

**BEFORE THE BOARD OF OIL, GAS AND MINING  
DEPARTMENT OF NATURAL RESOURCES  
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER MODIFYING THE BOARD'S ORDER ENTERED IN CAUSE NO. 139-90 TO AUTHORIZE THE DRILLING, ON A PILOT BASIS, OF UP TO EIGHT (8) WELLS FOR THE PRODUCTION OF OIL, GAS AND HYDROCARBONS FROM THE LOWER GREEN RIVER-WASATCH FORMATIONS ON THE ESTABLISHED DRILLING UNITS COMPRISED OF SECTION 17, TOWNSHIP 3 SOUTH, RANGE 2 WEST, USM, AND SECTION 23, TOWNSHIP 3 SOUTH, RANGE 3 WEST, USM, RESPECTIVELY, DUCHESNE COUNTY, UTAH.

**Docket No. 2013-027  
Cause No. 139-109**

**INDEX OF ORDERS**

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	11/26/2013	Findings of Fact, Conclusions of Law and Order

**FILED**

NOV 26 2013

SECRETARY, BOARD OF  
OIL, GAS & MINING

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DEPARTMENT OF NATURAL RESOURCES  
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**FINDINGS OF FACT,  
CONCLUSIONS OF LAW AND  
ORDER**

Docket No. 2013-027

Cause No. 139-109

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, October 23, 2013, at approximately 11:50 a.m., in the Auditorium of the Utah Department of Natural Resources Building in Salt Lake City. The following Board members were present and participated at the hearing: Chairman Ruland J. Gill, Jr., Kelly L. Payne, Carl F. Kendell and Michael R. Brown. Board Members Chris D. Hansen and Susan S. Davis were unable to attend. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Newfield Production Company ("Newfield") were Roxann Eveland – Land Lead, Brice A. Caldes – Geologist, and Mike Jensen – Engineering Advisor. Mr. Caldes and Mr. Jensen were recognized by the Board as

experts in geology and petroleum engineering, respectively, for purposes of this Cause. Frederick M. MacDonald, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for Newfield.

The Division of Oil, Gas and Mining (the “Division”) filed a Staff Memorandum on October 17, 2013 addressing the applicability of Utah Admin. Code Rule R649-3-11(1.1) in general, but not otherwise objecting to the other relief sought in Newfield’s Request for Agency Action dated September 5, 2013 (the “Request”). Brad Hill – Oil & Gas Permitting Manager, testified on behalf of the Division. Steve. F. Alder, Esq., Assistant Attorney General, appeared as attorney for the Division. At the conclusion of Newfield’s presentation in-chief, Mr. Alder made a statement expressing the Division’s support for the granting of the Request, as conformed to the testimony and other evidence provided at the hearing, as relating to the requested pilot program, but questioning the Board’s ability to declare Rule 649-3-11(1.1) inapplicable to directionally drilled wells not specifically identified.

Jerry Kenczka, Assistant Field Manager for Lands and Minerals, Vernal District Office of the United States Bureau of Land Management (“BLM”), acting in its trust capacity on behalf of the Ute Indian Tribe and Indian Allottees and as advisor to the Bureau of Indian Affairs, Uintah & Ouray Agency (“BIA”), filed a Letter on October 21,

2013 expressing the BLM's support for the granting of the Request. However, no BLM representative made an appearance at the hearing.

No other party filed a response to the Request and no other party appeared or participated at the hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the hearing, being fully advised, and for good cause, hereby makes the following findings of fact, conclusions of law and order in this Cause.

#### **FINDINGS OF FACT**

1. Newfield is a Texas corporation with its principal place of business for Rocky Mountain operations in Denver, Colorado. Newfield is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal, Indian and State of Utah agencies.

