

Our reference : DOC08/34422
Contact : Maria Bowen (02) 9995 5725

Mr Graham Funch
Legacy Sites Manager
Incitec Pivot Limited
70 Southbank Boulevard
SOUTHBANK VIC 3006

Dear Mr Funch,

**Agreement to Voluntary Remediation Proposal
Incitec Site, Lot 1 in DP225720 Boolaroo, NSW**

I refer to the voluntary remediation proposal submitted by Incitec Fertilizers Limited under s.26 of the *Contaminated Land Management Act 1997* (the Act) dated 23 July 2008, and the associated undertaking not to recover contributions under Division 6 in respect of the remediation.

We have reviewed the proposal and consider it appropriate for issuing our Agreement under the Act. Note that this is an agreement not to issue a remediation order against Incitec Fertilizers Limited provided that the works are carried out as proposed. Please find our Agreement attached to this letter.

As required by section 59 of the Act we have informed Lake Macquarie City Council of the Agreement.

Please contact Helen Davies on (02) 9995 5613 with any questions regarding this matter.

Yours sincerely


JOHN COFFEY
Acting Manager Contaminated Sites

7/8/08

Enclosure: Agreement to Voluntary Proposal No. 26106



**AGREEMENT NOT TO ISSUE ORDER
DURING COMPLIANCE WITH A VOLUNTARY PROPOSAL**

(Section 26 of the Contaminated Land Management Act 1997)

Agreement No.: 26106

Agreement Date: 7 August 2008

Area No.: 3204

This agreement relates to the attached proposal, which comprises three Parts: Part 1 – Preliminary Details; Part 2 – Undertakings; and Part 3 – Performance Schedule.

Proponent: Incitec Fertilizers Limited (ACN 103 709 155)

Site: Lot 1 in DP225720, Boolaroo, NSW.

Proposal Date: 23 July 2008

1. The EPA is satisfied that the terms of the proposal are appropriate.
2. The EPA notes for the purposes of section 26 of the *Contaminated Land Management Act 1997* (CLM Act) that the proponent has undertaken in writing to the EPA not to recover contributions under Part 3, Division 6 of the CLM Act in respect of implementation of the proposal.
3. The EPA agrees, in accordance with the provisions of Part 3 of the CLM Act, that it will not issue a remediation order against the proponent if and for so long as the proposal is complied with.
4. The EPA may issue a remediation order against the proponent in accordance with the CLM Act if the EPA is not satisfied that the proposal is being or has been complied with.
5. The EPA is not prevented by this agreement from making a remediation order against persons (whether or not they were originally parties to the proposal and including public authorities) other than the proponent.
6. The EPA is not prevented by this agreement from exercising its powers under the *Protection of the Environment Operations Act 1997* in relation to activities conducted in association with or under the proposal.
7. Each component of the proposal, as described in the proposal is to be completed by the date specified in the proposal. Failure to satisfactorily complete any component by the due date for that component may be taken as a failure to carry out the terms of the proposal for the purposes of section 27 of the CLM Act.
8. This agreement takes effect on the "Agreement Date" specified above and continues in effect subject to satisfactory performance and progress with implementation of the proposal.

Signed:


**Acting Manager Contaminated Sites
Department of Environment and Climate Change (NSW)**

Voluntary Remediation Proposal (IFL Cockle Creek Site)

Dated 23 July 2008

Mallesons Stephen Jaques

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Voluntary Remediation Proposal

Part 1 - Preliminary Details

1 Proponent's Details

- (a) Name and contact details:

Incitec Fertilizers Limited

Address:

Trading as: as above

ACN/ABN: 103 709 155 / 56 103 709 155

Phone: (03) 8695 4400

Fax: (03) 8695 4419

Postal Address: 70 Southbank Boulevard, Southbank,
VIC, 3006

EPA licence number: 208

- (b) Who the EPA should contact with technical enquiries about the proposal.

Name: Mr Graham Funch

Employer/Company: Incitec Pivot Limited

Position title: Legacy Sites Manager

Type of business: Agricultural Fertilizer Production

Phone (business): 0412 361031

Fax: 02 49793810

Email: graham.funch@incitecpivot.com

2 Site to which proposal applies

The site to which the proposal applies is: 13 Main Road, Cockle Creek, Boolaroo, NSW, 2284 known as Lot 1 in DP 225720 as shown on the attached Plan in Annexure A ("the site").

