

NOV 06 2017

Mr. John Haley
Aera Energy LLC
PO Box 11164
Bakersfield, CA 93389

**Re: Final - Authorities to Construct / Certificates of Conformity (Significant Mod)
District Facility # S-1135
Project # 1171557**

Dear Mr. Haley:

The Air Pollution Control Officer has issued Authorities to Construct (ATCs) Authorities to Construct (ATCs) with Certificates of Conformity to Aera Energy LLC at western Kern County. The project authorizes modification to twelve (12) tanks and three (3) vessels. Enclosed are the ATCs and a copy of the notice of final action to be published approximately three days from the date of this letter.

Notice of the District's preliminary decision to issue the ATCs was published on September 18, 2017. The District's analysis of the proposal was also sent to CARB and US EPA Region IX on September 13, 2017. No comments were received following the District's preliminary decision on this project.

Prior to operating with the modifications authorized by the ATCs, you must submit an application to modify the Title V permit as an administrative amendment in accordance with District Rule 2520, Section 11.5. Application forms are found on the District's website at www.valleyair.org/permits/TVforms.

Seyed Sadredin

Executive Director/Air Pollution Control Officer

Northern Region

4800 Enterprise Way
Modesto, CA 95356-8718

Tel: (209) 557-6400 FAX: (209) 557-6475

Central Region (Main Office)

1990 E. Gettysburg Avenue
Fresno, CA 93726-0244

Tel: (559) 230-6000 FAX: (559) 230-6061

Southern Region

34946 Flyover Court
Bakersfield, CA 93308-9725

Tel: 661-392-5500 FAX: 661-392-5585

Mr. John Haley
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Thank you for your cooperation in this matter. If you have any questions, please contact Mr. Leonard Scandura, Permit Services Manager, at (661) 392-5500.

Sincerely,



Arnaud Marjollet
Director of Permit Services

Enclosures

cc: Tung Le, CARB (w/enclosure) via email
cc: Gerardo C. Rios, EPA (w/enclosure) via email



Facility # S-1135
AERA ENERGY LLC
PO BOX 11164
BAKERSFIELD, CA 93389-1164

AUTHORITY TO CONSTRUCT (ATC)

QUICK START GUIDE

1. **Pay Invoice:** Please pay enclosed invoice before due date.
2. **Modify Your Title V Permit.** Prior to operating the equipment authorized under this ATC, submit an application to modify your Title V permit. See application forms at <http://www.valleyair.org/busind/pto/ptofoms/1ptofomidx.htm>.
3. **Fully Understand ATC:** Make sure you understand ALL conditions in the ATC prior to construction, modification and/or operation.
4. **Follow ATC:** You must construct, modify and/or operate your equipment as specified on the ATC. Any unspecified changes may require a new ATC.
5. **Notify District:** You must notify the District's Compliance Department, at the telephone numbers below, upon start-up and/or operation under the ATC. Please record the date construction or modification commenced and the date the equipment began operation under the ATC. You may NOT operate your equipment until you have notified the District's Compliance Department. A startup inspection may be required prior to receiving your Permit to Operate.
6. **Source Test:** Schedule and perform any required source testing. See http://www.valleyair.org/busind/comply/source_testing.htm for source testing resources.
7. **Maintain Records:** Maintain all records required by ATC. Records are reviewed during every inspection (or upon request) and must be retained for at least 5 years. Sample record keeping forms can be found at http://www.valleyair.org/busind/comply/compliance_forms.htm.

By operating in compliance, you are doing your part to improve air quality for all Valley residents.

**For assistance, please contact District Compliance staff at
any of the telephone numbers listed below.**

Seyed Sadredin
Executive Director/Air Pollution Control Officer

Northern Region
4800 Enterprise Way
Modesto, CA 95356-8718
Tel: (209) 557-6400 FAX: (209) 557-6475

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1990 E. Gettysburg Avenue
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Southern Region
34946 Flyover Court
Bakersfield, CA 93308-9725
Tel: 661-392-5500 FAX: 661-392-5585



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-3-26

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: 24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF HEATER TREATER #1 SERVED BY VAPOR RECOVERY SYSTEM LISTED ON S-1135-70, AND PERMIT EXEMPT BURNER (NATURAL GAS-FIRED, 5.0 MMBTU/HR OR LESS) (METSON LEASE): AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

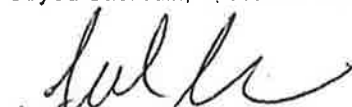
CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Vessel shall only vent to vapor recovery system, permit S-1135-70, except during District approved cleaning and during maintenance procedures. [District Rule 2520, 9.3.2] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Arnaud Marjollet, Director of Permit Services

S-1135-3-26 Nov 2 2017 9:21AM - EDGEHLR : Joint Inspection NOT Required

6. Permittee shall keep accurate records of TVP of liquids stored in each tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
7. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 1.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
8. When disconnected from the vapor control system for maintenance/repairs/upset conditions, vessel shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rule 2201] Federally Enforceable Through Title V Permit
9. Permittee shall keep accurate records of TVP of liquids stored in the vessel. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
10. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
11. Vessel shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
12. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
13. Heater treater and appurtenances shall be maintained leak-free (as defined in Rule 4623) except during periods of unit maintenance or cleaning, vapor control system maintenance, and power curtailment. [District Rule 2520] Federally Enforceable Through Title V Permit
14. This unit is subject to the Metson Dehy Inspection Conditions on Permit S-1135-70. Deviations from a standard condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-29-32

