# DISCLOSURE SCHEDULES TO LLC MEMBERSHIP PURCHASE AND SALE AGREEMENT

between the

# ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

as Seller and

# INTERIOR ALASKA NATURAL GAS UTILITY a/k/a INTERIOR GAS UTILITY

as Buyer

DATED AS OF DECEMBER 13, 2017

# Disclosure Schedule 3.5

# **Consents Required**

1.	The approval of the Regulatory Commission of Alaska to the change in control of
	Fairbanks Natural Gas, LLC.

# Disclosure Schedule 3.6

# Financials and Year-to-Date Reports

[See attached.]



CONSOLIDATING FINANCIAL STATEMENTS

FOR THE YEAR ENDED JUNE 30, 2017

and

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

# CONSOLIDATING FINANCIAL STATEMENTS

For the year ended June 30, 2017

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#### MANAGEMENT'S DISCUSSION AND ANALYSIS

June 30, 2017

# **Overview of the Financial Statements**

The financial statements of Pentex Alaska Natural Gas Company, LLC (Pentex) report financial activity for four subsidiary companies; Fairbanks Natural Gas, LLC, Titan Alaska LNG, LLC, Arctic Energy Transportation, LLC and Polar LNG, LLC. Pentex's sole member is the Alaska Industrial Development and Export Authority (AIDEA), a public corporation of the State of Alaska and a body corporate and politic constituting a political subdivision within the State Department of Commerce, Community and Economic Development (DCCED), but with separate and independent legal existence. Pentex has its own set of financial statements which are audited independently from AIDEA.

Pentex has made a change in its accounting cycle moving from a calendar year accounting cycle to a fiscal year accounting cycle. Pentex's fiscal year runs from July 1 through June 30. The Statement of Net Position presented in this management's discussion and analysis is on a consolidated comparative basis. The consolidated comparative prior period covered is October 1, 2015 through June 30, 2016. This may cause variances that normally do not exist. The Statement of Revenues, Expenses and Changes in Net Position is not presented in comparative form.

The financial statements contain three sections: management's discussion and analysis, consolidating financial statements and notes to consolidating financial statements. Pentex operations are business type activities and follow enterprise fund accounting. We are a blended component unit of AIDEA and are presented as part of the Revolving fund in its financial statements. A copy of AIDEA's financial statements can be obtained at AIDEA's website at <a href="https://www.aidea.org/NewsPublications/Publications/FinancialStatements.aspx">www.aidea.org/NewsPublications/Publications/FinancialStatements.aspx</a>, or by mail at 813 West Northern Lights Blvd., Anchorage, Alaska 99503.

#### **Consolidating Financial Statements**

**Statement of Net Position** reports assets, liabilities, deferred outflows of resources, and net position at year-end. Net position is reported as: net investment in capital assets and unrestricted.

**Statement of Revenues, Expenses and Changes in Net Position** reports income, expenses, and resulting change in net position during the reporting period.

Both the Statement of Net Position and Statement of Revenues, Expenses and Changes in Net Position use the accrual basis of accounting and economic resources measurement focus.

**Statement of Cash Flows** reports our sources and uses of cash and change in cash resulting from our activities during the reporting period.

**Notes to Consolidating Financial Statements** provide more information to better understand the amounts reported in the consolidating financial statements.

#### **Management's Discussion and Analysis**

This section contains our analysis of the financial position and results of operations for the period July 1, 2016 to June 30, 2017. The section helps the reader focus on significant financial matters and provides additional information regarding Pentex's activities. For best understanding, read this information with the Report of Independent Certified Public Accountants, the audited consolidating financial statements and the accompanying notes.

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

# **Financial Highlights**

Pentex's assets and deferred outflows of resources exceeded its liabilities at June 30, 2017 by \$54.1 million. June 30, 2017 unrestricted net position was \$6 million. This amount was unrestricted, and thus, available for future financial needs.

## **Financial Analysis**

Following are Pentex's total assets and deferred outflows of resources, liabilities and net position at June 30, 2017 and June 30, 2016:

	SAMPLECO	June 30, 2017				and the second second	
Current assets Property, plant and equipment	\$	7,380,160 60,542,005	\$	5,878,053 62,376,970	\$	1,502,107 (1,834,965)	
Total assets		67,922,165		68,255,023		(332,858)	
Deferred outflows of resources		2,275,561		2,396,981		(121,420)	
Total assets and deferred outflows of resources	\$	70,197,726	\$	70,652,004	\$	(454,278)	
Current liabilities Noncurrent liabilities	\$	763,070 15,374,691	\$	866,944 15,269,988	\$	(103,874) 104,703	
Total liabilities		16,137,761		16,136,932		829	
Total net position	-	54,059,965		54,515,072	_	(455,107)	
Total liabilities and net position	\$	70,197,726	\$	70,652,004	\$	(454,278)	

Current assets were \$1.5 million higher at June 30, 2017 compared to June 30, 2016 as outlined below:

		June 30, 2017		June 30, 2016		Increase Decrease)
Cash	\$	5,357,495	\$	4,046,318	\$	1,311,177
Investments		313,418		223,899		89,519
Accounts receivable, net allowance for doubtful						
accounts (\$75,000, 2017 and \$100,000, 2016)		495,451		550,878		(55,427)
Liquefied natural gas inventory		372,577		349,803		22,774
Materials and supplies inventory		376,038		408,853		(32,815)
Deposits and other current assets	-	465,181	200, 100,000	298,302	100000	166,879
Total current assets	\$	7,380,160	\$	5,878,053	\$	1,502,107

<sup>•</sup> Cash balances were \$1.3 million higher at June 30, 2017 compared to June 30, 2016 as a result of positive cash flows from operating activities.

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

- Investments increased \$90 thousand due to a deposit of \$50 thousand into the deferred compensation account and investment earnings from that account of \$40 thousand.
- Accounts receivable, net decreased \$55 thousand primarily due to a collections efforts and an increase in write-off of uncollectable customer accounts. Commercial accounts were the most significant write-off accounts.
- Liquefied natural gas (LNG) inventory increased \$23 thousand largely due to a higher level of LNG inventory and an increase in the cost of LNG inventory.
- Materials and supplies inventory decreased \$33 thousand primarily due to inventory adjustments made for customer meter replacements and pre-construction activities.
- Deposits and other current assets increased \$167 thousand primarily due to a deposit made for the purchase of three Heil LNG transport trailers that had not been delivered prior to June 30, 2017.

**Property, plant and equipment** balances were \$1.8 million lower at June 30, 2017 compared to June 30, 2016 as outlined below:

	June 30, 2017	June 30, 2016	Increase (Decrease)
Property, plant and equipment in service, at cost Less: accumulated provision for depreciation	\$ 45,877,231	\$ 45,386,541	\$ 490,690
and amortization	4,220,062	1,852,972	2,367,090
Net property, plant and equipment in service	41,657,169	43,533,569	(1,876,400)
Gas plant held for future use, at cost	16,767,839	16,676,626	91,213
Construction work in progress	2,116,997	2,166,775	(49,778)
Total net property, plant and equipment	\$ 60,542,005	\$ 62,376,970	\$ (1,834,965)

- Gas plant in service, at cost increased \$490 thousand primarily due to the purchase of all leased Titan LNG transport trailers, pipe insulation upgrades to the Titan liquefaction plant and various other small capital projects costing \$150 thousand, \$194 thousand and \$146 thousand respectively.
- Gas plant held for future use, at cost increased \$91 thousand due to continued progress on the Geographic Information System (GIS) to improve future distribution integrity and monitoring.
- Construction work in progress decreased \$50 thousand primarily due to the sale of assets no longer needed for construction projects.

**Deferred outflows of resources** decreased \$121 thousand due to annual amortization of the gas plant acquisition adjustment, which represents the excess of AIDEA's purchase cost of its ownership in Pentex over the net book value of the underlying assets purchased.

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

Current liabilities were \$104 thousand lower at June 30, 2017 compared to June 30, 2016 as outlined below:

	June 30, 2017		June 30, 2016		Increase (Decrease)	
Current maturities of long-term debt	\$	118,626	\$	157,288	\$	(38,662)
Accrued wages and burden		166,596		282,558		(115,962)
Accounts payable		461,230		364,879		96,351
Other current and accrued liabilities	- Application of the Control of the	16,618		62,219	-	(45,601)
Total current liabilities	\$	763,070	\$	866,944	\$	(103,874)

- Current maturities of long-term debt decreased \$39 thousand as a result of annual servicing of debt in accordance with the normal amortization schedule. See *long-term debt* note to the consolidating financial statements.
- Accrued wages and burden decreased \$116 thousand due to accumulated employee incentive pay being disbursed, and accrued vacation and sick wages being used.
- Accounts payable increased \$96 thousand due to increased gas cost and late vendor billing on capital projects.
- Other current and accrued liabilities decreased \$45 thousand primarily due to deferred gas revenue from budget pay customer accounts being lower than the previous year.

**Noncurrent liabilities** were \$105 thousand higher at June 30, 2017 compared to June 30, 2016 as outlined below:

	June 30, 2017		June 30, 2016		Increase (Decrease)	
Accumulated deferred compensation Long-term debt, less current maturities	\$	313,418	\$	223,899	\$	89,519
AIDEA line of credit		14,806,184		14,670,291		135,893
Equipment loans payable		255,089	_	375,798		(120,709)
Total noncurrent liabilities	\$	15,374,691	\$	15,269,988	\$	104,703

- Accumulated deferred compensation increased \$90 thousand due to an annual contribution payment of \$50 thousand and investment earnings of \$40 thousand.
- AIDEA line of credit increased \$136 thousand due to restoration work in fiscal year 2017 related to
  construction performed in fiscal year 2016. See line of credit note to the consolidating financial statements.

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

• Equipment loans payable decreased \$121 thousand due to annual debt service payments for equipment.

Total net position increased \$455 thousand during the year ending June 30, 2017 as outlined below:

Beginning net position (July 1, 2016) Additions:	\$ 54,515,072
Net change resulting from operating and nonoperating activities	 (455,107)
Ending net position (June 30, 2017)	\$ 54,059,965
Net position at June 30, 2017 was categorized as follows:	
Net investment in capital assets Unrestricted	\$ 48,013,705 6,046,260
Ending net position (June 30, 2017)	\$ 54,059,965

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

Following are Pentex's operating revenues and expenses, net nonoperating revenues (expenses) and change in net position for the period July 1, 2016 to June 30, 2017:

	June 30, 2017
Operating revenues Residential sales Commercial sales Interruptible sales Other operating revenues	\$ 1,178,696 12,235,429 2,785,624 267,377
Total operating revenues	16,467,126
Natural gas purchases Trucking Electricity LNG trailer lease Gas liquefaction expenses Fairbanks distribution operations Fairbanks distribution maintenance Fairbanks storage and vaporization operations Fairbanks storage and vaporization maintenance Engineering AET operations and maintenance Talkeetna maintenance Customer service Administrative and general expenses Interest expense Depreciation Amortization	6,922,922 2,072,632 953,287 70,500 1,356,638 304,155 75,932 288,454 58,875 186,978 16,717 6,755 189,084 2,004,219 19,057 2,367,090 121,420
Total operating expenses	17,014,715
Operating income (loss)	(547,589)
Nonoperating revenues (expenses) Gain from disposition of property, plant and equipment Interest and dividend income Other income Net increase in fair value of investments	45,076 4,616 7,887 34,903
Nonoperating revenues (expenses) total	92,482
Change in net position	(455,107)
Net position - beginning of period	54,515,072
Net position - end of period	\$ 54,059,965

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

Operating revenues for the period July 1, 2016 to June 30, 2017 consisted of the following:

- Residential sales include tariff rate approved sales for customers classified as residential.
- Commercial sales include tariff rate approved sales for customers classified as small commercial and large commercial and sales agreements for commercial customers outside of service area located in Fairbanks, Alaska (AK).
- Interruptible sales include tariff rate approved sales for customers classified as small commercial interruptible and tariff approved sales agreements for large commercial interruptible customers.
- Other operating revenues includes a customer charge that is a fixed charge at various amounts dependent upon customer classification, application fees for service or transfer of service and penalty charges for late payments.

Operating expenses for the period July 1, 2016 to June 30, 2017 included the following:

- Natural gas purchases represent the cost of gas consumed by all customers serviced by Pentex's owned companies.
- Trucking represents the cost of transporting LNG from the LNG plant to the LNG storage facilities.
- Electricity represents the cost of electricity used in the natural gas liquefaction process.
- LNG trailer lease represents the cost of lease payments for LNG transport trailers used in the transportation
  of LNG to storage facilities.
- Gas liquefaction expenses represent the cost to liquefy natural gas for transport to Fairbanks and other destinations in Alaska (AK).
- Distribution operations includes costs related to general operations of the distribution system located in Fairbanks, AK.
- Distribution maintenance includes costs related to maintenance operations of the distribution system located in Fairbanks, AK.
- Storage and vaporization operations includes costs related to general operations of the storage and vaporization system located in Fairbanks, AK and Talkeetna, AK and a storage system located in Houston, AK.
- Storage and vaporization maintenance includes costs related to general maintenance of the storage and vaporization system located in Fairbanks, AK and Talkeetna, AK and a storage system located in Houston, AK.
- Engineering includes cost for in-house engineering related to capital projects and state/federal regulation compliance.

# MANAGEMENT'S DISCUSSION AND ANALYSIS (Continued) June 30, 2017

- Customer service includes cost for servicing of customer accounts, meter reading and general customer support.
- Administrative and general expenses include costs related to administrative staff and general operations such as facilities costs and supplies that are not directly related to other operating departments.
- Tax other than income includes payroll tax costs for all employees.
- **Depreciation and amortization** represent the allocation of the cost of property, plant and equipment assets over the useful lives of the assets and amortization of the gas plant acquisition adjustment.

Fixed charges for the period July 1, 2016 to June 30, 2017 consisted of:

• **Interest expense** is the cost of financing current equipment. See *long-term debt* note to consolidating financial statements and *line of credit* note to consolidating financial statements.

**Net nonoperating revenues (expenses)** for the period July 1, 2016 to June 30, 2017 are comprised of gains from dispositions of property, plant and equipment, interest/dividend income from investments and a net increase in fair value of investments.

#### Outlook

The Pentex companies have positive opportunities in the future to strengthen their ability to better serve their customers. FNG is currently active in integration discussions with Interior Alaska Natural Gas Utility located in the greater Fairbanks, AK area to combine the two utilities to better serve the public. Titan is an integral part of discussions to increase its capabilities to deliver greater quantities of LNG to Fairbanks and other locations throughout Alaska.



## Report of Independent Certified Public Accountants

Pentex Alaska Natural Gas Company, LLC and subsidiaries

## Report on the Financial Statements

We have audited the accompanying consolidating statement of net position of Pentex Alaska Natural Gas Company, LLC and its subsidiaries (Pentex), a blended component unit of Alaska Industrial Development and Export Authority, as of and for the year ended June 30, 2017, and the related statements of revenues, expenses and changes in net position, and cash flows for the year then ended, and the related notes to the consolidating financial statements, which collectively comprise Pentex's consolidating financial statements.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidating financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the consolidating financial statements that are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidating financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidating financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidating financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidating financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidating financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidating financial statements.

#### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidating net position of Pentex Alaska Natural Gas Company, LLC and its subsidiaries as of June 30, 2017, and its revenues, expenses and changes in net position and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

#### Other Matter

## Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on pages iii - x be presented to supplement the consolidating financial statements. Such information, although not a part of the consolidating financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the consolidating financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the consolidating financial statements, and other knowledge we obtained during our audit of the consolidating financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

#### Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated August 23, 2017 on our consideration of Pentex's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Pentex's internal control over financial reporting and compliance.

Cook + Haugeberg LLC

August 23, 2017

CONSOLIDATING FINANCIAL STATEMENTS

# CONSOLIDATING STATEMENT OF NET POSITION

June 30, 2017

Assets and Deferred Outflows of Resources	Fairbanks Natural Gas, LLC		Titar	Alaska LNG, LLC		rctic Energy sportation, LLC
Property, plant and equipment Property, plant and equipment in service, at cost	\$	16,445,911	\$	3,588,953	\$	2,395,494
Less: accumulated provision for depreciation and amortization		1,470,257		952,402		232,724
Net property, plant and equipment in service	Managara a	14,975,654		2,636,551		2,162,770
Gas plant held for future use, at cost Construction work in progress		14,489,023 1,889,955		227,042		
Net property, plant and equipment		31,354,632		2,863,593		2,162,770
Current assets Cash Investments		3,708,204 313,418		1,626,686		15,481
Accounts receivable, net Accounts receivable - subsidiaries Liquefied natural gas inventory Materials and supplies inventory		478,431 41,396 431,455 376,038		17,020 507,498 43,342		20,860 12,720
Deposits and other current assets		143,222		303,988		17,971
Total current assets		5,492,164	-	2,498,534		67,032
Deferred outflows of resources Gas plant acquisition adjustment						
Total assets and deferred outflows of resources	\$	36,846,796	\$	5,362,127	\$	2,229,802
<u>Liabilities and Net Position</u>						
Current liabilities Current maturities of long-term debt Accrued wages and burden Accounts payable Accounts payable - subsidiaries Other current and accrued liabilities	\$	9,859 106,206 41,950 477,763 5,805	\$	108,767 60,390 419,064 29,965 9,191	\$	216 62,026 1,622
Total current liabilities		641,583		627,377		63,864
Noncurrent liabilities  Accumulated deferred compensation  Long-term debt, less current maturities  AIDEA line of credit		313,418 14,806,184				
Equipment loans payable				255,089	***************************************	
Total noncurrent liabilities		15,119,602		255,089		
Net position Net investment in capital assets Unrestricted		16,914,626 4,170,985		2,499,738 1,979,923		2,162,770 3,168
Total net position		21,085,611		4,479,661		2,165,938
Total liabilities and net position	\$	36,846,796	\$	5,362,127	\$	2,229,802

Polar LNG, LLC	Eliminations	Acquisition Valuation Adjustment	Accumulated Depreciation and Amortization - Valuation	Pentex Alaska Natural Gas Company, LLC			
\$	\$	\$ 23,446,873	\$	\$ 45,877,231			
			1,564,679	4,220,062			
		23,446,873	(1,564,679)	41,657,169			
		2,278,816		16,767,839 2,116,997			
		25,725,689	(1,564,679)	60,542,005			
7,124	(569,754)			5,357,495 313,418 495,451			
	(114,940)			372,577 376,038 465,181			
7,124	(684,694)			7,380,160			
		2,488,047	(212,486)	2,275,561			
\$ 7,124	\$ (684,694)	\$ 28,213,736	\$ (1,777,165)	\$ 70,197,726			
\$	\$	\$	\$	\$ 118,626 166,596 461,230			
	(569,754)			16,618			
	(569,754)			763,070			
				313,418			
				14,806,184 255,089			
				15,374,691			
7,124	(114,940)	28,213,736	(1,777,165)	48,013,705 6,046,260			
7,124	(114,940)	28,213,736	(1,777,165)	54,059,965			
\$ 7,124	\$ (684,694)	\$ 28,213,736	\$ (1,777,165)	\$ 70,197,726			

# CONSOLIDATING STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION

# For the year ending June 30, 2017

	Fairbanks Natural Gas, LLC			n Alaska LNG, LLC		rctic Energy sportation, LLC
Operating revenues						
Residential sales	\$	1,178,696	\$		\$	
Commercial sales	7	12,032,897	7	202,532	т.	
Interruptible sales		2,785,624		,		
Commercial sales - subsidiaries		-,,		13,031,193		158,533
Other operating revenues		267,377				•
Total operating revenues		16,264,594		13,233,725	Annual Control of Control	158,533
Operating expenses						
Natural gas purchases		12,803,954		6,874,094		113,172
Trucking				2,260,016		
Electricity				1,014,828		
LNG trailer lease				70,500		
Gas liquefaction expenses				1,356,638		
Fairbanks distribution operations		309,368				
Fairbanks distribution maintenance		75,932				
Fairbanks storage and vaporization operations		352,921				
Fairbanks storage and vaporization maintenance		58,875				
Engineering		186,978				
AET operations and maintenance						16,717
Talkeetna maintenance				6,755		
Customer service		189,084				
Administrative and general expenses		1,296,875		517,892		56,609
Taxes other than income		71,481		60,508		433
Interest expense		887		18,170		
Depreciation		832,219		507,784		132,985
Amortization						
Total operating expenses		16,178,574		12,687,185		319,916
Operating income (loss)		86,020		546,540		(161,383)
Nonoperating revenues (expenses)						
Gain from disposition of property, plant						
and equipment		45,076				
Interest and dividend income		4,616				
Other income		7,887		6,985		
Net increase in fair value of investments	-	34,903				
Nonoperating revenues (expenses) total		92,482		6,985		
Changes in net position		178,502		553,525		(161,383)
Net position - beginning of period		20,907,109		3,926,136		2,327,321
Net position - end of period	\$	21,085,611	\$	4,479,661	\$	2,165,938

Polar LNG, LLC	Eliminations	Acquisition Valuation Adjustment	Accumulated Depreciation and Amortization - Valuation	Pentex Alaska Natural Gas Company, LLC
	\$	\$	\$	\$ 1,178,696
				12,235,429
	(12 100 726)			2,785,624
	(13,189,726)			267,377
	(13,189,726)		•	16,467,126
	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
	(12,868,298)			6,922,922
	(187,384)			2,072,632
	(61,541)			953,287
				70,500
	(F 242)			1,356,638
	(5,213)			304,155
	((1.467)			75,932
	(64,467)			288,454
				58,875
				186,978
				16,717
				6,755
				189,084
421				1,871,797
				132,422
				19,057
			894,102	2,367,090
			121,420	121,420
421	(13,186,903)		1,015,522	17,014,715
(421)	(2,823)		(1,015,522)	(547,589
				45,076
				4,616
	(6,985)			7,887
		CONTRACTOR OF THE PARTY OF THE		34,903
	(6,985)			92,482
(421)	(9,808)		(1,015,522)	(455,107)
7,545	(105,132)	28,213,736	(761,643)	54,515,072

# CONSOLIDATING STATEMENT OF CASH FLOWS

# For the year ending June 30, 2017

		And the second s	
Increase (Decrease) in Cash	Fairbanks Natural Gas, LLC	Titan Alaska LNG, LLC	Arctic Energy Transportation, LLC
Cash flows from operating activities  Cash received from customers and subsidiaries  Cash paid to suppliers, employees and subsidiaries  Interest and dividends received	\$ 16,237,168 (15,263,408) 4,616	\$ 13,160,975 (12,049,996)	\$ 158,706 (146,875)
Net cash provided by (used in) operating activities	978,376	1,110,979	11,831_
Cash flows from capital and related financing activities Proceeds from issuance of long-term debt Principal payments on long-term debt Interest payments Proceeds from disposal of property, plant	135,893 (10,181) (887)	(149,190) (18,170)	
and equipment Property, plant and equipment additions	72,266 (145,585)	(623,734)	
Net cash provided by (used in) capital and related financing activities	51,506	(791,094)	
Cash flows from investing activities Purchase of investments	(50,000)		
Net cash used in investing activities	(50,000)		<del></del>
Net increase (decrease) in cash	979,882	319,885	11,831
Cash at beginning of period	2,728,322	1,306,801	3,650
Cash at end of period	\$ 3,708,204	\$ 1,626,686	\$ 15,481

Polar LNG, LLC	Eliminations	Accumulated Depreciation and Amortization - Valuation	Pentex Alaska Natural Gas Company, LLC
\$ (421)	\$ (13,369,732) 13,369,732	\$	\$ 16,187,117 (14,090,968) 4,616
(421)			2,100,765
			135,893 (159,371) (19,057)
			72,266 (769,319)
			(739,588)
			(50,000)
(421)			1,311,177
7,545			4,046,318
\$ 7,124	\$	\$	\$ 5,357,495

# CONSOLIDATING STATEMENT OF CASH FLOWS (Continued) For the year ending June 30, 2017

Reconciliation of operating income (loss) to net cash provided by (used in) operating activities		nks Natural as, LLC		aska LNG, LC	Arctic Energy Transportation, LLC		
Operating income (loss)	\$	86,020	\$	546,540	\$	(161,383)	
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities							
Depreciation and amortization		832,219		507,784		132,985	
Capitalized payments on accounts payable		42,578					
Interest payments		887		18,170			
Other income		7,887		6,985			
(Increase) decrease in assets							
Accounts receivable, net		54,828		599			
Accounts receivable - subsidiaries		(37,085)		(80,334)		173	
Liquefied natural gas inventory		(20,703)		(13,484)		1,605	
Materials and supplies inventory		(1,886)		8,995			
Deposits and other current assets		18,583		(18,161)		25,831	
Increase (decrease) in liabilities							
Accrued wages and burden		(97,087)		(18,875)			
Accounts payable		(39,964)		136,209		106	
Accounts payable - subsidiaries		96,285		7,360		13,601	
Accumulated deferred compensation		89,519					
Other current and accrued liabilities		(53,705)		9,191		(1,087)	
Total adjustments	*****	892,356	Variable of the State of the St	564,439		173,214	
Net cash provided by (used in) operating activities	\$	978,376	\$	1,110,979	\$	11,831	

## Noncash Investing Activities

For the year ending June 30, 2017:

Fairbanks Natural Gas, LLC (FNG) had unrealized gains on available for sale securities in the amount of \$34,903.

FNG reclassified meter installed from meter inventory and pipe fitting inventory to the proper asset account in the amount of \$25,705.

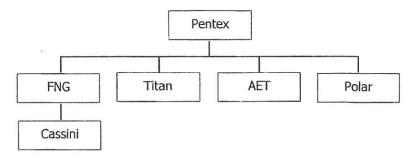
Polar LNG, LLC	Eliminations	Accumulated Depreciation and Amortization - Valuation	Pentex Alaska Natural Gas Company, LLC			
\$ (421)	\$ (2,823)	\$ (1,015,522)	\$ (547,589)			
	(6.007)	1,015,522	2,488,510 42,578 19,057			
	(6,985)		7,887			
	117,246		55,427			
	9,808		(22,774) 7,109 26,253			
	(117,246)		(115,962) 96,351			
			89,519 (45,601)			
	2,823	1,015,522	2,648,354			
\$ (421)	\$	\$	\$ 2,100,765			

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#### NOTES TO CONSOLIDATING FINANCIAL STATEMENTS

#### DESCRIPTION OF ORGANIZATION AND PRINCIPLES OF CONSOLIDATING

The consolidating financial statements of Pentex Alaska Natural Gas Company, Inc. (Pentex), a blended component unit of Alaska Industrial Development and Export Authority (AIDEA), include the accounts of Fairbanks Natural Gas, LLC (FNG), which operates a natural gas distribution utility for the residents and businesses of Fairbanks, Alaska; Titan Alaska LNG, LLC (Titan), which operates a natural gas liquefaction plant in Point Mackenzie, Alaska; Arctic Energy Transportation, LLC (AET), a liquefied natural gas fuel provider for the transportation industry with locations in Fairbanks and Houston, Alaska; and Polar LNG, LLC (Polar), the project lead for an abandoned project on the North Slope located in the vicinity of Dead Horse, Alaska. The four companies are owned and managed by Pentex. All material intercompany balances and transactions are eliminated in the consolidating financial statements, which are organized as follows:



In early 2015 Pentex Alaska Natural Gas Company, LLC executed a Letter of Intent with AIDEA, a public corporation of the State of Alaska, to sell 100 percent of the membership interest of Pentex to AIDEA. The final Purchase and Sale Agreement was executed on June 15, 2015 and the transaction was closed on September 30, 2015. Transfer of ownership of Pentex and its subsidiaries to AIDEA became effective October 1, 2015, at which time the company implemented governmental accounting standards for accounting and reporting financial information in accordance with those standards promulgated by the Governmental Accounting Standards Board (GASB). Effective July 1, 2016, Pentex operates on a fiscal year with the reporting cycle ending on June 30.

