

**FIRST AMENDMENT TO SURFACE DAMAGE AGREEMENT  
(WPX TR 44-35-597 WELL PAD)**

This **FIRST AMENDMENT TO SURFACE DAMAGE AGREEMENT** ("First Amendment"), is dated as of the 1<sup>st</sup> day of October, 2018, between **CHEVRON U.S.A. INC.**, a Pennsylvania corporation, with a mailing address at 1400 Smith Street, Houston, Texas 77002 ("Surface Owner") and **TEP ROCKY MOUNTAIN LLC**, a Delaware limited liability company, having an address of 1058 County Road 215, Parachute, Colorado 81635 ("Operator"). Surface Owner and Operator may also be referred to individually as "Party" and collectively as "Parties".

**RECITALS**

- A. **WHEREAS**, Surface Owner and Operator, successor-in-interest to WPX Energy Rocky Mountain, LLC, entered into a Surface Damage Agreement, effective April 19, 2005, for the TR 44-35-597 Well Pad, on Surface Owner's property in the Southeast Southeast quarter of Section 35, Township 5 South, Range 97 West, 6<sup>th</sup> P.M., all being within Garfield County, Colorado ("Agreement").
- B. **WHEREAS**, Operator desires to amend the Agreement by adding the attached Exhibit C-7 through Exhibit C-15 to the Agreement for the placement and operation of one (1) AJAX 360 Compressor and related pipelines.
- C. **WHEREAS**, Surface Owner is agreeable to the proposed First Amendment given the conditions set forth below.
- D. **NOW, THEREFORE**, in consideration of the foregoing recitals and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties desire to amend the Agreement on the terms and conditions more particularly set forth herein as follows:

**AGREEMENT**

- 1. **Capitalized Terms; Recitals.** Capitalized terms used but not otherwise defined herein shall have the meanings given in the Agreement. All of the foregoing recitals are acknowledged by the Parties as being true and correct and shall be deemed incorporated by reference.
- 2. **Amendment.**
  - a. Section 3.1 of the Agreement is hereby amended by adding the following subsection:

“(D) Installing and operating one (1) AJAX 360 compressor on Well Pad; installing, maintaining, and repairing pipelines on the Land to the specifications detailed in Exhibits C-7 through C-15 attached hereto and incorporated herein into this First Amendment and made a part hereof. Operator must perform all work outlined on Exhibit C-7 in strict compliance with the Agreement.”
- 3. **No Further Amendment.** Except as expressly set forth herein, the Agreement, as amended by this First Amendment, shall continue unmodified and in full force and effect.
- 4. **Counterparts.** This First Amendment may be executed in multiple counterparts, each of which shall constitute an original, but all of which shall constitute one document.

5. **Representations and Warranties; Reaffirmation.** Operator ratifies and affirms its covenants and obligations under the Agreement.

The Parties have executed this First Amendment in duplicate as evidenced by the following signatures of the authorized representatives of the Parties:

**SURFACE OWNER:**  
**CHEVRON U.S.A. INC.**

**Signature:**

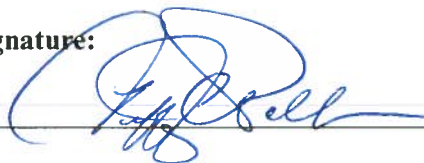


**Name:** Robert Nunmaker

**Title:** Attorney-in-fact

**OPERATOR:**  
**TEP ROCKY MOUNTAIN LLC**

**Signature:**



**Name:** Tiffany C. Pollock

**Title:** Vice President of Land 260

**ADDRESS FOR NOTICES:**

Chevron U.S.A. Inc.  
1400 Smith Street  
Houston, Texas 77002

**ADDRESS FOR NOTICES:**

TEP Rocky Mountain LLC  
1058 County Road 215  
Parachute, Colorado 81635

**Attention:** Piceance Land Team Lead

**Telephone:** (713) 372-0821

Ranch Manager Contact Information:

Craig Tysse  
[ctys@chevron.com](mailto:ctys@chevron.com)  
(970) 285-9722

**Attention:** Bryan Hotard

**Telephone:** (970) 263-2754

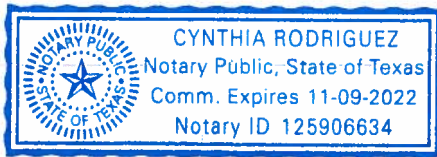
## ACKNOWLEDGEMENTS

STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on November 1, 2018, by Robert Nunmaker, Attorney-in-Fact for Chevron U.S.A. Inc., a Pennsylvania corporation, on behalf of said corporation.