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: 24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF HEATER TREATER (#2) SERVED BY VAPOR RECOVERY SYSTEM LISTED ON S-1135-70 AND PERMIT EXEMPT BURNER (NATURAL GAS-FIRED, 5.0 MMBTU/HR OR LESS) (METSON LEASE); AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 1.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Arnaud Marjollet, Director of Permit Services

S-1135-29-32 Nov 2 2017 9:21AM -- EDGEHILR - Joint Inspection NOT Required

6. When disconnected from the vapor control system for maintenance/repairs/upset conditions, vessel shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rule 2201] Federally Enforceable Through Title V Permit
7. Permittee shall keep accurate records of TVP of liquids stored in the vessel. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
8. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
9. Vessel shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
10. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
11. Heater treater and appurtenances shall be maintained leak-free (as defined in Rule 4623) except during periods of unit maintenance or cleaning, vapor control system maintenance, and power curtailment. [District Rule 2520] Federally Enforceable Through Title V Permit
12. This unit is subject to the Metson Dehy Inspection Conditions on Permit S-1135-70. Deviations from a standard condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-70-19

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC

MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: SW24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF 43,470 GALLON FIXED ROOF REJECT TANK T-110, WITH SHARED VAPOR RECOVERY SYSTEM - METSON LEASE TANK BATTERY: AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Vapor control system shall include two fin fan heat exchangers, two separators, two compressors, and two liquid transfer pumps, shared between tanks S-1135-70, '-71, '-72, '-322, '-326, and '-327, and heater treaters S-1135-3 and '-29. Collected vapors shall be compressed to existing TEOR system. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Arnaud Marjollet, Director of Permit Services
S-1135-70-19 Nov 2 2017 9:21AM -- EDGEHILR : Joint Inspection NOT Required

5. Fugitive VOC emissions rate calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 22.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
6. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rule 2201] Federally Enforceable Through Title V Permit
7. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
8. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
9. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
10. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
11. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
12. METSON DEHY VAPOR RECOVERY CONDITION: The tank shall be equipped with a fixed roof with no holes or openings. [District Rule 2201] Federally Enforceable Through Title V Permit
13. METSON DEHY VAPOR RECOVERY CONDITION: This tank shall only vent to a vapor recovery system. The vapor recovery system shall be an APCO-approved system consisting of a closed vent system that collects all VOCs from the storage tank and a VOC control device. The vapor recovery system shall be maintained in a leak-free condition. The VOC control device shall be either of the following: a vapor return or condensation system that connects to a gas pipeline distribution system, or an approved VOC destruction device that reduces the inlet VOC emissions by at least 99% by weight as determined by the test method specified in Section 6.4 of District Rule 4623 (amended May 19, 2005). [District Rules 2201 and 4623, 5.6.1] Federally Enforceable Through Title V Permit
14. METSON DEHY VAPOR RECOVERY CONDITION: Any tank gauging or sampling device on a tank vented to the vapor recovery system shall be equipped with a leak-free cover which shall be closed at all times except during gauging or sampling. [District Rule 4623, 5.6.2] Federally Enforceable Through Title V Permit
15. METSON DEHY INSPECTION CONDITION: Operator shall visually inspect tank shell, hatches, seals, seams, cable seals, valves, flanges, connectors, and any other piping components directly affixed to the tank and within five feet of the tank at least once per year for liquid leaks, and with a portable hydrocarbon detection instrument conducted in accordance with EPA Method 21 for gas leaks. Operator shall also visually or ultrasonically inspect as appropriate, the external shells and roofs of uninsulated tanks for structural integrity annually. [District Rules 2520, 9.3.2 and 4623, Table 3] Federally Enforceable Through Title V Permit
16. METSON DEHY INSPECTION CONDITION: Upon detection of a liquid leak, defined as a leak rate of greater than or equal to 30 drops per minute, operator shall repair the leak within 8 hours. For leaks with a liquid leak rate of between 3 and 30 drops per minute, the leaking component shall be repaired within 24 hours after detection. [District Rule 4623, Table 3] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

