

Susquehanna River Basin Commission

a water management agency serving the Susquehanna River Watershed



July 13, 2012

TO ALL CONCERNED:

At the June 7, 2012, Commission meeting, the draft minutes of the March 15, 2012, Commission meeting were approved as written. Please attach this notice to your copy of the March 15, 2012, minutes.

- DRAFT -

SUSQUEHANNA RIVER BASIN COMMISSION
1721 N. FRONT ST.
HARRISBURG, PA 17102

**MINUTES OF THE
SUSQUEHANNA RIVER BASIN COMMISSION
June 7, 2012
#2012-02**

The meeting was held at the Binghamton State Office Building, Binghamton, New York. Chairwoman Heffner called the meeting to order at 9:02 a.m.

ROLL CALL

Commissioners Present

Ms. Kelly Heffner, Deputy Secretary for Water Management, Pennsylvania Dept. of Environmental Protection (PADEP)

Dr. Robert M. Summers, Secretary, Maryland Dept. of the Environment (MDE)

Col. David E. Anderson, Chief, District Engineer, U.S. Army Corps of Engineers (USACE), Balt. Dist.

Mr. Kenneth P. Lynch, Director, Region 7, New York State Dept. of Environmental Conservation (NYSDEC)

**Alternate Commissioners
and Advisors Present**

Mr. Ned Wehler, PA Advisor

Mr. Herbert Sachs, Special Projects Coordinator, Office of the Secretary, MDE

Staff Present

Mr. Paul O. Swartz, Executive Director

Mr. Thomas W. Beauduy, Deputy Executive Director

Dr. James L. Richenderfer, Director, Technical Programs

Ms. Stephanie L. Richardson, Secretary to the Commission

Mr. Richard A. Cairo, General Counsel

Mr. John W. Balay, Manager, Planning & Operations

Ms. Paula B. Ballaron, Manager, Policy Implementation & Outreach

Mr. Andrew D. Dehoff, Manager, Project Review

Ms. Susan S. Obleski, Director, Communications

Mr. David W. Heicher, Manager, Research and Grants

Also Attending

Mr. John Booser, PADEP

Mr. Daniel Bierly, USACE NAD

1. Opening Remarks from the Chair

Chairwoman Heffner provided an opening statement outlining the rules of conduct for the meeting.

2. Minutes of the March 15, 2012, Meeting

On a motion by Commissioner Summers, seconded by Commissioner Lynch, the minutes of the regular business meeting of March 15, 2012, were unanimously approved as written.

3. Election of Officers

On a motion by Commissioner Anderson, seconded by Commissioner Summers, the State of Maryland was unanimously elected the Chair of the Commission, and the federal government was elected the Vice Chair of the Commission for the fiscal year beginning July 1, 2012.

4. Low Flow Protection Policy Update

Planning and Operations Manager John Balay reported on the results of the outreach efforts made by staff regarding this proposed policy. Comments had been received from 39 individuals representing 37 organizations. There had been 16 requests to extend the comment deadline, which had expired on May 16, 2012. In view of these requests and the interest shown in the proposed policy, Mr. Balay recommended that the public comment period be extended 60 days to July 16, 2012, and that the commissioners direct staff to provide notice of such extension to all persons that requested the extension, as well as on the Commission's web site, in any press release on today's meeting, and in the Federal Register and the member state notice publications.

On a motion by Commissioner Lynch, seconded by Commissioner Summers, the Commission unanimously accepted Mr. Balay's recommendation for an extension of the comment period and publication of notice.

5. FY-2013/2014 Water Resources Program

Research & Grants Manager David Heicher presented a resolution (Exhibit A) to adopt the proposed FY-2013/2014 Water Resources Program and detailed the considerable efforts that were made to solicit input from the member jurisdiction agencies, who actively responded. He also provided some background on the Program's origins in the Susquehanna River Basin Compact, its purpose, function, and relationship to the SRBC Comprehensive Plan as an implementation tool.

On a motion by Commissioner Summers, seconded by Commissioner Lynch, the Commission unanimously adopted the resolution.

6. Amendment to Fee Schedule for Records Processing

The Executive Director presented a resolution (Exhibit B) to amend the Commission's Fee Schedule for Records Processing by adding an information technology services fee. As he explained, the Commission incurs costs to build, upgrade and maintain its data systems, including the cost of hosting the data. Staff recommended that to help defray these costs, which are not covered by any revenue streams, the Commission charge fees for data downloads.

On a motion by Commissioner Lynch, seconded by Commissioner Summers, the Commission unanimously adopted the resolution.

7. Amendments to Regulatory Program Fee Schedule

The Executive Director presented a resolution (Exhibit C) to amend the Commission's Regulatory Program Fee Schedule. Among the changes proposed were a 3 percent CPI adjustment in application fees, a 4.1 percent Corps Civil Works Construction Index adjustment in the Consumptive Use Mitigation Fee (resulting in a \$.01 increase per thousand gallons consumed), the separation of groundwater withdrawal application fees from surface water withdrawals fees, adjustments to accommodate the new regulations that took effect on April 1, 2012, and the imposition of a 10 percent per year increase in groundwater withdrawal application fees over five consecutive years.

On a motion by Commissioner Lynch, seconded by Commissioner Summers, the Commission unanimously adopted the resolution.

8. Refinance Curwensville Water Storage Project

The Executive Director presented a resolution (Exhibit D) authorizing the refinancing of the Curwensville Water Storage Project. Staff determined that it is in the Commission's best interest to refinance a loan with Metro Bank for the Curwensville Water Storage Project. The Commission purchased storage from the U.S. Government in this Corps of Engineers flood control project for release of water during low flow periods. The interest rate on the loan will be reduced from 4.25 percent to 2.83 percent. This refinance would also free up \$1 million that is currently required by the bank as collateral on the loan. Total savings over the five-year term of the loan would be approximately \$150,000.

On a motion by Commissioner Summers, seconded by Commissioner Lynch, the Commission adopted the resolution by a vote of 3 in favor and one abstention. Commissioner Anderson abstained on behalf of the federal government due to the government's ownership of the Curwensville Lake Flood Control Project.

9. FY-2014 Budget

The Executive Director presented a resolution (Exhibit E) providing for the adoption of a proposed FY-2014 budget covering the period July 1, 2013, to June 30, 2014. The total amount of the proposed budget is \$12.6 million dollars. He emphasized that this proposed budget is subject to the budgetary processes of each member jurisdiction, including executive branch

prerogatives in formulating annual budgets. The staff will recommend appropriate revisions to this budget next spring after the amounts of member jurisdiction contributions are finalized.

On a motion by Commissioner Anderson, seconded by Commissioner Lynch, the Commission unanimously adopted the budget resolution.

10. Comprehensive Plan Amendments

The General Counsel presented a resolution (Exhibit F) providing for the adoption of certain amendments to the Comprehensive Plan for the Water Resources of the Susquehanna River Basin. The proposed amendments include the addition of the FY-2013/2014 Water Resources Program (considered and adopted earlier in the meeting) as well as all projects approved by the Commission pursuant to its regulatory requirements since the last amendments to the Comprehensive Plan in June 2011.

These amendments, along with the fee schedule amendments approved above, were the subject of a public hearing on May 10, 2012¹, notice of which appeared in newspapers throughout the basin on April 20, 2012. No comments were submitted specifically on the proposed amendments, though the Lower Susquehanna River Keeper and its partner organizations did submit a comment letter calling on the Commission to study shale gas impacts on a basin-wide scale as part of its amendments to the Comprehensive Plan. The League of Women Voters of Pennsylvania, New York and Maryland also submitted a general comment letter containing a listing of water resource management principles that the Commission should consider while updating the comprehensive plan. These types of comments have more applicability to the overall five-year revision of the comprehensive plan that will occur next year.

On a motion by Chairwoman Heffner, seconded by Commissioner Summers, the Commission unanimously adopted the resolution amending the Comprehensive Plan.

11. Request for Administrative Appeal from Anadarko E&P Company, LP

The General Counsel explained that, on April 13, 2012, the Commission received an Appeal and Request for Hearing from Anadarko E&P Company, LP, seeking review of the Commission's denial of its groundwater application request for its Well PW-11, located in Snow Shoe Township, Centre County, Pa. Copies of the petition and the administrative record were made available to all commissioners in advance of this meeting.

As a result of staff's review of the petition, and after consultation with Anadarko's counsel, and with Anadarko's consent, staff recommended that the Commission table action on this matter until the next business meeting in September 2012, which will afford the parties an opportunity to negotiate in good faith toward a resolution of this matter.

On a motion by Commissioner Lynch, seconded by Commissioner Anderson, the Commission unanimously adopted the recommendations of the General Counsel regarding the tabling of action on the Appeal and Request for Hearing.

¹ With a written comment period held open until May 21, 2012.

12. Regulatory Program Actions

The Commission had before it a staff memorandum containing the following list of project applications, plus a project for rescission action [BAE Systems Controls, Town of Union, Broome County, N.Y. (Docket No. 20030802)]. The memo also contained staff's recommendations with respect to the rescission and the project applications. Project Review Manager Andrew Dehoff added a brief word of explanation on staff's recommendations. All projects on this list were recommended for approval with the exception of Nos. 3 and 16.

1. Anadarko E&P Company LP (West Branch Susquehanna River), Piatt Township, Lycoming County, Pa. (Exhibit G1)
2. Aqua Pennsylvania, Inc. (Eagle Rock Utilities), Black Creek Township, Luzerne County, and Hazle Township, Schuylkill County, Pa. (Exhibit G2)
3. Aqua Resources, Inc. (Susquehanna River), Athens Township, Bradford County, Pa.
4. Aqua Infrastructure, LLC, Piatt Township, Lycoming County, Pa. (Exhibit G3)
5. Carrizo (Marcellus), LLC (Clearfield Creek), Reade Township, Cambria County, Pa. (Exhibit G4)
6. Empire Kosher Poultry, Inc., Walker Township, Juniata County, Pa. (Exhibit G5)
7. Jo Jo Oil Company, Inc. (Tunkhannock Creek), Tunkhannock Township, Wyoming County, Pa. (Exhibit G6)
8. LDG Innovations, LLC (Tioga River), Lawrenceville Borough, Tioga County, Pa. (Exhibit G7)
9. LHP Management, LLC (Muncy Creek), Muncy Creek Township, Lycoming County, Pa. (Exhibit G8)
10. LHP Management, LLC (West Branch Susquehanna River), Muncy Creek Township, Lycoming County, Pa. (Exhibit G9)
11. Mountain Country Energy Services, Inc. (Driftwood Branch Sinnemahoning Creek), Lumber Township, Cameron County, Pa. (Extension of Docket No. 20081213)
12. Niagara Gas & Oil Services Inc. (Susquehanna River), Athens Township, Bradford County, Pa. (Exhibit G10)
13. Northeast Natural Energy LLC (West Branch Susquehanna River), Cooper Township, Clearfield County, Pa. (Exhibit G11)
- 14-15. Northwestern Lancaster County Authority, Penn Township, Lancaster County, Pa. (Exhibit G12)
16. OTT North East Services, LLC (Starrucca Creek), Harmony Township, Susquehanna County, Pa.
17. Rausch Creek Land, L.P., Porter Township, Schuylkill County, Pa. (Exhibit G13)
- 18-19. RES Coal LLC (Clearfield Creek), Boggs Township, Clearfield County, Pa. (Exhibit G14)
20. Roger D. Jarrett (West Branch Susquehanna River), Muncy Creek Township, Lycoming County, Pa. (Exhibit G15)
21. Southwestern Energy Production Company (East Branch Tunkhannock Creek), Lenox Township, Susquehanna County, Pa. (Exhibit G16)
22. SWEPI LP (Chemung River), Town of Big Flats, Chemung County, N.Y. (Exhibit G17)
23. SWEPI LP (Cowanesque River), Lawrence Township, Tioga County, Pa. (Exhibit G18)
24. SWEPI LP (Tioga River – Tioga Junction), Lawrence Township, Tioga County, Pa. (Exhibit G19)
25. Talisman Energy USA Inc. (Chemung River), Town of Chemung, Chemung County, N.Y. (Exhibit G20)
- 26-27. Tennessee Gas Pipeline Company (Susquehanna River), Asylum Township, Bradford County, Pa. (Exhibit G21)
- 28-31. Viking Energy of Northumberland, LLC (Power Plant), Point Township, Northumberland County, Pa. (Exhibit G22)
32. WPX Energy Appalachia, LLC (North Branch Wyalusing Creek), Middletown Township, Susquehanna County, Pa. (Exhibit G23)

Highlight = Staff recommending tabling.

Commissioner Summers moved that the Commission adopt the recommendations of staff with respect to both the docket rescission for the BAE Systems Controls project approval and the 32 project applications. This motion was seconded by Commissioner Anderson and unanimously adopted by the Commission.

Adjournment

There being no further business before the Commission, Chairwoman Heffner adjourned the meeting at 9:36 a.m. The next regular meeting of the Commission is tentatively scheduled for September 20, 2012, at a location to be determined.

Date Adopted

Stephanie L. Richardson

RESOLUTION NO. 2012-04

A RESOLUTION of the Susquehanna River Basin Commission (Commission) adopting a Water Resources Program for Fiscal Years 2013-2014.

WHEREAS, Section 14.2 of the Susquehanna River Basin Compact, P.L. 91-575, provides: “The Commission shall annually adopt a Water Resources Program, based upon the comprehensive plan, consisting of the projects and facilities which the Commission proposes to be undertaken by the Commission and by other authorized governmental and private agencies, organizations, and persons during the ensuing six years or such other reasonably foreseeable period as the Commission may determine;” and

WHEREAS, in December 2008, the Commission adopted an extensively revised Comprehensive Plan, directing that the actions called for therein be implemented through its Water Resources Program; and

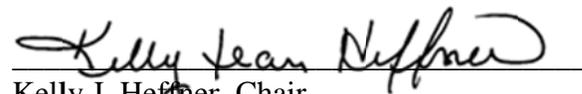
WHEREAS, the Commission annually requests input to the Water Resources Program from member jurisdictions and many other governmental and non-government interests; and

WHEREAS, the Commission has formulated an updated Water Resources Program, based on the goals and actions contained in the Comprehensive Plan, which lists the projects and programs proposed to be undertaken by the Commission, member jurisdictions, and other governmental agencies and non-governmental interests during Fiscal Years 2013-2014.

