



UNIT PLAN OF OPERATIONS AMENDMENT 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: Keegan Last Name: Fleming
Mailing Address: 3800 Centerpoint Drive Ste. 1400	Title: Sr. Environmental Specialist
City: Anchorage	Mailing Address: 3800 Centerpoint Drive Ste. 1400
State: AK Zip Code: 99503	City: Anchorage
Phone: 907-777-8300 Fax: Enter Fax.	State: AK Zip Code: 99503
Email: Enter Email.	Phone: 346-237-2238 Fax: Enter Fax.
Email: kffleming@hilcorp.com	
3. Unit Name Ninilchik Unit	
4. Unit Operator Contact:	
First Name: Dan Last Name: Marlowe Title: Aera Operations Manager	
Mailing Address: 3800 Centerpoint Drive Ste. 1400	
City: Anchorage State: AK Zip Code: 99503	
Phone: 907-398-9904 Fax: Enter Fax. Email: Enter Email.	
Describe the relationship between the Unit Operator and the Applicant: Manager/Supervisor	
SECTION II: 3RD PARTY INFORMATION (Fill out this section only if you are applying for the Applicant)	SECTION III: APPLICATION DATE AND NUMBER
3rd Party Company Name: Enter Name.	Application Date (Office Use Only):
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: Paxton Pad: LOCI 04-007
SECTION IV: PROJECT INFORMATION	
1. Project Name:	Paxton #12 and #13 Grass Roots Drill Wells
2. Proposed Start Date:	2/25/2023
3. Project Description:	

Is activity discussed in the approved Plan of Development on file with the Division's Units Section? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
Describe what and where: Drill two grass roots gas wells, Paxton #12 and Paxton #13 from Paxton Pad, and install associated infrastructure including gas flowlines, electrical instrumentation, well cellars, and conductors.		
SECTION V: LAND STATUS		
1. State Mineral Estate:		
Are supplemental pages for land status included in Appendix C? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Affected ADL: 384372 Date Effective: 1/1/1995 Date Assigned: 2/1/2013 Oil And Gas Lessee(s): Hilcorp Alaska, LLC Surface Ownership: Private Do you have, or anticipate having an Access Agreement: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Special Use Lands: N/A Jointly Managed Lands: None Other Considerations: None		
Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
Paxton 12& 13 Wellbore and BHL	Seward Meridian, T01S, R14W, Section 12	N 60 05' 40.43" W 151 36' 48.09"
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.
2. State of Alaska Surface Lands:		
Are supplemental pages for land status included in Appendix C? <input type="checkbox"/> Yes <input type="checkbox"/> 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
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.
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
Oil And Gas Mineral Estate Owner: Spencer Properties of Alaska, LLC Surface Ownership And Access Agreement(s): Private Lease Special Use Lands: N/A Jointly Managed Lands: None Other Considerations: None		
Project Components	Meridian, Township, Range, And Section(s)	GPS Coordinates
Paxton Pad & Surface Locations	Seward Meridian, T01S, R14W, Section 13	N 60 05' 40.43" W 151 36' 48.09"
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.
SECTION VI: SEQUENCE AND SCHEDULE OF OPERATIONS		

Project Milestone #	Project Milestone	Proposed Start Date	Proposed End Date
1.	Mobilization and preparations for drilling activities.	2/25/2023	2/27/2023
2.	Drilling and Well Testing Paxton #12.	2/28/2023	3/28/2023
3.	Install facility piping, electrical and instrumentation lines to tie well into existing Paxton Pad production infrastructure.	3/29/2023	4/15/2023
4.	Gas production from Paxton #12.	4/15/2023	-
5.	Drilling and Well Testing Pax #13.	4/16/2023	5/16/2023
6.	Install facility piping, electrical and instrumentation lines to tie well into existing Paxton Pad production infrastructure.	5/17/2023	6/1/2023
7.	Gas production from Paxton #13	6/1/2023	-
8.	*** Note that all proposed project milestone dates are subject to change based on permit authorizations, project constraints, scheduling, weather, and other factors.	Enter Date.	Enter Date.
9.	Enter Milestone.	Enter Date.	Enter Date.
10.	Enter Milestone.	Enter Date.	Enter Date.

SECTION VII: PROJECTED USE REQUIREMENTS

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

Hilcorp proposes to drill two gas wells (Paxton #12 & Paxton #13) from the new Paxton Pad expansion area (authorized 8/16/2022), and install associated infrastructure including gas flowlines, electrical instrumentation, well cellars, and conductors. Figure 2 shows the existing Paxton Pad, permitted Paxton Pad Expansion area, and proposed well locations.