My Commission Expires: 11/09/2022



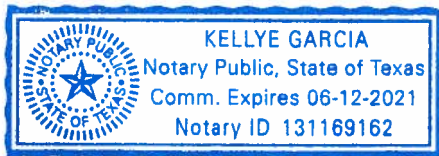
  
Notary Public

STATE OF TEXAS §

COUNTY OF HARRIS §

On this 1 day of October 2018, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Tiffany C. Pollock, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed same in the capacity of Vice President of Land of TEP Rocky Mountain LLC.

My Commission Expires: 06/12/2021



  
Notary Public

**EXHIBIT C-7 through C-15**

**SEE ATTACHED**

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**TEP Rocky Mountain LLC  
TR 44-35-597 Well Pad  
AJAX 360 Compressor Proposal**

**Trail Ridge TR 44-35-597 Compression Proposal**

- **Objectives:** TEP Rocky Mountain LLC (“TEP”) proposes the installation and operation of one (1) AJAX 360 compressor on the TR 44-35-597 pad to provide compression for thirteen (13) existing Trail Ridge wells that are currently low producing or currently shut-in due to higher line pressure. These wells have difficulty producing into the higher-pressure pipeline. Installation of this compressor will not require any pipeline tie-ins outside the TR 44-35-597 pad location.
- **Compressor Specifications:** 1DPC 2802 2-Throws, rated @ ~275 hp, Dp – 225 psi, Sp – 20-30 psi, rate ~1.2 to 2.0 mmcf/d total.
- **Scope of Work**
  - **TR 44-35-597 Pad:** Install one (1) AJAX 360 compressor on the TR 44-35-597 pad on the west end of the pad as shown in the attached exhibits. Minimal excavation would be required along the northwest edge of the pad to install the compressor to meet the minimum COGCC setback requirements. New disturbance will not be required for installation of the compressor station. Metal weather protection panels will be added to the compressor skid within the proposed compressor area to provide protection during adverse weather conditions. A noise reducing muffler will be installed on the compressor to minimize noise. In addition, sound reducing insulation will be applied to the interior of the protective panels to further minimize noise levels. One low pressure separator would be installed adjacent to the proposed compressor.
  - **Proposed Pipelines Installation:** One (1) six-inch (6”) steel gas pipeline (approx. 350’) would be installed from the existing four-inch (4”) low pressure gas pipeline west of the pad location to the low-pressure separator and into the suction inlet of the compressor. One (1) four-inch (4”) steel gas pipeline (approx. 325’) would be installed from the discharge outlet of the compressor to the existing four-inch (4”) steel gas pipeline located west of the pad location, which ties into the existing eight-inch (8”) gas pipeline. One (1) two-inch (2”) flexpipe fluid dump line (approx. 95’) will be installed from the proposed low-pressure separator to the existing separators on location. All proposed pipelines will be located within the same trench, except where shown on the attached exhibit. Proposed pipelines will be installed with a minimum depth of cover of forty-eight inches (48”). Three (3) below ground valves will be installed at the tie-in with the existing four-inch (4”) gas pipelines. A valve guard (approx. 45’ x 20’) will be installed at the proposed tie-in as shown on the attached. A second valve guard (approx. 10’ x 10’) will be installed around the T-handle at the tie-in with the existing four-inch (4”) low pressure gas line, as shown on the attached. See the attached exhibit for further details.
- **Timing:** Construction will begin upon Chevron approval.
- **Legal Description, Maps, and Other Pertinent Information:** Please refer to the attached exhibits showing the project components. See the attached well list for a full list of well to be routed to the proposed compressor station.

**Attachments:**

Project Overview Map






Construction Layout

Location Map

Noise Analysis and Engine Emissions

Compression Well List



 Well Planned for Compression  
 Existing Road  
 Existing Gas Pipeline  
 Parcel Ownership  
 Existing Pad