Complete financial statements of AIDEA can be obtained from AIDEA's office at 813 W. Northern Lights Blvd., Anchorage, Alaska 99503 or on the web at <a href="https://www.aidea.org/NewsPublications/Publications/FinancialStatements.">www.aidea.org/NewsPublications/FinancialStatements.</a> <a href="https://www.aidea.org/NewsPublications/FinancialStatements.">www.aidea.org/NewsPublications/FinancialStatements.</a> <a href="https://www.aidea.org/NewsPublications/FinancialStatements.">www.aidea.org/NewsPublications/FinancialStatements

#### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - Enterprise Fund Accounting - In preparing the financial statements in conformity with generally accepted accounting principles, Pentex is subject to the accounting requirements as set forth by the GASB. Accordingly, the financial activities of Pentex are reported using the economic resources measurement focus and the accrual basis of accounting, whereby revenues are recognized when earned and expenses are recognized when goods or services are received or the related liability is incurred.

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

Regulation - The accounting records of the company conform to the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission for natural gas companies subject to provisions of the Natural Gas Act. FNG was regulated by the Regulatory Commission of Alaska (RCA) through September 30, 2015. AIDEA is exempt from economic regulation; therefore, after the membership interest sale, FNG's tariff was canceled and the company is no longer regulated by the RCA.

*Income Taxes* - Pentex was organized in the State of Delaware as a limited liability company electing to be treated as a partnership, whereby the taxable income or losses of the company was passed through to its members based on the members' agreement. The purchase of membership interest by AIDEA changed Pentex's filing status effective October 1, 2015 to a single member disregarded entity exempt from income taxes.

*Use of Estimates* - In preparing the financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Plant Additions and Retirements - Additions and replacements of property, plant and equipment are at original cost. Plant costs are comprised of contracted services, direct labor and materials, and capitalized costs. The capitalized costs include indirect overhead charges, certain general and administrative costs, costs of funds and other developmental costs. When property, plant and equipment are disposed of or otherwise retired, the original cost of the property, plus cost of retirement, less salvage value is charged against the net book value of the asset. Any gain or loss is recognized as income or expense in the year of disposition or retirement. Maintenance, repairs and renewals are charged to operations and maintenance expense. Renewals which extend the useful life of the property are capitalized.

Cash - Cash includes cash on hand and amounts held in checking accounts.

*Investments* - Investments are reported at fair value (generally based on quoted market prices). Pentex has not adopted formal investment policies establishing limits on investment choices to manage credit risk or limits on investment maturities for managing the company's exposure to fair value losses arising from increasing interest rates (interest rate risk).

Fair value of financial instruments - Pentex categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are based on quoted market prices within active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs.

Accounts Receivable - Accounts receivable are recorded at the amount the company expects to collect. Management determines the allowance for doubtful accounts by identifying troubled accounts, using historical experience applied to an aging of the accounts and regularly evaluating the individual accounts. Accounts receivable are written off when deemed uncollectible and recoveries of previously written off accounts are recorded as revenue when received.

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

Accumulated Provision for Depreciation and Amortization - Provision has been made for depreciation and amortization on a straight-line basis using the following ranges of annual rates:

Distribution, storage and vaporization	2 - 4%
LNG production equipment	2 - 4%
General plant	
Structures and improvements	2 - 15%
Transportation and power-operated equipment	2 - 17%
Furniture and office equipment	6 - 28%

Deferred Outflows of Resources - Deferred outflows of resources represents a consumption of net position that applies to future periods and so will *not* be recognized as an outflow of resources (expense/expenditure) until then. The company only has one item that qualifies for reporting in this category, which is the deferred amount representing the gas plant acquisition adjustment reported in the statement of net position. This deferred outflow results from the difference between the cost to purchase the ownership interest in Pentex and the net book value of the underlying assets of the company at the purchase date. This amount is deferred and amortized over the life of the associated assets purchased.

Net Position - The implementation of Governmental Accounting Standards Board (GASB) Statement No. 34, Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments requires the company to categorize its net position. The company's net position is categorized as net investment in capital assets and unrestricted.

Environmental Issues - Pentex's environmental issues policy is to record a liability when the likelihood of responsibility for pollution remediation activities such as site assessments and cleanup is probable and the costs are reasonably estimable. At June 30, 2017, there were no environmental issues meeting both of these criteria and, accordingly, no provision has been made in the accompanying financial statements for any potential liability.

Operating Revenues and Expenses - Pentex considers all revenues and expenses except investment income, gains and losses from dispositions of property, plant and equipment and materials and supplies inventory, and other income relating to line hit repairs, to be part of its ongoing operations and classifies them as operating in the statement of revenues, expenses, and changes in net position.

Subsequent Events - The company has evaluated subsequent events through August 23, 2017, the date on which the financial statements were available to be issued.

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

# PROPERTY, PLANT AND EQUIPMENT

The major classes of property, plant and equipment activities were as follows for the year ending June 30, 2017:

•							 
		Balance at ine 30, 2016	Additions		Deletions		Balance at ine 30, 2017
Nondepreciable components of property, plant and equipment							
Land	\$	373,700	\$		\$		\$ 373,700
Gas plant held for future use, at cost		16,676,626		91,213			16,767,839
Construction work in progress		2,166,775		65,216		(114,994)	 2,116,997
Total nondepreciable components of property, plant and equipment		19,217,101		156,429		(114,994)	19,258,536
Depreciable components of property, plant and equipment							
Distribution, storage and vaporization		31,030,331		43,203			31,073,534
LNG production equipment		9,276,021		193,844			9,469,865
General plant							
Structures and improvements		3,433,811		12,584			3,446,395
Transportation and power-operated equipment		1,208,666		227,395			1,436,061
Furniture and office equipment		64,012		13,664			77,676
Total depreciable components of property,		45 013 041		400 600			4C CO2 C21
plant and equipment		45,012,841		490,690			 45,503,531
Less: accumulated provision for depreciation Distribution, storage and vaporization		(935,969)		(1,258,164)			(2,194,133)
LNG production equipment General plant		(681,896)		(815,318)			(1,497,214)
Structures and improvements		(100,565)		(134,088)			(234,653)
Transportation and power-operated equipment		(113,474)		(129,897)			(243,371)
Furniture and office equipment		(21,068)		(29,623)			(50,691)
Total accumulated provision for depreciation and amortization	_	(1,852,972)	_	(2,367,090)			(4,220,062)
Total depreciable components of property, plant and equipment, net		43,159,869	_	(1,876,400)	_		 41,283,469
Net property, plant and equipment	\$	62,376,970	\$	(1,719,971)	\$	(114,994)	\$ 60,542,005

Depreciation expense totaled \$2,367,090 for property, plant and equipment for the fiscal year ending June 30, 2017.

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

The major classes of property, plant and equipment by subsidiary were as follows at June 30, 2017:

	Na	Fairbanks tural Gas, LLC	Т	ītan Alaska LNG, LLC	rctic Energy ensportation, LLC	Valuation Adjustment	1	entex Alaska Natural Gas ompany, LLC
Distribution, storage and vaporization Land LNG production equipment General plant	\$	15,828,620 347,700	\$	26,447 26,000 1,466,923	\$	\$ 15,218,467 8,002,942	\$	31,073,534 373,700 9,469,865
Structures and improvements Transportation and power- operated equipment Furniture and office equipment		59,242 135,918 74,431		766,195 1,300,143 3,245	2,395,494	225,464		3,446,395 1,436,061 77,676
Property, plant and equipment in service, at cost		16,445,911		3,588,953	2,395,494	23,446,873		45,877,231
Gas plant held for future use, at cost Construction work in progress		14,489,023 1,889,955	-	227,042	 	 2,278,816	V American	16,767,839 2,116,997
Total property, plant and equipment	-	32,824,889		3,815,995	 2,395,494	 25,725,689		64,762,067
Less: accumulated provision for depreciation and amortization		1,470,257		952,402	 232,724	1,564,679		4,220,062
Net property, plant and equipment	\$	31,354,632	\$	2,863,593	\$ 2,162,770	\$ 24,161,010	\$	60,542,005

# DEFERRED OUTFLOWS OF RESOURCES

The gas plant acquisition adjustment will be recognized as expense as follows:

Year ending		
June 30:		
2018	\$	121,421
2019		121,421
2020		121,421
2021		121,421
2022		121,421
2023 - 2027		607,103
2028 - 2032		607,103
2033 - 2037		399,855
2038 - 2042		14,909
2043 - 2047		14,909
2048 - 2052		14,909
2053 - 2056	-	9,668
	\$	2,275,561

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

## FAIR VALUE OF FINANCIAL INSTRUMENTS

FNG had a recurring fair value measurement as of June 30, 2017 consisting of a S&P 500 rated mutual fund (equity) investment account at U.S. Bancorp totaling \$313,418 (Level 1 inputs).

#### ACCOUNTS RECEIVABLE

The accounts receivable balances as of June 30, 2017, were as follows:

		anks Natural Gas, LLC	Titan	Alaska LNG, LLC	Pentex Alaska Natural Gas Company, LLC		
Trade Less: allowance for doubtful accounts	\$	553,431	\$	17,020	\$	570,451	
	-	75,000				75,000	
	\$	478,431	\$	17,020	\$	495,451	

At June 30, 2017 all natural gas sales had been billed.

## **INVENTORIES**

Inventories consisted of the following on June 30, 2017:

	airbanks Iral Gas, LLC	7	Titan Alaska LNG, LLC	rctic Energy Insportation, LLC	E	Eliminations	N	ntex Alaska atural Gas mpany, LLC
Liquefied natural gas inventory Materials and supplies inventory	\$ 431,455	\$	43,342	\$ 12,720	\$	(114,940)	\$	372,577
Pipe inventory	232,807							232,807
Meter inventory	75,619							75,619
Parts inventory	 67,612			 				67,612
	 376,038							376,038
	\$ 807,493	\$	43,342	\$ 12,720	\$	(114,940)	\$	748,615

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

#### TRANSACTIONS AMONG SUBSIDIARIES

Fairbanks Natural Gas, LLC purchases natural gas from Titan Alaska LNG, LLC for regasification and distribution to FNG's customers. FNG also purchases boil off gas from Arctic Energy Transportation, LLC. AET purchases liquefied natural gas from Titan for resale to the transportation industry. Titan purchases liquefied natural gas from AET for use in its LNG tractors used to transport liquefied natural gas. For the year ending June 30, 2017, the total liquefied natural gas purchased by FNG and AET from Titan was \$12,911,643 and \$119,550, respectively. The total natural gas purchased by FNG and Titan from AET was \$44,388 and \$121,419, respectively, for the year ending June 30, 2017.

Cash advances are made between the companies throughout the year during the normal course of business.

Included in the statement of net position were the following related party balances at June 30, 2017:

	Fairbanks Natural Gas, LLC		 tan Alaska _NG, LLC	tic Energy sportation, LLC	Total
Accounts receivable - FNG Accounts receivable - Titan Accounts receivable - AET	\$	15,124 26,272	\$ 471,744 35,754	\$ 6,019 14,841	\$ 477,763 29,965 62,026
	\$	41,396	\$ 507,498	\$ 20,860	\$ 569,754
Accounts payable - FNG Accounts payable - Titan Accounts payable - AET	\$	471,744 6,019	\$ 15,124 14,841	\$ 26,272 35,754	\$ 41,396 507,498 20,860
	\$	477,763	\$ 29,965	\$ 62,026	\$ 569,754

All related party balances and transactions are eliminated in the consolidating financial statements at June 30, 2017.

#### LONG-TERM DEBT

Long-term debt consisted of the following at June 30, 2017:

	_	alance at ne 30, 2016	Additions	1	Principal Payments	Balance at June 30, 2017		nounts due hin one year
Wells Fargo Equipment Finance, Inc. 3.9 percent note payable Wells Fargo Equipment Finance,	\$	169,826	\$	\$	(106,037)	\$ 63,789	\$	63,789
Inc. 4.15 percent note payable Wells Fargo Equipment Finance,		343,220			(43,153)	300,067		44,978
Inc. 5.75 percent note payable	-	20,040			(10,181)	9,859	_	9,859
	\$	533,086	\$	\$	(159,371)	\$ 373,715	\$	118,626

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

The 3.9 percent note payable by Titan to Wells Fargo Equipment Finance, Inc. is payable in monthly installments of \$9,232 including interest and becomes due on January 18, 2018. The note is secured by two 2013 T-800 tractors.

The 4.15 percent note payable by Titan to Wells Fargo Equipment Finance, Inc. is payable in monthly installments of \$4,715 including interest and becomes due on June 7, 2023. The note is secured by one 2015 Heil LNG transport trailer.

The 5.75 percent note payable by FNG to Wells Fargo Equipment Finance, Inc. is payable in monthly installments of \$922 including interest and becomes due on May 28, 2018. The note is secured by a 2013 Ford F550.

Minimum annual payments for long-term debt at June 30 are as follows:

	F	rincipal	Interest		Total	
Fairbanks Natural Gas, LLC						
2018	\$	9,859	\$	286	\$	10,145
Titan Alaska LNG, LLC						
2018		108,767		12,436		121,203
2019		46,880		9,701		56,581
2020		48,863		7,718		56,581
2021		50,930		5,651		56,581
2022		53,085		3,497		56,582
2023		55,330		1,251		56,581
		363,855		40,254		404,109
Pentex Alaska Natural Gas Company, LLC						
2018		118,626		12,722		131,348
2019		46,880		9,701		56,581
2020		48,863		7,718		56,581
2021		50,930		5,651		56,581
2022		53,085		3,497		56,582
2023		55,330		1,251		56,581
	\$	373,714	\$	40,540	\$	414,254

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

#### **OPERATING LEASES**

Operating lease terms are outlined as follows:

FNG leases office facilities in Fairbanks, Alaska under an operating lease. The lease is effective June 1, 2016 and expires on May 31, 2019. Monthly payments are \$10,253, which consists of the base lease payment of \$9,216 and an additional lease payment of \$1,037. The additional lease payment is for property taxes and insurance and is subject to a "true-up" annually based on actual costs. The lease expense for the year ending June 30, 2017 was \$125,901.

Titan entered into an operating lease for several trailers used to haul liquefied natural gas. The one year lease began in September 2013 and automatically renewed for additional one-year terms. Titan agreed with the lessor to extend the lease term to January 31, 2017. At the end of that extension, the lessor sold the trailers to Titan. Monthly payments were \$11,750 per month through the end of the extended lease term. Lease payments charged to income totaled \$70,500 for the year ending June 30, 2017.

AET in 2012 exercised an option to lease land from Fisher's Fuel, Inc. The initial lease requires annual payments starting at \$6,000 in the first year and increasing annually by 1.5 percent in each subsequent year for five years with two automatic five-year extensions. The lease was renewed for an additional five years in June 2017. Lease payments charged to income totaled \$15,517 for the year ending June 30, 2017.

The following is a schedule of future minimum lease payments for operating leases as of June 30, 2017:

	Fairbanks Natural Gas, LLC		ic Energy sportation, LLC	Pentex Alaska Natural Gas Company, LLC		
2018	\$	123,036	\$ 6,464	\$	129,500	
2019		112,783	6,561		119,344	
2020			6,659		6,659	
2021			6,759		6,759	
2022	Ministrativo		 6,860		6,860	
	\$	235,819	\$ 33,303	\$	269,122	

#### LINE OF CREDIT

FNG received a \$15,000,000 line of credit from the Alaska Industrial Development and Export Authority (AIDEA) dated May 19, 2014 to be used for the expansion of FNG's distribution system. The per annum stated interest rate for advances under the line of credit is zero percent (0%) until December 31, 2017, at which time amounts drawn under this line of credit are anticipated to be converted into a long-term note. Prior to AIDEA's acquisition of 100 percent of the membership interests of Pentex the line of credit was secured by FNG's personal and fixture property of every kind, excluding inventory and accounts receivable. The terms of the line of credit agreement related to the security have not been changed and remain in effect after the membership interest sale to AIDEA. The balance outstanding at June 30, 2017 was \$14,806,184.

# NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

Line of credit transactions consisted of the following for the year ending June 30, 2017:

Balance at			Balance at			
 July 1, 2016		Additions	June 30, 2017			
\$ 14,670,291	\$	135,893	\$	14,806,184		

#### DEFERRED COMPENSATION LIABILITY

FNG maintains a deferred compensation plan for the president of the company (the executive). Under the plan, the executive is entitled to have a fixed annual benefit amount of \$50,000 credited to the deferred compensation account. Gains and losses on amounts voluntarily set aside by management to offset deferred compensation obligations are recorded as adjustments to the offsetting investment and the liability balance. Normal vesting occurs after two years from the date of the annual award. Annual awards prior to October 1, 2015 credited to the executive's deferred compensation account became fully vested on October 1, 2015, the date following the closing of AIDEA's acquisition of the membership interests of Pentex Alaska Natural Gas, Company, LLC. The plan is unfunded; therefore, benefits are paid from the general assets of the company and are not accumulated via a trust or equivalent arrangement. The total benefit amount accrued was \$313,418 at June 30, 2017.

#### CONSOLIDATED NET POSITION

Consolidated net position of Pentex consisted of the following at June 30, 2017:

Net investment in capital assets		
Total capital assets	\$	60,542,005
Gas plant acquisition adjustment		2,275,561
Materials and supplies inventory		376,038
AIDEA line of credit		(14,806,184)
Equipment loans payable (total long-term and current)	_	(373,715)
Total net investment in capital assets		48,013,705
Unrestricted	_	6,046,260
Net position	\$	54,059,965

#### NATURAL GAS PURCHASE AND TRANSPORTATION CONTRACTS

In January 2014 FNG entered into an "Interruptible LNG Transportation Agreement" with Titan to furnish interruptible LNG transportation services. The agreement, which was effective January 1, 2014, expires March 31, 2018.

In January 2014 FNG entered into a "Firm LNG Sale and Purchase Agreement" with Titan. The agreement, which was effective January 1, 2014, expires March 31, 2018.

In July 2013 Titan entered into a "Gas Sale and Purchase Agreement" with Hilcorp Alaska, LLC to purchase natural gas. The agreement, which was effective July 1, 2013, expires March 31, 2018.

### PENTEX ALASKA NATURAL GAS COMPANY, LLC

### NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

In August 2013 Titan entered into a "Firm Transportation Service Agreement" with Enstar Natural Gas Company for transportation of natural gas from the Cook Inlet area to Point Mackenzie. The agreement, which was effective beginning September 1, 2013, expires July 31, 2018.

In March 2015 Titan entered into an "LNG Transportation Agreement" with Sourdough Express, Incorporated for transportation of LNG. The agreement had an initial term of March 11, 2015 until September 30, 2015 and will automatically renew for additional one year periods until terminated by either party.

In March 2015 Titan entered into a "Trailer Interchange Agreement" with Weaver Bros., Inc. for transportation services. The agreement, which was effective March 11, 2015, will remain in effect until terminated by either party.

In November 2015 Titan entered into an "LNG Transportation Agreement" with Big State Logistics, Inc. for transportation of LNG. The agreement had an initial term of November 1, 2015 until June 30, 2016 and will automatically renew for additional one year periods from July to June until terminated by either party.

### RETIREMENT PLAN

FNG and Titan maintain separate 401(k) defined contribution retirement plans for all eligible employees of FNG and Titan. Under each plan, participants may defer a portion of their annual compensation. FNG and Titan provide matching contributions of up to 4 percent of contributions made by eligible employees. For the year ending June 30, 2017, FNG's matching contributions totaled \$34,297 and Titan's matching contributions totaled \$16,760.

### CONCENTRATIONS AND CREDIT RISK

Titan distributes natural gas predominantly to FNG for sale to customers in Fairbanks, Alaska. Accordingly, the companies are affected by the economic conditions in the local economy.

Custodial Credit Risk Related to Deposits - For deposits, Custodial Credit Risk is the risk that, in the event of the failure of the banking institution, Pentex will not be able to recover the value of its deposits that are in the possession of an outside party. The company has no written policy regarding custodial credit risk. All deposits of Pentex at June 30, 2017 are held in the name of the company and its subsidiaries. Of bank balances totaling \$5,567,236, \$250,000 was covered by Federal Deposit Insurance Corporation (FDIC).

### **RELATED PARTIES**

Fairbanks Natural Gas, LLC (FNG), Titan Alaska LNG, LLC (Titan), Arctic Energy Transportation, LLC (AET), and Polar LNG, LLC (Polar) are wholly owned companies of Pentex Alaska Natural Gas Company, LLC (Pentex).

FNG is a certificated public utility holding Certificate of Public Convenience and Necessity number 514 issued by the Regulatory Commission of Alaska for the area located in Fairbanks, Alaska. The sole purpose of FNG is to distribute natural gas through its gas distribution system to the residents and businesses of Fairbanks. In addition FNG formed Cassini LNG Storage, LLC to develop a large LNG storage facility in Fairbanks, Alaska. FNG is Cassini's sole LLC member.

### PENTEX ALASKA NATURAL GAS COMPANY, LLC

## NOTES TO CONSOLIDATING FINANCIAL STATEMENTS (Continued)

Titan is a producer of liquefied natural gas (LNG) primarily dedicated to supplying Fairbanks Natural Gas, LLC with LNG.

AET is an LNG fuel service company with locations in Fairbanks, Alaska and Houston, Alaska. Its purpose is to introduce LNG to the motor fuel market in the state of Alaska. AET continues to run a pilot program to determine the feasibility of marketing natural gas motor fuels.

Polar LNG, LLC was developing an LNG facility on the North Slope of Alaska. In mid 2014 Polar ceased development of the project and began the process of dissolving past development efforts. In 2015 all development efforts that were not liquidated through sale were written off.

Cassini, a wholly owned subsidiary of FNG, was created for the purpose of designing, constructing and operating a large LNG storage tank to be located in Fairbanks, Alaska. The purpose of the storage tank is to service FNG's current and future customers. Cassini, which to date has no assets or liabilities, recently restarted its efforts of designing and constructing the LNG storage.

### RECENT PRONOUNCEMENTS

GASB Statement No. 87, Leases (GASB 87) was issued by the GASB in June 2017. The objective of GASB 87 is to improve accounting and financial reporting for leases by governments by requiring recognition of certain lease assets and liabilities for leases that previously were classified as operating leases, based on the principle that leases are financings of the right to use an underlying asset. GASB 87 requires lessees to recognize a lease liability and an intangible right-to-use asset, and requires a lessor to recognize a lease receivable and a deferred inflow of resources. GASB 87 is effective for the fiscal year ending June 30, 2021. The company has not implemented GASB 87 and is currently evaluating the impact on future financial statements.

GASB Statement No. 85, Omnibus 2017 (GASB 85) was issued by the GASB in March 2017. The objective of GASB 85 is to address practice issues that have been identified during implementation and application of recent GASB pronouncements, and addresses a variety of topics related to blending component units, goodwill, fair value measurement and application and postemployment benefits. GASB 85 is effective for fiscal year ending June 30, 2018. The company has not implemented GASB 85 and is currently evaluating the impact on future financial statements.

GASB Statement No. 84, Fiduciary Activities (GASB 84) was issued by the GASB in January 2017. The objective of GASB 84 is to improve guidance regarding the identification of fiduciary activities for accounting and financial reporting purposes and how those activities should be reported. GASB 84 establishes criteria for identifying fiduciary activities of the governmental entity with the focus on whether a government is controlling the assets of the fiduciary activity, and on the beneficiaries with whom a fiduciary relationship exists. A fiduciary activity meeting the criteria set forth in GASB 84 should be reported in a fiduciary fund, and a liability of the fiduciary fund should be recognized when an event has occurred that compels a government to disburse fiduciary resources. GASB 84 is effective for the fiscal year ending June 30, 2020. The company has not implemented GASB 84 and is currently evaluating the impact on future financial statements.

SUPPLEMENTAL REPORT REQUIRED BY GOVERNMENT AUDITING STANDARDS

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# REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

### Independent Auditor's Report

Pentex Alaska Natural Gas Company, LLC and subsidiaries

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the consolidating financial statements of Pentex Alaska Natural Gas Company, LLC and its subsidiaries (Pentex), a blended component unit of Alaska Industrial Development & Export Authority (AIDEA), as of and for the year ended June 30, 2017, and the related notes to the consolidating financial statements, which collectively comprise Pentex's consolidating financial statements, and have issued our report thereon dated August 23, 2017.

### **Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered Pentex's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Pentex's internal control. Accordingly, we do not express an opinion on the effectiveness of Pentex's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

### **Compliance and Other Matters**

As part of obtaining reasonable assurance about whether Pentex's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of Pentex's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Pentex's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.

Cook - Haugeberg LLC

Certified Public Accountants

Fairbanks, Alaska August 23, 2017



### PENTEX ALASKA NATURAL GAS COMPANY, LLC

COMMUNICATION OF INTERNAL CONTROL RELATED MATTERS

August 23, 2017



August 23, 2017

Management Pentex Alaska Natural Gas Company, LLC

In planning and performing our audit of the consolidating financial statements of Pentex Alaska Natural Gas Company, LLC (Pentex) and its subsidiaries as of and for the year ended June 30, 2017, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller of the United States, we considered Pentex's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of Pentex's internal control. Accordingly, we do not express an opinion on the effectiveness of Pentex's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. A reasonable possibility exists when the likelihood of an event occurring is either reasonably possible or probable as defined as follows:

- Reasonably possible. The chance of the future event or events occurring is more than remote but less than likely.
- Probable. The future event or events are likely to occur.

Our consideration of internal control was for the limited purpose described in the first paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

We noted other matters involving internal control and its operation and the recommendations discussed below represent potential areas for improvement noted as a result of our observations and documentation of your systems.

### Prior Year Recommendations - Resolved

### **Inventory Valuation**

During the performance of inventory costing testwork procedures for the 2016 audit, we identified an instance where the values of certain meter inventory items were based on incorrect costs. To ensure that the meter inventory is valued in accordance with the company's accounting policies, we recommended that all internal control procedures for inventory valuation be followed, which include a process for management's review and approval of valuation reports used to adjust inventory account balances. This recommendation has been implemented and we did not identify similar instances in the current year audit.

