 25291(a) as requiring that all USTs have
13 secondary containment that is constructed, operated and maintained in such a manner that the
14 UST system will pass secondary containment testing. While the Travel Centers Entities reserve
15 the right to contest this interpretation in future State Water Board enforcement actions not based
16 on the First Amended Judgment, the Travel Centers Entities nevertheless agree that for purposes
17 of the Second Stipulation and this First Amended Judgment, the failure of secondary containment
18 testing shall be Suspended Penalty Conduct for which the Travel Centers Entities will be subject
19 to the Suspended Penalties set forth in Paragraph 3.3 below, provided that the other requirements
20 for collecting Suspended Penalties have been met under the terms of this First Amended
21 Judgment. In the event of a failure of secondary containment testing, and where the
22 TravelCenters Entities reasonably determine that a release to the environment is unlikely to occur
23 as a result of the failures, the TravelCenters Entities may continue the operation of the UST
24 system for a reasonable time if it is safe to do so and until repairs are made, unless otherwise
25 directed by the Local Agency. A reasonable time for the UST system to be repaired and retested
26 for purposes of this First Amended Judgment is within thirty (30) calendar days of the testing
27 failure. Failure to repair and retest a UST system that has previously failed a secondary
28 containment test within thirty (30) calendar days of the testing failure shall be subject to the

1 Suspended Penalty Conduct provisions of paragraph 3.3. The State Water Board, in its sole
2 discretion, may extend this thirty (30) day period if permits or other approvals from the Local
3 Agency are required for the repairs or if the repairs otherwise cannot reasonably be expected to be
4 completed within thirty (30) days provided that the following conditions are met: (1) within seven
5 (7) calendar days of initial testing failure, the TravelCenters Entities shall provide written notice
6 to the State Water Board of any testing failures that may reasonably be expected to require a
7 permit from the Local Agency or otherwise require more than thirty (30) calendar days to repair
8 ("Initial Test Failure Notification"); (2) the TravelCenters Entities shall Promptly provide written
9 notice to the State Water Board of any reasonably anticipated or actual changes in the timeline set
10 forth in the Initial Test Failure Notification; and (3) the TravelCenters Entities shall Promptly
11 notify the State Water Board when repairs subject to an Initial Test Failure Notification have been
12 completed. The notice described in the preceding sentence of this paragraph 2.37.i. shall be
13 accomplished by email to designated State Water Board employees. Prior to entry of this First
14 Amended Judgment, the State Water Board shall provide the TravelCenters Entities with the
15 names, titles and email addresses of the persons to receive such email notice. The State Water
16 Board may amend the list of persons to receive such email notice under this paragraph 2.37.i. by
17 providing the TravelCenters Entities and its legal counsel with notice of such amendments
18 pursuant to the notice provisions of paragraph 14 of this First Amended Judgment.

19 2.37.j. Failure to provide an overfill prevention system, as required by Health
20 and Safety Code section 25290.1(f), 25290.2(e), 25291(c), 25292(d), and 25292.1(a), and/or the
21 failure to have an overfill prevention system that does not allow for manual override, as required
22 by Title 23, California Code of Regulations section 2635(b)(2).

23 2.37.k. Failure to have UST piping that conveys hazardous substances under
24 pressure that is not secondarily contained and that is monitored using either an annual 0.1 gallon
25 per hour test, or a monthly 0.2 gallon per hour test, as required by Title 23, California Code of
26 Regulations section 2643(c).

27 2.37.l. Failure to have a UST monitoring system that is capable of detecting an
28 unauthorized release from any portion of the underground storage system at the earliest possible

1 opportunity, as required by Health and Safety Code sections 25290.1(d), 25290.2(d), 25291(b)
2 and 25292(a) and Title 23, California Code Regulations section 2630(d) and 2641(a).

3 2.37.m. Failure to equip USTs with a spill container that will collect any
4 hazardous substances spilled during product delivery operations to prevent the hazardous
5 substance from entering the subsurface environment, and to annually test the spill container as
6 required by Health and Safety Code section 25284.2 and Title 23, California Code of Regulations
7 section 2635(b)(1).

8 2.37.n. Failure to perform cathodic protection testing every three years for all
9 USTs constructed of steel, as required by Title 23, California Code of Regulations section
10 2635(a)(2).

11 2.37.o. Failure to have USTs installed pursuant to Health and Safety Code
12 section 25292 to be quantitatively monitored and/or failure to have UST systems installed
13 pursuant to Health and Safety Code sections 25290.1, 25290.2 and 25291 to be continuously
14 monitored to ensure that the UST systems are able to detect the entry of liquid or vapor phase of
15 hazardous substances from the primary into the secondary containment or water intrusion into the
16 secondary containment, as required by Health and Safety Code sections 25290.1(d), 25290.2(d)
17 and 25291(b).

18 2.37.p. Failure to conduct enhanced leak detection testing in accordance with the
19 requirements of Health and Safety Code sections 25292.4 and 25292.5 and Title 23, California
20 Code of Regulations section and 2644.1.

21 2.37.q. Failure to ensure that only a "Service Technician" shall remove,
22 reposition, adjust or replace any leak-detecting sensor. "Service Technician" shall have the same
23 meaning as that term is defined in California Code of Regulations, Title 23, section 2611, and
24 shall include any individual who installs or tests monitoring equipment, or provides maintenance,
25 service, system programming or diagnostics, calibration or trouble-shooting for UST system
26 components, and who meets the requirements contained in California Code of Regulations, Title
27 23, section 2715(i).

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2.37.r. Failure to ensure that test boots or other termination fittings or couplings at turbine sumps, transition sumps and other piping sumps are properly placed so that the secondary piping drains to a monitored sump as required by California Code of Regulations, Title 23, section 2636(c).

3. PAYMENT FOR CIVIL PENALTIES AND INVESTIGATION AND ENFORCEMENT COSTS

3.1. In conjunction with the entry of the Initial Judgment and this First Amended Judgment, the TravelCenters Entities, jointly and severally, are liable for a total of FOUR MILLION, EIGHT HUNDRED THOUSAND DOLLARS (\$4,800,000.00) in civil penalties and costs as set forth in Paragraphs 3.2 through 3.5, and 22.2, below.

3.2. **Cash Civil Penalties:** Within thirty (30) calendar days of entry of the Initial Judgment, the TravelCenters Entities timely paid the State Water Board a total of ONE MILLION DOLLARS (\$1,000,000.00) in civil penalties under Chapter 6.7 of Division 20 of the Health and Safety Code and the UST Regulations. Within thirty (30) calendar days of entry of this First Amended Judgment, the TravelCenters Entities shall collectively pay to the State Water Board an additional FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) in civil penalties under Chapter 6.7 of Division 20 of the Health and Safety Code and the UST Regulations for Suspended Penalty Conduct violations identified in Exhibit D. This payment shall be made by check, payable to the State Water Board's "State Water Pollution Cleanup and Abatement Account." These funds may be used by the State Water Board, at its discretion, to fund activities associated with the investigation and/or enforcement of UST requirements, including those codified at Chapter 6.7 of the California Health and Safety Code and the UST Regulations, and the investigation and/or protection of the Underground Storage Tank Cleanup Fund. These activities may include, but are not limited to, training State and local enforcement staff, hiring State enforcement staff, expert witness support, and criminal investigation development and support.

1 **3.3. Suspended Penalties:**

2 3.3.a. Of the TravelCenters Entities' total liability of FOUR MILLION EIGHT
3 HUNDRED THOUSAND DOLLARS (\$4,800,000.00), as of entry of this First Amended
4 Judgment, FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) shall be suspended on the
5 conditions that: (1) the TravelCenters Entities comply with their payment obligations of cash civil
6 penalties as set forth in Paragraph 3.2, and (2) the TravelCenters Entities do not engage in any
7 Suspended Penalty Conduct specified in Paragraph 2.37 through 2.37.r. for a period of five (5)
8 years from February 20, 2014, the date of entry of the Initial Judgment.

9 3.3.b. If the State Water Board determines that one or more of the TravelCenters
10 Entities have engaged in any Suspended Penalty Conduct set forth in Paragraphs 2.37.a through
11 2.37.r. above, and the Suspended Penalty Conduct has been ongoing for at least thirty (30)
12 calendar days or had occurred for a period of thirty (30) or more calendar days, then the State
13 Water Board shall serve a Notice of Alleged Suspended Penalty Conduct (the "Notice of
14 Suspended Penalty") on the TravelCenters Entities. The Notice of Suspended Penalty shall
15 include the following information: (1) the specific act or omission that constituted the alleged
16 Suspended Penalty Conduct; (2) the dates of the alleged Suspended Penalty Conduct; and (3) if
17 required, the proposed action(s) that the TravelCenters Entities must take to correct the alleged
18 Suspended Penalty Conduct.

19 3.3.c. The State Water Board may, consistent with Paragraph 3.3.g below, initiate a
20 new enforcement action and seek any appropriate relief as authorized by law, including, but not
21 limited to, injunctive relief and the assessment and collection of civil penalties pursuant to Health
22 and Safety Code section 25299, and/or serve a Notice of Suspended Penalty as herein provided
23 and move the Court by noticed motion to assess and collect suspended civil penalties as provided
24 in Paragraphs 3.3 and 17. In any proceeding to assess and collect suspended civil penalties
25 pursuant to Paragraph 3.3, the State Water Board shall have the burden to prove by the
26 preponderance of evidence that one or more of the TravelCenters Entities engaged in the alleged
27 Suspended Penalty Conduct and the number of days over which the alleged Suspended Penalty
28 Conduct continued. The TravelCenters Entities shall retain all of their rights to contest the State

1 Water Board's claim that one or more of the TravelCenters Entities have engaged in Suspended
2 Penalty Conduct, including the right to assert that the alleged violation was due to a *Force*
3 *Majeure Event* as described in Paragraph 18.

4 3.3.d. The State Water Board will not move the Court by noticed motion to assess and
5 collect suspended civil penalties as provided in Paragraphs 3.3 and 17 and the TravelCenters
6 Entities shall not be liable for suspended penalties if the alleged Suspended Penalty Conduct has
7 been corrected within thirty (30) calendar days after one or more of the TravelCenters Entities
8 received "Notice" of the violation(s) upon which the alleged Suspended Penalty Conduct is
9 based. The TravelCenters Entities shall be deemed to have "Notice" of Suspended Penalty
10 Conduct in any of the following instances: (i) the State Water Board has issued actual notice of
11 the violation(s) which constitute Suspended Penalty Conduct to any of the TravelCenters Entities;
12 (ii) a CUPA has issued a Notice of Violation with respect to a violation(s) which constitutes
13 Suspended Penalty Conduct; (iii) the violation or the facts that constitute Suspended Penalty
14 Conduct are identified in a Designated UST Operator report provided to one or more of the
15 TravelCenters Entities; (iv) the violation or the facts that constitute Suspended Penalty Conduct
16 are identified in writing by the Compliance Manager for the TravelCenters Entities; or (v) when
17 any of the TravelCenters Entities or their respective officers, employees, agents, or the
18 Compliance Manager for the TravelCenters Entities become aware of facts that constitute
19 Suspended Penalty Conduct.

20 3.3.e. If the State Water Board elects to assess and collect suspended penalties, it shall
21 serve a Notice of Suspended Penalty on the TravelCenters Entities and proceed by way of a
22 noticed motion in accordance with Paragraphs 3.3 and 17. If, in such proceeding, the Court finds
23 that one or more of the TravelCenters Entities have engaged in Suspended Penalty Conduct for
24 thirty (30) or more calendar days, then the Court shall impose a civil penalty as follows: For each
25 Suspended Penalty Conduct violation the Court shall impose a civil penalty in the amount of
26 TWO HUNDRED THOUSAND DOLLARS (\$200,000.00) for each thirty (30) day calendar
27 period that a Suspended Penalty Conduct violation remains uncorrected. The civil penalty shall
28 be payable to the State Water Pollution Cleanup and Abatement Account. If the Court determines

1 that one or more of the TravelCenters Entities have engaged in Suspended Penalty Conduct, the
2 Parties agree that the Court shall assess and award suspended civil penalties to the State Water
3 Board as herein provided. The Court may assess and award suspended civil penalties to the State
4 Water Board pursuant to this First Amended Judgment until the entire suspended penalty amount
5 of FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00) is exhausted. Payment of the
6 suspended penalties awarded by the Court pursuant to this paragraph shall be due to the State
7 Water Board within thirty (30) calendar days from the Court's final order(s).

8 3.3.f. The State Water Board shall have one hundred (100) calendar days after
9 expiration of the five (5) year period referenced in Paragraph 3.3.a to file a noticed motion for
10 suspended civil penalties as herein provided. However, in such event, the State Water Board
11 shall have the burden to prove that the alleged Suspended Penalty Conduct occurred before the
12 expiration of the five (5) year period referenced in Paragraph 3.3.a. If the TravelCenters Entities
13 comply with their payment obligations set forth in Paragraph 3.2 and do not engage in Suspended
14 Penalty Conduct for a period of five (5) years from February 20, 2014, the date of entry of the
15 Initial Judgment, the suspension of penalties as herein provided shall become permanent.
16 However, if a motion to assess and collect suspended civil penalties is timely filed and is pending
17 before the Court as of the date the five (5) year period expires, the suspension of penalties shall
18 not become final until a final order has been issued and the TravelCenters Entities have paid the
19 civil penalties ordered by the Court.

20 3.3.g. The suspended penalties provided by Paragraph 3.3 are in addition to, and do
21 not bar, any other remedies or sanctions that may be available for any violations of Chapter 6.7 of
22 Division 20 of the California Health and Safety Code and the UST Regulations.

23 **3.4. Environmental Improvement Credit:**

24 3.4.a. Of the TravelCenters Entities' total liability of FOUR MILLION EIGHT
25 HUNDRED THOUSAND DOLLARS (\$4,800,000.00), up to TWO MILLION DOLLARS
26 (\$2,000,000.00) shall be credited for all verified costs approved by the State Water Board that are
27 directly related to the development and implementation of a comprehensive California Enhanced
28 Environmental Compliance Program ("CEECP") for the TravelCenters Entities' UST systems at

1 all California facilities and approved costs associated with implementing elements of the CEECP,
2 and all of which must be above and beyond the minimum requirements of Chapter 6.7 of Division
3 20 of the California Health and Safety Code and the UST Regulations ("Environmental
4 Improvement Credit"). The State Water Board agrees that the TravelCenters Entities have
5 already expended the sum of TWO MILLION DOLLARS (\$2,000,000.00) in costs eligible for
6 Environmental Improvement Credit as of the date of this First Amended Judgment and that the
7 requirements relating to this Environmental Improvement Credit set forth in the Initial Judgment
8 have been satisfied.

9 3.4.b. The elements of the CEECP are set forth in Exhibit E attached hereto and are
10 incorporated herein by reference.

11 3.4.c. The Parties agree that none of the TWO MILLION DOLLARS (\$2,000,000.00) that
12 are eligible for credit against the total liability and costs of FOUR MILLION EIGHT HUNDRED
13 THOUSAND DOLLARS (\$4,800,000.00) shall be considered a reimbursable cost by the
14 Underground Storage Tank Cleanup Fund. Furthermore, the TravelCenters Entities agree not to
15 seek reimbursement from the Underground Storage Tank Cleanup Fund for any costs associated
16 with the CEECP.

17 3.5. **Reimbursement of Costs of Investigation and Enforcement:** Within thirty (30)
18 calendar days of entry of the Initial Judgment, the TravelCenters Entities timely paid a total of
19 EIGHT HUNDRED THOUSAND DOLLARS (\$800,000.00) to the State Water Board and other
20 entities identified in Exhibit B for reimbursement of attorneys' fees, costs of investigation and
21 other costs of enforcement.

22 3.6. **Late Payments:** The TravelCenters Entities shall be liable for a stipulated civil
23 penalty of FIVE THOUSAND DOLLARS (\$5,000) for each calendar day that a payment
24 required pursuant to this First Amended Judgment is late.

