

State of Mississippi

FEDERALLY ENFORCEABLE AIR POLLUTION CONTROL PERMIT

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

THIS CERTIFIES

**Denbury Onshore LLC, Brookhaven Central Processing Facility
1030 California Road
Brookhaven, MS
Lincoln County**

has been granted permission to operate air emissions equipment in accordance with emission limitations, monitoring requirements and conditions set forth herein. This permit is issued in accordance with the Federal Clean Air Act and the provisions of the Mississippi Air and Water Pollution Control Law (Section 49-17-1 et. set., Mississippi Code of 1972), the regulations and standards adopted and promulgated thereunder, and the State Implementation Plan for operating permits for synthetic minor sources.

Mississippi Environmental Quality Permit Board

Mississippi Department of Environmental Quality

Issued/Modified: DEC 12 2012

Expires: NOV 30 2017

Permit No. 1620-00050

Agency Interest # 19606

Table of Contents

Subject Item Inventory.....	i
Facility Requirements.....	1
General Information.....	A-1
Other Relevant Documents:	

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Subject Item Inventory

Permit Number:1620-00050

Activity ID No.: PER20100001

Subject Item Inventory:

ID	Designation	Description
AI19606	19606	Central Processing Site for oil and gas operations
EQPT1	AA-001	20 MMBTU/Hr Natural Gas fired Line Heater (Ref. 1-05-LH-BS)
EQPT9	AA-002	5.0 MMBTU/HR Heater treater - Burner Stack (Facility Ref. 2-05-HT-BS; V-22A)
EQPT3	AA-003	2.5 MMBTU/HR Natural Gas fired Line Heater Burner Stack (Facility Ref. 3-05-LH-BS; H-129)
EQPT4	AA-004	Sand Blowdown Pit (Facility Ref. 4-05-SBP; SP-130)
EQPT5	AA-005	1500 BBL Oil Storage Tank Vent (Facility Ref. 5-05-OST-V; V-118)
EQPT6	AA-006	5000 BBL Oil Storage Tank- Common Vent (Facility Ref. 6a-05-OST-V; V-119a)
EQPT10	AA-007	5000 BBL Oil Storage Tank - Common Vent (Facility Ref. 6b-05-OST-V; V-119b)
EQPT11	AA-008	2000 BBL Skimmer Tank - Common Vent (Facility Ref. 7a-05-ST-CV; V-120a)
EQPT12	AA-009	2000 BBL Skimmer Tank - Common Vent (Facility Ref. 7b-05-ST-CV; V-120b)
EQPT13	AA-010	5000 BBL Water Storage Tank Common Vent (Facility Ref. 8a-05-WST-CV; V-129A)
EQPT14	AA-011	5000 BBL Water Storage Tank Common Vent (Facility Ref. 8b-05-WST-CV; V-129B)
EQPT15	AA-012	1500 BBL Slop Oil Tank - Common Vent (Facility Ref. 9-05-SOT-V; V-132)
EQPT16	AA-013	1500 BBL Inhibitor Oil Tank - Vent (Facility Ref. 10-05-IOT-V; V-133A)
EQPT17	AA-014	1500 BBL Inhibitor Oil Tank - Vent (Facility Ref. 11-05-IOT-V; V-133B)
EQPT18	AA-015	1500 BBL Inhibitor Oil Tank - Vent (Facility Ref. 12-05-IOT-V; V-133C)
EQPT19	AA-016	500 Gallon Inhibitor Tank - Vent (Facility Ref. 13-05-ITT-V; V-134A)
EQPT20	AA-017	500 Gallon Inhibitor Tank - Vent (Facility Ref. 14-05-ITT-V; V-134B)
EQPT21	AA-018	4000 Gallon Inhibitor Transfer Tank - Vent (Facility Ref. 15-05-ITT-V; V-134C)
EQPT22	AA-019	100 BBL Glycol Storage Tank (Facility Ref. 17-05-GST; V-137)
EQPT23	AA-020	100 BBL Demineralized Water Storage Tank (Facility Ref. 18-05-WST; V-138)
EQPT24	AA-021	500 Gallon Chemical Storage Tank (Facility Ref. 21-05-ST)

