Form 42-248/42-1409(6) Rev. 1/15

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

RECEIVED
FEB 20 2018
DEPT OF WATER RESOURCES
SOUTHERN REGION

Notice of Change in Water Right Ownership

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "*Yes*" in the "*Split?*" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, see #6 of the instructions.

Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
01-7010B	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐
	Yes ☐	Yes ☐		Yes ☐	Yes ☐

2. Previous Owner's Name: Bypass Limited LLC
   Name of current water right holder/claimant

3. New Owner(s)/Claimant(s): North Side Energy Company, Inc.
   New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or

   921 N. Lincoln | Jerome | ID | 83338
   Mailing address | City | State | ZIP

   208-324-2319 | ahansten@cableone.net
   Telephone | Email

4. If the water rights and/or adjudication claims were split, how did the division occur?
   - ☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
   - ☐ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.

5. Date you acquired the water rights and/or claims listed above: February 16, 2018

6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed IRS Form W-9 for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed Lessor Designation form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).

7. This form must be signed and submitted with the following **REQUIRED** items:
   - ☒ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
   - ☐ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
   - ☒ Filing fee (see instructions for further explanation):
     - o $25 per *undivided* water right.
     - o $100 per *split* water right.
     - o No fee is required for pending adjudication claims.
   - ☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
   - ☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9.

8. Signature: John Benkers | President | 2-16-18
   Signature of new owner/claimant | Title, if applicable | Date

   Signature: _____ | _____ | _____
   Signature of new owner/claimant | Title, if applicable | Date

For IDWR Office Use Only:

Receipted by DM Date 2-20-2018 Receipt No. 5036591 Receipt Amt. $50-

Active in the Water Supply Bank? Yes ☐ No ☐ If yes, forward to the State Office for processing W-9 received? Yes ☐ No ☐

Name on W-9 _____ Approved by _____ Processed by DM Date 3-28-2018

Instrument # 2180678
JEROME COUNTY, JEROME, IDAHO
02-16-2018 02:32:37 PM No. of Pages: 6
Recorded for: TITLEONE - TWIN FALLS
MICHELLE EMERSON Fee: $16.00
Ex-Officio Recorder Deputy: jw
Electronically Recorded by Simplifile

Recording Requested By and
When Recorded Return to:

Alan Hansten
c/o North Side Energy Company, Inc.
921 N. Lincoln St.
Jerome, Idaho 83338

ELECTRONICALLY RECORDED
STAMPED FIRST PAGE NOW
INCORPORATED AS PART OF
THE ORIGINAL DOCUMENT.

SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY

QUITCLAIM DEED

BYPASS LIMITED, LLC, a Delaware limited liability company, successor in interest to Bypass Limited, L.P., a California limited partnership, hereinafter referred to as "Grantor," for valuable consideration given by NORTH SIDE ENERGY COMPANY, INC., an Idaho corporation, hereinafter referred to as "Grantee," whose mailing address is 921 N. Lincoln St., Jerome, Idaho 83338, does hereby convey, release, remise, grant, sell, transfer and forever quitclaim unto said Grantee, its successors and assigns, any and all interests and rights, including all appurtenant rights, if any, in certain real property in Jerome County, Idaho more particularly described on Exhibit A attached hereto (the "Property"), including Grantor's interest in that certain Agreement for Lease and Assignment of Rents, dated July 26, 1986, recorded August 3, 1989 as Instrument Number 317041 in the land records of Jerome County, Idaho, as amended Amendment Agreement dated July 26, 1989 recorded August 11, 1989 as Instrument Number 317157 the land records of Jerome County, Idaho, the Bypass hydroelectric facility located on the Property, and Grantor's interested in that certain Ground Lease dated November 13, 1986, recorded November 20, 1986 as Instrument Number 302634 in the Jerome County, Idaho land records, a memorandum of which recorded November 20, 1986, as Instrument Number 302635 in the Jerome County land records, as affected by Release of Ground Lease recorded September 13, 1996 as Instrument Number 963891 in the Jerome County land records.

TO HAVE AND TO HOLD, together with all appurtenances, unto Grantee, and to its, successors and assigns forever.