2. By Order entered on May 9, 2012 in Cause No. 139-90 (the "139-90 Order"), the Board established Section 17, Township 3 South, Range 2 West, and Section 23, Township 3 South, Range 3 West (collectively the "Subject Lands"), respectively, as drilling units for the production of oil, gas and hydrocarbons from the Lower Green River-Wasatch formations, defined therein as follows:

the interval from the top of the Lower Green River formation (TGR<sub>3</sub> marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of

16,720 feet in the Shell-Ute 1-18B5 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$  of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$  of Section 11, Township 2 South, Range 4 West, U.S.M.,

(the “Subject Formations”), and allowed up to four (4) producing wells, whether all vertical, all horizontal, or a combination of both, upon the drilling units, to be drilled at the option of the operator and with the operator’s full discretion as to the development of the hydrocarbon reserves, provided each well shall not be closer than 1,320 feet from an existing unit well completed in and producing from the Subject Formations and no closer than 660 feet from the drilling unit boundary.

3. The oil, gas and hydrocarbons underlying the Subject Lands as relevant to the Subject Formations are primarily owned in fee, with remaining ownership in the United States, in trust for the Ute Indian Tribe and Ute Distribution Corporation or Indian Allottees. The majority of the interests are leased to, or under an Exploration and Development Agreement in favor of, Newfield and Crescent Point Energy U.S. Corp. However, there are unleased owners within the Subject Lands.

4. As of the date of the filing of this Request, Newfield has drilled and is producing from the Subject Formations the following wells located on the Subject Lands:

<u>Well</u>	<u>Location</u>	<u>DOFP</u>
Dillman 10-17-3-2W	Sec. 17: NW¼SE¼	3/12/12
Lejuene 1-17-3-2WH	SHL – Sec. 17: NE¼NE¼ CSL – Sec. 17: NE¼NE¼ Term. – Sec. 17: SE¼SE¼	8/22/13
Snake Pete 10-23-3-3W	Sec. 23: NW¼SE¼	2/10/13

In addition, the Division approved an application for permit to drill (“APD”) relating to the following well to be located on the Subject Lands and targeting production from the Subject Formations but which has not yet been spud:

<u>Well</u>	<u>Location</u>	<u>APD Approval Date</u>
Joyce 4-17-3-2WH	SHL – Sec. 17: NW¼NW¼ CSL – Sec. 17: NW¼NW¼ Term. – Sec. 17: SW¼SW¼	2/22/13

5. Within the Central Basin, the Subject Formations are dominated by marginal lacustrine and open lacustrine deposits with additional alluvial influences. Together, these environments comprise an alternating series of carbonates, shales and sandstones that alternate over the nearly 5,000 foot gross interval from the TGR<sub>3</sub> to the base of the Wasatch formation. Carbonate markers within the Wasatch can be correlated with high confidence; however, the sand bodies are highly discontinuous and cannot be correlated between wells on an equivalent 160-acre density pattern. The porosity and permeability of these lenticular sand bodies is also extremely low and limits effective

lateral drainage. Together, the stratigraphic complexity and the poor reservoir properties limit traditional pattern design and support the need for increased density.

6. The low matrix permeability and porosity and nature of the natural fracture components of the Subject Formations, in addition to the sometimes limited areal extent of the sand bodies, reduce the effect of both horizontal and vertical drainage. The exhibits admitted into evidence and testimony received relating thereto reflect an average EUR of 218 MBO per well and, based thereon and with a 10% recovery factor, that eight wells may drain only 475 acres. Because of these reservoir properties and geologic depositional environment, the current drilling density does not allow for efficient drainage of the hydrocarbon resource from each established drilling unit.

7. As a consequence, Newfield desires to conduct a pilot program for the Subject Lands, allowing up to eight (8) producing wells from the Subject Formations, to help determine the most efficient and economic spacing and combination of vertical and/or horizontal wells to develop the Central Basin without waste.

8. Newfield has represented that all of the additional authorized pilot wells will be drilled vertically or directionally; none will be horizontal. In addition, Newfield has represented that no productive interval of a well may be located closer than 660 feet to a sectional boundary or 660 feet to another well producing in the Subject Formations

without an exception location approval obtained in accordance with Utah Admin. Code Rule R649-3-3.

9. Furthermore, after the drilling has occurred and results analyzed, but in no event more than two years from entry of the Order, Newfield has agreed to report back to the Board on the success or failure of the pilot program.