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Subject Item Inventory

Permit Number:1620-00050

Activity ID No.: PER20100001

ID	Designation	Description
EQPT25	AA-022	500 Gallon Chemical Storage Tank (Facility Ref. 22-05-ST)
EQPT26	AA-023	500 Gallon Chemical Storage Tank (Facility Ref. 23-05-ST)
EQPT27	AA-024	1.9 MMBtu/Hr Control Flare (Atmospheric) (Facility Ref. 25-05-F; SP-180A)
EQPT30	AA-025	12.9 MMBtu/ Hr Control Flare (LP) (Facility Ref. 31-05-F; SP-180B)
EQPT29	AA-026	High Pressure Compressor Blowdowns (26-05-CB)
EQPT42	AA-027	Low Pressure Compressors Blowdown (27-05-CB)
AREA1	AA-028	Fugitive Emissions (Facility Ref. 24-05-FE)
EQPT43	AA-029	Heater Treater- Waste Gas (28-05-HT-WG)
EQPT33	AA-030	0.5 MMBTU/HR Heater Treater- Burner Stack (Facility Ref. 32-10-H-BS; V-23)
EQPT36	AA-031	480 BBL API Injection Water Tanks (Rain water and produced water)(Facility Ref. V-181A)
EQPT37	AA-032	480 BBL API Injection Water Tanks (Rain water and produced water) (Facility Red. V-181B)
EQPT38	AA-033	24 MMBTU Line Heater - (Facility Ref. H-104)
EQPT31	AA-034	Compressor Building Sump (Facility Ref. 20-05-SUMP; SP-142)
EQPT39	AA-035	Drainage Sump (Facility Ref. SP-141)
EQPT40	AA-036	Water Flash Vessel - Waste Gas High Pressure (Facility Ref. 29-05-WFV-WG; V-140)
EQPT41	AA-037	API Separator
CONT1	AA-038	LP Vent Scrubber (Facility Ref. V-135)
CONT2	AA-039	LP Flare Scrubber (Facility Ref. V-139)

Subject Item Groups:

ID	Description	Components
GRPT1	Storage Tanks which Vent to Atmospheric Control Flare (AA-024)	EQPT5 1500 BBL Oil Storage Tank Vent (Facility Ref. 5-05-OST-V; V-118)
		EQPT6 5000 BBL Oil Storage Tank- Common Vent (Facility Ref. 6a-05-OST-V; V-119a)

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Subject Item Inventory

Permit Number:1620-00050

Activity ID No.: PER20100001

ID	Description	Components
GRPT1	Storage Tanks which Vent to Atmospheric Control Flare (AA-024)	EQPT10 5000 BBL Oil Storage Tank - Common Vent (Facility Ref. 6b-05-OST-V; V-119b)
		EQPT11 2000 BBL Skimmer Tank - Common Vent (Facility Ref. 7a-05-ST-CV; V-120a)
		EQPT12 2000 BBL Skimmer Tank - Common Vent (Facility Ref. 7b-05-ST-CV; V-120b)
		EQPT16 1500 BBL Inhibitor Oil Tank - Vent (Facility Ref. 10-05-IOT-V; V-133A)
		EQPT17 1500 BBL Inhibitor Oil Tank - Vent (Facility Ref. 11-05-IOT-V; V-133B)
		EQPT18 1500 BBL Inhibitor Oil Tank - Vent (Facility Ref. 12-05-IOT-V; V-133C)
GRPT2	Tanks which Vent to the Atmosphere	EQPT13 5000 BBL Water Storage Tank Common Vent (Facility Ref. 8a-05-WST-CV; V-129A)
		EQPT14 5000 BBL Water Storage Tank Common Vent (Facility Ref. 8b-05-WST-CV; V-129B)
		EQPT15 1500 BBL Slop Oil Tank - Common Vent (Facility Ref. 9-05-SOT-V; V-132)
		EQPT19 500 Gallon Inhibitor Tank - Vent (Facility Ref. 13-05-ITT-V; V-134A)
		EQPT20 500 Gallon Inhibitor Tank - Vent (Facility Ref. 14-05-ITT-V; V-134B)
		EQPT21 4000 Gallon Inhibitor Transfer Tank - Vent (Facility Ref. 15-05-ITT-V; V-134C)
		EQPT22 100 BBL Glycol Storage Tank (Facility Ref. 17-05-GST; V-137)
		EQPT23 100 BBL Demineralized Water Storage Tank (Facility Ref. 18-05-WST; V-138)
		EQPT24 500 Gallon Chemical Storage Tank (Facility Ref. 21-05-ST)
		EQPT25 500 Gallon Chemical Storage Tank (Facility Ref. 22-05-ST)
		EQPT26 500 Gallon Chemical Storage Tank (Facility Ref. 23-05-ST)
		EQPT36 480 BBL API Injection Water Tanks (Rain water and produced water)(Facility Ref. V-181A)
		EQPT37 480 BBL API Injection Water Tanks (Rain water and produced water) (Facility Red. V-181B)
		GRPT3
EQPT9 5.0 MMBTU/HR Heater treater - Burner Stack (Facility Ref. 2-05-HT-BS; V-22A)		
EQPT3 2.5 MMBTU/HR Natural Gas fired Line Heater Burner Stack (Facility Ref. 3-05-LH-BS; H-129)		
EQPT33 0.5 MMBTU/HR Heater Treater- Burner Stack (Facility Ref. 32-10-H-BS; V-23)		
EQPT38 24 MMBTU Line Heater - (Facility Ref. H-104)		

