

TCEQ Interoffice Memorandum

TO: Office of the Chief Clerk
Texas Commission on Environmental Quality

THRU: Chris Kozlowski, Team Leader
Water Rights Permitting Team

FROM: Natalia Ponebshek, Project Manager
Water Rights Permitting Team

DATE: January 20, 2023

SUBJECT: Chesapeake Operating, L.L.C.
WRTP 13884
CN600514004, RN111596573
Application No. 13884 for a Temporary Water Use Permit
Texas Water Code § 11.138, Requiring Limited Mailed Notice
Unnamed tributary of the Little Brazos River, Brazos River Basin
Robertson County

The application was received on October 28, 2022. Additional information and fees were received on December 1 and 8, 2022. The application was declared administratively complete and accepted for filing with the Office of the Chief Clerk on January 20, 2023. Limited mailed notice to downstream water right holders of record in the Brazos River Basin is required pursuant to Title 30 Texas Administrative Code § 295.154(a).

All fees have been paid and the application is sufficient for filing.

Natalia Ponebshek

Natalia Ponebshek, Project Manager
Water Rights Permitting Team
Water Rights Permitting and Availability Section
Texas Commission on Environmental Quality

OCC Mailed Notice Required **YES** **NO**

Jon Niermann, *Chairman*
Emily Lindley, *Commissioner*
Bobby Janecka, *Commissioner*
Erin Chancellor, *Interim Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

January 20, 2023

Mr. Sheldon Burleson
Chesapeake Operating, L.L.C.
Attn. Regulatory Department
P.O. Box 18496
Oklahoma City, Oklahoma 73154

VIA E-MAIL

RE: Chesapeake Operating, L.L.C.
WRTP 13884
CN600514004, RN111596573
Application No. 13884 for a Temporary Water Use Permit
Texas Water Code § 11.138, Requiring Limited Mailed Notice
Unnamed tributary of the Little Brazos River, Brazos River Basin
Robertson County

Dear Mr. Burleson:

This acknowledges receipt, on December 1 and 8, 2023, of additional information and fees in the amount of \$674.61 (Receipt Nos. M306084A & B, copies attached).

The application was declared administratively complete and filed with the Office of the Chief Clerk on January 20, 2023. Staff will continue processing the application for consideration by the Executive Director.

Please be advised that additional information may be requested during the technical review phase of the application process.

If you have any questions concerning the application, please contact me via email at Natalia.Ponebshek@tceq.texas.gov or by telephone at (512) 239-4641.

Sincerely,

Natalia Ponebshek

Natalia Ponebshek, Project Manager
Water Rights Permitting Team
Water Rights Permitting and Availability Section
Texas Commission on Environmental Quality

Attachments



08-DEC-22 01:19 PM

TCEQ - A/R RECEIPT REPORT BY ACCOUNT NUMBER

<u>Fee Description</u>	<u>Fee Code</u>	<u>Account#</u>	<u>Account Name</u>	<u>Ref#1</u>	<u>Ref#2</u>	<u>Check Number</u>	<u>CC Type</u>	<u>Card Auth.</u>	<u>User Data</u>	<u>Tran Code</u>	<u>Rec Code</u>	<u>Slip Key</u>	<u>Document#</u>	<u>Tran Date</u>	<u>Tran Amount</u>
WTR USE PERMITS	WUP			M306084A		6054							BS00099426	08-DEC-22	
		WUP		13884		120822	N						D3801012		
			WATER USE PERMITS	GEOSYNTEC		VHERNAND	CK								
				CONSULTANTS											
				INC											
														Total (Fee Code) :	- \$637.95

RECEIVED

DEC 12 2022

Water Availability Division

Jon Niermann, *Chairman*
Emily Lindley, *Commissioner*
Bobby Janecka, *Commissioner*
Toby Baker, *Executive Director*



PAY TO THE ORDER
OF STATE COMPTROLLER
TCEQ
306084 E-88

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

November 29, 2022

Mr. Sheldon Burleson
Chesapeake Operating, L.L.C.
Attn. Regulatory Department
P.O. Box 18496
Oklahoma City, Oklahoma 73154

VIA E-MAIL

RE: Chesapeake Operating, L.L.C.
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RECEIVED
DEC 12 2022
Water Availability Division

Dear Mr. Burleson:

This acknowledges receipt, on October 28, 2022, of the referenced application.

Additional information and fees are required before the application can be declared administratively complete.

A temporary permit may only be issued if there is surplus water available for use on a short-term (temporary or ephemeral) basis in the source supply. During low flow conditions, which occur during a drought or periods of limited rainfall, all water in the basin will be required for existing senior water rights and there is no presumption of any surplus flows.

