



LEASE PLAN OF OPERATIONS APPLICATION

State of Alaska

Department of Natural Resources, Division of Oil & Gas

550 W. 7th Ave, Suite 1100, Anchorage, AK 99501-3563

Phone: 907-269-8800 Fax: 907-269-8943

Permitting Email: dog.permitting@alaska.gov



SECTION I: APPLICANT INFORMATION	
1. Applicant:	2. Applicant Contact:
Name: Hilcorp Alaska, LLC	First Name: Julieanna Last Name: Potter
Mailing Address: 3800 Centerpoint Dr., Ste 1400	Title: Environmental Specialist
City: Anchorage	Is the Mailing Address the same as Applicant's Mailing Address? If "No", please provide information below: ☒ Yes
State: AK Zip Code: 99503	Mailing Address: Enter Mailing Address.
Phone: 907-777-8300 Fax: 907-777-8560	City: Enter City. State: Enter State. Zip Code: Enter Zip Code.
Email: Enter Email.	Phone: 907-777-8444 Fax: 907-777-8560
Email: Enter Email.	Email: jupotter@hilcorp.com
SECTION II: THIRD PARTY INFORMATION (Fill out this section only if you are applying for the Applicant)	SECTION III: APPLICATION DATE AND NUMBER (FOR OFFICE USE ONLY)
Third Party Company Name: Enter 3rd Party Company Name.	Application Date:
First Name: Enter First Name. Last Name: Enter Last Name.	
Title: Enter Title.	
Mailing Address: Enter Mailing Address.	
City: Enter City.	
State: Enter State. Zip Code: Enter Zip Code.	
Phone: Enter Phone. Fax: Enter Fax.	
Email: Enter Email.	
Describe the affiliation to the Applicant: Describe your affiliation to the Applicant.	Application Number:
SECTION IV: PROJECT INFORMATION	
1. Project Name:	Beluga River K-Pad Expansion
2. Proposed Start Date:	8/15/2022
3. Project Description:	
Describe what and where:	
Hilcorp Alaska, LLC (Hilcorp) is proposing to expand the existing Beluga River Unit (BRU) K-Pad, install a compressor package, tie the pad into existing highline power via an overhead powerline, and install a communications tower. This project is necessary to support additional resource development within BRU. Drilling	

of additional grassroots development wells at K-Pad are planned for 2023 and will be permitted separately. The expansion of K-Pad will provide the space necessary to accommodate drilling rig access to development targets while also allowing safe access and uninterrupted facility operations. Pad expansion activities will include organics removal and grubbing of the construction footprint, leveling, and preparing the area for placement of a geotextile liner, and placement of gravel fill over the liner. Gravel fill will be compacted, and the existing containment berm will be modified to include the expansion area. Pad expansion activities are anticipated to be sequential. Hilcorp proposes to expand K-Pad to the south by approximately 150 feet (ft) using approximately 8,200 cubic yards (cy) of gravel fill in 2022. Additional pad expansion activities to the east of the pad by approximately 400-ft using 19,200 cy are anticipated to occur in 2023 and are dependent on drilling outcomes. A compressor package, currently installed at BRU C-Pad, will be relocated to K-Pad near the northwest edge of the 2022 pad expansion area. An approximate 30-ft x 70-ft x 3-ft excavation is anticipated to install the concrete supports. All connections to existing infrastructure will be made below grade using trenching activities. The anticipated additional power needs of K-Pad will require the pad to be tied into the existing highline power. The power tie-in will include vegetation/tree removal along the south of the road and the excavation of a 5'-6' hole for installation of a single power pole and pole-mounted transformer at the entrance of K-Pad. Power will be connected to existing infrastructure via trenching in two areas within the existing K-Pad footprint. Trenches are anticipated to be approximately 20-ft x 1-ft x 3-ft and 15-ft x 1-ft x 4-ft, respectively. Following installation, areas will be backfilled to maintain the existing pad grade. An 80-ft communications tower will be installed near the southwest corner of the existing pad. A 5-ft x 5-ft x 6-ft excavation will be required to install the concrete base. Project activities are anticipated to begin immediately following agency approval.

SECTION V: LAND STATUS

1. State Mineral Estate:

Are supplemental pages for land status included in Appendix C?

☐ Yes

☒ No

Affected ADL: 21128

Date Effective: 7/1/1963

Date Assigned: 9/1/2009

Oil And Gas Lessee(s): Hilcorp Alaska, LLC

Surface Ownership: Cook Inlet Region Incorporated (CIRI)

Do you have, or anticipate having an Access Agreement: ☒ Yes

☐ No

Special Use Lands: N/A

Jointly Managed Lands: N/A

Other Considerations: N/A

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
BRU K-Pad Location	Seward Meridian T13N, R10W, S23 OR 24	61 12' 14" N 151 00' 14" W
Click here to enter text.	Click here to enter text.	Click here to enter text.
Click here to enter text.	Click here to enter text.	Click here to enter text.

Affected ADL: Enter ADL.

Date Effective: Enter Date.

Date Assigned: Enter Date.

Oil And Gas Lessee(s): Click here to enter text.

Surface Ownership: Click here to enter text.

Do you have, or anticipate having an Access Agreement: ☐ Yes

☐ No

Special Use Lands: Click here to enter text.

Jointly Managed Lands: Click here to enter text.

Other Considerations: Click here to enter text.

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Affected ADL: Enter ADL.

Date Effective: Enter Date.

Date Assigned: Enter Date.

Oil And Gas Lessee(s): Click here to enter text.

Surface Ownership: Click here to enter text.

Do you have, or anticipate having an Access Agreement: ☐ Yes

☐ No

Special Use Lands: Click here to enter text.

Jointly Managed Lands: Click here to enter text.

Other Considerations: Click here to enter text.

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Affected ADL: Enter ADL. **Date Effective:** Enter Date. **Date Assigned:** Enter Date.

Oil And Gas Lessee(s): Click here to enter text.

Surface Ownership: Click here to enter text.

Do you have, or anticipate having an Access Agreement: ☐ Yes ☐ No

Special Use Lands: Click here to enter text.

Jointly Managed Lands: Click here to enter text.

Other Considerations: Click here to enter text.

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Affected ADL: Enter ADL. **Date Effective:** Enter Date. **Date Assigned:** Enter Date.

Oil And Gas Lessee(s): Click here to enter text.

Surface Ownership: Click here to enter text.

Do you have, or anticipate having an Access Agreement: ☐ Yes ☐ No

Special Use Lands: Click here to enter text.

Jointly Managed Lands: Click here to enter text.

Other Considerations: Click here to enter text.

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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2. State of Alaska Surface Lands:

Are supplemental pages for land status included in Appendix C? ☐ Yes ☒ No

Oil And Gas Mineral Estate Owner: Click here to enter text.

Access Authorization(s): Click here to enter text.

Special Use Lands: Click here to enter text.

Jointly Managed Lands: Click here to enter text.

Other Considerations: Click here to enter text.

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Access Authorization(s): Click here to enter text.

Special Use Lands: Click here to enter text.

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Other Considerations: Click here to enter text.

Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Click here to enter text.	Click here to enter text.	Click here to enter text.
Oil And Gas Mineral Estate Owner: Click here to enter text.		
Access Authorization(s): Click here to enter text.		
Special Use Lands: Click here to enter text.		
Jointly Managed Lands: Click here to enter text.		
Other Considerations: Click here to enter text.		
Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Click here to enter text.	Click here to enter text.	Click here to enter text.
3. Private Lands:		
Are supplemental pages for land status included in Appendix C? ☐ Yes ☒ No		
Oil And Gas Mineral Estate Owner: State of Alaska		
Surface Ownership And Access Agreement(s): Cook Inlet Region Incorporated (CIRI)		
Special Use Lands: NA		
Jointly Managed Lands: NA		
Other Considerations: NA		
Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
BRU K-Pad	Seward Meridian T13N, R10W, S23 OR 24	61 12' 14" N 151 00' 14" W
Click here to enter text.	Click here to enter text.	Click here to enter text.
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Surface Ownership And Access Agreement(s): Click here to enter text.		
Special Use Lands: Click here to enter text.		
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Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
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Special Use Lands: Click here to enter text.		
Jointly Managed Lands: Click here to enter text.		
Other Considerations: Click here to enter text.		
Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
Click here to enter text.	Click here to enter text.	Click here to enter text.
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SECTION VI: BOND INFORMATION		
Bonded Company: Hilcorp Alaska, LLC		
Type: Surety Bond	Number: 022035257	Amount: \$500,000
Bonding Company: Liberty Mutual Insurance Company		

Mailing Address: 175 Berkley Street

City: Boston

State: MA

Zip Code: 02117

Phone: Enter Phone.

Fax: Enter Fax.

Email: Enter Email.

SECTION VII: SEQUENCE AND SCHEDULE OF OPERATIONS

Project Milestone #	Project Milestone	Proposed Start Date	Proposed End Date
1.	Gravel placement and compaction for 2022 pad expansion	8/15/2022	10/22/2022
2.	Installation of power pole	8/15/2022	8/24/2022
3.	Trenching and power connections	8/15/2022	8/24/2022
4.	Installation of communication tower	8/15/2022	9/15/2022
5.	Installation of compressor package	11/9/2022	12/6/2022
6.	Gravel placement and compaction for 2023 pad expansion	6/15/2023	8/15/2023
7.	Enter Milestone.	Enter Date.	Enter Date.
8.	Enter Milestone.	Enter Date.	Enter Date.
9.	Enter Milestone.	Enter Date.	Enter Date.
10.	Enter Milestone.	Enter Date.	Enter Date.

SECTION VIII: PROJECTED USE REQUIREMENTS

1. Describe the proposed operations, including the location and design, of **Well Sites**:

No new well sites are proposed as part of this project application.

2. Describe the proposed operations, including the location and design, of **Buildings**:

No new buildings are proposed as part of this project application

3. Describe the proposed operations, including the location and design, of **Fuel and Hazardous Substances**:

Approximately 500 barrels of ultra-low sulfur diesel (ULSD) will be stored onsite temporarily to support construction activities. Additional hazardous substances that may be onsite include ethylene glycol and/or methanol. All fuel and hazardous substances will be stored and handled in accordance with standard operating procedures.

4. Describe the proposed operations, including the location and design, of **Solid Waste Sites**:

The project does not include installing a solid waste facility. Waste will be handled consisted with Hilcorp waste management practices as follows: 1) Waste will be properly segregated and containers labeled to ensure proper disposal. 2) Closed top dumpsters will be onsite for household-type wastes; these will be emptied regularly and trash will be consolidated with existing Hilcorp waste streams. 3) Oily waste will be segregated and sent to a specialty waste contractor for offsite disposal.

5. Describe the proposed operations, including the location and design, of **Water Supplies**:

If needed, fresh water will be withdrawn from existing and permitted nearby water sources.

6. Describe the proposed operations, including the location and design, of **Utilities**:

Hilcorp proposes to connect K-Pad to existing power via highline power along the south side of the roadway. An existing powerline will be used however vegetative/tree clearing south of the roadway will be required to allow for safe installation of the new power cable. Clearing is anticipated to extend approximately 15-ft south of the powerline. A single power pole and pole-mounted transformer will be required to be installed near the entrance of K-Pad and power will be connected to existing infrastructure on-pad below grade. On-pad trenching will occur in two areas as identified in Figure 2.

7. Describe the proposed operations, including the location and design, of Material Sites:

Gravel will be obtained from a local permitted gravel source. No material sites are planned to be created or permitted as part of this authorization.

8. Describe the proposed operations, including the location and design, of Roads:

Access to BRU K-Pad and the project area is provided by existing roads. No additional roads will be built.

9. Describe the proposed operations, including the location and design, of Airstrips:

The project will use existing airstrips. No new airstrips are proposed as part of this project.