### Time Sheet Review

Beginning with audit procedures for the 2014 year end we have identified instances of time sheets not approved by supervisors. Supervisor approval of time sheets, as evidenced by a signature on the time sheet, provides assurance the internal controls established for accuracy and completeness of payroll related transactions are operating effectively. We did not identify similar instances in the current year audit.

The purpose of this communication, which is an integral part of our audit, is to describe, for management and those charged with governance, the scope of our testing internal control and results of that testing. Accordingly, this communication is not intended to be and should not be used for any other purpose.

Sincerely,

Certified Public Accountants

Cook + Haugeberg LLC



### PENTEX ALASKA NATURAL GAS COMPANY, LLC

LETTER TO THOSE CHARGED WITH GOVERNANCE

August 23, 2017



August 23, 2017

Management Pentex Alaska Natural Gas Company, LLC

We have audited the consolidating financial statements of Pentex Alaska Natural Gas Company, LLC (Pentex) as of and for the year ended June 30, 2017 and have issued our report thereon dated August 23, 2017. Professional standards require that we advise you of the following matters relating to our audit.

### Our Responsibilities under U.S. Generally Accepted Auditing Standards and Government Auditing Standards

As stated in our engagement letter dated June 30, 2017, our responsibility, as described by professional standards, is to express an opinion about whether the financial statements prepared by management are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America. Our audit of the financial statements does not relieve you of your responsibilities.

As part of our audit, we considered the internal control of Pentex. Such considerations are solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

As part of obtain reasonable assurance about whether the financial statements are free of material misstatement, we performed tests of Pentex's compliance with certain provisions of laws, regulations, and contracts. However, providing an opinion on compliance with those provisions is not an objective of our audit.

### Planned Scope and Timing of the Audit

We conducted our audit consistent with the planned scope and timing we previously communicated to you.

### Compliance with All Ethics Requirements Regarding Independence

The engagement team, others in our firm, as appropriate, and our firm, have complied with all relevant ethical requirements regarding independence.

### **Qualitative Aspects of Significant Accounting Practices**

Significant Accounting Policies

Management has the responsibility to select and use appropriate accounting policies. A summary of the significant accounting policies adopted by Pentex is included in the notes to the consolidating financial statements. There have been no initial selection of accounting policies and no changes in significant accounting policies or their application during fiscal year 2017. No matters have come to our attention that would require us, under professional standards, to inform you about (1) the methods used to account for significant unusual transactions and (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus.

### Significant Accounting Estimates

Accounting estimates are an integral part of the consolidating financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the consolidating financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments. The most sensitive estimates affecting the consolidating financial statements were:

- Management provides for an allowance for doubtful accounts based on an analysis of troubled accounts, using historical experience applied to an aging of the accounts and regularly evaluating the individual accounts.
- The allocation to the underlying assets of deferred outflows resulting from the cost above book basis of the purchase price of the company paid by Alaska Industrial Development and Export Authority (AIDEA) takes into consideration management's estimate of future obsolescence of those assets.

We evaluated the key factors and assumptions used to develop these estimates and determined they are reasonable in relation to the consolidating financial statements taken as a whole.

### Significant Difficulties Encountered during the Audit

We encountered no significant difficulties in dealing with management relating to the performance of the audit.

### **Corrected and Uncorrected Misstatements**

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that are trivial, and communicate them to the appropriate level of management. Additionally, during the course of our audit, management detected errors in the financial statements and informed us of these errors when found. Further, professional standards require us to also communicate the effect of uncorrected misstatements related to prior periods on the relevant classes of transactions, account balances or disclosures, and the financial statements as a whole. Management has corrected all identified misstatements.

In addition, professional standards require us to communicate to you all material, corrected misstatements that were brought to the attention of management as a result of our audit procedures. No such misstatements were identified by us as a result of our audit procedures.

### Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter which could be significant to Pentex's consolidating financial statements or the auditor's report. No such disagreements arose during the course of the audit.

### Representations Requested from Management

We have requested certain written representations from management, which are included in the management representation letter dated August 23, 2017.

### Management's Consultations with Other Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters. Management has informed us, and to our knowledge, there were no such consultations with other accountants regarding auditing and accounting matters.

### Other Significant Matters, Findings or Issues

In the normal course of our professional association with Pentex, we generally discuss a variety of matters, including the application of accounting principles and auditing standards, operating and regulatory conditions affecting the entity, and operational plans and strategies that may affect the risks of material misstatement. None of the matters discussed resulted in a condition to our retention as Pentex's auditors.

### Other Matters

We applied certain limited procedures to the management's discussion and analysis information, which is required supplementary information (RSI) that supplements the consolidating financial statements. Our procedures consisted of inquires of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the consolidating financial statements, and other knowledge we obtained during our audit of the consolidating financial statements. We did not audit the RSI and do not express an opinion or provide any assurance on the RSI.

This information is intended solely for the information and use of management of Pentex Alaska Natural Gas Company, LLC and Alaska Industrial Development and Export Authority and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely.

Coole - Haugeberg LLC
Certified Public Accountants

Pentex Alaska Natural Gas Company, LLC Consolidating Financial Statements - With Budget Comparison Month Ended September 30, 2017 (Unaudited)

	Natural Gas, LLC	Titan Alaska LNG, LLC	Arctic Energy Transportation, LLC	Polar LNG, LLC	Valuation Inter-company Adjustment (10- Eliminations 1-2015)	Valuation Adjustment (10- 1-2015)	Natural Gas Co., LLC
Assets and Deferred Outflows of Resources							(Actual)
Gas plant in service, at cost Less: Accumulated provision for depreciation	16,574,236	4,699,174	2,396,270	0 0	0 0	23,446,873	47,116,553
Net plant in services	14,893,585	3,660,942	2,130,235	0	0	21,658,669	42,343,431
Gas plant held for future use, at cost	14,483,110	0	0			2,278,816	16,761,926
Construction work in progress  Net property plant and equipment	2,160,387	3 887 985	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0		c	0 0 027 405	2,387,429
wouldn't some and Condad acc	700,100,10	2,001,700,0	6,100,630			63,731,463	01,492,787
Current assets							
Cash	3,128,406	1,035,406	35,963	7,071	0	0	4,206,845
Accounts receivable, net	773 748	16 193		0 0	0 0	0 0	313,418
Accounts receivable - affiliates	5,106	733,549	23,369	0	(762 024)		75,787
Liquified natural gas inventory	421,378	59,448	10,095	0	(103,559)	0	387,362
Materials and supplies inventory	381,549	0	0	0	0	0	381,549
Deposits and other current assets	102,953	361,273	16,305	0	0	0	480,531
Total current assets	5,126,558	2,205,869	85,732	7,071	(865,583)	0	6,559,647
Deferred outflows of resources Gas plant acquisition adjustment, net of amortization	0	0	0	0	0	2,245,205	2,245,205
Total assets and deferred outflows of resources	36,663,640	6,093,853	2,215,967	7,071	(865,583)	26,182,690	70,297,639
Liabilities and Net position Current liabilities							
Current maturities of long-term debt	7,230	190,472	0	0	0	0	197,702
Accrued wages and burden	79,430	40,776	0	0	0	0	120,206
Accounts payable	134,660	622,525	255	0	0	0	757,441
Other current and accrued liabilities	1,433	7,506	1.063	00	(762,024)	0 0	0 10 00
Total current liabilities	884,483	883,831	79,061	0	(762,024)	0	1,085,350
Noncurrent liabilities Accumulated deferred compensation	313,418	0	0	0	0	C	313 418
Long-term debt, less current maturities AIDEA line of credit	14,806,184	0	0	C	O	c	14 806 184
Equipment loans payable	0	994,085	0	0	0	0	994 085
Total noncurrent liabilities	15,119,602	994,085	0	0	0	0	16,113,687
Net position Net investment in capital assets	17,105,217	2,703,428	2,130,235			26,182,690	48.121.570
Unrestricted	3,554,338	1,512,510	6,671	7,071	(103,559)		4,977,031
Total net position	20,659,556	4,215,938	2,136,906	7,071	(103,559)	26,182,690	53,098,602
Total liabilities and net position	36,663,640	6,093,853	2,215,967	7,071	(865,583)	26.182.690	70 297 639

Pentex Alaska Natural Gas Company, LLC Consolidating Financial Statements - With Budget Comparison Month Ended September 30, 2017 (Unaudited)

	Notario Con	Trans. Alesto.				Adiustment (10-	Natural Gas
	Natural Gas, LLC	LNG, LLC	Transportation, LLC	Polar LNG, LLC	Polar LNG, Inter-company Adjustment (10- LLC Eliminations 1-2015)	1-2015)	
STATEMENT OF OPERATIONS							(Actual)
Residential	4.963	0	0	0	0	0	4,963
Small commercial	34,922	0	0	0	0	0	34,922
Large commercial	20,302	0	0	0	0	0	20,302
Interruptible - small	10,993	0	0	0	0	0	10,993
Interruptible - large	1,704	0	0	0	0	0	1,704
Hospital	19,717	0	0	0	0	0	19,717
UAF	4	0	0	0	0	0	4
TKA commercial gas	0	3,041	0	0	0	0	3,041
Crowley commercial gas	0	0	0	0	0	0	0
Fairbanks Natural Gas, LLC	0	93,875	1,128	0	(95,003)	0	0
Titan commercial gas	0	0	1,450	0	(1,450)	0	0
AET commercial gas	0	2,501	0	0	(2,501)		0
Total Mcf	92,605	99,417	2,578	0	(98,954)	0	95,645
HDD	692						691
Operating revenues							
Residential gas revenues	102,585	0	0	0	0	0	102,585
Small commercial gas revenues	720,039	0	0	0	0	0	720,039
Large commercial gas revenues	417,251	0	0	0	0	0	417,251
Interruptible - Small	220,182	0	0	0	0	0	220,182
Interruptible - Large	28,119	0	0	0	0	0	28,119
Hospital gas revenues	325,334	0	0	0	0	0	325,334
UAF gas revenues	99	0	0	0	0	0	99
TKA commercial gas revenues	0	53,214	0	0	0	0	53,214
Crowley commercial gas revenues	0	0	0	0	0	0	0
Fairbanks Natural Gas, LLC	0	1,532,599	18,765	0	(1,551,364)	0	0
Titan commercial gas revenues	0	0	39,132	0	(39,132)	0	0
AET commercial gas revenues	0	40,743	0	0	(40,743)	0	0
Service Charge Revenues	72,152	0	0	0	0	0	72,152
Other Revenue	3,034	0	0	0	0	0	3,034
Total operating revenues	1,888,761	1,626,556	27,897	0	(1,631,239)	0	1,941,975

Pentex Alaska Natural Gas Company, LLC
Consolidating Financial Statements - With Budget Comparison
Month Ended September 30, 2017
(Unaudited)

	Fairbanks		Arctic Energy			Valuation	Pentex Alaska
	Natural Gas,	Titan Alaska	Transportation,	Polar LNG,	Inter-company Adjustment (10-	Adjustment (10-	Natural Gas
,	TTC	LNG, LLC	TTC	TTC	Eliminations	1-2015)	Co., LLC
Oneveting expenses							(Actual)
Natural gas purchases	1,535,609	868,982	42,376	0	(1,593,749)	0	853.218
Trucking Expenses	0	271,448	0	0	(43,253)	0	228,195
Electricity	0	160,100	0	0	1,124	0	161,224
Gas liquefaction expenses	0	364,585	0	0	0	0	364,585
Fairbanks distribution operations	61,450	0	0	0	(475)	0	60,975
Fairbanks distribution maintenance	14,150	0	0	0	0	0	14,150
Fairbanks storage & vaporization operations	42,491	0	0	0	(6,267)	0	36,224
Fairbanks storage & vaporization maintenance	55,045	0	0	0	0	0	55,045
Engineering	52,103	0	0	0	0	0	52,103
Talkeetna maintenance	0	941	0	0	0	0	941
Customer services	12,035	0	0	0	0	0	12,035
Fairbanks operations	0	0	2,216	0	0	0	2,216
Big Lake operations	0	0	1,616	0	0	0	1,616
Administration and general expenses	332,473	131,514		53	0	0	471,451
Interest expense	138	6,878	0	0	0	0	7,015
Depreciation	210,393	85,831	33,311	0	0	253,881	583,416
Total operating expenses	2,315,887	1,890,279	86,929	53	(1,642,620)	253,881	2,904,409
Operating income (loss)	(427,126)	(263,722)	(29,032)	(53)	11,381	(253,881)	(962,434)
Operating income (loss) margin %	-22.61%	-16.21%	-West-		-0.70%		-49.56%
Non operating income (expense)							
Gain (loss) from disposition of property, plant and equip	0	0	0	0	0	0	0
Gain (loss) from disposition of materials and supplies in	0	0	0	0	0	0	0
Interest and dividend income	0	0	0	0	0	0	0
Other income (expense)	1,070	0	0	0	0	0	1,070
Increase in fair value of investments	0	0	0	0	0	0	0
Total non operating income (expense)	1,070	0	0	0	0	0	1,070
Change in net position	(426,056)	(263,722)	(29,032)	(53)	11,381	(253,881)	(961,364)
Net position beginning of year	21,085,611	4,479,661	2,165,938	7,124	(114,940)	26,436,571	54,059,966
Ivet position - end of period	20,629,220	4,215,938	2,136,906	1,0,1	(103,559)	26,182,690	53,098,602

# Pentex Alaska Natural Gas Company, LLC Consolidating Financial Statements - With Budget Comparison Month Ended September 30, 2017 (Unaudited)

	Fairbanks	Titon Alcoho	Arctic Energy	Owner	1	Valuation	Pentex Alaska
	LLC	LNG, LLC	LLC LLC	LLC	Eliminations	Eliminations 1-2015)	Co., LLC
STATEMENT OF CASH FLOWS							(Actual)
Operating activities:  Net income/(loss) for the period  Adjustments to reconcile net income to net cash provided by	(426,056)	(263,722)	(29,032)	(53)	11,381	(253,881)	(961,364)
(used in) operating activities:  Depreciation and amortization	210,393	85,831	33,311	0	0	253,881	583,416
(Increase) decrease in assets Accounts receivable	(295,317)	826	0	0	0	0	(294,491)
Accounts receivable - affiliates	36,291	(226,051)	(2,510)	0	192,270	0	0
LNG inventory	10,017	(16,106)		0	(11,381)	0	(14,784)
Materials & supplies inventory	(5,511)	0	0	0	0		(5,511)
Deposits & other current assets	40,269	(57,286)	1,666	0	0	0	(15,351)
Increase (decrease) in liabilities	C			c	C	<	<
Accried wages & hirden	(922 92)	(19614)		0 0			(46.390)
Accounts navable	92,712	203 461	V	0 C			206,212
Accounts payable - affiliates	183 966	(7.413)	157		(022 220)		230,212
Other current & accrued liabilities	(4.371)	(1.685)		0	0		(9.616)
Net cash provided by (used in) operating activities		(301,759)	21,258	(53)	0	0	(464,879)
INVESTING ACTIVITIES							
Investments in deferred compensation plan	0	0	0	0	0	0	0
Gas plant in service, at cost	(137,360)	(1,110,221)	(775)	0	0	0	(1,248,357)
Gas plant held for future use	0	0	0				0
Construction work in progress	(255,485)	0	0				(255,485)
Other capital expenditures	0	0		0	0	0	0
Net cash provided by (used in) investing activities	(392,845)	(1,110,221)	(775)	0	0	0	(1,503,841)
FINANCING ACTIVITIES							
(Payment) proceeds of financing	(2,629)	820,700	0 0	00	0 0	0 0	818,071
Net cash provided by (used in) financing activities	(2,629)	820,700		0	0	0	818,071
Increase (decrease) in cash	(579,798)	(591,280)	20,483	(53)	0	0	(1,150,649)
Cash at beginning of period	3,708,204	1,626,686	15,481	7,124	0	0	5,357,494
Cash at end of period	3,128,406	1,035,406	35,963	7,071	0	0	4,206,845
				000000000000000000000000000000000000000			

### Disclosure Schedule 3.8(a)

### **Real Estate Interests**

### Owned

- 1. Real property as listed in the attached title commitment from Yukon Title Company, Inc. dated April 13, 2015.
- 2. Real property as listed in the attached title commitment from First American Title Insurance Company dated April 17, 2015.
- 3. Real property as listed in the attached title commitment from First American Title Insurance Company dated April 16, 2015.

### Leased

- 3. Option and Lease Agreement between Arctic Energy Transportation, LLC and Fisher's Fuel, Inc., dated September 3, 2011, as amended.
- 4. 3408 International. Commercial Lease between Fairbanks Natural Gas, LLC and Debenham Family Limited Partnership, dated May 10, 2013 as amended.



First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Phn - (907)561-1844 (800)770-0510 Fax - (907)562-0540

### COMMITMENT **FOR TITLE INSURANCE**

### To:

Alaska Industrial Development and Export 813 W Northern Lights Boulevard Anchorage, AK 99503

Attn: Jeff San Juan

Re: Fairbanks Natural Gas, LLC

### FOR QUESTIONS REGARDING THIS COMMITMENT, PLEASE CONTACT:

First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Title Officer: Wesley E. Keller File No: 0209-2432021 Phone No: (907)786-9579 Fax No: (907)562-0540 Email: wkeller@firstam.com

Commitment No.: **0209-2432021**Page 1



First American Title Insurance Company 3035 C Street Anchorage, AK 99503

Phn - (907)561-1844 (800)770-0510 Fax - (907)562-0540

### Anchorage OFFICE FAX (907)562-0540

Title Officer: Wesley E. Keller
Phone (907)786-9579 - Email wkeller@firstam.com

Re: Property Address: 2942 Tria Road, Fairbanks, AK 99709; (Parcel No. 1) 2161, 2155 and 2147 Donald Ave, Fairbanks, AK 99709; 2060 and 2100 Taxiway Ave., Fairbanks, AK 99709; (Parcel No. 2) and 25849 W. Ayrshire Ave., Wasilla, AK 99654 (Parcel No. 3)

### COMMITMENT FOR TITLE INSURANCE

Issued by

### FIRST AMERICAN TITLE INSURANCE COMPANY

Agreement to Issue Policy

We agree to issue a policy to you according to the terms of this Commitment.

When we show the policy amount and your name as the proposed insured in Schedule A, this Commitment becomes effective as of the Commitment Date shown in Schedule A.

If the Requirements shown in this Commitment have not been met within six months after the Commitment Date, our obligation under this Commitment will end. Also, our obligation under this Commitment will end when the Policy is issued and then our obligation to you will be under the Policy.

Our obligation under this Commitment is limited by the following:

The Provisions in Schedule A.

The Requirements in Schedule B-I.

The General Exceptions and Exceptions in Schedule B-II.

The Conditions.

This Commitment is not valid without Schedule A and Section I and II of Schedule B.

First American Title Insurance Company

Wesley E. Keller, Chief Title Officer

Page 2

### **SCHEDULE A**

- 1. Commitment Date: April 16, 2015 at 8:00 A.M.
- 2. Policy or Policies to be issued:

**AMOUNT** 

**PREMIUM** 

### **Fairbanks Recording District**

Short Term Rate

ALTA Ext Owner Policy 1402.06 (2006)-N

Not Disclosed

To Be Determined

Proposed Insured:

Alaska Industrial Development and Export Authority

### **Palmer Recording District**

ALTA Ext Owner Policy 1402.06 (2006)-N

Not Disclosed

To Be

Determined

Proposed Insured:

Alaska Industrial Development and Export Authority

3. (A) The estate or interest in the land described in this Commitment is:

A fee simple.

(B) Title to said estate or interest at the date hereof is vested in:

Fairbanks Natural Gas, LLC, as to Parcel Numbers 1 and 2, and Titan Alaska LNG, LLC, as to Parcel Number 3

4. The land referred to in this Commitment is described as follows:

Parcel Number 1:

Tracts C and D, TANANA LEVEE INDUSTRIAL PARK, according to the official plat thereof, filed under Plat Number 2007-53, Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska.

Parcel Number 2:

Lots 6, 7, 8, 9, 10, and 11, Block 6, METRO INDUSTRIAL AIRPARK, according to the official plat thereof, filed under Plat Number 69-12194, Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska.

Parcel Number 3:

Tract 31B, POINT MACKENZIE DEVELOPMENT SUBDIVISION, TRACTS 31A & 31B, according to the official plat thereof, filed under Plat No. 98-146, Records of the Palmer Recording District, Third Judicial District, State of Alaska.

Page 3

### SCHEDULE B SECTION I

### REQUIREMENTS

The following requirements must be met:

- (A) Pay the agreed amounts for the interest in the land and/or the mortgage to be insured.
- (B) Pay us the premiums, fees and charges for the policy.
- (C) Documents satisfactory to us creating the interest in the land and/or the mortgage to be insured must be signed, delivered and recorded:
- (D) You must tell us in writing the name of anyone not referred to in this Commitment who will get an interest in the land or who will make a loan on the land. We may then make additional requirements or exceptions.
- (E) Releases(s) or Reconveyance(s) of Item(s):
- (F) 1. If any document in the completion of this transaction is to be executed by an attorney-in-fact, the contemplated Power of Attorney form should be submitted for review prior to closing.
  - 2. The State of Alaska, Division of Insurance has issued its Order R92-1. The order in part, requires the immediate billing and collection of the minimum charge for this commitment within 30 days of the first billing. In the event this transaction fails to close, the minimum billing will be the cancellation fee in accordance with our filed rate schedule.

### NOTICE

In 1999, the Alaska Department of Natural Resources began recording maps of claimed rights of way which may have been created under a federal law known as "RS 2477", pursuant to Alaska Statute 19.30.400. Because the maps are imprecise, the exception from coverage shown on Section 2, Part 1, Paragraph 4 has been taken. Questions regarding the State's RS 2477 claims should be directed to the Department of Natural Resources. Public Information Center 550 W. 7th Avenue, Suite 1260, Anchorage, Alaska 99501 (907) 269-8400.

### NOTICE

The attached plat, if any, is furnished as a courtesy only by First American Title Insurance Company, and is not part of any title commitment or policy of title insurance.

The plat is furnished solely for the purpose of assisting in locating the premises and does not purport to show all highways, roads or easements affecting the property. No reliance should be placed upon this plat for location or dimensions of the property and no liability is assumed for the correctness thereof.

Page 4

### SCHEDULE B SECTION II

### **GENERAL EXCEPTIONS**

### **PART ONE:**

- 1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
- 2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
- 3. Easements, claims of easement or encumbrances which are not shown by the public records.
- 4. Rights of the state or federal government and/or the public in and to any portion of the land for right of way as established by Federal Statute RS2477 (whether or not such rights are shown by recordings of maps in the public records by the State of Alaska showing the general location of these rights of way.)
- 5. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
- 6. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
- 7. Any lien, or right to a lien, for services, labor or materials or medical assistance heretofore or hereafter furnished, imposed by law and not shown by the public records.

Page 5

### SCHEDULE B SECTION II

### **EXCEPTIONS**

### **PART TWO:**

Any policy we issue will have the following exceptions unless they are taken care of to our satisfaction.

### THE FOLLOWING AFFECT PARCEL NUMBER 1:

Reservations or exceptions in patents or in acts authorizing the issuance thereof.

Recorded:

March 5, 1969

Recording Information:

Book 226 Page 85

2. Taxes and/or Assessments, if any, due The Fairbanks Northstar Borough.

(NOTE: Information from Northern Property Tax Service to follow under separate cover)

3. An easement reserved in a deed, including the terms and provisions thereof;

Recorded:

December 23, 2005

Recording Information:

Serial Number 2005-028905-0

From:

Tanana River Industrial Area, also known and appearing of

record as TRIA, a partnership

To:

Interior Excavation and Trucking, Inc., an Alaska corporation

For:

Perpetual easement for roadway purposes, 50 feet in width

Affects:

As set forth in said instrument

- 4. Easements as dedicated and shown on the plat of said subdivision. (Copy attached)
- 5. Slope easements as dedicated and reserved on the plat of said subdivision as follows;

"There shall be reserved adjacent to the dedicated streets shown hereon a slope reservation easement sufficient to contain cut and fill slopes of 1.5 feet horizontal for each 1 foot vertical (1.5 to 1) of cut or fill for the purpose of providing and maintaining the lateral support of the constructed streets. There is reserved to the grantors, their successors and assigns, the right to use such areas at any time upon providing and maintaining other adequate lateral support, as approved by the Municipality."

### THE FOLLOWING AFFECT PARCEL NUMBER 2:

Reservations or exceptions in patents or in acts authorizing the issuance thereof.

Recorded:

July 19, 1954

Recording Information:

Book 68 Page 89

7. Taxes and/or Assessments, if any, due The Fairbanks Northstar Borough.

(NOTE: Information from Northern Property Tax Service to follow under separate cover)

Form No. 1068-2 ALTA Plain Language Commitment

8. Right of Way Easement, including the terms and provisions thereof, granted to Golden Valley Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded:

May 17, 1960

Recording Information:

Book 113 Page 307

Affects:

Blanket Easement

9. Right of Way Easement, including the terms and provisions thereof, granted to Golden Valley Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded:

May 29, 1970

Recording Information:

Book 224 Page 179

Affects:

Lot 7, Block 6

- 10. Easements as dedicated and shown on the plat of said subdivision. (Copy attached)
- 11. The effect of the notes which appear on the plat of said subdivision. (Copy attached)
- 12. Right of Way Easement, including the terms and provisions thereof, granted to Golden Valley Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded:

April 28, 1998

Recording Information:

Book 1062 Page 315

Affects:

Portion of Lots 7 and 8, Block 6 as set forth in said instrument

13. Deed of Trust and the terms and conditions thereof.

Grantor/Trustor:

Fairbanks Natural Gas, LLC, an Alaska limited liability company

Grantee/Beneficiary:

Alaska Industrial Development and Export Authority

Trustee:

First American Title Insurance Company

Amount:

\$15,000,000.00 May 19, 2014

Dated:

May 20, 2014

Recorded: Recording Information:

Serial Number 2014-006651-0

Affects:

Parcel Numbers 2 and 3

Form No. 1068-2 Commitment No.: **0209-2432021**ALTA Plain Language Commitment Page 7

### THE FOLLOWING AFFECT PARCEL NUMBER 3:

14. Reservations or exceptions in U.S. Patent or in acts authorizing the issuance thereof.

Recorded: October 22, 1965 in Book 59, Page 209

And Recorded: April 11, 2006 under Serial Number 2006-009213-0

15. Reservations or exceptions in State of Alaska Patent or in acts authorizing the issuance thereof, recorded March 6, 1981 in Book 229 at Page 259.

And amendments thereto,

Recorded: January 22, 1993 Recording Information: Book 704, Page 475

Said patent, among other things, reserves all oil, gas and other minerals together with the privileges, mining and drilling rights and immunities.

