

**TOWN OF SILT
 PLANNING AND ZONING COMMISSION AGENDA
 TUESDAY, JULY 7, 2020 6:30 P.M.
 MUNICIPAL COUNCIL CHAMBERS
 REMOTE MEETING**

ESTIMATED TIME	ELECTRONIC AGENDA ITEM	PUBLIC HEARING/ ACTION	ELECTRONIC LOCATION AND PRESENTOR
	Agenda		Tab 1
6:30 P.M.	Call to Order		Chair Classen
	Roll Call		Chair Classen
	Pledge of Allegiance		Chair Classen
6:32 P.M.	Consent agenda Minutes of the July 7, 2020 P & Z Meeting	Action Item	Tab 2 Chair Classen
6:35 P.M.	Public Comments - A "Sign In Sheet" is available in the Council Chambers. Each speaker will limit comments to no more than three (3) minutes, with a total time of 30 minutes allotted to public comments, pursuant to Section 2.28.020 of the Silt Municipal Code		Chair Classen
7:05 P.M.	Conflicts of Interest		Chair Classen
7:10 P.M.	Agenda Changes		Chair Classen
7:15 P.M.	Resolution 29, Series of 2020, A RESOLUTION OF THE TOWN OF SILT ("TOWN") APPROVING THE SCHLEIN/ELLISON SPECIAL USE PERMIT TO ALLOW FOR THE 2ND UPPER LEVEL APARTMENT IN AN EXISTING BUILDING LOCATED AT 602 MAIN STREET, OTHERWISE KNOWN AS LOTS 11 AND 12, BLOCK 17, ORIGINAL TOWNSITE, WITHIN THE TOWN OF SILT, COLORADO	Action Item (Public Meeting)	Tab 3 Director Aluise
7:35 P.M.	Garfield County Referral – Jolley Compressor Station	Action Item (Public Meeting)	Tab 4 Director Aluise
7:35 P.M.	Old Business		
7:40 P.M.	New Business		
7:45 P.M.	Future Business		
7:50 P.M.	Commissioner Comments		
7:55 P.M.	Adjourn		

The next regularly scheduled meeting of the Silt Planning & Zoning Commission is tentatively set for Tuesday, August 4, 2020, at 6:30 p.m. Items on the agenda are approximate and intended as a guide for the Planning and Zoning Commission. "Estimated Time" is subject to change, as is the order of the agenda. For deadlines and information required to schedule an item on the agenda, please contact the Town of Silt at 876-2353. Please be aware that this agenda is given to the public and to the Commission in electronic form. If you require a hard-copy, please request one before or after the scheduled meeting. Normal Town copying charges may apply. Thank you.

**TOWN OF SILT
MINUTES FOR
PLANNING & ZONING COMMISSION MEETING
TUESDAY, JULY 7, 2020, 6:30 P.M.
REMOTE MEETING**

Call to Order

Chair Classen called the meeting to order at 6:33 p.m.

Roll Call

Present: Chair Chris Classen
Vice Chair Lindsey Williams
Commissioner Eddie Aragon
Commissioner Marcia Eastlund
Commissioner Joelle Dorsey
Alternate Commissioner Brittany Cocina

Absent: Alternate Commissioner #2

Also present at the meeting was Community Development Director Janet Aluise, Treasurer Amie Tucker, Jordan Schoeller, Jesse Schoeller, and other members of the public (by phone).

Pledge of Allegiance

At 6:33 p.m., the Commission cited the Pledge of Allegiance.

Public Comments

There were no public comments.

Conflicts of Interest

There were no stated conflicts of interest.

Agenda Changes

There were no agenda changes.

Tab 2 - Consent Agenda

At 6:34 p.m., Commissioner Eastlund made a motion to approve the June 2, 2020 Planning & Zoning Commission meeting minutes, as written. Commissioner Dorsey seconded the motion and the motion carried unanimously.

Tab 3 – Appeal to Decision by Community Development Director regarding Compliance of Duplex Architectural Renderings and Site Plan with Chapter 17.43 of the Silt Municipal Code

At 6:36 p.m., Director Aluise reviewed the staff memo for the Commission, stating that the Schoellers are requesting approval of the architectural elements to the duplex structure proposed at 734/736 North 7th Street. She stated that her review of their architectural renderings precedes their actual Special Use Permit Application for a modular/manufactured structure. Director Aluise reviewed Section 17.43.030(D) for the Commission, with specific emphasis on (4), which states that an applicant shall provide no fewer than three roof features, upper level accents or architectural features on the front and/or side of the structure that can be seen from the street. As each unit must have twenty-five points, she used her professional judgment to arrive at twenty points for each unit, attributing five points for the lower horizontal rusting metal wainscot, five points for the bands on the corners of the structure and between the units, five points for the 'oriel' window, and five points for the roof pitch change over the doorways.

At 6:42 p.m., the Commission had the following discussion:

- The Community Development Department correctly applied the code, as the proposed unit is rather plain;
- The 'oriel' windows are proposed for small windows and would not really add architectural appeal to the units; and
- Front porches might help to both achieve points and make the units look better.

At 7:04 p.m., Jordan and Jesse Schoeller addressed the Commission, thanking them for giving direction and insight to the architectural features. Mr. Schoeller stated that it was his intent to have the lower horizontal wainscot at least one-third the building height and would amend the drawing to indicate dimensions (building height is measured from grade to midspan of roof). Mr. Schoeller also stated that he understood that the Commission did not deem the roof pitch change above the doorways as 'dormers', but would work to enhance the front entrance.

At 7:09 p.m., the Commission had consensus that Director Aluise had correctly implemented Section 17.43.030(D) of the Silt Municipal Code regarding architectural features of single family/duplex structures.

Old Business

Chair Classen inquired if the Silt area businesses are still suffering. Director Aluise stated that the Food Voucher Program, the Business Highlight Program, and the No-Interest Small Business Loan Program were all designed to help local businesses and she felt that these programs have helped both small businesses and the citizenry. However, she added that some businesses are still likely not up to pre-Covid sales/activity.

Chair Classen inquired about the Painted Pastures approvals. Director Aluise stated that the staff is reviewing the Village at Painted Pastures Final Plat/Plan now and it will be on the Board's agenda on July 27, 2020.

Commissioner Eastlund inquired about the marijuana code revision subcommittee, and Director Aluise stated that the Board has indicated that the joint Board of Trustee/Planning & Zoning Commission meeting could well be a venue to speak about code changes so that all members can express their views.

New Business

Vice Chair Williams stated that Highwater Farms will be shooting a video to advertise their plantings and nonprofit activities on Thursday, July 9, 2020, from 5 p.m. to 8 p.m. She encouraged all to attend and to take part in the volunteer gardening and/or video project.

Other Business

There was no other business.

Future Business

There was no future business.

Commissioner and Staff Comments

There were no Commissioner or staff comments.

Adjournment

At 7:22 p.m., Vice Chair Williams made a motion to adjourn. Commissioner Aragon seconded the motion, and the motion carried unanimously.

Chairman Chris Classen

Community Development Director Janet Aluise

STAFF REPORT

For the Planning & Zoning Commission Meeting of August 4, 2020

Application:	Schlein/Ellison Special Use Permit # 2
Applicant & Property Owner:	Marty Schlein & Susan Ellison 4474 County Road 100 Carbondale, CO 81623
Site Location:	Lots 11 and 12, Block 17, also known as 602 Main Street, Silt, CO 81652 (Upper West Quadrant of Building)
Lot Acreage:	5,250 square feet
Present Zoning:	B-1 (General Business) District
Present Land Use:	4-unit commercial building (hair salon and dog groomer in lower two units; existing residential apartment in upper east unit)
Proposed Zoning:	No change requested
Public Notice:	Public notice need only occur at Board of Trustee Meeting.
Fees:	\$250.00 application fee, consultant attorney and engineer fees, plus 15% administrative fee on all consultant charges are applicable
Adjacent Land Use:	South – Burning Mountain Fire building (Zoned B-1); North – Residential (Zoned B-1); West – Residential (Zoned B-2); & East – Residential (Zoned B-1).

I. Applicant's Description of Proposal

“We are requesting a Special Use Permit for property that we own at 602 Main Street, Silt. This property is currently zoned B1, commercial. We built the building in 1992. It contains 3,600 ft² office spaces and 1,600 ft² studio apartment. Each space has its own bathroom facilities. In 2011 we applied for and received a Special Use Permit to allow us to remodel and convert an upstairs office space into a studio apartment residential rental unit. We would now like to remodel the NW upstairs unit to create another studio apartment rental, by adding a shower to the bathroom and a small efficiency-style kitchen. The unit would then be suitable for either a commercial office space or a residential apartment.”

II. Comprehensive Plan General Policies and Goals– Designated Urban Growth Areas

Downtown

The Comprehensive Plan, as amended in 2017, has a Comprehensive Plan Land Use Designation of **Downtown** on the Land Use Designation map which has the following goals and statements:

- Mixed uses like lower level retail and upper level residential within the same building should be encouraged to create a synergy of live/work that reduces vehicular focus and enhances the pedestrian experience, as well as provides for more affordably-sized units.
- Density in this manner can be fairly high if small unit apartments or condominiums, and can range from one (1) to twenty (20) units per acre, of course providing for the appropriate off-street parking;
- Create a healthy balance of housing, employment, availability of goods and services, recreation and cultural opportunities as the town grows;
- Promote a progressive, vibrant mix of uses including high density residential in downtown Silt;
- Require residential development to pay its “fair share” or proportionate share of extending public facilities and services;
- Promote a range of attainable housing choices that are accessible to all citizens;
 - Encourage a variety of housing types, densities, styles, and prices to accommodate a variety of lifestyles and income levels; &
- Promote residential growth that maintains Silt’s small town atmosphere.

III. Pertinent Silt Municipal Code - B-1 (General Business) Zone District

17.13.020 Schedule of uses.

Use Delineated in Silt Municipal Code	Process
Employee residential units above a commercial establishment	Special Use Permit
Any use not described as a permitted use, special use or a prohibited use	Special Use Permit

(Staff note: The requested apartment will not necessarily be an ‘employee residential use’, but would nonetheless be subject to a special use permit process for a residential unit above a commercial unit in the B-1 Zone District.)

17.40.010 Intensity of permitted use regulations.

The intensity of permitted use regulations is as follows:

1. All proposed commercial structures, as well as expansions or structural alterations of existing commercial structures, shall be subject to Chapter 17.42 of this title.

2. No building permit for a commercial structure shall be issued until or unless the application is in conformance with this code.

(Staff note: The applicant's request is for change of use, and therefore is not subject to Chapter 17.42 of the Silt Municipal Code.)

17.78.010 Special use.

Special uses are uses other than permitted uses (or prohibited use). A special use is granted by a special use permit which is defined at Section 17.08.400. A special use may or may not be appropriate and may or may not be allowed by the board, in its discretion.

(Staff note: The Planning & Zoning Commission shall make a recommendation to the Board of Trustees.)

17.78.020 When allowed.

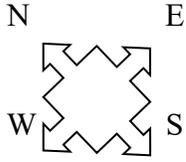
Special uses may be permitted only upon prior approval of the board. The board shall first receive and consider recommendations from the planning and zoning commission and town administration, and shall conduct a public hearing.

(Staff note: The Planning & Zoning Commission's recommendation will be promptly forwarded to the Board of Trustees for its consideration.)

17.78.030 Review Criteria for Planning Commission Decisions

Criteria for review of Special Use Applications are:

- A. Compliance of the application with this code;
- B. Compatibility of the proposal with the character of the surrounding area;
- C. Desirability and need for the proposed use;
- D. Encouragement of the most appropriate use of land throughout town;
- E. Potential for adverse environmental influences that might result from the proposed use;
- F. Compatibility of the proposed use with the comprehensive plan; and
- G. Adequate provision for ingress and egress of vehicular and other traffic; parking, servicing and loading/unloading; refuse and service areas; utilities; screening and buffering; signage; yards and open space; and any other items determined necessary or appropriate by the board.

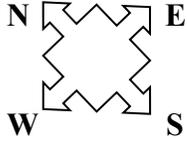


Upper Level Windows of Proposed Residential Unit

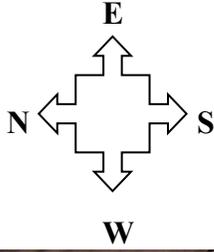


Parallel Spaces
on 6th Street
generally used as
straight-in or
diagonal parking

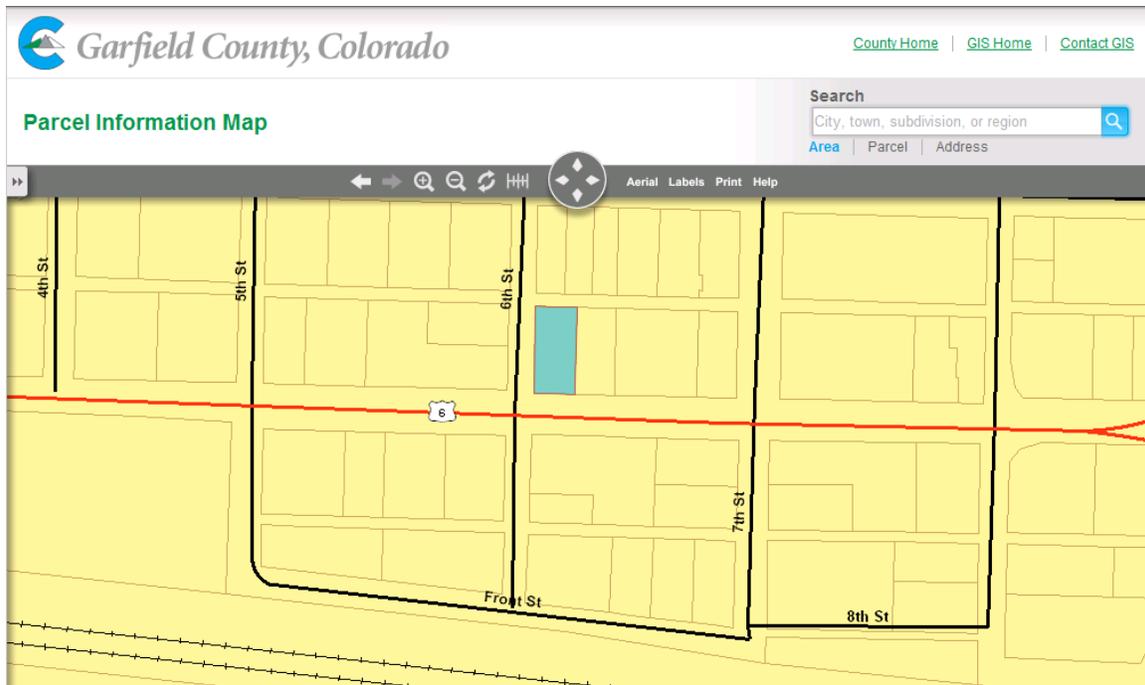
Main Street Perspective



Parking Spaces North of Building (4)



East of Building perspective - looking east on Main Street



17.78.040 Application – Public Hearing – Enforceability

- A. A person desiring a special use permit shall submit a written application on a form supplied by the town. The application shall address all review criteria. The town administration shall review the application and refer the same, with recommendations, to the planning and zoning commission. The planning and zoning commission shall consider the application at a regular meeting. The planning and zoning commission shall cause the application to be referred to the board, with the town administration's recommendations and the recommendations of the planning and zoning commission.
- B. A public hearing shall be held by the board after notifying adjoining property owners of the subject property and after posting notice of such hearing at least fifteen days prior to such hearing in a public place in the community.
- C. Following the hearing, the board shall issue its decision on the application. The board may grant, deny, or grant with terms and conditions the application. On any grant of special use permit, the board may impose terms, conditions, limitations, restrictions and requirements as the board deems necessary, advisable or convenient. With any such grant, the board shall include specific provisions to assure the town's enforceability of the special use permit provisions and the applicant's continuing compliance with all of its terms, conditions, limitations, restrictions and requirements. (Ord. 12, Series of 1984 § 8 (part)).
- D. The applicant for special use permit or any other action under this chapter shall be responsible for all fees and charges incurred by the town in connection with such application, including, but not limited to, legal fees, planning fees,

engineering fees, and filing or recording fees. In addition, the applicant shall submit a fifteen percent administrative fee based on the total of all consultant charges for the review of the special use permit application.

IV. Recommendation:

Staff recommends that the Planning & Zoning Commission recommend to the Board of Trustees approval of the Schlein/Ellison Special Use Permit, with the following conditions:

- 1) That all statements made by Mr. Schlein and Ms. Ellison both in the application and in meetings before the Planning & Zoning Commission and the Board of Trustees, be considered conditions of approval, unless modified in the following conditions:
- 2) That the Schlein/Ellison Special Use Permit (SUP) be in effect for a period of two (2) years from the date of approval of the SUP by the Board of Trustees if not terminated sooner by the Board of Trustees for cause related to the improper use of the residential unit, failure to maintain the entire building and its property, failure of owner/tenants to pay utility bills owed to Town, or any condition of this Special Use Permit;
- 3) That Mr. Schlein and Ms. Ellison (or their heirs, successors, or assigns), if they wish to continue utilizing the unit for residential purposes, submit a written request to the Board of Trustees, to be considered by the Board of Trustees in a regular meeting, not fewer than twenty (20) days prior to the end date of the SUP. Such written request must state the reason for the SUP extension request. The applicants (or their heirs, successors, or assigns) shall be in good standing with the Town with regards to payment of utility bills and maintenance of the property;
- 4) That the Board of Trustees review the Schlein/Ellison Special Use Permit every two (2) years, beginning on the date of approval of the Schlein/Ellison, and continuing thereafter until or unless such residential use is discontinued;
- 5) That Mr. Schlein and Ms. Ellison (or their heirs, successors, or assigns) apply for a building permit for improvements, and receive a certificate of completion prior to lease of the unit.
- 6) That the residential unit have no outward appearance of such residential use, either visible from Main Street or from 6th Street; &
- 7) That Mr. Schlein and Ms. Ellison pay all fees related to the Town's review of the Schlein/Ellison Special Use Permit, including but not limited to actual public notification costs, copying and printing costs, and administrative fees.

**TOWN OF SILT
RESOLUTION NO. 29
SERIES OF 2020**

A RESOLUTION OF THE TOWN OF SILT (“TOWN”) APPROVING THE SCHLEIN/ELLISON SPECIAL USE PERMIT TO ALLOW FOR THE 2ND UPPER LEVEL APARTMENT IN AN EXISTING BUILDING LOCATED AT 602 MAIN STREET, OTHERWISE KNOWN AS LOTS 11 AND 12, BLOCK 17, ORIGINAL TOWNSITE, WITHIN THE TOWN OF SILT, COLORADO

WHEREAS, the applicants and land owners, Marty Schlein and Susan Ellison (hereinafter “Applicants”), of 4474 County Road 100, Carbondale, CO 81623, are the owners of a building located at 602 Main Street, otherwise known as Lots 11 and 12, Block 17, Original Townsite (“Property”), within the Town of Silt, Colorado (“Town”);

WHEREAS, the Property currently contains three commercial units and one residential unit, which was granted by special use permit in 2011; and

WHEREAS, on or about July 17, 2020, the applicants submitted a special use permit application requesting conversion of a second upper level commercial unit (west quadrant) into a residential dwelling unit; and

WHEREAS, Town staff processed the Application and forwarded the Application as well as staff comments about the Application in various memoranda to the Town Planning and Zoning Commission (“Commission”); and

WHEREAS, the Commission reviewed and discussed the Application at its regular meeting on August 4, 2020; and

WHEREAS, the Commission recommended to the Board of Trustees (“Board”) that the request be granted and that a special use permit be issued with conditions as stated in the staff report and in this resolution; and

WHEREAS, the Board held a public hearing concerning the approval of the Application and special use permit at the Board’s regularly scheduled meeting on August 24, 2020; and

WHEREAS, upon proper consideration and review of the Schlein/Ellison Special Use Permit # 2 request, the Board has determined that approval of the Schlein/Ellison Special Use Permit is in the best interests of the Town and its residents; and

WHEREAS, the Board finds that the requirements of Silt Municipal Code Chapters 17.78 and other sections have been met substantially by the Applicants and that the Schlein/Ellison special use permit should be granted.

NOW, THEREFORE, BE IT RESOLVED, BY THE BOARD OF TRUSTEES OF THE TOWN OF SILT, COLORADO, THAT the Schlein/Ellison Special Use Permit # 2 is hereby approved for a residential dwelling unit in the western quadrant on the 2nd Floor of the building located at 602 Main Street, otherwise known as Lots 11 and 12, Block 17 within the Town of Silt, Colorado (“Town”) subject to the following conditions:

- 1) That all statements made by Mr. Schlein and Ms. Ellison, both in the application and in meetings before the Planning and Zoning Commission and the Board of Trustees, be considered conditions of approval, unless modified in the following conditions;
- 2) That the Schlein/Ellison Special Use Permit (SUP) be in effect for a period of two (2) years from the date of renewal, if not terminated sooner by the Board of Trustees for cause related to the improper use of the residential unit, failure to maintain the entire building and its property, failure of owner/tenants to pay utility bills owed to Town;
- 3) That Mr. Schlein and Ms. Ellison (or their heirs, successors, or assigns), if they wish to continue utilizing the unit for residential purposes, submit a written request to the Board of Trustees, to be considered by the Board of Trustees in a regular meeting, not fewer than twenty (20) days prior to the end date of the SUP. Such written request must state the reason for the SUP extension request. The applicants (or their heirs, successors, or assigns) shall be in good standing with the Town with regards to payment of utility bills and maintenance of the property;
- 4) That the Board of Trustees review the Schlein/Ellison Special Use Permit every two (2) years after renewal of such special use permit and continuing thereafter until or unless such residential use is discontinued;
- 5) That the residential unit have no outward appearance of such residential use, either visible from Main Street or from 6th Street;
- 6) That Mr. Schlein and Ms. Ellison pay all fees related to the Town’s renewal of the Schlein/Ellison Special Use Permit, including but not limited to actual public notification costs, copying and printing costs, and administrative fees.

INTRODUCED, READ, PASSED AND ADOPTED at a regular meeting of the Board of Trustees of the Town of Silt, Colorado held on the 24th day of August, 2020.

TOWN OF SILT

ATTEST:

Mayor Keith B. Richel

Town Clerk Sheila M. McIntyre, CMC



Land Use Application Form

<input type="checkbox"/> Amended Plat	<input type="checkbox"/> Boundary Adjustment	<input type="checkbox"/> Subdivision Exemption
<input type="checkbox"/> Annexation	<input type="checkbox"/> Sketch Plan	<input type="checkbox"/> Floodplain Development
<input type="checkbox"/> Final Plan	<input type="checkbox"/> Planned Unit Development	<input type="checkbox"/> Vacation of Right-of-Way
<input type="checkbox"/> Text Amendment	<input type="checkbox"/> Site Plan Review	<input type="checkbox"/> Re-Subdivision Final Plan
<input type="checkbox"/> Easement Agreement	<input type="checkbox"/> Zoning or Rezoning	<input type="checkbox"/> Subdivision Improvement Agreement
<input type="checkbox"/> Preliminary Plan	<input checked="" type="checkbox"/> Special Use Permit	<input type="checkbox"/> Annexation & Development Agreement
<input type="checkbox"/> Zoning Variance	<input type="checkbox"/> Other: _____	

Project Name: ELLISON/SCALEIN COMMERCIAL BUILDING

Project Description / Property Information:

Address: 602 MAIN ST, SILT CO Parcel ID Number: 2179-102-1A-006

Legal Description (attach additional sheets if necessary): SECTION: 10, TOWNSHIP: 6, RANGE: 92
Subdivision: ORIGINAL TOWNSITE SILT, BLOCK: 17, LOT: 11 and LOT: 12

Access to Property: MAIN STREET & 6TH ST ACCESS

Acreage or Square Footage: 5250 ft² Existing Land Use Designation: commercial / ~~residential~~

Proposed Land Use Designation: mixed use

Existing Zoning: B1 Proposed Zoning: mixed use

Proposed Use / Intensity of Use: convert 1 ^{additional} unit of existing office (600 ft², upstairs) to apartment

- Submittal Requirements:**
- Initially, a completed application with original signatures and four copies shall be submitted to the department for review. The application shall include four sets of 24" x 36" plans, plats and other appropriate drawings. Application must also be submitted in electronic format (MS Word).
 - In addition to this application, all information on the supplemental checklist must be submitted.
 - Incomplete applications will not be accepted and will delay processing.
 - When the documents are deemed adequate, additional copies as required by the department shall be submitted ten (10) days before the public hearing.
 - All documents submitted for public hearing shall be hole-punched, collated and paper-clipped (no staples). All plans, plats or drawings shall be folded to 8 1/2" x 11" and inserted into the collated application. Each individual application shall be banded together and ready for public distribution.

STAFF USE ONLY

Pre-app conference: _____ (date)	Application received: _____ (date)
Application complete: _____ (date)	File Number: _____
Fees: _____	Referrals Sent: _____ (date)
Deposits: _____	PZC approval: _____ (date)
Paid: _____ (date)	BOT approval: _____ (date)

Property Owner Affidavit

I/We, MARTY SCHLEIN, SUSAN ELLISON, being first duly sworn, depose and state under penalties of perjury that I am (we are) the owner(s) of the property described herein and which is the subject of the application and proposed hearings; that all answers provided to the questions in this application, and all sketches, data and all other supplementary matter attached hereto and made part of this application are honest and true to the best of my (our) knowledge and belief. I (we) understand that this application must be complete and accurate prior to a hearing being scheduled. I (we) authorize Town staff to visit the site as necessary for proper review of this application.

(If there are special conditions such as guard dogs, locked gates, restricted hours, etc., please give the name and phone number of the person(s) who can provide access to the site)

MARTY SCHLEIN
Name (printed)

SUSAN ELLISON
Name (printed)

4474 COUNTY RD 100; CARBONDALE CO
Address

4474 COUNTY RD 100
Address

CARBONDALE, CO 81623
Address

970-963-0463
Phone

970-963-0463
Phone

Fax
Marty Schlein
Signature

Fax
Susan Ellison
Signature

Colorado Drivers License
Type of Identification

County of Craigfield

State of Colorado

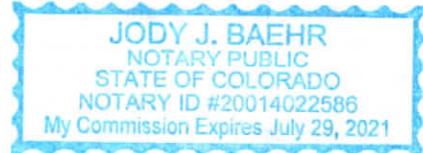
ss.

Sworn to and subscribed before me this 15 day of July, 2020.
(fill in day) (fill in month) (fill in year)

By Martin Schlein & Susan Ellison
(name printed)

Witness my hand and official seal.
Jody J Baehr Jody J Baehr (seal)
Notary Public

My Commission expires: 07/29/2021



Town of Silt Community Development

231 N. 7th Street, Silt Colorado 81652; (970)876-2353 ext. 108



LAND USE ACTIVITY IMPACT STATEMENT

Name of Applicant: SUSAN ELLISON, MARTY SCHLEIN Date: 7/14/2020

Location of Property: 602 Main St; Silt, CO 81652

Land Use Request: convert office space to studio apartment

Please answer the following questions to the best of your ability. Attach additional pages as needed. SEE ATTACHED

1. Is your request compatible with the Silt Municipal Code? Yes/No
2. Is your request compatible with the Silt Comprehensive Plan? Yes/No
If not, how is your request useful to the Town of Silt?
3. Explain how your request is compatible with the immediate area surrounding the site.
4. How is your request desirable for the Town of Silt?
5. Detail any real or possible environmental, town service, or other impacts your request may have.

1. Is your request compatible with the Silt Municipal Code? Yes/No

This lot/building is zoned B1. In 2011 we applied for and received a SUP for mixed use and converted one of the upstairs units from a commercial office space to a residential studio apartment. We would now like to convert the other upstairs unit from commercial to residential.

2. Is your request compatible with the Silt Comprehensive Plan? Yes/No

The Silt Comprehensive Plan specifically states the need for a range of attainable housing choices as evidenced by the record high demand (in 2017) for housing. Conversion of this office space to residential would add an additional potential housing unit to the rental market.

3. Explain how your request is compatible with the immediate area surrounding the site.

There is already one studio apartment in this building. In addition, Main Street has other mixed use buildings with office/retail downstairs and residential upstairs.

4. How is your request desirable for the Town of Silt?

Silt is in need of housing for its workforce. This would add to the pool of available housing.

5. Detail any real or possible environmental, town service, or other impacts your request may have.

We do not envision any environmental or town service impacts from this project.

6. Are there or have there ever been any landfills on any part of the property included in your request? Yes/No

7. Please mark all the concerns or impacts listed below which apply to your request and give a brief statement about how you have addressed them.

- a. traffic
- b. town services (water, sewer, etc.)
- c. signage
- d. open space
- e. schools - potential adding of a student if unit is occupied by a family.
- f. emergency services (police, fire, medical)
- g. other utilities (electrical, etc.)
- h. other (pollution, etc.)

Please list any other items or information which you feel would be of help in assessing your application.

We are applying for a SUP to convert an upstairs unit (201) in our building from commercial to a studio apartment. In 2011 we received a SUP to convert the other upstairs unit (202) from commercial to a studio apartment

(residential).

This would create a building that is retail/commercial downstairs and residential upstairs with 2 units on each level.

The new studio apartment would be similar to the existing one with the addition of a shower in the bathroom, an efficiency kitchen (stove, refrigerator, cabinets), and a closet. No other changes will be needed.

SUSY ELLISON & MARTY SCHLEIN
4474 COUNTY ROAD 100
CARBONDALE, CO 81623
970-963-0463 (phone)
sellison@sopris.net

July 10, 2020

To the Community Development Department:

Re: Letter of Intent for Special Use Permit for 602 Main Street

We are requesting a Special Use Permit for property that we own at 602 Main Street, Silt. This property is currently zoned B1, commercial. We built the building in 1992. It contains 3, 600 ft² office spaces and 1, 600 ft² studio apartment. Each space has its own bathroom facilities. In 2011 we applied for and received a Special Use Permit to allow us to remodel and convert an upstairs office space into a studio apartment residential rental unit. We would now like to remodel the NW upstairs unit to create another studio apartment rental, by adding a shower to the bathroom and a small efficiency-style kitchen. The unit would then be suitable for either a commercial office space or a residential apartment.

In the best of times, we have had difficulty finding reliable commercial renters for our building. Under the current pandemic and economic situation it has become even more difficult. The world has changed and, with so many people 'working from home', the possibility of finding a long-term renter for a small office space has virtually disappeared. The ability to offer this unit as either commercial or residential would, potentially, increase our chances of finding a suitable renter. The availability of a reasonably priced residential rental unit will provide one more housing option for someone wishing to live and work in Silt.

Silt's 2017 Comprehensive Plan states, quite clearly, that Silt needs to promote a range of attainable housing choices. In 2017 this was evidenced by the record high demand for rental units. Our request for this property is consistent with Goals 1, 2, and 3 in the Plan. Its location in the downtown core provides ready access to businesses, transportation (RFTA), and will help maintain the balance of residential and commercial uses. It fits stated descriptions for B1 properties as *walkable residential, mixed use/neighborhood center* and, *downtown*. Converting the office space to a studio apartment would not change the overall look of this building or impact the two commercial units downstairs.

We have sufficient parking on site for this proposal.

Please contact us if you have any further questions.

Sincerely,

Susy Ellison, Marty Schlein

whose legal address is

[REDACTED]

4474 CR. 100
CARBONDALE CO 81613

of the

County of

PITKIN

and State of Colorado, grantees:

Ten Dollars and other good

7EE

WITNESS, that the grantor, for and in consideration of the sum of
and valuable consideration

DOLLARS,

the receipt and sufficiency of which is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell, convey and confirm unto the grantees, their heirs and assigns forever, not in tenancy in common but in joint tenancy, all the real property, together with improvements, if any, situate, lying and being in the County of GARFIELD and State of Colorado, described as follows:

LOTS 11 AND 12
BLOCK 17
TOWN OF SILT

COUNTY OF GARFIELD
STATE OF COLORADO

also known by street and number as 602 MAIN STREET SILT, CO 81652

TOGETHER with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim and demand whatsoever of the grantor, either in law or equity, of, in and to the above bargained premises, with the hereditaments and appurtenances.

TO HAVE AND TO HOLD the said premises above bargained and described, with the appurtenances, unto the grantees, their heirs and assigns forever. And the grantor for himself, his heirs and personal representatives, does covenant, grant, bargain and agree to and with the grantees, their heirs and assigns, that at the time of the sealing and delivery of these presents, he is well seized of the premises above conveyed, has good, sure, perfect, absolute and indefeasible estate of inheritance, in law, in fee simple, and has good right, full power and lawful authority to grant, bargain, sell and convey the same in manner and form aforesaid, and that the same are free and clear from all former and other grants, bargains, sales, liens, taxes, assessments, encumbrances and restrictions of whatever kind or nature soever, except easements, restrictions, reservations and rights of way of record, or situate and in use, and real property taxes for the year 1990, not yet due or payable

The grantor shall and will WARRANT AND FOREVER DEFEND the above-bargained premises in the quiet and peaceable possession of the grantees, their heirs and assigns, against all and every person or persons lawfully claiming the whole or any part thereof.

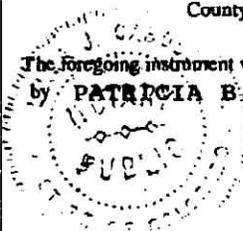
The singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders. IN WITNESS WHEREOF the grantor has executed this deed on the date set forth above.

Patricia B. Bromley
PATRICIA B. BROMLEY

STATE OF COLORADO

County of GARFIELD

The foregoing instrument was acknowledged before me this
by PATRICIA B. BROMLEY



} ss.

29th day of June, 1990

Witness my hand and official seal.