The site is divided into two areas, Area A and Area B:

- (a) **Area A** is in the north-western corner of the site and is proposed to contain the on-site containment cell. Preliminary works are proposed to commence on Stages 1 and 2 in this area in August 2008 and remediation works are due to commence in December 2008.

- (b) **Area B** is located in the central and south-eastern part of the site and contains the current site infrastructure where IFL's current operations are located and is to be remediated to a condition suitable for low-density residential use. It is proposed that the site will be

decommissioned around September 2010 and remediation works will be undertaken as part of Stages 3 and 4 of the remediation plan – estimated to be completed in 2014.

These stages are set out in the Conceptual RAP attached to this VRP.

3 The contamination

3.1 Overview

Soil and groundwater and surface water at the site are contaminated with substances in such a way as to present a significant risk of harm. A number of soil and groundwater investigations have been undertaken on the site over a number of years. The following summarises the primary substances of concern (“the contaminants”):

3.2 Soils

Metals, in particular arsenic, cadmium, copper, lead and zinc in fill material (Contaminant levels in natural soils were found to largely comply with the NEPM HIL A criteria for residential use)

Mineral and nitrogen compounds including:

- (a) total phosphorous
- (b) fluoride
- (c) sulphate and
- (d) nitrate

3.3 Groundwater

Metals in particular zinc, cadmium, copper, lead, mercury and nickel typically associated with slag material in a low pH environment in groundwater.

3.4 Documentation of Site Assessments

The extent of soil and groundwater contamination at the site is documented in the following reports:

- (a) Overall Soil and Groundwater Assessment, Incitec Pivot Limited Cockle Creek Plant, Main Road, Boolaroo. URS Australia Pty Ltd, December 2004;
- (b) Environmental Site Assessment Cockle Creek Manufacturing & Distribution Facility Boolaroo, New South Wales. Soil and Groundwater Consulting, Rev 1, April 2008; and
- (c) Further Environmental Investigations, Cockle Creek Manufacturing and Distribution Facility, Boolaroo, New South Wales. Soil and Groundwater Consulting, April 2008.

4 The investigation & remediation proposal

The remediation proposal ("the proposal") comprises:

- (a) the information set out above; and
- (b) the actions, works and other components set out in the following documents:
 - (i) this Voluntary Remediation Proposal dated 23 July 2008;
 - (ii) the Conceptual Remediation Action Plan for Incitec Fertilizers Limited Cockle Creek Site Redevelopment, Boolaroo, NSW dated 17 July 2008 prepared by Soil and Groundwater Consulting attached as Annexure B;
 - (iii) three detailed RAPs relating to each of the proposed Stages 2-4 of the remediation program; and
 - (iv) Site Audit Statements and Site Audit Reports prepared by Phil Hitchcock, Environ, as required throughout the process including Part B sign offs for each stage of the RAP (conceptual and three detailed RAPs) and a final Part A sign off of the site following completion of the remediation program.

This includes any further revision of any of the above documents, subject to the agreement of the EPA.

Other documents may be submitted to the EPA from time to time including for example (but not limited to):

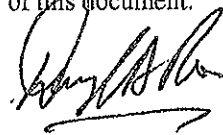
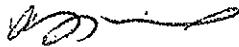
- (i) detailed site validation plan;
- (ii) OHS safety management plan;
- (iii) Surface Water Management Plan;
- (iv) Air Quality Management Plan;
- (v) Noise assessment;
- (vi) Dust / traffic assessment;
- (vii) Heritage assessment;
- (viii) Environment Management Plan (EMP) for demolition of buildings;
- (ix) Post-remediation EMP dealing with management of containment cell including operation and maintenance plan; and

(x) Groundwater Quality Management Plan.

As well as further information/details regarding:

- (i) the scope of remedial work ;
 - (ii) detailed design of initial groundwater remediation system for on-site containment cell;
 - (iii) detailed assessment of long term groundwater remediation system;
 - (iv) demolition program of asbestos-containing material in accordance with WorkCover requirements; and
 - (v) groundwater monitoring plan to be consistent with Part 3, Section 5 of this VRP.
- (c) The undertakings set out in Part 2 of this document; and
- (d) The performance schedule set out in Part 3 of this document.