Note: Title to the mineral estate, as it pertains to said oil, gas and mineral interests, has not been further searched and no insurance is provided under this policy.

16. Taxes and/or Assessments, if any, due The Matanuska-Susitna Borough.

(NOTE: Information from Northern Property Tax Service to follow under separate cover)

- 17. Rights of the public and/or governmental agencies in and to any portion of the above described real property lying within any roadway or public easement areas.
- 18. The effect of the notes which appear on Amended Plat Number 82-80 and Plat Number 98-146.
- 19. Easements as dedicated and shown on Amended Plat Number 82-80 and Plat Number 98-146.
- 20. Right of Way Easement, including the terms and provisions thereof, granted to Matanuska Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded: July 24, 1985

Recording Information: Book 427 Page 243
Affects: Blanket Easement

21. Right of Way Easement, including the terms and provisions thereof, granted to Matanuska Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded: October 27, 2000

Recording Information: Book 1097 Page 126

Affects: Blanket Easement

22. All matters, including dedications, notes, restrictions and easements shown or disclosed by the Record of Survey, Tract 31B, Point Mackenzie Development Subdivision as shown on Plat No. 2012-31.

- 23. Unrecorded leases or periodic tenancies, if any.
- 24. Questions of survey, right of person(s) in possession, material or labor liens, workmen's compensation liens, any impairment of existing improvements by reason of easements noted herein, and any breach of the restrictions noted herein, disposition of which will be determined by a ALTA/ACSM Land Title Survey and an ALTA LIEN AFFIDAVIT.
  - We require that the ALTA/ACSM Survey be submitted prior to closing for determination of insurability.
- 25. Any Matters arising from the Notes as contained on that certain ALTA/ACSM Survey by Keystone Surveying, dated November 19, 2013 under Job No. 2012-19 / FNG AltaSurvey, denoted as follows:
  - 2. The record description of this parcel does not close mathmatically.
  - 3. This survey uncovered substantial errors in the dimensions of the subject parcel as contained in the plat of the subject parcel, Plat #98-146.
  - 4. This survey uncovered substantial errors in the dimensions of the road right-of-way of Chulitna River to Goose Bay Road as contained in the plat of the parent parcel ASLS 80-111 recorded as Amended Plat #82-80.
  - 5. The errors noted in the above Notes 3 and 4 were resolved by using found original monumentation as shown hereon. Dimensions were prorated from the record to the measured dimensions as found between those found original monuments.
- 26. REQUIREMENT that this company be provided proof of the authority of Daniel W. Britton, President/CEO of Fairbanks Natural Gas, LLC and President of Titan Alaska LNG, LLC to execute Quit Claim Deed recorded October 21, 2013 under Serial Number 2013-022901-0.

### THE FOLLOWING AFFECT ALL PARCELS:

- 27. Any conveyance or encumbrance by Fairbanks Natural Gas, LLC should be executed pursuant to their Operating Agreement , a copy of which should be submitted to this office for inspection.
- 28. Any conveyance or encumbrance by Titan Alaska LNG, LLC should be executed pursuant to their Operating Agreement , a copy of which should be submitted to this office for inspection.
- 29. Any conveyance or encumbrance by Pentex Alaska Natural Gas Company, LLC should be executed pursuant to their Operating Agreement , a copy of which should be submitted to this office for inspection.
- 30. Any conveyance or encumbrance by Alaska Industrial Development and Export Authority, should be executed pursuant to a proper resolution of the shareholders voted on at a duly called meeting of the shareholders in accordance with the By-Laws or other authority of the corporation.
  - Certified copies of the resolution authorizing the conveyance and encumbrances and of the minutes of the meeting of the shareholders and copies of the By-Laws or other authority for such conveyance or encumbrance should be furnished for examination.
  - The resolution should specify the officers authorized to sign on behalf of the corporation.
- 31. This report has been submitted to our underwriter for review and approval. We will inform you of any further exceptions and/or requirements.

Note: Our search of the 'public records' as defined in the Policy of Title Insurance to issue, discloses no matters against Alaska Industrial Development and Export Authority.

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### **END OF SCHEDULE B**

Commitment No.: 0209-2432021 Page 10

### **CONDITIONS**

### 1. **DEFINITIONS**

(a)"Mortgage" means mortgage, deed of trust or other security instrument.

(b)"Public Records" means title records that give constructive notice of matters affecting the title according to the state law where the land is located.

### 2. LATER DEFECTS

The Exceptions in Schedule B - Section II may be amended to show any defects, liens or encumbrances that appear for the first time in the public records or are created or attached between the Commitment Date and the date on which all of the Requirements (a) and (c) of Schedule B - Section I are met. We shall have no liability to you because of this amendment.

#### 3. EXISTING DEFECTS

If any defects, liens or encumbrances existing at Commitment Date are not shown in Schedule B, we may amend Schedule B to show them. If we do amend Schedule B to show these defects, liens or encumbrances, we shall be liable to you according to Paragraph 4 below unless you knew of this information and did not tell us about it in writing.

### 4. LIMITATION OF OUR LIABILITY

Our only obligation is to issue to you the Policy referred to in this Commitment, when you have met its Requirements. If we have any liability to you for any loss you incur because of an error in this Commitment, our liability will be limited to your actual loss caused by your relying on this Commitment when you acted in good faith to:

comply with the Requirements shown in Schedule B - Section I

eliminate with our written consent any Exceptions shown in Schedule B - Section II.

We shall not be liable for more than the Policy Amount shown in Schedule A of this Commitment and our liability is subject to the terms of the Policy form to be issued to you.

### 5. CLAIMS MUST BE BASED ON THIS COMMITMENT

Any claim, whether or not based on negligence, which you may have against us concerning the title to the land must be based on this commitment and is subject to its terms.

Commitment No.: 0209-2432021 Page 11

First American

#### First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Phn - (907)561-1844 (800)770-0510 Fax - (907)562-0540



#### Privacy Information

#### We Are Committed to Safeguarding Customer Information

In order to better serve your needs now and in the future, we may ask you to provide us with certain information. We understand that you may be concerned about what we will do with such information - particularly any personal or financial information. We agree that you have a right to know how we will utilize the personal information you provide to us. Therefore, together with our subsidiaries we have adopted this Privacy Policy to govern the use and handling of your personal information.

This Privacy Policy governs our use of the information that you provide to us. It does not govern the manner in which we may use information we have obtained from any other source, such as information obtained from a public record or from another person or entity. First American has also adopted broader guidelines that govern our use of personal information regardless of its source. First American calls these guidelines its Fair Information Values.

Depending upon which of our services you are utilizing, the types of nonpublic personal information that we may collect include:

- Information we receive from you on applications, forms and in other communications to us, whether in writing, in person, by telephone or any other means;
- Information about your transactions with us, our affiliated companies, or others; and Information we receive from a consumer reporting agency.

### **Use of Information**

Use of Information

We request information from you for our own legitimate business purposes and not for the benefit of any nonaffiliated party. Therefore, we will not release your information to nonaffiliated parties except: (1) as necessary for us to provide the product or service you have requested of us; or (2) as permitted by law. We may, however, store such information indefinitely, including the period after which any customer relationship has ceased. Such information may be used for any internal purpose, such as quality control efforts or customer analysis. We may also provide all of the types of nonpublic personal information listed above to one or more of our affiliated companies. Such affiliated companies include financial service providers, such as title insurers, property and casualty insurers, and trust and investment advisory companies, or companies involved in real estate services, such as appraisal companies, home warranty companies and escrow companies. Furthermore, we may also provide all the information we collect, as described above, to companies that perform marketing services on our behalf, on behalf of our affiliated companies or to other financial institutions with whom we or our affiliated companies have joint marketing agreements.

#### Former Customers

Even if you are no longer our customer, our Privacy Policy will continue to apply to you.

#### Confidentiality and Security

We will use our best efforts to ensure that no unauthorized parties have access to any of your information. We restrict access to nonpublic personal information about you to those individuals and entities who need to know that information to provide products or services to you. We will use our best efforts to train and oversee our employees and agents to ensure that your information will be handled responsibly and in accordance with this Privacy Policy and First American's Fair Information Values. We currently maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

#### Information Obtained Through Our Web Site

First American Financial Corporation is sensitive to privacy issues on the Internet. We believe it is important you know how we treat the information about you we receive on the Internet. In general, you can visit First American or its affiliates' Web sites on the World Wide Web without telling us who you are or revealing any information about yourself. Our Web servers collect the domain names, not the e-mail addresses, of visitors. This information is aggregated to measure the number of visits, average time spent on the site, pages viewed and similar information. First

American uses this information to measure the use of our site and to develop ideas to improve the content of our site.

There are times, however, when we may need information from you, such as your name and email address. When information is needed, we will use our best efforts to let you know at the time of collection how we will use the personal information. Usually, the personal information we collect is used only by us to respond to your inquiry, process an order or allow you to access specific account/profile information. If you choose to share any personal information with us, we will only use it in accordance with the policies outlined above.

### **Business Relationships**

First American Financial Corporation's site and its affiliates' sites may contain links to other Web sites. While we try to link only to sites that share our high standards and respect for privacy, we are not responsible for the content or the privacy practices employed by other sites.

Some of First American's Web sites may make use of "cookie" technology to measure site activity and to customize information to your personal tastes. A cookie is an element of data that a Web site can send to your browser, which may then store the cookie on your hard drive.

FirstAm.com uses stored cookies. The goal of this technology is to better serve you when visiting our site, save you time when you are here and to provide you with a more meaningful and productive Web site experience.

### **Fair Information Values**

Fairness We consider consumer expectations about their privacy in all our businesses. We only offer products and services that assure a favorable balance between consumer benefits and consumer

Public Record We believe that an open public record creates significant value for society, enhances consumer choice and creates consumer opportunity. We actively support an open public record and emphasize its importance and contribution to our economy.

Use We believe we should behave responsibly when we use information about a consumer in our business. We will obey the laws governing the collection, use and dissemination of data.

Accuracy We will take reasonable steps to help assure the accuracy of the data we collect, use and disseminate. Where possible, we will take reasonable steps to correct inaccurate information. When, as with the public record, we cannot correct inaccurate information, we will take all reasonable steps to assist consumers in identifying the source of the erroneous data so that the consumer can secure the required corrections.

Education We endeavor to educate the users of our products and services, our employees and others in our industry about the importance of consumer privacy. We will instruct our employees on our fair information values and on the responsible collection and use of data. We will encourage others in our industry to collect and use information in a responsible manner. Security We will maintain appropriate facilities and systems to protect against unauthorized access to and corruption of the data we maintain.

Form 50-PRIVACY (9/1/10)

Page 1 of 1

Privacy Information (2001-2010 First American Financial Corporation)

# NOTICE!

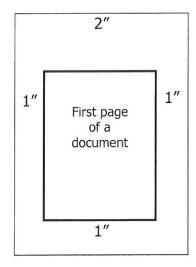
Recording offices in Alaska ARE enforcing margin and font requirements. Failure to comply with the terms of this Notice may result in your transaction being delayed or failing. It is essential that you comply with this notice. First American will not be responsible in any way for the consequences of any delay caused by the failure to comply with these recording requirements.

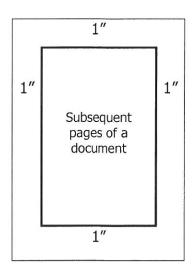
### Margin Requirements:

- First page of a document: Must contain two inches (2") of blank space across the top and one (1") margins on the remainder of first page.
- Additional pages of a document: Must contain one inch (1") margin on top, bottom and sides.

### **Font Requirements:**

- Type size may be no smaller than 10 point font.
- Example: This is 10 point type





There can be no marks or holes of any kind within the margins. This is to include any signature, corporate seals, and/or notary seals. Embosser notary seals will require folding the edge of the document to comply with margin guidelines.

For information on recording requirements, fees or office locations, visit the State Recorder's website at <a href="https://www.recorder.alaska.gov">www.recorder.alaska.gov</a>



### First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Phone: (907)561-1844 / Fax: (907)562-0540

PR: 0209

Ofc: 0209

**Invoice** 

To:

Alaska Industrial Development and Export

813 W Northern Lights Boulevard

Anchorage, AK 99503

**Invoice No.:** 

Date:

April 22, 2015

Our File No.:

0209-2432021

Title Officer:

Wesley E. Keller

**Escrow Officer:** 

Attention:

Jeff San Juan

Your Reference No.:

Fairbanks Natural Gas, LLC

Liability

RE:

Property:

2942 Tria Road, Fairbanks, AK 99709

Owners:

\$ 0.00

Lenders:

0.00

Buyers: Sellers: Alaska Industrial Development and Export Authority Fairbanks Natural Gas, LLC, Titan Alaska LNG, LLC

Description of Charge	Invoice Amount
Service: Minimum Cancellation Fee	\$ 250.00
Invoice Total	\$ 250.00

The charges on this invoice are reflective of the minimum cost of production of the products or services provided and are due and payable within 30 days of the above date. Charges on this invoice may be fully credited towards the final policy premiums upon closing.

Credit may be given if a future Policy is issued on the subject property within 2 years from the date of this invoice.

Comments:

Thank you for your business!

To assure proper credit, please send a copy of this Invoice and Payment to
First American Title Insurance Company
Attn: Accounts Receivable Department

## COMMITMENT FOR TITLE INSURANCE ISSUED BY

### YUKON TITLE COMPANY INC.

Policy Issuing Agent for First American Title Insurance Company
714 Gaffney Road
Fairbanks, AK 99701
(907) 456-3474
Fax (907) 456-3476

ORDER NO. Y87230-CH
RE: Fairbanks Natural Gas, LLC\TBD

TO: Rose & Figura
Attn: Mark Figura
Via Email

### AGREEMENT TO ISSUE POLICY

We agree to issue a policy to you according to the terms of this Commitment. When we show the policy amount and your name as the proposed insured in Schedule A, this Commitment becomes effective as of the Commitment Date shown in Schedule A.

If the Requirements shown in this Commitment have not been met within six months after the Commitment Date, our obligation under this Commitment will end. Also, our obligation under this Commitment will end when the Policy is issued and then our obligation to you will be under the Policy.

Our obligation under this Commitment is limited by the following:

The Provisions in Schedule A.

The Requirements in Schedule B-1.

The General Exceptions and Exceptions in Schedule B-2.

The Conditions.

This Commitment is not valid without SCHEDULE A and Sections 1 and 2 of SCHEDULE B.

Yukon Title Company, Inc.

Crissy K Haman, Title Officer

crissy@yukontitle.com

### **SCHEDULE A**

- 1. Commitment Date: April 13, 2015 at 8:00 A.M.
- 2. Policy or Policies to be issued:

TYPE OF POLICY	AMOUNT	PREMIUM
2006 Owner's Standard Policy ALTA (6/17/2006)	\$1,000.00	\$ 250.00
Proposed Insured: To Be Determined Additional Parcel Fee		\$ 200.00
Credit from File No. Y80720		<\$450.00>

3. A fee simple interest in the land described in this Commitment is owned, at the Commitment Date, by

### Fairbanks Natural Gas, LLC

4. The land referred to in this Commitment is described as follows:

### PARCEL I

Tracts C And D, TANANA LEVEE INDUSTRIAL PARK, according to the plat filed March 28, 2007 as Plat No. 2007-53, Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska.

### PARCEL II

Lots 6, 7, 8, 9, 10 and 11, Block 6, METRO INDUSTRIAL AIRPARK, according to the plat filed December 12, 1969 as Instrument No. 69-12194; Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska.

### Schedule B - Section 2

### **EXCEPTIONS**

Any policy we issue will have the following exceptions unless they are taken care of to our satisfaction.

### PART ONE:

- 1. Taxes or assessments which are not shown as existing liens by the records or any taxing authority that levies taxes or assessments on real property or by the Public Records.
- 2. Any facts, rights, interests, or claims which are not shown by the Public Records but which could be ascertained by an inspection of said land or by making inquiry of person in possession thereof.
- 3. Easements, claims of easements or encumbrances which are not shown by the Public Records,
- 4. Rights of the state or federal government and/or the public in and to any portion of the land for right of way as established by federal statute RS 2477 (whether or not such rights are shown by recordings of maps in the Public Records by the State of Alaska showing the general location of these rights of way).
- 5. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by Public Records.
- 6. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
- 7. Any lien, or right to a lien, for services, labor or materials or medical assistance heretofore or hereafter furnished, imposed by law and not shown by the Public Records.

### PART TWO:

### THE FOLLOWING AFFECT PARCEL I:

- 1. Reservations and exceptions as contained in the U.S. Patent.
- 2. Taxes due the Fairbanks North Star Borough for the year 2015, are a lien, not yet due and payable. First half taxes will be due and payable September 1st, second half of taxes will be due and payable November 2nd.
- 3. Any effect of the notes which appear on the plat of said subdivision.
- 4. Easements as delineated on the plat of said subdivision.
- 5. Deed of Trust, including terms and provisions thereof, to secure an indebtedness:

Amount:

\$15,000,000.00

Trustor:

FAIRBANKS NATURAL GAS, LLC

Trustee:

FIRST AMERICAN TITLE INSURANCE COMPANY

Beneficiary:

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

Dated:

May 19, 2014

Recorded:

May 20, 2014

Instrument No.:

2014-006651-0

(Affects this and other property)

6. Necessity of providing a Letter of Opinion as to the person(s) authorized to sign on behalf of FAIRBANKS NATURAL GAS LLC.

7. TITLE TO VEST IN PERSONS OR ENTITIES NOT YET REVEALED AND WHEN SO VESTED WILL BE SUBJECT TO MATTERS DISCLOSED BY A SEARCH OF THE RECORDS AGAINST THEIR NAME.

NOTE:

Taxes due the Fairbanks North Star Borough for 2014 have been paid in the amount of \$137,259.44.

Parcel No .:

0593832

Land Valuation:

\$232,912

Improvements:

\$8,433,552

Mill Rate:

15.8380%

### THE FOLLOWING AFFECT PARCEL II:

8. Reservations and exceptions as contained in the U.S. Patent.

- Taxes due the Fairbanks North Star Borough for the year 2015, are a lien, not yet due and payable. First half taxes will be due and payable September 1st, second half of taxes will be due and payable November 2nd.
- 10. Right of way easement, including terms and provisions thereof, granted to GOLDEN VALLEY ELECTRIC ASSOCIATION, INC., and their assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument recorded May 17, 1960 in Book 113 at Page 307. (Blanket Easement)
- 11. Right of way easement, including terms and provisions thereof, granted to GOLDEN VALLEY ELECTRIC ASSOCIATION, INC., and their assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument recorded March 15, 1961 in Book 126 at Page 42. (Blanket Easement)
- 12. Any effect of the notes which appear on the plat of said subdivision.
- 13. Easements as delineated on the plat of said subdivision.
- 14. Right of way easement, including terms and provisions thereof, granted to GOLDEN VALLEY ELECTRIC ASSOCIATION, INC., and their assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument recorded May 29, 1970 in Book 244 at Page 179. (Blanket Easement as to Lot 7)
- 15. Right of way easement, including terms and provisions thereof, granted to GOLDEN VALLEY ELECTRIC ASSOCIATION, INC., and their assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument recorded April 28, 1998 in Book 1062 at Page 315. (See instrument for area affected as to Lots 6 and 7)
- 16. Deed of Trust, including terms and provisions thereof, to secure an indebtedness:

Amount:

\$15,000,000.00

Trustor:

FAIRBANKS NATURAL GAS, LLC

Trustee:

FIRST AMERICAN TITLE INSURANCE COMPANY

Beneficiary:

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

Dated: Recorded: May 19, 2014

May 20, 2014

Instrument No.:

2014-006651-0

(Affects this and other property)

- 17. Encroachment of chain link fence and underground gas distribution lines and extent of sump into 20 foot public utilities easement; encroachment of adjoining property owner's fence and encroachment of stop sign; as disclosed by ALTA/ACSM LAND Title Survey dated December 4, 2013 by STUTZMANN ENGINEERING ASSOCIATES, INC.
- 18. Necessity of providing an Attorney's Letter of Opinion as to the person(s) authorized to sign on behalf of FAIRBANKS NATURAL GAS LLC.
- 19. TITLE TO VEST IN PERSONS OR ENTITIES NOT YET REVEALED AND WHEN SO VESTED WILL BE SUBJECT TO MATTERS DISCLOSED BY A SEARCH OF THE RECORDS AGAINST THEIR NAME.

NOTE: Taxe

Taxes due the Fairbanks North Star Borough for 2014 have been paid in the amount of \$56,363.30 as to Lots 6-10, Block 6 of Metro Industrial Airpark.

Parcel No.:

0650360

Land Valuation:

\$310,700

Improvements:

\$3,248,038

Mill Rate:

15.8380%

NOTE:

Taxes due the Fairbanks North Star Borough for 2014 have been paid in the amount of \$972.36 as

to Lot 11, Block 6 of Metro Industrial Airpark.

Parcel No .:

0141054

Land Valuation:

\$61,394

Improvements:

\$0

Mill Rate:

15.8380%

The address of the property per the Fairbanks North Star Borough records:

2942 Tria Road, Fairbanks, AK 99709 as to Tracts C and D of Parcel I

2161 Donald Avenue, Fairbanks, AK 99709 as to Lot 6, Block 6 of Parcel II

2155 Donald Avenue, Fairbanks, AK 99709 as to Lot 7, Block 6 of Parcel II

2147 Donald Avenue, Fairbanks, AK 99709 as to Lot 8, Block 6 of Parcel II

None as to Lot 9, Block 6 of Parcel II

2060 Taxiway Avenue, Fairbanks, AK 99709 as to Lot 10, Block 6 of Parcel II

2100 Taxiway Avenue, Fairbanks, AK 99709 as to Lot 11, Block 6 of Parcel II

Ouestions regarding this Commitment should be directed to, Crissy K Haman, Title Officer

CH/VP

Typed: April 21, 2015

### SCHEDULE B - Section 1

The following requirements must be met:

- (a) Pay the agreed amounts for the interest in the land and/or the mortgage to be insured.
- (b) Pay us the premiums, fees and charges for the policy.
- (c) Documents satisfactory to us creating the interest in the land and/or the mortgage to be insured must be signed, delivered and recorded.
- You must tell us in writing the name of anyone not referred to in this Commitment who will get an interest in the land or who will make a loan on the land. We may then make additional requirements or exceptions.
- (e) Release(s) or Reconveyance(s) of appropriate items.
- (f) 1. If any document in the completion of this transaction is to be executed by an attorney-in-fact, the contemplated Power of Attorney form should be submitted for review prior to closing.
  - 2. The State of Alaska, Division of Insurance has issued its Order R92-1. The order in part, requires the immediate billing and collection of the minimum charge for this commitment within 30 days of the first billing. In the event this transaction fails to close, the minimum billing will be the cancellation fee in accordance with our filed rate schedule.

### **NOTICE**

In 1999, the Alaska Department of Natural Resources began recording maps of claimed rights of way which may have been created under a federal law known as "RS 2477", pursuant to Alaska Statute 19.30.400. Because the maps are imprecise, the exception from coverage shown on Schedule B, Part One, Paragraph 4 has been taken. Questions regarding the State's RS 2477 claims should be directed to the Department of Natural Resources, Public Information Center, 550 W. 7<sup>th</sup> Avenue, Suite 1260, Anchorage, AK 99501-3557, (907) 269-8400.

### CONDITIONS

### 1. DEFINITIONS

(a)"Mortgage means mortgage, deed of trust or other security instrument.

(b)"Public Records" means title records that give constructive notice of matters affecting the title according to the state law where the land is located.

### 2. LATER DEFECTS

The Exceptions in Schedule B-Section II may be amended to show any defects, liens or encumbrances that appear for the first time in the public records or are created or attached between the Commitment Date and the date on which all of the Requirements (a) and (c) of Schedule B-Section I are met. We shall have no liability to you because of this amendment.

### 3. EXISTING DEFECTS

If any defects, liens or encumbrances existing at Commitment Date are not shown in Schedule B, we may amend Schedule B to show them. If we do amend Schedule B to show these defects, liens or encumbrances, we shall be liable to you according to Paragraph 4 below unless you knew of this information and did not tell us about it in writing.

### 4. LIMITATION OF OUR LIABILITY

Our only obligation is to issue to you the Policy referred to in this Commitment, when you have met its Requirements. If we have any liability to you for any loss you incur because of an error in this Commitment, our liability will be limited to your actual loss caused by your relying on this Commitment when you acted in good faith to:

comply with the Requirements shown in Schedule B - Section I

eliminate with our written consent any Exceptions shown in Schedule B - Section II.

We shall not be liable for more than the Policy Amount shown in Schedule A of this Commitment and our liability is subject to the terms of the Policy form to be issued to you.

### 5. CLAIMS MUST BE BASED ON THIS COMMITMENT

Any claim, whether or not based on negligence, which you may have against us concerning the title to the land must be based on this commitment and is subject to its terms.

### YUKON TITLE COMPANY, INC. and THE FIRST AMERICAN CORPORATION

### PRIVACY POLICY

### We Are Committed to Safeguarding Customer Information

In order to better serve your needs now and in the future, we may ask you to provide us with certain information. We understand that you may be concerned about what we will do with such information-particularly any personal or financial information. We agree that you have a right to know how we will utilize the personal information you provide to us. Therefore, together with our underwriter, The First American corporation, we have adopted this Privacy Policy to govern the use and handling of your personal information.

### Applicability

This Privacy Policy governs our use of the information which you provide to us. It does not govern the manner in which we may use information we have obtained from any other source, such as information obtained from a public record or from another person or entity. Yukon Title and First American have also adopted broader guidelines that govern our use of personal information regardless of its source. We call these guidelines our *Fair Information Values*, a copy of which can be found on First American's website at www.firstam.com.

### **Types of Information**

Depending upon which of our services you are utilizing, the types of nonpublic personal information that we may collect include:

- \*Information we receive from you on applications, forms and in other communications to us, whether in writing, in person, by telephone or any other means;
- \*Information about your transactions with us, our affiliated companies, or others; and
- \*Information we receive from a consumer reporting agency.

### **Use of Information**

We request information from you for our own legitimate business purposes and not for the benefit of any nonaffiliated party. Therefore, we will not release your information to nonaffiliated parties except: (1) as necessary for us to provide the product or service you have requested of us; or (2) as permitted by law. We may, however, store such information indefinitely, including the period after which any customer relationship has ceased. Such information may be used for any internal purpose, such as quality control efforts or customer analysis. We may also provide all of the types of nonpublic personal information listed above to one or more of our affiliated companies. Such affiliated companies include financial service providers, such as title insurers, property and casualty insurers, and trust and investment advisory companies, or companies involved in real estate services, such as appraisal companies, home warranty companies, and escrow companies. Furthermore, we may also provide all the information we collect as described above, to companies that perform marketing services on our behalf, on behalf of our affiliated companies, or to other financial institutions which whom we or our affiliated companies have joint marketing agreements.