17. METSON DEHY INSPECTION CONDITION: Upon detection of a gas leak, defined as a VOC concentration of greater than 10,000 ppmv measured in accordance with EPA Method 21, operator shall take on of the following actions: 1) eliminate the leak within 8 hours after detection; or 2) if the leak cannot be eliminated, then minimize the leak to the lowest possible level within 8 hours after detection by using best maintenance practices, and eliminate the leak within 48 hours after minimization. In no event shall the total time to minimize and eliminate a leak exceed 56 hours after detection. [District Rule 4623, Table 3] Federally Enforceable Through Title V Permit
18. METSON DEHY INSPECTION CONDITION: Components found to be leaking either liquids or gases shall be immediately affixed with a tag showing the component to be leaking. Operator shall maintain records of the liquid or gas leak detection readings, date/time the leak was discovered, and date/time the component was repaired to a leak-free condition. [District Rules 2520, 9.3.2 and 4623, Table 3] Federally Enforceable Through Title V Permit
19. METSON DEHY INSPECTION CONDITION: Leaking components that have been discovered by the operator that have been immediately tagged and repaired within the timeframes specified in District Rule 4623, Table 3 shall not constitute a violation of District Rule 4623. Leaking components as defined by District Rule 4623 discovered by District staff that were not previously identified and/or tagged by the operator, and/or any leaks that were not repaired within the timeframes specified in District Rule 4623, Table 3 shall constitute a violation of District Rule 4623. [District Rule 4623, Table 3] Federally Enforceable Through Title V Permit
20. METSON DEHY INSPECTION CONDITION: If a component type for a given tank is found to leak during an annual inspection, operator shall conduct quarterly inspections of that component type on the tank or tank system for four consecutive quarters. If no components are found to leak after four consecutive quarters, the operator may revert to annual inspections. [District Rules 2520, 9.3.2 and 4623, Table 3] Federally Enforceable Through Title V Permit
21. METSON DEHY INSPECTION CONDITION: Any component found to be leaking on two consecutive annual inspections is in violation of District Rule 4623, even if covered under the voluntary inspection and maintenance program. [District Rule 4623, Table 3] Federally Enforceable Through Title V Permit
22. METSON DEHY INSPECTION CONDITION: Operator shall maintain an inspection log containing the following: 1) Date of all inspections; 2) Type and identification of leaking components; 3) Date of leak detection and method of detection; 4) Method used to minimize leak; and 5) Date and emission level of recheck after leak is repaired. [District Rule 2520, 9.3.2] Federally Enforceable Through Title V Permit
23. METSON DEHY VAPOR RECOVERY CONDITION: The operator shall ensure that the vapor recovery system is functional and is operating as designed. [District Rule 2520, 9.3.2] Federally Enforceable Through Title V Permit
24. METSON DEHY TANK CLEANING CONDITION: This permit authorizes tank cleaning that is not the result of breakdowns or poor maintenance as a routine maintenance activity. [District Rules 2020 and 2080] Federally Enforceable Through Title V Permit
25. METSON DEHY TANK CLEANING CONDITION: There shall be no throughput during cleaning of this tank. [District Rule 2080] Federally Enforceable Through Title V Permit
26. METSON DEHY TANK CLEANING CONDITION: Prior to opening the tank to allow tank cleaning the following procedure must be followed. Operate PV valve and vapor recovery system (if equipped) during emptying, filling, and flushing. During filling and purging, no vapor leakage is allowed (except for PV valve venting on tanks not required to have a vapor recovery system). Drain all liquid from the tank to the maximum extent feasible prior to opening the tank. [District Rule 2080] Federally Enforceable Through Title V Permit
27. METSON DEHY TANK CLEANING CONDITION: Prior to opening the tank to allow tank cleaning one of the following options must be followed: 1) operate the vapor recovery system for at least 2 hours after all the liquid in the tank has been drained, 2) displace vapors floating the oil pad off with water such that 90% of the tank volume is displaced, 3) vent the tank to the vapor control system until the vapor concentration is less than 10% of the lower explosive limit (LEL) or 5,000 ppmv whichever is less; or 4) vent the tank to the vapor control system for a length of time determined by the following relationship: $t = 2.3 V / Q$, where t = time, V = tank volume (cubic feet), and Q = flow rate to the vapor control system as determined using appropriate engineering calculations. [District Rule 2080] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

28. METSON DEHY TANK CLEANING CONDITION: Allowable methods of cleaning include using steam, diesel, solvents with an initial boiling point of greater than 302 F, solvents with a vapor pressure of less than 0.5 psia, or solvents with 50 grams/liter VOC content or less. Steam cleaning shall be allowed at locations where wastewater treatment facilities are limited or during December through March. [District Rule 2201] Federally Enforceable Through Title V Permit
29. METSON DEHY VAPOR RECOVERY CONDITION: Tank pressure/vacuum valve (Varec) shall be inspected on an annual basis. During the varec inspections, the varec can be removed from the tank and replaced if necessary. The permittee shall minimize emissions from the opening by plugging the opening during the removal of varec valve. [District Rule 2520] Federally Enforceable Through Title V Permit
30. METSON DEHY TESTING CONDITION: Permittee shall conduct true vapor pressure (TVP) and API gravity testing of the organic liquid stored in this tank at least once every 24 months during summer (July - September), and/or whenever there is a change in the source or type of organic liquid stored in this tank in order to maintain exemption from the rule. [District Rule 4623] Federally Enforceable Through Title V Permit
31. METSON DEHY TESTING CONDITION: For crude oil with an API gravity of 26 degrees or less, the TVP shall be determined using the latest version of the Lawrence Berkeley National Laboratory "test Method for Vapor pressure of Reactive Organic Compounds in Heavy Crude Oil Using Gas Chromatograph", as approved by ARB and EPA. The TVP testing shall be conducted at actual storage temperature of the organic liquid in the tank. [District Rule 4623] Federally Enforceable Through Title V Permit
32. METSON DEHY TESTING CONDITION: The API gravity of crude oil or petroleum distillate shall be determined by using ASTM Method D 287 e1 "Standard Test Method for API Gravity of Crude Petroleum and Petroleum Products (Hydrometer Method). Sampling for API gravity shall be performed in accordance with ASTM Method D 4057 "Standard Practices for Manual Sampling of Petroleum and Petroleum Products." [District Rule 4623] Federally Enforceable Through Title V Permit
33. METSON DEHY TESTING CONDITION: Permittee shall retain records of TVP and API gravity testing for District inspection upon request. The records shall include the tank identification number, Permit to Operate number, type of stored organic liquid, TVP and API gravity of the organic liquid, test methods used, and a copy of the test results. [District Rule 2080] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-71-11

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: SW24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF 84,000 GALLON FIXED ROOF LACT TANK T-100 WITH VAPOR RECOVERY (LISTED ON S-1135-70) - METSON LEASE TANK BATTERY: AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Operation shall include vapor recovery system described on the requirements for permit unit S-1135-70. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO

Arnaud Marjolle, Director of Permit Services
S-1135-71-11: Nov 2 2017 9:21AM -- EDGEHILR : Joint Inspection NOT Required

6. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 0.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
8. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
9. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
10. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
13. The Standard Metson Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-70 apply to the equipment operating under this permit. Deviations from a Standard Metson Condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-72-11

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: SW24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF 5,000 BBL FIXED ROOF STANDBY TANK T-120, WITH VAPOR RECOVERY SYSTEM (LISTED ON S-1135-70) - METSON LEASE TANK BATTERY: AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Operation shall include vapor recovery system described on the requirements for permit unit S-1135-70. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sattredin, Executive Director / APCO

Arnaud Marjollet, Director of Permit Services
S-1135-72-11 Nov 2 2017 9:21AM -- EDGEHLR Joint Inspection NOT Required

6. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 0.7 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
8. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
9. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
10. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
13. The Standard Metson Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-70 apply to the equipment operating under this permit. Deviations from a Standard Metson Condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-173-25

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: 14 **TOWNSHIP:** 31S **RANGE:** 22E

EQUIPMENT DESCRIPTION:

MODIFICATION OF 1,600 BBL (67,200 GALLON) FIXED ROOF LACT TANK ID# WS-01, HANDLING MAXWELL LEASE PRODUCTION, AND VESSELS V-101, V-102, V-103, AND V-104; WITH VAPOR CONTROL SYSTEM SHARED WITH TANKS S-1135-174, -175, -178, -325, AND -337 (W&S LEASE) DISCHARGING TO TEOR W/VCS S-1135-125; AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE

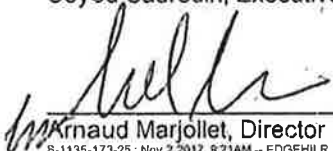
CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Vapor control system shall contain vapor control system piping network and vapor compression system consisting of two vapor compressors, fin fan aerial cooler, and knockout vessels. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Arnaud Marjollet, Director of Permit Services
8-1135-173-25 : Nov 2 2017 9:21AM -- EDGEHILR : Joint Inspection NOT Required

5. Vapor control system piping network shall include vapor space piping and make-up gas serving storage tanks S-1135-173, '-174, '-175, '-178, '-325, and '-337 with vapor control piping to W&S TEOR operation S-1135-125. [District Rule 2201] Federally Enforceable Through Title V Permit
6. Compressor knock-out drum liquids shall be piped only to vapor controlled tanks or crude sales line. [District Rule 2201] Federally Enforceable Through Title V Permit
7. The fugitive VOC emissions from this tank and the vapor control system shall not exceed 2.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
8. Permittee shall maintain with the permit accurate fugitive component counts for tank and associated vapor control systems and resulting emissions calculated using CAPCOA's "California Implementation Guidelines for Estimating Mass Emissions of Fugitive Hydrocarbon Leaks at Petroleum Facilities," Table IV-2c (Feb 1999) Screening Range emission factors. [District Rule 2201] Federally Enforceable Through Title V Permit
9. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
10. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
11. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
12. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
13. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
14. MAXWELL DEHY VAPOR RECOVERY CONDITION: The tank shall be equipped with a vapor loss prevention system consisting of vapor and condensate collection systems capable of reducing VOC emissions by at least 99%. [District Rule 2201] Federally Enforceable Through Title V Permit
15. MAXWELL DEHY VAPOR RECOVERY CONDITION: Except during periods of tank cleaning, inspections, and maintenance allowed by this permit, tank shall be connected to a vapor control system that is functional and operating as designed. [District Rule 2201] Federally Enforceable Through Title V Permit
16. MAXWELL DEHY VAPOR RECOVERY CONDITION: All tank gauging, hatches, sampling ports, pressure relief valves, vapor control system components, etc. shall be closed and leak-free except during sampling or attended maintenance. [District Rule 2201] Federally Enforceable Through Title V Permit
17. MAXWELL DEHY VAPOR RECOVERY CONDITION: Tanks seams, welds, joints, piping, valves, and fittings shall be inspected and maintained in a leak-free condition. [District Rule 2201] Federally Enforceable Through Title V Permit
18. MAXWELL DEHY TANK CLEANING CONDITION: This permit authorizes tank cleaning that is not the result of breakdowns or poor maintenance as a routine maintenance activity. [District Rule 2080] Federally Enforceable Through Title V Permit
19. MAXWELL DEHY TANK CLEANING CONDITION: There shall be no throughput during cleaning of this tank. [District Rule 2080] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