10. It appears allowing the pilot program to proceed may lead to recovery of resources that may not otherwise be recovered, thereby preventing waste.

11. Adequate evidence was presented to reflect that the additional pilot wells may be drilled economically (estimated 3.3 yr. payout with a 25% rate of return).

12. Newfield has represented that, due to wetlands, topography and other agricultural uses requiring surface owner accommodations under the Surface Owner Protection Act of 2012 (Utah Code Ann. § 40-6-20, *et seq.*), some of the pilot wells will require directional drilling. Newfield has represented that, to the extent any portion of the productive intervals of any such directionally drilled well is outside of the setbacks addressed in Findings of Fact No. 8 above, it will seek an exception location approval in accordance with Utah Admin. Code Rule R649-3-3 (or substantially entered equivalent regulation).

13. A copy of the Request was mailed, postage pre-paid, and properly addressed to all mineral, leasehold and production interest owners in the Subject Lands,

to the BIA and the Vernal Field Office of the BLM, as the agencies having mineral jurisdiction over portions of the Subject Lands, and to all owners in the adjacent drilling units for the Subject Formations comprised of Sections 7-9, 16 and 18-21 of Township 3 South, Range 2 West, and Sections 13-15, 22 and 24-27 of Township 3 South, Range 3 West, as depicted on Exhibit "C" admitted into evidence. The mailings were sent to said parties at their last addresses disclosed by the relevant Agency and Duchesne County realty records.

14. Notice of the filing of the Request and of the hearing thereon was duly published in the Uintah Basin Standard on October 1, 2013 and in the Salt Lake Tribune and the Deseret Morning News on October 6, 2013.

15. The vote of the Board members present and participating in the hearing on this Cause was unanimous (4-0) in favor of granting the Request.

#### **CONCLUSIONS OF LAW**

1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request in the form and manner as required by law and the rules and regulations of the Board and Division.

2. The Board has jurisdiction over all matters covered by the Request and all interested parties therein, and has the power and authority to render the order herein set

forth pursuant to Utah Code Ann. §§ 40-6-5(3)(b) and 40-6-6 and Utah Admin. Code Rule R649-2-1(2).

3. By virtue of the 139-90 Order, the Board made the legal determination and declared the Subject Formations to constitute one “pool” or “common source of supply” of oil, gas and hydrocarbons as relating to the Subject Lands as that phrase is defined in Utah Code Ann. § 40-6-2(19).

4. Correlative rights to production of oil, gas and hydrocarbons from the Subject Formations within each specified drilling unit were established by virtue of the 139-90 Order and pursuant to the holding of *Cowling v. Board of Oil, Gas and Mining*, 830 P.2d 220, 226 (Utah 1991).

5. Correlative rights will be protected by virtue of pooling or communitization agreements conforming to the existing 139-90 Order, pursuant to which production will be allocated to all production interest owners within the applicable drilling unit regardless of the number of wells producing from the Subject Formations. Furthermore, the correlative rights of the parties in adjacent drilling units and lands are protected by virtue of maintaining the same drilling unit boundary setbacks as currently exist under the 139-90 Order.

6. The Board recognizes that it has previously authorized 80-acre well density pilots on sectional drilling units for production from the Subject Formations in its Orders

entered in Cause Nos. 139-89, 139-91 and 139-106. The granting of the Request for a similar pilot program on the Subject Lands is therefore consistent, fair, just and reasonable given the prior precedent and under the circumstances outlined above.

7. The Board has the authority under Utah Admin. Code Rule R649-2-1(2) to declare the requirements of Utah Admin. Code Rule R649-3-11(1.1) inapplicable as to the parties given proper notice of the Request seeking relief relating thereto.

8. Newfield has demonstrated good cause as to why Utah Admin. Code Rule R649-3-11(1.1) should be declared inapplicable to directionally drilled wells with the points of intersection with the Subject Formations, all productive intervals and bottom hole locations entirely within the setbacks referenced in Findings of Fact No. 8 above.

