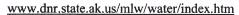
DIVISION OF MINING, LAND AND WATER WATER RESOURCES SECTION





Anchorage Office	Juneau Office	Fairbanks Office	For ADNR Use Only
550 West 7 th Avenue, Suite 1020	PO Box 111020	3700 Airport Way	Date/Time Stamp
Anchorage, AK 99501-3562	400 Willoughby Avenue	Fairbanks, AK 99709	_
(907) 269-8600	Juneau, AK 99811-1020	(907) 451-2790	RECEIVED ADMR
Fax: (907) 269-8904	(907) 465-3400	Fax: (907) 451-2703	To the same of the Contract of the Same of the Contract of the
,	Fax: (907) 586-2954		JAN 18 PM3:07:48
For ADNR Use Only	For ADNR Use Only	For ADNR Use Only	unit e comba d'amorte avocate com
LAS# 32458	CID # 53766	Receipt Type WR	
5 77,	CID #		

APPLICATION FOR WATER RIGHT

INSTRUCTIONS

- 1. Complete one application for each water source (Incomplete applications will not be accepted).
- 2. Attach a copy of an executed deed, lease agreement, or other possessory interest document for property where water will be used (applicant must own, lease, or obtain written authorization to use water on property).
- 3. Attach copy of legal access document (i.e. right-of-way, easement, permit) or application for legal access to water withdrawal point and transport route, if applicable, or copy of request or application for legal access to water withdrawal point.
- 4. Attach driller's well log for drilled wells (if already drilled and available).
- 5. Attach sketch, photos, plans of water system, or project description (if applicable).
- 6. Attach legible map that includes Meridian, Township, Range, and Section lines such as a subdivision Plat, USGS topographical quadrangle, or borough tax map. Indicate location of water withdrawal, route of water transmission, water use area boundary, points of water use within boundary, and pont of water retrun flow (if applicable).
- 7. Attach copy of approved ADEC Water and Wastewater system certificate (if applicable).
- 8. Attach copy of ADF&G Fish Habitat Permit (if applicable).
- 9. Attach completed and notarized Statement of Beneficial Use of Water form and associated fee if water system and water use are fully developed.
- 10 Submit the non-refundable Application Fee [Deposit] (see page 4)

APPLICANT INFORMATION				
Hilcorp Alaska, LLC				
Organization Name (if applicable)		Agent or Consultant N	ame (if applicable	e)
Jessica Fisher		William G. Britt, Jr.		
Individual Applicant Name (if applicable)		Individual Co-applican	t Name (if applica	able)
3800 Centerpoint Drive, Suite 1400	Anch	orage	AK	99503
Mailing Address	City		State	Zip Code
907-777-8417		907-777-8300		
Daytime Phone Number		Alternate Phone Numb	per (optional)	
907-777-8560		jfisher@hilcorp.com		
Fax Number (if available)		E-Mail Address (option	nal)	

PROPERTY DESCRIPTIONS							
Location of Water Use							
Subdivision Name or Survey Number	Lot, Block, or Tract	Meridian	Township	Range	Section	Quarter S	Sections
North Slope Unit Leases and Operations						QQ	Q
North Slope Offic Leases and Operations						1/4	1/4
Location of Water Source							
Subdivision Name or Survey Number	Lot, Block, or Tract	Meridian	Township	Range	Section	Quarter S	Sections
MPU Central Facilities Pad Creek		Umiat	13N	10E	24	SE QQ	Q 1⁄4
Location of Water Return Flow or Di	scharge (if applicabl	e)					
Geographic Name of Water Body	y or Well Depth	Meridian	Township	Range	Section	Quarter S	Sections
North Clana Unit Lagger and Operation						QQ	Q
North Slope Unit Leases and Operation	JIIS					1/4	1/4

WATER SOURCE DES	CRIPTION				
Ground Water					
Type (e.g. drilled, dug)	Total Depth (in feet)	Statio	Water Level (in feet)	Date Completed	Well Yield (in gpm)
Surface Water					
Type (e.g. str	ream, lake, spring)		G	eographic Name (if n	amed)
Stream		Central Facilities Pad Creek			