### Former Customers

Even if you are no longer our customer, our Privacy Policy will continue to apply to you.

### Confidentiality and Security

We will use our best efforts to ensure that no unauthorized parties have access to any of you r information. We restrict access to nonpublic personal information about you to those individuals and entities who need to know that information to provide products or services to you. We will use our best efforts to train and oversee our employees and agents to ensure that your information will be handles responsibly and in accordance with this Privacy Policy and our *Fair Information Values*. We currently maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

Commitment No.: 0209-2310229



First American Title Insurance Company

3035 C Street

Anchorage, AK 99503 Phn - (907)561-1844 (800)770-0510 Fax - (907)562-0540

### 1st AMENDMENT TO COMMITMENT **FOR TITLE INSURANCE**

To:

Rose & Figura 1207 W 8th AVE Anchorage, AK 99501 Attn: Mark Figura

Re: Fairbanks Natural Gas

### FOR QUESTIONS REGARDING THIS COMMITMENT, PLEASE CONTACT:

First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Title Officer: Wesley E. Keller File No: 0209-2310229 Phone No: (907)786-9579 Fax No: (907)562-0540 Email: wkeller@firstam.com



First American Title Insurance Company

3035 C Street

Anchorage, AK 99503 Phn - (907)561-1844

(800)770-0510 Fax - (907)562-0540

**Anchorage OFFICE** FAX (907)562-0540

Title Officer: Wesley E. Keller Phone (907)786-9579 - Email wkeller@firstam.com

Property Address: 25849 W. Ayrshire Avenue, Wasilla, AK 99654 Re:

### COMMITMENT FOR TITLE INSURANCE

Issued by

### FIRST AMERICAN TITLE INSURANCE COMPANY

Agreement to Issue Policy

We agree to issue a policy to you according to the terms of this Commitment.

When we show the policy amount and your name as the proposed insured in Schedule A, this Commitment becomes effective as of the Commitment Date shown in Schedule A.

If the Requirements shown in this Commitment have not been met within six months after the Commitment Date, our obligation under this Commitment will end. Also, our obligation under this Commitment will end when the Policy is issued and then our obligation to you will be under the Policy.

Our obligation under this Commitment is limited by the following:

The Provisions in Schedule A.

The Requirements in Schedule B-I.

The General Exceptions and Exceptions in Schedule B-II.

The Conditions.

This Commitment is not valid without Schedule A and Section I and II of Schedule B.

First American Title Insurance Company

Wesley E. Keller, Senior Commercial Title Officer

Form No. 1068-2 ALTA Plain Language Commitment

**SCHEDULE A** 

1. Commitment Date: April 17, 2015 at 8:00 A.M.

2. Policy or Policies to be issued:

AMOUNT

**PREMIUM** 

ALTA Std Loan Policy 1056.06 (1) (2006)-N

\$ Not Disclosed \$

TBD

Proposed Insured:

Lender To Be Determined, its successors and/or assigns as their interests may appear as defined in the Conditions of this policy.

3. (A) The estate or interest in the land described in this Commitment is:

A fee simple.

(B) Title to said estate or interest at the date hereof is vested in:

Titan Alaska LNG, LLC

4. The land referred to in this Commitment is described as follows:

Tract 31B, POINT MACKENZIE DEVELOPMENT SUBDIVISION, TRACTS 31A & 31B, according to the official plat thereof, filed under Plat No. 98-146, Records of the Palmer Recording District, Third Judicial District, State of Alaska.

Form No. 1068-2 ALTA Plain Language Commitment

> SCHEDULE B SECTION I

### **REQUIREMENTS**

The following requirements must be met:

- (A) Pay the agreed amounts for the interest in the land and/or the mortgage to be insured.
- (B) Pay us the premiums, fees and charges for the policy.
- (C) Documents satisfactory to us creating the interest in the land and/or the mortgage to be insured must be signed, delivered and recorded:
- (D) You must tell us in writing the name of anyone not referred to in this Commitment who will get an interest in the land or who will make a loan on the land. We may then make additional requirements or exceptions.
- (E) Releases(s) or Reconveyance(s) of Item(s):
- (F) 1. If any document in the completion of this transaction is to be executed by an attorney-in-fact, the contemplated Power of Attorney form should be submitted for review prior to closing.
  - 2. The State of Alaska, Division of Insurance has issued its Order R92-1. The order in part, requires the immediate billing and collection of the minimum charge for this commitment within 30 days of the first billing. In the event this transaction fails to close, the minimum billing will be the cancellation fee in accordance with our filed rate schedule.

### NOTICE

In 1999, the Alaska Department of Natural Resources began recording maps of claimed rights of way which may have been created under a federal law known as "RS 2477", pursuant to Alaska Statute 19.30.400. Because the maps are imprecise, the exception from coverage shown on Section 2, Part 1, Paragraph 4 has been taken. Questions regarding the State's RS 2477 claims should be directed to the Department of Natural Resources. Public Information Center 550 W. 7th Avenue, Suite 1260, Anchorage, Alaska 99501 (907) 269-8400.

### NOTICE

The attached plat, if any, is furnished as a courtesy only by First American Title Insurance Company, and is not part of any title commitment or policy of title insurance.

The plat is furnished solely for the purpose of assisting in locating the premises and does not purport to show all highways, roads or easements affecting the property. No reliance should be placed upon this plat for location or dimensions of the property and no liability is assumed for the correctness thereof.

Commitment No.: 0209-2310229

## SCHEDULE B SECTION II

### **GENERAL EXCEPTIONS**

### PART ONE:

- 1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
- 2. Any facts, rights, interests, or claims which are not shown by the public records but which could be ascertained by an inspection of said land or by making inquiry of persons in possession thereof.
- 3. Easements, claims of easement or encumbrances which are not shown by the public records.
- 4. Rights of the state or federal government and/or the public in and to any portion of the land for right of way as established by Federal Statute RS2477 (whether or not such rights are shown by recordings of maps in the public records by the State of Alaska showing the general location of these rights of way.)
- 5. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
- 6. Unpatented mining claims; reservations or exceptions in patents or in Acts authorizing the issuance thereof; water rights, claims or title to water.
- 7. Any lien, or right to a lien, for services, labor or materials or medical assistance heretofore or hereafter furnished, imposed by law and not shown by the public records.

Page 5

# SCHEDULE B SECTION II

### **EXCEPTIONS**

### **PART TWO:**

Any policy we issue will have the following exceptions unless they are taken care of to our satisfaction.

1. Reservations or exceptions in U.S. Patent or in acts authorizing the issuance thereof.

Recorded:

October 22, 1965 in Book 59, Page 209

And Recorded:

April 11, 2006 under Serial Number 2006-009213-0

2. Reservations or exceptions in State of Alaska Patent or in acts authorizing the issuance thereof, recorded March 6, 1981 in Book 229 at Page 259.

And amendments thereto,

Recorded:

January 22, 1993

Recording Information:

Book 704, Page 475

Said patent, among other things, reserves all oil, gas and other minerals together with the privileges, mining and drilling rights and immunities.

Note: Title to the mineral estate, as it pertains to said oil, gas and mineral interests, has not been further searched and no insurance is provided under this policy.

3. Taxes and/or Assessments, if any, due The Matanuska-Susitna Borough.

(NOTE: Information from Northern Property Tax Service to follow under separate cover)

- 4. Rights of the public and/or governmental agencies in and to any portion of the above described real property lying within any roadway or public easement areas.
- 5. The effect of the notes which appear on Amended Plat Number 82-80 and Plat Number 98-146.
- 6. Easements as dedicated and shown on Amended Plat Number 82-80 and Plat Number 98-146.
- 7. Right of Way Easement, including the terms and provisions thereof, granted to Matanuska Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded:

July 24, 1985

Recording Information:

Book 427 Page 243

Affects:

Blanket Easement

Form No. 1068-2 ALTA Plain Language Commitment

FA Plain Language Commitment Page 6

8. Right of Way Easement, including the terms and provisions thereof, granted to Matanuska Electric Association, Inc., and its assigns and/or successors in interest, to construct, operate and maintain an electric transmission and/or telephone distribution line or system by instrument

Recorded: October 27, 2000

Recording Information:

Book 1097 Page 126

Affects:

Blanket Easement

9. All matters, including dedications, notes, restrictions and easements shown or disclosed by the Record of Survey, Tract 31B, Point Mackenzie Development Subdivision as shown on Plat No. 2012-31.

- 10. Unrecorded leases or periodic tenancies, if any.
- 11. Any conveyance or encumbrance by Titan Alaska LNG, LLC should be executed pursuant to their Operating Agreement , a copy of which should be submitted to this office for inspection.
- 12. This report has been submitted to our underwriter for review and approval. We will inform you of any further exceptions and/or requirements.

### **END OF SCHEDULE B**

Commitment No.: 0209-2310229

Page 7

### 1. **DEFINITIONS**

(a)"Mortgage" means mortgage, deed of trust or other security instrument.

(b)"Public Records" means title records that give constructive notice of matters affecting the title according to the state law where the land is located.

CONDITIONS

### 2. LATER DEFECTS

The Exceptions in Schedule B - Section II may be amended to show any defects, liens or encumbrances that appear for the first time in the public records or are created or attached between the Commitment Date and the date on which all of the Requirements (a) and (c) of Schedule B - Section I are met. We shall have no liability to you because of this amendment.

### 3. EXISTING DEFECTS

If any defects, liens or encumbrances existing at Commitment Date are not shown in Schedule B, we may amend Schedule B to show them. If we do amend Schedule B to show these defects, liens or encumbrances, we shall be liable to you according to Paragraph 4 below unless you knew of this information and did not tell us about it in writing.

### 4. LIMITATION OF OUR LIABILITY

Our only obligation is to issue to you the Policy referred to in this Commitment, when you have met its Requirements. If we have any liability to you for any loss you incur because of an error in this Commitment, our liability will be limited to your actual loss caused by your relying on this Commitment when you acted in good faith to:

comply with the Requirements shown in Schedule B - Section I

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eliminate with our written consent any Exceptions shown in Schedule B - Section II.

We shall not be liable for more than the Policy Amount shown in Schedule A of this Commitment and our liability is subject to the terms of the Policy form to be issued to you.

### 5. CLAIMS MUST BE BASED ON THIS COMMITMENT

Any claim, whether or not based on negligence, which you may have against us concerning the title to the land must be based on this commitment and is subject to its terms.

Commitment No.: 0209-2310229 Page 8

First American

First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Phn - (907)561-1844

(800)770-0510

Fax - (907)562-0540



### Privacy Information

### We Are Committed to Safeguarding Customer Information

In order to better serve your needs now and in the future, we may ask you to provide us with certain information. We understand that you may be concerned about what we will do with such information - particularly any personal or financial information. We agree that you have a right to know how we will utilize the personal information you provide to us. Therefore, together with our subsidiaries we have adopted this Privacy Policy to govern the use and handling of your personal information.

### Applicability

Application This Privacy Policy governs our use of the information that you provide to us. It does not govern the manner in which we may use information we have obtained from any other source, such as information obtained from a public record or from another person or entity. First American has also adopted broader guidelines that govern our use of personal information regardless of its source. First American calls these guidelines its Fair Information Values.

Depending upon which of our services you are utilizing, the types of nonpublic personal information that we may collect include:

- Information about your transactions with us, our affiliated companies, or others; and
- Information we receive from a consumer reporting agency.

Information we receive from a consumer reporting agency.

Use of Information

We request information from you for our own legitimate business purposes and not for the benefit of any nonaffiliated party. Therefore, we will not release your information to nonaffiliated parties except: (1) as necessary for us to provide the product or service you have requested of us; or (2) as permitted by law. We may, however, store such information indefinitely, including the period after which any customer relationship has ceased. Such information may be used for any internal purpose, such as quality control efforts or customer analysis. We may also provide all of the types of nonpublic personal information listed above to one or more of our affiliated companies. Such affiliated companies include financial service providers, such as title insurers, property and casualty insurers, and trust and investment advisory companies, or companies involved in real estate services, such as appraisal companies, home warranty companies and escrow companies. Furthermore, we may also provide all the information we collect, as described above, to companies that perform marketing services on our behalf, on behalf of our affiliated companies or to other financial institutions with whom we or our affiliated companies have joint marketing agreements.

### **Former Customers**

Even if you are no longer our customer, our Privacy Policy will continue to apply to you.

### Confidentiality and Security

We will use our best efforts to ensure that no unauthorized parties have access to any of your information. We restrict access to nonpublic personal information about you to those individuals and entities who need to know that information to provide products or services to you. We will use our best efforts to train and oversee our employees and agents to ensure that your information will be handled responsibly and in accordance with this Privacy Policy and First American's Fair Information Values. We currently maintain physical, electronic, and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

### Information Obtained Through Our Web Site

First American Financial Corporation is sensitive to privacy issues on the Internet. We believe it is important you know how we treat the information about you we receive on the Internet. In general, you can visit First American or its affiliates' Web sites on the World Wide Web without telling us who you are or revealing any information about yourself. Our Web servers collect the domain names, not the e-mail addresses, of visitors. This information is aggregated to measure the number of visits, average time spent on the site, pages viewed and similar information. First

American uses this information to measure the use of our site and to develop ideas to improve the content of our site.

There are times, however, when we may need information from you, such as your name and email address. When information is needed, we will use our best efforts to let you know at the time of collection how we will use the personal information. Usually, the personal information we collect is used only by us to respond to your inquiry, process an order or allow you to access specific account/profile information. If you choose to share any personal information with us, we will only use it in accordance with the policies outlined above

First American Financial Corporation's site and its affiliates' sites may contain links to other Web sites. While we try to link only to sites that share our high standards and respect for privacy, we are not responsible for the content or the privacy practices employed by other sites.

Some of First American's Web sites may make use of "cookie" technology to measure site activity and to customize information to your personal tastes. A cookie is an element of data that a Web site

can send to your browser, which may then store the cookie on your hard drive.

FirstAm.com uses stored cookies. The goal of this technology is to better serve you when visiting our site, save you time when you are here and to provide you with a more meaningful and productive Web site experience.

### Fair Information Values

Fairness We consider consumer expectations about their privacy in all our businesses. We only offer products and services that assure a favorable balance between consumer benefits and consumer Public Record We believe that an open public record creates significant value for society, enhances consumer choice and creates consumer opportunity. We actively support an open public record

Use We believe we should behave responsibly when we use information about a consumer in our business. We will obey the laws governing the collection, use and dissemination of data.

Accuracy We will take reasonable steps to help assure the accuracy of the data we collect, use and disseminate. Where possible, we will take reasonable steps to correct inaccurate information. When, as with the public record, we cannot correct inaccurate information, we will take all reasonable steps to assist consumers in identifying the source of the erroneous data so that the consumer can secure the required corrections.

Education We endeavor to educate the users of our products and services, our employees and others in our industry about the importance of consumer privacy. We will instruct our employees on our fair information values and on the responsible collection and use of data. We will encourage others in our industry to collect and use information in a responsible manner.

Security We will maintain appropriate facilities and systems to protect against unauthorized access to and corruption of the data we maintain.

Form 50-PRIVACY (9/1/10)

Privacy Information (2001-2010 First American Financial Corporation)

# NOTICE!

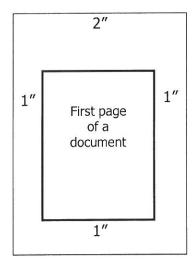
Recording offices in Alaska ARE enforcing margin and font requirements. Failure to comply with the terms of this Notice may result in your transaction being delayed or failing. It is essential that you comply with this notice. First American will not be responsible in any way for the consequences of any delay caused by the failure to comply with these recording requirements.

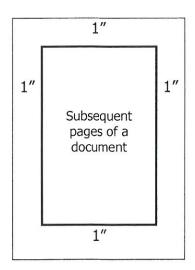
### Margin Requirements:

- First page of a document: Must contain two inches (2") of blank space across the top and one (1") margins on the remainder of first page.
- Additional pages of a document: Must contain one inch (1") margin on top, bottom and sides.

### **Font Requirements:**

- Type size may be no smaller than 10 point font.
- Example: This is 10 point type





There can be no marks or holes of any kind within the margins. This is to include any signature, corporate seals, and/or notary seals. Embosser notary seals will require folding the edge of the document to comply with margin guidelines.

For information on recording requirements, fees or office locations, visit the State Recorder's website at www.recorder.alaska.gov



### First American Title Insurance Company

3035 C Street Anchorage, AK 99503 Phone: (907)561-1844 / Fax: (907)562-0540

PR: 0209

Ofc: 0209

**Invoice** 

To:

Rose & Figura

1207 W 8th AVE

Anchorage, AK 99501

Attention:

Mark Figura

Your Reference No.:

RE:

Property:

25849 W. Ayrshire Avenue, Wasilla, AK 99654

Fairbanks Natural Gas

Liability

Invoice No.:

Our File No.:

Title Officer:

**Escrow Officer:** 

Date:

Owners: \$ 0.00

Lenders: \$ 0.00

August 28, 2014

0209-2310229

Wesley E. Keller

Titan Alaska LNG, LLC

**Buyers:** Sellers:

Description of Charge	Invo	ice Amount
Service: Minimum Cancellation Fee	\$	250.00
Inve	oice Total \$	250.00

The charges on this invoice are reflective of the minimum cost of production of the products or services provided and are due and payable within 30 days of the above date. Charges on this invoice may be fully credited towards the final policy premiums upon closing.

Credit may be given if a future Policy is issued on the subject property within 2 years from the date of this invoice.

Comments:

Thank you for your business!

To assure proper credit, please send a copy of this Invoice and Payment to First American Title Insurance Company Attn: Accounts Receivable Department

### **Personal Property**

See attached list entitled "Schedule of Personal Property - \$50,000 or greater."

### In Service Date

	In Service Date	
Description		\$ Cost
FNG		
Auxilary Equip	03/01/06	151,662.00
SS I - Tank 1	03/01/06	181,995.00
SS I - Tank 2	03/01/06	181,994.00
SS I - Tank 3	03/01/06	181,994.00
SS I - Tank 4	03/01/06	181,994.00
DW Drill JT 2720	05/31/06	165,697.13
SS II Project	03/31/07	3,499,413.91
SS II Project	10/31/07	2,123,513.34
SS II Project	12/31/08	83,627.85
SS I Generator	12/31/08	52,000.00
2012 Dodge Ram	01/25/13	50,382.00
Ford F-550	06/01/13	58,555.72
JT30 DW Drill	07/19/14	273,596.00
FX30 DW Vac Trailer	06/05/15	93,500.00
SS 1 Boilers	09/30/15	287,848.32
55 T Bollets	07/30/10	207,070102
<u>Titan</u>		
Production Equipment		
Turbo Expander	03/01/06	60,000.00
BTB 1	03/01/06	200,000.00
BTB2	03/01/06	200,000.00
Cascade Unit	03/01/06	400,000.00
Heat Exchanger	09/01/09	85,447.70
Fire Eyes - 193 Plant Upgrades	01/01/13	89,664.57
193 Plant Upgrades	01/01/13	134,756.10
General Monitor	12/31/13	87,029.84
BTB Emission upgrade	07/28/14	259,197.57
B1B Emission applicate	0.7.20	
Transportation Equipment		
LNG Trailer - Alloy	03/01/06	180,000.00
LNG Trailer - Alloy	03/01/06	180,000.00
LNG Trailer - Alloy	10/19/06	228,451.53
LNG Trailer - Alloy	10/21/06	228,451.54
LNG Trailer - Alloy	10/23/06	228,457.72
LNG Trailer - Alloy	10/30/06	228,368.09
LNG Trailer - Chart	02/28/10	313,530.15
LNG Trailer - Chart	02/28/10	313,530.17
2013 Kenworth T800	01/01/13	273,622.32
2013 Kenworth T800	01/01/13	273,632.04
LNG Trailer - Heil	06/07/16	343,285.00
LNG Trailer - Heil	10/01/17	369,782.66
LNG Trailer - Heil	10/01/17	369,782.67
LNG Trailer - Heil	10/01/17	369,782.67

Total

\$ 12,984,545.61

### **Clear Title Exceptions**

- 1. All of the encumbrances affecting title to the real property as listed in the title commitment from Yukon Title Company, Inc. dated April 13, 2015, attached to Disclosure Schedule 3.8(a). (For Fairbanks Natural Gas, LLC real property).
- 2. All of the encumbrances affecting title to the real property as listed in the title commitment from First American Title Insurance Company dated April 17, 2015, attached to Disclosure Schedule 3.8(a). (For Titan Alaska LNG, LLC real property).
- 3. All of the encumbrances affecting title to the real property as listed in the title commitment from First American Title Insurance Company date April 16, 2015, attached to Disclosure Schedule 3.8(a). (For Titan and FNG real property).
- 4. Security interest under Commercial Security Agreement, dated May 19, 2014, between Fairbanks Natural Gas, LLC, as Borrower, and the Alaska Industrial Development and Export Authority, as Secured Party.
- 5. Lien and security interest under the Deed of Trust, Security Agreement and Fixture Filing, dated May 19, 2014, made by Fairbanks Natural Gas, LLC, as Trustor, to First American Title Insurance Company, as Trustee, and for the benefit of the Alaska Industrial Development and Export Authority, as Beneficiary.
- 6. Rights and interests under the Assignment of Contracts, Agreements, Licenses and Permits, dated May 19, 2014, by Fairbanks Natural Gas, LLC, as Borrower, and the Alaska Industrial Development and Export Authority, as Lender.
- 7. Security interest created under Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Fairbanks Natural Gas, LLC, dated January 2, 2013, as assigned from Fairbanks Natural Gas, LLC to Titan Alaska LNG, LLC, pursuant to the Assignment and Assumption Agreement, dated September 24, 2013.
- 8. Security interest created under Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Titan Alaska LNG, LLC, dated May 27. 2016.
- 9. Security interest created under Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Titan Alaska LNG, LLC, dated August 25, 2017.
- 10. Security interests affecting title to the personal property listed on the attached "Schedule of Encumbered Personal Property."

Pentex Alaska Natural Gas Company, LLC Schedule of Encumbered Personal Property As of November 18, 2017 Disclosure Schedule 3.08(c)

Personal Property	VIN/ID#	Secured Party
2013 T800 LNG Kenworth Tractor	1XKDDW9X5DR355714	Wells Fargo Equipment Financing
2013 T800 LNG Kenworth Tractor	1XKDDW9X5DR355715	Wells Fargo Equipment Financing
2013 F550 Ford Crew Cab	1FD0W5HT6DEB29763	Wells Fargo Equipment Financing
2015 LNG Transport Heil Trailer	5HTZA5356F7L80725	Wells Fargo Equipment Financing
2017 LNG Transport Heil Trailer	5DDKM5351J1008617	Wells Fargo Equipment Financing
2017 LNG Transport Heil Trailer	5DDKM5353J1008618	Wells Fargo Equipment Financing
2017 LNG Transport Heil Trailer	5DDKM5355J1008619	Wells Fargo Equipment Financing

Encumbered	Projected
Date	Release Date
1/2/2013	1/2/2018
1/2/2013	1/2/2018
5/20/2013	5/28/2018
5/27/2016	6/7/2023
8/25/2017	7/1/2024
8/25/2017	7/1/2024
8/25/2017	7/1/2024

### **Good Condition Exceptions**

1. Following is the list of equipment or aspect of the structures that is not in good condition and repair (ordinary wear and tear excepted):

Asset #	Description	Original Book Value
9-1	Computer	\$1,500
10-1	Computer - Server	\$2,500
38-1	CBSW HandHelds	\$5,335
55-1	Computer	\$1,403
61-1	Laptop Computer	\$1,975
65-1	Computer - SSI	\$818
66-1	Laptop Computer – Engineering	\$3,011
68-1	Computer – SSII	\$1,409
92-1	Computer	\$1,500
94-1	Laptop Computer 2008 - Engineering	\$2,174
101-1	Computer – Accounting	\$981
107-1	Computer	\$587

- Other defects, deficiencies or matters are listed or described in: Physical Inspection Due Diligence Report prepared by HDR/MEI for AIDEA dated May 8, 2015 (for Titan Alaska LNG, LLC), and Physical Inspection Due Diligence Report prepared by HDR/MEI for AIDEA dated May 13, 2015 (for FNG Storage and Regasification Facilities).
- 3. Other defects, deficiencies or matters are listed or described in:
  - "PDC IGU LNG Asset Inspection Report" prepared by CHI Engineering Services, Inc., dated June 9, 2017;
  - "Structural Evaluation of Existing LNG Facility Assets" of "Due Diligence Inspection Report for IGU FINAL" prepared by PDC Inc. Engineers, dated December 2016;
  - "LNG Environmental Health and Safety Program Review" prepared by MWH/Stantec dated March 28, 2017; and
  - "Evaluation: Natural Gas Distribution Assets" of "Due Diligence Inspection Report for IGU FINAL" prepared by Stantec, undated.

### **Contested Accounts Receivable**

None.

### **Material Contracts**

- 1. Option and Lease Agreement between Arctic Energy Transportation, LLC and Fisher's Fuel, Inc., dated September 3, 2011, as amended.
- 2. Firm Transportation Service Agreement between Titan Alaska LNG, LLC and Enstar Natural Gas Company, dated August 28, 2013.
- 3. Natural Gas Sale Agreement between Fairbanks Natural Gas, LLC and CIRI Alaska Tourism Corporation, dated effective as of April 1, 2011, as assigned from Fairbanks Natural Gas, LLC to Titan Alaska LNG, LLC.
- 4. Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Fairbanks Natural Gas, LLC, dated January 2, 2013, as assigned from Fairbanks Natural Gas, LLC to Titan Alaska LNG, LLC, pursuant to the Assignment and Assumption Agreement, dated September 24, 2013.
- 5. Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Fairbanks Natural Gas, LLC, dated May 20. 2013.
- 6. Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Titan Alaska LNG, LLC, dated May 27. 2016.
- 7. Combination Loan and Security Agreement between Wells Fargo Equipment Finance, Inc. and Titan Alaska LNG, LLC, dated August 25, 2017.
- 8. Gas Sale and Purchase Agreement between Titan Alaska LNG, LLC, and Hilcorp Alaska, LLC, dated July 1, 2013.
- 9. Gas Sale and Purchase Agreement between Titan Alaska LNG, LLC and Hilcorp Alaska, LLC (Titan-02), dated August 1, 2017.
- 10. Letter Agreement for Gas Sale and Purchase Agreement Line of Credit and Prepayment Requirement between Titan Alaska LNG, LLC, and Hilcorp Alaska, LLC, dated July 17, 2013.
- 11. 2013 Fuel Service Agreement between Fairbanks Natural Gas, LLC and Fairbanks Memorial Hospital 2013.
- 12. Letter amendment to Large Volume Interruptible Service Agreement pricing between Fairbanks Natural Gas, LLC and Fairbanks Memorial Hospital, dated June 13, 2016.
- 13. Amended Large Volume Interruptible Service Agreement between Fairbanks Natural Gas, LLC and University of Alaska, dated September 1, 2007.
- 14. Letter amendment to Large Volume Interruptible Service Agreement pricing between Fairbanks Natural Gas, LLC and University of Alaska, dated March 7, 2016.

