DOCKET NO. D-2017-009-1

DELAWARE RIVER BASIN COMMISSION

Delaware River Partners LLC
Gibbstown Logistics Center
Greenwich Township, Gloucester County, New Jersey

PROCEEDINGS

This docket is issued in response to an application submitted to the Delaware River Basin Commission (DRBC or "Commission") by Ramboll Environ on behalf of Delaware River Partners LLC (DRP or "docket holder") on August 8, 2017 requesting approval of a Delaware River dredging and deep-water berth construction project for the proposed DRP Gibbstown Logistics Center, a multi-use marine terminal and international logistics center to be located at the former Repauno property (also known formerly as the Chemours Repauno industrial site and DuPont Repauno Works) in Greenwich Township, Gloucester County, New Jersey. The New Jersey Department of Environmental Protection (NJDEP) on April 10, 2017 issued Permit No. 0807-16-0001.1, which included approval of a Waterfront Development Individual Permit (Upland and In-Water), a Flood Hazard Area (FHA) Individual Permit, and a Coastal Wetlands Individual Permit. NJDEP revised this permit on August 3, 2017. DRP's application for a United States Army Corps of Engineers (USACE) Section 10/404 Individual Permit (Application No. CENAP-OP-R-2016-0181) is pending. The National Oceanic and Atmospheric Administration (NOAA) National Marine Fisheries Service (NMFS) issued comments on the project in a letter dated May 5, 2017, which were addressed by the docket holder in a response letter dated September 18, 2017. The NMFS review is pending.

The application was reviewed for approval under Section 3.8 of the *Delaware River Basin Compact*. The Gloucester County Planning Board was notified of the application and draft docket. A duly noticed public hearing on this project was held by the DRBC on November 15, 2017.

A. DESCRIPTION

1. Purpose. The purpose of this docket is to approve a Delaware River dredging and deep-water berth construction project for the proposed DRP Gibbstown Logistics Center, a multi-use marine terminal and international logistics center. The project involves dredging 371,000 cubic yards (cy) of sediment from the Delaware River, to a depth of 40 feet below (-40) mean lower low water (MLLW) to construct the deep-water berth. The project also involves demolition of the existing wharf and bulkhead, along with the construction of a new bulkhead, a new pile-supported wharf structure, and six new stormwater outfall structures.

2. **Location**. The project is located at the former Chemours Repauno industrial site, 200 North Repauno Avenue in Greenwich Township, Gloucester County, New Jersey, also formerly known as DuPont Repauno Works. The project includes dredging and construction of a deep-water berth at River Mile 86.5 in Water Quality Zone 4 of the Delaware River, as follows:

SITE	LATITUDE (N)	LONGITUDE (W)
Proposed Berth Location	39° 50' 42"	75° 17' 45"

3. **Project Area**. The docket holder proposes to develop the Repauno site in Gibbstown, Gloucester County, New Jersey with the new DRP Gibbstown Logistics Center, a multi-use marine terminal and international logistics center. The project involves redevelopment of a former industrial site into a multi-use, deep-water port and logistics center on a 218-acre portion of the 1630-acre Repauno property. Approximately 371,000 cy of Delaware River sediment located in a 27-acre area will be dredged to construct a deep-water berth and access the Delaware River federal navigation channel. For the purpose of defining the Area Served, DRP's application is incorporated herein by reference consistent with conditions contained in the DECISION section of this docket.

4. **Physical features**.

a. **Project Description**. The docket holder proposes to construct a new multi-use, deep-water port and logistics center to accommodate a range of ocean-going vessels of a maximum length of 870 feet and maximum draft of 40 feet, and will include a marine terminal for automobile import (roll-on/roll-off), a parking lot for vehicles, processing facilities, perishables handling, non-containerized break bulk cargo handling, bulk-liquids and gases handling, two warehouse buildings, and a stormwater management system and associated infrastructure. The project includes:

Dredging: Approximately 118,000 cy of coarse-grained material (predominantly sand) and 253,000 cy of fine-grained material (predominantly silt), for a total of 371,000 cy of sediment over a 27-acre area will be dredged from the Delaware River in order to achieve a dredging depth of -40 feet MLLW, allowing for one foot of overdraft. The dredging will allow the new marine terminal to access the Delaware River federal navigation channel in the River. Approximately 10.6 acres of the dredging is new dredging, while the remainder is dredging to areas of the Delaware River that have previously been dredged or otherwise modified.

