

Susquehanna River Basin Commission

a water management agency serving the Susquehanna River Watershed



May 23, 2012

TO ALL CONCERNED:

At the March 15, 2012, Commission meeting, the draft minutes of the December 15, 2011, Commission meeting were approved as written. Please attach this notice to your copy of the December 15, 2011, minutes.

- DRAFT -

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

**MINUTES OF THE
SUSQUEHANNA RIVER BASIN COMMISSION
March 15, 2012
#2012-01**

The meeting was held at the North Office Building, State Capitol Complex, Harrisburg, Pennsylvania. Chairwoman Heffner called the meeting to order at 8:30 a.m.

ROLL CALL

Commissioners Present

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

Mr. Herbert Sachs, Special Projects Coordinator, Office of the Secretary, Maryland Dept. of the Environment (MDE)

Amy M. Guise, Chief, Civil Project Development Branch, U.S. Army Corps of Engineers, 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

Staff Present

Mr. Paul O. Swartz, Executive Director

Mr. Thomas W. Beauduy, Deputy Executive Director

Ms. Marcia E. Rynearson, Director, Administration & Finance

Dr. James L. Richenderfer, Director, Technical Programs

Ms. Stephanie L. Richardson, Secretary to the Commission

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

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

Mr. Andrew D. Dehoff, Manager, Project Review

Mr. Andrew J. Gavin, Manager, Monitoring & Protection

Ms. Susan S. Obleski, Director, Communications

Mr. Richard A. Cairo, General Counsel

Also Attending

Mr. John Booser, PADEP

Ms. Roselle E. Henn, USACE NAD

1. Opening Remarks from the Chair

Chairwoman Heffner provided an opening statement outlining the rules of conduct for this meeting and explaining how this meeting's agenda related to the December 15, 2011, meeting, which was disrupted by certain attendees.

2. Minutes of the December 15, 2011, Meeting

On a motion by Commissioner Sachs, seconded by Commissioner Lynch, the minutes of the regular business meeting of December 15, 2011, were unanimously approved as written.

3. Resolution Encouraging the Use of Lesser Quality Waters

Dr. James Richenderfer, Director of Technical Programs, presented a resolution (Exhibit A) establishing a policy to encourage and require the use and reuse of lesser quality waters, consistent with the *Utilization of AMD in Well Development for Natural Gas Extraction* developed by the Pennsylvania Department of Environmental Protection. On a motion by Commissioner Guise, seconded by Commissioner Sachs, the Commission unanimously adopted the resolution.

4. Approval for Susquehanna River Flow Management Project Expenditures

Planning and Operations Manager John Balay provided background information on the development of a hydrologic model for the Susquehanna River Flow Management Project and recommended approval to initiate the development of the model as the first phase of the project and authorize the Executive Director to award a contract for hydrologic model development services.

Commissioner Lynch moved that the staff be authorized to initiate the hydrologic model development phase of the Susquehanna River Flow Management Project and to expend funds as recommended by staff for the first phase of the project, in an amount not to exceed \$250,000. Commissioner Lynch further moved that the Executive Director be authorized, in accordance with the overall project summary, to execute a contract with an independent contractor for hydrologic model development services and contract for such other support services as may be appropriate.

This motion was seconded by Commissioner Sachs and unanimously adopted by the Commission.

5. By-Law Amendment & Adoption of Investment Policy Statement

Marcia Rynearson, Director of Administration and Finance, presented a resolution (Exhibit B) adopting an investment policy statement, amending Section 4-5 of the Commission's By-Laws pertaining to Commission investments, and authorizing minor modifications of the By-Laws. The investment policy statement would provide direction on general investment principles and objectives, acceptable risk, authorized investments, investment parameters and reporting.

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

6. Request for Partial Fee Waiver from SWEPI, LP

Ms. Rynearson presented a request by SWEPI, LP for a partial waiver of the fee for transfer of approvals. Staff evaluated the level of effort expended by staff to process such transfers and recommended that the request of SWEPI, LP to reduce the transfer fee associated with the transfer of 222 approvals be adjusted and SWEPI, LP be invoiced in the amount of \$84,360 to effectuate said transfer. The invoice would be due and payable within 30 days of the date of the invoice. On a motion by Chairwoman Heffner, seconded by Commissioner Guise, the Commission unanimously adopted staff's recommendation to invoice SWEPI, LP in the amount of \$84,360 for the transfer of approvals.

7. Approval/Ratification of Agreements/Grants

a. Settlement Ratification – C& N Dining, LLC

General Counsel Rich Cairo requested that the Commission ratify a settlement agreement that would result in the withdrawal of an Executive Director's determination in this matter. On July 21, 2008, the Executive Director made a determination requiring approval of a groundwater withdrawal in Dallas Township, Luzerne County, Pa. by C&N Dining (t/d/b/a Yalick Farms). C&N Dining filed an administrative appeal of that decision on August 20, 2008. Rather than pursue the appeal, and one filed with the Pennsylvania Environmental Hearing Board by United Water of PA, the parties agreed to negotiate a settlement founded on the use of an interconnection from another water company (Aqua PA) to mitigate the possible impacts of the C&N Dining well.

b. Grant Amendment Approval – Enhanced Monitoring of Chesapeake Bay Non-Tidal Sites and Comprehensive Analysis Non-Tidal Tributary Water Quality Nutrient and Suspended Sediment Trends (U.S. Environmental Protection Agency)

Ms. Rynearson presented the remaining agreements for ratification. The amendment provides additional funding of \$69,899 for the second year of the grant effort, and funding of \$153,649 for year three, and brings the total funding provided to \$373,908 (which includes in-kind contributions of \$13,890 by SRBC). Additional funding for the second year was provided to add three additional stations, including re-installation of the U.S. Geological Survey gage for the Paxton Creek watershed. In Year 3, staff will continue to collect and analyze New York, Pennsylvania, and Maryland non-tidal tributary monitoring data in the Susquehanna River Basin to assist in the Chesapeake Bay restoration effort.

USEPA - \$209,658	SRBC - \$13,890	Total - \$223,548
-------------------	-----------------	-------------------

c. Agreement for Services Approval – David S. Ladd

Staff requested that the Commission ratify an agreement with Mr. David S. Ladd. Under this agreement, Mr. Ladd will assist the Commission by providing civil engineering services related to the Cowanesque/Curwensville Optimization Study, the Low Flow Management Study, implementation of the Consumptive Use Mitigation

Strategy, and the Lower Susquehanna River Watershed Assessment. He will also lead the evaluation of progress made on achieving the Comprehensive Plan goals and manage the updating of the plan. This agreement is for an amount not to exceed \$42,400.

d. Grant Approval – Water Quality Protection and Pollution Prevention (U.S. Environmental Protection Agency)

Staff requested that the Commission ratify the signing of this grant under which SRBC will continue to establish and maintain adequate measures for the prevention and control of surface water pollution and implement EPA approved Clean Water Act Section 106 program activities. Some of these activities include performance of subbasin surveys and large river assessments, Total Maximum Daily Load (TMDL) coordination, interstate stream monitoring, GIS and data management, water quality coordination, public participation and outreach, integrated reporting of monitoring results, and migratory fish restoration and aquatic invasive species control.

USEPA - \$312,300

SRBC - \$47,847

Total - \$360,147

e. Agreement for Services Approval – Wyomissing Data Systems, Inc.

Staff requested that the Commission ratify a one-year extension to SRBC's agreement with Wyomissing Data Systems, Inc. (WDSI). Under the agreement, WDSI provides custom computer programming and software and hardware support. The one-year extension provides for continuation of these services at a cost not to exceed \$125,000.

On a motion by Commissioner Sachs, seconded by Commissioner Lynch, the Commission unanimously ratified the grants and agreements in accordance with the recommendations of the General Counsel and the Director Administration and Finance.

8. Revised FY-2013 Budget

Ms. Rynearson presented a revised operating budget and a capital budget for FY-2013 and requested their approval through a resolution (Exhibit C). The operating budget, originally adopted on June 23, 2011, by Resolution No. 2011-07, includes adjustments made to more accurately depict revenues and expenditures for the next fiscal year. The capital budget represents a second deposit to a previously established escrow fund for acquisition of a new headquarters building.

On a motion by Commissioner Guise, seconded by Commissioner Sachs, the Commission unanimously adopted the resolution.

9. Low Flow Protection Policy – Release Draft for Public Review and Comment

Mr. Balay presented the final draft of the Low Flow Protection Policy (LFPP) and recommended that the Commission authorize staff to release the draft LFPP for public review and comment.

Chairwoman Heffner complimented staff on their work effort and moved that the staff be authorized to immediately release the draft LFPP on its web site for public review and comment until May 16, 2012, and publish notice of its availability and the comment period in the Federal Register and official state publications. This motion was seconded by Commissioner Guise and unanimously adopted by the Commission.