NOW THEREFORE BE IT RESOLVED THAT:

1. The accompanying document titled “Water Resources Program, Susquehanna River Basin Commission (Fiscal Years 2013-2014),” is hereby adopted by the Commission in accordance with Section 14.2 of the Compact and shall be considered for incorporation into the Comprehensive Plan by separate action of the Commission.
2. Staff is instructed to make the Water Resources Program available to legislators, policy makers, and the public as a clear statement of Susquehanna River Basin needs and priorities, and as a mechanism for coordinating the efforts of water managers at all levels.
3. This resolution shall be effective immediately.

Dated: June 7, 2012



Kelly J. Heffner, Chair
Pennsylvania

RESOLUTION NO. 2012-05

A RESOLUTION of the Susquehanna River Basin Commission adopting an Information Technology Services Fee as an addendum to its Records Processing Fee Schedule.

WHEREAS, the Susquehanna River Basin Commission (the "Commission") provides access to and maintains procedures governing information requests; and

WHEREAS, the Commission maintains a Records Processing Fee Schedule covering the costs associated with search, production, and reproduction of Commission records that are requested by outside parties; and

WHEREAS, the Commission often receives requests for large data downloads from Commission data collection and reporting systems; and

WHEREAS, the Commission has invested a significant amount of time and money into the development of its data collection and reporting systems; and

WHEREAS, the continued maintenance of these systems and the continued collection, processing, and hosting of the data represents a cost to the Commission; and

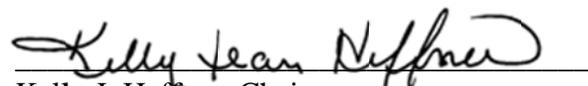
WHEREAS, these data do not have a specific stream of revenue to support their continued dissemination and therefore new revenue sources to support such unfunded programs must be sought; and

WHEREAS, it is the policy of the Commission that fees should be calculated to reflect the actual costs to the Commission of processing requests.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Commission hereby adopts an "Information Technology Services Fee" (as set forth in a document dated June 7, 2012, and attached hereto), which shall be incorporated into and made a part of the Commission's Records Processing Fee Schedule.
2. The existing provisions of the Records Processing Fee Schedule, adopted under Resolution No. 2009-02 of March 12, 2009, shall remain in full force and effect.
3. The staff is directed to post the Information Technology Services Fee on the Commission's website as part of the Records Processing Fee Schedule.
4. This resolution shall be effective immediately.

Dated: June 7, 2012



Kelly J. Heffner, Chair
Pennsylvania



SUSQUEHANNA RIVER BASIN COMMISSION

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INFORMATION TECHNOLOGY SERVICES FEE

**Adopted by Resolution No. 2012-05
June 7, 2012**

Purpose

The Susquehanna River Basin Commission (the “Commission”) has invested and continues to invest in the development and maintenance of information technology systems that receive, collect, store and report water withdrawal, consumptive use, and water quality data. The Information Technology Services Fee helps defray the cost to build, upgrade and maintain these systems.

The Commission will provide data for viewing from its websites free of charge. The Commission will charge fees for setting up downloads of large data sets. These fees will help support the continued upgrade and maintenance of the Commission’s information technology systems.

Fees

Remote Water Quality Monitoring Network (RWQMN) Data

- Data up to and including December 31, 2011 – no charge
- Raw data beginning January 1, 2012 - \$250 per quarter

Monitoring Data Website (MDW) Data

- Data up to and including December 31, 2009 – no charge
- Raw data beginning January 1, 2010 - \$250 per quarter

Post-hydrofracture Data

- Raw data beginning January 1, 2008 - \$250 per quarter

GIS Dataset (ex. shapefile, geodatabase, raster), including metadata

- \$500 per dataset; each dataset includes
 - Approval by Rule (ABR) approvals (beginning July 1, 2008)
 - Notices of Intent (NOIs)
 - Approved surface water and groundwater withdrawals
 - Approved consumptive use
 - Pending applications for surface water, groundwater and consumptive use projects
 - Approved Natural Gas surface water and groundwater sources
 - Pending Natural Gas surface water and groundwater sources

All such fees shall also be subject to a 6 percent Pennsylvania Sales Tax.

Applicability

The Commission will provide data downloads free of charge to government agencies (federal, state, local).

The Commission will provide data downloads at a 50% discount to colleges and universities who are using the data for research purposes. The Commission reserves the right to request documentation to support the stated research purpose prior to providing a discount.

Waiver/Partial Waiver of Fees

The executive director may waive or partially waive fees established under this schedule when doing so is considered to be in the public interest and not an undue financial burden to the Commission.

RESOLUTION NO. 2012-06

A RESOLUTION of the Susquehanna River Basin Commission (the “Commission”) revising the Regulatory Program Fee Schedule for FY 2013.

WHEREAS, pursuant to Article 3, Section 3.9 of the Susquehanna River Basin Compact (the “Compact”), the Commission’s regulations, 18 CFR Parts 801, 806-808, and previously adopted resolutions of the Commission, the most recent of which is Resolution No. 2011-05 of June 23, 2011, the Commission imposes certain fees to help defray the cost of its Regulatory Program for water resource projects; and

WHEREAS, Resolve No. 3 of Resolution 2005-03 provided that the Regulatory Program Fee Schedule be adjusted annually in accordance with changes in the U.S. Consumer Price Index; and

WHEREAS, Resolve No. 2 of Resolution No. 2008-03 provided that the Consumptive Use Mitigation Fee be adjusted annually based on the U.S. Army Corps of Engineers Civil Works Construction Cost Index System average for the immediately previous four quarters for which indexing data are available; and

WHEREAS, in addition to the said adjustments, certain other revisions to the Regulatory Program Fee Schedule are needed, including a 10 percent increase in fees for groundwater withdrawal applications for five successive years, and the addition of a table establishing fees for renewal applications; and

WHEREAS, the Commission has actively sought public comment on the proposed Regulatory Program Fee Schedule by posting it on its web site, and by holding a public hearing covering the proposed fee schedule for FY 2013 on May 10, 2012, with an open written comment period to May 21, 2012; and

WHEREAS, the Commission has duly considered the comments received on the proposed Regulatory Program Fee Schedule and has made appropriate revisions.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Commission hereby adopts a Regulatory Program Fee Schedule for FY 2013 implementing the above-referenced revisions, which is attached hereto and made a part of this Resolution.

2. Resolve No. 3 of Resolution No. 2005-03 providing that the Regulatory Program Fee Schedule be adjusted annually in accordance with changes in the U.S. Consumer Price Index, is incorporated herein and made a part of this Resolution, and shall remain in full force and effect.

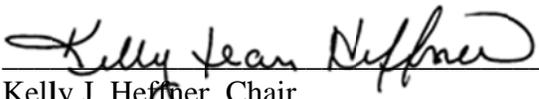
3. Resolve No. 2 of Resolution No. 2008-03 providing that the Consumptive Use Mitigation Fee shall be adjusted annually based on the U.S. Army Corps of Engineers Civil

Works Construction Cost Index System average for the immediately previous four quarters for which indexing data are available, is incorporated herein and made a part of this Resolution, and shall remain in full force and effect.

4. Beginning with the adoption of a Regulatory Program Fee Schedule for FY 2013 and then continuing for four successive fiscal years thereafter, the fees associated with groundwater withdrawal applications, in addition to being adjusted in accordance with the Consumer Price Index, shall also be increased 10 percent per year.

5. The fees set forth in the attached Regulatory Program Fee Schedule shall become effective July 1, 2012.

Dated: June 7, 2012



Kelly J. Heffner, Chair
Pennsylvania



SUSQUEHANNA RIVER BASIN COMMISSION

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REGULATORY PROGRAM FEE SCHEDULE

Effective July 1, 2012

Adopted by Resolution No. 2012-06, June 7, 2012

1. The Susquehanna River Basin Commission (Commission) requires payment of nonrefundable fees for the review of applications (see tables herein). The following categories of projects require approval by the Commission under the Susquehanna River Basin Compact (the “Compact”) and Commission regulations found in 18 CFR Parts 801 and 806.
 - a. Consumptive uses, including all related administrative approvals under 18 CFR §806.22.
 - b. Surface water and groundwater withdrawals, including any related aquifer testing plan evaluations, waiver requests, or aquatic resource surveys.
 - c. Diversions.
 - d. Hydroelectric projects.
 - e. Any other projects requiring the review and approval of the Commission under the Compact that do not involve a request for a quantity of water.
 - f. Other applications required under 18 CFR §806.5.
2. If any project involves more than one of the above categories, a separate fee is required for each category.
3. Fees for Consumptive Use Mitigation and Annual Compliance and Monitoring are also set forth in this schedule.
4. Agencies of the member jurisdictions to the Compact with applicable member jurisdiction-wide authority are exempt from fees. However, political subdivisions of the member jurisdictions are subject to the fees.
5. Agricultural water use projects, as defined in 18 CFR §806.3, are exempt from the fees set forth in this schedule.

6. Public water systems owned and operated by a governmental authority, as defined in 18 CFR §806.3, are eligible to pay the discounted fee amounts identified in the “Municipal Fee” category listed on the tables herein.
7. Groundwater remediation systems approved by an agency of a member jurisdiction shall pay a single withdrawal application fee based on the total requested quantity of withdrawal to create a single, localized depression within the groundwater table, regardless of the number of individual recovery wells being used in the system. Such systems shall also pay a single annual compliance and monitoring fee.
8. Fees paid in accordance with this schedule are nonrefundable. Fees are not reduced nor any amount credited to the project sponsor if the Commission’s approval authorizes a rate of withdrawal or quantity of water that is less than that requested by the project sponsor, or if the application is withdrawn during the review process.
9. If submitting paper application forms, project sponsors must complete and submit the enclosed Application Fee Worksheet (page 10) with their application payment.
10. When fees calculated in accordance with this schedule are deemed to be insufficient to cover costs associated with applications or compliance, or where technical assistance is otherwise provided at the request of the project sponsor, the project sponsor shall be responsible for all costs associated with actual hours worked by Commission staff, including an allocation of salary, fringe benefits, and overhead costs.
11. The Commission may, for good cause shown, waive or partially waive any of the fees set forth herein. The Executive Director is authorized to grant fee waivers or partial waivers of \$5,000 or less. Any requests for waivers or partial waivers for application fees related to projects proposing to use mine degraded water shall be considered in accordance with Commission Policy No. 2009-01.
12. If any single application fee exceeds \$25,000, project sponsors have the option of making installment payments. This option provides for the payment of up to three consecutive equal annual installments with interest thereon at a rate of prime¹ plus 2 percent, but not less than 5 percent per annum on the unpaid balance. The project sponsor should indicate that it intends to use this option when making application. Municipal² project sponsors have the option of making installment payments for fees exceeding \$5,000 in total, and may make payments of up to five equal annual installments with interest thereon at a rate of prime¹ plus 2 percent, but not less than 5 percent per annum on the unpaid balance. The first annual installment is due at the time the application is submitted.
13. The appropriate fee must be submitted to the Commission with the project application (see Paragraph 12 regarding an installment payment option). Failure to submit payment of the

¹ Prime refers to the U.S Prime Rate at the time of the installment payment request.

² For purposes of this fee schedule, municipalities are defined as political subdivisions of the member states, which shall include counties, townships, towns, boroughs, villages, cities, or any authorities, boards, or other public benefit corporations organized thereby.

fee or submission of an insufficient fee with the application will result in its return to the project sponsor or, at the discretion of the Commission, an additional billing of the proper fee to the project sponsor. Except as otherwise provided in Paragraph 8, refunds will be made for any portion of a fee payment submitted with the application that exceeds the appropriate amount identified on the tables herein. The Commission will not take action on a project application until the appropriate fees are paid.

14. All projects approved by the Commission on or after January 1, 2010, including modification approvals, shall also be subject to annual compliance and monitoring fees as set forth herein. Fees will be prorated the first year and due annually thereafter. Fees are due and payable within 30 days from the date of invoice.
15. The fee which is due is based upon the fee schedule in effect on the date that the application is submitted to the Commission.

