



October 5, 2018

Sarah Henderson
Oregon Water Resources Department
725 Summer Street NE, Suite A
Salem, Oregon 97301

RE: Application for an Instream Lease of Certificate 87427

Dear Sarah:

On behalf of the water right holder, please find enclosed an Application for an Instream Lease of Certificate 87427 accompanied by a check in the amount of \$350 for payment of the required application filing fee.

If you have any questions regarding the enclosed application, you can reach me at 971-200-8509. Please copy both me and Brian Brazil with International Paper on any correspondence regarding this application; our contact information is provided below:

Ted Ressler
GSI Water Solutions, Inc.
55 SW Yamhill Street, Suite 300
Portland, OR 97204
tressler@gsiws.com

Brian Brazil
International Paper, Springfield Mill
801 42nd Street
Springfield, OR 97478
brian.brazil@IPaper.com

Sincerely,

A handwritten signature in black ink, appearing to read "Theodore R. Ressler", is written over a light blue horizontal line.

Theodore R. Ressler, RG, CWRE
GSI Water Solutions, Inc.

Enclosures: Application for and Instream Lease of Certificate 87427
Check #20824 in the amount of \$350

CC: Brian Brazil – International Paper

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State of Oregon
Water Resources Department
 725 Summer Street NE, Suite A
 Salem, Oregon 97301-1266
 (503) 986-0900

Application for Instream Lease

Part 1 of 4 – Minimum Requirements Checklist

Complete Part 1 through 4 and include the required attachments Fill in or check boxes as indicated. (N/A= Not Applicable)	OWRD # <u>16-1908</u>
	Fee- <u>\$350.00</u>

Pursuant to ORS 537.348(2) and OAR 690-077

Check all items included with this application. (N/A = Not Applicable)

Yes **Part 1 – Completed Minimum Requirements Checklist and Application Fee**

Fees	<input type="checkbox"/> \$520.00 for a lease involving four or more landowners or four or more water rights	<input checked="" type="checkbox"/> \$350.00 for all other leases
	<input type="checkbox"/> Check enclosed <u>or</u>	
	<input type="checkbox"/> Fee Charged to customer account _____ (account name)	

Yes **Part 2 – Completed Instream Lease Application Map Checklist.**

Yes **Part 3 – Completed Water Right and Instream Use Information**
 Include a separate **Part 3** for **each water right**

Yes **Part 4 – Completed Instream Lease Provisions and Signatures**

Yes **How many water rights are leased? 1 List them here: Certificate 87427**
(Attachment A)

Include a separate **Part 3** for each **water right**.

Yes **N/A** **Other Water Rights**, if any, appurtenant to the lands involved in the lease application and not proposed to be leased instream?

List those other water rights here: Certificates 87315, 20904, 20903, 30886

Yes **No** Conservation Reserve Enhancement Program (**CREP**). Are some or all of the lands to be leased part of CREP or another Federal program (list here: _____)?

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Attachments:

Yes N/A **Map:** Instream Lease map requirements (see Part 2 of this application)

Right being leased in entirety, map is not required. Final proof map from Certificate 87427 is enclosed (Attachment A)

Yes N/A **Tax Lot Map:** If a portion of the water right *not included in the lease* is appurtenant to lands owned by others, a tax lot map must be included with the lease application. The tax lot map should clearly show the property involved in the lease.

Yes N/A Supporting documentation describing why a right (or portion thereof) is valid and not subject to forfeiture even though the right has not been exercised for five or more consecutive years. This information only needs to be provided if the checkbox has been checked to identify that the water right has not been used in the last five years and is not subject to forfeiture (See Part 4 of 4).

Yes N/A If the Lessor (water right holder) is not the deeded landowner - provide one of the following.

- A notarized statement from the landowner consenting to the lease and a copy of the recorded deed; or.
- A water right conveyance agreement and a copy of the recorded deed for the landowner at the time the water right was conveyed; or
- Other documentation which provides authority to pursue the lease absent consent of the landowner.

Proof that Lessor is the landowner and has authority to pursue the lease is in Attachment B.