Proponent's signature:



Date: 24 JULY 2008

Full name: JAMES ERNEST FAZZINO/DARYL A ROE

Position title: DIRECTOR / DIRECTOR

Voluntary Remediation Proposal

Part 2 Undertakings Included in Voluntary Investigation/ Remediation* Proposal

The Proposal includes the following undertakings:

1 General

- (a) All activities carried out in connection with the proposal including sampling and preparation of associated reports ("the activities") will be carried out in accordance with applicable provisions of *State Environmental Planning Policy 55 – Remediation of Land* and any requirements imposed under it in relation to the works together with any consent conditions.
- (b) All matters listed as relevant to a remediation action plan by the EPA's *Guidelines for Consultants Reporting on Contaminated Sites* (1997) will be taken into account in the carrying out of the activities.
- (c) All the activities will be carried out consistently with guidelines made or approved under section 105 of the CLM Act.

(See <http://www.epa.nsw.gov.au/clm/guidelines.htm>
<http://www.environment.nsw.gov.au/clm/guidelines.htm>)

- (d) All the activities will be carried out in compliance with applicable NSW environmental legislation, and in particular all the activities, including:
 - (i) the processing, handling, movement and storage of materials and substances used to carry out the activities; and
 - (ii) the treatment, storage, processing, reprocessing, transport and disposal of waste generated by the activities will be carried out in a competent manner;
 - (iii) All plant and equipment installed at the site or used in connection with the activities:
 - (A) will be maintained in a proper and efficient condition; and
 - (B) will be operated in a proper and efficient manner.
- (e) All the activities at the site will be carried out in a manner that prevents or minimises the emission of dust, odour and noise from the site.
- (f) Waste generated or stored at the site will be assessed, classified and managed in accordance with the DECC's *Waste Classification Guidelines Part 1: Classifying Waste* April 2008.

- (g) All hazardous, industrial, Group A or controlled waste generated by the activities at the site and which is to be transported from the site will be tracked in accordance with the *Protection of the Environment (Waste) Regulation 2005* and any licence under the *Protection of the Environment Operations Act 1997* in relation to the activities.

(See <http://www.environment.nsw.gov.au/waste/wastetracking.htm>)

- (h) The proponent will, and acknowledges that the DECC may, make all documents and information relating to the activities available to the public free of charge.

- (i) The proponent will:

(i) prior to the implementation of the proposal develop a strategy for communicating about that implementation, particularly the actual remediation works, with members of the public who are likely to have a real interest in or be affected by that implementation. The communication strategy will be developed with regard to Schedule B (8) of the National *Environment Protection (Assessment of Site Contamination) Measure 1999* titled Guideline on Community Consultation and Risk Communication or equivalent as in force at the date on which this condition comes into effect; and

(ii) implement the communication strategy.

2 Monitoring, Record Keeping & Reporting

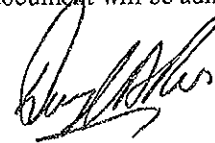
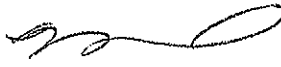
- (a) At least until the DECC has notified the proponent that the DECC no longer considers that the contamination poses a significant risk of harm, record and retain all monitoring data and information and provide this record to the DECC at any reasonable time if so requested by the DECC and as specifically provided under the proposal.
- (b) The EPA will be informed in writing within 7 days of the proponent becoming aware of information or data indicating a material change in conditions at the site or in its surrounding environment which could adversely affect the prospects of successful investigation or remediation of the site or result in harm to the environment.
- (c) The EPA will be informed in writing within 7 days of the proponent becoming aware of any failure, either by the proponent or any other person, to comply with any component or aspect of the proposal.
- (d) The EPA will be informed in writing as soon as practicable of any notification by the proponent, its employees or its agents to an appropriate regulatory authority other than the EPA of any pollution incident at the site within the meaning of the *Protection of the Environment Operations Act 1997*.

(See <http://www.environment.nsw.gov.au/licensing/dutytonotify.htm>)

3 Performance Schedule

The performance schedule which is in Part 3 of this document will be adhered to.