METHOD O	F TAKING WATER (IF K	NOWN)		
Pump	Pump Intake Variable Pump Output Variable		Hours Working 24 Length of Pipe Variable	_ Hours/Day _ Feet (from pump to point of use)
Gravity	Pipe Diameter Feet		Length of Pipe	_ Feet (take point to point of use) ☐ GPM or ☐CFS
Ditch	LDW	Feet	Diversion Rate	□ GPM or □ CFS
Reservoir	LDW	Feet	Water Storage	_ AF
Dam	L H W	Feet	Water Storage	AF

	Comm	on Wat	er U	ses a	and Standard A	١mo	unts		
Type of Use	How Many		Standard		Total Amount	Months of Use			
					Amounts		Requested	Begin	End
Fully Plumbed Single-family Home (includes irrigation of 10,000 sq. ft.)	#	Hor	nes	X	500 GPD	=			
Partially Plumbed Single-family Home (no hot water heater)	#	Hor	nes	X	250 GPD	=			
Unplumbed Single-family Home (hand carry water)	#	Hor	nes	x	75 GPD	=	-		
Duplex or Triplex	#	Bld	gs.	X	1000 GPD	=			
Four-plex and Larger Housing	#	Uni	ts	x	250 GPD	=			
Motel or Resort	#	Roc	oms	X	150 GPD	=			
Work Camps	#	Pec	ple	X	50 GPD	=			
Domestic Irrigation	#	Sq.	ft.	х	250 GPD per 10,000 Sq. ft.	=			
Non-domestic Irrigation	#	Acre	es	x	0.5 AFY	=			
			Otho	r \A/-	nter Uses			1	1
Type of Use	T	low	Ullie	I VVC	Amount		Total Amount	Months	s of Use
	M	any					Requested	Begin	End
			Х			=			
			x			_			
Type of Use				Total Amount	Months	s of Use			
							Requested	Begin	End
Vater and Ice aggregate to be used for in a same and Ice aggregate to be used for it and other uses associated							3,558,293 GPY	Jan 1	Dec 3

Expected date for water system and water use to be fully developed **or** date when existing use started Note: Pursuant to AS 46.15.180(a)(1). Crimes, a person may not construct works for an appropriation, or divert, impound, withdraw, or use a significant amount of water from any source without a permit, certificate of appropriation, or authorization issued under this chapter.

11 AAC 93.040 sets out the required information on an application for a water right. 11 AAC 93.050 authorizes the commissioner to decide what additional information is needed to process an application for a water right. This information is made a part of the state public water records and becomes public information under AS 40.25.110 and 40.25.120. Public information is open to inspection by you or any member of the public. A person who is the subject of the information may challenge its accuracy or completeness under AS 40.25.310, by giving a written description of the challenged information, the changes needed to correct it, and a name and address where the person can be reached. False statements made in an application for a benefit are punishable under AS 11.56.210.

SIGNATURE	
The information presented in this application is true and correct to the best of 93.040 and 11 AAC 93.050 additional information may be required by the de to provide requested information could result in this file being closed.	
i, HQ	12-23-17
Signature	Date
William G. Britt, Jr.	Environmental Manager
Name (please print)	Title (if applicable)

APPLICATION FEE [DEPOSIT] - required by regulation, see 11 AAC 05.010(a)(8) for a detailed listing.

Make checks payable to "Alaska Department of Natural Resources":

- \$100 for one single-family residence or duplex, or for water use associated with one single-family residence or duplex.
- \$1,200 for activities related to oil and gas and associated substances.
- **Fee Varies** for activities related to locatable minerals, unless the application is filed under 11 AAC 05.010(a) (9)(E)(i) or (9)(F)(i) contact Water Resources Section for pre-application meeting.
- Fee varies for hydroelectric power generation contact Water Resources Section for pre-application meeting.
- **Fee varies** for water removal out of a hydrologic unit under AS 46.15.035 or 46.15.037 *contact Water Resources Section for pre-application meeting.*
- \$200 for 5,000 GPD or less for a use not listed above.
- \$450 for greater than 5,000 GPD and no more than 30,000 GPD for a use not listed above.
- \$550 for greater than 30,000 GPD and no more than 100,000 GPD for a use not listed above.
- \$900 for greater than 100,000 GPD for a use not listed above.