APPLICATION FEE TABLE

Project Category	Requested Quantities ¹ or Capacities	Standard Fee	Municipal Fee
Consumptive Water Use	20,000 gallons per day (gpd) – 99,999 gpd 100,000 gpd – 499,999 gpd 500,000 gpd – 999,999 gpd 1 million gpd (mgd) – 5 mgd Over 5 mgd	\$ 2,950 5,925 11,750 35,250 58,775	\$ 2,360 4,740 9,400 28,200 47,020
Approval by Rule Consumptive Use; 18 CFR §806.22(e)	20,000 gpd – 99,999 gpd 100,000 gpd – 499,999 gpd 500,000 gpd – 999,999 gpd 1 mgd – 5 mgd Over 5 mgd	\$ 1,500 2,975 5,875 17,625 29,400	Not Applicable
Approval by Rule Consumptive Use; 18 CFR §806.22(f) ²	Unconventional Natural Gas or Other Hydrocarbon Development <u>Water Source:</u> Source Registration; Subsection (12) Source Approval; Subsection (13) Hydrocarbon Water Storage Facilities; Subsection (14)	\$ 10,000 525 1,075 2,500	Not Applicable
Surface Water Withdrawals ^{3,4}	Less than 100,000 gpd 100,000 gpd – 249,999 gpd 250,000 gpd – 499,999 gpd 500,000 gpd – 999,999 gpd 1 mgd – 5 mgd 5,000,001 gpd – 10 mgd Over 10 mgd	\$ 5,125 7,700 10,275 12,850 15,400 33,450 33,450 + \$5,700 for each additional 1 mgd increment ^{5,6}	\$ 4,100 6,160 8,220 10,280 12,320 26,760 26,760 + \$4,550 for each additional 1 mgd increment ^{5,6}
Groundwater Withdrawals ^{3,4}	Less than 100,000 gpd 100,000 gpd – 249,999 gpd 250,000 gpd – 499,999 gpd 500,000 gpd – 999,999 gpd 1 mgd – 5 mgd 5,000,001 gpd – 10 mgd Over 10 mgd	\$ 5,475 8,225 10,975 13,725 16,450 35,725 35,725 + \$6,275 for each additional 1 mgd increment ^{5,6}	\$ 4,106 6,169 8,231 10,294 12,338 26,794 26,794 + \$4,706 for each additional 1 mgd increment ^{5,6}
Diversions	Less than 250,000 gpd 250,000 gpd or greater	\$ 9,800 29,400 + consumptive use fee (unless not applicable)	\$ 7,840 23,520 + consumptive use fee (unless not applicable)
Hydroelectric Projects (New or Re-licensing)	Greater than 10 megawatts (anything less subject to “all other projects” category below)	\$ 229,175	Not Applicable

APPLICATION FEE TABLE (continued)

Project Category	Requested Quantities ¹ or Capacities	Standard Fee	Municipal Fee
All other projects requiring review and approval and not otherwise specified.	All quantities or capacities	\$ 4,900	\$ 3,920
Aquatic Resource Survey ^{4,7}		\$ 6,675	\$ 5,340
Aquifer Testing Plan ^{3,8}		\$ 4,225	\$ 3,169
Aquifer Testing Plan Waiver Request Evaluation ^{3,8}		\$ 4,225	\$ 3,169
Emergency Certificate		\$ 4,900	\$ 3,920

¹ Fees are based on the maximum withdrawal amount (on a peak day or 30-day average basis, as appropriate) requested in the application.

² Except where the project sponsor has an approved docket, any water source serving an Approval by Rule must be either registered or administratively approved, regardless of quantity.

³ A separate application fee is required for each withdrawal location, except for groundwater remediation systems that may be eligible for a single fee.

⁴ An aquatic resource survey fee may be required for applications for withdrawals, or for modifications or renewals of approved withdrawals (see footnote 7).

⁵ 1 mgd increment includes any amount from 1 gallon to the next mgd.

⁶ The maximum calculation of a project fee for this category will be \$274,100.

⁷ Aquatic resource surveys will be conducted on streams when recent relevant data are not available to evaluate the potential impacts of a withdrawal. Commission staff will make that determination during the review of an application and will invoice this fee separately.

⁸ If a waiver for an aquifer testing plan is requested and denied, the project sponsor will be required to develop an aquifer testing plan and pay an additional fee.

MODIFICATION APPLICATION FEE TABLE

Project Category	Amount of Requested Increase in Quantities or Capacities ¹	Standard Fee	Municipal Fee
Consumptive Water Use	Less than 100,000 gpd	\$ 2,950	\$ 2,360
	100,000 gpd – 499,999 gpd	5,925	4,740
	500,000 gpd – 999,999 gpd	11,750	9,400
	1 mgd – 5 mgd	35,250	28,200
	Over 5 mgd	58,775	47,020
Approval by Rule Consumptive Use; 18 CFR §806.22(e)	Less than 100,000 gpd	\$ 1,500	\$ 1,200
	100,000 gpd – 499,999 gpd	2,975	2,380
	500,000 gpd – 999,999 gpd	5,875	4,700
	1 mgd – 5 mgd	17,625	14,100
	Over 5 mgd	29,400	23,520
Approval by Rule Consumptive Use; 18 CFR §806.22(f)	Unconventional Natural Gas or Other Hydrocarbon Development	\$ 1,075	Not Applicable
	Water Source	1,075	
Surface Water Withdrawals ²	Less than 100,000 gpd	\$ 5,125	\$ 4,100
	100,000 gpd – 250,000 gpd	7,700	6,160
	250,000 gpd – 499,999 gpd	10,275	8,220
	500,000 gpd – 999,999 gpd	12,850	10,280
	1 mgd – 5 mgd	15,400	12,320
	5,000,001 gpd – 10 mgd	33,450	26,760
	Over 10 mgd	33,450 + \$5,700 for each additional 1 mgd increment ^{3,4}	26,760 + \$4,550 for each additional 1 mgd increment ^{3,4}
Groundwater Withdrawals ²	Less than 100,000 gpd	\$ 5,475	\$ 4,106
	100,000 gpd – 249,999 gpd	8,225	6,169
	250,000 gpd – 499,999 gpd	10,975	8,231
	500,000 gpd – 999,999 gpd	13,725	10,294
	1 mgd – 5 mgd	16,450	12,338
	5,000,001 gpd – 10 mgd	35,725	26,794
	Over 10 mgd	35,725 + \$6,275 for each additional 1 mgd increment ^{3,4}	26,794 + \$4,706 for each additional 1 mgd increment ^{3,4}
Diversions	Less than 250,000 gpd	\$ 9,800	\$ 7,840
	250,000 gpd or greater	29,400 + consumptive use fee (unless not applicable)	23,520 + consumptive use fee (unless not applicable)
Hydroelectric Projects	Greater than 10 megawatts (anything less subject to “all other projects” category below)	Actual Costs	Not Applicable
All other projects requiring review and approval and not otherwise specified.	All quantities or capacities	\$ 4,900	\$ 3,920
Transfer of Approval ⁵		\$ 1,000	\$ 800
Re-issuance of Approval ⁵		\$ 500	\$ 400

MODIFICATION APPLICATION FEE TABLE (continued)

¹ When the requested modification for any category of project listed does not include a request to modify quantities, the lowest fee for the applicable project category shall apply.

² A separate application fee is required for each withdrawal location, except for groundwater remediation systems that may be eligible for a single fee.

³ 1 mgd increment includes any amount from 1 gallon to the next mgd.

⁴ The maximum calculation of a project fee for this category will be \$274,100.

⁵ The fee for transfers or re-issuances as defined under Commission regulation found in 18 CFR §806.6 which occur simultaneously as part of a single transaction will be reduced by 50% when the number of transfers or re-issuances in the transaction equals 25 or more.

RENEWAL APPLICATION FEE TABLE

Project Category	Requested Quantities ¹ or Capacities	Renewal		Renewal With Modification ²	
		Standard Fee	Municipal Fee	Standard Fee	Municipal Fee
Consumptive Water Use	Less than 999,999 gpd	\$ 1,500	\$ 1,200	\$ 2,500	\$ 2,000
	1 mgd – 5 mgd	3,000	2,400	5,000	4,000
	Over 5 mgd	10,000	8,000	20,000	16,000
Approval by Rule Consumptive Use; 18 CFR §806.22(e)	All Quantities	\$ 1,500	\$ 1,200	\$ 1,500	\$ 1,200
Approval by Rule Consumptive Use; 18 CFR §806.22(f)	All Quantities	\$ 2,500	\$ 2,000	\$ 2,500	\$ 2,000
Surface Water Withdrawals ³	Less than 100,000 gpd	\$ 2,575	\$ 2,050	\$ 3,850	\$ 3,075
	100,000 gpd – 249,999 gpd	3,850	3,080	5,775	4,620
	250,000 gpd – 499,999 gpd	5,125	4,100	7,700	6,125
	500,000 gpd – 999,999 gpd	6,425	5,140	9,650	7,700
	1 mgd – 5 mgd	7,700	6,160	11,550	9,250
	5,000,001 gpd – 10 mgd	16,725	13,380	25,075	20,075
	Over 10 mgd	16,725 + \$2,850 for each additional 1 mgd increment ^{4,5}	13,380 + \$2,275 for each additional 1 mgd increment ^{4,5}	25,075+ \$4,275 for each additional 1 mgd increment ^{4,5}	20,075 + \$3,400 for each additional 1 mgd increment ^{4,5}
Groundwater Withdrawals ³	Less than 100,000 gpd	\$ 5,475	\$ 4,106	\$ 5,475	\$ 4,106
	100,000 gpd– 249,999 gpd	8,225	6,169	8,225	6,169
	250,000 gpd – 499,999 gpd	10,975	8,231	10,975	8,231
	500,000 gpd – 999,999 gpd	13,725	10,294	13,725	10,294
	1 mgd – 5 mgd	16,450	12,338	16,450	12,338
	5,000,001 gpd – 10 mgd	35,725	26,794	35,725	26,794
	Over 10 mgd	35,725 + \$6,275 for each additional 1 mgd increment ^{4,5}	26,794 + \$4,706 for each additional 1 mgd increment ^{4,5}	35,725 + \$6,275 for each additional 1 mgd increment ^{4,5}	26,794 + \$4,706 for each additional 1 mgd increment ^{4,5}

¹ Fees are based on the maximum withdrawal amount (on a peak day or 30-day average basis, as appropriate) requested in the application.

² A renewal will be subject to the “Renewal With Modification” category if the amount of the consumptive use or withdrawal requested exceeds the original approved amount, or if there is a change to the source or to another major water-related project feature.

³ A separate application fee is required for each withdrawal location, except for groundwater remediation systems that may be eligible for a single fee.

⁴ 1 mgd increment includes any amount from 1 gallon to the next mgd.

⁵ The maximum calculation of a project fee for this category will be \$274,100.

ANNUAL COMPLIANCE AND MONITORING FEE TABLE¹

Project Category	Standard Fee	Municipal Fee
Hydroelectric	\$10,000	\$10,000
Diversions and Consumptive Water Use Projects Not Paying the Consumptive Use Mitigation Fee	\$ 2,000	\$ 2,000
Consumptive Use	\$ 1,000 ²	\$ 1,000 ²
Groundwater	\$ 1,000 ²	\$ 1,000 ²
Surface Water	\$ 1,000 ²	\$ 1,000 ²
Approval by Rule	\$ 1,000	\$ 1,000

¹ Annual compliance and monitoring fees apply to each docket approval or Approval by Rule issued by the Commission on or after January 1, 2010, including modifications of approvals that require Commission action on or after that date. All fees on this table will be invoiced by the Commission on or after July 1 of each year. Fees will be prorated on the basis of a fiscal year commencing July 1. Fees are due and payable within 30 days from the date of invoice.

² In the case of a facility operating under multiple approvals (consumptive use, groundwater, or surface water), the maximum annual compliance and monitoring fee will be limited to \$5,000.

CONSUMPTIVE USE MITIGATION FEE TABLE

Project Category	Standard Fee
Consumptive Use Mitigation Fee ¹	\$0.30 per 1,000 gallons consumed

¹ Consumptive use mitigation fees are paid by project sponsors electing to use such payments as their method of compliance with 18 CFR §806.22(b). Such fees are deposited in the Commission's Water Management Fund and shall be used for planning, engineering, design, and construction phases of new projects, or the reformulation of existing reservoirs, or any other project or study initiated by the Commission to address the cumulative impact of consumptive water use or otherwise to support low flow management in the Susquehanna River Basin, as provided for in the Commission's Water Management Fund Policy, Policy No. 95-02, as revised June 8, 2005.

APPLICATION FEE WORKSHEET

Project Sponsor:

Facility:

Municipality:

County:

State:

Table ¹	Project Category ²	Source Location ³	Requested Quantity (gpd) ⁴	Municipal Fee (Yes/No)	Fee from Table
¹ Application, modification or renewal. Use "A" for Application Fee Table, "M" for Modification Application Fee Table, and "R" for Renewal Application Fee Table. ² Consumptive Water Use, Approval by Rule, Withdrawal, Diversion, etc. ³ Name of withdrawal point (not applicable for Consumptive Water Use); e.g., Well 2A, Trout Creek, etc. ⁴ Requested amount of water in gallons per day (gpd) based on peak 24-hour period or 30-day average, as appropriate.				Amount Due	
				Amount Paid	
				Check Number	

RESOLUTION NO. 2012-07

A RESOLUTION of the Susquehanna River Basin Commission authorizing the refinancing of the Curwensville Water Storage Project (also known as the Curwensville Storage Reallocation Project).

WHEREAS, by Resolution 2006-03 of June 14, 2006, the Susquehanna River Basin Commission (the "Commission") authorized the refinancing of the Curwensville Water Storage Project (the "project") on the West Branch Susquehanna River, Clearfield County, Pennsylvania; and

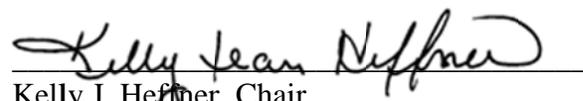
WHEREAS, pursuant to that resolution, the Commission entered into a Commitment Letter loan agreement with Commerce Bank/Harrisburg, N.A. for the refinancing of the project; and

WHEREAS, in order to obtain more favorable terms for the financing of the remaining loan balance, which will include a lower interest rate of 2.83 percent and a substantial reduction in the collateral requirement, the Commission now wishes to refinance this outstanding obligation with Metro Bank, N.A. (the "bank"), the successor bank to Commerce Bank/Harrisburg, N.A.

NOW THEREFORE BE IT RESOLVED THAT:

1. The Commission hereby authorizes the refinancing of the current outstanding loan obligation for the Curwensville Water Storage Project with the bank in accordance with the terms described by the Executive Director and the Director of Administration and Finance.
2. The Executive Director and Director of Administration and Finance are authorized and directed to execute and to deliver such documents as approved by counsel (including a note to the bank) and to do such other things as may be necessary, from time to time, to carry out the terms of the said refinancing, in accordance with the same authority and in the same manner as provided under Resolution 2006-03.
3. All other applicable terms and conditions set forth in Resolution 2006-03 shall remain in full force and effect with respect to the said refinancing.
4. This resolution shall be effective immediately.

Dated: June 7, 2012



Kelly J. Heffner, Chair
Pennsylvania

RESOLUTION NO. 2012-08

A RESOLUTION by the Susquehanna River Basin Commission to adopt a proposed budget for the fiscal year beginning July 1, 2013, and ending June 30, 2014, and to apportion among the Commission's member jurisdictions a proposed amount required for the support of the budget.