1. Indicate the measures the applicant will take to avoid impingement and entrainment of aquatic organisms (ex. Screens on any new diversion structure that is not already authorized in a water right). Refer to pages 28-29 from the *Instructions for Completing the Water Right Permitting Application* (Form TCEQ-10214A-inst) for assistance in developing your response. Confirm that the reservoir is currently used solely for domestic and livestock purposes.
2. Remit fees in the amount of **\$674.61** as described below. Please make check payable to the Texas Commission on Environmental Quality or the TCEQ.

Filing Fee (WRTP \geq 10 acre-feet)	\$ 250.00
Recording Fee	\$ 1.25
Use Fee (\$1.00 per acre-foot x 386.7 acre-feet)	\$ 386.70
Notice Fee (\$0.94 x 39 WR Holders)	\$ 36.66
TOTAL FEES	\$ 674.61
FEES RECEIVED	\$ 00.00
TOTAL FEES DUE	\$ 674.61

Please provide the requested information and fees by December 29, 2022 or the application may be returned pursuant to Title 30 TAC § 281.18.

Natalia Ponebshek

From: Jennifer Gillespie [REDACTED] >
Sent: Thursday, December 1, 2022 4:44 PM
To: Natalia Ponebshek
Cc: Christy Keith; Scott Walker
Subject: WRTP 13884 - CHK Temporary Water Use Permit
Attachments: WRTP 13884 Landowner Statement of Use.pdf

Natalia,

Thank you for taking the time to answer my questions today. Below please find a response to your inquiries regarding WRTP 13884 as dated 11/29/2022:

1. Indicate measure the applicant will take to avoid impingement and entrainment of aquatic organisms.
 - a. Chesapeake will utilize a water intake diversion structure that with openings of approximately one inch. This structure will be further wrapped in fine mesh (1/4 to 1/8 in) to prevent impingement of aquatic species. Further, the diversion structure will utilize a float or stakes to keep it off the bottom of the pond to avoid uptake of benthic substrate.
2. Confirm that the reservoir is currently used solely for domestic and livestock purposes.
 - a. Please see the attached email PDF chain providing an email from the landowner, Rollin Heifrin that the water in the lake is used for livestock and for recreational fishing.

Please feel free to reach out to me if you have any further questions by phone or email.

Jenn Gillespie
Ecologist
Geosyntec Consultants, Inc.
8217 Shoal Creek Blvd, Suite 200
Austin, TX 78757
Office Direct: 512.354.3288
Cell: 484.885.5855

[GEOSYNTEC](#) | [SIREM](#) | [SAVRON](#)

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From: [Christy Keith](#)
To: [Jennifer Gillespie](#)
Subject: FW: Heifrin Pond
Date: Wednesday, October 26, 2022 12:05:20 PM

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe. If you have any suspicion, please confirm with the sender verbally that this email is authentic. If you suspect fraud, click "Phish Alert Report."

Classification: DCL-Internal

Jennifer,

Please see Mr. Heifrin email below regarding the use of the pond.

From: Mike Wilson [REDACTED]
Sent: Friday, October 14, 2022 1:55 PM
To: Christy Keith [REDACTED]
Cc: Mike Wilson [REDACTED]
Subject: Fwd: Heifrin Pond

Classification: DCL-Internal

Christy,

Sorry this has taken so long. I asked Mr Heifrin after you and I spoke, but forgot to follow up with him.

Mike

Michael L Wilson, CPL
Contract Surface Land Rep
Brazos Valley Business Unit
Chesapeake Energy
(979) 412-0231

From: Rollin Heifrin [REDACTED]
Sent: Friday, October 14, 2022 1:13 PM
To: Mike Wilson [REDACTED] >
Subject: [EXTERNAL] Re: Heifrin Pond

Dear Mile The water in our lake is used for fishing and livestock water.

Thanks Rollin Heifrin

From: Mike Wilson [REDACTED] >
Sent: Friday, October 14, 2022 1:03 PM
To [REDACTED]
Subject: Heifrin Pond

[Classification: DCL-Internal](#)

Rollin,

Per our conversation, would you please reply and tell me what you use the water for in your pond.

Thanks,

Mike

Michael L Wilson, CPL
Contract Surface Land Rep
Brazos Valley Business Unit
Chesapeake Energy
(979) 412-0231

This email (and attachments if any) is intended only for the use of the individual or entity to which it is addressed, and may contain information that is confidential or privileged and exempt from disclosure under applicable law. If the reader of this email is not the intended recipient, or the employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately by return email and destroy all copies of the email (and attachments if any).

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Natalia Ponebshek

From: Sheldon Burleson [REDACTED] >
Sent: Wednesday, November 30, 2022 1:55 PM
To: Natalia Ponebshek
Subject: RE: Chesapeake Operating, L.L.C. WRTP 13884 RFI

Classification: DCL-Internal

Thank you. We will review and respond.