9. The relief granted hereby will result in consistent and orderly development and the greatest recovery of oil, gas and associated hydrocarbons from the Subject Formations underlying the Subject Lands without waste, will adequately protect the correlative rights of all affected parties, and is just and reasonable under the circumstances.

10. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the Request.

## ORDER

Based upon the Request, testimony and evidence submitted, and the findings of fact and conclusions of law stated above, the Board hereby orders:

1. The Request in this cause is granted.
2. The 139-90 Order is hereby modified to authorize the drilling, on a pilot basis, of up to eight (8) wells upon the established drilling units for the Subject Lands (as defined above) for production of oil, gas and associated hydrocarbons from the Subject Formations (as defined above); provided, however, that within a reasonable time after analysis of the pilot program results but, in no event no more than 13 months after entry of the Order, Newfield report back to the Board with any available information concerning the success or failure of the program, the appropriateness of the well density and drilling unit setback distances specified herein, and any other matters related to the pilot project Newfield deems appropriate. This reporting requirement may be met by filing a written report with the Division and Board.
3. No productive interval of any well so authorized on the established drilling units for the Subject Lands may be located closer than 660 feet to a sectional boundary or 660 feet to another well producing from the Subject Formations without an exception location approval obtained in accordance with Utah Admin. Code Rule R649-3-3.

4. Utah Admin. Code Rule R649-3-11(1.1) is hereby declared inapplicable to any directionally drilled well on the drilling units so established as long as the point of intersection with the Subject Formations, the productive intervals and the bottom hole location of such well are all within the setbacks set forth in Order No. 3 above, and with the caveat that, if an uphole completion closer than the set back is subsequently proposed, an exception location approval in accordance with Utah Admin. Code Rule R649-3-3 (or subsequently enacted equivalent regulation) will be required.

5. Pursuant to Utah Admin. Code Rules R641 and Utah Code Ann. § 63G-4-204 to 208, the Board has considered and decided this matter as a formal adjudication.

6. This Order is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted, and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and Utah Administrative Code Rule R641-109.

7. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63G-4-208(e) - (g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code

Ann. §§ 63G-4-401(3)(a) and 403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled, “Agency Review – Reconsideration,” states:

(1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.

(b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.

(2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.

(3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.

(b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

*Id.* The Board also hereby notifies the parties that Utah Admin. Code Rule R641-110-100, which is part of a group of Board rules entitled, “Rehearing and Modification of Existing Orders,” states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided,

a petition for rehearing must be filed no later than the 10<sup>th</sup> day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15<sup>th</sup> day of the month.

*Id.* See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

The Board retains continuing jurisdiction over all the parties and over the subject matter of this cause, except to the extent said jurisdiction may be divested by the filing of a timely appeal to seek judicial review of this order by the Utah Supreme Court.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be deemed the equivalent of a signed original.

DATED this 26th day of November, 2013

**STATE OF UTAH  
BOARD OF OIL, GAS AND MINING**

By:   
Ruland J. Gill, Jr., Chairman

2000.20

**CERTIFICATE OF MAILING**

I hereby certify that on this 27th day of November, 2013, I caused a true and Correct Copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2013-027, Cause No. 139-109, to be served via US Mail properly addressed with postage prepaid upon each of the following:

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1594 W North Temple Suite 3520  
Salt Lake City UT 84114

Ute Distribution Corporation  
PO Box 696  
Roosevelt UT 84066

Walter N Thurman  
215 W Park Dr  
Raleigh NC 27605

Willamae Shavanaux  
PO Box 304  
Myton UT 84052  
**[Undeliverable]**

Varge Celaya Estate  
(No Valid Address Disclosed)

Black Stone Mineral Company LP  
1001 Fannin Suite 2020  
Houston TX 77002

Zola T Rhodes (Heir Of Sara Tanner)  
4041 Juniper Lane  
Eden UT 84310-9715  
**[Undeliverable]**

BSNR Raptor LP  
1001 Fannin Suite 2020  
Houston TX 77002

A handwritten signature in cursive script, reading "Julie Ann Carter", is written over a horizontal line.