10. Describe the proposed operations, including the location and design, of All Other Facilities and Equipment:

A communications tower will be installed near the southwest corner of the pad. The communications tower is anticipated to be a free-standing, 80-foot tall, aluminum tower set on a concrete footing, as shown on the attached specifications. A 5-ft x 5-ft x 6-ft excavation will be required to install the concrete base. The base will be installed with sufficient lead time to allow the concrete to cure prior to tower installation. A compressor package, currently installed at BRU C-Pad, will be relocated to K-Pad near the northwest edge of the pad expansion area. An approximate 30-ft x 70-ft x 3-ft excavation is anticipated to install the concrete supports. All connections to existing infrastructure will be made below grade using trenching activities.

11. If another permit(s) is required for the above described Projected Use Requirements, provide the following information:

[illegible]

Enter Agency.	Enter Permit Type.	Enter Permit Number.	Enter Application Status.	Enter Projected Use Requirement(s).
Enter Agency.	Enter Permit Type.	Enter Permit Number.	Enter Application Status.	Enter Projected Use Requirement(s).
Enter Agency.	Enter Permit Type.	Enter Permit Number.	Enter Application Status.	Enter Projected Use Requirement(s).
Enter Agency.	Enter Permit Type.	Enter Permit Number.	Enter Application Status.	Enter Projected Use Requirement(s).
Enter Agency.	Enter Permit Type.	Enter Permit Number.	Enter Application Status.	Enter Projected Use Requirement(s).

SECTION IX: REHABILITATION PLAN

1. Proposed Level of Infrastructure, Facilities and Equipment Removal:

After the field is no longer producing, the access road and pad will be restored/rehabilitated to the satisfaction of the surface landowner and in compliance with applicable laws and regulations.

2. Description of Restoration and Rehabilitation Activities for Vegetation, Habitat, Impacted Wildlife, and Other Applicable Resources:

After the field is no longer producing, the access road and pad will be restored/rehabilitated to the satisfaction of the surface landowner and in compliance with applicable laws and regulations. Impact to vegetation from pad expansion will be minimized to the extent practicable. No other impact to habitat, wildlife, or other resources is anticipated. Any inadvertent impact to the aforementioned will be rehabilitated to the satisfaction of the surface landowner and any applicable agencies and/or stakeholders.

SECTION X: OPERATING PROCEDURES DESIGNED TO MINIMIZE ADVERSE EFFECTS

Describe operating procedures designed to prevent or minimize adverse effects on other natural resources and other uses of the Lease area and adjacent areas including:

Fish and Wildlife Habitats: A wetlands survey has been conducted and no wetlands were identified in the project area. The expansions will be located on upland area adjacent to the existing pad. Hilcorp does not anticipate any impact to fish and/or wildlife habitat as a result of pad expansion.

Historic and Archeological Sites: A cultural resource survey of the area has been performed by Charles M. Mobley & Associates and there are no historic properties within or near the project area.

Public Use Areas: Public use areas will not be impacted by the proposed project, as this project occurs on private lands.

Other Uses: There is an Alaska Department of Environmental Conservation (ADEC)-recognized Cleanup Complete with Institutional Controls (CCIC) site in the vicinity of the building in the upper northwest corner of the existing K-Pad. ADEC approval must be obtained prior to removal and/or disposal of soil and/or groundwater from this site. No soil or groundwater is planned for removal from the impacted area as part of the proposed project. Dewatering is not expected to be needed.

SECTION XI: GLOSSARY OF TERMS

Term #	Term	Term Definition
1.	ADEC	Alaska Department of Environmental Conservation
2.	BRU	Beluga River Unit
3.	CCIC	Cleanup Complete with Institutional Controls
4.	cy	Cubic yards
5.	ft	Feet
6.	ULSD	Ultra-low sulfur diesel
7.	Enter Term.	Enter Term Definition.
8.	Enter Term.	Enter Term Definition.
9.	Enter Term.	Enter Term Definition.
10.	Enter Term.	Enter Term Definition.

SECTION XII: CONFIDENTIALITY

The undersigned hereby requests that each page/section of this application marked confidential be held confidential under AS 38.05.035(a)(8).

APPLICANT CONTACT:

Signature

Julieanna Potter

Environmental Specialist

7/12/2022

Signature	Name	Title	Date
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Figure 1 – Beluga River Unit Location Overview Map

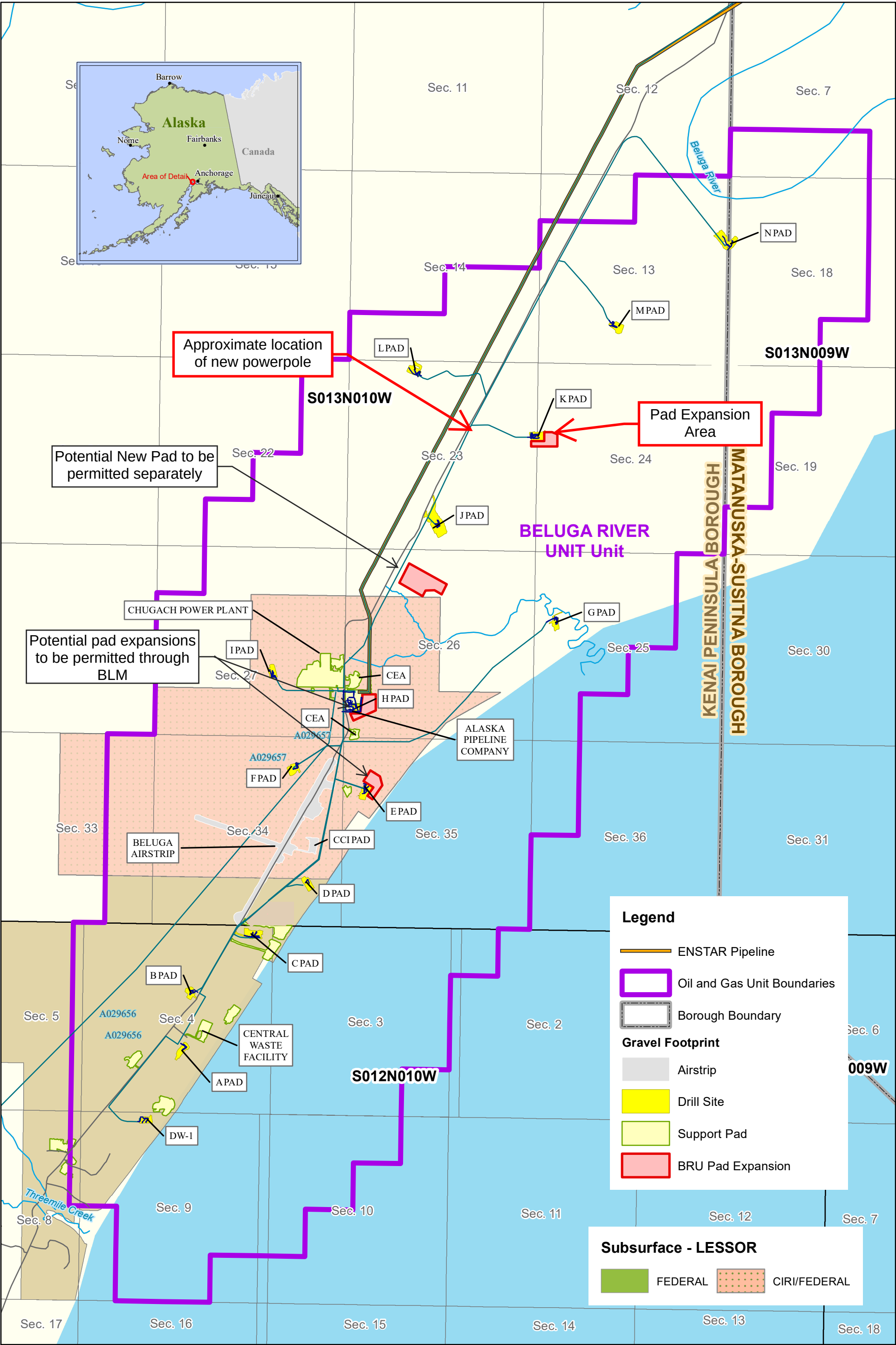
Figure 2 – Beluga River Unit K-Pad Pad Expansion Area

Figure 3 – Beluga River Unit K-Pad Highline Power, Communication Tower, and Compressor Package

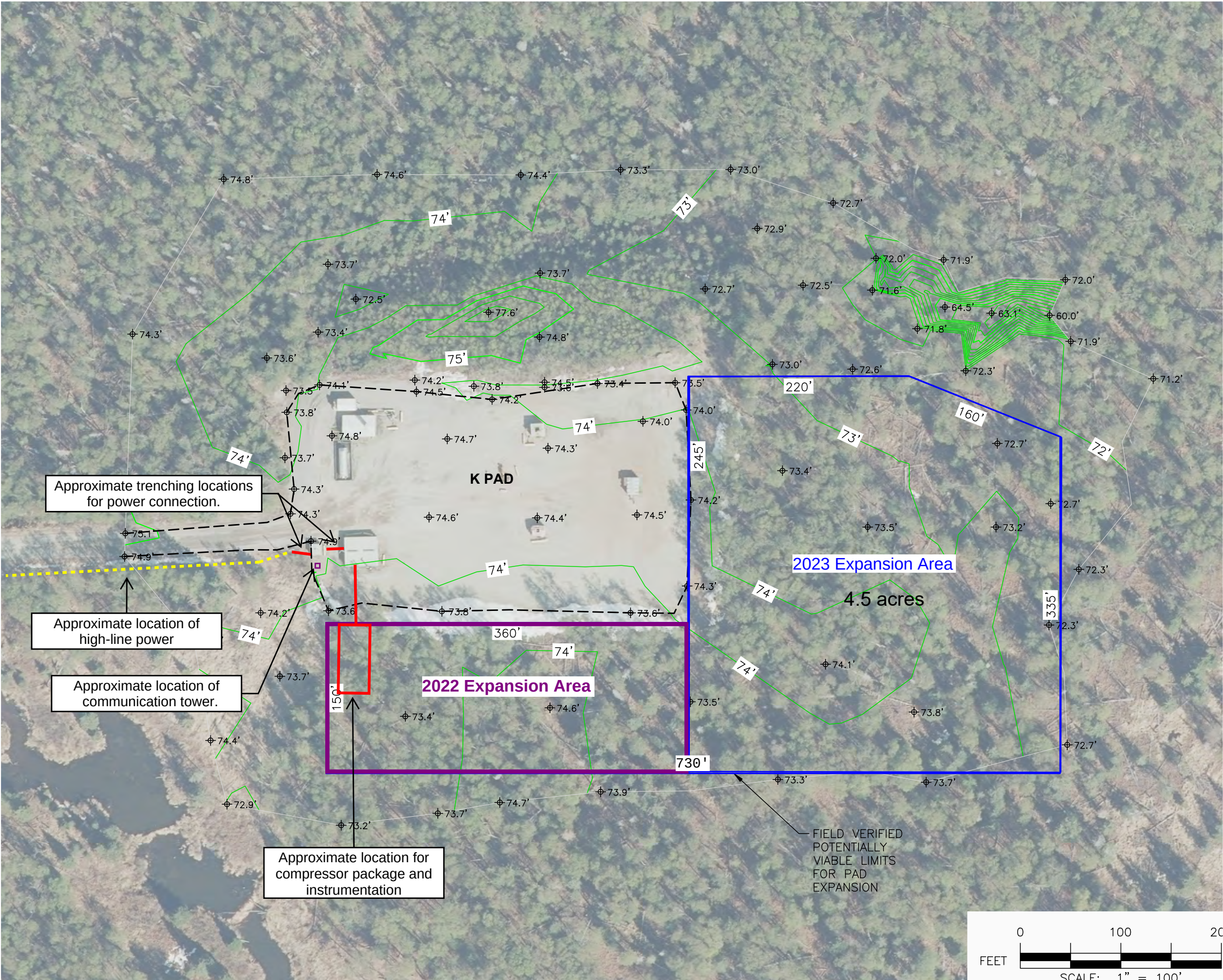
Figure 4 – Anticipated Communication Tower Design

No changes to existing mitigation measures.

None.