WHEREAS, pursuant to Section 14.3 of the Susquehanna River Basin Compact (the "Compact"), the Susquehanna River Basin Commission (the "Commission") desires to adopt a budget for the fiscal year beginning July 1, 2013.

NOW THEREFORE BE IT RESOLVED THAT:

1. A proposed budget for the fiscal year beginning July 1, 2013, for expenditures from the General Fund and the Water Resources Management Fund, in the amount of \$12.6 million, is hereby approved and adopted for submission to the member jurisdictions for their review and approval.

2. Pursuant to Section 14.3 of the Compact, there is hereby requested from each member jurisdiction the following apportioned amounts that are required, together with other funds as may be available to the Commission, for the support of the budget, as proposed, for the fiscal year beginning July 1, 2013.

<u>Member Jurisdictions</u>	<u>Apportionment</u>
New York	\$ 372,000
Pennsylvania	\$ 785,000
Maryland	\$ 400,000
United States	\$1,000,000

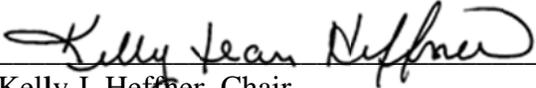
3. In accordance with the Compact, Section 14.3(c), the respective member jurisdictions agree to include the apportioned amounts set forth in Paragraph 2 in their respective budgets next to be adopted, subject to such review and approval as may be required by their respective budgetary processes. All requested contributions are expressly subject to the executive branch prerogatives of each member jurisdiction in formulating annual budgets, and this Commission Resolution is not intended to be an endorsement of any appropriation request to the extent that it is inconsistent with such executive branch priorities or policies.

4. The Executive Director is authorized and directed to transmit certified copies of the proposed budget to the principal budget officers of the respective member jurisdictions together with a certified statement of the amount hereby apportioned to each member jurisdiction in accordance with the requirement of the Compact.

5. To the extent that actual revenues received are less than amounts stipulated in this budget, and are insufficient to cover actual expenditures incurred, the Executive Director is authorized to transfer such amounts as are necessary from the Fiscal Stabilization and Reserve Fund to the General Fund to cover such revenue shortfall.

6. This resolution shall be effective immediately.

Dated: June 7, 2012



Kelly J. Heffner, Chair
Pennsylvania

RESOLUTION NO. 2012-09

A RESOLUTION of the Susquehanna River Basin Commission (Commission) amending the *Comprehensive Plan for the Water Resources of the Susquehanna River Basin* (the “Comprehensive Plan”) by incorporating the Water Resources Program (FY 2013-2014) and all water resources projects approved by the Commission since the last revision of the Comprehensive Plan.

WHEREAS, under Article 3, Section 3.3 (1) and Article 14, Section 14.1 of the Susquehanna River Basin Compact, Pub. L. 91-575, (Compact), the Commission is directed to “develop and adopt, and from time to time review and revise, a comprehensive plan for the immediate and long range development and use of the water resources of the basin;” and

WHEREAS, by Resolution 2008-08 of December 4, 2008, the Commission adopted a substantially revised Comprehensive Plan; and

WHEREAS, under Article 14, Section 14.2 of the Compact, the Commission also adopts an annual Water Resources Program based upon the Comprehensive Plan, which consists of the projects and facilities that the Commission proposes to be undertaken by the Commission and its member jurisdictions over the ensuing six-year time period or such other reasonably foreseeable period as the Commission may determine; and

WHEREAS, Resolve No. 2 of the said Resolution 2008-08 stipulates that the annual Water Resources Program prepared by the Commission shall hereinafter implement and be based upon the Comprehensive Plan, and shall be incorporated into the plan annually; and

WHEREAS, the Commission has this day adopted a Water Resources Program (FY 2013-2014); and

WHEREAS, Resolve No. 4b of the said Resolution 2008-08 provides for the incorporation of approved water resources projects into the comprehensive plan annually; and

WHEREAS, a public hearing has been held on May 10, 2012, in accordance with the requirements of Article 14, Section 14.1 of the Compact.

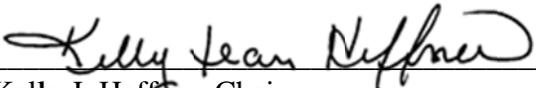
NOW THEREFORE BE IT RESOLVED THAT:

1. The Commission hereby incorporates the Water Resources Program (FY 2013-2014) into the Comprehensive Plan.
2. The Commission also incorporates all water resources projects approved by the Commission since the last revision of the Comprehensive Plan.

3. Staff is directed to file copies of these 2012 amendments to the Comprehensive Plan with the Federal Energy Regulatory Commission pursuant to Section 10(a) of the Federal Power Act, 16 U.S.C. Section 803(a).

4. This resolution shall be effective immediately.

Dated: June 7, 2012



Kelly J. Heffner, Chair
Pennsylvania



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120601

Approval Date: June 7, 2012

ANADARKO E&P COMPANY LP

**Surface Water Withdrawal (Peak Day) of up to 1.500 mgd
from the West Branch Susquehanna River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Anadarko E&P Company LP
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Piatt Township
County:	Lycoming County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	West Branch Susquehanna River
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020606 (West Branch Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.216128 N Long: 77.217368 W
Flow Statistics (cfs):	Q7-10 = 542; Average Daily Flow = 8,660
Drainage Area (square miles):	5,325
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	1.500 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	1,042 (Not to Exceed)
Flow Protection Type:	Passby: 20% Average Daily Flow December 1 through July 31; 10% Average Daily Flow August 1 through November 30
Flow Protection Rate (cfs):	1,730 – December 1 through July 31; 866 – August 1 through November 30
Flow Protection Rate (gpm):	777,000 – December 1 through July 31; 389,000 – August 1 through November 30
Method for Flow Protection:	Monitor USGS Real-Time Gage 01551500; West Branch Susquehanna River at Williamsport, Pennsylvania
Flow Protection Threshold (cfs):	1,850 – December 1 through July 31; 924 – August 1 through November 30
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify

to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2026, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use

to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120602

Approval Date: June 7, 2012

AQUA PENNSYLVANIA, INC. – EAGLE ROCK UTILITIES WATER SYSTEM

**Groundwater Withdrawal (30-Day Average) of 0.220 mgd from Well ER-6;
Total System Withdrawal Limit (30-Day Average) of 0.220 mgd**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP) and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Aqua Pennsylvania, Inc.
Approval Type:	Groundwater Withdrawal
Authorized Water Use Purpose:	Public Water Supply
Municipality and County:	Black Creek Township, Luzerne County, and Hazle Township, Schuylkill County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Withdrawal Type:	Groundwater
Withdrawal Source:	Well ER-6
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010708 (Catawissa Creek)
Withdrawal Location (degrees)*:	Lat: -- Long: --
Special Flow Protection Required:	No
* Specific location information concerning discrete water-related project features has been withheld for security reasons.	

Section 4. Aquifer Testing

The constant-rate aquifer testing required by Commission Regulation 18 CFR §806.12 for groundwater withdrawals was completed with prior Commission approval. A 72-hour, constant-rate aquifer test of Well ER-6 was initiated on December 20, 2010, and pumped at an average rate of 200 gallons per minute (gpm).

Testing results indicate that unacceptable interference would occur if withdrawals from both Well ER-6 and the project sponsor's Huron Well were operated simultaneously at their approved withdrawal quantities. Commission staff finds that Well ER-6 and the Huron Well should not be operated concurrently, and recommends the Huron Well be used only as a backup well when Well ER-6 is not operated.

Commission staff determined that the withdrawal from Well ER-6 at the requested withdrawal rate and subject to the conditions below should not cause permanent loss of aquifer storage, render competing supplies unreliable, or cause adverse impacts to the water resources of the basin.

Section 5. Approved Withdrawal Quantities and Limitations

Based on a recommendation by Commission staff, the requested withdrawal quantity of 0.288 million gallons per day (mgd) (30-day average) from Well ER-6 was reduced to the quantity indicated in the table below based on the projected 15-year average daily demand. The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
30-Day Average Withdrawal (mgd):	0.220 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	200 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.220

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 6. Existing Approved Withdrawals

Quantities applicable to the existing approved withdrawals are listed in the tables below.

Existing Approved Groundwater Withdrawals			
Source	30-Day Average Withdrawal (mgd)	Commission Docket No.	Docket Expiration Date
Well ER-4	0.072	20061202	December 5, 2031
Well ER-2	0.200	20050304	March 29, 2030
Huron Well	0.063	20050304	March 29, 2030

Section 7. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering plan to the Commission for review and approval by Commission staff that accounts for all withdrawals.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Within ninety (90) days from the date of this approval, the project sponsor shall submit a plan to Commission staff for review and approval for the implementation of a groundwater elevation monitoring program in accordance with Commission Regulation 18 CFR §806.30(a)(4). The plan shall include proposed methods for the daily measurement and recording of groundwater elevations in the sources listed in Sections 3 and 6. Following approval, the project sponsor shall execute the plan and complete installation of water level monitoring equipment in accordance with the approved schedule. The project sponsor shall

notify the Commission, in writing, and submit digital photographs of the water level monitoring equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals and certify to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(a).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all groundwater sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to

protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. If the Commission determines that the operation of the project's groundwater withdrawal adversely affects any existing groundwater or surface water withdrawal, the project sponsor shall be required to provide, at its expense, an alternate water supply or other mitigating measure.

18. This approval is effective until June 6, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2026, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 8. Special Conditions

19. Withdrawals from the Huron Well and Well ER-6 shall not be operated concurrently. The Huron Well shall be used only as a backup source when withdrawal from Well ER-6 is not operated.

20. The project sponsor shall reduce system water losses to less than 20 percent to comply with Commission Regulation 18 CFR §806.25(a)(1). Within sixty (60) days of the date of this approval, the project sponsor shall submit a plan to the Commission describing actions it will undertake to reduce system losses within five (5) years of the date of this docket (by June 7, 2017), unless an extension of time is granted due to extenuating circumstances described, in writing, by the project sponsor. The project sponsor shall report to the Commission annually on the progress made pursuant to this requirement.

21. Should the project's anticipated total system demand be expected to exceed the approved total system withdrawal limit herein, the project sponsor is required to make application for modification to this approval at that time.

22. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120604

Approval Date: June 7, 2012

AQUA INFRASTRUCTURE, LLC

Source Approval

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Aqua Infrastructure, LLC
Approval Type:	Source Approval
Project Facility:	Regional Pipeline System
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Piatt, Mifflin, Watson, Cummings, Anthony, Lycoming, and Cogan House Townships
County:	Lycoming County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source(s) of water that are hereby approved for input into the regional pipeline system constituting the project facilities under this approval is set forth in the table below.

Source Information		
Source	Identification Number	Sponsor
West Branch Susquehanna River	SRBC Docket No. 20120302	Aqua Infrastructure, LLC
<u>Note:</u> Additional sources may be added to the project if approved in accordance with Special Condition 15.		

Section 4. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering plan to the Commission for review and approval by Commission staff that accounts for all inputs to and withdrawals from the regional pipeline system. Following approval and prior to operating the regional pipeline system, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved schedule.

3. Prior to the receipt of water from any source authorized pursuant to this approval, the project sponsor shall install and maintain metering on such source in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of each meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow.

4. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

5. The project sponsor shall keep daily records of all inputs to and withdrawals from the regional pipeline system, and shall report the data to the Commission as required. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

6. The project sponsor shall maintain the meters and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of inputs and withdrawals, and

certify to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

7. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

8. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

9. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the operation of the regional pipeline system. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

10. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

11. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

12. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

13. The project sponsor has a period of three (3) years from the date of this approval to commence pipeline operations or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

14. This approval is effective until March 14, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2026, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 5. Special Conditions

15. Additional sources of water, provided they are first approved by the Commission pursuant to Commission Regulations 18 CFR §806.4(a) or §806.22(f)(13), may be added to this approval. The project sponsor shall make such a request, in writing, to the Commission for review and approval by the Executive Director. Any approval issued by the Executive Director shall become effective upon notification to the project sponsor.

16. Should the regional pipeline system be expanded beyond the municipalities listed in Section 2, and as shown on the figure submitted by the project sponsor entitled "Regional Plan Lycoming County, PA" (dated January 2012), the project sponsor is required to make application for modification to this approval at that time.

17. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

18. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 19, including daily quantities supplied.

19. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

20. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

21. For all sources of water authorized under this approval, the quantity of water the project sponsor may receive from such sources shall be limited to the quantities authorized in the separate Commission approvals issued to such sources.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120605**Approval Date: June 7, 2012**

CARRIZO (MARCELLUS), LLC

**Surface Water Withdrawal (Peak Day) of up to 0.432 mgd
from Clearfield Creek**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the United States Fish and Wildlife Service (USFWS), Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Carrizo (Marcellus), LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Reade Township
County:	Cambria County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Clearfield Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020103 (Clearfield Creek)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 40.719017 N Long: 78.528240 W
Flow Statistics (cfs):	Q7-10 = 11; Average Daily Flow = 158
Impairment:	Mine Drainage
Drainage Area (square miles):	98.4
Special Flow Protection Required:	No
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.432 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	300 (Not to Exceed)
mgd – million gallons per day gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of

this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from

legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

19. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

20. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

21. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 22, including daily quantities supplied.

22. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

23. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



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Docket No. 20030809-1**Approval Date: August 14, 2003****Modification Date: June 7, 2012**

EMPIRE KOSHER POULTRY, INC.

