



WPX Energy
1058 County Road 215
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SURFACE USE PLAN OF OPERATIONS

GM 323-28

Federal Lease No(s): COC-24099

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 re-drill an existing pad with 8 Fed wells and 4 Fee wells located on Fee surface. Once Williams Fork wells are drilled it will be a full drill out for that formation. APDs for the following bolded wells located in the table below are being submitted at this time.

Well Pads and Wells:

GM 323-28	GM 728-24-33-HN1	GM 533-28	GM 342-28	GM 322-28	GM 323-28
	GM 728-34-33-HN1	GM 42-28	GM 542-28	GM 422-28	GM 523-28
	GM 433-28	GM 432-28	GM 333-28	GM 522-28	GM 423-28

All existing and proposed wells are listed above. Green highlights indicate Fed well/**bold indicates wells being submitted.**

Lease Development Status – no part of the pad or access road overlies the federal lease.

Lease No.	No.
Lease Acres (total)	000
Disturbed Acres (existing)	000
SUPO Disturbed Acres (additional)	000
Total Existing and SUPO Disturbed Acres	000
Total Disturbed Acres on Lease as %	000

No new onsite required due to notice of staking onsite held 4/24/14.

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 surfacing, including spot graveling, and 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 24ft running surface (2 lanes).
- Standard maximum grade will be 12% for minimal distance, preferably 10% or less.
- State and County 2% crown design will be met.
- The recommended 90 degree safety & visibility with 100 ft width at intersection turnouts will be followed.
- 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 24 inches minimum for culvert and/or bridge will be met.
- Major cuts and fills will be at 1 ½ or 2 ½ to 1.
- If road surfacing is identified for the access road, a minimum 6" course of gravel will be applied with particular gravel type and size determined at time of construction.

Site Specific road information:

A new road will need to be constructed from the existing access down to the pad where the Niobrara wells will be drilled. . All roads already exist – refer to Plata #2A and 2B Construction Layout) & POD map attached towards the back of the APD package.

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

All existing wells will remain producing during development work. Production equipment for the Williams Fork wells will be set on the Niobrara pad. See Plat #2B (Construction Layout) of the attached plat package as well as the facility layout drawing attached towards the back of the APD packages.

Pipelines (Gas Transportation line)

A new 8-inch gas line and 4-inch produced water line would be buried and will run to the north west following an existing pipeline corridor and tying into lines that were installed for the GM 11-28 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

Water transportation method will be to truck fresh water. For drilling fresh water will be pumped under valid existing permits and transported by truck over privately owned and county roads from one of several sources: 1) surface water at Deer Pond S1/2 S35-6S-95W located on private surface, drainage basin is the Colorado River, 2) surface water at Giles NENE S33-6S-94W located on private surface, drainage basin is the Colorado River, 3) surface water at Parachute Creek SESE S2-7S-96W located on private surface, drainage basin is Parachute Creek, 4) surface water at Rifle Ditch (between Rifle and Rifle airport) SESE S18-6S-92W utilizing County Roads 346, 315, 352, drainage basin is the Colorado River, 5) surface water at Flag sand and gravel S1/2 S11-6S-92W utilizing County Roads 31, drainage basin is the Colorado River, 6) surface water at Battlement Mesa Main water tank supply N 1/2 S9-7S-95W located on private surface, drainage basin is the Colorado River, 7) surface water at Colorado River utilizing agreements with private land owners at various land extraction points, drainage basin is the Colorado River.

To protect the water quality of our primary two water source locations Black Sulphur Creek and Piceance Creek all water haul trucks working for WPX have a backflow preventer (check valve) available and in use on all trucks pulling from fresh water sources while servicing the drilling rig. At each specific water source we have constructed a manifold which has a backflow preventer permanently implemented that all trucks must utilize while pulling water from those specific fresh water sources.

Access route is as follows: Please see plat 5 for directions to pad.

No new roads would be constructed for the exclusive purpose of transporting water to the site.

For completions all surface water lines will be clearly labeled with the name, contents of what is in the pipeline, and emergency contact information. Surface line will remain approximately 5 weeks.

For the 10 Williams Fork wells completions will be occurring off the lower pad. Water will be supplied via 2-10" temporary surface supply lines directly to the pad from the existing GV water line infrastructure. The Niobrara wells will frac after the rig leaves with the same water supply lines as described above. The frac water is ultimately supplied from the Grand Valley Evaporation Pond located in the SW/4 of Section 36-T6S-R96W or the Rulison Evaporation Pond located in the SW/4 of Section 20-T6S-R94W. Please see POD map for detailed routes.

6. Source of Construction Materials

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 generated during drilling of the 10 Williams Fork wells will be disposed of in a cutting trench while during the Niobrara visit cuttings will be managed on surface. Both are shown on Plat #2 (Construction Layout). 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.

The produced wastewater will flow back via existing and proposed pipelines.

The cuttings trench will be well constructed and under no circumstances will it be allowed to leak or be cut to drain. It will not be located on natural drainages. Waste or discharge of any kind will not be allowed to enter any drainage. All unattended cuttings trenches, containing liquids, will be fenced (stock tight) and the liquid portion allowed to evaporate before the pits are closed.

- Cuttings: Will be contained in a trench for the Williams Fork wells visit and on the location in the cuttings management area for the Niobrara wells visit.
- 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 or the trench. The well site and access road will be kept free of trash and debris at all times.