10. Regulatory Program Actions

Preliminary Motion to Reconsider

Chairwoman Heffner made an opening statement explaining SRBC's project review authority and referring to the disruption of the public hearing on project applications that occurred on December 15, 2011. The Commission had acted on 26 applications at that time¹ but, because of the disruption, the public was precluded from offering comments. To afford the interested public an opportunity to comment, the Commission decided to re-open the record to allow for additional public comment on those applications. The Commission convened a public hearing in Harrisburg, Pennsylvania on February 16, 2012, to hear further comment on these December 15, 2011, applications and on new applications submitted to the Commission. The record was left open for the submission of written comments until February 27, 2012. Many persons took advantage of that opportunity.

The members of the Commission had the opportunity to review the record for all projects scheduled for action at this meeting, including those originally acted on at the December 15, 2011, meeting. This covered all comments received in the normal course of the project review phase. The comments included those provided at the February 16, 2012, hearing, including the transcript and the written comments that were submitted through February 27, 2012.

To facilitate an orderly procedure for this part of the agenda, the Chair asked if there was a motion to reconsider the Commission's actions taken on the previously noted 26 project applications at the December 15, 2011, meeting.

Commissioner Lynch moved that the Commission reconsider its vote adopting a motion taking final action on 26 project applications as had been recommended by staff at the December 15, 2011, meeting of the Commission in Wilkes-Barre, Pennsylvania. As a point of parliamentary order, he noted for the record that he was present at that meeting and voted in the affirmative in the adoption of the motion for which reconsideration is now sought. This motion was seconded by Commissioner Sachs and unanimously adopted by the Commission.

a. Project Applications Originally Considered at the December 15, 2011, Public Hearing

The Commission had before it a staff memorandum containing the following list of project applications originally considered at the December 15, 2011, meeting and the staff's recommendations with respect thereto. All projects on this list were recommended for approval with the exception of Nos. 1 and 18.

¹ That action included approval of 24 applications, tabling of one application, and denial of one application.

1. Anadarko E&P Company LP., Sproul State Forest – Council Run, Snow Shoe Township, Centre County, Pa.
2. Bioenergy International, LLC, Bionol Clearfield, LLC, Clearfield Borough, Clearfield County, Pa.
3. Borough of Ephrata, Ephrata Area Joint Authority, Ephrata Borough, Lancaster County, Pa.
4. Carrizo (Marcellus), LLC (Mosquito Creek–2), Karthaus Township, Clearfield County, Pa.
- 5-6. Central New York Oil and Gas Company, LLC (Susquehanna River), Wilmot Township, Bradford County, Pa.
7. Chesapeake Appalachia, LLC (Susquehanna River – Babcock), Ulster Township, Bradford County, Pa.
8. Chesapeake Appalachia, LLC (Susquehanna River – Elmglyde), Wilmot Township, Bradford County, Pa.
9. Chesapeake Appalachia, LLC (Towanda Creek – Sechrist), Canton Township, Bradford County, Pa.
10. Clark Trucking, LLC, Northeast Division (Lycoming Creek), Lewis Township, Lycoming County, Pa.
11. Clark Trucking, LLC, Northeast Division (Muncy Creek), Muncy Creek Township, Lycoming County, Pa.
12. Dunn Lake LLC (Dunn Pond), Ararat Township, Susquehanna County, Pa.
13. EXCO Resources (PA), LLC (Muncy Creek – McClintock), Penn Township, Lycoming County, Pa.
- 14-15. Glenn O. Hawbaker, Inc., Greens Landing Aggregate Plant, Athens Township, Bradford County, Pa.
16. Hazleton Creek Properties, LLC, Hazleton Mine Reclamation, Hazleton City, Luzerne County, Pa.
17. Keystone Clearwater Solutions, LLC (Babb Creek), Morris Township, Tioga County, Pa.
18. *Stanley S. Karp Sr. (Tunkhannock Creek), Nicholson Township, Wyoming County, Pa.*
19. Sugar Hollow Trout Park and Hatchery, Eaton Township, Wyoming County, Pa.
20. Sugar Hollow Water Services, LLC (Susquehanna River – Chellis), Eaton Township, Wyoming County, Pa.
21. The Municipal Authority of the Borough of Berlin, Berlin Borough Municipal Authority, Allegheny Township, Somerset County, Pa.
22. Walker Township Water Association, Walker Township, Centre County, Pa.
23. Williams Production Appalachia, LLC (Middle Branch Wyalusing Creek), Forest Lake Township, Susquehanna County, Pa.
24. Williams Production Appalachia, LLC (Snake Creek–2), Franklin Township, Susquehanna County, Pa.
25. Williams Production Appalachia, LLC (Susquehanna River), Great Bend Township, Susquehanna County, Pa.
26. Williams Production Appalachia, LLC (Susquehanna River–2), Great Bend Township, Susquehanna County, Pa.

Highlight = Staff recommending denying.

The Chair called up the question for reconsideration and asked if there was a motion to approve the recommendations of staff regarding the disposition of the projects previously acted on at the December 15, 2011, meeting. The Chair moved, upon reconsideration, and consistent with the recommendation of staff, that the Commission again approve its previous motion of December 15, 2011, amended to exclude from the scope of that motion the tabling of the Stanley S. Karp, Sr. project application, which is scheduled for action with the list of additional project applications at today’s meeting. This motion was seconded by Commissioner Sachs and unanimously adopted by the Commission.

b. Additional Project for Rescission Action and Additional Project Applications

The Commission had before it a staff memorandum containing the following list of additional project applications, plus a project for rescission action [Texas Eastern Transmission LP (Susquehanna River) (Docket No. 20110314), East Donegal Township,

Lancaster County, Pa.]. The memo also contained staff’s recommendations with respect to the rescission and the additional project applications. All projects on this list were recommended for approval with the exception of Nos. 3, 12, 16, 19-20, 25, 28, 30-33, and 34.

- | | |
|---|---|
| <ol style="list-style-type: none"> 1. Anadarko E&P Company LP (Lycoming Creek), Lewis Township, Lycoming County, Pa. (Exhibit D1) 2. Aqua Infrastructure, LLC (West Branch Susquehanna River), Piatt Township, Lycoming County, Pa. (Exhibit D2) 3. Aqua Resources, Inc. (Susquehanna River), Athens Township, Bradford County, Pa. 4. Black Bear Waters, LLC (Lycoming Creek), Lewis Township, Lycoming County, Pa. (Exhibit D3) 5. Blossburg Municipal Authority, Bloss Township, Tioga County, Pa. (Exhibit D4) 6. Buck Ridge Stone, LLC (Salt Lick Creek), New Milford Township, Susquehanna County, Pa. (Exhibit D5) 7. Cabot Oil & Gas Corporation (Susquehanna River), Susquehanna Depot Borough, Susquehanna County, Pa. (Exhibit D6) 8. Cabot Oil & Gas Corporation (Susquehanna River), Great Bend Township, Susquehanna County, Pa. (Exhibit D7) 9. Carrizo (Marcellus), LLC (Middle Branch Wyalusing Creek), Forest Lake Township, Susquehanna County, Pa. (Exhibit D8) 10. Carrizo (Marcellus), LLC (Moshannon Creek), Decatur Township, Clearfield County, Pa. (Exhibit D9) 11. Carrizo (Marcellus), LLC (Unnamed Tributary of Middle Branch Wyalusing Creek), Forest Lake Township, Susquehanna County, Pa. (Exhibit D10) 12. Empire Kosher Poultry, Inc., Walker Township, Juniata County, Pa. 13. EQT Production Company (Bennett Branch Power), Jay Township, Elk County, Pa. (Exhibit D11) 14. EQT Production Company (Wilson Creek), Duncan Township, Tioga County, Pa. (Exhibit D12) 15. IBM Corporation, Endicott Facility, Village of Endicott, Broome County, N.Y. (Exhibit D13) 16. Jo Jo Oil Company, Inc. (Tunkhannock Creek), Tunkhannock Township, Wyoming County, Pa. | <ol style="list-style-type: none"> 17-18. Keystone Landfill, Inc., Dunmore Borough, Lackawanna County, Pa. (Exhibit D14) 19-20. Northwestern Lancaster County Authority, Penn Township, Lancaster County, Pa. 21. Pine Creek Municipal Authority, Wastewater Treatment Plant, Pine Creek Township, Clinton County, Pa. (Exhibit D15) 22-23. Roaring Spring Water–Division of Roaring Spring Blank Book (Roaring Spring), Roaring Spring Borough, Blair County, Pa. (Exhibit D16) 24. Southwestern Energy Production Company (Blockhouse Creek), Jackson Township, Lycoming County, Pa. (Exhibit D17) 25. Southwestern Energy Production Company (East Branch Tunkhannock Creek), Lenox Township, Susquehanna County, Pa. 26. Southwestern Energy Production Company (Susquehanna River), Oakland Township, Susquehanna County, Pa. (Exhibit D18) 27. Southwestern Energy Production Company (Tunkhannock Creek), Lenox Township, Susquehanna County, Pa. (Exhibit D19) 28. Stanley S. Karp Sr. (Tunkhannock Creek), Nicholson Township, Wyoming County, Pa. 29. SWEPI LP (Cowanesque River – Egleston), Nelson Township, Tioga County, Pa. (Exhibit D20) 30-33. Viking Energy of Northumberland, LLC, Power Plant, Point Township, Northumberland County, Pa. 34. Water Treatment Solutions, LLC (South Mountain Lake), Woodward Township, Lycoming County, Pa. |
|---|---|

Highlight = Staff recommending tabling.

