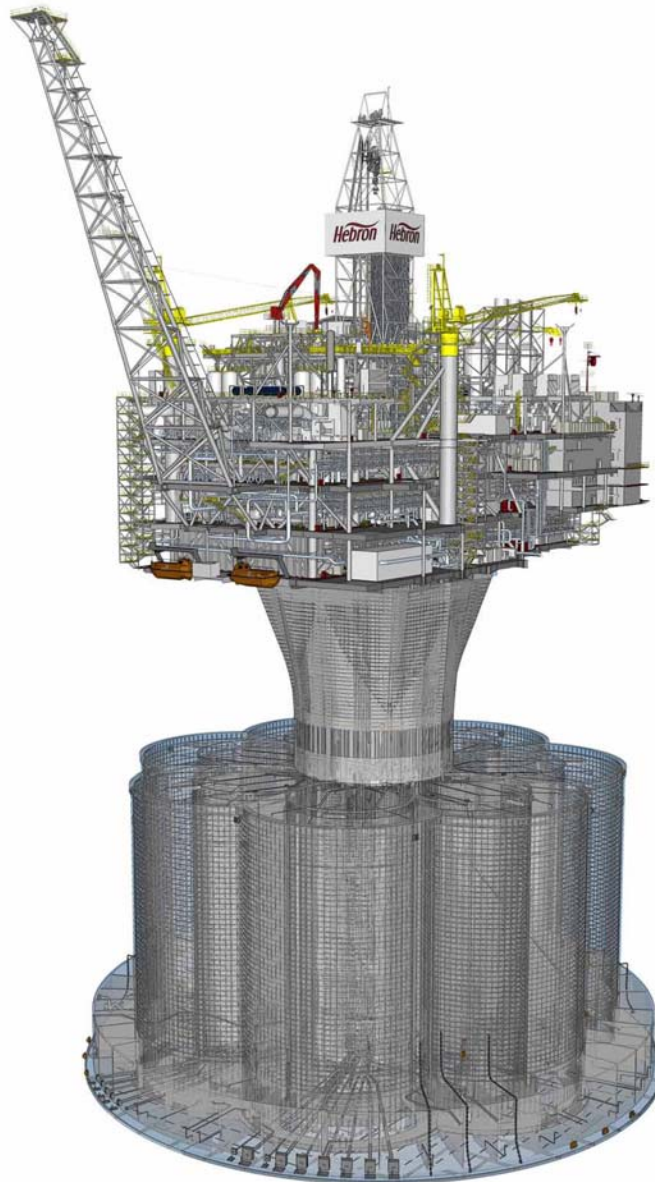




ExxonMobil Canada Properties



**Hebron Project Canada-Newfoundland and Labrador Benefits Report
for the Period January 1, 2014 to December 31, 2014**

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1.0 Introduction

Hebron is a heavy oil field estimated to produce more than 700 million barrels of recoverable resources. The field was first discovered in 1980, and is located offshore Newfoundland and Labrador in the Jeanne d'Arc Basin 350 kilometres southeast of St. John's, the capital of Newfoundland and Labrador. It is approximately 9 kilometres north of the Terra Nova Project, 32 kilometres southeast of the Hibernia Project, and 46 kilometres from the White Rose Project. The water depth at Hebron is approximately 92 metres.

The Hebron co-venturers are: ExxonMobil Canada Properties (EMCP) (36%), Chevron Canada Resources (26.7%), Suncor Energy Inc. through the Hebron Petro-Canada Partnership (22.7%), Statoil Canada (9.7%) and Nalcor Energy – Oil and Gas Inc. (4.9%). EMCP is the operator of the Hebron Project.

During May 2011, EMCP on behalf of the Hebron co-venturers, filed the Hebron Benefits Plan with the Canada-Newfoundland and Labrador Offshore Petroleum Board (C-NLOPB). The Hebron Benefits Plan was conditionally approved on May 31, 2012 and covers the construction and operations phases of the project.

Five key principles of the Benefits Plan include:

- Meeting local benefits commitments while maintaining the highest levels of safety, environmental performance, efficiency and integrity of our operations;
- Selecting contractors and suppliers that will work diligently with us to deliver benefits to the people of the Province;
- Promoting the development of local skills and industry capacity that leaves a lasting legacy for the communities in which we operate and for the Province;
- Delivering execution certainty so that Hebron delivers best-in-class return on investment to stakeholders, including the Province of Newfoundland and Labrador; and
- Working collaboratively with industry, government, academic and training institutions, community and other stakeholder groups for the effective delivery of benefits.

As outlined in section 45 of the Atlantic Accord Acts, specific provisions of the Hebron Benefits Plan include a plan for:

- The employment of Canadians and, in particular, members of the labour force of the Province of Newfoundland and Labrador;
- Providing manufacturers, consultants, contractors and suppliers and service companies in the Province, and other parts of Canada, with full and fair opportunity to participate on a competitive basis in the supply of goods and services used in any proposed work or activity referenced in the Benefits Plan;
- Providing first consideration to services provided from within the Province and to goods manufactured in the Province, where those services and goods are competitive in terms of fair market price, quality and delivery;

- Consistent with the Canadian Charter of Rights and Freedoms, providing individuals resident in the Province with first consideration for training and employment in the work program for which the Benefits Plan was submitted;
- The establishment of an office in the Province where appropriate levels of decision-making are to take place; and
- Expenditures for R&D, including education and training, to be carried out in the Province.

This report summarizes the Hebron Project activities for the period of January 1, 2014 to December 31, 2014 in the areas of employment, expenditures, procurement and contracting, supplier development research and development, diversity and other relevant areas.

2.0 Project Activity and Benefits Accomplishments

The Hebron Project has had a year filled with achievements and accomplishments. The project has been involved in continuous collaboration and engagement with various stakeholders throughout 2014 regarding benefits initiatives and plans. EMCP is committed to providing benefits to the Province and has achieved major accomplishments during 2014.