My Commission expires May 23

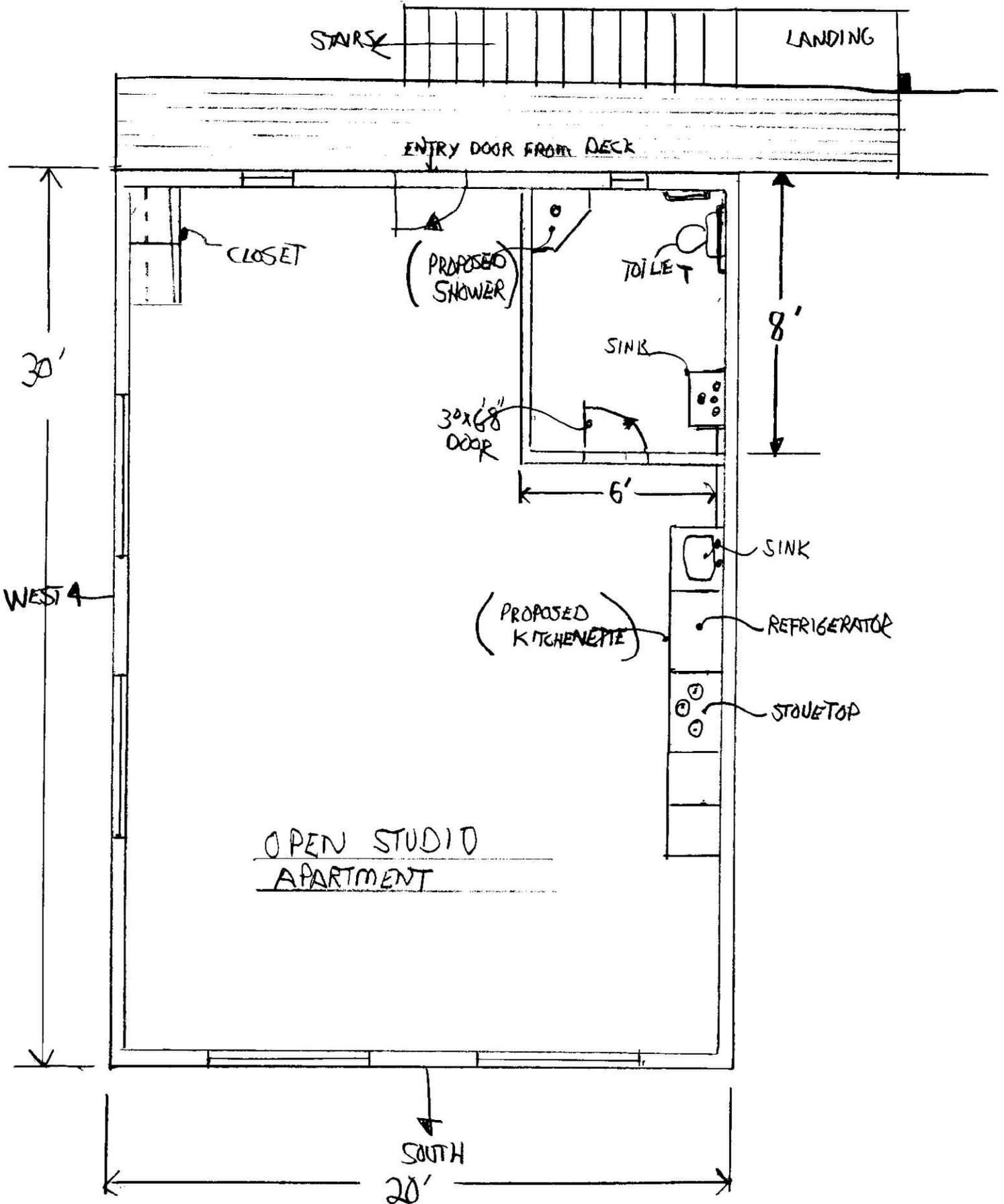
1993

Ronda J. Mabossi
Notary Public

SCHLEIN/ELWISON COMMERCIAL BLDG. STUDIO APT. PROPOSAL

602 MAIN ST UNIT 200

LOTS 11 & 12 BLOCK 17 ORIGINAL TOWN SITE



ParcelId	OwnerName	OwnerAddress1	OwnerCityStZip
R350494	WIGHT, DOUGLAS JAMES	PO BOX 453	SILT CO 81652
R350193	BURNING MOUNTAIN FIRE DISTRICT	PO BOX 2	SILT CO 81652-0236
R350099	BURNING MOUNTAIN FIRE PROTECTION DIST	PO BOX 2	SILT CO 81652-0236
R350502	BURNING MOUNTAINS FIRE PROTECTION DIST	PO BOX 2	SILT CO 81652-0236
R350493	BURNING MOUNTAIN FIRE DISTRICT	PO BOX 2	SILT CO 81652-0236
R041073	BACK, DARYL JR & CAROLINE J	521 MAIN STREET	SILT CO 81652
R350492	COLLINS, RICHARD	100 WILLIAMS RAND DRIVE	ASPEN CO 81611
R350046	CHENOWETH, JOHN JAMES & KIMBERLIE	6411 COUNTY ROAD 214	NEW CASTLE CO 81647-9786
R350254	STRONG, KENT A & KATHY LYNN	PO BOX 210	SILT CO 816520210
R350039	SCHLEIN, MARTIN I & ELLISON, SUSAN J	4474 COUNTY ROAD 100	CARBONDALE CO 81623-8809
R350162	COSTANZO, LYNDA & SMITH, VICKI	514 COUNTY ROAD 225	RIFLE CO 81650
R350277	JAMES, PATRICIA JOY FAMILY TRUST	PO BOX 13	SILT CO 81652
R350369	SANCHEZ DRYWALL INC	2749 KNIGHTS STATION ROAD	LAKELAND FL 33810
R350370	RICHARDS, TIMOTHY E & LINDA M	631 HOME AVENUE	SILT CO 81652
R350054	RICHARDS, TIMOTHY E & LINDA M	631 HOME AVENUE	SILT CO 81652
R350033	NEWBERRY, RYAN G	2426 BLAKE AVENUE	GLENWOOD SPRINGS CO 816014328
R350273	REED, FRED ANDREW	611 HOME AVE	SILT CO 81652
R350005	MEKIS, ZACKERY DWAYNE & STARBUCK MEKIS,	601 HOME AVENUE	SILT CO 81652
R350306	HODGIN, KERI D	PO BOX 693	SILT CO 81652
R350361	YEAHEL FAMILY TRUST	PO BOX 152	SILT CO 81652
R350524	MOUNTAIN VALLEY DEVELOPMENT SERVICE	700 MOUNT SOPRIS DRIVE	GLENWOOD SPRINGS CO 81601
R082824	SILT, TOWN OF	PO BOX 70	SILT CO 81652



Summary

Account R350039
Parcel 217910214006
Property Address 602 MAIN ST, SILT, CO 81652
Legal Section: 10 Township: 6 Range: 92 Subdivision: ORIGINAL TWNSTE
Description SILT Block: 17 Lot: 11 AND:- Lot: 12
Acres 0
Land SqFt 5,250
Tax Area 35
Mill Levy 72.9310
Subdivision ORIGINAL TWNSTE SILT



[View Map](#)

Owner

SCHLEIN, MARTIN I & ELLISON, SUSAN J
 4474 COUNTY ROAD 100
 CARBONDALE CO 81623-8809

Land

Unit Type OFFICES-LAND - 2120 (COMMERCIAL PROPERTY)
Square Feet 5,250

Buildings

Building # 1
Units 4
Building Type OFFICES
Abstract Codes / (Property Type) OFFICES-IMPROVEMENTS-2220 (COMMERCIAL PROPERTY)
 SINGLE FAM RES-IMPROVEMT-1212 (RESIDENTIAL PROPERTY)
Architectural Style OFFICE
Stories 2
Frame WOOD FRAME
Actual Year Built 2002
Gross Living Area 2,400
Total Heated SqFt 2,400
Bedrooms 0
Baths 4
Heating Fuel GAS
Heating Type RADIANT
Air Conditioning NONE
Roof Type SHED
Roof Cover PRO PANEL

Actual Values

Assessed Year	2020	2019	2018
Land Actual	\$57,750.00	\$57,750.00	\$57,750.00
Improvement Actual	\$227,040.00	\$227,040.00	\$231,920.00
Total Actual	\$284,790.00	\$284,790.00	\$289,670.00

Assessed Values

Assessed Year	2020	2019	2018
Land Assessed	\$13,590.00	\$13,590.00	\$13,600.00
Improvement Assessed	\$53,440.00	\$53,440.00	\$54,610.00
Total Assessed	\$67,030.00	\$67,030.00	\$68,210.00

Tax History

Tax Year	2019	2018	2017	2016
Taxes Billed	\$4,888.56	\$5,082.72	\$4,617.20	\$4,104.28

[Click here to view the tax information for this parcel on the Garfield County Treasurer's website.](#)

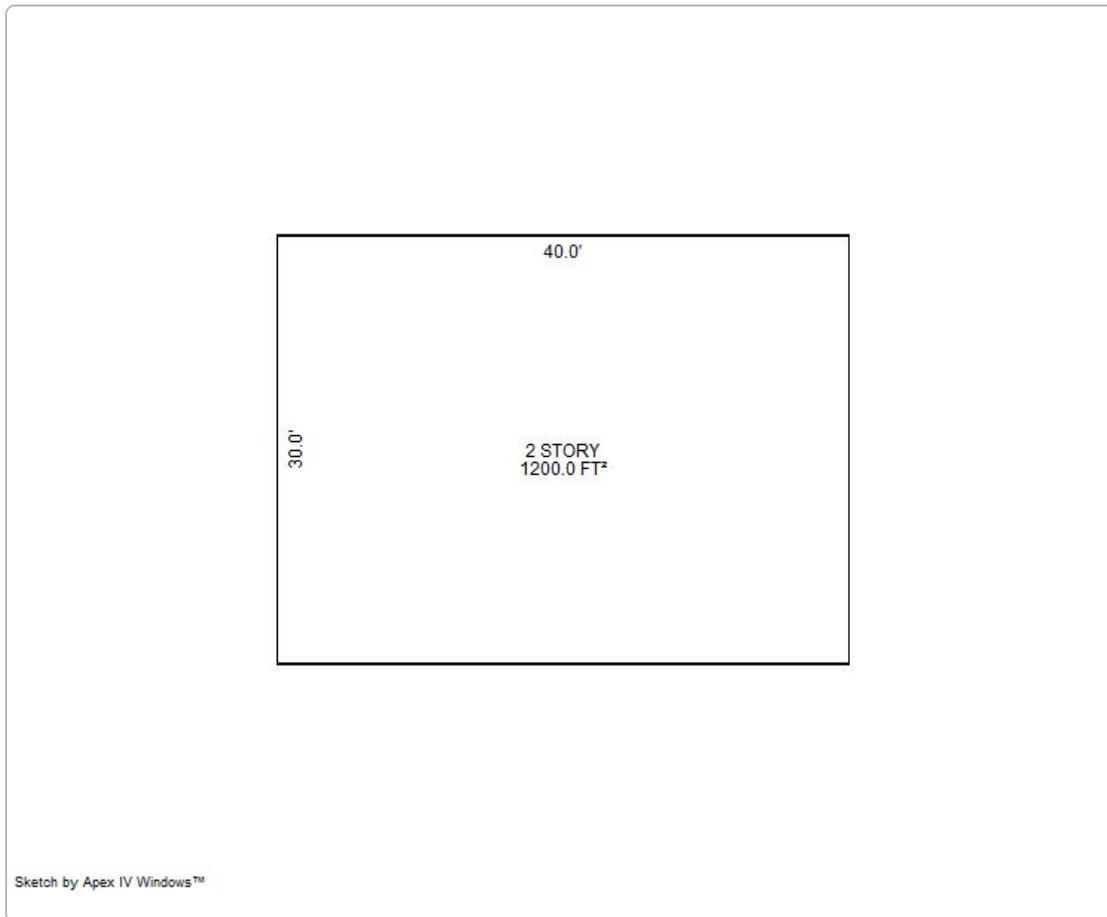
Transfers

Sale Date	Deed Type	Reception Number	Book - Page	Sale Price	Grantor	Grantee
6/29/1990	Deeds		0782-0464			

Photos



Sketches



The Garfield County Assessor's Office makes every effort to produce the most accurate information possible. No warranties, expressed or implied are provided for the data herein, its use or interpretation. Data is subject to constant change and its accuracy and completeness cannot be guaranteed.

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REFERRAL FORM

Garfield County Community Development Department
108 8th Street, Suite 401
Glenwood Springs, Colorado 81601
(970) 945-8212

Date Sent: July 15, 2020

The Garfield County Community Development Department has received an application for a Land Use Change Permit as referenced below. Your comments are an important part of the evaluation process. In order to review all appropriate agency comments and incorporate them into the staff report, we request your response by **August 4, 2020**.

File Number: GAPA-04-20-8785
Project Name: Terra Booster Compressor Application
Staff Planner: Patrick Waller
Applicant: Jolley Mesa LLC and TEP Rocky Mountain LLC
Project Address: 1080 County Road 335, Silt, CO 81652
Summary of Request: TEP Rocky Mountain LLC is requesting approval to install and operate a booster compressor that will be run on natural gas and housed in a steel building. The compressor will add velocity and increase production of natural gas wells in the Kokopelli Field. The property is zoned Rural.
<p>A digital version of the application can be viewed by going to: https://records.garfield-county.com/WebLink/browse.aspx?id=3843161&dbid=0&cr=1</p> <p>Email response to: pwaller@garfield-county.com</p> <p>For a complete list of applications under review, please visit: https://www.garfield-county.com/community-development/planning-project-information.aspx</p>

REFERRAL LIST
File Number: GAPA-04-20-8785

REFERRAL APPLICATION HAS BEEN SENT TO THE HIGHLIGHTED RECEIPIENTS

	REFERRAL AGENCY	NAME OF CONTACT	EMAIL ADDRESS
Garfield County			
x	Attorney	Kelly Cave	kcave@garfield-county.com
	Assessor	Casey Lawrence	clawrence@garfield-county.com
x	Chief Building Official	Andy Schwaller	aschwaller@garfield-county.com
x	Emergency Management	Chris Bornholdt	cbornholdt@garcosheriff.com
x	Environmental Health	Anna (Triebel) Cochran Ted White	acochran@garfield-county.com twhite@garfield-county.com
x	Oil and Gas	Kirby Wynn	kwynn@garfield-county.com
	Public Health	Yvonne Long	ylong@garfield-county.com
x	Road and Bridge	DJ Ridgeway Dan Goin Harry Shiles Dale Stephens	djridgeway@garfield-county.com dgoi@garfield-county.com hshiles@garfield-county.com dstephens@garfield-county.com
	Sheriff's Office	Levy Burris	lburris@garcosheriff.com
	Surveyor	Scott Aibner	saibner@comcast.net
	Surveyor, Deputy	Jason Neil	jason@peaksurveyinginc.com
x	Vegetation Management	Steve Anthony	santhony@garfield-county.com
State of Colorado			
	Board of Education	NO CONTACT NAME	state.board@cde.state.co.us
	CDOT (Colorado Dept. of Transportation)	Brian Killian	Killian, Brian < brian.killian@state.co.us >
	Division of Local Government	Anne Miller	anne.miller@state.co.us
	Division of Minerals & Geology Department of Natural Resources	Michelle Ramirez	michelles.ramirez@state.co.us
	Division of Water Resources	Megan Sullivan	megan.sullivan@state.co.us
	Forest Service	Kamie Long	kamie.long@colostate.edu
	Geological Survey *Referral cover page to be mailed with fee check*	Jill Carlson	CGS_LUR@mines.edu
	Health Department- Air Pollution	Rick Coffin richard.coffin@state.co.us	cdphe_localreferral@state.co.us
	Health Department- Hazardous Materials and Waste	John O'Rourke comments.hmwm@state.co.us	cdphe_localreferral@state.co.us
x	CDPHE – Oil and Gas Liason	Sean Hackett sean.hackett@state.co.us	cdphe_localreferral@state.co.us
x	Health Department- Oil & Gas Air Pollution	Ingrid Hewitson ingrid.hewitson@state.co.us	cdphe_localreferral@state.co.us
	Health Department- Restaurants	Amy Gammel amy.gammel@state.co.us	cdphe_localreferral@state.co.us
	Health Department- Water Quality	Bret Icenogle bret.icenogle@state.co.us	cdphe_localreferral@state.co.us
	Mined Land & Reclamation Board	Michelle Ramirez	michelles.ramirez@state.co.us
x	Parks and Wildlife (Silt or GJ) *send to both contacts*	Scott Hoyer Danielle Neumann	scott.hoyer@state.co.us danielle.neumann@state.co.us
	Tramway Board *send to both contacts*	Nicki Cochrell	nicki.chochrell@state.co.us dora_tramwayboard@state.co.us

	Water Conservancy Board	Becky Mitchell	rebecca.mitchell@state.co.us
Federal Agencies			
	Army Corp. of Engineers – Biologist	Travis Morse	w.travis.morse@usace.army.mil
	Bureau of Land Mgmt. (Silt or GJ)	Monte Senor	mseonor@blm.gov
	Bureau of Reclamation *send to both contacts*	Alan Schroeder Sandy Hoard	aschroeder@usbr.gov sangelhoard@usbr.gov
	Dept. of Energy Western Area Power Administration	Brian Pederson	bpederson@wapa.gov
	US Fish & Wildlife	Kris Monday	grandjunctiones@fws.gov
	US Forest Service	Jim Kirschvink	jkirschvink@fs.fed.us
	USDA White River National Forest Service	Carol Huey	clhuey@fs.fed.us
Municipalities			
	Basalt	Susan Phillip	susanp@basalt.net
	Carbonate	Cathy Queen	cqueen@za-engineering.com
	Carbondale	Janet Buck	jbuck@carbondaleco.net
	DeBeque	Lance Stewart	lstewart@debeque.org
	Glenwood Springs	Gretchen Ricehill	gretchen.ricehill@cogs.us
x	New Castle *send to both contacts*	Tim Cain Melody Harrison	timc@newcastlecolorado.org mharrison@newcastlecolorado.org
	Parachute	Stuart McArthur	stuartmc@parachutecolorado.com
	Rifle	Nathan Lindquist	nlindquist@riflecto.org
x	Silt	Janet Aluise	jaluise@townofsilt.org
Counties			
	Eagle	Damian Peduto	damian.peduto@eaglecounty.us
	Mesa	Kaye Simonson Dana Brosig	kaye.simonson@mesacounty.us dana.brosig@mesacounty.us
	Pitkin	Ellen Sassano	ellen.sassano@pitkincounty.com
	Rio Blanco *send to both contacts*	Melanie Godwin Rachel Gates	melanie.godwin@rbc.us rachel.gates@rbc.us
	Routt	Chad Phillips	cphillips@co.routt.co.us
Engineers			
x	Mountain Cross Engineering	Chris Hale	chris@mountaincross-eng.com
	Resource Engineering Inc.	Michael J. Erion, P.E.	merion@resource-eng.com
Fire Districts			
	Carbondale and Rural Fire Protection District *send to both contacts*	Rob Goodwin Bill Gavette	rgoodwin@carbondalefire.org gavette@carbondalefire.org
x	Colorado River Fire Rescue	Orrin Moon	orrin.moon@crfr.us
	DeBeque Fire Department	Mike Harvey	firechief@debequefire.org
	Glenwood Springs Rural Fire Protection District	Greg Bak	greg.bak@cogs.us
	Grand Valley Fire Protection District	Chris Jackson	opschief@gvfpd.org
	Gypsum Fire Protection District	Justin Kirkland	justin@gypsumfd.com
School Districts			
	RE-1 School District (Glenwood)	Shannon Pelland	pelland@rfschools.com
	RE-2 School District (Rifle)	Craig Jay	cjay@garfieldre2.org
	RE-50 School District (Eagle)	Sandra Mutchler	sandra.mutchler@eagleschools.net
	School District 16 (Parachute)	Brad Ray	bray@garfield16.org
Water and Sewer Special Districts			

	Battlement Mesa Metropolitan District *send to both contacts*	Steve Rippy Bill Nelson	srippy@bmmetro.com bnelson@bmmetro.com
	Mid-Valley Metropolitan Sanitation District	Bill Reynolds	breynolds@sopris.net
	Oak Meadows Service Company	Ralph Delaney	NO EMAIL ADDRESS
	Roaring Fork Water and Sanitation District	Tonya Uren	info@rfwds.com
	Special District Association	Ann Terry	ann.terry@sdaco.org
	Spring Valley Sanitation District	Kelly Mullane	svsanitation@yahoo.com
	West Glenwood Sanitation District	Jorden Voskuil	jvwgsd@outlook.com
Conservancy Districts, Soil Conservation Districts and Ditch Companies			
	Basin Ditch Company	NO CONTACT NAME	MAILING ADDRESS ONLY
	Basalt Water Conservancy District	Michael J. Erion, P.E.	merion@resource-eng.com
	Book Cliff, Mount Sopris & South Side Soil Conservation Districts	Sharie Prow	sharie.prow@co.usda.gov
	Glenwood (Thompson Glen) Ditch Company	NO CONTACT NAME	MAILING ADDRESS ONLY
	Lower Cactus Valley Ditch Company	LeeRoy Chelewski	NO VAILD PHONE NUMBER MAILING ADDRESS ONLY
	Middle Colorado Watershed Council	Laurie Rink	laurie@midcowatershed.org
	Missouri Heights Mountain Meadow Irrigation Company	Craig Corona	cc@craigcoronalaw.com
	Roaring Fork Conservancy	Rick Lofaro	rick@roaringfork.org
	Silt Water Conservancy District	Sandy Angel-Hoard	swcd@rof.net
	West Divide Water Conservancy District	Tammy Keenan	water@wdwcd.org
Authorities			
	Garfield County Housing Authority *send to both email addresses*	Katherine Gazunis	gcha@garfieldhousing.com kate@garfieldhousing.com
	Roaring Fork Transportation Authority *send to both contacts*	David Johnson Jason White	djohnson@rfta.com jwhite@rfta.com
	Roaring Fork Transportation Authority Rio Grande Trail Manager	Brett Meredith	bmeredith@rfta.com
HOA's and Associated Groups			
	Aspen Glen HOA – Design Review Board	Deborah Prince	dprince@aspenglenhoa.com
	Battlement Mesa Concerned Citizens *send to both contacts*	Dave Devanney Betsy Leonard	dgdevanney@comcast.net betsleon@msn.com
	Battlement Mesa Parks and Recreation District	Mary Anderson	ppr001@comcast.net
	Battlement Mesa Service Association (BMSA) *send to both email addresses*	Steve Rippy	srippy@acsol.net bmsa@battlementmesacolorado.com
	Battlement Mesa Oil & Gas Committee	Chuck Hall	cdhall149@gmail.com
	Battlement Mesa Company	Eric Schmela	eschmela@battlementmesa.com
	Elk Springs HOA	Evelyn Cole	evelyncole@yahoo.com
	Grass Mesa HOA	Keith Lammey	klammey@elkpeaks.com

	Ironbridge PUD HOA	Bob Johnson	bjohnson@thefleishercompany.com
	Oak Meadows HOA	David Pendleton	oakmeadowshoa@gmail.com
	Pinyon Mesa HOA	David Hays	david@fleisherre.com
Utility Companies			
	Black Hills Energy	Jason Cox	jason.cox@blackhillscorp.com
	Colorado Public Utilities Commission	Joe Molloy	joseph.molloy@state.co.us
	Grand Valley Power *send to both email addresses*	Steve Don	sdon@gvp.org prupp@gvp.com
X	Holy Cross Energy	Russ Winder	rwinder@holycross.com
	Public Service Company *send to both contacts*	Stewart Clark Kelli Flenniken	stewart.v.clark@xcelenergy.com kelli.flenniken@xcelenergy.com
	US West-Century Link	Jason Sharpe	jason.sharpe@centurylink.com
x	Xcel Energy	Samantha Wakefield	samantha.l.wakefield@xcelenergy.com
Other			
	Aspen Valley Land Trust *send to both contacts*	Suzanne Fusaro Stephens Dave Erickson	suzanne@avlt.org dave@avlt.org



TEP ROCKY MOUNTAIN LLC

**Kokopelli Booster Compressor
Garfield County Land Use Change Permit
Administrative Review**

April 2020

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Other permits

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<i>CDPHE</i>	<i>GP-02 (APEN permit)</i>

4-101.A Pre-Application meeting with Garfield County



Garfield County

Community Development Department
108 8th Street, Suite 401
Glenwood Springs, CO 81601
(970) 945-8212
www.garfield-county.com

PRE-APPLICATION CONFERENCE SUMMARY

TAX PARCEL NUMBER: 2181-117-000-86

DATE: April 19, 2019

PROJECT: Booster Compressor

OWNER: Jolley Mesa LLC

REPRESENTATIVE: Jeff Kirtland – Terra Energy

PRACTICAL LOCATION: Section 20, Township 6S 91W – Southwest of the Town of New Castle between County Road 312 and County Road 311.

ZONING: Rural

TYPE OF APPLICATION: Administrative Review

I. GENERAL PROJECT DESCRIPTION

The Applicant is proposing to install a Booster Compressor that will be located on a Williams pad in the Kokopelli Field. The booster compressor will be run on natural gas and will be used to boost production in the field. Staff understands that the infrastructure will largely be located inside a structure with a few storage tanks on the outside.

Booster Compressors are defined by the 2013 Land Use and Development Code, as amended (LUDC) as:

Compressor, Booster. Typically consists of a single compressor unit located on an existing well pad and is generally skid mounted. Multiple well pads may require additional booster compressor units. Booster compressors are commonly used for artificial lift to add gas velocity.

The subject parcel is located on Jolley Mesa and access is via a private road from CR 311, Divide Creek Road. The area is used primarily for Oil & Gas related activities. The applicant indicated that

they will be submitting a 2A for the facility. The application should address where the applicant is within the COGCC permitting process.

The nearly 1,400 acre site is located on a mesa adjacent to public lands administered by the BLM. Zoning of the parcel is Rural and the Garfield County Comprehensive Plan Future Land Use Map designates the parcel as Residential Medium High.

Staff understands that when operational, the facility will largely be unmanned and as such will not be required to provide legal and adequate water and wastewater. The application should include an estimate of how long employees will spend on site.

Access to the site is via a private road that crosses numerous private and, potentially, public lands. Applicant is required to demonstrate that both legal and physical access is provided to the site. This will require provision of easements or agreements as well as information related to the specifications of the physical roadway. The specifications for the access should demonstrate compliance with road standards itemized in Section 7-107 of the LUDC. If road specifications are not compliant minimum County standards then a waiver should be requested from compliance with components of 7-107. For additional information on these requirements please see attached Policy 01-14. The applicant should note that this roadway analysis will be required from the County Road to the use.

Traffic generated by the use is described as minimal, with trips generated primarily by construction traffic. Employees associated with maintenance and repair will most likely be on the mesa to maintain other facilities in the field therefore this use may not generate any trips that would not already be occurring. The Applicant should provide a brief summary of proposed traffic as well as any traffic generated from the surrounding uses.

The applicant should supply a noise survey indicating compliance with County and State noise requirements.

The Compressor will be utilized 24 hours a day, 7 days a week thus requiring a request for waiver from hours of operation specified in Section 7-1001 of the LUDC.

Request for waiver of submittal requirements necessitates Applicant provision of information based upon the review criteria for the granting of the waiver, see Section 4-202 of the LUDC. This is simply a statement that responds to the criteria to demonstrate that the information is unnecessary in determining if the use satisfies the standards of the code.

Waiver from Standards (granted by Board of County Commissioners):

The Applicant plans to request waiver of the following standards:

1. Hours of Operation 7-1001 H. requires operation within the hours of 7 am to 7 pm. The booster compressor will operate 24 hours a day, 7 days a week.
2. Road Standards – standards contained in 7-107 must be met in order for safe and adequate access to site to be determined. Should standards not be met then a

waiver must be requested for each of the components. For example road grade may be an issue if it exceeds 10%, as well if the road does not meet minimum ROW and surface widths then a request is required to deviate from the minimum standard.

3. Others as may be determined necessary.

Request for waiver of standards are made pursuant to Section 4-118 which contains criteria that must be addressed by the Applicant. The Director, in her decision will make a determination as to the appropriateness of waiving the requested standards.

II. REGULATORY PROVISIONS APPLICANT IS REQUIRED TO ADDRESS

Garfield County Land Use and Development Code, as amended (LUDC) - Sections:

- 4-101 Common Review Procedures
- 4-103 Administrative Review
- 4-118 Waiver of Standards
- Table 4-201 Application Materials
- 4-202 Waiver of Submittal Requirements
- 4-203 Description of Application Materials
- Article 7 – Standards, Divisions 1, 2, 3
- 7-1001 – Standards for Industrial Uses

III. REVIEW PROCESS

The process to accommodate these requests shall require Administrative review for a Land Use Change Permit pursuant to the LUDC.

- A. Pre-application Conference.
- B. Application Submittal.
- C. Determination of Completeness.
- D. Schedule Director Decision date and provide documentation regarding notice requirements.
- E. Additional copies of application requested and sent to referral agencies.
- F. Evaluation by Staff resulting in a Staff Report.
- G. Director decision issued based upon review of application and staff report.
- H. Notice provided to the BOCC for review of decision during the 10-day call-up period.
- I. If no call-up requested within the 10-day period the decision will be final.
- J. Issuance of Land Use Change Permit upon compliance with any required conditions.

IV. PUBLIC HEARINGS AND NOTICE

a. Review by: Staff for completeness recommendation and referral agencies for additional technical review

- b. Public Hearing: Director Decision with notice
 Planning Commission
 Board of County Commissioners
 Board of Adjustment

c. Referral Agencies: May include Garfield County Road and Bridge, Fire Protection District, Garfield County Designated Engineer, Division of Water Resources, Garfield County Vegetation Management

VI. SUBMITTAL REQUIREMENTS

4-203.B General Application Materials

- a. Application form;
- b. Agreement to pay;
- c. Deed;
- d. Statements of Authority authorizing a person to act on behalf of the entity;
- e. Letter of Authorization authorizing Terra to act on behalf of the landowner;
- f. Names and mailing addresses of mineral owners of subject site with a statement indicating how the mineral ownership was researched;
- g. Names and mailing addresses of owners of property within 200 feet of subject site (parcel);
- h. Assessor map indicating the above properties;
- i. Narrative of project

4-203.C Vicinity Map

4-203.D Site Plan - may be contained on multiple pages

4-203.E Grading and Drainage – must include calculations for drainage if required

4-203.F Impact Analysis - response shall refer to supporting studies

4-203. J Development Agreement - Waived

4-203.K Improvements Agreement - Waived

4-203.L Traffic Study

4-203.M Water Supply and Distribution Plan

4-203.N Wastewater Management Plan

Response to Article 7, Divisions 1, 2, and 3 and 1001 – response shall refer to supporting studies

Pursuant to Section 4-202 of the LUDC the Applicant may request a waiver from some of these submittal requirements.

VII. APPLICATION REVIEW FEES

This application will be subject to the following fees and deposit requirements:

Planning Review Fees: \$ 250.00 - Plus Staff time charged at hourly rate of \$40.50

Reviewing Engineer: \$ Hourly Rate

Recordation: \$ (N/A)

Total Deposit: \$ 250.00

General Application Processing

Planner reviews case for completeness and sends to referral agencies for comments. Case planner contacts applicant and sets up a site visit. Staff reviews application to determine if it meets standards of review. Case planner makes a recommendation of approval, approval with conditions, or denial to the appropriate hearing body.

Disclaimer

The foregoing summary is advisory in nature only and is not binding on the County. The summary is based on current zoning, which is subject to change in the future, and upon factual representations that may or may not be accurate. This summary does not create a legal or vested right.

Pre-application Summary Prepared by:



April 19, 2019

Patrick Waller, Planner

Date

Policy 01-14 Waivers for Roads and Demonstration of Compliance

March 3, 2014

Section 7-107, Access and Roadways, of the Garfield County Land Use and Development Code (LUDC) requires all roads to be designed to provide for “adequate and safe access” and reviewed by the designated County Engineer. The LUDC defines “road” as “a County road, State highway, public road, street or alley, or private thoroughfare which affords primary access to abutting property, excluding a driveway accessing a single property.”

The LUDC defines “private road” as “a right-of-way constructed, established, owned, and maintained by a private party for access exclusively to private property.” Many of the roads in Garfield County are private roads in that they are gated and do not serve the general public and they pre-existed the design currently required by the County’s Road Standards as defined in Table 7-107.

The LUDC allows for the waiver of specific standards provided that the following criteria have been met: 1) an alternative design achieves the intent of the subject standard to the same or better degree and 2) the proposed alternative will impose no greater impacts on adjacent properties than would occur through compliance with the specific standard (Section 4-118).

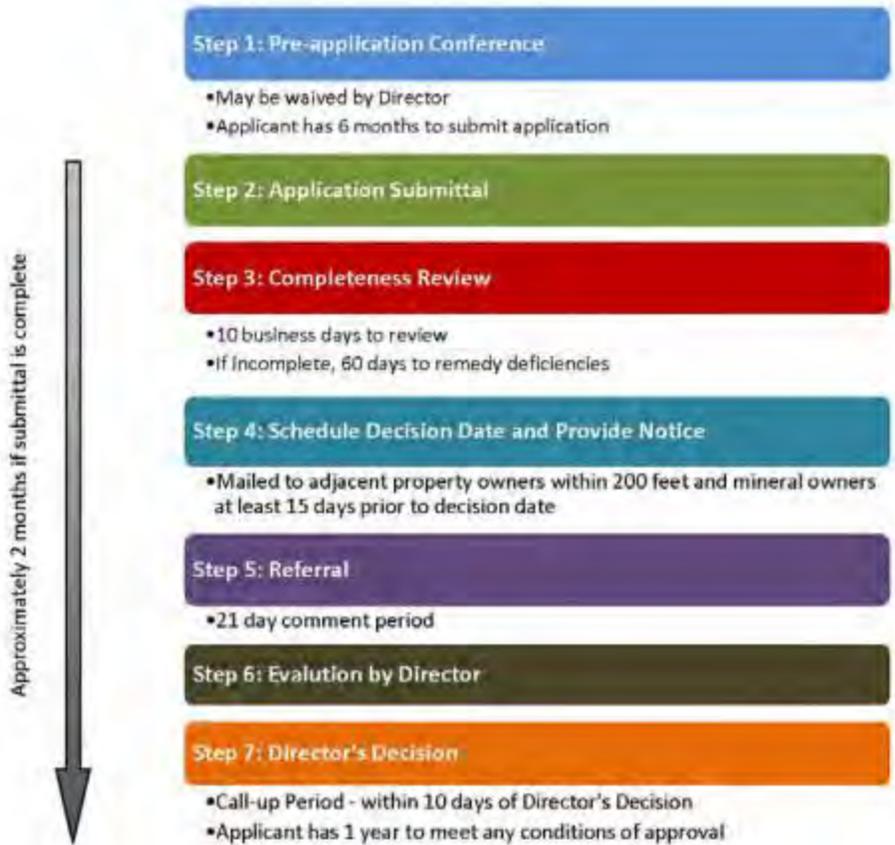
In applications that include roads that do not meet current County road standards as outlined in Table 7-107, the County has asked that Applicants request a waiver of Section 7-107.F, Design Standards, and include in the Application submittal sufficient information, prepared by a professional qualified in the specific discipline, to demonstrate that they meet the criteria outlined in Section 4-118 for granting a waiver. In doing so, the application must include:

A Statement of Adequacy - The evaluation of the existing roadway and waiver will need to include a clear statement that finds that the road will be *adequate* for the proposed use. This statement must be signed by a professional engineer qualified in traffic engineering and licensed by the State of Colorado. To support this evaluation, the following information will be required to be provided:

- **Geometry of the road** – A description of how the private road does/does not meet the design standards in Table 7-107. This should include a chart that compares the private road design to those standards in Table 7-107, as well as a map that shows the existing road design and highlights those areas that deviate from the standards. A narrative may also be helpful in describing the characteristics of the road as they compare to Table 7-107 design standards. Unless available, this is not intended to imply construction-level drawings.
- **Safety/Structural Issues** – A description of obvious safety and/or structural issues observed and a statement about how these issues will be addressed.
- **Maintenance** – A description of how the road is and/or will be maintained. This should be supported with the submittal of any existing or proposed maintenance agreements for the road sections.
- **Travel Demand** – An accurate count of the existing peak travel demand as well as the Average Daily Traffic on the road. This should also include the types of vehicles that currently use the road as well as the additional amount and type of traffic that the proposed use will generate through all phases of its development.