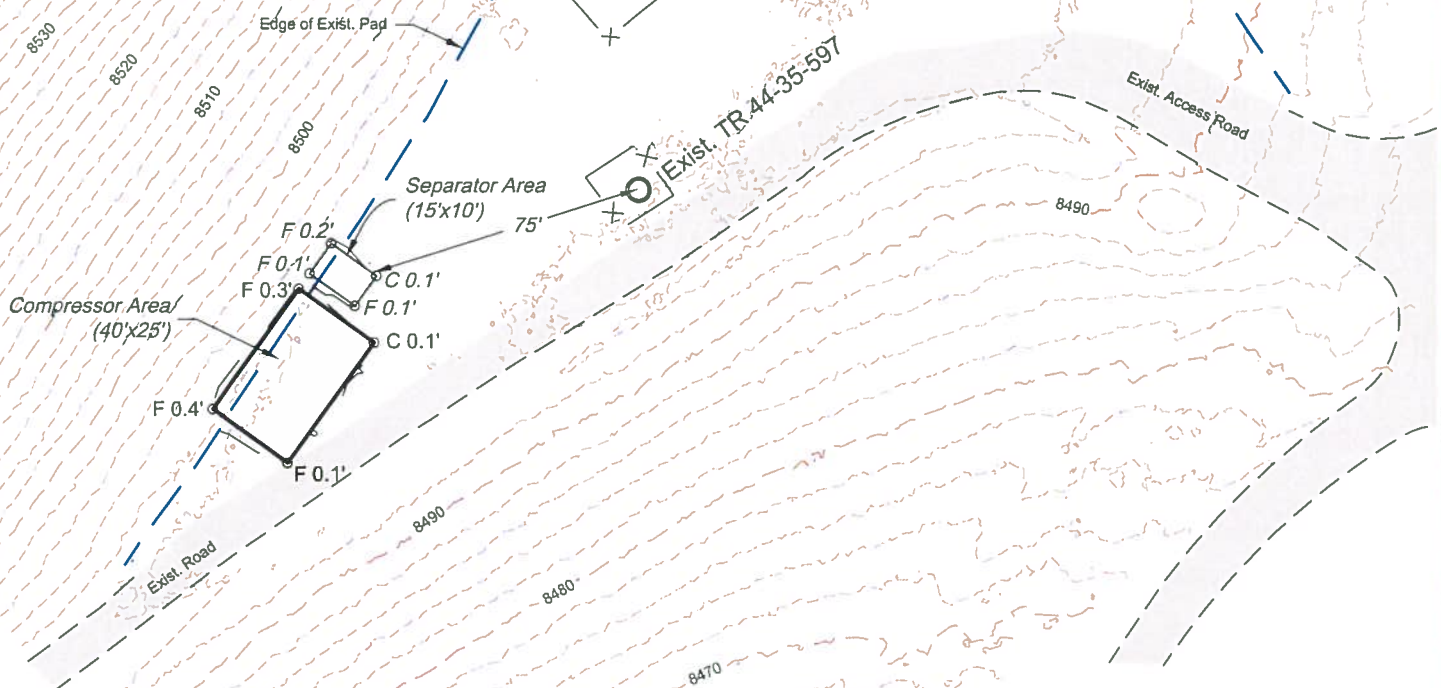
**August 30, 2018**

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Section 35  
T. 5 S., R. 97 W.

0 25 50  
GRAPHIC SCALE IN FEET  
1 INCH = 50 FEET



# **EARTHWORK VOLUMES:**

Cut: ± 0 cy  
Fill: ±22 cy

## **\*Notes**

- 1) Design Cut Slope: 8:1  
Design Fill Slope: 4:1

136 East Third Street  
Rifle, Colorado 81650  
Ph. (970) 625-2720  
Fax (970) 625-2773



SCALE: 1" = 50'  
DATE: 8/28/18  
PLAT: 1 of 1  
PROJECT: TEP Trail Ridge  
DFT: CS








**Construction Plan Prepared for:**



TEP Rocky Mountain LLC

TR 44-35-597 Compressor Pad  
PRELIMINARY LAYOUT



 Proposed Valve  
 Proposed Valve  
 Proposed Daylight  
 Proposed Pad or  
 Existing Road  
 Existing Product  
 Existing Fence

