

RELATED REMOTE LOCATIONS

(Enter as many Related Locations as necessary. Enter the Form 2A document # only if there is no established COGCC Location ID#)

This proposed Oil and Gas Location is:

LOCATION ID # FORM 2A DOC #

FACILITIES

Indicate the number of each type of oil and gas facility planned on location

Wells	<u>5</u>	Oil Tanks*	<u> </u>	Condensate Tanks*	<u>2</u>	Water Tanks*	<u>4</u>	Buried Produced Water Vaults*	<u> </u>
Drilling Pits	<u> </u>	Production Pits*	<u> </u>	Special Purpose Pits	<u> </u>	Multi-Well Pits*	<u> </u>	Modular Large Volume Tanks	<u> </u>
Pump Jacks	<u> </u>	Separators*	<u>3</u>	Injection Pumps*	<u> </u>	Cavity Pumps*	<u> </u>	Gas Compressors*	<u> </u>
Gas or Diesel Motors*	<u> </u>	Electric Motors	<u> </u>	Electric Generators*	<u> </u>	Fuel Tanks*	<u> </u>	LACT Unit*	<u> </u>
Dehydrator Units*	<u> </u>	Vapor Recovery Unit*	<u> </u>	VOC Combustor*	<u>1</u>	Flare*	<u> </u>	Pigging Station*	<u> </u>

OTHER FACILITIES*

Other Facility Type

Number

<u>Other Facility Type</u>	<u>Number</u>

Those facilities indicated by an asterisk () shall be used to determine the distance from the Production Facility to the nearest cultural feature on the Cultural Setbacks Tab.

Per Rule 303.b.(3)C, description of all oil, gas, and/or water pipelines:

An existing 8" buried steel gas line that currently runs through the pad will be re-routed along the road around the pad. A new 8" buried steel gas line will run from the separators and tie into the re-routed 8" gas line.
2-2" steel flowlines will be buried, 4' deep, from the wellheads to the separators. 2-2" steel surface dumplines will be run from the separators to the tanks.
2-10" temporary, surface poly water lines will run from existing infrastructure near the RMV 232-28 pad.

CONSTRUCTION

Date planned to commence construction: 04/06/2015 Size of disturbed area during construction in acres: 5.21

Estimated date that interim reclamation will begin: 10/03/2016 Size of location after interim reclamation in acres: 1.38

Estimated post-construction ground elevation: 5274

DRILLING PROGRAM

Will a closed loop system be used for drilling fluids: Yes

Is H₂S anticipated? No

Will salt sections be encountered during drilling: No

Will salt based mud (>15,000 ppm Cl) be used? No

Will oil based drilling fluids be used? Yes

DRILLING WASTE MANAGEMENT PROGRAM

Drilling Fluids Disposal: OFFSITE Drilling Fluids Disposal Method: Recycle/reuse

Cutting Disposal: ONSITE Cuttings Disposal Method: Cuttings trench

Other Disposal Description:

Cuttings Management Trench

Beneficial reuse or land application plan submitted?

Reuse Facility ID: or Document Number:

Centralized E&P Waste Management Facility ID, if applicable:

SURFACE & MINERALS & RIGHT TO CONSTRUCT

Name: Clough Sheep Company, LLC

Phone: _____

Address: P.O. Box 686

Fax: _____

Address: _____

Email: _____

City: Rifle State: CO Zip: 81650

Surface Owner: Fee State Federal Indian

Check all that apply. The Surface Owner: is the mineral owner

is committed to an oil and Gas Lease

has signed the Oil and Gas Lease

is the applicant

The Mineral Owner beneath this Oil and Gas Location is: Fee State Federal Indian

The Minerals beneath this Oil and Gas Location will be developed from or produced to this Oil and Gas Location: Yes

The right to construct this Oil and Gas Location is granted by: Surface Use Agreement

Surface damage assurance if no agreement is in place: _____ Surface Surety ID: _____

Date of Rule 306 surface owner consultation _____

CURRENT AND FUTURE LAND USE

Current Land Use (Check all that apply):

Crop Land: Irrigated Dry land Improved Pasture Hay Meadow CRP

Non-Crop Land: Rangeland Timber Recreational Other (describe): _____

Subdivided: Industrial Commercial Residential

Future Land Use (Check all that apply):

Crop Land: Irrigated Dry land Improved Pasture Hay Meadow CRP

Non-Crop Land: Rangeland Timber Recreational Other (describe): _____

Subdivided: Industrial Commercial Residential

CULTURAL DISTANCE INFORMATION

Provide the distance to the nearest cultural feature as measured from Wells or Production Facilities onsite.