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

Hilcorp will tie the new well into existing gas production facility infrastructure located on Paxton Pad.

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

1. During drilling, diesel fuel for refueling equipment will be stored in an approximately 5,000-gallon tank.
2. Ethylene glycol for the line heater. Glycol is already used on site for gas production.
3. Methanol may be stored in a 450-gallon tote for freeze protection. Methanol is already periodically used on site for gas production.
4. Existing SPCC plan will be used to guide appropriate secondary containment usage.

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

No solid waste sites are included in the project. Waste will be handled consistent with Hilcorp waste management practices as outlined below: • Waste will be properly segregated and containers labeled to ensure proper disposal. • Closed-top dumpsters will be onsite for food trash and household waste and will be hauled away from the site regularly to prevent overfilling. • Household waste/paper trash will be sent to the Kenai Peninsula Borough Landfill for disposal. • Oily waste will be segregated and sent to a specialty waste contractor for offsite disposal. • Waste drilling mud and cuttings will be hauled via vacuum truck or supersucker directly from the rig process tank to an offsite, permitted underground injection disposal facility. The only anticipated storage of drilling waste on location would be in the event of an issue at the disposal facility that prevented immediate shipment, in which case Hilcorp would obtain Alaska Department of Environmental Conservation (ADEC) Temporary Drilling Waste Storage plan approval.

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

Approximately 100 barrels (bbls) per day of freshwater will be used for drilling this well. Hilcorp intends to utilize an existing permitted water well (TWUA A2018-153) on Paxton Pad, or other nearby Hilcorp operated locations.

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

Existing pad and utilities will be utilized. At project conclusion, additional flowlines at Paxton Pad from new well to existing flowlines will be added.				
7. Describe the proposed operations, including the location and design, of Material Sites:				
No gravel sources required. Existing pad and roads will be utilized.				
8. Describe the proposed operations, including the location and design, of Roads:				
Existing roads and natural gas producing pad will be utilized. No additional roads will be built.				
9. Describe the proposed operations, including the location and design, of Airstrips:				
Existing commercial airstrips will be utilized. 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:				
<p>Drilling activities will be conducted by Hilcorp Drilling under the direction of Monty Myers, Hilcorp's Drilling Manager (907-777-8431). Figures 3 and 4 show typical layouts for the Hilcorp Rig 169 and associated equipment. Major components include the following: Equipment, including the drilling rig and pipe, the completion rig, mud tanks and mud pumps, boilers, drilling foreman/toolpusher trailer, light plants, generators, cement silo(s), and other miscellaneous equipment will be onsite temporarily to support drilling efforts. Well testing will be conducted following AOGCC guidelines and approvals. The temporary testing equipment will include a line heater, liquids/gas separator, flare, and 400-bbl water storage tank. Industry Best Management Practices (BMPs) will be implemented to minimize noise from the drilling program, for example all equipment will be maintained to minimize exhaust emissions and noise. Drilling and well testing work is temporary. Sound impacts will be temporary and will occur primarily during construction and drilling. Except where safety concerns dictate otherwise, lights on the drill rig and mobile light plants will be pointed down toward activities occurring on the pad. The typical use of loudspeakers to communicate during drilling will be replaced by the use of handheld radios. Additionally, drilling vehicles and heavy equipment will use broadband "white noise" backup alarms, instead of the typical louder and more annoying single-tone backup alarms. Sight impacts will be mitigated by leaving the existing trees and vegetation surrounding the pad area.</p>				
11. If another permit(s) is required for the above described Projected Use Requirements, provide the following information:				
Agency	Permit Type	Permit Number	Application Status	Projected Use Requirement(s)
See Appendix C: Other	Enter Permit Type.	Enter Permit Number.	Enter Application Status.	Enter Projected Use Requirement(s).
SECTION VIII: REHABILITATION PLAN				
1. Proposed Level of Infrastructure, Facilities and Equipment Removal:				
N/A. No change to Paxton Pad general operations.				
2. Description of Restoration and Rehabilitation Activities for Vegetation, Habitat, Impacted Wildlife, and Other Applicable Resources:				
N/A. No change to Paxton Pad general operations.				
SECTION IX: 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 Unit area and adjacent areas including:				
Fish and Wildlife Habitats:	Industry Best Management Practices (BMPs) will be implemented to minimize noise from the drilling program, for example all equipment will be maintained to minimize exhaust emissions and noise. Drilling and well testing work is temporary. Sound impacts will be temporary and will occur primarily during construction and drilling. Except where safety			

concerns dictate otherwise, lights on the drill rig and mobile light plants will be pointed down toward activities occurring on the pad. The typical use of loudspeakers to communicate during drilling will be replaced by the use of handheld radios. Additionally, drilling vehicles and heavy equipment will use broadband “white noise” backup alarms, instead of the typical louder and more annoying single-tone backup alarms. Sight impacts will be mitigated by leaving the existing trees and vegetation surrounding the pad area.

