

June 21, 2017

David M. Phillips
Operations Support, Regulatory and
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Tracey Braun
Director, Environmental Approvals
Manitoba Sustainable Development
160 – 123 Main Street
Winnipeg, Manitoba
R3C 1A5

RE: Notice of Alteration – Stormwater Retention Pond Reconstruction Work – Imperial Bulk Petroleum Storage Facility, 2925 Henderson Highway, R.M. East St. Paul,

Dear Tracey Braun,

Imperial (IOL) is herein submitting a Notice of Alteration (NoA) for the proposed reconstruction work to the stormwater retention pond at IOL's Winnipeg Distribution Terminal located in East St. Paul. At the request of Manitoba Sustainable Development, this NoA is being resubmitted as a standalone application, rather than as an amendment to the NoA submitted on September 1, 2016. The following NoA report discusses the proposed changes and describes the associated human and environmental effects, as per NoA requirements.

The application contains the Notice of Alteration Form, four hardcopies and one electronic copy of the NOA detailed report and associated attachments. The \$500 fee has been paid to the Minister of Finance.

I trust that the information herein satisfies your requirements. Should you have any questions or concerns, please do not hesitate to contact the undersigned.

We look forward to your response and approval to proceed with the scope of work.

Sincerely,

David M. Phillips,

Operations Support, Regulatory & Environmental Manager, Imperial

Cc:

Jordan Barrett – Manitoba/Saskatchewan Area Manager, Imperial Ryan Rand – Winnipeg and Gretna Terminal Manager, Imperial

Raja Abbas – Project Manager - Development, Imperial Nick Costa- Project Manager- Execution, Imperial

Tara Rodrigues - Regulatory & Environmental Specialist, Imperial

Notice of Alteration Form



Client File No.: 5531.00	Environment Act Licence No.: 3088
Legal name of the Licencee: Imp	perial Oil Ltd.
Name of the development: Bulk	Petroleum Storage Facility - 2925 Henderson Hwy, RM of
	per Classes of Development Regulation:
Manufacturing	Bulk materials handling facilities
Licencee Contact Person: David Mailing address of the Licencee: F City: Calgary Phone Number: (587) 476-3559	Province: Alberta Postal Code: T2P 3M9
Name of proponent contact person Tara Rodrigues	for purposes of the environmental assessment (e.g. consultant):
Phone: (587) 476-4509 Fax:	Mailing address: PO Box 2480 Stn M Calgary, AB T2P 3M9
Email address: tara.k.rodrigues@	esso.ca
Alteration fee attached: Yes: ✓	ter retention pond to regain designed capacity.
If No, please explain: To be paid b	y credit card
Date: 2017-06-21	Signature:
	Printedname: David Phillips
A complete Notice of Alteration (Notice of Alteration (Notice of Alteration Form 4 hard copies and 1 electron the NOA detailed report (see Bulletin - Alteration to Development Act Licence \$500 Application fee, if appropayable to the Minister of Filescons and the Police of Alteration to Development Act Licence \$100 Application fee, if approached the Minister of Filescons and the Minister of Fil	Director EnvironmentalApprovalsBranch Manitoba Sustainable Development Suite 160, 123 Main Street Winnipeg, Manitoba R3C 1A5 Formore information: es") Phone: (204) 945-8321 Fax: (204) 945-5229

Notice of Alteration Report

Scope of Work

The proposed changes to the pond are necessary to ensure that the pond is restored to its original design capacity, and in order to meet the combined drainage requirements of the facility and engineered containment areas such as the product transfer and tank farm areas. Substantial erosion and weakening of the pond slopes has led to reduced working volume of the pond. Reconstruction work is required to ensure that the working pond volume is in accordance with operational needs and is aligned with the site's Environmental Act Licence.

The rehabilitated pond was sized based on a 1 in 10 year, 5 day storm event which requires a containment of 13 900m³. The existing pond will be expanded on a single side and the outlet piping will be raised. The inlet piping would remain as is. The attachment *Winnipeg Retention Pond – SOW Drawings June 15, 2017* contains a figure containing the rehabilitated pond dimensions and required sloping changes. The attachment *IOL POND- Outlet Pipe Change* shows the changes necessary to the outlet piping.

