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***VIA CERTIFIED MAIL -
RETURN RECEIPT REQUESTED***

December 15, 2011

Gregory J. Goff, President and CEO
Tesoro Corporation
Tesoro Refining and Marketing Company
19100 Ridgewood Parkway
San Antonio, TX 78259

Owner/Site Manager
Tesoro Golden Eagle Refinery
Tesoro Refining and Marketing Company
150 Solano Way
Martinez, CA 94533-1487

Re: *Notice of Violations and Intent to File Suit Under the Clean Water Act*

Dear Mr. Goff, Site Owner and Site Manager:

NOTICE

The Clean Water Act (“CWA” or “Act”) at § 505(b), [33 U.S.C. § 1365(b)] requires that 60 days prior to the initiation of a civil action under CWA § 505(a) a citizen must give notice of his/her intent to sue to the alleged violator, to the EPA (both local and federal), and to the State in which the violations occur. If the alleged violator is an individual or corporation, service of notice shall be accomplished by certified mail addressed to, or by personal service upon, the owner or managing agent, with a copy sent to the registered agent of the corporation.

Notice is hereby given that Northern California River Watch (“River Watch”) intends to bring suit in the U.S. District Court against Tesoro Corporation and Tesoro Refining and Marketing Company as operator of the Tesoro Golden Eagle Refinery facility and owner of

the underlying real property at 150 Solano Way in Martinez, California (“Tesoro,”) by reason of Tesoro’s continuing violations of “an effluent standard or limitation,” permit, condition or requirement and/or “an order issued by the Administrator or a State with respect to such standard or limitation” under CWA § 505(a)(1) [33 U.S.C. § 1365(a)(1)], the Code of Federal Regulations, and the Regional Water Quality Control Board’s Basin Plan, as exemplified by Tesoro’s illegally discharging pollutants from a point source to waters of the United States in violation of its National Pollution Discharge Elimination System (“NPDES”) permit.

This Notice also addresses Tesoro’s ongoing violations of the substantive and procedural requirements of Water Quality Order No. R2-2010-0084, NPDES Permit No. CA0004961 and NPDES Industrial Storm Water General Permit No. CAS000001, [State Water Resources Control Board] Water Quality Order No. 92-12 DWQ as amended by Water Quality Order 97-03 DWQ, issued pursuant to CWA § 402(p), 33 U.S.C. § 1342(p), hereafter referred to as the “General Industrial Permit”. The Act prohibits storm water discharges without a NPDES permit. (See 33 U.S.C. § 1342; 40 C.F.R. § 122.26).

The activities leading to these CWA violations are more fully described below in each of the sections that highlight the unauthorized discharges at the Golden Eagle Refinery site. The dates of these violations correspond with the dates of each historical as well as current unauthorized discharge of solid, hazardous wastes.

The CWA requires that any Notice regarding an alleged violation of an effluent standard or limitation or of an order with respect thereto, shall include sufficient information to permit the recipient to identify the following:

1. *The specific standard, limitation, or order alleged to have been violated*

This Notice addresses Tesoro’s failure to comply with the terms and conditions of Order No. R2-2010-0084, NPDES Permit No. CA0004961 and the General Industrial Permit by reason of its discharges of non-storm water pollutants from the Golden Eagle Refinery in Martinez, California in violation of effluent limitations, and its illegal discharges of contaminated storm water from said Refinery.

In keeping with notice requirements, River Watch alleges Tesoro has violated “effluent standards or limitations,” by allowing petroleum hydrocarbons, petroleum constituents and other toxic chemicals to be released and discharged into waters of the United States, and specifically into Pacheco Slough, Hastings Slough and Point Edith Marsh in Martinez, California, and into the surface waters of Suisun Bay as further investigation may disclose, in violation of Tesoro’s NPDES Permit or other permit which specifically

authorizes all of the discharges that have occurred in the past, that are currently occurring, and that are likely to occur in the future.

2. *The activity alleged to constitute a violation*

River Watch has set forth narratives below describing discharges to hydrologically connected groundwater and surface waters as the activities leading to statutory violations, and describing with particularity specific incidents which may or may have not been reported in public reports and other public documents in Tesoro's possession or otherwise available to Tesoro. River Watch incorporates by reference the records cited below from which descriptions of specific incidents were obtained.