**Total System Withdrawal Limit (30-Day Average) of 1.269 mgd
from 12 Wells: Wells 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, and 17**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the requested modification to the project, as described herein, in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP) and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Empire Kosher Poultry, Inc.
Approval Type:	Groundwater Withdrawal
Authorized Water Use Purpose:	Processing of Kosher Poultry
Municipality:	Walker Township
County:	Juniata County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Withdrawal Type:	Groundwater
Withdrawal Source:	Wells 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, and 17
Subbasin:	Juniata
Watershed Boundary Dataset (WBD):	0205030408 (Juniata River)
Withdrawal Location (degrees)*:	Lat: 40.55925 N Long: 77.40027 W
Special Flow Protection Required:	No
* Because the project includes multiple withdrawal locations, the coordinates provided correspond to the center point of the facility. All withdrawal locations are located within 1,500 feet of the center point of the facility.	

Section 4. Approved Withdrawal Quantities and Limitations

The total system withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Total System Withdrawal Limit (30-Day Average) (mgd):	1.269
mgd – million gallons per day	

The project is also subject to all other conditions set forth in this docket approval.

Section 5. Existing Approved Withdrawals

Quantities applicable to the existing approved withdrawals are listed in the table below. The proposed modification does not include requests to increase the previously approved individual withdrawal limits from any of the existing sources identified in the table below.

Existing Approved Groundwater Withdrawals			
Source	Maximum Instantaneous Withdrawal (gpm)	Commission Docket No.	Docket Expiration Date
Well 5	210	20030809	August 14, 2028
Well 6	225	20030809	August 14, 2028
Well 7	225	20030809	August 14, 2028
Well 9	250	20030809	August 14, 2028
Well 10	200	20030809	August 14, 2028
Well 11	260	20030809	August 14, 2028
Well 12	291	20030809	August 14, 2028

Existing Approved Groundwater Withdrawals			
Source	Maximum Instantaneous Withdrawal (gpm)	Commission Docket No.	Docket Expiration Date
Well 13	230	20030809	August 14, 2028
Well 14	209	20030809	August 14, 2028
Well 15	220	20030809	August 14, 2028
Well 16	220	20030809	August 14, 2028
Well 17	220	20030809	August 14, 2028
gpm – gallons per minute			

Section 6. Grandfathering Determination – Consumptive Water Use

The quantities applicable to the project’s grandfathering determination for existing consumptive water uses are listed in the table below.

Grandfathered Consumptive Water Use		
Consumptive Water Use	Source	Peak Day Consumptive Water Use (mgd)
1. Poultry processing 2. Product absorption, cooling tower evaporation 3. Steam boiler evaporation 4. Wastewater treatment system and pond evaporation	1. Wells 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, and 17 2. Mifflintown Municipal Water Authority	0.049

Section 7. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering plan to the Commission for review and approval by Commission staff that accounts for all withdrawals and consumptive use. Following approval of the proposed metering plan, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved plan and schedule. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meters when they have been installed, provide the serial numbers of the meters, and certify the accuracy of the measuring devices to within five (5) percent of actual flow.

3. Within ninety (90) days from the date of this approval, the project sponsor shall submit a plan to Commission staff for review and approval for the implementation of a groundwater elevation monitoring program in accordance with Commission Regulation 18 CFR §806.30(a)(4). The plan shall include proposed methods for the daily measurement and recording of groundwater elevations in the sources listed in Section 5. Following approval, the project sponsor shall execute the plan and complete installation of water level monitoring equipment in accordance with the approved schedule. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the water level monitoring equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter.

4. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

5. The project sponsor shall keep daily records of the project's withdrawals and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

6. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals and consumptive water uses, and certify to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

7. The project sponsor shall keep daily records of the project's consumptive water use and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all groundwater sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. In accordance with Commission Regulation 18 CFR §806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals or consumptive uses be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. If the Commission determines that the operation of the project's groundwater withdrawal adversely affects any existing groundwater or surface water withdrawal, the project sponsor shall be required to provide, at its expense, an alternate water supply or other mitigating measure.

18. This modified approval is effective until August 14, 2028, the term of the prior docket approval. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by February 14, 2028, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 8. Special Conditions

19. All other conditions in Commission Docket No. 20030809 not inconsistent herewith shall remain effective.

20. Should the project's anticipated consumptive water use exceed the grandfathered quantity listed herein, the project sponsor shall immediately notify the Commission and submit an application for approval of its consumptive water use.

21. Should the project's anticipated total system demand be expected to exceed the approved total system withdrawal limit herein, the project sponsor is required to make application for modification to this approval at that time.

22. The project sponsor shall maintain legal access to the withdrawal locations for the duration of the approval.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120606**Approval Date: June 7, 2012**

JO JO OIL COMPANY, INC.

**Surface Water Withdrawal (Peak Day) of up to 0.999 mgd
from Tunkhannock Creek**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Jo Jo Oil Company, Inc.
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Tunkhannock Township
County:	Wyoming County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Tunkhannock Creek
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010612 (Tunkhannock Creek)
Water Use Designation:	Trout Stocked Fishery (TSF)
Withdrawal Location (degrees):	Lat: 41.550856 N Long: 75.914325 W
Flow Statistics (cfs):	Q7-10 = 17.8; Average Daily Flow = 572
Drainage Area (square miles):	395
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.999 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	694 (Not to Exceed)
Flow Protection Type:	Passby; 20% Average Daily Flow
Flow Protection Rate (cfs):	115
Flow Protection Rate (gpm):	51,400
Method for Flow Protection:	Monitor USGS Real-Time Gage 01534000; Tunkhannock Creek at Tunkhannock, Pennsylvania
Flow Protection Threshold (cfs):	113
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Per coordination with jurisdictional agencies, the project sponsor shall adhere to recommendations for avoiding adverse impact to documented occurrences of rare, threatened, or endangered species at or in proximity to the project location. The documented species include Yellow Lampmussels.

20. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

21. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

22. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

23. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 24, including daily quantities supplied.

24. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use

to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

25. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



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Docket No. 20100311-1**Approval Date: March 18, 2010****Modification Date: June 7, 2012**

LDG INNOVATION, LLC

**Surface Water Withdrawal (Peak Day) of up to 0.750 mgd
from the Tioga River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the modification to the existing approval described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), Pennsylvania Game Commission (PGC), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	LDG Innovation, LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Lawrenceville Borough
County:	Tioga County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Tioga River
Subbasin:	Chemung
Watershed Boundary Dataset (WBD):	0205010409 (Tioga River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.991238 N Long: 77.124730 W
Flow Statistics (cfs):	Q7-10 = 29.5; Average Daily Flow = 552
Drainage Area (square miles):	456
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.750 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	925 (Not to Exceed)
Flow Protection Type:	Passby; 20% Average Daily Flow
Flow Protection Rate (cfs):	110
Flow Protection Rate (gpm):	49,400
Method for Flow Protection:	Monitor USGS Real-Time Gage 01518700; Tioga River at Tioga Junction, Pennsylvania
Flow Protection Threshold (cfs):	110
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering plan to the Commission for review and approval by Commission staff that accounts for all withdrawals. Following approval and prior to withdrawal, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved schedule.

3. Prior to any withdrawal at the modified rate from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals at the modified rate shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Within sixty (60) days from the date of this approval, the project sponsor shall submit an intake design for review by Commission staff. The project sponsor shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake and shall provide the Commission with a copy of the permit prior to operating the withdrawal at the modified rate. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water at the modified rate. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. In accordance with Commission Regulation 18 CFR §806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This modified approval is effective until March 17, 2014, the term of the prior docket approval. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 17, 2013, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. The initial approval authorized a water withdrawal and consumptive use for processing and treatment of natural gas industry wastewater and the bulk supply of freshwater to the natural gas industry. However, following transfer of the approval from the original owner, the current project sponsor has indicated that it no longer intends to construct the wastewater

treatment facility. Therefore, the consumptive use approval associated with this docket is hereby rescinded. All other conditions in Commission Docket No. 20100311 not inconsistent herewith shall remain effective.

19. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

20. Per Commission coordination with jurisdictional agencies, the project sponsor shall adhere to recommendations for avoiding adverse impact to documented occurrences of rare, threatened, or endangered species at or in proximity to the project location. The documented species include northern myotis (*Myotis septentrionalis*), a special concern species. In order to avoid impacts to *Myotis septentrionalis* and other tree-roosting bats, all trees or snags greater than 5 inches in diameter at breast height, which will be harvested to facilitate the project, must be cut between November 1 and March 31.

21. Prior to the withdrawal of water at the modified rate, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including modified quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal at the modified rate of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal at the modified rate.

22. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

23. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

24. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water

from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 25, including daily quantities supplied.

25. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

26. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



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Docket No. 20120607**Approval Date: June 7, 2012**

LHP MANAGEMENT, LLC

**Surface Water Withdrawal (Peak Day) of up to 0.999 mgd
from Muncy Creek**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	LHP Management, LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Muncy Creek Township
County:	Lycoming County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Muncy Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020608 (Muncy Creek)
Water Use Designation:	Trout Stocked Fishery (TSF)
Withdrawal Location (degrees):	Lat: 41.216111 N Long: 76.791667 W
Flow Statistics (cfs):	Q7-10 = 10.3; Average Daily Flow = 417
Drainage Area (square miles):	204
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.999 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	1,000 (Not to Exceed)
Flow Protection Type:	Passby; 20% Average Daily Flow
Flow Protection Rate (cfs):	83.3
Flow Protection Rate (gpm):	37,400
Method for Flow Protection:	Monitor USGS Real-Time Gage 01552500; Muncy Creek near Sonestown, Pennsylvania
Flow Protection Threshold (cfs):	10
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. In accordance with Commission Regulation 18 CFR §806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2014.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Upon the project sponsor's commencement of the withdrawal authorized pursuant to Commission Docket No. 20120608 (West Branch Susquehanna River), this approval shall be concurrently and automatically rescinded, and the project sponsor shall cease all withdrawal

hereunder and remove all water withdrawal equipment. The project sponsor shall certify, in writing, to Commission staff the discontinuation and removal of infrastructure within thirty (30) days of the date of rescission of this approval. The project sponsor's final reporting obligations hereunder shall survive such rescission.

20. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

21. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

22. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

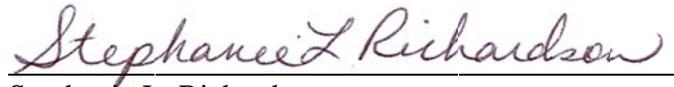
23. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 24, including daily quantities supplied.

24. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

25. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120608**Approval Date: June 7, 2012**

LHP MANAGEMENT, LLC

**Surface Water Withdrawal (Peak Day) of up to 3.000 mgd
from the West Branch Susquehanna River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	LHP Management, LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Muncy Creek Township
County:	Lycoming County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	West Branch Susquehanna River
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020606 (West Branch Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.215857 N Long: 76.806548 W
Flow Statistics (cfs):	Q7-10 = 634; Average Daily Flow = 10,100
Drainage Area (square miles):	6,234
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	3.000 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	3,126 (Not to Exceed)
Flow Protection Type:	Passby: 20% Average Daily Flow December 1 through July 31; 10% Average Daily Flow August 1 through November 30
Flow Protection Rate (cfs):	2,030 – December 1 through July 31; 1,020 – August 1 through November 30
Flow Protection Rate (gpm):	910,000 – December 1 through July 31; 455,000 – August 1 through November 30
Method for Flow Protection:	Monitor USGS Real-Time Gage 01551500; West Branch Susquehanna River at Williamsport, Pennsylvania
Flow Protection Threshold (cfs):	1,860 – December 1 through July 31; 930 – August 1 through November 30
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Commission staff coordinated review of the intake design with the jurisdictional permitting agency and determined the intake design requires modification and subsequent design review by the permitting agency. The project sponsor shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake, and shall submit to the Commission revised intake designs accompanied by an approved permit. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify

to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. The project sponsor shall provide the Commission with ten (10) days advance notice of its commencement of the withdrawals authorized under this approval. Pursuant Special Condition 19 of Commission Docket No. 20120607, issued to the project sponsor for its Muncy Creek project, the commencement of the withdrawal authorized hereunder shall result in the concurrent and automatic rescission of Commission Docket No. 20120607.

20. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

21. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

22. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

23. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon

development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 24, including daily quantities supplied.

24. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

25. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120609**Approval Date: June 7, 2012**

NIAGARA GAS & OIL SERVICES INC.

**Surface Water Withdrawal (Peak Day) of up to 0.999 mgd
from the Susquehanna River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Niagara Gas & Oil Services Inc.
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Athens Township
County:	Bradford County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Susquehanna River
Subbasin:	Upper Susquehanna
Watershed Boundary Dataset (WBD):	0205010307 (Wappasening Creek – Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.955674 N Long: 76.511458 W
Flow Statistics (cfs):	Q7-10 = 409; Average Daily Flow = 8,120
Drainage Area (square miles):	4,930
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.999 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	694 (Not to Exceed)
Flow Protection Type:	Passby: 20% Average Daily Flow November 1 through June 30; 10% Average Daily Flow July 1 through October 31
Flow Protection Rate (cfs):	1,620 – November 1 through June 30; 812 – July 1 through October 31
Flow Protection Rate (gpm):	729,000 – November 1 through June 30; 364,000 – July 1 through October 31
Method for Flow Protection:	Monitor USGS Real-Time Gage 01515000; Susquehanna River at Waverly, New York
Flow Protection Threshold (cfs):	1,580 – November 1 through June 30; 788 – July 1 through October 31
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify

to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

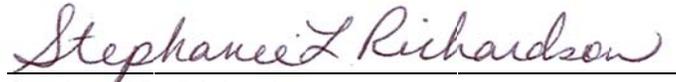
22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120610**Approval Date: June 7, 2012**

NORTHEAST NATURAL ENERGY LLC

**Surface Water Withdrawal (Peak Day) of up to 0.500 mgd
from the West Branch Susquehanna River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Northeast Natural Energy LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Cooper Township
County:	Clearfield County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	West Branch Susquehanna River
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020107 (Lower West Branch Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.055342 N Long: 78.155767 W
Flow Statistics (cfs):	Q7-10 = 176; Average Daily Flow = 1,920
Impairment:	Mine Drainage
Drainage Area (square miles):	1,097
Special Flow Protection Required:	No
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.500 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	347 (Not to Exceed)
mgd – million gallons per day gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of

this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from

legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

19. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

20. The project sponsor shall avoid installation of water withdrawal infrastructure for a minimum period of 24 hours before and during the West Branch Susquehanna River "Wild Canoe/Kayak Race" that passes through the site.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120611**Approval Date: June 7, 2012**

NORTHWESTERN LANCASTER COUNTY AUTHORITY

**Groundwater Withdrawals (30-Day Averages) of
0.324 mgd from Well 2 and 0.617 mgd from Well 3, and
Total System Withdrawal Limit (30-Day Average)
of 0.617 mgd from Wells 2 and 3**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP) and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Northwestern Lancaster County Authority
Approval Type:	Groundwater Withdrawal
Authorized Water Use Purpose:	Public Water Supply
Municipality:	Penn Township
County:	Lancaster County
State:	Pennsylvania

Approved Withdrawal Quantities and Limitations – Well 2	
30-Day Average Withdrawal (mgd):	0.324 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	225 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.617

Approved Withdrawal Quantities and Limitations – Well 3	
30-Day Average Withdrawal (mgd):	0.617 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	700 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.617

The withdrawals are also subject to all other conditions set forth in this docket approval.