Sheldon Burleson
Vice President – Eagle Ford
Work: 405-935-2668
Mobile: 405-625-4062



From: Natalia Ponebshek <Natalia.Ponebshek@tceq.texas.gov>
Sent: Tuesday, November 29, 2022 4:08 PM
To: Sheldon Burleson [REDACTED]
Subject: [EXTERNAL] Chesapeake Operating, L.L.C. WRTP 13884 RFI

Please find the attached request for information for the abovementioned application. A response is due by December 29, 2022.

Thank you,

Natalia Ponebshek, Project Manager
Water Rights Permitting Team
Water Rights Permitting and Availability Section
(512) 239-4641

This email (and attachments if any) is intended only for the use of the individual or entity to which it is addressed, and may contain information that is confidential or privileged and exempt from disclosure under applicable law. If the reader of this email is not the intended recipient, or the employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify the sender immediately by return email and destroy all copies of the email (and attachments if any).

Natalia Ponebshek

From: Natalia Ponebshek
Sent: Tuesday, November 29, 2022 4:08 PM
To: [REDACTED]
Subject: Chesapeake Operating, L.L.C. WRTP 13884 RFI
Attachments: Chesapeake_Operating_LLC_13884_RFI 1_Sent_11.29.2022.pdf

Please find the attached request for information for the abovementioned application. A response is due by December 29, 2022.

Thank you,

Natalia Ponebshek, Project Manager
Water Rights Permitting Team
Water Rights Permitting and Availability Section
(512) 239-4641

Jon Niermann, *Chairman*
Emily Lindley, *Commissioner*
Bobby Janecka, *Commissioner*
Toby Baker, *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

Protecting Texas by Reducing and Preventing Pollution

November 29, 2022

Mr. Sheldon Burleson
Chesapeake Operating, L.L.C.
Attn. Regulatory Department
P.O. Box 18496
Oklahoma City, Oklahoma 73154

VIA E-MAIL

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Please provide the requested information and fees by December 29, 2022 or the application may be returned pursuant to Title 30 TAC § 281.18.

Mr. Sheldon Burleson
Application No. 13884
November 29, 2022
Page 2 of 2

If you have any questions concerning this matter, please contact me via e-mail at Natalia.Ponebshek@tceq.texas.gov or by telephone at (512) 239-4641.

Sincerely,

Natalia Ponebshek

Natalia Ponebshek, Project Manager
Water Rights Permitting Team
Water Rights Permitting and Availability Section
Texas Commission on Environmental Quality

TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

P.O. Box 13087 MC-160, Austin, Texas 78711-3087
Telephone (512) 239-4600, FAX (512) 239-4770

APPLICATION FOR A TEMPORARY WATER USE PERMIT FOR MORE THAN 10 ACRE-FEET OF WATER, AND/OR FOR A DIVERSION PERIOD LONGER THAN ONE CALENDAR YEAR

This form is for an application for a temporary permit to divert water under Section 11.138, Texas Water Code. Any permit granted from this application may be suspended at any time by the applicable TCEQ Office if it is determined that surplus water is no longer available.

Notice: This form will not be processed until all delinquent fees and/or penalties owed to the TCEQ or the Office of the Attorney General on behalf of the TCEQ are paid in accordance with the Delinquent Fee and Penalty Protocol.

- 1. Data on Applicant and Project: Social Security or Federal ID No. 73-1343196
A. Name: Chesapeake Operating, LLC
B. Mailing Address: Attn. Regulatory Department, PO Box 18496, Oklahoma City, OK 73154
C. Telephone Number: (405)935-2668 Fax Number: E-mail Address:
D. Applicant owes fees or penalties? Yes No
E. Describe Use of Water oil and gas production
F. Description of Project (TDH Project No. if applicable) water will be pumped to newly installed well pad for use on oil/gas wells
G. Highway Designation No. TX Highway 6 County Robertson

- 2. Type of Diversion (check one): From Stream From Reservoir
3. Rate of Diversion:
A. Maximum 3,360.00 gpm (capacity of pump)

- 4. Amount and Source of Water:
386.7 acre-feet of water within a period of 3 years (specify term period not to exceed a three year term). The water is to be obtained from an unnamed pond, tributary of unnamed tributary to Little Brazos River, tributary of Brazos River Basin.

- 5. Location of Diversion Point: Provide Latitude and Longitude in decimal degrees to at least six decimal places, and indicate the method used to calculate the diversion point location.
At Latitude 30.728828 N, Longitude 96.502535 W, ((at) or (near) the stream crossing of), (at a reservoir in the vicinity of) S TX-6 (R-O-W) (Highway), located in Zip Code 77807, located 20.50 miles in a S direction from Franklin (County Seat), Robertson County, and 8.5 miles in a NW direction from Bryan, a nearby town shown on County road map. Note: Distance in straight line miles.

Enclose a USGS 7.5 minute topographic map with the diversion point and/or the return water discharge points labeled. Owner's written consent is required for water used from any private reservoir, or private access to diversion point.

