



WPX Energy
 1058 County Road 215
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SURFACE USE PLAN OF OPERATIONS

MV 28-4

Federal Lease No(s): COC-24603

Included with this SUPO: Application Fees/APDs / Survey Plats/Plan of Development (POD) map
 cc: WPX Energy Project File

Proposed Action

WPX Energy is proposing to drill on an existing pad with 2 new Fed wells located Fed surface. APDs for the following bolded wells located in the table below are being submitted at this time

Well Pads and Wells:

MV 28-4	GM 706-4-HN2	MV 28-4	GM 512-4
	GM 312-4	GM 12-4	GM 703-4-HN1
	GM 412-4	GM 322-4	GM 711-4

Green highlights indicate Fed well/**bold indicates wells submitted.**

Lease Development Status

Lease No.	No.24603
Lease Acres (total)	2,386
Disturbed Acres (existing)	103.0
SUPO Disturbed Acres (additional)	0
Total Existing and SUPO Disturbed Acres	103.0
Total Disturbed Acres on Lease as %	4.32%

No new onsite required due to notice of staking onsite held 5/30/13 with several other site visits.

Surface Use Plan of Operations

1. Existing Roads

See Plat #5 (Access Road Map) of the attached APD(s)

Also, please see the attached Plan of Development (POD) map attached towards the back of APD package.

Access roads and surface disturbing activities will conform to standards outlined in the 2007 version of BLM and USFS "Surface Operating Standards for Oil and Gas Exploration and Development – The Gold Book."

All equipment and vehicles will be confined to the access road, pad and areas specified in the APD.

The Operator will be responsible for continuous inspection and maintenance of the access road. The Operator will conform to a schedule of preventive maintenance, which at a minimum, provides for the following corrective measures on a biannual basis. (Problem areas will be corrected as needed.)

1. Road surface grading.
2. Relief ditch, culvert cleaning and cattle guard cleaning.
3. Erosion control measures for cut and fill slopes and all other disturbed areas.
4. Road closures in periods of excessive soil moisture to prevent rutting caused by vehicular traffic.
5. Road and slope stabilization measures as required. The road shall be maintained to the standards required for the construction of the road until final abandonment and rehabilitation takes place.

2. New or Reconstructed Access Roads

Standard road information:

- Road width will be 20-24 ft running surface
- Road will be crowned where possible. Some stretches of road will be insloped into bar ditches and relieved with culverts.
- Drainage and ditch designs are modeled at 2ft wide by 6 in deep.
- Onsite and offsite erosion control, revegetation of disturbed areas and source and storage of topsoil will be handled per WPX Energy Stormwater and Reclamation best management practices.
- BLM requirement of 18 inches minimum for culvert and/or bridge will be met.
- Major cuts and fills will be at 1:1 or 2:1.
- Surface materials, if any, will be gravel road base.

Site Specific road information:

Refer to Plat #5 (Access Road Map) & POD map attached towards the back of the APD package for site specific information.

Please refer to section 1 (Existing Roads) for maintenance plans and conformance standards.

3. Location of Existing Wells

See Plat #5B (Existing Well Locations within One-Mile Radius) of the attached APDs.

Geospatial data has been electronically sent concurrently to Silt Energy Office.

4. Location of Existing and/or Proposed Production Facilities

The 6 existing wells on location will be shut in during drilling operations. Production equipment will need to be removed from the location while the rig is present. Equipment will be replaced once the rig leaves.

See Plat #2 (Construction Layout) of the attached plat package as well as the production detail drawing attached towards the back of the APD packages.

Pipelines (Gas Transportation line)

A previously approved 8" buried, steel gas gathering line will be installed in a trench that is 3-4' deep along the road from the pad tying in at the main Riley Gulch road. Also, in the same trench, one previously approved 4" flex steel water line will be installed to gather produced water. Approved pipeline route will follow the existing road. One new 2" flex steel condensate line approved thru a sundry will be installed in the above mentioned gas/water trench down the access road to the main Riley gulch road. From there, the condensate line will continue in a new trench down the main Riley Gulch road to tie into a condensate tank on the GM 32-4 pad.

This location may be drilled with a dual fuel, diesel/natural gas rig. Natural gas will be supplied by either wellhead or pipeline gas. A separator and meter house will be used in combination on pad.

Pipeline routes shown on POD map.

5. Location and Types of Water Supply

For drilling, water for the wells will be trucked, via existing county, state and/or lease roads, from approved sources.