K PAD



RECON, LLC



Rowland Engineering Consultants
565 West Recon Circle, Palmer, AK 99645
907-746-3630

LEGEND

- EDGE OF GRAVEL
- 5' CONTOUR
- 1' CONTOUR

NOTES

1. IMAGERY SOURCE: HILCORP ALASKA LLC, 2021

SCALE	SHEET NUMBER
1"= 100'	03
PLOT DATE	
5/23/22	
FILE NAME	
BRU_Pad_ExpansionTopo_2022_05	



Approximate location of power pole at the entrance of K-Pad. Installation will require an approximate 5-6 foot excavation.



Approximate location of trenching and communication tower on K-Pad near the electrical and heater buildings.

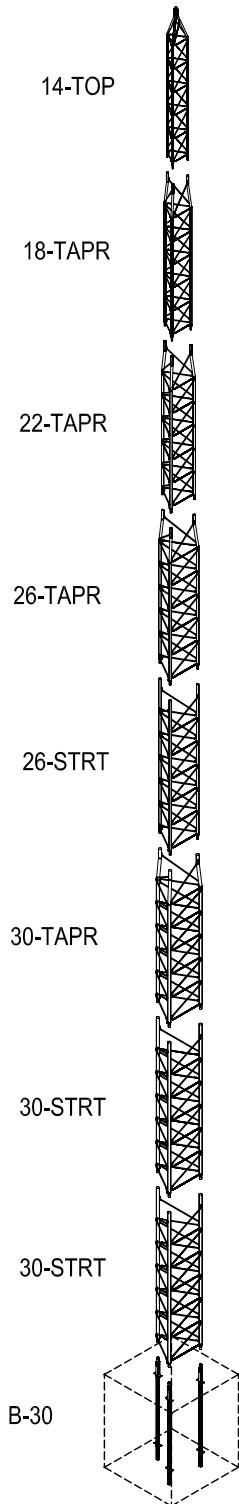
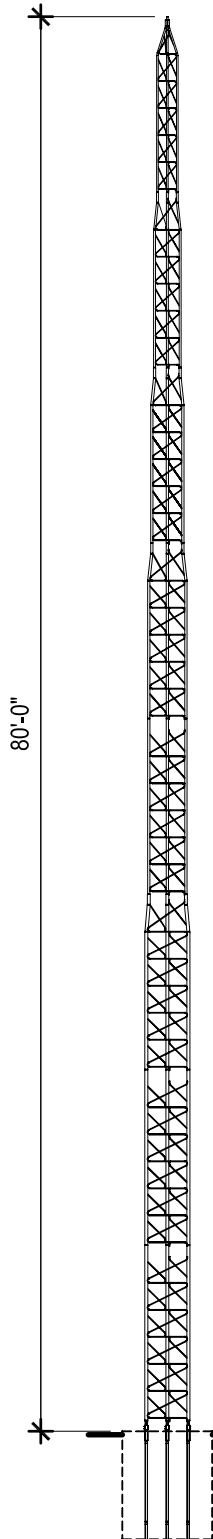
FREESTANDING ALUMINUM TOWER

MODEL #HD 16-80

TOTAL WEIGHT: 369 LBS.

WIND LOADING:
15.74 Sq. Ft.

Contact Universal Towers to confirm
geographical location of your tower and
all wind load implications



WARRANTY

UNIVERSAL TOWERS ARE WARRANTED AGAINST DEFECTIVE MATERIAL OR WORKMANSHIP AND ARE SUBJECT TO REPAIR OR TO MATERIAL REPLACEMENT ONLY IF FAILURE RESULTS FROM THESE FACTORS WITHIN ONE YEAR FROM PURCHASE BY USER. THIS WARRANTY DOES NOT EXTEND TO ANY OF OUR PRODUCTS WHICH HAVE BEEN SUBJECTED TO MISUSE, NEGLIGENCE, ACCIDENT, IMPROPER INSTALLATION OR APPLICATION, NOR SHALL IT EXTEND TO UNITS WHICH HAVE BEEN REPAIRED OR SUBSTANTIALLY ALTERED OUTSIDE OF OUR FACTORY. THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES EXPRESSED OR IMPLIED.

ELEVATION

2

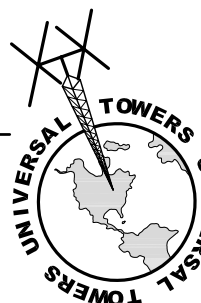
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ISOMETRIC

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SCALE: N.T.S.

ALUMINUM TOWER

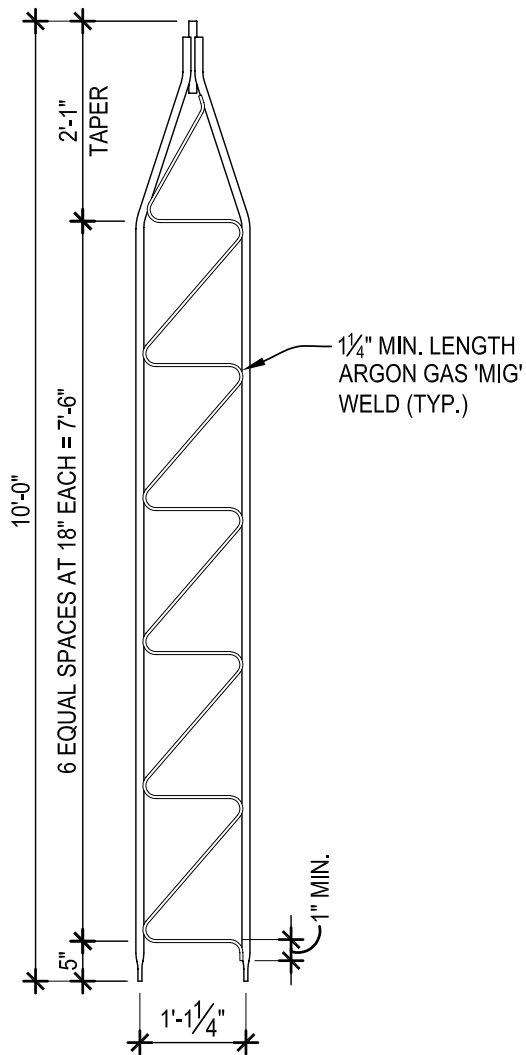


UNIVERSAL TOWERS
A DIVISION OF
UNIVERSAL MANUFACTURING CORP.
43900 GROESBECK HWY.
CLINTON TOWNSHIP, MI 48036
PH: (586) 463-2560
FAX: (586) 463-2964

JOB NO.:

COMPONENT:

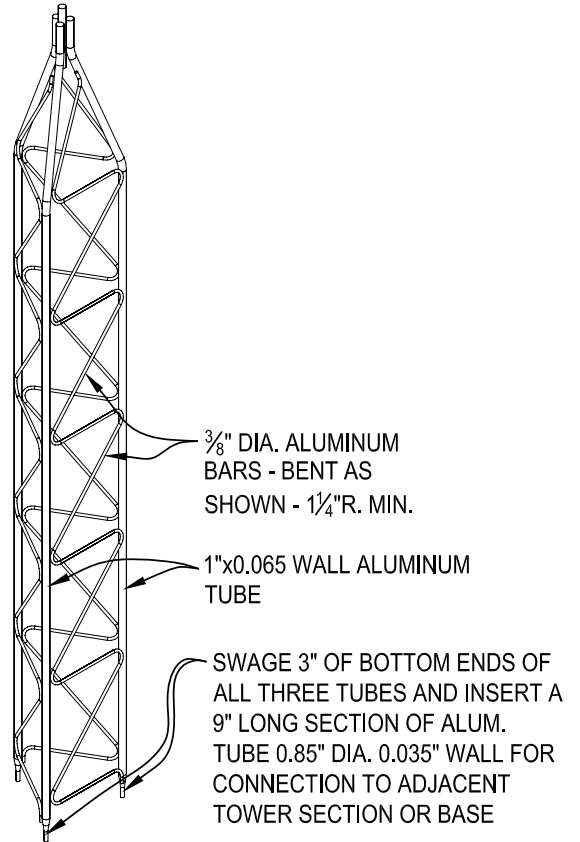
HD 16-80



ELEVATION

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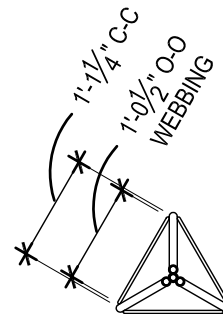
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ISOMETRIC

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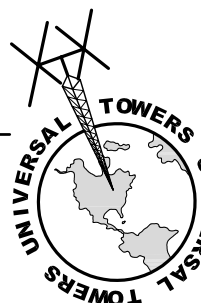


PLAN VIEW

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TOP SECTION

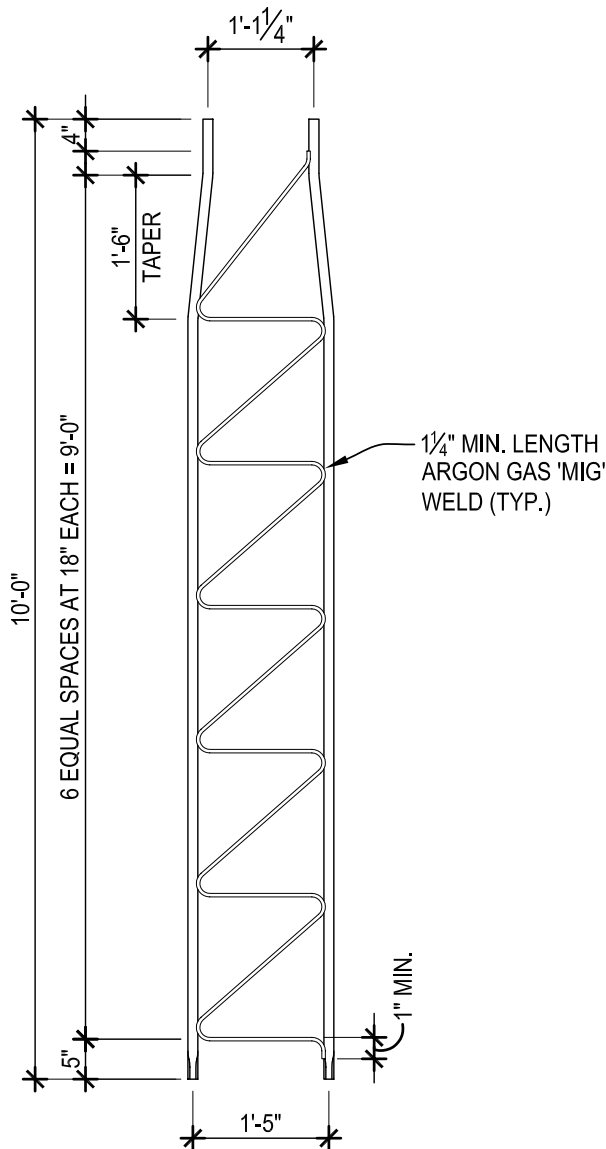


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JOB NO.:

COMPONENT:

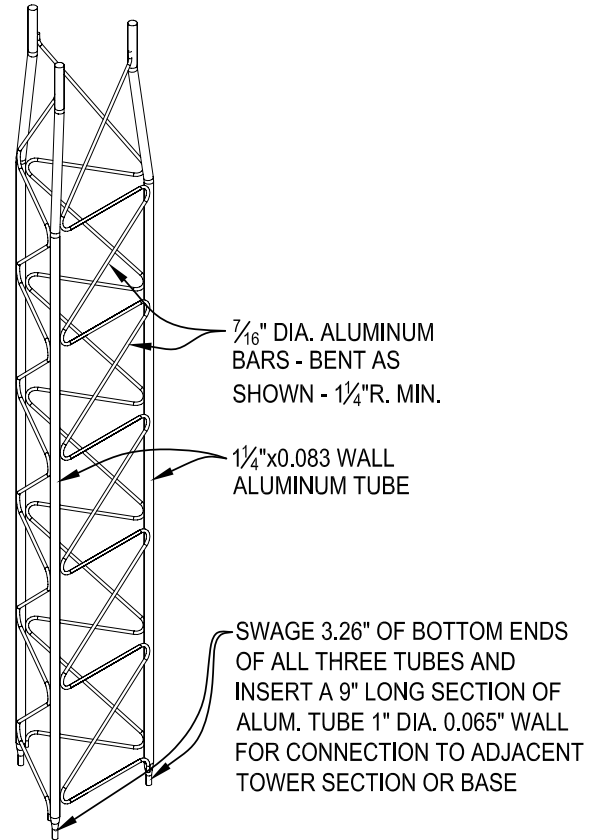
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ELEVATION