Highlight = Staff recommending denying.

Commissioner Sachs moved that the Commission adopt the recommendations of staff with respect to both the docket rescission for the Texas Eastern Transmission LP project approval and the additional project applications. This motion was seconded by Commissioner Lynch and unanimously adopted by the Commission.

Adjournment

There being no further business before the Commission, on a motion by Commissioner Guise, seconded by Commissioner Lynch, the Commission unanimously agreed to adjourn the meeting at 9:06 a.m. The next regular meeting of the Commission is tentatively scheduled for June 7, 2012, at a location to be determined.

Date Adopted

Stephanie L. Richardson

RESOLUTION NO. 2012-01

A RESOLUTION of the Susquehanna River Basin Commission establishing a policy to encourage and require the use and reuse of lesser quality water.

WHEREAS, the Susquehanna River Basin Commission (the “Commission”) has always encouraged the use (or reuse) of the lowest quality water that will satisfy a proposed use, particularly when that use is consumptive with respect to the waters of the Susquehanna River Basin (the “basin”); and

WHEREAS, it has been the practice of Commission staff during the project review process to encourage project sponsors to consider the use and reuse of lesser quality water in preference to higher quality waters; and

WHEREAS, pursuant to this objective, the Commission also adopted an Application Fee Policy for Mine Drainage Withdrawals in June 2009 that allows, on a case by case basis, the waiver or partial waiver of application fees for projects using surface or ground water degraded by past or present mining activities; and

WHEREAS, because of the widespread presence of existing or abandoned coal extraction operations in the basin, water degraded by past or present mining activities (referred to as Mine Drainage or MD) accounts for a major share of the lesser quality waters present in the Susquehanna River Basin and has resulted in the degradation of thousands of stream miles; and

WHEREAS, other sources of lesser quality water in the basin include municipal and industrial wastewater; and

WHEREAS, unconventional natural gas development using significant quantities of water for hydrofracturing operations is reliant on the basin’s water resources; and

WHEREAS, the Commission anticipates that many projects involved in the exploration and development of natural gas in the Marcellus and similar shale formations may be able to use or reuse lesser quality waters, especially given the flexibility of the natural gas industry in locating and utilizing sources of lesser quality water; and

WHEREAS, there are other types of uses for projects requiring Commission approval such as manufacturing processes, non-contact cooling, and materials washing, that are amenable to the use of lesser quality water; and

WHEREAS, it is the desire of the Commission to adopt further policies and practices that will promote and encourage the use and reuse of lesser quality water in order to mitigate the impacts of pollution and reduce reliance on higher quality water; and

WHEREAS, the Commonwealth of Pennsylvania, a member jurisdiction of the Commission, is developing a policy and procedures to promote the use of MD in well development for natural gas extraction and wishes to work cooperatively with the Commission to implement said policy and procedures.

NOW THEREFORE BE IT RESOLVED THAT:

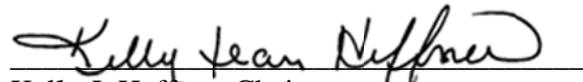
1. With due regard for all approval standards, applicable laws, and other safeguards, the Commission will prioritize the review and docket approval of MD and other lesser quality water sources.

2. As appropriate, the Commission will require project sponsors seeking higher quality waters in watersheds where MD or other lesser quality water is available to first consider use and reuse of that lesser quality water.

3. In coordination with the Commonwealth of Pennsylvania, the Commission will identify and make available to the regulated community sources of MD, including streams whose quality has been impaired by MD.

4. This resolution shall be effective immediately.

Dated: March 15, 2012



Kelly J. Heffner, Chair
Pennsylvania

RESOLUTION NO. 2012-02

A RESOLUTION of the Susquehanna River Basin Commission amending the provisions for the investment of funds contained in the Commission's By-laws, and adopting an investment policy statement consistent therewith, and authorizing minor modifications of the By-laws.

WHEREAS, the current investment policy of the Commission, as set forth in Section 4-5 of its By-laws, is limited in scope to short-term investments only; and

WHEREAS, it is desirable to have an investment policy statement that provides direction on general investment principles and objectives, acceptable risk, authorized investments, investment parameters and reporting; and

WHEREAS, the Commission determines that it is appropriate to amend the investment provisions of its By-laws to provide for a separate, more comprehensive policy to address both short and long term investments, specific investment goals, definition of risk, and investment guidelines; and

WHEREAS, the Director of Administration & Finance has developed an "investment policy statement" consistent with such By-laws amendment; and

WHEREAS, there may be a need, from time to time, to make minor modifications to the By-laws in order to maintain their currency, ensure their legal propriety, or meet unforeseen exigencies.

NOW THEREFORE BE IT RESOLVED THAT:

1. Section 4-5 of the Susquehanna River Basin Commission By-laws, known as "Investment of Funds," is hereby amended by substituting the following provisions:

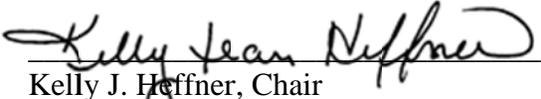
- a. Commission funds may be invested, upon direction of, and as may be determined to be available by, the Executive Director and Director of Administration & Finance. Investments shall be made using sound business practices and exercising sound judgment, skill and care to protect principal and maximize return on investments without high risk from speculation.
- b. To minimize the possibility of principal loss resulting from the forced sale of a security in order to meet operating requirements, the staff will periodically provide an estimate of expected future cash flows and budgetary requirements.
- c. The Commission shall maintain an investment policy statement that contains specific investment goals, definition of risk, and investment guidelines. This investment policy statement shall be periodically reviewed and updated by the Commission.

2. The Commission hereby adopts the investment policy statement dated March 15, 2012, as presented by the Director of Administration & Finance.

3. The Commission hereby authorizes the Executive Director to make minor modifications to the By-laws for the aforementioned purposes.

4. This resolution shall be effective immediately.

Dated: March 15, 2012



Kelly J. Heffner, Chair
Pennsylvania

RESOLUTION NO. 2012-03

A RESOLUTION of the Susquehanna River Basin Commission (the "Commission") revising the Fiscal Year (FY) 2013 budget and adopting a capital budget for FY 2013.

WHEREAS, in June 2011, the Commission adopted a budget covering the period July 1, 2012, to June 30, 2013 (FY-2013), and submitted that budget to the member jurisdictions for their consideration; and

WHEREAS, after due consideration by the member jurisdictions and the receipt of other fiscally related information affecting the final formulation of the FY-2013 budget, it is necessary to revise that budget before it takes effect on July 1, 2012; and

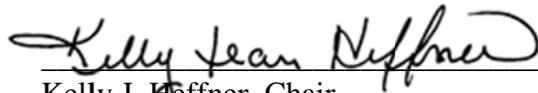
WHEREAS, Section 14.3 (a) of the Susquehanna River Basin Compact directs the Commission to annually adopt a capital budget to include all projects it proposes to undertake or continue during the budget period, and containing a statement of the estimated cost of each project and the method of financing thereof; and

WHEREAS, the Commission intends to make capital expenditures during FY-2013 to acquire new headquarters in order to house its operations.

NOW THEREFORE BE IT RESOLVED THAT:

1. The FY-2013 budget is hereby revised in accordance with the revisions presented this day to the Commission by the Director of Administration & Finance.
2. The Commission hereby approves and adopts a capital budget for the fiscal year commencing July 1, 2012, and terminating June 30, 2013, in the amount of \$4.875 million, which represents a second deposit to a previously established escrow fund from which expenditures have been authorized to meet the Commission's obligations under the agreement of sale for acquisition of new headquarters.
3. Subject to the requirements of Section 15.9 of the Susquehanna River Basin Compact regarding purchasing, the Executive Director is hereby authorized to execute any and all agreements or contracts necessary to carry out the expenditures authorized in the FY-2013 budget.
4. This resolution shall be effective immediately.

Dated: March 15, 2012



Kelly J. Heffner, Chair
Pennsylvania



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20120301
Approval Date: March 15, 2012

ANADARKO E&P COMPANY LP

**Surface Water Withdrawal of up to 1.340 mgd
 from Lycoming 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Development of Natural Gas Wells
Municipality:	Lewis 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:	Lycoming Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020602 (Lycoming Creek)
Water Use Designation:	Exceptional Value (EV)
Withdrawal Location (degrees):	Lat: 41.436719 N Long: 76.993050 W
Flow Statistics (cfs):	Q7-10 = 6.5; Average Daily Flow = 248
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	148
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):	1.340 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	930 (Not to Exceed)
Flow Protection Type:	Passby; 25% Average Daily Flow
Flow Protection Rate (cfs):	62.0
Flow Protection Rate (gpm):	27,838
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01550000; Lycoming Creek near Trout Run, Pennsylvania
Flow Protection Trigger Flow (cfs):	72
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.