- 6. Access to Diversion Point (check one): Public right-of-way Private property Other (Explain)
7. Fees Enclosed: Filing Recording Use Total
10 ac-ft or less greater than 10 ac-ft
\$ 100.00 \$ 250.00
\$ 1.25 \$ 1.25
\$ \$ 387.00
\$ \$ 638.25
(Note: 1 ac-ft = 325,851 gals. 1 ac-ft = 7758.35 bbls.)

Upon completion of any project for which a temporary water permit is granted, the Permittee is required by law to report the amount of water used. This document must be properly signed and duly notarized before it can be accepted or considered by the Texas Commission on Environmental Quality.

Signature of applicant: Sheldon Burleson
Name (sign)

Sheldon Burleson
Name (print)

Subscribed and sworn to me as being true and correct before me this 20th day of October, 2022



Signature of notary: Paula J. Brown
Notary Public, State of Texas
Oklahoma

Signature Authority

CHESAPEAKE OPERATING, L.L.C.

ASSISTANT CORPORATE SECRETARY'S CERTIFICATE

The undersigned, hereby certifies that she is a duly elected and serving Assistant Corporate Secretary of Chesapeake Operating, L.L.C., an Oklahoma limited liability company (the "Company"), and that pursuant to the Operating Agreement of the Company, said Agreement being in full force and effect as of this date, Sheldon W. Burleson, duly elected to and currently serving as Vice President – Eagle Ford of the Company, has full authority to sign, on behalf of the Company, such notes, mortgages, contracts and other instruments as may be required in the ordinary course of the Company's business.

IN WITNESS WHEREOF, I have set my hand this 29th day of September 2022.



Anita L. Brodrick

Anita L. Brodrick
Assistant Corporate Secretary

Core Data Form



TCEQ Use Only

TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided.)		
<input checked="" type="checkbox"/> New Permit, Registration or Authorization (Core Data Form should be submitted with the program application.)		
<input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form)	<input type="checkbox"/> Other	
2. Customer Reference Number (if issued)	Follow this link to search for CN or RN numbers in Central Registry**	3. Regulated Entity Reference Number (if issued)
CN 603397845		RN

SECTION II: Customer Information

4. General Customer Information		5. Effective Date for Customer Information Updates (mm/dd/yyyy)		no change	
<input type="checkbox"/> New Customer		<input type="checkbox"/> Update to Customer Information		<input type="checkbox"/> Change in Regulated Entity Ownership	
<input type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State or Texas Comptroller of Public Accounts)					
The Customer Name submitted here may be updated automatically based on what is current and active with the Texas Secretary of State (SOS) or Texas Comptroller of Public Accounts (CPA).					
6. Customer Legal Name (If an individual, print last name first: eg: Doe, John)				If new Customer, enter previous Customer below:	
Chesapeake Operating, LLC					
7. TX SOS/CPA Filing Number		8. TX State Tax ID (11 digits)		9. Federal Tax ID (9 digits)	
85584060		17313431961		73-1343196	
10. DUNS Number (if applicable)		60-128-5422			
11. Type of Customer:		<input checked="" type="checkbox"/> Corporation		<input type="checkbox"/> Individual	
Government: <input type="checkbox"/> City <input type="checkbox"/> County <input type="checkbox"/> Federal <input type="checkbox"/> State <input type="checkbox"/> Other		<input type="checkbox"/> Sole Proprietorship		Partnership: <input type="checkbox"/> General <input type="checkbox"/> Limited	
12. Number of Employees		<input checked="" type="checkbox"/> 501 and higher		13. Independently Owned and Operated?	
<input type="checkbox"/> 0-20 <input type="checkbox"/> 21-100 <input type="checkbox"/> 101-250 <input type="checkbox"/> 251-500				<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
14. Customer Role (Proposed or Actual) – as it relates to the Regulated Entity listed on this form. Please check one of the following					
<input type="checkbox"/> Owner		<input type="checkbox"/> Operator		<input checked="" type="checkbox"/> Owner & Operator	
<input type="checkbox"/> Occupational Licensee		<input type="checkbox"/> Responsible Party		<input type="checkbox"/> Voluntary Cleanup Applicant <input type="checkbox"/> Other:	
15. Mailing Address:					
PO Box 18496					
City		Oklahoma City		State	
OK		ZIP		73154	
ZIP + 4		0396			
16. Country Mailing Information (if outside USA)				17. E-Mail Address (if applicable)	
				[REDACTED]	
18. Telephone Number		19. Extension or Code		20. Fax Number (if applicable)	
(405) 935-4023				() -	

SECTION III: Regulated Entity Information

21. General Regulated Entity Information (If "New Regulated Entity" is selected below this form should be accompanied by a permit application)	
<input checked="" type="checkbox"/> New Regulated Entity <input type="checkbox"/> Update to Regulated Entity Name <input type="checkbox"/> Update to Regulated Entity Information	
The Regulated Entity Name submitted may be updated in order to meet TCEQ Agency Data Standards (removal of organizational endings such as Inc, LP, or LLC).	
22. Regulated Entity Name (Enter name of the site where the regulated action is taking place.)	
College Station B Pad	

23. Street Address of the Regulated Entity: (No PO Boxes)	no address						
	City		State		ZIP		ZIP + 4
24. County	Robertson						

Enter Physical Location Description if no street address is provided.