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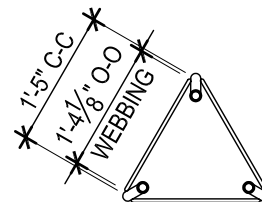
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ISOMETRIC

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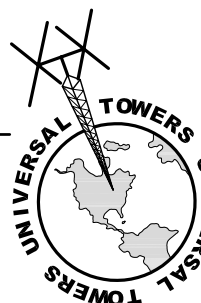


PLAN VIEW

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TAPERED SECTION

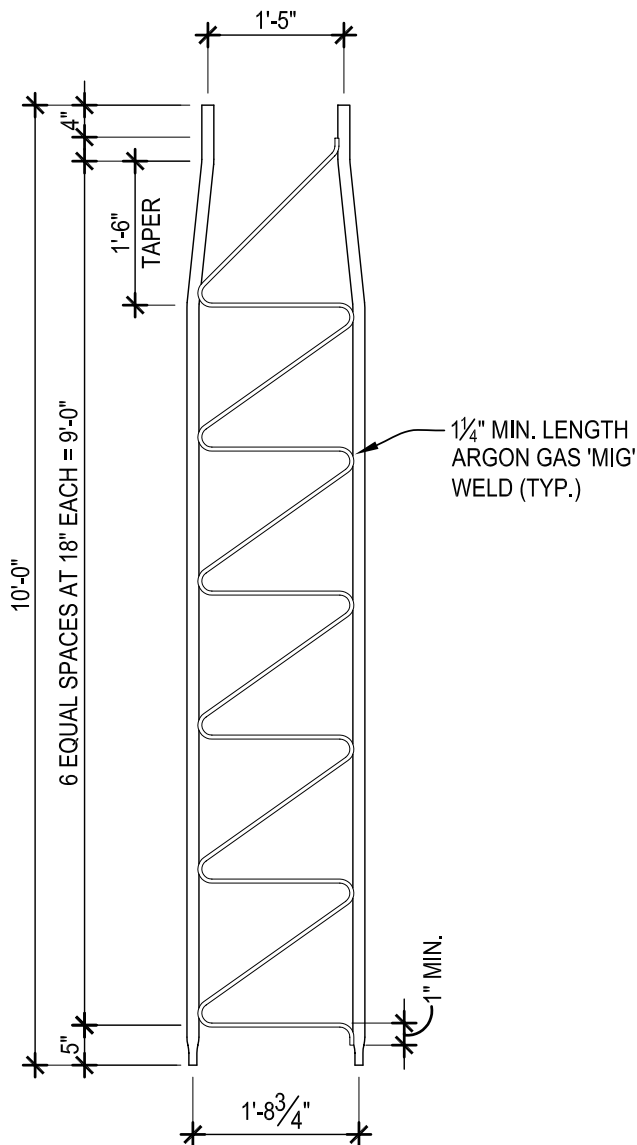


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43900 GROESBECK HWY.
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PH: (586) 463-2560
FAX: (586) 463-2964

JOB NO.:

COMPONENT:

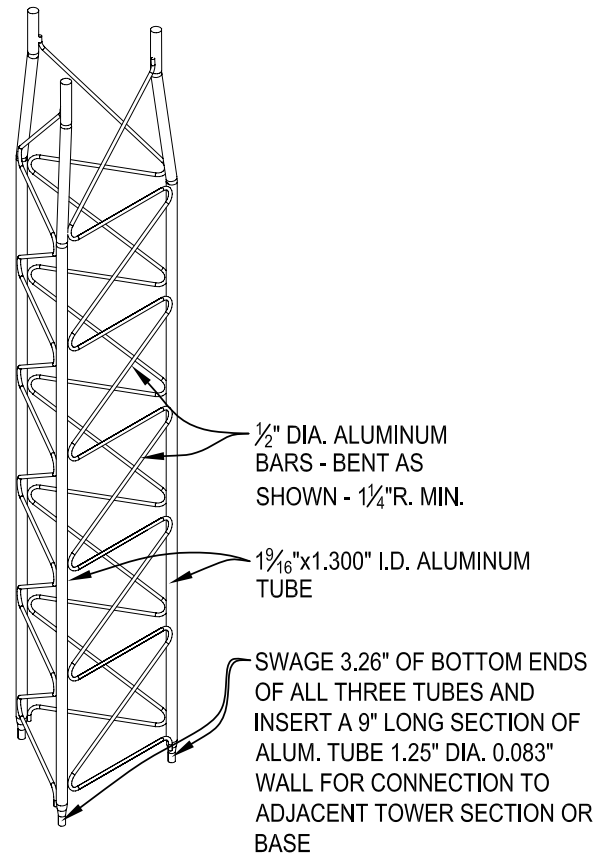
18-TAPR



ELEVATION

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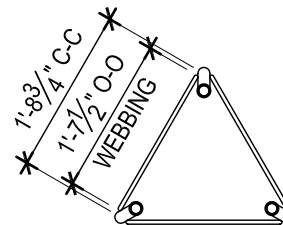
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ISOMETRIC

SCALE: N.T.S.

3

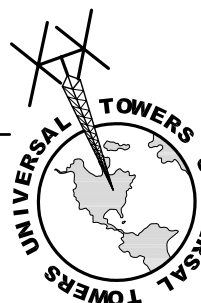


PLAN VIEW

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TAPERED SECTION

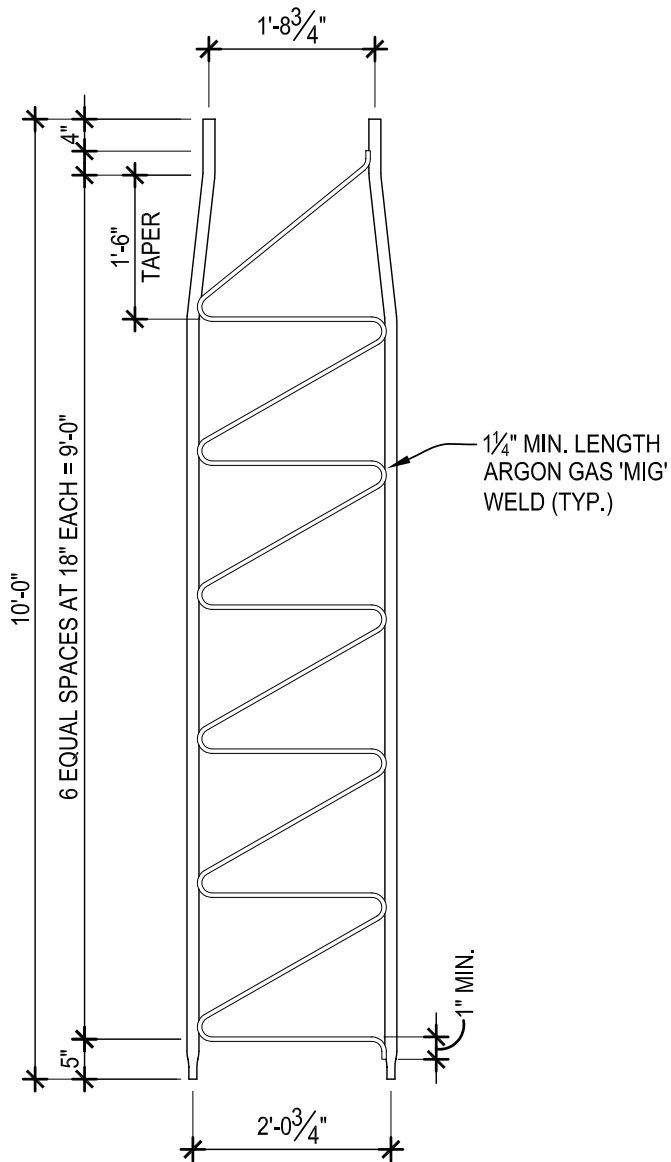


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PH: (586) 463-2560
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JOB NO.:

COMPONENT:

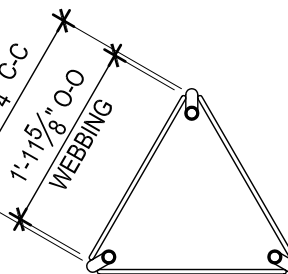
22-TAPR



ELEVATION

SCALE: 1/2"=1'-0"

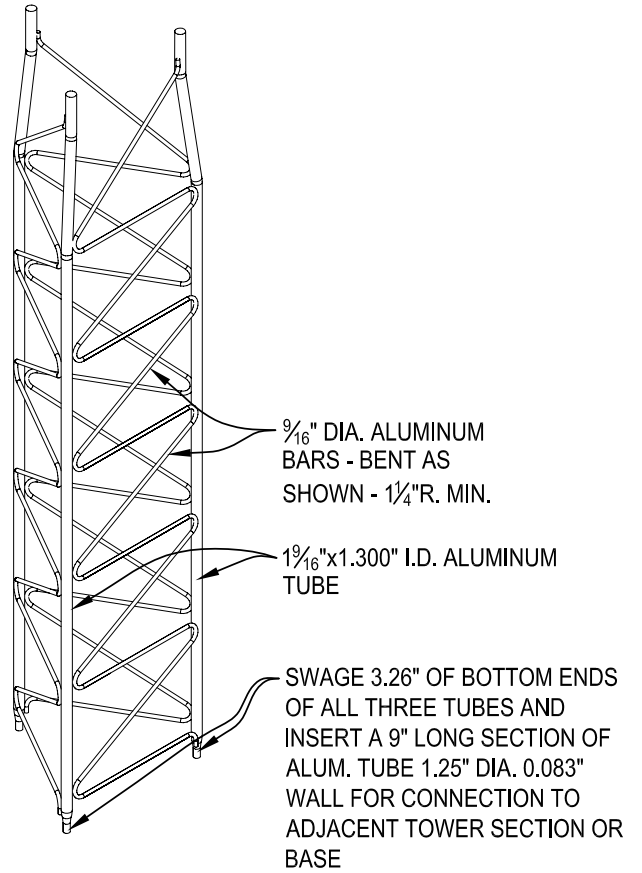
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PLAN VIEW

SCALE: 1/2"=1'-0"

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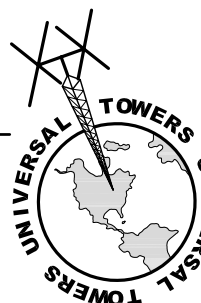


ISOMETRIC

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3

TAPERED SECTION

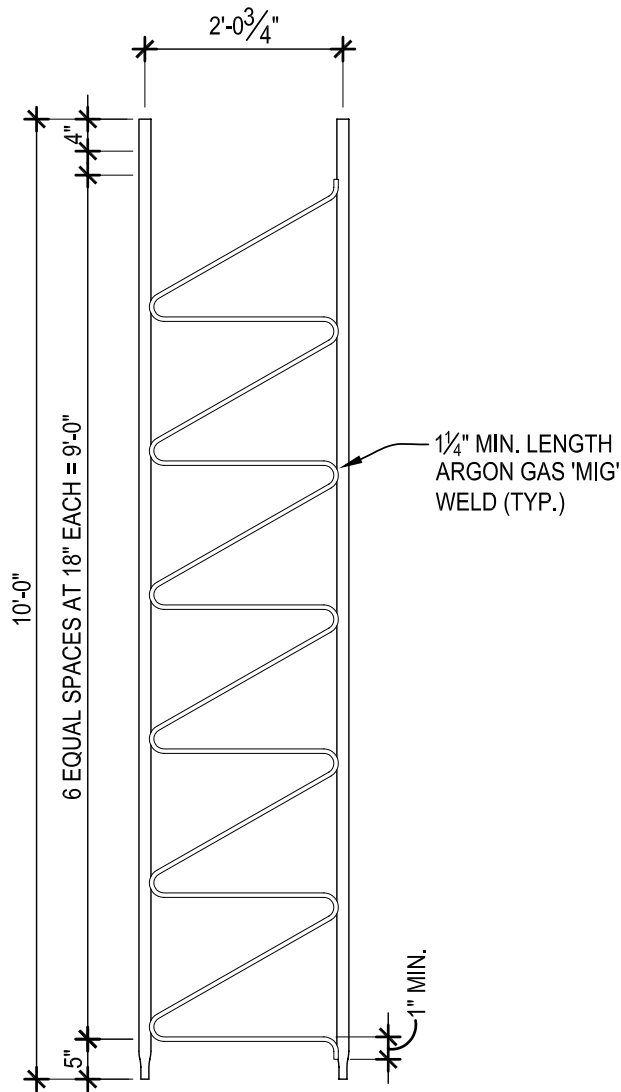


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JOB NO.:

COMPONENT:

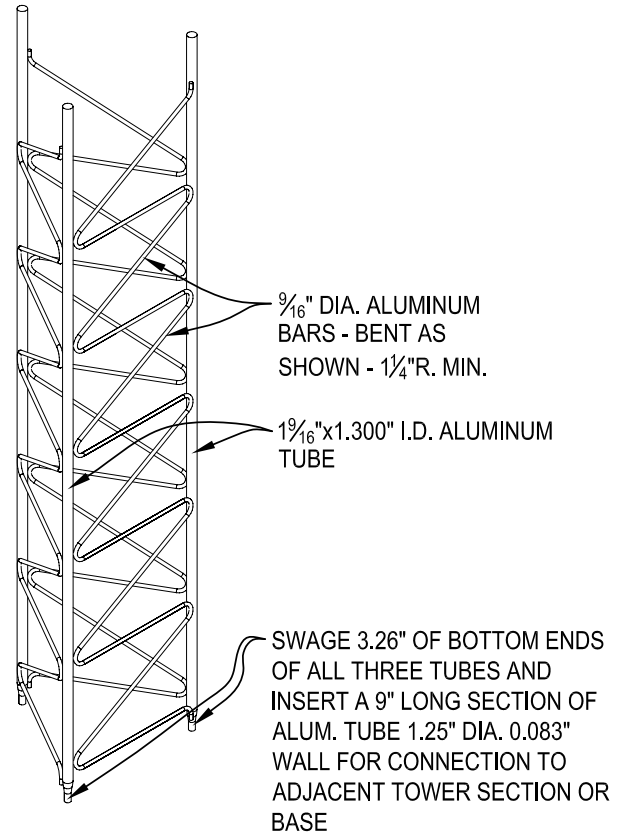
26-TAPR



ELEVATION

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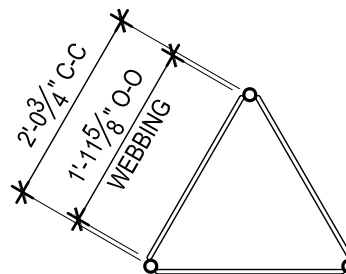
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ISOMETRIC

SCALE: N.T.S.

3



PLAN VIEW

SCALE: 1/2"=1'-0"

1

STRAIGHT SECTION

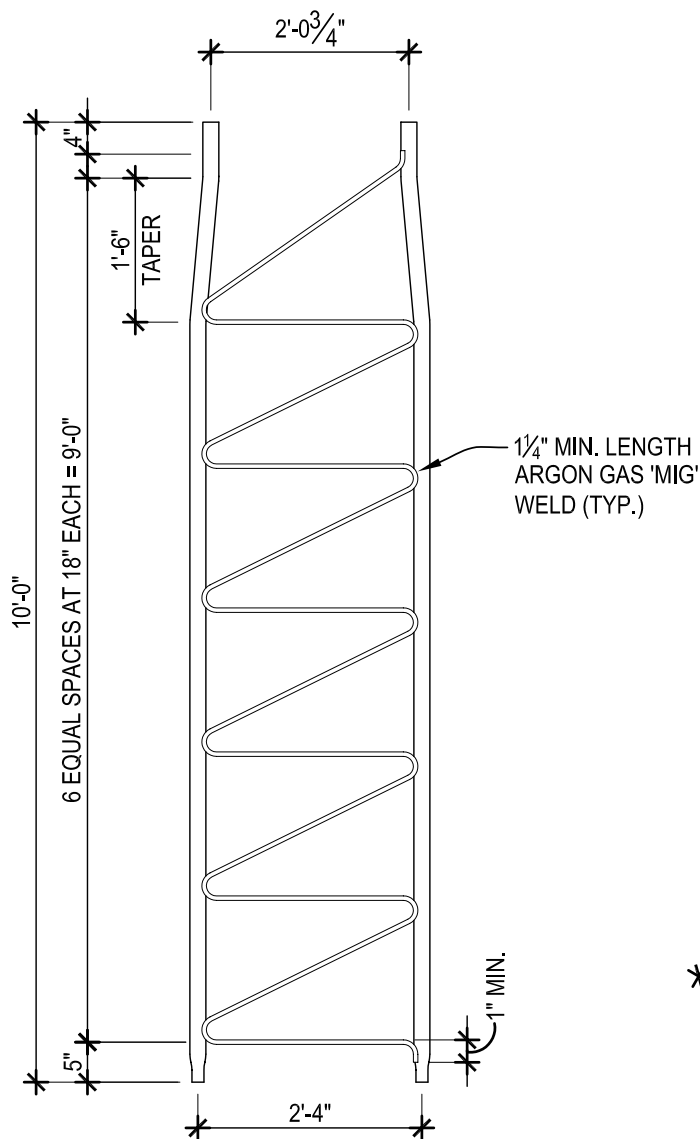


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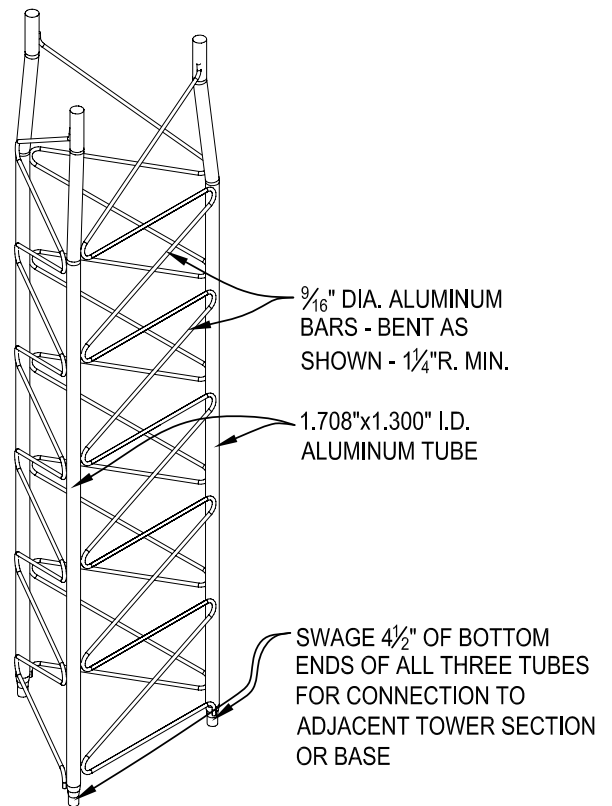
26-STRT



ELEVATION

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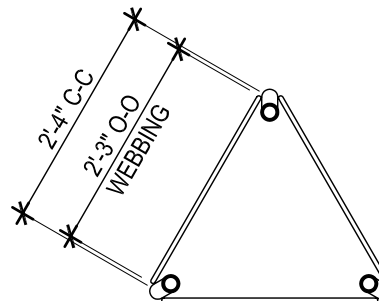
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ISOMETRIC

SCALE: N.T.S.

3

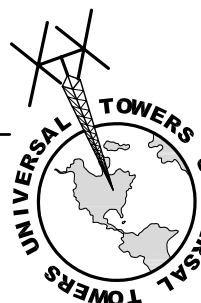


PLAN VIEW

SCALE: 1/2"=1'-0"

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TAPERED SECTION

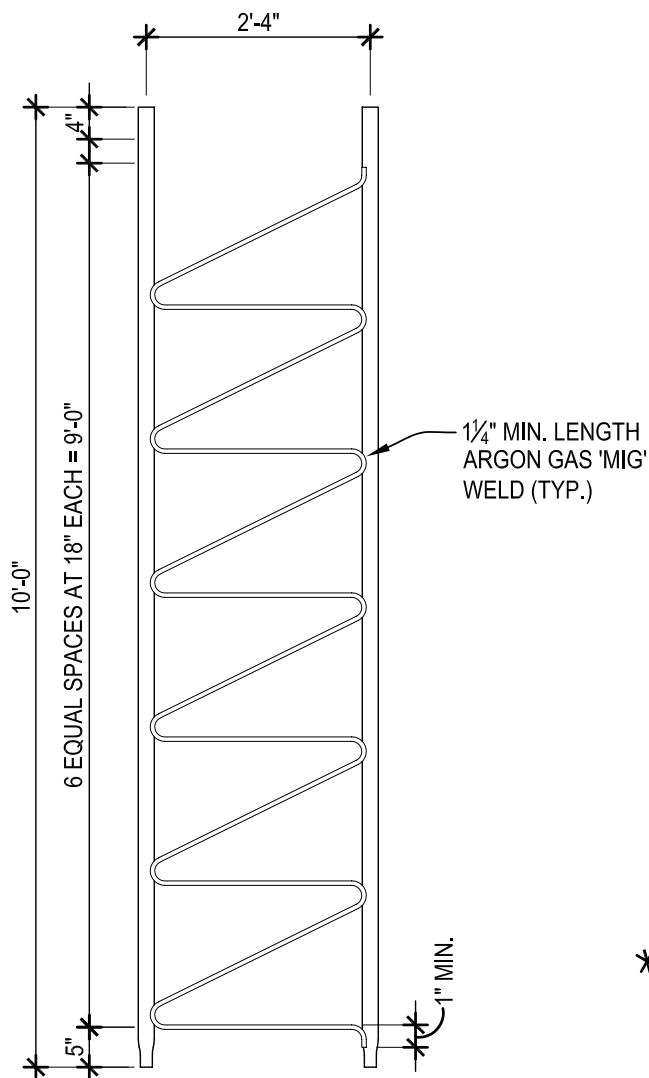


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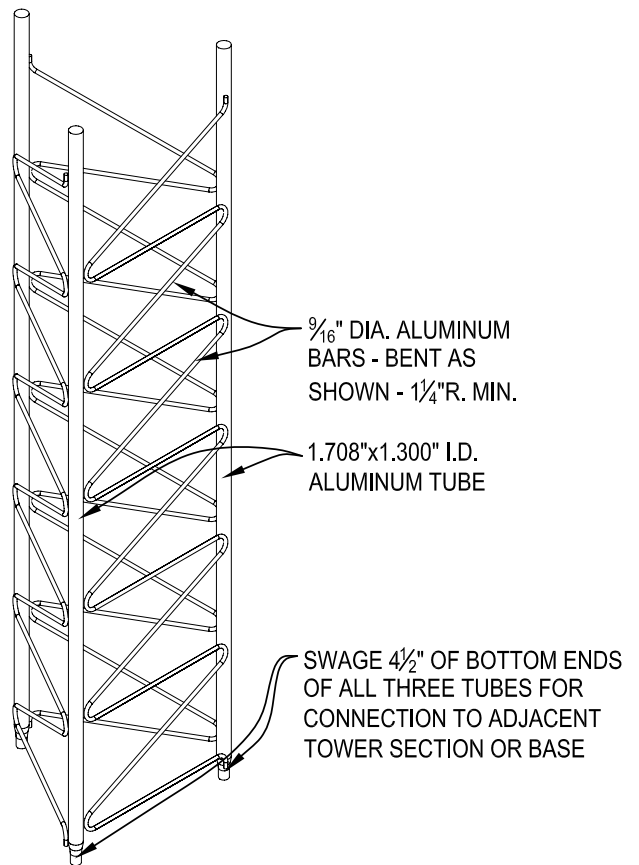
30-TAPR