25 3.7. All payments made pursuant to this First Amended Judgment shall be made by check
26 and delivered to the Office of the California Attorney General, 600 West Broadway, 18th Floor,
27 San Diego, California, 92101, attention Edward H. Ochoa, Deputy Attorney General, for
28 distribution by the California Attorney General pursuant to the terms of this First Amended

1 Judgment. The TravelCenters Entities shall send a photocopy of all payments made by check to
2 the State Water Resources Control Board, 801 K Street 23rd Floor, Sacramento, CA 95814,
3 attention Nickolas C. Knight.

4 **4. MATTERS COVERED BY THE INITIAL AND FIRST AMENDED**
5 **JUDGMENTS**

6 4.1. The Initial Judgment and this First Amended Judgment constitute a final and binding
7 resolution and settlement of all claims, violations, penalties and causes of action: (a) alleged by
8 the State Water Board in the First Amended Complaint; (b) specifically identified in the
9 Violations Charts, attached hereto as Exhibits C and D, regarding the Covered Facilities; and (c)
10 disclosed by the TravelCenters Entities in the Annual Status Reports for 2014 and 2015
11 previously provided to the State Water Board (hereinafter collectively referred to as "Covered
12 Matters"). The Parties reserve the right to pursue any claim that is not included in the Covered
13 Matters ("Reserved Claim") under the terms of the First Amended Judgment and to defend
14 against any Reserved Claim.

15 4.2. The Covered Matters do not include, and the Initial Judgment or the First Amended
16 Judgment do not apply to any claims, actions or penalties for performance of, or lack of
17 performance of, cleanup, corrective action, or response action concerning or arising out of actual
18 past or future releases, spills, leaks, discharges or disposal of motor vehicle fuels, hazardous
19 wastes, or hazardous substances caused or contributed to by the TravelCenters Entities at
20 locations at or from the Covered Facilities. The Initial Judgment and First Amended Judgment do
21 not prevent any claims, actions, or penalties by the State Water Board and/or other regulatory
22 entity based upon the actual release of any hazardous substances into the soil and/or groundwater.

23 4.3. Except as otherwise provided in the First and Second Stipulations and in the Initial
24 Judgment and this First Amended Judgment, the State Water Board covenants not to sue or
25 pursue any further civil claims, actions or penalties against the TravelCenters Entities or any of
26 their officers, directors or employees for the Covered Matters. Except for the Covered Matters,
27 the Initial Judgment and this First Amended Judgment do not resolve or settle any Reserved
28 Claims or any claims, violations, or causes of action against the TravelCenters Entities, including,

1 but not limited to, any violations that occur after the date of entry of this First Amended Judgment
2 in this matter.

3 4.4. The TravelCenters Entities, and each of them, covenant not to pursue any civil or
4 administrative claims against the State Water Board or the State Water Board's officers,
5 employees, representatives, or attorneys arising out of or related to any Covered Matters.

6 4.5. Any claims, violations, or causes of action that are based on acts, omissions or events
7 occurring after the date of entry of this First Amended Judgment in this matter, are not resolved
8 or settled by this First Amended Judgment.

9 4.6. In any subsequent action that may be brought by the State Water Board based on any
10 Reserved Claims, the TravelCenters Entities agree that they will not assert that failing to pursue
11 the Reserved Claims as part of this action constitutes claim-splitting, laches or is otherwise
12 inequitable. This Paragraph does not prohibit the TravelCenters Entities from asserting any
13 statute of limitations defense that may be applicable to any Reserved Claims.

14 4.7 Subject to Paragraph 4.4 above, nothing in the First and Second Stipulations and in
15 the Initial Judgment and this First Amended Judgment shall be interpreted or construed to release
16 any claim that any of the TravelCenters Entities may have against any person or entity not a Party
17 to the First and Second Stipulations or the Initial Judgment and this First Amended Judgment for
18 any liability that any of the TravelCenters Entities have incurred or may incur in the future arising
19 out of or relating to (i) the construction, operation or maintenance of the USTs at the Covered
20 Facilities; (ii) the performance of any obligations under the Initial Judgment and this First
21 Amended Judgment; (iii) the claims asserted in the First Amended Complaint; (iv) the matters
22 identified in the Violations Charts, attached hereto as Exhibits C and D. The TravelCenters
23 Entities shall retain the right to pursue any such claims against any such person or entity.

24 **5. NON-ADMISSION OF LIABILITY**

25 None of the TravelCenters Entities admits any allegation, finding, determination or
26 conclusion contained, alleged or asserted in the First Amended Complaint or herein as alleged
27 Suspended Penalty Conduct violations identified in Exhibit D. The Initial Judgment and this First
28 Amended Judgment are not an admission by the TravelCenters Entities regarding any issue of law

1 or fact alleged by the State Water Board and shall not be construed as an admission by any of the
2 TravelCenters Entities regarding the same. Except as otherwise expressly provided for in the
3 Initial Judgment and this First Amended Judgment, nothing in the Initial Judgment and this First
4 Amended Judgment shall prejudice, waive or impair any right, remedy or defense that any of the
5 TravelCenters Entities have against any person or entity not a Party to the Initial Judgment and
6 this First Amended Judgment.

7 **6. PLAINTIFF IS NOT LIABLE**

8 The State Water Board shall not be liable for any injury or damage to persons or property
9 resulting from acts or omissions by the TravelCenters Entities in carrying out activities pursuant
10 to the Initial Judgment and this First Amended Judgment, nor shall the State Water Board be held
11 as a party to or guarantor of any contract entered into by the TravelCenters Entities, their
12 directors, officers, employees, agents, representatives or contractors in carrying out activities
13 required pursuant to the Initial Judgment and this First Amended Judgment.

14 **7. APPLICATION OF FIRST AMENDED JUDGMENT**

15 This First Amended Judgment shall apply to and be binding upon the State Water Board
16 and upon the TravelCenters Entities and to each of their respective predecessors, subsidiaries,
17 affiliates, successors and assigns.

18 **8. RETENTION OF JURISDICTION**

19 Pursuant to section 664.6 of the Code of Civil Procedure, the Court shall retain continuing
20 jurisdiction over this matter and the Parties for the purpose of interpreting and enforcing the terms
21 of this First Amended Judgment.

22 **9. EFFECT OF INITIAL AND FIRST AMENDED JUDGMENT**

23 Except as expressly provided in the Initial and First Amended Judgment or applicable
24 statutory or common law, nothing in the Initial or First Amended Judgment is intended nor shall
25 it be construed to preclude the State Water Board from exercising its authority under any law,
26 statute or regulation. Except as expressly provided by this First Amended Judgment, the
27 TravelCenters Entities retain all of their defenses and rights to the exercise of such authority.
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10. REGULATORY CHANGES

Nothing in this First Amended Judgment shall excuse the TravelCenters Entities from complying with any more stringent requirements that may be imposed by changes in applicable law. To the extent any future regulatory or statutory changes make the obligations of the TravelCenters Entities less stringent than as provided for in Paragraph 2 of this First Amended Judgment, any of the TravelCenters Entities may seek modification(s) of any of the obligations contained in Paragraph 2 hereof pursuant to the provisions of Paragraph 15, below.

11. AUTHORITY TO ENTER FIRST AMENDED JUDGMENT

Each signatory to the Second Stipulation has certified that he or she is fully authorized by the Party he or she represents to enter into the Second Stipulation, to execute it on behalf of the Party, and legally to bind that Party.

12. PAYMENT OF LITIGATION EXPENSES AND FEES

Except as otherwise provided in the Second Stipulation and in this First Amended Judgment, each of the Parties shall bear and pay its own fees and costs, including, but not limited to, attorney fees, expert witness fees and costs, and all other costs of litigation, investigation, inspection, enforcement, prosecution and suit incurred to date, in and regarding this action, although nothing in this Paragraph 12 is intended to abridge the allocation of the payments made by the TravelCenters Entities pursuant to Paragraph 3.

13. INTEGRATION

The Second Stipulation and this First Amended Judgment constitute the whole agreement between the Parties. This First Amended Judgment may not be amended or modified except as provided for in the Second Stipulation and in this First Amended Judgment.

14. NOTICES

All notices and submissions required by the Second Stipulation and this First Amended Judgment, except those notices sent via email described in section 2.37.i., shall be sent to the following via personal delivery, overnight mail using a reputable delivery courier, or United States Postal Service mail, certified or registered mail, return receipt requested:

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For Plaintiff:

State Water Resources Control Board, Office of Enforcement
801 K Street 23rd Floor,
Sacramento, CA 95814
Attn: Nickolaus C. Knight, Esq.

and

Office of the California Attorney General
600 West Broadway, 18th Floor
San Diego, CA 92101
Attn: Edward H. Ochoa, Esq.

For the TravelCenters Entities:

TravelCenters of America LLC
Two Newton Place
255 Washington Street
Newton, MA 02458
Attn: Mark Young, Esq.
Executive Vice President and General Counsel

and

Stacy E. Kray, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Avenue, Suite 1400
Palo Alto, CA 94301-1908

1 Any Party may change the individual or address for purpose of notice to that Party by
2 written notice specifying the new individual or address, but no such change is effective until the
3 written notice is actually received by the Party sought to be charged with its contents.

4 **15. MODIFICATION OF FIRST AMENDED JUDGMENT**

5 This First Amended Judgment may be amended or modified only on a noticed motion by one
6 of the Parties with subsequent approval by the Court or upon written consent by the Parties and the
7 subsequent approval of the Court, or upon written consent by all of the Parties and the subsequent
8 approval of the Court.

9 **16. TERMINATION OF INJUNCTIVE RELIEF PROVISIONS**

10 At any time after the Initial Judgment has been in effect for five (5) years, any of the
11 TravelCenters Entities may file a motion requesting a Court order that the injunctive provision of
12 Paragraph 2 shall have no prospective effect based upon the TravelCenters Entities' demonstrated
13 history of substantial compliance with Paragraph 2. If the State Water Board agrees that the
14 TravelCenters Entities have demonstrated that they have substantially complied with Paragraph 2,
15 it may file a statement of non-opposition to such motion. If the State Water Board disagrees, the
16 State Water Board shall file an opposition setting forth its reasoning and will recommend that this
17 First Amended Judgment, including the injunctive provisions, remain in effect. Within thirty (30)
18 calendar days of the filing of the TravelCenters Entities' motion, the State Water Board may file
19 either a statement of non-opposition, or an opposition, and within forty-five (45) calendar days of
20 the filing of the TravelCenters Entities' motion, the TravelCenters Entities may file a reply. The
21 Parties agree that the Court shall grant the TravelCenters Entities' request upon determining that
22 the TravelCenters Entities have substantially complied with the obligations set forth in Paragraph
23 2 of this First Amended Judgment.

24 **17. ENFORCEMENT OF FIRST AMENDED JUDGMENT**

25 17.1. The State Water Board may move this Court to enjoin the TravelCenters
26 Entities from any violation of any provision of this First Amended Judgment and to award other
27 appropriate relief, including penalties and costs as provided in Paragraphs 3.2 through 3.6, by
28 serving and filing a regularly noticed motion in accordance with Code of Civil Procedure section

1 1005 (“Enforcement Motion”). The TravelCenters Entities may file an opposition, and the State
2 Water Board may file a reply. At least fourteen (14) calendar days before filing an Enforcement
3 Motion, the State Water Board will meet and confer in good faith with the TravelCenters Entities
4 to attempt to resolve the matter without judicial intervention. Notwithstanding any other
5 provision in the Second Stipulation or in this First Amended Judgment, the State Water Board
6 may take immediate action as authorized by law in order to respond to an immediate threat to
7 human health or the environment.

8 17.2. The Court has the authority to enjoin any violation of this First Amended
9 Judgment. On the State Water Board’s Enforcement Motion, where Paragraphs 3.3 and 3.6 apply
10 and the State Water Board has met its burden of proof as required by Paragraph 3.3, if applicable,
11 the payment amounts as provided in those Paragraphs shall be binding on the TravelCenters
12 Entities. The Court retains, in addition, its power to enforce this First Amended Judgment
13 through contempt. Except as to Covered Matters between the State Water Board and the
14 TravelCenters Entities, nothing in this First Amended Judgment or the Second Stipulation shall
15 restrict the authority of any state or Local Agency to seek civil or criminal penalties and
16 injunctive relief as provided by law.

17 **18. FORCE MAJEURE EVENT**

18 18.1. It is not a breach of the TravelCenters Entities’ obligations under Paragraph 2 if
19 the TravelCenters Entities are unable to perform due to a *Force Majeure* event. Any event due to
20 acts of God, acts of war or circumstances beyond the control of the TravelCenters Entities that
21 prevents the performance of such an obligation despite the TravelCenters Entities’ timely and
22 diligent efforts to fulfill the obligation, including the failure of a local regulatory authority to
23 timely issue its authorization to perform work required under the terms of this First Amended
24 Judgment, provided that the TravelCenters Entities have provided all the required information and
25 documentation for such authorization, shall constitute a *Force Majeure* event. A *Force Majeure*
26 event does not include financial inability to fund or complete the work, any failure by the
27 TravelCenters Entities’ suppliers, contractors, subcontractors or other persons contracted to
28 perform the work for or on behalf of the TravelCenters Entities (unless their failure to do so is

1 itself due to a *Force Majeure* event), nor does it include circumstances which could have been
2 avoided if the TravelCenters Entities had complied with preventative requirements imposed by
3 law, regulation or ordinance.

4 18.2. If the TravelCenters Entities claim a *Force Majeure* event, the TravelCenters
5 Entities shall notify the State Water Board in writing within ten (10) business days of when any of
6 the TravelCenters Entities first learns that the event will prevent performance of an obligation in
7 Paragraph 2. Within fourteen (14) calendar days thereafter, the TravelCenters Entities shall
8 provide to the State Water Board a written explanation and description of the reasons for the
9 prevention of performance, all actions taken or to be taken to prevent or mitigate the
10 nonperformance, the anticipated date for performance, an explanation of why the event is a *Force*
11 *Majeure* event, and any documentation to support the TravelCenters Entities' explanation. Within
12 fourteen (14) calendar days of receipt of such explanation, the State Water Board will notify the
13 TravelCenters Entities in writing whether the State Water Board agrees or disagrees with the
14 TravelCenters Entities' assertion of a *Force Majeure* event. If the Parties do not agree that a
15 particular delay or lack of performance is attributable to a *Force Majeure* event, either Party may
16 petition the Court to resolve the dispute. If either Party petitions the Court to resolve the dispute,
17 it will neither preclude nor prejudice the State Water Board from bringing a motion to enforce
18 any of the provisions of Paragraph 2 against the TravelCenters Entities as provided in Paragraph
19 18.4, below.

20 18.3. The time for performance of the obligations under Paragraph 2 of this First
21 Amended Judgment that are affected by a *Force Majeure* event will be extended for such time as
22 is necessary to complete those obligations. An extension of the time for performance of the
23 obligations affected by the *Force Majeure* event shall not, of itself, extend the time for
24 performance of any other obligation.

25 18.4. If the State Water Board decides to enforce the provisions of Paragraph 2
26 against the TravelCenters Entities for the failure to perform in spite of the TravelCenters Entities'
27 claim of a *Force Majeure* event, the TravelCenters Entities may raise the claimed *Force Majeure*
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1 event as a defense to such an action and shall have the burden of proof to demonstrate the *Force*
2 *Majeure* event.

3 **19. NO WAIVER OF RIGHT TO ENFORCE**

4 The failure of the State Water Board to enforce any provision of this First Amended
5 Judgment shall neither be deemed a waiver of such provision nor in any way affect the validity of
6 this First Amended Judgment. The failure of the State Water Board to enforce any such provision
7 shall not preclude it from later enforcing the same or any other provision of this First Amended
8 Judgment. Except as expressly provided in this First Amended Judgment, the TravelCenters
9 Entities retain all defenses allowed by law to any such later enforcement. No oral advice,
10 guidance, suggestions or comments by employees or officials of any Party regarding matters
11 covered in this First Amended Judgment shall be construed to relieve any Party of its obligations
12 under this First Amended Judgment.