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Part 2 of 4 – Instream Lease Application Map Checklist

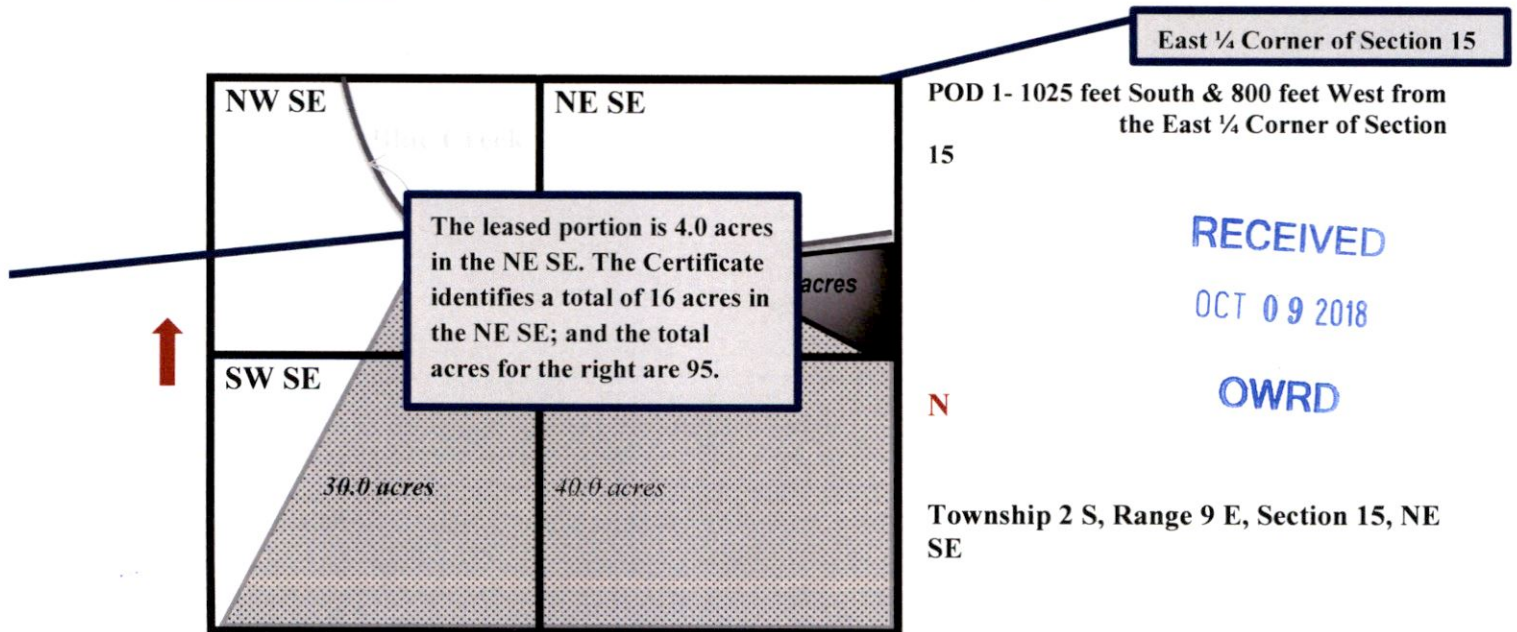
A Map is generally required for each water right not leased in its entirety

The application map (if required) should include all the items listed below and match the existing water right(s) of record. Check all boxes that apply.

This should be a simple map. (See example below). A copy of a final proof survey map with the portion to be leased shaded or hachured in will also suffice.

- N/A A map is required for each water right not leased in its entirety. More than one QQ and property may be included on each map. A map is not required, if leasing the entire right or if the right to be leased is for municipal or quasi-municipal water use. **Water Right to be leased in its entirety**
- The map should be of sufficient quality to be reproducible. Please do not use highlighters to mark items on the map as highlighters do not always copy.
- A North arrow and map scale (no smaller than 1" = 1320').
- Township, Range, Section, quarter quarter (QQ), and a clearly labeled survey corner.
- For irrigation or other similar use, the number of acres to be leased in each quarter-quarter clearly labeled and hachured to differentiate between the acres being leased and any remaining. If the place of use is broken down by more than one priority date, or source stream, and/or point of diversion you must identify each with separate hachuring and clearly label.
- If available, identify the existing point(s) of diversion.