IN WITNESS WHEREOF, this Quitclaim Deed has been duly executed by and on behalf of Grantor this 14th day of February, 2018.

GRANTOR:

BYPASS LIMITED, LLC

By: _____
Name: Rafael Gonzalez
Title: President + CEO

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF ESSEX)

BE IT REMEMBERED, that on this 14 day of February, 2018, before me, the undersigned, a Notary Public in and for said County and State aforesaid, came Rafael Gonzalez, to me known to be the President and CEO who executed the foregoing instrument on behalf of BYPASS LIMITED, LLC, a Delaware limited liability company, and acknowledged that he executed the same as the free act and deed of said business trust.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year LAST above written.

Elizabeth D Marshall
Notary Public

Print Name: Elizabeth D. Marshall

My Commission Expires:

_____
[SEAL]

ELIZABETH D. MARSHALL
Notary Public
Commonwealth of Massachusetts
My Commission Expires
November 1, 2024

Exhibit A

TRACT I

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO

Section 12: Part of the W½NE¼, described as follows:

Beginning at the East Quarter corner for Section 12;
Thence South 89°59'38" West, 2196.92 feet;
Thence along the Southerly boundary of the NE¼ of said Section 12 to the center of the Northside Canal Company "Northside Main Canal" the TRUE POINT OF BEGINNING;
Thence South 89°59'38" West, 143.26 feet along said boundary;
Thence North 32°42'37" East, 620.34 feet;
Thence North 9°07'14" East, 226.05 feet;
Thence North 5°52'42" West, 1318.85 feet;
Thence North 12°10'06" West, 287.93 feet to the Southerly boundary of frontage road;
Thence East 130.00 feet to the center of the "Northside Main Canal";
Thence along said center line of canal the following courses:
South 12°10'06" East, 287.93 feet;
South 4°13'54" East, 1315.50 feet;
South 5°50'27" West, 224.36 feet;
South 29°38'17" West, 600.51 feet to THE TRUE POINT OF BEGINNING.

AND ALSO:

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO

Section 12: Part of the SW¼, described as follows:

Section 13: Part of the NE¼NW¼, described as follows:

Beginning at the Southeast corner of Section 12;
Thence South 89°49'40" West, 2645.16 feet along the Southerly boundary to the South Quarter corner of Section 12, THE TRUE POINT OF BEGINNING;
Thence South 0°16'08" East, 562.06 feet along the Easterly boundary of NE¼NW¼, Section 13;
Thence North 22°15'00" West, 606.53 feet to the Northerly boundary of Section 13;
Thence North 0°52'09" West, 857.85 feet;
Thence North 0°20'27" West, 894.57 feet;
Thence North 28°39'42" East, 499.12 feet to the Easterly boundary of SW¼, Section 12;
Thence South 0°09'22" East, 2189.59 feet along said Easterly boundary to THE TRUE POINT OF BEGINNING.

TRACT II

PARCEL NO. 1

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO

Section 13: W½NE¼NE¼ and that part of the NW¼NE¼ lying North and East of the Main Canal of the North Side Canal Company, Limited.

EXCEPTING THEREFROM that part of the N½NE¼, described as follows:

Beginning at the Northeast corner for Section 13 marked with a steel pin and survey cap;
Thence South 89°53'41" West, 661.35 feet along the Northerly boundary of Section 13 to the Northeast corner W½NE¼NE¼ and THE TRUE POINT OF BEGINNING;
Thence South 89°53'41" West, 661.35 feet along said Section line the Northeast corner NW¼NE¼;
Thence South 89°53'41" West, 394.17 feet along said Section line to the Easterly boundary of the Access Road for the Bypass Hydro Electric Plant;
Thence along said Easterly boundary of said Access Road South 5°05'31" West, 408.67 feet to a point 45.00 feet from the Northerly bank of the Northside Canal Company Main Canal;
Thence along the Northerly boundary of the Main Canal Access Road the following courses:
South 53°46'54" East, 157.66 feet;
South 31°28'11" East, 235.90 feet;
South 6°05'57" East, 331.98 feet;
South 51°09'46" East, 101.67 feet;
Thence leaving said main canal South 82°22'18" East, 327.99 feet along the Northerly boundary of the Access Road for the Bypass Canal to a point 45.00 feet Northerly from said Bypass Canal and 30.00 feet Westerly of "B" Canal;
Thence North 12°04'20" East, 261.46 feet along the Westerly boundary of the "B" Canal Access Road;
Thence North 44°19'51" East, 309.99 feet along said Access Road;
Thence North 31°50'35" East, 250.17 feet along said Access Road to the Easterly boundary of W½NE¼NE¼;
Thence North 0°10'42" West, 450.82 feet along said boundary to the Northeast corner W½NE¼NE¼ and THE TRUE POINT OF BEGINNING.
Subject to a 25.00 feet in width, Access Road along the Northerly boundary.

