

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G12-06

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY RELATING TO THE PROPOSED
MUSTANG ROAD PROJECT**

WHEREAS, the Alaska Industrial Development and Export Authority (the “Authority”) has been approached about developing a road on the North Slope of Alaska that would connect the Mustang Oil Field of the Southern Miluvecch Unit to the existing road system of the Prudhoe Bay area;

WHEREAS, the proponent of the Mustang Field access road is Brooks Range Petroleum Corporation (“BRPC”), the owner of the Mustang Field, and BRPC’s exploration of the Mustang Field has established that it has proven oil reserves of 25 to 30 million barrels;

WHEREAS, the construction of the Mustang Field access road, which would be approximately 4.5 miles in length, and the construction of a gravel pad for a 15,000 barrels-per-day crude oil production facility to be built at a later time, are necessary infrastructure components for BRPC to produce oil from the Mustang Field, process the oil, and put that oil into the Trans-Alaska Pipeline through connecting pipelines, which would be in furtherance of Governor Parnell’s goal of getting more oil into the Trans-Alaska Pipeline;

WHEREAS, the construction of the Mustang Field access road and the gravel pad for the production facility, and the later construction of a 15,000 barrels-per-day crude oil production facility itself, should enable other nearby oil fields in the area to begin production and thereby put even more oil into the Trans-Alaska Pipeline, which would also be in furtherance of Governor Parnell’s goal of getting more oil into the Pipeline;

WHEREAS, the Staff of the Authority has conducted a feasibility analysis of the proposed project based on the Authority investing a maximum of \$20 million in a limited liability

company that would own and operate the project, with the Authority's investment to be paid back through a road toll or annual user fees that would return the Authority's investment plus 8% per year;

WHEREAS, the Staff of the Authority has made a preliminary determination that the project is feasible and financially sound, subject to conducting more in-depth due diligence on the proposed project to make a final determination;

WHEREAS, the Staff of the Authority is ready to proceed with more in-depth due diligence regarding the proposed project and has negotiated a Reimbursement Agreement with BRPC for up to \$75,000 in costs the Authority incurs in completing the due diligence;

WHEREAS, the due diligence the Staff plans to conduct includes, but is not necessarily limited to, getting an understanding of incentives and tax credits available to the project, developing a limited liability company (LLC) agreement with BRPC for the LLC that will own the project, determining the ownership structure for the LLC, preparing a financing plan for the Board to consider in connection with the project, evaluating security for the repayment of any investment by the Authority in the project, and assessing the interest of other parties to use the Mustang Field road to access other nearby oil fields;

WHEREAS, the project is eligible for financing under the Authority's development finance program because the Mustang Field road and gravel pad will qualify as a "development project" under AS 44.88.900(3) in that they will constitute a "plant" or "facility" that will be used in connection with developing or utilizing natural resources of the state; and

WHEREAS, the Board finds the proposed project is a suitable one for the Authority to pursue and is in furtherance of the Authority's statutory purpose of promoting, developing and advancing the general prosperity and economic welfare of the people of Alaska, to relieve problems of unemployment, and to create additional employment.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority shall proceed with due diligence on the proposed access road and gravel pad for the Mustang Field on the North Slope. No final decision on the proposed project shall be made until the due diligence is completed, the Staff of the Authority reports back to the Board on the project, a finance plan for the project is developed and approved, and further action of the Board to give final approval to the project takes place.

Section 2. The Staff of the Authority is authorized to take all actions necessary to complete the due diligence on the proposed project and may expend funds in the due diligence process up to a maximum of \$75,000.

Section 3. The Executive Director of the Authority is authorized to enter into a Reimbursement Agreement with Brooks Range Petroleum Corporation regarding costs of the Authority's due diligence on the proposed project.

Section 4. The Executive Director is authorized to take any actions and sign any documents that he, in his discretion, deems appropriate in order to proceed with the due diligence on the proposed project and the evaluation and assessment of it.

DATED at Anchorage, Alaska on this 30th day of October, 2012.



ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY

Chair

Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G12-08

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY APPROVING INVESTMENT IN THE
MUSTANG OIL FIELD ACCESS ROAD AND PRODUCTION
PAD PROJECT**

WHEREAS, Brooks Range Petroleum Corporation (“BRPC”), the owner of the Mustang Oil Field on the North Slope of Alaska, has requested that the Alaska Industrial Development and Export Authority (the “Authority”) assist in developing a road that would connect the Mustang Field of the Southern Miluvecch Unit to the existing road system of the Prudhoe Bay area;

WHEREAS, BRPC’s exploration of the Mustang Field has established that it has proven oil reserves of 25 to 30 million barrels;

WHEREAS, the construction of the access road project would involve five main elements (all of which constitute the “Project”): (1) an ice road that would support the construction and development activities; (2) a gravel mine to obtain gravel for construction; (3) a mine access road of 0.7 miles in length, running between the mine and the production pad; (4) a site access road of 4.4 miles in length, running between the Mustang Oil Field and KRU road system; and (5) a main production pad of approximately 19.3 acres for the later construction of a 15,000 barrels-per-day crude oil production facility;

WHEREAS, the construction of the Project and the later crude oil production facility will permit BRPC to produce oil from the Mustang Oil Field, process the oil, and put that oil into the Trans-Alaska Pipeline through connecting pipelines, which would be in furtherance of the State of Alaska’s goal of getting more oil into the Trans-Alaska Pipeline;

WHEREAS, the construction of the Project and the later construction of a 15,000 barrels-per-day crude oil production facility may enable other nearby oil fields in the area to

begin production and thereby put even more oil into the Trans-Alaska Pipeline, which would also be in furtherance of the goal of getting more oil into the Pipeline;

WHEREAS, the Staff of the Authority has conducted a feasibility analysis of the Project and completed further due diligence of the Project, based on the premise that the Authority would invest a maximum of \$20 million in a limited liability company that would own and operate the Project, with the Authority's investment to be paid back through a road toll or annual user fees that would return the Authority's investment plus 8% per year;

WHEREAS, the Staff of the Authority has prepared a finance plan for the Project and recommended that the Authority proceed with the Project, subject to the following conditions (the "Conditions"):

(1) the North Slope Borough must approve of the Project and the Authority's participation in it;

(2) the Authority and BRPC must complete negotiations on a limited liability company agreement, guaranty agreements, and other ancillary agreements, the material terms of which are generally outlined on the Term Sheet provided to the Board; and

(3) the necessary permits for the Project must be obtained.

WHEREAS, the Project is eligible for financing under the Authority's development finance program (AS 44.88.172) because the Mustang Field access road and gravel pad will qualify as a "development project" under AS 44.88.900(3) in that they will constitute a "plant" or "facility" that will be used in connection with developing or utilizing natural resources of the state; and

WHEREAS, the Board finds the Project is a suitable one for the Authority to invest in and is in furtherance of the Authority's statutory purpose of promoting, developing and advancing the general prosperity and economic welfare of the people of Alaska, to relieve problems of unemployment, and to create additional employment.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority shall proceed with the Project, subject to the satisfaction of the Conditions. The finance plan for the Project submitted to the Board is approved.

Section 2. The Executive Director of the Authority is authorized to complete the negotiations with Brooks Range Petroleum Corporation on all the agreements that are required for the Project, with those agreements to be on the terms outlined in the Term Sheet or with modifications to those terms as the Executive Director, in his discretion, determines to be appropriate.

Section 3. Upon the satisfaction of the Conditions, the Executive Director is authorized to execute all the agreements relating to the Project, expend funds of the Authority in accordance with the final agreements, and take all other steps that are necessary or desirable to develop and construct the Project and to perform the Authority's obligations under the final agreements.

DATED at Anchorage, Alaska on this 6th day of December, 2012.



ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY


Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G13-01

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY RELATING TO THE PROPOSED
MUSTANG PRODUCTION FACILITY PROJECT AND THE
TRANSACTION COSTS OF THE MUSTANG ROAD PROJECT**

WHEREAS, the Alaska Industrial Development and Export Authority (the “Authority”) has been requested to participate in developing a crude oil production facility that would process oil from Mustang Oil Field of the Southern Miluveal Unit;

WHEREAS, the project sponsors of the Mustang Field production facility are Brooks Range Petroleum Corporation (“BRPC”), AVCG LLC (“AVCG”) (which is the parent of BRPC), and Ramshorn Investments, Inc., all of which have interests in the Mustang Field;

WHEREAS, BRPC’s exploration of the Mustang Field has established that it has proven oil reserves of 25 to 30 million barrels;

WHEREAS, the proposed Mustang Field production facility is expected to be able to process 15,000 barrels per day of crude oil, with the processed oil from the facility being put into the Trans-Alaska Pipeline through connecting pipelines, which would be in furtherance of Governor Parnell’s goal of getting more oil into the Trans-Alaska Pipeline;

WHEREAS, the construction of the Mustang Field production facility should enable other nearby oil fields in the area to begin production if they are developed, and this would thereby put even more oil into the Trans-Alaska Pipeline;

WHEREAS, the Staff of the Authority has made a preliminary determination that the Mustang Facility production facility is feasible and financially sound, subject to conducting more in-depth due diligence on the proposed project to make a final determination;

WHEREAS, the Staff of the Authority is ready to proceed with more in-depth due diligence regarding the proposed project and has negotiated a Reimbursement Agreement with BRPC for it to reimburse up to \$100,000 in costs the Authority incurs in completing the due diligence;

WHEREAS, the due diligence the Staff plans to conduct may include, but is not necessarily limited to, getting an understanding of incentives and tax credits available to the project, developing a limited liability company (LLC) agreement for a new LLC that will own the production facility, determining the ownership structure for the LLC, putting together a finance package with other lenders for the project, preparing a financing plan for the Board to consider in connection with the project, evaluating security for the repayment of any investment by the Authority in the project, and assessing the interest of other parties to use the Mustang Field production facility;

WHEREAS, the project is eligible for financing under the Authority's development finance program because the Mustang Field production facility will qualify as a "development project" under AS 44.88.900(4) in that it will constitute a "plant" or "facility" that will be used in connection with developing or utilizing natural resources of the state;

WHEREAS, the Board finds the proposed project is a suitable one for the Authority to pursue and is in furtherance of the Authority's statutory purpose of promoting, developing and

advancing the general prosperity and economic welfare of the people of Alaska, to relieve problems of unemployment, and to create additional employment;

WHEREAS, the production facility is related to the Mustang Road project that the Board previously approved in Resolution G12-08 and the Staff of the Authority has recently closed, or is in the process of completing the closing of, the transactions related to the Mustang Road project; and

WHEREAS, the Authority incurred and is continuing to incur certain transaction costs related to the Mustang Road project, such as legal fees, financial advisor fees, recording and filing fees, and the like, that are in addition to, and not a part of, the \$20 million investment the Board authorized in the Mustang Road project, and the Board needs to approve the payment of these transaction costs out of the economic development account.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority shall proceed with due diligence on the proposed Mustang Field production facility. No final decision on the proposed project shall be made until the due diligence is completed, the Staff of the Authority reports back to the Board on the project, a finance plan for the project is developed and approved, and further action of the Board to give final approval to the project takes place.

Section 2. The Staff of the Authority is authorized to take all actions necessary to complete the due diligence on the proposed project and may expend funds in the due diligence process up to a maximum of \$100,000.

Section 3. The Executive Director of the Authority is authorized to enter into a Reimbursement Agreement with one or more of Brooks Range Petroleum Corporation, AVCG LLC and Ramshorn Investments, Inc. regarding costs of the Authority's due diligence on the proposed project.

Section 4. The Executive Director is authorized to take any actions and sign any documents that he, in his discretion, deems appropriate in order to proceed with the due diligence on the proposed Mustang Field production facility project and the evaluation and assessment of it.

Section 5. The Executive Director is authorized and directed to pay the transaction costs the Authority has incurred or continues to incur with respect to its investment in the Mustang Road project out of the funds of the economic development account.

DATED at Anchorage, Alaska on this 15th day of February, 2013.



ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY

Chair

Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G14-09

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY
APPROVING A PROCESSING FACILITY FOR THE
MUSTANG OIL FIELD UNDER THE DEVELOPMENT
FINANCE PROGRAM**

WHEREAS, Brook Range Petroleum Corporation (“BRPC”), the Operator of the oil and gas leases that comprise the Southern Miluvecch Unit on the North Slope of Alaska (which is commonly referred to as the “Mustang Oil Field”), has requested the Alaska Industrial Development and Export Authority (the “Authority”) assist in developing a 15,000 barrels-per-day processing facility for the Mustang Oil Field (the “Project”);

WHEREAS, BRPC’s exploration of the Mustang Oil Field has established that it has proven oil reserves of 25 to 30 million barrels;

WHEREAS, through an investment in Mustang Road LLC, the Authority has previously provided \$20 million in financing for the construction of roads and a gravel pad for the Mustang Oil Field;

WHEREAS, at the time the Authority made the investment in Mustang Road LLC, the Authority consulted with the North Slope Borough and obtained its approval for the Authority to participate in the development of the Mustang Oil Field, including the processing facility;

WHEREAS, the construction of the Project will permit BRPC as Operator to produce oil from the Mustang Oil Field, process the oil, and put that oil into the Trans-Alaska Pipeline System (“TAPS”) through connecting pipelines, which would be in furtherance of the State of Alaska’s goal of getting more oil into TAPS;

WHEREAS, the construction of the Project may also enable other nearby oil fields in the area to begin production and thereby put even more oil into TAPS;

WHEREAS, the Staff of the Authority has conducted a feasibility analysis of the Project and completed further due diligence of the Project, based on the premise that the Authority would invest a maximum of \$50 million in a limited liability company to be named Mustang Operations Center 1 LLC (“MOC1”) and the Authority’s investment, along with loans obtained by another MOC1 investor, CES Oil Services Pte. Ltd., would finance the construction of the Project;

WHEREAS, the Staff of the Authority has prepared a finance plan for the Project and recommended that the Authority proceed with the Project and release funds, subject to the following conditions (the “Conditions”):

(1) the Authority, CES Oil Services Pte. Ltd., BRPC, and the working interest owners of the Mustang Oil Field must complete negotiations on and execute a limited liability company agreement, facility charter agreement, working interest purchase and sale agreement, design and build construction contract, guaranty agreements, security agreements and other ancillary agreements, the material terms of which are generally outlined on the memorandum provided to the Board;

(2) all permits, authorizations, and regulatory approvals required for the construction and operation of the Project must be obtained;

(3) MOC1 must obtain a carried working interest in the oil and gas leases of the Southern Miluveal Unit in a percentage that is expected to generate sufficient funds to re-pay the Authority’s investment and provide a return on that investment (which percentage may be adjusted from time to time), and the Alaska Department of Natural Resources must approve the transfer of the carried working interest to MOC1;

(4) BRPC, through its parent organization(s), must provide proof of availability of funds (estimated at \$85.1 million) and documentation for implementation of the Phase 1 drilling program consistent with the Mustang Oil Field development plan;

(5) all of the other parties to the final agreements related to the Project must execute and deliver the final agreements;

(6) BRPC, as Operator of the Mustang Oil Field, must obtain insurance coverage for the Project and MOC1 in such amounts, and placed with such insurers, as the final agreements require;

(7) the Executive Director must be satisfied that BRPC, together with its parent organization(s) and the working interest owners of the Mustang Oil Field, have the financial capacity and operational ability to develop the Mustang Oil Field into a producing oil field and to perform all of their obligations under the final agreements;

(8) CES Oil Services Pte. Ltd. must secure for MOC1 a loan or loans in a total of amount of \$150 million for MOC1 for use in funding the Project, with access to at least an additional \$25 million to cover possible Project cost overruns, and the Executive Director must be satisfied with the payment terms and conditions of the loan or loans;

(9) the terms under which the Authority's investment in Mustang Road LLC will be repaid, and the return on that investment obtained, must be restructured in substantially the manner indicated in the memorandum provided to the Board; and

(10) a qualified consultant, selected by the Executive Director, must review the production and field reserve information to assure that the information the Authority used as a basis for revenue projections is still reasonable to ensure that there is adequate cash flow to pay back AIDEA's investment, at a cost not to exceed \$10,000.