13 **20. NECESSITY FOR WRITTEN APPROVALS**

14 All approvals and decisions of the State Water Board under the terms of this First
15 Amended Judgment shall be communicated to the TravelCenters Entities in writing. No oral
16 advice, guidance, suggestions or comments by employees or officials of the State Water Board
17 regarding submissions or notices shall be construed to relieve the TravelCenters Entities of their
18 obligation to obtain any final written approval required by this First Amended Judgment.

19 **21. ABILITY TO INSPECT AND COPY RECORDS AND DOCUMENTS**

20 The TravelCenters Entities shall permit any duly authorized representative of the
21 State Water Board to inspect and copy the TravelCenters Entities' records and documents, and to
22 enter and inspect the TravelCenters Entities' California facilities to determine whether the
23 TravelCenters Entities are in compliance with the terms of this First Amended Judgment. Such
24 documents include, but are not limited to, the TravelCenters Entities' designated UST operator
25 reports. Nothing in this Paragraph is intended to require access to or production of any
26 documents that are protected from production or disclosure by the attorney-client privilege,
27 attorney work product doctrine or any other applicable privilege afforded to the TravelCenters
28 Entities under law.

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22. COVERED FACILITIES AND CHANGE OF OWNERSHIP OR OPERATION

22.1. The Parties agree that Exhibit A, which as of the effective date of the Initial Judgment and continuing through the effective term of this First Amended Judgment, shall identify the current Covered Facilities, shall be a living document that the TravelCenters Entities shall keep current as herein required. Commencing on the effective date of the Initial Judgment and continuing through the effective term of this First Amended Judgment in this matter, the TravelCenters Entities shall Promptly provide written notice to the State Water Board in accordance with Paragraph 14 whenever any Covered Facility listed on Exhibit A, as may be amended, is sold, transferred to a new owner or operator, or closed. The TravelCenters Entities shall also Promptly provide written notice to the State Water Board in accordance with Paragraph 14 whenever any additional UST facilities in Merced and Kern Counties come to be owned or operated by any of the TravelCenters Entities.

22.2. The TravelCenters Entities agree that notwithstanding the sale, transfer or closure of one or more Covered Facility, the TravelCenters Entities shall remain liable for all unpaid civil penalties and costs, including any remaining suspended civil penalties and Environmental Improvement Credit referenced in Paragraphs 3.3 and 3.4, above, or other civil penalties that were assessed against that facility prior to the sale, transfer or closure of the facility. No later than five (5) calendar days from the fully executed contract providing for the sale, transfer or change of ownership or operator of a Covered Facility, the TravelCenters Entities shall also provide a copy of this First Amended Judgment entered in this matter to each new owner or operator of the Covered Facility.

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EFFECTIVE DATE

23. The "Effective Date" of this First Amended Judgment shall be the date on which the Court enters this First Amended Judgment on the Court's docket.

ENTRY OF FIRST AMENDED JUDGMENT

24. The Clerk of the Court is ordered to enter this First Amended Judgment forthwith.

IT IS SO ORDERED, ADJUDGED AND DECREED.

Dated: 11/28/17 
JUDGE OF THE SUPERIOR COURT

SD2010950027

EXHIBIT A

EXHIBIT A**TRAVELCENTERS ENTITIES' COMPANY COVERED FACILITIES**

	Covered Facilities	
Location	Site ID and Name	Address
Buttonwillow TA	#160 TA Buttonwillow	27769 Lagoon Drive, Buttonwillow, CA 93206
Wheeler Ridge TA ¹		5800 Wheeler Ridge Road, Arvin, CA 93203
Wheeler Ridge Petro ²		5821 Dennis McCarthy Drive, Lebec, CA 93243
	#327 The Filling Station	6434 West Laval Road, Lebec, CA 93243
	#327 Travel Plaza Garage	6460 West Laval Road, Lebec, CA 93243
	#327 C Store #1	5855 Dennis McCarthy Drive, Lebec, CA 93243
	#390 C Store #2	5818 Dennis McCarthy Drive, Lebec, CA 93243
	#391 C Store #3	5938 Dennis McCarthy Drive, Lebec, CA 93243
Livingston TA	#170 TA Livingston	435 Winton Parkway, Livingston, CA 95334
Santa Nella TA	#163 TA Santa Nella	12310 South Highway 33, Santa Nella, CA 95322
Santa Nella Petro	#346 Petro Santa Nella	28991 West Gonzaga Road, Santa Nella, CA 95322

1: Wheeler Ridge TA located at 5800 Wheeler Ridge Road in Arvin has had its diesel motor oil and waste oil underground storage tanks removed in December 2009 and its gasoline underground storage tanks removed in January 2010 and the facility has been demolished as reported by Kern County.

2: Wheeler Ridge Petro located at 5821 Dennis McCarthy Drive in Lebec never had underground storage tanks at this address; this site is collectively known as TA#327 Wheeler Ridge Petro and is three separate UST facilities known as "The Filling Station" located at 6434 West Laval Road, "Travel Plaza Garage" located at 6460 West Laval Road, and "C-Store 1" located at 5855 Dennis McCarthy Drive, as reported by Kern County.

EXHIBIT B

EXHIBIT B**REIMBURSEMENT OF INVESTIGATION AND ENFORCEMENT COSTS**

Payment Reference	Payment Due Date	Total Payment	Distribution
Paragraph 5.5	Within 30 days of entry of the Final Judgment	\$776,900.70	<p><u>Payee:</u> State Water Resources Control Board – Underground Storage Tank Cleanup Fund</p> <p><u>Tax I.D.:</u> 68-0281986</p> <p>Tendered to: Edward H. Ochoa Deputy Attorney General California Department of Justice Office of the Attorney General 110 West "A" Street, Suite 1100 San Diego, CA 92101</p>
Paragraph 5.5	Within 30 days of entry of the Final Judgment	\$6,049.10	<p><u>Payee:</u> California CUPA Forum on behalf of Kern County Environmental Health</p> <p>To be utilized by Kern County Environmental Health employees to cover the cost of training, per diem, travel, and registration fees for the California Unified Program Agency's Annual Training Conference.</p> <p><u>Tax I.D.:</u> 95-4720243</p> <p>Tendered to: Edward H. Ochoa Deputy Attorney General California Department of Justice Office of the Attorney General 110 West "A" Street, Suite 1100 San Diego, CA 92101</p>
Paragraph 5.5	Within 30 days of entry of the Final Judgment	\$12,050.20	<p><u>Payee:</u> Merced County Environmental Health Civil Penalties Trust Fund on behalf of Merced County Department of Public Health, Division of Environmental Health</p> <p><u>Tax I.D.:</u> 2489-08010</p> <p>Tendered to: Edward H. Ochoa Deputy Attorney General California Department of Justice Office of the Attorney General 110 West "A" Street, Suite 1100 San Diego, CA 92101</p>

EXHIBIT B (Cont.)

Paragraph 5.5	Within 30 days of entry of the Final Judgment	\$5,000	Payee: Western States Project Tax I.D.: 86-6004791 Tendered to: Edward H. Ochoa Deputy Attorney General California Department of Justice Office of the Attorney General 110 West "A" Street, Suite 1100 San Diego, CA 92101
Total = \$800,000.00			

EXHIBIT C

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. T 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
1	Buttonwillow TA (K1) 27769 Lagoon Drive, Buttonwillow, CA / TA Operating LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s).	8/16/2005	H&SC § 25292(e); HSC §§ 25299(a) and 25299(b)
2	27769 Lagoon Drive, Buttonwillow (K1) / TA Operating LLC / TA Operating LLC	25	Failure to perform annual LLD test	8/17/2005	HSC §§ 25292(b)(4)(C), 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2641(j), 2638(a)
3	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	25	Failure to perform annual LLD test	8/17/2005	HSC §§ 25292(b)(4)(C), 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2641(j), 2638(a)
4	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	f, g	Failure to perform secondary containment test	9/26/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2637
5	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	9/26/2005	HSC § 25291(a)(2), HSC §§ 25299(a) and 25299(b)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (f)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
6	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	j	Failure to perform enhanced leak detection (ELD) test	5/12/2005	HSC §§ 25292.4, 25292.5; HSC §§ 25299(a) and 25299(b); 23 CCR 2640(e), 2644.1(a)
7	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	10/9/2006	HSC § 25292(e)(1); HSC §§ 25299(a) and 25299(b); 23 CCR, 2643(c)
8	27769 Lagoon Drive, Buttonwillow / TA Operating LLC	t	Failure to perform annual line test	4/10/2006	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR, 2643(c)
9	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	t	Failure to perform annual line test	8/18/2008	HSC§ 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2643(c)
10	27769 Lagoon Drive, Buttonwillow / TA Operating LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	10/9/2008	HSC §§ 25292, 25292.1(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2712(j)

People v. TA Operating LLC, et al.
Violations Chart

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
11	27769 Lagoon Drive, Buttonwillow / HPT TA Properties Trust / TA Operating LLC	p, q	Failure to maintain maintenance, monitoring, testing or designated operator (DO) records	11/15/2007	HSC § 25298; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2715(e)
12	27769 Lagoon Drive, Buttonwillow / HPT TA Properties Trust / TA Operating LLC	t	Failure to perform annual line test	10/10/2007	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2643(c) [existing systems]
13	27769 Lagoon Drive, Buttonwillow / HPT TA Properties Trust / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	2/4/2008	HSC § 25292(e); HSC §§ 25299(a) and 25299(b)
14	27769 Lagoon Drive, Buttonwillow / HPT TA Properties Trust / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	2/4/2008	HSC § 25292(e); HSC §§ 25299(a) and 25299(b)
15	27769 Lagoon Drive, Buttonwillow / HPT TA Properties Trust / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	2/4/2008	HSC § 25292(e); HSC §§ 25299(a) and 25299(b)
16	27769 Lagoon Drive, Buttonwillow / HPT TA Properties Trust / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	8/26/2008	HSC §§ 25292, 25292.1 (a); HSC §§ 25299(a) and 25299(b); 23 CCR 2712(f)
17	Wheeler Ridge TA (K2) 5800 Wheeler Ridge Road, Arvin, CA / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	8/25/2007	HSC 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (f)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
18	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	p, q, r	Failure to have Monitoring Plan for UST system(s)	2/1/2008	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(b) and (d), 2634(d), 2712(f) [monitoring plan retained on-site]
19	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	s	Failure to have Release Response Plan for UST system(s)	2/1/2008	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(d)(2), 2634(e)
20	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	u, v	Failure to maintain cathodic protection system records or test cathodic protection system	2/8/2008	HSC § 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2635(a)(2)(A)
21	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	p	Failure to maintain maintenance, monitoring, testing or designated operator (DO)	2/1/2008	HSC § 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2712(f), 2715(e)
22	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	6/16/2008	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)
23	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	t	Failure to perform annual line test	10/13/2007	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)(4)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
24	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	g	Failure to perform secondary containment test	9/28/2008	HSC §§ 25289(a) and 25299(b); 23 CCR 2637
25	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	g	Failure to perform secondary containment test	9/28/2008	HSC §§ 25299(a) and 25299(b); 23 CCR 2637
26	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	3/10/2009	HSC § 25291; HSC §§ 25299(a) and 25299(b)
27	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	3/10/2009	HSC § 25291; HSC §§ 25299(a) and 25299(b)
28	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	3/10/2009	HSC § 25284.2; HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b)(1)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
29	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC		Failure to maintain monitoring system for UST system(s)	3/10/2009	HSC 25291(b); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
30	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	t	Failure to perform annual line test	9/16/2006	HSC 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)(4)
31	5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	3/10/2009	HSC § 25291(f), HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)
32	Wheeler Ridge Petro - Filling Station (K3) 6434 West Laval Road, Lebec, CA / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	5/12/2005	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
33	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	k, l	Failure to maintain equipment to prevent spill and overfills from UST system(s)	5/12/2005	HSC § 25291(c); HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b), 2665
34	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	b	Failure to conduct annual monitoring certification	5/4/2006	HSC §§ 25299(a) and 25299(b); 23 CCR 2638
35	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	m	Failure to notify local agency of DO change	5/15/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2716(a)
36	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	c	Failure to maintain evidence of Financial Responsibility	5/12/2005	HSC § 25292.2(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2711(a)(11)
37	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	p, r	Failure to have Monitoring Plan for UST system(s)	5/15/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(b) and (d), 2634(d); 2712(f) [monitoring plan retained on-site]

**People v. TA Operating LLC, et al:
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
38	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	5/15/2007	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
39	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	5/15/2007	HSC § 25291; HSC §§ 25299(a) and 25299(b)
40	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	2/12/2008	HSC § 25291(a)(2), HSC §§ 25299(a) and 25299(b)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
41	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	9/5/2008	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
42	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	g	Failure to perform secondary containment test	11/24/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2637
43	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	9/19/2008	HSC § 25291(b); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
44	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	m	Failure to notify local agency of DO change	7/28/2009	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(a)
45	6434 West Laval Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	f	Failure to maintain primary and/or secondary containment of UST system(s)	5/1/2008	HSC § 25291; HSC §§ 25299(a) and 25299(b)

People v. TA Operating LLC, et al.
Violations Chart

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. 125	Violation	Date of Violation (or discovery)	HSC & CCR, §§ 23
46	6434 West Level Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	8/17/2010	HSC § 25291, HSC § 25299(a) and 25299(b)
47	Wheeler Ridge Petro - Garage (K4) 6460 West Level Road, Lebec, CA / Petro Travel Plaza LLC / TA Operating LLC	g	Failure to perform secondary containment test	5/12/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2637
48	6460 West Level Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	6/1/2007	HSC § 25291(b); HSC § 25299(a) and 25299(b); 23 CCR 2630(d)
49	6460 West Level Road, Lebec / Petro Travel Plaza LLC / TA Operating LLC	k, l	Failure to maintain equipment to prevent spill from UST system(s)	6/1/2007	HSC § 25291(c); HSC § 25299(a) and 25299(b); 23 CCR 2635(b), 2665

People v. TA Operating LLC, et al.
Violations Chart

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
50	Wheeler Ridge Petro - C-Store #1 (K6) 5855 Dennis McCarthy Drive, Lebec, CA / Petro Travel Plaza LLC / TA Operating LLC		Failure to maintain monitoring sensor for UST system(s)	5/12/2005	HSC 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
51	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	p, q	Failure to maintain maintenance, monitoring, testing or designated operator (DO) records	5/15/2007	HSC 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2715(e)
52	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	m	Failure to notify local agency of DO change	5/15/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2715 (e)
53	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	c	Failure to maintain evidence of Financial Responsibility	5/12/2005	HSC § 25292.2(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2711(a)(11)
54	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	p, r	Failure to have Monitoring Plan for UST system(s)	5/15/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(b) and (d), 2634(d), 2712(f) [monitoring plan retained on-site]

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. 125	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
55	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	5/15/2007	HSC § 25291(f), HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)
56	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	5/15/2007	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
57	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	5/15/2007	HSC § 25291; HSC §§ 25299(a) and 25299(b)
58	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	g	Failure to perform secondary containment test	11/17/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2637
59	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	3/11/2009	HSC § 25291(f), HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)
60	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	k, l	Failure to maintain equipment to prevent spill and overfills from UST system(s)	3/11/2009	HSC § 25291(c); HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b), 2665