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Subject Item Inventory

Permit Number: I620-00050

Activity ID No.: PER20100001

ID	Description	Components
GRPT4	Equipment which Vent to the LP Flare (AA-025)	EQPT43 Heater Treater- Waste Gas (28-05-HT-WG) EQPT40 Water Flash Vessel - Waste Gas High Pressure (Facility Ref. 29-05-WFV-WG; V-140)
GRPT5	Sumps, API Separator, and LP Vent Scrubber	EQPT31 Compressor Building Sump (Facility Ref. 20-05-SUMP; SP-142) EQPT39 Drainage Sump (Facility Ref. SP-141) EQPT41 API Separator CONT1 LP Vent Scrubber (Facility Ref. V-135) CONT2 LP Flare Scrubber (Facility Ref. V-139)
GRPT6	Control Flare	EQPT27 1.9 MMBtu/Hr Control Flare (Atmospheric) (Facility Ref. 25-05-F; SP-180A) EQPT30 12.9 MMBtu/ Hr Control Flare (LP) (Facility Ref. 31-05-F; SP-180B)

KEY

ACT = Activity

AREA = Area

CONT = Control Device

IA = Insignificant Activity

RPNT = Release Point

AI = Agency Interest

CAFO = Concentrated Animal Feeding Operation

EQPT = Equipment

MAFO = Animal Feeding Operation

TRMT = Treatment

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 1 of 12

AI0000019606 (19606) Central Processing Site for oil and gas operations:

Record-Keeping Requirements:

Condition No.	Condition
R-1	The permittee shall record and submit the following information: tons/year of volatile organic compounds, total HAPs, individual HAPs in 12 consecutive months; barrels of crude oil, barrels of produced water, cubic feet of waste gas combusted, and cubic feet of natural gas sold. [APC-S-2]

Submittal/Action Requirements:

Condition No.	Condition
S-1	General Condition: Except as otherwise specified herein, the permittee shall report all deviations from permit requirements, including those attributable to upsets, the probable cause of such deviations, and any corrective actions or preventive measures taken. Said report shall be made within five (5) working days of the time the deviation began. [APC-S-2 II.B(10)]
S-2	Except as otherwise specified herein, the permittee shall Submit a certified annual synthetic minor monitoring report: Due annually, by the 31st of January for preceding calendar year. This report shall address any required monitoring specified in the permit. [APC-S-2 II.B(11)]
S-3	The permittee shall submit a certified annual report, due by the 31st of January for the preceding year. This report shall address the required monitoring specified in the permit which includes the quantity of VOC, individual HAPs and total HAPs in 12 consecutive months. [APC-S-2]

Narrative Requirements:

Condition No.	Condition
T-1	General Condition: Any activities not identified in the application are not authorized by this permit. [Miss. Code Ann. 49-17-29 1.b]
T-2	General Condition: The permittee shall at all times maintain in good working order and operate as efficiently as possible all air pollution control facilities or systems installed or used by the permittee to achieve compliance with the terms and conditions of this permit. [APC-S-2 V.A]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 2 of 12