Section 6. Existing Approved Withdrawals

The project maintains an emergency interconnection with Manheim Borough as outlined in PADEP Public Water Supply Permit No. 3611519 A1, valid through May 31, 2013. The project sponsor has indicated that the interconnection will be permanently and physically disconnected upon completion of a new treatment facility. The initial permitted capacity of the Northwestern Lancaster County Authority membrane filtration plant is 324,000 gallons per day (gpd).

A PADEP Public Water Supply Construction Permit (No. 3608510) for a permanent interconnection with Manheim Borough was issued on February 10, 2009. Construction of the interconnect has not been initiated to date.

Northwestern Lancaster County Authority has operated Well 2 since 1996 without Commission approval. Based on data provided by the project sponsor, Well 2 has been operated in excess of the Commission withdrawal threshold of 0.100 mgd (30-day average), requiring review and approval. The threshold was first exceeded in 2004 due to growth and increased demand, and was not routinely exceeding the threshold until 2006. During review of the application for Well 3, the requirement for application of Well 2 was identified by Commission staff. Upon notification of the requirement to make application, the project sponsor voluntarily submitted its application for groundwater withdrawal from Well 2 to the Commission, complied with application procedures, and cooperated with Commission staff during review of the project. Considering the limited exceedances and cooperation during the application and review process, Commission staff recommends acceptance of the Well 2 withdrawal application and does not recommend compliance action related to previous operation of Well 2 without Commission approval.

Section 7. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering plan to the Commission for review and approval by Commission staff that accounts for all withdrawals. Following approval and prior to withdrawal from Well 3, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved schedule.

3. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meters when they been installed, provide the serial numbers of the meters, and certify the accuracy of the measuring devices to within five (5) percent of actual flow. Withdrawals shall not commence from Well 3 until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Within ninety (90) days from the date of this approval, the project sponsor shall submit a plan to Commission staff for review and approval for the implementation of a groundwater elevation monitoring program in accordance with Commission Regulation 18 CFR §806.30(a)(4). The plan shall include proposed methods for the daily measurement and recording of groundwater elevations in the sources listed in Section 3. Following approval, the project sponsor shall execute the plan and complete installation of water level monitoring equipment in accordance with the approved schedule. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the water level monitoring equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawals and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(a).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all groundwater sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal from Well 3 or its approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. If the Commission determines that the operation of the project's groundwater withdrawals adversely affects any existing groundwater or surface water withdrawals, the project

sponsor shall be required to provide, at its expense, an alternate water supply or other mitigating measure.

18. This approval is effective until June 6, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2026, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

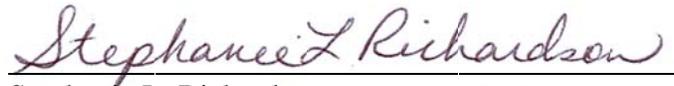
Section 8. Special Conditions

19. Should the project's anticipated total system demand be expected to exceed the approved total system withdrawal limit herein, the project sponsor is required to make application for modification to this approval at that time.

20. The project sponsor shall maintain legal access to the withdrawal locations for the duration of the approval.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

Exhibit G13

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Docket No. 20120612

Approval Date: June 7, 2012

RAUSCH CREEK LAND, L.P.

**Groundwater Withdrawal (30-Day Average) of 0.100 mgd
from Pit #21 (Flooded Coal Strip Pit)**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP) and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Rausch Creek Land, L.P.
Approval Type:	Groundwater Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Porter Township
County:	Schuylkill County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Withdrawal Type:	Groundwater
Withdrawal Source:	Pit #21 (Flooded Coal Strip Pit)
Subbasin:	Lower Susquehanna
Watershed Boundary Dataset (WBD):	0205030506 (Swatara Creek)
Withdrawal Location (degrees):	Lat: 40.618431 N Long: 76.483919 W
Special Flow Protection Required:	No

Section 4. Aquifer Testing

The project sponsor requested that the constant-rate aquifer testing required by Commission Regulation 18 CFR §806.12 for groundwater withdrawals be waived. In support of its request for a waiver, the project sponsor submitted background information including a detailed groundwater availability analysis and hydrogeologic description indicating the presence of localized abandoned mine drainage impacts within the project area. Pit #21 is one of several existing flooded coal strip pits located in a large tract of land that was historically extensively strip and deep mined for extraction of coal.

Commission staff determined that the withdrawal from Pit #21 at the requested withdrawal rate should not cause permanent loss of aquifer storage, render competing supplies unreliable, or cause adverse impacts to the water resources of the basin. Therefore, the aquifer testing requirements for Pit #21, according to Commission Regulation 18 CFR §806.12, are hereby waived.

Section 5. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
30-Day Average Withdrawal (mgd):	0.100 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	1,000 (Not to Exceed)
mgd – million gallons per day gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 6. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering in accordance with Commission Regulation 18 CFR §806.30 and the approved metering plan. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Within ninety (90) days from the date of this approval, the project sponsor shall submit a plan to Commission staff for review and approval for the implementation of a groundwater elevation monitoring program in accordance with Commission Regulation 18 CFR §806.30(a)(5). The plan shall include proposed methods for the daily measurement and recording of groundwater elevations in the source listed in Section 3. Following approval, the project sponsor shall execute the plan and complete installation of water level monitoring equipment in accordance with the approved schedule. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the water level monitoring equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by

the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all groundwater sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested, in writing, by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably

inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. If the Commission determines that the operation of the project's groundwater withdrawal adversely affects any existing groundwater or surface water withdrawal, the project sponsor shall be required to provide, at its expense, an alternate water supply or other mitigating measure.

18. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 7. Special Conditions

19. The project sponsor shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission a copy of the permit prior to operating the withdrawal. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

20. The project sponsor shall request a determination from PFBC regarding the applicability of a permit to "Draw Off Water from Impoundments" for this project. If applicable, the project sponsor shall certify to the Commission it has received the appropriate drawdown permit prior to any withdrawal from the source listed in Section 3 by providing to the Commission a copy of the determination or permit.

21. Within ninety (90) days from the date of this approval, the project sponsor shall submit a plan to Commission staff for review and approval of a wetlands monitoring program. The plan shall include the establishment of a set of wetland transects, based on the previously completed wetlands survey, to be used to provide ongoing evaluation of the hydraulic connection and interaction between the water level in Pit #21, the diffuse seeps and the wetlands, including those that originate from seep discharge downslope of Pit #21.

The plan shall also include the installation of a minimum of two wetlands piezometer pairs to monitor and evaluate potential wetlands impacts along the transect. The piezometers should be installed as hydraulically separated pairs of shallow and deep piezometers. The piezometers will be used to monitoring water levels in the area of the seeps and wetlands complexes. The project sponsor shall submit lithologic descriptions and construction logs for each installed piezometer prior to initiating withdrawal from Pit #21. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the water level monitoring

equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter.

Following approval, and prior to any withdrawal from the source listed in Section 3, the project sponsor shall execute the plan in accordance with the approved schedule. Thereafter, annual follow-up monitoring events shall be conducted and annual interpretative reports shall be submitted within ninety (90) days and in accordance with the approved wetlands monitoring plan.

22. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the water withdrawal approval including quantity, rate, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

23. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

24. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

25. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 26, including daily quantities supplied.

26. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120613**Approval Date: June 7, 2012**

RES COAL LLC

**Surface Water Withdrawal (Peak Day) of up to 0.275 mgd
from Clearfield Creek, and
Consumptive Water Use (30-Day Average) of up to 0.275 mgd**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	RES Coal LLC
Approval Types:	Surface Water Withdrawal and Consumptive Use
Authorized Water Use Purpose:	Coal Washing and Associated Uses
Municipality:	Boggs Township
County:	Clearfield County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Clearfield Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020103 (Clearfield Creek)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 40.997075 N Long: 78.401567 W
Flow Statistics (cfs):	Q7-10 = 42.8; Average Daily Flow = 606
Impairment:	Mine Drainage
Drainage Area (square miles):	379
Special Flow Protection Required:	No
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.275 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	510 (Not to Exceed)
mgd – million gallons per day gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Approved Consumptive Water Use Quantities and Limitations

The consumptive water use approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Consumptive Water Use Quantities and Limitations	
Sources for Project Consumptive Water Use:	Clearfield Creek
30-Day Average Consumptive Water Use Amount (mgd):	0.275 (Not to Exceed)
Project Consumptive Water Uses:	Coal Washing and Associated Uses
Consumptive Water Use Mitigation Type:	Payment of consumptive use mitigation fee

The consumptive use of water is also subject to all other conditions set forth in this docket approval.

Section 6. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals and consumptive water uses, and certify to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall keep daily records of the project's consumptive water use and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff.

9. The project's consumptive water use is subject to water mitigation requirements, as per Commission Regulation 18 CFR §806.22(b). To satisfy the Commission's current compensation requirements for consumptive water use, the project sponsor shall make quarterly payments to the Commission at the rate specified in the effective Regulatory Program Fee Schedule, as modified from time to time by the Commission. Payments shall be made quarterly and shall be calculated by applying this rate to the total amount of water consumptively used by the project during the preceding calendar quarter. Quarterly payments are due and payable within thirty (30) days after the close of the preceding quarter. The rate of payment, after appropriate notice to consumptive users of water using this method of compliance, is subject to change at the Commission's discretion.

10. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

11. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

12. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

13. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

14. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to

protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

15. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

16. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

17. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

18. Should the project's anticipated withdrawals or consumptive uses be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

19. This approval is effective until June 6, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2026, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120614
Approval Date: June 7, 2012

ROGER D. JARRETT

**Surface Water Withdrawal (Peak Day) of up to 2.000 mgd
 from the West Branch Susquehanna River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Roger D. Jarrett
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Muncy Creek Township
County:	Lycoming County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	West Branch Susquehanna River
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020612 (West Branch Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.204864 N Long: 76.801194 W
Flow Statistics (cfs):	Q7-10 = 657; Average Daily Flow = 10,500
Drainage Area (square miles):	6,457
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	2.000 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	2,084 (Not to Exceed)
Flow Protection Type:	Passby: 20% Average Daily Flow December 1 through July 31; 10% Average Daily Flow August 1 through November 30
Flow Protection Rate (cfs):	2,100 – December 1 through July 31; 1,050 – August 1 through November 30
Flow Protection Rate (gpm):	943,000 – December 1 through July 31; 471,000 – August 1 through November 30
Method for Flow Protection:	Monitor USGS Real-Time Gage 01551500; West Branch Susquehanna River at Williamsport, Pennsylvania
Flow Protection Threshold (cfs):	1,860 – December 1 through July 31; 930 – August 1 through November 30
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Commission staff coordinated review of the intake design with the jurisdictional permitting agency and determined the intake design requires modification and subsequent design review by the permitting agency. The project sponsor shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake, and shall submit to the Commission revised intake designs accompanied by an approved permit. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or

operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120615

Approval Date: June 7, 2012

SOUTHWESTERN ENERGY PRODUCTION COMPANY

**Surface Water Withdrawal (Peak Day) of up to 1.500 mgd
from East Branch Tunkhannock Creek**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Southwestern Energy Production Company
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Lenox Township
County:	Susquehanna County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	East Branch Tunkhannock Creek
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010610 (East Branch Tunkhannock Creek)
Water Use Designation:	Cold Water Fishery (CWF)
Withdrawal Location (degrees):	Lat: 41.655257 N Long: 75.657840 W
Flow Statistics (cfs):	Q7-10 = 2.7; Average Daily Flow = 86.1
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	59.4
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	1.500 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	1,041 (Not to Exceed)
Flow Protection Type:	Passby; 25% Average Daily Flow
Flow Protection Rate (cfs):	21.5
Flow Protection Rate (gpm):	9,660
Method for Flow Protection:	Monitor USGS Real-Time Gage 01534000; Tunkhannock Creek at Tunkhannock, Pennsylvania
Flow Protection Threshold (cfs):	152
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Per Commission coordination with jurisdictional agencies, the project sponsor shall adhere to recommendations for avoiding adverse impact to the stream's naturally reproducing wild trout population by avoiding instream construction from October 1 through December 31.

20. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

21. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

22. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

23. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 24, including daily quantities supplied.

24. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use

to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

25. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120616

Approval Date: June 7, 2012

SWEPI LP

**Surface Water Withdrawal (Peak Day) of up to 0.107 mgd
from the Chemung River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the renewal of the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the New York State Department of Environmental Conservation (NYSDEC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	SWEPI LP
Approval Type:	Surface Water Withdrawal
Original Docket No.:	20080604
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Town of Big Flats
County:	Chemung County
State:	New York

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Chemung River
Subbasin:	Chemung River
Watershed Boundary Dataset (WBD):	0205010504 (Upper Chemung River)
Water Use Classification:	Class C
Withdrawal Location (degrees):	Lat: 42.125230 N Long: 76.960417 W
Flow Statistics (cfs):	Q7-10 = 125; Average Daily Flow = 2,230
Drainage Area (square miles):	2,074
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.107 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	400 (Not to Exceed)
Flow Protection Type:	Passby: 20% Average Daily Flow November 1 through June 30; 10% Average Daily Flow July 1 through October 31
Flow Protection Rate (cfs):	447 – November 1 through June 30; 223 – July 1 through October 31
Flow Protection Rate (gpm):	200,000 – November 1 through June 30; 100,000 – July 1 through October 31
Method for Flow Protection:	Monitor USGS Real-Time Gage 01529950; Chemung River at Corning, New York
Flow Protection Threshold (cfs):	433 – November 1 through June 30; 217 – July 1 through October 31
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Within sixty (60) days from the date of this approval, the project sponsor shall certify the accuracy of the measuring device to within five (5) percent of actual flow.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff. Any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the appropriate agency all surface water sources described herein, as may be required by regulations of the member jurisdiction.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. The Commission reserves the

right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. In accordance with Commission Regulation 18 CFR §806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. The project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Within sixty (60) days from the date of this approval, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the

project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120617

Approval Date: June 7, 2012

SWEPI LP

**Surface Water Withdrawal (Peak Day) of up to 0.942 mgd
from the Cowanesque River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	SWEPI LP
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Lawrence Township
County:	Tioga County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Cowanesque River
Subbasin:	Chemung
Watershed Boundary Dataset (WBD):	0205010408 (Cowanesque River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.996174 N Long: 77.137947 W
Flow Statistics (cfs):	Q7-10 = 8.1; Average Daily Flow = 327
Drainage Area (square miles):	299
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.942 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	654 (Not to Exceed)
Flow Protection Type:	Passby; 20% Average Daily Flow
Flow Protection Rate (cfs):	65.4
Flow Protection Rate (gpm):	29,400
Method for Flow Protection:	Monitor USGS Real-Time Gage 01520000; Cowanesque River at Lawrenceville, Pennsylvania
Flow Protection Threshold (cfs):	67
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120618
Approval Date: June 7, 2012

SWEPI LP

**Surface Water Withdrawal (Peak Day) of up to 0.107 mgd
 from the Tioga River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the renewal of the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	SWEPI LP
Approval Type:	Surface Water Withdrawal
Original Docket No.:	20080606
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Lawrence Township
County:	Tioga County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Tioga River
Subbasin:	Chemung River
Watershed Boundary Dataset (WBD):	0205010409 (Tioga River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.957698 N Long: 77.115096 W
Flow Statistics (cfs):	Q7-10 = 28.9; Average Daily Flow = 541
Drainage Area (square miles):	447
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.107 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	400 (Not to Exceed)
Flow Protection Type:	Passby; 20% Average Daily Flow
Flow Protection Rate (cfs):	108
Flow Protection Rate (gpm):	48,600
Method for Flow Protection:	Monitor USGS Real-Time Gage 01518700; Tioga River at Tioga Junction, Pennsylvania
Flow Protection Threshold (cfs):	109
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission’s Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Within sixty (60) days from the date of this approval, the project sponsor shall certify the accuracy of the measuring device to within five (5) percent of actual flow.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff. Any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket and report water usage as periodically required in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. In accordance with Commission Regulation 18 CFR §806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. The project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Within sixty (60) days from the date of this approval, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-

of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

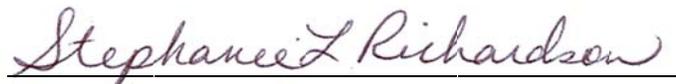
22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



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Docket No. 20120619**Approval Date: June 7, 2012**

TALISMAN ENERGY USA INC.

**Surface Water Withdrawal (Peak Day) of up to 2,000 mgd
from the Chemung River**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project modification and renewal described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the New York State Department of Conservation (NYSDEC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Talisman Energy USA Inc.
Approval Type:	Surface Water Withdrawal
Original Docket No.:	20080605
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Town of Chemung
County:	Chemung County
State:	New York

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Chemung River
Subbasin:	Chemung
Watershed Boundary Dataset (WBD):	0205010506 (Lower Chemung River)
Water Use Classification:	Class A
Withdrawal Location (degrees):	Lat: 42.029095 N Long: 76.668827 W
Flow Statistics (cfs):	Q7-10 = 147; Average Daily Flow = 2,770
Drainage Area (square miles):	2,498
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	2.000 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	1,400 (Not to Exceed)
Flow Protection Type:	Passby: 20% Average Daily Flow November 1 through June 30; 10% Average Daily Flow July 1 through October 31
Flow Protection Rate (cfs):	554 – November 1 through June 30; 277 – July 1 through October 31
Flow Protection Rate (gpm):	249,000 – November 1 through June 30; 124,000 – July 1 through October 31
Method for Flow Protection:	Monitor USGS Real-Time Gage 01531000; Chemung River at Chemung, New York
Flow Protection Threshold (cfs):	556 – November 1 through June 30; 278 – July 1 through October 31
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering plan to the Commission for review and approval by Commission staff that accounts for all withdrawals. Following approval and prior to withdrawal at the modified rate, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved schedule.

3. Prior to any withdrawal at the modified rate from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals at the modified rate shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. Within sixty (60) days from the date of this approval, the project sponsor shall submit an intake design for review and approval by Commission staff. The project sponsor shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake, and shall provide the Commission with a copy of the permit prior to operating the withdrawal at the modified rate. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify

to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the appropriate agency all surface water sources described herein, as may be required by regulations of the member jurisdiction.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water at the modified rate. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. In accordance with Commission Regulation 18 CFR §806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This modification and renewal approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application

by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. The project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Per Commission coordination with jurisdictional agencies, the project sponsor shall provide to the Commission a letter from NYSDEC that confirms the project will avoid significant adverse impact to Porter's reedgrass, prairie wedge grass, and yellow lampmussel. The letter must be received by the Commission prior to initiation of the authorized modifications.

20. Prior to the withdrawal of water at the modified rate, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including modified quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water at the modified rate and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal at the modified rate.

21. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

22. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

23. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 24, including daily quantities supplied.

24. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

25. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120620**Approval Date: June 7, 2012**

TENNESSEE GAS PIPELINE COMPANY, L.L.C.

**Surface Water Withdrawal (Peak Day) of up to 1.080 mgd from the Susquehanna River,
and Consumptive Water Use Limit (30-Day Average) of 0.030 mgd,
for Horizontal Directional Drilling and Hydrostatic Testing of a Natural Gas Pipeline**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Tennessee Gas Pipeline Company, L.L.C.
Approval Types:	Surface Water Withdrawal and Consumptive Use
Authorized Water Use Purpose:	Oil and Gas Pipeline and Related Structures Construction
Municipality:	Asylum Township
County:	Bradford County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	Susquehanna River
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010605 (Upper Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.707606 N Long: 76.330667 W
Flow Statistics (cfs):	Q7-10 = 626; Average Daily Flow = 11,700
Drainage Area (square miles):	8,248
Special Flow Protection Required:	No
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	1.080 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	750 (Not to Exceed)
mgd – million gallons per day gpm – gallons per minute	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Approved Consumptive Water Use Quantities and Limitations

The consumptive water use approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Consumptive Water Use Quantities and Limitations	
Source for Project Consumptive Water Use:	Susquehanna River
30-Day Average Consumptive Water Use Amount (mgd):	0.030 (Not to Exceed)
Project Consumptive Water Use:	Incorporation into a mud slurry for use in horizontal directional drilling for the installation of a natural gas pipeline
Consumptive Water Use Mitigation Type:	Payment of consumptive use mitigation fee

The consumptive use of water is also subject to all other conditions set forth in this docket approval.

Section 6. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, or consumptive use from the source listed in Section 5, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals or consumptive use shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by

the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals and consumptive water uses, and certify to the Commission the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall keep daily records of the project's consumptive water use and shall report the data to the Commission quarterly, and as otherwise required. The project sponsor shall use its daily water withdrawal from the source listed in Section 3 to calculate and report the daily quantity of water consumptively used for the purposes listed in Section 5. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff.

9. The project's consumptive water use is subject to water mitigation requirements, as per Commission Regulation 18 CFR §806.22(b). To satisfy the Commission's current compensation requirements for consumptive water use, the project sponsor shall make quarterly payments to the Commission at the rate specified in the effective Regulatory Program Fee Schedule, as modified from time to time by the Commission. Payments shall be made quarterly and shall be calculated by applying this rate to the total amount of water consumptively used by the project during the preceding calendar quarter. Quarterly payments are due and payable within thirty (30) days after the close of the preceding quarter. The rate of payment, after appropriate notice to consumptive users of water using this method of compliance, is subject to change at the Commission's discretion.

10. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

11. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

12. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

13. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

14. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

15. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

16. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

17. Should the project's anticipated withdrawals or consumptive uses be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

18. The project sponsor shall notify the Commission upon completion of the project and request the rescission of this approval; otherwise, this approval is effective until December 6, 2013. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by June 6, 2013, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 7. Special Conditions

19. Prior to the withdrawal or consumptive use of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

22. Upon completion of the consumptive use component of the proposed project, the project sponsor shall notify the Commission, in writing, and document the final meter reading and consumptive use quantity before conducting hydrostatic testing of the pipeline.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012



Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120621
Approval Date: June 7, 2012

VIKING ENERGY OF NORTHUMBERLAND, LLC

**Groundwater Withdrawals (30-Day Averages) of
 0.173 mgd from Well 1, 0.173 mgd from Well 2, and 0.173 mgd from Well 4;
 Total System Groundwater Withdrawal Limit (30-Day Average) of 0.350 mgd;
 and Consumptive Water Use (Peak Day) of up to 0.387 mgd**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the renewal of the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP) and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	Viking Energy of Northumberland, LLC
Approval Types:	Groundwater Withdrawal and Consumptive Water Use
Original Docket No.:	19870301
Authorized Water Use Purpose:	Power Plant Operation, Electric Power Generation, and Providing Steam for Neighboring Facilities
Municipality:	Point Township
County:	Northumberland County
State:	Pennsylvania

Section 3. Source Information

Information concerning the sources of water from which the withdrawal will be made is set forth in the tables below.

Source Information			
Withdrawal Type:	Groundwater		
Withdrawal Sources:	Wells 1 and 2		
Subbasin:	West Branch Susquehanna		
Watershed Boundary Dataset (WBD):	0205020612 (West Branch Susquehanna River)		
Withdrawal Location (degrees):	Well 1	Lat: 40.925327 N	Long: 76.810865 W
	Well 2	Lat: 40.926064 N	Long: 76.810776 W
Special Flow Protection Required:	No		

Source Information			
Withdrawal Type:	Groundwater		
Withdrawal Source:	Well 4		
Subbasin:	Middle Susquehanna		
Watershed Boundary Dataset (WBD):	0205010710 (Lower Susquehanna River)		
Withdrawal Location (degrees):		Lat: 40.924814 N	Long: 76.809317 W
Special Flow Protection Required:	No		

Section 4. Aquifer Testing

The project sponsor requested that the constant-rate aquifer testing required by Commission Regulation 18 CFR §806.12 for groundwater withdrawals be waived. In support of its request for a waiver, the project sponsor submitted historical aquifer testing data and recent operational monitoring data for Wells 1, 2, and 4 at an average withdrawal rate (0.379 million gallons per day [mgd]) greater than the requested withdrawal quantity.

Following review of the submitted materials, Commission staff determined that the withdrawals from Wells 1, 2, and 4 at the requested withdrawal rates, and subject to the conditions below, should not cause permanent loss of aquifer storage, render competing supplies unreliable, or cause adverse impacts to the water resources of the basin. Therefore, the aquifer testing requirements for Wells 1, 2, and 4, according to Commission Regulation 18 CFR §806.12, are hereby waived.

Section 5. Approved Withdrawal Quantities and Limitations

The withdrawals approved hereunder are subject to the quantitative limits and restrictions set forth in the tables below.

Approved Withdrawal Quantities and Limitations – Well 1	
30-Day Average Withdrawal (mgd):	0.173 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	120 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.350
gpm – gallons per minute	

Approved Withdrawal Quantities and Limitations – Well 2	
30-Day Average Withdrawal (mgd):	0.173 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	120 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.350

Approved Withdrawal Quantities and Limitations – Well 4	
30-Day Average Withdrawal (mgd):	0.173 (Not to Exceed)
Maximum Instantaneous Withdrawal Rate (gpm):	120 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.350

The withdrawals are also subject to all other conditions set forth in this docket approval.

Section 6. Approved Consumptive Water Use Quantities and Limitations

The consumptive water use approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Consumptive Water Use Quantities and Limitations	
Sources for Project Consumptive Water Use:	<ol style="list-style-type: none"> 1. Wells 1, 2, and 4 2. Public Water Supply – Pennsylvania American Water Company 3. Non-contact Cooling Water from Neighboring Cannery
Peak Day Consumptive Water Use Amount (mgd):	0.387 (Not to Exceed)
Project Consumptive Water Uses:	<ol style="list-style-type: none"> 1. Production of Electricity 2. Production of Steam 3. Cooling Towers 4. Dust Suppression
Consumptive Water Use Mitigation Type:	Payment of consumptive use mitigation fee

The consumptive use of water is also subject to all other conditions set forth in this docket approval.

Section 7. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Prior to the resumption of power plant activities, a plan detailing the metering and accounting for the non-contact cooling water to be received from a neighboring cannery shall be forwarded to the Commission for review and approval. The proposed metering of the non-contact cooling water shall be in accordance with Commission Regulation 18 CFR §806.30. Following Commission staff approval, the project sponsor shall notify the Commission, in writing, and submit digital photographs of the non-contact cooling water meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Consumptive use of water from the neighboring cannery shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval. Additional modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Within ninety (90) days from the date of this approval, the project sponsor shall submit a plan to Commission staff for review and approval for the implementation of a groundwater elevation monitoring program in accordance with Commission Regulation 18 CFR §806.30(a)(4). The plan shall include proposed methods for the daily measurement and recording of groundwater elevations in the sources listed in Section 3. Following approval, the project sponsor shall execute the plan and complete installation of water level monitoring equipment in accordance with the approved schedule. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the water level monitoring equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter.

4. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

5. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by

the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

6. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, consumptive water use, and certify to the Commission once every five (5) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

7. The project sponsor shall keep daily records of the project's consumptive water use and shall report the data to the Commission quarterly, and as otherwise required. The daily quantity of water consumptively used shall be equal to the total amount of water intake (groundwater withdrawal plus public water intake plus water received from the neighboring cannery) minus the volume discharged from the wastewater pond. Modifications proposed for the accounting of consumptively used water shall be submitted for review and approval by Commission staff. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all groundwater sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation

of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. If the project is discontinued for a period of five (5) consecutive years, the approval shall be null and void as provided in Commission Regulation 18 CFR §806.31(c). The exception to this is where a waiver is granted, in writing, by the Commission, upon written request by the project sponsor demonstrating due cause and with notification thereof to the member jurisdiction in which the project is located, prior to the expiration of such period.

16. Should the project's anticipated withdrawals or consumptive uses be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. If the Commission determines that the operation of the project's groundwater withdrawal adversely affects any existing groundwater or surface water withdrawal, the project sponsor shall be required to provide, at its expense, an alternate water supply or other mitigating measure.

18. This approval is effective until June 6, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2026, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 8. Special Conditions

19. The project's consumptive water use as calculated in Standard Condition 7 above is subject to mitigation requirements, as per Commission Regulation 18 CFR §806.22(b). The project sponsor has indicated that a temporary shutdown period was initiated on March 31, 2012, and may extend for three to five years. During the temporary shutdown of plant operation, occasional maintenance activities will result in minimal consumptive use. To satisfy the Commission's compensation requirements for consumptive water use, the project sponsor shall make quarterly payments to the Commission at the rate specified in the effective Regulatory Program Fee Schedule, as modified from time to time by the Commission. Payments shall be made quarterly and shall be calculated by applying this rate to the daily amount of water consumptively used by the project during the preceding calendar quarter. Quarterly payments are due and payable within thirty (30) days after the close of the preceding quarter. The rate of payment, after appropriate notice to consumptive users of water using this method of compliance, is subject to change at the Commission's discretion.

20. The project sponsor may at any time request an alternate method for consumptive use mitigation by submitting a mitigation plan to the Commission. The plan must be reviewed and approved by Commission staff prior to any change in consumptive use mitigation method. If the project sponsor intends to initiate the alternate method in conjunction with resumed power plant

operations, it shall submit the plan no less than ninety (90) days prior to the planned date of start-up.

21. The previous groundwater withdrawal approval (Commission Docket No. 1987030-1) included a requirement for installation of a monitoring well east of Wells 1, 2, and 4 and west of Gun Club Road to monitor groundwater drawdown in the local aquifer. As a result, a monitoring well designated the "Comfort" Well was installed in October 1988. To provide monitoring and continued evaluation of aquifer response to the approved withdrawal under operating conditions, the following shall be incorporated into the groundwater monitoring plan required by Standard Condition 3 in accordance with Commission Regulation 18 CFR §806.30(5):

- a. With concurrence of the Comfort Well property owner, an electronic recording transducer shall be supplied, installed, and maintained by the project sponsor in the existing monitoring well located to the east of Wells 1, 2, and 4 for daily groundwater elevation measurement and recording.
- b. If the Comfort Well property owner does not authorize ongoing monitoring of the well on their property, the project sponsor shall implement daily monitoring of Viking Well 3 by installing and maintaining an electronic recording transducer.
- c. The top of casing elevation for the required monitoring well (either the Comfort Well or Viking Well 3) shall be surveyed by a licensed surveyor and the data provided to the Commission in the required monitoring plan.

Following approval, the project sponsor shall execute the plan and complete installation of water level monitoring equipment in accordance with the approved schedule. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the water level monitoring equipment when it has been installed and certify the accuracy of the measuring devices. The project sponsor shall notify the Commission when the monitoring plan has been fully implemented. Thereafter, the groundwater elevation data shall be reported to the Commission quarterly, and as otherwise required. Data collected as part this condition shall be included in the quarterly monitoring reports and shall be submitted on-line, and are due within thirty (30) days after the close of the preceding quarter.

22. Due to the determined potential for an unacceptable interference with an existing competing supply (Hoffman Well), if the groundwater level in Well 4 is allowed to be drawn below the first main water-bearing zone (at 190 to 200 feet below ground surface [bgs]), the groundwater level in Well 4 must be maintained above 190 feet bgs. The following modifications must be implemented:

- a. The project sponsor shall install an automatic shut-off switch so that if the water level of 185 feet bgs is reached, operation of Well 4 is automatically ceased.
- b. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the automatic shut-off equipment. The project sponsor shall notify the Commission when the shut-off equipment is fully functional.

23. Should the project's anticipated total system demand be expected to exceed the approved total system withdrawal limit herein, the project sponsor is required to make application for modification to this approval at that time.

24. The project sponsor shall maintain legal access to the withdrawal locations for the duration of the approval.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20120622
Approval Date: June 7, 2012

WPX ENERGY APPALACHIA, LLC

**Surface Water Withdrawal (Peak Day) of up to 0.750 mgd
 from North Branch Wyalusing Creek**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission determines that no adverse impacts are anticipated by the operation of this project, and that the project is physically feasible, does not conflict with or adversely affect the Commission's Comprehensive Plan, and does not adversely influence the present or future use and development of the water resources of the basin. Accordingly, the Commission hereby approves the project described herein in accordance with the conditions set forth below.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), Department of Conservation and Natural Resources (DCNR), and the Pennsylvania Fish and Boat Commission (PFBC) during review of this project.

Section 2. Project Information

Information concerning the project sponsor, water use type, and location are set forth in the table below.

Project Information	
Project Sponsor:	WPX Energy Appalachia, LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses
Municipality:	Middletown Township
County:	Susquehanna County
State:	Pennsylvania

Section 3. Source Information

Information concerning the source of water from which the withdrawal will be made is set forth in the table below.

Source Information	
Approved Source:	North Branch Wyalusing Creek
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010607 (Wyalusing Creek)
Water Use Designation:	Cold Water Fishery (CWF)
Withdrawal Location (degrees):	Lat: 41.877181 N Long: 76.087678 W
Flow Statistics (cfs):	Q7-10 = 0.5; Average Daily Flow = 15.5
Drainage Area (square miles):	13.6
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Withdrawal Quantities and Limitations

The withdrawal approved hereunder is subject to the quantitative limits and restrictions set forth in the table below.

Approved Withdrawal Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.750 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	521 (Not to Exceed)
Flow Protection Type:	Passby; equivalent to 30% Average Daily Flow*
Flow Protection Rate (cfs):	4.7
Flow Protection Rate (gpm):	2,090
Method for Flow Protection:	Monitor USGS Real-Time Gage 01534000; Tunkhannock Creek near Tunkhannock, Pennsylvania
Flow Protection Threshold (cfs):	208
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey
* In accordance with Section III.B of Commission Policy No. 2003-01 and Section §806.23 of the regulations, the Commission reserves the right to increase the passby flow requirement above the passby flow determined using the guidelines contained in Commission Policy No. 2003-01.	

The withdrawal is also subject to all other conditions set forth in this docket approval.

Section 5. Standard Conditions

1. The project sponsor shall comply with all Commission regulations, including metering and reporting requirements contained in Commission Regulation 18 CFR §806.30. This project is subject to the annual compliance and monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified from time to time.

2. The project sponsor shall adhere to the metering plan reviewed and approved by Commission staff. Any modifications proposed for the metering plan shall be submitted for review and approval by Commission staff in accordance with Commission Regulation 18 CFR §806.30. Modifications shall not be made until the project sponsor receives written approval of the amended plan.

3. Prior to any withdrawal from the source listed in Section 3, the project sponsor shall install and maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30. The project sponsor shall notify the Commission, in writing, and submit digital photographs of the meter when it has been installed, provide the serial number of the meter, and certify the accuracy of the measuring device to within five (5) percent of actual flow. Withdrawals shall not commence until Commission staff has approved the implementation of the approved metering plan and notified the project sponsor of such approval.

4. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and shall obtain necessary general or individual permits from the jurisdictional permitting agency prior to use of the intake. The project sponsor shall provide the Commission with a copy of the permit prior to operating the withdrawal. If subsequent design review by the permitting agency requires modification to the intake design, the project sponsor shall submit to the Commission an approved permit for the modified intake structure. Thereafter, any modifications proposed by the project sponsor for the permitted intake structure shall be submitted for review and approval by Commission staff in accordance with Commission Regulations 18 CFR §806.21 and §806.23.

5. The project sponsor or any other person shall allow authorized employees or agents of the Commission, without advance notice, at any reasonable time and upon presentation of appropriate credentials, and without delay, to have access to and to inspect all areas where the project is being constructed, operated, or maintained, or otherwise exercise all investigative powers authorized under Commission Regulation 18 CFR §808.12.

6. The project sponsor shall keep daily records of the project's withdrawal and shall report the data to the Commission quarterly, and as otherwise required. Quarterly monitoring reports shall be submitted on-line and are due within thirty (30) days after the close of the preceding quarter. Any alternative measuring, monitoring, or accounting procedure requested by the project sponsor shall be submitted for review and, if appropriate, approved by Commission staff prior to implementing or modifying existing equipment or procedures.

7. The project sponsor shall maintain the totalizing meter and other measuring devices, accurate to within five (5) percent, so as to provide an accurate record of withdrawals, and certify

to the Commission once every two (2) years, or as otherwise requested, the accuracy of all measuring devices and methods to within five (5) percent of actual flow.

8. The project sponsor shall comply with the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b).

9. To satisfy the Commission's registration requirement, the project sponsor shall register with the PADEP all surface water sources described in this docket in accordance with 25 PA Code §110.201, Pennsylvania Water Resources Planning Act, Act 220 of 2002.

10. If the project sponsor fails to comply with the provisions of the Susquehanna River Basin Compact or any rule, regulation, or order of the Commission, or any term or condition of this docket, the project is subject to enforcement actions pursuant to Commission Regulation 18 CFR §808.

11. Commission approval shall not be construed to exempt the project sponsor from obtaining all necessary permits and/or approvals required for the project from other federal, state, or local government agencies having jurisdiction over the project. All such permits and/or approvals shall be obtained prior to the withdrawal of water. The Commission reserves the right to modify, suspend, or revoke this action if the project sponsor fails to obtain or maintain such approvals.

12. The Commission reserves the right to reopen any project docket or issue such additional orders, as may be necessary, to mitigate or avoid adverse impacts or otherwise to protect public health, safety, welfare, or the environment, pursuant to Commission Regulation 18 CFR §806.32.

13. Commission approval confers no property rights upon the project sponsor. The securing of all rights necessary and incident to the project sponsor's development and operation of the project shall be the sole and exclusive responsibility of the project sponsor, and this approval shall be subject thereto.

14. This project is approved for inclusion in the Commission's Comprehensive Plan for the Water Resources of the Susquehanna River Basin.

15. The project sponsor has a period of three (3) years from the date of this approval to commence the withdrawal or this approval will automatically expire, unless an extension is requested by the project sponsor and approved by the Commission as provided in Commission Regulation 18 CFR §806.31(b). Likewise, if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project unless a renewal is requested by the project sponsor and approved by the Commission.

16. Should the project's anticipated withdrawals be expected to exceed the amounts listed herein, the project sponsor is required to make application for modification to this approval at that time.

17. This approval is effective until June 6, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by December 6, 2015, which will authorize continued operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application.

Section 6. Special Conditions

18. Following initiation of the project at the approved rate, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage specified in Section 4, is less than the flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours. The project sponsor shall keep daily records of the U.S. Geological Survey stream gage and shall report the data to the Commission, as required. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if acceptable, approval.

19. Prior to the withdrawal of water, the project sponsor shall post a sign that meets Commission specifications and displays required project description information. Such sign shall be posted at the point of entry or access to the project facility from a public right-of-way. If there is any restriction to access at such point that would prevent an interested person from legibly viewing such sign, then the project sponsor shall post the sign at the nearest location to such point, along the route of ingress and egress to same, where an interested person would have unrestricted access to legibly view such sign. The project description shall identify the project sponsor, project name, docket approval number, and conditions of the surface water withdrawal approval including quantity, rate and passby flow requirement, docket expiration date, and contact information for the project sponsor and the Commission. The sign shall be installed prior to any withdrawal of water and be maintained for the duration of the approval. The project sponsor shall submit digital photographs as proof of sign installation prior to the initiation of the withdrawal.

20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

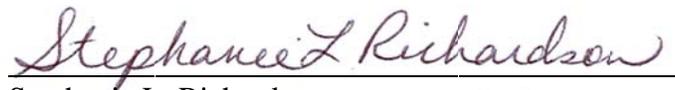
22. The project sponsor shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for use in hydrocarbon development, including daily quantities supplied. The project sponsor also shall keep daily records, and shall report the same to the Commission upon request, of all persons supplied water from the project for uses other than hydrocarbon development authorized pursuant to Special Condition 23, including daily quantities supplied.

23. Prior to supplying water pursuant to this approval for any use not authorized pursuant to Section 2, the project sponsor shall first submit a request for determination of authorized use to the Executive Director. The project sponsor shall not supply water for such use until authorization is received.

24. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls and treatment to prevent the spread of aquatic nuisance species.

CERTIFICATION: I, Stephanie L. Richardson, Secretary to the Susquehanna River Basin Commission, do hereby certify that the foregoing project docket was approved by the Susquehanna River Basin Commission on June 7, 2012.

Dated: June 8, 2012


Stephanie L. Richardson