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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20120302
Approval Date: March 15, 2012

AQUA INFRASTRUCTURE, LLC

**Surface Water Withdrawal 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Surface Water Withdrawal
Authorized Water Use Purpose:	Bulk Supply for Development of Natural Gas Wells
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: 41.214201 N Long: 77.232103 W
Flow Statistics (cfs):	Q7-10 = 532.4; Average Daily Flow = 8,511
Drainage Area (square miles):	5,234
Special Flow Protection Required:	Yes
cfs – cubic feet per second * Withdrawal location coordinates listed are the proposed surface water access point (streambank). The final withdrawal location for the intake structure will be determined after review from the jurisdictional permitting agency.	

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):	2,085 (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):	1,702 – December 1 through July 31; 851 – August 1 through November 30
Flow Protection Rate (gpm):	764,000 – December 1 through July 31; 382,000 – August 1 through November 30
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01551500; West Branch Susquehanna River at Williamsport, Pennsylvania
Flow Protection Trigger Flow (cfs):	1,848 – 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.

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 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 initiate 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 March 14, 2027. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2026, and obtain Commission approval prior to continuing operation beyond March 14, 2027.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. 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 March 15, 2012.



Dated: March 16, 2012

Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20120303
Approval Date: March 15, 2012

BLACK BEAR WATERS, LLC

**Surface Water Withdrawal of up to 0.400 mgd
 from Lycoming 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Black Bear Waters, LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Bulk Supply for Development of Natural Gas Wells
Municipality:	Lewis 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:	Lycoming Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020602 (Lycoming Creek)
Water Use Designation:	Exceptional Value (EV)
Withdrawal Location (degrees):	Lat: 41.356600 N Long: 77.080025 W
Flow Statistics (cfs):	Q7-10 = 9.14; Average Daily Flow = 349
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	208
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):	0.400 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	280 (Not to Exceed)
Flow Protection Type:	Passby; 25% Average Daily Flow
Flow Protection Rate (cfs):	87.2
Flow Protection Rate (gpm):	39,124
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01550000; Lycoming Creek near Trout Run, Pennsylvania
Flow Protection Trigger Flow (cfs):	73
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.

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 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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 documented occurrences of rare, threatened, or endangered species at or in proximity to the project location. The documented species include the Eastern hellbender. Installation of the intake shall not be permitted from August 1 through November 30 to avoid the breeding and egg incubation periods of the Eastern hellbender. To avoid adverse impact to the stream's naturally reproducing wild trout population, instream construction shall not be permitted 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20120304
Approval Date: March 15, 2012

BLOSSBURG MUNICIPAL AUTHORITY

**Groundwater Withdrawal (30-Day Average) of 0.288 mgd
 from Route 15 Well**

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 application of the project sponsor requesting a withdrawal of water in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Blossburg Municipal Authority
Approval Types:	Groundwater Withdrawal
Authorized Water Use Purpose:	Bulk Water Supply for Use in the Treatment of Flowback Water and Bulk Supply to Natural Gas Exploration and Production Companies
Municipality:	Bloss 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	
Withdrawal Type:	Groundwater
Withdrawal Source:	Route 15 Well
Subbasin:	Chemung
Watershed Boundary Dataset (WBD):	0205010409 (Tioga River)
Withdrawal Location (degrees):	Lat: 41.658108 N Long: 77.091895 W
Special Flow Protection Required:	No

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 the Route 15 Well was conducted on August 1 through 4, 2011, pumping at an average rate of 298.5 gallons per minute (gpm).

Commission staff has determined that hydraulic communication exists between the Route 15 Well and a private supply well located approximately 1,750 feet to the northeast of the Route 15 Well that was required to be monitored during the aquifer testing. Continuous operation of the Route 15 Well at the requested withdrawal rate has the potential to cause an unacceptable interference with this existing groundwater user. As a result, Commission staff recommends the approved withdrawal quantity be reduced from the requested amount of 0.396 million gallons per day (mgd) to 0.288 mgd. Unacceptable interference is not expected with the continuous operation at the reduced rate. To provide further monitoring and evaluation of aquifer response to the approved withdrawal under operating conditions, additional water level monitoring will be required in accordance with the conditions set forth in Sections 6 and 7 below.

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):	0.288
Maximum Instantaneous Withdrawal Rate (gpm):	300 (Not to Exceed)

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.

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 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. 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 initiate 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 amount 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

Section 7. Special Conditions

19. To provide further monitoring and evaluation of aquifer response to the approved withdrawal under operating conditions, and to evaluate a potential unacceptable interference with an existing private water supply located approximately 1,750 feet to the northeast of the Route 15 Well, the project sponsor shall incorporate daily groundwater elevation measurement and recording at the existing private supply well into the groundwater elevation monitoring program required by Standard Condition 4. In addition, the following must be incorporated into the monitoring program:

- a. With concurrence of the property owner, an electronic recording transducer shall be supplied, installed, and maintained by the project sponsor in the existing private well located approximately 1,750 feet to the northeast of the Route 15 Well.
- b. If the property owner is not receptive to ongoing monitoring of their well, the project sponsor shall propose alternative local area aquifer monitoring to Commission staff for review and approval.

Data collected as part of Special Condition 19 shall be submitted electronically to the Commission on a quarterly basis. If an evaluation of these data indicates unacceptable hydraulic conditions (i.e., recurring excessive drawdown, lowering of the water table, etc.) or excessive unacceptable interference between the Route 15 Well and the existing private supply well during operation, the Commission reserves the right to rescind or impose additional restrictions on the use of the Route 15 Well.

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 also keep daily records of any other person and the well sites or companies receiving the water subject to this approval for use in natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply such water to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

23. Any change in project features or water use purpose shall require application for modification. The Blossburg Municipal Authority shall notify the Commission if modifications are planned or made to the water use purpose identified in Section 2.

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

Exhibit D5

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
(717) 238-0423 Phone • (717) 238-2436 Fax
www.srbc.net

Docket No. 20100905-1

Approval Date: September 16, 2010

Modification Date: March 15, 2012

BUCK RIDGE STONE, LLC

**Surface Water Withdrawal of up to 0.720 mgd
from Salt Lick 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 application of the project sponsor requesting a modification to the existing approval for an increased withdrawal quantity in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Buck Ridge Stone, LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Bulk Supply for Development of Natural Gas Wells
Municipality:	New Milford 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:	Salt Lick Creek
Subbasin:	Upper Susquehanna
Watershed Boundary Dataset (WBD):	0205010113 (Lower Susquehanna River)
Water Use Designation:	High Quality Cold Water Fishery (HQ-CWF)
Withdrawal Location (degrees):	Lat: 41.907036 N Long: 75.731986 W
Flow Statistics (cfs):	Q7-10 = 1.49; Average Daily Flow = 47.7
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	32.9
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):	0.720 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	500 (Not to Exceed)
Flow Protection Type:	Passby; 25% Average Daily Flow
Flow Protection Rate (cfs):	11.9
Flow Protection Rate (gpm):	5,349
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01534000; Tunkhannock Creek near Tunkhannock, Pennsylvania
Flow Protection Trigger Flow (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.

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 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 at the modified rate. 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. 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.

16. This modified approval is effective until September 15, 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 March 15, 2014, and obtain Commission approval prior to continuing operation beyond September 15, 2014.

Section 6. Special Conditions

17. All other conditions in Commission Docket No. 20100905 not inconsistent herewith shall remain effective.

18. The project sponsor shall operate under the conditions of the original approval, Commission Docket No. 20100905, until the requirements outlined in Standard Conditions 2, 3, and 4 and Special Condition 20 of this approval are met. Thereafter, 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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 in-stream construction from October 1 through December 31.

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 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.

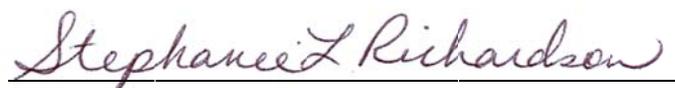
21. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

22. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20080908-1**Approval Date: September 11, 2008****Modification Date: March 15, 2012**

CABOT OIL & GAS CORPORATION

Surface Water Withdrawal of up to 1.500 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 application of the project sponsor requesting a modification to the existing approval for an increased withdrawal quantity in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Cabot Oil & Gas Corporation
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Susquehanna Depot Borough
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:	Susquehanna River
Subbasin:	Upper Susquehanna
Watershed Boundary Dataset (WBD):	0205010113 (Lower Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.947805 N Long: 75.606861 W
Flow Statistics (cfs):	Q7-10 = 168.9; Average Daily Flow = 3,261
Drainage Area (square miles):	2,005
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 November 1 through June 30; 10% Average Daily Flow July 1 through October 31
Flow Protection Rate (cfs):	652 – November 1 through June 30; 326 – July 1 through October 31
Flow Protection Rate (gpm):	293,000 – November 1 through June 30; 146,000 – July 1 through October 31
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01503000; Susquehanna River at Conklin, New York
Flow Protection Trigger Flow (cfs):	726 – November 1 through June 30; 363 – 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.

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. 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 at the modified rate. 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.

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. 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.

16. This modified approval is effective until September 11, 2012, the term of the prior docket approval. As specified in Commission Regulation 18 CFR §806.31(e) and Commission Docket No. 20080908, the project sponsor must obtain Commission approval prior to continuing operation beyond September 11, 2012.