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Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
61	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	1/27/2010	HSC § 25291(a)(2), HSC §§ 25299(a) and 25299(b); 23 CCR 2662
62	5855 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	3/3/2010	HSC § 25291, HSC §§ 25299(a) and 25299(b)
63	Wheeler Ridge Petro - C-Store #2 (K6) 5818 Dennis McCarthy Drive, Lebec, CA / Petro Travel Plaza LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	8/30/2006	HSC § 25291(a)(2); HSC §§ 25299(a) and 25299(b)
64	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	5/21/2007	HSC § 25284.2; HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b)(1)
65	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	5/21/2007	HSC § 25291(b); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d), 2641(a)
66	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	5/21/2007	HSC § 25291(i); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
67	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	5/21/2007	HSC § 25291; HSC §§ 25299(a) and 25299(b)
68	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	c	Failure to maintain evidence of Financial Responsibility	5/12/2005	HSC § 25292.2(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2711(a)(11)
69	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	m	Failure to notify local agency of DO change	5/21/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2715 (a)
70	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	p, r	Failure to have Monitoring Plan for UST system(s)	5/21/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(b) and (d), 2634(d), 2712(f) [monitoring plan retained on-site]
71	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	p, q	Failure to maintain maintenance, monitoring; testing or designated operator (DO)	3/11/2009	HSC § 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2715(e)
72	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	3/4/2010	HSC § 25291; HSC §§ 25299(a) and 25299(b);

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
73	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	3/4/2010	HSC § 25291; HSC §§ 25299(a) and 25299(b)
74	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	3/1/2011	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)
75	5818 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	3/1/2011	HSC § 25291(a)(2); HSC §§ 25299(a) and 25299(b);
76	Wheeler Ridge Petro - C-Store #3 (K7) 5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	b	Failure to conduct annual monitoring certification	4/10/2009	HSC §§ 25299(a) and 25299(b); 23 CCR 2638
77	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	i	Failure to maintain monitoring sensor for UST system(s)	4/16/2009	HSC §§ 25290.1(d); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
78	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	x, w	Failure to comply with DO training requirements or maintain DO training records	7/28/2009	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(f)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
79	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	m	Failure to notify local agency of DO change	7/28/2009	HSC §§ 25299(a) and 25299(b); 23 CCR 2715 (a)
80	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	x, w	Failure to comply with DO training requirements or maintain DO training records	4/27/2010	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(f)
81	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	b	Failure to conduct annual monitoring certification	4/16/2010	HSC §§ 25299(a) and 25299(b); 23 CCR 2638
82	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	d or e	Liquid inside a secondary containment component, such as a sump or under-dispenser containment	4/20/2011	H&SC 25290.1(p)(1) and (3); HSC §§ 25299(a) and 25299(b)
83	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	4/20/2011	H&SC 25290.1(d); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
84	5938 Dennis McCarthy Drive, Lebec / Petro Travel Plaza LLC / TA Operating LLC				

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
85	Livingston TA (M1) 435 Winton Parkway, Livingston / TA Operating LLC / TA Operating LLC	b	Failure to conduct annual monitoring certification	3/16/2008	HSC §§ 25299(a) and 25299(b); 23 CCR 2638
86	435 Winton Parkway, Livingston / TA Operating LLC / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	4/15/2010	HSC § 25290.1(h), HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)
87	435 Winton Parkway, Livingston / TA Operating LLC / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	4/23/2010	HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b)(1)
88	Santa Nella TA (M2) 12310 South Highway 33, Santa Nella / TA Operating LLC / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	12/1/2006	HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b)(1)
89	12310 South Highway 33, Santa Nella / TA Operating LLC / TA Operating LLC				

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
90	12310 South Highway 33, Santa Nella / HPT TA Properties Trust / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	10/14/2008	HSC § 25291(a)(2); HSC §§ 25299(a) and 25299(b)
91	12310 South Highway 33, Santa Nella / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	j	Failure to have monitoring sensor for UST system(s)	5/12/2005	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d), 2631(g), 2632(c)(2)(A)
92	12310 South Highway 33, Santa Nella / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC	j	Failure to have monitoring system for UST system(s)	5/12/2005	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d), 2631(f), 2632(c)(2)(B)
93	12310 South Highway 33, Santa Nella / HPT TA Properties Trust / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector	7/9/2009	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
84	12310 South Highway 33, Santa Nella / HPT TA Properties Trust / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	12/29/2009	HSC § 25291(a)(2), HSC §§ 25299(a) and 25299(b); 23 CCR 2862
95	Santa Nella Petro (M3) 28901 West Gonzaga Road, Los Banos, CA / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	6/12/2005	HSC § 25291(f), HSC §§ 25289(a) and 25289(b); 23 CCR 2836(f)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
96	28991 West Gonzaga Road, Los Banos / TA Operating LLC	j	Failure to maintain monitoring system for UST system(s)	6/24/2005	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
97	28991 West Gonzaga Road, Los Banos / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	6/24/2005	HSC § 25291(f); HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f).
98	28991 West Gonzaga Road, Los Banos / TA Operating LLC	n	Failure to meet DO inspection requirements	10/5/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(c)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
99	28991 West Gonzaga Road, Los Banos / TA Operating LLC	b	Failure to conduct annual monitoring certification	8/31/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2638
100	28991 West Gonzaga Road, Los Banos / TA Operating LLC	g	Failure to maintain maintenance, monitoring, testing or designated operator (DO)	10/5/2005	HSC § 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2715(e)
101	28991 West Gonzaga Road, Los Banos / TA Operating LLC	j	Failure to maintain monitoring system for UST system(s)	6/24/2005	HSC § 26293; HSC §§ 25299(a) and 25299(b); 23 CCR 2632(c)(2)(B), 2636(f)(1)
102	28991 West Gonzaga Road, Los Banos / TA Operating LLC	w	Failure to comply with DO training requirements or maintain DO training records	10/5/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(f)
103	28991 West Gonzaga Road, Los Banos / TA Operating LLC	e	Failure to maintain equipment to prevent spill and overfills from UST system(s)	10/5/2005	HSC § 25294.2, HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b)(1)
104	28991 West Gonzaga Road, Los Banos / TA Operating LLC	c	Failure to maintain evidence of Financial Responsibility	10/5/2005	HSC § 25292.2(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2711(a)(11)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
105	28991 West Gonzaga Road, Los Banos / TA Operating LLC	z	Failure to enter into an agreement with the UST operator to monitor UST	10/5/2006	HSC § 25284(a)(3), HSC §§ 25299(a) and 25299(b); 23 CCR 2620(b)
106	28991 West Gonzaga Road, Los Banos / TA Operating LLC	j, o	Failure to maintain monitoring sensor for UST system(s)	7/14/2006	HSC § 25291(b); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d), 2632@
107	28991 West Gonzaga Road, Los Banos / TA Operating LLC		Failure to maintain monitoring sensor for UST system(s)	7/19/2006	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
108	28991 West Gonzaga Road, Los Banos / TA Operating LLC	n, q	Failure to maintain maintenance, monitoring, testing, or designated operator (DO) records	7/19/2006	HSC § 25283; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2715(c), 2715(e)
109	28991 West Gonzaga Road, Los Banos / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	7/19/2006	HSC § 25284.2; HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b)(1)

**People v. TA Operating LLC; et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
110	28991 West Gonzaga Road, Los Bancos / TA Operating LLC	h	Failure to maintain primary containment of UST system(s)	7/19/2006	HSC § 25291; HSC §§ 25299(a) and 25299(b)
111	28991 West Gonzaga Road, Los Bancos / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	1/4/2007	HSC § 25291(c); HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b), 2656
112	28991 West Gonzaga Road, Los Bancos / TA Operating LLC	g	Failure to perform secondary containment test	12/6/2005	HSC §§ 25299(a) and 25299(b); 23 CCR 2637
113	28991 West Gonzaga Road, Los Bancos / TA Operating LLC / TA Operating LLC	f	Failure to maintain secondary containment of UST system(s)	2/7/2007	HSC § 25291(a)(2); HSC §§ 25299(a) and 25299(b)

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**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
114	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	p, r	Failure to have Monitoring Plan for UST system(s)	2/16/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(b) and (d), 2634(d), 2712(f) [monitoring plan retained on-site]
115	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	s	Failure to have Release Response Plan for UST system(s)	2/16/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2632(d)(2), 2634(e).
116	28991 West Gonzaga Road, Los Banos / TA Operating LLC	c	Failure to maintain evidence of Financial Responsibility	2/16/2007	HSC § 25292.2(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2711(a)(11)
117	28991 West Gonzaga Road, Los Banos / TA Operating LLC	j	Failure to maintain monitoring sensor for UST system(s)	2/16/2007	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
118	28991 West Gonzaga Road, Los Banos / TA Operating LLC	a	Failure to maintain underground pressurized piping with line leak detector (LLD)	2/16/2007	HSC § 25291(f) HSC §§ 25299(a) and 25299(b); 23 CCR 2636(f).

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
119	28991 West Gonzaga Road, Los Banos / TA Operating LLC	m	Failure to notify local agency of DO change	2/16/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(a).
120	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	w	Failure to comply with DO training requirements or maintain DO training records	2/16/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2715(f)
121	28991 West Gonzaga Road, Los Banos / TA Operating LLC	p	Failure to submit UST forms	2/16/2007	HSC § 25286(a); HSC §§ 25299(a) and 25299(b); 23 CCR 2711(e)
122	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	7/16/2007	HSC § 25291(c), HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b), 2665
123	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	n, q	Failure to maintain maintenance, monitoring, testing or designated operator (DO)	7/16/2007	HSC § 25293; HSC §§ 25299(a) and 25299(b); 23 CCR 2712(b), 2715(c), 2715(e)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
124	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC		Failure to maintain monitoring system for UST system(s)	7/16/2007	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
125	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC		Failure to maintain monitoring system for UST system(s)	7/8/2008	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
126	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC		Failure to maintain monitoring sensor for UST system(s)	7/8/2008	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
127	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC		Failure to maintain monitoring sensor for UST system(s)	7/8/2008	HSC § 25291(b); HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
128	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC		Failure to maintain monitoring sensor for UST system(s)	7/8/2008	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d),
129	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	b	Failure to conduct annual monitoring certification	7/15/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2638

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. § 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
130	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	b	Failure to conduct annual monitoring certification	7/20/2007	HSC §§ 25299(a) and 25299(b); 23 CCR 2638
131	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	l, o	Failure to maintain monitoring sensor for UST system(s)	2/23/2009	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d), 2632(c)
132	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC		Failure to maintain monitoring sensor for UST system(s)	2/23/2009	HSC § 25291(b), HSC §§ 25299(a) and 25299(b); 23 CCR 2630(d)
133	28991 West Gonzaga Road, Los Banos / TA Operating LLC / TA Operating LLC	k	Failure to maintain equipment to prevent spill and overfills from UST system(s)	6/28/2011	HSC § 25291(c); HSC §§ 25299(a) and 25299(b); 23 CCR 2635(b), 2666
134	Buttonwillow TA (K1) 27769 Lagoon Drive, Buttonwillow, CA / TA Operating LLC / TA Operating LLC		Failure to monitor USTs	5/12/2005	HSC § 25292(a); 23 CCR 2643(b)(5), 2643(f)

**People v. TA Operating LLC, et al.
Violations Chart**

Violation Number	Facility & Owner / Operator (1)	First Amended Comp. ¶ 25	Violation	Date of Violation (or date of discovery)	HSC & CCR, tit. 23
135	Wheeler Ridge TA (K2) 5800 Wheeler Ridge Road, Arvin / TA Operating LLC, HPT TA Properties Trust / TA Operating LLC		Failure to monitor USTs	9/16/2005	HSC § 25292(a); 23 CCR 2643(b)(5), 2643(f)

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ALLEGED Suspended Penalty Conduct VIOLATIONS

Suspended Penalty Violation No. 1:

Facility: Buttonwillow Travel Center (TA #160), 27769 Lagoon Drive, Buttonwillow, California.

Known Facts:

On February 18, 2014, the components of the diesel and waste oil tank systems failed secondary containment testing. These components include: siphon valve sump, tank 4 diesel submersible turbine pump (STP) sump, waste oil secondary, truck side under dispenser containment ("UDCs"): 1-Main ("M")/2-Satellite("Sat"), 1-Sat, 2-M/3-Sat, 3-M/4-Sat, 4-M/5-Sat, 5-M/6-Sat, 6-M/7-Sat, 7-M/8-Sat, 8-Sat; and auto side UDCs: 1/2, 3/4, and 5/6. These tank systems were not repaired and retested until January 9, 2015. The State Water Resources Control Board ("State Water Board") alleges that this constitutes a failure to provide functional secondary containment in violation of Health and Safety Code section 25291, subdivision (a)(2) for tanks installed after January 1, 1984, and section 25292 subdivisions (d) and (e) and California Code of Regulations, (CCR) title 23, section 2662, subdivisions (b) and (c) for tanks installed on or before January 1, 1984

Suspended Penalty Violation No. 2:

Facility: Santa Nella TA (TA #163), 12310 US Highway 33, Santa Nella, California.

Known Facts:

On September 25, 2014, components of the diesel tank No 2, regular unleaded tank No 4 and premium unleaded tank No 5 systems failed secondary containment testing. These components include: diesel tank #2 STP transition sump, regular unleaded STP sump, premium unleaded secondary line, regular unleaded secondary line, auto diesel secondary line, diesel secondary line for UDC 1/4, diesel secondary line for UDC 5/8, UDC 1/2, auto transition sump, truck side UDCs 2-M/2-Sat, 8-M/8-Sat, 2-M, 8-M, and 8-Sat. These tank systems were not repaired and retested until February 3, 2015. The State Water Board alleges that this constitutes a violation of Health and Safety Code section 25291, subdivision (a)(2) by failing to provide functional secondary containment capable of storing hazardous substances for the maximum anticipated period of time necessary for the recovery of any released hazardous substance.

Suspended Penalty Violation No. 3:

Facility: Wheeler Ridge Petro (TA #327 "Filling Station"), 6434 Laval Road, Lebec, California.

Known Facts:

On July 30, 2014, components of the four diesel tank systems were not tested and/or visually failed secondary containment testing. These components include: Tank #1 piping sump, Tank #2 STP

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sump, Tank #3 STP sump, Tank #2 fill sump, Tank #2 transition sump, UDCs 1Sat, 1 - 5, 7Sat, 8 - 11, UDC 11 and/or UDC 12, and all secondary lines. These tank systems were not repaired and retested until February 24, 2015. The State Water Board alleges that this constitutes a failure to conduct secondary testing in violation of California Code of Regulations, title 23, section 2637, or a violation of Health and Safety Code section 25291, subdivision (a)(2) by failing to provide functional secondary containment capable of storing hazardous substances for the maximum anticipated period of time necessary for the recovery of any released hazardous substance

Suspended Penalty Violation No. 4:

Facility: Wheeler Ridge Petro (TA #327 "Filling Station"), 6434 Laval Road, Lebec, California.

Known Facts: On or about December 5, 2011, a Secondary Containment Test ("SCT") was conducted for various UST system components, including UDCs 11 and 12 and for secondary lines. (See "Secondary Containment Testing Report Form, dated December 5, 2011.) Although these UST system components were required to be tested on or before December 5, 2014 (within 36 months from December 5, 2011), the components were not tested until February 24, 2015, (Bates Numbers D000388-D000401). A SCT report dated July 30, 2014 indicates that UDCs 11 and 12 and all secondary lines were not tested. (See Defendants' 2014 Annual Report, pp. 3423-3430.) The State Water Board alleges that this constitutes a failure to conduct testing of secondary containment UST systems every 36 months in violation of California Code of Regulations, title 23, section 2637.

Suspended Penalty Violation No. 5:

Facility: Santa Nella Petro (TA #346), 28991 West Gonzaga Road, Santa Nella, California.

Known Facts: On June 11, 2014, until December 10, 2014, the waste oil tank system failed to have an overfill prevention system with an audible/visual alarm approved by the local agency. The State Water Board alleges that this constitutes a violation of California Code of Regulations, title 23, section 2635, subdivision (b) at the subject facility by failing to have a overfill prevention system that can be seen and heard by person depositing a hazardous substance into the waste oil tank system from at the fill port.

Suspended Penalty Violation No. 6:

Facility: Buttonwillow Travel Center (TA #160), 27769 Lagoon Drive, Buttonwillow, California.