EMCP submitted a Phase 2 Labour Mitigation Plan to the C-NLOPB in February 2014 including a plan from Kiewit-Kvaerner Contractors (KKC) for the GBS activity and a plan from WorleyParsons Canada Ltd. (WorleyParsons) for the Topsides activity to address peak employment requirements in 2014.

During March 2014, EMCP participated in Energy Day (Oil and Gas Week) at the Geo Centre. The project hosted a booth and project staff acted as panel speakers, to provide opportunities to high school students to learn more about careers in the oil and gas industry.

During March 2014, EMCP's supplier development coordinator attended and presented the Hebron Supplier Diversity Program at the annual Mawio'mi 2014 – Aboriginal Entrepreneurs Business Forum hosted by the Qalipu Mi'kmaq First Nation band in Gander, NL. The theme for the 2014 Business Forum was focused on funding opportunities and procurement strategies for Aboriginal entrepreneurs. The KKC and WorleyParsons Benefits Managers also provided project updates at the business forum.

Members of the EMCP Benefits group attended the 17th Annual NLOWE Conference held during April 2014. The NLOWE Conference is the premiere event for women-owned businesses in the Province. It was a great networking opportunity and a chance to discuss the Supplier Diversity Program with those who were interested in learning more. The Hebron Project sponsored the event, providing NLOWE with a \$1000 donation.

During May the Hebron Project broadcast its annual Supplier Information Session via webcast. The response was extremely positive and over 300 suppliers logged in to watch powerpoint presentations and listen to various presenters. Project updates were provided by EMCP, KKC, and WorleyParsons. An overview of the Supplier Diversity Program was also provided.

The Benefits group administered a survey during the month of May to vendors with which Hebron had conducted business with in the past 12 months in an effort to understand the diversity of our supplier base. Businesses were given an opportunity to self-identify as being owned/controlled by a member of any of the four designated groups (women, Aboriginals, visible minorities, persons with disabilities).

During May 2014, EMCP executed an agreement with Canadian Aboriginal & Minority Supplier Council (CAMSC) for Hebron regarding the Supplier Diversity Program. The agreement establishes the partnership enabling businesses that meet the definition of a diverse supplier to avail of the Hebron Project Supplier Diversity Program. This allows businesses to become members of CAMSC and to avail of the wide network of national support mechanisms offered by CAMSC to further the growth and success of their business. The agreement states that EMCP will pay CAMSC for a one-time certification fee and membership fees for a two year period for new applicants who meet the requirements of CAMSC and EMCP for certification under the Supplier Diversity Program.

The Hebron Benefits Manager and the Benefits and Supplier Development Coordinator met with Women in Business Enterprise Canada (WBE Canada) to discuss its certification program for women-owned businesses in June 2014.

The third rebar training program commenced in June 2014 which provided participants with training in rebar placement and tying for the GBS. The third tower crane training program also commenced in June 2014 which allowed journeyman mobile crane operators to become qualified as journeyman tower crane operators. It also provided opportunities for apprentice mobile crane operators to become qualified as apprentice tower crane operators.

The Hebron Benefits team has undertaken various initiatives to create and enhance a benefits culture on the project. The fifth edition of the 'Hebron Benefits Bulletin' newsletter was printed and distributed during August 2014. The newsletter provides an update of benefits related activities to the project.

A Supplier Diversity Program flyer was created and distributed to over 50 stakeholders during August 2014 to increase awareness of why the Supplier Diversity Program was implemented by the project, key aspects of the program, information about certification and contact information for learning more about the program. To further promote the Supplier Diversity Program at external networking events, a "Registered?" promotional card was created during August 2014 to distribute to companies to encourage them to register in the Hebron Vendor Registration Database, as registered vendors now have visibility to three major projects in Newfoundland and Labrador.

Representatives from Hebron attended the WEConnect International (WCI) annual conference in Montreal during September 2014. During the two-day conference women business owners learned why large multinational corporations are actively seeking to do business with women-owned companies in Canada and how they can successfully do business with large corporations. There were also numerous opportunities for attendees to meet with decision-makers and representatives of major multinational corporations and successful WCI certified women business owners. Overall, attendees left with new connections, expertise, and knowledge from a global network of women-owned businesses,

multinational corporations, and government officials. Hebron participated during the one-on-one meetings and met with other Canadian businesses that attended the annual conference. The sessions also provided an opportunity for the project to promote its Supplier Diversity Program.

Hebron Benefits team representatives attended the annual Placentia Bay Industrial Showcase during September 2014. As a sponsor of the Showcase, Hebron hosted a booth at this event and Hebron's Technical Manager provided a project update to the conference attendees. The booth also provided an opportunity to highlight the project Supplier Diversity Program.

Hebron representatives attended NLOWE's Annual Entrepreneur of the Year Awards in October 2014. Since 1998, NLOWE's Entrepreneur of the Year Awards have paid tribute to the province's most successful female entrepreneurs for their important contributions to the economy and their communities. Hebron sponsored the Community Impact Award where Hebron's Senior Project Manager introduced and presented the award to the recipient during the gala. Hebron was awarded the inaugural Corporation of the Year Award which recognizes a corporation that demonstrates active inclusion of women-owned businesses in its procurement process, assists in their development as suppliers and works collaboratively with other organizations to strengthen and grow business development initiatives for women-owned businesses in Newfoundland and Labrador.

During November 2014, the Supplier Diversity Committee recognized an individual for her efforts in breaking down a barrier for a local diverse business. This initiative has resulted in the launch of a "Supplier Diversity Champion". The Supplier Diversity Champion award will be presented to a team member that demonstrates going above and beyond their regular duties to:

- Promote supplier diversity
- Promote engagement and interaction with local diverse businesses
- Reduce or eliminate barriers that may be preventing local diverse businesses from doing business with us

During 2014 the Hebron Project received numerous Supplier Diversity Program eligibility applications. All applications were assessed internally to determine those that met the project's eligibility requirements as outlined on the project website. Several companies have received their certification from WCI and/or CAMSC in 2014 while the remaining applications are continuing to progress through the certification process.