Demolition: Currently, the site features a 450-foot long earthen berm/wharf with a timber pile bulkhead. These existing structures are in a dilapidated state. The project includes removal of the bulkhead and some fill behind the bulkhead, in order to construct the new deep-water berth and associated structures. A floating boom will be installed in the Delaware River to secure floating debris during the demolition.

Wharf/Berth Structure Construction: The new berth will extend approximately 100 feet upriver and 200 feet downriver from the existing 450-foot long earthen berm/wharf, for a total length of approximately 750 feet. A steel sheet pile wall will be constructed on the land side of the existing bulkhead. The new wharf structure will be a steel pile-supported, continuous open

deck concrete platform connected to the earthen berm and steel sheet pile. The proposed platform is 750 feet long and 140 feet wide at its widest dimension, and will require installation of 382 steel piles (296 30-inch diameter steel piles, 43 36-inch diameter steel piles, and 43 24-inch diameter steel piles). At the location of the existing 450-foot long earthen berm/steel sheet pile that extends into the River, the platform's width will be 93 feet. The platform will extend 200 feet downriver from the existing berm and 100 feet upriver from the existing berm. At these downriver and upriver extensions, the platform's width will be 140 feet. Additional structures to be constructed include a breasting dolphin and two mooring dolphins, to be located upriver and attached to the concrete platform by new steel walkways.

Stormwater Outfalls: The docket holder proposes six new stormwater outfalls into the Delaware River, three of which are upriver of the proposed berth, three of which are downstream of the proposed berth. The outfalls will be located at 4 proposed headwalls.

The docket holder submitted detailed site plans for the project work to be performed at the deep-water berth, including the existing wharf and bulkhead demolition, dredging operations, and deep-water berth construction (new bulkhead and pile-supported wharf structure). The docket holder is required to submit detailed site plans to the DRBC for the remainder of the Logistics Center, including the proposed: automobile import area / parking lot; processing facilities; perishables, bulk-liquids and gases, and bulk cargo handling areas; warehouses and associated buildings; stormwater management system (including stormwater outfalls); and associated infrastructure (See Condition C.I.c.).

b. **Related Dockets**. The former Dupont Repauno Works industrial facility included an industrial process wastewater treatment system, approved by DRBC Docket No. D-1973-150-1 on February 26, 1975, which was transferred to the Chemours Company on June 26, 2015. DRBC Docket No. D-1965-075-1, approved on September 13, 1965, approved the construction of an underground cavern for the storage of anhydrous ammonia at the former Dupont Repauno Works, which was transferred to the docket holder on September 27, 2016 via letter from the DRBC Executive Director. The industrial operations, wastewater treatment facility, and storage of anhydrous ammonia at the Repauno site have been discontinued, and currently Chemours operates a groundwater remediation withdrawal and treatment system on-site for remediation of the former industrial site operations. The project proposes to develop a portion of the existing Repauno site with the new deep-water port and marine terminal and logistics center, which includes utilizing the underground cavern for liquified petroleum gas (LPG) storage, as approved by the Executive Director's September 27, 2016 letter. The docket holder indicated that potable water supply for the project/facility will be provided by groundwater wells owned and operated by Greenwich Township in accordance with DRBC Docket No. D-1994-051 CP-2, issued on July 20, 2005. Sewage generated at the site will be directed to the Greenwich Township WWTP, which was approved by DRBC Docket No. D-1990-024 CP on January 16, 1991.

e. **Cost**. The total cost of the DRP Gibbstown Logistics Center is estimated to be $57,188,106.00.

B. FINDINGS

The docket holder submitted an Application for approval of a Delaware River dredging and deep-water berth construction project associated with the proposed DRP Gibbstown Logistics Center. The project involves dredging 371,000 cy of material from the Delaware River and demolition of the existing wharf and bulkhead, along with the construction of a new bulkhead, a pile-supported wharf structure, and six new stormwater outfall structures.

Dredging

Of the 371,000 cy of dredge material, approximately 118,000 cy is coarse-grained (sand) and the remaining 253,000 is fine grained (silt). The fine-grained sediment will be mechanically dredged using a closed clamshell environmental bucket utilizing best management practices (BMPs) to control turbidity. Dredged material would be placed in water tight barges (hopper barges), which will be transported to a dewatering station, where the material will be allowed to settle.