Other Evidence of Compliance. In addition, Sections 7-107.A, B, C, D, and E are required to be addressed, which includes documentation about legal access. Sufficient evidence will be required to be submitted to demonstrate compliance with these sections of the Code.

Administrative Review Process
(Section 4-103)



4-118 Waiver of Standards

TEP Rocky Mountain LLC (TEP) is requesting waivers from the following Article 7 Standards under Administrative Review according to Table 4-102.

1. Access and Roadways (7-107)
2. Landscaping Standards (7-303)
3. Hours of Operation (7-1001.H.)

The specific waiver requests will be addressed in Article 7 Standards section of this permit application.

4-202 Waiver of Submittal Requirements

TEP Rocky Mountain LLC is requesting waivers for the following submission requirements:

1. 4-203.F. Landscaping Plan
2. 4-203.G.8 Hours of Operation
3. 4-203.J. Development Agreement
4. 4-203.K. Improvement Agreement
5. 4-203.L. Traffic Study

The specific waiver requests will be addressed in each of the referenced sections of this permit application.

4-203.A. Professional Qualifications

The following qualified professionals prepared, and certified certain documents required by the Garfield County Land Use and Development Code on behalf of TEP Rocky Mountain LLC:

1. Dave Fox, Fox Engineering Solutions, Inc., Colorado Licensed Professional Engineer #25420
2. Michael Langhorne, Bookcliff Survey Services, Inc., Professional Land Surveyor #36572
3. Leah Weckworth, WestWater Engineering, Inc., Environmental Scientist/Project Manager

4-203.B. General Application Materials

4-203.B.1. Application Form



Community Development Department
 108 8th Street, Suite 401
 Glenwood Springs, CO 81601
 (970) 945-8212
www.garfield-county.com

LAND USE CHANGE PERMIT APPLICATION FORM

TYPE OF APPLICATION	
<input checked="" type="checkbox"/> Administrative Review	<input type="checkbox"/> Development in 100-Year Floodplain
<input type="checkbox"/> Limited Impact Review	<input type="checkbox"/> Development in 100-Year Floodplain Variance
<input type="checkbox"/> Major Impact Review	<input type="checkbox"/> Code Text Amendment
<input type="checkbox"/> Amendments to an Approved LUCP <input type="checkbox"/> LIR <input type="checkbox"/> MIR <input type="checkbox"/> SUP	<input type="checkbox"/> Rezoning <input type="checkbox"/> Zone District <input type="checkbox"/> PUD <input type="checkbox"/> PUD Amendment
<input type="checkbox"/> Minor Temporary Housing Facility	<input type="checkbox"/> Administrative Interpretation
<input type="checkbox"/> Vacation of a County Road/Public ROW	<input type="checkbox"/> Appeal of Administrative Interpretation
<input type="checkbox"/> Location and Extent Review	<input type="checkbox"/> Areas and Activities of State Interest
<input type="checkbox"/> Comprehensive Plan Amendment	<input type="checkbox"/> Accommodation Pursuant to Fair Housing Act
<input type="checkbox"/> Pipeline Development	<input type="checkbox"/> Variance
<input type="checkbox"/> Time Extension (also check type of original application)	

INVOLVED PARTIES
Owner/Applicant Name: <u>Jolley Mesa, LLC</u> Phone: <u>(970) 379-6669</u> Mailing Address: <u>832 Canyon Creek Drive</u> City: <u>Glenwood Springs</u> State: <u>CO</u> Zip Code: <u>81601</u> E-mail: <u>kentjolley@sopris.net</u>
Representative (Authorization Required) Name: <u>Bryan S. Hotard</u> Phone: <u>(970) 263-2754</u> Mailing Address: <u>1058 CR 215</u> City: <u>Parachute</u> State: <u>CO</u> Zip Code: <u>81635</u> E-mail: <u>bhotard@terraep.com</u>
PROJECT NAME AND LOCATION
Project Name: <u>Kokopelli Booster Compressor</u> Assessor's Parcel Number: <u>2 1 8 1 1 7 2 0 0 0 8 6</u> Physical/Street Address: _____ Legal Description: <u>See attached</u> _____ Zone District: <u>Rural</u> Property Size (acres): <u>1400 +/-</u>

PROJECT DESCRIPTION

Existing Use: Irrigated Land - Agriculture

Proposed Use (From Use Table 3-403): Compressor, Booster

Description of Project: TEP Rocky Mountain LLC is proposing to install a Booster Compressor that will be located on a Williams pad in the Kokopelli Field. The booster compressor will be run on natural gas and will be used to boost production in the field.

REQUEST FOR WAIVERS

Submission Requirements

- The Applicant requesting a Waiver of Submission Requirements per Section 4-202. List:

Section: <u>4-203.F. Landscaping Plan</u>	Section: <u>4-302.K. Improvement Agreement</u>
Section: <u>4-203.J. Development Agreement</u>	Section: <u>4-203.L. Traffic Study</u>
4-203.G.8 Hours of Operation	

Waiver of Standards

- The Applicant is requesting a Waiver of Standards per Section 4-118. List:

Section: <u>7-107 Access and Roadways</u>	Section: <u>7-1001 Hours of operation</u>
Section: <u>7-303 Landscaping Standards</u>	Section: _____

I have read the statements above and have provided the required attached information which is correct and accurate to the best of my knowledge.

Ryan S. Howard
Signature of Property Owner

9/20/2019
Date

OFFICIAL USE ONLY

File Number: _____ - _____

Fee Paid: \$ _____

Legal Description for Parcel 2181-172-00-086*

Township 6 South, Range 91 West, 6th P.M.

Section 7: E $\frac{1}{2}$ SE $\frac{1}{4}$

Section 8: W $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$, SW $\frac{1}{4}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ E $\frac{1}{2}$

Section 17: N $\frac{1}{2}$, N $\frac{1}{2}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$ SW $\frac{1}{4}$, SE $\frac{1}{4}$

Section 18: NE $\frac{1}{4}$

Section 20: NE $\frac{1}{4}$ NW $\frac{1}{4}$, NW $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ E $\frac{1}{2}$

Garfield County, Colorado

1400 +/- acres

* The parcel number included on the Pre-Application Conference Summary (2181-117-000-86 is not correct. The number above is the correct parcel number for the subject property.

4-203.B.1.a. Authorized Representative

4-203.B.1.b. Applicant is not the sole owner

4-203.B.1.c. Applicant is an entity/SUA

Reception#: 925309
09/11/2019 03:39:03 PM Jean Alberico
1 of 1 Rec Fee:\$13.00 Doc Fee:0.00 GARFIELD COUNTY CO

**STATEMENT OF AUTHORITY
(Section 38-30-172, C.R.S.)**

This Statement of Authority is executed on behalf of the entity named below pursuant to the provisions of C.R.S. § 38-30-172.

1. This Statement of Authority relates to an entity named Jolley Mesa, LLC formed in the State of Colorado on December 9, 2015.
2. The type of entity is a limited liability company.
3. The entity is formed under the laws of the State of Colorado.
4. The mailing address of the entity is 0832 Canyon Creek Drive, Glenwood Springs, CO 81601.
5. The name or position of each person authorized to execute instruments conveying, encumbering, or otherwise affecting title to real property on behalf of the entity is: Manager. The Managers of the entity on the date of this Statement of Authority are Kent S. Jolley and Brett L. Jolley.
6. The authority of the foregoing person(s) to bind the entity is limited as follows: N/A
7. This Statement of Authority is executed on behalf of the entity pursuant to the provisions of § 38-30-172, C.R.S.
8. This Statement of Authority amends and supersedes in all respects any prior Statement of Authority executed on behalf of the entity.

EXECUTED this 10TH day of September, 2019.

Jolley Mesa, LLC

By: *Kent S. Jolley*
Kent S. Jolley, Manager

By: *Brett L. Jolley*
Brett L. Jolley, Manager

STATE OF COLORADO)
) ss.
COUNTY OF GARFIELD)

The foregoing instrument was acknowledged before me this 9 day of September, 2019, by Kent S. Jolley and Brett L. Jolley, as Managers of Jolley Mesa, LLC.

Witness my hand and official seal. *Lynette Marie Lacerda*

My commission expires: Aug 21, 2020

LYNETTE MARIE LACERDA
Notary Public - State of Colorado
Notary ID 20124034417
My Commission Expires Aug 21, 2020

June 6, 2019

Community Development
Attn: Mr. Glenn Hartmann
108 8th Street, 4th Floor
Glenwood Springs, Colorado 81601

RE: Statement of Authority
Kokopelli Compressor
Garfield County, Colorado

Dear Mr. Hartmann,

This letter authorizes TEP Rocky Mountain LLC to represent me in the submittal and processing of the required Garfield County Land Use Change and associated building permits for the Kokopelli Compressor located in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 20, Township 6 South, Range 91 West, 6th P.M.

Sincerely,

Richard and Mary Jolley Family, LLLP

By: 

Name: Kent Jolley

Title: General Partner

Reception #: 879861
07/16/2016 02:16:45 PM Jean Alberico
1 of 2 Rec Fee: \$16.00 Doc Fee: 0.00 GARFIELD COUNTY CO

POWER OF ATTORNEY

**CONFORMED
COPY**

KNOW ALL PERSONS BY THESE PRESENTS:

THAT **TEP ROCKY MOUNTAIN LLC**, a Delaware limited liability company, hereby nominates, constitutes, and appoints **Bryan S. Hotard**, as its true and lawful Attorney-in-Fact to execute and deliver in the name and on behalf of **TEP ROCKY MOUNTAIN LLC** ("Principal") any of the following designated instruments or documents in connection with the Principal's operations in exploring for and producing oil, gas, or other minerals from lands, or interests in lands, owned, held, or claimed by the United States, any state or political subdivision thereof, any person, corporation, partnership or other legal entity:

- A. (1) Applications for permits or leases; (2) consents, stipulations, or agreements in connection with the issuance of permits or leases; (3) acceptances of leases, subleases, or permits; (4) acceptances of all instruments transferring leases, offers to lease, permits, applications for permits, or subleases, or an interest in any of these (including assignments of working or royalty interests) to Principal.
- B. Applications for extensions or renewals of leases and permits.
- C. (1) Prospecting, seismic, or exploration permits; (2) instruments in connection with the acquisition or maintenance of prospecting, seismic, or exploration permits.
- D. Instruments withdrawing applications for leases or permits.
- E. (1) Requests for rights-of-way and surface use permits; (2) acceptance of grants of rights-of-way and surface use permits, including any stipulation or condition in the grants; (3) any statements that may be required in connection with applications for rights-of-way and surface use permits.
- F. Requests for extension of time in which to drill wells.

Principal agrees to be bound by all representations the Attorney-in-Fact may make in any instrument or document he or she is authorized to execute and deliver under this Power of Attorney. Principal hereby waives any defenses available to it to contest, negate, or disaffirm the actions of its Attorney-in-Fact under this Power of Attorney.

This Power of Attorney is effective July 1, 2016, and shall continue in full force and effect until revoked in writing, and has the same force and effect as if the Principal granted separate special authority to the named Attorney-in-Fact to execute and deliver each such instrument or document separately for each and every such instrument or document so executed and delivered.

EXECUTED by Principal on this 13th day of July, 2016.

**Terra Energy Partners LLC as sole member of
TEP Rocky Mountain LLC**

**AGREED TO AND ACCEPTED
BY:**


BY: Michael S. Land
ITS: President and CEO


Bryan S. Hotard
Attorney-in-Fact

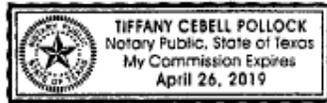
ACKNOWLEDGEMENT

State of Texas

County of Harris

This instrument was acknowledged before me on July 13, 2016 by Michael S. Land, known to me to be the President and CEO of Terra Energy Partners LLC, a Delaware corporation, on behalf of the corporation.

(Notary Seal)



A handwritten signature in black ink, appearing to read "Tiffany Cebell Pollock", written over a horizontal line. Below the signature, the words "Notary Public" are printed.

Document processing fee
If document is filed on paper \$10.00
If document is filed electronically Currently Not Available

Fees & forms/cover sheets
are subject to change.

To file electronically, access instructions
for this form/cover sheet and other
information or print copies of filed
documents, visit www.sos.state.co.us
and select Business Center.

Paper documents must be typewritten or machine printed.

20101562974
\$10.00
SECRETARY OF STATE
10/12/2010 11:38:24

ABOVE SPACE FOR OFFICE USE ONLY

**Statement of Change Changing Information Other Than Principal Office Address
or Registered Agent Information**

filed pursuant to §7-90-305.5 and, if applicable, §7-90-604 or §7-90-804 of the Colorado Revised Statutes
(C.R.S.)

ID number: 20011139600

1. Entity name: Williams Production RMT Company

2. True name:
(if different from the entity name) _____

Complete lines 3 - 10 as applicable. You must complete section 11.

3. Document number: 20011159552
(required for change(s) to 4, 5, 6, 7
and/or 8 below)

4. Change of entity name of record (LLP, art. 61 LLLP or foreign entity only):
New entity name: Williams Production RMT Company LLC

5. Change of true name of record (LLP, art. 61 LLLP, general partnership or foreign entity only):
New true name: _____

6. Change of jurisdiction of formation of record (foreign entity only):
New jurisdiction of formation: _____

7. Change of entity form of record (foreign entity only):
New entity form: Limited Liability Company

8. Other change(s) not provided for above:

If other information contained in the filed document is being changed, mark this box and include an attachment stating the information to be changed and each such change.

If other information is being added or deleted, mark this box and include an attachment stating each addition or deletion.

9. Withdrawal of Statement of Registration of True Name: (if applicable, mark this box)

10. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

11. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Brown</u>	<u>La Fleur</u>	<u>C</u>	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
<u>One Williams Center, Suite 4700</u>			
<i>(Street number and name or Post Office Box information)</i>			
<hr/>			
<u>Tulsa</u>	<u>OK</u>	<u>74172</u>	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
	<u>USA</u>		
<i>(Province - if applicable)</i>	<i>(Country)</i>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Document processing fee
If document is filed on paper \$10.00
If document is filed electronically Currently Not Available

Fees & forms/cover sheets
are subject to change.
To file electronically, access instructions
for this form/cover sheet and other
information or print copies of filed
documents, visit www.sos.state.co.us
and select Business Center.

20121040152
\$160.00
SECRETARY OF STATE
01/19/2012 11:25:46

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

**Statement of Change Changing Information Other Than Principal Office Address
or Registered Agent Information**

filed pursuant to §7-90-305.5 and, if applicable, §7-90-804 of the Colorado Revised Statutes (C.R.S.)

ID number: 20011139600

1. Entity name: Williams Production RMT Company LLC

2. True name:
(if different from the entity name) _____

Complete lines 3 - 9 as applicable. You must complete section 10.

3. Document number: 20101562974
(required for change(s) to 4, 5, 6, 7
and/or 8 below)

4. Change of entity name of record (LLP, art. 61 LLLP or foreign entity only):
New entity name: WPX Energy Rocky Mountain, LLC

5. Change of true name of record (LLP, art. 61 LLLP, general partnership or foreign entity only):
New true name: _____

6. Change of jurisdiction of formation of record (foreign entity only):
New jurisdiction of formation: _____

7. Change of entity form of record (foreign entity only):
New entity form: _____

8. Other change(s) not provided for above:

If other information contained in the filed document is being changed, mark this box and include an attachment stating the information to be changed and each such change.

If other information is being added or deleted, mark this box and include an attachment stating each addition or deletion.

9. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

10. The true name and mailing address of the individual causing this document to be delivered for filing are

Fox	Melissa		
(Last)	(First)	(Middle)	(Suffix)
One Williams Center			
(Street number and name or Post Office Box information)			

Tulsa	OK	74172	
(City)	(State)	(ZIP/Postal Code)	
USA			
(Province - if applicable)		(Country)	

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILLIAMS PRODUCTION RMT COMPANY LLC", CHANGING ITS NAME FROM "WILLIAMS PRODUCTION RMT COMPANY LLC" TO "WPX ENERGY ROCKY MOUNTAIN, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2011, AT 6:49 O'CLOCK P.M.

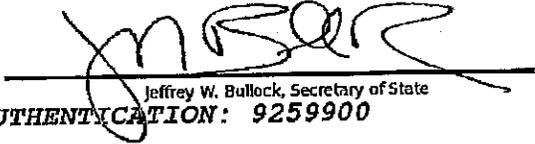
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

3388640 8100

111341539

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9259900

DATE: 12-28-11

63

2

**CERTIFICATE OF AMENDMENT
OF
WILLIAMS PRODUCTION RMT COMPANY LLC**

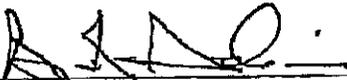
1. The name of the limited liability company is Williams Production RMT Company LLC (the "Company").
2. The Certificate of Formation of the Company is hereby amended as follows:

"1. The name of the limited liability company is: WFX Energy Rocky Mountain, LLC."

3. This Certificate of Amendment shall be effective on December 31, 2011 at 11:59 PM Eastern time.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of Williams Production RMT Company LLC as of the 21th day of December, 2011.

WILLIAMS PRODUCTION RMT COMPANY LLC

By 
Bryan K. Guderian, Vice President

20161275614
\$160.00
SECRETARY OF STATE
04/22/2016 14:09:36

Document processing fee
If document is filed on paper \$10.00
If document is filed electronically Currently Not Available

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Paper documents must be typewritten or machine printed.

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**Statement of Change Changing Information Other Than Principal Office Address
or Registered Agent Information**

filed pursuant to §7-90-305.5 and, if applicable, §7-90-804 of the Colorado Revised Statutes (C.R.S.)

ID number: 20011139600
1. Entity name: WPX Energy Rocky Mountain, LLC
2. True name:
(if different from the entity name) _____

Complete lines 3 - 9 as applicable. You must complete section 10.

3. Document number: 20121040152
(required for change(s) to 4, 5, 6, 7
and/or 8 below)
4. Change of entity name of record (LLP, art. 61 LLLP or foreign entity only):
New entity name: TEP Rocky Mountain LLC
5. Change of true name of record (LLP, art. 61 LLLP, general partnership or foreign entity only):
New true name: _____
6. Change of jurisdiction of formation of record (foreign entity only):
New jurisdiction of formation: _____
7. Change of entity form of record (foreign entity only):
New entity form: _____

8. Other change(s) not provided for above:

If other information contained in the filed document is being changed, mark this box and include an attachment stating the information to be changed and each such change.

If other information is being added or deleted, mark this box and include an attachment stating each addition or deletion.

9. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

10. The true name and mailing address of the individual causing this document to be delivered for filing are

Raasch	Robin		
1000 Louisiana Street	(First)	(Middle)	(Suffix)
Suite 2800 (Street number and name or Post Office Box information)			
Houston	TX	77002	
(City)	(State)	(ZIP/Postal Code)	
(Province - if applicable)	United States		(Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)
This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).



Reception#: 876693
05/03/2016 10:35:23 AM Jean Alberico
1 of 2 Rec Fee:\$16.00 Doc Fee:0.00 GARFIELD COUNTY CO

**CONFORMED
COPY**

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WPX ENERGY ROCKY MOUNTAIN, LLC", CHANGING ITS NAME FROM "WPX ENERGY ROCKY MOUNTAIN, LLC" TO "TEP ROCKY MOUNTAIN LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2016, AT 3:12 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3388640 8100
SR# 20162502586

Authentication: 202199006
Date: 04-22-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:12 PM 04/22/2016
FILED 03:12 PM 04/22/2016
SR 20162502586 - File Number 3388640

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: WPX Energy Rocky Mountain, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is amended to TEP Rocky Mountain LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 22nd day of April, A.D. 2016.

By: Michael S. Land
Authorized Person(s)

Name: Michael S. Land
Print or Type

Reception #: 772664
06/03/2009 03:27:54 PM Jean Riberico
1 of 2 Rec Fee: \$21.00 Doc Fee: 0.00 GARFIELD COUNTY CO

Memorandum of
SURFACE USE AGREEMENT AND GRANT OF EASEMENTS

Effective the 28th day of November, 2007, SURFACE USE AGREEMENT AND GRANT OF EASEMENTS ("Agreement") by and between KENT S. JOLLEY, whose address is 832 Canyon Creek Drive, Glenwood Springs, Colorado 81601, BRETT L. JOLLEY, whose address is 1288 County Road 245, New Castle, Colorado 81647, RICHARD AND MARY JOLLEY FAMILY LLLP ("Owner"), and ORION ENERGY PARTNERS L.P., whose address is 1675 Broadway, Suite 2000, Denver, Colorado 80202 ("Operator") was entered into.

Owner owns the surface of the real property in Garfield County, Colorado (the "Property"), legally described as:

- Township 6 South, Range 91 West, 6th P.M.
- Section 7: E/2SE
- Section 8: E/2E/2, W/2SW, SESW, SWSE
- Section 9: W/2W/2
- Section 16: W/2, the south 330 feet of SWSE
- Section 17: N/2, SE, N/2SW, SWSW
- Section 18: NE
- Section 20: E/2E2, NWNE, NENW
- Section 21: NWNE, NENW

Operator is the owner/operator of a working interest in an Oil and Gas Lease dated January 17, 1990, recorded in Book 775 at Page 629, of the Garfield County records granted by Richard C. Jolley, Mary Louise Jolley, Brett L. Jolley, Kent S. Jolley and Anne E. Jolley; and U.S.A. Oil and Gas Lease COC 51146 dated April 1, 1990, and recorded in Book 776, Page 908 of the Garfield County records (together the "Leases").

Operator wishes to drill additional oil and gas wells on the Property and directionally to adjacent lands for the extraction of hydrocarbons.

Owner previously entered into a Surface Use, Access and Right-of-Way Agreement dated September 28, 1999, and a Letter Agreement dated May 6, 2003 and recorded at Book 1531, page 424 of the Garfield Clerk and Recorder's Office ("Prior Mesa Agreements") which will be replaced in its entirety by this the November 28, 2007 Surface Use Agreement and Grant of Easements.

This Memorandum of Surface Use Agreement and Grant of Easements is placed of record in Garfield County, Colorado to provide notice only of its existence. All terms and conditions contained in said Surface Use Agreement and Grant of Easements remain confidential between the Owner and Operator.

jcme

f2 2

4-203.B.2. Ownership/Deed

Reception#: 071038
12/28/2015 03:53:19 PM Jean Alberico
1 of 2 Rec Fee: \$16.00 Doc Fee: 0.60 GARFIELD COUNTY CO

QUIT CLAIM DEED

THIS DEED made this 28th day of December, 2015, between the RICHARD AND MARY JOLLEY FAMILY LLLP, whose address is 0832 Canyon Creek Drive, Glenwood Springs, Colorado 81601 (hereinafter "Grantor"), and JOLLEY MESA, LLC, whose address is 0832 Canyon Creek Drive, Glenwood Springs, Colorado 81601 (hereinafter "Grantee");

WITNESSETH, that the Grantor for Ten U.S. Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has remised, released, sold, conveyed and **QUIT CLAIMED**, and by these presents does remise, release, sell, convey and **QUIT CLAIM** unto the Grantee, its heirs, successors and assigns, forever, all the right, title, interest, claim and demand which the Grantor has in and to the following real property situate in the County of Garfield, State of Colorado:

Township 6 South, Range 91 West of the 6th P.M.

- Section 7: E1/2SE1/4
- Section 8: NW1/4SW1/4, S1/2S1/2, NE1/4SE1/4, E1/2NE1/4
- Section 9: W1/2W1/2
- Section 16: W1/2, South 330 feet of the SW1/4SE1/4
- Section 17: All except SW1/4SW1/4
- Section 18: NE1/4
- Section 20: N1/2NE1/4, SE1/4NE1/4, NE1/4NW1/4, E1/2SE1/4
- Section 21: NW1/4NE1/4, NE1/4NW1/4, W1/2W1/2, N1/2SE1/4, SE1/4SE1/4, SW1/4NE1/4, SE1/4NW1/4 and the NE1/4SW1/4
- Section 27: NW1/4NW1/4
- Section 28: NE1/4NE1/4

County of Garfield, State of Colorado

TOGETHER WITH any and all water and ditch rights appurtenant to the above described property, including but not limited to an undivided 1/5 interest in and to the Fairview Mesa Ditch No. 89 and an undivided 1/2 interest in and to the Kamm and Davis Ditch No. 90B, adjudicated by the District Court for Water District No. 45;

TOGETHER WITH the Grantor's rights in the permanent non-exclusive easement granted in Easement Agreement recorded as Reception No. 331308 in Book 605 at Pages 550-553 of the Garfield County Clerk and Recorder;

EXCLUDING Grantor's undivided 100% interest in and to all of the oil, gas and other minerals in and under and that may be produced; and

Assignment, Bill of Sale, and Conveyance of Assets

This Assignment, Bill of Sale, and Conveyance of Assets ("Assignment"), effective as of April 1, 2009 ("Effective Time"), is by and between Orion Energy Partners L.P., a Delaware limited partnership, whose address is 1675 Broadway, Suite 2000, Denver, Colorado 80202 ("Assignor"), and Williams Production RMT Company, a Delaware corporation, whose address is 1515 Arapahoe Street, Tower III, Suite 1000, Denver, CO 80202 ("Assignee"). Assignor and Assignee are known collectively as the "parties."

For \$100.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers, grants, bargains and conveys to Assignee all of Assignor's right, title and interest whether present, contingent or reversionary, in and to the following real and personal property (collectively, the "Assets"):

(1) The oil and gas leases (including all leasehold estates, royalty interests, overriding royalty interests, net profits interests, and similar interests) specifically described in Exhibit A (the "Leases") and the lands covered thereby or lands pooled or unitized therewith (the "Lands");

(2) The oil, gas, casinghead gas, coalbed methane, condensate and other gaseous and liquid hydrocarbons or any combination thereof, sulphur extracted from hydrocarbons and all other lease substances under the Leases ("Hydrocarbons") that may be produced under the Leases;

(3) The oil, gas, water or injection wells located on the Lands, whether producing, shut-in, or temporarily abandoned, specifically described in Exhibit B (the "Wells"), including all of the personal property, equipment, fixtures and improvements used in connection therewith;

(4) The unitization, pooling and communitization agreements, declarations, orders, and the units created thereby relating to the properties and interests described in Paragraphs (1) through (3) and to the production of Hydrocarbons, if any, attributable to said properties and interests;

(5) All equipment, machinery, fixtures and other tangible personal property and improvements located on or used or held for use solely in connection with the operation of the interests described in Paragraphs (1) through (4) including tanks, boilers, buildings, fixtures, injection facilities, saltwater disposal facilities, compression facilities, pumping units and engines, platforms, flow lines, pipelines, gathering systems, gas and oil treating facilities, machinery, power lines, telephone and telegraph lines, roads, and other appurtenances, improvements and facilities; EXCLUDING, however, all interest in the vehicles, equipment, inventory, machinery, fixtures, and other tangible personal property and improvements set forth in Exhibit D (the "Equipment");

(6) All surface leases, permits, rights-of-way, licenses, easements and other surface rights agreements described on Exhibit C and used or held in connection with the production, gathering, treatment, processing, storing, sale or disposal of Hydrocarbons or produced water from the interests described in Paragraphs (1) through (5) ("Surface Contracts");

(7) All existing contracts and effective sales, purchase contracts, operating agreements, exploration agreements, development agreements, balancing agreements, farmout agreements, service agreements, transportation, processing, treatment and gathering agreements, equipment leases and other contracts, agreements and instruments, described in Exhibit C, insofar as they directly relate to the properties and interests described in Paragraphs (1) through (5) (the "Contracts");

(8) To the extent transferable, copies of all the files, records, and data relating to the items described in Paragraphs (1) through (7) above (the "Records"), which Records shall include, without limitation: lease records; well records; division order records; contract records; well files; title records (including abstracts of title, title opinions and memoranda, and title curative documents); engineering records; geologic records; geologic maps; correspondence; electronic data files (if any); maps; production records; electric logs; core data; pressure data; decline curves and graphical production curves; reserve reports; appraisals and accounting records.

TO HAVE AND TO HOLD the Assets unto Assignee and its successors and assigns forever.

This Assignment is made subject to the following terms and conditions:

A. ASSIGNOR WARRANTS TITLE TO THE ASSETS AGAINST ALL PERSONS CLAIMING BY, THROUGH AND UNDER ASSIGNOR, BUT NOT OTHERWISE, AND EXCEPT FOR THAT WARRANTY, THIS ASSIGNMENT IS MADE WITHOUT WARRANTY OF TITLE ANY KIND, EXPRESS, IMPLIED OR STATUTORY.

B. To the extent permitted by law, Assignee will be subrogated to Assignor's rights in and to representations, warranties, and covenants given with respect to the Assets. Assignor hereby grants and transfers to Assignee, its successors and assigns, to the extent so transferable and permitted by law, the benefit of and the right to enforce the covenants, representations and warranties, if any, which Assignor is entitled to enforce with respect to the Assets, but only to the extent not enforced by Assignor.

C. The references in this Assignment to liens, encumbrances, burdens, defects and other matters will not be deemed to ratify or create any rights in third parties or merge with, modify or limit the rights of Assignor or Assignee, as between themselves, as set forth in documents they have executed in connection with this Assignment.

D. Assignor and Assignee may execute separate governmental form assignments of the Assets on officially approved forms in sufficient counterparts to satisfy applicable statutory and regulatory requirements. Those assignments will be deemed to contain all of the exceptions, reservations, warranties, rights, titles, power and privileges set forth in this Assignment as fully as though they were set forth in each assignment. The interests conveyed by each separate assignment are the same, and not in addition to, the Assets conveyed by this Assignment.

E. This Assignment binds and inures to the benefit of Assignor and Assignee and their respective successors and assigns.

F. This Assignment and all rights and covenants and conditions in this Assignment will be considered covenants running with the land and will inure to and be binding upon the parties and their respective successors and assigns.

G. The foregoing sets forth the entire agreement between the parties and there are no oral agreements between the parties not set out in writing. This Assignment supersedes all other prior written or oral agreements, except the Purchase and Sale Agreement between Assignor and Assignee dated August 7, 2009 ("Agreement"), which this Assignment is made subject to. All capitalized terms used but not defined herein have the meanings given them in the Agreement. If there is a conflict between the terms of this Assignment and the terms of the Agreement, the terms of the Agreement will control to the extent of the conflict. Assignor and Assignee intend that the terms of the Agreement remain separate and distinct from and not merge into the terms of this Assignment.

H. THE PARTIES HEREBY EXPRESSLY DISCLAIM, WAIVE AND RELEASE ANY EXPRESS WARRANTY OF MERCHANTABILITY, CONDITION OR SAFETY AND ANY EXPRESSED WARRANTY OF FITNESS FOR A PARTICULAR PURPOSE; AND ASSIGNEE ACCEPTS THE WELLS, EQUIPMENT, FACILITIES, PERSONAL PROPERTY, FIXTURES AND STRUCTURES, "AS IS, WHERE IS, WITH ALL FAULTS, WITHOUT RECOURSE." ALL DESCRIPTIONS OF THE WELLS, EQUIPMENT, FACILITIES, PERSONAL PROPERTY, FIXTURES AND STRUCTURES HERETOFORE OR HEREAFTER FURNISHED TO ASSIGNEE BY ASSIGNOR HAVE BEEN AND SHALL BE FURNISHED SOLELY FOR ASSIGNEE'S CONVENIENCE, AND HAVE NOT CONSTITUTED AND SHALL NOT CONSTITUTE A REPRESENTATION OR WARRANTY OF ANY KIND BY ASSIGNOR. ASSIGNEE EXPRESSLY WAIVES THE WARRANTY OF FITNESS IMPOSED BY ANY APPLICABLE STATE OR FEDERAL LAW. THE PARTIES HEREBY ACKNOWLEDGE AND AGREE THAT, TO THE EXTENT REQUIRED BY APPLICABLE LAW, THE DISCLAIMERS CONTAINED IN THIS AGREEMENT ARE "CONSPICUOUS" FOR THE PURPOSES OF SUCH APPLICABLE LAW.

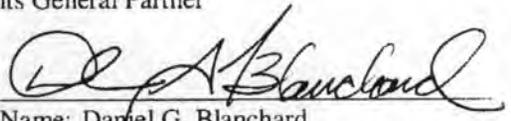
I. Counterpart Execution. This Assignment may be executed in any number of counterparts. All counterparts together constitute only one Assignment, but each counterpart is considered an original.

J. Amendment and Waiver. This Assignment may be altered, amended, or waived only by a written agreement executed by the parties hereto. No waiver of any provision of this Assignment will be construed as a continuing waiver of the provision.

This Assignment is executed the 22nd day of September, 2009, but effective as of the Effective Time.

Assignor

ORION ENERGY PARTNERS, LP
By: Orion Energy Partners, Inc.
its General Partner



Name: Daniel G. Blanchard
Title: Executive Vice President

Assignee

WILLIAMS PRODUCTION BMT COMPANY



Name: William K. Stenzel
Title: Director - Denver A&D Planning

ACKNOWLEDGEMENTS

STATE OF COLORADO)
) .ss
COUNTY OF DENVER)

This instrument was acknowledged before me this 22nd day of September, 2009, by Daniel G. Blanchard as Executive Vice President of Orion Energy Partners, LP, a Delaware Limited Partnership, on behalf of the partnership.



[seal]

My Commission Expires 10/25/2012

Geraldine H. Kelley
Notary Public
Name: Geraldine H. Kelley
Address: 1550 17th St, Ste 500
Denver, CO 80202

My Commission Expires: 10/25/2012

STATE OF COLORADO)
) .ss
COUNTY OF DENVER)

This instrument was acknowledged before me this 22nd day of September, 2009, by William K. Stenzel as Director - Denver A&D Planning of Williams Production RMT Company, a Delaware corporation, on behalf of the corporation.