To help promote the Supplier Diversity Program, a banner was displayed in the Hebron Project office in 2014 outlining the project's commitment to Supplier Diversity, including a reminder of the Vendor Registration Database. The banner will be used externally as well to promote the Supplier Diversity Program.

Hebron hosted its annual Benefits Update sessions in Clarenville and St. John's during November 2014. Various stakeholder representatives from academia, municipal, provincial and federal governments and community organizations attended the sessions. The sessions provide an opportunity to update

stakeholders on the project's progress from a benefits perspective and for stakeholders to provide their feedback on the project's activities.

A member of the Benefits Team participated on several panels during the PIHRC Educators Forum held at the College of the North Atlantic campus in Holyrood in November 2014. The main objective of the forum was to inform high school educators about the potential for careers in the oil and gas industry and let the educators network with industry personnel to share employment and training information. The educators can then provide their students with information gathered from the forum regarding careers in the oil and gas industry.

Hebron Benefits team representatives attended the Business Leadership and Employer Breakfast hosted by the Coalition of Persons with Disabilities Newfoundland and Labrador during December 2014. EMCP sponsored a table at this event which was held on International Day of Persons with Disabilities.

The project continued to participate in industry networking opportunities in 2014:

- During February 2014, EMCP attended the Noia Annual General Meeting. The keynote speaker, Rod Starr, Senior VP Western Hemisphere, TGS provided an international perspective on the impact of the new regional multi-client seismic survey, one of the largest global programs.
- In June 2014, EMCP representatives attended the annual Noia Conference at the Delta Hotel St. John's. Among the several keynote speakers for the week was the President of EMCP who provided an update on the EMCP's behalf, including an update of Hebron Project activities.
- Hebron Benefits team representatives attended Noia's fall seminar Exploration & Seismic: The Technology, the Opportunity and the Prize during November 2014 to continue participation in industry networking opportunities.
- Hebron Benefits team representatives attended Newfoundland and Labrador Employers Council (NLEC) annual 'Playing to Win' conference during November 2014 focused on productivity, growth and being globally competitive in Newfoundland and Labrador.

In keeping with our dedication to safety, security and strong communities, the Hebron Project continued its investment within our province. Examples of Hebron's support:

Safety Services NL
 Women in Resource Development Corporation
 Office to Advance Women Apprentices
 Kids Eat Smart
 Conservation Corps NL
 Town of Marystown Green Team
 REACH Clarenville
 Coalition of Persons with Disabilities
 Newfoundland and Labrador Organization of Women Entrepreneurs (NLOWE)
 Iris Kirby House
 Grace Sparkes House, Marystown
 NL Occupational Health and Safety Association
 Threads of Life

Southwest Arm Academy, Little Heart's Ease
Tricentia Academy, Arnold's Cove
Riverside Elementary, Clarenville
Town of Sunnyside
Wreckhouse Jazz Festival
Easter Seals
Mazol Shriners
Rainbow Riders
NL Education Foundation
Junior Achievement
Mummers Festival
Placentia Bay Industrial Showcase
CAPP-Oil and Gas Week
Noia
MUN Engineering Society "A"
MUN Business Day 2014
Royal Newfoundland Constabulary Veterans Association

In addition, EMCP delivered an Earth Day presentation and launched an Earth Day poster contest to K-6 students at Tricentia Academy in Arnold's Cove; delivered a World Oceans Day presentation to K-6 students at Swift Current Academy and worked with the children on a World Ocean's themed activity. An EMCP representative presented at the Ocean Learning Partnership speaker series held in conjunction with Oceans '14 MTS/IEEE (Marine Technology Society/Institute of Electrical and Electronics Engineers) international conference. The project also published a children's book 'MJ's Great Adventure' messaging safety, environmental responsibility and diversity which was distributed to municipalities and schools in the Bull Arm area.

Throughout 2014, Hebron has conducted business in several cities/communities throughout Newfoundland and Labrador including, but not limited to:

Argentia
Bull Arm
Carbonear
Clarenville
Come By Chance
Corner Brook
Gander
Harbour Grace
Marystown
Mount Pearl
Paradise
Port aux Basques
St. John's
Stephenville

Gravity Based Structure and Topsides

In 2012, EMCP authorized KKC and WorleyParsons to proceed with work on the Hebron Project GBS and Topsides, respectively. The authorization followed substantial completion of front end engineering and design services and exercised EMCP's option to subsequently award the next phase, including detailed engineering, procurement and construction services.

Both EPC contractors provide overall project management of the contracts with subcontracts awarded to multiple third parties, with a focus on performing work in Newfoundland and Labrador in accordance with the benefits requirements under the Hebron Benefits Plan and the Hebron Benefits Agreement.

KKC and WorleyParsons have also been involved in various sessions and stakeholder engagements and have had success in reaching specific milestones throughout 2014. Some accomplishments include:

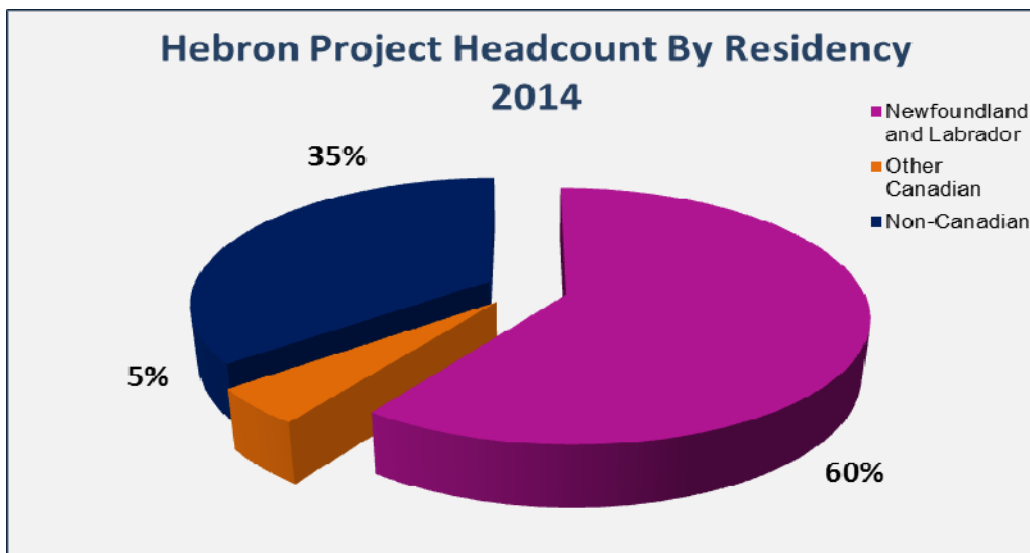
- Participation in the supplier information webcast and benefits update sessions
- Participation at various events such as Noia conference, Noia AGM, Placentia Bay Industrial Showcase, NLOWE exploration series sessions and awards gala
- Hosted a booth at the MUN Alumni Job Fair
- Participation in Oil and Gas Week
- Attendance at WCI Conference in Montreal
- WorleyParsons participated and presented at the Qalipu Aboriginal Business Forum
- WorleyParsons attended the Office to Advance Women Apprentices sponsored Skilled Trades Conference for Women & Youth conference in Goose Bay
- KKC hosted a booth at Memorial University Career and Graduate School Fair and College of the North Atlantic Career Fair
- KKC collaborated with Ironworkers and Operating Engineers Unions to conclude the third rebar and tower crane training programs

3.0 Employment

The total number of person hours worked on the Hebron Project in 2014 was 17,576,163. The reported number of people employed on the Hebron Project during 2014 was 8,219 of which 4,918 (60%) were NL residents, 384 (5%) were Other Canadians and 2,917 (35%) were Non-Canadians based on Canadian General Standards Board (CGSB) reporting guidelines and the C-NLOPB definition of residency (i.e. in compliance with the Newfoundland and Labrador Elections Act).

HEADCOUNT

Total Employment Summary Hebron Project Year 2014			
Direct Employment (Total Number of Persons)	Newfoundland and Labrador Residents	Other Canadians	Non-Canadians
8,219	60%	5%	35%



Employment Summary by Location Hebron Project Year 2014						
Location	Total Number of Persons					
	Residency Status			Gender		TOTAL
	NL	OC	NC	Male	Female	
Newfoundland and Labrador	4,909	298	342	4,901	648	5,549
Other Canada	2	71	4	69	8	77
Outside Canada	7	15	2,571	2,443	150	2,593
Total:	4,918	384	2,917	7,413	806	8,219

- Report includes the reported number of persons directly employed on the project during 2014, including operator and contractor personnel
- Residency status is reported as of the time of hire, based on the following definitions:

Canadian Citizen:
A person who was born in Canada and has not relinquished his/her Canadian citizenship; or, a person who has been granted Canadian citizenship; or, a person who has been granted landed immigrant status.

Newfoundland and Labrador Resident:
A Canadian citizen or landed immigrant who meets the residency requirements of the Province as defined by *The Elections Act*, SNL 1992, CE-3.1. (At point of hire)
- Headcount includes persons that have worked 50% of their time during 2014

Employment Summary by Discipline					
Hebron Project					
Year 2014					
Discipline	Number of Persons				Total number of Persons
	Male	%	Female	%	
Management	439	95%	25	5%	464
Administration	36	18%	161	82%	197
Engineers	743	88%	100	12%	843
Technicians	457	88%	63	12%	520
Professionals	474	68%	220	32%	694
Skilled Trades & Service	2786	95%	161	5%	2947
Labour	2459	97%	64	3%	2523
Students	19	61%	12	39%	31
Other	-	-	-	-	-
Total:	7413	90%	806	10%	8219

Notes:

- Disciplines are based on the following National Occupational Classification (NOC) Codes:
 - Management** includes: Senior Managers as well as Middle and Other Managers
 - Administration** includes: Administrative & Sr. Clerical Personnel as well as Clerical Personnel
 - Engineers** includes: only those in that NOC code
 - Technicians** includes: Semi-professionals & Technicians
 - Professionals** includes: only those in that NOC code
 - Skilled Trades** includes: Skilled Crafts & trades as well as Skilled Trades & Services
 - Labour** includes: Semi-Skilled Manual Workers, Other Manual Workers as well as Intermediate Sales & Service
 - Students** includes: any student enrolled at a recognized educational institution or accredited academic program and includes both graduate and undergraduate students, cadets or any other student
 - Other** includes: positions that do not fit into any of the other disciplines

PERSON HOURS

Person Hour Summary Report HEBRON PROJECT Year 2014	
Activity/Component	Total Person Hours
Project Management Team	780,384
Gravity Based Structure	7,917,610
Topsides	8,787,340
Offshore Loading System	90,829
Total for 2014	17,576,163
Project Cumulative	34,320,640

Note: Project Management Team hours include third party contractors in support of the project management team and Operations readiness group hours. Person hours and headcount are updated as more recent information becomes available. Reports may be subject to change.

4.0 Canada-NL Content Estimates

The Newfoundland and Labrador content percentage of the 2014 expenditures totaled 57%, Other Canadian 7% and Non-Canadian expenditures totaled 36%. As a cumulative project figure, the content percentages are Newfoundland and Labrador 53%, Other Canadian 8% and Non-Canadian 39%.

Canadian-NL Content Estimates Hebron Project Year 2014			
Reporting Period	Content		
	NL	Other Canadian	Non-Canadian
Year to Date	57%	7%	36%
Project Cumulative	53%	8%	39%

Note: Content percentages have been updated to reflect accurate numbers due to year end reconciliation.