Guard  
t LineGuard  
t Line  
Pit

**August 30, 2018**

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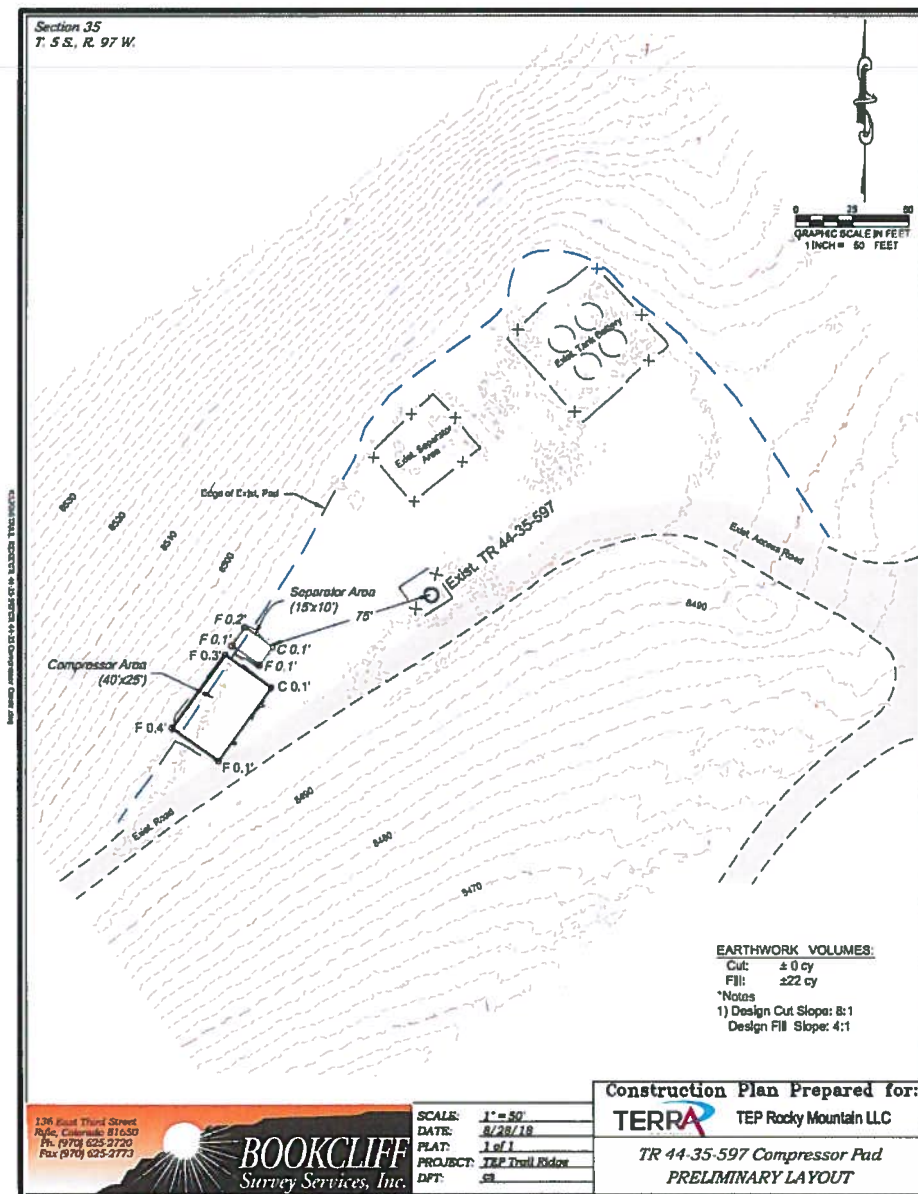
## Noise Analysis for proposed TR 44-35-597 Compressor Station

**INTRODUCTION**

This report describes the results of the noise study done at TEP Doe 360 compressor engine located in Garfield County, Colorado to show the anticipated noise impact of two similar units at the TR 44-35-597 production facility. The noise survey and evaluation was conducted consistent with the requirements included in Colorado Oil and Gas Conservation Commission (COGCC) Rule 802. A summary of the noise survey data and evaluation results are provided below.

**DESCRIPTION OF SITE AND PROPOSED COMPRESSOR STATION**

TEP is proposing to construct a compressor station on the existing TR 44-35-597 well production facility. The site diagram is included below.



## Noise Analysis for proposed TR 44-35-597 Compressor Station

**APPLICABLE NOISE REGULATIONS**

According to COGCC Rule 802.b.(2) in remote locations, where there is no reasonably proximate Building Unit or Designated Outside Activity Area, the light industrial standard is applicable. The TR 44-35-597 well production facility and proposed site of the compressor station is in a remote location and is located more than 6.7 miles from the nearest Building Unit or Designated Outside Activity Area.

Table 1 details COGCC's zoning designations and permissible noise levels.

**Table 1**

<b>Zone</b>	7:00 am to next 7:00 pm	7:00 pm to next 7:00 am
Residential/Agricultural/Rural	55 dB(A)	50 dB(A)
Commercial	60 dB(A)	55 dB(A)
Light Industrial	70 dB(A)	65 dB(A)
Industrial	80 dB(A)	75 dB(A)

As the proposed compressor station could operate 24 hours per day, the most stringent nighttime Light Industrial limit of 65 dB(A) may be applicable.