Other Considerations:

- 1. Temporary storm water storage
 - During execution of the reconstruction work to the pond, an existing empty tank lot/berm will be used for temporary retention. The size of the temporary tank lot is 9300m³.
 - Storm water will be pumped from the pond lift station to the empty tank lot. The plan is to retain, sample and discharge water from the berm as per the terminal's discharge license.
 - Upon completion of the pond reconstruction, use of the temporary pond will be discontinued and any water in the lot will be discharged as per the license.
 - The location of the temporary pond and piping plan can be seen in the attachment titled Retention Pond- Temporary SOW June 15, 2017. The temporary pond is highlighted in blue, please note the tanks noted in the temporary storage area have been demolished.
- 2. Sludge assessment/disposal
 - Sludge and soil that demonstrate visual or olfactory signs of impact will be disposed of at an Imperial approved waste facility.
- 3. Soil assessment/disposal
 - Soil that is excavated and does not demonstrate visual or olfactory signs of impact will be sampled and analyzed to ensure the soil meets the applicable commercial land use criteria, the criteria is included in the attachment Soil Contaminant Criteria.
 - Confirmatory sampling and analysis of the potentially clean piles will be executed as follows:
 - Field screening on one discrete sample from every 10m³ of soil will be collected.
 - One sample for every 50m³ of soil will be submitted for lab analysis (ie. 1 in 5 field screening samples collected), the worst case field screening sample will be submitted for analysis.
 - Soil that is confirmed to meet commercial land use criteria may be re-distributed on-site or disposed off-site. Soil will be considered impacted and disposed off-site if it exceeds the criteria in the attachment titled Soil Containment Criteria.
 - No soil will be stockpiled and stored on-site for future use, if soil cannot be re-distributed and re-contoured in the duration of the project works it will be disposed of at an approved facility.
- 4. Groundwater/Pond De-watering during Rehabilitation
 - Any groundwater encountered during excavation and rehabilitation activities will be pumped to the temporary storm water storage area. Prior to discharge, water will be sampled and analyzed as per the existing Licence 3088.

Human and Environmental Effects

There are believed to be no resulting human health effects from this work.

The overall resulting aquatic effects shall be positive, as the increased pond capacity shall prevent emergency storm water effluent releases into the Red River during times of significant rainfall. Emptying the pond and removing accumulated sludge may also reduce algae growth, most likely improving water quality by helping to stabilize pH levels. The reduction in slope of the pond walls will positively impact the terrestrial environment by limiting future erosion and pond bank weakening.

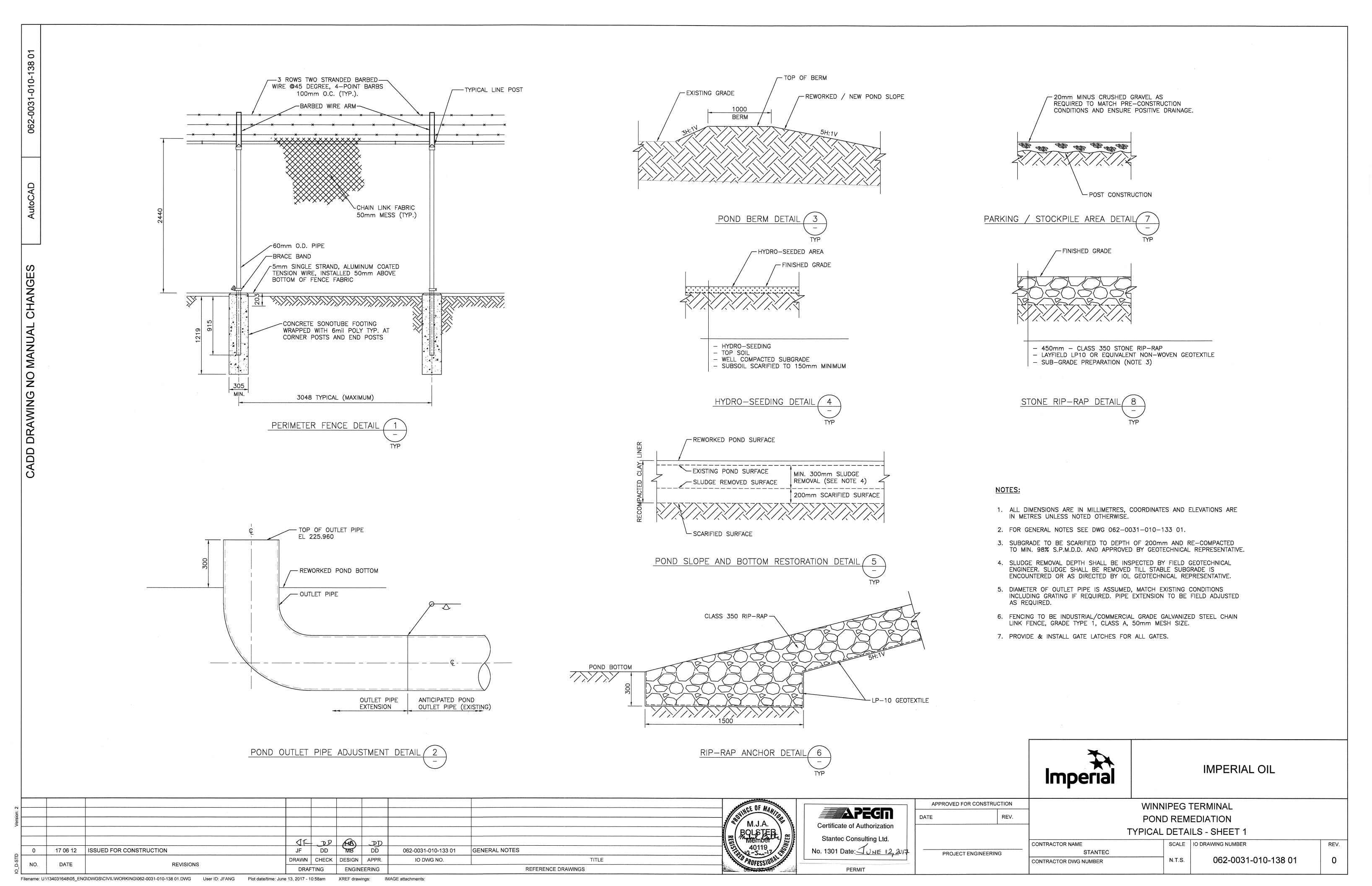
Use of an existing berm as a temporary storage pond should have no effect on aquatic life. Site observations have confirmed the berm holds water, and the discharge requirements in License 3088 will still be met. Dewatering the excavation to the temporary ponds should also have no negative effect on aquatic life, as the water will need to meet the requirements of License 3088 prior to discharge. Additionally, the pond is not currently hydraulically connected to groundwater, and dewatering of the excavation is expected to be minimal.