Frac sand will be managed in accordance with COGCC regulations. Frac sand is managed on the pad surface within the pad berm perimeter. Although the volume of frac sand that comes back during flowback operations is unknown until the actual operations occur a 40' X 40' bermed area will be built and contain a maximum volume of 300 cubic yards of frac sand(see attached plat markup). Any amounts exceeding the max. will either be added to another 40'x40' area or will be hauled off to one of the approved 3rd party disposal sites listed below. The location of this management area is dependent on many factors which include other equipment on pad, weather conditions, and travel paths that need to be kept open. Frac sand will be blended with clean soil and screened for total petroleum hydrocarbon to ensure compliance with the COGCC Table 910-1 standards before including in the re-contouring of the pad.

WPX Energy operates Class II UIC Disposal wells throughout the Piceance Asset to properly manage excess water volumes. The wells are operated within the Guidelines of the State and Federal controlling agencies. Below is a list of current WPX Class II UIC wells*:

Fed 299-27-5 (Fed surface)	RMV 215-21 (private surface)
Fed 299-27-6 (Fed surface)	KP 9-12D (private surface)
Fed 299-26-2 (Fed surface)	GM 14-36 (private surface)
RG 41-16-397 (Fed surface)	GM 523-36 (private surface)
Fed 299-23-2 (Fed surface)	GM 923-1D (private surface)
RWF 623-21 (private surface)	GM 931-1D (private surface)
DOE 2-W-29 (Fed surface)	GM 943-1D (private surface)
DOE 2-W-27 (Fed surface)	GM 239-36. (private surface)
RWF 434-21 (private surface)	

*Please note that all approved UIC permits are on file in the WRVFO.

Below is a list of current approved 3rd party disposal sites:

Solids:

ECDC Environmental (East Carbon, UT)
Wray Gulch Landfill
Green Leaf Facility (DeBeque, CO)

Liquids:

RNI Rangely Disposal
RNI Piceance Creek Disposal

Danish Flats Environmental (Cisco, UT)
Green River (Green River, UT)

Westwater Farms (Westwater, UT)
Great Divide (Maybell, CO)
Green Leaf Facility (DeBeque, CO)

8. Ancillary Facilities

No ancillary facilities are planned for this pad.

9. Wellsite Layout

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

See Plat #2A and 2B 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 #4A and 4B 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 #6A of the attached APD(s) for the Location (Current Footages).

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

POD Map

Facility Layout Drawing

Construction Storm Water BMP Map

Interim Storm Water BMP Map

Irrigation Ditch Status

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.

The Surface Reclamation in the Draft SEIS for Oil and Gas Leasing Development on specific reclamation goals, objectives, timelines, measures and monitoring methods and the BLM Northwest Colorado District Recommended Outline for Surface Reclamation Planning for Oil and Gas Operations will be applied in completing the reclamation of disturbed surfaces on well pads, access roads, and pipelines.

In order to address spill prevention measures, attention shall be given to installing a solid containment berm system around the perimeter of the pad working area. Sediment basins shall be located and designed to readily accept pad drainage with focus of locating these basins near the cut/fill balance line of the pad surface. Using windrowed topsoil as sediment controls and/or basin catchments shall be incorporated into the storm water control plan. Sediment basin outlets with drop-down black piping are discouraged and, if used, such piping shall not feed directly into the nearby drainages. This plan shall be presented to the BLM and approved prior to completion of pad construction earthwork. See Plat 5E for Storm Water BMPs.

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

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:

WPX Energy
One Williams Center
Tulsa, OK 74103

Surface owner has received a copy of this SUPO.

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	See Survey Report dated 16 September 2013 completed by Grand River Institute. 4 sites were located, of which none are eligible to the NRHP and surface disturbances will not create any resource conflicts.
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	See Survey Report dated August 2013 completed by WestWater Engineering. 11 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.
PLANTS-TE&S		X	See Survey Report dated August 2013 completed by WestWater Engineering. No TES plants are present within the surveyed project area.
RECLAMATION		X	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).
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 IV area and is located on Fee lands, and no mitigation is proposed.
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	3 locations appear to fall under COE jurisdiction, of which none qualify for Nationwide Permits 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.
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 August 2013 completed by WestWater Engineering.</p> <p>GENERAL No TES wildlife species are present within the surveyed project area.</p> <p>RAPTORS 9 Raptor nesting sites were located within ¼ mile of the proposed actions. No nesting sites were determined to be active at the time of the survey.</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	This pad is located entirely on private (fee) surface and overlies private (fee) minerals. Federal minerals will be directionally drilled from this pad in order to eliminate the need for an additional well pad on federal surface. Therefore, WPX Energy does not anticipate the application of Federal lease big game timing limitation stipulations. However, BMPs (of which directional drilling is one) will be applied to reduce impacts to big game during construction, drilling and production activities associated with the proposed action.

Table 1. Surface Disturbance			
<i>New Disturbance</i>	<i>Private</i>	<i>BLM</i>	<i>Total</i>
GM 323-28	9.03	0.000	9.03
GM 323-28 Road	0.24	0.000	0.24
Subtotal	9.27	0.000	9.27
<i>Redisturbance</i>	<i>Private</i>	<i>BLM</i>	<i>Total</i>
GM 323-28	1.98	0.000	1.98
GM 323-28 Proposed Road	0	0.000	0
Subtotal	1.98	0.000	1.98
<i>Existing Disturbance</i>	<i>Private</i>	<i>BLM</i>	<i>Total</i>
GM 323-28 Existing Pad	0.72	0.000	0.72
GM 323-28 Existing Road	0.25	0.000	0.25
Subtotal	0.97	0.000	0.97
TOTAL DISTURBANCE		0	