REFERENCES

Measurement Units

GPD = gallons per day

CFS = cubic feet per second

GPM = gallons per minute

AF = acre-feet

AFY = acre-feet per year (325,851 gallons/year)

AFD = acre-feet per day (325,851 gallons/day)

MGD = million gallons per day

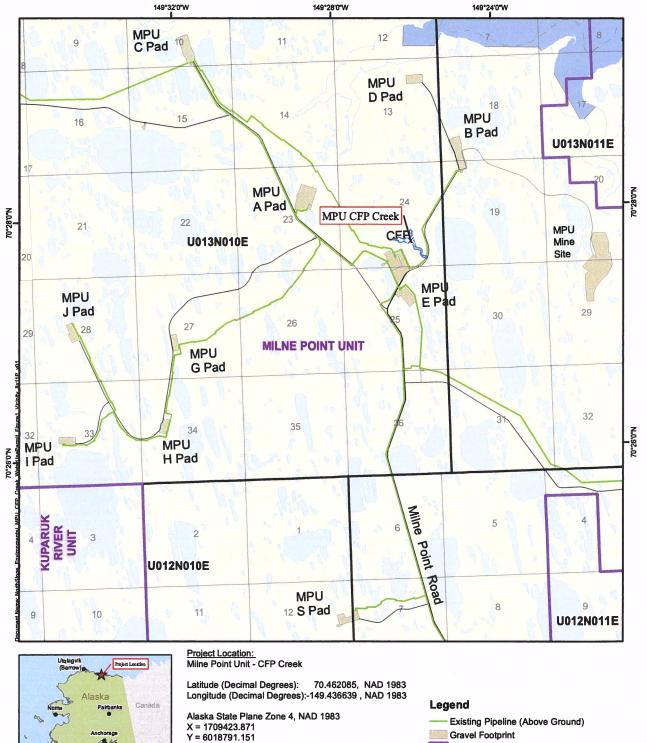
Conversion Table

COLLAGE 21011	Iable			
5,000 GPD=	30,000 GPD=	100.000 GPD=	500,000 GPD=	1,000,000 GPD=
0.01 CFS	0.05 CFS	0.2 CFS	0.8 CFS	1.5 CFS
3.47 GPM	20.83 GPM	69.4 GPM	347. 2 GPM	694.4 GPM
5.60 AFY	33.60 AFY	112.0 AFY	560.1 AFY	1120.1 AFY
0.02 AFD	0.09 AFD	0.3 AFD	1.5 AFD	3.1 AFD
0.01 MGD	0.03 MGD	0.1 MGD	0.5 MGD	1.0 MGD

Table A - Central Facility Pad Creek Lake Volume and Requested Limit Calculations

LAKE NAME	Estimated Area (acres)	Estimated Max Depth (ft)	Estimated Volume (AF)	Calculated 20% Volume (AF)	Calculated 20% Volume (gal)	Requested Limit (AF)	Requested Limit (gal)
CFP Pad Creek within S24, 13N 10E	7.8	7.0	54.60	10.92	3,558,293	10.92	3,558,293
					Total	10.92	3,558,293

Unnamed Lake Near K Pad Legal Description	Current/ Former Permit numbers	TWUP A2014-125 Maximum Volume
Umiat Meridian, Township 13 N, Range 10 E, Section	TWUP A2014-125 (current)	3.0 Million Gallons
24, SE 1/4	TWUP A2009-93 (former	3.0 Million Gallons