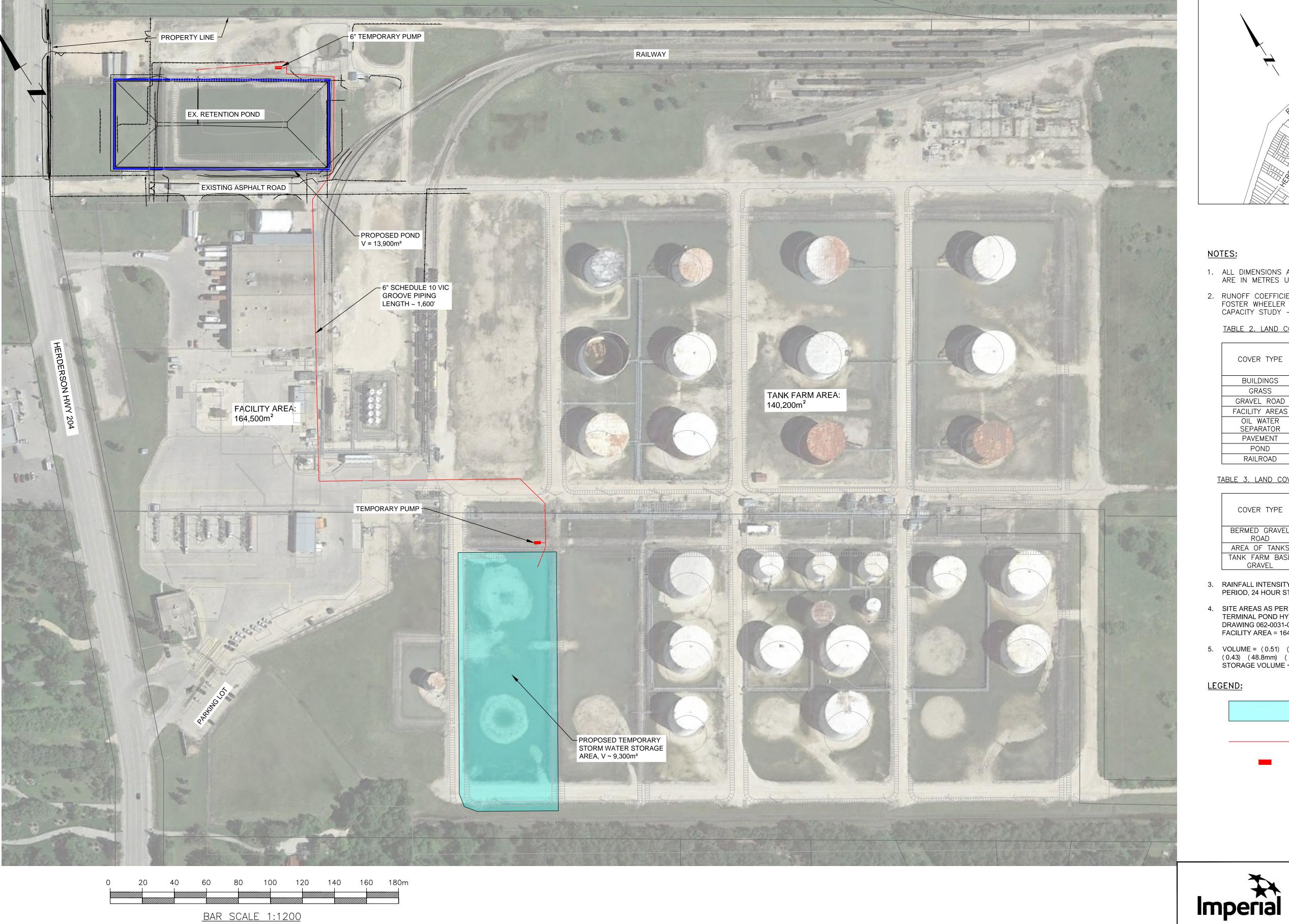
The resulting terrestrial effects will be limited to the existing pond area and are believed to be insignificant. All changes to the pond will take place within the existing pond area fenceline. Soil removal shall be limited to the amount needed to meet capacity requirements, as determined by a Geotechnical Engineer. As outlined above, any impacted soils will be disposed of offsite, in a manner compliant with all regulations. Soils which are deemed to be not impacted, will be field screened, sampled and analyzed prior to being considered for redistribution on site. If re-distributed on site, those areas will be regraded to ensure proper drainage, and landscaped and maintained as per existing site plans. An environmental consultant will be retained to manage sampling and analysis of potentially impacted soils to ensure that no impacted soil is re-distributed on-site, and to assess suitability for non-impacted soils to be re-distributed.

