

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF WYOMING

UNITED STATES OF AMERICA,)	
)	
Plaintiff,)	
)	
OKLAHOMA DEPARTMENT OF)	
ENVIRONMENTAL QUALITY)	
and STATE OF WYOMING,)	CIVIL NO. 2:08-cv-00020-WFD
)	
Plaintiff-Intervenors,)	
)	JUDGE WILLIAM F. DOWNES
v.)	
)	
SINCLAIR TULSA REFINING COMPANY,)	
SINCLAIR WYOMING REFINING COMPANY,)	
and SINCLAIR CASPER REFINING COMPANY,)	
)	
Defendants.)	

SECOND AMENDMENT TO CONSENT DECREE

WHEREAS, the United States filed a complaint in this matter on January 15, 2008, alleging violations of the Clean Air Act, 42 U.S.C. §§ 7401-7671q, and other environmental laws at three petroleum refineries owned and operated by Defendants Sinclair Wyoming Refining Company, Sinclair Casper Refining Company, and Sinclair Tulsa Refining Company (collectively referred to herein as the “Sinclair Refineries”), the Oklahoma Department of Environmental Quality and the State of Wyoming intervened in the action, and the United States thereafter lodged a proposed Consent Decree between the Plaintiffs and the Defendants resolving the allegations raised in the complaint and the complaints in intervention.

WHEREAS, the Court approved and entered the Consent Decree on June 30, 2008;

WHEREAS, the Consent Decree specified that the Court would retain continuing jurisdiction for the purpose of enforcing and modifying the Decree;

WHEREAS, Paragraph 345 of the Consent Decree provides that any material modifications to the Decree shall be in writing, shall be signed by the U.S. Environmental Protection Agency (“EPA”), the Applicable Co-Plaintiff, and the Sinclair Refineries, and shall be effective upon approval by the Court. In contrast, non-material modifications do not require Court approval, although Paragraph 345 of the Consent Decree specifies that non-material modifications shall be filed with the Court after being executed by EPA and the Sinclair Refineries;

WHEREAS, on December 18, 2008 the Court approved certain material modifications to the Consent Decree (the “First Amendment”). Because the modifications of the First Amendment addressed certain injunctive obligations relating to all three Sinclair refineries, both the State of Wyoming and the Oklahoma Department of Environmental Quality were parties to the First Amendment, as Applicable Co-Plaintiffs, along with the United States and the Sinclair Refineries;

WHEREAS, the parties to this Second Amendment to Consent Decree (the “Second Amendment”) have agreed to additional material modifications to the Consent Decree, as set forth herein. Court approval is required for these material modifications. The modifications address (1) an injunctive obligation relating solely to the Sinclair Wyoming Refinery, and (2) a technical change relating to the process for future Consent Decree modifications. Because the technical change relates to the three refineries, the State of Wyoming and the Oklahoma Department of Environmental Quality are parties to this Second Amendment, as Applicable Co-Plaintiffs, along with the United States and the Sinclair Refineries (collectively, the “Parties”).

WHEREAS, as specified herein, this Second Amendment affords the Sinclair Wyoming Refinery additional time to install certain air pollution control equipment to control emissions of particulate matter (“PM”) that is required by the Consent Decree, in exchange for a lower PM emission limit than originally required by the Consent Decree. The lower PM emissions limit under this Second Amendment will yield emissions reductions that will more than offset any excess emissions during the time extension afforded by this Second Amendment.

WHEREAS, Paragraph 345 of the Consent Decree requires all three Sinclair Refineries to approve a material or non-material modification, even where the

modification does not affect all three Sinclair Refineries. As specified herein, for administrative efficiency this Second Amendment provides that any future Consent Decree modification must be approved only by the Sinclair Refinery(s) affected by the modification.

WHEREAS, the Parties recognize, and the Court by entering this Second Amendment finds, that this Second Amendment has been negotiated at arms-length and in good faith and that this Second Amendment is fair, reasonable, and in the public interest.

NOW THEREFORE, before the taking of any testimony, without adjudication of any issue of fact or law, and upon the consent and agreement of the Parties, it is hereby ORDERED, ADJUDGED and DECREED as follows:

AMENDED CONSENT DECREE PROVISIONS

The Consent Decree, as amended by the First Decree Amendment, shall remain in full force and effect in accordance with its terms, except that Paragraphs 27 and 345 are revised as set forth below.

27. PM Emission Limits for the Sinclair and Casper FCCUs. Consistent with the NSPS regulations at 40 C.F.R., Part 60, Subpart J, SWRC and SCRC shall comply with the following emission limits by the dates set forth below:

<u>FCCU</u>	<u>Emission Limit</u>	<u>Date</u>
Casper	1.0 pounds of PM per 1000 pounds of coke burned	Date of Entry
Sinclair	0.9 pounds of PM per 1000 pounds of coke burned	June 30, 2010

By or before June 30, 2010 the SWRC shall replace the existing electrostatic precipitator (ESP) with a new ESP to control PM emissions at the Sinclair Refinery.