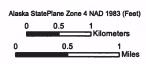


MTRS: U013N010E24

ADL047437 Adjacent Property Owner: State of Alaska

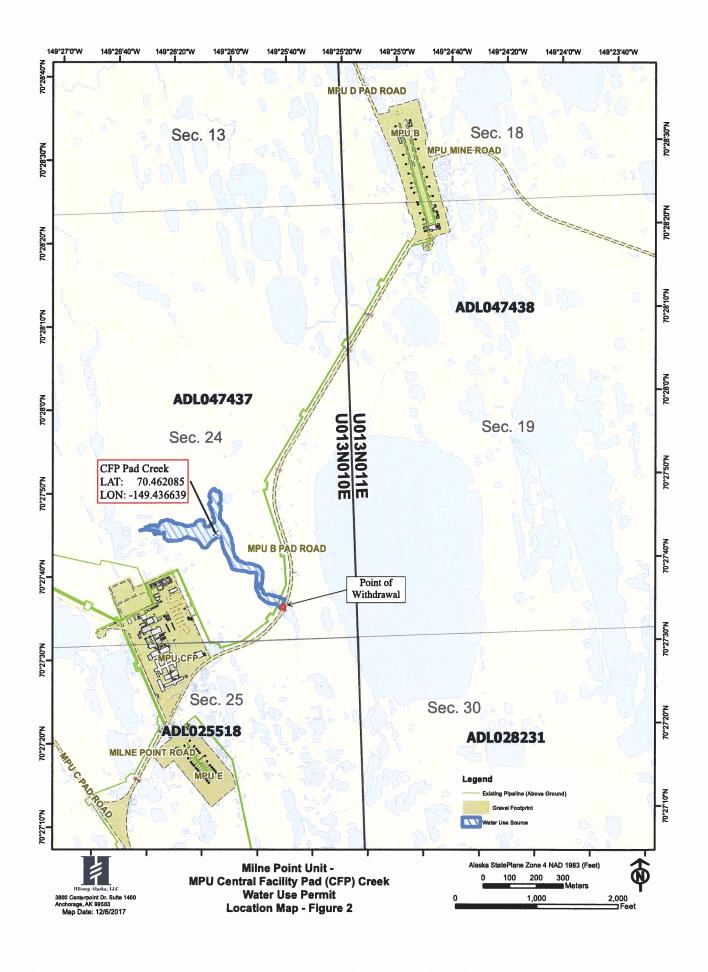
Milne Point Unit MPU Central Facility Pad (CFP) Creek Water Use Permit **Vicinity Map**

Oil and Gas Unit Boundary





Map Date: 12/6/2017





ALASKA DEPARTMENT OF NATURAL RESOURCES

Division of Mining, Land, and Water Water Resources Section

550 West 7th Avenue, Suite 1020, Anchorage, AK 99501-3562

TEMPORARY WATER USE AUTHORIZATION TWUA A2024-146

Pursuant to AS 46.15, as amended and the rules and regulations promulgated thereunder, permission is hereby granted to Hilcorp Alaska LLC. (authorization holder), 3800 Centerpoint Drive, Anchorage, AK 99503, and its contractors, to withdraw water and/or ice aggregate from K Pad Lake 2, Central Facility Pad (CFP) Creek and Duck Island Mine Site. See source specific water limits below. Water and ice will be used to support oil and gas exploration, development and production activities within the Milne Point Unit. Uses include but are not limited to: ice road/pad construction; dust abatement, camp utility use, drilling and maintenance work to the extent those projects have appropriate approvals.

ADVISORY: Water Sharing will be required. See Condition 29 of this Authorization. The following users and/or appropriators are active on the same source at this time:

Duck Island Mine Site has an appropriation of water under LAS 28149 to Hilcorp North Slope LLC, an application for water rights to Hilcorp Alaska LLC under LAS 32448 and TWUAs A2021-91 to Hilcorp North Slope, A2022-80 to Savant Alaska LLC and A2023-171 to Armstrong Oil and Gas Inc.

SOURCES OF WATER:

K Pad Lake 2 located within Section 3, Township 12 North, Range 11 East, Umiat Meridian. Maximum annual withdrawal is 8,000,000 water and/or ice aggregate with daily limit of 750,000 gallons. Ice harvest restricted to areas of natural grounded ice.

Central Facility Pad (CFP) Creek located within Section 24, Township 13 North, Range 10 East, Umiat Meridian. Maximum annual withdrawal of 200,000 gallons liquid water per day with a seasonal total of 3,000,000 gal in open water season only. No winter withdrawal.

Duck Island Mine Site located within Sections 1 and 12, Township 10 North, Range 15 East, Umiat Meridian and Section 6, Township 10 North, Range 16 East, Umiat Meridian. Maximum annual withdrawal of 3,000,000 gallons water and/or ice aggregate with daily limit of 500,000 gallons. Ice harvest restricted for safety reasons.