3. *The person or persons responsible for the alleged violations*

The entities responsible for the violations alleged in this Notice are Tesoro Corporation and Tesoro Refinery and Marketing Company as operator of the Tesoro Golden Eagle Refinery facility and owner of the underlying real property at 150 Solano Way in Martinez, California, identified collectively in this Notice as "Tesoro," including all of their managers and other employees responsible for compliance with the CWA and compliance with any applicable state and federal regulations and permits with respect to operations at the Golden Eagle Refinery.

4. *The location of the alleged violations*

The location of the various violations alleged in this Notice is the Golden Eagle Refinery at 150 Solano Way in Martinez, California as identified in records either created or maintained by or for Tesoro, including the records cited in this Notice, and the description of specific incidents referenced below.

5. *The date or dates of violations, or a reasonable range of dates during which the alleged activities occurred*

River Watch has examined State Water Resource Control Board and Regional Water Quality Control Board records for at least the period from December 15, 2006 to December 15, 2011. The range of dates covered by this Notice is December 15, 2006 to December 15, 2011, but also references hydrocarbon releases and other chemical releases at the Golden Eagle Refinery which have occurred as far back as the 1980's and earlier. River Watch will from time to time update this Notice to include all violations which occur after the range of dates covered by this Notice. Some violations are continuous in nature, therefore each day on which violations persist constitutes a separate CWA violation.

6. *The full name, address and telephone number of the person giving notice.*

The entity giving this notice is Northern California River Watch, P.O. Box 817, Sebastopol, CA 95472, telephone and facsimile: 707-824-4372. Email: US@ncriverwatch.org. River Watch is a non-profit corporation organized under the laws of the State of California, dedicated to the protection and enhancement of the waters of the State of California including all rivers, creeks, streams and groundwater in Northern California.

BACKGROUND

A. Setting and Current Use of the Golden Eagle Refinery Property - 150 Solano Way, Martinez, CA

Tesoro Refining and Marketing Company is the current owner and operator of the Golden Eagle Refinery (“Refinery”) situated on approximately 2,200 acres in Martinez, California. Tesoro became primarily responsible for remediation at the Refinery in 2007 although it is apparent that historical facility owners have contributed to the current existing contamination on this property in the course of previous operations. The Refinery is bounded to the north by Carquinez Strait and Suisun Bay, to the east by open space, Point Edith Marsh and the Naval Weapons Station, and to the west by Pacheco Creek and Pacheco Slough. South of the Refinery lie industrial parks and Mallard Reservoir.

The Refinery began operation in 1913 and continues to conduct petroleum refining operations with a crude oil capacity of approximately 166,000 barrels per day.

The Refinery receives crude oil by tanker or pipeline for the production of gasoline and diesel fuels. It is classified as a cracking refinery. The Refinery has a wastewater treatment plant which treats wastewater from the following activities and production facilities:

- sour water strippers
- an ammonia recovery unit
- acid plant effluent
- cooling tower blowdown
- boiler blowdown
- neutralized demineralizer system
- groundwater from remediation activities
- non-hazardous wastewater generated from offsite Tesoro-owned facilities
- Monsanto Company catalyst plant

- cooling tower and boiler blowdown from the Air-Liquide carbon dioxide plant
- cooling tower and regeneration water from the Foster Wheeler cogeneration plant

The Refinery pumps this wastewater from an air stripper into a 14-acre rectangular basin (Surge Pond #1) for biotreatment. From there, wastewater flows into an 8-acre rectangular basin (Surge Pond #2) for further aerobic treatment. Some of the wastewater may from there be returned to the Refinery for industrial use, or it may be pumped into a 108-acre basin (the Ox Pond) with an estimated capacity of 216 million gallons (but a typical operating volume of approximately 150 million gallons of wastewater). The Ox Pond provides passive treatment of wastewater by aeration with a retention time of about 30 days.

