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SEP 18 2001

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

SECRETARY, BOARD OF
OIL, GAS & MINING

IN THE MATTER OF THE REQUEST FOR)	FINDINGS OF FACT,
AGENCY ACTION OF SHENANDOAH)	CONCLUSIONS OF LAW AND
ENERGY INC. FOR AN ORDER)	ORDER
SUSPENDING RULE R649-3-2 INSOFAR)	
AS IT APPLIES TO THE RED WASH UNIT)	Docket No. 2001-023
AREA LOCATED IN UINTAH COUNTY,)	Cause No. 187-07
UTAH)	

This cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, August 22, 2001, at the hour of 8:15 p.m. The following Board members were present and participated at the hearing:

Elise L. Erler, Chairman
J. James Peacock
Allan Mashburn
Robert J. Bayer
Kent Petersen and
Douglas E. Johnson

Attending and participating on behalf of the Division of Oil, Gas and Mining ("Division") was John Baza, Associate Director – Oil and Gas. The Board was represented by Kurt E. Seel, Esq. Assistant Attorney General. The Division was represented by Thomas A. Mitchell, Assistant Attorney General. Attending and participating on behalf of the Bureau of Land Management ("BLM") was Robert Henricks, Chief-Branch of Fluid Minerals, Utah State Office.

Testifying on behalf of Petitioner Shenandoah Energy Inc. ("Shenandoah") was M. Scott Homsher, Senior Landman, and Robert La Rocque, Geologist.

Thomas W. Bachtell, Esq., of Pruitt, Gushee & Bachtell, appeared as attorney on behalf of Shenandoah.

The BLM expressed its support of, and the Division stated it had no material objections to, the Request for Agency Action. No statements were made at the hearing in opposition of the Request for Agency Action and no other parties appeared or participated at the hearing.

The Board voted on this matter, five members for and one (Mr. Mashburn) against. Therefore, based upon the majority vote, and having considered the testimony presented, the exhibits received into evidence at the hearing, and for good cause appearing, the Board hereby makes the following findings of fact, conclusions of law, and order.

FINDINGS OF FACT

1. Shenandoah is a Delaware corporation in good standing and authorized to conduct business in the State of Utah.
2. Shenandoah is the owner of a majority of the operating rights in the lands described below comprising the Red Wash Unit:

Township 7 South, Range 22 East, SLM

Section 13: All
Section 14: All
Section 15: All
Section 16: All
Section 20: SE $\frac{1}{4}$
Section 21: All
Section 22: All
Section 23: All

Section 24: All
Section 25: All
Section 26: All
Section 27: All
Section 28: All
Section 29: E½
Section 33: All
Section 34: All
Section 35: All
Section 36: All

Township 8 South, Range 22 East, SLM

Section 1: Lots 1 (20.94), 2 (20.82), 3 (20.70),
4 (20.58), 5 (40.00), 6 (40.00),
7 (40.00) and 8 (40.00) [N½N½]
Section 2: Lots 1 (20.53), 2 (20.54), 7 (40.00)
and 8 (40.00) [N½NE¼]

Township 7 South, Range 23 East, SLM

Section 13: All
Section 14: All
Section 15: All
Section 16: All
Section 17: All
Section 18: Lots 1 (35.72), 2 (35.77), 3 (35.81)
and 4 (35.86), E½W½, E½ [All]
Section 19: Lots 1 (35.91), 2 (35.98), 3 (36.04),
and 4 (36.11), E½W½, E½ [All]
Section 20: All
Section 21: All
Section 22: All
Section 23: All
Section 24: All
Section 25: All
Section 26: All
Section 27: All
Section 28: All
Section 29: All

Section 30: Lots 1 (36.18), 2 (36.26), 3 (36.34)
and 4 (36.42), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 31: Lots 1 (36.50), 2 (36.60), 3 (36.68)
and 4 (36.78), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 32: All
Section 33: All
Section 34: All
Section 35: All
Section 36: All

Township 8 South, Range 23 East, SLM

Section 1: Lots 1 (39.93), 2 (39.79), 3 (39.65),
and 4 (39.51), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
Section 2: Lots 1 (39.46), 2 (39.52), 3 (39.56)
and 4 (39.62), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
Section 11: N $\frac{1}{2}$
Section 12: N $\frac{1}{2}$

Township 7 South, Range 24 East, SLM

Section 15: All
Section 16: All
Section 17: All
Section 18: Lots 1 (35.56), 2(35.58), 3 (35.58)
and 4 (35.60), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 19: Lots 1 (35.62), 2 (35.66), 3 (35.70)
and 4 (35.74), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 20: All
Section 21: All
Section 22: All
Section 23: All
Section 26: All
Section 27: All
Section 28: All
Section 29: All
Section 30: Lots 1 (35.78), 2 (35.81), 3 (35.85)
and 4 (35.88), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 31: Lots 1 (35.94), 2 (36.03), 3 (36.11)
and 4 (36.20), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 32: All