Known Facts:

On March 1, 2015, the four diesel single walled tank systems were required to have an enhanced leak detection test performed. The previous enhanced leak detection test was conducted on February 23, 2012 and the next test was due on or before March 1, 2015 but was not performed until November 24, 2015. The State Water Board alleges that this constitutes a violation of Health and Safety Code section 25292.4, and California Code of Regulations section 2644.1, subdivision (a)(3) by failing to perform enhanced leak detection testing every 36 months for tank systems with a single walled component

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located within 1,000 feet of a public drinking water well.

Suspended Penalty Violation No. 7:

Facility: Buttonwillow Travel Center (TA #160), 27769 Lagoon Drive, Buttonwillow, California.

Known Facts:

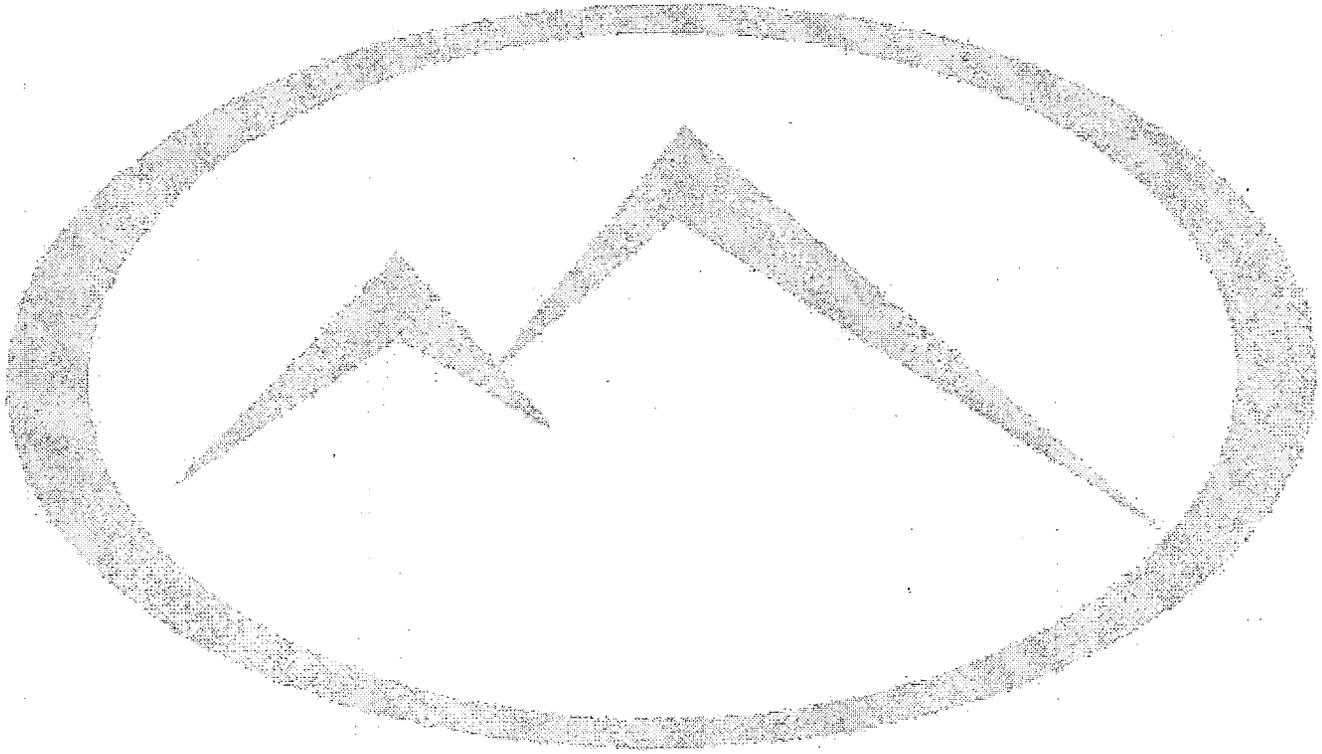
The bulk oil tank at this facility was installed on March 18, 1998. The tank system utilized a pneumatic pump to pressurize the piping from the tank to the lube bay in the shop. On April 18, 2016, the monitoring system went into alarm indicating sensor L2, located in the bulk oil turbine sump, detected the presence of liquid. A primary containment line ruptured and bulk oil leaked into the secondary containment line and drained back into the turbine sump. The lines of the bulk oil tank system were taken out of service the same day the leak was discovered. The leaked oil was pumped out of the turbine sump into steel drums housed onsite. On April 19, 2016, approximately 171 gallons of leaked oil along with approximately 809 gallons of waste oil were transported offsite under waste manifest by CleanTech Environmental Inc. On May 12, 2016, Broadbent and Associates notified the California Governor's Office of Emergency Services (OES) of the incident. On May 17, 2016, Mr. Joe Zapotoczny completed an Unauthorized Release (Leak)/Contamination Site Report and submitted the Unauthorized Release Report to the Central Valley Regional Water Quality Control Board. The local agency, Kern County Environmental Health Department (KCEHD), was not notified of the release and found out about the incident from the OES. On May 20, 2016, Mr. Waqar Rustam of KCEHD inspected the site and issued a Notice of Violation to the facility. Alleged violations included: failure to record and/or report suspected or actual unauthorized release correctly; and failure to install a line leak detector on a pressurized piping system. On June 17, 2016, Mr. Joe Zapotoczny completed a certification that the facility had complied with corrective actions listed on the May 20, 2016 KCEHD inspection report. On August 30, 2016, Ms. Stacy Kray, legal counsel for TA issued a letter stating the repairs were complete and the facility passed an initial inspection completed by the local agency. The bulk oil system is now a safe suction system. The State Water Board alleges that the bulk oil system as originally constructed constitutes a violation of Health and Safety Code section 25291, subdivision (f) and California Code of Regulations title 23, section 2636, subdivision (f)(2) by failing to equip pressurized piping that conveys a hazardous substance with an automatic line leak detector.

ADDITIONAL COVERED MATTERS

The violations listed on Attachment 1 (Notice of Violation & Response Action) and Attachment 2 (California Testing & Repair Summary) to the 2016 Annual Status Report are included within the Covered Matters. The relevant pages from the 2016 Annual Status Report are included herewith as part of Exhibit D.

EXHIBIT D

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Travel Centers of America



Petro Stopping Centers



JONES COVEY GROUP, INC.

TravelCenters of America LLC

Notice of Violation & Response Action Summary

T/A Petro 0226 - Onsite FOS

Date of Violation:	06/29/16
Description of Violation:	<p>Three (3) Violations noted during inspection:</p> <ul style="list-style-type: none"> (1) - Mechanical line leak detector on diesel tank #2 failed initial testing. (2) - Waste oil tank spill bucket failed initial testing. (3) - Field observations revealed discrepancies with information entered into CERS which require corrections.
Response Actions:	<ul style="list-style-type: none"> (1) - Mechanical line leak detector was replaced like-for-like. A re-test was performed with passing results & noted on inspection report. (2) - Drain valve on spill bucket was replaced like-for-like. A re-test was performed with passing results & noted on inspection report. (3) - CERS updates completed. 'Certificate of Compliance' e-mailed to CUPA on 07/13/16.
Penalties:	None. All violations corrected onsite and/or within specified time frame.

T/A 040 - Onsite

Date of Violation:	02/22/16
Description of Violation:	<p>One (1) Violation noted during inspection:</p> <ul style="list-style-type: none"> (1) - Sump sensor (L1) in Diesel Tank #4 STP sump not functioning properly.
Response Actions:	(1) - Technician replaced Diesel Tank #4 STP sensor like-for-like. A re-test was performed with passing results & noted on inspection report.
Penalties:	None. All violations corrected onsite and/or within specified time frame.

T/A 041 - Onsite

Date of Violation:	01/20/16
Description of Violation:	<p>Two (2) Violations noted during inspection:</p> <ul style="list-style-type: none"> (1) - Store General M did not have documented SPCC training. (2) - NFPA 704 sign on fence around AST's deteriorated and needs replacement.
Response Actions:	<ul style="list-style-type: none"> (1) - Employee received appropriate training within 30 days. (2) - Signage was obtained and replaced within 30 days.
Penalties:	None. All violations corrected onsite and/or within specified time frame. Notice of corrections e-mailed to CUPA on 02/19/2016

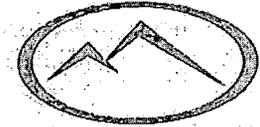
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Travel Centers of America



Petro Stopping Centers



JONES COVEY GROUP, INC.

TravelCenters of America LLC

Notice of Violation & Response Action Summary

TA 057 - Redding

Description of Violation: No Violations noted during Inspection

TA 160 - Buttonwillow

Date of Violation: 05/20/16

Description of Violation: Two (2) Violations noted during inspection:
(1) - Failure to provide a line leak detector on a pressurized line containing hazardous waste.
(2) - Failure to report an unauthorized release within specified time frame.

Response Actions:
(1) - The pressurized line was taken out of service upon discovery of violation, and a permit was obtained to modify the system.
(2) - The unauthorized event was reported, and Travel Centers provided the CUPA with an approved 'spill response plan'.

Penalties: Travel Centers paid \$8,000 to the CUPA in full settlement of the above alleged violations.

TA 162 - Ontario West

Date of Violation: 10/11/16

Description of Violation: Three (3) Violations noted during inspection:
(1) - Veeder Root sensors in Diesel and 87 STP sumps failed to function properly.
(2) - Cause and correction of Veeder Root alarm event not provided on Designated Operator report.
(3) - Hazardous Materials map in CERS lacking evacuation routes and staging areas, and lacking utility shut-off locations.

Response Actions:
(1) - Technician replaced sensors like-for-like. A re-test was performed with passing results & noted on inspection report.
(2) - Drain valve on spill bucket was replaced like-for-like. A re-test was performed with passing results & noted on inspection report.
(3) - Map was updated and uploaded into CERS. 'Certificate of Compliance' e-mailed to CUPA on 11/10/16.

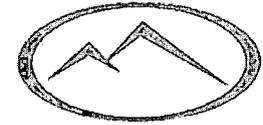
Penalties: None. All violations corrected onsite and/or within specified time frame.



Travel Centers of America



Petro Stopping Centers



JONES COVEY GROUP, INC.

TravelCenters of America LLC

Notice of Violation & Response Action Summary

TA 168 - Santa Nella

Date of Violation: 12/22/16

Description of Violation: One (1) Violation noted during inspection:
(1) - Truck diesel dispenser udc's do not have required 'conversion frames'.

Response Actions: (1) - The CUPA and the State approved a plan in which the UDC's will be replaced as opposed to installing the 'conversion frames'. An extension was granted until March 1st to have the work completed.

Penalties: None. All violations corrected onsite and/or within specified time frame.

TA 170 - Ukiah

Date of Violation: 03/30/16

Description of Violation: Two (2) Violations noted during inspection:
(1) - L28 Dispenser #5 brine sensor and s-1 sensor failed to function properly.
(2) - Hazardous waste manifest did not have matching 2nd copy from Designated Facility.

Response Actions: (1) - Technician replaced sensors like-for-like. A re-test was performed with passing results & noted on inspection report.
(2) - Located copy of required manifest and placed in environmental binder. 'Certificate of Compliance' e-mailed to CUPA on 4/21/2016.

Penalties: None. All violations corrected onsite and/or within specified time frame.

TA 227 - B. HOLLOW

Date of Violation: 04/19/16

Description of Violation: Two (2) Violations noted during inspection:
(1) - The 87 Unleaded annular space sensor failed to function properly.
(2) - Both truck diesel mechanical line leak detectors failed to function properly.

Response Actions: (1) - Technician replaced leak detector like-for-like. A re-test was performed with passing results & noted on inspection report.
(2) - Housing units were modified and leak detectors replaced within a week after inspection and re-tested with passing results. 'Certificate of Compliance' e-mailed to CUPA on 4/27/2016.

Penalties: None. All violations corrected onsite and/or within specified time frame.

Travel Centers of America



Petro Stopping Centers



JONES COVEY GROUP, INC.

TravelCenters of America LLC

Notice of Violation & Response Action Summary

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Date of Violation:	10/26/16
Description of Violation:	Three (3) Violations noted during inspection: (1) - Failure to indicate correct amounts of hazardous materials in CERS. (2) - Failure to indicate all hazardous materials on site map in CERS. (3) - Failure to pump out contents of 'Holding Tank' in specified time frame.
Response Actions:	(1) - Hazardous Materials amounts updated in CERS. (2) - Hazardous Materials map updated in CERS. (3) - Contents of 'Holding Tank' pumped out within specified time frame. 'Certificate of Compliance' e-mailed to CUPA on 11/23/2016. (4) - A violation for not having a 'Source Reduction' report was rescinded, as it was determined not to apply to the situation .
Penalties:	None. All violations corrected onsite and/or within specified time frame.
Date of Violation:	10/26/16
Description of Violation:	One (1) Violation noted during inspection: (1) - UDC 1/2 304 interstitial sensor failed to function properly.
Response Actions:	(1) - Technician replaced sensor like-for-like. A re-test was performed with passing results and noted on inspection form.
Penalties:	None. All violations corrected onsite and/or within specified time frame.
Date of Violation:	1/26/16, 2/12/16
Description of Violation:	Two (2) Violations noted during inspection: (1) - During 01/26/2016 inspection, UDC 13/14 323 interstitial sensor failed to function properly and was replaced with 208 sensor. (2) - During the 02/16/16 HMBP Inspection, the carbon dioxide refrigerated liquid was missing from the hazardous materials inventory.
Response Actions:	(1) - Technician replaced sensor 208 sensor with 323 sensor at a later date. A re-test was performed with passing results. (2) - The CERS information was corrected within the required time frame.
Penalties:	None. All violations corrected onsite and/or within specified time frame.

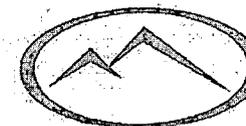


Travel Centers of America

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Petro Stopping Centers



JONES COVEY GROUP, INC.

Notice of Violation & Response Action Summary

TA Petro 309 - Corning Stopping Center

Date of Violation: 8/29/2016

Description of Violation: One (1) Violation noted during inspection:
 (1) - Auto diesel spill bucket failed to function properly.

Response Actions: (1) - Replacement of spill bucket was permitted and installed within the specified time frame. E-mail confirmation of repair and re-test was forwarded to CUPA on 09/27/2016

Penalties: None. All violations corrected onsite and/or within specified time frame.

TA Petro 327 - C Store 1

Date of Violation: 02/09/16

Description of Violation: One (1) Violation noted during inspection:
 (1) - 91 mechanical line leak detector not functioning properly.

Response Actions: (1) - Technician replaced the leak detector like-for-like. A re-test was performed with passing results and noted on inspection form.

Penalties: None. All violations corrected onsite and/or within specified time frame.

TA Petro 327 - Plaza Garage

Date of Violation: 7/26/2016

Description of Violation: Two (2) Violations noted during inspection:
 (1) - Failure to submit UST statement of Designated Operator current certification.
 (2) - Failure of service technician. Designated operator to maintain current certification.

Response Actions: (1) - Statement of Designated Operator form updated and uploaded into CERS. 'Certificate of Compliance' e-mailed to CUPA on 8/22/2016.

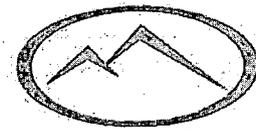
Penalties: None. All violations corrected onsite and/or within specified time frame.



Travel Centers of America



Petro Stopping Centers



JONES COVEY GROUP, INC.

TravelCenters of America LLC

Notice of Violation & Response Action Summary

TA Petro 327 - Filling Station

Date of Violation: 07/26/16

Description of Violation: Two (2) Violations noted during inspection:
(1) - Failure to submit UST statement of Designated Operator current certification.
(2) - Failure of service technician. Designated operator to maintain current certification.

Response Actions: (1) - Statement of Designated Operator form updated and uploaded into CERS. 'Certificate of Compliance' e-mailed to CUPA on 8/22/2016.

Penalties: None. All violations corrected onsite and/or within specified time frame.

TA Petro 346 - Santa Nella

Description of Violation: No Violations noted during inspection.