20. MAXWELL DEHY TANK CLEANING CONDITION: Prior to opening the tank to allow tank cleaning, the following procedure must be followed: Operate PV valve and vapor control system during emptying, filling, and flushing. During filling and purging, no vapor leakage is allowed. Drain all liquid from the tank to the maximum extent feasible prior to opening the tank. [District Rule 2080] Federally Enforceable Through Title V Permit
21. MAXWELL DEHY TANK CLEANING CONDITION: Prior to opening the tank to allow tank cleaning, one of the following options must be followed: 1) operate the vapor control system for at least 2 hours after all the liquid in the tank has been drained, 2) displace vapors floating the oil pad off with water such that 90% of the tank volume is displaced, 3) vent the tank to the vapor control system until the vapor concentration is less than 10% of the lower explosive limit (LEL) or 5,000 ppmv whichever is less; or 4) vent the tank to the vapor control system for a length of time determined by the following relationship: $t = 2.3 V / Q$, where t = time, V = tank volume (cubic feet), and Q = flow rate to the vapor control system as determined using appropriate engineering calculations. [District Rule 2080] Federally Enforceable Through Title V Permit
22. MAXWELL DEHY TANK CLEANING CONDITION: Allowable methods of cleaning include using steam, diesel, solvents with an initial boiling point of greater than 302 F, solvents with a vapor pressure of less than 0.5 psia, or solvents with 50 grams/liter VOC content or less. Steam cleaning shall be allowed at locations where wastewater treatment facilities are limited or during December through March. [District Rule 2080] Federally Enforceable Through Title V Permit
23. MAXWELL DEHY VAPOR RECOVERY CONDITION: Tank pressure/vacuum valve (Varec) shall be inspected on an annual basis. During the varec inspections, the varec can be removed from the tank and replaced if necessary. The permittee shall minimize emissions from the opening by plugging the opening during the removal of varec valve. [District Rule 2201] Federally Enforceable Through Title V Permit
24. MAXWELL DEHY VAPOR RECOVERY CONDITION: The pressure transmitters shall be inspected and maintained in good operating conditions. The inspections shall be conducted on a quarterly basis. Replacing and repairing of each pressure transmitters shall not exceed one hour per day. [District Rule 2520] Federally Enforceable Through Title V Permit
25. MAXWELL DEHY INSPECTION CONDITION: All piping, fittings, and valves shall be inspected annually by the facility operator in accordance with EPA Method 21, with the instrument calibrated with methane, to ensure compliance with the provisions of this permit. If any of the tank components are found to leak during an annual inspection, the inspection frequency for that component type shall be changed from annual to quarterly. If no tank components are subsequently found to be leaking during five consecutive inspections, the inspection frequency may be changed from quarterly to annual. Components located in inaccessible (over 15 feet above ground when access is required from the ground or over 6 feet away from a platform when access is required from the platform) locations shall be inspected at least annually and components located in unsafe areas shall be inspected and repaired at the next process unit turnaround (the scheduled shutdown of a unit for maintenance and repair work). [District Rule 2520] Federally Enforceable Through Title V Permit
26. MAXWELL DEHY INSPECTION CONDITION: A facility operator, upon detection of a leaking component, shall affix to that component a weatherproof readily visible tag bearing the date on which the leak is detected. The tag shall remain in place until the leaking component is repaired, reinspected and found to be in compliance with the requirements of this rule. [District Rule 2520] Federally Enforceable Through Title V Permit
27. MAXWELL DEHY INSPECTION CONDITION: An operator shall reinspect a component for leaks within thirty working days after the date on which the component is repaired. [District Rule 2520] Federally Enforceable Through Title V Permit
28. MAXWELL DEHY INSPECTION CONDITION: Emissions from components which have been tagged by the facility operator for repair within 15 calendar days or which have been repaired and are awaiting re-inspection shall not be in violation of this permit. [District Rule 2520] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

29. MAXWELL DEHY INSPECTION CONDITION: Any component leak shall be repaired to a leak-free condition or vented to a flare satisfying the requirements of 40 CFR 60.18 or to a vapor control device that is at least 99 percent efficient as measured by EPA Method 18 within fifteen (15) calendar days of detection. The APCO may grant a ten (10) calendar day extension provided the operator demonstrates that necessary and sufficient actions are being taken to correct the leak within this time period. Any vapor control device, other than a flare, used to comply with this condition shall demonstrate at least 99% control efficiency as measured by EPA Method 18 at least annually. [District Rule 2520] Federally Enforceable Through Title V Permit
30. MAXWELL DEHY INSPECTION CONDITION: If the leaking component is an essential part of a critical process unit which cannot be immediately shut down for repairs, the operator shall 1) Minimize the leak within 15 calendar days; and 2) If the leak which has been minimized still exceeds the concentration allowed by this permit, the essential component shall be repaired to eliminate the leak during the next process unit turnaround, but in no case later than one year from the date of the original leak detection. A critical process unit is any process unit which would result in the automatic shutdown of other process units if it were shut down. [District Rule 2520] Federally Enforceable Through Title V Permit
31. MAXWELL DEHY INSPECTION CONDITION: Operator shall maintain an inspection log containing the following 1) Type of component leaking; 2) Date of leak detection, and method of detection; 3) Date and emission level of recheck after leak is repaired; 4) Identification and location of essential parts of critical process units found leaking that cannot be repaired until the next process unit turnaround; and 5) Method used to minimize the leak from essential parts of critical process units which cannot be repaired until the next process unit turnaround. [District Rule 2520] Federally Enforceable Through Title V Permit
32. MAXWELL DEHY VAPOR RECOVERY CONDITION: Permittee shall maintain records of the date and duration of the vapor control system maintenance operation. [District Rule 1070] Federally Enforceable Through Title V Permit
33. MAXWELL DEHY TESTING CONDITION: Permittee shall conduct true vapor pressure (TVP) and API gravity testing of the organic liquid stored in this tank at least once every 24 months during summer (July - September), and/or whenever there is a change in the source or type of organic liquid stored in this tank in order to maintain exemption from the rule. [District Rule 4623] Federally Enforceable Through Title V Permit
34. MAXWELL DEHY TESTING CONDITION: For crude oil with an API gravity of 26 degrees or less, the TVP shall be determined using the latest version of the Lawrence Berkeley National Laboratory "test Method for Vapor pressure of Reactive Organic Compounds in Heavy Crude Oil Using Gas Chromatograph", as approved by ARB and EPA. The TVP testing shall be conducted at actual storage temperature of the organic liquid in the tank. [District Rule 4623] Federally Enforceable Through Title V Permit
35. MAXWELL DEHY TESTING CONDITION: The API gravity of crude oil or petroleum distillate shall be determined by using ASTM Method D 287 e1 "Standard Test Method for API Gravity of Crude Petroleum and Petroleum Products (Hydrometer Method). Sampling for API gravity shall be performed in accordance with ASTM Method D 4057 "Standard Practices for Manual Sampling of Petroleum and Petroleum Products." [District Rule 4623] Federally Enforceable Through Title V Permit
36. MAXWELL DEHY TESTING CONDITION: Permittee shall retain records of TVP and API gravity testing for District inspection upon request. The records shall include the tank identification number, Permit to Operate number, type of stored organic liquid, TVP and API gravity of the organic liquid, test methods used, and a copy of the test results. [District Rule 2080] Federally Enforceable Through Title V Permit
37. MAXWELL DEHY INSPECTION CONDITION: A gas leak is a reading in excess of 10,000 parts per million by volume (ppmv), as methane, above background on a portable hydrocarbon detection instrument that is calibrated with methane in accordance with EPA Method 21. A liquid leak is the dripping of organic liquid at a rate of more than 3 drops per minute. [District Rule 4623] Federally Enforceable Through Title V Permit
38. MAXWELL DEHY VAPOR RECOVERY CONDITION: Operator shall monitor vapor control system pressures on quarterly basis to ensure that system pressure does not exceed pressure relief valve setting. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-174-12