ELEVATION

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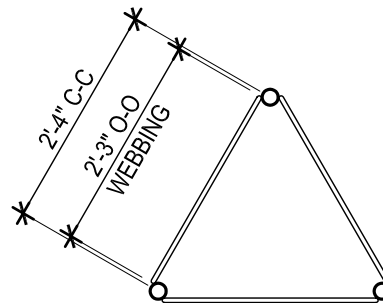
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ISOMETRIC

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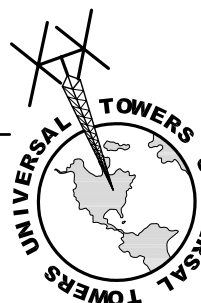


PLAN VIEW

SCALE: 1/2"=1'-0"

1

STRAIGHT SECTION

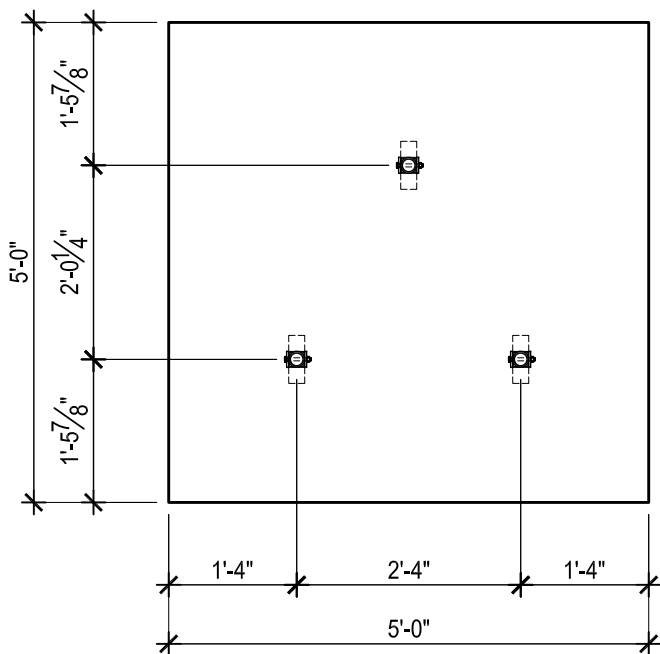


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COMPONENT:

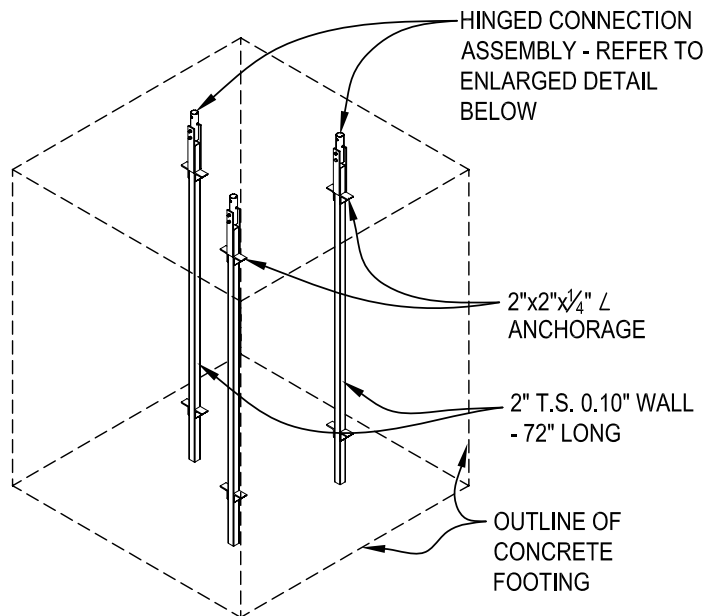
30-STRT



PLAN VIEW

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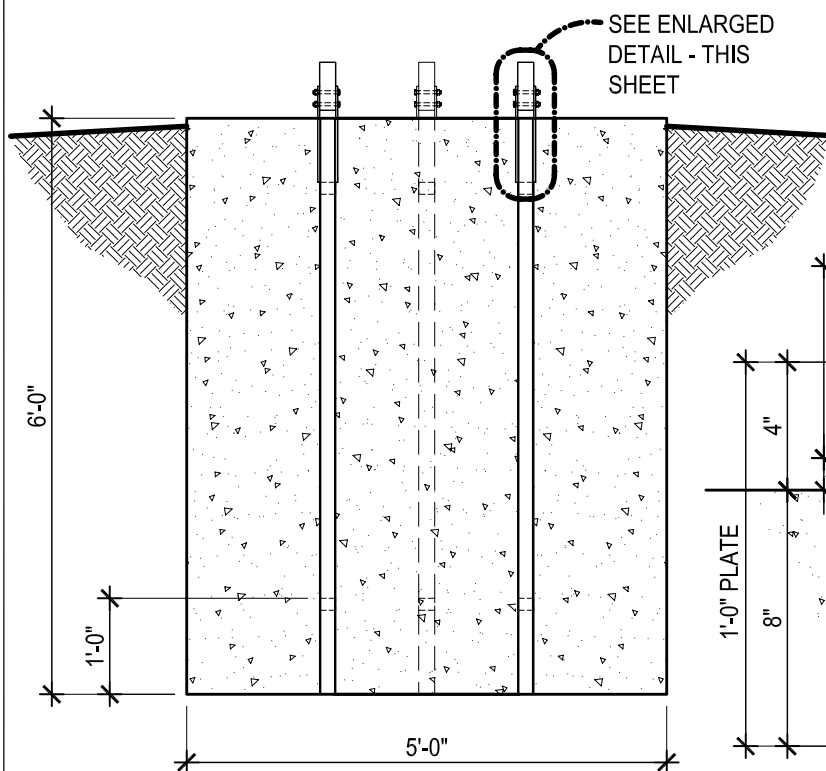
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ISOMETRIC

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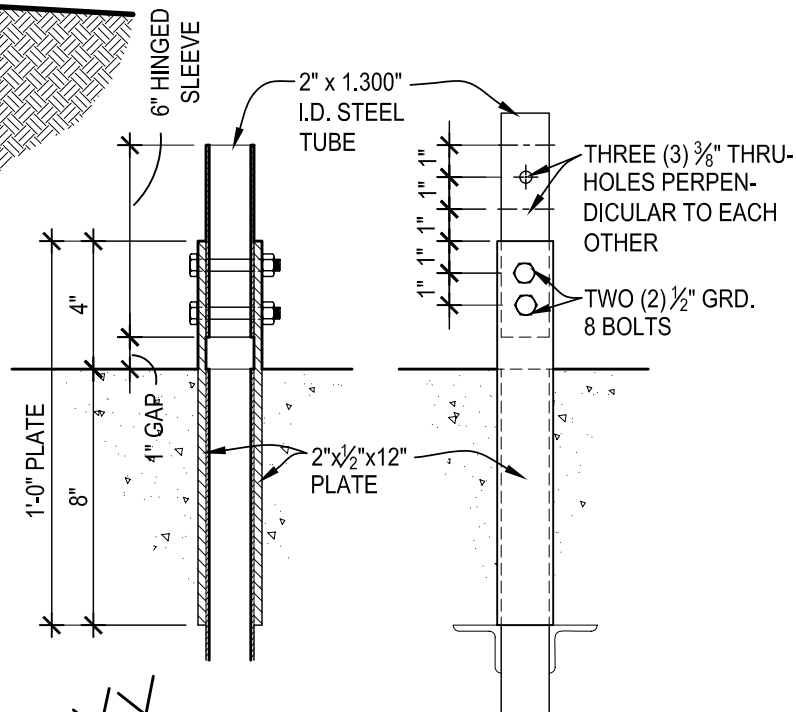
3



ELEVATION

SCALE: 1/2"=1'-0"

2



NOTE: FOUNDATIONS ARE DESIGNED FOR FIRM BEARING SOIL.

BASE FOOTING



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JOB NO.:

COMPONENT:

B-30

MITIGATION MEASURE ANALYSIS: COOK INLET

The following instructions are provided for guidance to adequately complete the Mitigation Measure Analysis form.

1. The applicant shall respond to each Mitigation Measure, and all subsets of mitigation measures; i.e. A.2.d.i should be addressed and A.2.d.ii, and so forth.
2. The applicant's response shall begin by clearly indicating if the **mitigation measure is satisfied**, an **exception is requested**, or if the mitigation measure is **not applicable**.
3. The applicants' response shall then address how the proposed project clearly satisfies the mitigation measure, meets the intent of the mitigation measure, is not practicable, or is not applicable.
4. The applicant shall verify working 'in consultation with' parties other than Department of Natural Resources (DNR), Division of Oil and Gas (DO&G) by reporting meeting dates and parties present for Mitigation Measures which require consultation with parties other than DNR, DO&G; i.e. Mitigation Measure 1.b.

Please note that this form, along with the Plan of Operations Application form and the Plan of Operations, must be adequately completed before DNR DO&G will review an application for potential approval.

Cook Inlet	Company Response
A. Mitigation Measures	
1. Facilities and Operations	
a. A plan of operations must be submitted and approved before conducting exploration, development or production activities, and must describe the lessee's efforts to minimize impacts on residential, commercial, and recreational areas, Native allotments and subsistence use areas, and adjacent private lands. At the time of application, lessee must submit a copy of the proposed plan of operations to all surface owners whose property will be entered.	A.1.a. Mitigation measure satisfied. The project will occur on Cook Inlet Regional, Incorporated (CIRI) owned land. No native allotments, designated recreation/subsistence use areas, or adjacent private surface lands will be entered for this project. This completed Mitigation Measures Analysis form and the accompanying completed Plan of Operations Application form are submitted in lieu of a separate Plan of Operations document and in accordance with ADNDR DOG guidance.
b. Facilities must be designed and operated to minimize sight and sound impacts in areas of high residential, commercial, recreational, and subsistence use and important wildlife habitat. Methods may include providing natural buffers and screening to conceal facilities, sound insulation of facilities, or by using alternative means approved by the director, in consultation with ADF&G.	A.1.b. Mitigation measure satisfied. There are no nearby areas of high residential, commercial, recreation, and/or subsistence use and important wildlife habitat near the proposed project. The gravel pad expansion will be constructed to the south and east of the existing pad. Where possible, trees and brush will be kept in place to mitigate visual and sound impacts. Impacts from pad construction will be temporary.
c. The siting of onshore facilities, other than roads, docks, utility or pipeline corridors, or terminal facilities will be prohibited within one-half mile of the mean high water of Cook Inlet, except where land use plans classify an area for development, or established usage and use history show development. The siting of facilities other than docks, roads, utility, and pipeline crossings will also be prohibited within 500 feet of all fish bearing streams and waterbodies and 1,500 feet of all current surface drinking water sources. Additionally, to the extent practicable, the siting of facilities will be prohibited within one-half mile of the banks of the main channel of the Harriet, Alexander, Lake, Deep, and Stariski creeks, and the Drift, Big, Kustatan, McArthur, Chuitna, Lewis, Theodore, Beluga, Susitna, Little Susitna, Kenai, Kasilof, Ninilchik, and Anchor rivers. Facilities may be sited within these buffers if the lessee demonstrates to the satisfaction of the director, in consultation with ADF&G, that site locations outside these buffers are not practicable or that a location inside the buffer is environmentally preferred. Road, utility, and pipeline crossings must be	A.1.c. Mitigation measure satisfied. Project activities are proposed to occur greater than one-half mile of the main high water of Cook Inlet. No fish bearing streams/waterbodies or current surface drinking water sources have been identified within 500-ft or 1500-ft of the project area, respectively. The proposed project activities are not sited within the remaining buffer areas specified in this mitigation measure.