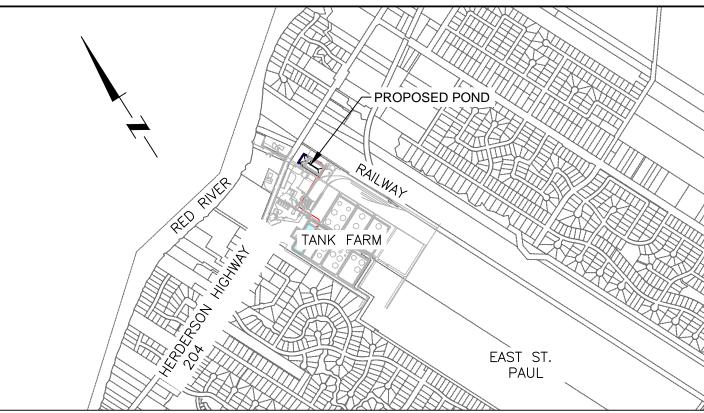
There are believed to be no resulting atmospheric effects from this work.

Project Timing

The optimal construction conditions for this project are in Q3 of the calendar year; Imperial plans for construction to begin in Q3 2017. This will allow Manitoba Sustainable Development time to review this Notice of Alteration. In order to prevent the need to request emergency discharge (and knowing that a pond reconstruction project is imminent), Imperial has been running the existing pond as a dry pond (i.e. draining below the level previously required to prevent sloughing).







KEY PLAN N.T.S.

NOTES:

- 1. ALL DIMENSIONS ARE IN MILLIMETRES. COORDINATES AND ELEVATIONS ARE IN METRES UNLESS NOTE OTHERWISE.
- RUNOFF COEFFICIENT VALUES AS PER TABLES 2 & 3 IN AMEC FOSTER WHEELER WINNIPEG TERMINAL: POND HYDRAULIC CAPACITY STUDY —DATED 23—NOV—15.

TABLE 2. LAND COVER AND RUNOFF COEFFICIENTS FOR THE FACILITY CATCHMENT

COVER TYPE	PROPORTION OF TOTAL AREA	RUNOFF COEFFICIENT	COMPOSITE RUNOFF COEFFICIENT
BUILDINGS	3.9%	0.95	
GRASS	29.3%	0.15	
GRAVEL ROAD	12.4%	0.50	
FACILITY AREAS	17.3%	0.50	
OIL WATER SEPARATOR	0.1%	0.95	0.51
PAVEMENT	23.3%	0.95	
POND	2.9%	1.00	
RAILROAD	10.8%	0.30	

TABLE 3. LAND COVER AND RUNOFF COEFFICIENTS FOR TANK FARM DRAINAGE AREA

COVER TYPE	PROPORTION OF TOTAL AREA	RUNOFF COEFFICIENT	COMPOSITE RUNOFF COEFFICIENT
BERMED GRAVEL ROAD	13.1%	0.50	
AREA OF TANKS	9.6%	0.95	0.43
TANK FARM BASE GRAVEL	77.3%	0.35	

- 3. RAINFALL INTENSITY FOR TEMPORARY STORM AS PER 1:2 YEAR RETURN PERIOD, 24 HOUR STORM EVENT - 48.8mm.
- 4. SITE AREAS AS PER SECTION 2.0 OF AMEC FOSTER WHEELER WINNIPEG TERMINAL POND HYDRAULIC CAPACITY STUDY - DATED 23-NOV-15 AND DRAWING 062-0031-010-139-01 - PERMANENT DEVELOPMENT PERMIT PLAN: FACILITY AREA = 164,500m², TANK FARM AREA = 140,200m².
- 5. VOLUME = (0.51) (48.8 mm) $(164,500 \text{m}^2)$ / (1000 mm/m) + (0.43) (48.8 mm) $(140,200 \text{m}^2)$ / (1000 mm/m) = 7,036 m³. TEMPORARY STORAGE VOLUME ~ 9,300m³ > 7,036m³ REQUIRED.