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: 14 **TOWNSHIP:** 31S **RANGE:** 22E

EQUIPMENT DESCRIPTION:

MODIFICATION OF 2,000 BBL (84,000 GALLON) FIXED ROOF WASH TANK ID# WS-02, HANDLING MAXWELL LEASE PRODUCTION, CONNECTED TO VAPOR CONTROL SYSTEM LISTED ON S-1135-173 (W&S LEASE); AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE

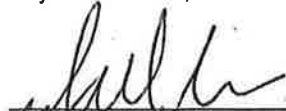
CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-173-25 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall be vented only to vapor control system listed on S-1135-173. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Arnaud Marjollet, Director of Permit Services

S-1135-174-12 : Nov 2 2017 9:21AM -- EDGEHILR : Joint Inspection NOT Required

6. The fugitive VOC emissions from this tank and the vapor control system shall not exceed 0.1 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. Permittee shall maintain with the permit accurate fugitive component counts for tank and associated vapor control systems and resulting emissions calculated using CAPCOA's "California Implementation Guidelines for Estimating Mass Emissions of Fugitive Hydrocarbon Leaks at Petroleum Facilities," Table IV-2c (Feb 1999) Screening Range emission factors. [District Rule 2201] Federally Enforceable Through Title V Permit
8. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
9. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
10. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
11. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
12. The Standard Maxwell Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-173 apply to the equipment operating under this permit. Deviations from a Standard Maxwell Condition shall be reported under the applicable condition in S-1135-173. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-175-11

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: 14 **TOWNSHIP:** 31S **RANGE:** 22E

EQUIPMENT DESCRIPTION:

MODIFICATION OF 1,600 BBL (67,200 GALLON) FIXED ROOF LACT TANK ID# WS-03, HANDLING MAXWELL LEASE PRODUCTION, CONNECTED TO VAPOR CONTROL SYSTEM LISTED ON S-1135-173 (W&S LEASE); AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-173-25 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall be vented only to vapor control system listed on S-1135-173. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO

Anjaud Marjollet, Director of Permit Services

S-1135-175-11 Nov 2 2017 9:22AM -- EDGEHILR : Joint Inspection NOT Required

6. The fugitive VOC emissions from this tank and the vapor control system shall not exceed 0.1 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. Permittee shall maintain with the permit accurate fugitive component counts for tank and associated vapor control systems and resulting emissions calculated using CAPCOA's "California Implementation Guidelines for Estimating Mass Emissions of Fugitive Hydrocarbon Leaks at Petroleum Facilities," Table IV-2c (Feb 1999) Screening Range emission factors. [District Rule 2201] Federally Enforceable Through Title V Permit
8. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
9. When disconnected from the vapor control system for maintenance/repairs/upset conditions, this tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
10. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
11. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520] Federally Enforceable Through Title V Permit
13. The Standard Maxwell Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-173 apply to the equipment operating under this permit. Deviations from a Standard Maxwell Condition shall be reported under the applicable condition in S-1135-173. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-178-13

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: 14 **TOWNSHIP:** 31S **RANGE:** 22E

EQUIPMENT DESCRIPTION:

MODIFICATION OF 3,000 BBL (126,000 GALLON) FIXED ROOF SUMP PROCESS TANK ID# WS-06, HANDLING MAXWELL LEASE PRODUCTION, CONNECTED TO VAPOR CONTROL SYSTEM LISTED ON S-1135-173 (W&S LEASE): AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE

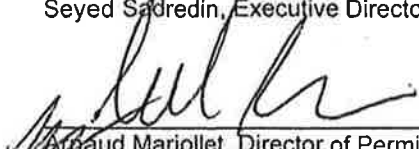
CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-173-25 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall be vented only to vapor control system listed on S-1135-173. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Françoise Marjollet, Director of Permit Services