5.0 Procurement and Contracting

EMCP - Project Management Team

Throughout 2014, the Hebron Project continued participation in conferences, information sessions and business networking events to increase accessibility and provide information related to the procurement process. EMCP is committed to providing manufacturers, consultants, contractors and services companies in the province and other parts of Canada with a full and fair opportunity to participate on a competitive basis in the supply of goods and services and to ensure first consideration shall be given to services provided from within the province and to goods manufactured in the province, where those services and goods are competitive in terms of fair market price, quality and delivery. This is cascaded to the EPCs on the project.

During 2014, some of the main contracts awarded by EMCP include OLS Scope A Pipeline EPCI, OLS Scope C Subsea Equipment and Spools Installation, and Drilling Operations and Maintenance Services.

Please see Appendix I for listing of new contracts awarded with a value greater than \$250,000 during the reporting period January 1, 2014 to December 31, 2014.

The majority of the development phase contracting activity on the Hebron Project will be performed by the EPCs. The project posts all Expressions of Interest (EOI), bidder's lists for contracts valued at or greater than \$500,000 and 3 or more bidders, and contract awards greater than \$250,000 to the bids.ca and noia.ca websites and project websites.

During 2014, EMCP and the EPCs have undertaken various initiatives to ensure benefits are considered at each stage of the procurement process. The following provides examples of 'first consideration' in the procurement and contracting process.

- Marine Outfitting Facility, Barge Muster Stations – A decision was made to only include NL companies on the bidders list.
- Miscellaneous Tools and Suppliers, Fire Water Pump Package – A decision was made to sole source this work to a NL company.
- Miscellaneous Tools & Suppliers, Plastic Rebar Bins – A decision was made to sole source this work to a local distributor of the preferred item.
- Mattresses for Camp – A decision was made to sole source this work to a NL company

KKC – Gravity Based Structure

KKC's procurement focus during 2014 was on GBS construction. Activity at the Bull Arm site throughout the year included preparing the dry dock for water in dock, moving the GBS to the Deep Water Site, establishing the barge flotilla, and carrying out a concrete pour operation to bring the structure to approximately 71m elevation.

In addition to the in-province fabrication packages, key progress in the area of subcontracting in 2014 included the awarding of the following contracts to NL and Canadian companies:

- Marine Outfitting Facility - Flotilla Barge Outfitting (WO3) and (WO9) awarded February 2014
- Rebar Barges awarded May 2014
- Barge Scaffolding and Access awarded July 2014
- Supply of Hydro Plugs awarded January 2014
- Supply of Diffusers awarded July and August 2014
- Personnel Ferries awarded March 2014
- Shotcrete Services awarded April 2014
- Various Safety Training Services awarded September 2014
- J-Tube & Riser Temporary Storage, Handling and Maintenance awarded September 2014
- Thermal Insulation for Crude Oil Caissons and Lines awarded August 2014

WorleyParsons – Topsides

Throughout 2014, WorleyParsons focused its procurement efforts on a number of areas including updating procurement forecasts, issuing key in-province subcontracts and ensuring management oversight of procurement processes. Major progress was made during the year in these areas and is referenced below.

The Topsides benefits team has been part of the review process for procurement packages through the EOI, Prequalification and RFQ/ITT stages.

Some highlights in the area of procurement during 2014 include:

- As of the end of 2014, essentially all of the WorleyParsons packages (approximately 170) have been awarded
- As of the end of 2014, essentially all of the packages for the Living Quarters and DSM scopes at NEAL and Kiewit Offshore Services respectively have been awarded
- Two major topsides scopes were awarded to NL entities in 2014
 - The first of these was the Bull Arm Pier and Quay scope that was awarded to Pennecon Heavy Civil Limited in March 2014. This scope was completed in December 2014.
 - The second major subcontract awarded in 2014 was the Integration (Hook up and Commissioning) scope awarded to Wood Group PSN G.J. Cahill in September 2014.
- WorleyParsons Benefits reviewed and monitored major subcontractors' procurement processes to ensure compliance with full and fair opportunity and first consideration requirements of the Atlantic Accord legislation.

6.0 Supplier Development

Throughout 2014, the supplier development coordinator continued communication with local vendors to address questions concerning the Hebron Project and potential opportunities.

EMCP's supplier development coordinator continued to work with a local IT firm to continue enhancements to the Hebron Vendor Registration Database with a focus on enhancing search capabilities based on diversity criteria.

During May the Hebron Project broadcast its annual Supplier Information Session via webcast. The response was extremely positive and over 300 suppliers logged in to watch powerpoint presentations and listen to various presenters. Project updates were provided by EMCP, KKC, and WorleyParsons. An overview of the Supplier Diversity Program was also provided.

In August, EMCP awarded a contract to analyze Major Oil Developments' Procurement Activity in Newfoundland and Labrador to understand the source of service and supply to local oil industry operations. The scope of work for this analysis is to assess the extent to which goods and/or services have been awarded to companies outside of NL and outside of Canada as a means to highlight potential opportunities for the local service and supply community and all producing operators in the province are participating in the analysis. EMCP intends to communicate the results of the analysis in an aggregated format, to the local service and supply community for them to assess the information and investigate if there are any potential opportunities they may be interested in pursuing.

Throughout 2014, the supplier development coordinator continued to participate in industry networking opportunities:

- The Annual NLOWE conference was held in St. John's and provided an opportunity for the supplier development coordinator to network with women owned businesses and to discuss potential opportunities on the project
- The supplier development coordinator attended Newfoundland and Labrador Employers Council (NLEC) annual 'Playing to Win' conference during November focused on productivity, growth and being globally competitive in Newfoundland and Labrador
- Met with members of the Miawpukek First Nations Band to discuss potential opportunities on the project
- Received an increased number of inquiries during 2014 from suppliers interested in learning more about opportunities during the Operations phase. Responses were sent back to interested suppliers in consultation with Hebron's Contract and Materials Manager or the appropriate subject matter expert.