WHEREAS, the Project is eligible for financing under the Authority's development finance program (AS 44.88.172) because the processing facility for the Mustang Oil Field qualifies as a "development project" under AS 44.88.900(4) and (10)(A) in that it will constitute a "plant" or "facility" that will be used in connection with developing or utilizing the natural resources of the State; and

WHEREAS, the Board finds the Project is a suitable one for the Authority to invest in and is in furtherance of the Authority's statutory purpose of promoting, developing and advancing the general prosperity and economic welfare of the people of Alaska, to relieve problems of unemployment, and to create additional employment.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority shall proceed with the Project, subject to the satisfaction of the Conditions. The finance plan for the Project submitted to the Board is approved.

Section 2. The Executive Director of the Authority is authorized to complete the negotiations on all the agreements that are required for the Project, with those agreements to be on the terms outlined in the memorandum provided to the Board or with modifications to those terms as the Executive Director, in his discretion, determines to be appropriate.


Section 3. Upon the satisfaction of the Conditions, the Executive Director is authorized to execute all the agreements relating to the Project and to use up to \$50 million in funds from the Economic Development Account to invest in the Project in accordance with the final agreements. The Executive Director is further authorized to take all other steps that are necessary or desirable to develop and construct the Project and to perform the Authority's obligations under the final agreements.

DATED at Anchorage, Alaska on this 24th day of April, 2014.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY


Chair




Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G17-06

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY RELATING TO THE MUSTANG
DEVELOPMENT PROJECT AND MUSTANG ROAD LLC**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects under AS 44.88.172, with one project being the construction of the Mustang road and pad and the other project being the development of an oil processing facility;

WHEREAS, the Authority’s participation in the Mustang road and pad is through partial ownership of Mustang Road LLC, an Alaska limited liability company, with the owners of BRPC being the other owners of the limited liability company;

WHEREAS, the Authority has the opportunity to acquire all of the membership interests in Mustang Road LLC and doing so will give the Authority control over the Mustang road and pad, which can serve as critical infrastructure for the State of Alaska;

WHEREAS, having the Authority acquire 100% of Mustang Road LLC will improve the economics of the Mustang projects and may free up capital that can be deployed in the overall development of the Mustang Oil Field; and

WHEREAS, the Staff of the Authority and its financial advisor, PFM Group Consulting LLC, have recommended that the Authority acquire 100% of the membership interests in Mustang Road LLC.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:


Section 1. The Authority is authorized to acquire 100% of the membership interests in Mustang Road LLC, and the Authority is authorized to accept the selling members' interests in Mustang Road LLC in satisfaction of the selling members' obligations to pay the Authority for its investment in the limited liability company.

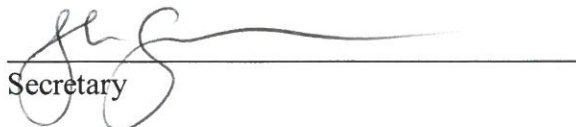
Section 2. The Executive Director is authorized to apply to the State of Alaska Department of Natural Resources, and to take all actions necessary, including soliciting advice from the local governments affected by the project, for Mustang Road LLC, under the Authority's 100% ownership, to gain, have and maintain control over the Mustang road and pad.

Section 3. The Executive Director is authorized to sign all contracts and other documents, and to take all other actions, necessary or expedient in fulfilling the purposes of this Resolution.

Dated at Anchorage, Alaska, this 19th day of June 2017.




Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G17-08

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY RELATING TO THE MUSTANG
DEVELOPMENT PROJECT AND MUSTANG OPERATIONS
CENTER 1 LLC**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects under AS 44.88.172, with one project being the construction of the Mustang road and pad through its investment into Mustang Road LLC, and the other project being the development of an oil processing facility through its investment into Mustang Operations Center 1 LLC;

WHEREAS, successful completion of the Mustang Oil Field development is contingent on securing the financing necessary to conduct the full field drilling program and to complete the oil processing facility, and the Authority has been advised that the needed financing will be more readily obtained through the demonstration of oil production through one Mustang Oil Field well;

WHEREAS, BRPC, the operator of the Mustang Oil Field, is pursuing plans to complete at least one well to actively produce oil from the field and BRPC has requested that the Authority support BRPC’s efforts;

WHEREAS, the Staff of the Authority and the Authority’s financial advisor, PFM Group Consulting LLC, are recommending a phased approach to proceeding with the project, with the first phase being the Authority providing a form of bridge financing;

WHEREAS, the recommended bridge financing would consist of the Authority providing an additional \$2.5 million to Mustang Operations Center 1 LLC (“MOC1”), either in the form of an equity contribution or as a member loan;

WHEREAS, the bridge financing would enable MOC1 to preserve its existing assets, pay outstanding obligations, and fund additional surface infrastructure that will support BRPC’s planned drilling/production efforts; if BRPC’s efforts are successful, the bridge financing should also put the project in a position to seek and obtain the necessary financing to successfully complete the project;

WHEREAS, the Staff of the Authority and the Authority’s financial advisor are also recommending that the Authority acquire 100% of the membership interests in MOC1, which, once the Authority acquires 100% of Mustang Road LLC as authorized in Resolution No. G17-06, will give the Authority complete control of all of the surface infrastructure of the Mustang Oil Field; and

WHEREAS, in taking complete ownership of MOC1 and Mustang Road LLC, the Authority can more easily coordinate with other state entities, including the Department of Natural Resources, and the Department of Environmental Conservation, with respect to the work on the Mustang Oil Field and other developments in the vicinity;

WHEREAS, the Staff of the Authority and the Authority’s financial advisor have provided the Board with a revised finance plan for MOC1 to support the proposed bridge financing; and

WHEREAS, having the Authority provide the bridge financing and acquire 100% of the membership interests in MOC1 are in furtherance of the Authority’s statutory purposes of promoting economic development and creating additional employment in the State of Alaska;

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority is authorized to acquire 100% of the membership interests in MOC1. The Executive Director is authorized to negotiate with CES Oil Services Pte. Ltd. to convert its equity to debt and to otherwise obtain its withdrawal from the limited liability company on terms the Executive Director determines to be appropriate.

Section 2. The Authority shall provide an additional \$2.5 million to MOC1 for use as a form of bridge financing for the project. The \$2.5 million shall be provided from the Economic Development Account of the Revolving Fund. The \$2.5 million shall constitute either an equity contribution or a member loan to the limited liability company as the Executive Director determines is appropriate and shall be on terms and conditions the Executive Director may establish. The Executive Director is authorized to negotiate with and to have MOC1 enter into agreements with BRPC to deploy the bridge financing in the manner and under the terms and conditions the Executive Director determines to be appropriate. The revised finance plan for Mustang Operations Center 1 LLC as presented to the Board is approved.

Section 3. The Executive Director is authorized to consult and coordinate with the Department of Natural Resources, the Department of Environmental Conservation, and other state and local government agencies and officials, with respect to the Authority taking complete control of the surface infrastructure and facilities of the Mustang Oil Field, and with respect to such agencies and officials assisting or supporting the development of the Mustang Oil Field and other any projects in the vicinity that may make use of the infrastructure and facilities.

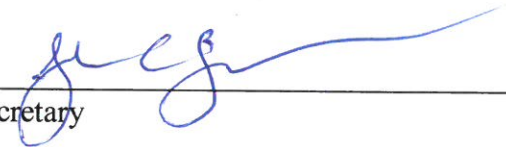
Section 4. The Executive Director is authorized to sign all contracts and other documents, and to take all other actions, necessary or expedient in fulfilling the purposes of this Resolution.

Dated at Anchorage, Alaska, this 29th day of June 2017.





