

**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 FINLEY RESOURCES INC. FOR AN ORDER ESTABLISHING DRILLING UNITS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE EOCENE MIDDLE AND LOWER GREEN RIVER FORMATIONS AND PORTIONS OF THE PALEOCENE WASATCH TRANSITIONAL FORMATIONS, COMPRISED OF PORTIONS OF SECTIONS 11, 14, 25 AND 35, TOWNSHIP 4 SOUTH, RANGE 2 EAST, USM AND SECTION 6, TOWNSHIP 5 SOUTH, RANGE 3 EAST USM, UINTAH COUNTY, UTAH, AND AUTHORIZING WELLS ON EACH SUCH DRILLING UNIT SO ESTABLISHED TO ACHIEVE AN APPROXIMATE EQUIVALENT 20-ACRE WELL DENSITY.

**Docket No. 2017-026
Cause No. 142-15**

INDEX OF ORDERS

<u>NO.</u>	<u>DATE</u>	<u>DESCRIPTION</u>
1.	11/02/2017	Findings of Fact, Conclusions of Law and Order

FILED

NOV 02 2017

SECRETARY, BOARD OF
OIL, GAS & MINING

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DEPARTMENT OF NATURAL RESOURCES
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IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF FINLEY RESOURCES INC. FOR AN ORDER ESTABLISHING DRILLING UNITS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE EOCENE MIDDLE AND LOWER GREEN RIVER FORMATIONS AND PORTIONS OF THE PALEOCENE WASATCH TRANSITIONAL FORMATIONS, COMPRISED OF PORTIONS OF SECTIONS 11, 14, 25 AND 35, TOWNSHIP 4 SOUTH, RANGE 2 EAST, USM, AND SECTION 6, TOWNSHIP 5 SOUTH, RANGE 3 EAST, USM, UNTAH COUNTY, UTAH, AND AUTHORIZING WELLS ON EACH SUCH DRILLING UNIT SO ESTABLISHED TO ACHIEVE AN APPROXIMATE EQUIVALENT 20-ACRE WELL DENSITY

**FINDINGS OF FACT,
CONCLUSIONS OF LAW AND
ORDER**

Docket No. 2017-026

Cause No. 142-15

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, October 25, 2017, at approximately 5:05 p.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., Michael Brown, Gordon L. Moon, Richard K. Borden and Carl F. Kendell. Board Members Susan S. Davis and Chris Hansen were unable to attend. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Participating and testifying on behalf of Petitioner Finley Resources Inc. (“Finley”) were Scott Pitzer – Landman, Gary Lauman – Contract Consulting Geologist, and Patrick Porter – Exploitation Manager. Messrs. Lauman and Porter were recognized by the Board as experts in geology and reservoir engineering, respectively, for purposes of this Cause. Frederick M. MacDonald, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for Finley.

The Utah Division of Oil, Gas and Mining (the “Division”) elected not to file a Staff Memorandum in this Cause but participated in the hearing. Emma Whitaker, Esq., Assistant Attorney General, appeared as attorney for the Division. At the conclusion of Finley’s presentation in chief, Ms. Whitaker made a statement expressing the Division’s support for the granting of Finley’s Request for Agency Action filed September 11, 2017 (the “RAA”), as amended (*see below*), and as conformed to the testimony and other evidence provided at the hearing.

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

At the commencement of the hearing, Finley made an oral motion to amend the RAA to exclude the SW¼ of Section 25, T4S, R2E, USM. With no objection expressed, the Board granted the Motion.

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. Finley is a Texas corporation with its principal place of business in Fort Worth, Texas. Finley is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal and State of Utah agencies.

2. The following Uintah County lands, to which Finley refers as its “Laughing Pig” prospect, were, at the time the RAA was filed, not subject to any spacing order of the Board and therefore were subject to the Board’s and Division’s general operational rules, including Utah Admin. Code Rule R649-3-2 (the general well siting rule) requiring wells to be located in the center of a quarter-quarter section within a tolerance of 200 feet (an allowed 400-foot square “window”):

Township 4 South, Range 2 East, USM

- Section 11: Lots 10 (40.28), 11 (40.29) and 13 (29.70)
- Section 14: Lot 2 (39.76), W $\frac{1}{2}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$
- Section 25: NW $\frac{1}{4}$
- Section 35: NW $\frac{1}{4}$