S-1135-178-13 : Nov 2 2017 9:22AM -- EDGEHILR : Joint Inspection NOT Required

6. The fugitive VOC emissions from this tank and the vapor control system shall not exceed 0.1 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. Permittee shall maintain with the permit accurate fugitive component counts for tank and associated vapor control systems and resulting emissions calculated using CAPCOA's "California Implementation Guidelines for Estimating Mass Emissions of Fugitive Hydrocarbon Leaks at Petroleum Facilities," Table IV-2c (Feb 1999) Screening Range emission factors. [District Rule 2201] Federally Enforceable Through Title V Permit
8. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
9. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
10. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
11. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40 CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
13. The Standard Maxwell Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-173 apply to the equipment operating under this permit. Deviations from a Standard Maxwell Condition shall be reported under the applicable condition in S-1135-173. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-322-5

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: SW24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF 3,000 BBL FIXED ROOF WASH TANK T-101, WITH VAPOR RECOVERY (LISTED IN S-1135-70) - METSON LEASE TANK BATTERY; AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall vent to vapor recovery system S-1135-70. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO

Arnaud Marjollet, Director of Permit Services

S-1135-322-5 Nov 2 2017 9:22AM -- EDGEHILR Joint Inspection NOT Required

6. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 0.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
8. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
9. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
10. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
13. The Standard Metson Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-70 apply to the equipment operating under this permit. Deviations from a Standard Metson Condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-325-5

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

EQUIPMENT DESCRIPTION:
MODIFICATION OF 3,000 BBL FIXED ROOF CRUDE OIL STORAGE TANK, HANDLING MAXWELL LEASE PRODUCTION, SERVED BY VAPOR CONTROL SYSTEM LISTED ON S-1135-173 (W & S LEASE): AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE

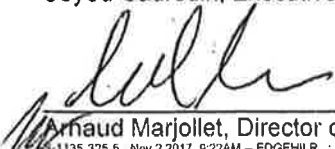
CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-173-25 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall be vented only to vapor control system listed on S-1135-173. [District Rule 2201] Federally Enforceable Through Title V Permit
6. The fugitive VOC emissions from this tank and the vapor control system shall not exceed 0.5 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Arnaud Marjollet, Director of Permit Services

S-1135-325-5 Nov 2 2017 9:22AM - EDGEHILR : Joint Inspection NOT Required

7. Permittee shall maintain with the permit accurate fugitive component counts for tank and associated vapor control systems and resulting emissions calculated using CAPCOA's "California Implementation Guidelines for Estimating Mass Emissions of Fugitive Hydrocarbon Leaks at Petroleum Facilities," Table IV-2c (Feb 1999) Screening Range emission factors. [District Rule 2201] Federally Enforceable Through Title V Permit
8. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
9. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
10. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520] Federally Enforceable Through Title V Permit
13. The Standard Maxwell Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-173 apply to the equipment operating under this permit. Deviations from a Standard Maxwell Condition shall be reported under the applicable condition in S-1135-173. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-326-5

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

SECTION: SW24 **TOWNSHIP:** 11N **RANGE:** 23W

EQUIPMENT DESCRIPTION:

MODIFICATION OF 3,000 BBL FIXED ROOF WASH TANK T-102, WITH VAPOR RECOVERY (LISTED IN S-1135-70) - METSON LEASE TANK BATTERY: AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only vent to vapor control listed on S-1135-70. [District Rule]

CONDITIONS CONTINUE ON NEXT PAGE

YOU **MUST** NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO

Arnaud Marjollet, Director of Permit Services

S-1135-326-5 Nov 2 2017 9:22AM -- EDGEHLR : Joint Inspection NOT Required

6. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 0.8 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
8. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
9. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
10. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
13. The Standard Metson Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-70 apply to the equipment operating under this permit. Deviations from a Standard Metson Condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-327-4

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

EQUIPMENT DESCRIPTION:

MODIFICATION OF 905 BBL FWKO VESSEL (V-100) CONNECTED TO VAPOR RECOVERY SYSTEM LISTED ON S-1135-70: AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE, LOWER VOC CONTENT OF VAPORS TO 25%

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-70-19 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, vessel shall vent only to the vapor control system listed on S-1135-70. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO



Ahmad Marjolle, Director of Permit Services
S-1135-327-4: Nov 2 2017 9:22AM - EDGEHILR : John Inspection NOT Required

6. Fugitive VOC emissions from the components in gas service on the vessel calculated using EPA's Protocol for Equipment Leak Emission Estimates, Table 2-4, Oil and Gas Production Operations Average Emission Factors, shall not exceed 1.9 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit
7. When disconnected from the vapor control system for maintenance/repairs/upset conditions, vessel shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rule 2201] Federally Enforceable Through Title V Permit
8. Permittee shall keep accurate records of TVP of liquids stored in the tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
9. VOC content of hydrocarbons (VOC/THC) in collected vapors shall not exceed 25% by weight. VOC content of THC in collected vapors shall be sampled annually. [District Rule 2201] Federally Enforceable Through Title V Permit
10. Vessel shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520, 13.2] Federally Enforceable Through Title V Permit
13. The Standard Metson Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-70 apply to the equipment operating under this permit. Deviations from a Standard Metson Condition shall be reported under the applicable condition in S-1135-70. [District Rule 2520] Federally Enforceable Through Title V Permit