STRUCTURES TO BE CONSTRUCTED AND USED:

Water pumps with 4 inch intakes and 250 gpm maximum capacity, hose and water trucks with tank capacity of 12,600 gal, as well as ice harvest equipment.

Changes in the natural state of water are to be made as stated herein and for the purposes indicated. The authorization holder shall comply with the following conditions:

CONDITIONS:

- 1) This authorization does not authorize the authorization holder to enter upon any lands until proper rights-of-way, easements, or permission documents from the appropriate landowner have been obtained.
- 2) Follow acceptable engineering standards in exercising the privileges granted herein.
- 3) Comply with all applicable laws, and any rules and/or regulations issued thereunder.
- 4) Except for claims or losses solely arising from negligence of the State, defend and indemnify the State, the State's agents, and the State's employees against and hold each of them harmless from any and all claims, demands, suits, loss, liability and expense for injury to or death of persons and damages to or loss of property arising out of or connected with the exercise of the privileges covered by this authorization.
- 5) Notify the Water Resources Section upon change of address.
- 6) The authorization holder is responsible for obtaining and complying with other permits/leases/approvals/rights of way (state, federal, or local) that may be required prior to beginning activities pursuant to this authorization.
- 7) Failure to respond to a request for additional information during the term of the authorization may result in the termination of this authorization.
- 8) The authorization holder shall allow an authorized representative of the Water Resources Section to inspect, at reasonable times, any facilities, equipment, practices, or operations regulated or required under this authorization.
- 9) This authorization, or a copy thereof, shall be kept at the site of the authorized project described herein. The authorization holder is responsible for the actions of contractors, agents, or other persons who perform work to accomplish the approved project and shall ensure that workers are familiar with the requirements of this authorization. For any activity that significantly deviates from the approved project during its siting, construction, or operation, the authorization holder is required to contact the Water Resources Section and obtain approval before beginning the activity.
- 10) The Water Resources Section may modify this authorization to include different limitations, expand monitoring requirements, evaluate impacts, or require restoration at the site.
- 11) Pursuant to AS 46.15.155(f), the Department may impose conditions or limitations on an authorization to protect the water rights of other persons or to protect fish and wildlife habitat, human health, or other public interests.
- 12) Pursuant to AS 46.15.155(i), 11 AAC 93.210(b) and 11 AAC 93.220(f), temporary authorizations are subject to amendment, modification, suspension, or revocation to supply water to lawful appropriators of record, protect the water rights of other persons or the public interest.

- 13) Any false statements or representations, in any application, record, report, plan, or other document filed or required to be maintained under this authorization, may result in the termination of this authorization.
- 14) Deviations from the project description submitted with the application which affect water amounts, operation or point of discharge or use must be approved by DNR in writing prior to implementation.
- 15) The authorization holder shall inspect the intake screen for damage (torn screen, crushed screen, screen separated from intake ends, etc.) after each use and prior to each deployment. Any damage observed must be repaired prior to use of the structure. The structure must always conform to the original design specifications while in use.
- 16) There shall be no wheeled, tracked, excavating, or other machinery or equipment (with the exception of the non-motorized screened intake and ice augurs) operated in open water below the ordinary high water line.
- 17) The suction hose at the water extraction site must be clean and free from contamination at all times to prevent introduction of contamination to the water body and should be in water of sufficient depth so that sediments are not disturbed during the water extraction process.
- 18) All equipment used at or adjacent to water bodies must always be clean and free from contamination and invasive species (terrestrial and aquatic) to prevent the introduction of contamination and invasive species to the water body.
- 19) In-water activity will be limited to placement and removal of the intake structure only. No other inwater activities will occur.
- 20) Water bodies shall not be altered to facilitate water withdrawal or disturbed in any way. If banks, shores, or beds are inadvertently disturbed, excavated, compacted, or filled by activities attributable to this project, they shall be immediately stabilized to prevent erosion and resultant sedimentation of water body which could occur both during and after operations. Any disturbed areas shall be recontoured and revegetated with native vegetation. The DNR-Water Resources Section is to be notified immediately if the above occurs. Additional corrective action may be required by DNR, the land manager/owner or other agencies.
- 21) Operations shall be conducted in such a way as to prevent any petroleum products or other hazardous substances from contaminating surface or ground water. Pumps will not be fueled or serviced within 100 feet of a pond, lake, stream, or river unless the pumps are situated within a catch basin designed to contain any spills. Vehicles will not be fueled or serviced within 100 feet of a pond, lake, stream or river. In case of accidental spills, absorbent pads shall be readily available at the water collection point. Appropriate disposal methods for waste products shall be followed.
- 22) Operations shall not cause or contribute to the spread of preexisting or authorization holder caused contaminate plumes. All spills and contamination encountered or known must be immediately reported to the Alaska Department of Environmental Conservation (ADEC) and the Alaska Department of Natural Resources (DNR). Authorization holder shall cooperate with lawful prohibitions, restrictions, instructions, stop work orders or work plan requirements issued by ADEC for authorization holder's projects.