7.0 Research and Development and Education and Training

Hebron continues to make strategic investments in R&D and E&T and is on track to meet its Development phase expenditure obligation of \$32.6 million. Expenditures for the year exceeded \$3.8 million. One R&D application was approved by the C-NLOPB in 2014.

Hebron continued to make expenditure contributions to the following existing Joint Industry Project (JIP) administered through Petroleum Research Newfoundland and Labrador (PRNL):

- 1) Bio-indicators– Diagnostic Tools for Effects Assessment of Specific Marine Life

Total billings in 2014 for the various JIPs in which the project has committed funds exceeds \$304, 000.

Investment in the Co-operative Education Program at Memorial University and College of the North Atlantic (CNA) continues for the project. EMCP and its contractors (KKC and WorleyParsons) employed a total of 103 students on the project in 2014. As well, two Memorial University students received the Hebron Women in Science and Engineering Scholarship while two others received the Hebron Diversity Award. These awards are each valued at \$3880.

Hebron also provided support to various organizations and institutions including the following:

- Petty Harbour Mini Aquarium
- Association for New Canadians
- Oceans Learning Partnership

During the year the Hebron R&D Coordinator attended the following R&D workshops:

- Oceans and Energy R&D Forum (March)
- Environment Studies Research Fund (ESRF) Ocean Prediction System Workshop (May)
- Workshop on Metocean Monitoring and Forecasting (September)
- Opportunities / Requirements for Instrumenting a Grand Banks Fibre-Optic Cable System (November)

8.0 Diversity

Representation

- Representation numbers indicate a percentage of the total project workforce, including EMCP employees, contractor agency employees, main contractors and subcontractors
- With the exception of gender, all representation results reflect responses to the self-identification survey. Individuals have the right to decline self-identification and as a result, not all representation may be captured.
- In 2014, 14 of the 24 employment categories saw improvement in the actual number of individuals representing designated groups. Four of the 24 categories maintained the gains achieved in 2013.
- The number of women working in Skilled Crafts and Trade increased considerably, representing a 1% increase over last year's representation in this category, and representing an increase of over 200 women in Skilled Crafts and Trade since 2013, a key focus area in 2014

Employment Categories	Women	Aboriginal Peoples	Persons with Disabilities	Visible Minorities
Management and Supervisory	6%	1%	0.3%	1%
Professional and Technical	17%	1%	0.1%	2%
Administrative	87%	1%	0%	1%
Skilled Crafts and Trade	6%	3%	1%	2%
Other (Labour, etc.)	14%	4%	1%	1%

* Please note percentages reflect Newfoundland and Labrador workforce

Implementation

- Diversity related outreach continued in 2014, and when compounded with initial diversity investments since 2010, this totals more than \$2 million on external outreach alone
- Funding has been distributed through multiple organizations throughout the province, reaching all designated groups
- Regular consultation and discussion with stakeholders continued
- Significant efforts to ensure deployment of qualified women to Bull Arm site at representative rates have been undertaken by project representatives, union members and community organizations
- Recruitment efforts have engaged local organizations in an effort to outreach to the broadest possible base of potential candidates
- In 2014, NLOWE awarded the Hebron Project their inaugural "Corporation of the Year" award which recognizes a corporation that demonstrates active inclusion of women-owned businesses in its procurement process and assists in their development as suppliers

APPENDIX I
2014 Contract Award Listing

5.0 Procurement and Contracting cont'd

Tables below lists contracts awarded with a value greater than \$250,000 during the reporting period January 1, 2014 to December 31, 2014.

Contracting Activity Hebron Project 2014		
Description	Contractor	Contractor Location (NL, OC, NC)
EMCP CONTRACTS		
OLS Scope A Pipeline EPCI	Allseas Canada	OC
OLS Scope C Subsea Equipment and Spools Installation	Subsea 7 Canada	NL
Drilling Operations and Maintenance Services	KCA Deutag Drilling Canada Inc.	NL

Contracting Activity Hebron Project 2014		
Description	Contractor	Contractor Location (NL, OC, NC)
KKC CONTRACTS		
Miscellaneous Tools & Supplies (ST&S) - Supply of Diesel Fire Water Pump (for Power Barge)	Pioneer Enterprise Ltd.	NL
Construction Electrical Distribution Enclosures (C4) - Cement Pigs	Pneumatic Technology Inc.	NC
Propylene Glycol	Alpha Chemical Limited	OC
Supply of Hydro Plugs	IKM Testing (Canada) Limited	NL
Crude Oil Interface Level Measurement System	Kongsberg Maritime AS	NC
Pre-fabrication of Deck Subcomponents (Box Girders, I-Beams and Nodes) - EL50m, EL71m, EL98m (incl EL86m) and EL118m	Allerton Steel Ltd.	NC
Supply of Temporary Left-in-Place Formwork	Cherubini Metal Works Limited	OC
Repair of Partly Blocked Ducts	Olimb Group AS	NC
Marine Outfitting Facility - Raft Barge (WO9)	Heddle Marine Services (NL) Inc.	NL
Marine Outfitting Facility - Raft Barge (WO3, WO4)	Harbour Grace Ocean Enterprises	NL
Personnel Ferries (Merged into SM735D)	McKeil Newfoundland and Labrador Ltd.	NL
Strainers for Temporary FW & SW Pumps	Vermeer Process Technology B.V.	NC
Shotcrete Services	Horseshoe Hill Construction Inc.	NL
Fabrication of Structural Steel Items Deck Assembly - EL50m and EL71m Decks	Pennecon Energy Ltd.	NL
Open Top Containers	CTS Containers	OC
Open Top Containers	Oceanex	NL
Iron Ore for Solid Ballast	LKAB Minerals Inc. (formerly Minelco AB)	NC
Fly Ash for Solid Ballast	Tamarack Resources Inc.	OC
Transport of Solid Ballast Material	Phoenix Bulk Carriers (US) LLC	NC
Heavy Lift Vessel (HLV)	Boskalis Offshore Marine Contracting BV	NC
Tent-like Structures for DWS Muster Stations	Sprung Instant Structures	OC
Prefabrication of Carbon Steel Conductor Guide Frame Subcomponents - EL50m and EL71m	Sunny Corner Enterprises Inc. (awarded with SC761P)	OC
Prefabrication of Carbon Steel Conductor Guide Tube Lifting & Connection Collars Subcomponents - EL 71m	Sunny Corner Enterprises Inc.	OC
Rebar Barge	McKeil Newfoundland and Labrador Ltd.	NL
Rebar Barge	Atlantic Towing Ltd.	NL
Sewage Barge and Silica Barge	Miller Shipping Ltd. & Travaux Maritimes Ocean Inc.	NL
Washcar Rental/Purchase	Encanex	OC