Chair



Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G18-02

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY RELATING TO
THE OPERATING AGREEMENT, BUDGET, AND
REVOLVING LINE OF CREDIT FOR MUSTANG ROAD LLC**

WHEREAS, the Alaska Industrial Development and Export Authority (the “Authority”) is participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects under AS 44.88.172, with one project being the construction of the Mustang road and pad and the other project being the development of an oil processing facility;

WHEREAS, the Mustang road and pad was constructed through Mustang Road LLC, an Alaska limited liability company, in which the Authority and other parties were the members;

WHEREAS, in Resolution No. G17-06, adopted on June 19, 2017, the Board authorized the Authority to acquire 100% of the membership interests in Mustang Road LLC;

WHEREAS, effective as of December 14, 2017, the Authority acquired all of the membership interests in Mustang Road LLC held by the other parties, thereby making the Authority the owner of 100% of the limited liability company;

WHEREAS, the operating agreement that deals with the internal management of Mustang Road LLC needs to be revised to reflect that the Authority is now the sole member;

WHEREAS, the staff of the Authority has provided the Board with a proposed Revised Operating Agreement for Mustang Road LLC and the proposed Revised Operating Agreement

contains, among other things, specific provisions that delegate the day-to-day management of Mustang Road LLC to the Executive Director or other staff members;

WHEREAS, under the proposed Revised Operating Agreement for Mustang Road LLC, the Board retains the authority and the obligation to set an annual budget for the company;

WHEREAS, the staff of the Authority has provided a proposed budget for Mustang Road LLC for the period of December 14, 2017 through the end of fiscal year 2018 (June 30, 2018);

WHEREAS, Mustang Road LLC requires a source of funds to pay for its on-going expenses, as it will take time for Mustang Road LLC to generate its own revenues and its own revenues may be sporadic; and

WHEREAS, having the Authority provide a revolving line of credit to Mustang Road LLC in the maximum amount of \$300,000 will afford the limited liability company a means of meeting its on-going expenses.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Revised Operating Agreement for Mustang Road LLC in the form presented to the Board is approved. The Executive Director is authorized to sign the Revised Operating Agreement on behalf of the Authority.

Section 2. The budget presented to the Board for Mustang Road LLC from the time period of December 14, 2017 through June 30, 2018 is approved.

Section 3. The Authority is authorized to provide a revolving line of credit to Mustang Road LLC in the maximum amount of \$300,000. The source of the funds for the revolving line

of credit is the Revolving Fund. The revolving line of credit shall be on terms and conditions the Executive Director determines to be appropriate.

Section 4. The Executive Director is authorized to sign all documents and take all actions necessary or expedient in fulfilling the purposes of this Resolution.

Dated at Anchorage, Alaska, this 1st day of March 2018.




Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G18-04

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY RELATING TO A LINE OF CREDIT
LOAN TO MUSTANG OPERATIONS CENTER 1 LLC**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects under AS 44.88.172, with one project being the construction of the Mustang road and pad through Mustang Road LLC, and the other project being the development of an oil processing facility through Mustang Operations Center 1 LLC (“MOC1”);

WHEREAS, in Resolution No. G17-08, the Board approved the Authority acquiring 100% of the membership interests in MOC1 and providing \$2.5 million in bridge financing to MOC1;

WHEREAS, the Authority no longer expects to acquire 100% of the membership interests in MOC1 and, instead, the Authority is in the process of negotiating a re-structuring of its participation in the project with BRPC and its owners;

WHEREAS, the bridge financing has been expended or committed and MOC1 requires funding to preserve its existing assets and pay its obligations until a re-structuring of the Authority’s participation in the project can be completed;

WHEREAS, the Staff of the Authority recommends that the Authority extend a line of credit loan to MOC1 up to a maximum principal amount of \$1 million so that MOC1 can meet its obligations as they come due; and

WHEREAS, extending a line of credit loan to MOC1 will help to preserve the Authority’s investment in MOC1 and is in the best interests of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority is authorized to provide a line of credit loan to MOC1 in the maximum principal amount of \$1 million. The \$1 million loan shall be provided from the Economic Development Account of the Revolving Fund. The \$1 million loan shall be at an interest rate and on terms and conditions that the Executive Director determines to be appropriate.

Section 2. The Executive Director is authorized to sign all contracts and other documents, and to take all other actions, necessary or expedient in fulfilling the purposes of this Resolution.

Dated at Anchorage, Alaska, this 31st day of May 2018.


Chair

ATTEST
[SEAL]




Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G18-05

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY APPROVING THE SALE OF
MEMBERSHIP INTERESTS IN MUSTANG OPERATIONS
CENTER 1 LLC AND MUSTANG ROAD LLC TO CARACOL
PETROLEUM LLC AND PROVIDING FINANCING FOR THE
SAME**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved the Authority participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects, with one project being the construction of the Mustang road and pad through Mustang Road LLC (“MRLLC”), and the other project being the development of an oil processing facility through Mustang Operations Center 1 LLC (“MOC1”);

WHEREAS, the Executive Director, with the assistance of advisors, has negotiated with BRPC and the other working interest owners involved in the Mustang Oil Field development to facilitate additional investments being made in the field to bring it into sustained production;

WHEREAS, the parties have developed a non-binding term sheet (the “Term Sheet”) for restructuring the Authority’s involvement in the Mustang Oil Field development project and a copy of the Term Sheet has been provided to the Board;

WHEREAS, the Term Sheet contemplates consolidating approximately 90% of the working interests in the Mustang field in Caracol Petroleum LLC (“Caracol”), with Caracol then being expected to raise the capital necessary to proceed with the further development of the Mustang field;

WHEREAS, having the Authority sell its existing membership interests in MRLLC and MOC1 to Caracol will facilitate Caracol's consolidation of the working interests in the Mustang field and enable Caracol to seek the needed financing for further development;

WHEREAS, the sale price of the Authority's membership interests in MOC1 and MRLLC would be \$64 million;

WHEREAS, the Term Sheet contemplates that the Authority will finance Caracol's purchase of the Authority's membership interests in MRLLC and MOC1 under terms specified in the Term Sheet, which terms include an initial interest rate of 8%, payments of a specified amount of interest until 30 days after first oil production, and quarterly debt service payments thereafter until a final maturity date of April 1, 2026;

WHEREAS, Caracol's payment of the financing that the Authority provides will be secured by substantially the same assets that previously secured the payments the Authority was to receive through its membership interests in MRLLC and MOC1;

WHEREAS, the Mustang project is under the Authority's development finance program authorized by AS 44.88.172, and having the Authority finance Caracol's purchase of the membership interests in MRLLC and MOC1 will qualify as "development project financing" allowed for under the statute; and

WHEREAS, completing the transactions contemplated in the Term Sheet will promote economic development and increase job opportunities on the North Slope and is in the best interests of the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Authority is authorized to sell its membership interests in MRLLC and MOC1 to Caracol, and the Authority is authorized to provide financing for Caracol's purchase of the membership interests in MRLLC and MOC1, all as contemplated in the Term Sheet. The financing shall be through the Authority's economic development account. The Authority's existing finance plan for the Mustang project is hereby amended to incorporate the financing to Caracol that is contemplated under the Term Sheet.

Section 2. The Executive Director, any other officer of the Authority to whom the Executive Director delegates, is authorized to negotiate, finalize, execute and deliver a purchase and sale agreement, a loan agreement, and all other contracts and documents that are necessary or expedient in completing the transactions contemplated by the Term Sheet. The contracts shall be on the same terms as are set out in the Term Sheet, or with any modifications to those terms the Executive Director determines to be appropriate.

Section 3. Once the contracts contemplated in the Term Sheet are fully executed and delivered and all conditions established in them are satisfied, the Executive Director, and any other officer of the Authority to whom the Executive Director delegates, is authorized to cause the Authority to take all actions necessary or convenient to having the Authority perform its obligations under the contracts.

Dated at Anchorage, Alaska, this 31st day of May 2018.