LEGEND:



TEMPORARY STORAGE AREA (V~9,300m³)

PROPOSED TEMPORARY PIPE ROUTING

PROPOSED TEMPORARY PUMP LOCATION

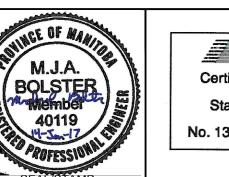
BAR SCALE 1:1200

062-0031-010-140-01

CHANGES

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APEGN Certificate of Authorization Stantec Consulting Ltd. No. 1301 Date: JUNE 14

PERMIT

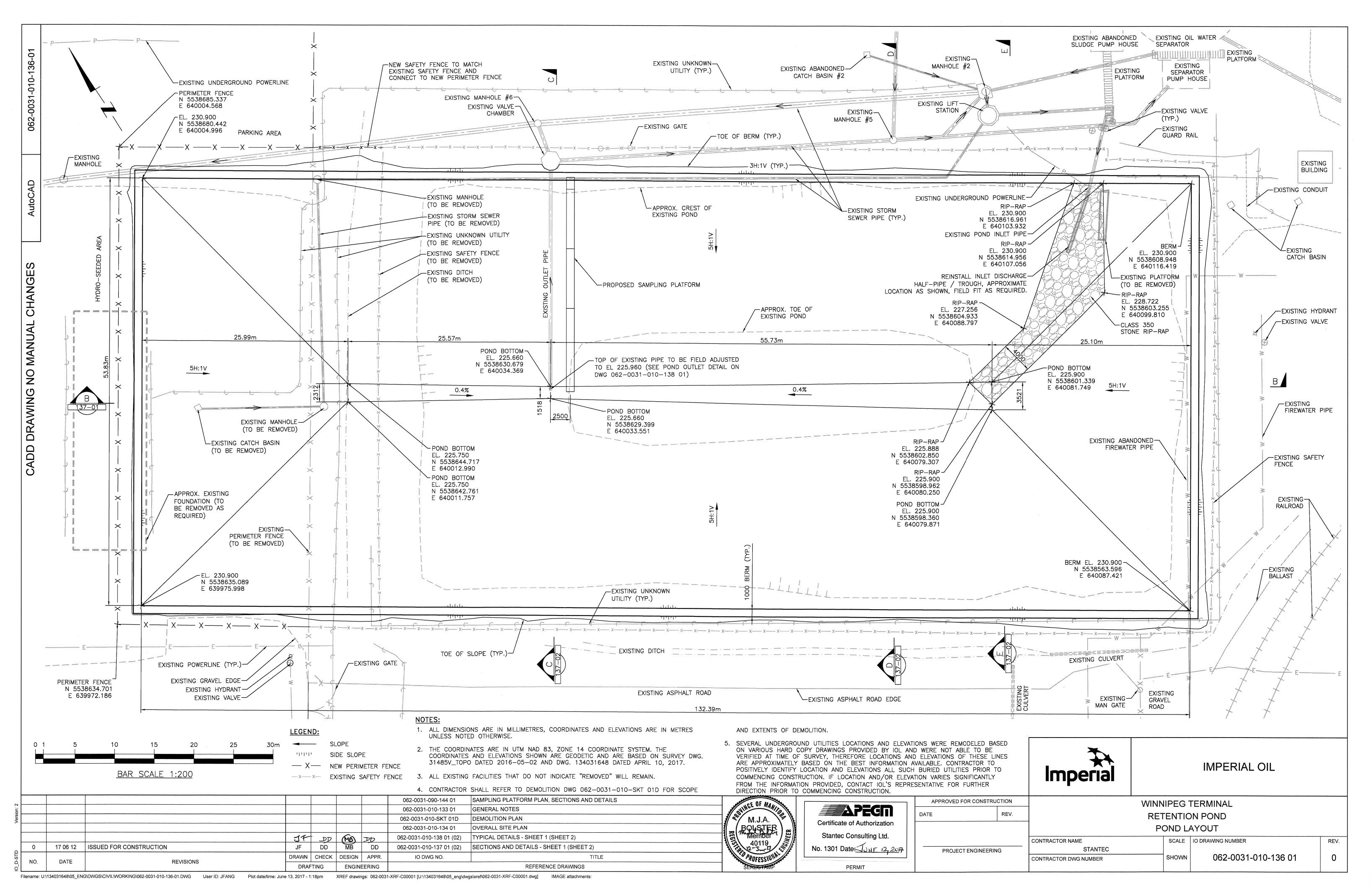
APPROVED FOR CONSTRUCTION

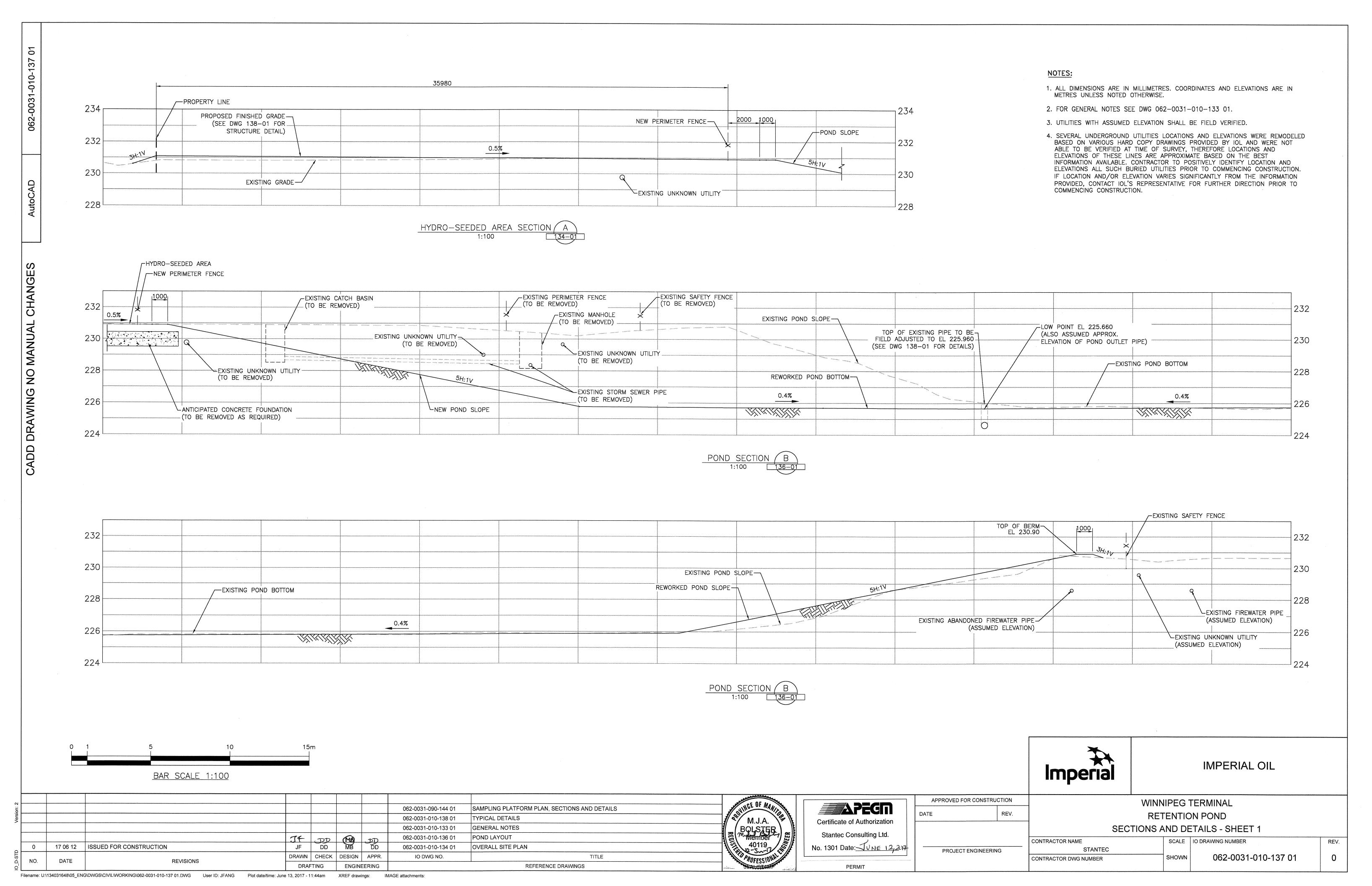
PROJECT ENGINEERING

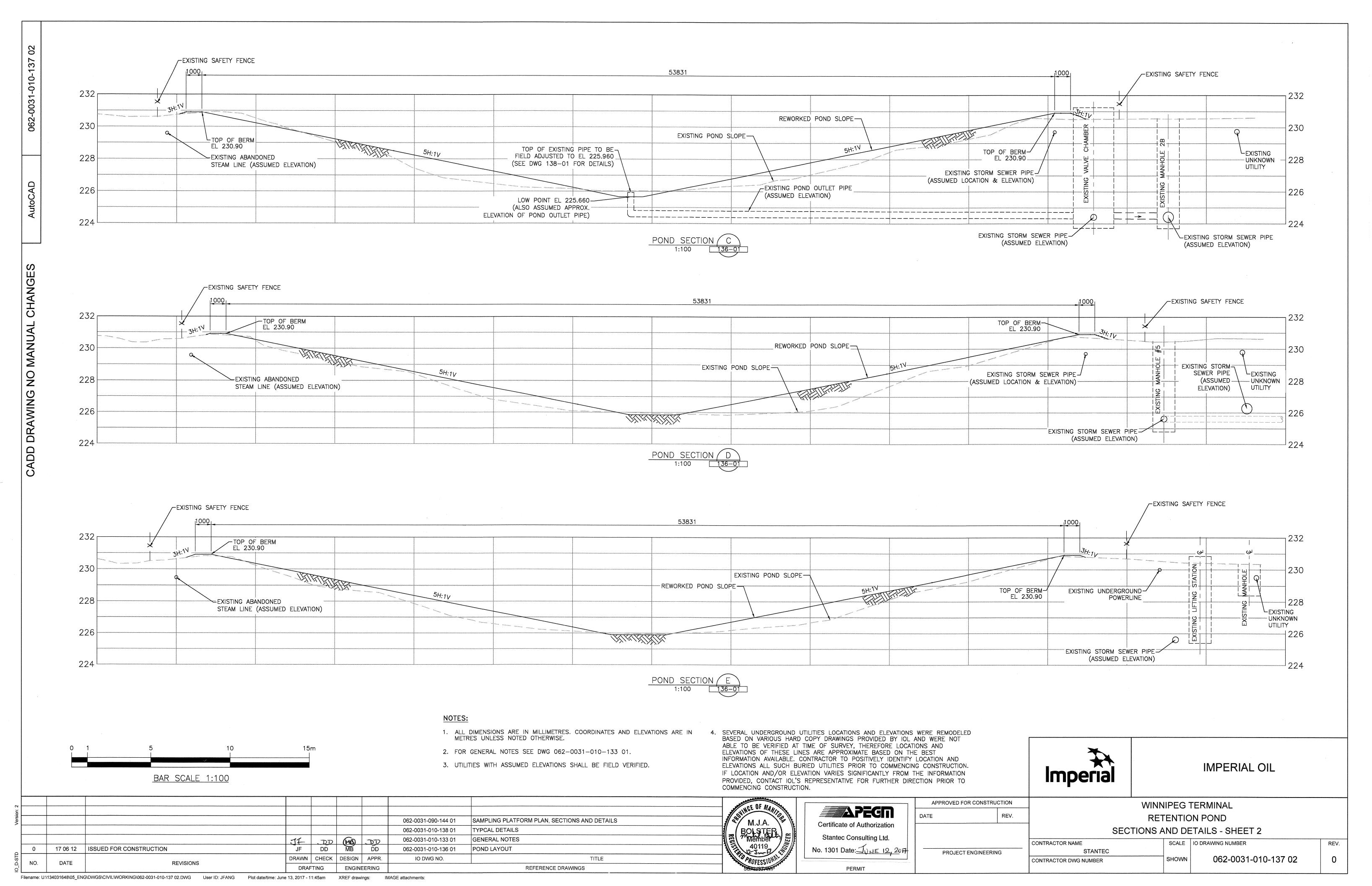