Contracting Activity Hebron Project 2014		
Description	Contractor	Contractor Location (NL, OC, NC)
KKC CONTRACTS cont'd		
Out of Dock Connection Tugs Supply	Havila Shipping AS	NC
Out of Dock Towing Vessels Supply	Atlantic Towing Ltd.	NL
Supply of Annulus Cell Formwork Trusses & Beams	Canmec Group Inc.	OC
Supply of Barges (DWS) Supply of Tugs (DWS) (see multiple frame agreements SM735D)	McKeil Newfoundland and Labrador Ltd.	NL
Barge Scaffolding and Access	Aluma Systems Inc.	NL
J-Tube & Riser Temporary Storage, Handling and Maintenance	Atlantic Maintenance Services Limited	NL
Water Filtration System	GE Water & Process Technologies Canada	OC
Thermal Insulation for Crude Oil Caissons and Lines	Aluma Systems Inc.	NL
Supply of Diffusers (Ti)	GJ Cahill & Company Ltd.	NL
Dropped Pump Protection (DPP) Bullet Castings	Canadian Maritime Engineering Ltd.	OC
Supply of Prefabricated Deck Subcomponents (Box Girders, I-Beams and Nodes) for Main Guide Deck EL98m (incl. EL86m)	Allerton Steel	NC
Supply of Diffusers (6Mo)	GJ Cahill & Company Ltd.	NL
Pipe, Fittings and Flanges	Frame Agreement - Ernstbrucker Eisenwerk GMBH & Co (EEW)	NC
Pipe, Fittings and Flanges	P. van Leeuwen Jr's Buizenhandel B.V	NC
Preassembly of Annulus Cell Steel Formwork	Canmec Group Inc.	OC
Prefabrication of Dropped Pump Protection Caisson Bases (CS subcomponents)	Allerton Steel Ltd.	NC
Supply of Prefabricated Deck Subcomponents (Box Girders, I-Beams and Nodes) for Main Guide Deck EL118m	Allerton Steel Ltd.	NC
Marine Transport of Fly Ash for Solid Ballast	KGJ Cement AS	NC
Various Safety Training Services	Atlantic Safety Centre	NL
Various Safety Training Services	Dallas Mercer Consulting Inc.	NL
Various Safety Training Services	Rogers Enterprises Ltd.	NL

**Contracting Activity
Hebron Project
2014**

Description	Contractor	Contractor Location (NL, OC, NC)
WORLEYPARSONS CONTRACTS		
Architectural Flexible Fire Seals	Trelleborg Offshore Norway	NC
DCDA Commissioning Support	Athens Group Drilling Technology Assurance Services, LLC	NC
Pier and Quay Remediation Work	Pennecon Heavy Civil Limited	NL
Integration of Modules	Wood Group PSN, Cahill	NL
Temporary Living Quarters and Temporary Lunchroom Complex	Apply Emtunga AB	NC
GBS Temporary Power System-Engineering, Operations & Maintenance Study	Avalon Controls Ltd.	NL
Temporary Power Distribution Centers	Ravencor Project Inc.	NL
KOS: Hydrostatic Testing Services	IKM Testing Ltd.	NL
KOS: Fibreglass Reinforced Piping	Specialty Plastics	NC
KOS: Emergency Response Team Services	Technical Rope and Rescue	NL
KOS: Crane Services	Mammoet	OC
KOS: Pipe Spool Fabrication	Vytrell	NL
KOS: Electrical Material Supply	LiteCO Anitzer Canada Ltd. Nedco McLoughlan Supplies Harris and Roome	NL
KOS: Instrument Tubing and Fittings	Atlantic Hose and Fittings	NL
KOS: HVAC Duct Fabrication	Alscott Air Systems	OC
KOS: DES & DSM Foundations	Magna Contracting and Management Inc.	NL
KOS: Piping Bulk Material Supply (Bolt Ups)	Fastenal	NL
NEAL: Tagged Field Instruments	K&D Pratt/Century Detection	NL
NEAL: Grilles and Diffusers	VDDO Inc.	OC
NEAL: Food Service Equipment	Big Erics Inc.	OC
NEAL: Firewater Hosereels	Firenor AS	NC
NEAL: Sprinkler Skid Package	Firenor AS	NC
NEAL: Hot Water Storage Skid Package	Cahill Instrumentation	NL
NEAL: Piping Accessories	Anixter, CFF, Liteco (Cooper B-Line), Westlund	NL
NEAL: Small Power Transformers	McLoughlan Supplies Ltd.	NL
NEAL: Telecom Supports	Metal World Inc.	NL
NEAL: Loose Furniture	Superior Office Interiors	NL
NEAL: Walk-in Cooler and Freezer	Young's Industrial Refrigeration Ltd.	NL
NEAL: Interior Lighting	Glamox Canada Inc. Graybar Canada Limited/Harris and Roome	NL

APPENDIX II
2014 Hebron Photos

Hebron Provides Funding to Local Schools

The Hebron Project provided funding to Tricentia Academy in Arnold's Cove, NL and St. Joseph's All Grade School in Terrenceville, NL during Q1 2014. The funding was used to purchase SmartBoard(s) and/or science lab equipment for the schools.