ATTEST
[SEAL]

Secretary


Chair

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G18-11

RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY APPROVING AN EXTENSION OF THE MATURITY DATE ON A DEBT MUSTANG OPERATIONS CENTER 1 LLC OWES THE ALASKA DEPARTMENT OF REVENUE, AUTHORIZING THE AUTHORITY TO PROVIDE A GUARANTY OF THE DEBT, AND AUTHORIZING THE AUTHORITY TO INCREASE THE LOAN TO CARACOL PETROLEUM LLC RELATED TO THE SALE OF THE AUTHORITY'S MEMBERSHIP INTERESTS IN MUSTANG OPERATIONS CENTER 1 LLC AND MUSTANG ROAD LLC BY AN AMOUNT NOT TO EXCEED \$10 MILLION, ALL IN SUPPORT OF THE MUSTANG OIL FIELD DEVELOPMENT PROJECT

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the "Authority") previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation ("BRPC") through two development finance projects under AS 44.88.172, with one project being the construction of the Mustang road and pad through Mustang Road LLC ("MRLLC"), and the other project being the development of an oil processing facility through Mustang Operations Center 1 LLC ("MOC1");

WHEREAS, in Resolution No. G18-05, adopted May 31, 2018, the Board approved of a restructuring of the Mustang projects with the Authority selling its membership interests in MRLLC and MOC1 to Caracol Petroleum LLC ("Caracol") and the Authority providing financing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, consistent with Resolution No. G18-05, the Executive Director on behalf of the Authority negotiated and executed a membership interest purchase and sale agreement with Caracol and negotiated a loan agreement with Caracol that will be executed at the closing of the transaction when all of the conditions to closing have been satisfied or waived;

WHEREAS, one of the conditions to closing the transactions is addressing a pre-existing debt MOC1 owes to the State of Alaska Department of Revenue (“DOR”);

WHEREAS, obtaining an extension of the current maturity date for MOC1’s debt to DOR will satisfy a condition to closing the Authority’s transactions with Caracol;

WHEREAS, if the Authority provides a guaranty of MOC1’s debt, DOR will extend the maturity date on the MOC1 debt to the earlier of: (1) the date proceeds from bonds issued under Chapter 33 of the 2018 Session Laws of Alaska (“HB 331”) are available for payment to MOC1 to satisfy tax credit certificates issued by the State of Alaska; (2) the date a decision adverse to the State of Alaska in the HB 331 litigation by a judgment, decree, or order becomes final and not subject to further appeal; or (3) December 31, 2020; provided, however, that subsection (2) above will not apply in the event that there is an adverse decision in the HB 331 litigation and the State of Alaska chooses not to appeal the adverse decision;

WHEREAS, the Board has reviewed a draft of the Guaranty Agreement that the Authority would provide to DOR in order to secure the extension of the maturity date on the MOC1 debt;

WHEREAS, the Authority has the statutory authority to provide the guaranty that DOR is requesting as a part of “development project financing” under AS 44.88.172 and AS 44.88.900(7) since the guaranty would be for a development project the Authority no longer intends to own and operate;

WHEREAS, the Authority can recover from Caracol any amounts it must pay to DOR on the guaranty, up to a maximum amount of \$10 million, by adding the same to the principal of the loan that the Authority is providing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, pursuant to AS 44.88.173, the staff of the Authority has provided the Board with a revised finance plan for the Mustang project that now incorporates the guaranty to DOR and the additional loan amount to Caracol to recover a payment made on the guaranty; and

WHEREAS, providing the guaranty to DOR will allow the Authority's transactions with Caracol to close, thereby facilitating the restructuring of the Mustang project and the production of oil from the Mustang Oil Field, which in turn will promote economic development and increased job opportunities on the North Slope.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The revised finance plan for the Mustang project as presented to the Board is approved.

Section 2. The Executive Director, on behalf of the Authority as a member of MOC1, is authorized to approve having MOC1 extend the maturity date on its pre-existing debt owed to DOR.

Section 3. The Authority shall provide a guaranty of the MOC1 debt owed to DOR. The Executive Director is authorized to sign and deliver on the behalf of the Authority the Guaranty Agreement in the form presented to the Board, or with such revisions as the Executive Director determines to be necessary or appropriate. If payment under the finalized Guaranty Agreement is required, the Executive Director is further authorized to pay the amount the Authority owes to DOR under the finalized Guaranty Agreement out of the Economic Development Account of the Revolving Fund.


Section 4. The Executive Director is authorized to execute and deliver any loan documents necessary for the Authority to recover from Caracol any payment the Authority makes to DOR on the guaranty, up to a maximum amount of \$10 million.

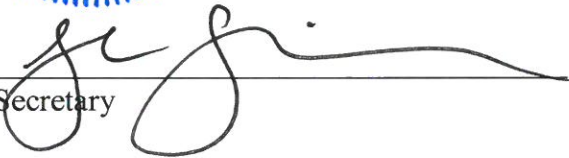
Section 5. The Executive Director is authorized and directed to sign all other documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this 19th day of September 2018.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY




Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G18-11A

RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY APPROVING AN EXTENSION OF THE MATURITY DATE ON A DEBT MUSTANG OPERATIONS CENTER 1 LLC OWES THE ALASKA DEPARTMENT OF REVENUE, AUTHORIZING THE AUTHORITY TO PROVIDE A GUARANTY OF THE DEBT AND TO PURCHASE THE DEBT, AND AUTHORIZING THE AUTHORITY TO INCREASE THE LOAN TO CARACOL PETROLEUM LLC RELATED TO THE SALE OF THE AUTHORITY'S MEMBERSHIP INTERESTS IN MUSTANG OPERATIONS CENTER 1 LLC AND MUSTANG ROAD LLC BY AN AMOUNT NOT TO EXCEED \$10 MILLION, ALL IN SUPPORT OF THE MUSTANG OIL FIELD DEVELOPMENT PROJECT

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the "Authority") previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation ("BRPC") through two development finance projects under AS 44.88.172, with one project being the construction of the Mustang road and pad through Mustang Road LLC ("MRLLC"), and the other project being the development of an oil processing facility through Mustang Operations Center 1 LLC ("MOC1");

WHEREAS, in Resolution No. G18-05, adopted May 31, 2018, the Board approved of a restructuring of the Mustang projects with the Authority selling its membership interests in MRLLC and MOC1 to Caracol Petroleum LLC ("Caracol") and the Authority providing financing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, consistent with Resolution No. G18-05, the Executive Director on behalf of the Authority negotiated and executed a membership interest purchase and sale agreement with

Caracol and negotiated a loan agreement with Caracol that will be executed at the closing of the transaction when all of the conditions to closing have been satisfied or waived;

WHEREAS, one of the conditions to closing the transactions is addressing a pre-existing debt MOC1 owes to the State of Alaska Department of Revenue ("DOR");

WHEREAS, obtaining an extension of the current maturity date for MOC1's debt to DOR will satisfy a condition to closing the Authority's transactions with Caracol;

WHEREAS, if the Authority provides a guaranty of MOC1's debt, DOR may extend the maturity date on the MOC1 debt to the earlier of: (1) the date proceeds from bonds issued under Chapter 33 of the 2018 Session Laws of Alaska ("HB 331") are available for payment to MOC1 to satisfy tax credit certificates issued by the State of Alaska; (2) the date a decision adverse to the State of Alaska in the HB 331 litigation by a judgment, decree, or order becomes final and not subject to further appeal; or (3) December 31, 2020; provided, however, that subsection (2) above will not apply in the event that there is an adverse decision in the HB 331 litigation and the State of Alaska chooses not to appeal the adverse decision;

WHEREAS, the Board has reviewed a draft of the Guaranty Agreement that the Authority would provide to DOR in order to secure the extension of the maturity date on the MOC1 debt;

WHEREAS, the Authority has the statutory authority to provide the guaranty that DOR is requesting as a part of "development project financing" under AS 44.88.172 and AS 44.88.900(7) since the guaranty would be for a development project the Authority no longer intends to own and operate;

WHEREAS, the Authority has the statutory authority to purchase DOR's position as the creditor on the MOC1 debt since the obligation would be a part of the "development project financing" the Authority will be providing for the project under AS 44.88.172;

WHEREAS, the Authority can recover from Caracol any amounts it must pay to DOR on the guaranty, up to a maximum amount of \$10 million, by adding the same to the principal of the loan that the Authority is providing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, if the Authority purchases DOR's position as the creditor on the MOC1 debt, the Authority can recover from Caracol any amount remaining due on the debt at the extended maturity date, up to a maximum amount of \$10 million, by adding the same to the principal of the loan that the Authority is providing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, pursuant to AS 44.88.173, the staff of the Authority has provided the Board with a revised finance plan for the Mustang project that now incorporates the handling of the debt owed to DOR and the additional loan amount to Caracol to recover a payment made on the guaranty or the outstanding balance at the extended maturity date;

WHEREAS, providing the guaranty to DOR will allow the Authority's transactions with Caracol to close, thereby facilitating the restructuring of the Mustang project and the production of oil from the Mustang Oil Field, which in turn will promote economic development and increased job opportunities on the North Slope;

WHEREAS, purchasing DOR's position as the creditor on the MOC1 debt will also be in furtherance of promoting economic development and in support of increased job opportunities; and

WHEREAS, on September 19, 2018, the Board approved Resolution No. G18-11 to authorize the Authority to provide a guaranty for the DOR loan to MOC1, and the Board now

desires to amend that resolution to also authorize the Authority to purchase DOR's position as the creditor to whom the MOC1 loan is owed.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The revised finance plan for the Mustang project as presented to the Board is approved.