AI0000019606 (continued):

Narrative Requirements:

Condition No.	Condition
T-3	General Condition: Solids removed in the course of control of air emissions shall be disposed of in a manner such as to prevent the solids from becoming windborne and to prevent the materials from entering state waters without the proper environmental permits. [Miss. Code Ann. 49-17-29 1.a(i and ii)]
T-4	General Condition: Any diversion from or bypass of collection and control facilities is prohibited except as provided for in Regulation APC-S-1, "Air Emission Regulations for the Prevention, Abatement, and Control of Air Contaminants", Section 10. [APC-S-1 Section 10]
T-5	General Condition: Should the Executive Director of the Mississippi Department of Environmental Quality declare an Air Pollution Emergency Episode, the permittee will be required to operate in accordance with the permittee's previously approved Emissions Reduction Schedule. [APC-S-2 X]
T-6	General Condition: The permittee shall allow the Mississippi Department of Environmental Quality Office of Pollution Control and the Mississippi Environmental Quality Permit Board and/or their authorized representatives, upon the presentation of credentials: (a) To enter upon the permittee's premises where an air emission source is located or in which any records are required to be kept under the terms and conditions of this permit, and (b) At reasonable times to have access to and copy any records required to be kept under the terms and conditions of this permit; to inspect any monitoring equipment or monitoring method required in this permit; and to sample any air emission. [Miss. Code Ann. 49-17-21]
T-7	General Condition: After notice and opportunity for a hearing, this permit may be modified, suspended, or revoked in whole or in part during its term for cause including, but not limited to: (a) Violation of any terms or conditions of this permit (b) Obtaining this permit by misrepresentation or failure to disclose fully all relevant facts; or (c) A change in any condition that required either a temporary or permanent reduction or elimination of authorized air emissions. [APC-S-2 II.C]
T-8	General Condition: This permit and/or any part thereof may be modified, revoked, reopened, and reissued, or terminated for cause. Sufficient cause for this permit to be reopened shall exist when an air emissions stationary source becomes subject to Title V. The filing of a request by the permittee for a permit modification, revocation and reissuance, or termination, or of a notification of planned changes or anticipated noncompliance does not stay any condition of the permit. [APC-S-2 II.B(15)b]
T-9	General Condition: Except for data determined to be confidential under the Mississippi Air & Water Pollution Control Law, all reports prepared in accordance with the terms of this permit shall be available for public inspection at the offices of the Mississippi Department of Environmental Quality Office of Pollution Control. [Miss. Code Ann. 49-17-39]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 3 of 12

AI0000019606 (continued):

Narrative Requirements:

Condition No.	Condition
T-10	General Condition: The issuance of this permit does not convey any property rights in either real or personal property, or any exclusive privileges, nor does it authorize any injury to private property or any invasion of personal rights, nor any infringement of Federal, State, or local laws or regulations. [APC-S-2 II.B(15)c]
T-11	General Condition: Nothing herein contained shall be construed as releasing the permittee from any liability for damage to persons or property by reason of the installation, maintenance, or operation of the air cleaning facility, or from compliance with the applicable statutes of the State, or with local laws, regulations, or ordinances. [APC-S-2 II.B(7)]
T-12	General Condition: This permit may only be transferred upon approval of the Mississippi Environmental Quality Permit Board. [APC-S-2 XVI.B]
T-13	General Condition: This permit is for air pollution control purposes only. [APC-S-2 I.D(1)]
T-14	General Condition: This permit is a Federally-approved permit to operate a synthetic minor source as described in Regulation APC-S-2, Section IV.D. [APC-S-2 IV.D]
T-15	General Condition: The provisions of this permit are severable. If any provision of this permit, or the application of any provision of this permit to any circumstances, is challenged or held invalid, the validity of the remaining permit provisions and/or portions thereof or their application to other persons or sets of circumstances, shall not be affected thereby. [APC-S-2 I.D(7)]
T-16	General Condition: The permittee shall furnish to MDEQ within a reasonable time any information MDEQ may request in writing to determine whether cause exists for modifying, revoking and reissuing, or terminating the permit or to determine compliance with the permit. Upon request, the permittee shall also furnish to MDEQ copies of records required to be kept by the permit or, for information claimed to be confidential, the permittee shall furnish such records to MDEQ along with a claim of confidentiality. [APC-S-2 II.B(15)d]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 4 of 12