TA Petro 390 - C-Store 2

Date of Violation: 2/10/2016

Description of Violation: One (1) Violation noted during inspection:
(1) - 87 mechanical line leak detector not functioning properly.

Response Actions: (1) - Technician replaced the leak detector like-for-like. A Re-test was performed with passing results and noted on inspection report.

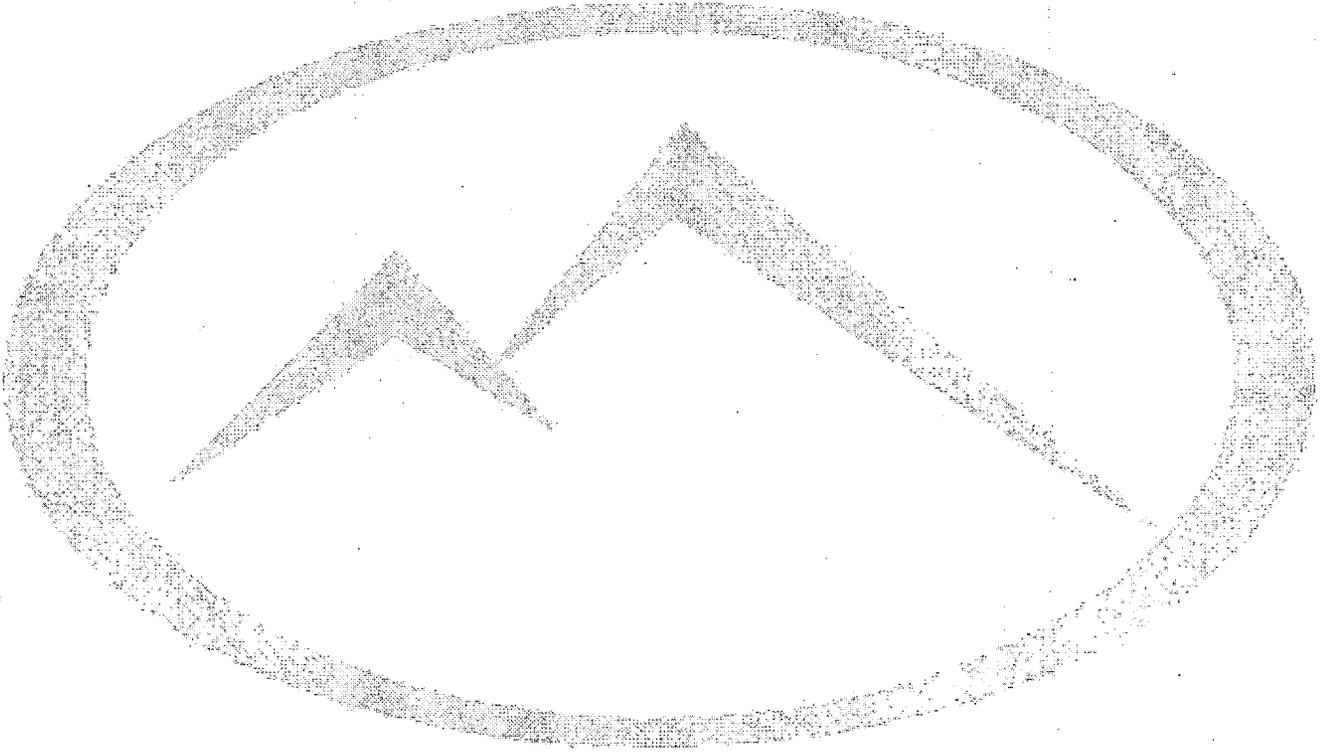
Penalties: None. All violations corrected onsite and/or within specified time frame.

TA Petro 391 - C-Store 3

Description of Violation: No Violations noted during inspection.

EXHIBIT D

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Travel Centers of America

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EXHIBIT D



Petro Stopping Centers



JONES COVEY GROUP, INC.

California Testing & Repair Summary - 2016

Monitor Certification Anniversary Date	Monitor Certification Actual Test Date	SB989 Anniversary Date	SB989 Actual Test Date	Permit Submittal Date	Permit Approval Date	Repair Period	ELD Test Date	Cathodic Protection Test Date
07/01/16	06/29/16	06/19/16	06/19/16	06/17/2016	06/30/2016	7/06 - 8/02	N/A	N/A
Monitor Certification Notes:								
Three (3) Violations noted during inspection: (1) Mechanical line leak detector on Diesel tank #2 failed initial testing. Technician replaced leak detector like-for-like. A re-test was performed with passing results & noted on inspection report. (2) The waste oil tank spill bucket failed the initial test. Technician replaced drain valve on spill bucket. A re-test was performed with passing results & noted on inspection report. (3) Field observation revealed discrepancies with information entered into CERS which require corrections. CERS updates were made. 'Certificate of Compliance' e-mailed to the CUPA on 07/13/2016.								
02/23/16	02/22/16	02/04/16	6/2/2016	6/17/2016	6/30/2016	7/06 - 8/02	N/A	N/A
Monitor Certification Notes:								
One (1) Violation noted during inspection. (1) Sump sensor (L1) in Diesel #4 STP sump not functioning properly. Technician replaced sensor like-for-like. A re-test was performed with passing results & noted on inspection report. <u>Violation corrected on site.</u> There were failures during initial SB989 Testing on 6/02/16 which were permitted, repaired and re-tested per timeline. The failures, timeline and action plan were communicated to the SWRCB at the time of testing and throughout repairs.								
01/20/16	01/20/16	02/04/16					N/A	N/A
Monitor Certification Notes:								
Two (2) Violations noted during inspection. (1) Store General Manager did not have documented SPCC training. Employee received appropriate training within 30 days. (2) NFPA 704 sign deteriorated and needs replacement. Sign was obtained and installed within 30 days. Notice of corrections e-mailed to CUPA on 2/19/2016.								
03/30/16	03/28/16	03/20/16	03/19/16	09/28/16	10/06/16	10/24 - 11/09	N/A	N/A
Monitor Certification Notes:								
No Violations noted during inspection. There were some failures during initial SB 989 Testing. The failures were permitted, repaired and re-tested per timeline. The failures, timeline and action plan were communicated to the SWRCB at the time of testing and throughout repairs.								

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EXHIBIT D



Petro Stopping Centers



JONES COVEY GROUP, INC.

California Testing & Repair Summary - 2016

Monitor Certification Anniversary Date	Monitor Certification Actual Test Date	SB989 Anniversary Date	SB989 Actual Test Date	Permit Submittal Date	Permit Approval Date	Repair Period	ELD Test Date	Cathodic Protection Test Date
TA 1150 - Buckhorn/Willow								
05/20/16	05/20/16	02/17/17					N/A	06/16/16
Monitor Certification Notes:								
Two (2) Violations noted during inspection. (1) Failure to provide line detector on pressurized piping. Permit was obtained and work completed to change the system from a pressurized line to a 'safe suction' line. (2) Failure to report an unauthorized release in required time frame. Release was reported after required time frame. TA reached a settlement with Kern County CUPA relative to both violations. The failures, timeline and action plan were communicated to the SWRCB at the time and throughout repairs.								
TA 1152 - Ontario West								
10/14/16	10/11/16	10/27/17					N/A	N/A
Monitor Certification Notes:								
Three (3) Violations noted during inspection. (1) Veeder Root sensors in Diesel and 87 STP sumps failed to function properly. Technician replaced sensors like-for-like. A re-test was performed with passing results & noted on inspection report. (2) Cause and correction of Veeder Root alarm event not provided on Designated Operator report. Documentation was located, and DO report was updated during inspection. (3) Hazardous Materials map in CERS was lacking evacuation routes and staging areas, and utility shut-off locations. Map was updated, uploaded into CERS, and an e-mail notification was forwarded to CUPA on 11/10/2016.								
TA 1153 - Santa Nella								
06/04/16	05/25/16	09/25/17					N/A	N/A
Monitor Certification Notes:								
Inspector was not present during annual monitor certification due to health issues, and a UST Inspection report was not issued at that time. All compliance equipment passed initial testing, no repairs required. An inspection was performed on 12/22/2016, in which an NOV was issued for not having conversion frames installed on the truck diesel UDC's. A permit has been issued to replace the UDC's, and the work will be completed by 03/01/2017 pursuant to a timeline for completion approved by the CUPA and the SWQCB.								
TA 1170 - Livingston								
04/01/16	03/30/16	N/A/VPH	N/A/VPH	N/A/VPH	N/A/VPH	N/A/VPH	N/A	N/A
Monitor Certification Notes:								
Two (2) Violations noted during inspection. (1) L-28 Dispenser #5 brine sensor and S-1 sensor not functioning properly. Sensors were replaced like-for-like. A re-test was performed with passing results & noted on inspection report. (2) Hazardous waste manifest did not have matching 2nd copy from 'Designated Facility'. Located required copy of manifest and forwarded 'Certificate of Compliance' to CUPA on 4/21/2016.								

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TravelCenters of America LLC

Travel Centers of America



EXHIBIT D



Petro Stopping Centers



JONES COVEY GROUP, INC.

California Testing & Repair Summary - 2016

Monitor Certification Anniversary Date	Monitor Certification Actual Test Date	SB989 Anniversary Date	SB989 Actual Test Date	Permit Submittal Date	Permit Approval Date	Repair Period	ELD Test Date	Cathodic Protection Test Date
06/24/16	04/19/16	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Monitor Certification Notes: Two (2) Violations noted during inspection. (1) The 87 Unleaded annular space sensor did not function properly. Sensor was replaced like-for-like. A re-test was performed with passing results & noted on inspection report. (2) Both truck diesel mechanical leak detectors failed to function properly. Housing units were modified and leak detectors replaced within a week after inspection & tested with passing results. 'Certificate of Compliance' e-mailed to CUPA on 4/27/2016.								
10/29/16	10/26/16	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Monitor Certification Notes: Four (4) Violations noted during inspection. (1) Failure to indicate correct amounts of hazardous materials in CERS. (2) Failure to indicate all hazardous materials on site map in CERS. (3) Failure to pump out contents of holding tank in required time frame. (4) Failure to provide and implement Source Reduction Plan (SB-14). It was later determined that Violation 4 did not apply and the violation was rescinded. CERS components were updated and submitted into CERS and holding tank was pumped out within allotted time frame. 'Certificate of Compliance' e-mailed to the CUPA on 11/23/2016.								
10/29/16	10/26/16	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Monitor Certification Notes: One (1) Violation noted during inspection. (1). UDC 1/2 304 interstitial sensor failed to function properly. Technician replaced sensor like-for-like. A re-test was performed with passing results & noted on inspection report. <u>Violation corrected on site.</u>								
		N/A	N/A	N/A	N/A	N/A	N/A	N/A
Monitor Certification Notes: Two (2) Violations noted during 2 separate start-up inspections. (1). UDC 13/14 323 sump sensor failed to function properly during 01/26/16 UST inspection. Technician replaced sensor with 208 sensor until correct sensor could be installed and tested. (2). During the 02/16/16 HMBP Inspection, it was deemed that the carbon dioxide refrigerated liquid was missing from the hazardous materials inventory. The replacement and re-test of the 323 sensor was performed within the required time frame, and the 'Certificate of Compliance' was forwarded to the CUPA on 2/26/2016. The CERS information was corrected within the required time frame, and a 'Certificate of Compliance' was forwarded to the CUPA on 03/08/2016.								

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TravelCenters of America LLC

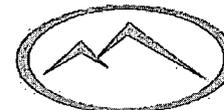
Travel Centers of America



EXHIBIT D



Petro Stopping Centers



JONES COVEY GROUP, INC.

California Testing & Repair Summary - 2016

Monitor Certification Anniversary Date	Monitor Certification Actual Test Date	SB989 Anniversary Date	SB989 Actual Test Date	Permit Submittal Date	Permit Approval Date	Repair Period	ELD Test Date	Cathodic Protection Test Date
TA Petro 109 - Corning Stopping Center								
08/31/16	08/29/16	08/11/16	08/16/2016				N/A	N/A
Monitor Certification Notes:								
One (1) Violation noted during inspection. (1). Auto Diesel spill bucket failed to function properly. Replacement of spill bucket was permitted and construction completed within required time frame. E-mail confirmation of repair and re-test forwarded to CUPA on 9/27/2016. SB989 testing resulted in passing results during initial testing.								
TA Petro 327 - Ostrin 1								
02/12/16	02/09/16	12/10/16	12/11/2016	12/7/2016	12/9/2016	12/13-12/30	N/A	N/A
Monitor Certification Notes:								
(1) Violation noted during inspection. (1) 91 mechanical line leak detector not functioning properly. Technician replaced the leak detector like-for-like. A re-test was performed with passing results & noted on inspection report. <u>Violation corrected on site</u> . There were some failures during initial SB 989 Testing. The failures are being permitted, repaired, and re-tested per timeline. The failures, timeline and action plan were communicated to the SWRCB at the time of testing and continue throughout repairs.								
TA Petro 327 - Placerita 188								
07/29/16	07/26/16	07/29/16					N/A	N/A
Monitor Certification Notes:								
Two (2) Violations noted during inspection. (1) Failure to submit UST statement of Designated Operator current certification. (2) Failure of service technician, designated operator to maintain current certification. Statement of Designated Operator form updated and uploaded into CERS within required time frame. 'Certificate of Compliance' e-mailed to CUPA on 8/22/2016.								
TA Petro 327 - Rolling Station								
07/29/16	07/26/16	07/30/17					N/A	N/A
Monitor Certification Notes:								
Two (2) Violations noted during inspection. (1) Failure to submit UST statement of Designated Operator current certification. (2) Failure of service technician, designated operator to maintain current certification. Statement of Designated Operator form updated and uploaded into CERS within required time frame. 'Certificate of Compliance' e-mailed to CUPA on 8/22/2016.								

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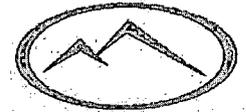
Travel Centers of America



EXHIBIT D



Petro Stopping Centers



JONES COVEY GROUP, INC.

California Testing & Repair Summary - 2016

Monitor Certification Anniversary Date	Monitor Certification Actual Test Date	SB989 Anniversary Date	SB989 Actual Test Date	Permit Submittal Date	Permit Approval Date	Repair Period	ELD Test Date	Cathodic Protection Test Date
TA Petro 516 - Bentonella								
06/05/16	05/26/16	04/10/16	04/08/16				N/A	N/A
Monitor Certification Notes:								
Inspector was not present during annular monitor certification due to health issues, and a UST inspection report was not been issued at this time. All compliance equipment passed initial testing, no repairs required. SB 989 testing resulted in passing results during initial testing on 4/6/16. An inspection was performed on 12/22/2016, with no NOV's issued.								
TA Petro 350 - G Store 2								
02/11/16	02/10/16	12/11/16	12/08/16				N/A	N/A
Monitor Certification Notes:								
(1) Violation noted during inspection. (1) 87 mechanical line leak detector not functioning properly. Technician replaced the leak detector like-for-like. A re-test was performed with passing results & noted on inspection report. <u>Violation corrected on site.</u> SB989 testing resulted in passing results during initial testing.								
TA Petro 391 - G Store 3								
04/16/16	04/08/16	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Monitor Certification Notes:								
No Violations noted during inspection.								

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EXHIBIT E

**TA OPERATING LLC
UNDERGROUND STORAGE TANK
CALIFORNIA ENHANCED ENVIRONMENTAL
COMPLIANCE PROGRAM**

24601 Center Ridge Road

Westlake, Ohio 44145-5639

**VERSION 1.0
JANUARY 2014**

**Ex. E, p. 001
Exhibit 1, p. 084**

TA OPERATING LLC
UNDERGROUND STORAGE TANK
CALIFORNIA ENHANCED ENVIRONMENTAL
COMPLIANCE PROGRAM

Statement of UST Compliance Policy

It is the policy of TA Operating LLC (the "Company" or "TA") to comply with all federal, state and local laws and regulations governing the operation and maintenance of underground storage tanks ("UST laws") at facilities owned or operated by the Company. In furtherance of this policy the Company has developed and implemented the following California Enhanced Environmental Compliance Program ("CEECP") for its UST facilities in California.