Proponent's signature:



Date: 24 JULY 2008

Full name: JAMES ERNEST FAZZINO / DARYL A ROE

Position title: DIRECTOR / DIRECTOR

Voluntary Remediation Proposal

Part 3

Performance Schedule for IFL Site, Cockle Creek

1 Objectives of the proposal

The main objectives of the Proposal are to achieve the following outcomes:

- 1.1 Ensure that the contamination in the soil and groundwater at the site does not pose a significant risk of harm to human health and the environment as identified in the EPA's declaration number 21077 Area number 3204 dated 22 July 2005 under section 21 of the Contaminated Lands Management Act 1997.
 - 1.2 Prevent, as far as practicable, the off-site migration of contaminants in surface water and groundwater which are impacting on the north western boundary of the site and to co-ordinate any cross-boundary remediation issues with owners of the adjacent Pasmenco site.
 - 1.3 Manage, excavate, transport and dispose of contaminated soils into the on-site containment cell which, upon completion will be suitable for public open space, and to remediate other areas of the site to ensure suitability for residential development and that human health risks are reduced to levels appropriate for the proposed final land use.
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2 Principal features of the proposal

2.1 Staging

The Proposal is to be implemented in four stages which are described in greater detail in the Conceptual RAP (July 2008):

- (a) **Stage 1** – Establishment of initial groundwater recovery and treatment facilities to remediate local areas of highly impacted groundwater along the north-western site boundary.
- (b) **Stage 2** – Establishment of a containment cell and associated environmental controls in the northern portion of the site as a repository for contaminated site soils, including remediation of accessible fill material to the north of the operational areas of the facility. Hydraulic containment of contaminated groundwater may be required in the northern area of the site's western boundary to meet the required project objectives. See point 2.3 below.
- (c) **Stage 3** – Decommissioning of the majority of site infrastructure once site operations are completed (including demolition of most structures), and remediation of underlying fill material across the central portion of the site. No hydraulic containment of groundwater along the central and southern section of the site's western boundary is proposed by IFL, or will be required by EPA, during this Stage of works or following its completion except in relation to point 2.3 below.
- (d) **Stage 4** – Remediation of the filled gully in the southern portion of the site, including any final landform rehabilitation required to render

the site suitable for future land use. No hydraulic containment of groundwater along the central and southern section of the site's western boundary will be conducted by IFL, or required by EPA, during this Stage of works or following its completion except in relation point 2.3 below.

2.2 Baseline groundwater monitoring

The proponent will undertake baseline groundwater monitoring for the key contaminants of concern (heavy metals and nutrients) prior to the commencement of Stages 1 – 4. The objective of the baseline monitoring is to establish a pre-remedial baseline groundwater monitoring data base to provide key performance comparators to assess the effectiveness of the groundwater remediation works.

2.3 Hydraulic Containment

EPA agrees that hydraulic containment of groundwater at the site's western boundary will only occur where:

- (a) the adjacent Pasmenco site has been remediated to the IFL site boundary; and
- (b) it can be demonstrated that migration of groundwater from the site will be detrimental to the existing condition of groundwater at the Pasmenco site or beyond, such that this impact is unacceptable to the site auditor or EPA.

3 Reporting requirements and timeframe for submission of reports

The EPA will be provided with the following reports with the timelines for the reports presented in Section 4 of this document.

<i>Reports</i>
<p>Stage 1</p> <p style="padding-left: 20px;">Hotspot Groundwater Remediation – Northern Area</p> <ul style="list-style-type: none"> • Detailed Design Report for Stage 1 Interim Hotspot Groundwater Remediation System • Auditor Comment • Baseline Groundwater Monitoring Report • Site Specific Metals Adsorption / Natural Attenuation Studies Report • Numerous Remediation Status Reports (as required by DECC / Auditor) • Port Remediation Groundwater Monitoring Report • Health Risk Assessment / Numerical Modelling – Fate and Transport

<i>Reports</i>	
Report	<ul style="list-style-type: none"> • Practicable Extent of Remediation Report • Site Audit Report (Part B) • Ongoing Groundwater Monitoring Reports (as required)
Stage 2	<p>Remediation Works: Cell Construction & Northern Area Remediation</p> <ul style="list-style-type: none"> • Stage 2 Detailed RAP Report • Site Audit Report (Part B) – Detailed Stage 2 RAP • Baseline Groundwater Monitoring Report • Numerous Remediation Status Reports (as required by DECC / Auditor) • Port Remediation Validation Report • Post Remediation Groundwater Monitoring Report • Site Audit Report (Part B) • Ongoing Groundwater Monitoring Reports (as required)
Stage 3	<p>Remediation Works: Demolition & Soil Remediation South of Stage 2</p> <ul style="list-style-type: none"> • Stage 3 Detailed RAP Report • Site Audit Report (Part B) – Detailed Stage 3 RAP • Baseline Groundwater Monitoring Report • Numerous Remediation Status Reports (as required by DECC / Auditor) • Port Remediation Validation Report • Post Remediation Groundwater Monitoring Report • Site Audit Report (Part B) • Ongoing Groundwater Monitoring Reports (as required)