Matt Koenig (right), Construction Advisor for the Hebron Project, Marystown, NL, presenting a cheque to David Noel (left), Principal of St. Joseph's All Grade, Terrenceville, NL



(L-R) Brad Pitcher, Games Manager; Barry Colbourne, Director – Friends of the Games; and Peter Velez, GBS Site Manager, Bull Arm, NL, for the Hebron Project

Hebron Provides Funding to Clarenville Winter Games

The Hebron Project provided funding to the Clarenville Winter Games. The funding was used to implement portable water stations which helped reduce the use of plastic water bottles during the games. The water stations remain in the town and are being used at other schools and community sporting events.

Hebron Provides Funding to Kids Eat Smart Foundation

The Hebron Project promoted healthy learning in Newfoundland and Labrador schools through a donation of \$10,000 to Kids Eat Smart Foundation.



Geoff Parker, Hebron Senior Project Manager, speaking at the Kids Eat Smart 2014 Gala

Hebron Sponsors Business Inclusion Award

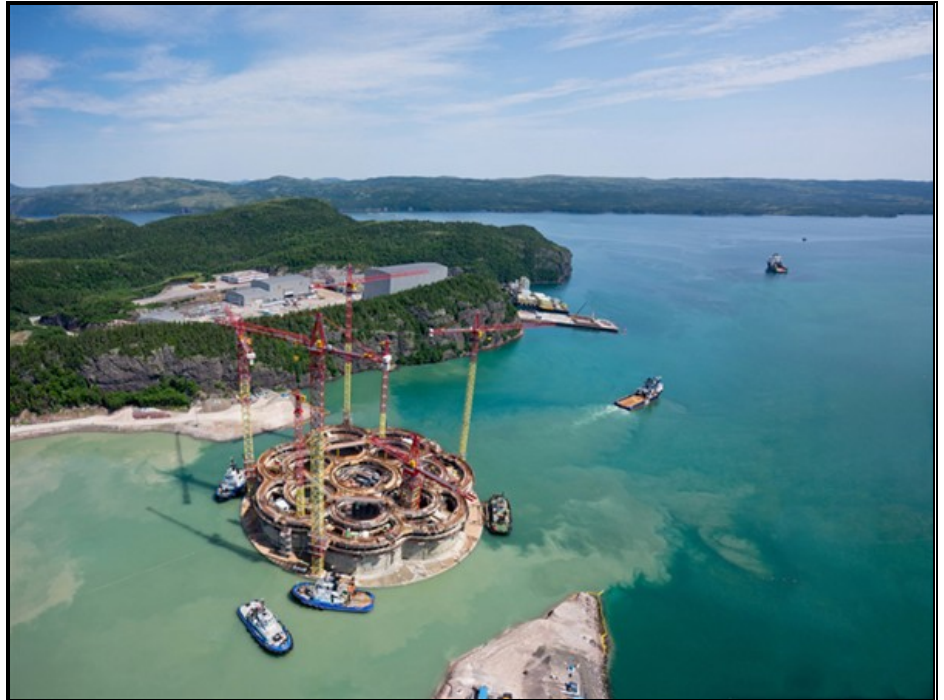
The Hebron Project sponsored the Coalition of Persons with Disabilities – NL Business Inclusion Award. Ashley Turner presented the award on behalf of Hebron. Scotiabank was the recipient of the award.



Ashley Turner of Hebron (right) presenting Business Inclusion Award to Rhonda Pearson (left) of Scotiabank

Hebron Reaches Milestone as Gravity Based Structure Towed to Deepwater Construction Site

In a major project milestone, the Hebron gravity based structure (GBS) was successfully towed from the dry dock to the deepwater construction site at Bull Arm. Tow-out occurred on July 22, 2014 with arrival at the deepwater site 10 hours later.



(L-R) Laura George, COD-NL Board Member, Sadie Sellars, Technical Manager, Hebron Project; Janice Carey, COD-NL Board Member

Hebron provides funding to the Coalition of Persons with Disabilities – NL

Hebron donated \$5000 to the Coalition of Persons with Disabilities-NL (COD-NL) during Q3 2014. The donation is for general programming, education and outreach.

NLOWE Awards Hebron Corporation of the Year

At its annual awards gala on October 30, 2014, the Newfoundland and Labrador Organization of Women Entrepreneurs (NLOWE) awarded the Hebron Project its inaugural Corporation of the Year Award for the project's contribution to the development of women entrepreneurs.



Geoff Parker, Hebron Senior Project Manager, accepting the NLOWE award on behalf of the project co-venturers



Matt Koenig (right), Construction Advisor for the Hebron Project, Marystown, NL, presenting cheque to Grace Sparkes House representatives

Hebron donates to Grace Sparkes House

During Q4 2014, Hebron donated \$10,000 to Grace Sparkes House located in Marystown, NL. The transition shelter offers services to women and their children who are experiencing violence and abuse. Their goal is to help those using their services to regain control of their lives by offering a safe and supportive living environment, information and counseling.

Hebron donates to Iris Kirby House

Hebron donated \$10,000 to Iris Kirby House during its 4th Annual Fundraising Dinner in November 2014. Iris Kirby House is a shelter for women, with or without children, who are experiencing relationship abuse.



Denise Noftall (left), Hebron Benefits Manager, presenting cheque to Iris Kirby House representative



Hebron’s Elf Challenge

Employees of Hebron Project and contractors at Bull Arm raised over \$8000 in donations during the third annual Elf Challenge in December 2014. The donations were used to help local families during Christmas. The Salvation Army chapters in Clarenville, Arnold’s Cove and Chance Cove, and the Regional Action Committee on Housing ensured the funds reached those in need in our communities.