- 23) Water discharge (including runoff) shall not be discharged at a rate or location resulting in sedimentation, erosion, flooding or other disruptions to the bed or banks of water bodies, causing water quality degradation.
- 24) Any water intake structure in fish bearing waters (including a screened enclosure, well-point, sump or infiltration gallery) must be designed, operated and maintained to prevent fish entrapment, entrainment or injury, unless specifically exempted by the Alaska Department of Fish and Game, Habitat Division.
- 25) The authorization holder shall inspect the intake screen for damage (torn screen, crushed screen, screen separated from intake ends, etc.) after each use and prior to each deployment. Any damage observed must be repaired prior to use of the structure. The structure must always conform to the original design specifications while in use.
- 26) Adequate flow and water levels must remain to support indigenous aquatic life and provide for the efficient passage and movement of fish.
- 27) Any suction hose used should be in water of sufficient depth so that sediments are not disturbed during any water extraction process.
- 28) Monitoring and reporting of water withdrawal shall begin when the water withdrawal starts. Monitor water use monthly and submit reports to this office quarterly. Electronic copies shall be forwarded to dnr.water.reports@alaska.gov. Reports shall specify water/ice withdrawal for each water source.
- 29) The authorization holder shall coordinate water withdrawals with *ALL* other companies that may be withdrawing water/ice from the same source to ensure that the maximum permittable water withdrawal volume is not exceeded for any source. Written documentation of coordination/sharing agreement shall be submitted from the authorization holder and received by this office within 45 days of noting use by another company.
- 30) Monitor water withdrawals for each day of actual use for each authorized water source and when withdrawals for each authorized water source reach 90% of the authorized withdrawal limit for that water source submit this information to this office prior to the initiation of any further withdrawals from the respective water source. Please send electronic copies to Jessica.miller@alaska.gov.
- 31) Per 11 AAC 05.260 (e), an annual administrative service fee shall be assessed on this authorization.

This Temporary Water Use Authorization is issued pursuant to 11 AAC 93.220. No water right or priority is established by a temporary water use authorization issued pursuant to 11 AAC 93.220. Water so used is subject to appropriation by others.

Pursuant to 11 AAC 93.210 (b), authorized temporary water use is subject to amendment, modification, or revocation by the Department of Natural Resources if the Department of Natural Resources determines that amendment, modification, or revocation is necessary to supply water to lawful appropriators of record or to protect the public interest.

This authorization shall expire on December 10th, 2029.

Date: December 11, 2024

Approved:

Jessie Zimmerman

Natural Resource Manager II

Water Resources Section, ADNR/DMLW



Department of Fish and Game

HABITAT SECTION Fairbanks Regional Office

1300 College Road Fairbanks, AK 99701-1151 Main: 907.459.7289 Fax: 907.459.7303

FISH HABITAT PERMIT

FH09-III-0216 - AMENDMENT 3

ISSUED: October 8, 2024 EXPIRES: December 31, 2029

Hilcorp Alaska LLC Attn: Sandy Sears 3800 Centerpoint Drive, Suite 1400 Anchorage, Alaska 99503

RE: Water Withdrawal/Intake Structure

Milne Central Facility Pad Creek Section 24, T13N, R10E, UM

Location Coordinates: 70.4621 N, 149.4366 W

Dear Sandy Sears:

Pursuant to AS 16.05.841 (Fishway Act), the Alaska Department of Fish and Game (ADF&G) Habitat Section has reviewed your request to continue withdrawing water from Milne Central Facilities Pad Creek within the Milne Point Unit. We received your application materials on September 27, 2024.