	From WELL	From PRODUCTION FACILITY
Building:	5280 Feet	5280 Feet
Building Unit:	5280 Feet	5280 Feet
High Occupancy Building Unit:	5280 Feet	5280 Feet
Designated Outside Activity Area:	5280 Feet	5280 Feet
Public Road:	321 Feet	296 Feet
Above Ground Utility:	207 Feet	178 Feet
Railroad:	1131 Feet	1068 Feet
Property Line:	240 Feet	213 Feet

INSTRUCTIONS:

- All measurements shall be provided from center of nearest Well or edge of nearest Production Facility to nearest of each cultural feature as described in Rule 303.b.(3)A.
- Enter 5280 for distance greater than 1 mile.
- Building - nearest building of any type. If nearest Building is a Building Unit, enter same distance for both.
- Building Unit, High Occupancy Building Unit, and Designated Outside Activity Area - as defined in 100-Series Rules.
- For measurement purposes only, Production Facilities should only include those items with an asterisk(*) on the Facilities Tab.

DESIGNATED SETBACK LOCATION INFORMATION

Check all that apply. This location is within a: Buffer Zone
 Exception Zone
 Urban Mitigation Area

- Buffer Zone - as described in Rule 604.a.(2), within 1,000' of a Building Unit.
- Exception Zone - as described in Rule 604.a.(1), within 500' of a Building Unit.
- Urban Mitigation Area - as defined in 100-Series Rules.

Pre-application Notifications (required if location is within 1,000 feet of a building unit):

Date of Rule 305.a.(1) Urban Mitigation Area Notification to Local Government: _____

Date of Rule 305.a.(2) Buffer Zone Notification to Building Unit Owners: _____

FOR MULTI-WELL PADS AND PRODUCTION FACILITIES WITHIN DESIGNATED SETBACK LOCATIONS ONLY:

- Check this box if this Oil and Gas Location has or will have Production Facilities that serve multiple wells (onl or offsite) and the Production Facilities are proposed to be located less than 1,000 feet from a Building Unit. *(Pursuant to Rule 604.c.(2)E.i., the operator must evaluate alternative locations for the Production Facilities that are farther from the Building Unit, and determine whether those alternative locations were technically feasible and economically practicable for the same proposed development.)*
- By checking this box, I certify that no alternative placements for the Production Facilities, farther from the nearest Building Unit, were available based on the analysis conducted pursuant to Rule 604.c.(2)E.i.

In the space below, explain rationale for siting the multi-well Production Facility(ies) that supports your Rule 604.c.(2)E.i determination. Attach documentation that supports your determination to this Form 2A.

SOIL

List all soil map units that occur within the proposed location. attach the National Resource Conservation Service (NRCS) report showing the "Map Unit Description" report listing the soil typical vertical profile. This data is to used when segregating topsoil.

The required information can be obtained from the NRCS web site at <http://soildatamart.nrcs.usda.org/> or from the COGCC web site GIS Online map page found at <http://colorado.gov/cogcc>. Instructions are provided within the COGCC web site help section.

NRCS Map Unit Name: Arvada loam, 1 to 6 percent slopes

NRCS Map Unit Name: _____

NRCS Map Unit Name: _____

PLANT COMMUNITY:

Complete this section only if any portion of the disturbed area of the location's current land use is on non-crop land.

Are noxious weeds present: Yes No

Plant species from: NRCS or, field observation Date of observation: 04/06/2014

List individual species:

Check all plant communities that exist in the disturbed area.

- Disturbed Grassland (Cactus, Yucca, Cheatgrass, Rye)
 Native Grassland (Bluestem, Grama, Wheatgrass, Buffalograss, Fescue, Oatgrass, Brome)
 Shrub Land (Mahogany, Oak, Sage, Serviceberry, Chokecherry)
 Plains Riparian (Cottonwood, Willow, Aspen, Maple, Poplar, Russian Olive, Tamarisk)
 Mountain Riparian (Cottonwood, Willow, Blue Spruce)
 Forest Land (Spruce, Fir, Ponderosa Pine, Lodgepole Pine, Juniper, Pinyon, Aspen)
 Wetlands Aquatic (Bullrush, Sedge, Cattail, Arrowhead)
 Alpine (above timberline)
 Other (describe):

WATER RESOURCES

Is this a sensitive area: No Yes

Distance to nearest

downgradient surface water feature: 2648 Feet

water well: 3872 Feet

Estimated depth to ground water at Oil and Gas Location 80 Feet

Basis for depth to groundwater and sensitive area determination:

Is the location in a riparian area: No Yes

Was an Army Corps of Engineers Section 404 permit filed No Yes If yes attach permit.