My Commission Expires 10/25/2012

Geraldine H. Kelley
Notary Public
Name: Geraldine H. Kelley
Address: 1550 17th St, Ste 500
Denver, CO 80202

My Commission Expires: 10/25/2012

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11060.08	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 642864 Book 1546 Page 193	RAYMOND ETCHEVERRY & ORIEN ETCHEVERRY, TRUSTEES OF THE RAYMOND & ORIEN ETCHEVERRY FAMILY TRUST DATED 5/23/90	CONTEX ENERGY COMPANY	INSOFAR AND ONLY INSOFAR AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.09	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 641738 Book 1542 Page 115	FRED ETCHEVERRY, A MARRIED MAN DEALING IN HIS SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	INSOFAR AND ONLY INSOFAR AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.10	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 642862 Book 1546 Page 189	JEANNE HILL, A MARRIED WOMAN DEALING IN HER SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	INSOFAR AND ONLY INSOFAR AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.11	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 642865 Book 1546 Page 195	JOHN ETCHEVERRY, A MARRIED MAN DEALING IN HIS SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	INSOFAR AND ONLY INSOFAR AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.12	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 641739 Book 1546 Page 117	PAUL ETCHEVERRY, A MARRIED MAN DEALING IN HIS SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	INSOFAR AND ONLY INSOFAR AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11060.13	10/7/2003 EH: 3/1/04	2/28/2009	Entry 642863 Book 1546 Page 191	ROLAND ETCHEVERRY, A SINGLE MAN	CONTEX ENERGY COMPANY	LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 INsofar AND ONLY INsofar AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.14	1/20/1989	1/19/1996	Entry 399962 Book 750 Page 959	OPAL C. LATHAM, A WIDOW	HUNTINGTON T WALKER	LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION INsofar AND ONLY INsofar AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11061.01	10/1/2003	9/30/2008	Entry 639670 Book 1533 Page 500	GAAR I POTTER, JR. PERSONAL REPRESENTATIVE FOR THE ESTATE OF PATRICIA H. POTTER	CONTEX ENERGY COMPANY	LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION T7S, R97W, 6TH P.M. SEC. 5: RESURVEY TRACT 38 SEC. 8: THE WEST 20 ACRES OF RESURVEY TRACT 39, LESS AND EXCEPT A 1.26 ACRE TRACT CONVEYED AS PARCEL "B" TO THE AMERICAN SHALE REFINING COMPANY IN THAT CERTAIN DEED OF RECORD IN BOOK 142 at PAGE 66; RESURVEY TRACT 40 & 41 SEC. 8 & 9: RESURVEY TRACT 42 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11061.02	9/15/2003	9/14/2008	Entry 641740 HBP Book 1542 Page 119	PATRICIA P COYNE, A MARRIED WOMAN DEALING IN HER SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION T7S, R97W, 6TH P.M. SEC. 5: RESURVEY TRACT 38 SEC. 8: THE WEST 20 ACRES OF RESURVEY TRACT 39, LESS AND EXCEPT A 1.26 ACRE TRACT CONVEYED AS PARCEL "B" TO THE AMERICAN

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
				Patricia P. Coyne, Cont'd.		SHALE REFINING COMPANY IN THAT CERTAIN DEED OF RECORD IN BOOK 142 at PAGE 66; RESURVEY TRACT 40 & 41 SEC. 8 & 9; RESURVEY TRACT 42 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11061.03	9/15/2003	9/14/2008	Entry 638138 HBP Book 1526 Page 909	RODERICK B POTTER, A MARRIED MAN DEALING IN HIS SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	T7S, R97W, 6TH P.M. SEC. 5: RESURVEY TRACT 38 SEC. 8: THE WEST 20 ACRES OF RESURVEY TRACT 39, LESS AND EXCEPT A 1.26 ACRE TRACT CONVEYED AS PARCEL "B" TO THE AMERICAN SHALE REFINING COMPANY IN THAT CERTAIN DEED OF RECORD IN BOOK 142 at PAGE 66; RESURVEY TRACT 40 & 41 SEC. 8 & 9: RESURVEY TRACT 42 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION

CENTER MOUNTAIN PROSPECT

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11080.01	8/27/2005	8/26/2010	Book 1729 Page 631 Entry 683030	PERRY DAN RODREICK	LARAMIE ENERGY LLC	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. * SECTION 29: A PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NE CORNER OF THE SE/4SW/4SW/4 OF SEC. 29; THENCE SOUTHERLY ALONG THE EAST LINE OF SAID SE/4SW/4SW/4, 498 FEET MORE OR LESS; THENCE WESTERLY ALONG A LINE PARALLEL TO THE NORTH LINE OF SAID SE/4SW/4SW/4, 350 FEET; THENCE NORTHERLY ALONG A LINE PARALLEL TO SAID EASTERLY LINE OF SAID SE/4SW/4SW/4, 498 FEET MORE OR LESS TO A POINT ON THE NORTH LINE OF SAID SE/4SW/4SW/4, THENCE EASTERLY ALONG SAID NORTH LINE 350 FEET TO THE POINT OF BEGINNING.
11080.02	9/26/2005	9/25/2010	Book 1729 Page 635 Entry 683032	MARY B VANORDSTRAND	LARAMIE ENERGY LLC	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. * SECTION 29: A PARCEL OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NE CORNER OF THE SE/4SW/4SW/4 OF

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11081.00	12/1/2001	11/30/2011	Book 1647 Page 610 Entry 665122	USA COC-65512	YOUNG ENTERPRISES	<p>SEC. 29; THENCE SOUTHERLY ALONG THE EAST LINE OF SAID SE/4SW/4SW/4, 498 FEET MORE OR LESS; THENCE WESTERLY ALONG A LINE PARALLEL TO THE NORTH LINE OF SAID SE/4SW/4SW/4, 350 FEET; THENCE NORTHERLY ALONG A LINE PARALLEL TO SAID EASTERLY LINE OF SAID SE/4SW/4SW/4, 498 FEET MORE OR LESS TO A POINT ON THE NORTH LINE OF SAID SE/4SW/4SW/4; THENCE EASTERLY ALONG SAID NORTH LINE 350 FEET TO THE POINT OF BEGINNING.</p> <p>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 15: N/2SW/4, SE/4SW/4 SECTION 16: N/2SW/4 SECTION 18: LOT 4, SE/4NW/4, SE/4SW/4, SW/4SE/4 SECTION 19: LOT 1 & 3, E/2, E/2SW/4 SECTION 21: E/2E/2 SECTION 22: W/2NE/4, W/2, S/2SE/4 SECTION 25: E/2, SE/4SW/4 SECTION 26: SW/4SE/4 SECTION 27: ALL</p>
11082.00	12/1/2001	11/30/2011	Book 1647 Page 612 Entry 665123	USA COC-65513	YOUNG ENTERPRISES	<p>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 20: W/2SW/4 SECTION 28: E/2E/2 SECTION 29: SW/4NE/4, E/2NW/4, NW/4SE/4 SECTION 30: LOT 4, SE/4SW/4 SECTION 31: LOTS 1-4, W/2E/2, E/2W/2, SE/4SE/4 SECTION 32: W/2SW/4, SE/4SW/4, E/2SE/4 SECTION 33: NE/4, SE/4NW/4, S/2SW/4, NE/4SE/4 SECTION 34: N/2, N/2S/2, SE/4SE/4</p>
11083.00	12/1/2001	11/30/2011	Book 1647 Page 614 Entry 665124	USA COC-65514	YOUNG ENTERPRISES	<p>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 35: ALL SECTION 36: ALL</p>

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11084.00	12/1/2001	11/30/2011	Book 1647 Page 616 Entry 665125	USA COC-65515	YOUNG ENTERPRISES	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 1: LOTS 1-3, LOTS 5-7, SW/4NE/4, S/2NW/4, SW/4, W/2SE/4 SECTION 2: S/2N/2, W/2SW/4, E/2SE/4
11085.00	12/1/2001	11/30/2011	Book 1647 Page 618 Entry 665126	USA COC-65516	YOUNG ENTERPRISES	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 3: SE/4, SE/4NE/4, LOT 1 SECTION 4: NE/4SW/4, SE/4, S/2SW/4, LOTS 1-4 SECTION 5: LOTS 3-4, SW/4, W/2SE/4, SE/4SE/4 SECTION 6: LOTS 1-6, E/2SW/4, SE/4 SECTION 7: LOTS 1-2, NE/4, E/2NW/4 SECTION 8: N/2, SE/4
11086.00	12/1/2001	11/30/2011	Book 1647 Page 620 Entry 665127	USA COC-65517	YOUNG ENTERPRISES	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 9: ALL SECTION 10: ALL SECTION 11: E/2NE/4, W/2NW/4, SW/4, N/2SE/4 SECTION 12: LOTS 1-4, W/2E/2, W/2
11087.00	12/1/2001	11/30/2011	Book 1647 Page 622 Entry 665128	USA COC-65518	YOUNG ENTERPRISES	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 13: LOTS 1-4, W/2E/2, W/2 SECTION 14: W/2NE/4, SE/4NE/4, W/2, SE/4 SECTION 15: ALL SECTION 16: ALL
11088.00	12/1/2001	11/30/2011	Book 1647 Page 624 Entry 665129	USA COC-65519	YOUNG ENTERPRISES	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 19: LOTS 1-4, N/2NE/4, SW/4NE/4, E/2NW/4, NE/4SW/4, NW/4SE/4 SECTION 20: S/2NE/4, NW/4SW/4, S/2SW/4 SECTION 21: ALL SECTION 22: ALL SECTION 23: ALL
11089.00	12/1/2001	11/30/2011	Book 1647 Page 626 Entry 665130	USA COC-65520	YOUNG ENTERPRISES	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 20: NE/4SW/4, SE/4 SECTION 24: LOTS 1-4, W/2E/2, W/2 SECTION 25: LOTS 1-4, W/2E/2, W/2 SECTION 26: ALL



ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11090.00	12/1/2001	11/30/2011	Book 1647 Page 628 Entry 665131	USA COC-65521	YOUNG ENTERPRISES	SECTION 29: N/2NE/4, SW/4NE/4, W/2 TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 29: SE/4NE/4, SE/4 SECTION 30: E/2SW/4 SECTION 31: LOTS 1-4, E/2W/2, W/2SE/4 SECTION 32: E/2E/2 SECTION 33: ALL SECTION 34: ALL SECTION 35: W/2
11091.00	6/1/2002	5/31/2012	Book 1647 Page 632 Entry 665133	USA COC-65947	YOUNG ENTERPRISES	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 32: NE/4NE/4
11092.00	1/16/2003	1/15/2013	Book 1430 Page 388 Entry 619434	MORGAN RANCH, LIMITED LIABILITY PARTNERSHIP, LEE MORGAN GENERAL PARTNER, WILMA L. MORGAN, GENERAL PARTNER, MICHAEL L. MORGAN, LIMITED PARTNER, MATHEW E. MORGAN, LIMITED PARTNER	YOUNG ENTERPRISES	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 32: SE/4NE/4 SECTION 33: N/2NW/4, SW/4NW/4, N/2SW/4
11093.01	8/19/2005	8/18/2010	Book 1729 Page 633 Entry 683031	JACQULYNN GEISTER	LARAMIE ENERGY, LLC	TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 30: 10 ACRES OF LAND MORE OR LESS, BEGINNING AT THE NE/4 CORNER OF SAID SE/4NE/4, THENCE WEST 750 FEET; THENCE SOUTH-EASTERLY TO A POINT 750 FEET SOUTH OF SAID NE CORNER. AND, A PARCEL OF LAND CONTAINING 2 ACRES, MORE OR LESS, IN THE SE/4NE/4, THE BOUNDARY LINES OF WHICH ARE RUNNING IN A "V" SHAPE FROM THE NORTH BOUNDARY TO A POINT ACROSS THE SPRING BRANCH 100 FEET BELOW THE HEAD OF THE SPRING KNOWN AS YELLOW JACKET SPRING.
11094.01	10/15/2004	10/14/2009	Book 1660 Page 873 Entry 668224	YEAKEL MINERAL RIGHTS COMPANY, A LIMITED PARTNERSHIP	LARAMIE ENERGY, LLC	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 29: SW/4SE/4, SE/4SE/4 SECTION 32: W/2NE/4, NE/4NW/4

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11094.02	10/19/2004	10/18/2009	Book 1660 Page 386 Entry 668116	THE RICHEY TRUST, HARELL ORRELL RICHEY, TRUSTEE AND JERRY W. SMITH	LARAMIE ENERGY, LLC	<u>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M.</u> SECTION 29: SW/4SE/4
11095.01	11/1/2004	10/31/2009	Book 1660 Page 382 Entry 668114	JENNIE KRUMML, DEALING IN HER SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M.</u> SECTION 33: SE/4SE/4, W/2SE/4 SECTION 34: SW/4SE/4, S/2SW/4
11095.02	12/2/2004	12/1/2009	Book 1660 Page 378 Entry 668112	RICHARD EBERLE AND BEVERLY ANN EBERLE, SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M.</u> SECTION 3: LOTS 2-4, S/2NW/4, SW/4NE/4, SW/4
11095.03	11/1/2004	10/31/2009	Book 1660 Page 376 Entry 668111	WILLIAM CUMMINGS & MARY CUMMINGS, HUSBAND & WIFE	LARAMIE ENERGY, LLC	<u>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M.</u> SECTION 33: SE/4SE/4, W/2SE/4 SECTION 34: SW/4SE/4, S/2SW/4
11095.04	10/29/2004	10/28/2009	Book 1660 Page 384 Entry 668115	ANGELINA NEWELL, DEALING IN HER SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M.</u> SECTION 3: LOTS 2-4, S/2NW/4, SW/4NE/4, SW/4
11095.05	10/29/2004	10/28/2009	Book 1660 Page 389 Entry 668117	FORREST B ROSS AND EDGAR BRUCE ROSS, DEALING IN THEIR SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M.</u> SECTION 33: SE/4SE/4, W/2SE/4 SECTION 34: SW/4SE/4, S/2SW/4

ORION lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
				Forrest B. Ross, etal, Cont'd.		<u>TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 3: LOTS 2-4, S/2NW/4, SW/4NE/4, SW/4</u>
11096.01	11/10/2004	11/9/2009	Book 1660 Page 881 Entry 668228	SONDRA LEE CRABTREE, AS HER SOLE AND SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 4: NW/4SW/4</u> <u>SECTION 5: NE/4SE/4, LOT 1 & 2</u>
11096.02	11/9/2004	11/8/2009	Book 1660 Page 879 Entry 668227	BOBBY GENE ARTAZ, AKA BOBBIE GENE ARTAZ, AS HIS SOLE AND SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 4: NW/4SW/4</u> <u>SECTION 5: NE/4SE/4, LOT 1 & 2</u>
11096.03	10/29/2004	10/28/2009	Book 1660 Page 374 Entry 668110	CHERYL ANN BELVEU, AS HER SOLE AND SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 4: NW/4SW/4</u> <u>SECTION 5: NE/4SE/4, LOT 1 & 2</u>
11096.04	10/30/2004	10/29/2009	Book 1660 Page 877 Entry 668226	DANNY JOE ARTAZ, AS HIS SOLE AND SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 4: NW/4SW/4</u> <u>SECTION 5: NE/4SE/4, LOT 1 & 2</u>
11096.05	10/29/2004	10/28/2009	Book 1660 Page 875 Entry 668225	BONNIE LYNN WAYNICK, AS HER SOLE AND SEPARATE PROPERTY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 4: NW/4SW/4</u> <u>SECTION 5: NE/4SE/4, LOT 1 & 2</u>
11097.00	10/10/2004	10/9/2009	Book 1660 Page 380 Entry 668113	RODNEY W JOHNSON & CAROLE J JOHNSON, HUSBAND & WIFE	LARAMIE ENERGY, LLC	<u>TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 32: METES & BOUNDS TRACT AS FURTHER DESCRIBED IN THE LEASE CONTAINING 35.0010 ACRES, MORE OR LESS</u>
11098.01	10/10/2005	10/9/2009	Book 1758 Page 267 Entry 688993	PARK HILL RESOURCES, LLC, A COLORADO LIMITED LIABILITY COMPANY	LARAMIE ENERGY, LLC	<u>TOWNSHIP 7 SOUTH, RANGE 90 WEST, 6TH P.M.</u> <u>SECTION 31: NE/4SE/4, S/2NE/4</u> <u>SECTION 32: NW/4NE/4, N/2NW/4, SW/4NW/4, NW/4SW/4</u>

EXHIBIT "A"
 ATTACHED TO AND MADE A PART OF THE
 ASSIGNMENT, BILL OF SALE AND CONVEYANCE OF ASSETS
 DATED SEPTEMBER 22, 2009, AND EFFECTIVE AS OF APRIL 1, 2009,
 BETWEEN ORION ENERGY PARTNERS L.P., AS SELLER
 AND WILLIAMS PRODUCTION RMT COMPANY, AS BUYER.

KOKOPELLI PROSPECT

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
10901.00	4/1/1990	3/31/1995	Book 776 Page 908 Entry 411613	USA COC-51146	JAMES C JODA	TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH PM SECTION 7: SE/4SW/4, SW/4SE/4 SECTION 8: NE/4SW/4, NW/4SE/4 SECTION 16: SE/4NW/4, SW/4SW/4, S/2SE/4 SECTION 17: E/2E/2, NW/4NE/4, NE/4NW/4, W/2W/2 SECTION 18: LOT 4, E/2, SE/4NW/4, E/2SW/4 GARFIELD COUNTY, COLORADO LIMITED IN DEPTH FROM THE SURFACE OF THE EARTH TO THE BASE OF THE CORCORAN FORMATION OF THE MESAVERDE GROUP
10902.00	1/17/1990	1/16/1993	Book 775 Page 629 Entry 411135	RICHARD C. JOLLEY & MARY LOUISE JOLLEY, BRETT L. JOLLEY, AND KENT S. JOLLEY AND ANNE E. JOLLEY	KINNEY OIL COMPANY	TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH PM SECTION 7: SE/4SE/4 SECTION 8: E/2E/2, W/2SW/4, SE/4SW/4, SW/4SE/4 SECTION 9: W/2W/2, SE/4SW/4 SECTION 16: N/2NW/4, SW/4NW/4, N/2SW/4, SE/4SW/4 SECTION 17: SW/4NE/4, SE/4NW/4, E/2SW/4, W/2SE/4 GARFIELD COUNTY, COLORADO LIMITED IN DEPTH FROM THE SURFACE OF THE EARTH TO THE BASE OF THE CORCORAN FORMATION OF THE MESAVERDE GROUP
10900.00	11/10/2006	5/9/2008	Book 1863 Page 729 Entry 711170	KENT S. JOLLEY AND BRETT L. JOLLEY	ORION ENERGY PARTNERS LP	TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH PM SECTION 21: SW/4NE/4, SE/4NW/4, NE/4SW/4, NW/4SE/4, E/2SE/4 SECTION 27: NW/4NW/4 SECTION 28: NE/4NE/4 GARFIELD COUNTY, COLORADO

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
10903.01	11/30/2007	11/29/2008	Entry 742681 HBP	GENE R. HILTON AND MARY J. HILTON, HUSBAND AND WIFE	ORION ENERGY PARTNERS LP	<p><u>TRACT I</u></p> <p><u>Township 6 South, Range 91 West, 6th P.M.</u> Section 12: S/2SE/4 Section 13: E/2SW/4, W/2E/2 Section 24: SW/4 Section 25: N/2SE/4, NE/4SW/4, SE/4NW/4, N/2NW/4, SW/4SE/4, SE/4SW/4, that part of the NW/4SW/4 lying North and East of the County Road containing 4 acres, as described in book 178, page 352, and that part of the SW/4NW/4 more particularly described in book 64, page 421, containing 20 acres, more or less. Section 36: NW/4NE/4, NE/4NW/4</p> <p><u>Township 7 South, Range 91 West, 6th P.M.</u> Section 1: SW/4SE/4 Section 12: SW/4NE/4, NW/4NE/4</p> <p><u>TRACT II</u></p> <p><u>Township 6 South, Range 91 West, 6th P.M.</u> Section 15: SW/4SW/4 Section 22: NW/4NW/4, E/2NW/4, NE/4SW/4, NE/4, and 17.42 acres in NE/4SE/4 (reference KKBNA Map) Section 23: S/2NW/4, S/2 Section 25: SW/4NW/4, except 20 acres, NW/4SW/4, except 4 acres Section 26: NE/4 Section 27: W/2E/2</p> <p><u>TRACT III</u></p> <p><u>Township 6 South, Range 91 West, 6th P.M.</u> Section 16: NE/4, N/2SE/4 Section 9: W/2SE/4, SW/4NE/4, NE/4SW/4, E/2NW/4 Section 9 & 4: All that part of the following described lands lying South of the County Road running Westerly down the South side of the Colorado River and West of the County Road running southerly up the West side of Garfield Creek; Section 9: NW/4NE/4 Section 4: SW/4SE/4, SE/4SW/4, and Lot 12. Section 9: That part of NW/4NE/4 lying Easterly of the county road running North and South up Garfield Creek, containing 22 acres,</p>

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
10903.02	5/31/2007	5/30/2011	Book 1940 Page 0101 Entry 726018	U. S. AGBANK, FCB FKA FARM CREDIT BANK OF WICHITA	Gene R. Hilton, etux Cont'd.	<p>more or less.</p> <p>Section 4: Also beginning at the SE corner of the SW/4SE/4 of Section 4, thence running westerly along the south line of said quarter section 725 feet to a point where the Garfield Creek County road crosses said south line of said quarter section, thence North 12 degrees 46 mi minutes West 725 feet to a point on the County road on the south side of the Colorado River; thence North 73 degrees 42 minutes East 170 feet to a point where said Garfield Creek crosses said County road, thence North 47 degrees 39 minutes East 225 feet to a point along said County road, thence North 83 degrees 13 minutes East 695 feet to a point on the East line of the SW/4SE/4 of said section 4, thence south along said boundary line 1152 feet to the place of beginning, containing 19.1 acres, more or less.</p> <p>Township 6 South, Range 91 West, 6th P.M. Sections 4 & 5: All that part of Lots 8 & 12 of Section 4 and that part of Lot 10 of Section 5 lying South of the Centerline of the Colorado River and North of the Centerline of County Road 335; and that Part of Section 5, Lot 10 described in Parcel B, Book 1316, Page 981. Section 4: All that part of Lot 9 and the SE/4SW/4 of Section 4, lying South of the Centerline of the Colorado River and North of the Centerline of the County Road 335</p> <p>Garfield County, Colorado</p>
				ORION ENERGY PARTNERS LP		<p>TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. Section 16: NE/4, N/2SE/4 Section 9: W/2SE/4, SW/4NE/4, NE/4SW/4, E/2NW/4 Section 9 & 4: All that part of the following described lands lying South of the County Road running Westerly down the South side of the Colorado River and West of the County Road running southerly up the West side of Garfield Creek: County Road running southerly up the West side of Garfield Creek: Section 9: NW/4NE/4 Section 4: SW/4SE/4, SE/4SW/4, and Lot 12. Garfield County, Colorado</p>

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
10904.00	12/21/2007	12/20/2012	Entry 743897	YEAKEL MINERAL RIGHTS COMPANY, LIMITED PARTNERSHIP	ORION ENERGY PARTNERS LP	TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. SECTION 22: SE/4, LESS 2.30 ACRES AS DESCRIBED IN BOOK 569, PAGE 735, AND LESS 16.13 ACRES AS DESCRIBED IN BOOK 105, PAGE 53. SECTION 26: NW/4 SECTION 27: E/2NE/4 GARFIELD COUNTY, COLORADO
11020.01	12/10/2008	12/9/2013	Entry 760678	WINTON A. WINTER AND NANCY M. WINTER	ORION ENERGY PARTNERS LP	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 18: LOTS 1, 2, 3, NE/4SW/4, NW/4SE/4 SECTION 19: LOTS 2, 4, E/2NW/4 SECTION 29: W/2NW/4, N/2SW/4 SECTION 30: LOTS 1, 2, 3, NE/4, E/2NW/4, NE/4SW/4, N/2SE/4 TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. SECTION 13: NE/4NE/4, NE/4SE/4 SECTION 24: S/2SE/4, SE/4NE/4 SECTION 25: NE/4 GARFIELD COUNTY, COLORADO FROM THE SURFACE OF THE EARTH TO THE STRATIGRAPHIC EQUIVALENT OF THE BASE OF THE CORCORAN MEMBER OF THE ILES FORMATION OF THE MESAVERDE GROUP.
11020.02	12/8/2008	12/7/2013	Entry 760679	THE SHIPMAN WINTER TRUST UNDER TRUST AGREEMENT DATED JUNE 9, 1983	ORION ENERGY PARTNERS LP	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 18: LOTS 1, 2, 3, NE/4SW/4, NW/4SE/4 SECTION 19: LOTS 2, 4, E/2NW/4 SECTION 29: W/2NW/4, N/2SW/4 SECTION 30: LOTS 1, 2, 3, NE/4, E/2NW/4, NE/4SW/4, N/2SE/4 TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. SECTION 13: NE/4NE/4, NE/4SE/4 SECTION 24: S/2SE/4, SE/4NE/4 SECTION 25: NE/4 GARFIELD COUNTY, COLORADO FROM THE SURFACE OF THE EARTH TO THE STRATIGRAPHIC EQUIVALENT OF THE BASE OF THE CORCORAN MEMBER OF THE ILES FORMATION OF THE MESAVERDE GROUP.

ORION Lease No.	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11020.03	Lease Date: 12/1/2008 Exp Date: 11/30/2013 Entry: 760677	THE VIRGINIA W. ANDERSON REVOCABLE TRUST DATED SEPTEMBER 13, 1991	ORION ENERGY PARTNERS LP	TOWNSHIP 6 SOUTH, RANGE 90 WEST, 6TH P.M. SECTION 18: LOTS 1, 2, 3, NE/4SW/4, NW/4SE/4 SECTION 19: LOTS 2, 4, E/2NW/4 SECTION 29: W/2NW/4, N/2SW/4 SECTION 30: LOTS 1, 2, 3, NE/4, E/2NW/4, NE/4SW/4, N/2SE/4 TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. SECTION 13: NE/4NE/4, NE/4SE/4 SECTION 24: S/2SE/4, SE/4NE/4 SECTION 25: NE/4 GARFIELD COUNTY, COLORADO FROM THE SURFACE OF THE EARTH TO THE STRATIGRAPHIC EQUIVALENT OF THE BASE OF THE CORCORAN MEMBER OF THE ILES FORMATION OF THE MESAVEDE GROUP.
11023.00	Lease Date: 9/1/2009 Exp Date: 8/31/2019	USA COC-73255	BASELINE MINERALS, INC.	TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. SECTION 7: LOTS 11, 12, S/2NE/4, NW/4SE/4 SECTION 8: LOT 4, SW/4NE/4, S/2NW/4 SECTION 12: SE/4NE/4, NE/4NW/4 SECTION 13: SE/4NE/4 GARFIELD COUNTY, COLORADO
11022.01	Lease Date: 11/13/2008 Exp Date: 11/12/2011 Entry: 762798	WILLIAM RICHARD GREEN, aka WILLIAM R. GREEN, aka DICK GREEN, A MARRIED MAN DEALING IN HIS SOLE AND SEPARATE PROPERTY	ORION ENERGY PARTNERS LP	TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. SECTION 5: All that part of NW/4SE/4 lying South of the right of way of Interstate I-70; the West 500 feet of Lot 9, except the North 20 feet thereof, the W/2 of Lot 8; and the E/2 of the East 1300 feet of Lot 8, said Lot 8 being considered to be 1320 feet in extent East and West. County Parcel No. 218105400274 AND Lots 3 (43.03), 4(42.07), that part of SW/4NW/4 lying North of the Garfield County Road No. 214 Except therefrom land described in Deed Bk. 262, Page 393 as Reception No. 178141, Deed in Bk. 682, Page 571 as Reception No. 368335, Deed in Bk. 955, Page 22 as Reception No. 483945, and Rule and Order in Bk. 443, Page 465 as Reception No. 258008. County Parcel No. 218105200276 GARFIELD COUNTY, COLORADO

ORION Lease No.	Lease Date	Exp Date	RECORDING INFORMATION	LESSOR	LESSEE	LEGAL DESCRIPTION
11022-02	10/30/2008	10/29/2011	Entry 762116	VERN GARLAND GREEN, aka LORA A. GREEN, aka LORALFF GREEN, aka LORALEE A. GREEN, HUSBAND AND WIFE	ORION ENERGY PARTNERS LP	<p><u>TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M.</u> SECTION 5: All that part of NW/4SE/4 lying South of the right of way of Interstate I-70, the West 500 feet of Lot 9, except the North 20 feet thereof, the W/2 of Lot 8; and the E/2 of the East 1300 feet of Lot 8, said Lot 8 being considered to be 1320 feet in extent East and West. County Parcel No. 218105400274 AND Lots 3 (43.03), 4(42.07), that part of SW/4NW/4 lying North of the Garfield County Road No. 214 Except therefrom land described in Deed Bk. 262, Page 393 as Reception No. 178141, Deed in Bk. 682, Page 571 as Reception No. 368335, Deed in Bk. 955, Page 22 as Reception No. 483945, and Rule and Order in Bk. 443, Page 465 as Reception No. 258008. County Parcel No. 218105200276 GARFIELD COUNTY, COLORADO</p>
11021-01	12/11/2008	12/10/2011	Entry 765448	MARK H. IRWIN AND MAUREEN A. IRWIN, TRUSTEES OF THE IRWIN FAMILY TRUST, DATED December 5, 1991	ORION ENERGY PARTNERS LP	<p><u>TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M.</u> SECTION 6: A TRACT OF LAND SITUATED IN THE W/2 OF SEC. 6, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE WESTERLY R/W OF COUNTY ROAD 262 WHENCE THE NW CORNER OF SAID SECTION 6 BEARS N 39 DEGREES 50' 19" W 4005.27 FEET; THENCE ALONG SAID R/W 00 DEGREES 27' 29" E A DISTANCE OF 1468.74 FEET TO THE NORTHERLY R/W OF STATE HWY NO. 6; THENCE ALONG SAID NORTHERLY R/W S 77 DEGREES 21' 29" W A DISTANCE OF 318.36 FEET; THENCE ALONG THE ARC OF A CURVE TO THE RIGHT WITH AN ARC LENGTH OF 231.60 FEET; AND A RADIUS OF 5770.00 FEET, AND A CHORD BEARING OF S 78 DEGREES 30' 29" W WITH A CHORD LENGTH OF 231.59 FEET; THENCE S 78 DEGREES 30' 29" W A DISTANCE OF 231.59 FEET; THENCE S 75 DEGREES 03' 30" W A DISTANCE OF 391.30 FEET; THENCE ALONG THE ARC OF A CURVE WITH AN ARC LENGTH OF 98.82 FEET, AND A RADIUS OF 5690.00 FEET, AND A CHORD BEARING OF 73 DEGREES 26' 26" W, WITH A CHORD LENGTH OF 98.82 FEET; THENCE N 00 DEGREES 29' 22" W A DISTANCE OF 1952.18 FEET TO THE CENTER LINE OF THE WARE AND HINDS DITCH; THENCE ALONG SAID CENTERLINE S 47 DEGREES 02' 35" E A DISTANCE OF 284.57 FEET; THENCE S 05 DEGREES 30' 51" E A DISTANCE OF 126.36 FEET; THENCE S 45 DEGREES 10' 24" E A DISTANCE OF 53.88 FEET; THENCE S 74 DEGREES 49' 45" E A DISTANCE OF 57.41 FEET; THENCE N 76 DEGREES 16' 18" E A DISTANCE OF 51.74 FEET; THENCE N 41 DEGREES 36' 34" E A DISTANCE OF 75.36 FEET; THENCE S 48 DEGREES 48' 42" E A DISTANCE OF 72.74 FEET; THENCE N 87 DEGREES 48' 14" E A DISTANCE OF 120.88 FEET; THENCE S 87 DEGREES 43' 10" E A DISTANCE</p>

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OF 185.83 FEET; THENCE N 76 DEGREES 56' 13" E A DISTANCE OF 134.52 FEET; THENCE N 51 DEGREES 43' 16" E A DISTANCE OF 138.49 FEET TO THE POINT OF BEGINNING. COUNTY ASSESSOR PARCEL #218106300219.

AND

A TRACT OF LAND SITUATED IN SEC. 6, LYING SOUTHERLY OF THE WARE AND HINDS DITCH, WESTERLY OF THE R/W FENCE OF THE COUNTY ROAD AS CONSTRUCTED AND IN USE EASTERLY OF THE WESTERLY LINE OF SAID SEC. 6 AS FENCED, AND NORTHERLY OF THE NORTHERLY R/W LINE OF US HWY NO. 6 AS FENCED, SAID TRACT MORE COMPLETELY DESCRIBED AS: BEGINNING AT A POINT ON THE WESTERLY LINE OF SAID SEC. 6 AS FENCED (AT ITS INTERSECTION WITH THE CENTERLINE OF THE WARE AND HINDS DITCH), WHENCE THE NW CORNER OF SAID SEC. 6 BEARS N 00 DEGREES 16' 07" W 2395.98 FEET; THENCE ALONG THE CENTERLINE OF SAID DITCH ON THE FOLLOWING COURSES; S 57 DEGREES 13' 19" E 107.43 FEET; THENCE S 82 DEGREES 41' 11" E 23.07 FEET; THENCE N 82 DEGREES 03' 35" E 51.30 FEET; THENCE S 83 DEGREES 14' 59" E 46.99 FEET; THENCE S 64 DEGREES 33' 46" E 34.42 FEET; THENCE S 48 DEGREES 23' 34" E 91.06 FEET; THENCE S 39 DEGREES 39' 12" E 76.99 FEET; THENCE S 30 DEGREES 21' 15" E 66.44 FEET; THENCE S 40 DEGREES 58' 35" E 59.43 FEET; THENCE S 56 DEGREES 18' 18" E 38.34 FEET; THENCE S 72 DEGREES 19' 32" E 98.02 FEET; THENCE N 84 DEGREES 03' 48" E 178.88 FEET; THENCE S 85 DEGREES 15' 29" E 105.88 FEET; THENCE N 86 DEGREES 50' 46" E 70.40 FEET; THENCE N 65 DEGREES 20' 22" E 106.51 FEET; THENCE N 64 DEGREES 01' 04" E 147.51 FEET; THENCE N 81 DEGREES 50' 53" E 71.34 FEET; THENCE S 82 DEGREES 33' 30" E 77.56 FEET; THENCE S 72 DEGREES 24' 27" E 105.42 FEET; THENCE S 57 DEGREES 46' 20" E 31.13 FEET; THENCE S 41 DEGREES 50' 16" E 169.04 FEET; THENCE S 48 DEGREES 17' 09" E 132.27 FEET; THENCE S 50 DEGREES 58' 37" E 65.75 FEET; THENCE S 57 DEGREES 02' 43" E 175.44 FEET; THENCE S 44 DEGREES 46' 12" E 91.02 FEET; THENCE S 48 DEGREES 48' 42" E 36.46 FEET; THENCE DEPARTING SAID DITCH CENTERLINE S 41 DEGREES 36' 34" W 74.74 FEET; THENCE S 76 DEGREES 16' 18" W 51.74 FEET; THENCE N 74 DEGREES 49' 45" W 57.41 FEET; THENCE N 45 DEGREES 10' 24" W 53.88 FEET; THENCE N 05 DEGREES 30' 51" W 126.36 FEET; THENCE N 47 DEGREES 02' 35" W 284.57 FEET; THENCE S 00 DEGREES 29' 22" E 1952.18 FEET TO A POINT ON THE NORTHERLY R/W OF SAID US HWY NO. 6; THENCE ALONG SAID NORTHERLY R/W LINE OF THE FOLLOWING COURSES; 129.10 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF 01 DEGREES 18' 00" AND A RADIUS OF 5690.00 THE CHORD OF WHICH BEARS S 73 DEGREES 24' 30" W 129.10 FEET; THENCE S 77 DEGREES 21' 30" W 1448.10 FEET TO A POINT ON SAID WESTERLY LINE OF SAID

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SEC. 6; THENCE N 00 DEGREES 23' 29" W 2745.38 FEET ALONG SAID WESTERLY LINE TO THE POINT OF BEGINNING. COUNTY ASSESSOR PARCEL #2181106300220.