5. The Subject Formations consist of lacustrine fluvial-deltaic deposits in the Green River and alluvial/fluvial fan deltas in the Wasatch. Average porosities in the Green River are 7% to 14% with average permeability of ~ .05 to .1 mD, while average porosity in the Wasatch is approximately 8% with average permeability of less than .05 mD. The upper 1,000 feet of the Wasatch formation should be included because: (a) given its depositional and discontinuous nature in this area, no wells would be drilled to produce solely therefrom; thus, additional resources will be recovered that would otherwise be left in the ground and prevent waste; and (b) drilling economics deter drilling deeper than 1,000 feet into the Wasatch formation.

6. To date, Finley has drilled 14 wells on the Subject Lands which produce from, or are waiting on completion in, the Subject Formations. In addition, Finley and other operators have drilled numerous wells which produce from the Subject Formations on lands immediately adjacent to or nearby the Subject Lands.

7. Analysis of the public data from these wells, outlined in exhibits admitted into evidence and the testimony related thereto, reflect:

- (a) the fracture orientation of the Subject Formations is an approximate 105° to 106° azimuth;
- (b) an estimated average EUR of 125 MBO per well, with 75 MBO being the estimated EUR economic break even point;
- (c) a production comparison of wells closely located (~1,100 feet apart) indicates little or no communication between such wells;

- (d) an estimated recovery factor of 7.5% on a 20-acre well density pattern based on an average 3.9 MMBOIP/40 acres estimate, whereas a recovery factor of only 3.2% is expected on a 40-acre well density pattern; and
- (e) outcrop studies and log comparisons of closely located wells evidence that wells located on a 20-acre well density pattern will intersect different sand bodies and therefore recover additional resources that will otherwise remain in the ground on an equivalent 40-acre well density pattern as currently authorized under the general well siting rule.

8. It is impractical, if not impossible, to create uniform standup or laydown 20-acre drilling units for the Subject Lands. Consequently, the drilling units, except as addressed in (9) below, should be comprised of the regular quarter-quarter sections or substantially equivalent lots, with two (2) wells allowed per quarter-quarter section or equivalent lot without inter-well setbacks.

9. Because Lot 13 in Section 11 is irregular and contains only 29.70 acres, it should be combined with the adjacent NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 14 to create a special drilling unit and to allow up to three (3) wells thereon to best achieve a 20-acre well density pattern for said lands.

10. Production interest ownership is uniform within each of the requested drilling units.

11. A 100-foot setback from a drilling unit boundary if the adjacent lands are within the same lease and have the same production interest owners will accommodate the optimization of such locations while still protecting correlative rights of the affected

parties. In addition, by maintaining the existing 460-foot setback established under the general well siting rule from a shared drilling unit/lease boundary line, and given the lesser drainage area expected from wells on a 20-acre density pattern, the correlative rights of owners in adjacent lands will likewise be protected. No inter-well setback between wells within the same drilling unit is required under these circumstances.

12. As part of the application for permit (“APD”) submittal, Finley agrees to provide the Division with written certification that there is a common lease or production interest ownership if and when the 100-foot set back authorization as outlined in Findings of Fact No. 11 above is applicable.

13. Finley’s requested relief is consistent with other spacing and well density ordered by the Board for production from the Subject Formations underlying nearby lands, *e.g.*, the Order entered in Cause No. 270-03 on October 8, 2014 and the Order entered in Cause No. 270-08 on October 5, 2017.

14. A copy of the RAA was mailed, postage pre-paid, certified with return receipt requested, and properly addressed to all mineral, leasehold and production interest owners in the Subject Lands. The mailings were sent to said parties at their last addresses disclosed by the Uintah County records.

15. Notice of the filing of the RAA and of the hearing thereon was duly published in the Salt Lake Tribune and Deseret Morning News on October 1, 2017 and in the Uintah Basin Standard and the Vernal Express on October 3, 2017.

16. The vote of the Board members present in the hearing and participating in this Cause was unanimous (5-0) in favor of granting the RAA.

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 RAA 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 RAA 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.

3. The Board takes judicial notice of the exhibits admitted into evidence and the testimony received in the hearings on Cause No. 270-03 on July 30, 2014 and on Cause No. 270-08 on September 27, 2017 pursuant to Utah Code Ann. § 63G-4-206(1)(b)(iv).