PARCEL NO. 2

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO
Section 13: That part of the S½NE¼, described as follows:
Beginning at the Northwest corner of S½NE¼;
Thence South 89°51'37" East, 972.00 feet along the Northerly boundary of the S½NE¼ to the Easterly bank of the North Side Canal Company "North Side Main Canal: THE TRUE POINT OF BEGINNING;
Thence South 53°54'58" East, 392.63 feet along said Easterly bank;
Thence South 87°56'55" East, 1033.7 feet, more or less, to the Westerly bank of the "Gooding North Side Main Canal";
Thence North 24°47'48" West, 298.78 feet along the Westerly bank of said "Gooding North Side Main Canal" to the Northerly boundary of the S½NE¼;
Thence South 89°51'37" West, 1225.00 feet along said Northerly boundary to THE TRUE POINT OF BEGINNING.

PARCEL NO. 3

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO

Section 13: Two hundred feet in width lying one hundred feet on each side of the following center line of the North Side Canal Companys' Main Canal over and across the SW¼NE¼, described as follows:

Beginning at the Intersection of the Northerly boundary of said SW¼NE¼ with the center line of the said North Side Main Canal;
Thence Southeasterly along said canals' center line to the Easterly boundary of said SW¼NE¼ and the point of terminus.

PARCEL NO. 4

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO

Section 13: Part of the NW¼NE¼, which lies South and West of the right-of-way of the Main Canal of the North Side Canal Company, Limited, as same is now located over and across said land.

Instrument # 2180677
JEROME COUNTY, JEROME, IDAHO
02-16-2018 02:32:37 PM No. of Pages: 3
Recorded for: TITLEONE - TWIN FALLS
MICHELLE EMERSON Fee: $16.00
Ex-Officio Recorder Deputy: jw
Electronically Recorded by Simplifile

Please record and return to:

Alan Hansten
North Side Energy Company
921 N. Lincoln St.
Jerome, Idaho 83338

ELECTRONICALLY RECORDED
STAMPED FIRST PAGE NOW
INCORPORATED AS PART OF
THIS ORIGINAL DOCUMENT.

SPECIAL WARRANTY DEED

FOR VALUE RECEIVED, the receipt and sufficiency of which is hereby acknowledged, BYPASS LIMITED, LLC, a Delaware limited liability company ("Grantor"), whose mailing address is 100 Brickstone Square, 3rd Floor, Suite 220, Andover, Massachusetts 01810, hereby grants, bargains, sells, and conveys unto NORTH SIDE ENERGY COMPANY, INC., an Idaho corporation ("Grantee"), whose mailing address is 921 N. Lincoln St., Jerome, Idaho 83338, the following described premises located in Jerome County, Idaho, to wit:

See Attachment A, attached hereto, incorporated herein,
And by this reference made a part hereof.

TOGETHER WITH all and singular the tenements, hereditaments, and appurtenances thereunto belonging or in anywise appertaining, the rents, issues and profits thereof; and all estate, right, title and interest in and to the above-described premises, as well in law as in equity, except as expressly provided otherwise herein.

TO HAVE AND TO HOLD, unto Grantee, its successors and assigns forever.

Grantor warrants that it is the owner in fee simple of the above-described premises, that the Grantor has not conveyed any interest in the above-described premises to any person other than Grantee, and that the above-described premises are free from all encumbrances created or suffered by Grantor, except any agreed upon permitted exceptions, and that Grantor will warrant and defend the same against all lawful claims of all persons claiming by, through or under Grantor.