An estimated 72,000 cy of the fine-grained sediment is classified as "impacted" by NJDEP standards. This sediment is contaminated with polycyclic aromatic hydrocarbons (PAHs), certain metals (primarily arsenic), and polychlorinated biphenyls (PCBs) at concentrations exceeding New Jersey's Residential Direct Contact Soil Remediation Standards. The impacted material is required to be removed and disposed of at an uplands landfill or brownfield site. Impacted dredged material, after dewatering, will be amended by the addition of Portland Cement, which reacts with the sediment slurry to bind sediment particles together and effectively reduce its water content, improving the material's handling and compaction characteristics, as well as reducing the leaching potential of bound contaminants. This will enable transportation by truck and to meet receiving landfill or brownfield site acceptance criteria.

The remaining 181,000 cy of fine-grained sediment is non-impacted (by NJDEP standards), and is proposed to be transported to one of two confined disposal facilities (CDFs) – Whites Basin CDF and Fort Mifflin CDF – if approved for acceptance. The Whites Basin CDF is located along the southeast shore of the Delaware River between the mouths of Repaupo and Raccoon Creeks, on the north side of the Commodore Barry Bridge in Logan Township, Gloucester County, New Jersey, approximately 3.5 miles downriver of the site. The Fort Mifflin CDF is a USACE-operated CDF located across the River on the former Hog Island at the confluence of the Schuylkill and Delaware Rivers in Philadelphia, Pennsylvania, approximately 6 miles across and upriver of the site. The dewatered material will be transported by barge and pumped from the barge into the CDF handling basins.

Once the fine-grained sediment is removed, the underlying non-impacted coarse-grained sediment will be removed via a hydraulic dredger or hard-digging bucket dredger. Sandy material dredged utilizing the hydraulic dredger will be conveyed via a submerged pipeline to the Whites Basin CDF. Sandy material dredged utilizing the hard digging bucket will be placed in a hopper barge, transferred to a decanting barge, upon which decant water will return to the waterway. Dewatered sand will be transferred via barge to a CDF or to the adjacent upland project site for reuse as fill.

Dewatering of dredged material (including all fine-grained and coarse-grained sediment) in the hopper barges will be conducted with the objective of minimizing the addition of total suspended solids (TSS), turbidity, or sheens to the Delaware River. The main method of dewatering is to pump water from the hopper barges to decant barges. Decant water from the barges will be held for at least 24 hours, and will be discharged back to the River (via a submerged pipe to minimize turbidity) only if the TSS concentration is less than 30 mg/l as required by NJDEP. Similarly, DRBC Water Quality Regulations (WQR), Section 3.10 Basinwide Surface Water Quality Standards, include the requirement that discharges to surface water not exceed 30 mg/l TSS as a 30-day average (WQR Section 3.10.4.D.1.a.). With impacted and non-impacted dredged material alike, TSS is typically used to assess water quality impacts because organic contaminants tend to bind to sediment particles. Dewatering operations will be performed to avoid re-suspending or pumping previously settled sediment.

Delaware River PCB Total Maximum Daily Load (TMDL)

In 2003, the US EPA Regions II and III established the Stage 1 TMDLs for Zone 2 through 5 of the Delaware Estuary for PCBs. The former DuPont Repauno facility was then identified as one of the largest PCB point sources to the Delaware Estuary. Furthermore, a review of the proposed dredging area adjacent to the shoreline exhibits detectable concentrations of PCBs ranging from < 1ppm to 11 ppm, suggesting that the site may have previously contributed to PCB contamination in the tidal river. Further evidence of a soil based source was provided by DuPont in its 2005 initial Pollution Minimization Plan (PMP) report which indicates soil PCB concentrations ranging into the hundreds of ppm in the area to be redeveloped. A PCB PMP was developed and implemented by DuPont, and then later Chemours, for the Repauno site, including the area to be redeveloped by DRP, which was required by Section 4.30.9 of Commission's Water Quality Regulations. Since the 2005 PMP, under the oversight of NJDEP, Chemours has substantially remediated the site, including removing or capping soil and sediment impacted by PCBs. Based on the characterization of on-site soils, characterization of PCBs in adjacent river sediments was not required by NJDEP.

Chemours will continue to monitor outfalls associated with its ongoing remediation of site groundwater pursuant to the requirements of the NJDEP and the DRBC. In connection with the redevelopment of the site, DRP will cap the site with clean fill to raise the site to the necessary elevation. The docket holder is required to apply for and obtain a New Jersey Pollutant Discharge Elimination System (NJPDES) permit from the NJDEP for discharges associated with the site redevelopment. In accordance with the NJPDES permit when issued, the docket holder will be required to perform an investigation of the site to assess the disposition of stormwater and the flow paths for individual stormwater outfalls either directly or indirectly to the Delaware River in order to develop a PCB stormwater sampling plan. Upon evaluation of the sampling results by the NJDEP in consultation with the DRBC, DRP may be required to develop and implement a separate PMP for PCBs (Condition C.I.l.) to ensure that PCB load reductions achieved by DuPont and Chemours are maintained or enhanced by the planned re-development.

Permits

The NJDEP issued Waterfront Development Permit No. 0807-16-0001.1 for approval of a Waterfront Development Individual Permit (IP) Upland, a Waterfront Development IP In-Water, a Flood Hazard Area (FHA) IP, a FHA Verification; a Coastal Wetlands IP, and a Water Quality Certification on April 4, 2017 for the proposed project that included approval of the dredging of no more than 460,000 cy of sediment over an area of 29 acres in the Delaware River, to a water depth of -40 MLLW plus one foot overdraft.

The docket holder submitted a revised application to the NJDEP on December 9, 2016, that shifted the location of the proposed wharf structure (open deck concrete platform and bulkhead) 50 feet channelward towards the Federal Navigation Channel, which resulted in the reduction of the dredging from 457,000 cy in 29 acres to 371,000 cy in 27 acres. On August 3, 2017, NJDEP issued revised Permit No. 0807-16-0001.1 reflecting the revised dredging/wharf location, along with Permit No. 0807-16-0001.2 FWW160001/2 approving a Freshwater Wetlands IP and Transition Area Waiver for Redevelopment.

Along with the proposed project, the NJDEP Waterfront Development Permit included approval of: the permanent disturbance of 3.036 acres and temporary disturbance of 0.261 acres to vegetated riparian zone; the permanent disturbance of 0.186 acres and temporary disturbance of 0.076 acres to mapped coastal wetlands; the permanent disturbance of 1.4 acres of intertidal and subtidal shallows; and the permanent disturbance of 0.064 acres of submerged aquatic vegetation (SAV) that is located in the proposed dredging area. Mitigation for the SAV disturbance is required by the Permit, and consists of transplanting the 0.064 acres of SAV to a location approximately 1,900 feet downriver of the proposed dredging site. Along with other dredging requirements, the Waterfront Development Permit also prohibits in-water work or sediment generating disturbances from March 15 through June 30 of each year, to minimize impacts to migrating and spawning of anadromous fish (See Condition C.I.e).

NJDEP Permit No. 0807-16-0001.2 (including Freshwater Wetlands Individual Permit Nos. FWW160001 and FWW160002) approved the permanent disturbance of 4.441 acres of freshwater wetlands, state open waters, and transition area for the proposed project, and the temporary disturbance of 1.062 acres for the construction of the Marine Terminal on the land side of the project. The areas to be disturbed are upland from the proposed wharf on the project site, and are not directly connected to the Delaware River.

The USACE issued its Jurisdictional Determination No. CENAP-OP-R-2016-0181-1 (JD) for the proposed project on July 5, 2016. DRP's application for a USACE Section 10/404 Individual Permit (Application No. CENAP-OP-R-2016-0181) is pending. In accordance with the Endangered Species Act, the USACE must consult with the National Oceanic and Atmospheric Administration – National Marine Fisheries Service (NMFS) prior to issuing DRP an individual permit under Section 10 of the National Rivers and Harbors Act and Section 404 of the Clean Water Act.

By letter dated May 5, 2017, NMFS provided DRP with comments on the Project, which included comments from the Habitat Conservation Division (HCD) and Protected Resource Division (PRD) of NMFS. The NMFS letter expressed concern that the project may result in

unacceptable impacts to aquatic resources under the jurisdiction of NMFS and suggested that options to avoid, minimize and offset these effects be evaluated further. By letter dated September 18, 2017, the docket holder addressed all the NMFS comments, in part by re-locating and redesigning the berth/wharf structure (shifting of the proposed wharf structure 50 feet channelward) to reduce the Project's impact on aquatic resources. As stated above, the revised wharf design was approved by the NJDEP, and is currently under review by the USACE in consultation with NMFS.