Completions will be occurring on pad once rig leaves the location. Two 10" Poly surface frac lines will be run from the GM 41-4 pad to the GM 32-4 pad where water will be stored then pumped to the MV 28-4 pad through one 7" steel surface frac line that will be placed along the access road. Please see POD map for detailed routes.

6. Source of Construction Materials

A ½:1 slope rock wall structure will be built with a cement and rebar base on the west side of the pad. An excess of 10,000cy from construction will be hauled to the permitted Riley Gulch Frad Pad.

Surface and subsoil materials within the proposed construction areas will be used. Additional gravel or pit lining material (if required) will be obtained from the Una gravel pit located in the NW ¼ of section 34 of T6S R96W or Latham-Burkett gravel pit located in the SW ¼ of section 27 T8S R97W and sometimes the Mamm Creek gravel pit located in the SE ¼ of section 11 T6S R93W.

7. Methods for Handling Waste Disposal

Drill Cuttings Management

Drill cuttings generated during drilling of proposed wells will be hauled to the GM 41-4 pad to be placed in the cut slope. In cases where emergencies such as weather conditions, safety concerns, or operational constraints exist, cutting may be temporarily stored at another location in accordance with COGCC waste management and CDPHE stormwater regulations.

A small cement disposal trench (approx. 15'x30'x10') will be needed. However, this exact location cannot be determined until the rig is sitting on the pad. WPX will coordinate with BLM to make sure the appropriate location is chosen for this trench.

Produced wastewater flows back to operator's evaporation ponds which then will eventually be injected into the operator's injection wells.

- Cuttings: Will be contained on the GM 41-4 pad on federal surface.
- Drilling fluids and chemicals: Will be recycled.

- Sewage: Chemical toilets or an enclosed sewer system will be used. Contents will be disposed of at an approved disposal facility.

- Garbage and other waste materials: All garbage and trash will be stored in enclosed trash containers and removed and deposited in an approved sanitary landfill within one week following termination of drilling operations. No garbage or trash will be disposed of in the cuttings management area. The well site and access road will be kept free of trash and debris at all times.

8. Ancillary Facilities

Cuttings will be hauled to the GM 41-4 pad and place on the cut slope. Please see POD map.

9. Wellsite Layout

See Plat #1 of the attached APD(s) for the Well Location.

See Plat #2 of the attached APD(s) for the Construction Layout.

See Plat #3 of the attached APD(s) for the Construction Layout Cross Sections.

See Plat #4 of the attached APD(s) for the Drill Rig Layout.

See Plat #5 of the attached APD(s) for Access Road Map (with existing and proposed access)

See Plat #5B of the attached APD(s) for the Existing Well Location within One-Mile Radius.

See Plat #6 of the attached APD(s) for the Location (Current Footages).

See Plat #7 of the attached APD(s) for the Reclaimed Pad & Production Equipment.

POD Map

Production Equipment Detail

Construction Storm Water BMP Map

Interim Storm Water BMP Map

10. Plans for Surface Reclamation

Interim Reclamation

Immediately upon completion of drilling and well completions, the locations and surrounding area will be cleared of all remaining debris, materials, trash and junk not required for production. All trash removed will be hauled to the nearest legal landfill.

To the extent possible, the slopes of the pad will be re-contoured to fit the natural topography and to gain the best soil stabilization to accommodate reseeding. A working area must be maintained around each well head and production equipment as these must remain accessible. A BLM recommended interim seed mix (prior to final reclamation) will be used on all disturbed areas except within the fenced working area that is needed for production.

Final Reclamation

The following standards will apply to final reclamation..

A. Re-contouring: Unless an agreement is made with the landowner to keep the road and/or pad in place, the disturbed areas surrounding the well location, including the access road will be re-contoured to blend as nearly possible with the natural topography. Final grading of back-filled and cut slopes will be done to prevent erosion and encourage establishment of vegetation. Existing drainages will be re-established.

B. Re-vegetation: The long term objective is to establish a self-perpetuating plant community that is compatible with and capable of supporting the identified land use.

The rate of application of the seed mix listed in the Surface Use Plan in the Master APD is listed in pounds of pure live seed (PLS)/acre. The seed will be certified and there will be no primary or

secondary noxious weeds in the seed mixture. The operator shall notify the Authorized Officer 24 hours prior to seeding and shall provide evidence of certification of the above seed mix to the Authorized Officer.