Applicability of Policy

The Company owns or operates 13 travel centers in California. The travel centers are identified in Attachment 1. TA has entered into prior settlement agreements covering the Corning TravelCenter in Tehama County (*People of the State of California v. TravelCenters of America*, Civil Action No. 55366 (Tehama Superior Court)); the Ontario East TravelCenter and Ontario West TravelCenter in San Bernardino County (*People of the State of California v. TravelCenters of America LLC*, Civil Action No. CIV RS 806538 (San Bernardino Superior Court)); and the Coachella TravelCenter in Riverside County (*People of the State of California v. TA Operating LLC*, Civil Action No. RIC 503258 (Riverside Superior Court)). The CEECP described below applies to all the travel centers identified in Attachment 1 unless the provisions of the foregoing settlement agreements conflict with the provisions of the CEECP.

Program Description and Organization

The Company has developed this plan in an effort to enhance compliance with California laws and regulations regarding underground storage tanks (USTs). This plan describes the procedures and responsibilities of the personnel involved in maintaining compliance with the applicable laws and regulations related to USTs. This plan is current as of the date it is written. The Company may change the internal personnel assigned to perform the functions outlined below and may retain different third-party contractors to perform certain responsibilities. In addition, the Company may utilize in-house personnel to perform some or all of the functions performed

by third-party contractors. If the Company elects to utilize in-house personnel to perform some or all of the functions performed by third-party contractors or if the Company retains a different contractor to perform the functions of the Compliance Manager (currently, Jones Covey), the Company will notify the California State Water Resources Control Board (the "Water Board") of the change not later than thirty (30) days after making the change.

Limitations

The provisions set forth in the CEECP regarding the retention of a third-party contractor to perform oversight of the Company's environmental compliance program in California, and the installation, operation, and maintenance of the internet-based remote alarm system described below, exceed the minimum requirements of existing UST laws and have been developed and implemented in connection with the resolution of litigation with the Water Board in *People v. TravelCenters of America LLC et al.*, Case No. CV001267 (Merced Superior Court) (hereafter, the "Merced Action"). In addition, if the Company replaces existing single-walled steel USTs with double-walled fiberglass USTs, which is not required under this agreement, the upgrade program will exceed the minimum requirements of existing UST laws. The Company will seek Environmental Improvement Credits for the cost of implementing these provisions pursuant to Paragraph 5.4 of the Stipulation entered in the Merced Action. The CEECP is enforceable only by the Water Board in accordance with the terms of the Stipulation entered in the foregoing action. No other person or entity shall have the right to enforce the CEECP. In addition, the CEECP shall not be used in any other action or proceeding to establish any standard of care with respect to any alleged acts or omissions of the Company or its officers, directors, and employees.

Staffing and Organizational Structure

Implementation, management, and operation of the CEECP consists of a multi-faceted program comprised of a combination of internal Company headquarters and site personnel and external third-party contractors. The personnel involved in environmental compliance management are presented in the organizational chart (Attachment 2) and their roles and responsibilities are summarized below. Any changes in personnel or in responsibilities will be reflected in an updated organizational chart to be filed with the Status Report described below.

1. TA Operating LLC Environmental Personnel

Environmental compliance will be managed by Dennis Milazzo – Director, Environmental Services. David Plummer – Manager, Environmental Services, will assist with management, as necessary.

2. Compliance Manager

TA has retained the services of a third-party contractor (currently, Jones Covey) to provide a dedicated Compliance Manager for the Company's California facilities. The current Compliance Manager is Joe Zapatoczny. The Compliance Manager will provide oversight of the environmental compliance program in California and, in particular, be responsible for implementation of the tasks identified on the Compliance Task List (Attachment 3). In addition, the Compliance Manager will be responsible for maintaining and managing documentation including: UST registration, testing results, inspections, etc. The following is an illustrative list of the duties assigned to the Compliance Manager with regard to the UST system.

- Conduct monthly comprehensive site visits to all of the Company's California locations to make sure they are keeping all logs, inspection reports, testing results, and other paperwork required by applicable UST laws.
- Inspect sumps and dispenser pans for proper placement of sensors, make sure they are clean and free of debris or liquid, and ensure test boots are in the proper position.
- Make sure sites are properly completing required daily checklists and are following up on any identified issues.
- Fill out compliance checklists on each visit and share with Field Managers and Directors.
- Conduct and track Designated UST Operator new and annual refresher training for store and shop employees.
- Attend regulatory UST compliance inspection and testing.
- Establish working relationships with regulators.
- Prepare, maintain, and submit UST Monitoring and Response Plans, Designated UST Operator statements and Certificates of Financial Responsibility.
- Coordinate and schedule all UST compliance testing and inspections to ensure all deadlines are met.
- Review and follow up on any issues identified by Designated UST Operator or other contractor and direct and follow up on any repairs that are needed.
- Supervise and direct any upgrades or repairs identified during regulatory UST inspections or testing.
- Review weekly Veeder Root polling data and other testing records and be familiar with all the UST systems.
- Prepare a Status Report summarizing the TravelCenters Entities' implementation of and compliance with the terms of the Stipulation, any material changes to the

compliance program, and Notices of Violation ("NOV") issued to the TravelCenters Entities for the facilities covered by the Stipulation, any actions taken in response to such NOV, and any penalties paid by the TravelCenters Entities with respect to such NOV. Each Status Report shall contain a summary of, and include as attachments thereto, all annual monitoring system certifications, including monitoring panel printouts, secondary containment testing reports, tank lining inspection reports, cathodic protection testing reports, monthly Designated Operator inspection reports, and CUPA inspections performed at each facility in California. The Status Report will comply with the requirements of Paragraph 4.36 of the Stipulation entered in the Merced Action and will be submitted to the Water Board in accordance with the procedures set forth therein. The Status Report will be submitted to the Water Board in electronic format on a flash drive or CD/DVD.

3. Third-Party Designated UST Operator Inspections

Licensed Designated UST Operators (Designated Operators) will be responsible of inspecting the UST systems monthly. The Company has entered into contracts with UST Operators of Southern California and R.S.S.E., Inc. to provide inspection services, prepare and file inspection reports required for the USTs, and conduct facility employee training. The monthly inspections conducted by the Designated Operators will cover all the required matters set forth in Title 23, Section 2715 of the California Code of Regulations. The Designated Operator also will be responsible for conducting the facility employee training (discussed below) required by Title 23, Section 2715(f) of the California Code of Regulations. The monthly Designated Operator inspections will include the following:

- Review the alarm history report or log for the previous month, and check that each alarm condition was documented and responded to appropriately. A copy of the alarm history report or log, along with documentation describing action taken in response to any alarm(s), shall be attached to the monthly visual inspection record.
- Inspect for the presence of hazardous substance, water, or debris in spill containers.
- Inspect for the presence of hazardous substance, water, or debris in under-dispenser containment areas, and check that the monitoring equipment in these areas is located in the proper position to detect a leak at the earliest possible opportunity.
- Inspect for the presence of hazardous substance, water, or debris in containment sumps that, in the past month, have had an alarm for which there is no record of a service visit, and check that the monitoring equipment in these containment sumps is located in the proper position to detect a leak at the earliest possible opportunity.
- Check that all required testing and maintenance for the underground storage tank system have been completed, and document the dates these activities occurred.

- Verify that all facility employees have been trained in accordance with Section 2715(f).

The result of the Designated Operator's inspections will be recorded as required by Title 23, Section 2715(c) of the California Code of Regulations and provided to the Company and the Compliance Manager as required by Title 23, Section 2715(d) of the California Code of Regulations.

4. TA Operating LLC Site Personnel

Field Maintenance Technicians (FMTs) and Truck Service GMs complete daily inspections, which are reviewed by the Designated Operators and the Compliance Manager. Store General Managers (GMs) conduct monthly inspections, which are also reviewed by the Designated Operators and the Compliance Manager.

5. TA Operating Directors and Field Managers

Store and Truck Service Directors and Field Managers (FMs) will review the monthly checklists on a quarterly basis to assist in monitoring and maintaining compliance at the facilities under their supervision.

Procedures

Each site will be visited by the Compliance Manager once per month and a compliance inspection will be completed with the site manager(s). The Compliance Manager will serve as the primary interface with CUPA personnel for the purpose of scheduling facility compliance inspections, accompanying CUPA inspectors during their facility compliance inspections, and responding to and following up on any issues that are identified during the course of a compliance inspection by the CUPA. The monthly site inspections by the Compliance Manager will not be conducted on the same day as the monthly facility inspections conducted by the Designated Operators pursuant to Title 23, Section 2715 of the California Code of Regulations.

The Compliance Manager will review the UST inspection forms and work with the Designated Operators to ensure that any issues identified during the inspections are resolved promptly and that the proper documentation is prepared to record the issue and its resolution.

Monthly inspections by the Store GM will include Veeder Root alarm logs, hoses, nozzles, spill buckets, and general tank top and dispensing area. The Truck Service GM will inspect and complete checklists for hazardous materials storage areas, above ground storage tanks, and drum storage areas.

Field Maintenance Technicians will perform periodic inspections listed on their required Maintenance Checklist (Attachment 4), which includes dispenser and tank sump inspections and

other items that are also included in the GM checklists. Inspection logs will be placed in a binder at the fuel pay point for later review by the Compliance Manager and the Designated Operator. Store and Truck Service Directors and Field Managers will review the monthly checklists on a quarterly basis to assist in monitoring and maintaining compliance at the facilities under their supervision.

Training

Designated Operators will be responsible for conducting the employee training specified in Title 23, Section 2715(f) of the California Code of Regulations. The training will be conducted every 12 months for current employees. New employees will receive the required training within thirty days of being hired and every 12 months thereafter. The training will cover the topics specified in Title 23, Section 2715(f) of the California Code of Regulations and will include the following:

- The operation of the underground storage tank system in a manner consistent with the facility's best management practices.
- The facility employee's role with regard to the monitoring equipment as specified in the facility's monitoring plan.
- The facility employee's role with regard to spills and overfills as specified in the facility's response plan.
- The name of the contact person(s) for emergencies and monitoring equipment alarms.
- The facility employee's role in recognizing and reporting potential violations of UST laws.

Monitoring and Data Tracking Systems

The USTs are monitored by Veeder Root automatic tank gauges. Site personnel monitor the Veeder Root Console for alarms and respond to alarms, as necessary. All alarms are recorded in an alarm log located at the fuel pay point. Veeder Roots are connected to a network so that the Environmental Director, Manager, Compliance Manager, and Designated Operators can view the Veeder Root condition remotely through the internet. Once per week the Veeder Root is polled by the Company's Environmental Department and the current record of the Veeder Root is retained.

The Company has installed a program developed by Veeder Root, Inform.net, that provides notification of Veeder Root alarms immediately to all necessary personnel and saves current records of the Veeder Root monitoring, as necessary. This program allows for faster response to alarm conditions so that they can be investigated sooner and repaired in a timely manner. A

description of the program is contained in Attachment 5. Only personnel who meet the certification, licensing, and testing requirements specified in Title 23, Section 2715 of the California Code of Regulations will have system access to change the configuration of the UST monitoring and alarm systems remotely.

The Company uses a database called Enfos to retain documents and track costs. This database was developed for environmental management and provides access to documents and information related to environmental issues at any particular site. Testing and inspection due dates can also be tracked in Enfos.

The Compliance Manager also maintains a database that is used to upload inspection, repair and testing documentation similar to Enfos.

Veeder Root monitoring, alarm and polling data will be retained for five years.

Auditing Program Performance and Accountability

The Company relies on a combination of headquarters personnel, field personnel, and external contractors to audit adherence to the CEECP and the effectiveness of the CEECP in maintaining compliance with UST laws.

Environmental Director – The Environmental Director will review documentation of compliance and training on an annual basis to determine if the CEECP is being properly implemented. The Environmental Director will report the audit findings to the Senior Vice President of Store Operations with recommendations for action to comply with the program where there are compliance deviations. In addition, the Environmental Director or other personnel that he may assign will periodically evaluate the performance of the Compliance Manager, the Designated Operators, and the Monthly Preventative Maintenance Contractors to determine whether they are performing their contractual responsibilities in a satisfactory manner and whether modifications to their contracts are necessary. The performance of these contractors also will be taken into consideration in determining whether existing contracts should be renewed or extended.

Compliance Manager – The Compliance Manager is responsible for monitoring the performance of the Designated Operators and Monthly Preventative Maintenance Contractors to assess whether repairs and maintenance issues have been appropriately addressed and resolved on a timely basis. In addition, the Compliance Manager is responsible for bringing compliance, repair and maintenance issues to the attention of Store General Managers and the Truck Service General Managers. The Compliance Manager is also responsible for apprising the Environmental Director of any performance deficiencies by third-party contractors or unresolved compliance, maintenance or repair issues at the facilities.

Store General Managers and Truck Service General Managers – Store General Managers and Truck Service General Managers are responsible for monitoring and evaluating the performance of site personnel, including Field Maintenance Technicians, responsible for the operation and maintenance of the UST system at the facilities for which they are responsible. In addition, they are responsible for reporting to the Environmental Director any observed deficiencies in the performance of third-party contractors responsible for the operation and maintenance of the UST system at the facilities under their supervision.

Directors and Field Managers – Store and Truck Service Directors and Field Managers are responsible for evaluating the performance of Store General Managers and Truck Service General Managers at each facility.

Corporate Senior Vice President of Store Operations – The Environmental Director's performance will be monitored and evaluated by the Corporate Senior Vice President of Store Operations.

Cost Accounting and Invoicing

Purchase orders and invoices will be processed in the Company's accounting system, SAP, through submittals and approvals in Enfos or direct submittal/approval in SAP. Expenditures for which the Company intends to seek credit for implementing program elements which exceed the minimum UST laws will be tracked through the Company's accounting system. The Company anticipates that these expenditures will include the costs of the services of the Compliance Manager, the operation and maintenance of remote tank monitoring systems, remote notification of Veeder Root alarms, and implementation of the UST upgrade program described below.

Compliance Assurance

Alleged violations of UST laws are to be reported to the Compliance Manager or the Environmental Director. In addition, the Company maintains an employee telephone hotline that employees can use to report anonymously any suspected instances of unlawful or unethical conduct. Suspected instances of unlawful or unethical conduct can also be reported by email or through the Company website. The reporting procedures are outlined in the employee handbook provided to each employee. Any alleged instance of violations of UST laws at the California facilities will be investigated and resolved promptly by the Compliance Manager, and the results of the investigation and resolution will be submitted to the Environmental Director for appropriate action, if any further action is deemed necessary.

Reporting

The Compliance Manager will prepare a Status Report summarizing the TravelCenters Entities' implementation of and compliance with the terms of the Stipulation, any material changes to the

compliance program, and Notices of Violation ("NOV") issued to the TravelCenters Entities for the facilities covered by the Stipulation, any actions taken in response to such NOV, and any penalties paid by the TravelCenters Entities with respect to such NOV. Each Status Report shall contain a summary of, and include as attachments thereto, all annual monitoring system certifications, including monitoring panel printouts, secondary containment testing reports, tank lining inspection reports, cathodic protection testing reports, monthly Designated Operator inspection reports, and CUPA inspections performed at each facility in California. The Status Report will comply with the requirements of Paragraph 4.36 of the Stipulation entered in the Merced Action and will be submitted to the Water Board in accordance with the procedures set forth therein. The Status Report will be submitted to the Water Board in electronic format on a flash drive or CD/DVD.