345. Modification. This Consent Decree contains the entire agreement of the Parties and will not be modified by any prior oral or written agreement, representation or

understanding. Prior drafts of the Consent Decree will not be used in any action involving the interpretation or enforcement of the Consent Decree. Non-material modifications to this Consent Decree will be effective when signed in writing by EPA and the applicable Sinclair Refinery(s). The United States will file non-material modifications with the Court on a periodic basis. For purposes of this Paragraph, non-material modifications include but are not limited to modifications to the frequency of reporting obligations and modifications to schedules that do not extend the date for compliance with emissions limitations following the installation of control equipment or the completion of a catalyst additive program, provided that such changes are agreed upon in writing between EPA and the applicable Sinclair Refinery(s). Material modifications to this Consent Decree will be in writing, signed by EPA, the Applicable Co-Plaintiff, and the applicable Sinclair Refinery(s), and will be effective upon approval by the Court.

SIGNATORIES

Each of the undersigned representatives certifies that he or she is fully authorized to enter into the Second Amendment on behalf of such Parties, and to execute and to bind such Parties to this Second Amendment. This Second Decree Amendment may be signed in counterparts.

Dated and entered this _____ day of _____, 2009.


WILLIAM F. DOWNES
United States District Judge

THE UNDERSIGNED PARTY enters into this Second Amendment to Consent Decree in the matter of *United States, et al. v. Sinclair Oil Company*, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

FOR PLAINTIFF THE UNITED STATES OF AMERICA:

JOHN C. CRUDEN
Acting Assistant Attorney General
Environment and Natural Resources Division
United States Department of Justice

Date: 9/2/09

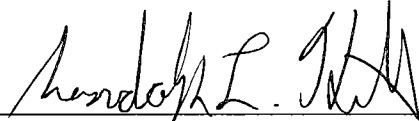


JAMES D. FREEMAN
Environmental Enforcement Section
United States Department of Justice


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FOR PLAINTIFF THE UNITED STATES
ENVIRONMENTAL PROTECTION AGENCY:

Date: August 21, 2009


For ADAM M. KUSHNER
Director, Office of Civil Enforcement
Office of Enforcement and Compliance Assurance
United States Environmental Protection Agency
Washington, D.C. 20460

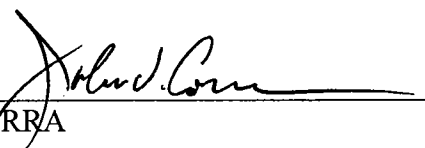
Date: Aug 14, 2009


JOHN FOGARTY
Senior Attorney, Air Enforcement Division
Office of Civil Enforcement
Office of Enforcement and Compliance Assurance
United States Environmental Protection Agency
Washington, D.C. 20460

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FOR PLAINTIFF-INTERVENOR, STATE OF WYOMING:

Date: 8/24/09



JOHN CORRA
Director
Wyoming Department of Environmental Quality

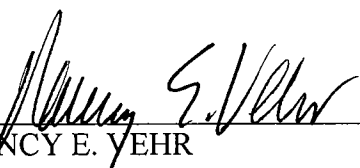
Date: 8/20/09



DAVE FINLEY
Administrator, Air Quality Division
Wyoming Department of Environmental Quality

Approved As To Form:

Date: 8/18/09

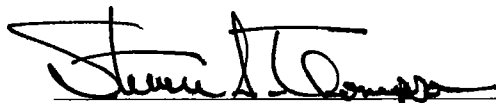


NANCY E. VEHR
Senior Assistant Attorney General
Wyoming Attorney General's Office

THE UNDERSIGNED PARTY enters into this Second Amendment to Consent Decree in the matter of *United States, et al. v. Sinclair Oil Company, et al.*, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

FOR PLAINTIFF-INTERVENOR, OKLAHOMA
DEPARTMENT OF ENVIRONMENTAL
QUALITY:

Date: August 19, 2009



STEVEN A. THOMPSON
Executive Director
Oklahoma Department of Environmental Quality

THE UNDERSIGNED PARTIES enter into this Second Amendment to Consent Decree in the matter of *United States, et al. v. Sinclair Oil Company, et al.*, subject to the public notice and comment requirements of 28 C.F.R. § 50.7.

FOR DEFENDANT SINCLAIR WYOMING
REFINING COMPANY:

APPROVED AS
TO
[Signature]
KMB

Date: 8/19/09

[Signature]

PETER M. JOHNSON
President, Sinclair Wyoming Refining Company

FOR DEFENDANT SINCLAIR TULSA
REFINING COMPANY:

Date: 8/18/09

[Signature]

PETER M. JOHNSON
President, Sinclair Tulsa Refining Company

FOR DEFENDANT SINCLAIR CASPER
REFINING COMPANY:

Date: 8/18/09

[Signature]

PETER M. JOHNSON
President, Sinclair Casper Refining Company