25. Description to Physical Location:	From TX-6 & TX-OSR, proceed 0.5 mi, turn right on Old Hearne Rd, turn left on Bowman-Henry, continue straight onto Mumford-Benchley for 1 mi lease rd on left.									
26. Nearest City	Bryan				State	TX		Nearest ZIP Code	77807	
27. Latitude (N) In Decimal:	30.737689			28. Longitude (W) In Decimal:	-96.511704					
Degrees	Minutes	Seconds	Degrees	Minutes	Seconds					
30	44	16	96	30	42					
29. Primary SIC Code (4 digits)	30. Secondary SIC Code (4 digits)		31. Primary NAICS Code (5 or 6 digits)		32. Secondary NAICS Code (5 or 6 digits)					
1311			211111							
33. What is the Primary Business of this entity? (Do not repeat the SIC or NAICS description.)										
crude petroleum and natural gas										
34. Mailing Address:										
n/a										
35. E-Mail Address:										
36. Telephone Number										
37. Extension or Code										
38. Fax Number (if applicable)										
() - () -										

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form. See the Core Data Form instructions for additional guidance.

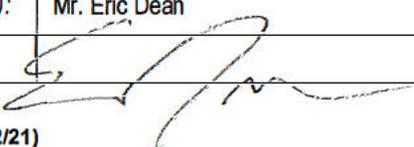
<input type="checkbox"/> Dam Safety	<input type="checkbox"/> Districts	<input type="checkbox"/> Edwards Aquifer	<input type="checkbox"/> Emissions Inventory Air	<input type="checkbox"/> Industrial Hazardous Waste
<input type="checkbox"/> Municipal Solid Waste	<input type="checkbox"/> New Source Review Air	<input type="checkbox"/> OSSF	<input type="checkbox"/> Petroleum Storage Tank	<input type="checkbox"/> PWS
<input type="checkbox"/> Sludge	<input type="checkbox"/> Storm Water	<input type="checkbox"/> Title V Air	<input type="checkbox"/> Tires	<input type="checkbox"/> Used Oil
<input type="checkbox"/> Voluntary Cleanup	<input type="checkbox"/> Waste Water	<input type="checkbox"/> Wastewater Agriculture	<input checked="" type="checkbox"/> Water Rights	<input type="checkbox"/> Other:

SECTION IV: Preparer Information

40. Name:	Jennifer Gillespie		41. Title:	Consultant	
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address		
(512) 354-3288		() -	[REDACTED]		

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 6 and/or as required for the updates to the ID numbers identified in field 39.

Company:	Chesapeake Operating, LLC		Job Title:	Director - Regulatory	
Name (In Print):	Mr. Eric Dean			Phone:	(405) 935- 4023
Signature:				Date:	3/22/2022

Landowner Agreement and Statement of Use



May 20, 2022

Martha R. and G. Rollin Heifrin
10395 Mumford Road
Bryan, TX 77807

Re: Holding Pond Agreement
165.497 acres out of the H. Fullerton Survey, A-144 & A-153, W. Coley Survey A-95
Robertson County, Texas, and R. Henry Survey, A-138 & W. Corey A-253 Brazos County,
Texas.

Mr. and Mrs. Heifrin:

This Letter is written to acknowledge the terms of the agreement by and between Chesapeake Operating, L.L.C. ("CHK") and G. Rollin Heifrin and wife, Martha R. Heifrin ("Surface Owner"), granting CHK the right to access, use, and/or pull water from the Pond (the "Pond") located on your property (the "Lands") for oil and gas operations off the Lands for a period of **two (2) years** from the date of execution of this letter. The Lands are described as follows:

Being 165.497 acres of land, more or less, out of the H. Fullerton Survey, A-144, H. Fullerton Survey, A-153, and W. Coley Survey, A-95, Robertson County, Texas and the W. Corey Survey, A- 253 and R. Henry Survey A-138, Brazos County, Texas, and being all of Tract 1, 168.974 acres described in that certain Special Warranty Deed dated March 14, 2013, from Howard M. Reiner, Successor Administrator of the Estate of Sanford Johnson, deceased, as Grantor, to George Rollin Heifrin and wife, Martha Runnels Heifrin, as Grantees; recorded in Volume 1198, Page 145 of the Official Public Records of Robertson County, Texas; LESS AND EXCEPT 3.477 acres of land more or less, described in that Special Warranty Deed and Grant of Easement dated December 21, 2015, from George Rollin Heifrin, as Grantors, to Frank G. Heifrin and April M. Heifrin, as Grantees; recorded in Volume 1280, Page 379 of the Official Public Records of Robertson County, Texas. Leaving herein 165.497 acres of land.