**SUMMARY OF RESULTS**

The major noise producing equipment associated with the proposed compressor station consists of one engine/compressor package. The engine/compressor package is a 2-stroke lean-burn, Ajax DPC-2802 LE, with a site rated HP of 274 at 440 RPM. The engine/compressor package will be housed in a structure that will provide further noise abatement.

A noise survey was performed on April 18, 2018 to evaluate potential noise impacts in the area around a similar engine. The DOE 360 compressor station is located on private property with the same land use designation as the proposed area. The noise study at the DOE 360 compressor station was conducted to determine the noise levels of the 2-stroke lean-burn, Ajax DPC-360 that is housed in a building that will be similar to the structure that will house the two units at the proposed location. The results of the study are shown below in Table 2.

**Table 2**

<b>DOE 360 CS Noise Readings</b>		
	<b>Level dB(A)</b>	<b>Distance to Source (Feet)</b>
North	52.7	350'
South	52.5	350'
East	53.4	350'
West	56.3	350'



## Noise Analysis for proposed TR 44-35-597 Compressor Station



The DOE 360 engine was below the standard of 65 dB(A) for Light Industrial permissible noise levels at 350 feet. As you can see from the manufacture specs in Table 3 these two units are very similar in HP, RPM and noise levels. With the addition of a building around the unit and based on the surveys conducted, the TR 44-35-597 compressor station is will be below the permissible levels of the Light Industrial standard as defined by the COGCC. A noise survey will be conducted after the installation of the unit and the building to demonstrate compliance with COGCC Rule 802.

**Table 3**

## Manufacture Specs

DPC-360		Distance	Sound Pressure Levels (dB) at Specified Distance from Exhaust Silencer									A-Weighted dBA
RPM	BHP		31.5 Hz	63 Hz	125 Hz	250 Hz	500 Hz	1K Hz	2K Hz	4K Hz	8K Hz	
400	346	3FT	96	92	96	92	90	86	82	74	69.5	92
		10FT	92	89	91	86	85	82	78	69	64	87
		500FT	71	63	63	57	55	57	56	45	35	61
		1000FT	65	57	57	51	49	51	48	34	19	55

DPC-2802 Std & LE		Distance	Sound Pressure Levels (dB) at Specified Distance from Exhaust Silencer									A-Weighted dBA
RPM	BHP		31.5 Hz	63 Hz	125 Hz	250 Hz	500 Hz	1K Hz	2K Hz	4K Hz	8K Hz	
440	384 (LE) 422 (Std)	3FT	96	92	95	91	89	85	81	73	68	91
		10FT	94	90	92	88	86	82	79	70	65	89
		500ft	71	63	63	57	56	58	58	47	39	63
		1000ft	65	57	57	51	50	52	50	39	28	56

**ENGINE EMISSIONS**

The DPC-2802 LE engine will be permitted with a Colorado General Permit – 02 and registered with Air Pollution Control Division (APCD) of the Colorado Department of Public Health and Environment (CDPHE).

## Noise Analysis for proposed TR 44-35-597 Compressor Station



## DPC-2802 LE

NOX	g/bhp-hr :	1
	ppmvd @ 15% O2 :	65
	lb/hr :	0.6
Co	g/bhp-hr :	0.8
	ppmvd @ 15% O2 :	86
	lb/hr :	0.48
VOC	g/bhp-hr :	0.33
	ppmvd @ 15% O2 :	22
	lb/hr :	0.2



**TR 44-35-597 Compressor**  
**Trail Ridge Compression Well List**

<i>Pad Name</i>	<i>Well Name</i>	<i>Current Rate (mcf/d)</i>	<i>Rate with Compression (mcf/d)</i>	<i>Uplift (mcf/d)</i>
TR 13-35-597	TR 3-35-597	4	10	6
TR 41-35-597	CHEVRON TR 32-35-597	50	95	45
TR 41-35-597	TR 2-35-597	0	82	82
TR 43-34-597	CHEVRON TR 43-34-597	50	60	10
TR 6-36-597	TR 6-36-597	0	120	120
TR 5-25-597	TR 5-25-597	30	88	58
TR 7-26-597	TR 7-26-597	8	55	47
TR 11-6-697	SHELL TR 11-6-697	100	125	25
TR 13-35-597	CHEVRON TR 13-35-597	45	60	15
TR 41-6-697	TR 41-6-697	100	112	12
TR 11-5-697	SHELL TR 11-5-697	147	164.64	17.64
TR 31-5-697	OXY TR 31-5-697	110	123.2	13.2
TR 44-35-597	CHEVRON TR 44-35-597	73	81.76	8.76
		<b>Total</b>	<b>1176.6</b>	<b>459.6</b>