From the Ox Pond, the Refinery routes wastewater to clarifiers, adding coagulants and flocculants to enhance settling of wastewater solids. Some of these solids are disposed of offsite. From the clarifiers the wastewater is sent to 12 granular activated carbon columns for purposes of ensuring that the treated wastewater is non-toxic to aquatic life. After the granular activated carbon columns, the wastewater is routed to a 26-acre Coke Pond for additional treatment. From there, the Refinery sends the wastewater into the Clean Canal, which also receives storm water runoff, and neutralized demineralized reject water from the water treatment plant. The Clean Canal conveys treated wastewater and other streams to a sump containing 3 pumps which discharge into Suisun Bay through a 27-inch diameter outfall. This outfall, E-001, terminates with a multi-port diffuser located under the Avon Wharf, 45 feet below mean lower low water.

A number of the storage ponds used by the Refinery in the wastewater treatment process are unlined.

B. Hydrogeology of the Refinery

There are two groundwater zones at the site: the Shallow Zone and the Alluvial Aquifer. According to reports by Tesoro's consultant, shallow groundwater is found predominantly within the Bay Mud deposits in Tracts 1 and 3 of the site, in addition to areas of Tracts 4 and 6 where Bay Mud is absent. The Alluvial Aquifer is primarily a sandy zone with a base elevation of approximately 50 feet or more below mean sea level. This is a highly permeable zone that extends laterally beneath and beyond the Refinery property. Lenses of coarser-grained material in the Shallow Alluvial unit may represent, according to Tesoro's consultant, former channels of meandering streams cut into predominantly clay substrate.

Groundwater flow varies depending upon the location. In Tract 1 groundwater flow is primarily towards Point Edith Marsh and Hastings Slough. In Tract 2 the groundwater flow is primarily towards Pacheco Slough aka Pacheco Creek. Both Pacheco Slough and Hastings Slough are tidally influenced and drain into Suisun Bay. Groundwater in Tracts 3 and 4 flow towards Pacheco Slough. In Tracts 6 and 7, groundwater flows mostly northward, but also may reach Hastings Slough.

In addition to the naturally occurring surface waters surrounding the Refinery, there are man-made surface water storage and conveyance features on the Refinery property as noted above including the Clean Canal and East Canal. Also, 6 surface water impoundments – Inner Coke Pond, Outer Coke Pond, Surge Pond #1, Surge Pond #2, the Bio-Oxidation Pond (aka Ox Pond) and the Water Reservoir. More than 4 intermittent stormwater retention basins exist – Deacon’s Pond, South Pond, Cardox Pond, Walnut Creek Holding Basin, and unnamed basins along the margins of Tract 4. Storm water from the Refinery is discharged into Pacheco Creek and Hastings Slough.

The current groundwater monitoring system includes perimeter and interior groundwater monitoring wells, piezometers, and recovery wells (used to reduce existing levels of LNAPL) – approximately 393 self-monitored wells consisting of 79 perimeter wells, 166 interior wells, 59 piezometers, 58 recovery wells, 17 perimeter alluvial wells, 14 interior alluvial wells and 21 surface water gauging stations (for the measurement of surface water elevations). The piezometers are not typically monitored, but are used to measure groundwater elevation and LNAPL thicknesses.

VIOLATIONS

A. Discharge Prohibitions

The discharge (or bypass) of wastewater at a location or in a manner different from that described in the NPDES Order is prohibited. (Order # R2-2010-0084, p.11)

River Watch alleges that from December 15, 2006 to December 15, 2011 Tesoro has violated the CWA by failing to meet all of the conditions of its NPDES Permit and for discharging pollutants into waters of the United States beyond the extent permitted by its NPDES Permit. Each and every unpermitted discharge is a separate violation of the CWA.

Permit violations have been regularly found at the Refinery in recent years. Four separate releases occurred from the effluent discharge line at Avon Wharf in 2009 totaling in excess of 6,000 gallons of wastewater effluent which went into Suisun Bay bypassing the Refinery’s diffuser. These discharges were as follows:

- On January 20, 2009, an estimated 530 gallons of effluent;
- On August 17, 2009, an estimated 1,800 gallons of effluent;
- On December 27, 2009, an estimated 1,600 gallons of effluent;
- On December 28, 2009, an estimated 2,230 gallons of effluent.

