Permit No. 80151

THE STATE OF NEVADA

PERMIT TO APPROPRIATE WATER

Name of applicant:	**VENETIAN CASINO RESORT, LLC**
Source:	**OTHER GROUND WATER**
Basin:	**LAS VEGAS VALLEY**
Manner of Use:	**RECREATIONAL**
Period of Use:	**JANUARY 1ST TO DECEMBER 31ST**
Priority Date:	**09/13/2010**

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APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This permit is issued subject to existing rights. It is understood that the amount of shallow hazard sump water herein granted is only a temporary allowance and that the final water right obtained under this permit will be dependent upon the amount of water actually placed to beneficial use. It is also understood that this right must allow for a reasonable lowering of the static water level. This well shall be equipped with a two (2) inch opening for measuring depth to water. If the well is flowing, a valve must be installed and maintained to prevent waste. A totalizing meter must be installed and maintained in the discharge pipeline near the point of diversion and accurate measurements must be kept of water placed to beneficial use. The totalizing meter must be installed before any use of water begins, or before the Proof of Completion of Work is filed. This source is located within an area designated by the State Engineer, pursuant to NRS 534.030. The State retains the right to regulate the use of the water herein granted at any and all times.

This permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

The issuance of this permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

This permit is issued under the provisions of NRS 534.025; Removal of underground waters to alleviate hazards caused by secondary recharge is beneficial use.

This permit is issued for recreational purposes to utilize sump dewatering of a shallow groundwater hazard for an underground parking structure and is limited to use on the parcels identified by Clark County Assessor as the Venetian Commercial Subdivision.

The point of diversion and place of use are as described on the submitted application to support this permit.

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The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 0.31 cubic feet per second or 224.0 acre-feet annually.**

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before: **April 12 2012**

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before: **April 12 2014**

Map in support of proof of beneficial use shall be filed on or before: **N/A**

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 12th day of **April,** A.D. **2011**

P.E.

State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

Application No. 80151

APPLICATION FOR PERMIT TO APPROPRIATE THE PUBLIC WATERS OF THE STATE OF NEVADA

THIS SPACE FOR OFFICE USE ONLY

Date of Filing in State Engineer's Office SEP 13 2010

Returned to applicant for correction _____

Corrected Application filed _____ Map filed SEP 13 2010

The applicant Venetian Casino Resort, LLC

3355 Las Vegas Blvd. (Street Address or P.O. Box) of Las Vegas (City or Town)

Nevada 89109 (State and ZIP Code) hereby make(s) application for permission to appropriate the public waters of the State of Nevada, as hereinafter stated. (If applicant is a corporation, give date and place of incorporation; if a copartnership or association, give names of members.)

Nevada Business ID: NV19971034592
Managing Member: Las Vegas Sands, LLC, 3355 Las Vegas Blvd., Las Vegas, NV 89109

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1. The source of water is Other Ground Water (Shallow nuisance ground water collected in underground sumps)
   Name of the stream, lake, underground, spring or other sources.
2. The amount of water applied for is 0.31 second-ft
   One second foot equals 448.83 gallons per minute.
   (a) If stored in a reservoir give the number of acre-feet (3) 2,500 gal tanks + (1) 4,035 gal tank = 0.035 acre-feet
3. The water is to be used for Recreational Use (See No. 12)
   Irrigation, power, mining, commercial, domestic or other use. Must be limited to one major use.
4. If use is for:
   (a) Irrigation, state number of acres to be irrigated 1.979 acres
   (b) Stockwater, state number and kind of animals not applicable
   (c) Other use (describe fully in No. 12) make-up water and water features
   (d) Power:
      (1) Horsepower developed not applicable
      (2) Point of return of water to stream not applicable

Revised 07/09

212-CL

5. The water is to be diverted from its source at the following point: (Describe as being within a 40-acre subdivision of public survey, and by course and distance to a found section corner. If on unsurveyed land, it should be so stated.)

within the SW 1/4 of the NW 1/4 of Section 16, T.21 S, R.61 E., M.D.M., at a point from which the C 1/4 corner of said Section 16 bears S 58° 15' 48" E, a distance of 1,638 feet.

6. Place of use: (Describe by legal subdivision. If on unsurveyed land, it should be so stated)

Portions of the SE 1/4 NW 1/4; SW 1/4 NW 1/4 and the N 1/2 SW 1/4, all within Section 16, T.21 S, R. 61 E, M.D.M.