CHK hereby agrees to pay **\$0.15 (fifteen cents)** for every 42 gallon barrel of water used by CHK from the Pond. Surface Owner may view water meter readings and/or daily water logs upon request. Payments shall be made by CHK as follows: 1) **Fifteen Thousand Dollars and NO/100ths (\$15,000.00)** upon execution of this letter, and 2) any remaining payments within sixty (60) days following the completion of each well and/or pad project.. Additionally, any outstanding payments, and corresponding accounting thereof, will be made withing sixty (60) days of the expiration date of this Letter Agreement.

CHK is granted the right of ingress and egress across the Lands, within reasonable locations agreed upon with the Surface Owners, to access the Pond and to conduct all operations and activities

Chesapeake Energy Corporation

P.O. Box 18496 Oklahoma City, OK 73154-0496 / 6100 N. Western Avenue / Oklahoma City, OK 73118



reasonably necessary to transfer water from the Pond for completion and other oil and gas activities, together with an easement and right to use that portion of the Lands to use or construct an access road to the Pond, and to lay, install, equip, operate, monitor and maintain pumps, metering devices, water lines, power lines and other equipment necessary for the transfer of water from the Pond.

CHK agrees to at all times use reasonable care in all of CHK's operations on the Lands to prevent injury or damage to the surface of the Lands, property situated on the Lands, or other property or land owned by Surface Owner. Upon termination of this agreement on said Lands, CHK shall restore the surface of said Lands to as near its original condition as reasonably practical. CHK agrees to pay for any and all damages caused by CHK, or its business invitees, to the surface of the Lands or other property or land owned by Surface Owner, including all livestock, crops, trees, pipelines, irrigation equipment, buildings, fences, tanks, water, water wells, and without limitation, any and all other property situated on the surface of the Lands or other land owned by Surface Owner. CHK agrees to pay for any damages incurred under this provision within ninety (90) days after Surface Owner notifies CHK of the loss that was incurred by Surface Owner. Otherwise, interest shall accrue at the maximum rate allowed by law from said due date until paid.

Except to the extent of gross negligence or willful misconduct, the parties to this Letter do hereby release, discharge, and acquit the other from any and all liability, and shall indemnify the other against any and all claims and demands for damages, attorney's fees, injury or loss, existing now or done hereafter, to the surface or subsurface of said Lands or to any third parties arising out of or being the result of their or their agents, contractors, licensees, permittees, successors, and assigns own activities associated with the use of the Lands in connection with the collection of water from the Pond and the access, use, gathering, storing, transporting and removal of the water from the Pond located on the above described property. However, such parties' potential liability under this paragraph to the other shall be limited to the acts and/or omission of it, or its predecessors, agents, contractors, licensees, permittees, successors, and assigns, and shall not include any acts and/or omissions of the other party, its agents, contractors, licensees, permittees, successors, or assigns.

If this Letter meets with your understanding of the terms and conditions of the agreement, please sign below. The version marked "copy" is for your records.



Thank you for your help in this matter and we look forward to any future dealings.

Sincerely,

Chesapeake Operating, L.L.C.
an Oklahoma limited liability company

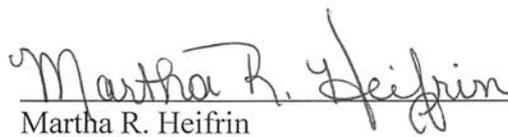
By: _____
K.W. Cryer, Manager-Land, Eagle Ford, Attorney-in-Fact for
Chesapeake Energy Corporation, Sole Manager

Accepted and Agreed to this 20th day of May, 2022.

Surface Owner(s):



G. Rollin Heifrin



Martha R. Heifrin

From: [Christy Keith](#)
To: [Jennifer Gillespie](#)
Subject: FW: Heifrin Pond
Date: Wednesday, October 26, 2022 12:05:20 PM

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Classification: DCL-Internal

Jennifer,

Please see Mr. Heifrin email below regarding the use of the pond.

From: Mike Wilson [REDACTED] >
Sent: Friday, October 14, 2022 1:55 PM
To: Christy Keith <christy.keith@chk.com>
Cc: Mike Wilson [REDACTED]
Subject: Fwd: Heifrin Pond

Classification: DCL-Internal

Christy,

Sorry this has taken so long. I asked Mr Heifrin after you and I spoke, but forgot to follow up with him.

Mike

Michael L Wilson, CPL
Contract Surface Land Rep
Brazos Valley Business Unit
Chesapeake Energy
(979) 412-0231

From: Rollin Heifrin <rollinheifrin@hotmail.com>
Sent: Friday, October 14, 2022 1:13 PM
To: Mike Wilson <Mike.Wilson@chk-nonemp.com>
Subject: [EXTERNAL] Re: Heifrin Pond

Dear Mile The water in our lake is used for fishing and livestock water.