AI0000019606 (continued):

Narrative Requirements:

Condition No.	Condition
T-17	<p>General Condition: This permit does not authorize a modification as defined in APC-S-2, "Permit Regulations for the Construction and/or Operation of Air Emissions Equipment". Modification is defined as "Any physical change in or change in the method of operation of a facility which increases actual emissions or potential uncontrolled emissions of any air pollutant subject to regulation under the Federal Act emitted into the atmosphere by that facility or which results in the emission of any air pollutant subject to regulation under the Federal Act into the atmosphere not previously emitted. A physical change or change in the method of operation shall not include:</p> <ul style="list-style-type: none">(a) routine maintenance, repair, and replacement;(b) use of an alternative fuel or raw material by reason of an order under Sections 2(a) and (b) of the Federal Energy Supply and Environmental Coordination Act of 1974 (or any superseding legislation) or by reason of a natural gas curtailment plan pursuant to the Federal Power Act;(c) use of an alternative fuel by reason of an order or rule under Section 125 of the Federal Act;(d) use of an alternative fuel or raw material by a stationary source which: (i) the source was capable of accommodating before January 6, 1975, unless such change would be prohibited under any federally enforceable permit condition which was established after January 6, 1975, pursuant to 40 CFR 52.21 or under regulations approved pursuant to 40 CFR 51.166; or (ii) the source is approved to use under any permit issued under 40 CFR 52.51 or under regulations approved pursuant to 40 CFR 51.166;(e) an increase in the hours of operation or in the production rate unless such change would be prohibited under any federally enforceable permit condition which was established after January 6, 1975, pursuant to 40 CFR 52.51, or under regulations approved pursuant to Subpart I or 40 CFR 51.166; or(f) any change in ownership of the stationary source" [APC-S-2 I.D(2)]
T-18	<p>General Condition: It shall not be a defense for a permittee in an enforcement action that it would have been necessary to halt or reduce the permitted activity in order to maintain compliance with the conditions of this permit unless halting or reducing activity would create an imminent and substantial endangerment threatening the public health and safety of the lives and property of the people of this state. [APC-S-2 II.B(15)a]</p>
T-19	<p>General Condition: The permittee shall retain all required records, monitoring data, supported information and reports for a period of at least five (5) years from the date of the monitoring sample, measurement, report, or application. Support information includes all calibration and maintenance records, all original strip-chart recordings or other data for continuous monitoring instrumentation, and copies of all reports required by this permit. Copies of such records shall be submitted to MDEQ as required by Applicable Rules and Regulations or this permit upon request. [APC-S-2 IX]</p>
T-20	<p>General Condition: The knowing submittal of a permit application with false information may serve as the basis for the Permit Board to void the permit issued pursuant thereto or subject the applicant to penalties for constructing or operating without a valid permit. [APC-S-2 II.B(5)]</p>

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 5 of 12

AI0000019606 (continued):

Narrative Requirements:

Condition No.	Condition
T-21	<p>General Condition: Emergencies</p> <p>(a) Except as otherwise specified herein, an emergency means any situation arising from sudden and reasonably unforeseeable events beyond the control of the source, including acts of God, which situation requires immediate corrective action to restore normal operation, and that causes the source to exceed a technology-based emission limitation under the permit, due to unavoidable increases in emissions attributable to the emergency. An emergency shall not include noncompliance to the extent caused by improperly designed equipment, lack of preventative maintenance, careless or improper operation, or operator error.</p> <p>(b) An emergency constitutes an affirmative defense to an action brought for noncompliance with such technology-based emission limitations if the conditions specified in (c) following are met.</p> <p>(c) The affirmative defense of emergency shall be demonstrated through properly signed contemporaneous operating logs, or other relevant evidence as follows: (i) an emergency occurred and that the permittee can identify the cause(s) of the emergency; (ii) the permitted facility was at the time being properly operated; (iii) during the period of the emergency the permittee took all reasonable steps to minimize levels of emissions that exceeded the emission standards, or other requirements in the permit; and (iv) the permittee submitted notice of the emergency to MDEQ within two (2) working days of the time when emission limitations were exceeded due to the emergency which contained a description of the emergency, any steps taken to mitigate emissions, and corrective actions taken.</p> <p>(d) In any enforcement proceeding, the permittee seeking to establish the occurrence of any emergency has the burden of proof.</p> <p>(e) This provision is in addition to any emergency or upset provision contained in any applicable requirement specified elsewhere herein [APC-S-2 II.B(10)]</p>
T-22	<p>General Condition: Upsets</p> <p>(a) The occurrence of an upset constitutes an affirmative defense to an enforcement action brought for noncompliance with emission standards or other requirements of Applicable Rules and Regulations or any applicable permit if the permittee demonstrates through properly signed contemporaneous operating logs, or other relevant evidence that include information as follows: (i) an upset occurred and that the permittee can identify the cause(s) of the upset; (ii) the source was at the time being properly operated; (iii) during the upset the permittee took all reasonable steps to minimize levels of emissions that exceeded the emission standards, or other requirements of Applicable Rules and Regulations or any applicable permit; (iv) the permittee submitted notice of the upset to the DEQ within five (5) working days of the time the upset began which contained a description of the upset, any steps taken to mitigate emissions, and corrective actions taken.</p> <p>(b) In any enforcement proceeding, the permittee seeking to establish the occurrence of an upset has the burden of proof.</p> <p>(c) This provision is in addition to any upset provision contained in any applicable requirement. [APC-S-1 Section 10]</p>

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 6 of 12

AI0000019606 (continued):

Narrative Requirements:

Condition No.	Condition
T-23	<p>General Condition: Startups and Shutdowns</p> <p>(a) Startups and shutdowns are part of normal source operation. Emissions limitations applicable to normal operation apply during startups and shutdowns except as follows: (i) when sudden, unavoidable breakdowns occur during a startup or shutdown, the event may be classified as an upset subject to the requirements above; (ii) when a startup or shutdown is infrequent, the duration of excess emissions is brief in each event, and the design of the source is such that the period of excess emissions cannot be avoided without causing damage to equipment or persons; or (iii) when the emissions standards applicable during a startup or shutdown are defined by other requirements of Applicable Rules and Regulations or any applicable permit.</p> <p>(b) In any enforcement proceeding, the permittee seeking to establish the applicability of any exception during a startup or shutdown has the burden of proof.</p> <p>(c) In the event this startup and shutdown provision conflicts with another applicable requirement, the more stringent requirement shall apply. [APC-S-1 Section 10]</p>
T-24	<p>General Condition: Maintenance</p> <p>(a) Maintenance should be performed during planned shutdown or repair of process equipment such that excess emissions are avoided. Unavoidable maintenance that results in brief periods of excess emissions and that is necessary to prevent or minimize emergency conditions or equipment malfunctions constitutes an affirmative defense to an enforcement action brought for noncompliance with emission standards, or other regulatory requirements if the permittee can demonstrate the following: (i) the permittee can identify the need for the maintenance; (ii) the source was at the time being properly operated; (iii) during the maintenance the permittee took all reasonable steps to minimize levels of emissions that exceeded the emission standards, or other requirements of Applicable Rules and Regulations or any applicable permit; (iv) the permittee submitted notice of the maintenance to MDEQ within five (5) working days of the time the maintenance began or such other times as allowed by MDEQ, which contained a description of the maintenance, any steps taken to mitigate emissions, and corrective actions taken.</p> <p>(b) In any enforcement proceeding, the permittee seeking to establish the applicability of this section has the burden of proof.</p> <p>(c) In the event this maintenance provision conflicts with another applicable requirement, the more stringent requirement shall apply. [APC-S-1 Section 10]</p>
T-25	<p>General Condition: For renewal of this permit the applicant shall make application not less than one-hundred eighty (180) days prior to the expiration date of the permit substantiated with current emissions data, test results or reports or other data as deemed necessary by the Mississippi Environmental Quality Permit Board. [APC-S-2 VIII]</p>

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

GRPT0000000001 (Group - 001) Storage Tanks which Vent to Atmospheric Control Flare (AA-024):

Limitation Requirements:

Condition No.	Parameter	Condition
L-1		The permittee shall only operate storage tanks with the emissions routed to and controlled by the flare (AA-024). [APC-S-2 II.B(10)]