EXAMPLE MAP (the darker shaded portion representing the portion leased instream)



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Part 3 of 4 – Water Right and Instream Use Information

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Use a separate Part 3 for each water right to be leased instream

Water Right Information

Water right # 87427

Table 1

Water Right Information: Provide a description of the originating water right to be leased. Also include your tax lot number(s). Fill in all applicable information. For example, if your water right has multiple points of diversion (POD) but they're not numbered, you do not need to include a number. If not enough room below, you may add additional rows (see instructions) or attach spreadsheet (matching Table 1). Please clearly label any attachments.

Table with 11 columns: Priority Date, POD #, Twp, Rng, Sec, Q-Q, Tax Lot, Gov't Lot/DLC, Acres, USE, Previous Lease # (if any). Includes an example row with values: 12/2/1901, 3, 2-S, 9-E, 15, NE SE, 100, 47, 4.0, IR, IL-1100.

Total Acres: _____

Table 2

Table with 7 columns: Priority Date, POD #, Use, Total Acres, Other Information (such as conditions/limitations on the right), Total Rate (cfs), Total Volume (af). Includes a row for 12/27/1950, 1, IM, N/A, 30.0, N/A.

Table 3

Point of Diversion (POD) description: If the POD is not described on the certificate or if there is more than one POD listed on the certificate, then the specific POD(s) involved in the lease must be described. If not enough room below, you may add additional rows (see instructions) or attach spreadsheet (matching Table 3). Please clearly label any attachments.

Table with 7 columns: POD #, Twp, Rng, Sec, Q-Q, DLC/Gov't lot, Measured Distances, latitude/longitude coordinates, or river mile (if unknown you may indicate "unknown"). Includes a row with values: 1, 17-S, 2-W, 32, NE-NW, 2, 40 feet South and 1350 feet East from NW corner of Section 32.

Please check this box if you don't know the location of the POD(s) and want the Department to identify the location of the POD(s) for the purpose of the instream lease.

Part 3 of 4 cont. – Water Right and Instream Use Information

Instream Use Information

Table 4

Instream Use Created by the Lease						
River/ Stream Name: <u>McKenzie River</u> , tributary to <u>Willamette</u>				River Basin: <u>Willamette</u>		
<p>Instream Portion: Use Table 4 to illustrate the instream rate, volume and instream period by priority date, POD (if more than one), Use (if more than one), and acreage as appropriate considering the right to be leased.</p> <p>If not enough room below, you may add additional rows (see instructions) or attach a spreadsheet (matching the below portion of Table 4). Please clearly label any attachments.</p>						
Priority date	POD #	Use	Acres	Proposed Instream Period	Total instream rate (cfs)	Total instream volume (af)
12/27/1950	1	IM	N/A	1/1 through 12/31	30.0	N/A
<p>Note: If not certain of the instream rate, volume and/or instream period, see the instructions and/or contact Department Staff for assistance. The instream rate and volume may be up to the maximum rate and duty/volume allowed by the right, as described in Table 2 or on your Certificate if leasing the entire right. The proposed instream period may be no longer than the irrigation season or the authorized period of allowed use.</p>						
<p>OR <input type="checkbox"/> Please check this box if you are not sure of the proposed rate, volume and instream period. As part of its review process, the Department will identify the appropriate instream rate, volume and period considering the water right(s) being leased and instream benefits.</p>						
Instream Reach						
<p>Proposed Instream Reach: <input checked="" type="checkbox"/> A reach typically begins at the point of diversion (POD) and ends at the mouth of the source stream: From the POD to <u>the mouth of the McKenzie River</u></p>				<p>Or Proposed Instream Point: <input type="checkbox"/> Instream use protected at the POD</p>		
<p>OR <input type="checkbox"/> Please check this box if you are not sure of the proposed reach and want water to be protected within a reach below the POD, if possible. (If no reach is identified or the above box is not checked, and there is only one POD listed on the certificate, the lease may be processed to be protected at the POD.)</p>						
Additional Instream Information						
<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> N/A Conditions to avoid enlargement or injury to other water rights, if any, or other limitations: list here <u>The amount protected instream shall not exceed the amount available at the POD.</u></p> <p>Note: The Department may identify additional conditions to prevent injury and/or enlargement.</p>						
<p>Any additional information about the proposed instream use: _____</p>						