Thanks Rollin Heifrin

From: Mike Wilson [REDACTED] >
Sent: Friday, October 14, 2022 1:03 PM
To [REDACTED]
Subject: Heifrin Pond

[Classification: DCL-Internal](#)

Rollin,

Per our conversation, would you please reply and tell me what you use the water for in your pond.

Thanks,

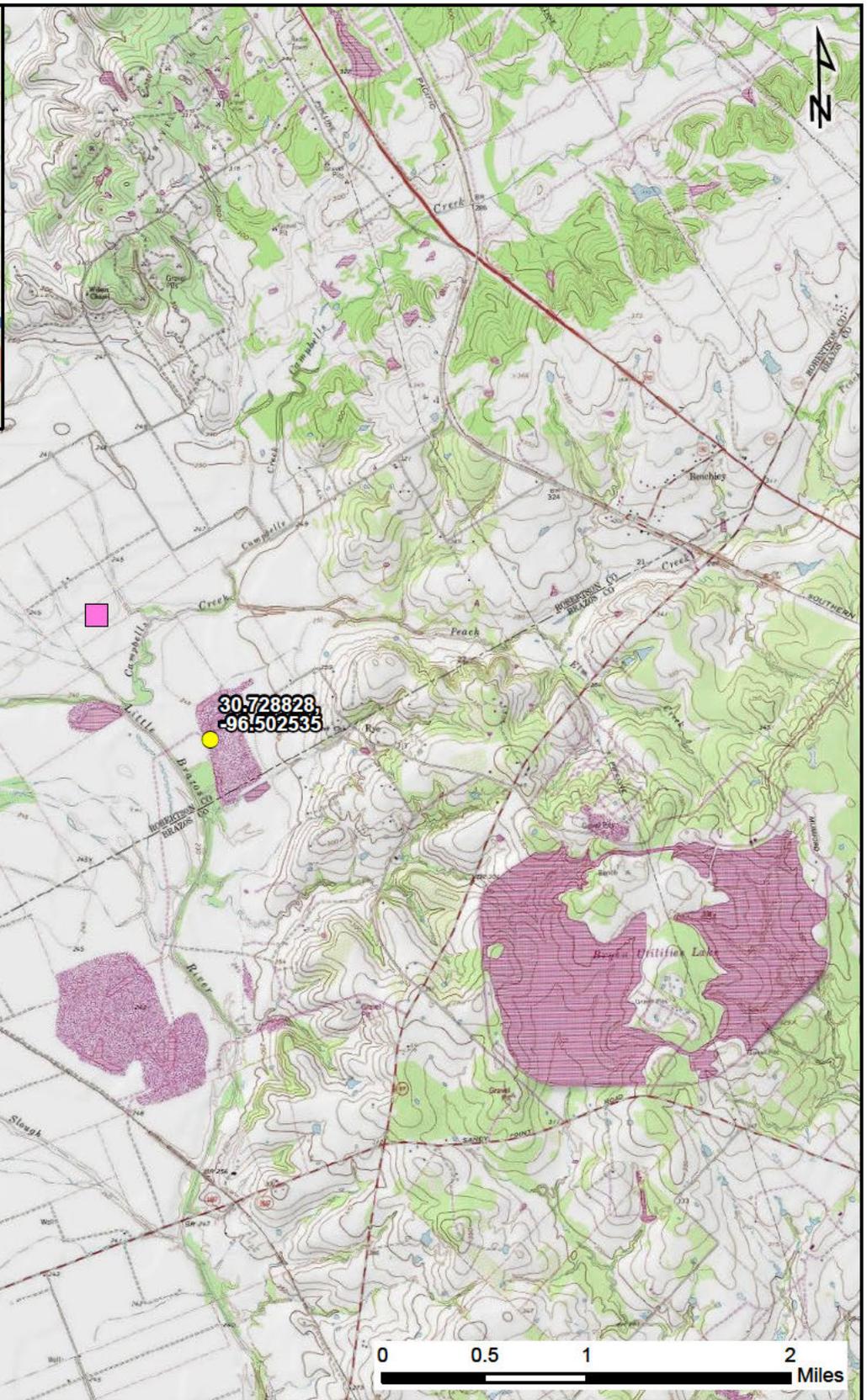
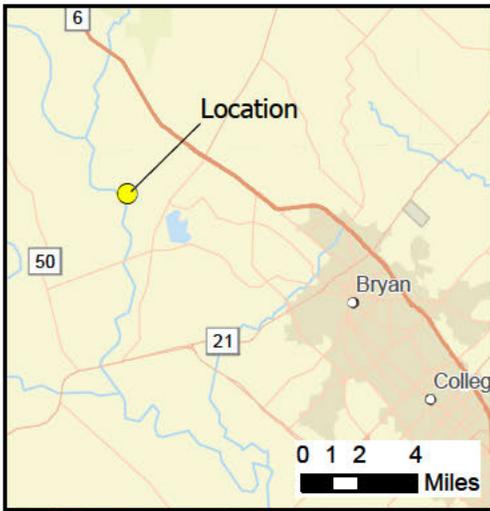
Mike