Project Description

Hilcorp Alaska LLC (Hilcorp) proposes to withdraw water from Milne Central Facilities Pad Creek in the Milne Point Unit during the open water period to support oil and gas exploration and development projects. Exact withdrawal amounts are specified in the Alaska Department of Natural Resources Temporary Water Use Authorization (TWUA A2024-146).

Fishway Act

Milne Central Facility Pad Creek supports ninespine stickleback. Your project as proposed should not obstruct the free passage of fish.

In accordance with AS 16.05.841, your project is approved subject to the project description and permit terms with the following stipulations:

operating.

1) Each water intake structure shall be designed to prevent the entrainment, impingement and/or entrapment of fish and shall be installed and maintained at each intake location. The effective screen openings may not exceed 0.25 inches (1/4 inch), and water velocity at the screen/water interface may not exceed 0.5 feet per second when the pump is

2) Hilcorp shall inspect the intake screen for damage (torn screen, crushed screen, screen separated from intake ends, etc.) prior to each deployment. Any damage observed must be repaired prior to use of the structure.

Permit Terms

This letter constitutes a permit issued under the authority of AS 16.05.841 and must be retained on site during project activities. Please be advised that this determination applies only to activities regulated by the Habitat Section of ADF&G; other agencies also may have jurisdiction under their respective authorities. This determination does not relieve you of your responsibility to secure other permits; state, federal, or local. You are still required to comply with all other applicable laws.

You are responsible for the actions of contractors, agents, or other persons who perform work to accomplish the approved project. For any activity that significantly deviates from the approved plan, you shall notify the ADF&G Habitat Section and obtain written approval in the form of a permit amendment before beginning the activity. Any action that increases the project's overall scope or that negates, alters, or minimizes the intent or effectiveness of any provision contained in this permit will be deemed a significant deviation from the approved plan. The final determination as to the significance of any deviation and the need for a permit amendment is the responsibility of the ADF&G Habitat Section. Therefore, it is recommended that you consult the Habitat Section before considering any deviation from the approved plan.

You shall give an authorized representative of the state free and unobstructed access to the permit site, at safe and reasonable times, for the purpose of inspecting or monitoring compliance with any provision of this permit. You shall furnish whatever assistance and information the authorized representative reasonably requires for monitoring and inspection purposes. In addition to the penalties provided by law, this permit may be terminated or revoked for failure to comply with its provisions or failure to comply with applicable statutes and regulations. You shall mitigate any adverse effect upon fish or wildlife, their habitats, or any restriction or interference with public use that the commissioner determines was a direct result of your failure to comply with this permit or any applicable law.

Hilcorp FH09-III-0216-A3 Issued: October 8, 2024 Expires: December 31, 2029

You shall indemnify, save harmless, and defend the department, its agents, and its employees from any and all claims, actions, or liabilities for injuries or damages sustained by any person or property arising directly or indirectly from permitted activities or your performance under this permit. However, this provision has no effect if, and only if, the sole proximate cause of the injury is the department's negligence.

Please direct questions about this permit to Habitat Biologist Olivia Edwards at 907-459-7326 or olivia.edwards@alaska.gov.

Sincerely, Doug Vincent-Lang Commissioner

By: Audra L. J. Brase

Fairbanks Regional Supervisor

ecc: Brendan Scanlon, ADF&G, Fairbanks
Matt Sprau, USFWS, Fairbanks
Lilly Kilapsuk, NSB, Utqiagvik
AWT Northern Detachment, Fairbanks
Northern Oil & Gas Team, ADNR, Fairbanks
Permit Coordinator, ADF&G, SF, Anchorage

Al Ott, ADF&G, Fairbanks Maria Wessel, ADF&G, Fairbanks Ashley Ethridge, ADNR, Anchorage Jessica Miller, ADNR, Anchorage Chastity Olemaun, NSB, Utqiagvik

one/AB