<i>Reports</i>	
Stage 4	<p>Remediation Works: Soil Remediation South of Stage 2</p> <ul style="list-style-type: none"> • Stage 4 Detailed RAP Report • Site Audit Report (Part B) – Detailed Stage 4 RAP • Baseline Groundwater Monitoring Report • Numerous Remediation Status Reports (as required by DECC / Auditor) • Port Remediation Validation Report • Post Remediation Groundwater Monitoring Report • Site Audit Report (Part B) • Ongoing Groundwater Monitoring Reports (as required)
Part A	<p>Site Audit Reports</p> <ul style="list-style-type: none"> • Area A – Site Audit Report • Area B – Site Audit Report • Environmental Management Plan – Area A (if required) • Environmental Management Plan – Area B (if required) <p>Site Validation reports will be prepared following the works on Stages 2, 3 and 4 to provide confirmation on the condition of the site post remediation.</p>

4 Key milestones for investigation and remediation activity (conceptual)

4.1 Proponent's Commitment

The proponent will undertake reasonable attempts to meet the target dates set out below but the EPA acknowledges that some events may not be reasonably within the control of the proponent including, without limitation:

- (a) any force major events such as adverse weather conditions, acts of God, industrial actions ;
- (b) contamination substantially different than expected once remediation commences;
- (c) periods of time waiting on third parties outside of the proponent's control including the Auditor or the various regulatory authorities

relevant to this VRA and the Part 3A process including DECC, EPA, DoP, and any approvals, consents and advice provided by them;

(d) interface issues with the adjoining Pasmenco site.

4.2 Target Dates

<i>Stage / Task</i>	<i>Target Start Date</i>	<i>Target Completion Date</i>
STAGE 1 REMEDATION WORKS: Hotspot Groundwater Remediation – Northern Area		
Detailed Design Report for Stage 1 Interim-Hotspot Groundwater Remediation	August 2008	September 2008
Auditor Review and Comment	September 2008	October 2008
Baseline Groundwater Monitoring Report	August 2008	October 2008
Site Specific Metal Adsorption / Attenuation Studies Report	August 2008	December 2008
Implementation of Stage 1 Interim Hotspot groundwater remediation	December 2008	March 2010
Post Remediation Groundwater Monitoring Report	March 2010	May 2010
Health Risk Assessment / Numerical Modelling – Fate & Transport Report	June 2010	August 2010
Practical Extent of Cleanup Reporting	September 2010	December 2010
Auditor Site Audit Report – Stage 1 (Part B SAS/SAR)	January 2011	April 2011
Provision of Part B Site Audit Report to DECC	May 2011	N/A
Ongoing monitoring / compliance monitoring – monitoring program to be agreed with DECC and Auditor	June 2011	June 2015
STAGE 2 REMEDATION WORKS: Cell Construction & Northern Area Remediation		
Development of Detailed Stage 2 RAP	August 2008	December 2008
Auditor Signoff of Detailed Stage 2 RAP (Part B)	December 2009	March 2009
DECC Agreement to Detailed Stage 2 RAP	April 2009	June 2009
Baseline Groundwater Monitoring Report	March 2009	June 2009
Implementation of Detailed Stage 2 RAP Post Amendment and Agreement by	July 2009	September 2010