Section 2. The Executive Director, on behalf of the Authority as a member of MOC1, is authorized to approve having MOC1 extend the maturity date on its pre-existing debt owed to DOR.

Section 3. The Authority may provide a guaranty of the MOC1 debt owed to DOR. The Executive Director is authorized to sign and deliver on the behalf of the Authority the Guaranty Agreement in the form presented to the Board, or with such revisions as the Executive Director determines to be necessary or appropriate. If payment under the finalized Guaranty Agreement is required, the Executive Director is further authorized to pay the amount the Authority owes to DOR under the finalized Guaranty Agreement out of the Economic Development Account of the Revolving Fund.

Section 4. So long as the Authority closes the pending transaction with Caracol, the Authority may purchase DOR's position as the creditor to whom the MOC1 debt is owed, whether or not the Authority has provided a guaranty of the MOC1 debt. The Authority may purchase DOR's position as creditor by paying DOR the principal amount MOC1 owes, plus interest accrued on the MOC1 debt up to the date of payment. The Authority's purchase of the MOC1 debt from DOR shall be under the terms of the Assumption Agreement that has been provided to the Board.

So long as the Authority closes the pending transaction with Caracol, the Executive Director is authorized to sign the Assumption Agreement on behalf of the Authority.

Section 5. The Executive Director is authorized to execute and deliver any loan documents necessary for the Authority to recover from Caracol any payment the Authority makes to DOR on the guaranty, or the balance owed on the MOC1 loan at the extended maturity date, up to a maximum amount of \$10 million.

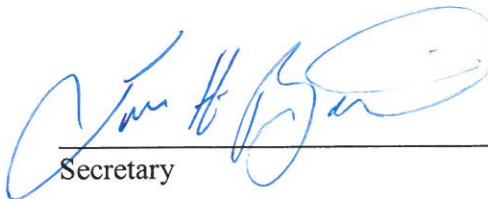
Section 6. The Executive Director is authorized and directed to sign all other documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this 22nd day of April 2019.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY




Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G18-12

**RESOLUTION OF THE ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY AUTHORIZING RECEIVING AND
RETAINING STOCK OPTIONS IN ALPHA ENERGY HOLDINGS
LIMITED**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved the Authority participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) through two development finance projects, with one project being the construction of the Mustang road and pad through Mustang Road LLC (“MRLLC”), and the other project being the development of an oil processing facility through Mustang Operations Center 1 LLC (“MOC1”);

WHEREAS, in Resolution No. G18-05, adopted May 31, 2018, the Board authorized the Authority to sell its membership interests in MRLLC and MOC1 to Caracol Petroleum, LLC, a wholly owned subsidiary of Alpha Energy Holdings Limited (“Alpha”), and to provide financing for the purchase of these membership interests;

WHEREAS, the parties developed transaction documents for the sale the Authority’s membership interests in MRLLC and MOC1 and the financing of Caracol’s purchase of those membership interests, which transaction documents included the Authority receiving stock options in Alpha (the “Alpha Options”) as part of the restructuring package;

WHEREAS, Alpha is a Singapore company, publicly traded on the Singapore stock exchange;

WHEREAS, the Authority wishes to retain the Alpha Options as an investment of the Revolving Fund; and

WHEREAS, the Authority may invest funds of the Revolving Fund subject to the requirements of AS 37.10.071, including the prudent investor rule.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Board finds that having the Authority acquire and hold the Alpha Options as an investment of the Revolving Fund complies with the prudent investor rule. The investment represents only a small portion of the total Revolving Fund and it is appropriate for the Authority to take a measured amount of greater risk in seeking the greater return the Alpha Options may provide. The Board also notes that the Authority is making a nominal payment to acquire the Alpha Options separate from the sale of the MRLLC and MOC1 membership interests and that the Authority will not make any payment to exercise the Alpha Options unless it is profitable to do so.

Section 2. The Executive Director is authorized to sign all documents and take all other actions necessary for the Authority to acquire the Alpha Options. Once acquired, the Authority is authorized to retain the Alpha Options as an investment of the Revolving Fund.



Secretary

Chair

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G20-02

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY
APPROVING A MODIFICATION OF THE DEBT
CARACOL PETROLEUM LLC OWES THE AUTHORITY,
AND AUTHORIZING THE AUTHORITY TO LOAN
ADDITIONAL FUNDING TO CARACOL PETROLEUM
LLC, SUBJECT TO CERTAIN CONDITIONS, ALL IN
SUPPORT OF THE MUSTANG OIL FIELD
DEVELOPMENT PROJECT**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) as a development finance project under AS 44.88.172, with the Authority’s participation being through Mustang Road LLC (“MRLLC”) and Mustang Operations Center 1 LLC (“MOC1”);

WHEREAS, in Resolution No. G18-05, adopted May 31, 2018, the Board approved a restructuring of the Authority’s involvement in Mustang Oil Field project with the Authority selling its membership interests in MRLLC and MOC1 to Caracol Petroleum LLC (“Caracol”), an affiliate of BRPC, and the Authority providing financing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, consistent with Resolution No. G18-05, on May 24, 2019, the Authority closed on the transactions to restructure the Mustang Oil Field project and entered into a Loan Agreement and other ancillary agreements with Caracol, BRPC, and other parties;

WHEREAS, Caracol and BRPC encountered certain operational and cash flow difficulties in proceeding with the development of the Mustang Oil Field, although Caracol and BRPC were successful in achieving first oil production from the field;

WHEREAS, Caracol's difficulties have led it to not make the initial payment due the Authority under the Loan Agreement and to not satisfy other obligations owed to the Authority under the loan documents, and the Authority notified Caracol it was in default and the Authority accelerated the indebtedness Caracol owes under the Loan Agreement;

WHEREAS, Caracol has proposed modifying the debt it owes the Authority for the Mustang Oil Field project and the proposed modifications are intended to enable the injection of new capital into the Mustang Oil Field project from Caracol's parent entity, Alpha Energy Holdings Ltd., and this new capital in the minimum amount of \$60 million is intended to allow Caracol to resolve outstanding obligations and to pursue a drilling program that is expected to put the Mustang Oil Field on a path to achieving sustainable production;

WHEREAS, Caracol is also proposing to sell certain equipment and assets that are part of the loan collateral the Authority holds and Caracol desires to use the proceeds of the sales to pay for project costs;

WHEREAS, the Executive Director and staff of the Authority have negotiated with Caracol and prepared a term sheet for the proposed modifications to Caracol's debt owed to the Authority, and a summary copy of the term sheet is attached to this resolution;

WHEREAS, the proposed loan modifications will require the Authority, among other things, to cancel its notice of default, rescind the acceleration of Caracol's indebtedness, adjust the amount of Caracol's overall debt, change the interest rate on the debt, change the payment and amortization schedule for the debt, and re-advance to Caracol the proceeds received from the sales of the Authority's collateral, subject to the fulfillment of certain obligations by Caracol;

WHEREAS, the proposed loan modifications also will obligate the Authority, once new capital from Alpha is provided to the project and once other specified conditions precedent are satisfied, to loan up to an additional \$35 million for further development of the Mustang Oil Field;

WHEREAS, the Executive Director and staff of the Authority recommend that the Board approve proceeding with modifying Caracol's debt in accordance with the term sheet; and

WHEREAS, modifying Caracol's debt and providing up to an additional \$35 million for the Mustang Oil Field project will promote economic development and increased job opportunities on the North Slope, which are in furtherance of the Authority's statutory mission.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The modifications to Caracol's debt, as outlined in the term sheet provided to the Board, are approved. The Executive Director is authorized and directed to finalize and sign on behalf of the Authority, an amendment to the Loan Agreement and amendments to other agreements as are necessary to implement the modifications of Caracol's debt. The loan amendment and the amendments to the other agreements shall be on the same terms and conditions as are stated in the term sheet presented to the Board, or with non-material modifications to those terms and conditions that the Executive Director determines to be appropriate.

Section 2. The proposed sales of the assets that the Authority holds as collateral for the Caracol debt, as contemplated under the term sheet, are approved. The Authority is authorized to re-advance to Caracol, either under the Promissory Note (Non-Capitalized Interest), dated May 24, 2019, or under the Senior Secured Loan to be created under the loan modifications, the sales proceeds that the Authority receives for the assets, with the re-advancement being for the purpose of paying Mustang Oil Field development costs.

Section 3. Subject to the finalization and execution of the loan modification agreements and to the fulfillment of the conditions stated therein, the Authority is authorized to loan up to an additional \$35 million to Caracol under the Senior Secured Loan for the Mustang Oil Field project. The funds for the additional loan shall come from the Economic Development Account of the Revolving Fund.

Section 4. The finance plan for the Mustang Oil Field project, as previously approved and amended by the Board, shall be deemed to be revised again to reflect the changed loan terms as are set out in the summary term sheet. Pursuant to AS 44.88.173, the finance plan for the project as so revised is approved.

Section 5. The Executive Director is authorized and directed to sign all other documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this 15th day of January 2020.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY



Chair

Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G20-26

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY
APPROVING THE NEGOTIATION AND EXECUTION OF A
DEBT SETTLEMENT AND RESTRUCTURING
AGREEMENT, AND AUTHORIZING THE AUTHORITY TO
SELL THE FORECLOSED LEASES, AND PROVIDE
FINANCING TO FINNEX LLC, SUBJECT TO CERTAIN
CONDITIONS, ALL IN SUPPORT OF THE MUSTANG OIL
FIELD DEVELOPMENT PROJECT**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) as a development finance project under AS 44.88.172, with the Authority’s participation being through Mustang Road LLC (“MRLLC”) and Mustang Operations Center 1 LLC (“MOC1”);

WHEREAS, in Resolution No. G18-05, adopted May 31, 2018, the Board approved a restructuring of the Authority’s involvement in Mustang Oil Field project with the Authority selling its membership interests in MRLLC and MOC1 to Caracol Petroleum LLC (“Caracol”), an affiliate of BRPC, and the Authority providing financing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, consistent with Resolution No. G18-05, on May 24, 2019, the Authority closed on the transactions to restructure the Mustang Oil Field project and entered into a Loan Agreement and other ancillary agreements with Caracol, BRPC, and other parties;

WHEREAS, Caracol and BRPC encountered certain operational and cash flow difficulties in proceeding with the development of the Mustang Oil Field, although Caracol and BRPC were successful in achieving first oil production from the field;

WHEREAS, Caracol's difficulties have led it to not make the initial payment due the Authority under the Loan Agreement and to not satisfy other obligations owed to the Authority under the loan documents, and the Authority notified Caracol it was in default and the Authority accelerated the indebtedness Caracol owes under the Loan Agreement;

WHEREAS, the Authority modified the debt owed by Caracol for the Mustang Oil Field project, which was intended to allow Caracol to resolve outstanding obligations and to pursue a drilling program;

WHEREAS, because Caracol was not able to carry out its plan, the Authority has begun foreclosure proceedings against the relevant leases used by the project in accordance with its financing agreements;

WHEREAS, the Authority is working with other creditors and working interest owners to settle various outstanding debts and attempt to restructure the project into a viable enterprise to be owned by Finnex LLC, an affiliate of Thyssen Petroleum Alaska, LLC;

WHEREAS, the Executive Director and staff of the Authority have negotiated with the relevant parties a Debt Settlement and Restructuring Agreement and prepared a term sheet for the financing required, and copies of the agreement and term sheet are attached to this resolution;

WHEREAS, the Executive Director and staff of the Authority recommend that the Board approve the Debt Settlement and Restructuring Agreement and the terms of financing, as may be amended and approved by the Executive Director and staff of the Authority; and

WHEREAS, a restructuring of the Mustang Oil Field project plan in cooperation with the relevant parties is in furtherance of the Authority's statutory mission.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Debt Settlement and Restructuring Agreement, as outlined in the draft agreement provided to the Board, is approved. The Executive Director is authorized and directed to finalize and sign on behalf of the Authority, a Debt Settlement and Restructuring Agreement and/or any other related agreements as are necessary for implementation. These agreements shall be on the same terms and conditions as are stated in the draft agreement presented to the Board, or with modifications to those terms and conditions that the Executive Director determines to be appropriate.

Section 2. The Executive Director, any other officer of the Authority to whom the Executive Director delegates, is authorized to negotiate, finalize, execute and deliver a purchase and sale agreement, a loan agreement, and all other contracts and documents that are necessary or expedient in completing the transactions contemplated by the term sheet. The contracts shall be on the same terms as are set out in the Term Sheet, or with any modifications to those terms the Executive Director determines to be appropriate.

Section 3. The Executive Director is authorized and directed to sign all other documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this 16th day of September 2020.

ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT
AUTHORITY




Chair

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G21-04

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY
APPROVING AN ANNUAL BUDGET AND PROJECT PLAN
IN SUPPORT OF THE MUSTANG OIL FIELD
DEVELOPMENT PROJECT**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development (the “Project”) as a development finance project under AS 44.88.172;

WHEREAS, the Project was faced with severe financial difficulties, which resulted in the Authority carrying out foreclosure proceedings against the relevant leases and other property used by the Project in accordance with its financing agreements;

WHEREAS, on September 16, 2020, the Board passed Resolution G20-26 to permit the Authority to work with other creditors and former working interest owners to settle various outstanding debts and to restructure the Project into a viable enterprise;

WHEREAS, the Executive Director and staff of the Authority have prepared an annual budget and updated project plan, which have been provided to the Board;

WHEREAS, the Executive Director and staff of the Authority recommend that the Board approve the annual budget and updated project plan, as may be non-materially amended and approved by the Executive Director in his discretion; and

WHEREAS, a restructuring of the Mustang Oil Field development to protect the Authority’s investment is in furtherance of the Authority’s statutory mission and advance the public interest.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The annual budget and updated project plan, as provided to the Board, is approved, and the monetary amounts contained in the annual budget will be made available for the Project in the amounts and to the relevant provider or contractor as noted. In particular, the expenditure of \$350,000 out of the Authority's Revolving Fund is approved in accordance with the annual budget. The Executive Director is authorized to make any non-material changes to the annual budget in his discretion to carry out the updated project plan.

Section 2. The Executive Director, any other officer of the Authority to whom the Executive Director delegates, is authorized to negotiate, finalize, execute and deliver all other contracts and documents that are necessary or expedient in accordance with the project plan and the annual budget.