- 15. Letter agreement to move FNSB and FNSBSD to Interruptible Large rate class dated February 8, 2016.
- 16. LNG Transportation Agreement by and between Titan Alaska LNG, LLC and Big State Logistics, Incorporated, dated November 1, 2015.
- 17. LNG Transportation Agreement by and between Titan Alaska LNG, LLC and Sourdough Express, Incorporated, dated March 10, 2015.
- 18. Trailer Interchange Agreement by and between Titan Alaska LNG, LLC and Weaver Bros., Inc., dated March 11, 2015.
- Loan Agreement by and between Fairbanks Natural Gas, LLC and AIDEA, dated May 19, 2014, as amended, and accompanying agreements listed on Disclosure Schedule 3.19, Interested Party Contracts.
- 20. Employment Agreement by and between Fairbanks Natural Gas, LLC and Dan Britton, dated October 17, 2016.
- 21. Deferred Compensation Agreement by and between Fairbanks Natural Gas, LLC and Dan Britton, dated December 11, 2013 as amended.
- 22. Deferred Compensation Agreement by and between Fairbanks Natural Gas, LLC and Dan Britton, dated September 30, 2015.
- 23. Firm LNG Sales and Purchase Agreement between Titan Alaska LNG, LLC and Fairbanks Natural Gas, LLC, dated January 1, 2014.
- 24. Interruptible LNG Transportation Agreement between Titan Alaska LNG, LLC and Fairbanks Natural Gas, LLC, dated January 1, 2014.
- 25. Small Enterprise License Agreement (Small Utility) between Fairbanks Natural Gas, LLC and Environmental Systems Research Institute, Inc., dated July 15, 2015.
- 26. Purchase Order # 13428 from Fairbanks Natural Gas, LLC, dated June 18, 2015, to Geo North Consulting in the amount of approximately \$115,375.
- 27. Utility Agreement, dated June 3, 2015, between Fairbanks Natural Gas, LLC and City of Fairbanks.
- 28. Cost Reimbursement Agreement, dated October 18, 2017, between Fairbanks Natural Gas, LLC, Cassini LNG Storage, LLC, and the Alaska Industrial Development and Export Authority.

### Disclosure Schedule 3.13(b)

### **Material Permits and Licenses**

- 1. Hazardous Materials Certificate of Registration for Registration Year(s) 2016-2019, Reg. No. 062016 552 041YA, issued June 20, 2016 to Titan by the U.S. Department of Transportation.
- 2. Air Quality Control Operating Permit No. AQ0855TVP02 Revision 2 for the Titan Alaska LNG, LLC LNG Plant No. 1, issued by the State of Alaska Department of Environmental Conservation, Revision 2 effective April 25, 2014.
- 3. Operator Identification Number 39092 issued February 5, 2014 by U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration to Titan Alaska LNG.
- 4. Operator ID 99128 issued by U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration to Titan Alaska LNG. Mandatory Land Use Permit No. 170220100401 issued July 21, 2010 by the Matanuska-Susitna Borough Planning and Land Use Department
- 6. Right of Way permits (See attached).
- 7. Sage 50 Premium Accounting software license agreement.
- 8. Continental Utility Solutions, Inc. (CUSI) software license agreement.
- 9. Special Permit U.S. Department of Transportation, Pipeline and Hazardous Materials Safety Administration (PHMSA) docket PHMSA-2013-0181, related to 125,000 barrel liquefied natural gas storage facility at 2942 Tria Road, Fairbanks, Alaska.

### Compliance with Laws

- 1. See compliance matters listed or described in: Physical Inspection Due Diligence Report prepared by HDR/MEI for AIDEA dated May 8, 2015 (for Titan Alaska LNG, LLC) and Physical Inspection Due Diligence Report prepared by HDR/MEI for AIDEA dated May 13, 2015 (for FNG Storage and Regasification Facilities).
- 2. Other compliance matters are listed or described in:
  - "PDC IGU LNG Asset Inspection Report" prepared by CHI Engineering Services, Inc., dated June 9, 2017;
  - "Structural Evaluation of Existing LNG Facility Assets" of "Due Diligence Inspection Report for IGU FINAL" prepared by PDC Inc. Engineers, dated December 2016;

"LNG Environmental Health and Safety Program Review" prepared by MWH/Stantec dated March 28, 2017;

"Evaluation: Natural Gas Distribution Assets" of "Due Diligence Inspection Report for IGU FINAL" prepared by Stantec, undated; and

"Due Diligence Report, Economic and Management Review" prepared by NewGen Strategies & Solutions, dated June 12, 2017.

			tural Gas Permits In R ROW PERMITS STREET NAME	OW As of Novemebr 2017	un vin	- DYILE
City of Fairbanks	16/1995 9/4/1998 9/4/1998	FNG 98-01 FNG 98-01 FNG 98-01	Eagah And ALLEY	Pager to Conned We Distract Chiton and Frontions	8" HOPE	NOTES
	10/5/1908 10/5/1908 10/7/1908	FNG 98-01 FNG 98-01 FNG 98-01	Eaph Ase ALLEY ALLEY ALLEY ALLEY HEAD ASTREET ALLEY Webor St Industrial St Insembonal St North Van Hom Re Sandard Are Sandard Are Sandard Are	Fage to Control Via Clinical Obtain and Frontings Via Min Bull REPVEEN CROSSON AND HETON Control to Sindus HEXON to Zind Ave All	4" HDPE	
	7/10/16/88	FNG 98-02	Wilbur St Industrial St International St	Hitton to 2nd Ave (A) Standard to Tesaro SI	6" HOPE 6" HOPE 2" IA" HOPE 2" HOPE 2" HOPE 2" HOPE 7" HOPE	
			North Van Horn Rd Standard Arre	(Figure 5 and Aug An) Standard to Tesoro St An) All All	2" HOPE 2" HOPE 2" HOPE	
	8/21/19/88 7/28/19/88 8/27/1998	FNG 98-02 FNG 98-03 #1 FNG 98-03 #2	SHELL STREET Proor Rd	Pager in Novemb Ave S STANDARD NORTH TO CUI-06-6AC Easement within Tr C ASLS 80-64 (b) to 21 al-46 (b) to 21 al-46 (c) CONTROLL TO A CONTROLL	E HOPE THOPE E HOPE	
	5/22/1999	FNG 99-01	STEWART STREET LATHROP STREET EAGAN WENUE CROSTON AVENUE	Pager Rd to Kung St CROSTON TO HILTON	6" HOPE	
	5/31/1999	FNG-99-02	EAGAN AVENUE CROSTON AVENUE	EAGAN TO 1971 ANE CONRAD TO LATHROP WILBUR YO STEWART STEWART TO ANNORY		
	5/21/15/00	FNG 99-03	WHEN AVENUE WHEN AVENUE DENAL WAY STEWART STREET COMMES STREET	CONTINUOUS CROSGON TO DENALI WAY		
	5/21/10/09	FNG 99-03	TWENTY-SECOND AVE	COMPLES ST AND WEST COMPLES ST AND WEST		
	5/21/1909	FNG 99-03 No 1 FNG 99-04	21ST AIRE SHOUSTRIAL STREET	KIANA ST TO ADA ST CAMBADUENTI		
	1	N (87, 17, 17)	21ST AVE INDUSTRIAL STREET INTERNATIONAL WAY NOON VAN HOW RE TWENTIETH AVENUE LATHROP STREET	STOWN TO ANALOGY  GROUND TO ANALOGY  MITCHEL TO 19TH  MIT		
	5C1/1999	FNG 99-05 FNG 99-06	LATHROP STREET THIRTIETH AVENUE	VAN HORN TO SUTH LATHROP TO COMIES		
	5/21/1919	FNG 99-07	WILBUR STREET ALLEY THIRTIETH AVENUE SCHACHT STREET	Via Wiltour (Eagan and McCullum) INDISTRIAL TO LATHROP STANDARD TO VAN HORN		NOT INSTALLED
	5/21/1999	FNG 99-08	LILLIAN STREET	19TH TO 16TH AVE		
	1	FNG 99-09	IBM Ave 24th Ave Mercier NINETEENTH AVENUE	Lilian to Pager Coveler to east Jago to morth KIANA ST TO HILL RD	l i	NOT USED
	8/5/1500	FNG 99-10 FNG 99-11	21st Ave 24st Ave	Cowles St to East		NOT INSTALLED
	5/16/2000	FNG 2000-01	Entland III	Cowles St to East Al	-	
		100000000000000000000000000000000000000	21 st Ave End Ave Tumer St Mercset St		4" HOPE 2" HOPE 4" HOPE	
			Tymer St Mercier St Mary Ann St		4" HDPE	
	5/16/2000	FNG 1000-02	Mary Ann SI Eastland SI Grosson Ave		4" HDPE	
			Storat si Genal Way Wen Ave		7" HDPE 2" HDPE 6" HDPE	
	7/17/0000 7/17/0000	FNG 2000-04 FNG 2000-05	24th Ave S Tumer St 27th Ave	Cowles to S Tamer St.  Truth Area to north  Crowles to Sperman's St.  27th Aire to 28th Area	6' HDPE 2' HDPE 4' HDPE	
	B/11/0000	FNG 2000-04	21 st Ave		4" HDPE 2" HDPE 3" HDPE 6" HDPE	
	963000	FNG 2000-07	34th Ave Kran s St S Kobuk St Van Hom Ct	Circulest to Milest 19th Ave to North		NOT INSTALLED
	6/6/(900 9/(5/2000	FNG 2000-08 FNG 2000-09	Van Hom Ct 7	2	2" HDPE 7 9	
	975/2000	FNG 2000-10	7 Xelum St Hiton Ave	7 Lathrop to east Stewart to Lathrop	4" HDPE 6" HDPE	Transferred from DC
	7/25/2001 6/7/2002	2   50110-01-063 FNG 2002-01 FNG 2002-02	Old Steese Hwy	Creange ? 27th to Alley	8"HDPE 7 PHDPE 7"HDPE	
	7/6/3602 7/6/3602 7/7/1002 8/7/2002	FNG 2002-02 FNG 2002-04 FNG 2002-04	Und Ave Denal Way Schable II	Conten to different	2 HDPE	NOT INSTALLED
	m/7/2002	FNG 2002-05	Schiable III 16th Ave Alley	Lathings to FNH externant 15th is 15th Ave Alley (block 16) to west Brock 19 of Richert Sub	4" HOPE 4" HOPE 2" HOPE 2" HOPE	
	7115/0002	FNG 2003-36	30th Ave	Book 1 of Rount Did Chronic May, Chronic May, Externets to Uniform 50. Externets to Uniform 60. Externets to Uniform 60. Coll Stocks for May Division Coll Stocks for May Division Coll Stocks for May Division Coll Stocks for May Division 1 of Stocks Stocks for May Division 1 of Stocks Amy Delevent May Am and Stock Stocks for May Division 1 of Stocks College 10. Orderie (so North 1 of May Division 1 of Stocks 1 of May Division 1 of Ma	2" HDPE 4" HDPE 4" HDPE	
	7/15/1002 8/13/2002	FNG 2003-07	30th Ane Paughes Ane Gwrythry St Barnelle St Timberland Cr	Essenset to University Ave Block 59 Alley to 19th Ave Cold States to New States	4" HDPE 4" HDPE 2" HDPE 2" HDPE 3" HDPE 4" HDPE 4" HDPE 4" HDPE 4" HDPE	
	813,532	FNG 2002 - 09	16th Ave	Stephanie St to Arete Fire bidg Alley to east	P HOPE 4'HOPE 2'HOPE	
	8/23/2002 9/11/2002	FNG 2002-10 FNG 2002-11	A-45 Gérrore SI 1205 Aug	Sametre to West 34th to 23rd Ave Collector to Coules	2" HDPE	
	9/11/0002 6/11/0003	FNG 2002-17 FNG 2003-01	Thos Ave Leasure St Wen Ave Schlable St		1" HOPE 4" HOPE 2" HOPE 2" HOPE	
	G	7402000	Gifam Way Jith Ave	Alley to 20th Getam's East Contes to West Suth to 20th Ave	THOPE	
			20th Ave Speriormank Rocker Old Strees they 15th Ave Salet St Salet St Salet Ave Speriormank 14th Ave 1-Tumer St Sth Ave	Sum to 22cd Ave	7 HDPE 2 HDPE 4 HCPE	
	7/39/0003	FNG 2003-02	15th Ave Stagus Si 18th Ave		PHOPE PHOPE PHOPE	
	9/11/2003	FNG 2003-03	Sperremark 11th Ave 1 Turner St	Alley to Turner	2 HDPE 2 HDPE 4 HDPE	
			20th Ave Rousevell St 18th Ave	Alley to Turner 15th no Allegor Frontage Cowless to asst Lish ave to Marth Lishan to West Van Horn to Marth	Z HOPE Z HOPE Z HOPE	
	6/11/2004	FNG 2004-01	Staddork Derby St A St Craig Are Garaghty St	Van Hom to North	A, HOSE	NOT INSTALLED
	7/14/00/04	(NG 2004-02	Craig Ave Geraphy St		6. HONE 5. HONE 4. HONE	
	7/14/004 6/14/108	FNG 2005-01	Gateway Subd Surremark Subd Surremark Subd		6' 2' HOPE 2' HOPE 2' HOPE	
	84/2005	FNG 2005-02	Gatevo; Budd Barremark Südd BM Jonel-Morgan Bubd Standard Ave Arts Weyfile Grahmen A fill Gateir Ave Soh Ave International Way D Divent Laker south of Barandfil		8' 7 HOPE 7' HOPE 7' HOPE 7' HOPE 8' HOPE 8' HOPE 7' HOPE 7' HOPE	
	80783	71010041	Glader Ave 30th Ave		Z HOPE Z HOPE Z HOPE	
	9/10/1006	FNG 2006-04	D Direct aley south of Baranoff F Street	from Sharnon Park to alley south of Baranoff It lissed to F Street	6' HDPE 6' HDPE 6' HDPE	
	7/18/1907	2007-01	17th Ave		2" HDPE 2" HDPE	
	8/1/2013 7/13/2013 10/1/2013	2013-01 2013-02 2013-03	Statenville Subdivision Hamilton Acces Brandt Subdivision	Baranol and F Streets Brand and Poneer Road	5" HDPE 4" HDPE	
	5/1/3014 8/3/2014 8/10/2014	ENG 7014 D1	Utility Agreement - Cushman St	Utility agreement for relocation if installation of pipe on Cushman	4" HDPE 2" HDPE	
	6/10/2014 6/10/2014 6/10/2014	2014-01 2014-02 2014-02 2014-05 2014-05 2014-05 2014-07 2014-09 2014-10 2014-11 2014-11	Council / Hebb / Narodick Hamilton Acres	2' Gas pee Counted / Head / Narodisk busines South Hirmfann Acres Harmfann Acres Harmfann Acres Harmfann Acres Harmfann Harmfann Harmfann (1901 aprilskus Westgalar / Plannese Good 2 as defined on 2014 aprilskus Harmfann Code 7 as defined on us 2016 busines Barrmann Code 7 as defined on us 2016 business Barrmann Code 7 as defined on us 2016 business	4"HDPE 2"HDPE 2"4"HDPE 2"4"HDPE 2"4"HDPE 2"4"HDPE 2"4"HDPE 2"4"HDPE	
	7/14/2014	2014-05 2014-05	Hamilton Acres Lemets Lemets Westgale / Rivennew Westgale / Rivennew Bearemark Bearemark Bearemark Statemark	Lemeta subdinison buildoul Westgate / Revenue God 1 as defined in 2014 buildoul Westgate / Revenue God 2 as defined in 2014 buildoul	2".4"HDPE 2".4"HDPE 2".4"HDPE	
	7/24/2014 1/24/2014	2014-08 2014-09	Bjøremark Bjøremark	Burremark Cirig 7 as defined in our 2014 buildowl Burremark Gind 8 as defined in our 2014 buildowl Burremark Gind 9 as defined in our 2014 buildowl	2" HDPE	
	124/2014 104/2014 104/2014 104/2014 104/2014 104/2014 104/2014 104/2014	2014-11 2014-12	Bierremark Shannon Park Lemeta North Subdivision Hamilton Acres Westgate / Rovensew	Beremank Cedit as defined in our 20th baselood Joseph Park Dalled Hamilton Avera North of Training Cedit Hamilton Avera North of Training Cedit Hamilton Avera North of Training Cedit Bermank Codit as softward in or 20th baselood Bermank Codit as softward in or 20th baselood Bermank Codit as softward in or 20th baselood Bermank Codit as softward in ordination of "I shape yet a softward in ordination of "On Special Mode Sinter Internets Special and Microslam" "On Special Mode Sinter Internets Special and Microslam	2 4 HDPE 2 4 HDPE 2 6 HDPE 2 HDPE 2 4 HDPE 2 4 HDPE 4 HDPE 4 HDPE 2 HDPE 2 HDPE 2 HDPE	NOT INSTALLED
		2014-14 2014-15 2014-17	Westgate / Riversiew Suezemark	Westpate / Rivernow Gnd 3 as defined in 2014 building! Bierzemark Gnd 4 as defined in our 2014 buildout	2". 4" MOPE 2". 4" MOPE 2" MOPE	
	8/25/2014 8/25/2014 8/25/2014 (0/17/2014	2014-17 2014-19 2014-20	Renak / Washington Bl 30th Avenue Marke Street	2" Gas pages terraughout assignment on 4" Sam page 10th Aire treins at Lathrop and Pager	4" HDPE 2" HDPE	
	5/13/2015 0-12/2015 0/3/2011	2014-20 2015-01 2015-03 FB-15-07	Stateville	Statemate Admir Street/Not Streets Heavilrations	7.4'. 6' HDPE	
	6/3/2015 6/3/2015	2015-03 FB-15-07 3015-04	Staterville Aurora Subdynskin Gushman Street Executive Park Gaffney Ro	Aurora Sybdension buildoo! B' gays and d' soub-ouist in neumection with Cushman St. oilly pringed. Executive Plan buildool: -2" gas goe B' main along Gathrey Rd, and 4" main crossing Gathrey at Noble St.	7'. 4'. 6' HOPE 2'. 4'. 8' HOPE 4', 8' HOPE 2' HOPE 4', 8' HOPE	NOT INSTALLED
	1/21/2017	2017-01 2017-02	Gaffney Rd 6th Avenue 2nd Ave	8' main along Gaffney Rd, and 4' main crossing Gaffney al Mobie SI 8' main from Cushman SI to Noble SI 2' main from the 6' line along Wilbur SI to the Curing Club	8" HDPE 2" HDPE	
OR INC.	3/21/0017					
AK Dept of Trans	7/34/1927 7/24/1927 10/3/1927	2-176100-97-551 2-179100-97-152 3-179100-97-151 AM1 2-170100-97-151 AM2 2-176100-97-151 AM3 2-176100-97-151 AM4	Vyn Hom Rd Peger Rd Ven Hom Rd	Pegei Rd to Cushman 10 Van Horn to Davis Vanicus Cossinosi (11)	8' 6' HDPE 3' HDPE 2' HDPE	NOT INSTALLED
	10.6 1997	2-176100-97-151 AM2 2-176100-97-151 AM2	Peger Rd Van Hom Rd Van Hom Rd Van Hom Rd	region and to Customan su. Van hom to Scientina su. Vanous Consing Carlot (1) Crossing of Moderate (1) Crossing Carlot (1) Crossing Carl	8" 4" HDPE 4" J" HDPE 4" HDPE 4" HDPE 4" HDPE 2" HDPE 2" HDPE	4" NOT INSTALLE
	1640/1997 1040/1997 1040/1997	2-170100-9-151 AMS	Visa Hom Rd	Extra at Books	2" HOPE 4" HOPE	NOT INSTALLED
	10/6/1997	2-176100-97-151 AM7 2-176100-97-151 AM8 2-176100-97-151 AM9 2-176100-97-151 AM9	Van Hom Rd Van Huru Rd	Crossing St. North Star Terminal West Crossing at North Star Terminal West Custaing at North Star Terminal East	LHOSE	NOT INSTALLED NOT INSTALLED NOT INSTALLED NOT INSTALLED
	10/6/1997 4/31/1998 4/6/1998	2-170100-97-151 AM9 2-170100-97-151 AM12 2-179100-97-152 AM1	Vas Hom Rd	Crossing at Lattrop Street	S'HOPE 2'HOPE	
	65/1998 65/1998 65/1996	2-179100-97-152 AM1 2-179100-97-112 AM2 2-179100-97-151 AM10 2-176000-98-050	Peger Rd Peger Rd Van Hom Rd Cairs Rd Van Hom Rd	Essing to Prised III Americal Valving Pub Americal Valving Pub Convention Con	1 3	
	7/16/1998 2/17/16/8	2-176100-97-151 AM11		Exting to Metro, Block 1, Lot 2 Via Connad St Crosson at 3001 Pager Rd	6" HDPE 34" HDPE 6" HDPE 2" HDPE	
	7/22/1968 8/3/1988	2:175710-98-084 3:179100-97-152 AM4 2:179100-97-152 AM3 3:176100-98-078 3:176100-98-095 3:176150-98-072	Peger Rd Peger Rd Peger Rd Van Horn Rd	Exting at North Carwinght Indust Park Vie 19th June	8, HOSE 8, HOSE 9, HOSE 9, HOSE	
	8/25/1998	3 176100-98-085	Van Horn Rd Philips Field Rd Peger Rd	Oines to Pager Rd Valuing Plan Amendment	1	
	8/25/1998 9/2/1998 9/2/1998 9/3/1998	3-179100-97-152 AM5			6" HDPE	
	9/25/1998 9/2/1998 9/2/1998 9/2/1998 10/5/15 10/5/15	2-176100-99-098 2-176100-99-099 3-170000-99-019	Cartwright (Van Horn) Rd Mitchell Expy	Proce to Fifth Timbell St. 1943 Childer St. 1943 Shild Ave.	6" HDPE	
	8/25/1998 9/2/1998 9/2/1998 9/2/1998 9/2/1998 10/5/1998 10/5/1998 10/2/1998 9/26/2009	2-176100-97-152 AM5 2-176100-98-989 3-176000-98-919 3-176921-98-058 3-175910-98-059 2-179100-97-152 AM6	Cartwright (Van Horn) Rd Mischell Evov Almin Rd University Are Pager Rd Van Hom Rd	Coding in Antonia Contenting in State of the Coding in Antonia Coding in State of the Codin	6' HDPE	
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11/30/2017 Page 1 of 2