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consolidated and aligned perpendicular or near perpendicular to watercourses.	
d. Impacts to identified wetlands must be minimized to the satisfaction of the director, in consultation with ADF&G and ADEC. The director will consider whether facilities are sited in the least sensitive areas. Further, all activities within wetlands require permission from the U.S. Army Corps of Engineers.	A.1.d. Mitigation measure satisfied. A wetlands study was conducted prior to site design and the project footprint has been located to avoid and minimize impacts to wetlands and other waters of the United States. All project activities will occur on upland areas.
e. Exploration activities must be supported by air service, an existing road system or port facility, ice roads, or by off-road vehicles that do not cause significant damage to the vegetation or ground surface. Construction of temporary drill pads, airstrips, and roads may be allowed. Construction of permanent roads may be allowed upon approval by the director. Unrestricted surface travel may be permitted by the director and DMLW, if an emergency condition exists.	A.1.e. Mitigation measure satisfied. The project is accessible via existing roads and airstrips and will occur on CIRI-owned land.
f. With the exception of drill pads, airstrips, and roads permitted under A1e, exploration facilities must be consolidated, temporary, and must not be constructed of gravel. Use of abandoned gravel structures may be permitted on a case-by-case basis.	A.1.f. Mitigation measure satisfied. The project is accessible via existing roads and airstrips and will occur on CIRI-owned land.
g. Pipelines must utilize existing transportation corridors and be buried where conditions permit. Pipelines and gravel pads must be designed to facilitate the containment and cleanup of spilled fluids. Pipelines, flowlines, and gathering lines must be designed and constructed to assure integrity against climatic conditions and geologic hazards. In areas with above ground placement, pipelines must be designed, sited, and constructed to allow for the free movement of wildlife. Where practicable, pipelines must be located on the upslope side of roadways and construction pads, unless DMLW determines that an alternative site is environmentally acceptable.	A.1.g. Mitigation measure not applicable. This project does not include pipeline construction. The gravel pad will have a containment berm around the pad perimeter.
h. Pipelines that must cross marine waters will be constructed beneath the marine waters using directional drilling techniques, unless the director, in consultation with ADF&G and the local borough and Coastal Resource Service Areas, approves an alternative method based on technical, environmental, and economic justification. Offshore pipelines must be located and constructed to prevent obstruction to marine navigation and fishing operations.	A.1.h. Mitigation measure not applicable. Project does not include pipeline construction across marine waters.

i. Gravel mining sites required for exploration and development activities will be restricted to the minimum necessary to develop the field efficiently and to minimize environmental damage. Gravel mine sites required for exploration activities must not be located within an active floodplain of a watercourse unless DMLW, after consultation with ADF&G, determines that there is no practicable alternative, or that a floodplain site would be compatible with fish and wildlife habitat after mining operations are completed and the site is closed.	A.1.i. Mitigation measure not applicable. Gravel required for pad and access road construction will be obtained from offsite, commercial sources.
2. Habitat, Fish, and Wildlife	
a. Detonation of explosives will be prohibited in open water areas of fish bearing streams and lakes. Explosives must not be detonated beneath, or in close proximity to, fish-bearing streams and lakes if the detonation of the explosive produces a pressure rise in the water body of greater than 2.7 pounds per-square-inch, or unless the water body, including its substrate, is solidly frozen. Detonation of explosives within or in close proximity to a fish spawning bed during the early stages of egg incubation must not produce a peak particle velocity greater than 0.5 inches per second. Blasting criteria have been developed by ADF&G and are available from ADF&G upon request. The location of known fish bearing waters within the project area can be obtained from ADF&G.	A.2.a. Mitigation measure not applicable. Explosives will not be detonated for this project.
b. Compaction or removal of snow cover overlying fish bearing water bodies is prohibited except for approved crossings. If ice thickness is not sufficient to facilitate a crossing, ice and/or snow bridges may be required.	A.2.b. Mitigation measure not applicable. No fish-bearing waterbodies are in the project area.
c. Removal of water from fishbearing rivers, streams and natural lakes shall be subject to prior written approval by DMLW and ADF&G. Water intake pipes used to remove water from fish bearing waterbodies must be surrounded by a screened enclosure to prevent fish entrainment and impingement. Screen mesh size shall be no greater than 1 mm (0.04 inches), unless another size has been approved by ADF&G. The maximum water velocity at the surface of the screen enclosure may be no greater than 0.4 feet per second, unless an alternative velocity has been approved by ADF&G. Screen material must be corrosion resistant, and must be adequately supported to prevent excessive sagging which could result in unusable intake surface. The intake structure must be designed and installed to avoid excessive fouling from floating debris, and a minimum of eight square feet of effective wetted screen surface must be provided for each multiple of a 450-gallon per minute (one cubic foot per	A.2.c. Mitigation measure not applicable. Water withdrawal is not proposed as part of this project.

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second) pumping rate. The pump intake opening must be placed equidistant from all effective wetted screen surfaces.	
d. Surface entry will be prohibited in parcels that are within the Kenai River Special Management Area. Surface entry, other than access, will be prohibited on state lands within the Kenai National Wildlife refuge. Lessees are prohibited from placing drilling rigs and lease-related facilities and structures within an area near the Kenai River composed of: all land within Section 36 in T6N, R11W that is located south of a line drawn from the protracted NE corner to the protracted SW corner of the section; all land within the western half of Section 31 in T6N, R10W and Section 6 in T5N, R10W; and all land within Section 1 in T5N, R11W.	A.2.d. Mitigation measure not applicable. The project area is not within the Kenai River Special Management Area, the Kenai National Wildlife Refuge, or near the Kenai River.
e. Surface entry into the critical waterfowl habitat along the Kasilof River is prohibited. Directional drilling from adjacent sites may be allowed.	A.2.e. Mitigation measure not applicable. The project area is not near the Kasilof River.
f. Surface entry will be prohibited within one-quarter mile of trumpeter swan nesting sites between April 1 and August 31. The siting of permanent facilities, including roads, material sites, storage areas, powerlines, and above ground pipelines will be prohibited within one-quarter mile of known nesting sites. Trumpeter swan nesting sites will be identified by ADF&G at the request of the lessee.	A.2.f. Mitigation measure satisfied. There are no known trumpeter swan nesting sites in the area.
g. The director, in consultation with ADF&G, shall restrict or modify lease related activities if scientific evidence documents the presence of Steller's eiders from the Alaska breeding population in the lease area and it is determined that oil and gas exploration and development will impact them or their over-wintering habitat in the near-shore waters of Cook Inlet.	A.2.g. Mitigation measure satisfied. Steller's eiders are known to overwinter offshore from the pad location, on Cook Inlet waters. Proposed activities are onshore, landward of the bluff, and do not have high risk of hydrocarbon releases to the inlet. Impacts to Steller's eider or other waterfowl species or their nearshore overwintering habitats are not anticipated.
h. The director, in consultation with ADF&G, may impose seasonal restrictions on activities located in and adjacent to important waterfowl and shorebird habitat during the plan of operations approval stage.	A.2.h. Mitigation measure not applicable. The project area is not located within an area of critical habitat.
Bears: i. Lessees are required to prepare and implement a human-bear interaction plan	A.2.i. Mitigation measure satisfied. Hilcorp has an Interaction and Avoidance Plan in place. Hilcorp policy is to require best management practices that minimize attractants to bears and other wildlife. EH&S training conducted for

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designed to minimize conflicts between bears and humans. The plan shall include measures to: i. minimize attraction of bears to facility sites, including garbage and food waste; ii. organize layout of buildings and work areas to minimize interactions between humans and bears such as including the use of electric fencing; iii. warn personnel of bears near or on facilities and the proper actions to take; iv. if authorized, deter bears from the drill site; v. provide contingencies in the event bears do not leave the site; vi. provide for proper storage and disposal of materials that may be toxic to bears; and vii. document and communicate the sighting of bears onsite or in the immediate area to all shift employees.	site workers will include training for wildlife interactions. A.2.i.i. Sections 2.0 and 10.0 of the Wildlife Interaction and Avoidance Plan describe food and waste management procedures that help eliminate the potential for bears to associate humans and facilities with food. A.2.i.ii. Facility operators will visually scan the pad for the presence of bears before getting out of their vehicle or exiting a structure. A.2.iii. Sections 1.4 and 10.0 of the Wildlife Interaction and Avoidance Plan describe notification procedures for bear sighting at or near a facility. A.2.iv. Section 10.2.1 of the Wildlife Interaction and Avoidance Plan describes bear deterrence activities for Hilcorp. A.2.v. Section 10.2 of the Wildlife Interaction and Avoidance Plan describes procedures for sighting communication and bear deterrence; if a bear is encountered at the site and the bear will not leave the site, work will cease until measures are taken for work to continue safely. A.2.i.vi. Storage and handling of materials will be such that materials are not left exposed to bears. A.2.i.vii. Sections 1.4 and 10.0 of the Wildlife Interaction and Avoidance Plan describe notification and documentation procedures for bear sightings at or near a facility.
j. Before commencement of any activities, lessees shall consult with ADF&G to identify the locations of known bear den sites that are occupied in the season of proposed activities. Exploration and development activities started between November 15 and March 31 may not be conducted within one-half mile of known occupied brown bear dens, unless alternative mitigation measures are approved by the ADF&G. A lessee who encounters an occupied den not previously identified by ADF&G must report it to the Division of Wildlife Conservation, ADF&G, within 24 hours. Mobile activities shall avoid such discovered occupied dens by one-half mile unless alternative mitigation measures are approved by DO&G with concurrence from ADF&G. Non-mobile facilities will not be required to be relocated.	A.2.j. Mitigation measure satisfied. Hilcorp will consult ADF&G prior to the commencement of any project activities to identify the locations of known bear den sites.
k. Recognizing the importance of sufficient vegetative cover and access by	A.2.k. Mitigation measure not applicable. The facility is not located within 500

Kenai Peninsula brown bears feeding at streams, the director, in consultation with ADF&G, may require lessees to locate exploration and development facilities beyond the 500-foot buffer along anadromous streams during the plan of operations approval stage, except as provided in A1c.	feet of an anadromous stream.
Caribou: l. Surface entry within the core calving area of the Kenai Lowlands Caribou Herd is prohibited, except that surface entry for seismic exploration will be allowed from October 16 to March 31.	A.2.l. Mitigation measure not applicable. Project area is not located within the Kenai Lowlands Caribou Herd core calving area.
m. Exploration and development activities will be restricted or prohibited between April 1 and October 15 within the core summer habitat of the Kenai Lowlands Caribou Herd, except that maintenance and operation of production wells will be allowed year-round. Permanent roads, or facilities other than production wells, will also be restricted or prohibited within this area. Facilities within the core summer habitat of the Kenai Lowlands Caribou Herd that require year-round access must be located in forested areas, where practical.	A.2.m. Mitigation measure not applicable. Project area is not located within the Kenai Lowlands Caribou Herd core calving area.
n. Pipelines must be buried within the core summer habitat of the Kenai Lowlands Caribou Herd.	A.2.n. Mitigation measure not applicable. Project area is not located within the Kenai Lowlands Caribou Herd core calving area and no pipelines are proposed as part of this project.
o. The director, in consultation with ADF&G, may impose seasonal restrictions on activities located in, or requiring travel through or overflight of, important moose or caribou calving and wintering areas during the plan of operations approval stage.	A.2.o. Mitigation measure not applicable. Project area is not located within the Kenai Lowlands Caribou Herd core calving area.
Beluga Whales: p. No permanent or temporary oil and gas exploration or development may occur within High Value/High Sensitivity (Type 1) beluga whale habitat areas, unless it occurs on upland areas (above Mean Higher Water datum). Type 1 habitat areas include the following tracts: 320-334, 391-409, 410, 462, 464-475, 476-481, 483, 484, 485, 486, 493, 494, 497, 498, 522, 524-537, 538, 539, 540, 541, 542, 543, 544, 547-552, 559, 575-577, 579, 581, 582, 585, 586, 590, 593, 594, 598, 616-618, 620-623, 627, 655-658, and 662.	A.2.p. Mitigation measure not applicable. Project is not located within and has no impact on Cook Inlet beluga whale habitat, including type 1, 2 and 3 critical habitat areas.