Section 3. The Executive Director is authorized and directed to sign all other documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this 10th day of February 2021.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY


Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G21-17

**RESOLUTION OF THE ALASKA
INDUSTRIAL DEVELOPMENT AND EXPORT
AUTHORITY APPROVING THE
MONETIZATION AND/OR DIVESTITURE OF
ASSETS OF, OR THE EQUITY INTERESTS IN,
MUSTANG HOLDING, LLC, AND
APPROVING AN AMENDED 2021 BUDGET**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development with Brooks Range Petroleum Corporation (“BRPC”) as a development finance project (the “Project”) under AS 44.88.172, with the Authority’s participation being through Mustang Road LLC (“MRLLC”) and Mustang Operations Center 1 LLC (“MOC1”) under Resolutions G12-08 and G14-09, respectively;

WHEREAS, in Resolution No. G18-05, adopted May 31, 2018, the Board approved a restructuring of the Authority’s involvement in the Mustang Oil Field project with the Authority selling its membership interest in MRLLC and MOC1 to Caracol Petroleum LLC (“Caracol”) an affiliate of BRPC, and the Authority providing financing to Caracol for its purchase of the membership interests in MRLLC and MOC1;

WHEREAS, consistent with Resolution No. G18-05, on May 24, 2019, the Authority closed on the transactions to restructure the Mustang Oil Field project and entered into a Loan Agreement and other ancillary agreements with Caracol, BRPC, and other parties;

WHEREAS, Caracol and BRPC encountered certain operational and cash flow difficulties in proceeding with the development of the Mustang Oil Field, although Caracol and BRPC were successful in achieving first oil production from the field;

WHEREAS, Caracol's difficulties led it to not make the initial payment due the Authority under the Loan Agreement and to not satisfy other obligations owed to the Authority under the loan documents, and the Authority notified Caracol it was in default and the Authority accelerated the indebtedness Caracol owed under the Loan Agreement;

WHEREAS, in Resolution No. G20-26, adopted September 16, 2020, the Board authorized the Executive Director and Authority staff to work with creditors to restructure the Project's debt and financial obligations;

WHEREAS, on October 5, 2020 the Authority recorded a "Corrective-Trustee's Deed and Assignment" foreclosing on certain of the Authority's collateral for the Project (the "Foreclosure");

WHEREAS, since the Foreclosure, the Authority has worked diligently with other stakeholders to stabilize the Project and determine the best path forward for the Project including the disposal of assets, as provided by AS 44.88.080(8), all while keeping the Board advised of its efforts;

WHEREAS, in Resolution No. G21-04, adopted February 10, 2021, the Board approved an annual budget and updated Project plan for calendar year 2021;

WHEREAS, the Executive Director and staff of the Authority have amended the annual budget in accordance with all applicable laws such as 3 AAC 100.050(b)(9) (Applicability of regulations);

WHEREAS, the Executive Director and staff of the Authority recommend that the Board approve the amended annual budget and Project plan, as may be non-materially amended and approved by the Executive Director in his discretion; and

WHEREAS, a restructuring of the Mustang Oil Field development as outlined herein is in furtherance of the Authority's statutory mission and advances the public interest.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The Board concludes monetization and/or divestiture of the foreclosed Project collateral or Mustang Holding, LLC is in the best interest of the Authority, and it is most likely to result in furthering the Authority's mission and statutory purposes.

Section 2. The Board authorizes the Executive Director and Authority staff to enter into negotiations with such parties as the Executive Director deems appropriate with the intent of developing a term sheet for subsequent approval by the Board to monetize the foreclosed collateral or otherwise divest AIDEA of its interest in Mustang Holding, LLC. Such a proposed transaction should maximize return or minimize loss to AIDEA, further AIDEA's mission and statutory purposes, and recognize the severe financial difficulties the Project faces.

Section 3. The amended annual budget and project plan, as provided to the Board, is approved, and the monetary amounts contained in the amended annual budget will be made available for the Project in the amounts and to the relevant provider or contractor as noted. The Executive Director is authorized to make any non-material changes to the amended annual budget in his discretion to carry out the project plan.

Section 4. The Board authorizes the Executive Director to sign all documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this Resolution.

Dated at Anchorage, Alaska this 12th day of August, 2021

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY




Chair


Secretary

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G22-04

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY
APPROVING AN H1-2022 (JANUARY-JUNE 2022) BUDGET
AND PROJECT PLAN IN SUPPORT OF THE MUSTANG
OIL FIELD DEVELOPMENT PROJECT**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development (the “Project”) as a development finance project under AS 44.88.172;

WHEREAS, the Project was faced with severe financial difficulties, which resulted in the Authority carrying out foreclosure proceedings against the relevant leases and other property used by the Project in accordance with its financing agreements;

WHEREAS, on September 16, 2020, the Board passed Resolution G20-26 to permit the Authority to work with other creditors and former working interest owners to settle various outstanding debts and to restructure the Project into a viable enterprise;

WHEREAS, in Resolution No. G21-17, adopted August 12, 2021, the Board approved an annual budget and updated Project plan for calendar year 2021;

WHEREAS, the Executive Director and staff of the Authority have prepared an H1-2022 (January – June 2022) and updated project plan, which have been provided to the Board;

WHEREAS, the Executive Director and staff of the Authority recommend that the Board approve the annual budget as may be non-materially amended and approved by the Executive Director in his discretion; and

WHEREAS, a restructuring of the Mustang Oil Field development to protect the Authority’s investment is in furtherance of the Authority’s statutory mission and advance the public interest.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The H1-2022 (January – June 2022) budget as provided to the Board, is approved, and the monetary amounts contained in the annual budget will be made available for the Project in the amounts and to the relevant provider or contractor as noted. The Executive Director is authorized to make any non-material changes to the annual budget in his discretion to carry out the updated project plan.

Section 2. The Executive Director, any other officer of the Authority to whom the Executive Director delegates, is authorized to negotiate, finalize, execute and deliver all other contracts and documents that are necessary or expedient in accordance with the annual budget.

Section 3. The Executive Director is authorized and directed to sign all other documents and instruments, and to take such other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this 27th day of January 2022.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY



Secretary


Chair

ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY

RESOLUTION NO. G23-02

**RESOLUTION OF THE ALASKA INDUSTRIAL
DEVELOPMENT AND EXPORT AUTHORITY
APPROVING A CALENDAR YEAR 2023 (January 1 –
December 31, 2023) BUDGET AND PROJECT PLAN IN
SUPPORT OF THE MUSTANG OIL FIELD
DEVELOPMENT PROJECT**

WHEREAS, the Board of the Alaska Industrial Development and Export Authority (the “Authority”) previously approved participating in the Mustang Oil Field development (the “Project”) as a development finance project under AS 44.88.172;

WHEREAS, the Project was faced with severe financial difficulties, which resulted in the Authority carrying out foreclosure proceedings against the relevant leases and other property used by the Project in accordance with its financing agreements;

WHEREAS, on September 16, 2020, the Board passed Resolution G20-26 to permit the Authority to work with other creditors and former working interest owners to settle various outstanding debts and to restructure the Project into a viable enterprise;

WHEREAS, in Resolution No. G21-17, adopted August 12, 2021, the Board approved an annual budget and updated Project plan for calendar year 2021;

WHEREAS, in Resolution No. G22-04, adopted January 27, 2022, the Board approved an annual budget and updated Project plan for January to June 2022;

WHEREAS, the Executive Director and staff of the Authority have prepared a Calendar Year 2023 (January 1 – December 31, 2023) and updated project plan, which have been provided to the Board;

WHEREAS, the Executive Director and staff of the Authority recommend that the Board approve the annual budget as may be non-materially amended and approved by the Executive Director in his discretion; and

WHEREAS, a restructuring of the Project to protect the Authority's investment is in furtherance of the Authority's statutory mission and advances the public interest.

NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:

Section 1. The CY-2023 (January 1 – December 31, 2023) budget as provided to the Board, is approved, and the monetary amounts contained in the annual budget will be made available for the Project in the amounts and to the relevant provider or contractor as noted. The Executive Director is authorized to make any non-material changes to the annual budget in his discretion to carry out the updated project plan.

Section 2. The Executive Director or any other officer of the Authority to whom the Executive Director delegates, is authorized to negotiate, finalize, execute and deliver all other contracts and documents that are necessary or expedient in accordance with the annual budget.


Section 3. The Executive Director is authorized and directed to sign all other documents and instruments, and to take any other actions, as may be necessary or convenient in implementing this resolution.

Dated at Anchorage, Alaska this ____ day of January 2023.

ALASKA INDUSTRIAL DEVELOPMENT
AND EXPORT AUTHORITY




Chair


Secretary