<i>Stage / Task</i>	<i>Target Start Date</i>	<i>Target Completion Date</i>
Auditor & DECC		
Post Remediation Groundwater Monitoring Report	October 2010	November 2010
Post Remediation Validation Report	December 2010	February 2011
Auditor Signoff Against Compliance with RAP and Results of Groundwater Monitoring & Validation Report (Part B)	March 2011	June 2011
Provision of Part B Site Audit Report to DECC	June 2011	NA
Ongoing monitoring / compliance monitoring – monitoring program to be agreed with DECC and Auditor	June 2011	June 2015
STAGE 3 REMEDATION WORKS: Demolition and Soil Remediation – South of Stage 2		
Development of Detailed Stage 3 RAP	September 2010	December 2010
Auditor Signoff of RAP (Part B)	December 2010	January 2011
DECC Agreement to Detailed Stage 3 RAP	February 2011	March 2011
Baseline Groundwater Monitoring	February 2011	March 2011
Implementation of Detailed Stage 3 RAP Post Amendment and Agreement by Auditor & DECC	April 2011	September 2012
Post Remediation Groundwater Monitoring Report	October 2012	November 2012
Post Remediation Validation Report	December 2012	February 2013
Auditor Signoff Against Compliance with RAP and Results of Groundwater Monitoring & Validation Report (Part B)	March 2013	June 2013
Provision of Part B Site Audit Report to DECC	June 2013	NA
Ongoing monitoring / compliance monitoring – monitoring program to be agreed with DECC and Auditor.	June 2013	June 2015
STAGE 4 REMEDATION WORKS: Soil Remediation – South of Stage 2 & Cell Completion		
Development of Detailed Stage 4 RAP	September 2012	December 2012
Auditor Signoff of Detailed Stage 4 RAP (Part B)	December 2012	January 2013
DECC Agreement to Detailed Stage 4	February 2013	March 2013

<i>Stage / Task</i>	<i>Target Start Date</i>	<i>Target Completion Date</i>
RAP		
Baseline Groundwater Monitoring	February 2013	March 2013
Implementation of Stage 4 Detailed RAP Post Amendment and Agreement by Auditor & DECC	April 2013	September 2014
Post Remediation Groundwater Monitoring Report	October 2014	November 2014
Post Remediation Validation Reporting	December 2014	February 2015
Auditor Signoff Against Compliance with RAP and Results of Groundwater Monitoring & Validation Report (Part B)	March 2015	June 2015
Provision of Part B Site Audit Report to DECC	June 2015	N/A
Ongoing monitoring / compliance monitoring -- monitoring program to be agreed with DECC and Auditor	June 2015	June 2017
POST REMEDIATION SITE AUDIT REPORT Part A Audit		
Area A – Containment Cell – Open Space Audit (Part A)	May 2017	July 2017
Area B – Low Density Residential Audit (Part A)	March 2017	April 2017
Remove Significant Risk of Harm Declaration on Area A	August 2017	October 2017
Remove Significant Risk of Harm Declaration on Area B	May 2017	July 2017
Environmental Management Plan Implementation Area A (if necessary)	November 2017	Onwards as required (see note below)
Environmental Management Plan Implementation Area B (if necessary)	August 2017	Onwards as required (see note below)

4.3 Note on Environmental Management Plans:

The proponent acknowledges that the EPA may, at its election, do the following in relation to Areas A and B notwithstanding the removal of the significant risk of harm declaration for these areas:

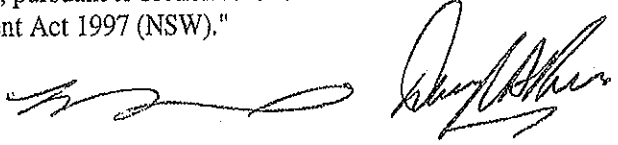
- (a) serve a notice on the proponent in writing requiring it to maintain remediation action in relation to the proposed on-site containment cell

for a specified period of time pursuant to section 28 of the Contaminated Land Management Act 1997 (NSW); or

- (b) impose on the site a public positive covenant under section 88E of the Conveyancing Act 1919 (NSW) requiring the proponent to maintain remediation action in relation to the on-site containment cell and other areas, pursuant to section 29 of the Contaminated Land Management Act 1997 (NSW)."

Proponent's signature:

Date:



Full name: JAMES ERNEST FAZZINO / DARYL A ROE


Position title: DIRECTOR / DIRECTOR

Voluntary Remediation Proposal


Signing page

DATED: 24 JULY 2008

EXECUTED by INCITEC)
FERTILIZERS LIMITED in)
accordance with section 127(1) of the)
Corporations Act 2001 (Cwlth) by)
authority of its directors:)


.....)
Signature of director)

JAMES ERNEST FAZZINO)
.....)
Name of director (block letters))


.....)
Signature of director/company)
secretary*)

*delete whichever is not applicable

DARYL A ROE
.....)
Name of director/company secretary*)
(block letters)

Performance Schedule for IFL Site, Cockle Creek

Annexure A - Site Plan



Incitec Pivot Limited Cockle Creek Site

Performance Schedule for IFL Site, Cockle Creek

Annexure B - Conceptual RAP for IFL site