Is the location within a Rule 317B Surface Water Supply Area buffer zone:

If the location is within a Rule 317B Surface Water Supply Area buffer have all public water supply systems within 15 miles been notified:

GROUNDWATER BASELINE SAMPLING AND MONITORING AND WATER WELL SAMPLING

Water well sampling required per Rule 609

DESIGNATED SETBACK LOCATION EXCEPTIONS

Check all that apply:

- Rule 604.a.(1)A. Exception Zone (within 500' of Building Unit)
 Rule 604.b.(1)A. Exception Location (existing or approved Oil & Gas Location now within a Designated Setback as a result of Rule 604.a.)
 Rule 604.b.(1)B. Exception Location (existing or approved Oil & Gas Location is within a Designated Setback due to Building Unit construction after Location approval)
 Rule 604.b.(2) Exception Location (SUA or site-specific development plan executed on or before August 1, 2013)
 Rule 604.b.(3) Exception Location (Building Units constructed after August 1, 2013 within setback per an SUA or site-specific development plan)

RULE 502.b VARIANCE REQUEST

Rule 502.b. Variance Request from COGCC Rule or Spacing Order Number _____

ALL exceptions and variances require attached Request Letter(s). Refer to applicable rule for additional required attachments (e.g. waivers, certifications, SUAs).

OPERATOR COMMENTS AND SUBMITTAL

Comments Attached find the "Summary" and "WPX's Horizontal Synthetic Based Mud Best Practices" document.

I hereby certify that the statements made in this form are, to the best of my knowledge, true, correct and complete.

Signed: _____ Date: _____ Email: reed.haddock@wpxenergy.com

Print Name: Reed Haddock Title: Regulatory Specialist Sta

Based on the information provided herein, this Application for Permit-to-Drill complies with COGCC Rules and applicable orders and is hereby approved.

COGCC Approved: _____ Director of COGCC Date: _____

Conditions Of Approval

All representations, stipulations and conditions of approval stated in this Form 2A for this location shall constitute representations, stipulations and conditions of approval for any and all subsequent operations on the location unless this Form 2A is modified by Sundry Notice, Form 4 or an Amended Form 2A.

Best Management Practices

No	BMP/COA Type	Description
1	Planning	Conduct wildlife surveys to determine presence of game/non-game species/habitat. Identify and Protect "crucial habitats". Site access roads, pads and facilities in locations that minimize habitat impacts. Identify private and Federal land seclusion areas where drilling will be voluntarily deferred in critical seasonal habitats. Identify and protect migration corridors. Minimize well pad density to the extent possible. Minimize the number, size and distribution of well pads and locate pads along existing roads where possible. Cluster well pads in the least environmentally sensitive areas. Plan pipelines routes ahead of time to avoid field fitting and reduce excessive ROW widths and reclamation. Adequately size infrastructure and facilities to accommodate both current and future gas production.
2	General Housekeeping	Treat/control noxious weeds/plants including Tamarisk. Continue to Support Operation Game Thief. Continue to support CDOW sportsman's programs. Restrict and/or manage grazing to benefit wildlife. Fence and restrict activities in locations that provide high value habitat. Construct habitat improvement projects as practical. Enforce policies to protect wildlife (e.g., no poaching, no firearms, no dogs on location, no feeding of wildlife, etc.). Inventory, monitor and remove obsolete, degraded, or hazardous fencing on WPX owned property. Support research to test the effectiveness of specific Best Management Practices.