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IN WITNESS WHEREOF, this Special Warranty Deed has been duly executed by Grantor on this 14th day of February, 2018.

GRANTOR:

BYPASS LIMITED LLC

By: _____

STATE OF Massachusetts)
) ss.
County of Essex)

On this 14 day of February, 2018, before me, Elizabeth D Marshall Rafael Gonzalez, a Notary Public in and for said State, personally appeared, Rafael Gonzalez, known or identified to me to be the President and CEO of Bypass Limited LLC, the limited liability company that is subscribed to the within instrument as and acknowledged to me that he/she executed the same on the behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Elizabeth D Marshall
Notary Public for _____
Residing at _____
My commission expires _____

ELIZABETH D. MARSHALL
Notary Public
Commonwealth of Massachusetts
My Commission Expires
November 1, 2024

ATTACHMENT A

TRACT I

TOWNSHIP 10 SOUTH, RANGE 20 EAST OF THE BOISE MERIDIAN, JEROME COUNTY, IDAHO

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State of Idaho
DEPARTMENT OF WATER RESOURCES
Southern Region • 650 ADDISON AVE W STE 500 • TWIN FALLS, ID 83301-5858
Phone: (208)736-3033 • Fax: (208)736-3037 • Website: www.idwr.idaho.gov

C.L. "Butch" Otter
Governor

Gary Spackman
Director

March 28, 2018

NORTH SIDE ENERGY COMPANY INC
921 N LINCOLN AVE
JEROME ID 83338-1860

Re: Change in Ownership for Water Right No(s): 1-7010B & 1-7084B

Dear Water Right Holder(s):

The Department of Water Resources (Department) acknowledges the receipt of correspondence changing ownership of the above referenced water right(s) to you. The Department has modified its records and has enclosed a computer-generated report for you.

Updating the ownership record for a water right does not reconfirm the validity of the right. When processing a Notice of Change in Water Right Ownership, the Department does not review the history of water use to determine if the right has been forfeited or deliberately abandoned through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Idaho Code §§ 42-222 and 42-223.

Please note, water right owners are required to report any change of water right ownership and any change of mailing address to the Department within 120 days of the change. Reporting forms are available from any office of the Department, or from the Department's website.

If you have any questions concerning the enclosed information, please contact me at (208) 736-3033.

Sincerely,

Denise Maline

Denise Maline
Administrative Assistant I

Enclosure(s)

c: Travis Thompson, attorney

John A. Rosholt
Albert P. Barker
John K. Simpson
Travis L. Thompson
Shelley M. Davis
Scott A. Magnuson

BARKER ROSHOLT & SIMPSON LLP

163 Second Ave. West
P.O. Box 63
Twin Falls, ID 83303-0063
(208) 733-0700 telephone
(208) 735-2444 facsimile

1010 W. Jefferson St., Suite 102
P.O. Box 2139
Boise, ID 83701-2139
(208) 336-0700 telephone
(208) 344-6034 facsimile
brs@idahowaters.com

Travis L. Thompson
tlt@idahowaters.com

RECEIVED
FEB 20 2018
DEPT OF WATER RESOURCES
SOUTHERN REGION

February 16, 2018

Denise Maline
IDWR – Southern Region
650 Addison Ave. West, Suite 500
Twin Falls, Idaho 83301

Re: Notice of Change of Ownership – North Side Energy Company, Inc.

Dear Denise:

Please find attached the following on behalf of our client North Side Energy Company, Inc.

1) Notice of Change of Ownership – Water Right 01-7010B
2) Quitclaim Deed – Bypass Project
3) Special Warranty Deed – Bypass Project
4) Notice of Change of Ownership – Water Right 01-7084B
5) Quitclaim Deed – Hazelton A Project
6) Check $50.00 (filing fee)

Please process the *Notice of Change* forms as indicated. Please call me at 733-0700 if you have any questions.

Sincerely,

BARKER ROSHOLT & SIMPSON LLP

Travis L. Thompson

Enc.