



Transferring Operator Water Reuse Plan

**WXP Energy Rocky Mountain, LLC and
Caerus Piceance, LLC**

April 30, 2016

Purpose and Need

This water re-use plan is to be submitted to the Colorado Oil and Gas Conservation Commission (COGCC) with a Form 4 (sundry) to allow a temporary produced water transfer agreement between WPX Energy Rocky Mountain, LLC (WPX) and Caerus Piceance, LLC (Caerus).

Caerus has a need for up to 945,000 barrels (bbls) of produced water for Exploration and Production (E&P) operations in Garfield County, Colorado. WPX operates wells in the Rulison, Parachute and Grand Valley fields located in Garfield County, Colorado. Produced water is generated from WPX production operations in the Rulison, Parachute and Grand Valley fields and is piped or trucked to our Water Treatment Facilities for injection into approved underground injection control (UIC) locations in the area or reused for drilling and completion activities. Water that cannot be reused or injected is sent to offsite disposal facilities.

WPX would like to transfer excess produced water to Caerus for beneficial re-use. If permitted to do so, WPX will pump water via an existing 12" pipeline from Starkey Production Pit (Facility Name 14-28-696, Facility ID 414554, located in Sec 28, T6S-R96W) to the riser, owned and installed by WPX, in WPX's water line. The riser/Custody Transfer Point (39.476128, -108.179479) will accommodate the transfer of water from WPX's buried water line into Caerus' proposed surface water line which will run from the Custody Transfer Point to the Caerus Mesa P2 797 Pad (Facility ID 335017, located in Sec 2, T7S-R97W, Garfield County, Colorado). Caerus will test and verify compatibility of the produced water provided by WPX. Transfer of produced water would begin upon the date of COGCC approval and terminate after 90 days with an option for extension.

Benefits

Under this plan, each party shall use reasonable and available means to safely transfer production water, in sufficient volumes and quality, to meet the other party's transfer request, when mutually agreeable to do so. The benefits include:

- Less fresh water withdraws from surface water sources;
- Less reliance on injection wells for disposal of production/flowback water;
- Increased operational efficiencies from reusing local supplies of production/flowback water to meet water demands for drilling, completion and workover activities.

Produced Fluid Pickup and Transfer Location

Produced water will be collected at the WPX Starkey Production Pit (Facility Name 14-28-696, Facility ID 414554 Sec 28, T6S-R96W) and piped via existing WPX pipeline to the WPX riser/Custody Transfer Point (39.476128, -108.179479). Caerus will pump water via a temporary surface line from the riser/Custody Transfer Point to the Caerus Mesa P2 797 Pad (Facility ID 335017, located in Sec 2, T7S-R97W). WPX shall maintain all regulatory responsibility, custody and control for all water until such time it is transferred to the Custody Transfer Point (39.476128, -108.179479). Once the water enters the riser connecting WPX's buried water line to Caerus' surface line, Caerus will assume all regulatory responsibility, custody and control of the water. (See Exhibit A attached maps for additional detail on the custody transfer point). WPX will indemnify,

defend and hold harmless Caerus from any demand, loss, liability, judgment, damage, cost and expense resulting from claims, causes of action related to the delivery and transfer of water at the riser (Custody Transfer Point) prior to the water reaching the boundaries of the Custody Transfer Point.

From the Custody Transfer Point, Caerus will pump water via a temporary surface line from the WPX riser to the Caerus Mesa P2 797 Pad (Facility ID 335017, Sec 2, T7S-R97W) where the water will be beneficially reused for well completions at the site listed below.

- a. Mesa P2 797 Pad (Facility ID 335017 Sec 2, T7S-R97W, Garfield County, CO)

Transfer

WPX's transfer activities will consist of the following:

WPX will pump water via an existing 12" line from Starkey Production Pit (Facility Name 14-28-696, Facility ID 414554 Sec 28, T6S-R96W) to the riser/Custody Transfer Point (39.476128, -108.179479). WPX will assume responsibility of the water from the Starkey Production Pit (Facility Name 14-28-696, Facility ID 414554 Sec 28, T6S-R96W) until it enters the riser connecting WPX's buried water line to Caerus' surface water line.

The volumes of fluid to be delivered will be up to 44,000 bbls/day; actual transferred volumes will be metered at Starkey Production Pit (Facility Name 14-28-696, Facility ID 414554, Sec 28, T6S-R96W).