UST Upgrade Program

The Company is evaluating whether to replace certain of its existing single-walled steel USTs in California with double-walled fiberglass USTs. Although the existing steel USTs comply with all current UST laws and the Company is not under any legal obligation to replace them, the Company believes that as a matter of good environmental stewardship it is appropriate to periodically review its policies, practices and operations to assess whether there are measures it can undertake voluntarily to reduce or minimize the potential current and future impact of its operations on the environment. If the Company determines after completing its evaluation that replacement of steel USTs is appropriate, it will inform the Water Board of its decision and identify the facilities at which it intends to install new USTs. All UST replacement work will be conducted in accordance with all applicable laws and regulations. Because the UST upgrades, if any, will exceed the current requirements of existing UST laws, the cost of the upgrades will qualify for Environmental Improvement Credit pursuant to Paragraph 5.4.a of the Stipulation entered in the Merced Action.

Attachment 1

California Travel Centers

VERSION 1.0
JANUARY 2014

Ex. E, p. 011
Exhibit 1, p. 094

TA/PETRO CALIFORNIA LOCATIONS

<u>Store Number</u>	<u>Travel Center</u>	<u>Location</u>
TA#026	Ontario East TravelCenter	San Bernardino County
TA#040	Corning TravelCenter	Tehama County
TA#041	Coachella TravelCenter	Riverside County
TA#057	Redding TravelCenter	Shasta County
TA#160	Buttonwillow TravelCenter	Kern County
TA#162	Ontario West TravelCenter	San Bernardino County
TA#163	Santa Nella TravelCenter	Merced County
TA#170	Livingston TravelCenter	Merced County
TA#227	Barstow TravelCenter	San Bernardino County
TA#239	Wheeler Ridge East TravelCenter	Kern County
Petro#309	Corning Stopping Center	Tehama County
Petro#327	Wheeler Ridge Stopping Center	Kern County
Petro#346	Santa Nella Stopping Center	Merced County

VERSION 1.0
JANUARY 2014

Attachment 2

Organizational Chart

VERSION 1.0
JANUARY 2014

Ex. E, p. 013
Exhibit 1, p. 096

Attachment 3

Compliance Task List

VERSION 1.0
JANUARY 2014

Ex. E, p. 015
Exhibit 1, p. 098

Compliance Task List

1. Conduct monthly comprehensive site visits to all TA/Petro California locations to make sure they are keeping all logs, inspection reports, testing results, and other paperwork required by applicable UST laws.
2. Inspect sumps and dispenser pans for proper placement of sensors, make sure they are clean and free of debris or liquid, and ensure test boots are in the proper position.
3. Make sure sites are properly completing required daily checklists and are following up on any identified issues.
4. Fill out compliance checklists on each visit and share with Field Managers and Directors.
5. Conduct and track Designated UST Operator new and annual refresher training for store and shop employees.
6. Attend regulatory UST compliance inspection and testing.
7. Establish working relationships with regulators.
8. Prepare, maintain, and submit UST Monitoring and Response Plans, Designated UST Operator statements and Certificates of Financial Responsibility.
9. Coordinate and schedule all UST compliance testing and inspections to ensure all deadlines are met.
10. Review and follow up on any issues identified by Designated UST Operator or other contractor and direct and follow up on any repairs that are needed.
11. Supervise and direct any upgrades or repairs identified during regulatory UST inspections or testing.
12. Review weekly Veeder Root polling data and other testing records and be familiar with all the UST systems.
13. Prepare a Status Report summarizing the TravelCenters Entities' implementation of and compliance with the terms of the Stipulation, any material changes to the compliance program, and Notices of Violation ("NOV") issued to the TravelCenters Entities for the facilities covered by the Stipulation, any actions taken in response to such NOV, and any penalties paid by the TravelCenters Entities with respect to such NOV. Each Status Report shall contain a summary of, and include as attachments thereto, all annual monitoring system certifications, including monitoring panel printouts, secondary containment testing reports, tank lining inspection reports, cathodic protection testing reports, monthly Designated Operator inspection reports, and CUPA inspections performed at each facility in California. The Status Report will comply with the requirements of Paragraph 4.36 of the Stipulation entered in the Merced Action and will be submitted to the Water Board in accordance with the procedures set forth therein. The Status Report will be submitted to the Water Board in electronic format on a flash drive or CD/DVD.

VERSION 1.0
JANUARY 2014

Attachment 4

Maintenance Checklist

VERSION 1.0
JANUARY 2014

Ex. E, p. 017
Exhibit 1, p. 0100

Site Environmental Compliance Manager Checklist

Site No.: _____ Date: _____

	Yes	No	Repeat?	Comments
Store and Diesel				
Gas/diesel daily compliance checklist completed				
Alarm log in place and filled out properly				
Is GM following up on compliance checklist				
Hazardous waste drums labeled and stored properly				
Veeder Root alarm logs inspected				
Designated operator training complete for all employees?				
Monthly environmental envelope is properly completed				
All environmental permits are posted and current				
Sumps and UDCs inspected for proper position of sensors				
Sumps and UDCs inspected for presence of liquid or debris				
All secondary containment boots inspected for proper positioning				
All test valves are open to allow for drainage into secondary containment				
Truck Service				
Shop daily compliance checklist is completed				
Alarm log in place and filled out properly				
Is GM following up on the compliance checklist				
Hazardous drums are labeled and stored properly				
Batteries and scrap parts stored properly				
ASTs in good condition				
Daily AST inspections being done				
Designated operator training is completed for all employees				
Monthly environmental permits are posted and current				
Shop floor clean and free of spills				
Sumps inspected for proper position of sensors				
Sumps inspected for presence of liquid and debris				
All secondary test boots inspected for proper positioning				
All test valves are open to allow for drainage into secondary containment				

Store GM Signature and Date:

Shop GM Signature and Date:

Compliance Manager Signature and Date:

Attachment 5
Veeder Root Inform.NET

VERSION 1.0
JANUARY 2014

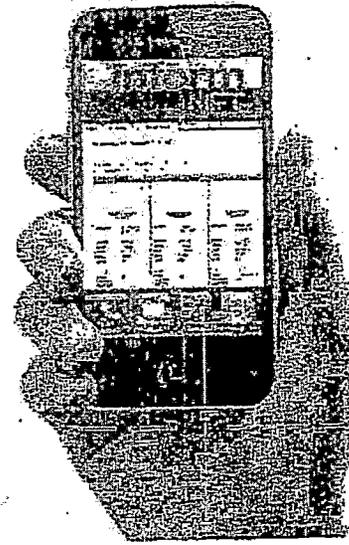
Ex. E, p. 019
Exhibit 1, p. 0102

Connect Anywhere. From Any Device.

A powerful new generation of software from Veeder-Root, called Inform.NET, now allows you to communicate with your entire ATG network wherever you are from any Web-enabled device: mobile phone, pad, PC, or laptop.

Unlimited ATG Data & Reporting.

A true enterprise platform, Inform.NET connects an unlimited number of ATGs to an unlimited number of your key personnel worldwide. You'll find no better tool for gathering and reporting this critical gauge information—including tanks, lines, inventory, deliveries, BIR, and sensors. The software stores this data for anytime access and utilizes an advanced reporting engine for nearly unlimited customized report creation and automation. Site data is stored in a secure database and can be exported as a text, Excel or CSV file for on-demand use. You can send reports at any interval to key personnel who will act on this data to ensure your fuel business becomes more efficient and lucrative.



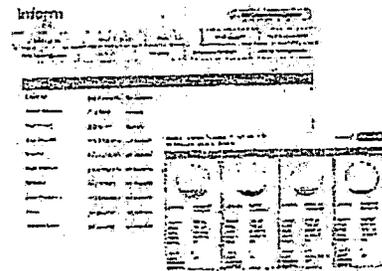
Inform
.NET

Powerful Role-Based Functionality.

Inform.NET allows fuel managers, environmental directors, C-level executives, technicians—anyone you wish to grant access—visibility into your critical ATG network data. An administrator can be designated to manage users, roles, and privileges. "View-only" access provides basic visibility into inventory levels, alarms, and sensor data across all your locations. Both "poll now" and alarm "push" features ensure the right personnel receive the right information instantly. Your expert technicians can be set up as "power users" and given total gauge control. Every key staff member can have the right level of visibility and control to optimize your fuel operations.

Total ATG Control...Remotely.

With Inform.NET, you can program and configure gauges remotely from any Web-browser on any device. This means you'll have the same control of your ATGs from your smartphone as you would on site connecting to each gauge physically. This alone will save you thousands in on-site service expenses. You can create and apply parameter templates to one gauge, a group of gauges, or all ATGs in your network simultaneously. E-mail notifications let you know instantly when any gauge setting has been altered by someone in the field, affording the option to accept these changes or over-ride and reset to default parameters.



Connectivity Means Less Risk, More Profit.

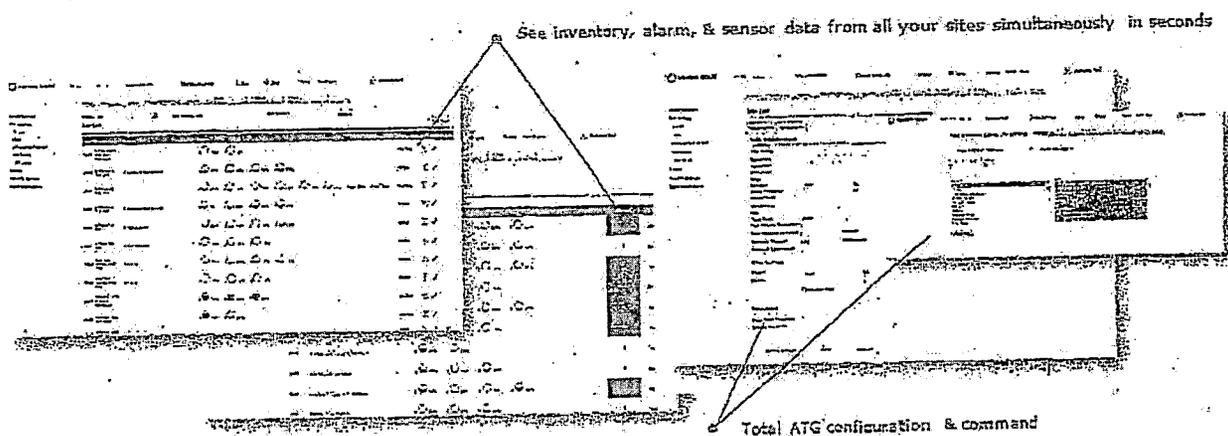
Inform.NET provides accurate, centralized data management of your ATG network. This improves the efficiency of data collection by allowing you to monitor data format and collection frequency. Key personnel can be set up to receive both instant email notifications and important daily reports, helping them optimize fuel levels and promptly resolve ATG alarms. This drastically mitigates your risks and improves overall profitability. The software is easy to use and requires minimal training. Everything from setup and data collection to site diagnosis and report generation is a mere mouse-click away.

Features

- Web-based – 24/7 access to tank gauge data
- Unlimited polling – instant access to inventory and alarm data anytime, anywhere
- Unlimited devices – ATG management from any Web-enabled device: phone, pad, laptop, PC
- Total control – total gauge command and configuration remotely just as if you were on site
- Multi-user – enterprise-class user management offers role-based visibility and security
- Intuitive UI – easy-to-use interface provides total gauge control from any location
- Lightning fast – multi-threaded architecture retrieves all inventory, alarm, and sensor data for unlimited number of ATGs simultaneously in seconds (500 sites in under 30 seconds)
- Interactive chat – technical users can converse with their ATGs via VR Serial Command Protocol
- Flexible detection and restoration – visibility and email alerts anytime ATG parameters altered; ability to reset to original configuration in just a click

Benefits

- Instant inventory polling reduces run-outs and haul-backs
- Prompt e-mail alarm notification and reporting establish good risk management practices
- Enterprise software ensures critical ATG data is never lost (can be restored remotely)
- Single-source visibility into current inventory and historical data helps you optimize fuel management
- Remote gauge troubleshooting and resolution saves you from having to dispatch technicians



Compatible ATGs

Inform.NET can communicate and command any gauge that supports Veeder-Root Serial Interface Protocol, including the following:

- Veeder-Root TLS-450
- Veeder-Root TLS-350 Series
- Veeder-Root TLS-300 Series
- Veeder-TLS-2 Series
- Veeder-Root Red Jacket ProLink
- INCON 504/1000/2000 Consoles
- EBW



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General Requirements: Server-Based Version

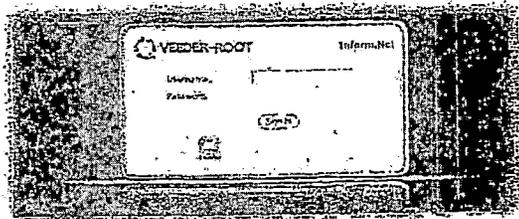
1. Minimum physical server hardware:
 - Physical CPU: 2 XEON-class dual core processors @2.0 GHz or greater; hyper-threading enabled
 - Cache: 1 MB L2 per core
 - Memory: 4 GB
 - Disk: 2 x 36 GB - VMware and multiple server configurations are not supported at this time
2. Server communication hardware:
 - Network Card: 100 Mbit NIC with access to ATG IP addresses
 - Modem: Recommend a 4 or 8 multi-port modem with PCI or PCI-express interface; number of modem ports driven by number of ATGs with modems and desired response time; Recommended that ATG with modems have a dedicated phone line
3. Full administrative permissions on server and SQL server
4. Appropriate Microsoft system software components:
 - Microsoft Windows Server 2008 or greater (Standard or Enterprise)
 - Microsoft SQL Server 2008 or greater, (Standard or Enterprise) with:
 - ✓ SSRS (SQL Server Reporting Services)
 - ✓ Default collation of SQL_Latin1_General_CP1_CI_AS
 - ✓ Configure Database mail and set-up SSRS for e-mail delivery (instruction found in readme.doc)
 - Microsoft Internet Information Services 7.0/7.5, with 6.0 compatibility components
 - Microsoft .NET Framework 4.0
 - End-user browser: IE7 or IE8

Pricing of Server-based Version

Number of Sites	Number of Users	Price
Up to 10 sites	Unlimited	\$2100
11-19 sites	Unlimited	\$210 per site
20-249 sites	Unlimited	\$184 per site
250-499 sites	Unlimited	\$158 per site
More than 500 sites	Unlimited	\$78,750

*prices above apply to North America in U.S. dollars only and are subject to change without notice

Prices above are a one-time fee for the software license. This price includes one year of maintenance. If you wish to renew the optional maintenance contract after the first year, which gives you free version and functionality updates, you may do so at a cost of 20% of the purchase price per year (after the first year of ownership). Visit the cost calculator at <http://informnet.mytitan.net>



Get started today with a free trial
and see what total control of your
ATG network can mean to your
business!

For more information about Inform.NET, including a no-obligation WebEx demo or free trial, please contact Titan at (615) 372-6002 or by email at ROI@titancloud.com.

This e-copy is the official court record (GC68150).

DECLARATION OF SERVICE BY OVERNIGHT COURIER

Case Name: *People of the State of California ex rel. the State Water Resources Control Board v. TA Operating LLC; HPT TA Properties Trust; and Petro Travel Plaza LLC*

No.: Merced County Superior Court, Case No. CV001267

I declare:

I am employed in the Office of the Attorney General, which is the office of a member of the California State Bar, at which member's direction this service is made. I am 18 years of age or older and not a party to this matter; my business address is: 1515 Clay Street, 20th Floor, P. O. Box 70550, Oakland, CA 94612-0550.

On **November 16, 2017**, I served the attached **[PROPOSED] FIRST AMENDED FINAL CONSENT JUDGMENT AND PERMANENT INJUNCTION** by placing a true copy thereof enclosed in a sealed envelope for deposit with our contractor, Golden State Overnight, for next business-day delivery, addressed as follows:

Stacy E. Kray, Esq.
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
525 University Avenue
Palo Alto, CA 94301-1908
Telephone: (650) 470-4535
Fax: (650) 798-6604
E-Mail: stacy.kray@skadden.com
Attorneys for Defendants TA Operating LLC, HPT TA Properties Trust, and Petro Travel Plaza LLC

I declare under penalty of perjury under the laws of the State of California the foregoing is true and correct and that this declaration was executed on **November 16, 2017**, at Oakland, California.

DEBRA BALDWIN
Declarant


Signature