7. Use will begin about January 1 (Month and Day) and end about December 31 (Month and Day) of each year.

8. Description of proposed works. (Under the provisions of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) (State manner in which water is to be diverted, i.e. diversion structure, ditches and flumes, drilled well with a pump and motor, etc.)

Shallow 'nuisance' groundwater is collected in a subdrain system associated with the underground parking structure at the facility and conveyed to a sump where it can be discharged or treated and used beneficially (see Nos. 12 and 13).

9. Estimated cost of works: approximately $750,000

10. Estimated time required to construct works: Complete
(If the well is complete, describe works.)

11. Estimated time required to complete the application of water to beneficial use: 2 years

12. Provide a detailed description of the proposed project and its water usage (use attachments if necessary): (Failure to provide a detailed description may cause a delay in processing.)

Shallow 'nuisance' groundwater will be used in connection with the Venetian Hotel and Casino and the Palazzo. Water may be used for landscaping irrigation, make-up water for various water features and other uses consistent with recreational manner of use. See attached for a more detailed project description.

REL per phone call

13. Miscellaneous remarks:

See attached supplemental description.

jdixon@converseconsultants.com
E-mail Address

(702) 269-8336 2017
Phone No. Ext.

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

Jason M. Dixon
Type or print name clearly

Signature, applicant or agent

Converse Consultants
Company Name

731 Pilot Road, Suite H
Street Address or PO Box

Las Vegas, NV 89119
City, State, ZIP Code

2014 SEP 13 AM 11:40
STATE ENGINEER'S OFFICE

Revised 07/09 $300 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION

Supplemental Information To Accompany Application to Appropriate

Shallow 'Nuisance' Groundwater from the Las Vegas Valley Basin
By the Venetian Casino Resort, LLC

12. Project Description:

During the design and construction of the Palazzo project it was determined that control of shallow groundwater would be necessary to accommodate a subterranean parking structure at the site. Situated within Level P4 (lowest level) of the parking garage there are three pumping systems that collect shallow groundwater drainage sumps and pump the collected groundwater to outfall points where it is then released into the Clark County storm drain system at various points around the perimeter of the facility. This discharge is permitted under a NPDES permit issued by NDEP (No. NV0022888), to the Venetian (dba Las Vegas Sands, Inc). The volume of water varies throughout the year and in the summer months is estimated to be in excess of 100,000 gallons per day (gpd), potentially as high as 200,000 gpd. It is likely that a certain percentage of the summer increase in ground water flow may result from plant life irrigation practices at the property. Each of the three pumping systems is capable of pumping over 135,000 gallons per day with 100% backup.

In January of 2010 a new project was initiated to filter the shallow groundwater in order to meet required water quality standards for the intended use. The project was also developed as a means for obtaining Leadership in Energy and Environmental Design (LEED) credit as part of the Green Building Rating System. This project included two filters and a 4,000 gallon tank. The first filter is a passive sand filter that removes particles in the water down to 5 microns. This filter is located in the P4 pump room. The water passing through the 5 micron filter is discharged into a 4,000 gallon tank. The water from the 4,000 gallon tank is then conveyed to the second filter, which consists of a nano-membrane, or Nano-Filter. A Nano-Filter is similar to the more common Reverse Osmosis filter in that both systems filter pressurized water through membranes in a 'cross flow' process whereby a portion of the feed water is recovered as permeate (for beneficial use) and the remaining portion (~20 to 25% of total) exits the system as concentrate, or retentate, which contains the rejected water that is discharged to a sanitary sewer drain. Once filtered, permeate (filtered water) is pumped to the three 2,500 gallon tanks installed as part of the 2008 project as described above. From this point, piping is in place to distribute the water to existing plant irrigation systems. Future potential uses may include various fountain make-up water demands (evaporation offsets) and other water feature needs.

13. Miscellaneous remarks:

In 2008 a project was developed to divert water from one of the above noted pumping stations to three 2,500 gallon tanks – located on level P4. Water would then be pumped from the tanks to various non-potable water uses on the site, which was intended to primarily include plant irrigation throughout the Palazzo property. This project was completed in February 2009 and at that time our consultants had concluded that this particular source of water was unregulated and no permits were required. However, the Venetian has recently learned that the beneficial use of shallow 'nuisance' groundwater does indeed require a permit for appropriation. In early 2009 it also became apparent that although this groundwater initially appeared to be suitable for plant irrigation an analysis performed by the Venetian's Horticulture Department noted that the concentration of total dissolved solids was too high for this type of irrigation. With no other piping systems in place, the system was never commissioned and sat dormant.