Section 6. Special Conditions

17. All other conditions in Commission Docket No. 20080908 not inconsistent herewith shall remain effective.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 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 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.

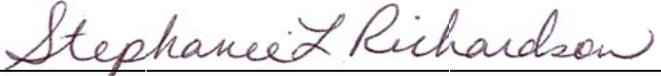
20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. 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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20080905-1**Approval Date: September 11, 2008****Modification Date: March 15, 2012**

CABOT OIL & GAS CORPORATION

Surface Water Withdrawal of up to 2.000 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 application of the project sponsor requesting a modification to the existing approval for an increased withdrawal quantity in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Cabot Oil & Gas Corporation
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Great Bend 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:	Susquehanna River
Subbasin:	Upper Susquehanna
Watershed Boundary Dataset (WBD):	0205010113 (Lower Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.964596 N Long: 75.737193 W
Flow Statistics (cfs):	Q7-10 = 172.2; Average Daily Flow = 3,324
Drainage Area (square miles):	2,044
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):	1,389 (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):	665 – November 1 through June 30; 332 – July 1 through October 31
Flow Protection Rate (gpm):	298,000 – November 1 through June 30; 149,000 – July 1 through October 31
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01503000; Susquehanna River at Conklin, New York
Flow Protection Trigger Flow (cfs):	726 – November 1 through June 30; 363 – 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.

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. 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 at the modified rate. 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.

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. 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.

16. This modified approval is effective until September 11, 2012, the term of the prior docket approval. As specified in Commission Regulation 18 CFR §806.31(e) and Commission Docket No. 20080905, the project sponsor must obtain Commission approval prior to continuing operation beyond September 11, 2012.

Section 6. Special Conditions

17. All other conditions in Commission Docket No. 20080905 not inconsistent herewith shall remain effective.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 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 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.

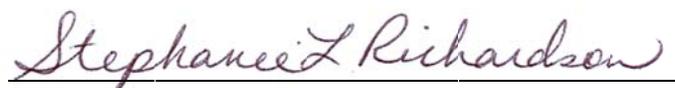
20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. 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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20110604-1

Approval Date: June 23, 2011

Modification Date: March 15, 2012

CARRIZO (MARCELLUS), LLC

**Surface Water Withdrawal of up to 0.432 mgd
from Middle 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 application of the project sponsor requesting a modification to the existing approval to implement variable withdrawal quantities in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Carrizo (Marcellus), LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Forest Lake 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:	Middle Branch Wyalusing Creek
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010607 (Wyalusing Creek)
Water Use Designation:	Cold Water Fishery (CWF)
Withdrawal Location (degrees):	Lat: 41.885278 N Long: 76.013889 W
Flow Statistics (cfs):	Q7-10 = 0.1; Average Daily Flow = 3.8
Drainage Area (square miles):	3.4
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):	Not to Exceed Values Contained in Table 1, When Available
Maximum Instantaneous Withdrawal Rate (gpm):	Not to Exceed Values Contained in Table 1
Flow Protection Type:	Passby
Flow Protection Rate (cfs):	See Table 1
Flow Protection Rate (gpm):	See Table 1
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01534000; Tunkhannock Creek near Tunkhannock, Pennsylvania
Flow Protection Trigger Flow (cfs):	See Table 1
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

Table 1. Authorized Monthly Withdrawal and Passby Schedule

Month	Peak Day Withdrawal (mgd)	Maximum Instantaneous Withdrawal (gpm)	On-site Flow Protection Rate (cfs)	On-site Flow Protection Rate (gpm)	Reference Gage Trigger Flow (cfs)
January	0.288	200	1.8	800	324
February	0.288	200	1.8	800	324
March	0.432	300	2.7	1,200	485
April	0.432	300	2.7	1,200	485
May	0.288	200	1.8	800	324
June	0.144	100	0.9	400	162
July	0.144	100	0.9	400	162
August	0.144	100	0.9	400	162
September	0.144	100	0.9	400	162
October	0.144	100	0.9	400	162
November	0.216	150	1.4	600	243
December	0.288	200	1.8	800	324

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.

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 at the modified rates. 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 initiate 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 modified approval is effective until June 22, 2015, 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 December 22, 2014, and obtain Commission approval prior to continuing operation beyond June 22, 2015.

Section 6. Special Conditions

18. All other conditions in Commission Docket No. 20110604 not inconsistent herewith shall remain effective.

19. In accordance with Special Condition 18 of Commission Docket No. 20110604, the project sponsor shall continue the effort to collect one (1) year of daily flow records and continue to report the data to Commission staff on a monthly basis. Within thirty (30) days of the end of the twelfth (12th) month, the project sponsor shall generate and submit for staff review the local flow duration curve. The project sponsor may request review of the local flow duration curve prior to the end of the twelfth (12th) month. Commission staff will determine if adequate data representing an appropriate range of flows has been collected. Once the duration curve is established from the instream flow measurement device and is approved by Commission staff, the project sponsor shall utilize the instream flow measurement device as a real-time monitoring device for the flow protection trigger flow. From that time forward, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the on-site device, is less than the flow protection trigger flow for the on-site device, which will be determined by Commission staff based on the flow protection rates listed in Section 4. The project sponsor shall not reinstate withdrawals until the streamflow has remained above the flow protection trigger flow for the on-site device for 48 hours.

20. Until such time as Commission staff approves the use of local flow measurement for compliance with low flow protection requirements, 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 trigger flow specified in Table 1 of Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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.

21. Prior to the withdrawal of water at the modified rates, 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 at the modified rates 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 rates.

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

23. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20120305**Approval Date: March 15, 2012**

CARRIZO (MARCELLUS), LLC

Surface Water Withdrawal of up to 1.080 mgd from Moshannon 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Carrizo (Marcellus), LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Decatur 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:	Moshannon Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020105 (Moshannon Creek)
Water Use Designation:	Trout Stocked Fishery (TSF)
Withdrawal Location (degrees):	Lat: 40.836639 N Long: 78.296111 W
Flow Statistics (cfs):	Q7-10 = 4.4; Average Daily Flow = 53.7
Impairment:	Mine Drainage
Drainage Area (square miles):	33
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):	1.080 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	750 (Not to Exceed)
Flow Protection Type:	Passby; Q7-10
Flow Protection Rate (cfs):	4.4
Flow Protection Rate (gpm):	1,977
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01541500; Clearfield Creek at Dimeling, Pennsylvania
Flow Protection Trigger Flow (cfs):	61
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.

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 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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. 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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20110605-1
Approval Date: June 23, 2011
Modification Date: March 15, 2012

CARRIZO (MARCELLUS), LLC

**Surface Water Withdrawal of up to 0.648 mgd
 from the Unnamed Tributary of Middle 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 application of the project sponsor requesting a modification to the existing approval to implement variable withdrawal quantities in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Carrizo (Marcellus), LLC
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Forest Lake 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:	Unnamed Tributary of Middle Branch Wyalusing Creek
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010607 (Wyalusing Creek)
Water Use Designation:	Cold Water Fishery (CWF)
Withdrawal Location (degrees):	Lat: 41.869281 N Long: 75.998333 W
Flow Statistics (cfs):	Q7-10 = 0.2; Average Daily Flow = 5.8
Drainage Area (square miles):	5.1
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):	Not to Exceed Values Contained in Table 1, When Available
Maximum Instantaneous Withdrawal Rate (gpm):	Not to Exceed Values Contained in Table 1
Flow Protection Type:	Passby
Flow Protection Rate (cfs):	See Table 1
Flow Protection Rate (gpm):	See Table 1
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01534000; Tunkhannock Creek near Tunkhannock, Pennsylvania
Flow Protection Trigger Flow (cfs):	See Table 1
mgd – million gallons per day gpm – gallons per minute	USGS – U.S. Geological Survey

Table 1. Authorized Monthly Withdrawal and Passby Schedule

Month	Peak Day Withdrawal (mgd)	Maximum Instantaneous Withdrawal (gpm)	On-site Flow Protection Rate (cfs)	On-site Flow Protection Rate (gpm)	Reference Gage Trigger Flow (cfs)
January	0.432	300	2.7	1,200	320
February	0.504	350	3.2	1,400	373
March	0.648	450	4.0	1,800	479
April	0.648	450	4.0	1,800	479
May	0.504	350	3.2	1,400	373
June	0.288	200	1.8	800	213
July	0.288	200	1.8	800	213
August	0.288	200	1.8	800	213
September	0.288	200	1.8	800	213
October	0.288	200	1.8	800	213
November	0.432	300	2.7	1,200	320
December	0.504	350	3.2	1,400	373

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.

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. The project sponsor shall adhere to the intake design reviewed and approved by Commission staff, and permitted by the jurisdictional permitting agency. 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.

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, 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.

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

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

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

14. 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.

15. 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.

16. This modified approval is effective until June 22, 2015, 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 December 22, 2014, and obtain Commission approval prior to continuing operation beyond June 22, 2015.

Section 6. Special Conditions

17. All other conditions in Commission Docket No. 20110605 not inconsistent herewith shall remain effective.

18. In accordance with Special Condition 18 of Commission Docket No. 20110605, the sponsor shall continue the effort to collect one (1) year of daily flow records and continue to report the data to Commission staff on a monthly basis. Within thirty (30) days of the end of the twelfth (12th) month, the project sponsor shall generate and submit for staff review the local flow duration curve. The project sponsor may request review of the local flow duration curve prior to the end of the twelfth (12th) month. Commission staff will determine if adequate data representing an appropriate range of flows has been collected. Once the duration curve is established from the instream flow measurement device and is approved by Commission staff, the project sponsor shall utilize the instream flow measurement device as a real-time monitoring device for the flow protection trigger flow. From that time forward, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the on-site device, is less than the flow protection trigger flow for the on-site device, which will be determined by Commission staff based on the flow protection rates listed in Section 4. The project sponsor shall not reinstate withdrawals until the streamflow has remained above the flow protection trigger flow for the on-site device for 48 hours.

19. Until such time as Commission staff approves the use of local flow measurement for compliance with low flow protection requirements, 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 trigger flow specified in Table 1 of Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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.

20. Prior to the withdrawal of water at the modified rates, 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 at the modified rates 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 rates.

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

22. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20120306
Approval Date: March 15, 2012

EQT PRODUCTION COMPANY

**Surface Water Withdrawal of up to 2.500 mgd
 from Bennett Branch Sinnemahoning 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	EQT Production Company
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Jay Township
County:	Elk 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:	Bennett Branch Sinnemahoning Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020203 (Bennett Branch Sinnemahoning Creek)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.282482 N Long: 78.427845 W
Flow Statistics (cfs):	Q7-10 = 3.9; Average Daily Flow = 234
Impairment:	Mine Drainage
Drainage Area (square miles):	140
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):	2.500 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	1,736 (Not to Exceed)
Flow Protection Type:	Passby; 15% Average Daily Flow
Flow Protection Rate (cfs):	35
Flow Protection Rate (gpm):	15,773
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01544000; First Fork Sinnemahoning Creek near Sinnemahoning, Pennsylvania
Flow Protection Trigger Flow (cfs):	68
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.

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 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 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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 documented occurrences of rare, threatened, or endangered species at or in proximity to the project location. The documented species include the timber rattlesnake. Prior to the withdrawal of water, the project sponsor shall provide a clearance letter from the jurisdictional agency stating that the proposed project is not anticipated to cause adverse impacts to the species of concern.

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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20120307**Approval Date: March 15, 2012**

EQT PRODUCTION COMPANY

**Surface Water Withdrawal of up to 0.740 mgd
from Wilson 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	EQT Production Company
Approval Type:	Surface Water Withdrawal
Authorized Water Use Purpose:	Development of Natural Gas Wells
Municipality:	Duncan 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:	Wilson Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020504 (Babb Creek)
Water Use Designation:	Cold Water Fishery (CWF)
Withdrawal Location (degrees):	Lat: 41.620783 N Long: 77.293140 W
Flow Statistics (cfs):	Q7-10 = 0.4; Average Daily Flow = 29.8
Impairment:	Mine Drainage
Drainage Area (square miles):	19.1
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):	0.740 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	514 (Not to Exceed)
Flow Protection Type:	Passby; 15% Average Daily Flow
Flow Protection Rate (cfs):	4.5
Flow Protection Rate (gpm):	2,006
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01549500; Blockhouse Creek near English Center, Pennsylvania
Flow Protection Trigger Flow (cfs):	11
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.

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 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 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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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.

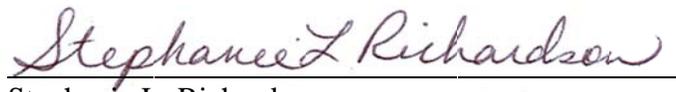
20. The project sponsor shall maintain legal access to the withdrawal location for the duration of the approval.

21. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

22. 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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20090329-1

Approval Date: March 12, 2009

Modification Date: March 15, 2012

IBM CORPORATION FORMER ENDICOTT, NEW YORK, FACILITY

Total System Withdrawal Limit (30-Day Average) of 1.509 mgd,
from the Groundwater Recovery Well Field

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 application of the project sponsor requesting a modification to the existing approval for an increase to the total system withdrawal of water in support of the project and water use purpose identified in Section 2, from the sources and location identified in Section 3, is hereby approved by the Commission 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:	IBM Corporation
Approval Types:	Groundwater Withdrawal
Authorized Water Use Purpose:	Groundwater Remediation System
Municipality:	Village of Endicott
County:	Broome 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	
Withdrawal Type:	Groundwater
Withdrawal Sources:	Groundwater Recovery Well Field
Subbasin:	Upper Susquehanna
Watershed Boundary Dataset (WBD):	0205010302 (Susquehanna River)
Withdrawal Location (degrees)*:	Lat: 42.09800 N Long: 76.04900 W
Special Flow Protection Required:	No
* General project location since it is a groundwater remediation project and includes multiple withdrawal locations.	

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.

Groundwater withdrawal and remediation activities at the former Endicott, New York, facility are being conducted with continuing review and approval of NYSDEC, Division of Environmental Remediation, under Order on Consent Index #A7-0502-0104 (Order) for Site #704014, dated August 4, 2004.

Withdrawals from the groundwater recovery well field are treated for organic contaminant removal, and either recirculated through the aquifer or immediately discharged to the Susquehanna River via municipal storm sewers. Therefore, Commission staff determined that the withdrawal from the groundwater recovery well field at the requested rate should not cause permanent loss of aquifer storage, render competing supplies unreliable, or cause adverse impacts to the water resources of the basin. Furthermore, since the design and operation of the existing groundwater recovery system is being conducted in accordance with the Order and under the continuous review and approval of NYSDEC, the aquifer testing requirements for the groundwater recovery well field, according to Commission Regulation 18 CFR §806.12, are hereby waived.

Section 5. 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):	1.509
mgd– million gallons per day	

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

Section 6. Existing Approved Withdrawals

On March 12, 2009, the project was approved (Commission Docket No. 20090329) for the withdrawal (30-day average) of a total of 1.010 mgd from 31 recovery wells at the former Endicott, New York, facility.

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.

2. The project sponsor shall adhere to the metering plan for withdrawal from sources listed in Section 3 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. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

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

11. 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.

12. 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.

13. 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.

Section 8. Special Conditions

14. This modification approval is not effective until the required application review fee is received by the Commission. Once the fee is received by the Commission, the modified approval is effective until March 12, 2024, 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 12, 2023, and obtain Commission approval prior to continuing operation beyond March 12, 2024.

15. All conditions in Commission Docket No. 20090329 not inconsistent herewith shall remain effective.

16. Extensive public notification and outreach efforts regarding the groundwater remediation project have been ongoing, since 2004, in accordance with the terms of the Order between NYSDEC and the project sponsor. Public notification consists of public meetings, published work plans, semiannual and annual reports, and other reports to NYSDEC, with copies of all plans and reports sent to the New York State Department of Health, Broome County Health Department, and to public officials in the Village of Endicott and Town of Union. All reports are available to the public at the George F. Johnson Memorial Library in Endicott, New

York. Therefore, the public notification requirements specified in Commission Regulation 18 CFR §806.15 are hereby waived, as requested.

17. Commission Regulation §806.25(b) regarding water conservation requirements does not apply because the purpose of the project is to pump, treat, and immediately return groundwater to the basin. Therefore, the water conservation requirements specified in Commission Regulation 18 CFR §806.25(b) are hereby waived.

18. 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.

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

20. The recovery wells shall not be used as supply production wells or for any other non-remediation purposes at the site.

21. The project sponsor shall provide a copy of any groundwater recovery and treatment system summary report at the time it is provided to a state or federal agency.

22. The project sponsor shall have the option of reactivating existing recovery wells in the future, or adding new recovery wells to the existing remediation system, without making application for modification, provided the total withdrawal from all recovery wells does not exceed the 1.509 mgd (30-day average) system limit. By allowing new recovery wells to be installed, or existing recovery wells to be reactivated without making new application, the Commission is providing the project sponsor with the flexibility needed to respond to changing site conditions, such as natural annual fluctuations in water table levels, and to achieve better control of the groundwater plume and remediation efforts, thereby affording better protection to the environment and public health and safety. This flexibility also eliminates the potential for Commission requirements to hinder or duplicate efforts made by member jurisdictions. The project sponsor shall notify the Commission, in writing, of any changes in the status of the recovery wells (reactivated or deactivated), or the installation of any new recovery wells, within thirty (30) days of the change.

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20080611-1

Approval Date: June 12, 2008

Modification Date: March 15, 2012

KEYSTONE LANDFILL, INC.

**Groundwater Withdrawal (30-Day Average) of 0.160 mgd from Well 1 (Quarry Well),
 Peak Day Withdrawal of 0.177 mgd from Well 1 (Quarry Well),
 Total System Withdrawal Limit (30-Day Average) of 0.200 mgd,
 and Consumptive Water Use of up to 0.360 mgd
 from Well 1, Well 2 (Highway Well), Well 3 and Public Water Supply**

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 application of the project sponsor requesting a modification to the existing approval for an increased withdrawal and consumptive use of water in support of the project and water use purpose identified in Section 2, from the sources and locations identified in Sections 3, 6, and 7 is hereby approved by the Commission 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:	Keystone Landfill, Inc.
Approval Types:	Groundwater Withdrawal and Consumptive Water Use
Authorized Water Use Purpose:	Landfill Operations, Excavation, and Aggregate Processing Operations
Municipality:	Dunmore Borough
County:	Lackawanna 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 1 (Quarry Well)
Subbasin:	Middle Susquehanna
Watershed Boundary Dataset (WBD):	0205010701 (Lackawanna River)
Withdrawal Location (degrees):	Lat: 41.427138 N Long: 75.594174 W
Special Flow Protection Required:	No

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 1 was conducted on February 14 through 17, 2011, pumping at an average rate of 210 gallons per minute (gpm).

Commission staff determined that the withdrawal from Well 1 at the requested 30-day average 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, subject to the conditions set forth below. Continuous operation at the requested maximum instantaneous rate of withdrawal for multiple, concurrent days could result in excessive drawdown in the well and adverse exposure of multiple water-bearing zones. To avoid operation at the requested maximum instantaneous rate of withdrawal for multiple, concurrent days, a peak day withdrawal limitation is included in the approval.

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):	0.160
Peak Day Withdrawal (mgd):	0.177
Maximum Instantaneous Withdrawal Rate (gpm):	210 (Not to Exceed)
Total System Withdrawal Limit (30-Day Average) (mgd):	0.200
mgd – million gallons per day	

The withdrawal is 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. Well 1 (Quarry Well) 2. Well 2 (Highway Well) 3. Well 3 4. Public Water Supply – PA American Water
Peak Day Consumptive Water Use Amount (mgd):	0.360 (Not to Exceed)
Project Consumptive Water Uses:	<ol style="list-style-type: none"> 1. Dust Suppression (roads, aggregate crushing, and sorting) 2. Truck Washing 3. Odor Control (mistlers and foamers) 4. Evaporation of Leachate 5. Drilling and Excavation 6. Aggregate Washing and Processing (polymer preparation)
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. Existing Approved Groundwater Withdrawals

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

Existing Approved Groundwater Withdrawals			
Source	30-Day Average Withdrawal (mgd)	Commission Docket No.	Docket Expiration Date
Well 2 (Highway Well)	0.020	20080611	June 12, 2023
Well 3	0.020	20080611	June 12, 2023

Section 8. 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.

2. The project sponsor shall adhere to the metering plan previously reviewed and approved by Commission staff under the original approval (Commission Docket No. 20080611) until such time a revised metering plan is approved in accordance with Special Condition 22 of

this modified approval. Any subsequent 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. The project sponsor shall maintain metering in accordance with Commission Regulation 18 CFR §806.30.

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. The plan shall include proposed methods for the daily measurement and recording of groundwater elevations in the sources listed in Sections 3 and 7. 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, 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.

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 daily quantity of water consumptively used shall be the total sum quantity of water withdrawn from Well 1, Well 2, and Well 3, water taken from the two public water supply hydrants, and evaporation from the leachate ponds. 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 as identified above 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 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.

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 groundwater 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. 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. 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.

20. This modified approval is effective until June 12, 2023, 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 December 12, 2022, and obtain Commission approval prior to continuing operation beyond June 12, 2023.

Section 9. Special Conditions

21. All other conditions in Commission Docket No. 20080611 not inconsistent herewith shall remain effective.

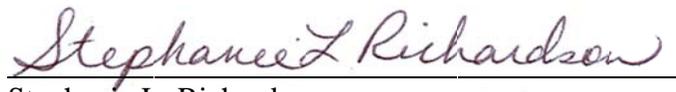
22. Within sixty (60) days from the date of this approval, the project sponsor shall submit a metering/accounting plan to the Commission for review and approval by Commission staff that accounts for all withdrawals and consumptive use. The plan shall include a current water use flow chart indicating the location of meters and accounting procedures for the landfill and quarry operations. Following approval, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved schedule.

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 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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20120308

Approval Date: March 15, 2012

PINE CREEK MUNICIPAL AUTHORITY

Source Approval of up to 0.999 mgd of Effluent from the Pine Creek Municipal Authority Wastewater Treatment Plant

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 application of the project sponsor requesting to remove effluent water in support of the project identified in Section 2, from the source identified in Section 3, is hereby approved by the Commission 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:	Pine Creek Municipal Authority
Approval Type:	Source Approval of Effluent Removal
Authorized Water Use Purpose:	Bulk Supply for Development of Natural Gas Wells
Municipality:	Pine Creek Township
County:	Clinton County
State:	Pennsylvania

Section 3. Source Information

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

Source Information	
Approved Source:	Pine Creek Municipal Authority Wastewater Treatment Plant
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020304 (Lower West Branch Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.174167 N Long: 77.316111 W
Flow Statistics (cfs):	Q7-10 = 337; Average Daily Flow = 6,910
Impairment:	Mine Drainage
Drainage Area (square miles):	4,178.3
Special Flow Protection Required:	Yes
cfs – cubic feet per second	

Section 4. Approved Source Quantities and Limitations

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

Approved Source Quantities and Limitations	
Peak Day Withdrawal Amount (mgd):	0.999 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	2,600 (Not to Exceed)
Flow Protection Type:	Passby; Q7-10
Flow Protection Rate (cfs):	337
Flow Protection Rate (gpm):	151,100
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01545500; West Branch Susquehanna River at Renovo, Pennsylvania
Flow Protection Trigger Flow (cfs):	238
mgd – million gallons per day	USGS – U.S. Geological Survey
gpm – gallons per minute	

The removal of effluent 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.

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 removals of effluent. 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 effluent removal from the source listed in Section 3, the project sponsor shall install and maintain metering of the effluent removal from the wastewater treatment plant 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. Removal of effluent 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 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 effluent removal 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 effluent removal, 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.

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

15. This approval is effective until March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

Section 6. Special Conditions

16. The project sponsor shall not remove effluent water 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 trigger flow specified in Section 4, and shall not reinstate removal of effluent until the streamflow has remained above such flow protection trigger flow 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.

17. Prior to the removal of effluent 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 removal of effluent 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 removal of effluent water.

18. This approval is contingent upon and shall not become effective until approval for the removal and transportation of effluent water is obtained from PADEP's Waste Management Program.

19. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the effluent removed under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply effluent removed hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

20. The project sponsor shall demonstrate to the satisfaction of the Commission that all removed effluent water, 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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20120309

Approval Date: March 15, 2012

ROARING SPRING WATER – DIVISION OF ROARING SPRING BLANK BOOK

**Surface Water Withdrawal (Peak Day) of up to 0.171 mgd
from Roaring Spring, and
Consumptive Water Use (Peak Day) of up to 0.130 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 application of the project sponsor requesting a withdrawal and the consumptive use of water in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Roaring Spring Water – Division of Roaring Spring Blank Book
Approval Type:	Surface Water Withdrawal and Consumptive Use
Authorized Water Use Purpose:	Water Bottling and Associated Processes, and Bulk Supply for Development of Natural Gas Wells
Municipality:	Roaring Spring Borough
County:	Blair County
State:	Pennsylvania

Roaring Spring Water – Division of Roaring Spring Blank Book (Roaring Spring Water) began withdrawing and bottling water from Roaring Spring in 1980. In 2001, under the

Commission’s Compliance Incentive Program, Roaring Spring Water applied for a projected withdrawal of 302,000 gallons per day (gpd) and a projected consumptive use of 255,000 gpd. Roaring Spring Water has subsequently requested an additional use to allow for bulk supply to the natural gas industry.

The Commission-sponsored “Morrison Cove Water Resources Availability Study” confirmed water availability concerns for Roaring Spring and for Halter Creek, into which it discharges. This docket approval is for quantities historically used at the Roaring Spring facility and will result in no new impacts to either the spring or to Halter Creek. A determination with regard to the requested additional quantities will be addressed by separate action of the Commission.

Section 3. Source and Receiving Stream 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:	Roaring Spring
Subbasin:	Juniata River
Watershed Boundary Dataset (WBD):	0205030201 (Upper Frankstown Branch Juniata River)
Withdrawal Location (degrees):	Lat: 40.334083 N Long: 78.400383 W
Flow Statistics (cfs):	Q7-10 = 8.0; Average Daily Flow = 10.3
Drainage Area (square miles):	5.5
Special Flow Protection Required:	No
cfs – cubic feet per second	

Information concerning the stream which will be affected by the withdrawal is set forth in the table below.