		PERKIT NUMBER		DEPINING LOCATION		NOTES
AGENCY	19/24/09/02 5/03/1900	3-176100-88-085-AM5 3-180300-01-082-AM2 2-1759-16-98-059-AM1 2-180300-01-082-AM3 3-40425-03-04	STREET NAME  Stehardison Hay Unionship Are Richardison Hay Internation Hay Int	Exting al Wise, Block 1, Lot 1	9, HDbE	
	7/9/2003 1/9/2003 8/13/2003	2-175910-99-059 AM1	University Ave	Longlisch all main extension to 18th Ave Crossing at Mitchell Ave Longlisch all main extension to 18th Ave Refolution	F HDPE 6' HDPE	NOT INSTALLED
	8/13/2003 9/24/2003		190: Ave Philips Field Rd	Relocation Crossing at ARRIC Chena Industrial Lot 12A Crossing Iran Hom at Reace, Black 4, Lot 2A	4. HDAE	100000000000000000000000000000000000000
	9/25/2003 6/15/2004 III 15/2934			Crossing Hom at Reese, Blunk 4, Lot 2A Crossing at Derby St	3/4 HOPE 3/4" HOPE 3/4" HOPE	
	10/18/2004 10/18/2004 11/15/2005 11/15/2005 11/15/2005 8/2/2005	2-150900-04-078 2-176100-97-151 AM22 2-179700-02-043 AM1	Van Hom Bd Són Are Van Hom Bd Ruchardsen Hwy Did Arport Way van Hom Rd Arport Way van Hom Rd Arport Way van Hom Rd Penort Rd	Crossing liberty at Reses, Bloth 4, Lott A Crossing all Delty 3 Bloth at Lot 2104 to 2004 8 Mem Re Extra 12 Service to 915 2 Dit Ave Dat and Cross Van Horn Rd Extra 2 Dit Just 80 (20) Extra 2 970 Cell Arport Way Extra 2 970 Cell Arport Way	3/4, HOSE 3/4, HOSE	
	7/11/2005 8/2/2505	3-176100-05-054 3-180000-01-087-AM4 3-1758/0-00-079-AM5 2-176100-97-151-AM(3)	Richardson Hwy Old Arport Way	Exit to 1201 Audit St (2x) Exit to 4707 Old Arport Way	74, 406E 74, HOSE 74, HOSE	
	WHILEDAY	2-176100-97-151 AM 13 2-175700-05-077 2-150000-04-038 AM 1	Van Nom Rd Arbort Way	Extre 2177 Van Hom Rd Crutsing at Pike's Landriu to FAA bide	9, HOSE 9, HOSE	
	4/19/0000 4/05/0000 ACIDIONS	2-179100-97-152 AM9 0-125720-06-034	Peger Rd Date Rd	Exist to TL-2013. 157/391/Fibis Merklyen to Well Mart  Exist to Elliot Lin. sing King	4"HOPE 6" HDPE	
	4/19/7006 4/25/7006 6/21/7005 6/21/7005 6/21/7006 1/11/7006 7/19/7006 8/14/7006 8/14/7006 8/14/7006	2-150000-04-038 AM1 2-179100-07-152 AM9 4-175120-06-034 3-176115-06-035 2-176100-08-035 AM6 3-189700-06-03 3-175221-06-039 2-175000-06-041	Sheare Rd People Rd Disle Rd Easy Sizeel Van Horn Rd Old Reshardson Hwy Alston Rd Alston Rd Gwist Rd I ian Horn Rd People Rd I ian Horn Rd People Rd	Eas to 2010 Old Anjook Yes,  Eas to 2010 Old Anjook Yes,  Eas 177 Yes for for the East 17A 1986 for the East 1	4"HOPE 6"HOPE 6"HOPE 6"HOPE 6"HOPE 8"HOPE 8"HOPE	
	8729/2006 3117/2006	3-169700-06-037 3-175920-06-038	Clid Richardson Hwy Alston Rd	Longitude at from Somey Dr to 150" west of Lakestew Longitude at crossing Daws Rd	8" HOPE 8" HOPE	
	7/19/1006 8/1/1006	2-17580G-05-041 2-17580G-05-041	Gest Rd	Crossing Seal Rd West of University Located at from Pear to entire leaft in		
	9/1/2006 9/1/2008 9/1/2008	2-174100-91-151 AM 24 2-174100-97-152 AM 10 2-189700-06-037 AM 1 3-020000-06-043	Peger Rd Cld Richardson Hwy	Longitudinal from Van Hom south to ARRC intersection Grossing Old Rich to 620 Old Rich, Tt. 2115, Vencent E Halverson Sub	8" HOPE 8" HOPE 2" HOPE 6" HCPE	
	9/1/2006 9/11/2006	2-176100-97-15	Pager Rd Pager Rd Clid Richardson Hwy Aspect Insustrial Rd Pager Rd Amport Hisudshtal wy	Longitudinal along Amont Industrial Rid. 2" crossing to Brumbaugh Grossing Peper at 17th Ave.	2" HOPE 2" HOPE	
	7/10/2001				PHOPE	
	8/15/2913 8/15/2913 9/16/2013 9/18/2013 16/21/2013	2-177140-13-07 3-177140-13-04 2-175900-13-013 3-17950-13-012 2-176350-13-019	Johansen Danby Bi Gwsc Rd Loftus Rd Phillips Field Road	Crossing near Danby, near the Tran Depot Crossing at Wemiter is access Rand, limith school Wifeca Are Is Cables Rid Geep to Univ. Park and Godiniu. X-no at U-Park Crossing near Dennessy 37 Phoneer Rid	F HOPE F HOPE F HOPE F HOPE	
	9/18/JU13 9/18/JU13	2-175800-13-011 3-175850-13-012	Loftus Rd	Geral to Univ. Park and Kolonius, X-ing at U-Park Consideration new Drawnes III / Drawner Rd	7.6"HOPE	
	5/1/2014	2,42512,14,05	Salaratan Cardon Cardonia	Colouring accompany for Smith Cushman (24th to 27th due)	4"HOPE	
1	4/0/2014	2-170000-14-09	Parks Highway	3' pine citled from Dartmouth Grive to Tolovana Road	8" HOPE	
	4/33/2014 5/13/2014	2-175105-07-152-AM12 2-175515-14-011 3-175850-13-012-AM1	Chena Small Trains Road Leftus Road extension	" tipe along south side from their to Chena Pump Rd " tipe arousing Loftus Road at tillood River Onive	8" HOPE	NOT INSTALLED
	5/20/0014	2-175906-14-014 2-176121-14-015	University Avenue - Airport East Van Horn Road	6" pipe along the Arport East Ramp 6" pipe along S. side of Van Horn, blem Peger and University	6, HELE 9, HOSE	
	4/5/2014 4/16/0014 4/13/2014 5/13/2014 5/13/2014 5/20/0014 6/4/2014 8/13/2014	3 17523 14-010 3 17523 14-010	Parks Highway Peoer Rd and 30th Are Chen Small Trans Road Lattus Road extension Ulanersity Avence - Arport East Van Hom Road Chen a Pung Road Pikr's Landing Road Amort Way	E pipe crossing at Chercy Read and in PUE to Hoseiton	8" HDPE	
	8/5/2014 8/28/2014 9/12/2014 XXXXX/2014	2-170000-14-09 2-176108-97-152-AM12 2-176515-13-017-AM1 2-176505-14-014 2-176505-14-014 2-176505-14-018 3-176513-14-018 3-176505-14-023 3-16010-14-023 3-16010-14-023 3-16010-14-023 3-16010-14-023 3-16010-14-023	Amort Way College Road Brombaugh Axe Arport Way	If your distal than Duttmoch Direc to Talescane Read  From Color Color Color Color Color Color Color Color  From Color Color Color Color Color Color Color  From Color Color Color Color Color Color  From Color Color Color Color  From Color Color Color Color  From Color Color  From Color Color  From Color Color  From C	IF HOPE	NOT INSTALLED
	40A0014	100 424810	Chena Small Yearts	4" pipe crossing Arpon Way at Gregory St 2" gipe along Chena Small Tracts Rd	8' HOPE	
	6/16/2014 8/16/2014 7/16/2014 7/16/2014	LCP #24820 LCP #24923	Pike's Landing Read Airport Way	LCP for 6" pipe on PUE along Pike's Landing Road LCP for 4" pipe crossing Airport Way at Gregory St	1, HDLE 8, HDLE	
		LCP #24859 LCP #21007	Chera Pump Road College Rd and Maryleigh	LCP for 8" pipe crossing at Chena Small Tracts / brans. like LCP for College Road crossing at Maryleigh	8. HOSE	
	8/14/2014 8/75/2014 9/30/2014	LCP #24919 LCP #24920 LCP #24923 LCP #24459 LCP #21007 LCP #25020 LCP #25020 LCP #25020	Chena Small Tracts Pice's Landing Pland Alphort Way Chena Pump Road College Rd and Maryleigh Lotus Road wirension Pager Rd at Toth Ave College Road	If the slong Chena Small Fresh Nd LLCP for the page on PULL above Prink Lundrup Soud LLCP for the page on PULL above Prink Lundrup Soud LLCP for the page on PULL above Prink Lundrup Soud LLCP for Chena Pull above pull Laboration LLCP for Chena Pull above Pull Laboration LLCP for Lundrup Residence LLCP for LLCP	8" HOPE 8" HOPE 4" HOPE 8" HOPE 8" HOPE 2" HOPE 4" HOPE 4" HOPE	NOT INSTALLED
		2-150100-15-038 2-173510-15-034	College Ruad - Hayse to Aurora	8' pipe from Aurora Road to Hayse Avenue	E HOPE	NOT BUTTOUR #0
	5/11/001/ 5/12/0015 5/12/0015 6/25/0015	2-175518-15-034 2-150108-15-037 3-179650-13-012-AM3	Cintege Ruad - Hayse to Aurora Chana Pump / Chana Ridge Rd College Road / Lemeta North Lotius Road extension	8" page dated from Dathmouth Unive to Chen's mage Mil 4" page along College Road from Maryleigh Ave to Harrell St 4" page consulation 6" at schools owns small be first I, and	P HOPE 4' HOPE 4' HOPE	NOT INSTALLED
				LICO his out beach, observable of 2 pair size in man.  If so pair have haven it float to Hayes America  If sope has haven it float to Hayes America  If sope has float to Hayes America  If sope along College Road from Maryleigh Are to Harried  If sope conducted for If a Maryleigh Are to Harried  If sope conducted for If a Maryleigh Are to Maryleigh  If some conducted for If a Maryleigh Are to Maryleigh  If some the Maryleigh If and commonly to If you make on Philips  Finds Id.  If sope to the disconnaise the owner float grows are figurery at 1 and Greet	4" HDPE	
1	\$/7/2015 \$/18/2015	2-176350-96-079 AM4 2-152000-15-064	Philips Field Rd / Chena Landing Steese Highway		6. HOLE	
	6/37/2015 3/34(615	1,0 P #25897 LCP #25913	Latus Road extention Philips Field Rd / Chana Landing	LOP for 4" has extension from Dans. Park Elementary to Brich Laine 4" pair or Chena Lainday Lopa Road connecticulor 0" gai main on Philips Falel Rd. 6" pare lob directional-difficient under Steese Highway at 2md Street 6" page under artifacial tracks and order Univ. Am at Clement 50. 9" page laider artifacial tracks and order Univ. Am at Clement 50. 9" page laider and the Steel 2md Clement 50. 9" page laider gail of thicks Shreet		
1	7/7/(015 6/19/2015 8/04/2015 9/9/2011 9/15/7015	LCP #25913 LCP #25976 5+75906-19-088 2-175808-13-011 AM1 3+75708-11-073	Philips Field Rd / Chena Landing Stress Highway University Avenue Gest Rd lakeoffs (Rebecca/Gr)	6" pipe to be directional-diffed under Steese Highway at 2nd Street 8" page under refroad tracks and under Univ. Ave. at Cameron St.	4" HOPE 6" HOPE 8" HOPE 2" HOPE 8" HOPE	
	9/9/2015 9/15/2015	2-175803-13-011 AM1 3-175700-11-073	Gest Rd lakeoffs (Rebecca/Gr) Arport Way	pope random at Nobecci in and Gradelle SI 5" ope processing at Noble Street	E. HOLE	
E			Noble Street	8" and 4" pipe and 2" and 4" whips installed along Noble St in connection with the AK DOT Noble direct proced upgrade 4" pipe along east tode of U.S. Indiport Way from \$302 to the north end 2" pipe crossing Peger Rd oninecting 2" on 30th Ave to 8" main.	2' 4', E' HDPE	
70	6/11/2017 8/3/2017	AK DOT Notes St 2-175824-17-019 3-175100-92-152 AM10	Ninks Street Old Avent Way Pager Rd and 30th Ave	4" pipe along east side of Old Airport Way from 6302 to the north end 2" pipe crossing Peger Rid characting 2" on 30th Ave to 8" main	2" 4", E" HDPE 6" HDPE 2" HDPE	
Furbanks International Airport	5/71/2014	1414	and the second section of the section of the second section of the section of the second section of the section of th	An almost conclusion and also frequency and all reconstruction of the parties of	N° 110PE	No. of Concession, Name of Street, or other party of the Concession, Name of Street, Name of S
	5/21/0014 6/13/2017	14-15 17-26	University Aire - East Ramp Iven Hom Road Old Arport Way	6" jies along the Arpunt East Ramp 6" pipe along S side of Van Hom, bluet Pager and Urzversky 4" jies along arport side of Arbint Ind Rid	6" HDPE	
Maska Railrand Corp	OR THE	No 7532	Philips Field Rd	Clines to Peger	6" HINFE	reabulu.010 ecto.
	9/1/3001 9/1/3001 9/24/2001	No. 7572 Supp No. 1 No. 7573 Supp No. 2	Philips Field Rd FtRs Reserve Terminal Aport Spur	Chies to Peger Name to Hintes St Hear Peger Md	6" HDPE 6" HDPE 6" HDPE 6" HDPE 4" HDPE 4" HDPE 4" HDPE	
	9/11/2002	No. 7532 Supp No. 3	Old Steene Livengood Ave	Yramor Galle Mome to Otnes	4" HDPE	
			West St.	To Fines To All To Johansen	4" HDPE 34" HDPE 6" HDPE 6" HDPE 2" HDPE 4" HDPE 4" HDPE 4" HDPE 2" HDPE	
	16/1/2003	No. 7532 Supp No. 4	College Rd Philips Field Rd X-mg Mannie St X-mg		3/4" HDPE	
	9/10/0004 9/10/0006 10/8/2006	No 7532 Supp No 5 No 7532 Supp No 6 No 7532 Supp No 7	Menne St X-mg Selb Ave X-mg UAF crossing Amport industrial	UAF Power Plant FIA	4" HDPE 2" HDPE	
				Good Avenue, Well St. Driveway St. Philips Field Rd	4' MDGE	
	9/20/0013 9/20/2013 10/21/2013 7/28/2015	No 7532 Supp No 7 No 7532 Supp No 7 No 7532 Supp No 8 No 7632 Supp No 8 No 7632 Supp No 9	Terminal Reserve Trainor Gate Rd & C Street Johansen and Yrain Depot University Ave ARRC crossing	Connect to 6" line near depot, cross Johansen 5" pipe delled under tracks west of University Avenue	9, HDLE 9, HDLE	
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### **Legal Proceedings**

- 1. Fairbanks Natural Gas, LLC is a party to a proceeding before the Alaska Labor Relations Agency entitled "International Brotherhood of Electrical Workers, Local No. 1547, Petitioner, vs. Fairbanks Natural Gas, Respondent." The case number is ALRA Case No. 17-1700-RC. The case concerns IBEW's efforts to represent certain employees of Fairbanks Natural Gas, LLC. Fairbanks Natural Gas, LLC moved to dismiss the case for lack of jurisdiction, which motion was denied. Fairbanks Natural Gas, LLC filed an administrative appeal to the Anchorage Superior Court. The administrative appeal is case number 3AN-17-08359CI. Briefing on the administrative appeal is currently in progress.
- 2. A contractor's truck hauling LNG to FNG in a trailer owned by Titan was involved in a fatality accident on November 27, 2017 when the truck struck a person who was on the roadway. It is unknown at this time whether any litigation involving Titan or FNG will occur, or whether a claim against Titan or FNG may be made, regarding this accident.

### Disclosure Schedule 3.16(b)

### **Environmental Liabilities**

### A. <u>Environmental Reports provided</u>:

### Titan Alaska LNG, LLC Real Property:

- 1. June 2005, Environmental Site Assessment, Tracts 31A and 31B, Point MacKenzie Development Subdivision, Wasilla, Alaska performed by Travis/Peterson Environmental Consulting, Inc.
- 2. October 13, 2005, Baseline Site Assessment Report, Point MacKenzie Northern Eclipse Liquid Natural Gas Plant Facility, Tracts 31A and 31B, Point MacKenzie Development Subdivision, Wasilla, Alaska, by SECOR International Incorporated.
- 3. October 9, 2007, letter from State of Alaska Dept. of Environmental Conservation to Fairbanks Natural Gas, regarding Engine Oil Spill at the LNG Processing Plant at Ayrshire Road, Big Lake, Spill # 04239900101 and SGS Environmental Services Alaska Division Level II Laboratory Data Report dated June 20, 2007.
- 4. November 2, 2007 letter from Alaska Soil Recycling to State of Alaska Dept. of Environmental Conservation regarding soil disposal.
- 5. September 16, 2009 letter from State of Alaska Dept. of Environmental Conservation to Northern Eclipse, LLC regarding Review of the file for Northern Eclipse LNG Plant Engine Oil Leak, Big Lake, and Request for a Work Plan for Further Site Characterization and Summary of Work Completed to Date.
- 6. August 13, 2010, letter of Stantec Consulting Corporation to State of Alaska Dept. of Environmental Conservation, regarding Letter Report of Soil Characterization Reports.
- 7. December 6, 2010, Soil Remediation Report for Point MacKenzie Liquid Natural Gas Plant Facility ADEC File No.: 2265.38.037, Tracts 31A and 31B, Point MacKenzie Development Subdivision, Wasilla, Alaska, from Stantec Consulting Corporation.
- 8. February 3, 2011, letter of Stantec Consulting Corporation to State of Alaska Dept. of Environmental Conservation, regarding Contaminant Fate and Transport Evaluation SESOIL, Point MacKenzie Liquid Natural Gas Plant Facility, Tracts 31A and 31B, Point MacKenzie Development Subdivision, Wasilla, Alaska.
- 9. February 22, 2011, letter of Stantec Consulting Corporation to State of Alaska Dept. of Environmental Conservation, regarding Transmittal of Soil Remediation Report and Contaminant Fate and Transport Evaluation (SESOIL) Report for Fairbanks Natural Gas Facility, Point MacKenzie Liquid Natural Gas Plant Facility, Tracts 31A and 31B, Point MacKenzie Development Subdivision, Wasilla, Alaska.

- 10. March 14, 2011, letter from State of Alaska Dept. of Environmental Conservation to Fairbanks Natural Gas, regarding Decision Document; Point MacKenzie Northern Eclipse Liquid Natural Gas (LNG) Plant Cleanup Complete with Institutional Controls Determination.
- 11. April 5, 2011, letter from State of Alaska Dept. of Environmental Conservation to Fairbanks Natural Gas, regarding Point MacKenzie Fairbanks Natural Gas Liquid Natural Gas (LNG) Plant Cleanup Complete with Institutional Controls Determination.
- 12. March 3, 2011, letter from State of Alaska Dept. of Environmental Conservation Division of Air Quality to Fairbanks Natural Gas, regarding January 12, 2005 Compliance Order by Consent (COBC) No. 04-288-50-35136 Closure letter, File No. 2265.16.001 For Air Quality Control Permitting concerns.
- 13. April 22, 2011, letter of Alaska National Insurance Company to FNG regarding TEG Air and Bulk Asbestos sampling conducted on April 4, 2011.
- 14. Limited Phase II Environmental Site Assessment, Tract 31B, Point Mackenzie Development Subdivision, Wasilla, Alaska prepared by Shannon & Wilson, Inc., dated June 24, 2015.
- 15. Executive Summary Limited Phase II Environmental Site Assessments, Wasilla and Fairbanks, Alaska prepared by Shannon & Wilson, Inc., dated June 24, 2015.
- 16. September 15, 2015, letter from State of Alaska Dept. of Environmental Conservation to Titan Alaska, LLC regarding Air Quality Full Compliance Evaluation Report for Titan Alaska, LLC, Liquid Natural Gas Plant No. 1, Permit No. AQ0855TVP02 Rev 2, File No. 2265.16.001 Enforcement Tracking No. 2015-R0731-37-0001.

### Fairbanks Natural Gas, LLC Real Property:

- 17. June 23, 1997, Phase I Environmental Site Assessment, Lots 6-11, Block 6, Metro Industrial Airpark, Fairbanks, Alaska prepared by Nortech Environmental & Engineering Consultants.
- 18. May 24, 2006, Phase I Environmental Site Assessment, Tax Lots 2906 and 2912, Township 1S, Range 1W, Section 29, Fairbanks, Alaska prepared by Nortech Environmental Engineering & Industrial Hygiene Consultants.
- 19. January and February 1998, Drinking Water Analysis Reports prepared by Northern Testing Laboratories, Inc.
- 20. January 6, 2011, letter from State of Alaska Dept. of Environmental Conservation to Fairbanks Natural Gas, LLC regarding Cleanup Completion Determination.
- 21. September 3, 2010, letter from Stantec Consulting Corporation to State of Alaska Dept. of Environmental Conservation, regarding Letter Report of Soil Characterization Reports

- for Fairbanks Natural Gas, Lots 6 through 11 of Block 6, Metro Industrial Park, Fairbanks, Alaska.
- 22. February 22, 2011, letter of Stantec Consulting Corporation to USEPA Region 10, regarding Transmittal of Soil Remediation Report for Fairbanks Natural Gas Facility, Fairbanks, Alaska (for septic system removal).
- 23. Certification of RCRA Exempt Status from OIT, Inc. dated September 3, 2010 (for soil remediation).
- 24. Limited Phase II Environmental Site Assessment, Tracts C and D, Tanana Levee Industrial Park, Fairbanks Alaska prepared by Shannon & Wilson, Inc., dated June 24, 2015.
- 25. Executive Summary Limited Phase II Environmental Site Assessments, Wasilla and Fairbanks, Alaska prepared by Shannon & Wilson, Inc., dated June 24, 2015.
- 26. Limited Removal Action, Tracts C and D, Tanana Levee Industrial Park, Fairbanks, Alaska prepared by Shannon & Wilson, Inc., dated September 14, 2015.

### B. <u>Certain matters</u>:

- 1. An estimated 150 gallons of engine lube oil was released beginning in January 2004 from oil pan penetrations covered with gasketed bolted plates on the BTB compressor #2 on the Owned Real Property, which release was reported in July 1, 2005, and for which the environmental reports and materials identified in items A.1-11 (above) relate, including the Cleanup Completion letter (item A.11 above).
- 2. In mid-2013, in connection with selecting appropriate emission control equipment in compliance with the requirements stipulated in Titan's Title V operating permit as well as Subpart ZZZZ (the most current version of the 2010 Reciprocating Internal Combustion Engines (RICE) National Emission Standards of Hazardous Air Pollutants (NESHAP), which final rule had become effective in January 2013), Titan was made aware that the two engines that were permitted under the operating permit as rich-burn actually operate as lean-burn. As a result of this discrepancy, Titan needed a minor modification to its operating permit to retrofit the two engines to operate using a lean-burn configuration, which modification it requested from Alaska Department of Environmental Conservation (ADEC) on September 12, 2013. In recognition that both engines needed to operate during the peak production season (in order that FNG could fulfill its obligations to customers during the peak season), Titan requested an extension for compliance with Subpart ZZZZ by letter dated October 14, 2013. The EPA Region 10 requested additional information on February 3, 2014, which Titan provided on March 7, 2014. On April 4, 2014, the EPA Region 10 denied the compliance extension. Titan objected to the denial and requested reconsideration by letter dated April 22, 2014. The revision to the operating permit was issued by ADEC effective April 25, 2014. On July 2, 2014, Titan informed the EPA Region 10 that the engine conversions and emissions control equipment were completed. In letter dated August 20, 2014, ADEC approved Titan's proposed source test plan, which had been submitted on July 17, 2014. ADEC reiterated

- Titan's non-compliance with certain permit conditions in the Air Quality Full Compliance Evaluation Report, dated September 17, 2015.
- 3. A former garage on the east side of the Owned Real Property burned to the ground in December 2009, which may have resulted in the release of Hazardous Materials that had been stored in such facility, although environmental reports subsequent to the fire have not identified any reportable environmental contamination.
- 4. Diesel range organics concentrations exceeding the most stringent Method Two cleanup levels and residual range organic concentrations exceeding the ADEC maximum allowable concentration were measured in surface samples collected at Tracts C and D, Tanana Levee Industrial Park, Fairbanks, Alaska as part of the Limited Phase II Environmental Site Assessment of the Fairbanks site in 2015. The impacted soil was removed, transported, and disposed, and the excavated areas backfilled with clean imported fill material, as summarized in the Limited Removal Action, Tracts C and D, Tanana Levee Industrial Park, Fairbanks, Alaska prepared by Shannon & Wilson, Inc., dated September 14, 2015.
- 5. Titan received a notice of amendment letter dated August 30, 2017 from the US Department of Transportation Pipeline and Hazardous Materials Safety Administration (PHMSA) regarding amendments to Titan's procedures. Titan submitted its amended procedures on October 5, 2017. October 30, 2017 Titan received a closure letter from PHMSA closing the notice of amendment and thanking Titan for its cooperation.
- 6. Fairbanks Natural Gas (FNG) received a notice of amendment letter dated August 19, 2016 from the US Department of Transportation Pipeline and Hazardous Materials Safety Administration (PHMSA) regarding amendments to FNG's procedures. FNG submitted its amended procedures on September 23, 2016. November 16, 2016 FNG received a closure letter from PHMSA closing the notice of amendment and thanking FNG for its cooperation.
- 7. Fairbanks Natural Gas (FNG) received a warning letter dated August 16, 2016 from the US Department of Transportation Pipeline and Hazardous Materials Safety Administration (PHMSA) regarding probable violations of the Pipeline Safety Regulations. FNG submitted its response on September 29, 2016. December 19, 2016 FNG received an acknowledgement letter from PHMSA stating it had received FNG's response and the contents of the response would be reviewed during subsequent inspections.
- 8. Fairbanks Natural Gas (FNG) received a notice of probable violation and proposed compliance order dated September 16, 2016 from the US Department of Transportation Pipeline and Hazardous Materials Safety Administration (PHMSA) regarding probable violations of the Pipeline Safety Regulations. FNG submitted its response on October 14, 2016. December 07, 2016 FNG received an inadequate response letter from PHMSA stating it had received FNG's response and an item in the response did not adequately address PHMSAs concern. December 19, 2017 FNG received a correction to December 7, 2016 inadequate response letter from PHMSA correcting a transposition of a quoted regulation and also giving FNG the opportunity to respond to the December 7, 2017 inadequate response letter. FNG submitted a response on December 21, 2016 addressing

the item PHMSA addressed as inadequate. May 16, 2017 FNG received an inadequate response letter from PHMSA stating it had received FNG's response and an item in the response continued to not adequately address PHMSAs concern and requires further attention. October 25, 2017 FNG again responded to the inadequate response letter with further refinement. FNG is awaiting a response from PHMSA on its latest response letter dated October 25, 2017.

9. Other matters are listed or described in:

"PDC – IGU LNG Asset Inspection Report" prepared by CHI Engineering Services, Inc., dated June 9, 2017;

"Structural Evaluation of Existing LNG Facility Assets" of "Due Diligence Inspection Report for IGU FINAL" prepared by PDC Inc. Engineers, dated December 2016;

"LNG Environmental Health and Safety Program Review" prepared by MWH/Stantec dated March 28, 2017;

"Evaluation: Natural Gas Distribution Assets" of "Due Diligence Inspection Report for IGU FINAL" prepared by Stantec, undated; and

"Due Diligence Report, Economic and Management Review" prepared by NewGen Strategies & Solutions, dated June 12, 2017.

- 10. Fairbanks Natural Gas received a letter dated November 9, 2017 from the State of Alaska Department of Environmental Conservation. The letter relates to the City of Fairbanks Regional Fire Training Center Burn Pit and alleged contamination by perfluorooctane sulfonate from the use of fire extinguishing foam. The letter requests information from Fairbanks Natural Gas. Fairbanks Natural Gas responded with a letter dated November 20, 2017.
- 11. Titan has reported spills since January 2015 as documented in the attached spill reports and as summarized in the table below:

2015			2016			2017		
	Spills reported	Amount reported		Spills reported	Amount reported		Spills reported	Amount reported
Jan	None		Jan	None		Jan	None	
Feb	None		Feb	Yes	3 Gallons	Feb	None	
Mar	None		Mar	None		Mar	Yes	0.75 Gallons
Apr	Yes	0.5 Gallons	Apr	None		Apr	None	
May	None		May	Yes	3 Gallons	May	None	
Jun	None		Jun	None	***************************************	Jun	None	
Jul	None		Jul	None		Jul	None	
Aug	None		Aug	None	100	Aug	None	
Sep	None		Sep	None		Sep	None	
Oct	Yes	0.5 Quart	Oct	None		Oct	None	
Nov	None		Nov	None		Nov	Yes	~100 Gal.
Dec	None		Dec	None		Dec	None	



# SKA DEPARTMENT OF ENVIRONMENTAL CONSE. MONTHLY OIL SPILL REPORTING LOG

Only for minor spills, solely to land, not to creeks, sewers or storm drains, (see Discharge Reporting requirements, 18 AAC 75,300)

LARGE SPILLS, HAZARDOUS SUBSTANCE SPILLS OR SPILLS AFFECTING WATERWAYS MUST BE

Call the nearest ADEC office for more information; Anchorage: 269-3063 Fairbanks: 451-2121 Juneau: 455-5340 After Hours: 1-800-478-9300

Titan Alaska LNG, LLC 35849 kyrshire Rd. FACILITY ANME AND ADDRESS. Balake Ak 99652 REPORT MONTH/YEAR: James Branch REPORTED BY: 2015 12011

CLEANUP & METHOD PLACE OF DISPOSAL	Passerbet Propose		
WHO	plant personnel		
CAUSE OF SPILL & AREA AFFECTED	Turko al unto		
QTY SPILLED (GALLONS)	9,5		
PRODUCT	N/C		
LOCATION	Titm 87B1		
DATE/TIME OF SPILL	2041		

Rev. 6'2008

# MONTHLY OIL SPILL REPORTING LOG

his for minor spills, solely to land, not to preeks, sewers or storm drains, see Discussige Reporting requirements, 18 p.s.c. 75, 200.