Section 33: All
Section 34: All
Section 35: All

Township 8 South, Range 24 East, SLM

Section 2: Lots 1 (39.99), 2 (39.97), 3 (39.95)
and 4 (39.93), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
Section 3: Lots 1 (39.96), 2 (40.03), 3 (40.11)
and 4 (40.18), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
Section 4: Lots 1 (40.24), 2 (40.29), 3 (40.33)
and 4 (40.38), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
Section 5: Lots 1 (40.42), 2 (40.45), 3 (40.49)
and 4 (40.52), S $\frac{1}{2}$ N $\frac{1}{2}$, S $\frac{1}{2}$ [All]
Section 6: Lots 1 (40.47), 2 (40.33), 3 (40.19),
4 (36.40), 5 (36.47), 6 (36.62) and
7 (36.78), S $\frac{1}{2}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$ NW $\frac{1}{4}$,
E $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ [All]
Section 7: Lots 1 (36.88), 2 (36.94), 3 (36.98)
and 4 (37.04), E $\frac{1}{2}$ W $\frac{1}{2}$, E $\frac{1}{2}$ [All]
Section 8: All
Section 9: All
Section 10: All
Section 11: All
Section 14: N $\frac{1}{2}$
Section 15: N $\frac{1}{2}$
Section 16: N $\frac{1}{2}$
Section 17: N $\frac{1}{2}$

(containing 48,051.09 acres in Uintah County, Utah, and hereafter the "Unit Area").

3. The lands comprising the Unit Area are currently not covered by any Board well spacing order and there are no uncommitted lands within the Unit Area.

4. The Red Wash Valley Unit Agreement covers all geologic formations in the Unit Area, and is administered by the BLM. Shenandoah serves as the Unit Operator.

5. The objective of a Federal exploratory unit is to provide for the unified development and operation of an entire geologic prospect or producing reservoir so that

exploration, drilling and production can proceed in the most efficient and economical manner by one operator. Costs are reduced because the reservoir can be produced by utilizing the most efficient spacing pattern and there is no requirement to drill unnecessary offset wells. The Red Wash Unit Agreement expressly requires Shenandoah, as the Unit Operator, to produce unitized substances and conduct all operations to provide for the most economical and efficient recovery of said substances without waste, as defined by or pursuant to State or Federal law.

6. Well location and density patterns within the Unit Area are determined in accordance with the terms of the Unit Agreement and, in particular, the annual plans of Unit development approved by the BLM. Drilling applications are approved by both the BLM and the Division. Development of oil and gas in accordance with the Unit Agreement and the approved plans of Unit development is designed to be orderly, promote the greatest recovery of unitized substances, prevent waste, and to protect the correlative rights of all affected parties, is just and reasonable, and is in the public interest.

7. Utah State law requires Shenandoah to comply with the location requirements of the general state-wide well location rule (Utah Admin. Code Rule R649-3-2) with respect to wells within Federal exploratory unit boundaries or obtain an exception from the Division or the Board in accordance with regulation.

8. Suspension of the requirement in Utah Admin. Code Rule R649-3-2 as to the lands within the Unit Area is fair, reasonable and justified under the circumstances;

provided, however, that no future well may be drilled closer than 460 feet from the boundary of the Unit Area without administrative approval of the Division in accordance with Utah Admin. Code Rule R649-3-3.

9. A copy of the Request for Agency Action was mailed to all companies, persons and governmental agencies known to own or administer a legally protected interest which could be affected by the Request for Agency Action in this matter.

10. Notice was duly published as required by Utah Admin. Code Rule R641-106-100.

11. The vote of the Board members present at the hearing and in this Cause was 5 to 1 in favor of granting the Request for Agency Action.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place, and purpose of the hearing was properly given to all interested parties in the form and manner as required by law and the rules and regulations of the Board and the Division.

2. The Board has jurisdiction over all matters covered by the Request for Agency Action 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 Utah Admin. Code Rule R649-2-3.

3. The Request for Agency Action satisfies all statutory and regulatory requirements for the relief sought therein and should be granted.

ORDER

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

1. The Request for Agency Action in this cause is granted.
2. Utah Admin. Code Rule R649-3-2 is suspended within the Red Wash Unit Area. Upon Unit contraction or termination, lands eliminated from the Unit Area shall once again become subject to Utah Admin. Code Rule R649-3-2.
3. The locations of all wells currently within the Unit Area are approved and deemed lawful.
4. No future well may be located closer than 460 feet from the boundary of the Unit Area without administrative approval of the Division in accordance with Utah Admin. Code Rule R649-3-3.
5. Pursuant to Utah Admin. Code Rule R641 and Utah Code Ann. § 63-46b-6 to -10, the Board has considered and decided this matter as a formal adjudication.
6. This Findings of Fact, Conclusion of Law and Order (“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. § 63-46b-10 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. § 63-46b-10(e)

to -10(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 is issued. Utah Code Ann. § 63-46b-14(3)(a) and -16. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking a 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. § 63-46b-13, 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 63-46b-12 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 specified 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 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. § 63-46b-13 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.

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 a faxed copy of this Order shall be deemed the equivalent of a signed original.

ISSUED this 18th day of September, 2001.

STATE OF UTAH
BOARD OF OIL, GAS & MINING

By: Elise Erler
Elise L. Erler, Chairman

CERTIFICATE OF MAILING

I hereby certify that I caused a true and correct copy of the foregoing "Findings of Fact, Conclusions of Law and Order" in Docket No. 2001-023, Cause No. 187-07 to be mailed with postage prepaid, this 20 day of September, 2001, to the following:

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