IMPERIAL OIL

WINNIPEG TERMINAL POND REMEDIATION TEMPORARY DEVELOPMENT PERMIT PLAN

SCALE IO DRAWING NUMBER CONTRACTOR NAME STANTEC 062-0031-010-140 01 1:1200 CONTRACTOR DWG NUMBER









SOIL - FINE GRAINED/COMMERCIAL/FRESHWATER AQUATIC LIFE/POTABLE

TABLE 2

SOIL ANALYTICAL RESULTS - BOREHOLES PETROLEUM HYDROCARBON PARAMETERS, LEAD AND LEAD SCAVENGERS

SAMPLE LOCATIONS				
	CRIT	CRITERIA		
Maxxam Sample ID	Surface Soil	Subsoil		
Sample Depth (mbgs)	(0.0 - 1.5 mbgs)	(>1.5 mbgs)		
Date Sampled (yyyy/mm/dd)				
PARAMETERS				
Benzene	0.0068 ^{a,c}	0.0068 ^{b,c}		
Toluene	0.08 ^a	0.08 ^b		
Ethylbenzene	0.018 ^a	0.018 ^b		
Total Xylenes	2.4ª	2.4 ^b		
Petroleum Hydrocarbons F1 (C6 - C10) ^h	170 ^d	170 ^e		
Petroleum Hydrocarbons F2 (>C10 - C16) ⁱ	230 ^d	230 ^e		
Petroleum Hydrocarbons F3 (>C16 - C34) ^j	2500 ^d	5000 ^e		
Petroleum Hydrocarbons F4 (>C34 - C50)	6600 ^d	10 000 ^e		
1,2-Dibromoethane	0.05 ^f	0.05 ^f		
1,2-Dichloroethane	50 ^g	50 ^g		
Lead	260 ⁹	260 ⁹		