AND
 A TRACT OF LAND SITUATED IN LOT 5 AND SE/4NW/4 LYING SOUTH OF GARFIELD COUNTY ROAD 214, NORTH OF THE CENTERLINE OF THE WARE AND HINDS DITCH AND EAST OF THE WESTERLY LINE OF SEC. 6, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE SOUTHERLY R/W FENCE OF A COUNTY ROAD AND THE WESTERLY FENCE LINE OF SEC. 6 FROM WHICH THE NW CORNER OF SAID SEC. 6 BEARS N 00 DEGREES 23' 45" W, 2255.89 FEET; THENCE S 00 DEGREES 14' 38" E, 140.16 FEET ALONG THE WESTERLY FENCE LINE OF SAID SEC. 6 TO A POINT ON THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 57 DEGREES 05' 50" E, 107.45 FEET ALONG THE CENTERLINE OF SAID WARE AND HINDS DITCH; THENCE S 82 DEGREES 33' 25" E, 23.07 FEET ALONG THE CENTERLINE OF SAID WARE AND HINDS DITCH; THENCE N 82 DEGREES 11' 27" E, 51.30 FEET ALONG THE CENTERLINE OF SAID WARE AND HINDS DITCH; THENCE S 83 DEGREES 07' 08" E, 46.99 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 64 DEGREES 25' 47" E, 34.42 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 48 DEGREES 15' 41" E, 91.06 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 39 DEGREES 30' 28" E, 76.97 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 30 DEGREES 34' 04" E, 64.45 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 40 DEGREES 50' 38" E, 59.43 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 56 DEGREES 10' 10" E, 38.33 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 72 DEGREES 11' 44" E, 98.01 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 84 DEGREES 11' 41" E, 178.89 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 85 DEGREES 07' 39" E, 105.88 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 86 DEGREES 58' 38" E, 70.39 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 65 DEGREES 28' 15" E, 106.51 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 64 DEGREES 08' 55" E, 147.52 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 81 DEGREES 58' 45" E, 71.34 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 82 DEGREES 25' 33" E, 77.54 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 72 DEGREES 17' 07" E, 105.42 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 07 DEGREES 21' 57" E, 461.31 FEET LEAVING SAID WARE AND HINDS DITCH ALONG A BOUNDARY FENCE TO A POINT ON THE SOUTHERLY RIGHT OF WAY FENCE AND SAID GARFIELD COUNTY ROAD; THENCE N 87

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DEGREES 59' 01" W, 294.83 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE N 73 DEGREES 40' 56" W, 189.34 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE N 89 DEGREES 01' 05" W, 286.18 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE S 77 DEGREES 12' 46" W, 132.76 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE S 79 DEGREES 53' 43" W, 563.17 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; TO THE POINT OF BEGINNING. COUNTY ASSESSOR PARCEL #218106200050.

AND

A TRACT OF LAND SITUATED IN LOT 5 OF SEC. 6 LYING SOUTH OF THE NORTH LINE OF SAID LOT 5 A FENCED, EASTERLY PARCEL NO. 1 AS DESCRIBED IN BOOK 369, PAGE 462 OF THE GARFIELD COUNTY RECORDS, AND NORTHERLY OF THE NORTH RIGHT OF WAY FENCE OF THE COUNTY ROAD AS CONSTRUCTED AND IN USE, MORE COMPLETELY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE NORTH LINE OF SAID LOT 5 AS FENCED, WHENCE THE NW CORNER OF SAID SEC. 6 BEARS N 07 DEGREES 56' 20" W, 1469.86 FEET; THENCE S 88 DEGREES 58' 16" E, 220.00 FEET ALONG THE NORTH LINE OF SAID LOT 5 AS FENCED TO A POINT WHENCE THE NW CORNER OF SAID SEC. 6 BEARS N 16 DEGREES 09' 35" W, 1519.77 FEET; THENCE SOUTH 144.18 FEET; THENCE S 32 DEGREES 14' 29" E, 241.82 FEET; THENCE S 18 DEGREES 54' 52" E, 291.82 FEET TO A POINT IN THE COUNTY ROAD RIGHT OF WAY FENCE; THENCE S 79 DEGREES 16' 00" W, 431.41 FEET ALONG SAID COUNTY ROAD RIGHT OF WAY FENCE; THENCE NORTH 712.51 FEET ALONG A FENCE LINE TO A POINT ON THE NORTH LINE OF SAID LOT 5 AS FENCED, THE POINT OF BEGINNING, AS DESCRIBED IN WARRANTY DEED IN BOOK 441, PAGE 94, DATED 2-22-73 OF THE GARFIELD COUNTY RECORDS.

AND

A TRACT OF LAND SITUATED IN THE SE/4NW/4 AND NE/4SW/4 OF SEC. 6, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE SOUTHERLY R/W FENCE OF A COUNTY ROAD WHENCE THE NW CORNER OF SAID SEC. 6 BEARS N 33 DEGREES 35' 41" W 2632.47 FEET; THENCE ALONG SAID R/W FENCE THE FOLLOWING COURSES; S 88 DEGREES 01' 13" E 548.55 FEET; THENCE S 86 DEGREES 32' 34" E 265.09 FEET; THENCE S 68 DEGREES 53' 42" E 85.61 FEET; THENCE S 28 DEGREES 45' 57" E 442.94 FEET; THENCE S 00 DEGREES 27' 29" E 428.64 FEET TO THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE ALONG SAID DITCH CENTERLINE THE FOLLOWING COURSES; S 51 DEGREES 43' 16" W 138.49 FEET; THENCE S 76 DEGREES 56' 13" W 134.52 FEET; THENCE N 87 DEGREES 43' 10" W 185.83 FEET; THENCE S 87 DEGREES 48' 14" W 120.88 FEET; THENCE N 48 DEGREES 48' 42" W

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11021.02	11/4/2008	11/3/2011	Entry 772964	JAMES R. BECKER, aka JIM BECKER, A SINGLE MAN	ORION ENERGY PARTNERS LP	<p>111.11 FEET; THENCE N 44 DEGREES 46' 12" W 91.02 FEET; THENCE N 57 DEGREES 02' 43" W 175.44 FEET; THENCE N 50 DEGREES 58' 37" W 65.75 FEET; THENCE N 48 DEGREES 17' 09" W 182.27 FEET; THENCE N 41 DEGREES 50' 16" W 169.04 FEET; THENCE N 57 DEGREES 46' 20" W 31.13 FEET; THENCE LEAVING SAID DITCH CENTERLINE ON A COURSE BEARING N 07 DEGREES 14' 07" E 461.33 FEET TO THE POINT OF BEGINNING. COUNTY ASSESSOR PARCEL #218106300135. CONTAINING 158.99 ACRES, MORE OR LESS.</p> <p>TOWNSHIP 6 SOUTH, RANGE 91 WEST, 6TH P.M. A TRACT OF LAND SITUATED IN LOT 5 AND SE/ANW/4 LYING SOUTH OF GARFIELD COUNTY ROAD 214, NORTH OF THE CENTERLINE OF THE WARE AND HINDS DITCH AND EAST OF THE WESTERLY LINE OF SEC. 6, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE SOUTHERLY R/W FENCE OF A COUNTY ROAD AND THE WESTERLY FENCE LINE OF SEC. 6 FROM WHICH THE NW CORNER OF SAID SEC. 6 BEARS N 00 DEGREES 23' 45" W, 2255.89 FEET; THENCE S 00 DEGREES 14' 38" E, 140.16 FEET ALONG THE WESTERLY FENCE LINE OF SAID SEC. 6 TO A POINT ON THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 57 DEGREES 05' 50" E, 107.45 FEET ALONG THE CENTERLINE OF SAID WARE AND HINDS DITCH; THENCE S 82 DEGREES 33' 25" E, 23.07 FEET ALONG THE CENTERLINE OF SAID WARE AND HINDS DITCH; THENCE N 82 DEGREES 11' 27" E, 51.30 FEET ALONG THE CENTERLINE OF SAID WARE AND HINDS DITCH; THENCE S 83 DEGREES 07' 08" E, 46.99 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 64 DEGREES 25' 47" E, 34.42 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 48 DEGREES 15' 41" E, 91.06 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 39 DEGREES 30' 28" E, 76.97 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 30 DEGREES 34' 04" E, 64.45 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 40 DEGREES 50' 38" E, 59.43 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 56 DEGREES 10' 10" E, 38.33 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 72 DEGREES 11' 44" E, 98.01 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 84 DEGREES 11' 41" E, 178.89 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 85 DEGREES 07' 39" E, 105.88 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 86 DEGREES 58' 38" E, 70.39 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 65 DEGREES 28' 15" E, 106.51 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 64 DEGREES 08' 55" E, 147.52 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 81 DEGREES 58' 45" E,</p>

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James R. Becker, Cont'd.

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71.34 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 82 DEGREES 25' 33" E, 77.54 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE S 72 DEGREES 17' 07" E, 105.42 FEET ALONG THE CENTERLINE OF THE WARE AND HINDS DITCH; THENCE N 07 DEGREES 21' 57" E, 461.31 FEET LEAVING SAID WARE AND HINDS DITCH ALONG A BOUNDARY FENCE TO A POINT ON THE SOUTHERLY RIGHT OF WAY FENCE AND SAID GARFIELD COUNTY ROAD; THENCE N 87 DEGREES 59' 01" W, 294.83 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE N 73 DEGREES 40' 56" W, 189.34 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE N 89 DEGREES 01' 05" W, 286.18 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE S 77 DEGREES 12' 46" W, 132.76 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; THENCE S 79 DEGREES 53' 43" W, 563.17 FEET ALONG SAID SOUTHERLY RIGHT OF WAY FENCE OF SAID COUNTY ROAD; TO THE POINT OF BEGINNING. COUNTY ASSESSOR PARCEL #218106200050.

AND

A TRACT OF LAND SITUATED IN LOT 5 OF SEC. 6 LYING SOUTH OF THE NORTH LINE OF SAID LOT 5 A FENCED, EASTERLY PARCEL NO. 1 AS DESCRIBED IN BOOK 369, PAGE 462 OF THE GARFIELD COUNTY RECORDS, AND NORTHERLY OF THE NORTH RIGHT OF WAY FENCE OF THE COUNTY ROAD AS CONSTRUCTED AND IN USE, MORE COMPLETELY DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE NORTH LINE OF SAID LOT 5 AS FENCED, WHENCE THE NW CORNER OF SAID SEC. 6 BEARS N 07 DEGREES 56' 20" W, 1469.86 FEET; THENCE S 88 DEGREES 58' 16" E, 220.00 FEET ALONG THE NORTH LINE OF SAID LOT 5 AS FENCED TO A POINT WHENCE THE NW CORNER OF SAID SEC. 6 BEARS N 16 DEGREES 09' 35" W, 1519.77 FEET; THENCE SOUTH 144.18 FEET; THENCE S 32 DEGREES 14' 29" E, 241.82 FEET; THENCE S 18 DEGREES 54' 52" E, 291.82 FEET TO A POINT IN THE COUNTY ROAD RIGHT OF WAY FENCE; THENCE S 79 DEGREES 16' 00" W, 431.41 FEET ALONG SAID COUNTY ROAD RIGHT OF WAY FENCE; THENCE NORTH 712.51 FEET ALONG A FENCE LINE TO A POINT ON THE NORTH LINE OF SAID LOT 5 AS FENCED, THE POINT OF BEGINNING, AS DESCRIBED IN WARRANTY DEED IN BOOK 441, PAGE 94, DATED 2-22-73 OF THE GARFIELD COUNTY RECORDS. COUNTY ASSESSOR PARCEL #218106200051. CONTAINING 20.23 ACRES, MORE OR LESS.

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					NORTH LOGAN WASH PROSPECT	
11060.01	9/4/2008	9/3/2013	Entry 764207	SAVAGE LIMITED PARTNERSHIP I	ORION ENERGY PARTNERS LP	T7S, R97W, 6TH P.M. SEC. 8: TWO PARCELS OF LAND LYING WITH TRACT 39 (NE/4NW/4) AS FOLLOWS: PARCEL A: BEGINNING AT THE NORTH QUARTER CORNER OF SEC. 8: THENCE WEST 660 FEET TO A POINT; THENCE SOUTH 920 FEET TO A POINT; THENCE SOUTH 40 DEGREES 43' EAST 26.94 FEET TO A POINT; THENCE SOUTH 42 DEGREES 09' EAST 99.93 FEET TO A POINT; THENCE SOUTH 18 DEGREES 21' EAST 137.1 FEET TO A POINT; THENCE SOUTH 3 DEGREES 43' EAST 83.31 FEET TO A POINT; THENCE SOUTH 22 DEGREES 43' WEST 63.19 FEET TO A POINT; THENCE SOUTH 12 DEGREES 53' WEST 36.98 FEET TO A POINT; THENCE EAST 559.0 FEET TO A POINT; THENCE NORTH 1,320 FEET TO THE POINT OF BEGINNING. (CONTAINING APPROXIMATELY 19.10 ACRES) PARCEL B: BEGINNING AT THE NORTHWEST CORNER OF THE NE/4NW/4 OF SEC. 8: THENCE SOUTH 442.9 FEET TO A POINT; THENCE NORTH 67 DEGREES 32' EAST 89.33 FEET TO A POINT; THENCE NORTH 18 DEGREES 26' EAST 418.4 FEET TO A POINT; THENCE WEST 179.75 FEET TO THE POB. (Containing Approx. 1.26 acres)

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11060.02	11/8/2006	11/7/2011	Entry 752938	THE GEORGE M ANDERSON REVOCABLE TRUST	OXY USA WTP LP	<p><u>17S, R97W, 6TH P.M.</u> SEC. 8: TWO PARCELS OF LAND LYING WITH TRACT 39 (NE/4NW/4) AS FOLLOWS: PARCEL A: BEGINNING AT THE NORTH QUARTER CORNER OF SEC. 8: THENCE WEST 660 FEET TO A POINT; THENCE SOUTH 920 FEET TO A POINT; THENCE SOUTH 40 DEGREES 43' EAST 26.94 FEET TO A POINT; THENCE SOUTH 42 DEGREES 09' EAST 99.93 FEET TO A POINT; THENCE SOUTH 18 DEGREES 21' EAST 137.1 FEET TO A POINT; THENCE SOUTH 3 DEGREES 43' EAST 83.31 FEET TO A POINT; THENCE SOUTH 22 DEGREES 43' WEST 63.19 FEET TO A POINT; THENCE SOUTH 12 DEGREES 53' WEST 36.98 FEET TO A POINT; THENCE EAST 559.0 FEET TO A POINT; THENCE NORTH 1,320 FEET TO THE POINT OF BEGINNING. (CONTAINING APPROXIMATELY 19.10 ACRES)</p> <p>PARCEL B: BEGINNING AT THE NORTHWEST CORNER OF THE NE/4NW/4 OF SEC. 8: THENCE SOUTH 442.9 FEET TO A POINT; THENCE NORTH 67 DEGREES 32' EAST 89.33 FEET TO A POINT; THENCE NORTH 18 DEGREES 26' EAST 418.4 FEET TO A POINT; THENCE WEST 179.75 FEET TO THE POB. (CONTAINING APPROXIMATELY 1.26 ACRES)</p>
11062.01	9/4/2008	9/3/2013	Entry 756853	JRMD, LLC AND SAVAGE LIMITED PARTNERSHIP I	ORION ENERGY PARTNERS LP	<p><u>17S, R97W, 6TH P.M.</u> RESURVEY TRACT 48 RESURVEY TRACT 49</p>

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11062.03	9/4/2008	9/3/2013	Entry 756852	DANIEL W STROOCK	ORION ENERGY PARTNERS LP	T7S, R97W, 6TH P.M. RESURVEY TRACT 48 RESURVEY TRACT 49
11062.02	9/4/2008	9/3/2013	Entry 760343	SUE VAN DE BOVENKAMP	ORION ENERGY PARTNERS LP	T7S, R97W, 6TH P.M. RESURVEY TRACT 48 RESURVEY TRACT 49
11060.05	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 647177 Book 1563 Page 912	ADELE RICKSTREW, A MARRIED WOMAN DEALING IN HER SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	INsofar AND ONLY INsofar AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.06	10/7/2003 Eff. 3/1/04	2/28/2009	Entry Book 1542 Page 113	THOMAS ETCHEVERRY, A MARRIED MAN DEALING IN HIS SOLE AND SEPARATE PROPERTY	CONTEX ENERGY COMPANY	INsofar AND ONLY INsofar AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION
11060.07	10/7/2003 Eff. 3/1/04	2/28/2009	Entry 646652 Book 1561 Page 324	AUGUST P ETCHEVERRY & RENNIA M ETCHEVERRY, HUSBAND & WIFE	CONTEX ENERGY COMPANY	INsofar AND ONLY INsofar AS IT PERTAINS TO THE FOLLOWING LAND: T7S, R97W, 6TH P.M. RESURVEY TRACTS 48 & 49, ALSO DESCRIBED AS: SEC. 17: E/2NW/4, N/2SW/4 SEC. 18: SE/4SE/4 SEC. 19: E/2NE/4, NE/4SE/4 LIMITED TO DEPTHS FROM THE SURFACE TO 100' BELOW THE BASE OF THE CORCORAN FORMATION

EXHIBIT "B"
ATTACHED TO AND MADE A PART OF THE
ASSIGNMENT, BILL OF SALE AND CONVEYANCE OF ASSETS
DATED SEPTEMBER 22, 2009, AND EFFECTIVE AS OF APRIL 1, 2009,
BETWEEN ORION ENERGY PARTNERS L.P., AS SELLER
AND WILLIAMS PRODUCTION RMT COMPANY, AS BUYER

WellName	Well Pad	APICode	Qtr1	Qtr2	Sec	Twshp	Rng	County
Hilton 36-21D	DOW 25-01 Pad	050451844900	NW	SW	25	06S	91W	Garfield, CO
Hilton 23-01	Hilton 23-01 Pad	050451611100	SE	SW	23	06S	91W	Garfield, CO
Jolley 01-08	Jolley 08-02 Pad	050450635500	SE	SW	08	06S	91W	Garfield, CO
Jolley 08-213D	Jolley 08-02 Pad	050451603200	SE	SW	08	06S	91W	Garfield, CO
Jolley 08-215D	Jolley 08-02 Pad	050451603300	SE	SW	08	06S	91W	Garfield, CO
Jolley 08-313D	Jolley 08-02 Pad	050451603500	SE	SW	08	06S	91W	Garfield, CO
Jolley 08-315D	Jolley 08-02 Pad	050451603400	SE	SW	08	06S	91W	Garfield, CO
Jolley 16-23D	Jolley 16-01 Pad	050451733800	SW	NW	16	06S	91W	Garfield, CO
Jolley 16-24D	Jolley 16-01 Pad	050451733900	SW	NW	16	06S	91W	Garfield, CO
Jolley 16-16D	Jolley 16-01 Pad	050451734400	SW	NW	16	06S	91W	Garfield, CO
Jolley 16-17D	Jolley 16-01 Pad	050451586400	SW	NW	16	06S	91W	Garfield, CO
Hilton 16-36D	Jolley 16-01 Pad	050451734000	SW	NW	16	06S	91W	Garfield, CO
Hilton 16-37D	Jolley 16-01 Pad	050451734100	SW	NW	16	06S	91W	Garfield, CO
Hilton 16-312D	Jolley 16-02 Pad	050451600500	SE	SW	16	06S	91W	Garfield, CO
Jolley 16-01	Jolley 16-02 Pad	050451457600	SE	SW	16	06S	91W	Garfield, CO
Jolley 16-04D	Jolley 16-02 Pad	050451457500	SE	SW	16	06S	91W	Garfield, CO
Jolley 16-12	Jolley 16-04 Pad	050450742200	NW	SW	16	06S	91W	Garfield, CO
Jolley 17-06	Jolley 17-02 Pad	050450742300	SE	NW	17	06S	91W	Garfield, CO
Jolley 17-25D	Jolley 17-02 Pad	050451726500	SE	NW	17	06S	91W	Garfield, CO
Jolley 17-26D	Jolley 17-02 Pad	050451726600	SE	NW	17	06S	91W	Garfield, CO
Kokopelli Fed 17-14D	Jolley 17-02 Pad	050451767500	SE	NW	17	06S	91W	Garfield, CO
Kokopelli Fed 17-16D	Jolley 17-02 Pad	050451767400	SE	NW	17	06S	91W	Garfield, CO
Kokopelli Fed 17-24D	Jolley 17-02 Pad	050451767600	SE	NW	17	06S	91W	Garfield, CO
Kokopelli Fed 17-15D	Jolley 17-02 Pad	050451767300	SE	NW	17	06S	91W	Garfield, CO
Jolley 17-06R	Jolley 17-02 Pad	050451785400	SE	NW	17	06S	91W	Garfield, CO
Jolley 17-01D	Jolley 17-03 Pad	050451327600	NE	SW	17	06S	91W	Garfield, CO
Jolley 17-02D	Jolley 17-03 Pad	050451371300	NE	SW	17	06S	91W	Garfield, CO
Jolley 17-03D	Jolley 17-03 Pad	050451371200	NE	SW	17	06S	91W	Garfield, CO
Jolley 17-04D	Jolley 17-03 Pad	050451327500	NE	SW	17	06S	91W	Garfield, CO
Jolley 17-15	Jolley 17-04 Pad	050450743500	SW	SE	17	06S	91W	Garfield, CO
Jolley 17-313D	Jolley 17-04 Pad	050451586200	SW	SE	17	06S	91W	Garfield, CO
Jolley 17-315D	Jolley 17-04 Pad	050451586100	SW	SE	17	06S	91W	Garfield, CO
Jolley 17-316D	Jolley 17-04 Pad	050451635600	SW	SE	17	06S	91W	Garfield, CO
Jolley-NewCastle 17-07	Jolley 17-05 Pad	050450671800	SW	NE	17	06S	91W	Garfield, CO
Jolley 01	Jolley 17-05 Pad	050450639700	SW	NE	17	06S	91W	Garfield, CO
Kokopelli Fed 18-213D	Jolley 18-03 Pad	050451626400	SW	SE	18	06S	91W	Garfield, CO
Kokopelli Fed 18-215D	Jolley 18-03 Pad	050451626600	SW	SE	18	06S	91W	Garfield, CO
Kokopelli Fed 18-313D	Jolley 18-03 Pad	050451626500	SW	SE	18	06S	91W	Garfield, CO
Kokopelli Fed 18-315D	Jolley 18-03 Pad	050451626700	SW	SE	18	06S	91W	Garfield, CO
Jolley 21-02D	Jolley 21-01 Pad	050451457400	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-03D	Jolley 21-01 Pad	050451457700	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-210D	Jolley 21-02 Pad	050451792000	NW	SE	21	06S	91W	Garfield, CO
Jolley 21-211D	Jolley 21-02 Pad	050451791700	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-212D	Jolley 21-02 Pad	050451791900	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-39D	Jolley 21-02 Pad	050451792200	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-310D	Jolley 21-02 Pad	050451792100	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-311D	Jolley 21-02 Pad	050451783700	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-312D	Jolley 21-02 Pad	050451792300	SE	NW	21	06S	91W	Garfield, CO
Jolley 21-29D	Jolley 21-02 Pad	050451791800	SE	NW	21	06S	91W	Garfield, CO
NLW Conn Creek 08-21D	NLW 08-01 Pad	050451683500	NW	NE	08	07S	97W	Garfield, CO
NLW Conn Creek 17-21D	NLW 17-01 Pad	050451683400	NE	NW	17	07S	97W	Garfield, CO

EXHIBIT "C"
ATTACHED TO AND MADE A PART OF THE
ASSIGNMENT, BILL OF SALE AND CONVEYANCE OF ASSETS
DATED SEPTEMBER 22, 2009, AND EFFECTIVE AS OF APRIL 1, 2009,
BETWEEN ORION ENERGY PARTNERS L.P., AS SELLER
AND WILLIAMS PRODUCTION RMT COMPANY, AS BUYER

MATERIAL CONTRACTS LIST
KOKOPELLI PROSPECT

ORION NUMBER	DOCUMENT - PARTIES	DATE
<u>Operating Agreements / Purchase and Sale Agreements</u>		
61	Gibson Gulch Prospect AMI (Orion's Kokopelli area) Samuel Gary, Jr. and Orion Energy Partners L.P.	1/22/2007
98	Joint Operating Agreement Samuel Gary, Jr. and Orion Energy Partners L.P.	1/1/2007
140	Joint Operating Agreement Bill Barrett Corporation, Orion Energy Partners and Samuel Gary Jr. & Associates, as amended	12/3/2008
141	Earning Agreement Torch Energy Associates, Ltd and Orion Energy Partners L.P.	1/1/2009
<u>Gas and Crude Oil Contracts</u>		
55	Gas Gathering Agreement EnCana Oil and Gas (USA) Inc. and Orion Energy Partners L.P.	11/7/2006
89	First Amended and Restated Gas Gathering Agreement EnCana Oil and Gas (USA) Inc. and Orion Energy Partners L.P.	11/1/2007
91	Nexen Crude Oil Purchase Contract Nexen Marketing USA and Orion Energy Partners	11/1/2007
119	Base Contract for Sale and Purchase of Natural Gas EnCana Marketing (USA) Inc. and Orion Energy Partners	1/1/2008
123	Interruptable Gas Gathering Agreement Samuel Gary Jr. & Associates and Orion Energy Partners, as amended.	9/1/2008
146	Agreement for Pipeline Construction and Gas Gathering Arrangements Bill Barrett Corporation, Orion Energy Partners L.P., Ratified by Samuel Gary Jr. & Associates	7/9/2009
<u>Surface Use Agreements and Rights of Way</u>		
52	Surface Use Agreement Kent Jolley, et al and Orion Energy Partners	11/10/2006
88	Pipeline Right of Way BLM # COC-71121 & COC-71121A	7/24/2007
90	Affidavit of Pipeline Right-of-Way Agreements Various Orion Gas Pipeline Easements	1/1/2008
101	Surface Use Agreement and Grant of Easements Kent Jolley, et al and Orion Energy Partners	11/28/2007
109	Completion Pit Agreement Kent Jolley, et al / Orion Energy Partners	3/23/2009

Exhibit "C" cont'd.

ORION NUMBER	DOCUMENT - PARTIES	DATE
111	Road Right of Way BLM # COC-73130	12/12/2008
112	Easement Agreement (Road access) Richard Jolley et al and Donald Goldman	7/13/1982
114	Surface Use Agreement - Hilton #23-1 drill pad Colorado Dept. Of Wildlife to Orion Energy Partners	1/16/2008
115	Water Pipeline Easement JACE and Richard and Mary Jolley Family, LLLP to Orion Energy Partners	12/1/2008
137	Completion Pit Agreement Kent Jolley et al and Orion Energy Partners	2/9/2009
147	Salt Water Disposal Well Agreement for the Kokopelli SWD #9-21D well Richard and Mary Jolley Family LLP and Orion Energy Partners L.P.	7/21/2009
148	Environmental Assessment of the Kokopelli Master Development Plan for Oil and Gas Development BLM and Orion Enbergy Partners L.P.	7/22/2009
149	Surface Use Agreement The Colorado Division of Wildlife and Orion Energy Partners L.P.	5/19/2009
<u>Communitization Agreements</u>		
72	Communitization Agreement COC-57768	11/23/1992
117	Communitization Agreement COC-073368	1/9/2009
118	Communitization Agreement COC-073369	1/9/2009
<u>Miscellaneous Agreements</u>		
92	Conventional Monitoring Agreement	11/15/2007
110	Road Use Agreement - Bill Barrett Corporation	8/20/2008
120	Gas Transportation Fee	1/28/2007
124	Water Allotment Contract West Divide Water Conservancy District and Orion Energy Partners	11/20/2008

Exhibit "C" cont'd.

NORTH LOGAN WASH

ORION NUMBER	DOCUMENT - PARTIES	DATE
<u>Operating Agreements / Purchase and Sale Agreements</u>		
100	Farmout Agreement EnCana Oil & Gas (USA) Inc. and Orion Energy Partners L.P.	5/14/2008
<u>116</u>	Farmout Agreement Williams Production RMT Company and Orion Energy Partners	9/5/2008
TBD	Farmout Agreement Yates Petroleum Corporation, Myco Industries, Inc., Abo Petroleum Corporation, Yates Drilling Company and Orion Energy Partners L.P.	5/28/2009
<u>Gas and Crude Oil Contracts</u>		
105	Services Agreement Enterprise Gas Gathering, LLC and Orion Energy Partners L.P.	11/19/2008
128	Base Contract for Sale and Purchase of Natural Gas Enterprise Products Operating LLC and Orion Energy Partners	3/1/2009
<u>Surface Use Agreements and Rights of Way</u>		
102	Surface Use Agreement Joan L. Savage et al and Orion Energy Partners L.P.	7/14/2008
103	Surface Use Agreement Joan L. Savage et al and Orion Energy Partners L.P.	7/14/2008
104	Surface Use Agreement George M. Anderson Revocable Trust and Orion Energy	7/14/2008
129	Right of Way Grant COC-73322 BLM and Orion Energy Partners	1/6/2009

Exhibit "C" cont'd.

CENTER MOUNTAIN PROSPECT

ORION		
NUMBER	DOCUMENT - PARTIES	DATE
<u>Operating Agreements / Purchase and Sale Agreements</u>		
	Agreement For Term Assignment OXY USA Inc. and Orion Energy Partners L.P.	2/24/2009
<u>Gas and Crude Oil Contracts</u>		
	Gas Gathering Agreement Canyon Gas Resources, LLC and Laramie Energy, LLC	9/1/2005

Reception#: 775661
09/29/2009 11:59:40 AM Jean Alberico
32 of 32 Rec Fee:\$161.00 Doc Fee:0.00 GARFIELD COUNTY CO

EXHIBIT "D"
ATTACHED TO AND MADE A PART OF THE
ASSIGNMENT, BILL OF SALE AND CONVEYANCE OF ASSETS,
DATED SEPTEMBER 22, 2009, AND EFFECTIVE AS OF APRIL 1, 2009,
BETWEEN ORION ENERGY PARTNERS L.P., AS SELLER
AND WILLIAMS PRODUCTION RMT COMPANY, AS BUYER

1. +/- 4,240' 8-5/8" 32# J-55 Surface Casing

Title Information

The booster compressor will be installed on the existing Williams Kokopelli pipeline interconnect site that is located in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 20, Township 6 South, Range 91 West, 6th P.M. The booster compressor will be used to enhance natural gas production upstream of the Williams Kokopelli pipeline interconnect. The construction and use of this booster station on the existing Williams Kokopelli pipeline interconnect site will not interfere with any other operator operations on the 2181-172-00-086 parcel located in Garfield County Colorado.

THIS AGREEMENT, made this 17th day of January, 1990, between Richard C. Jolley and Mary Louise Jolley, husband and wife; Brett L. Jolley, a single man, and Kent S. Jolley and Anne E. Jolley, husband and wife; 1288 Road 245, New Castle, Colorado 81647 Lessor (whether one or more), and Kinney Oil Company, P.O. Box 3086, Denver, Colorado 80201 Lessee, WITNESSETH:

1. Lessor, in consideration of Ten and more Dollars, (\$10,000+) in hand paid, the receipt and sufficiency of which is hereby acknowledged, of the royalties herein provided, and of the agreement of Lessee herein contained, hereby grants, leases and lets exclusively unto Lessee for the purpose of investigating, exploring, prospecting, drilling and mining for and producing oil and gas (including, but not limited to, gas producible from coal-bearing formations) and all substances produced in association therewith, laying pipe lines, building tanks, power stations, telephone lines, roads and other structures thereon to produce, save, take care of, treat, transport and own said products, and housing its employees, the following described land (hereinafter called "said land") in Garfield County, Colorado to wit:

TOWNSHIP 6 SOUTH-RANGE 91 WEST, 6TH P.M. See Exhibit "A" attached hereto and made a part hereof
Section 7: E 1/2 SE 1/4
Section 8: E 1/2 E 1/2, W 1/2 SW 1/4, SE 1/4 SW 1/4, SW 1/4 SE 1/4
Section 9: W 1/2 W 1/2, SE 1/4 SW 1/4
Section 16: N 1/2 NW 1/4, SW 1/4 NW 1/4, N 1/2 SW 1/4, SE 1/4 SW 1/4
Section 17: SW 1/4 NE 1/4, SE 1/4 NW 1/4, E 1/2 SW 1/4, W 1/2 SE 1/4
Section 20: N 1/2 NE 1/4, SE 1/4 NE 1/4, NE 1/4 NW 1/4, E 1/2 SE 1/4
Section 21: NW 1/4 NE 1/4, NE 1/4 NW 1/4, W 1/2 SW 1/4
Recorded at 146 o'clock P M MAR 30 1990
Reception No. 411135 MILFRED ALSDOERF, RECORDER
GARFIELD COUNTY, COLORADO
of Section XXXX Township XXXX Range XXXX

In addition to said land, Lessor hereby grants, leases and lets exclusively unto Lessee to the same extent as if specifically described herein all lands owned by or claimed by Lessor which are adjacent, contiguous to or form a part of said land, including all oil, gas, other hydrocarbons and all other minerals underlying lakes, rivers, streams, roads, easements and rights-of-way which traverse or adjoin any of said land. Said land shall be deemed to contain 1480.00 acres, whether it actually comprises more or less.

2. Without reference to the commencement, prosecution or cessation at any time of drilling or other development operations, and/or to the discovery development or cessation at any time of production of oil or gas and without further payments than the royalties herein provided, and notwithstanding anything else herein contained to the contrary, this lease shall be for a term of ~~five~~ three (3) years from this date (called "PRIMARY TERM") and as long thereafter as oil or gas is produced from said land or land with which said land is pooled hereunder, or drilling or reworking operations are conducted thereon.

3. The royalties to be paid by Lessee are: (a) on oil and other liquid hydrocarbons, one-eighth of that produced and saved from said land, the same to be delivered at the wells, or to the credit of Lessor into the pipe line to which the wells may be connected; Lessee may from time to time purchase any royalty oil in its possession, paying the market price therefor prevailing for the field where produced on the date of purchase; (b) on gas and the constituents thereof produced from said land and sold or used off the premises or in the manufacture of gasoline or other products therefrom, the market value at the well of one-eighth of the product so sold or used, provided that on product sold at the wells the royalty shall be one-eighth of the amount realized from such sale. Lessee shall have free use of oil, gas, and water from said land, except water from Lessor's wells, streams, lakes and ponds, for all operations hereunder, and the royalty on oil and gas shall be computed after deducting any so used.

4. If a well capable of producing gas and/or oil, in paying quantities is located on said land and is shut-in, before production commences, or at any time thereafter, this lease shall continue in effect for a period of one year from the date such well is shut-in. Lessee may thereafter, pay or tender to Lessor royalty, on or before one year from the date such well is shut-in, an amount of \$100.00 per well, per year, and, if such payment or tender is made, such well shall continue this lease in effect for a further period of one year. In like manner and upon like payments or tenders annually made on or before each anniversary of the shut-in date of such well, such well shall continue this lease in effect for successive periods of twelve (12) months each. Notwithstanding any other provision to the contrary, this lease shall not terminate because of a failure to properly or timely make shut-in well payments unless Lessor shall have given Lessee written notice of such failure to properly or timely make such shut-in well payment and Lessee shall have failed for a period of thirty (30) days after receipt of such notice to tender such payment in the proper amount, together with a late or improper payment penalty of \$100.00.