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Part 4 of 4 – Lease Provisions and Party Signatures

<p>Term of the Lease (may be from 1 year up to 5 years): The lease is requested to begin in: month <u>January</u> year <u>2019</u> and end: month <u>December</u> year <u>2023</u> Note: The begin month is generally the first month of the irrigation season and the end month is the last month in the irrigation season. If not an irrigation right, this would be the first and last month of your authorized period of allowed use.</p>	
<p>Public use: Check the public use(s) this lease will serve (as defined by ORS 537.332):</p> <p><input checked="" type="checkbox"/> Conservation, maintenance and enhancement of aquatic, fish and wildlife, fish and wildlife habitat and any other ecological values.</p> <p><input checked="" type="checkbox"/> Recreation</p> <p><input checked="" type="checkbox"/> Pollution abatement</p> <p><input checked="" type="checkbox"/> Navigation</p>	<p>Termination provision (for multiyear leases): The parties to the lease request (choose one):</p> <p><input checked="" type="checkbox"/> a. The option of terminating the lease prior to expiration of the full term with written notice to the Department by the Lessor(s) and/or Lessee.</p> <p><input type="checkbox"/> b. The option of terminating the lease prior to expiration of the full term, with consent by all parties to the lease.</p> <p><input type="checkbox"/> c. The parties would not like to include a Termination Provision.</p> <p>(See instructions for limitations to this provision)</p>
<p>Additive/Replacing Relationship to other instream water rights: Instream leases are generally additive to other existing instream water rights created as a result of instream leases, transfers and/or allocations of conserved water. Since instream leases are also generally senior to other instream rights created through a state agency process or conversion of minimum flows, they generally replace a portion of these junior instream rights.</p> <p>If you would like this lease to relate to other instream water rights differently, please check this box. <input type="checkbox"/> And attach an explanation of your intent.</p>	
<p>Validity of the Right(s) to be leased (check the appropriate box):</p> <p><input checked="" type="checkbox"/> The water right(s) to be leased have been used under the terms and conditions of the right(s) during the last five years or have been leased instream; or</p> <p><input type="checkbox"/> The water right(s) have not been used for the last five years according to the terms and conditions of the right(s). However, the water right(s) is not subject to forfeiture under ORS 540.610(2). Documentation describing why the water right(s) is not subject to forfeiture is provided.</p>	

Precedent: If a right which has been leased is later proposed to be leased again or later transferred or become part of an allocation of conserved water project, a new injury review shall be required. An instream lease shall not set a precedent on a future transaction.


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The undersigned declare:

1. The Lessor(s) agree during the term of this lease, to suspend use of water allowed under the subject water right(s) and under any appurtenant primary or supplemental water right(s) not involved in the lease application; and
2. The Lessor(s) certify that I/we are the water right holder(s) of the right(s) described in this instream lease application. If not the deeded landowner, I/we have provided documentation with the lease application that I/we have authorization to pursue the lease application and/or have obtained consent from the deeded landowner; and
3. All parties affirm that information provided in this lease application is true and accurate.



Signature of Lessor

Date: 9/24/18

Printed name (and title): Douglas Black (Mill Manager) Business name, if applicable: International Paper Co.