In 2010 four separate diffusion line leaks at Avon Wharf resulted in the release of an estimated 33,700 gallons of Refinery wastewater into the Bay bypassing the Refinery's diffuser. These discharges were as follows:

- On June 12, 2010, an estimated 3,550 gallons of effluent released;
- On October 7, 2010, an estimated 18,500 gallons of effluent at Marker 10 of the 27 inch pipeline (E-001), and an estimated 12,500 gallons of effluent at Marker 60;
- On October 16, 2010, an estimated 185 gallons of effluent at Marker 38.

Given this history it is likely that such unauthorized discharges of partially treated wastewater at the Avon Wharf will continue in the future.

Many of the Refinery's storage ponds are unlined. Groundwater at the site is currently being impacted by seepages from the various wastewater lagoons on the property. The impacted groundwater is hydrologically connected to surrounding surface waters. As such until these storage facilities are prevented from leaking, contaminants that have not been adequately processed and treated are being discharged to surface waters.

Therefore, each day the ponds continue to discharge is a violation of the CWA. From December 15, 2006 to December 15, 2011 there have been 1,825 violations of the Act.

B. Permit Exceedances

Any noncompliance with the conditions of NPDES Order No. CA0004961 constitutes a violation of the Clean Water Act and the California Water Code. (Order No. R2-2010-0084, D-1)

NPDES Permit CA0004961 exceedances occurred at the Refinery in 2010 which included a failure to meet the required survival rate for marine organisms using WET protocols; an apparent exceedance of the Dioxin-TEQ permit limit, and a coliform exceedance (sample location D-2).

C. General Discharge Prohibitions

The discharge shall not cause a violation of any water quality standard for receiving waters adopted by the Regional Water Board or the State Water Board by the CWA and regulations adopted thereunder. (Order No. R2-2010-0084, p.16)

LNAPL, a solid and hazardous waste, is present in measurable and potentially recoverable quantities throughout the Refinery property, and is predominantly detected in wells located in Tracts 1, 2 and 3. As of June of this year there are 21 active, 12 passive, and 25 inactive LNAPL recovery wells at the Refinery. At the present time, total fluid extraction systems and passive skimming systems are used to recover some small portion of this petroleum hydrocarbon contamination found in groundwater in and around the Refinery. As long as LNAPL is allowed to remain in groundwater in and around the Refinery, unknown volumes of hydrocarbon contaminated groundwater are allowed to reach Suisun Bay via tributaries.

Groundwater at the site is currently being impacted by LNAPL. The impacted groundwater is hydrologically connected to surrounding surface waters. As such until these solid and hazardous waste are prevented from discharging to surface waters, contaminants that have not been adequately processed and treated are being discharged in violation of the Act.

Therefore, each day the solid and hazardous waste continue to discharge to surface waters is a violation of the Act.

The extent of soil and groundwater contamination at the Refinery has persisted for decades. Discharges of toxic hydrocarbons from operations on the Refinery are ongoing. Given the close proximity of surface waters existing on 3 sides of the property, River Watch believes that contaminated groundwater at the Refinery necessarily communicates with surface waters, particularly in areas adjacent to Pacheco Slough and Hastings Slough which are tidally influenced surface waters of the Bay. Groundwater in this area is similarly affected by tidal variations which continuously pull contaminated groundwater into direct contact with tidal surface waters.

Beneficial uses of Suisun Bay and adjacent waters include but are not limited to: industrial water supply; navigation; water contact recreation; non-contact water recreation; ocean commercial and sport fishing; preservation of areas of special biological significance; wildlife habitat; marine habitat; habitat for threatened and endangered species; fish spawning; and, shellfish harvesting.

In addition to historical soil and groundwater contamination from Refinery operations, including significant releases of reformate and MTBE from Line 60 and Line 66 in 1999, contemporary unauthorized hydrocarbon releases have occurred adding to the contaminant load affecting the Refinery property and surrounding environment. In April of 2009, the demolition of the PD Bottoms Line caused the release of approximately 60 barrels of naptha-range hydrocarbons (50/50 degraded naptha and water mix) over an area 10 to 12 feet wide by 75 feet long. Only slightly more than half of the released amount was later recovered. In August of 2010, a pipeline rupture in Tract 3 caused an unknown large volume of hydrocarbons to be released on the Refinery site which then flowed across surface soils and into the East Canal. Some 200 barrels of hydrocarbons were eventually recovered, but unrecovered quantities of this unauthorized release remain in the soils, groundwater and in the Canal.