5. If at the expiration of the primary term Lessee is conducting operations for drilling or reworking on said land or shall have completed a dry hole thereon within one hundred eighty (180) days prior to the end of the primary term, or, if, after the expiration of the primary term, production on said land shall cease, from any cause, this lease nevertheless shall continue in full force so long as operations for drilling or reworking on any existing or succeeding well are being conducted with no cessation of more than one hundred eighty (180) consecutive days and, if such operations result in production, so long thereafter as oil or gas is produced from said land.

6. Lessee, at its option, is hereby given the right and power to pool or combine said land, or any portion thereof, as to oil and gas, or either of them, with any other land, lease or leases when in Lessee's judgment it is necessary or advisable to do so in order to properly develop and operate said land, such pooling to be into a well unit or units not exceeding one hundred and sixty (160) acres, plus an acreage tolerance of ten percent (10%) of one hundred and sixty (160) acres, for oil, and not exceeding six hundred and forty (640) acres, plus an acreage tolerance of ten percent (10%) of six hundred and forty (640) acres for gas, except that larger units may be created to conform to any spacing or well unit pattern that may be permitted by governmental authorities having jurisdiction. Lessee may pool or combine said land, or any portion thereof, as above provided, as to oil or gas in any one or more strata, and units so formed need not conform in size or area with the unit or units into which said land is pooled or combined as to any other stratum or strata, and oil units need not conform as to area with gas units. The pooling in one or more instances shall not exhaust the rights of the Lessee hereunder to pool said land or portions thereof into other units. Lessee shall execute in writing and place of record an instrument or instruments identifying and describing the pooled acreage. The entire acreage so pooled into a unit shall be treated for all purposes, except the payment of royalties, as if it were included in this lease, and drilling or reworking operations thereon or production of oil or gas therefrom, or the location thereon of a well as a shut-in well, shall be considered for all purposes except the payment of royalties, as if such operations were on or such production were from or such shut-in well were on said land, whether or not the well or wells be located on said land. In lieu of the royalties elsewhere herein specified, Lessor shall receive from a unit so formed, only such portion of the royalty stipulated herein as the amount of acreage from said land placed in the unit or Lessor's royalty interest therein bears to the total acreage so pooled in the particular unit involved. Should any unit as originally created hereunder contain less than the maximum number of acres hereinabove specified, then Lessee may at any time thereafter, whether before or after production is obtained on the unit, enlarge such unit by adding additional acreage thereto, but the enlarged unit shall in no event exceed the acreage content hereinabove specified. In the event an existing unit is so enlarged Lessee shall execute and place of record a supplemental declaration of unitization identifying and describing the land added to the existing unit; provided, that if such supplemental declaration of unitization is not filed until after production is obtained on the unit as originally created, then and in such event the supplemental declaration of unitization shall not become effective until the first day of the calendar month next following the filing thereof. In the absence of production Lessee may terminate any unitized area by filing of record notice of termination.

7. Lessee also shall have the right to unitize, pool, or combine all or any part of said land with other lands in the same general area by entering into a cooperative or unit plan of development or operation approved by any governmental authority and, from time to time, with like approval, to modify, change or terminate any such plan or agreement and, in such event, the terms, conditions, and provisions of this lease shall be deemed modified to conform to the terms, conditions, and provisions of such approved cooperative or unit plan of development or operation and, particularly, all drilling and development requirements of this lease, express or implied, shall be satisfied by compliance with the drilling and development requirements of such plan and agreement, and this lease shall not terminate or expire during the life of such plan or agreement. In the event that said land or any part thereof, shall hereafter be operated under any such cooperative or unit plan of development or operations whereby the production therefrom is allocated to different portions of the land covered by said plan, then the production allocated to any particular tract of land shall, for the purpose of computing the royalties to be paid hereunder to Lessor, be regarded as having been produced from the particular tract of land to which it is allocated and not to any other tract of land; and the royalty payments to be made hereunder to Lessor shall be based upon production only as so allocated. Lessor shall formally express Lessor's consent to any cooperative or unit plan of development or operation adopted by Lessee and approved by any governmental agency by executing the same upon request of Lessee.

8. Lessee shall have the right at any time without Lessor's consent to surrender all or any portion of said land and be relieved of all obligation as to the acreage surrendered. Lessee shall have the right within a reasonable time after the expiration of this lease to remove all property and fixtures placed by Lessee on said land, including the right to draw and remove all casing. When required by Lessor, Lessee will bury all pipe lines below ordinary plow depth, and no well shall be drilled within two hundred (200) feet of any residence or barn now on said land without Lessor's consent. The Lessee agrees to promptly pay to the owner thereof any damages to crops, or improvements, caused by or resulting from any operations of Lessee.

9. The rights of either party hereunder may be assigned, in whole or in part, and the provisions hereof shall extend to the heirs, successors and assigns of the parties hereto, but no change or division of ownership of said land, or royalties, however accomplished, shall operate to enlarge the obligations or diminish the rights of Lessee. No change in the ownership of said land, or any interest therein, shall be binding on Lessee until Lessee shall be furnished with a certified copy of all recorded instruments, all court proceedings and all other necessary evidence of any transfer, inheritance, or sale of said rights. In case Lessee assigns this lease, in whole or in part, Lessee shall be relieved of all obligations with respect to the assigned portion or portions arising subsequent to the date of assignment.

10. Lessor shall not be liable for breach of condition, express or implied, nor shall this lease be terminated by operation of any limitation provided herein as a result of Lessee's failure to pursue operations on or to produce oil or gas from said land by governmental action or other cause not reasonably within the control of Lessee. After the cessation or termination of such governmental action or other cause, Lessee shall be entitled to a reasonable time to commence drilling operations or to commence or resume production.

BOOK 775 PAGE 630

11. Lessor hereby waives and agrees that Lessee at its option may discharge any tax, mortgage or other lien upon said land, either in whole or in part, and in the event Lessee does so, it shall be subrogated to such lien with the right to enforce same and apply royalties accruing hereunder toward satisfying same. Lessee shall pay all taxes based on the production from said land, and shall deduct such taxes attributable to Lessor's interest from royalty due hereunder. Without impairment of Lessee's rights under the warranty in event of failure of title, it is agreed that if Lessor owns an interest in said land less than the entire fee simple estate, then the royalties to be paid Lessor shall be reduced proportionately.

12. Lessor hereby releases and waives all right of dower and right of homestead under the laws of this state in and to said land to the extent of the rights granted by this lease.

13. In the event that Lessor, during the primary term of this lease, receives a bona fide offer which Lessor is willing to accept from any party offering to purchase from Lessor, a lease covering any or all of the substances covered by this lease and covering all or a portion of said land, herein, with the lease becoming effective upon expiration of this lease, Lessor hereby agrees to notify Lessee in writing of said offer immediately, including in the notice the name and address of the offeror the price offered and all other pertinent terms and conditions of the offer. Lessee, for a period of fifteen days after receipt of the notice, shall have the prior and preferred right and option to purchase the lease or part thereof or interest therein, covered by the offer at the price and according to the terms and conditions specified in the offer. All offers made up to and including the last day of the primary term of this lease shall be subject to the terms and conditions of this Section. Should Lessee elect to purchase the lease pursuant to the terms hereof, it shall so notify Lessor in writing by mail or telegram prior to expiration of said 15-day period. Lessee shall promptly thereafter furnish to Lessor the new lease for execution on behalf of Lessor along with Lessee's collection draft payable to Lessor in payment of the specified amount as consideration for the new lease, such draft being subject only to approval of title according to the terms thereof. Upon receipt thereof, Lessor shall promptly execute said lease and return the same along with the endorsed draft to Lessee's representative or through Lessor's bank of record for payment.

All of the provisions of this lease shall inure to the benefit of and be binding upon the parties hereto, their heirs, administrators, successors and assigns. This agreement shall be binding on each of the above named parties who sign the same, regardless of whether it is signed by any of the other parties. IN WITNESS WHEREOF, this instrument is executed effective as of the date first above written.

Witness of Signature	Signatures	Taxpayer Identification or Social Security Number
_____	<u>Richard C. Jolley</u> Richard C. Jolley	524-48-1807
_____	<u>Mary Louise Jolley</u> Mary Louise Jolley	521-36-4067
_____	<u>Brett L. Jolley</u> Brett L. Jolley	523-33-3332
_____	<u>Kent S. Jolley</u> Kent S. Jolley	521-76-5065
_____	<u>Anne E. Jolley</u> Anne E. Jolley	476-60-2091

ACKNOWLEDGMENTS FOR USE IN ARIZONA, OREGON, NEBRASKA, KANSAS, COLORADO, WYOMING, NORTH DAKOTA, NEW MEXICO

STATE OF COLORADO)
) ss. (Individual(s) Acknowledgment)
 COUNTY OF Garfield)

The foregoing instrument was acknowledged before me this 18th DAY OF JANUARY 1990
 by Richard C. Jolley and Mary Louise Jolley, husband and wife, Brett L. Jolley, a single man, and Kent S. Jolley and Anne E. Jolley, husband and wife

My Commission expires: 2-19-92
Elisabeth M. Hollman
 Notary Public
 Address: Littleton, Colorado

STATE OF _____)
) ss. (Corporate Acknowledgment)
 COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____
 by _____
 of _____, a _____
 corporation, on behalf of the corporation.

My Commission expires: _____
 Notary Public

Form 1271 Dec-88
 (Producers 88, Five Year Paid Up Lease)
 Western States Only

No. _____

OIL AND GAS LEASE

FROM _____ TO _____

Site _____ 19 _____
 Section _____ Township _____ Range _____
 County _____

2. of Acres _____ Term _____

DATE OF _____ ss. _____
 County of _____

This instrument was filed for record on the _____ day of _____ 19 _____
 at _____ o'clock _____ M., and duly recorded
 in book _____ page _____ of the
 records of this office.

County Clerk/Registrar or Clerk _____
 Deputy _____

Record and Mail to:
SPRING TREMBLAY
P.O. Box 1781
GLENWOOD SPRINGS, CO
81602

EXHIBIT "A"

Attached to and made a part of that certain Oil and Gas lease by and between Richard C. Jolley and Mary Louise Jolley, husband and wife, Brett L. Jolley, a single man, and Kent S. Jolley and Anne E. Jolley, husband and wife, as Lessors, and Kinney Oil Company, as Lessee, dated January 17, 1990.

14. Wherever the term one-eighth (1/8th) appears in this lease, it shall by this reference be amended to read 18.75%.

15. Any gas well shut-in provision contained in the referenced lease shall extend the primary term of the lease to a maximum period of three (3) years beyond the end of the original lease primary term.

16. Excluded from this lease are the Jolley # 1, Jolley #1-8, and ~~Snyder # 2~~ wellbores, and all existing down hole equipment, well hole equipment and surface production equipment located in, on or about those wellbores. Kinney Oil Company will be held harmless as to any liability involving the aforementioned wells.

Signed for Identification this 18th day of January 1990

Richard C. Jolley

Richard C. Jolley

Mary Louise Jolley

Mary Louise Jolley

Brett L. Jolley

Brett L. Jolley

Kent S. Jolley

Kent S. Jolley

Anne E. Jolley

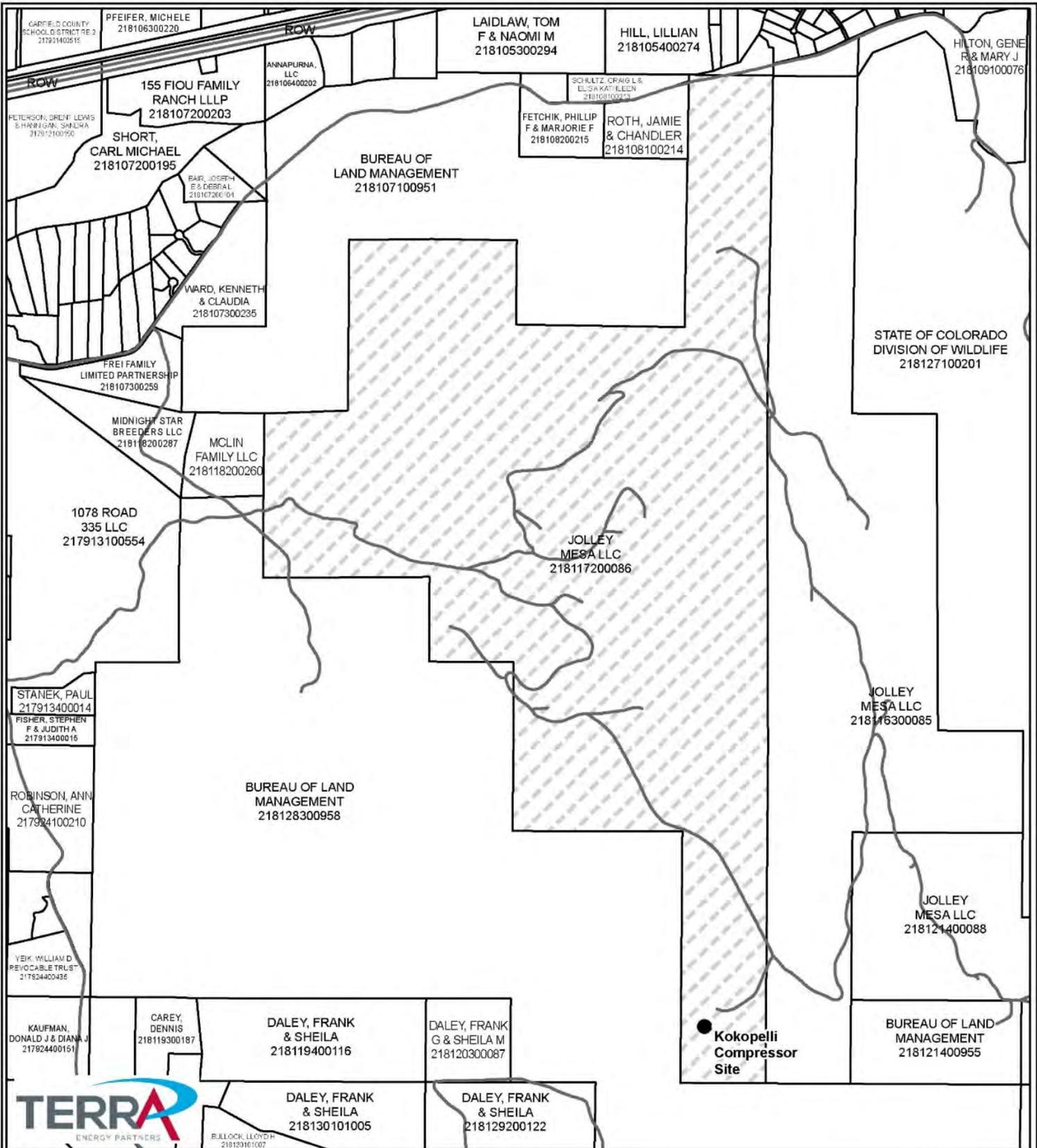
Anne E. Jolley

Jolley #1C-17

m.g. & B.P.A. AG
AG

4-203.B.3. Adjacent property owners and mineral owners and lessees

The parcel and adjacent surface owner information was acquired from the Garfield County Colorado Assessor records and parcels maps on August 1, 2019, by Bryan S. Hotard, TEP Rocky Mountain LLC Surface Team Lead. The mineral information was acquired from the TEP Rocky Mountain LLC office in Houston on the same date.



Legend

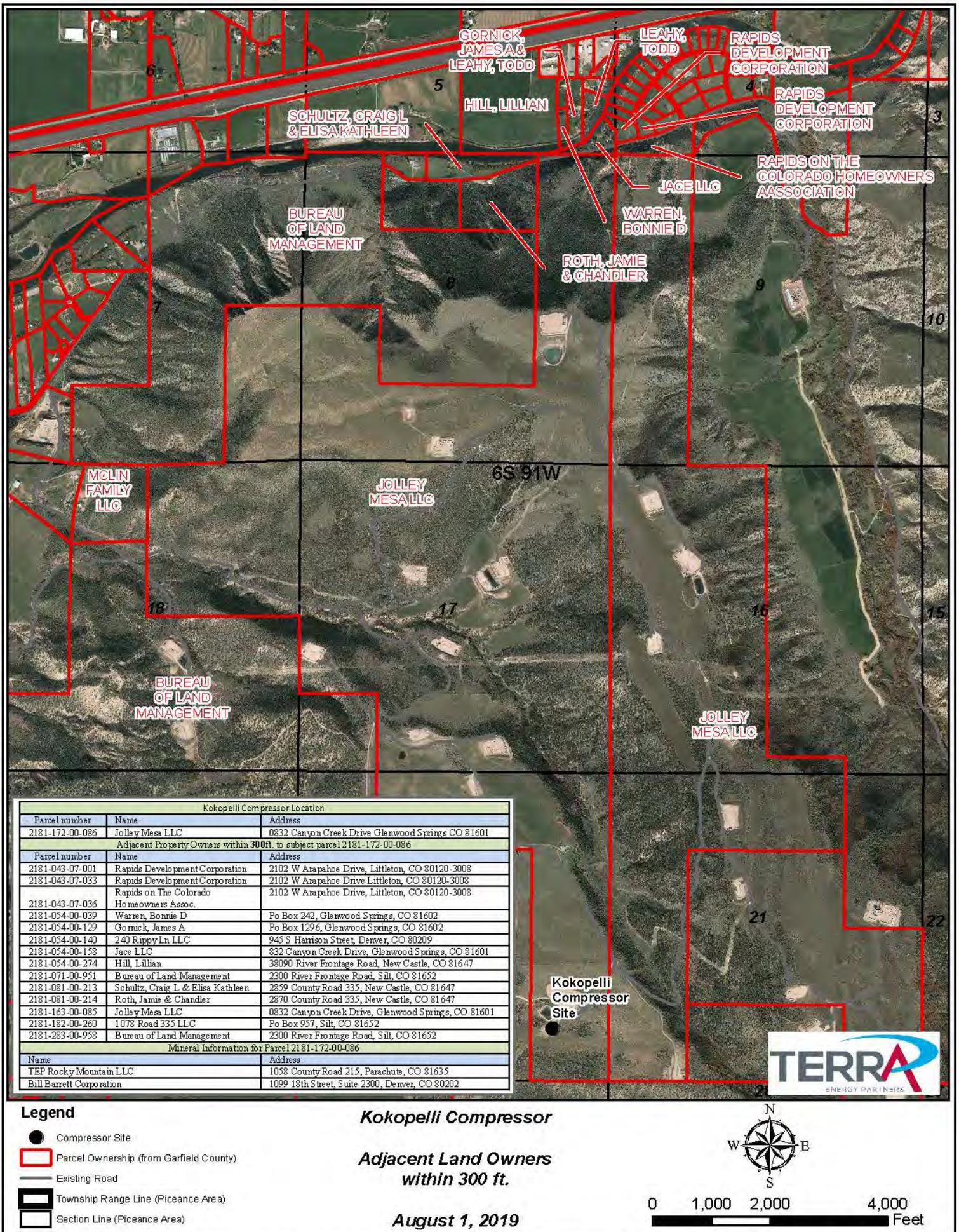
- Kokopelli Compressor Site
- Existing Road
- Parcel Ownership (from Garfield County)

Kokopelli Compressor

Parcel Map

March 13, 2019





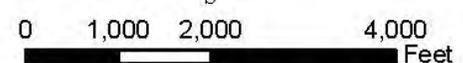
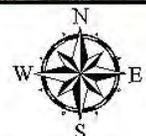
Kokopelli Compressor Location		
Parcel number	Name	Address
2181-172-00-086	Jolley Mesa LLC	0832 Canyon Creek Drive, Glenwood Springs, CO 81601
Adjacent Property Owners within 300ft. to subject parcel 2181-172-00-086		
Parcel number	Name	Address
2181-043-07-001	Rapids Development Corporation	2102 W Arapahoe Drive, Littleton, CO 80120-3008
2181-043-07-033	Rapids Development Corporation	2102 W Arapahoe Drive, Littleton, CO 80120-3008
2181-043-07-036	Rapids on The Colorado Homeowners Assoc.	2102 W Arapahoe Drive, Littleton, CO 80120-3008
2181-054-00-039	Warren, Bonnie D	Po Box 242, Glenwood Springs, CO 81602
2181-054-00-129	Gornick, James A	Po Box 1296, Glenwood Springs, CO 81602
2181-054-00-140	240 Rippy Ln LLC	945 S Harrison Street, Denver, CO 80209
2181-054-00-158	Jace LLC	832 Canyon Creek Drive, Glenwood Springs, CO 81601
2181-054-00-274	Hill, Lillian	38090 River Frontage Road, New Castle, CO 81647
2181-071-00-951	Bureau of Land Management	2300 River Frontage Road, Silt, CO 81652
2181-081-00-213	Schultz, Craig L & Elisa Kathleen	2859 County Road 335, New Castle, CO 81647
2181-081-00-214	Roth, Jamie & Chandler	2870 County Road 335, New Castle, CO 81647
2181-163-00-085	Jolley Mesa LLC	0832 Canyon Creek Drive, Glenwood Springs, CO 81601
2181-182-00-260	1078 Road 335 LLC	Po Box 957, Silt, CO 81652
2181-283-00-958	Bureau of Land Management	2300 River Frontage Road, Silt, CO 81652
Mineral Information for Parcel 2181-172-00-086		
Name	Address	
TEP Rocky Mountain LLC	1058 County Road 215, Parachute, CO 81635	
Bill Barrett Corporation	1099 18th Street, Suite 2300, Denver, CO 80202	

Kokopelli Compressor Site



- Legend**
- Compressor Site
 - ▭ Parcel Ownership (from Garfield County)
 - Existing Road
 - ▭ Township Range Line (Piceance Area)
 - ▭ Section Line (Piceance Area)

Kokopelli Compressor
Adjacent Land Owners
within 300 ft.



August 1, 2019

4-203.B.4. Fees/Agreement to pay

Kokopelli Booster Compressor
Garfield County Land Use Change Permit
Administrative Review



PAYMENT AGREEMENT FORM

GARFIELD COUNTY ("COUNTY") and Property Owner ("APPLICANT") Jolley Mesa, LLC
_____ agree as follows:

1. The Applicant has submitted to the County an application for the following Project: Kokopelli Booster Compressor.
2. The Applicant understands and agrees that Garfield County Resolution No. 2014-60, as amended, establishes a fee schedule for each type application, and the guidelines for the administration of the fee structure.
3. The Applicant and the County agree that because of the size, nature or scope of the proposed project, it is not possible at this time to ascertain the full extent of the costs involved in processing the application. The Applicant agrees to make payment of the Base Fee, established for the Project, and to thereafter permit additional costs to be billed to the Applicant. The Applicant agrees to make additional payments upon notification by the County, when they are necessary, as costs are incurred.
4. The Base Fee shall be in addition to and exclusive of any cost for publication or cost of consulting service determined necessary by the Board of County Commissioners for the consideration of an application or additional County staff time or expense not covered by the Base Fee. If actual recorded costs exceed the initial Base Fee, the Applicant shall pay additional billings to the County to reimburse the County for the processing of the Project. The Applicant acknowledges that all billing shall be paid prior to the final consideration by the County of any Land Use Change or Division of Land.

I hereby agree to pay all fees related to this application:

Billing Contact Person: Bryan S. Hotard Phone: (970) 263-2754
Billing Contact Address: 1058 CR 215
City: Parachute State: CO Zip Code: 81635
Billing Contact Email: bhotard@terraep.com

Printed Name of Person Authorized to Sign: Bryan S. Hotard

Bryan S. Hotard
(Signature)

9/20/2019
(Date)

4-203.B.5. Project Description

Statement of need: TEP Rocky Mountain LLC (“TEP”) (the applicant) is in need of booster compression to add velocity and increase production of natural gas wells in the Kokopelli Field. TEP proposes to install an NGC-5 (Cat G3516J & Ariel JGT4) booster compressor with 1380 horsepower (HP) to lower current gathering pressure thereby increasing production. The compressor will be housed in a steel building. TEP is seeking a Land Use Change Permit for a Booster Compressor that will be located on an existing pad operated by Williams.

Site Location: SESE Section 20, Township 6S, Range 91W SW of the town of New Castle, between Garfield Creek and Divide Creek Road, Garfield County, Colorado, latitude 39.508625 / longitude -107.572251

Parcel Number: 2181-172-00-086

Property Owner: Richard and Mary Jolley Family Trust LLLC

Timeline for development: It will take approximately eight (8) weeks for the compressor to be installed and implemented. Construction will begin as early as July 1, 2020, and upon approval of permits from Garfield County and COGCC. Approximately 10-12 personnel will be required to install the compressor. Construction traffic will consist of 2-3 truck trips per day and will include the following: 1 mobile crane, 3 low boy trucks and 4-5 support pick-up trucks. No additional employees or traffic outside of the normal field operating personnel are anticipated to operate and maintain this facility after it is installed.

Hours of Operation: The facility will operate 24 hours a day, 7 days a week, 365 days a year.

Acreage of the location (site): The compressor will be installed on a portion of an existing Williams location that is approximately 0.45 acres. The additional construction will disturb an additional 0.07 acres (3,050 sq. ft.) to the northeast side of the pad.

Size of proposed facility/building: The proposed compressor and building is 24’w X 44’ L X 20’ h (eave) non-insulated, steel building. The building will be painted desert tan.

Access and roadway information: The site is accessed from a private gravel road off CR 311. A detailed report on access and roadway information per Waiver Policy 01-14 is included in **Appendix B** of the **Standards** section and in **4-203.L Traffic Study** of this application.

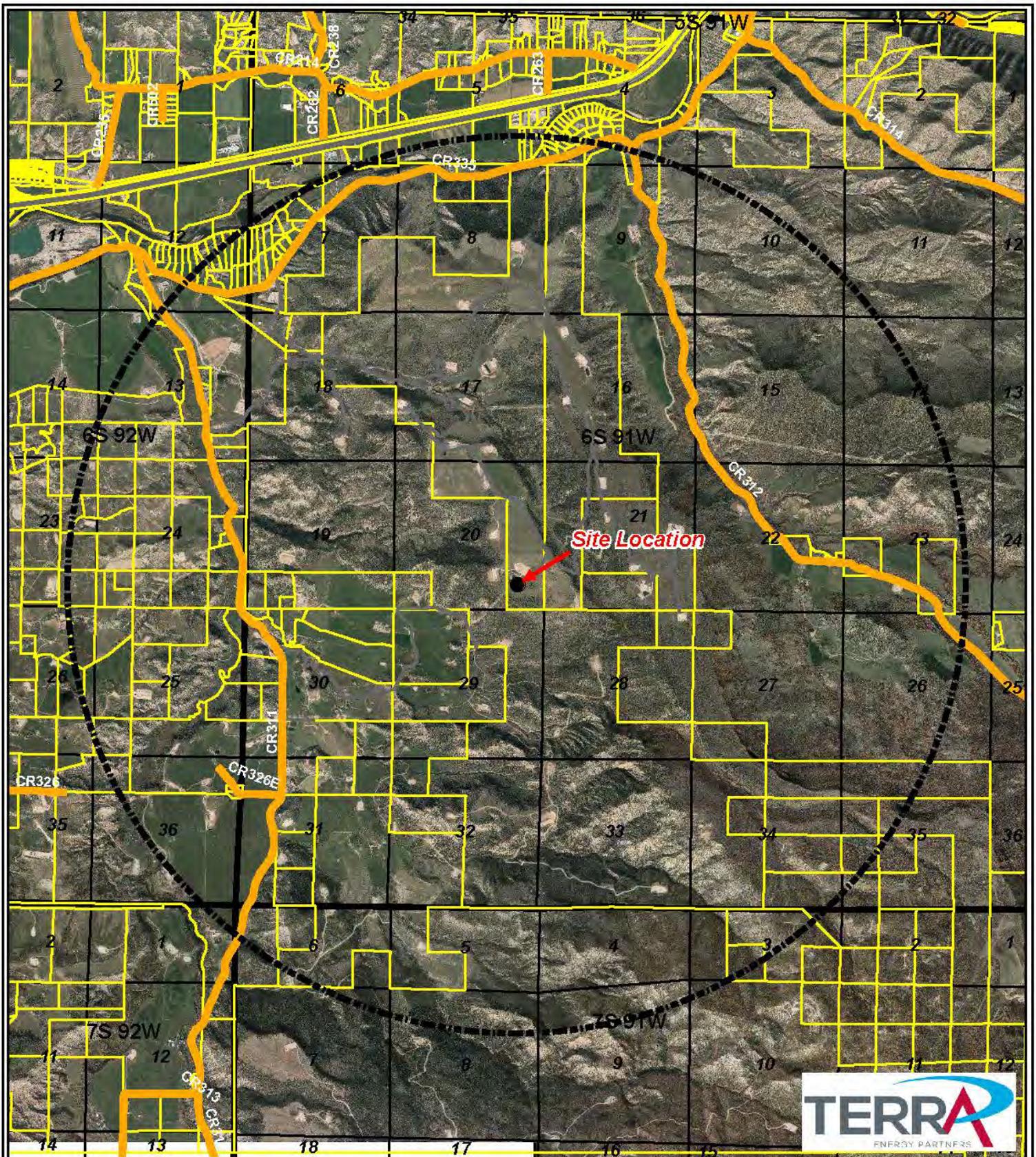
Parking lot size: There is no parking lot associated with this project. Employees will park on the location which will be fenced and accessed through a locked gate.

Other permits: TEP plans to submit a Form 2A to the Colorado Oil and Gas Conservation Commission (COGCC) to obtain a new Oil and Gas Location Assessment (OGLA) permit to construct the location. TEP will not commence installation and operations until receiving approval from COGCC. The Colorado

Department of Public Health and Environment (CDPHE) GP-02 permit will be included to show due-diligence with air compliance upon submittal.

See tab **Other Permits** for supporting information.

4-203.C. Vicinity Map

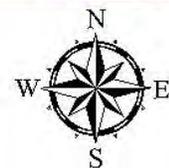


Legend

- Proposed Compressor Site
- ⊖ 3 Mile Buffer
- Road (from Garfield County)
- Existing Road
- ▭ Parcel Ownership (from Garfield County)

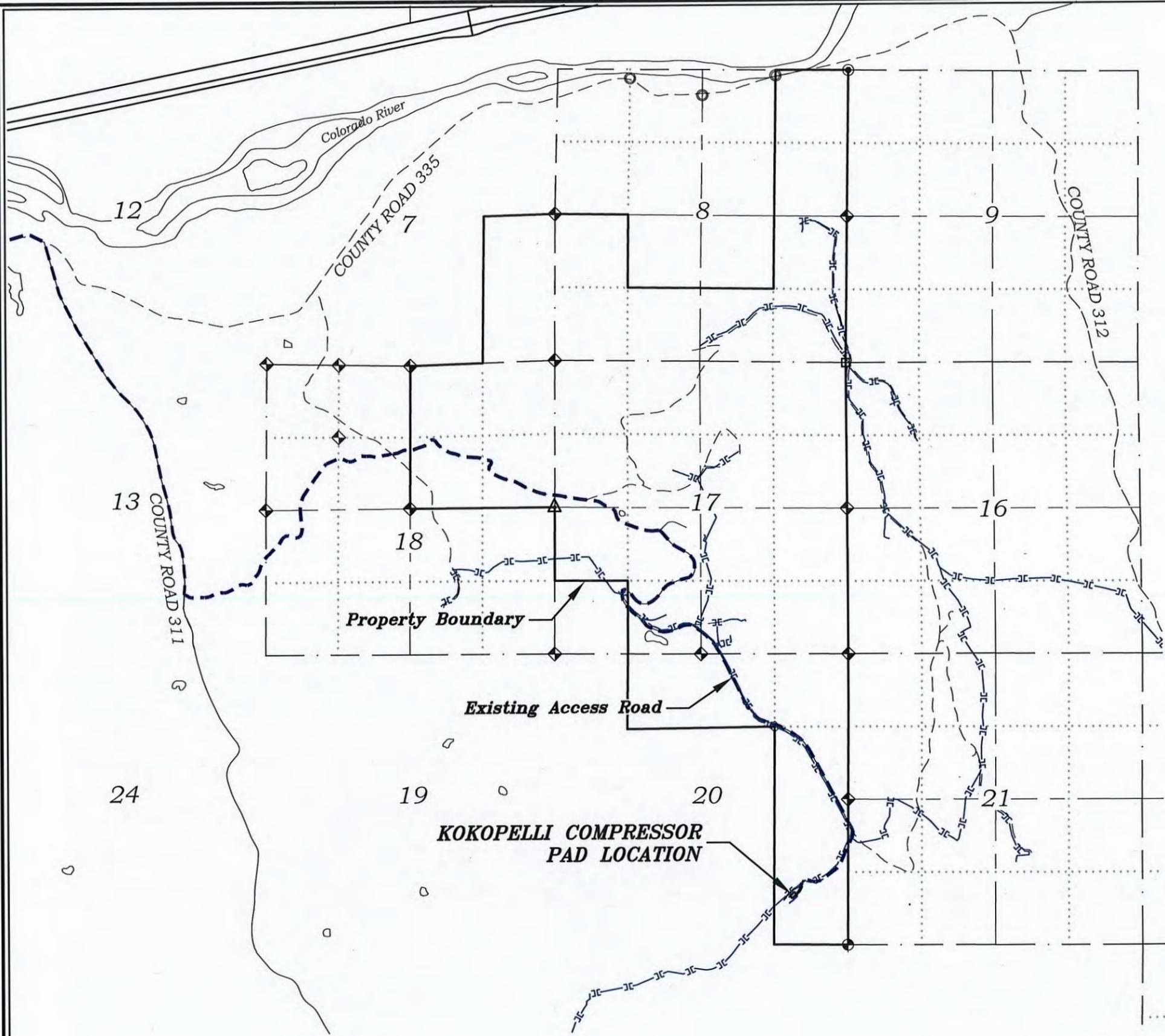
**Kokopelli Compressor Site
Vicinity Map**

March 12, 2019



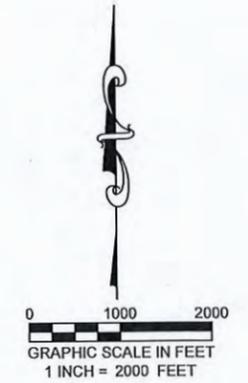
0 2,250 4,500 9,000
Feet

4-203.D. Site Plan



LEGEND

- BLM Alum. Cap
- BLM Alum Witness Corner
- Garfield County Brass Cap
- Found Stone Monument
- LS 13501 Alum. Cap
- LS 14111 Alum. Cap
- LS 38050 Alum. Cap



PROPERTY DESCRIPTION

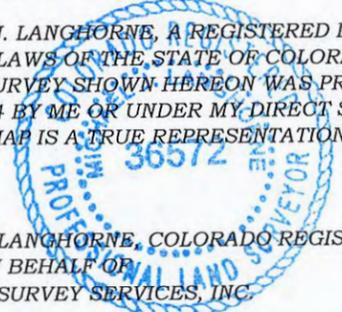
Township 6 South, Range 91 West of the 6th Principle Meridian
 Sec. 7; E1/2SE1/4
 Sec. 8; E1/2E1/2, W1/2SW1/4, SE1/4SW1/4, SW1/4SE1/4
 Sec. 17; N1/2, N1/2SW1/4, SE1/4SW1/4, SE1/4
 Sec. 18, NE1/4
 Sec. 20 E1/2E1/2, NW1/4NE1/4, NE1/4NW1/4, being ±1398 ac.