Michael L Wilson, CPL
Contract Surface Land Rep
Brazos Valley Business Unit
Chesapeake Energy
(979) 412-0231

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Location Map



- Water Use Location
- Water Withdrawal Location

Site Location - Topo

TCEQ Permit Application
Robertson County, TX

Geosyntec
consultants

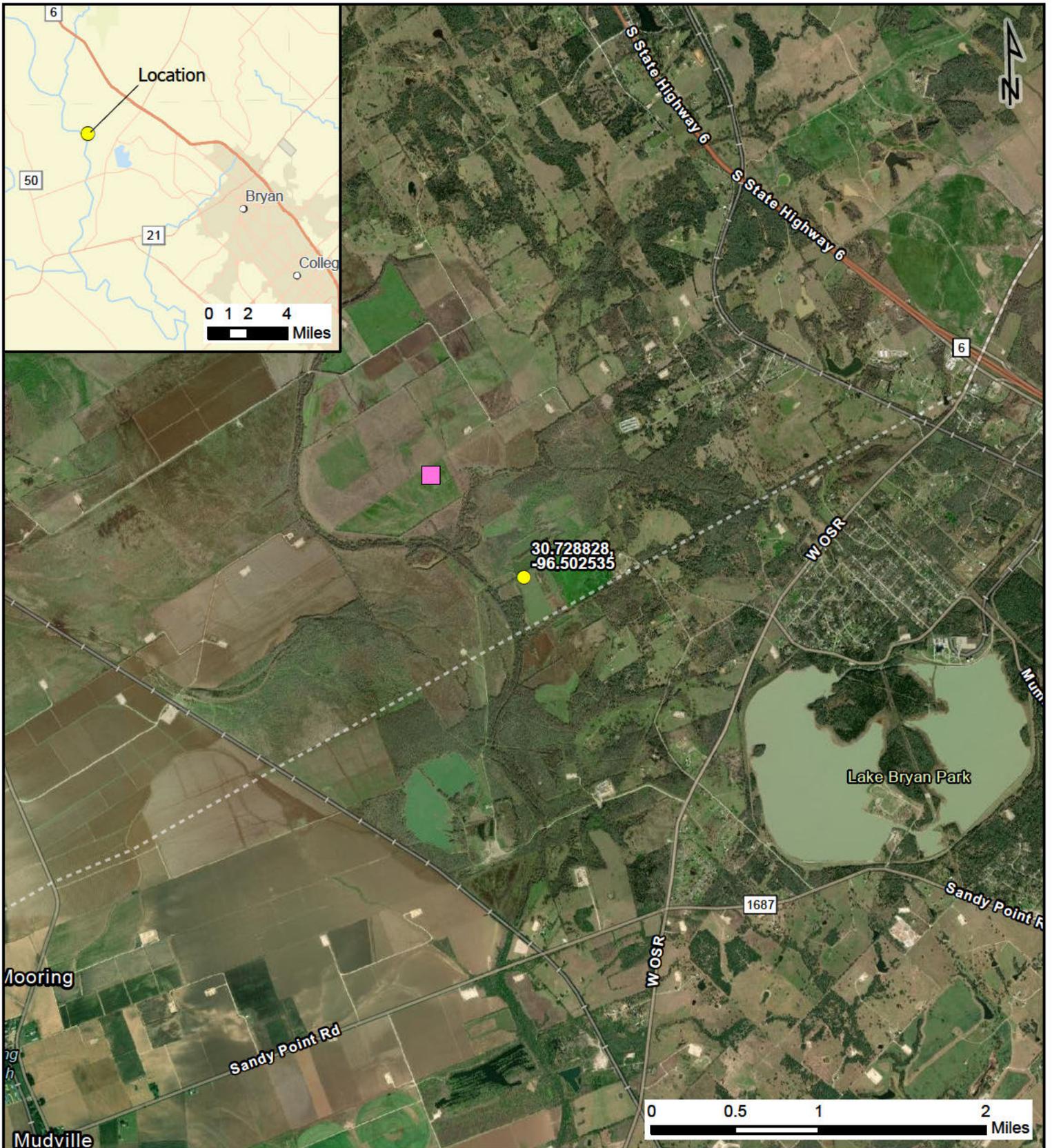
Figure

1

Mumford Quad

Austin, TX

October 2022



- Water Withdrawal Location
- Water Use Location

Site Location - Aerial

TCEQ Permit Application
Robertson County, TX



Figure

2

Austin, TX

October 2022