Historic and Archeological Sites: N/A. No change to Paxton Pad general operations & no off-pad operations are planned.

Public Use Areas: Industry Best Management Practices (BMPs) will be implemented to minimize noise from the drilling program, for example all equipment will be maintained to minimize exhaust emissions and noise. Drilling and well testing work is temporary. Sound impacts will be temporary and will occur primarily during construction and drilling. Except where safety concerns dictate otherwise, lights on the drill rig and mobile light plants will be pointed down toward activities occurring on the pad. The typical use of loudspeakers to communicate during drilling will be replaced by the use of handheld radios. Additionally, drilling vehicles and heavy equipment will use broadband “white noise” backup alarms, instead of the typical louder and more annoying single-tone backup alarms. Sight impacts will be mitigated by leaving the existing trees and vegetation surrounding the pad area.

Other Uses: None

SECTION X: GLOSSARY OF TERMS

Term #	Term	Term Definition
1.	Enter Term.	Enter Term Definition.
2.	Enter Term.	Enter Term Definition.
3.	Enter Term.	Enter Term Definition.
4.	Enter Term.	Enter Term Definition.
5.	Enter Term.	Enter Term Definition.

SECTION XI: 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:

Sign here. _____	Enter Name. _____	Enter Title. _____	Enter Date. _____
Signature	Name	Title	Date

APPENDIX A: MAPS

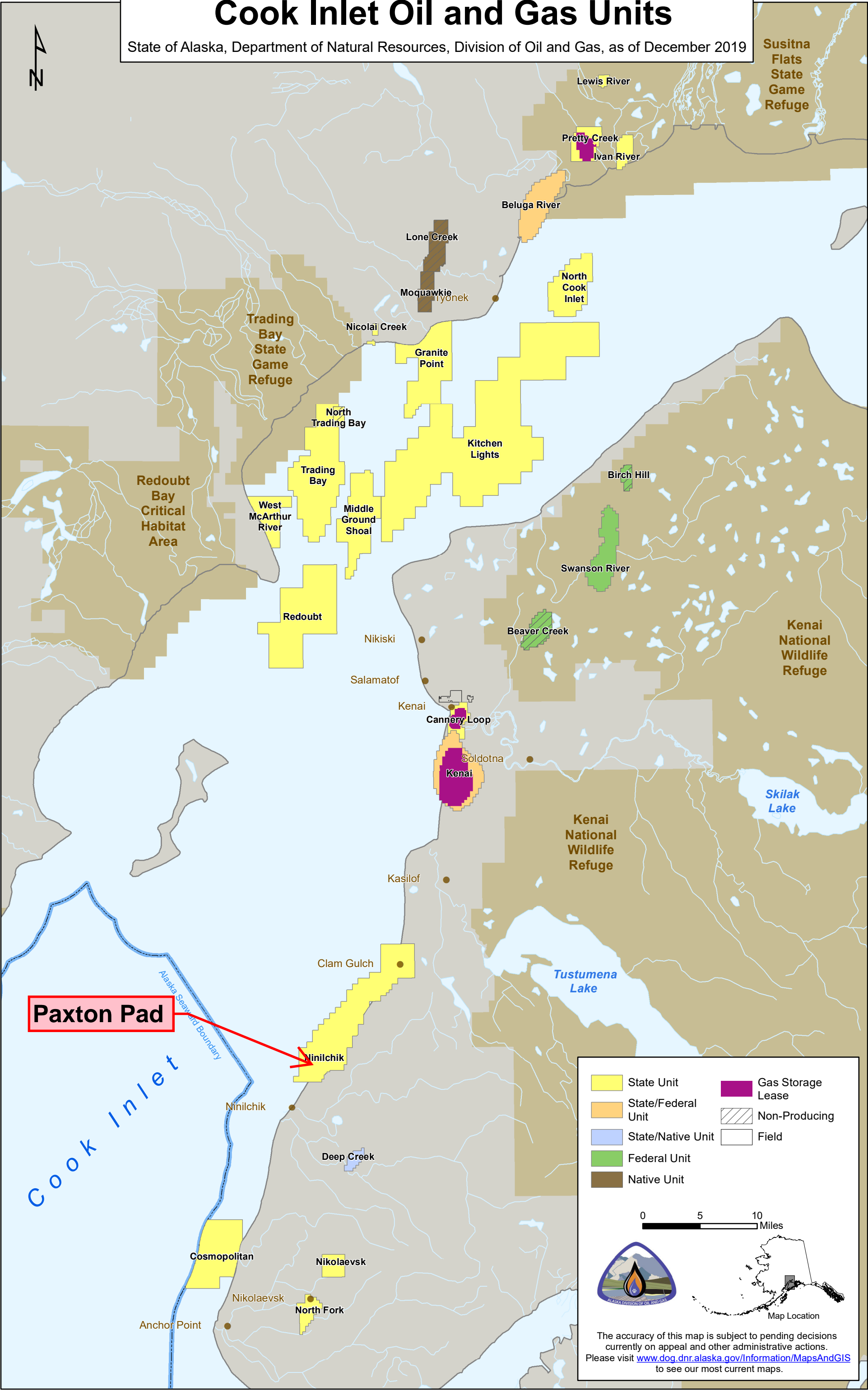
Figure 1: Paxton Pad General Vicinity Map