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q. The director will assess oil and gas-related activities within all High Value (Type 2) beluga whale habitat areas on a case-by-case basis. No permanent surface entry or structures are allowed, and temporary activities and structures, for example exploration drilling, will only be allowed between November 1 and April 1 of each year, unless it occurs on upland areas, within the following tracts: 021, 022, 126, 127, 129-132, 161, 162, 175, 177, 211, 218, 257, 301, 302, 373, 376, 377, and 384.	A.2.q. Mitigation measure not applicable. Project is not located within and has no impact on Cook Inlet beluga whale habitat, including type 1, 2 and 3 critical habitat areas.
r. The director will assess oil and gas-related activities within the remaining tracts (Type 3 habitat areas) on a case-by-case basis.	A.2.r. Mitigation measure not applicable. Project is not located within and has no impact on Cook Inlet beluga whale habitat, including type 1, 2 and 3 critical habitat areas.
3. Subsistence, and Other Fish and Wildlife Uses	
a. Lease-related use will be restricted when DO&G determines it is necessary to prevent unreasonable conflicts between lease-related activities and subsistence, and commercial, sport, personal use, and educational harvest activities. In enforcing this term DO&G, during review of plans of operation, will consult with other agencies, the affected local borough(s) and the public to identify and avoid potential conflicts. In order to avoid conflicts with subsistence, commercial, sport and educational harvest activities, restrictions may include alternative site selection, requiring directional drilling, seasonal drilling restrictions, and other technologies deemed appropriate by DO&G.	A.3.a. Mitigation measure satisfied. Project is located on CIRI-owned land, near existing production facilities, and will have no impact to subsistence and other fish and wildlife uses. The potential for restrictions is noted.
4. Fuel, Hazardous Substances, and Waste	
a. Secondary containment (see definitions) shall be provided for the storage of fuel or hazardous substances.	A.4.a. Mitigation measure satisfied. All fuel and other hazardous substances will have impermeable secondary containment.
b. Containers with an aggregate storage capacity of greater than 55 gallons which contain fuel or hazardous substances shall not be stored within 100 feet of a waterbody, or within 1,500 feet of a current surface drinking water source.	A.4.b. Mitigation measure satisfied. No fuel, hazardous substances or waste will be stored within 100 feet of a water body or 1,500 feet of a current surface drinking water source.
c. During equipment storage or maintenance, the site shall be protected from leaking or dripping fuel and hazardous substances by the placement of drip pans or other surface liners designed to catch and hold fluids under the equipment, or by creating an area for storage or maintenance using an	A.4.c. Mitigation measure satisfied. Limited equipment maintenance may occur on pad and will be conducted above impermeable secondary containment.

impermeable liner or other suitable containment mechanism.	
d. During fuel or hazardous substance transfer, secondary containment or a surface liner must be placed under all container or vehicle fuel tank inlet and outlet points, hose connections, and hose ends. Appropriate spill response equipment, sufficient to respond to a spill of up to 5 gallons, must be on hand during any transfer or handling of fuel or hazardous substances. Trained personnel shall attend transfer operations at all times.	A.4.d. Mitigation measure satisfied. Duck ponds or bermed liners will be placed beneath connections during fuel and other fluid transfers, and fluid transfer operations will be continuously monitored. During any fuel or other hazardous fluid transfers, spill response equipment to clean up a minimum of a 5-gallon spill will be kept with the vehicle used for the substance transfer.
e. Vehicle refueling shall not occur within the annual floodplain, except as addressed and approved in the plan of operations. This measure does not apply to water-borne vessels.	A.4.e. Mitigation measure satisfied. No vehicle fueling will be conducted within an annual floodplain.
f. All independent fuel and hazardous substance containers shall be marked with the contents and the lessee's or contractor's name using paint or a permanent label.	A.4.f. Mitigation measure satisfied. Fuel and hazardous substance containers will be marked as required.
g. A freshwater aquifer monitoring well, and quarterly water quality monitoring, may be required down gradient of a permanent above-ground liquid hydrocarbon storage facility.	A.4.g. Mitigation measure not applicable. Facility is not an above-ground liquid hydrocarbon storage facility.
h. Waste from operations must be reduced, reused, or recycled to the maximum extent practicable. Garbage and domestic combustibles must be incinerated or disposed of at an approved site in accordance with 18 AAC 60. (See also Section B2, below.)	A.4.h. Mitigation measure satisfied. Waste will be reduced, reused, or recycled whenever practicable. Waste generated during project activities will be commingled with facility waste streams and disposed of in accordance with local, state, and federal requirements.
i. New solid waste disposal sites will not be approved or located on state property during the exploratory phase. Exceptions may be provided for drilling waste if the facility will comply with the applicable provisions of 18 AAC 60.	A.4.i. Mitigation measure not applicable. A solid waste disposal site will not be constructed for this project.
j. Wherever practicable, the preferred method for disposal of muds and cuttings from oil and gas activities is by underground injection. Other methods of disposal shall be allowed only upon approval by the director, in consultation with ADEC and ADF&G.	A.4.j. Mitigation measure not applicable. Mud and cuttings will not be generated as part of this project.

5. Access	
a. Public access to, or use of, the lease area may not be restricted except within the immediate vicinity of drill sites, buildings, and other related facilities. Areas of restricted access must be identified in the plan of operations. Lease facilities and operations shall not be located so as to block access to or along navigable or public waters as defined in AS 38.05.965.	A.5.a. Mitigation measure satisfied. Beluga River Field access is restricted via private runway. No public access to public waters is blocked.
6. Prehistoric, Historic, and Archaeological Sites	
a. Before the construction or placement of any gravel, or other structure, road, or facility resulting from exploration, development, or production activities, the lessee must conduct an inventory of prehistoric, historic, and archeological sites within the area affected by an activity. The inventory must include consideration of literature provided by the affected borough and local residents; documentation of oral history regarding prehistoric and historic uses of such sites; evidence of consultation with the Alaska Heritage Resources Survey and the National Register of Historic Places; and site surveys. The inventory must also include a detailed analysis of the effects that might result from the activity.	A.6.a. Mitigation measure satisfied. Hilcorp contracted Charles M. Mobley & Associates to conduct an archaeological field study of the proposed project area. Mr. Mobley detailed his methods, findings, and determination of project impacts in <i>Cultural Resource Evaluation for Hilcorp Alaska, LLC's Pad Expansions (Pads C, E, H, K, Un-Lettered). Beluga River Field, Cook Inlet, Alaska, 2022</i> . A copy of the report will be provided to ADNRS's Office of History and Archaeology. In the document, Mr. Mobley recommended a determination of no effect on historic properties.
b. The inventory of prehistoric, historic, and archeological sites must be submitted to the director, and to DPOR Office of History and Archaeology, who will coordinate with the affected borough for review and comment. If a prehistoric, historic, or archeological site or area could be adversely affected by a lease activity, the director, after consultation with DPOR Office of History and Archaeology and the affected borough, will direct the lessee as to the course of action to take to avoid or minimize adverse effects.	A.6.b. Mitigation measure satisfied. See response to A.6.a.
c. If a site, structure, or object of prehistoric, historic, or archaeological significance is discovered during lease operations, the lessee must report the discovery to the director as soon as possible. The lessee must make reasonable efforts to preserve and protect the discovered site, structure, or object from damage until the director, after consultation with DPOR Office of History and Archaeology and the affected borough, has directed the lessee as to the course of action to take for its preservation.	A.6.c. Mitigation measure satisfied. EH&S training includes instruction to site workers to stop work if any archaeological/historic sites or artifacts are discovered. Discovery of archeological/historic sites or artifacts will be reported as soon as possible, as required, to the appropriate agencies.

7. Local Hire, Communication, and Training	
a. Lessees are encouraged to employ local and Alaska residents and contractors, to the extent they are available and qualified, for work performed in the lease area. Lessees shall submit, as part of the plan of operations, a proposal detailing the means by which the lessee will comply with the measure. The proposal must include a description of the operator's plans for partnering with local communities to recruit, hire, and train local and Alaska residents and contractors. The lessee is encouraged, in formulating this proposal, to coordinate with employment and training services offered by the State of Alaska and local communities to train and recruit employees from local communities.	A.7.a. Mitigation measure satisfied. More than 75 percent of Hilcorp's workforce is comprised of Alaskan residents. Hilcorp works with local organizations, such as the Alaska Support Industry Alliance and the Kenai Peninsula Economic Development District, and local Chambers of Commerce to encourage growth in the local service sector. While not all contracted services are awarded to local/in-state providers, Hilcorp strives to do business locally whenever possible. To the extent they are available and qualified, locally based contractors will provide construction support for this and other projects.
b. A plan of operations application must describe the lessee's past and prospective efforts to communicate with local communities and interested local community groups.	A.7.b. Mitigation measure satisfied. Hilcorp employees are actively engaged with regulators and stakeholders on all activities within the state. Hilcorp community outreach to date has included presentations to the Kenai Chamber of Commerce, the Alaska Support Industry Alliance, the Anchorage Chamber of Commerce, Cook Inlet Regional Citizens Advisory Council, and the Kenai Peninsula Economic Development District. Hilcorp has also participated in Ninilchik Natives Association, Inc. (NNAI), Tyonek Native Corporation, and CIRI board meetings to present project updates. Hilcorp's Alaska-based External Affairs Manager ensures that Hilcorp remains in open communication with stakeholders, regulators and the general public in Alaska.
c. A plan of operations application must include a training program for all personnel including contractors and subcontractors. The program must be designed to inform each person working on the project of environmental, social, and cultural concerns that relate to that person's job. The program must use methods to ensure that personnel understand and use techniques necessary to preserve geological, archeological, and biological resources. In addition, the program must be designed to help personnel increase their sensitivity and understanding of community values, customs, and lifestyles in areas where they will be operating.	A.7.c. Mitigation measure satisfied. Company and contract personnel will participate in project kickoff meetings that will include discussion of environmental, social, cultural, and community impacts, as well as impact mitigation practices that must be followed.
8. Definitions	
<u>Facilities</u> means any structure, equipment, or improvement to the surface, whether temporary or permanent, including, but not limited to, roads, pads, pits,	

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pipelines, power lines, generators, utilities, airstrips, wells, compressors, drill rigs, camps and buildings.

Hazardous substance means: (A) an element or compound that, when it enters into or on the surface or subsurface land or water of the state, presents an imminent and substantial danger to the public health or welfare, or to fish, animals, vegetation, or any part of the natural habitat in which fish, animals, or wildlife may be found; or (B) a substance defined as a hazardous substance under 42 U.S.C. 9601 - 9657 (Comprehensive Environmental Response, Compensation, and Liability Act of 1980); "hazardous substance" does not include uncontaminated crude oil or uncontaminated refined oil; (AS 46.09.900).

Identified wetlands are those areas that have been identified as wetlands by the U.S. Army Corps of Engineers under Section 404 of the Clean Water Act.¹

Minimize means to reduce adverse impacts to the smallest amount, extent, duration, size, or degree reasonable in light of the environmental, social, or economic costs of further reduction.

Plan of operations means a lease Plan of operations under 11 AAC 83.158 and a unit Plan of operations under 11 AAC 83.346.

Practicable means feasible in light of overall project purposes after considering cost, existing technology, and logistics of compliance with the standard.

Secondary containment means an impermeable diked area or portable impermeable containment structure capable of containing 110 percent of the volume of the largest independent container. Double walled tanks do not qualify as Secondary Containment unless an exception is granted for a particular tank.

Temporary means no more than 12 months.

¹ *Wetlands means those areas that are inundated or saturated by surface or groundwater at a frequency and duration sufficient to support, and that under normal circumstances do support, a prevalence of vegetation typically adapted for life in saturated soil conditions. Wetlands generally include swamps, marshes, bogs, and similar areas (40 CFR Parts 122.2, 230.3, and 232.2).*