AUTHORITY TO CONSTRUCT

PERMIT NO: S-1135-337-5

ISSUANCE DATE: 11/02/2017

LEGAL OWNER OR OPERATOR: AERA ENERGY LLC
MAILING ADDRESS: PO BOX 11164
BAKERSFIELD, CA 93389-1164

LOCATION: HEAVY OIL WESTERN STATIONARY SOURCE
MIDWAY-SUNSET
KERN COUNTY, CA

EQUIPMENT DESCRIPTION:
MODIFICATION OF 3,000 BBL (126,000 GALLON) FIXED ROOF STOCK TANK ID# WS-04, HANDLING MAXWELL LEASE PRODUCTION, CONNECTED TO VAPOR CONTROL SYSTEM LISTED ON S-1135-173 (W&S LEASE):
AUTHORIZE DISCONNECTION OF TANK VAPOR CONTROL SYSTEM FOR 360 HR/YR FOR TANK MAINTENANCE

CONDITIONS

1. This Authority to Construct serves as a written certificate of conformity with the procedural requirements of 40 CFR 70.7 and 70.8 and with the compliance requirements of 40 CFR 70.6(c). [District Rule 2201] Federally Enforceable Through Title V Permit
2. Prior to operating with modifications authorized by this Authority to Construct, the facility shall submit an application to modify the Title V permit with an administrative amendment in accordance with District Rule 2520 Section 5.3.4." [District Rule 2520] Federally Enforceable Through Title V Permit
3. ATC S-1135-173-25 shall be implemented prior to or concurrently with this ATC. [District Rule 2201] Federally Enforceable Through Title V Permit
4. Tank shall be connected to vapor control when receiving production from TEOR wells operated with closed casing vents. [District Rule 2201] Federally Enforceable Through Title V Permit
5. Except when disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall be vented only to vapor control system listed on S-1135-173. [District Rule 2201] Federally Enforceable Through Title V Permit
6. The fugitive VOC emissions from this tank and the vapor control system shall not exceed 0.2 lb/day. [District Rule 2201] Federally Enforceable Through Title V Permit

CONDITIONS CONTINUE ON NEXT PAGE

YOU MUST NOTIFY THE DISTRICT COMPLIANCE DIVISION AT (661) 392-5500 WHEN CONSTRUCTION IS COMPLETED AND PRIOR TO OPERATING THE EQUIPMENT OR MODIFICATIONS AUTHORIZED BY THIS AUTHORITY TO CONSTRUCT. This is NOT a PERMIT TO OPERATE. Approval or denial of a PERMIT TO OPERATE will be made after an inspection to verify that the equipment has been constructed in accordance with the approved plans, specifications and conditions of this Authority to Construct, and to determine if the equipment can be operated in compliance with all Rules and Regulations of the San Joaquin Valley Unified Air Pollution Control District. Unless construction has commenced pursuant to Rule 2050, this Authority to Construct shall expire and application shall be cancelled two years from the date of issuance. The applicant is responsible for complying with all laws, ordinances and regulations of all other governmental agencies which may pertain to the above equipment.

Seyed Sadredin, Executive Director / APCO

Arnaud Marjollet, Director of Permit Services

S-1135-337-5: Nov 2 2017 9:22AM - EDGEHILR : Joint Inspection NOT Required

7. Permittee shall maintain with the permit accurate fugitive component counts for tank and associated vapor control systems and resulting emissions calculated using CAPCOA's "California Implementation Guidelines for Estimating Mass Emissions of Fugitive Hydrocarbon Leaks at Petroleum Facilities," Table IV-2c (Feb 1999) Screening Range emission factors. [District Rule 2201] Federally Enforceable Through Title V Permit
8. When disconnected from the vapor control system for maintenance/repairs/upset conditions, tank shall only store, place, or hold organic liquid with a true vapor pressure (TVP) of less than 0.5 psia under all storage conditions. [District Rules 2201 and 4623] Federally Enforceable Through Title V Permit
9. Permittee shall keep accurate records of TVP of liquids stored in each tank. [District Rules 2201 and 2520] Federally Enforceable Through Title V Permit
10. Tank shall not be required to be served by vapor control system during vapor recovery system (tanks to disposal devices, inclusive) maintenance/repairs/upset conditions for up to 360 hours per year. Approved breakdowns and relief periods granted by variance and supported by the District shall not be included in this limit. [District Rule 2201] Federally Enforceable Through Title V Permit
11. During temporary periods of maintenance/repair/upsets covered by this permit, operator shall use work practices to minimize VOC emissions including: near constant level tank operation, use of operational P/V valve where possible, work completed expeditiously with pre-staging of equipment and material and pre-fabrication of parts, minimization of tank openings and liquid drainage from disconnects, storage of coatings, adhesives, sealants, and organic solvents in closed containers, inspection, monitoring, and repair if necessary of fugitive emissions components at job site within 30 days of completion of work. [District Rule 2201] Federally Enforceable Through Title V Permit
12. This unit has a storage capacity less than 420,000 gallons and is used for petroleum or condensate stored, processed and/or treated at a drilling and production facility prior to custody transfer. Therefore, the requirements of 40CFR 60 Subpart K, Ka and Kb do not apply to this source. A permit shield is granted from these requirements. [District Rule 2520] Federally Enforceable Through Title V Permit
13. The Standard Maxwell Dehy Vapor Recovery, Inspection, Testing, and Tank Cleaning Conditions specified in S-1135-173 apply to the equipment operating under this permit. Deviations from a Standard Maxwell Condition shall be reported under the applicable condition in S-1135-173. [District Rule 2520] Federally Enforceable Through Title V Permit