Mailing Address (with state and zip): 801 42nd Street Springfield, OR 97478

Phone number (include area code): (541) 741-5212 **E-mail address: Douglas.Black@ipaper.com

Signature of Lessee

Date: _____

Printed name (and title): _____

Business/organization name: _____

Mailing Address (with state and zip): _____

Phone number (include area code): _____ **E-mail address: _____

**** BY PROVIDING AN E-MAIL ADDRESS, CONSENT IS GIVEN TO RECEIVE ALL CORRESPONDENCE FROM THE DEPARTMENT ELECTRONICALLY. COPIES OF THE FINAL ORDER DOCUMENTS WILL ALSO BE MAILED TO THE**

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Attachment A
Water Right Certificate 87427
Application for an Instream Lease – International Paper Springfield Mill

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Attachment A
Water Right Certificate 87427
Application for an Instream Lease – International Paper Springfield Mill

STATE OF OREGON

COUNTY OF LANE

CERTIFICATE OF WATER RIGHT

THIS CERTIFICATE ISSUED TO

INTERNATIONAL PAPER CO.
801 42ND STREET
SPRINGFIELD, OR 97478

confirms the right to use the waters of the MCKENZIE RIVER, a tributary to the WILLAMETTE RIVER for MANUFACTURING USES.

This right was perfected under Permit S-20053. The date of priority is DECEMBER 27, 1950. The amount of water to which this right is entitled is limited to an amount actually used beneficially, and shall not exceed 30.0 CUBIC FEET PER SECOND, or its equivalent in case of rotation, measured at the point of diversion.

The point of diversion is located as follows:

Twp	Rng	Mer	Sec	Q-Q	GLot	Measured Distances
17 S	2 W	WM	32	NE NW	2	40 FEET SOUTH AND 1350 FEET EAST FROM THE NW CORNER OF SECTION 32

A description of the place of use to which this right is appurtenant is as follows:

MANUFACTURING USES					
Twp	Rng	Mer	Sec	Q-Q	DLC
17 S	2 W	WM	29	SE SW	61
17 S	2 W	WM	29	SW SE	61
17 S	2 W	WM	29	SE SE	61
17 S	2 W	WM	32	NE NE	61
17 S	2 W	WM	32	NE NE	62
17 S	2 W	WM	32	NW NE	61
17 S	2 W	WM	32	NW NE	62
17 S	2 W	WM	32	SW NE	62
17 S	2 W	WM	32	SE NE	62
17 S	2 W	WM	32	NE NW	61
17 S	2 W	WM	32	NE NW	62

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This certificate is issued in accordance with OAR 690-380-6010 to describe the water right for a non-completed additional point of diversion approved by an order of the Water Resources Director entered May 8, 2007, at Special Order Volume 72, Pages 4-7, approving Transfer Application T-10212, and supersedes Certificate 20942, State Record of Water Right Certificates. This certificate includes measured distances from a section corner in the description of the point of diversion location, as approved in the T-10212 order.

This is a final order in other than a contested case. This order is subject to judicial review under ORS 183.484. Any petition for judicial review must be filed within the 60-day time period specified by ORS 183.484(2). Pursuant to ORS 536.075 and OAR 137-004-0080, you may petition for judicial review or petition the Director for reconsideration of this order. A petition for reconsideration may be granted or denied by the Director, and if no action is taken within 60 days following the date the petition was filed, the petition shall be deemed denied.

The issuance of this superseding certificate does not confirm the status of the water right in regard to the provisions of ORS 540.610 pertaining to forfeiture or abandonment.

The right to the use of the water for the above purpose is restricted to beneficial use on the lands or place of use described.

WITNESS the signature of the Water Resources Director, affixed FEBRUARY 13, 2012.