Narrative Requirements:

Condition No.	Condition
T-1	Such air emission equipment shall be operated as efficiently as possible to provide the maximum reduction of air contaminants. [APC-S-2 II.B(10)]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

GRPT0000000002 (Group - 002) Tanks which Vent to the Atmosphere:

Narrative Requirements:

Condition No.	Condition
T-1	Such air emission equipment shall be operated as efficiently as possible to provide the maximum reduction of air contaminants. [APC-S-2 II.B(10)]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 9 of 12

GRPT000000003 (Group - 003) Heaters:

Limitation Requirements:

Condition No.	Parameter	Condition
L-1	Particulate Matter	Particulate Matter: For Emission Points AA-001 and AA-033, the maximum permissible emission of ash and/or particulate matter shall not exceed an emission rate as determined by the relationship $E = 0.8808 * I - 0.1667$ where E is the emission rate in pounds per million BTU per hour heat input and I is the heat input in millions of BTU per hour. [APC-S-1 3.4.a(2)]
L-2	Particulate Matter	Particulate Matter: For Emission Point AA-002, AA-003, AA-029 & AA-030, the maximum permissible emission of ash and/or particulate matter from fossil fuel burning installations of less than 10 million BTU per hour heat input shall not exceed 0.6 pounds per million BTU per hour heat input. [APC-S-1 3.4.a(1)]
L-3	Opacity	Opacity: The line heater shall have emissions of opacity less than or equal to 40%, as determined by EPA Reference Method 9, 40 CFR Part 60, Appendix A. [APC-S-1 3.1.a]

Narrative Requirements:

Condition No.	Condition
T-1	Such air emission equipment shall be operated as possible to provide the maximum reduction of air contaminants. [APC-S-2 II.B(10)]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 10 of 12

GRPT0000000006 (Group - 006) Control Flare:

Limitation Requirements:

Condition No.	Parameter	Condition
L-1	Particulate Matter	Particulate Matter: For Emission Point AA-024, the maximum permissible emission of ash and/or particulate matter from fossil fuel burning installations of less than 10 million BTU per hour heat input shall not exceed 0.6 pounds per million BTU per hour heat input. [APC-S-1 3.4.a(1)]
L-2	Particulate Matter	Particulate Matter: For Emission Points AA-025, the maximum permissible emission of ash and/or particulate matter shall not exceed an emission rate as determined by the relationship $E = 0.8808 * I - 0.1667$ where E is the emission rate in pounds per million BTU per hour heat input and I is the heat input in millions of BTU per hour. [APC-S-1 3.4.a(2)]
L-3	Hydrogen sulfide	Hydrogen sulfide: The permittee shall not permit the emission of any gas stream which contains hydrogen sulfide in excess of one grain per 100 standard cubic feet. [APC-S-1 4.2.b]
L-4		The net heating value of the gas being combusted shall be 300 Btu/scf or greater if the flare is steam-assisted or air-assisted; or the net heating value of the gas being combusted shall be 200 Btu/scf or greater if the flare is non-assisted. [APC-S-2 II.B(10)]
L-5		The permittee shall not permit the emissions of any gas stream which contains hydrogen sulfide in excess of one grain per 100 standard cubic foot. [APC-S-1 4.2.b]
L-6		The permittee shall operate the control flare with no visible emissions at determined by EPA Method 22, except for periods not to exceed a total of 5 minutes during any consecutive two (2) hours. [APC-S-2 II.B(10)]
L-7		The permittee shall maintain a flare pilot flame at all times. [APC-S-2 II.B(10)]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 11 of 12

GRPT0000000006 (continued):

Monitoring Requirements:

Condition No.	Parameter	Condition
M-1		The permittee shall monitor the presence of the flare pilot flame by one of the following methods: using a thermo-couple or any other equivalent device to detect the presence of a flame; or visually observe the presence of the flare flame, daily. [APC-S-2 II.B(11)]
M-2		The permittee shall visually observe the flare during operation, once a week. If smoking is observed, corrective actions must be taken. The visual observation shall be repeated within 24 hours. If smoking is still observed, the permittee shall perform a visual observation using EPA Method 22 . [APC-S-2 II.B(11)]
M-3		<p>The permittee shall record on a log sheet the results of weekly visual observations and whether or not smoking is observed. If smoking is observed, the permittee shall take corrective action immediately and shall record the corrective action. If smoking continuous after a 24 hour period, the permittee shall perform a visual observation using EPA Method 22. Records of EPA Method 22 results shall be made available to MDEQ upon request and results of all EPA Method 22 test shall be submitted to MDEQ, annually. If visible emissions exceed 5 minutes during a 2-hour observation period, the permittee shall notify the Mississippi Department of Environmental Quality in writing within seven days at the following address:</p> <p>Environmental Compliance and Enforcement Office of Pollution Control Mississippi Department of Environmental Quality P.O. Box 515 Jackson, MS 39201. [APC-S-1 11.B(11)]</p>

Record-Keeping Requirements:

Condition No.	Condition
R-1	The permittee shall maintain a record and/or a log documenting all visual observations/test, the nature and cause of any visible emissions, any corrective action(s) taken to prevent or minimize the emissions, and the date and time when visible observations were conducted. [APC-S-2 II.B(11)]

Permit to Operate Air Emissions Equipment at a Synthetic Minor Source

Denbury Onshore LLC, Brookhaven Central Processing Facility

Facility Requirements

Permit Number:1620-00050

Activity ID No.: PER20100001

Page 12 of 12

GRPT0000000006 (continued):

Record-Keeping Requirements:

Condition No.	Condition
R-2	The permittee shall keep records of all maintenance performed on the flare in order to operate in a manner consistent with good air pollution control practices to minimize emissions and shall make said records available upon request during an inspection visit by MDEQ personnel. [APC-S-2 II.B(11)]
R-3	The permittee shall keep records of all maintenance performed on the flare in order to operate the flare in a manner consistent with good air pollution control practices to minimize emissions and shall make said records available upon request. [APC-S-2 II.B(11)]
R-4	The permittee shall record on a log sheet anytime the facility is operating without a flame present and the corrective action taken. [APC-S-2 II.B(11)]

Narrative Requirements:

Condition No.	Condition
T-1	Control Flare (AA-024) with a rated capacity of 1.9 MMBtu/Hr used to control emissions from the following equipment: 1500 BBL Oil Storage Tank- Vent (V-118), 5000 BBL Oil Storage Tank- Common Vent (V-119a), 5000 BBL Oil Storage Tank- Common Vent (V-119b), 2000 BBL Skimmer Tank- Common Vent (V-120a), 2000 BBL Skimmer Tank- Common Vent (V-120b), 1500 BBL Inhibitor Oil Tank-Vent (V-133A), 1500 BBL Inhibitor Oil Tank-Vent (V-133B), 1500 BBL Inhibitor Oil Tank-Vent (V-133C) . [Other]

GENERAL INFORMATION

Denbury Onshore LLC, Brookhaven Central Processing Facility
1030 California Road
Brookhaven, MS
Lincoln County

Alternate/Historic Identifiers

ID	Alternate/Historic Name	User Group	Start Date	End Date
19606	Denbury Onshore, LLC, Brookhaven Central Processing Facility	Official Site Name	9/30/2004	
MSR103345	Denbury Onshore LLC, Brookhaven Central Processing Facility	GP-Construction	10/11/2004	7/8/2005
2808500050	Denbury Onshore, Brookhaven Central Pro	Air-AIRS AFS	3/14/2005	
MSR103345	Denbury Onshore LLC, Brookhaven Central Processing Facility	GP-Construction	7/9/2005	5/31/2010
162000050	Denbury Onshore LLC, Brookhaven Central Processing Facility	Air-Synthetic Minor Operating	9/22/2005	8/31/2010
162000050	Denbury Onshore LLC, Brookhaven Central Processing Facility	Air-Construction	9/22/2005	
MS0059722	Denbury Onshore LLC, Brookhaven Central Processing Facility	Water - NPDES	12/31/2005	11/30/2010
19606	Denbury Resources Unit 8-12	Air-Notification	8/19/2008	
162000050	Denbury Onshore LLC, Brookhaven Central Processing Facility	Air-Synthetic Minor Operating	12/12/2012	11/30/2017

Basin: Pearl River Basin

Location Description: