



SUSQUEHANNA RIVER
BASIN COMMISSION

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NY ■ PA ■ MD ■ USA

May 21, 2019

Ms. Regina Logue
Regulatory Supervisor
Tilden Marcellus, LLC
4600 J Barry Court, Suite 120
Canonsburg, PA 15317

Re: Notice of Transfer of Approvals;
from SWEPI LP to Tilden Marcellus, LLC;
One Docket Approval and 16 Approvals by Rule (see Table 1)

Dear Ms. Logue:

The Susquehanna River Basin Commission (Commission) received a Request for Transfer of Approval (Commission Form #86) on March 25, 2019, for one (1) Docket approval and 16 Approvals by Rule (see Table 1). This request indicated the change in ownership was effective February 15, 2019, from SWEPI LP to Tilden Marcellus, LLC (Tilden). Upon review of the projects and the submitted request for transfer, it was determined that the request is in compliance with the regulations and consistent with 18 CFR § 806.6(a). Therefore, the approvals listed on Table 1 are hereby transferred effective May 21, 2019.

Copies of the approvals listed on Table 1 are available on the Commission's Water Application and Approval Viewer (WAAV) at www.srbc.net/waav.

Please note that Tilden may operate under the terms and conditions of the transferred approvals not inconsistent with the conditions of this transfer, provided that:

1. Within 120 days from approval of this transfer request, Tilden shall post updated signage that meets Commission specifications and displays required project description information. Signage specifications can be found at the Commission's website (www.srbc.net), along with example sign templates for reference. The signage shall be maintained for the duration of the approvals. Such signs 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 Tilden 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. Tilden shall submit photographs as proof of installation of the updated signage.

2. In accordance with the Commission's Regulatory Program Fee Schedule, these facilities continue to be subject to the Annual Compliance and Monitoring fee (ACMF). The ACMF is contained in the Regulatory Program Fee Schedule, which may be modified over the term of the approvals. The ACMF will be invoiced separately.

Outstanding post-approval items should be submitted electronically via the Monitoring Data Website (MDW). If you have any questions regarding the submittal of post-approval conditions, please feel free to contact Steve McFeaters at (717) 238-0423, extension 1225, or via e-mail at samcfeaters@srbc.net.

Please be advised that, under 18 CFR § 808.11, you have a duty to comply with all provisions of the Susquehanna River Basin Compact (Compact), as well as the Commission's rules, regulations, orders, approvals, conditions of approval, and any other requirements of the Commission. It is your obligation to fulfill all conditions of this approval within the specified time limits and provide written notification to the Commission, as appropriate, and comply with all conditions set forth therein. Failure to meet any term or condition within the specified time may subject you to enforcement action and imposition of civil penalties pursuant to 18 CFR Part 808, Subpart B, and Section 15.17 of the Compact. Penalties range from \$50 to \$1,000 per day, per condition (which includes exceeding approved quantities), with every day being a separate offense.

Pursuant to 18 CFR § 808.2 relating to administrative appeals, any appeal to this action must be made to the Commission within thirty (30) days of receipt of this notice. All appeals must be made in writing on the Commission's Notice of Appeal form and conform to the requirements of 18 CFR § 808.2. Pursuant to 18 CFR § 808.2(i), an appeal made under this section stays the commencement of the ninety (90)-day appeal period to Federal Court contained in Section 3.10(6) of the Compact.

Should you have any questions, please contact Todd Eaby, Manager of Project Review, at (717) 238-0423, extension 1234, or via e-mail at teaby@srbc.net.

Sincerely,



Andrew D. Dehoff
Executive Director

Enclosure: Table 1

cc: Sean Wainwright – Tilden Marcellus, LLC
Andrew Klinger – PADEP-Williamsport, PA

Table 1

List of SRBC Docket and Approval by Rule Numbers
Approved for Transfer from SWEPI LP to Tilden Marcellus, LLC