Therefore, each day this solid and hazardous waste continues to be in the Canal is a violation of the CWA.

D. Point Source Discharges

Current point source discharges at the Refinery include the industrial facilities and operations which have caused and continue to cause as yet uncalculated levels and concentrations of solid and hazardous wastes including liquid petroleum, high levels of TPHg, benzene, and “statistically significant increases” in the concentrations of a variety of contaminants of concern around the Refinery, including arsenic, barium, chromium and vanadium.

As noted above, these toxic and hazardous wastes are not being actively or comprehensively remediated and continue to represent ongoing pollution affecting the health and safety of humans and environmental flora and fauna in the local Martinez community.

Additional point source discharges from the Refinery to waters of the United States include a variety of pipes, erosion channels, ditches and gullies spanning across the Refinery property, and a number of unlined storage ponds which are hydrologically connected through groundwater to adjacent waters of the United States.

E. Storm Water Discharges

River Watch believes the current condition of the Refinery allows rain water and heavy rainfall events to carry contaminated soils and contaminated surface water into Pacheco Slough, Hastings Slough, Point Edith Marsh, the Clean Canal and the East Canal, as well as the 6 surface water impoundments on the Refinery property (Inner Coke Pond, Outer Coke Pond, Surge Pond #1, Surge Pond #2, the Bio-Oxidation Pond, and the Water

Reservoir,) and to the intermittent stormwater retention basins identified as Deacon's Pond, South Pond, Cardox Pond, Walnut Creek Holding Basin, and unnamed basins along the margins of Tract 4. Petroleum hydrocarbon contamination reaching any of these surface waters has the potential of migrating offsite to further contaminate Pacheco Slough and Hastings Slough, and necessarily will find and pollute Suisun Bay.

River Watch is aware of no comprehensive storm water or sewer water system in place at the Refinery which effectively channelizes rain water from heavy rain events into a filtering system that prevents any further surface or groundwater contamination from runoff. At the present time, storm water runoff from heavy rain and flooding appears capable of carrying toxic chemical compounds into either of the Sloughs and the adjacent Suisun Bay.

E. Inadequate Remediation

Current remediation activities at the Refinery are limited to the hydrocarbon recovery systems mentioned above; an evaluation of the lateral extent of the LNAPL; regular updates of the recovery system performance and maintenance activities; and, assessments of recovery well performance.

Levels of petroleum hydrocarbons and petroleum constituents, including benzene, and levels of other toxic chemicals historically used at the Refinery will continue to negatively affect the environmental health of this area unless much more proactive remediation is conducted without further delay.

Although Tesoro has known about the serious ongoing condition of the Refinery site, past and present efforts to neutralize or eliminate the threat presented have been piecemeal and inadequate. Toxic chemicals have been discharged into surrounding soil, groundwater and surface waters from the Refinery for decades. As a direct result of Tesoro's inaction with respect to its remediation responsibilities, River Watch's use and enjoyment of this area of the coast and Suisun Bay and its environs have been adversely affected.

These enumerated violations are based upon review of the Regional Water Quality Control Board's files and GeoTracker files for Tesoro and the Refinery, as well as review of other files publicly available.

In addition to all of the above violations, this Notice covers any and all violations of the CWA at the Refinery evidenced by Tesoro's records and monitoring data which Tesoro has submitted (or has failed to submit) to the Regional Water Quality Control Board and/or other regulatory agencies during the period December 15, 2006 through December 15, 2011.

This Notice also covers any and all violations of the CWA by Tesoro at the Refinery site which may have occurred, but for which data may not have been available or submitted or apparent from the face of the reports or data submitted by Tesoro to the Regional Water Quality Control Board, to GeoTracker, or to other regulatory agencies.