3	Construction	<p>Surface roads to ensure that the anticipated volume of traffic and the weight and speed of vehicles using the road do not cause environmental damage, including generation of fugitive dust and contribution of sediment to downstream areas. Protect culvert inlets from erosion and sedimentation and install energy dissipation structures at outfalls.</p> <p>Salvage topsoil from all road construction and other rights-of-way and re-apply during interim and final reclamation.</p> <p>Strip and segregate topsoil prior to construction. Appropriately configure topsoil piles and immediately seed to control erosion, prevent weed establishment and maintain soil microbial activity.</p>
4	Drilling/Completion Operations	<p>Promptly report spills that affect wildlife to the CDOW.</p> <p>Store and stage emergency spill response equipment at strategic locations so that it is available to expedite effective spill response.</p> <p>Limit parking to already disturbed areas that have not yet been reclaimed.</p>
5	Interim Reclamation	<p>Gate access roads where necessary to minimize/control access to "crucial habitats".</p> <p>Install automated emergency response systems (e.g., high tank alarms, emergency shut-down systems, etc.).</p> <p>Implement fugitive dust control program.</p> <p>Avoid direct discharge of pipeline hydrostatic test water to any reservoir, lake, wetland, or natural perennial or seasonally flowing stream or river.</p> <p>Locate above-ground facilities to minimize the visual effect (e.g., low profile equipment, appropriate paint color, vegetation screening in wooded areas, etc.).</p> <p>Apply an aggressive, integrated, noxious and invasive weed management plan. Utilize an adaptive management strategy that permits effective responses to monitored findings and reflects local site and geologic conditions.</p> <p>Map the occurrence of existing weed infestations prior to development to effectively monitor and target areas that will likely become issues after development.</p> <p>Evaluate the utility of soil amendment application or consider importing topsoil to achieve effective reclamation.</p> <p>Use locally adapted seed whenever available and approved by landowner.</p> <p>Use appropriately diverse reclamation seed mixes that mirror an appropriate reference area for the site being reclaimed where approved by landowner.</p> <p>Conduct seeding in a manner that ensures that seedbed preparation and planting techniques are targeted toward the varied needs of grasses, forbs and shrubs (e.g., seed forbs and shrubs separately from grasses, broadcast big sagebrush but drill grasses, etc.).</p> <p>Emphasize bunchgrass over sod-forming grasses in seed mixes in order to provide more effective wildlife cover and to facilitate forb and shrub establishment.</p> <p>Seed during appropriate season to increase likelihood of reclamation success.</p> <p>Do not include aggressive, non-native grasses in reclamation seed mixes.</p> <p>Choose reference areas as goals for reclamation that have high wildlife value, with attributes such a diverse and productive understory of vegetation, productive and palatable shrubs, and a high prevalence of native species.</p> <p>Establish vegetation with total perennial non-invasive plant cover of at least eighty (80) percent of pre-disturbance or reference area levels.</p> <p>Establish vegetation with plant diversity of non-invasive species which is at least half that of pre-disturbance or reference area levels. Quantify diversity of vegetation using a metric that considers only species with at least 3 percent relative plant cover.</p> <p>Establish permanent and monumented photo points and vegetation measurement plots or transects; monitor at least annually until plant cover, composition, and diversity standards have been met.</p> <p>Observe and maintain a performance standard for reclamation success characterized by the establishment of a self-sustaining, vigorous, diverse, locally appropriate plant community on the site, with a density sufficient to control erosion and non-native plant invasion and diversity sufficient to allow for normal plant community development.</p> <p>Use early and effective reclamation techniques, including interim reclamation to accelerate return of disturbed areas for use by wildlife.</p> <p>Remove all unnecessary infrastructure during the production phase.</p> <p>Reclaim reserve pits as quickly as practical after drilling and ensure that pit contents do not contaminate soil.</p> <p>Remediate hydrocarbon spills on disturbed areas prior to reclamation.</p> <p>Complete final reclamation activities so that seeding occurs during the first optimal season following plugging and abandonment of oil and gas wells.</p> <p>Perform interim reclamation to final reclamation species composition and</p>

establishment standards.
 Perform interim reclamation on all disturbed areas not needed for active support of production operations.
 Remove and properly dispose of degraded silt fencing and erosion control materials after their utility has expired.
 Remove and properly dispose of pit contents where contamination of surface water, groundwater, or soil by pit contents cannot be effectively prevented.
 Apply certified weed free mulch and crimp or tacify to remain in place to reclaim areas for seed preservation and moisture retention.
 Control weeds in areas surrounding reclamation areas in order to reduce weed competition.
 Educate employees and contractors about weed issues.
 Where possible, fence livestock and/or wildlife out of newly reclaimed areas until reclamation standards have been met and plants are capable of sustaining herbivory.
 Conduct necessary reclamation and invasive plant monitoring.
 Census and assess the utilization of the reclaimed areas by the target species.
 Maintain pre and post development site inspection records and monitor operations for compliance.
 Utilize GIS technologies to assess the extent of disturbance and document the reclamation progression and the footprint of disturbances.
 Identify native species for which commercial seed sources are not available. Provide support to contractors for developing cultivation and seed production techniques for needed species.

Total: 5 comment(s)

Attachment Check List

<u>Att Doc Num</u>	<u>Name</u>
400779718	ACCESS ROAD MAP
400779719	SURFACE AGRMT/SURETY
400779720	CONST. LAYOUT DRAWINGS
400779721	HYDROLOGY MAP
400779723	LOCATION DRAWING
400779725	REFERENCE AREA MAP
400779726	FACILITY LAYOUT DRAWING
400779727	LOCATION PICTURES
400779728	OTHER
400779729	SENSITIVE AREA DATA
400779730	NRCS MAP UNIT DESC
400779731	PROPOSED BMPS
400779732	OTHER
400779739	REFERENCE AREA PICTURES

Total Attach: 14 Files

General Comments

<u>User Group</u>	<u>Comment</u>	<u>Comment Date</u>

Total: 0 comment(s)