Docket/ABR #	Source/Pad Name	Municipality	County/State	Type of Approval
ABR-20100344.R1	808 Thomas	Elk Township	Tioga/PA	Consumptive Use
ABR-201009056.R1	Bergey 1	Gaines Township	Tioga/PA	Consumptive Use
ABR-20091234.R1	Button B 901 Pad	West Branch Township	Potter/PA	Consumptive Use
ABR-20100560.R1	Coon Hollow 904	West Branch Township	Potter/PA	Consumptive Use
ABR-20091233.R1	Hillside Pad	Gaines Township	Tioga/PA	Consumptive Use
ABR-20100102.R1	Ken-Ton 902	West Branch Township	Potter/PA	Consumptive Use
ABR-20090902.R1	Kjelgaard Pad	Gaines Township	Tioga/PA	Consumptive Use
ABR-20091232.R1	Lick Run Pad	Gaines Township	Tioga/PA	Consumptive Use
ABR-20091230.R1	Marshlands H. Bergey Unit #1	Gaines Township	Tioga/PA	Consumptive Use
ABR-20091231.R1	Marshlands K. Thomas Unit #1	Elk Township	Tioga/PA	Consumptive Use
ABR-20100152.R1	Mitchell A 903	West Branch Township	Potter/PA	Consumptive Use
ABR-20100529.R1	Patel 914	Abbott Township	Potter/PA	Consumptive Use
ABR-20100314.R1	Paul 906	West Branch Township	Potter/PA	Consumptive Use
ABR-20100633.R1	Pierson 810	Gaines Township	Tioga/PA	Consumptive Use
20170307	Pine Creek	Pike Township	Potter/PA	Surface Water
ABR-20100545.R1	Simonetti 817 (rev)	Gaines Township	Tioga/PA	Consumptive Use
ABR-20090903.R1	T Pierson Pad	Gaines Township	Tioga/PA	Consumptive Use



SUSQUEHANNA RIVER BASIN COMMISSION

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Docket No. 20170307

Approval Date: March 9, 2017

SWEPI LP

**Surface Water Withdrawal (Peak Day) of up to 0.936 mgd
from Pine Creek**

Section 1. Approval

After review of the record, including the technical findings of Susquehanna River Basin Commission (Commission) staff, the Commission has determined that no significant adverse impacts are anticipated by the operation of this project as described and conditioned herein, and that the project is physically feasible and does not conflict with or adversely affect the Commission's Comprehensive Plan. Accordingly, the Commission hereby approves renewal of the project described herein in accordance with the conditions set forth below.

This approval is a renewal of Commission Docket No. 20130313 that was originally approved March 21, 2013, with a peak day withdrawal rate of 0.936 million gallons per day (mgd) and special flow protection requirements. The approval was originally issued to Ultra Resources, Inc. and transferred to SWEPI LP effective September 25, 2014. The project sponsor did not request any changes to the conditions of the original docket. Commission staff recommended updated special flow protection requirements consistent with current policy. This approval incorporates those recommendations.

Commission staff has coordinated with the Pennsylvania Department of Environmental Protection (PADEP), the 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
Past Docket No.:	20130313
Authorized Water Use Purpose:	Hydrocarbon Development and Related Incidental Uses*

Project Information (continued)	
Municipality:	Pike Township
County:	Potter County
State:	Pennsylvania
* In consideration of documented invasive species, water withdrawn under this authorization or commingled with such water shall not be discharged to any surface water without prior, proper treatment and disinfection. Any water from this source used for hydrostatic testing shall not be discharged to any surface water without proper treatment and disinfection or shall be returned to proper storage facilities for additional use (see Special Conditions 25 and 26).	

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:	Pine Creek
Subbasin:	West Branch Susquehanna
Watershed Boundary Dataset (WBD):	0205020502 (Upper Pine Creek)
Water Use Designation:	Exceptional Value (EV)
Withdrawal Location (degrees):	Lat: 41.738473 N Long: 77.624672 W
Site Flow Statistics (cfs):	Q7-10 = 7.1; Average Daily Flow = 252
Wild Trout Classification:	Naturally Reproducing Wild Trout
Drainage Area (square miles):	178
Aquatic Resource Class*:	3
Special Flow Protection Required:	Yes
cfs – cubic feet per second	
* Refer to Commission Policy No. 2012-01 (Low Flow Protection Policy Related to Withdrawal Approvals)	

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):	0.936 (Not to Exceed, When Available)
Maximum Instantaneous Withdrawal Rate (gpm):	650 (Not to Exceed)
Flow Protection Type:	Seasonal passby expressed as monthly values
Method for Monitoring Flow Protection:	Off-site monitoring of USGS Real-Time Gage 01548500; Pine Creek at Cedar Run, Pennsylvania

Approved Withdrawal Quantities and Limitations (continued)		
Passby Schedule:		
<i>Month</i>	<i>On-Site Flow Protection Rate (cfs)</i>	<i>Off-Site Monitoring Threshold for Flow Protection (cfs)*</i>
January	14	53
February	29	101
March	44	154
April	98	338
May	53	184
June	52	181
July	28	97
August	28	97
September	28	97
October	28	97
November	34	120
December	85	294
USGS– U.S. Geological Survey 1 cfs = 448.8 gallons per minute (gpm) * Flow Protection Threshold		

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, 18 CFR Parts 801, 806, and 808. This project is subject to the Annual Compliance and Monitoring fee as specified in the Commission's Regulatory Program Fee Schedule, which may be modified over the term of the approval.

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, if appropriate, 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 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 maintain the totalizing meter and other flow and volume 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.

5. 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, if appropriate, approval by Commission staff in accordance with Commission Regulations 18 CFR § 806.21 and § 806.23 prior to undertaking such modification(s).