The following table (TABLE B-1) lists the application submittal dates and status for the NJDEP Waterfront Development Permit, the USACE Individual Permit, and other local, state and federal permits for the proposed project:

TABLE B-1: Project Permits

PERMIT TYPE/NUMBER	APPLICATION SUBMISSION DATE	STATUS/ ISSUANCE DATE
NJDEP Freshwater Wetlands Letter of Interpretation No. 0807-16-001.1 FWW 160001	2/16/16 (revised 5/27/16)	7/11/16
NJDEP Waterfront Development IP (Upland); Waterfront Development IP (In-Water); FHA Individual Permit; FHA Verification; Coastal Wetlands Individual Permit No. 0807-16-0001.1	8/1/16 (Revised 12/9/16)	4/10/17 (Revised 8/3/17)
NJDEP Freshwater Wetlands Individual Permit; Transition Area Waiver for Redevelopment; Water Quality Certificate No. 0807-16-0001.2	8/1/16 (Revised 12/9/16)	06/30/17 (Revised 8/3/17)
NJDEP Tidelands License (Dredging) No. 0807-16-0001.1	12/9/16	9/28/17
NJDEP Tidelands License (Fixed Structure) No. 0807-16-0001.1	12/9/16	9/28/17
USACE Jurisdictional Determination CENAP-OP-R-2016-0181-1 (JD)	2/18/16	7/5/16
USACE Section 10/404 Individual Permit CENAP-OP-R-2016-0181	8/18/16 (Revised 1/6/17 & 5/17/17)	Pending
Greenwich Township Site Plan Approval (for wharf only)	9/8/17	10/2/17
NJDEP NJPDES permit	Pending	Pending

The project is designed to be in compliance with discharge requirements as set forth in the WQR of the DRBC.

C. DECISION

I. Effective on the approval date for Docket No. D-2017-009-1 below, the project and the appurtenant facilities described in the Section A "Physical Features" of this docket are approved pursuant to Section 3.8 of the *Compact*, subject to the following conditions:

a. The facility shall be operated at all times to comply with the requirements of the WQR of the DRBC.

b. Nothing herein shall be construed to exempt the docket holder from obtaining all necessary permits and/or approvals from other state, federal or local government agencies having jurisdiction over this project.

c. The docket holder is required to submit detailed project site plans to the DRBC for the remainder of the work not submitted with the DRBC application, including the proposed: automobile import area / parking lot; processing facilities; perishables, bulk-liquid, and bulk cargo handling areas; warehouses and associated buildings; stormwater management system (including stormwater outfalls); and associated infrastructure.

d. To minimize impacts to migrating and spawning of anadromous fish, any and all in-water work or sediment generating disturbances are prohibited from March 15 to June 30 of each year.

e. Sound practices of excavation, backfill and reseeding shall be followed to minimize erosion and deposition of sediment in streams.

f. Within 10 days of the date that construction of the project has started, the docket holder shall notify the DRBC of the starting date and scheduled completion date.

g. Upon completion of construction of the approved project, the docket holder shall submit a statement to the DRBC, signed by the docket holder's engineer or other responsible agent, advising the Commission that the construction has been completed in compliance with the approved plans, giving the final construction cost of the approved project and the date the project is placed into operation.

h. This docket approval shall expire three years from date below unless prior thereto the docket holder has commenced operation of the subject project or has expended substantial funds (in relation to the cost of the project) in reliance upon this docket approval.

i. The issuance of this docket approval shall not create any private or proprietary rights in the waters of the Basin, and the Commission reserves the right to amend, suspend or rescind the docket for cause, to ensure proper control, use and management of the water resources of the Basin.

j. The Executive Director may modify or suspend this approval or any condition thereof, or require mitigating measures pending additional review, if in the Executive Director’s judgment such modification or suspension is required to protect the water resources of the Basin.

k. If in the view of the Executive Director of the DRBC the dredging operations are at any time being conducted in a manner contrary to the conditions of this approval, or such that these operations are adversely affecting water quality or impeding the passage of anadromous fish, the Executive Director may direct that these operations be suspended.

l. In accordance with the NJPDES permit when issued, the docket holder shall perform an investigation of the site to assess the disposition of stormwater and the flow paths for individual stormwater outfalls either directly or indirectly to the Delaware River in order to develop and implement a PCB stormwater sampling plan. Upon evaluation of the sampling results by the NJDEP in consultation with the DRBC, DRP may be required to develop and implement a separate PMP for PCBs in accordance with Section 4.30.9 of the Commission's Water Code and Water Quality Regulations (18 CFR Part 410).

m. The docket holder and any other person aggrieved by a reviewable action or decision taken by the Executive Director or Commission pursuant to this docket may seek an administrative hearing pursuant to Articles 5 and 6 of the Commission's *Rules of Practice and Procedure*, and after exhausting all administrative remedies may seek judicial review pursuant to Article 6, section 2.6.10 of the *Rules of Practice and Procedure* (18 CFR 401.90) and section 15.1(p) of the Commission's *Compac*t.

BY THE COMMISSION

DATE APPROVED: December 13, 2017