WPX will maintain records with the following information:

- Changes to the approved plan;
- Applicable training requirements for WPX and its contractors (lock out/ tag out, job hazard analysis at the transfer location, etc.);
- Types and results of internal and contractor audits conducted;
- Tabulated water generator records, if required by Rule 907.b.(2) including:
 - Date of transport
 - Identity of water generator
 - Identity of water transporter
 - Location of the water pick up site
 - Type and Volume of water transported
 - Name and Location of receiving point
(Transport tickets will be maintained for each load)
- Summary of spills, incidents or upsets;

Such records shall be signed by the transporter, made available for inspection by the Director during normal business hours, and copies thereof shall be furnished to the Director upon request.

Records relating to BLM leasehold (including copies of each invoice, bill, or ticket and such other records as necessary to document the requirements A through F in Rule 907.b.(2)) will be maintained for not less than six (6) years or as otherwise required by the BLM. Records relating to non-BLM leasehold (including copies of each invoice, bill,

or ticket and such other records as necessary to document the requirements A through F in Rule 907.b.(2)) will be maintained for not less than five (5) years or as otherwise required by the COGCC.

Spill Response and Cleanup Measures

WPX's collection facilities are covered under a Spill Prevention Control and Countermeasure Plan (SPCC).

Caerus' receiving points are also covered under a SPCC plan.

Analytical Data

An analysis representative of the water to be transferred to Caerus will be included as Attachment A.

Operator Contact Information

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Summary

Origination of water – WPX's Garfield county drilling and completion activities

Destination of water – Caerus Mesa P2 797 Pad (Facility ID 335017, Sec 2, T7S-R97W, Garfield County, CO)

Water Transportation – All water transported to Caerus will be piped via existing WPX pipeline used by WPX until the Custody Transfer Point upon which Caerus will pump water via Caerus surface line.

Estimated volume of water transferred – up to 44,000 bbls/day, for up to 90 days, with the possibility for extension via sundry notice.

The transporting operator shall implement the following:

- APPROVAL OF THIS PLAN IS CONTINGENT UPON ANALYTICAL LABORATORY RESULTS FOR REPRESENTATIVE SAMPLES OF WPX WATER FROM LOCATION ID: 414554. RESULTS SHALL BE SUBMITTED TO THE COGCC WITHIN 45 DAYS OF APPROVAL OF THIS PLAN. STANDARD EPA ANALYTICAL LABORATORY ANALYSIS SHALL INCLUDE:

- VOLATILE ORGANIC COMPOUNDS EPA METHOD 624 (GC/MS)
- SEMI-VOLATILE ORGANIC COMPOUNDS EPA METHOD 625 (GC/MS)
- DISSOLVED METALS EPA METHOD 200.7 (ICP)
- DISSOLVED INORGANICS (NON-METALS) EPA METHOD 300.0 (IC)
 - Br,Cl,F,Nitrate/Nitrite, Sulfate
- GENERAL WATER QUALITY PARAMETERS
 - SPECIFIC CONDUCTANCE EPA METHOD 300.0 (IC)
 - HARDNESS EPA METHOD 130.1
 - TOTAL DISSOLVED SOLIDS EPA METHOD 160.1
 - pH EPA METHOD 150.2
- OPERATOR MUST IMPLEMENT BEST MANAGEMENT PRACTICES TO CONTAIN ANY UNINTENTIONAL RELEASE OF FLUIDS, INCLUDING ANY FLUIDS CONVEYED VIA TEMPORARY SURFACE PIPELINES.
- TERMINATION OF ACTIVITIES: BOTH CAERUS AND WPX SHALL NOTIFY THE COGCC VIA SUNDRY 30 DAYS PRIOR TO THE EFFECTIVE DATE OF THE TERMINATION OF ACTIVITIES.
- CAERUS AND WPX WILL EACH SEPERATELY SUBMIT AN ANNUAL REPORT TO THE COGCC SUMMARIZING THE TRANSFER OF PRODUCTION WATER (BOTH AS TRANSFER AND RECEIVING OPERATOR) DURING THE CALENDAR YEAR. THE ANNUAL REPORT SHALL BE SUBMITTED ON OR BEFORE THE ANNIVERSAY OF THE FIRST DATE OF TRANSFER. IN ADDITION, FOR PRODUCTION WATER ORIGINATING FROM WELLS COMPLETED ON FEDERAL OIL AND GAS LEASES, THE SUPPLIER/SHIPPER WILL PREPARE AND SUBMIT AN ANNUAL REPORT AS REQUIRED BY THE BLM FOR THE PREVIOUS YEAR'S TRANSFERS.

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