All compacted portions of the pad, road, and pipeline route will be ripped to a depth of 18 inches when subsurface conditions permit. Prior to seeding, stockpiled topsoil (stripped surface material) will be spread to a uniform depth that will allow the establishment of desirable vegetation. If the seed bed has begun to crust over or seal, the seed bed will be prepared by disking or some other mechanical means sufficient to allow penetration of the seed into the soil. In addition, broadcast seed should be covered by using a harrow, drag bar, or chain.

This Reclamation COA is subject to all disturbances including pipelines and roads. If it is determined by the Authorized Officer that the above reclamation standards are not being met, the operator will be required to submit a plan to correct the problem. Approval of the plan may require special reclamation practices such as mulching, the method and time of planting, the use of different plant species, soil analysis to determine the need for fertilizer, fertilizing, seed-bed preparation, contour furrowing, watering, terracing, water barring, and the replacement of topsoil.

Areas being reclaimed will be fenced to exclude livestock for the first two growing season or until the seeded species have established. The type of fencing will be approved by the Authorized Officer.

Noxious weeds which may be introduced due to soil disturbance and reclamation will be treated by methods approved by the Authorized Officer. **The Pesticide Use Permit shall be on record with the BLM for treatment of noxious weeds.**

Upon completion of approved plugging, a regulation marker will be erected in accordance with 43 CFR 3162.6. The marker will be constructed after contouring. The top of the marker will be closed or capped and the following minimum information will be permanently placed on the marker with a plate, cap or beaded-on with a welding torch: "Fed" or "Ind", as applicable; "well number, location by quarter, quarter section, township and range"; and "lease number".

Pipelines that are associated with only the plugged wells will be decommissioned.

11. Surface Ownership:

See Plat #5 (Access Road Map) & Plat #6 (Location (Current Footages)) for surface ownership, well location, and existing access.

Surface owner name and contact information:

Bureau of Land Management
U.S. Department of the Interior
Colorado River Field Office (970) 876-9000

This is the surface owner's notification.

12. Other Information

Environmental Considerations

RESOURCE / ENVIRONMENTAL ISSUE	POTENTIAL IMPACTS		COMMENTS
	YES	NO	
AIR QUALITY		X	All equipment and infrastructure complies with COGCC and CDPHE air quality regulations for an APEN or permitting..
CHEMICAL MANAGEMENT		X	All chemical management complies with COGCC, CDPHE and SARA Title III reporting requirements, including MSDS sheets for all

			chemicals used in WPX Energy' operations.
CULTURAL OR PALEO RESOURCES PRESENT		X	<p>Two survey report were completed by Grand River Institute for this project the first is dated 18 July 2007, a subsequent report dated August 20, 2013 was completed to provide survey for additional areas.</p> <p>In the report dated 18 July 2007 3 sites were located, of which none are eligible to the NRHP and surface disturbances <u>will not</u> affect eligible sites.</p> <p>In the report dated August 20, 2013 no sites were located and no apparent resource conflicts appear to be present.</p>
GROUNDWATER		X	Drilling plans comply with COGCC, CDPHE, and local government agency ground water protection regulations.
MINERALS - FEDERAL		X	APDs submitted herein comply with 43 CFR 3160, et. al. and associated Onshore Orders and guidance.
MINERALS- STATE AND COUNTY		X	APDs have been submitted to the COGCC for State Approval in accordance with COGCC Title 34 regulations. Any SUP or other county requirements will be complied with.
NEPA		X	A NEPA documentation decision (CX, EA, or EIS) is necessary.
NOISE		X	Noise thresholds as established by the COGCC will be complied with in accordance with State Title 34 regulations.
NOXIOUS WEEDS		X	<p>See Survey Report dated May 2013 completed by WestWater Engineering.</p> <p>7 species of noxious weeds are present in the project area. BMPs will be implemented and mitigation (as required) will be conducted in consultation with the appropriate Federal and state agencies.</p>
PLANTS-TE&S		X	<p>See Survey Report dated May 2013 completed by WestWater Engineering.</p> <p>No TES plants were detected within the surveyed project area in 2013.</p>
RECLAMATION		X	<p>Reclamation/reseeding will comply with Federal (BLM) and state (COGCC) regulations. On BLM lands, WPX Energy will comply with seeding requirements as established by the appropriate BLM office.</p> <p>On Fee lands, WPX Energy will comply with COGCC/landowner requirements, or negotiate a seed mix to further environmental management objectives (e.g. wildlife seed mixes).</p>
SPILLS	TBD	TBD	All spills will be managed in accordance with Federal (NRC, BLM, et. al.), state (COGCC, CDPHE, CDOT) requirements, including notification, reporting, response and remediation actions. The appropriate level of notification will depend upon the waste classification as an E&P, or non E&P waste, as defined by EPA regulations.
VISUAL RESOURCES		X	The area is in a Class II area, and WPX Energy will work with the BLM to determine the appropriate level of BMPs, and if required, mitigation.
WASTE		X	All E&P wastes, including drilling cuttings, produced water; frac water, etc. will be managed in accordance with Federal (BLM) and COGCC regulations. Non-E&P wastes will be managed in accordance with EPA and CDPHE regulations.
WATER – 404 LOCATIONS		X	1 location appears to fall under COE jurisdiction this location qualifies for a Nationwide Permit which WPX already holds and will be tracked to comply with NWP terms and conditions. Of these none require preconstruction notification to the COE in accordance with 33 CFR 330. Recent court rulings (i.e. Rapanos) may affect COE jurisdiction. However, WPX has provided a courtesy notification for any maintinece work tht will be completed at this location.