- a Canadian Council of Ministers of the Environment (CCME); Canadian Environmental Quality Guidelines (CEQG)(2016);
 Soil quality guidelines and check values in surface soil fine grained soils, commercial land use
- b CCME; CEQG (2016); Soil quality guidelines and check values in subsoil fine grained soils, commercial land use
- c human health guidelines/check values 10⁻⁵ incremental risk
- d CCME; Canada Wide Standards for Petroleum Hydrocarbons in Soil (2008); Tier 1 levels for PHCs for fine grained surface soils commercial land use
- e CCME; Canada Wide Standards for Petroleum Hydrocarbons in Soil (2008); Tier 1 levels for PHCs for fine grained subsoils commercial land use
- f Soil, Groundwater and Sediment Standards for Use Under Part XV.1 of the Environmental Protection Act

Ontario Ministry of the Environment and Climate Change (2011);

Full Depth Generic Site Condition Standards in a Potable Groundwater Condition

- g CCME; CEQG (2016); Soil quality guidelines and check values commercial land use
- h BTEX have been subtracted from the fraction
- i Naphthalene has not been subtracted from the fraction
- j PAHs have not been subtracted from the fraction
- mbgs metres below ground surface

Results for all parameters are reported in milligrams per kilogram (mg/kg) on a dry weight basis

BOLD - Exceeds applicable criterion





SOIL - PAHs (FINE GRAINED/COMMERCIAL LAND USE/FRESHWATER AQUATIC LIFE/POTABLE

TABLE 2

SOIL ANALYTICAL RESULTS - BOREHOLES POLYCYCLIC AROMATIC HYDROCARBONS

SAMPLE LOCATIONS	
Maxxam Sample ID Date Sampled (yyyy/mm/dd)	CRITERIA
PARAMETERS	
Acenaphthene Acenaphthylene Anthracene Benzo(a)anthracene Benzo(a)pyrene Benzo(b/j)fluoranthene Benzo(g,h,i)perylene Benzo(k)fluoranthene	0.28 ^a 320 ^a 32 ^a 10 ^a 72 ^a 10 ^a 9.6 ^c 10 ^a
Benzo[a]pyrene equivalency Chrysene Dibenz(a,h)anthracene Fluoranthene Fluorene Indeno(1,2,3-cd)pyrene Naphthalene Phenanthrene Pyrene	9.6° 10° 180° 0.25° 10° 0.013° 0.046° 100°

- a Canadian Council of Ministers of the Environment; Canadian Environmental Quality Guidelines (2015);
 Soil Quality Guidelines for Carcinogenic and Other Polycyclic Aromatic Hydrocarbons commercial land use
- b $\,$ Incremental lifetime cancer risk (ILCR) of 1 in 100,000 (10 $^{-5})$
- c Soil, Ground Water and Sediment Standards for Use Under Part XV.1 of the Environmental Protection Act (Ontario Ministry of the Environment and Climate Change, 2011)

Full Depth Generic Site Condition Standards in a Potable Groundwater Condition

- NV No Value
- mbgs metres below ground surface

Results for all parameters are reported in milligrams per kilograms (mg/kg) on a dry weight basis

BOLD - Exceeds applicable criterion





SOIL - METALS, COMMERCIAL LAND USE (SAME CRITERIA FOR FINE OR COARSE GRAINED)

TABLE 2

SOIL ANALYTICAL RESULTS - BOREHOLES SELECTED METALS

SAMPLE LOCATIONS		
Maxxam Sample ID Sample Depth (mbgs) Date Sampled (yyyy/mm/dd)	CRITERIAª	
PARAMETERS		
Aluminum	NV	
Antimony	40°	
Arsenic	12ª	
Barium	2000ª	
Beryllium	8ª	
Cadmium	22ª	
Chromium (Total)	87ª	
Cobalt	300 ^a	
Copper	91ª	
Iron	NV	
Lead	260ª	
Mercury	24ª	
Molybdenum	40 ^a	
Nickel	89ª	
Selenium	2.9ª	
Silver	40 ^a	
Thallium	1 ^a	
Tin	300 ^a	
Uranium	33ª	
Vanadium	130ª	
Zinc	360ª	

a - Canadian Council of Ministers of the Environment; Canadian Environmental Quality Guidelines (2016); Soil quality guidelines and check values - commercial land use



NV - No Value

mbgs - metres below ground surface

Results for all parameters are reported in milligrams per kilograms (mg/kg)

BOLD - Exceeds applicable criterion