Figure 2: Paxton Pad Layout

Figure 3-4: Hilcorp Rig 169 Typical Layout









Cook Inlet Oil and Gas Units

State of Alaska, Department of Natural Resources, Division of Oil and Gas, as of December 2019

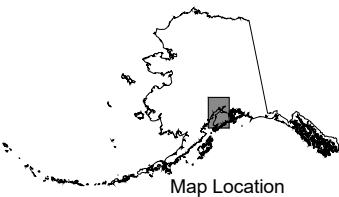


Paxton Pad

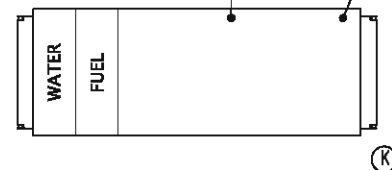
Ninilchik

- | | |
|--|---|
|  State Unit |  Gas Storage Lease |
|  State/Federal Unit |  Non-Producing |
|  State/Native Unit |  Field |
|  Federal Unit | |
|  Native Unit | |

0 5 10 Miles



The accuracy of this map is subject to pending decisions currently on appeal and other administrative actions. Please visit www.dog.dnr.alaska.gov/Information/MapsAndGIS to see our most current maps.



BUILDING IDENTIFIER	
A	POWER CATWALK
B	MUD TANK
C	SUBSTRUCTURE
D	DOGHOUSE/WATER TANK/TOOLROOM
E	MUD PUMP 2
F	MUD PUMP 1
G	C-CAN STORAGE/HPU BUILDING
H	COMBINATION BUILDING
J	RIG MANAGER SHACK
K	BOILER BUILDING

EMERGENCY SPILL KIT		
#	LOCATION	TYPE / SIZE
1	C-CAN STORAGE	UNIVERSAL CHEMICAL/OIL (240L)

	STRETCHER	
#	LOCATION	TYPE / SIZE
1	C-CAN STORAGE	RIGID STRETCHER
	WIND SOCKS	
#	LOCATION	TYPE / SIZE
1	DOGHOUSE	
	EMERGENCY SHOWER	
#	LOCATION	TYPE / SIZE
1	PRE-MIXING PUMP	

EMERGENCY EYE WASH STATIONS		
#	LOCATION	SIZE
1	DOGHOUSE	1 LITER
2	TOOL ROOM	1 LITER
3	MCC CONTROL	1 LITER
4	CHANGE ROOM	1 LITER
5	MUD PUMP 1	1 LITER
6	MUD PUMP 2	1 LITER
7	HPU	1 LITER
8	BOILER	1 LITER
9	PRE-MIXING PUMP	1 LITER
10	RIG MANAGER SHACK	1 LITER

Saxon

PROJECT:	RIG 169
EQUIPMENT:	CAN DRILLING RIG
DWG TITLE:	SAFETY EQUIPMENT LAYOUT
DRAWING NO.:	SES-AB-169-RL05-01

APPENDIX B: MITIGATION MEASURES

No Change to Existing Unit Mitigation Measures.

APPENDIX C: OTHER				
Agency	Permit Type	Permit Number	Application Status	Projected Use Requirement(s)
ADEC-AIR	MG1 Minor Air Permit (POGO)	TBD	In Process	Drill Rig Air Permit
ADNR-DMLW	Temporary Water Use	TWUA A2018-153	Recieved	Water Use
KPB Solid Waste	MSW Landfill Authorization	N/A	Recieved	Liner Disposal
AOGCC	Permit to Drill	TBD	In Process	Permit to Drill
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).