Receiving Stream Information	
Receiving Stream:	Halter Creek
Subbasin:	Juniata River
Watershed Boundary Dataset (WBD):	0205030201 (Upper Frankstown Branch Juniata River)
Water Use Designation:	High Quality Cold Water Fishery (HQ-CWF)
Confluence Location (degrees):	Lat: 40.3375 N Long: 78.4053 W
Flow Statistics (cfs):	Q7-10 = 3.0; Average Daily Flow = 25.1 at outfall of Roaring Spring into Halter Creek
Wild Trout Classification:	Naturally Reproducing Wild Trout
Impairment:	Impaired for aquatic life use by suspended solids
Drainage Area (square miles):	13.5 (at Roaring Spring confluence)
Special Flow Protection Required:	No

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):	0.171 (Not to Exceed)
30-day Average Withdrawal (mgd):	0.140
mgd – million gallons per day	

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:	Roaring Spring
Peak Day Consumptive Water Use Amount (mgd):	0.130 (Not to Exceed)
30-Day Average Consumptive Water Use Amount (mgd):	0.110
Project Consumptive Water Use:	Water bottling
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.
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 of water. Following approval, the project sponsor shall execute the plan and complete any installation of meters in accordance with the approved schedule.
3. Prior to any withdrawal for bulk supply to the natural gas industry, 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 for bulk supply to the natural gas industry 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 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 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'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 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.

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

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

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

16. The project sponsor has a period of three (3) years from the date of this approval to initiate bulk supply of water for use in natural gas well development, or the approval for bulk supply 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.

17. With respect to water bottling, 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, and obtain Commission approval prior to continuing water bottling operations beyond March 14, 2027. The authorized water use of bulk supply for the development of natural gas wells is effective until March 14, 2016. The project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing the water use of bulk supply for the development of natural gas wells beyond March 14, 2016.

Section 7. Special Conditions

18. The project sponsor was a participant in the Commission's Compliance Incentive Program. Therefore, the project sponsor is not subject to penalties for its prior noncompliance. In accordance with the Compliance Incentive Program, payment to the Commission as a method of compensation for the project's consumptive water use shall be effective and applicable to all water consumptively used by the project beginning January 1, 2009. The project sponsor shall provide records of its consumptive water use and make a payment to the Commission based on the effective Regulatory Program Fee Schedule in place at the times water was consumptively used during the period from January 1, 2009, until the effective date of this approval. This payment shall be calculated and included in the first quarterly payment made by the project sponsor.

19. Prior to any withdrawal of water for bulk supply to the natural gas industry, 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

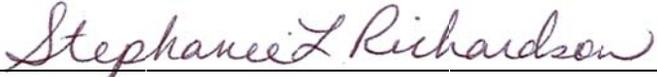
22. The project sponsor shall demonstrate to the satisfaction of the Commission that all water withdrawn from surface water sources, while under control of or on a facility owned or operated by the project sponsor, is transported, stored, injected into a well, or discharged with appropriate controls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

23. The total quantity of water used for bottling, bulk supply to the natural gas industry, or a combined quantity for both shall not exceed the peak day or 30-day average given in Section 5 of this docket.

24. The project application requests quantities in excess of those authorized herein. A determination with regard to the requested additional quantities shall be addressed by separate action of the Commission.

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20120310**Approval Date: March 15, 2012**

SOUTHWESTERN ENERGY PRODUCTION COMPANY

Surface Water Withdrawal of up to 0.344 mgd from Blockhouse 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Development of Natural Gas Wells
Municipality:	Jackson 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:	Blockhouse Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020505 (Little Pine Creek)
Water Use Designation:	Exceptional Value (EV)
Withdrawal Location (degrees):	Lat: 41.496794 N Long: 77.168399 W
Flow Statistics (cfs):	Q7-10 = 0.55; Average Daily Flow = 40.6
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	26
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):	0.344 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	239 (Not to Exceed)
Flow Protection Type:	Passby; 25% Average Daily Flow
Flow Protection Rate (cfs):	10.1
Flow Protection Rate (gpm):	4,550
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01549500; Blockhouse Creek near English Center, Pennsylvania
Flow Protection Trigger Flow (cfs):	15
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.

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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
(717) 238-0423 Phone • (717) 238-2436 Fax
www.srbc.net

Docket No. 20120311
Approval Date: March 15, 2012

SOUTHWESTERN ENERGY PRODUCTION COMPANY

Surface Water Withdrawal of up to 3.000 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Development of Natural Gas Wells
Municipality:	Oakland 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:	Susquehanna River
Subbasin:	Upper Susquehanna
Watershed Boundary Dataset (WBD):	0205010113 (Lower Susquehanna River)
Water Use Designation:	Warm Water Fishery (WWF)
Withdrawal Location (degrees):	Lat: 41.942286 N Long: 75.626761 W
Flow Statistics (cfs):	Q7-10 = 169.2; Average Daily Flow = 3,267
Drainage Area (square miles):	2,009
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):	2,083 (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):	653 – November 1 through June 30; 327 – July 1 through October 31
Flow Protection Rate (gpm):	293,000 – November 1 through June 30; 147,000 – July 1 through October 31
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01503000; Susquehanna River at Conklin, New York
Flow Protection Trigger Flow (cfs):	726 – November 1 through June 30; 363 – 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.

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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 documented occurrences of rare, threatened, or endangered species at or in proximity to the project location. The documented species include triangle floater mussel and yellow lampmussel. Prior to any withdrawal of water, the project sponsor shall submit clearance letters from PFBC to the Commission.

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.

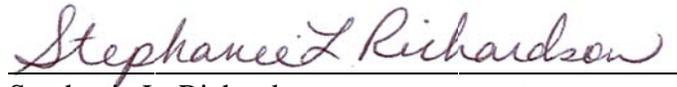
22. The project sponsor shall also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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. Prior to any withdrawal of water, the project sponsor shall submit documentation indicating that PFBC has approved the biosecurity plan to address zebra mussels at the project site.

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391
 (717) 238-0423 Phone • (717) 238-2436 Fax
 www.srbc.net

Docket No. 20120312
Approval Date: March 15, 2012

SOUTHWESTERN ENERGY PRODUCTION COMPANY

Surface Water Withdrawal of up to 1.218 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 application of the project sponsor requesting a withdrawal in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Development of Natural Gas Wells
Municipality:	Lenox Township
County:	Susquehanna County
State:	Pennsylvania

The project sponsor currently operates a 0.380 million gallons per day (mgd) withdrawal immediately upstream on the same source approved pursuant to Commission Docket

No. 20090625. This project is intended to replace the earlier approval upon initiation of withdrawal as outlined hereunder in Special Condition 24.

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:	Cold Water Fishery (CWF)
Withdrawal Location (degrees):	Lat: 41.712314 N Long: 75.669172 W
Flow Statistics (cfs):	Q7-10 = 2.1; Average Daily Flow = 67.8
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	46.8
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):	1.218 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	845 (Not to Exceed)
Flow Protection Type:	Passby; 25% Average Daily Flow
Flow Protection Rate (cfs):	17.0
Flow Protection Rate (gpm):	7,610
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01534000; Tunkhannock Creek near Tunkhannock, Pennsylvania
Flow Protection Trigger Flow (cfs):	153
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.

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 initiate 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 March 14, 2016. As specified in Commission Regulation 18 CFR §806.31(e), the project sponsor shall submit an application by September 14, 2015, and obtain Commission approval prior to continuing operation beyond March 14, 2016.

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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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.

24. Upon initiation of withdrawal, Commission Docket No. 20090625 shall be rescinded. The project sponsor shall cease all withdrawal activities associated with Commission Docket No. 20090625, remove all related water withdrawal infrastructure, and submit to the Commission photo documentation of the restored withdrawal site.

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson



SUSQUEHANNA RIVER BASIN COMMISSION

1721 North Front Street • Harrisburg, Pennsylvania 17102-2391

(717) 238-0423 Phone • (717) 238-2436 Fax

www.srbc.net

Docket No. 20100604-1

Approval Date: June 11, 2010

Modification Date: March 15, 2012

SWEPI LP

Surface Water Withdrawal of up to 0.533 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 application of the project sponsor requesting a modification to the existing approval for an increased withdrawal quantity in support of the project and water use purpose identified in Section 2, from the source and location identified in Section 3, is hereby approved by the Commission 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:	Development of Natural Gas Wells
Municipality:	Nelson 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: 41.989936 N Long: 77.283047 W
Flow Statistics (cfs):	Q7-10 = 3.25; Average Daily Flow = 298
Drainage Area (square miles):	245.6
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):	0.533 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	370 (Not to Exceed)
Flow Protection Type:	Passby; 20% Average Daily Flow
Flow Protection Rate (cfs):	59.6
Flow Protection Rate (gpm):	26,767
Method for Flow Protection Monitoring:	USGS Real-Time Gage 01518662; Cowanesque River at Westfield, Pennsylvania
Flow Protection Trigger Flow (cfs):	22
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.
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. The project sponsor shall maintain metering on the withdrawal in accordance with Commission Regulation 18 CFR §806.30.

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 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 initiate 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 modified approval is effective until June 10, 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 December 10, 2013, and obtain Commission approval prior to continuing operation beyond June 10, 2014.

Section 6. Special Conditions

18. All other conditions in Commission Docket No. 20100604 not inconsistent herewith shall remain effective.

19. 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 trigger flow specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection trigger flow 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. 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 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 also keep daily records of any other person and the well sites or companies receiving the water withdrawn under this approval for natural gas development and shall report the data to the Commission as required. The project sponsor shall only supply water withdrawn hereunder to persons who have properly registered this docket approval pursuant to Commission Regulation 18 CFR §806.22(f)(12).

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 March 15, 2012.

Dated: March 16, 2012


Stephanie L. Richardson