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, in the form and manner as prescribed by Commission staff. Quarterly monitoring reports shall be submitted online 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 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. All data collected and submitted as required under this approval shall be maintained by the project sponsor for the duration of the approval and all subsequent renewals.

7. Within sixty (60) days from notice of this approval, the project sponsor shall post an updated sign that meets Commission specifications and displays required project description information. Signage specifications can be found at the Commission's website (www.srbcc.net), along with example sign templates for reference. The sign shall be maintained for the duration of the approval. 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 sponsor shall submit photographs as proof of installation of the updated sign.

8. The project sponsor or any other person representing the project sponsor 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.

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

10. This approval is conditioned on the project sponsor maintaining legal access to the withdrawal location for the duration of the approval.

11. The project sponsor shall register with the appropriate agency all surface water sources described herein, as may be required by regulations of the member jurisdiction.

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 sponsor is subject to enforcement actions pursuant to Commission Regulation 18 CFR Part 808.

13. Commission approval shall not be construed to exempt the project sponsor from obtaining and maintaining 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 may modify, suspend, or revoke this approval if the project sponsor fails to obtain or maintain such permits and/or approvals.

14. The Commission may at any time reopen any project approval 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. In accordance with Commission Regulation 18 CFR § 806.31(d), if the project is discontinued for such a time and under such circumstances that an abandonment of the project may be reasonably inferred, the Commission may rescind the approval of the project.

18. The project sponsor is required to apply for and obtain approval prior to any increase in withdrawal that would exceed the amounts listed herein.

Section 6. Special Conditions

19. Effective April 1, 2017, the project sponsor shall cease all withdrawals from the approved source when streamflow, as measured at the U.S. Geological Survey stream gage location specified in Section 4, is less than the applicable flow protection threshold specified in Section 4, and shall not reinstate withdrawals until the streamflow has remained above such flow protection threshold for 48 hours.

20. The project sponsor shall, on a daily basis, collect and record streamflow as measured at the U.S. Geological Survey stream gage location specified in Section 4, and shall report the data to the Commission quarterly, and as otherwise required, in the form and manner as

prescribed by Commission staff. Quarterly monitoring reports shall be submitted online and are due within thirty (30) days after the close of the preceding quarter. The project sponsor may propose alternative flow monitoring to the Commission for staff review and, if appropriate, approval.

21. To avoid adverse impact to documented occurrences of naturally reproducing wild trout population at or in proximity to the project location, the project sponsor shall avoid modification of the intake or any other instream construction from October 1 through December 31, unless otherwise approved by PFBC in writing and submitted to the Commission.

22. Except as authorized pursuant to Special Condition 24, the project sponsor shall only supply water for use in hydrocarbon development to persons who have properly registered this approval pursuant to Commission Regulation 18 CFR § 806.22(f)(12).

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

24. Prior to supplying water for any use not authorized pursuant to Section 2 of this approval, the project sponsor shall first submit a request for minor modification under Commission Regulation 18 CFR § 806.18(c)(4) for such new use to the Executive Director. The project sponsor shall not supply water for such use unless and until such authorization is granted, and pursuant to any supplemental terms and conditions contained in such approval.

25. During any instream work, the project sponsor shall adhere to an invasive species disinfection protocol to prevent the spread of the invasive algal species, *Didymosphenia geminata*, which is documented as occurring at the project location. Disinfection protocol shall include treatment of all equipment and infrastructure that is placed into and removed from the stream, and all personal gear of any personnel entering the stream at the project location using, at a minimum, one of the following practices:

- a. Thermal treatment shall consist of pressure washing with water that is hotter than 140 degrees Fahrenheit to ensure that the species cannot be spread beyond the project site.
- b. Personal gear or equipment is allowed to dry to the touch plus an additional 48 hours, before coming into contact with another waterbody.

The project sponsor shall submit a disinfection plan for Commission staff review and approval prior to using alternative disinfection protocol other than that described above.

26. In consideration of documented invasive species, water withdrawn under this authorization or commingled with such water shall not be discharged to any surface water

without proper treatment and disinfection. Any water from this source used for hydrostatic testing shall not be discharged to any surface water without proper treatment and disinfection or shall be returned to proper storage facilities for additional use.

Section 7. Term

27. This approval shall be effective April 1, 2017, and shall remain effective until March 31, 2022. As specified in Commission Regulation 18 CFR § 806.31(e), if the project sponsor submits an application on or before September 30, 2021, the project sponsor may continue operation of this project pursuant to the terms and conditions of this approval until such time as the Commission acts on such application, or until otherwise notified by the Executive Director.

28. Commission Docket No. 20130313 shall remain effective through March 31, 2017, whereupon it shall expire.

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 9, 2017.

Dated: March 10, 2017


Stephanie L. Richardson