WATER – GENERAL / NPDES / WATER RIGHTS		X	Any NPDES discharge permits (if needed) and water rights obligations will be complied with under state COGCC, CDPHE and SEO regulations.
WATER - SPCC		X	All SPCC locations with comply with EPA, COGCC and CDPHE requirements for plans and reporting in accordance with 40 CFR 112.
WATER-STORMWATER		X	Stormwater is addressed under a field-wide CDPHE plan/permit.
WILDLIFE-NON GAME AND TE&S (INCLUDES RAPTORS)		X	<p>See Survey Report dated May 2013 completed by WestWater Engineering.</p> <p>GENERAL No TES wildlife species were observed within the surveyed project area.</p> <p>RAPTORS No Raptor nesting sites were located.</p> <p>If present, BMPs will be implemented and mitigation (as required) will be conducted in consultation with the appropriate Federal (BLM) and state (CDOW/USFWS) agencies to protect TES wildlife, raptors and migratory birds in accordance with regulations and WPX Energy' Wildlife Management Plan (2006) and Migratory Bird Management Plan 2006).</p>
WILDLIFE - GAME		X	<p>Currently the proposed actions would be conducted outside of required BGTLs. However if timing is moved and the proposed actions would require an exception to Big Game timing limitations (BGTLs). WPX Energy would implement the following BMPs in accordance with its Wildlife Management Plan (2006) and Pilot Project Document (July 2007):</p> <ul style="list-style-type: none"> - Directional Drilling - Clustered development - Closed system completions - Remote completions - Centralize tank batter/collection facilities - Remote production monitoring using telemetry - Green completions (no flaring) <p>In addition, WPX Energy' will work with the appropriate Federal and state agencies to determine necessary mitigation should BMPs be insufficient to avoid or minimize impacts to game species.</p>

Table 2. Project Surface Disturbance (initial/long-term acres)			
<i>New Disturbance</i>	<i>Private</i>	<i>BLM</i>	<i>Total</i>
Expanded MV 28-4 Pad	--	3.97/0.12	3.97/0.12
Subtotal	--	3.97/0.12	3.97/0.12
<i>Existing Disturbance</i>	<i>Private</i>	<i>BLM</i>	<i>Total</i>
Existing MV 28-4 Pad	--	0.70/0.69	0.70/0.69
Existing MV 28-4 Road	--	0.09/0.08	0.09/0.08
New Gas & Water Lines in Access Road	--	0.56/0.56	0.56/0.56
Subtotal	--	1.35/1.33	1.35/1.33
<i>Redisturbance</i>	<i>Private</i>	<i>BLM</i>	<i>Total</i>
MV 28-4 Pad	--	0.96/0.59	0.96/0.59
Subtotal	--	0.96/0.59	0.96/0.59
TOTAL DISTURBANCE	0.00	6.28/2.04	6.28/2.04

Pad Name: MV 28-4						
# Lines	Diameter	Contents	Material	Length (ft.)	Tie In Point	New
1	8"	Gas	Steel	861.68	Existing Gas	Buried
1	4"	Produced Water	Flex Steel	976.09	Existing Water	Buried
1	2"	Condensate	Flex Steel	2456.44	Existing tank on GM 32-4	Buried
2	10"	Frac Water	Poly	2163.88	Existing Frac Water	Temporary Surface
1	7"	Frac	Steel	1846.41	N/A	Temporary Surface