

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PES HOLDINGS, LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 19-11626 (KG)
)
) (Joint Administered)
)

**ORDER APPROVING CONSENT ORDER AND AGREEMENT
BETWEEN PHILADELPHIA ENERGY SOLUTIONS REFINING
AND MARKETING LLC AND COMMONWEALTH OF PENNSYLVANIA,
DEPARTMENT OF ENVIRONMENTAL PROTECTION**

Upon consideration of the *Certification of Counsel Regarding Order Approving Consent Order and Agreement Between Philadelphia Energy Solutions Refining and Marketing LLC and Commonwealth of Pennsylvania, Department of Environmental Protection* filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order (this “Order”) to approve the *Consent Order and Agreement*, dated January 15, 2020 (the “Consent Order”), a copy of which is attached to this Order as **Exhibit 1**, by and between Debtor Philadelphia Energy Solutions Refining and Marketing LLC (“PESRM”) and the Commonwealth of Pennsylvania, Department of Environmental Protection (the “Department”, and together with PESRM, the “Parties”); and the Court having jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated February 29, 2012; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that approval of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PES Holdings, LLC (8157); North Yard GP, LLC (5458); North Yard Logistics, L.P. (5952); PES Administrative Services, LLC (3022); PES Energy Inc. (0661); PES Intermediate, LLC (0074); PES Ultimate Holdings, LLC (6061); and Philadelphia Energy Solutions Refining and Marketing LLC (9574). The Debtors’ service address is: 1735 Market Street, Philadelphia, Pennsylvania 19103.

Consent Order is in the best interests of the Debtors' estates and creditors, it is HEREBY ORDERED THAT:

1. The Consent Order is approved.
2. The Parties are authorized to take all actions and execute such other documents as may be necessary or appropriate to perform under the terms of the Consent Order and implement the relief granted herein.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. The Court shall retain jurisdiction over any and all matters arising from or related to the implementation, enforcement, or interpretation of this Order.

**Dated: January 22nd, 2020
Wilmington, Delaware**

DOCS_DE:227191.1 70753/001



2 **KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE**

Exhibit 1
Consent Order Agreement

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF ENVIRONMENTAL PROTECTION

In The Matter Of:

Philadelphia Energy Solutions :
Refining and Marketing LLC :

CONSENT ORDER AND AGREEMENT

This Consent Order and Agreement is entered into this 15th day of January, 2020, by
and between the Commonwealth of Pennsylvania, Department of Environmental Protection
("Department") and Philadelphia Energy Solutions Refining and Marketing LLC ("PESRM").

The Department has found and determined the following:

The Parties and the Environmental Laws

A. The Department is the agency with the duty and authority to administer and
enforce: The Clean Streams Law, Act of June 22, 1937, P.L. 1987, *as amended*, 35 P.S.
§§ 691.1-691.1001 ("Clean Streams Law"); the Storage Tank and Spill Prevention Act, Act of
July 6, 1989, P.L. 169, No. 32, *as amended*, 35 P.S. §§ 6021.101 *et seq.* ("Storage Tank Act");
the Land Recycling and Environmental Remediation Standards Act, Act of May 19, 1995, P.L. 4,
No. 1995-2, 35 P.S. §§ 6026.101 *et seq.* ("Act 2"); the Radiation Protection Act, Act of July 10,
1984, P.L. 688, 35 P.S. §§ 7110.101-7110.703; the Solid Waste Management Act, Act of July 7,

1980, P.L. 380, *as amended*, 35 P.S. §§ 6018.101-6018.1003 ("SWMA"); the Dam Safety and Encroachments Act, Act of November 26, 1978, P.L. 1375, *as amended*, 32 P.S. §§ 693.1-693.27; Section 1917-A of the Administrative Code of 1929, Act of April 9, 1929, P.L. 177, *as amended*, 71 P.S. § 510-17 ("Administrative Code"); and the rules and regulations ("rules and regulations") promulgated thereunder (hereinafter, collectively, the "Environmental Laws"). Environmental Laws also includes the Resource Conservation and Recovery Act, 42 U.S.C. §§ 6901-6992, and the rules and regulations promulgated thereunder ("RCRA"), certain provisions of which the Department has been specifically delegated the authority to administer by the United States Environmental Protection Agency.

B. PESRM is a Delaware Limited Liability Company doing business in Pennsylvania with a mailing address of 3144 W. Passyunk Ave, Philadelphia, PA 19145.

The Facility

C. PESRM owns and operates the Philadelphia Refinery Point Breeze Processing Area ("Point Breeze"), the Philadelphia Refinery Girard Point Processing Area ("Girard Point") and the Schuylkill River Tank Farm ("Schuylkill River Tank Farm"), which are oil refining complexes and/or bulk storage facilities, as well as the West Yard, which is located to the west of Point Breeze across the Schuylkill River, all of which are located in south Philadelphia and which shall hereinafter collectively be referred to as the "Facility."

The Environmental Authorizations

D. PESRM holds two NPDES permits, NPDES Permit No. PA0011533, associated with Girard Point, and NPDES Permit No. PA0012629, associated with Point Breeze, issued by the Department, which authorize discharges of industrial wastewater and stormwater from the Facility, including from two industrial wastewater treatment plants, the Girard Point Industrial Waste Water Treatment Plant ("Girard Point IWWTP") and the Point Breeze Industrial Waste Water Treatment Plant ("Point Breeze IWWTP") (together, the "IWWTPs"), to the Schuylkill River, a water of the Commonwealth.

E. PESRM owns and/or operates, pursuant to various permits issued by the Department, 201 aboveground storage tanks and two underground storage tanks at the Facility, including at Point Breeze, Facility Identification Number 51-33620, Girard Point, Facility Identification Number 51-33624, and Schuylkill River Tank Farm, Facility Identification Number 51-11557. Another 43 aboveground storage tanks containing process chemicals are owned and operated by Baker Petrolite LLC, pursuant to a written agreement with PESRM.

F. PESRM is licensed to use certain radioactive material in gauging devices at the Facility pursuant to Radioactive Materials License No. PA-0853 issued by the Department, and PESRM is registered by the Department to use certain x-ray units at the Facility.

G. PESRM is a large quantity generator of hazardous waste, as defined in 40 C.F.R. § 260.10 and incorporated by 25 Pa. Code § 260a.10, and holds RCRA Part B Permit PAD049791098, issued by the Department, for the management and/or storage of residual and

hazardous waste at Girard Point, Point Breeze, and Schuylkill River Tank Farm, and permits-by-rule for residual and hazardous waste generated in the operation of the IWWTPs.

H. PESRM holds various permits, issued by the Department, relating to construction activities, including, without limitation, PAD510007 and PAD510028, and water obstructions and encroachments, including, without limitation, E51-114, E51-128, E51-129, and E51-138, at the Facility.

I. The permits, licenses, registrations, and other authorizations referenced above shall hereinafter collectively be referred to as the “Environmental Authorizations.”

The June 21, 2019 Explosions

J. On June 21, 2019, several explosions occurred in the alkylolation unit (“Unit 433”) at the Facility (hereinafter the “June 21, 2019 Explosions”).

K. The June 21, 2019 Explosions have created conditions at the Facility that give rise to pollution, or a danger of pollution, within the meaning of 35 P.S. § 691.316, and nuisances, within the meaning of 71 P.S. § 510-17.

The Bankruptcy Petition

L. On July 21, 2019, PESRM filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware docketed at Case No. 19-11626-KG (hereinafter, the “Bankruptcy Petition”).

M. PESRM continues to operate its business and manage its property as a debtor and debtor-in-possession under Sections 1107(a) and 1108 of the Bankruptcy Code.

N. As the debtor and debtor-in-possession, PESRM is required to manage and operate the Facility in accordance with all relevant requirements of Pennsylvania laws, including but not limited to the “Environmental Laws,” as defined in Paragraph A, above, and the “Environmental Authorizations,” as defined in Paragraph I, above, in addition to the obligations of debtors and debtors-in-possession under the Bankruptcy Code.

The Objectives of this Consent Order and Agreement

O. PESRM is in the process of idling operations at the Facility (hereinafter, the “Idling Period”), as it determines whether it will: (i) transfer some or all of the Facility to a new owner or owners who will (a) use some or all of the Facility as a refinery, (b) use the Facility wholly or partially as a bulk storage facility, or (c) implement some other use at the Facility; or (ii) need to formally close some or all of the Facility.

P. The objectives of this Consent Order and Agreement are twofold. First, this Consent Order and Agreement will resolve all violations of the Environmental Laws known as of December 28, 2019 by PESRM that did not arise in connection with, and are separate from, the June 21, 2019 Explosions. Second, this Consent Order and Agreement will set forth specific obligations to be performed by PESRM: (1) during the Idling Period; (2) in the event that it is able to transfer some or all of the Facility to a new owner or owners who will use some or all of

the Facility as a refinery and/or bulk storage facility; and (3) in the event that it will close some or all of the Facility.

The Clean Streams Law Violations

Girard Point IWWTP

Q. On November 30, 2018, the Department conducted an investigation following a report by PESRM to the National Response Center of an unknown sheen observed near the Facility in the Schuylkill River. The Department confirmed that oil discharging from the outfall of the Girard Point IWWTP caused the oil sheen. PESRM did not directly notify the Department of the discharge or identify the cause of the discharge, but confirmed that the Department had received notice. The cause of the discharge was PESRM's improper operation and maintenance of the Girard Point IWWTP.

R. On December 12, 2018, the Department conducted an investigation following notification by PESRM of a discharge of oil inducing an oil sheen from the outfall of the Girard Point IWWTP to the Schuylkill River. The Department's investigation determined that PESRM discharged oil, scum, and solids from the outfall of the Girard Point IWWTP.

S. On January 23, 2019, PESRM notified the Department of an oil sheen discharge from the outfall of the Girard Point IWWTP to the Schuylkill River. The Girard Point IWWTP was impacted by oil during a time that corresponded to the "turnaround" operations of the

facility, which involved taking out of service, draining, and flushing the 137 Crude and 1232 Cat Cracker units.

T. On February 26, 2019, PESRM notified the Department of an oil sheen discharge from the outfall of the Girard Point IWWTP to the Schuylkill River during a time that corresponded to a recent start-up of the crude oil unit.

U. PESRM reported effluent exceedances of the limits set forth in NPDES Permit No. PA0011533 for the Girard Point IWWTP to the Department, as detailed in Attachment A.

Point Breeze IWWTP

V. On June 19, 2019, PESRM notified the Department of an oil sheen discharge from the outfall of the Point Breeze IWWTP to the Schuylkill River during an extended and extreme wet weather event.

W. The next day, on June 20, 2019, a permissible partial bypass took place at the Point Breeze IWWTP as the direct result of the event. As explained in the July 26, 2019 letter, submitted by PESRM describing the occurrence, multiple pumps pertaining to stormwater flow management and operations at the Point Breeze IWWTP failed after being submerged. PESRM did not notify the Department of the bypass or sample the bypass flow as required by Part C. I. U. of NPDES Permit No. PA0012629.

X. PESRM reported effluent exceedances of the limits set forth in NPDES Permit No. PA0012629 for the Point Breeze IWWTP to the Department as detailed in Attachment B.

West Yard

Y. On December 20, 2018, the presence of oily material was observed in a tributary of the Schuylkill River at the southern-most boundary of the West Yard. A heavy, weathered, brown-colored, emulsified, and oily mousse exhibiting a petroleum odor was evident in the immediate area along the southern boundary of the West Yard and floating on the water flowing in and out of the tributary of the Schuylkill River due to tidal influence. Some oil sheening was evident in the cove on the river side and on the tributary mostly separated by a depositional bar. On December 21, 2018, the Department conducted an investigation of the discharge, but neither the Department nor PESRM was able to conclusively determine the source. PESRM took appropriate action to contain and clean up the oily material.

Violations

Z. Section 301 of the Clean Streams Law, 35 P.S. § 691.301, provides that “[n]o person or municipality shall place or permit to be placed, or discharged or permit to flow, or continue to discharge or permit to flow, into any waters of the Commonwealth any industrial wastes, except as hereinafter provided in this act.”

AA. Section 307(a) of the Clean Streams Law, 35 P.S. § 691.307(a) provides, in part, that “[n]o person or municipality shall discharge or permit the discharge of industrial wastes in any manner, directly or indirectly, into any waters of the Commonwealth unless such discharge is authorized by the rules and regulations of the [D]epartment or such person or municipality has first obtained a permit from the [D]epartment.”

BB. The discharges described in Paragraphs Q, R, S, T, V, and Y, herein, were not authorized by permit or regulation and each constitutes a violation of Sections 301 and 307(a) of the Clean Streams Law, 35 P.S. §§ 691.301, 691.307(a).

CC. Section 307(c) of the Clean Streams Law, 35 P.S. § 691.307(c), provides that “[a] discharge of industrial wastes without a permit or contrary to the terms and conditions of a permit or contrary to the rules and regulations of the [D]epartment is hereby declared to be a nuisance.”

DD. Section 402(b) of the Clean Streams Law, 35 P.S. § 691.402(b), states, “Whenever a permit is required by rules and regulations issued pursuant to this section, it shall be unlawful for a person or municipality to conduct the activity regulated except pursuant to a permit issued by the [D]epartment. Conducting such activity without a permit, or contrary to the terms or conditions of a permit or conducting an activity contrary to the rules and regulations of the [D]epartment or conducting an activity contrary to an order issued by the [D]epartment, is hereby declared to be a nuisance.”

EE. The effluent limitation exceedances described in Paragraphs U and X constitute violations of Sections 307(c) and 402(b) of the Clean Streams Law, 35 P.S. §§ 691.307(c), 691.402(b), and the failure to notify the Department of or sample the permissible bypass flow as required by Part C. I. U. of NPDES Permit No. PA0012629, as described in Paragraph W, constitute violations of Section 402(b) of the Clean Streams Law, 35 P.S. § 691.402(b).

FF. Section 401 of the Clean Streams Law, 35 P.S. § 691.401, provides that “[i]t shall be unlawful for any person or municipality to put or place into any of the waters of the Commonwealth, or allow or permit to be discharged from property owned or occupied by such person or municipality into any of the waters of the Commonwealth, any substance of any kind or character resulting in pollution”

GG. The discharge of industrial waste into waters of the Commonwealth, as described in Paragraphs Q, R, S, T, U, V, X, and Y, herein, caused pollution and thereby constitutes a violation of section 401 of the Clean Streams Law, 35 P.S. § 691.401.

HH. Part B. I. D. of the NPDES Permit No. PA0012629 states “The permittee shall at all times properly operate and maintain all facilities and systems of treatment and control...”

II. Either the failure to properly operate and maintain treatment units or to respond adequately to unexpected conditions resulted in the discharge of industrial wastes as described in Paragraphs Q and R, herein, and is in violation of Part B. I. D. of the NPDES Permit No. PA0012629 and Sections 301, 307, 401, and 402 of the Clean Streams Law, 35 P.S. §§ 691.301, 691.307, 691.401, and 691.402.

JJ. Part A. III. C. 4. of NPDES Permit No. PA0011533 states that “If, because of an accident, other activity or incident a toxic substance or another substance which would endanger users downstream from the discharge, or would otherwise result in pollution or create a danger of pollution or would damage property, the permittee shall immediately notify DEP by telephone of the location and nature of the danger. Oral notification to the Department is required as soon as

possible, but no later than 4 hours after the permittee becomes aware of the incident causing or threatening pollution. . . . If reasonably possible to do so, the permittee shall immediately notify downstream users of the waters of the Commonwealth to which the substance was discharged. Such notice shall include the location and nature of the danger. . . . The permittee shall immediately take or cause to be taken steps necessary to prevent injury to property and downstream users of the waters from pollution or a danger of pollution and, in addition, within 15 days from the incident, shall remove the residual substances contained thereon or therein from the ground and from the affected waters of this Commonwealth to the extent required by applicable law.”

KK. PESRM’s failure to immediately report the November 30, 2018 incident, as described in Paragraph Q, is a violation of Part A. III. C. 4. of Permit No. PA0011533 and 25 Pa. Code § 91.33(a).

LL. Section 91.34(a) of the Department’s rules and regulations, 25 Pa. Code § 91.34(a), provides that “[p]ersons engaged in an activity which includes the impoundment, production, processing, transportation, storage, use, application or disposal of pollutants shall take necessary measures to prevent the substances from directly or indirectly reaching waters of this Commonwealth, through accident, carelessness, maliciousness, hazards of weather or from another cause.”

MM. PESRM's failure to take appropriate measures to prevent the release of a polluting substance, as described in Paragraphs Q, R, S, T and V, to waters of the Commonwealth, is a violation of 25 Pa. Code § 91.34(a).

NN. Part A ("Additional Requirements") of NPDES Permit No. PA0011533, provides that "The permittee may not discharge ... Floating solids, scum, sheen or substances that result in observed deposits in the receiving water. (25 Pa Code 92a.41(c)) ... Oil and grease in amounts that cause a film or sheen upon or discoloration of the waters of this Commonwealth or adjoining shoreline, or that exceed 15 mg/l as a daily average or 30 mg/l at any time (or lesser amounts if specified in this permit). (25 Pa. Code 92a.47(a)(7) and 95.2(2)) ... Substances in concentration or amounts sufficient to be inimical or harmful to the water uses to be protected or to human, animal, plant or aquatic life. (25 Pa Code 93.6(a)) ... Foam or substances that produce an observed change in the color, taste, odor or turbidity of the receiving water, unless those conditions are otherwise controlled through effluent limitations or other requirements in this permit (25 Pa Code 92a.41(c))."

OO. PESRM's discharges of a sheen as described in Paragraphs Q, R, S, T, and V, herein, with floating scum and solids are violations of 35 P.S. § 691.402(b) and Part A ("Additional Requirements") of NPDES Permit No. PA0011533.

PP. The violations described in Paragraphs BB, EE, GG, II, KK, MM, and OO, herein, constitute unlawful conduct under Section 611 of the Clean Streams Law, 35 P.S. § 691.611; a statutory nuisance under Section 601 of the Clean Streams Law, 35 P.S. § 691.601;

and subjects PESRM to civil penalty liability under Section 605 of the Clean Streams Law, 35 P.S. § 691.605.

QQ. The violations described in Paragraphs BB, EE, GG, II, KK, MM, and OO, herein, occurred prior to the date the Bankruptcy Petition was filed, and the penalties which PESRM agrees to pay under Paragraph 4.a. constitute allowed general unsecured claims, subject to approval of the Bankruptcy Court.

The Storage Tank Act Violations

RR. Title 25 Pa. Code § 245.553 requires that large aboveground storage tanks be taken out of service for an “out-of-service inspection” at intervals not to exceed 20 years unless the tank is temporarily out-of-service when the inspection is due, in which case the tank must be inspected before being returned to service. Title 25 Pa. Code § 245.534(c) requires that “[i]nterior linings or coatings shall be inspected by a third-party, Department-certified, aboveground storage tank inspector at installation, when undergoing a major modification, and at least every 10 years or as warranted or recommended by the manufacturer or design engineer and agreed upon by the Department.”

SS. Tanks 004A (PB 83), 008A (PB 668), 010A (PB 835), 027A (PB 42) and 030A (PB 85) at Point Breeze are not temporarily out-of-service and therefore are due for an out-of-service inspection on or before June 12, 2020, June 30, 2020, September 25, 2020, September 26, 2020 and October 19, 2020, respectively. Tank 043A (SR 61) at Schuylkill River Tank Farm is due for an interior lining inspection on or before May 13, 2020.

TT. PESRM has indicated that, rather than perform the necessary inspections, PESRM will, before their respective inspection deadlines, temporarily remove Tanks 004A (PB 83), 008A (PB 668), 010A (PB 835), 027A (PB 42) and 030A (PB 85) at Point Breeze, and Tank 043A (SR 61) at Schuylkill River Tank Farm from service in accordance with 25 Pa. Code § 245.562.

UU. PESRM has submitted a Risk Based Inspection Report dated November 2019 prepared by The Equity Engineering Group which included a review of the external in-service inspection of Tank 040A (PB 191) at Point Breeze on September 30, 2019 and found no major compliance deficiencies, which Report is acceptable to the Department. In connection with this Report, PESRM has requested that the deadline by which Tank 040A (PB 191) will be temporarily taken out of service, be extended until December 31, 2021, which extension will violate the requirements of 25 Pa. Code § 245.553.

VV. The violation described in Paragraph UU, herein, will constitute unlawful conduct under Section 1310 of the Tank Act, 35 P.S. § 6021.1310, and a public nuisance under Section 1304 of the Tank Act, 35 P.S. § 6021.1304, and will subject PESRM to civil penalty liability under Section 1307 of the Tank Act, 35 P.S. § 6021.1307.

WW. The violation described in Paragraph UU, herein, will occur after the date the Bankruptcy Petition was filed, and the Department asserts that the civil penalty which PESRM agrees to pay under Paragraph 4.b. constitutes an administrative expense. The extension that gives rise to the violation was requested by PESRM in order to save money from having to

empty the storage tank and perform the required inspection, which savings will enhance the value of the bankruptcy estate.

After full and complete negotiation of all matters set forth in this Consent Order and Agreement and upon mutual exchange of covenants contained herein, the parties desiring to avoid litigation and intending to be legally bound, it is hereby ORDERED by the Department and AGREED to by PESRM as follows:

1. Department Authority. This Consent Order and Agreement is an Order of the Department authorized and issued pursuant to Section 5 of the Clean Streams Law, 35 P.S. § 691.5; Sections 107(f), 1302, 1304, and 1309 of the Tank Act, 35 P.S. §§ 6021.107(f), 6021.1302, 6021.1304, and 6021.1309; Sections 301(c) and 309(b) of the Radiation Protection Act, 35 P.S. §§ 7110.301(c) and 7110.309(b); Sections 104(7), 602 and 608 of the SWMA, 35 P.S. §§ 6018.104(7), 6018.602, 6018.608; Section 20 of the Dam Safety and Encroachments Act, 32 P.S. § 693.20; and Section 1917-A of the Administrative Code, 71 P.S. § 510-17.

2. Findings.

a. PESRM agrees that the findings in Paragraph A through WW are true and correct and, in any matter or proceeding involving PESRM and the Department, PESRM shall not challenge the accuracy or validity of these findings.

b. The parties do not authorize any other persons to use the findings in this Consent Order and Agreement in any matter or proceeding.

3. Corrective Action.

a. The Idling Period

i. PESRM shall continue to comply with the Environmental Laws and the Environmental Authorizations applicable to the ownership and operation of the Facility.

ii. In addition to, and without limiting, the requirements set forth in Paragraph 3.a.i., above, PESRM shall comply with the following more specific requirements:

Clean Water (Wastewater; Groundwater; Stormwater)

(a) The O&M Plans. By January 31, 2020, PESRM shall update and submit to the Department, and, subject to Paragraph 3.a.ii.(e), below, begin to implement as updated and submitted, the operations and maintenance plans (hereinafter, the "O&M Plans") addressing key wastewater processes of each IWWTP, as per Part C.I.L. of NPDES Permit No. PA0012629 and Part C. I. K. of NPDES Permit No. PA0011533. In addition to the information set forth above, the O&M Plans shall also include the following:

(1) The current status of the IWWTPs and associated pretreatment units (including, without limitation, oil/water separators, skim/surge tanks, and stormwater basins) during the Idling Period, to include, but not be limited to, the current influent flow rate, active sources of wastewater, groundwater and stormwater to all units, identification of operable and/or out-of-service treatment units, pumps, and valves; current treatment efficiencies,

mixed liquor concentrations, solids settleability, depth of sludge blankets as the most recent weekly average; stored sludge volumes; identification of operable and/or out-of-service solids handling equipment including mixers, centrifuges, presses; and liquid and solids storage levels to include percentage of capacities of the OWSs and skim/surge tanks;

(2) The current status of the IWWTPs' operations during the Idling Period and proposed actions incorporating adjustments relative to the altered influent quality, flow, and organic loading resulting from the cessation or reduction of process wastewater streams from refinery operations;

(3) The current status of the Girard Point sewage wastewater treatment system operations during the Idling Period and proposed actions incorporating adjustments relative to the altered flow and organic loading from the reduction of personnel and any modifications to the usage of service water through which the treated wastewater is consumed;

(4) An action plan describing the continued monitoring, evaluation, and maintenance of protective and preventative measures for releases that occurred after September 8, 2012.

(b) The ISR Plan. By January 31, 2020, PESRM shall update and submit to the Department, an update of its Integrated Spill Response Plan ("ISR Plan"), by identifying the contact names and information of PESRM personnel required to be included in the ISR Plan for the purposes of satisfying the requirements of the PPC plan referenced in Part C.

IV. D. 3. of NPDES Permit No. PA0012629 and Part C. IV. D. 3. of NPDES Permit No. PA0011533, reflecting the changes of industrial activities at the Facility. By February 28, 2020, PESRM shall provide an updated status of all tanks at the Facility as a further update of the ISR Plan.

(c) The Closure Plan. Once the Transfer contemplated by Paragraph 3.b. or the Closure contemplated by Paragraph 3.c. has occurred, and no less than ninety (90) days before a permanent shut down and dismantling of the Facility is projected to occur, PESRM shall submit the following:

(i) a dry weather discharge evaluation report of the on-site stormwater collection systems, including sampling for respective parameters of relative outfalls associated with those collection systems to determine quality of such discharge, rate of discharge, and potential impact from I&I to the stormwater collection system, which evaluation report shall include proposed, continued evaluation of the integrity and continued internal monitoring of dry weather discharges through the stormwater collection system; and

(ii) a detailed plan and schedule describing how accumulating stormwater will be managed and treated, including addressing potential utilization or closure of the OWSs and skim/surge tanks; and, alternatives for how recovered petroleum product, its derivatives and contaminated groundwater from current groundwater remediation systems which had been received through the slop oil processes and the industrial wastewater processes of the IWWTPs shall be managed and addressed.

(d) The plans referenced above shall hereinafter collectively be referred to as the "Environmental Plans."

(e) Department Review. Within thirty (30) days after receipt of each Environmental Plan, the Department shall review such Environmental Plan and, in writing, either approve the Environmental Plan as submitted, or approve the Environmental Plan as modified by the Department, in which case PESRM shall implement the Environmental Plan as modified by the Department. If PESRM disputes any of the modifications by the Department, it may invoke the dispute resolution provisions in Paragraph 19 (Dispute Resolution).

Notwithstanding the foregoing, if an immediate and substantial threat to human health or the environment exists at any point during the dispute resolution process, PESRM shall implement such of those modifications provided by the Department that would directly address such threat.

Storage Tanks

(f) In accordance with 25 Pa. Code § 245.562, PESRM shall:

(i) temporarily remove from service Tanks 008A (PB 668), 010A (PB 835), 027A (PB 42), 030A (PB 85), and 040A (PB 191) at Point Breeze, and Tank 043A (SR 61) at Schuylkill River Tank Farm, on or before June 30, 2020, September 25, 2020, September 26, 2020, October 19, 2020, December 31, 2021, and May 13, 2020, respectively.

(ii) submit documentation, on or before December 31, 2019, evidencing that Tank 023A (GP R276) at Girard Point was temporarily removed from

service on November 14, 2019, and Tank 041A (PB 204) at Point Breeze was temporarily removed from service on November 11, 2019.

(g) By December 31, 2021, PESRM shall either (i) submit an amended registration, perform any overdue out-of-service inspections, and comply with any other conditions imposed by the Department to place Tanks 025A (GP R281), 049A (GP R1039), 069A (GP 1221) at Girard Point, Tank 043A (PB 666) at Point Breeze, and Tanks 022A (SR 30) and 048A (SR 66) at Schuylkill River Tank Farm back into service, or (ii) shall permanently close those tanks in accordance with 25 Pa. Code § 245.561.

(h) By February 29, 2020, PESRM shall temporarily remove from service, in accordance with 25 Pa. Code § 245.562, all highly hazardous substance tanks at the Facility, which such tanks are shown on Attachment C.

(i) By January 10, 2020, PESRM shall submit structural integrity inspection reports for the storage tanks systems for Tanks 022A (GP R272) and 029A (R494) at Girard Point, which are located near Unit 433 at the Facility, and shall resolve any deficiencies identified or shall temporarily remove them from service, in accordance with 25 Pa. Code § 245.562, by January 31, 2020. By January 31, 2020, PESRM shall temporarily remove from service, in accordance with 25 Pa. Code § 245.562, Tanks 011A (GP R1047) and 044A (GP U894) at Girard Point, which are located near Unit 433 at the Facility.

(j) Pursuant to the deficiencies described in Attachment D attached hereto, PESRM shall:

(i) for Tank 039A (PB 179) at Point Breeze and Tank 039A (SR 56) at Schuylkill River Tank Farm, either resolve the deficiencies for those identified tanks or temporarily remove them from service in accordance with 25 Pa. Code § 245.562 by April 30, 2020;

(ii) for Tank 004A (PB 83) at Point Breeze, either resolve the deficiencies for the identified tank by April 30, 2020 and perform an out-of-service inspection in accordance with 25 Pa. Code § 245.553 by June 12, 2020, or temporarily remove it from service in accordance with 25 Pa. Code § 245.562 by April 30, 2020; and

(iii) temporarily remove from service, in accordance with 25 Pa. Code § 245.562, Tank 058A (PB 884) at Point Breeze by February 26, 2021.

b. Transfer. In the event that PESRM is able to assign and transfer all or part of the Facility to a new owner or owners who will use the Facility as a refinery and/or bulk storage facility, PESRM shall comply with the Environmental Laws, the Environmental Authorizations, and the Environmental Plans governing a transfer, including, without limitation, 25 Pa. Code §§ 92a.71, 105.25, 216.6, 217.132, 245.41(f), and 270a.41, for the parts of the Facility such new owner or owners will use as a refinery and/or bulk storage facility. All agreements for such an assignment and transfer of the Facility shall provide that the Bankruptcy Court Order approving the agreement of sale shall contain the following language: "Nothing in this Order releases, nullifies, precludes, or enjoins the enforcement of any police or regulatory liability to a governmental unit that any entity would be subject to as the post-sale owner or

operator of property after the date of entry of this Order. Nothing in this Order authorizes the transfer or assignment of any governmental (a) license, (b) permit, (c) registration, (d) authorization or (e) approval, or the discontinuation of any obligation thereunder, without compliance with all applicable legal requirements and approvals under police or regulatory law. Nothing in this Order divests any tribunal of any jurisdiction it may have under police or regulatory law to interpret this Order or to adjudicate any defense asserted under this Order.”

c. Closure. In the event that PESRM is unable to transfer all of the Facility to a new owner or owners who will use the Facility as a refinery and/or bulk storage facility, PESRM shall comply with the Environmental Laws, the Environmental Authorizations, and the Environmental Plans governing closure, including, without limitation, 25 Pa. Code §§ 216.6, 217.132, 245.452, 245.561, 245.618, 264a.115, and 264a.120, for the parts of the Facility that will not be used as a refinery and/or bulk storage facility according to the following schedule. Within two (2) years of the Bankruptcy Court’s entry of a Confirmation Order, storage tanks that are then temporarily out of service and will no longer be used shall be permanently closed, and storage tanks that are then in service and will no longer be used shall be temporarily removed from service. All PESRM registered storage tanks shall be permanently closed within three (3) years of the Bankruptcy Court’s entry of a Confirmation Order. PESRM may request modifications to the schedule once specific details of the Facility’s post-transfer use are known.

d. Access. PESRM shall provide reasonable access to the Facility to the Department to determine compliance by PESRM with the requirements of Paragraph 3. Nothing

herein shall limit the Environmental Laws, the Environmental Authorizations, and the Environmental Plans governing access.

e. PESRM shall include compliance with the terms of this Consent Order and Agreement as an obligation of PESRM and the Reorganized Debtors in PESRM's Chapter 11 Reorganization Plan and any amendments and supplements thereto.

4. Civil Penalty Settlement.

a. Pre-petition Clean Steams Law violations. PESRM consents to the assessment of a civil penalty of One Hundred Thirty-Six Thousand Three Hundred Eight Dollars (\$136,308.00). This assessment is in settlement of the Department's claim for civil penalties for the violations set forth in Paragraphs BB, EE, GG, II, KK, MM, and OO, above. The civil penalty constitutes an allowed general unsecured claim not to be subordinated under any provision of the Bankruptcy Code, subject to approval of the Bankruptcy Court, for which the Department will file a claim in the Bankruptcy Proceeding. PESRM agrees not to object to the unsecured claim filed by the Department, and PESRM shall pay such general unsecured claim in accordance with the terms of a confirmed plan of reorganization for PESRM. The payment shall be by corporate check or the like, made payable to "Commonwealth of Pennsylvania, Clean Water Fund" and sent to Clean Water Program, Pennsylvania Department of Environmental Protection, Southeast Regional Office, 2 East Main Street, Norristown, PA 19401.

b. Post-petition Storage Tank Act violations. PESRM consents to the assessment of a civil penalty of Fifteen Thousand Dollars (\$15,000.00). This assessment is in

settlement of the Department's claim for civil penalties for the violation set forth in Paragraph UU, above, for the failure to have performed an out-of-service inspection on Tank 040A when required. The Department asserts that such civil penalty constitutes an administrative claim, and PESRM shall pay such administrative expense claim within thirty (30) days of execution of this Consent Order and Agreement. The payment shall be by corporate check or the like, made payable to "Commonwealth of Pennsylvania, Storage Tank Fund" and sent to Storage Tank Program, Pennsylvania Department of Environmental Protection, Southeast Regional Office, 2 East Main Street, Norristown, PA 19401.

5. Stipulated Civil Penalties.

- a. In the event PESRM fails to comply in a timely manner with any term or provisions of this Consent Order and Agreement, PESRM shall be in violation of this Consent Order and Agreement and, in addition to other applicable remedies, shall pay a civil penalty to the Department in the amount of Five Hundred Dollars (\$500.00) per day for each violation.
- b. Stipulated civil penalty payments shall accrue monthly but will be payable in accordance with the Bankruptcy Plan.
- c. Any payment under this paragraph shall neither waive the PESRM's duty to meet its obligations under this Consent Order and Agreement nor preclude the Department from commencing an action to compel PESRM's compliance with the terms and conditions of this Consent Order and Agreement. The payment resolves only PESRM's liability for civil

penalties arising from the violations of this Consent Order and Agreement for which the payment is made.

d. Stipulated civil penalties shall be due automatically and without notice.

6. Additional Remedies.

a. In the event PESRM fails to comply with any provision of this Consent Order and Agreement, the Department may, in addition to the remedies prescribed herein, pursue any remedy available for a violation of an order of the Department, including an action to enforce this Consent Order and Agreement.

b. The remedies provided by this paragraph and Paragraph 5 (Stipulated Civil Penalties) are cumulative and the exercise of one does not preclude the exercise of any other. The failure of the Department to pursue any remedy shall not be deemed to be a waiver of that remedy. The payment of a stipulated civil penalty, however, shall preclude any further assessment of civil penalties for the violation for which the stipulated penalty is paid.

7. Reservation of Rights. The Department reserves the right to require additional measures to achieve compliance with applicable law. PESRM reserves the right to challenge any action which the Department may take to require those measures. Nothing in this Consent Order and Agreement shall constitute a waiver of the rights of the Department to object to PESRM's Chapter 11 Reorganization Plan and any amendments and supplements thereto or confirmation thereof to the extent that they are inconsistent with this Consent Order and Agreement.

8. (a) Liability in the Event of an Equity Sale. In the event that the equity in

PESRM is sold and transferred, directly or indirectly, to a new owner in a transaction approved by the Bankruptcy Court, PESRM and its successor, the Reorganized Debtors, as defined in Article I of PESRM's Reorganization Plan, shall be liable for any violations of this Consent Order and Agreement, including those caused by, contributed to, or allowed by its officers, agents, employees, or contractors and also shall be liable for any violation of this Consent Order and Agreement caused by, contributed to, or allowed by its successors and assigns.

(b) Liability in the Event of an Asset Sale. In the event that the assets constituting the Facility are sold and transferred to a new owner (a "New Facility Owner") by PESRM in a transaction approved by the Bankruptcy Court, the New Facility Owner shall assume, in full, all of PESRM's rights and obligations under this Consent Order and Agreement, shall be liable for any violations of this Consent Order and Agreement, including those caused by, contributed to, or allowed by its officers, agents, employees, or contractors, and also shall be liable for any violation of this Consent Order and Agreement caused by, contributed to, or allowed by its successors and assigns.

9. Transfer of Facility.

a. The duties and obligations of PESRM and any New Facility Owner under this Consent Order and Agreement shall not be modified, diminished, terminated or otherwise altered by the transfer of any legal or equitable interest in the Facility or any part thereof, except as provided in paragraph 8 above.

b. PESRM shall provide a copy of this Consent Order and Agreement to each prospective purchaser of the equity in PESRM and/or the assets constituting the Facility in the Bankruptcy Proceeding.

c. If PESRM or any New Facility Owner intends to transfer any legal or equitable interest in the Facility which is affected by this Consent Order and Agreement, PESRM or such New Facility Owner shall serve a copy of this Consent Order and Agreement upon the prospective transferee of the legal and equitable interest as soon as reasonably practicable in advance of the consummation of the contemplated transfer and shall simultaneously inform the Southeast Regional Office of the Department of such intent.

10. Correspondence with Department. All correspondence with the Department concerning this Consent Order and Agreement shall be addressed to:

Sachin Shankar, P. E.
Assistant Regional Director
Department of Environmental Protection
Southeast Regional Office
2 East Main Street
Norristown, PA 19401
Phone: 484.250.5940 | Fax: 484.250.5943

With a copy to:

Brian Glass
Assistant Counsel
Office of Chief Counsel
Southeast Regional Counsel
Department of Environmental Protection
2 East Main Street

Norristown, PA 19401-4915
Phone: 484.250.5870 | Fax: 484.250.5931

11. Correspondence with PESRM. All correspondence with PESRM concerning this Consent Order and Agreement shall be addressed to:

John McShane, Esq.
General Counsel
Philadelphia Energy Solutions
1735 Market Street
11th Floor
Philadelphia, PA 19103
Phone: 267-238-4341

PESRM shall notify the Department whenever there is a change in the contact person's name, title, or address. Service of any notice or any legal process for any purpose under this Consent Order and Agreement, including its enforcement, may be made by mailing a copy by first class mail to the above address.

12. Severability. The paragraphs of this Consent Order and Agreement shall be severable and should any part hereof be declared invalid or unenforceable, the remainder shall continue in full force and effect between the parties.

13. Entire Agreement. This Consent Order and Agreement shall constitute the entire integrated agreement of the parties. No prior or contemporaneous communications or prior drafts shall be relevant or admissible for purposes of determining the meaning or extent of any provisions herein in any litigation or any other proceeding.

14. Attorney Fees. The parties shall bear their respective attorney fees, expenses and other costs in the prosecution or defense of this matter or any related matters, arising prior to execution of this Consent Order and Agreement.

15. Modifications. No changes, additions, modifications, or amendments of this Consent Order and Agreement shall be effective unless they are set out in writing and signed by the parties hereto.

16. Titles. A title used at the beginning of any paragraph of this Consent Order and Agreement may be used to aid in the construction of that paragraph, but shall not be treated as controlling.

17. Effect on Buyer-Seller Agreement. The Department acknowledges that PESRM or the New Facility Owner, as applicable, may seek redevelopment of the Facility for alternative purposes, including other commercial or industrial uses, and agrees to work as expeditiously as possible and in good faith with PESRM or the New Facility Owner in the approval, if required, of a commercially reasonable soil management work plan or similar approvals that permits and is otherwise consistent with any such redevelopment. Accordingly, the Department will not object to any amendments to the Consent Order and Agreement entered into on August 14, 2012, by and among the Department, Sunoco, Inc. (R&M), and PESRM (hereinafter, the "Buyer-Seller Agreement"), as necessary to effect the foregoing. Except as set forth above, nothing in this Consent Order and Agreement is intended, nor shall it be construed, to modify the Buyer-Seller Agreement, which shall remain in full force and effect, unless modified per its terms.

18. Decisions Under Consent Order. Except as provided in Paragraph 3.a.ii.(e), any decision which the Department makes under the provisions of this Consent Order and Agreement, including a notice that stipulated civil penalties are due, is intended to be neither a final action under 25 Pa. Code § 1021.2, nor an adjudication under 2 Pa. C.S. § 101. Otherwise, any objection which PESRM may have to the decision will be preserved until the Department enforces this Consent Order and Agreement.

19. Dispute Resolution.

a. PESRM may initiate dispute resolution under this paragraph in response to any decision required of the Department under Paragraph 3.a.ii.(e).

b. To initiate dispute resolution, PESRM shall provide written notice to the Department within ten (10) days of the decision in dispute. PESRM shall have an additional ten days to provide the Department with a written list of objections to the decision in dispute, the relevant facts, analysis and opinions and other supporting data ("Statement of Position"). The Department shall have twenty (20) days to provide its Statement of Position.

c. Within the twenty (20) day period following receipt of the Department's Statement of Position, appropriate representatives of the parties with decision-making authority shall confer in an attempt to resolve the dispute. In the event the parties are unable to resolve the dispute within this period, the Statements of Position shall be provided to the Department's Southeast Regional Director to issue a final decision resolving the dispute.

d. During the pendency of the dispute resolution procedures set forth in Subparagraphs (b) and (c), any obligation to be performed under this Consent Order and Agreement which is the subject of such dispute and any associated activities whose performance is directly dependent upon the resolution of the dispute shall be postponed for a period of time not to exceed the actual time taken to resolve the dispute pursuant to Subparagraphs (b) and (c) or as otherwise agreed by the parties. All other obligations and activities shall be completed in accordance with the terms of this Consent Order and Agreement.

e. Any time period for dispute resolution set forth herein may be extended by written agreement of the parties.

f. For decisions which are specified as appealable to the Environmental Hearing Board under Paragraph 18 (Decisions Under Consent Order), PESRM must either appeal the decision to the Board within thirty (30) days of its receipt, or initiate dispute resolution in the manner set forth in this paragraph and in all events before the expiration of the 30 day appeal period. If dispute resolution is initiated before the expiration of the appeal period, the initial decision shall be suspended until the Department makes a final decision under Subparagraph (c).

20. Termination. The obligations of Paragraph 3 shall terminate when the Department determines that PESRM has complied with the requirements of Paragraph 3.

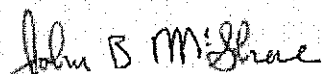
21. Condition Precedent. The parties agree that this Consent Order and Agreement shall be subject to the Bankruptcy Court's approval of PESRM's entry into this Consent Order and Agreement.

22. Execution of Agreement. This Consent Order and Agreement may be signed in counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument. The delivery by any party hereto of a telecopy, facsimile or PDF by email signature shall have the binding effect as the delivery of an original signature.

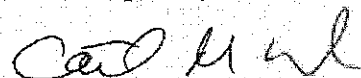
IN WITNESS WHEREOF, the parties hereto have caused this Consent Order and Agreement to be executed by their duly authorized representatives. The undersigned representatives of PESRM certify under penalty of law, as provided by 18 Pa. C.S. § 4904, that they are authorized to execute this Consent Order and Agreement on behalf of PESRM; that PESRM consents to the entry of this Consent Order and Agreement as a final ORDER of the Department; and that PESRM hereby knowingly waives its right to appeal this Consent Order and Agreement and to challenge its content or validity, which rights may be available under Section 4 of the Environmental Hearing Board Act, Act of July 13, 1988, P.L. 530, 35 P.S. § 7514; the Administrative Agency Law, 2 Pa. C.S. § 103(a) and Chapters 5A and 7A; or any other provisions of law. (Signature by PESRM's attorney certifies only that the agreement has been signed after consulting with counsel.)

[signatures on the following page]

FOR PHILADELPHIA ENERGY
SOLUTIONS REFINING AND
MARKETING LLC:



Name: John B. McShane
Title: Executive Vice President -
Regulatory Affairs Counsel



Name: Catherine M. Ward
Stradley Ronon Stevens & Young, LLP
Attorney for Philadelphia Energy
Solutions Refining and Marketing LLC

FOR THE COMMONWEALTH OF
PENNSYLVANIA, DEPARTMENT OF
ENVIRONMENTAL PROTECTION:



Name
Title Asst. Regional Director



Brian Glass
Assistant Counsel

Attachments:

- A Effluent Sampling Data from Girard Point IWWTP
- B Effluent Sampling Data from Point Breeze IWWTP
- C List of Tanks Containing Highly Hazardous Materials
- D Tank Inspection Deficiencies to be Resolved

ATTACHMENT A

Effluent Sampling Data from Girard Point IWWTP

Attachment A
Girard Point - NPDES Permit No. PA0011533
Outfall 015 - Final Effluent

MONITORING START DATE	MONITORING END DATE	SUBMISSION DATE	PARAMETER	SAMPLE VALUE	PERMIT VALUE	M
09/01/2014	09/30/2014	10/27/2014	Total Suspended Solids	2204	1824	
09/01/2014	09/30/2014	10/27/2014	Total Suspended Solids	58	35	
11/01/2016	11/30/2016	12/22/2016	Total Dissolved Solids	12077	3939	
03/01/2017	03/31/2017	04/27/2017	Total Suspended Solids	66.0	35	
03/01/2017	03/31/2017	04/27/2017	Total Suspended Solids	2657	1824	
05/01/2017	05/31/2017	06/26/2017	Oil and Grease	11.9	8.5	
05/01/2017	05/31/2017	06/26/2017	Oil and Grease	40.5	15.9	
05/01/2017	05/31/2017	06/26/2017	Oil and Grease	543	442	
05/01/2017	05/31/2017	06/26/2017	Oil and Grease	1849	829	
06/01/2017	06/30/2017	07/28/2017	CBOD20 Minimum % Removal	60.08	89.25	
06/01/2017	06/30/2017	07/28/2017	BOD, carbonaceous, 20 day, 20 C	7320	2170	
07/01/2017	07/31/2017	08/28/2017	BOD, carbonaceous, 20 day, 20 C	6700	2170	
07/01/2017	07/31/2017	08/28/2017	CBOD20 Minimum % Removal	34.02	89.25	
08/01/2017	08/31/2017	09/28/2017	Fluoride, Total	780	648	
01/01/2018	01/31/2018	02/27/2018	BOD, carbonaceous, 20 day, 20 C	3467	2170	
08/01/2018	08/31/2018	09/28/2018	Total Suspended Solids	39	35	
02/01/2019	02/28/2019	03/27/2019	Oil and Grease	1145	829	
02/01/2019	02/28/2019	03/27/2019	Oil and Grease	25.0	15.9	
08/01/2019	08/31/2019	09/27/2019	Total Suspended Solids	7087	1824	
08/01/2019	08/31/2019	09/27/2019	Total Suspended Solids	196	35	
08/01/2019	08/31/2019	09/27/2019	Total Suspended Solids	26.1	22.4	
08/01/2019	08/31/2019	09/27/2019	CBOD20 Minimum % Removal	81.98	89.25	
09/01/2019	09/30/2019	10/25/2019	Sulfide, Total	< 8.61	7.7	
09/01/2019	09/30/2019	10/25/2019	Sulfide, Total	< 0.30	0.14	
10/01/2019	10/31/2019	11/27/2019	Sulfide, Total	30.44	17.1	
10/01/2019	10/31/2019	11/27/2019	Sulfide, Total	1.00	0.3	
10/01/2019	10/31/2019	11/27/2019	Sulfide, Total	0.54	0.14	
10/01/2019	10/31/2019	11/27/2019	Sulfide, Total	16.13	7.7	

ATTACHMENT B

Effluent Sampling Data from Point Breeze IWWTP

Attachment B

Point Breeze - NPDES Permit No. PA0012629

Outfall 002 - Final Effluent

MONITORING START DATE	MONITORING END DATE	SUBMISSION DATE	PARAMETER	SAMPLE VALUE	PERMIT VALUE	
04/01/2015	04/30/2015	05/22/2015	Biochemical Oxygen Demand (BOD5)	47.9	30	
04/01/2015	04/30/2015	05/22/2015	Biochemical Oxygen Demand (BOD5)	15222	2457	
04/01/2015	04/30/2015	05/22/2015	Biochemical Oxygen Demand (BOD5)	1857	1228	
04/01/2015	04/30/2015	05/22/2015	Chemical Oxygen Demand (COD)	20995	20732	
04/01/2015	04/30/2015	05/22/2015	Chemical Oxygen Demand (COD)	533	506	
04/01/2015	04/30/2015	05/22/2015	Biochemical Oxygen Demand (BOD5)	367	60	
01/01/2016	01/31/2016	02/25/2016	Biochemical Oxygen Demand (BOD5)	64.0	60	
01/01/2016	01/31/2016	02/25/2016	Biochemical Oxygen Demand (BOD5)	2785	2457	
02/01/2016	02/29/2016	03/28/2016	Total Dissolved Solids	108836	69556	
02/01/2016	02/29/2016	03/28/2016	Total Dissolved Solids	2162	2000	
04/01/2016	04/30/2016	05/24/2016	Biochemical Oxygen Demand (BOD5)	144	60	
04/01/2016	04/30/2016	05/24/2016	Biochemical Oxygen Demand (BOD5)	4221	2457	
01/01/2017	01/31/2017	02/28/2017	Total Suspended Solids	132.0	49.1	
01/01/2017	01/31/2017	02/28/2017	Total Suspended Solids	6601	2012	
07/01/2017	07/31/2017	08/28/2017	BOD, carbonaceous, 20 day, 20 C	4883	2590	
03/01/2018	03/31/2018	04/26/2018	Ammonia-Nitrogen	1405	1265	
04/01/2018	04/30/2018	05/25/2018	Biochemical Oxygen Demand (BOD5)	92	60	
04/01/2018	04/30/2018	05/25/2018	Biochemical Oxygen Demand (BOD5)	3810	2457	
04/01/2019	04/30/2019	05/28/2019	Ammonia-Nitrogen	36.10	30.9	
06/01/2019	06/30/2019	07/26/2019	BTEX, Total	< 1.146	0.2	
06/01/2019	06/30/2019	07/26/2019	BTEX, Total	0.293	0.1	
09/01/2019	09/30/2019	10/25/2019	Sulfide, Total	< 0.30	0.21	
10/01/2019	10/31/2019	11/27/2019	Sulfide, Total	< 0.51	0.21	
10/01/2019	10/31/2019	11/27/2019	Sulfide, Total	< 1.00	0.46	

ATTACHMENT C

List of Tanks Containing Highly Hazardous Materials

<u>Facility</u>	<u>DEP Tank</u>	<u>PESRM Tank</u>	<u>Contents</u>
51-33624	017A	GP 1205	Benzene
51-33624	071A	GP 1208	Benzene
51-33624	043A	GP 1214	Benzene
51-11557	082A	SR 77	Butane
51-11557	083A	SR 78	Butane
51-33624	034A	GP 790	Benzene
51-33624	006A	GP 791	Benzene
51-33624	007A	GP 798	Benzene
51-33624	072A	GP1209	Benzene

ATTACHMENT D

Tank Inspection Deficiencies to be Resolved

<u>Facility ID</u>	<u>DEP Tank</u>	<u>PESRM Tank</u>	<u>Inspection Date</u>	<u>Unresolved Deficiencies</u>
51-33620	004A	PB 83	5/14/2015	Excavation within containment was occurring at time of inspection, will need re-evaluation of containment.
51-33620	039A	PB 179	1/30/2018	Tank floating roof - Evidence of product seepage in pontoon.
51-33620	058A	PB 884	7/25/2016	One roof leg bent near center, a hole in outer rim plate was noted.
51-11557	039A	SR 56	4/27/2016	Buckle on floating roof extending through pan, inner rim plate, pontoon & outer rim plate. Small tear in outer rim plate. One floating roof leg was leaning & one had been removed.