Titar Haska L DG-140

By Lake, AK, 99652 REPORT MONTHMEAR:

2015

October

REPORTED BY

ARGE SPILLS, HAZARDOUS SUBSTANCE SPILLS OR SPILLS AFFECTING WATERWAYS MUST BE

Calline nearest ADEC office for more information; Anchorage: 269-3063 | Fairbanks | 451-2121 | Juneau | 465-5340 | After Hours; 1-800-478-9300

-				
CLEANUP & METHOD / PLACE OF DISPOSAL	Diapers F			
WHO	C. Kery			
CAUSE OF SPILL & AREA AFFECTED	Valve / pressure			
OTY SPILLED (GALLONS)	Laur			
PRODUCT	ő			
LOCATION Rec. C. L.				
SPILL	800			

# SKA DEPARTMENT OF ENVIRONMENTAL CONSE.

Titen Alaska Die. LLC

2584 Ayrshice Rd

LARGE SPILLS, HAZARDOUS SUBSTAN REPORTED IMMEDIATELY.

Call the nearest ADEC office for more informandorage; 269-3063 | Fairbanks 451-21

--- LOCATION

- Thas so DATE/TIME

2-15-16 Back of #I

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		0-478-9300	Sam -	Sant
			Same	James Browch
SPILLED	GALLONS)	CAUSE OF SPILL & AREA AFFECTED	WHO	CLEANUP & METHOD /
Motor Oil	39915	Overpressure of Facility	Facility	Gravel Gos sharted
	)	waste oil Residence	Perconde	op and placed in

Fee la	a		
a SSgalbarrel  With a scyled lid.  The grave will be  Seat to Ecc.	tot & tot		
[ Med Mark			

N. T. H. J. B. SKA DEPARTMENT OF ENVIRONMENTAL CONSE MONTHLY OIL SPILL REPORTING LOG

Only for minor spills, solely to land, not to preeks, sewem or storm drains, (see Discharge Reporting requirements, 18 AAC 75,30c)

LARGE SPILLS. HAZARDOUS SUBSTANCE SPILLS OR SPILLS AFFECTING WATERWAYS MUST BE REPORTED IMMEDIATELY.

Call the nearest ADEC office for more information: Anchorage: 269-3063 Fairbanks: 451-2121 Juneau: 465-5340 After Hours: 1-800-478-9300

RED TESS:	20	25	AR:		0 1 1 Date	the state of the s
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FACILITY AN	tow Al	a Lake	REPORT	ay 2	REP	Prat-1
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CLEANUP & METHOD / PLACE-OF DISPOSAL	502	
IN & M	7	
DEP PLACE-OF DISP	Product should not live.	
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)a,	2008	
WHO RESPONDED	3	
P.E.S	20	
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PILL STEED	3 24	4
AFFE	Show Show	l
CAUSE OF SPILL & AREA AFFECTED	Manayonent value Product should not had	
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YT0	•	
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DATE/TIME OF SPILL 5-10-16	04:30	
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# ALASKA DEPARTMENT OF ENVIRONMENTAL CONSERVATION MONTHLY OIL SPILL REPORTING LOG

Only for spills less than 10 gallons, solely to land, not to creeks, sewers or storm drains. (see Discharge Reporting requirements, 18 AAC 75.300)

SPILLS GREATER THAN 55 GALLONS SOLELY TO LAND OUTSIDE SECONDARY CONTAINMENT, HAZARDOUS SUBSTANCE SPILLS OR SPILLS TO WATER MUST BE REPORTED IMMEDIATELY.

Call the nearest ADEC office for more information: Anchorage: 269-3063 Fairbanks: 451-2121 Juneau; 465-5340

Please submit the completed monthly spill reporting log to the nearest ADEC office:

Anchorage: dec.carspillreport@alaska.gov

Fairbanks: dec narspillreport@alaska gov

Juneau: dec.spar.seregion.spills@alaska.gov

FACILITY NAME AND ADDRESS:

(item Harrie (Alb.) Co.

25849 Arrive (Alb.)

Right Arrive (Alb.)

REPORT MONTHIYEAR:

(March Alb.) AD/7

REPORTED BY: PHONE #:

FAMEL:

EMAIL:

Stanch & titaraliskabus cam

CLEANUP & METHOD / PLACE OF DISPOSAL	area to Spoord
WHO	Scott & Jours
CAUSE OF SPILL & AREA AFFECTED	Spilleden grower Rilled The Recycle comp
QTY SPILLED (GALLONS)	34 gallor
PRODUCT	N.C.
LOCATION	Behad heggle comp # 1
DATE / TIME OF SPILL	3-1-17

From: Dan Britton

To: Juday, Jerry H (LAW)

Subject: Fwd: Titan Alaska LNG (oil spill 122717)

Date: Tuesday, November 28, 2017 12:34:46 PM

Here is the notification of the spill I discussed with you. We where told that a separate report beyond the email is not required, and that this spill is not required to be included on the monthly report as it is already reported.

Let me know if you have any questions.

Dan

----- Forwarded message -----

From: Jim Branch < ibranch@titanalaskalng.com>

Date: Tue, Nov 28, 2017 at 12:19 PM

Subject: Titan Alaska LNG (oil spill 122717)

To: gay.harpole@alaska.gov

Cc: Dan Britton < dwbritton@fngas.com >

Gay,

We had an oil spill yesterday 12-27-2017 from a valve that was cracked open without a plug in it when the oil pump was turned on. From our estimate of what is missing from the tank it is a quantity of approximately 100 gallons. Most of the oil landed on the concrete slab shown in the pictures. I would estimate that 20 to 30 gallons came into contact with the soil. We have scooped up the snow and oil as well as used absorbents to recover the spill. There will be additional pictures coming after the rest of the surface soil has been scraped up. The ground is frozen so I don't believe the oil went down far.

The two trash cans in the picture were what was cleaned up off of the soil. The other drums are from the concrete. I am sure we will collect another drum of snow, oil, and soil today finishing up the soil area. If when the ground thaws more oil shows up on top we will use absorbents to clean it up.

Our plan of disposal is to have ECC dispose of the contaminated soil and oily water that will be generated when the snow and oil melts and separates. We will also be able to give a more accurate account of oil that contacted the soil after separation. The absorbents that were used will be disposed at the nearby waste incinerator on KGB.

I will document and forward the receipts from ECC and the incinerator.

If there is anything else that you would like please let me know.

Jim

### JIM BRANCH

PLANT MANAGER

TITAN ALASKA LNG, LLC

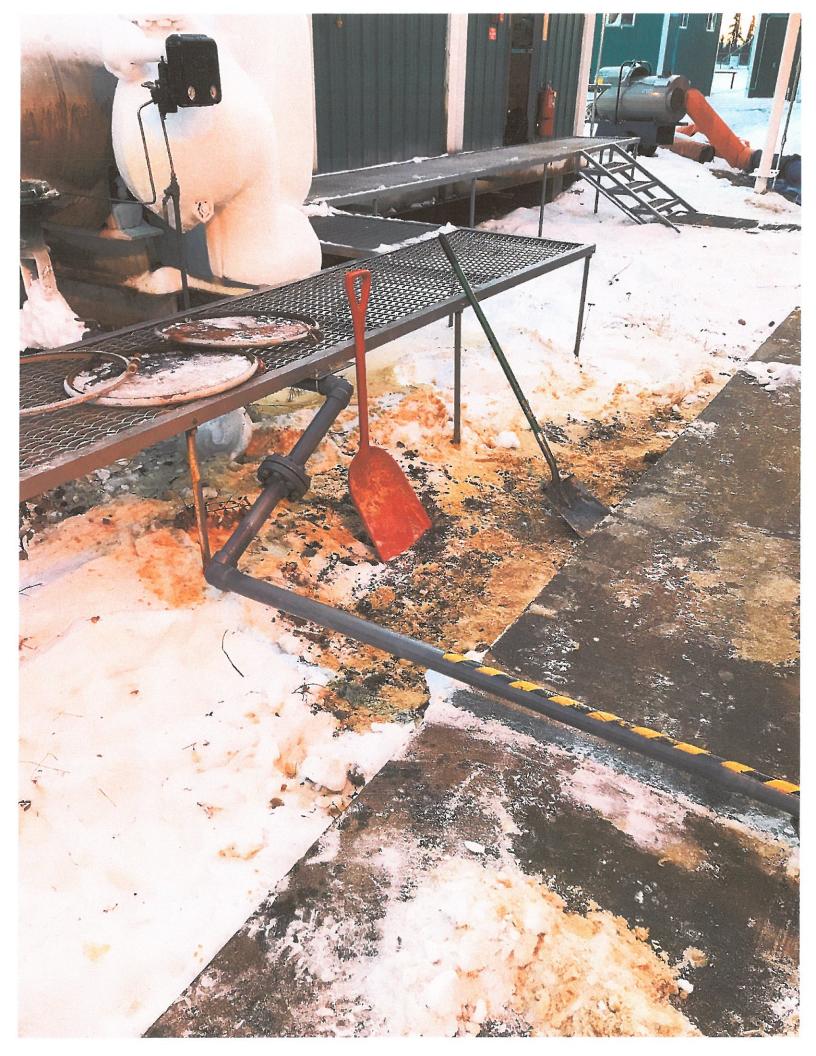


(907) 863-3112 Cell

jbranch@titanalaskalng.com











# Disclosure Schedule 3.16(d)

## **Environmental Contamination**

1. See items listed on Disclosure Schedule 3.16(b).

## Disclosure Schedule 3.16(e)

## **Hazardous Substance Discharges**

1. See items listed on Disclosure Schedule 3.16(b).

# Disclosure Schedule 3.16(f)

# **Underground Storage Tanks**

None.

## Disclosure Schedule 3.17(a)

## **Employee Benefit Plans**

- 1. Health insurance through United Health sponsored by Associated General Contractors.
- 2. Dental and vision insurance through United Health.
- 3. Group life, short-term disability and long-term disability insurance through Unum.
- 4. Fairbanks Natural Gas 401(k) Saving and Retirement Plan.
- 5. Titan Alaska LNG 401(k) Saving and Retirement Plan.
- 6. Deferred Compensation Agreement with Daniel Britton dated December 11, 2013 as amended.
- 7. Deferred Compensation Agreement with Daniel Britton dated September 30, 2015.
- 8. Temporary Work Schedule with Zach Dameron.

## Disclosure Schedule 3.17(b)

## **Proceedings Involving Employees**

1. Fairbanks Natural Gas, LLC is a party to a proceeding before the Alaska Labor Relations Agency entitled "International Brotherhood of Electrical Workers, Local No. 1547, Petitioner, vs. Fairbanks Natural Gas, Respondent." The case number is ALRA Case No. 17-1700-RC. The case concerns IBEW's efforts to represent certain employees of Fairbanks Natural Gas, LLC. Fairbanks Natural Gas, LLC has moved to dismiss the case for lack of jurisdiction, which motion was denied. Fairbanks Natural Gas, LLC filed an administrative appeal to the Anchorage Superior Court. The administrative appeal is case number 3AN-17-08359CI. Briefing on the administrative appeal is currently in progress.

### Disclosure Schedule 3.19

## **Interested Party Contracts**

- 1. Loan Agreement, dated May 19, 2014, between Fairbanks Natural Gas, LLC, as Borrower, and the Alaska Industrial Development and Export Authority, as Lender. The Loan Agreement is expected to be amended in December 2017 to provide additional funds for the construction of an LNG storage facility in Fairbanks. The Loan Agreement is also expected to be amended in December 2017 to extend the maturity date on the line of credit.
- 2. Line of Credit Note, dated May 19, 2014, in the principal amount of \$15 million, made by Fairbanks Natural Gas, LLC payable to the Alaska Industrial Development and Export Authority or to order. The maturity date on the line of credit is expected to be extended in December 2017.
- 3. Commercial Security Agreement, dated May 19, 2014, between Fairbanks Natural Gas, LLC, as Borrower, and the Alaska Industrial Development and Export Authority, as Secured Party.
- 4. Deed of Trust, Security Agreement and Fixture Filing, dated May 19, 2014, made by Fairbanks Natural Gas, LLC, as Trustor, to First American Title Insurance Company, as Trustee, and for the benefit of the Alaska Industrial Development and Export Authority, as Beneficiary.
- 5. Assignment of Contracts, Agreements, Licenses and Permits, dated May 19, 2014, by Fairbanks Natural Gas, LLC, as Borrower, and the Alaska Industrial Development and Export Authority, as Lender.
- 6. Cost Reimbursement Agreement, dated October 18, 2017, between Fairbanks Natural Gas, LLC, Cassini LNG Storage, LLC, and the Alaska Industrial Development and Export Authority.

### Disclosure Schedule 3.21(a)

## **Insurance Coverages**

- 1. Workers Compensation and Employer Liability Insurance, policy number 17C WS 60050, through Alaska National Insurance Company.
- 2. Commercial General Liability Insurance, policy number 17C LS 60050, through Alaska National Insurance Company.
- 3. Liability Insurance, policy number 1000171074-09, through Liberty Mutual Insurance Company.
- 4. Business Automotive Insurance, policy number, 17C AS 60050, through Alaska National Insurance Company.
- 5. Commercial Excess Liability, policy number NHA242019, through RSUI Indemnity Company.

The premiums owed for the insurance policies listed in items 1 and 2 above are based on estimates of payroll or sales for the policy period and are subject to year-end adjustments, either increasing or decreasing the premium owed for such policy period, based on the actual payroll or sales for such policy period.

## Disclosure Schedule 3.21(b)

## **Insurance Claims**

- 1. See attached insurance claim history.
- 2. A contractor's truck hauling LNG to FNG in a trailer owned by Titan was involved in a fatality accident on November 27, 2017 when the truck struck a person who was on the roadway. It is unknown at this time whether a claim may be made against Titan or FNG regarding this accident.

COMPANY INSURANCE

INFORMATION LOSS

REPORT RUN DATE

PAGE TRANSACTIONS THROUGH 11/16/17 11/11/17

REPORT

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 17C-WS-60050 FROM 03/01/17 TO 03/01/18 All Policies

NO CLAIMS FOR THIS STANDARD WORKERS COMP POLICY

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

# Alaska National COMPANY INSURANCE

LOSS

INFORMATION REPORT

11/11/11 REPORT RUN DATE

TRANSACTIONS THROUGH 11/16/17

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 16C-WS-60050 FROM 03/01/16 TO 03/01/17 All Policies

PAGE

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

LINE 160: State Act Workers Compensation

SS PE	IND MED ALAE	TAI,
CLASS ADJ HIRED	7502 KXL 1/23/13	Ĭ
PART NATURE CAUSE	34 56	
CLAIMANT NAME INCIDENT RESULT	picked up end of a drag umbilical hernia	,
ACC DATE CLAIM NO STATUS	18/16 103-00 sed TL	

INCURRED

OUTSTANDING

PAID

14,120.00 32,671.46 1,148.00 47,939.46

0000 000

14,120.00 32,671.46 1,148.00 47,939.46

472.76 8.00 480.76

7502 MED AZA ALAE 01/01/16 TOTAL

96,100.00 104,300.00 12,000.00 212,400.00

32,950.46 34,905.94 3,237.77 71,094.17

63,149.54 69,394.06 8,762.23 141,305.83

IND MED ALAE TOTAL

7502 1 KXL N

023 220 023 220

Employee tripped and twisted his ankle and knee strain to right ankle and knee

10/02/16 HG620-00 Closed MO

472.76 8.00 480.76

110,220.00 137,444.22 13,156.00 260,820.22

32,950.46 34,905.94 3,237.77 71,094.17

77,269.54 102,538.28 9,918.23 189,726.05

IND MED ALAE TOTAL

rs Compensation
Workers
Act
State
160:
LINE
TOTAL

lifting injury strain to right forearm

11/04/16 HH626-00 Open TL

INSURANCE COMPANY

INFORMATION LOSS

11/11/11 REPORT RUN DATE

PAGE

TRANSACTIONS THROUGH 11/16/17

REPORT

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 16C-WS-60050 FROM 03/01/16 TO 03/01/17 All Policies

# POLICY SUMMARY

n	TL Open TL Closed Total	MO Open MO Closed Total	3 Total
aim	H H Q	044	m
Totals_by_Type_of_Claim	Time Loss Claims	Medical Only Claims	All Claims

INCURRED	10.22	6.971.4	13.148.0	339.	472.76	0		10,22	7,444.2	3,156	S
OUTSTANDING	2,950.4	,905.9	3,237.7	,094.	00.00	0.00	00.00	2,950.4	,905.9	3	,094.1
PAID	7,269.5	,065.5	S	,245.2	7.	8.00	7.	77,269.5	2,538.2	,918	6.0
LOSS	IND	MED	ALAE	TOTAL	MED	ALAE	TOTAL	IND	MED	ALAE	TOTAL

INSURANCE COMPANY

INFORMATION REPORT LOSS

11/11/11 REPORT RUN DATE

TRANSACTIONS THROUGH 11/16/17

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 15C-WS-60050 FROM 03/01/15 TO 03/01/16 All Policies

PAGE

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

LINE 160: State Act Workers Compensation

PART NATURE CAUSE	36 40 12 04
	laceration
CLAIMANT NAME INCIDENT RESULT	left index fi 19 sutures
ACC DATE CLAIM NO STATUS	

TOTAL LINE 160: State Act Workers Compensation

Slipped and fell on ice fracture to the left ribs.

01/11/16 GW994-00 Closed MO

INCURRED	7,773.00	297.38	1,734.23	1,876.92	7,773.00	6,335.62	14,548.69
OUTSTANDING	00.0	00.00	00.00	00.0	00.00	00.00	00.0
PAID	7,773.00	12,671.77	1,734.23	1,876.92	7,773.00	440.07	14,548.69
LOSS LOSS	Z IND MED	/ 13 ALAE TOTAL	7502 MED AZA ALAE	/15 TOTAL	IND	ALAE	TOLAT
CLASS E ADJ HIRED	7502 KXL	7.40	AZA AZA	10/10			

2 2 3 3 3 2 8 2

COMPANY INSURANCE

LOSS REPORT

REPORT RUN DATE 11/17/17

TRANSACTIONS THROUGH 11/16/17

PAGE

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: POLICY N FROM 03/ All Poli

# POLICY SUMMA

E	TL Closed Tctal	MO Open MO Closed Total	2 Total
claim	014	0 H H	N
<u> Totals_by_Type_of_C</u>	Time Loss Claims	Medical Only Claims	All Claims

CCCONI: Fairbanks Natu: DLICY NO: 15C-WS-60050 ROM 03/01/15 TO 03/01/16 Ll Policies	rairbanks 15C-WS-60C 15 TO 03/C s	Natural 050 01/16	Gas,	LLC	
<u> </u>					

by_Type_of_Claim	m_ie-	LOSS	DATD	CNICINGESTIO	GGGTTONT
Loss Claims	0 TL Open	IND	7.773.00		7 772 00
	1 TL Closed	MED	4,601.39	00.0	4.601.39
	1 Total	ALAE	297.38	0.00	297.38
		TOTAL	12,671.77	0.00	12,671.77
al Only Claims	0 MO Open	MED	1 734 23	0	כר גבר ר
	1 MO Closed	ALAE	142.69	00.0	147.43
	l Total	TOTAL	1,876.92	00.00	1,876.92
laims	2 Total	IND	7,773.00	0.00	7.773.00
		MED	6,335.62	00.00	6,335,62
		ALAE	440.07	00.00	440.07
		TOTAL	14,548.69	00.00	14,548.69

INSURANCE COMPANY

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

INFORMATION REPORT LOSS

REPORT RUN DATE

11/11/11

PAGE

TRANSACTIONS THROUGH 11/16/17

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 17C-AS-60050 FROM 03/01/17 TO 03/01/18 All Policies

NO CLAIMS FOR THIS STANDARD COMMERCIAL AUTO POLICY

INSURANCE COMPANY

INFORMATION REPORT **LOSS** 

11/17/17 REPORT RUN DATE TRANSACTIONS THROUGH 11/16/17

PAGE

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 16C-AS-60050 FROM 03/01/16 TO 03/01/17 All Policies

NO CLAIMS FOR THIS STANDARD COMMERCIAL AUTO POLICY

INSURANCE COMPANY

INFORMATION REPORT LOSS

11/11/11 REPORT RUN DATE TRANSACTIONS THROUGH 11/16/17

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 15C-AS-60050 FROM 03/01/15 TO 03/01/16 All Policies

NO CLAIMS FOR THIS STANDARD COMMERCIAL AUTO POLICY

INSURANCE COMPANY

INFORMATION REPORT **FOSS** 

11/17/17 REPORT RUN DATE TRANSACTIONS THROUGH 11/16/17

PAGE

FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 17C-LS-60050 FROM 03/01/17 TO 03/01/18 All Policies

NO CLAIMS FOR THIS STANDARD LIABILITY POLICY

INSURANCE COMPANY

INFORMATION REPORT **LOSS** 

REPORT RUN DATE

11/17/17

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FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 16C-LS-60050 FROM 03/01/16 TO 03/01/17 All Policies

NO CLAIMS FOR THIS STANDARD LIABILITY POLICY

INSURANCE COMPANY

INFORMATION REPORT LOSS

REPORT RUN DATE

11/17/17

TRANSACTIONS THROUGH 11/16/17

PAGE

ALASKA RAILROAD CORPORATION P.O. Box 103515 Anchorage, AK 99515

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 15H-LS-60050 FROM 08/15/15 TO 11/15/15 All Policies

NO CLAIMS FOR THIS STANDARD LIABILITY POLICY

INSURANCE COMPANY

# LOSS INFORMATION REPORT

REPORT RUN DATE

TRANSACTIONS THROUGH 11/16/17

11/17/17

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FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

LINE 171: Other Liability - Occurrence

				citizen's home	
CLAIMANT NAME	NCIDENT	JLT	&, Ryota Kajita	drill resulting in flooding in c	
	CLAIM NO INC	STATUS RESULT	09/16/15 Mih		Closed PD

TOTAL LINE 171: Other Liability - Occurrence

LLC			
Gas,			
Fairbanks Natural	15C-LS-60050	/15 TO 03/01/16	80
ACCOUNT:	POLICY NO:	FROM 03/01/	All Policie

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INCURRED	39,598.61	39,598.61	00.0	39,598.61
OUTSTANDING	00.0	00.00	00.0	00.00
PAID	39,598.61	39,598.61	0.00	39,598,61
LOSS	LOSS	LOSS	ALAE	TOTAL
ADJ	FJL			

INSURANCE COMPANY

LOSS INFORMATION REPORT

REPORT RUN DATE 11/17/17

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FAIRBANKS NATURAL GAS, LLC 3408 International Way Fairbanks, AK 99701

ACCOUNT: Fairbanks Natural Gas, LLC POLICY NO: 15C-LS-60050 FROM 03/01/15 TO 03/01/16 All Policies

POLICY SUMMARY

Totals\_by\_Type\_of\_Claim

Open Claims 0 Closed Claims 1 All Claims 1 Total

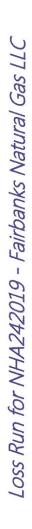
INCURRED	39,598.61	0	39,598.61
OUTSTANDING	00.00	00.00	00.0
PAID	39,598.61		39,598.61
LOSS TYPE	LOSS	ALAE	TOTAL





Policy Limit	\$10,000,000	Policy No: NHA242019 0	Term: 3/1/2017 - 3/1/2018	Underwriter: Claim Prof	Tyre, Sheril
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA239704 0	Term: 3/1/2016 - 3/1/2017	Underwriter: Claim Prof:	Tyre, Sheril
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA2373510	Term: 3/1/2015 - 3/1/2016	Underwriter: Claim Prof;	Tyre, Sheril N/a
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA234942 0	Term: 3/1/2014 - 3/1/2015	Underwriter: Claim Prof;	Tyre, Sheril N/a
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA232405 0	Term: 3/1/2013 - 3/1/2014	Underwriter: Claim Prof:	Tyre, Sheril N/a
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA229920 0	Term: 3/1/2012 - 3/1/2013	Underwriter: Claim Prof:	Tyre, Sheril N/a
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA227620 0	Term: 3/1/2011 - 3/1/2012	Underwriter: Claim Prof:	Tyre, Sheril
	No claims exist for this policy year.				
Insured Name: Policy Limit:	Fairbanks Natural Gas LLC \$10,000,000	Policy No: NHA225535 0	Term: 3/1/2010 - 3/1/2011	Underwriter: Claim Prof:	Tyre, Sheril N/a
	No claims exist for this policy year.				

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704	זוורמוובח	\$0.00	\$0.00	\$0.00
Doconia	עבאבו אב	\$0.00	\$0.00	\$0.00
Died	Laid	\$0.00	\$0.00	\$0.00
Total Gross Inclured	יסימו סיסט דווכתוו כמ	Indemnity	Expense	Total

RSUI Group, Inc.

CLMSRS001E-3; 11/20/2017 2:17 PM



FAIRBANKS NATURAL GAS, LLC Insured Name(s): 1000191074-08, 1000191074-09, 3LA767179001, 3LA767179002, 3LA767179003, 3LA767179004, 3LA767179005, 3LA767179006, 3LA767179007 Policy No(s):

01-Mar-2009 to 01-Mar-2018 Policy Period:

27-Nov-2017 Transaction Date:

Inception Year: 2009

									Total Paid	pi
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	% OIT	LIU % Currency	Gross	Net
3LENE000143437	FAIRBANKS NATURAL GAS, LLC	FAIRBANKS NATURAL GAS - FIRE	01-Mar-2009	01-Mar-2009 17-Dec-2009 18-Dec-2009 CLOSED	18-Dec-2009	CLOSED	100.0000	OSD	919,692	919,692
									919,692	919,692
Inception Year: 2010	2010									
									Total Paid	[q
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	% nI7	LIU % Currency	Gross	Net
NO CLAIMS REPORTED									0	0
									0	0
Inception Year: 2011	2011									
									Total Paid	p
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	"II %	LIU % Currency	Gross	Net

Inception Year: 2012

NO CLAIMS REPORTED

									Tota	Total Paid
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	"III	LIU % Currency	Gross	Net
NO CLAIMS REPORTED									0	

0

0

0

0 0

									Ţ	Total Paid	
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	"LIU %	Currency	Gross	Net	
NO CLAIMS REPORTED										0	0
										0	0
Inception Year: 2014	ır: 2014										
									1	Total Paid	
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	"LIU %	Currency	Gross	Net	
NO CLAIMS REPORTED										0	0
										0	0
Inception Year: 2015	ır: 2015										
									I	Total Paid	
Claim No	Claimant	Claim Description	Inception	Loss Date	Reported Date	Status	"IIN %	Currency	Gross	Net	
NO CLAIMS REPORTED										0	0
										0	0
Inception Year: 2016	ır: 2016										
									T	Total Paid	
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	"IIN %	Currency	Gross	Net	
NO CLAIMS REPORTED										0	0
										0	0
Inception Year: 2017	ır: 2017										
									Ī	Total Paid	
Claim No	Claimant	Claim Description	Inception Date	Loss Date	Reported Date	Status	"IIN %	Currency	Gross	Net	
NO CLAIMS REPORTED										0	0
										0	0
Grand Total									919,692		919,692

Inception Year: 2013

## **Disclosure Schedule 3.22**

## **Absence of Changes**

None.