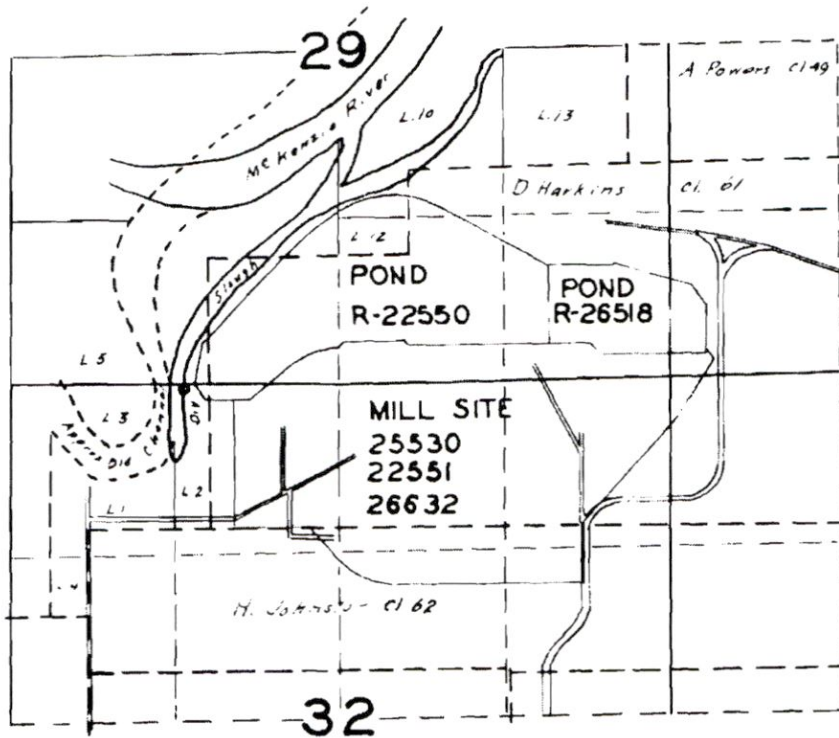
Dwight French, Water Right Services Administrator, for
PHILLIP C. WARD, DIRECTOR

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T17S R2 WWM



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FINAL PROOF SURVEY

UNDER

Application No. _____ Permit No. _____
IN NAME OF _____

Wayne County, Michigan

Surveyed April 11-1954, by T. Jones

2551
- 2550
- 513

2551
- 2550
- 513

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Attachment B

Documentation of Lessor's authority to pursue Lease

Application for an Instream Lease – International Paper Springfield Mill

Instream Lease Application for International Paper Co.

Lessor's authority to pursue Lease

Attachment B.1: Tax Lots underlying Certificate 87427

The Oregon Map

New Directions



Copyright 2011 ORMAP. All rights reserved. Mon Aug 13 2018 10:50:58 AM.

Tax Lots: (outlined in red)

1702290002900

1702290002903

1702320000105

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Instream Lease Application for International Paper Co.

Lessor's authority to pursue Lease

Attachment B.2: Tax Assessor information for Tax Lots underlying

Certificate 87427 (3 pages)

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**Lane County Assessment & Taxation
Property Information Search**

This public site contains the most commonly requested Assessment & Taxation information on property located within Lane County.

Most information is updated weekly.

For copies of tax statements, please go to <http://apps.lanecounty.org/TaxStatement/Search.aspx>.

To view tax maps, visit <http://apps.lanecounty.org/TaxMap/Search.aspx>.

This site is for general public use only. It is not intended for commercial use.

NEW! Commercial Appraisal Cards are now available online for Lane County properties.

To access the commercial appraisal card click on the map/taxlot link (if available).

Start Over

Account Number 0113447
Site Address 3950 MARCOLA RD SPRINGFIELD OR 97477
Taxpayer Address PO BOX 2118 MEMPHIS, TN 38101
Additional Account Numbers for this Tax Lot 0113439; 0113447

Map, Tax Lot & SIC 17-02-29-00-02900

Owner Information

Owner	Address	City State Zip
IP EAT THREE LLC	PO BOX 2118	MEMPHIS, TN 38101

Account Type	Real Property	Special Assessment Program
Account Acreage	27.84	no data available
Pending Property Change	NO	Taxlot Record 1702290002900
Property Class	Industrial	Commercial Appraisal Card 1702290002900

Property Value and Taxes

Real Market Value (RMV)		Total Assessed Value	
Year	Land Improvement Total		
2017	\$84,503	\$0 \$84,503	\$76,350

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Lane County Assessment & Taxation Property Information Search

This public site contains the most commonly requested Assessment & Taxation information on property located within Lane County.

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To access the commercial appraisal card click on the map/taxlot link (if available).