NOTES

- 1.) THIS SURVEY WAS PREPARED WITHOUT THE BENEFIT OF A CURRENT TITLE COMMITMENT AND DOES NOT REPRESENT A TITLE SEARCH BY THIS SURVEYOR OR BOOKCLIFF SURVEY SERVICES, INC. OF THE PROPERTY SHOWN TO DETERMINE OWNERSHIP, COMPATIBILITY WITH ADJOINING PARCELS, OR EASEMENT OR ENCUMBRANCES OF RECORDS AFFECTING THIS PARCEL.
- 2.) THE PROPOSED BOOSTER COMPRESSOR BUILDING SITE IS NOT LOCATED WITHIN A 30% SLOPE AREA.
- 3.) THIS SITE PLAN DOES NOT REPRESENT A BOUNDARY, IMPROVEMENT OR IMPROVEMENT LOCATION CERTIFICATE SURVEY BY BOOKCLIFF SURVEY SERVICES, INC. OR AND OF ITS ASSOCIATES.

SURVEYOR'S STATEMENT

I, MICHAEL J. LANGHORNE, A REGISTERED LAND SURVEYOR, LICENSED UNDER THE LAWS OF THE STATE OF COLORADO DO HEREBY CERTIFY THAT THE SURVEY SHOWN HEREON WAS PREPARED ON THIS DATE JULY 3, 2014 BY ME OR UNDER MY DIRECT SUPERVISION AND CHECKING THAT THIS MAP IS A TRUE REPRESENTATION THEREOF.



MICHAEL J. LANGHORNE, COLORADO REGISTRATION NO. 36572
 FOR AND ON BEHALF OF
 BOOKCLIFF SURVEY SERVICES, INC.

REVISED: 2/08/19

136 East Third Street
 Rifle, Colorado 81650
 Ph. (970) 625-1330
 Fax (970) 625-2773

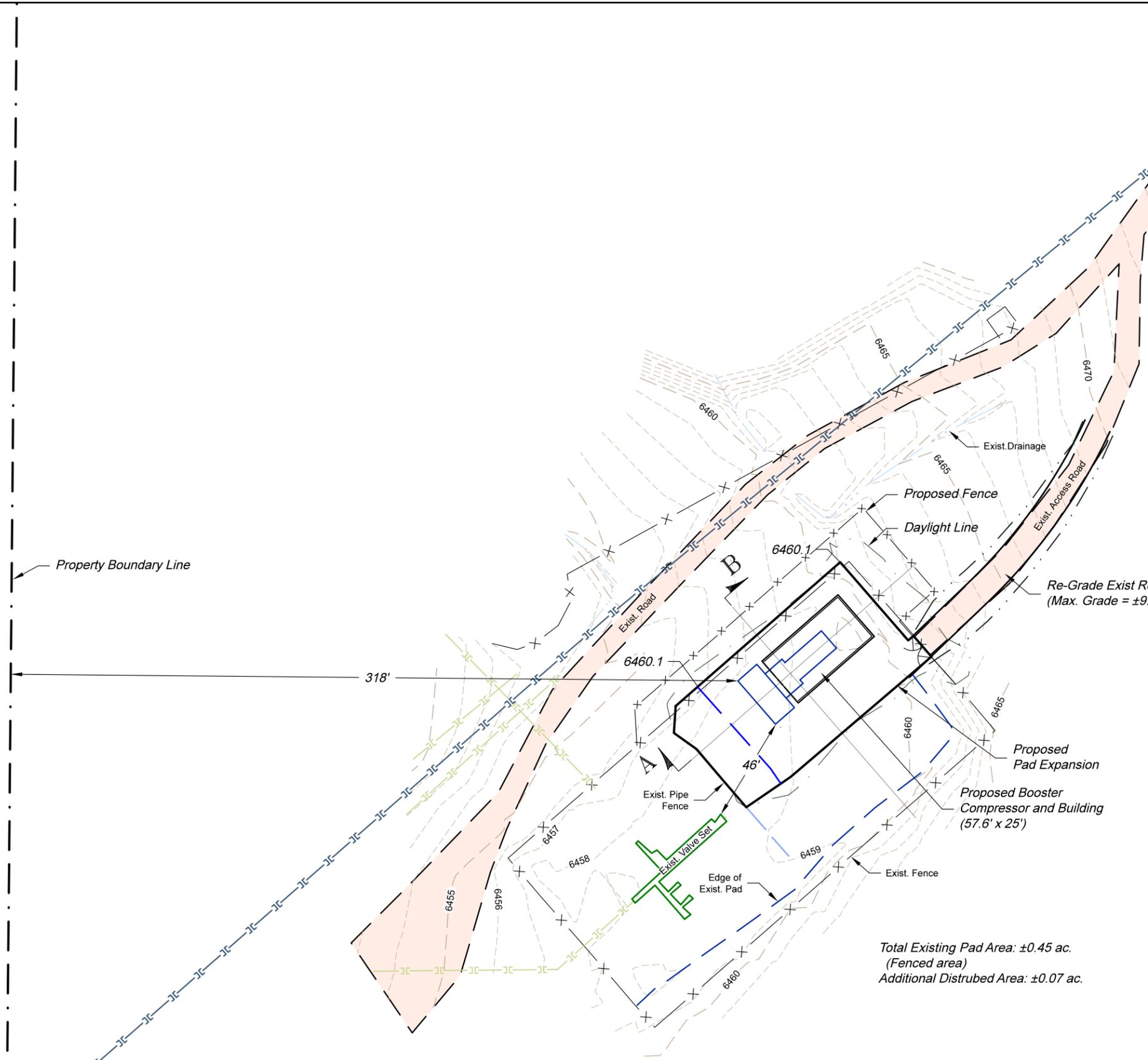
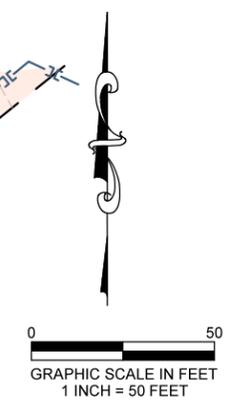
BOOKCLIFF
 Survey Services, Inc.

SCALE:	1" = 2000'
DATE:	2/05/19
SHEET:	1 of 3
PROJECT:	TEP Kokopelli
DFT:	cs

Construction Plan Prepared for:

TERRA TEP Rocky Mountain LLC

Kokopelli Compressor Site Plan
 LEGAL DESCRIPTION



Property Boundary Line

318'

46'

Total Existing Pad Area: ±0.45 ac.
(Fenced area)
Additional Disturbed Area: ±0.07 ac.

ESTIMATED EARTHWORK QUANTITIES (cy)				
ITEM	CUT	FILL	TOPSOIL	EXCESS
PAD	70	120	60	-110
ACCESS	110	0		110
TOTALS	180	120	60	±0

136 East Third Street
Rifle, Colorado 81650
Ph. (970) 625-1330
Fax (970) 625-2773

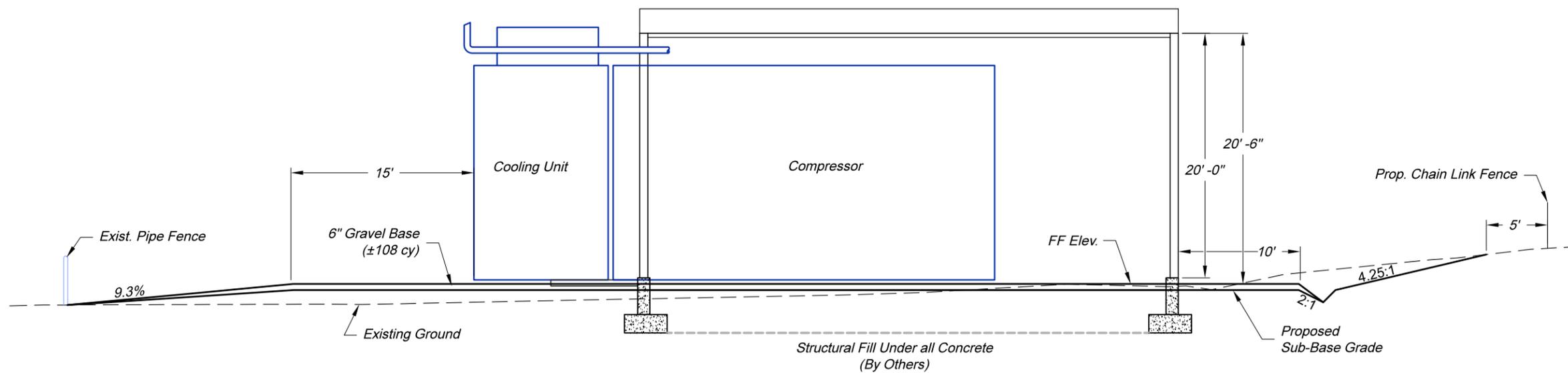
BOOKCLIFF
Survey Services, Inc.

REVISED: 3/12/19
SCALE: 1" = 50'
DATE: 2/05/19
SHEET: 2 of 3
PROJECT: TEP Kokopelli
DFT: cs

Construction Plan Prepared for:

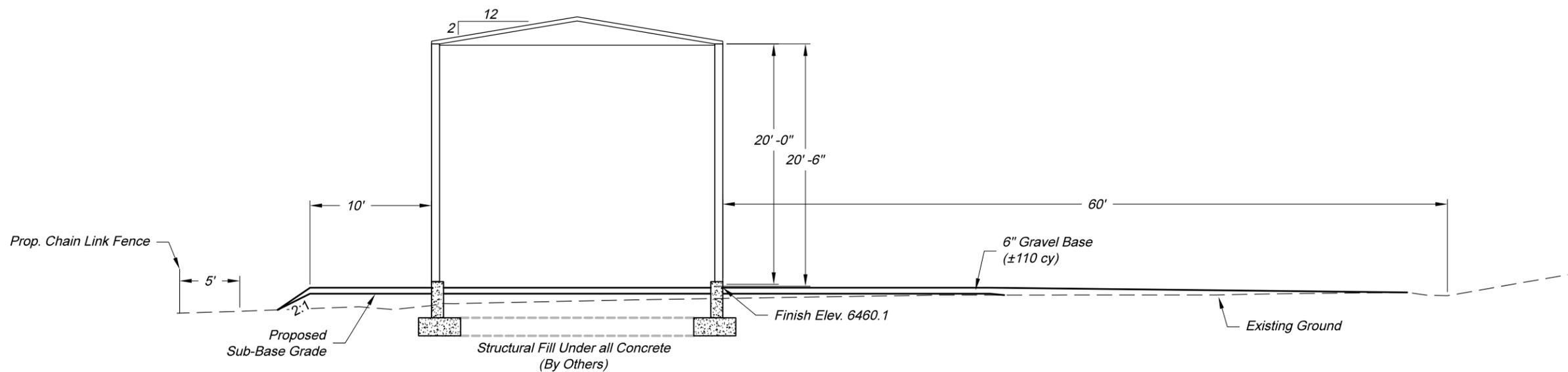
TERRA TEP Rocky Mountain LLC

Kokopelli Compressor
SITE PLAN



Section A

Scale: Horiz.: 1" = 10'
 Vert. : 1" = 10'



Section B

Scale: Horiz.: 1" = 10'
 Vert. : 1" = 10'

REVISED: 3/12/19

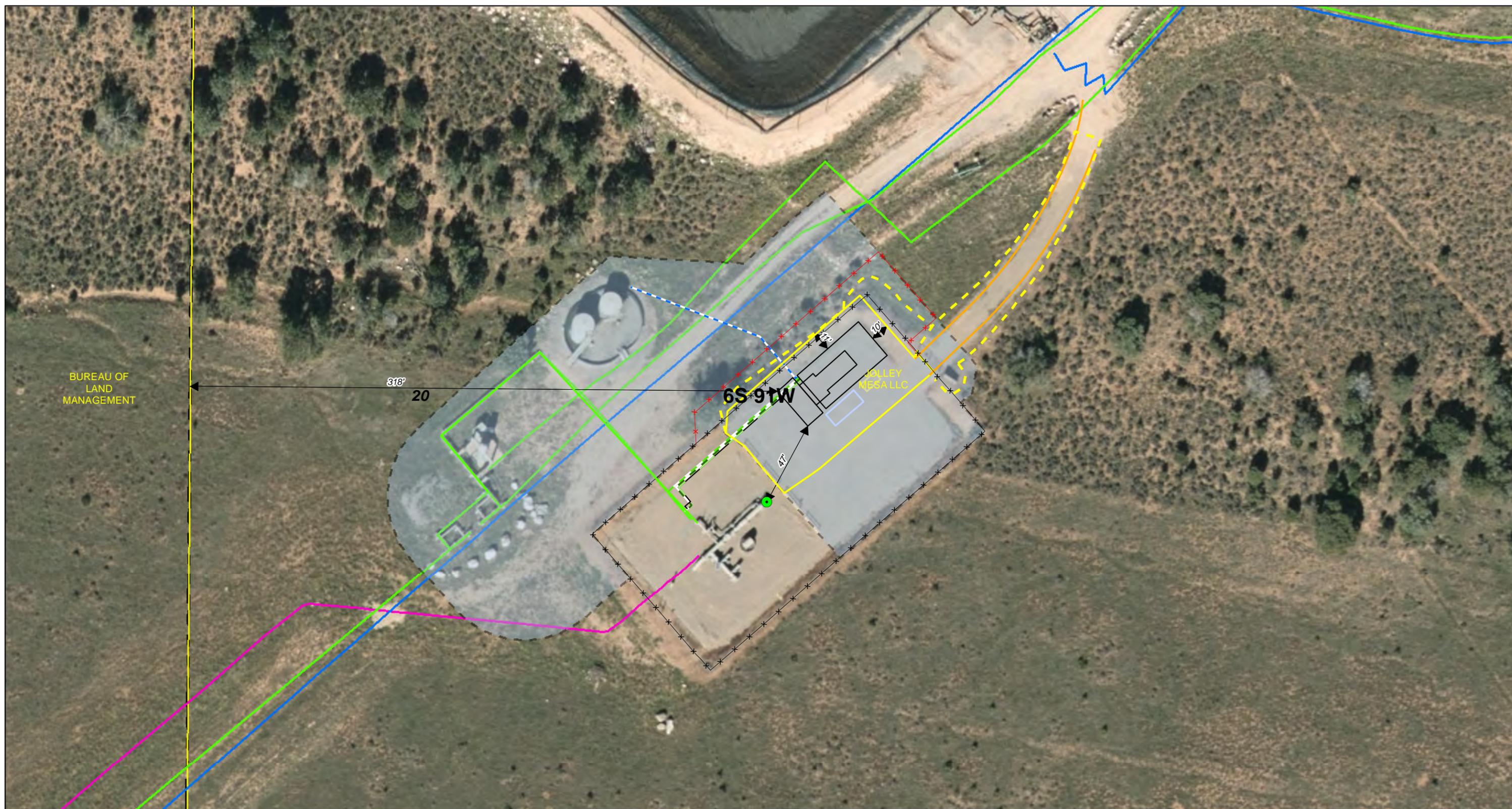
SCALE: As Noted
 DATE: 2/05/19
 SHEET: 3 of 3
 PROJECT: TEP Kokopelli
 DFT: cs



Construction Plan Prepared for:

TERRA TEP Rocky Mountain LLC

Kokopelli Compressor Site Plan
 LEGAL DESCRIPTION



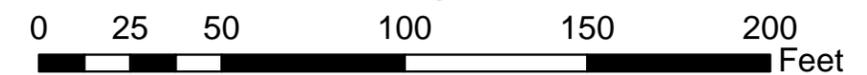
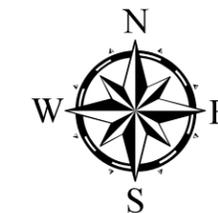
Legend

- | | | |
|------------------------------|------------------------|-----------------------------------|
| Launcher Inlet | Proposed Fence | Proposed 10" Steel Suction |
| Existing Gas Pipeline | Proposed Compressor | Proposed 2" Steel Gas Supply |
| Existing Water Pipeline | Proposed Daylight Line | Proposed 8" Steel Discharge |
| Existing Pipeline (Williams) | Proposed Pad or Pit | Proposed 2" FlexPipe Dumpline |
| Proposed Coolant Tank | Existing Road | Compressor Site Boundary (0.94ac) |
| Proposed Oil Tank | Existing Fence | Parcel Ownership |

TEP Rocky Mountain LLC

**Kokopelli Compressor
General Site Layout**

January 30, 2020



4-203.E. Grading and Drainage

Kokopelli Compressor

Grading and Drainage Plan Garfield County, Colorado



Prepared for:

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



Date: May 2019

Prepared and Compiled By:

Fox Engineering Solutions, Inc.

*P.O. Box 413,
Fruita, CO 81521
Ph: (970) 250-5505
Email: coloradofox@bresnan.net*



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Section 4-203.E.2 – Drainage Structures	5
Section 4-203.E.3 – Topography	6
Section 4-203.E.4 – Grading Plan.....	6
Section 4-203.E.5 – Soil, Stockpile and Snow Storage Areas.....	6
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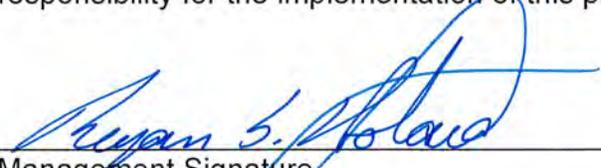
Appendices

Appendix A – Site Maps

Appendix B – Drainage Plan

TEP ROCKY MOUNTAIN LLC - MANAGEMENT APPROVAL

The undersigned representative of TEP Rocky Mountain LLC does hereby acknowledge reviewing the Grading and Drainage Plan, contained herein, and shall accept responsibility for the implementation of this plan.



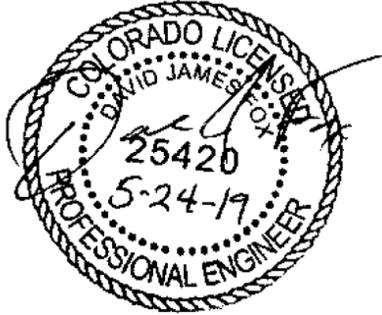
Management Signature
Mr. Bryan S. Hotard, Surface Team Lead
TEP Rocky Mountain LLC



Date

PROFESSIONAL ENGINEER CERTIFICATION

The undersigned Registered Professional Engineer attests that he has prepared this Grading and Drainage Plan per the requirements of Article 4 – Section 203.E Grading and Drainage Plan of the Garfield County Land Use and Development Code, effective July 15, 2013.



David J. Fox, P.E.
Professional Engineer, State of Colorado
Registration No. 25420

A handwritten signature in black ink that reads "David J. Fox".

David J. Fox, PE

5-24-19

Date

Introduction

TEP Rocky Mountain LLC (TEP) is proposing to add a booster compressor to an existing developed pipeline pad site. The compressor is a necessary equipment item for the operation of the facility. The site currently is comprised of above and below ground piping associated with equipment to remove pipeline fluids and is commonly referred to as a pig launcher. Construction activities associated with the booster compressor include the construction of an approximately 25 ft. by 60 ft. concrete foundation, booster compressor building placement on the foundation and ancillary piping and grading. The site is located in the SE ¼ of Section 20, Township 6 South, Range 91 West of the 6th P.M.

The existing site pad is approximately 0.45 acres and construction activities will disturb an additional 0.07 acres (3,050 sq. ft.) to the northeast sides of the pad. Existing roads will be used to access the site and access approach driveway will be re-graded. Construction of the compressor foundation will occur within the existing work area of the pad. Over-excavation, compaction and placement of the foundation are not anticipated to significantly alter or change the existing grade of the site.

As required by Article 4 – Section 203.E Grading and Drainage Plan, of the Garfield County Land Use and Development Code (LUDC), effective July 15, 2013, this document contains information required for the Grading and Drainage Plan.

Section 4-203.E.1 - Site Map

Site maps are provided in Appendix A showing the location, topography, access road, property boundary, and existing structures and proposed improvements. The Kokopelli compressor pad is located on Jolley Mesa where no water bodies, hydrologic feature including intermittent drainages, wetlands or floodplains exist.

Section 4-203.E.2 – Drainage Structures

Locations of existing drainage structures or natural drainage features affecting site drainage on the parcel and within 10 feet adjacent to the site boundary are shown on the Drainage Plan in Appendix B. A drainage plan has been developed for the Kokopelli compressor pad improvements. The plan is provided in Appendix B.

Section 4-203.E.3 – Topography

Existing site topography at two foot contours is provided on the Site Maps in Appendix A. Appendix A also depicts the location of the proposed Kokopelli compressor pad on a USGS 7.5 minute Quadrangle Map at 40 ft. contours along with property boundaries.

Section 4-203.E.4 – Grading Plan

Grading alterations will be made within the Kokopelli compressor building footprint and on the site pad. Over-excavation, compaction and placement of the foundation are not anticipated to significantly alter or change the existing grades of the site. Appendix A contains the existing site grade on two ft. contours and the building foundation grading.

Section 4-203.E.5 – Soil, Stockpile and Snow Storage Areas

Stockpiled soil, if any, will be stored directly adjacent on the west and south sides of the footprint of the 25 ft. by 60 ft. compressor foundation within the existing pad area. The stockpiled material will be utilized for fine grading around the compressor foundation. Estimated Cut and Fill quantities associated with the construction are balanced in the site plan such that no excess material is generated.

The stockpiling of snow is not anticipated during normal operational activities. Should snow stockpiling be required, snow will be stored within the existing pad boundaries, probably on the south side of the pad.

Section 4-203.E.6 – Proposed Drainage Plan

A drainage plan has been developed for the Kokopelli compressor pad improvements. The plan is provided in Appendix B and shows the estimated 100-year 24 hr. precipitation runoff estimates as well as the estimated diversion structure capacities.

Section 4-203.E.7 – Equipment Storage Areas

All equipment related to the compressor, including compressor lubricants, will be stored inside the compressor building. The compressor is powered from natural gas. Compressor lubricant oils will be provided with secondary containment.

Section 4-203.E.8 – Temporary Roads

No temporary roads will be required for the compressor construction. Existing roads and well pad working areas will be utilized.

Section 4-203.E.9 – Areas of Steep Slope

There are no areas of steep slope exceeding 20% within the project site for both pre-construction and post-construction conditions.

Section 4-203.E.10 – Construction Schedule

It is anticipated that mobilization of equipment and materials will be conducted within 5 to 10 days after approval of the Kokopelli Compressor application by Garfield County. Construction will commence shortly thereafter. An estimated construction sequence timetable is provided below.

TEP Rocky Mountain LLC Kokopelli Compressor Estimated Construction Sequence Timetable⁽¹⁾	
<u>Schedule</u>	<u>Work Item</u>
Days 1-3	Mobilization
Days 1-3	Installation of Erosion/Sediment Control Measures
Days 3 - 12	Compressor Construction
Days 12- 13	Compressor Testing & Commissioning
Days 1 - 14	Maintenance of Erosion/Sediment Control Measures
Day 14	Maintenance and/or Removal of Erosion & Sediment Control Measures
(1) Begins after application approval by Garfield County	

Section 4-203.E.11 – Permanent Stabilization

The compressor is to be located on the existing pad as a supplemental equipment item necessary for the operation of the facility. The compressor footprint and adjacent disturbance will be permanently stabilized with the addition of 6 inches gravel base. Final stabilization of the site will occur after the depletions of the natural gas formations and the removal of related infrastructure per the requirements of the Colorado Oil and Gas Conservation Commission.

Section 4-203.E.12 – Erosion Control Measures

Erosion control measures are identified on the Drainage Plan drawing for the site in Appendix B. Control measures specific to the construction of the compressor include constructing a runoff diversion ditch on the west side of the pad, perimeter swales on the interior perimeter of the pad, two sedimentation traps and a diversion ditch on the east side. The runoff diversion ditch is located up gradient of the pad to capture runoff from rainfall and snow melt events.

Section 4-203.E.13 – Estimated Costs

The cost of the project, which includes both the compressor and site work, is estimated at \$1.1 million. Control measures are currently employed at the pad site as part of the Drainage Plan. Estimated cost for the installation and maintenance of soil erosion and sediment control is \$2500.00 annually.

Section 4-203.E.14 – Calculations

Surface water diversion structures have been constructed at the Kokopelli facility to accommodate 100-year 24-hour precipitation events and subsequently the 25-year 24 hour events.

The National Oceanic and Atmospheric Administration, NOAA Atlas 14 – Pinpoint Precipitation Frequency Estimates reports the 100-year 24-hour and 25-year 24 hour peak precipitation events at the Kokopelli compressor location to be approximately 2.46 and 1.94 inches per hour, respectively.

The NRCS identifies the dominant soils type within the boundary of the Kokopelli compressor pad as Villa Grove - Zoltay loam. This soil has a reported hydrologic group

rating of C. Group C soils generally having a slow infiltration rate when thoroughly wet. The estimated pre-construction runoff coefficient is 0.1 with the post-construction runoff coefficient estimated at 0.3.

A number of control measures and diversion structures have been constructed to control runoff and runoff resulting from the 100-yr 24-hr precipitation event. Specific control measures and calculations are identified in the Drainage Plan in Appendix B.

As noted on the drawing, the Manning-Chezy equation was utilized to estimate the flow capacity of the diversion ditches and slope drains. This empirical formula incorporates the ditch and pipe configurations, slope and a roughness coefficient to estimate capacities.

The Rational Method was utilized to estimate peak discharge flows from tributary areas. This methodology incorporates rainfall intensity from the 100-yr 24-hr precipitation event, a run-off coefficient and the contributing tributary surface area. Runoff coefficients were based on NRCS hydrologic soil group and area imperviousness. Control structure estimated capacities and peak tributary run-off are summarized on the Drainage Plan in Appendix B.

Section 4-203.E.15 – Neighboring Areas

The proposed Kokopelli compressor facility will be located on top of Jolley Mesa at an elevation of 6520 ft. MSL. The site sits on the south side of Jolley Mesa. Grasses and sage brush are the dominate vegetation species. The Colorado River is approximately 2.8 miles to the north, Divide Creek is 2 miles to the east and Garfield Creek is 1.5 miles to the northeast. The gradient from the facility slopes gently downward to the west at a 4 -5% grade.

No natural drainages are located within or adjacent to the facility boundary. Localized drainage is provided by ephemeral drainages located approximately 2000 ft. to the east of the site. The facility, topography and drainages are identified on the site maps in appendix A.

The site is located in Garfield County within the Rural Zone District which is comprised of the County's rural residential areas, agricultural resource lands, agricultural production areas, and natural resource areas. The adjacent area has historically been used for cattle grazing, mining and natural gas extraction. Uses immediately adjacent to the facility include cattle grazing and natural gas extraction well pads. The surrounding area is currently utilized for active oil and gas development, cattle grazing and opens rangeland.

BLM property is located approximately 300 ft. to the east of the site. The nearest structures include oil and gas wells, associated production equipment and tanks,

located approximately 100 ft. to the north. The nearest residential dwelling is located 0.6 miles to the south.

Section 4-203.E.16 – Storm Water Management

The existing site pad is approximately 0.45 acres and construction activities will disturb an additional 0.07 acres (3,050 sq. ft.) to the northeast sides of the pad. Existing roads will be used to access the site and access approach driveway will be re-graded. Construction of the compressor foundation will occur on the existing work area of the pad. Over-excavation, compaction and placement of the foundation are not anticipated to significantly alter or change the existing grade of the site.

Water-borne sediment is the main potential pollutant of concern. Each construction project may employ a variety of control measures as necessary to minimize sediment in stormwater runoff. The objective of erosion and sediment controls is to minimize the release of sediments during stormwater runoff. This can be accomplished through the use of both structural and nonstructural controls, as appropriate to the site.

The Drainage Plan in Appendix B outlines the control measures, formerly known as BMPs, to be implemented for the construction of the Kokopelli compressor and associated piping. Sediment and stormwater management controls will be accomplished through a combination of construction techniques, vegetation management, and temporary or permanent structural features.

Section 4-203.E.17 – Storm Water Management Plan

The existing site pad is approximately 0.45 acres and construction activities will disturb 0.31 acre within the existing pad and 0.07 acres (3,050 sq. ft.) off the northeast sides of the pad. The construction disturbance associated with the installation of approximately 410 ft. of new buried pipelines at the site will add an additional 0.24 acres of disturbance. The total estimated construction disturbance is 0.62 acres.

Although storm water control measures will be implemented for the construction of the Kokopelli compressor and associated piping, a formal Storm Water Management Plan under the regulation of the Colorado Department of Public Health and Environment is not required for construction activities with less than 1.0 acre of disturbance. As such, no formal Storm Water Management Plan is required for the construction activities associated with this project.

Section 4-203.E.18 – Reclamation Plan

As per the Garfield County's Land Use and Development Code, Section 7-208.A.3 – Applicability, the majority of the construction disturbance areas associated with the

Kokopelli compressor and piping comprise long-term functional areas of the site. A new buried 8" diameter pipeline leaving the site to the west will create a disturbance area of 0.08 acres in a non-functional area. This area will require reclamation.

The pipeline will be installed under typical construction protocols. Topsoil and its vegetative biomass within the pipeline disturbance area will be removed and stockpiled. The topsoil shall be placed on the disturbed areas after installation of the pipe backfill and graded to blend with the adjacent undisturbed topography. The disturbance areas shall be seeded as necessary with species similar to the native vegetation and/or desirable nonnative vegetation capable of supporting the post-disturbance land use.

Section 4-203.E.19 – Hydraulic Calculations

Calculation methodologies for hydrologic and hydraulic structures are outlined in Section 4-203.E.14 above and are denoted and summarized in the Drainage Plan in Appendix B.

Section 4-203.E.20 – Maintenance Requirements

Control measures on the Kokopelli compressor site will be utilized for the erosion and sediment control during construction of the compressor. TEP is responsible for the maintenance of the control measures and will be maintained by both TEP's staff and/or its contractors. The primary control measures for the compressor construction include the diversion ditches, swales and sedimentation traps. Periodic maintenance will be required to ensure that the ditches and swales have not deteriorated and the sedimentation traps are operations.

Section 4-203.E.21 – SPCC Plan

The Spill Prevention, Control and Countermeasures rules, as regulated by the U.S. Environmental Protection Agency under 40 CFR 112, apply to facilities that have an aggregate aboveground oil storage capacity greater than 1,320 U.S. gallons. It is anticipated that 500 gallons of compressor oil will be stored at the site. Although secondary containment of the compressor oil will be provided and appropriate spill control measures will be employed by TEP, a SPCC plan is not required for the Kokopelli compressor as it is under SPCC regulation thresholds.

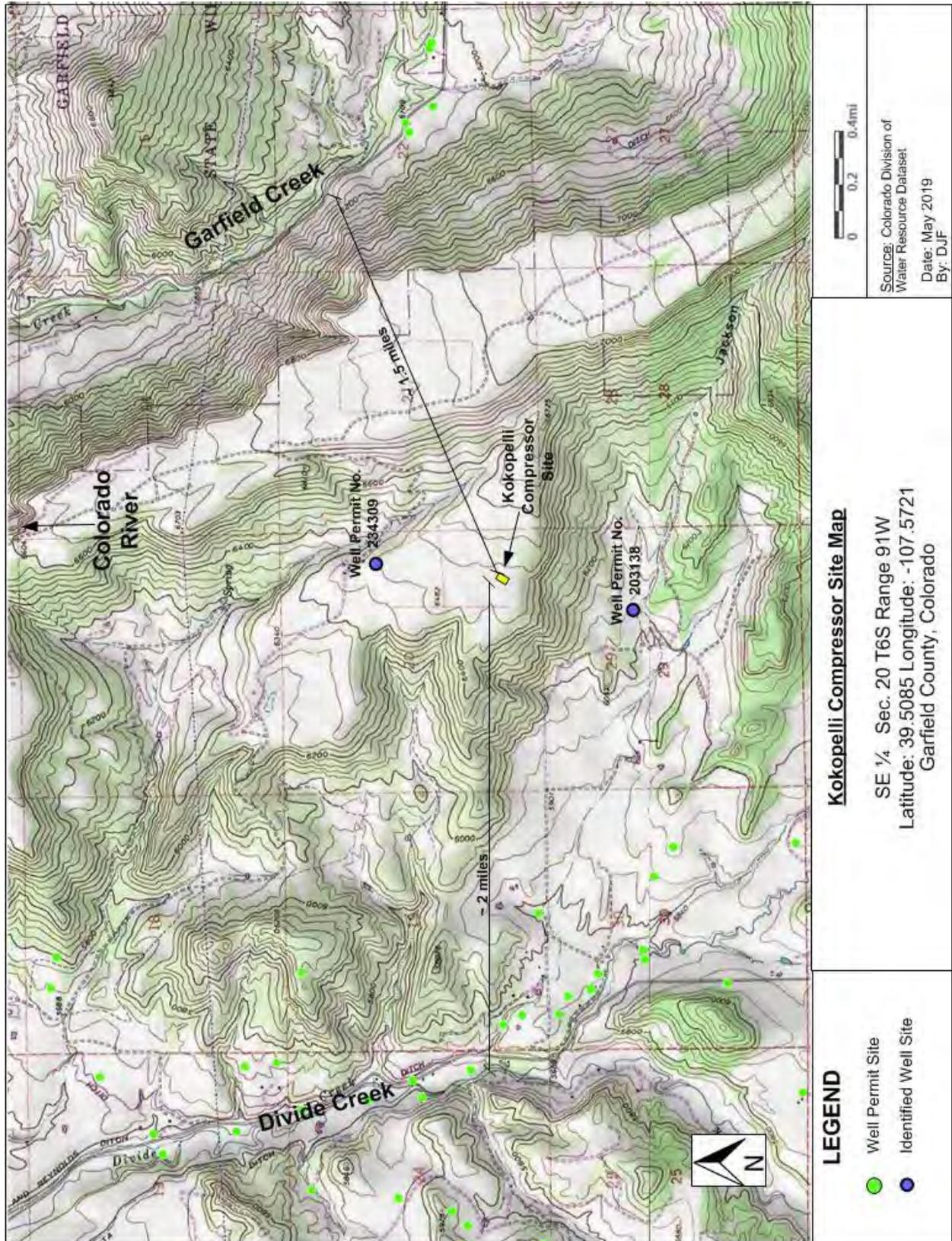
Section 4-203.E.22 – Additional Information or Detail

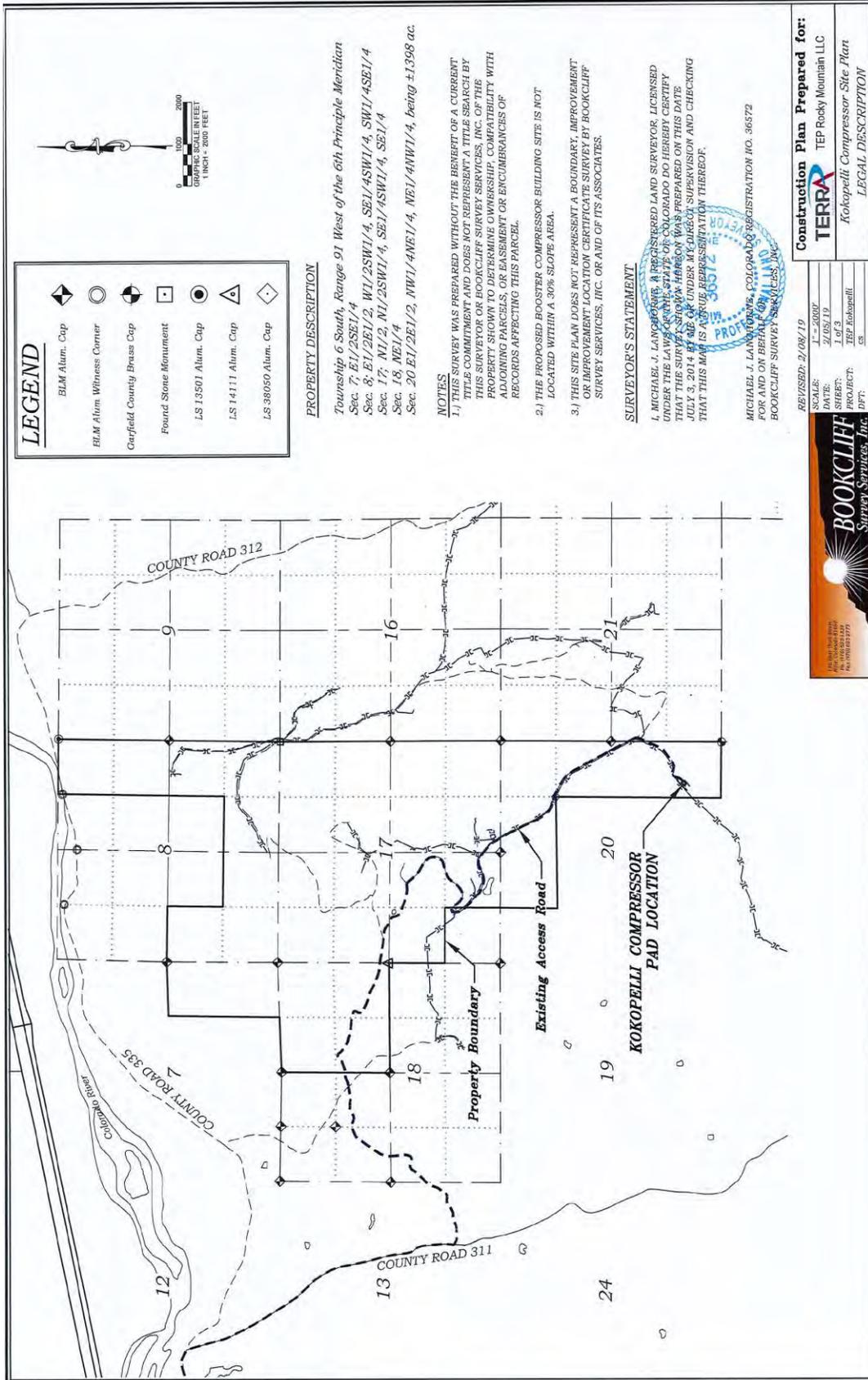
This section is reserved for other information or data as may be reasonably required by the Garfield County Director.