The violations set forth in this Notice are alleged to be continuing in nature in that the sources of contamination impacting surface waters have not been eliminated to date. Pursuant to CWA §309(d) [33 U.S.C. §1319(d),] each of the violations described herein subjects the violator to substantial monetary penalties on a per day basis for each of the violations occurring within the 5 year period prior to the initiation of a citizen enforcement action. In addition to civil penalties to be paid to the United States Treasury, River Watch intends to seek injunctive relief in the interests of preventing further violations of CWA provisions, pursuant to CWA §§505(a) and 505(d) [33 U.S.C. §1365(a) and (d),] and such other relief as is permitted by state and federal law. Finally, CWA §505(d) permits prevailing parties to recover costs and reasonable attorney fees.

REMEDIAL MEASURES REQUIRED

River Watch believes the following remedial measures are necessary in order to bring the Refinery into compliance with applicable provisions of the CWA. In addition, River Watch believes the implementation of these measures will reduce the biological impacts of Tesoro's non-compliance upon public health and the surrounding environment:

1. Complete delineation of the site (including vertical contaminant delineation) for the purpose of enabling a comprehensive evaluation of the extent of underlying contamination so that adequate remediation work may proceed. This should include an evaluation of the potential for migration into the surface waters of Pacheco Slough, Point Edith Marsh, and Hastings Slough, as well as into each of the man-made surface waters at the Refinery site. Tesoro's consultant assumes that "good hydraulic communication occurs between the surface water bodies at the site and groundwater, with the exception of the Water Reservoir and the South Pond, which are lined." (W/S 2011 SMP Report, 5-2);
2. Initiation of one or more effective remediation strategies designed to eliminate or significantly reduce the current threat to the environment and human health, either by over-excavation, or by means of other methods such as enhanced bioremediation, that have a strong likelihood of achieving state mandated MCLs or pre-existing background levels within a reasonable time frame across the Refinery campus;

3. Comprehensive, site-wide recovery of persisting sources of LNAPL via other more proactive strategies such as high vacuum, dual-phase extraction in light of the persistence of LNAPL in historical ranges which remain fairly constant;
4. Initiation of efforts to achieve complete hydraulic control of the Refinery groundwater by any means available including a French drain system with sump pumps;
5. Given the potential for flooding in and around the Refinery (especially in Tract 3) due to very high groundwater levels and the impact of seasonal precipitation, attention should be given to eliminating the potential for storm water runoff that allows contaminated flood waters to migrate offsite;
6. Initiation of vapor intrusion testing in any buildings or work areas above the subsurface areas contaminated with hazardous waste to determine whether nearby employees at the site and/or third parties are being exposed to injurious levels of hydrocarbons, benzene or other toxic vapors;
7. Completion of preferential pathway studies to determine whether there are conduits, sewer lines, storm drains, gravel lenses or other avenues by which hydrocarbons and petroleum constituents may be migrating offsite;
8. Current residual mass calculations which will allow the measurement of remediation progress once remediation processes are initiated.

CONTACT INFORMATION

River Watch has retained legal counsel with respect to the issues raised and identified in this Notice . All communications should be addressed to:

Jack Silver, Esquire
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CONCLUSION

The violations of Tesoro as set forth in this Notice affect the health and enjoyment of River Watch and its members, who reside, work and recreate in the affected area. River Watch and its members use these watersheds for domestic water supply, agricultural water

supply, recreation, sports, fishing, swimming, hiking, photography, nature walks and the like. Their health, property rights, use and enjoyment of this area is specifically impaired by Tesoro's violations of the CWA as described herein.

River Watch believes this Notice sufficiently states the grounds for filing suit under the statutory and regulatory provisions of the CWA as to the Refinery. At the close of the notice periods or shortly thereafter, River Watch intends to file a suit against Tesoro under CWA provisions for each of the violations as alleged herein, and with respect to the existing conditions at the Refinery.

However, River Watch is willing to discuss effective remedies for the violations referenced in this Notice. If Tesoro wishes to pursue such discussions in the absence of litigation, you are encouraged to initiate such discussions immediately so that we might be on tract to resolving the issues of River Watch as identified in this Notice before these claims are filed. River Watch will not delay the filing of a lawsuit if discussions have not commenced within a reasonable time following the service of this Notice.

Very truly yours,


Jack Silver

JS:lhmm

cc: Administrator
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