4. The Subject Formations, as defined in Finding of Fact No. 3 above, constitute a “common source of supply” as that phrase is defined in Utah Code Ann. § 40-6-2(19).

5. The drilling units for the Subject Formations set forth above are not smaller than the maximum area that can be efficiently and economically drained by one well.

6. A 20-acre well density, authorizing the drilling and production of two (2) wells, is required to efficiently and economically drain the respective drilling units.

7. Establishment of well setbacks of 460 feet from a shared drilling unit/lease boundary line and 100 feet if the adjacent lands are within the same lease and have the same production interest owners and with the proviso set forth in Findings of Fact No. 12 above, and without inter-well setbacks within each drilling unit, is protective of correlative rights and is fair, reasonable and justified under the circumstances.

8. 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, prevent waste and adequately protect the correlative rights of all affected parties.

9. Finley has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the RAA.

ORDER

Based upon the RAA as amended, testimony and evidence submitted, and the Findings of Fact and Conclusions of Law stated above, the Board hereby orders:

1. The RAA as amended in this Cause is granted.

2. Approximate 40-acre drilling units, comprised of the respective quarter-quarter section or substantially equivalent lot in the Subject Lands, for the production of oil, gas and associated hydrocarbons produced from the Subject Formations are hereby established, except a special drilling unit comprised of Lot 13 of Section 11 and the NW¹/₄NE¹/₄ of Section 14 for such production is instead established.

3. Two (2) producing wells per regular drilling unit, and three (3) producing wells for the special drilling unit, so established are hereby authorized with no inter-well setbacks between them; provided no well may be located closer than 460 feet to a shared drilling unit/lease boundary line, and no closer than 100 feet if the adjacent lands are within the same lease and have the same production interest owners, without an exception location approval in accordance with Utah Admin. Code Rule R649-3-3 (or subsequently enacted equivalent regulation).

4. If the 100-ft. set back authorization outlined in (3) above is applicable, Finley or a successor operator will provide the Division with written certification that there is a common lease or production interest ownership with the APD submittal.

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 10th 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 15th day of the month.

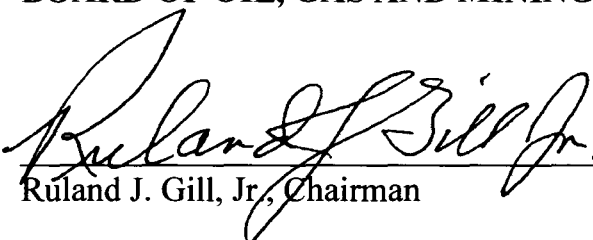
Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302 and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later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

8. 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.

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

DATED this 2nd day of November, 2017.

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

By: 
Ruland J. Gill, Jr., Chairman

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of November, 2017, I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2017-026, Cause No. 142-15, to be mailed with postage prepaid, via E-mail, Certified Mail, or First Class Mail, to the following:

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Conyers, GA 30094-4135

Goosneck, Inc.
1589 N. 1200 E.
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Jerald G. Massey
564 E. 100 North
Springville, UT 84663
[Undeliverable]

Shauna Massey Buxton
1562 Del Rosa Way
Sparks, NV 89431-2603

Danny George Massey
1362 S. 1100 West #A
Provo, UT 84601

Cheney Minerals, L.L.C.
7923 S. Danish Ridge Way
Salt Lake City, UT 84121-5772

DCP Investments LLC
1365 S. Ambassador Way
Salt Lake City, UT 84108-2860

Finley Production Co., LP
BDT Oil & Gas, LP
Grasslands Energy LP
Metcalf Oil, LP
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Fort Worth, TX 76113-2200

Richard D. Hackford
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Lapoint, UT 84039-0153

Margee Allan
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Springville, UT 84663

Mark Massey
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North Salt Lake, UT 84054

Doug Boyd Massey
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Provo, UT 84601
[Address updated 9/22/2017]

Broughton Petroleum Inc.
P.O. Box 1389
Sealy, TX 77474-1389

Howard Rex Carroll Trust
876 W. 1200 S.
Vernal, UT 84078-4601

Newfield RMI, LLC
24 Waterway Avenue, Suite 900
The Woodlands, TX 77380

A handwritten signature in cursive script that reads "Julie Ann Carter". The signature is written in black ink and is positioned above a horizontal line.