Start Over

Map, Tax Lot & SIC 17-02-29-00-02903

Account Number 1711785
Site Address 801 42ND ST SPRINGFIELD OR 97478
Taxpayer Address PO BOX 2118 MEMPHIS, TN 38101
Additional Account Numbers for this Tax Lot 1711785

Owner Information

Owner	Address	City State Zip
IP EAT THREE LLC	PO BOX 2118	MEMPHIS, TN 38101

Account Type	Real Property	Special Assessment Program
Account Acreage	179.00	no data available
Pending Property Change	NO	Taxlot Record 1702290002903
Property Class	Industrial	Commercial Appraisal Card n/a

Property Value and Taxes

Year	Real Market Value (RMV)		Total	Total Assessed Value
	Land	Improvement		
2017	\$13,231,012	\$34,289,150	\$47,520,162	\$47,520,162

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**Lane County Assessment & Taxation
Property Information Search**

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NEW! Commercial Appraisal Cards are now available online for Lane County properties.

To access the commercial appraisal card click on the map/taxlot link (if available).

Start Over

Account Number 1833837
Site Address 785 42ND ST SPRINGFIELD OR 97478
Taxpayer Address PO BOX 2118 MEMPHIS, TN 38101
Additional Account Numbers for this Tax Lot 1833837

Map, Tax Lot & SIC 17-02-32-00-00105

Owner Information

Owner	Address	City State Zip
IP EAT THREE LLC	PO BOX 2118	MEMPHIS, TN 38101

Account Type	Real Property	Special Assessment Program
Account Acreage	119.05	no data available
Pending Property Change	NO	Taxlot Record 1702320000105
Property Class	Industrial	Commercial Appraisal Card n/a

Property Value and Taxes

Year	Real Market Value (RMV)		Total	Total Assessed Value
	Land	Improvement		
2017	\$4,582,584	\$320,230	\$4,902,814	\$4,902,814

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Instream Lease Application for International Paper Co.

Lessor's authority to pursue Lease

**Attachment B.3: Documentation of Lessor's relationship with and acquisition of
Owner of Tax Lots underlying Certificate 87427**

(4 pages)

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IP EAT THREE LLC

**Instrument of Consent of the Sole Member
To Action for Voluntary Dissolution**

The undersigned, being the sole member of **IP EAT Three LLC**, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), does hereby waive its entitlement to notice of meeting and does hereby consent and agree, in accordance with the Delaware Limited Liability Company Act, to the following actions:

WHEREAS, it is deemed advisable and for the benefit of the Company that it be liquidated and dissolved,

NOW, THEREFORE, BE IT

RESOLVED, that the plan of liquidation pursuant to the applicable provisions of the Internal Revenue Code hereby is formulated to effect such liquidation and dissolution of the Company in accordance with the following resolutions; and further


RESOLVED, that Michelle R. King is hereby authorized and directed to file a Certificate of Cancellation, in accordance with Delaware law, with the Secretary of State of Delaware; and further

RESOLVED, that all of the property and assets of the Company, subject to its indebtedness, obligations and liabilities, be distributed to and vest in International Paper Company, a New York corporation (the "Parent Company"), as a liquidating distribution in complete cancellation of all of the outstanding indebtedness, obligations and liabilities, such distribution to be effective no later than December 31, 2008 at 11:59 PM; and further

RESOLVED, that the officers of the sole member of the Company hereby are authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things including, without limitation, the execution of deeds, bills of sale, and other documents of transfer, as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Company and fully to effectuate the purposes of the foregoing resolutions.

Dated as of November 17, 2008.

International Paper Company


Errol Harris, Vice President and Treasurer

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CANCELLATION OF "IF EAT THREE LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2008, AT 4:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CANCELLATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 11:59 O'CLOCK P.M.

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4574796 0100

001146100



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6992696

DATE: 12-01-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:28 PM 11/25/2008
FILED 04:28 PM 11/25/2008
SRV 081146108 - 4574794 FILE

STATE OF DELAWARE
CERTIFICATE OF CANCELLATION
OF
IP EAT THREE LLC

1. The name of the limited liability company is IP EAT THREE LLC.
2. The Certificate of Formation of IP EAT THREE LLC was filed on July 14, 2008.
3. The date the cancellation of IP EAT THREE LLC was authorized is November 17, 2008, and is to be effective as of December 31, 2008, at 11:59 p.m.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Cancellation this 25th day of November 2008.

/s/ Michelle R. King
Michelle R. King, Authorized Person

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