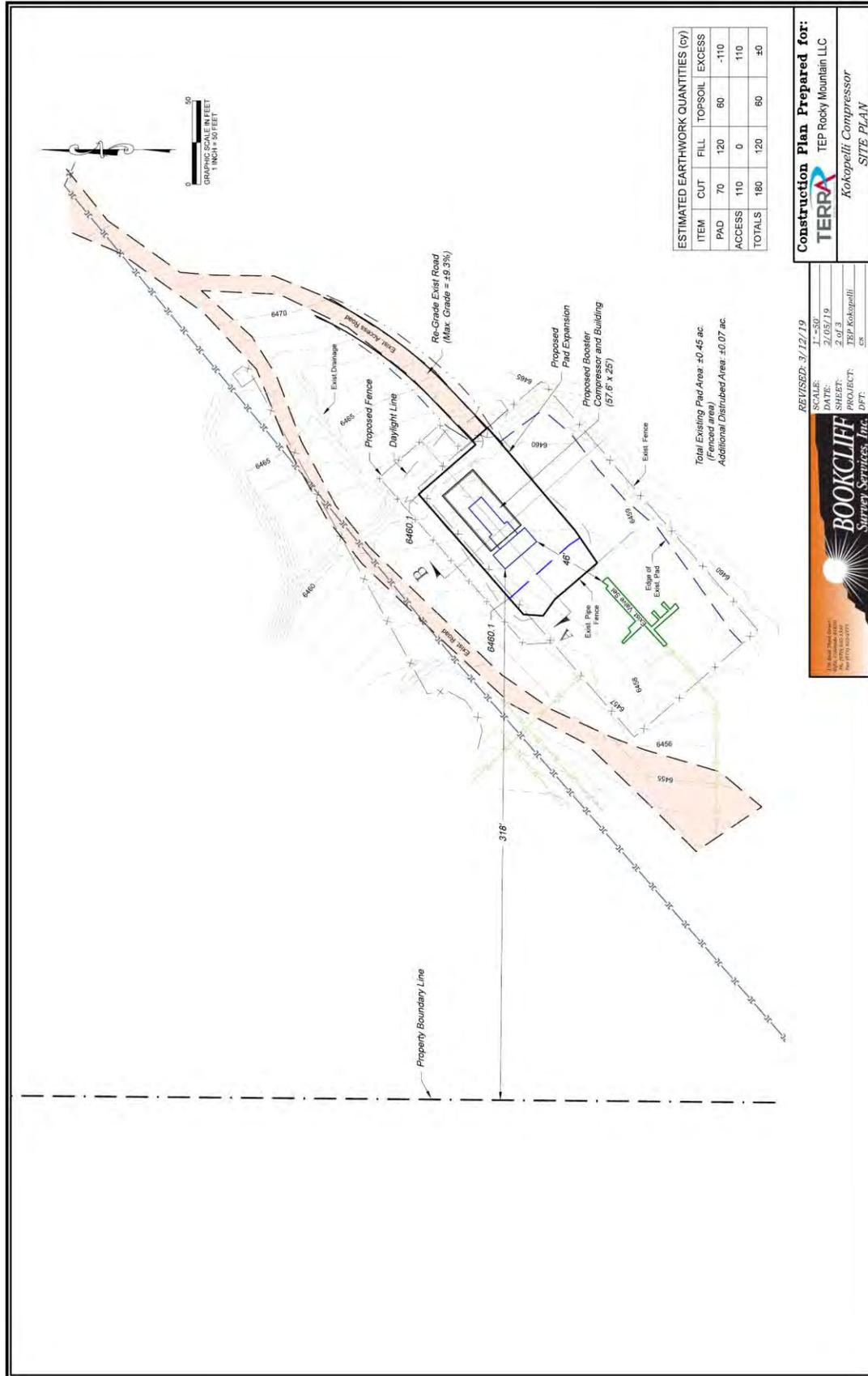
Section 4-203.E.23 – Signature Blocks

A signature block acknowledging the owner's review and acceptance of responsibility is provided in this report. Signature block and stamped statement by the qualified individual preparing the Grading and Drainage Plan are also provided in this document.

Appendix A Site Maps



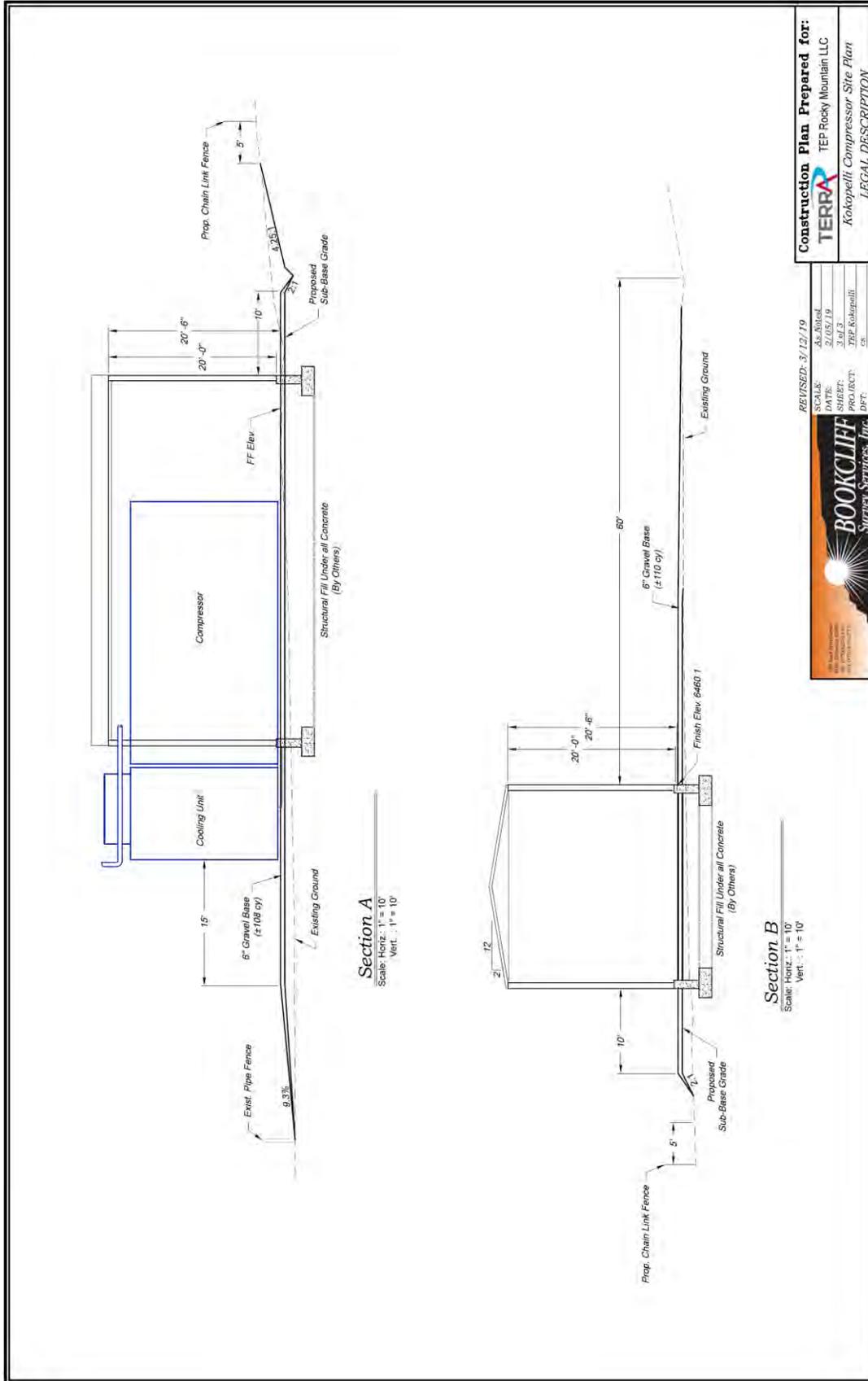




Construction Plan Prepared for:
TERRA
 TEP Rocky Mountain LLC
 Kokopelli Compressor
 SITE PLAN

REVISED: 3/12/19
 DATE: 2/05/19
 SHEET: 2 of 3
 PROJECT: TEP Kokopelli
 DFT: CS

BOOKCLIFF
 Survey Services, Inc.

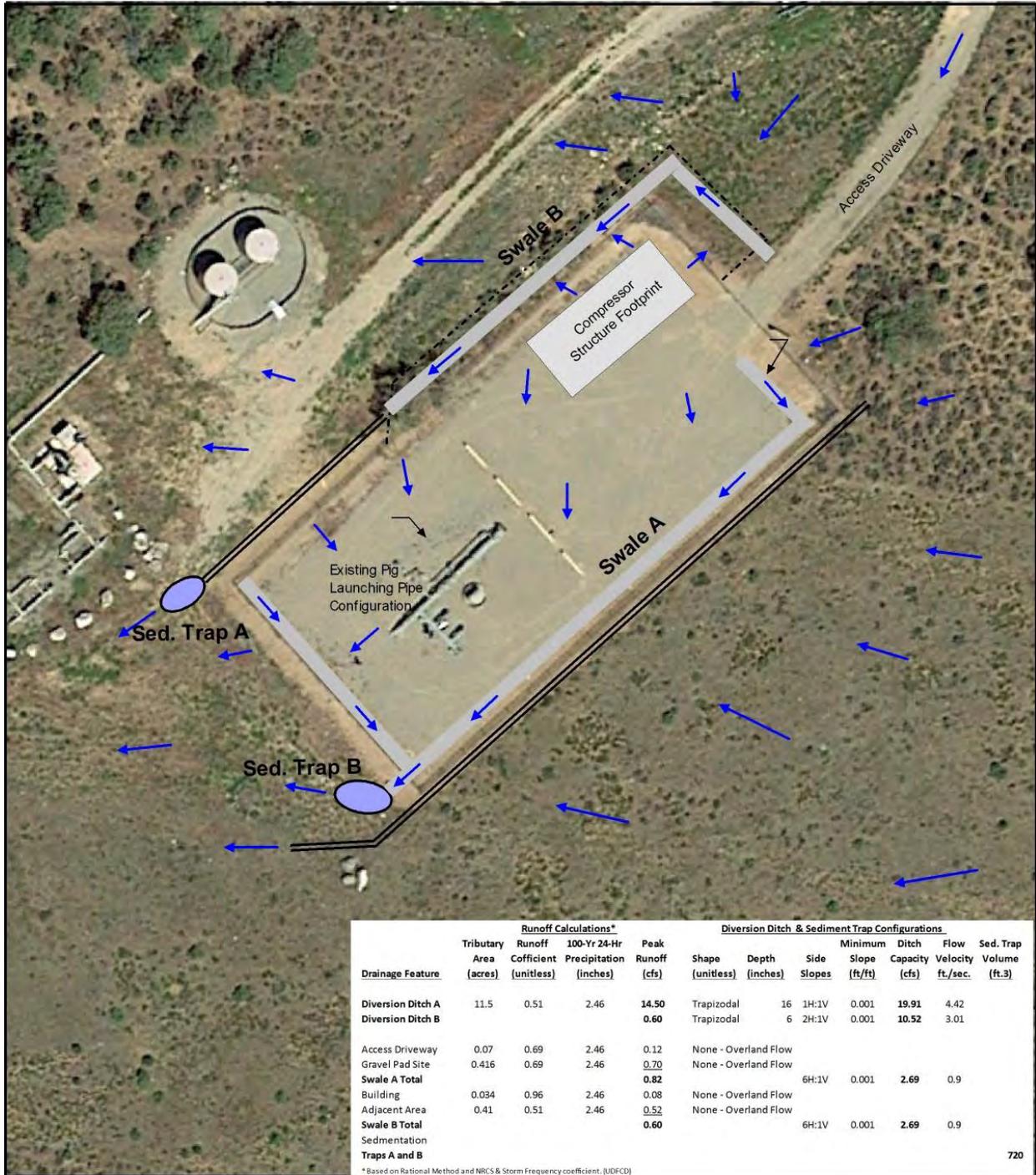


Construction Plan Prepared for:
TERRA
 TEP Rocky Mountain LLC
 Kokopelli Compressor Site Plan
 LEGAL DESCRIPTION

REVISED: 3/12/19
 SCALE: AS SHOWN
 DATE: 2/15/19
 SHEET: 3 of 3
 PROJECT: TEP Kokopelli
 DFT: CS



Appendix B Drainage Plan



Legend

- New Fence Alignment
- ← Direction of Surface Flow
- Diversion Ditch
- Sedimentation Trap
- Drainage Swale

**Kokopelli Compressor
Drainage Plan**

May 2019

4-203.F. Landscape Plan (waiver requested)

The Kokopelli Booster compressor is designated as Industrial Use, and therefore under section 4-202, Waiver of Submission Requirements, TEP is requesting a waiver from submitting a Landscape Plan. TEP Rocky Mountain LLC is seeking approval of a Form 2A – Oil and Gas Location Assessment Permit – from the Colorado Oil and Gas Conservation Commission (COGCC) for the location. Upon approval of the Form 2A the location will be subject to COGCC’s reclamation requirements under COGCC Rule 1001. The location will be constructed and stabilized per COGCC rules to support oil and gas booster compression operations. TEP is requesting a waiver from submitting a landscape plan in lieu of requirements established by COGCC which are equally stringent and appropriate for the requested land use.

4-203.G. Impact Analysis

1. **Adjacent Land Use** – Adjacent land use and neighboring properties within 1,500 feet of the location include public land and rural land. See the map in **Impact Analysis Appendix A** of this report.
2. **Site Features** – The Kokopelli Booster Compressor pad is located on the southern edge of Jolley Mesa. Access to the pad is via the Divide Creek Road, Garfield County Road 311 (CR 311), and improved gravel roads leading south to the pad. Terrain in the project area varies from the flat terrain on Jolly Mesa to steep hillsides south of the existing well pad. The vegetation on Jolly Mesa is dominated by grasses that have been planted for livestock forage. Historically, the mesa area was sagebrush shrublands and juniper woodlands. The slopes surrounding Jolly Mesa are composed of Utah juniper (*Juniperus utahensis*) and piñon pine (*Pinus edulis*) woodlands. Vegetation communities present in the survey area consist of a mixture of modified pasture, reclaimed ROWs re-seeded with native and non-native grasses and forbs, scattered pinyon-juniper woodlands, sagebrush shrublands, and some scattered mountain shrub. Pinyon-juniper woodlands are dominated by Utah juniper (*Juniperus osteosperma*) and occasional pinyon pine (*Pinus edulis*), with an open understory composed of forbs and grasses. The mountain shrublands are composed primarily of Saskatoon serviceberry (*Amelanchier alnifolia*) and mountain big sagebrush (*Artemisia tridentata* ssp. *vaseyana*). The elevation at the well pad is about 6,500 feet. There are no wetlands or perennial streams within the survey area. See **Impact Analysis Appendix B** for supporting documentation addressing terrain, vegetation, weed management and reclamation.
3. **Soil Characteristics** – Websoil survey data from the NRCS website indicates soil within the project area is Villas Grove-Zoltay loms, 15-30% slopes at elevations 7500-7600 feet. See the NRCS map unit description as supporting information in **Impact Analysis Appendix C** of this report. (NRCS web report)
4. **Geology and Hazard** – Based on analysis of potential natural and geologic hazards, as outlined in the Fox Engineering Solutions (FES) report in **Impact Analysis Appendix D** of this report, it is the opinion of FES that hazards identified in the LUDC have a low probability of impacting this site and the booster compressor. Mitigation of said hazards does not appear to be warranted at this time. See Appendix D for supporting documentation.
5. **Groundwater and Aquifer Recharge Areas** – Article 4 – Section 203.G.5 Groundwater and Aquifer Recharge Areas, of the Garfield County LUDC, requires evaluation of the relationship of the subject parcel to floodplains, the nature of soils and sub soils and their ability to adequately support waste disposal, the slope of the land, the effect of sewage effluents, and the pollution of surface runoff, stream flow, and groundwater. The report provided by FES, **Impact Analysis Appendix E** provides additional information, in addition to the Grading and Drainage plan, see **Article 4-203.E**.

6. **Environmental Impacts** – Article 4 – Section 203.G.6 Environmental Impacts, of the Garfield County LUDC, requires evaluation and determination of the effects of development on existing environmental conditions including:
 - a. Determination of long-term and short-term effect on flora and fauna. See **Impact Analysis Appendix F Environmental Impact** for supporting documentation.
 - b. Determination of the effect on designated environmental resources, including critical wildlife habitat. See **Impact Analysis Appendix F Environmental Impact** for supporting documentation.
 - c. Impacts on wildlife and domestic animals through creation of hazardous attractions, alteration of existing native vegetation, blockade of migration routes, use patterns, or other disruptions. See **Impact Analysis Appendix F Environmental Impact** for supporting documentation.
 - d. Evaluation of any potential radiation hazard that may have been identified by the State or County Health Departments. See **Impact Analysis Appendix D Geology and Hazard** for supporting documentation.

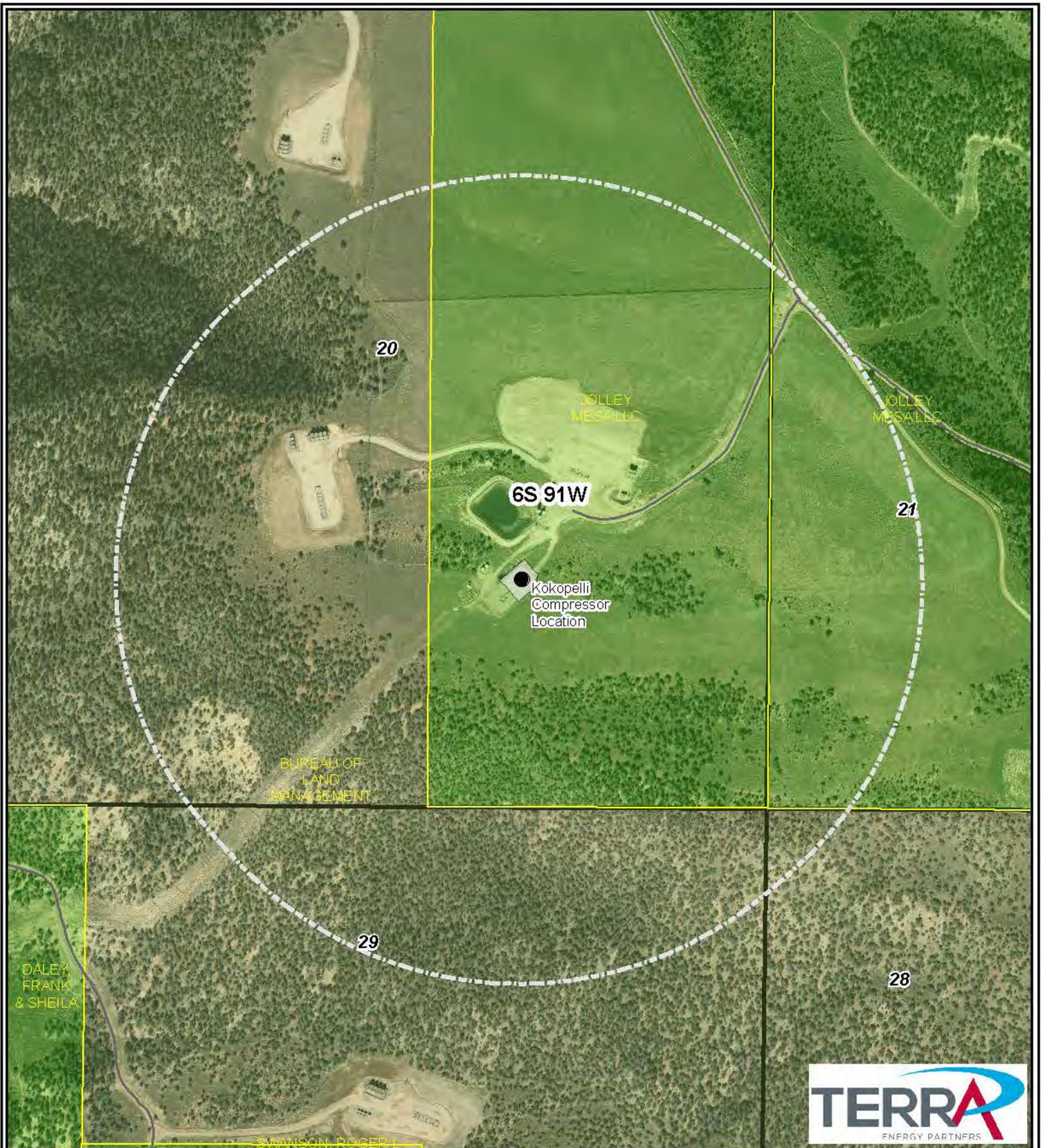
7. **Nuisance** –
 - a. **Dust, odors, gas, fumes, and glare** – Access roads will be watered per the maintenance agreement, as applicable, to mitigate dust. Odors/fumes will be mitigated through air mitigation and will be in compliance with CDPHE General Permit (GP) – 02. Glare will be minimized; the location will be painted desert tan to blend into the surrounding area. Views are not anticipated to be impacted by the installation of the compressor. The compressor will be implemented in an existing oil and gas field and will occur on an existing oil and gas location. Please see **2D Viewshed Analysis (Appendix K-7)** as supporting documentation.
 - b. **Noise** – The facility will comply with COGCC Rule 802 for Residential/Rural/Agricultural. See **Impact Analysis Appendix G** of this report for supporting documentation. The compressor will have a critical hospital grade muffler with 35-40 dbA noise reduction elements and will be housed in a steel building. With the proposed mitigation, noise levels are anticipated to be between 35.1-52.8 dbA. Residential/Agricultural/Rural noise standards will be complied to as follows:
 - 7:00 am to next 7:00 pm – 55 dbA
 - 7:00 pm to next 7:00 am – 50 dbA
 - a. **Vibration** – The proposed booster compressor is factory-built and skid-mounted. The compressor skid will be placed on a 42-inch thick, steel reinforced concrete foundation system and bolted to the foundation. Synthetic anti-vibration pads are placed between the skid and the concrete to dampen vibration. To further mitigate unit vibration, the compressor vendor will balance reciprocating weight to within 1 lb. across opposing crank-throws, compared to the manufacture’s tolerance of 2.5 lbs. of reciprocating weight. No vibration related impacts to adjacent structures or dwellings are anticipated with the operation of the Kokopelli Booster Compressor.

8. **Hours of Operation** – As stated in the Pre-Application Conference Summary, the compressor will be utilized 24 hours a day, 7 days a week, and TEP is requesting a waiver from Standard 7-1001 Hours of Operation. Continuous operation of the equipment is required to achieve optimal gas lift compression for maximized production. The location will be permitted as an oil and gas location with COGCC.

Impact Analysis

Appendix A

Adjacent Land Use & Neighboring Properties within 1,500 feet



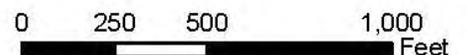
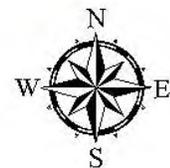
Legend

-  Compressor Location
-  1500 ft. Buffer (from Site)
-  Kokopelli Compressor Site
-  Existing Road
-  Parcel Ownership (from Garfield County)
-  Public Lands
-  Rural

Kokopelli Compressor

Adjacent Land Use & Neighboring Properties within 1500ft.

March 13, 2019



Impact Analysis

Appendix B

Site Features

Terrain/Vegetation/Weed Management

**TERRA ENERGY PARTNERS
KOKOPELLI COMPRESSOR
INTEGRATED VEGETATION AND NOXIOUS WEED MANAGEMENT PLAN
GARFIELD COUNTY LAND USE AND DEVELOPMENT CODE**



Cover photo: View of the existing pad that will accommodate the Kokopelli Compressor.

Prepared for:
Terra Energy Partners
1058 County Road 215
Parachute, CO 81635

Prepared by:
WestWater Engineering, Inc.
2516 Foresight Cr. #1
Grand Junction, CO 81505

Leah Weckworth

Leah Weckworth, Environmental Scientist/Project Manager

July 2019

1.0 INTRODUCTION

1.1 Project Description

At the request of Terra Energy Partners (TEP), WestWater Engineering (WestWater) has prepared this Integrated Vegetation and Noxious Weed Management Plan for the proposed Kokopelli Compressor that would be located on privately owned lands in Garfield County, Colorado. The proposed project consists of an existing pad site and proposed buried gas line and water line located within existing disturbance on privately owned property south of the Colorado River between Silt and New Castle on Jolley Mesa.

The project would be located in Section 20, Township 6 South, Range 91 West (Figure 1). Access to the project area is available via Garfield County Road 311 and private access roads. The current land uses include rangeland, agriculture, wildlife habitat, and oil and gas development.

1.2 General Survey Information

Pedestrian surveys of the project area were conducted by WestWater biologists on June 28, 2019. Surveys were conducted within the growing season for plants in the area, including noxious weeds. Identification of plant species was aided by using pertinent published field guides (Ackerfield 2015, Kershaw et al. 1998, Whitson et al. 2001, CWMA 2007, Weber and Wittmann 2012). Noxious weed locations were recorded with the aid of handheld global positioning system (GPS) receivers using NAD83 map datum, with all coordinate locations based on the Universal Transverse Mercator (UTM) coordinate system in Zone 13. Mapped soil types, as published by the Natural Resources Conservation Service (NRCS), U.S. Department of Agriculture (USDA), were reviewed to determine the soil types and vegetation characteristics at the project site (NRCS 2019).

2.0 LANDSCAPE SETTING

2.1 Terrain

The project location on top of Jolley Mesa is essentially flat. Jolley Mesa’s flat top is bisected by an unnamed intermittent tributary to the Colorado River north and east of the project site. To the southwest of the project location, the side of the mesa drops steeply to Jackson Gulch.

2.2 Vegetation

Vegetation communities around the project area have been disturbed by agriculture and natural gas development including access roads, pipeline rights-of-way (ROWs), well pads, and a produced water pit. Vegetation communities present in the survey area consist of a mixture of modified pasture, reclaimed ROWs re-seeded with native and non-native grasses and forbs, scattered pinyon-juniper woodlands, sagebrush shrublands, and some scattered mountain shrub. Pinyon-juniper woodlands are dominated by Utah juniper (*Juniperus osteosperma*) and occasional pinyon pine (*Pinus edulis*), with an open understory composed of forbs and grasses. The mountain shrublands are composed primarily of Saskatoon serviceberry (*Amelanchier alnifolia*) and mountain big sagebrush (*Artemisia tridentata* ssp. *vaseyana*). A list of common plants observed and/or known to occur in the survey area are described in Table 1.

Table 1. Common plant species occurring in the project area.

Common Name	<i>Scientific Name</i>	Abundance*	Habitat Type
Grasses			
Cheatgrass	<i>Bromus tectorum</i>	x	Disturbed/Reclaimed Sites and Sagebrush Shrublands
Field brome	<i>Bromus arvensis</i>	xx	Disturbed/Reclaimed Sites and Sagebrush Shrublands

Table 1. Common plant species occurring in the project area.

Common Name	Scientific Name	Abundance*	Habitat Type
Indian rice grass	<i>Achnatherum hymenoides</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Intermediate wheat grass	<i>Thinopyrum intermedium</i>	x	Disturbed/Reclaimed Sites
Needle and thread	<i>Hesperostipa comata</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Sandberg bluegrass	<i>Poa secunda</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Smooth brome	<i>Bromus inermis</i>	x	Disturbed/Reclaimed Sites
Western wheatgrass	<i>Pascopyrum smithii</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Forbs			
Alfalfa	<i>Medicago sativa</i>	x	Disturbed/Reclaimed Sites
Dandelion	<i>Taraxacum officinale</i>	x	Sagebrush Shrublands, Disturbed/Reclaimed Sites
Field bindweed	<i>Convolvulus arvensis</i>	x	Disturbed/Reclaimed Sites
Field pennycress	<i>Thlaspi arvense</i>	x	Disturbed/Reclaimed Sites
Hawksbeard spp	<i>Crepis spp</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Herb sophia	<i>Descurainia sophia</i>	x	Disturbed/Reclaimed Sites
Palmer's penstemon	<i>Penstemon palmeri</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Prickly lettuce	<i>Lactuca serriola</i>	x	Disturbed/Reclaimed Sites
Redstem stork's bill	<i>Erodium cicutarium</i>	x	Disturbed/Reclaimed Sites
Rough indian paintbrush	<i>Castilleja scabrida</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Roughseed cryptantha	<i>Cryptantha flavoculata</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Russian thistle	<i>Salsola tragus</i>	x	Disturbed/Reclaimed Sites
Salsify	<i>Tragopogon spp.</i>	x	Pinyon/Juniper, Sagebrush Shrublands, Disturbed/Reclaimed Sites
Scarlet globemallow	<i>Sphaeralcea coccinea</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Sego lily	<i>Calochortus nuttallii</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Tall tumblemustard	<i>Sisymbrium altissimum</i>	x	Disturbed/Reclaimed Sites
Textile onion	<i>Allium textile</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Twinpod sp.	<i>Physaria acutifolia</i>	x	Pinyon/Juniper
Wavyleaf thistle	<i>Cirsium undulatum</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Yellow sweetclover	<i>Melilotus officinalis</i>	x	Disturbed/Reclaimed Sites
Shrubs/Trees			
Alderleaf mountain mahogany	<i>Cercocarpus montanus</i>	x	Pinyon/Juniper

Table 1. Common plant species occurring in the project area.

Common Name	Scientific Name	Abundance*	Habitat Type
Antelope bitterbrush	<i>Purshia tridentata</i>	x	Pinyon/Juniper
Broom snakeweed	<i>Gutierrezia sarothrae</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Four-winged saltbush	<i>Atriplex canescens</i>	x	Pinyon/Juniper
Gambel oak	<i>Quercus gambelii</i>	x	Pinyon/Juniper
Saskatoon serviceberry	<i>Amelanchier alnifolia</i>	x	Pinyon/Juniper
Twoneedle pinyon	<i>Pinus edulus</i>	xx	Pinyon/Juniper
Utah Juniper	<i>Juniperus osteosperma</i>	xx	Pinyon/Juniper
Wyoming big sagebrush	<i>Artemisia tridentata wyomingensis</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
<p>*Abundance: xxx= High frequency; with uniform distribution across project area. xx= Moderate frequency; occurrence scattered throughout project area. x= Infrequent; only a small number of individuals noted within project area. Non-native species in bold</p>			

3.0 NOXIOUS WEEDS

3.1 Introduction to Noxious Weeds

Most noxious weed species in Colorado were introduced, mostly from Eurasia, either unintentionally or as ornamentals that established wild populations. These plants compete aggressively with native vegetation and tend to spread quickly because the environmental factors that normally control them are absent. Disturbed soils, altered native vegetation communities, and areas with increased soil moisture often create prime conditions for weed infestations. The primary vectors that spread noxious weeds include humans, animals, water, and wind.

The Colorado Noxious Weed Act (State of Colorado 2005) requires local governing bodies to develop noxious weed management plans. Both the State of Colorado and Garfield County maintain a list of plants that are considered to be noxious weeds. The State of Colorado noxious weed list segregates noxious weed species based by priority for control:

1. List A species must be eradicated whenever detected.
2. List B species spread should be halted; may be designated for eradication in some counties.
3. List C species are widespread and the State will assist local jurisdictions which choose to manage those weeds.

The Garfield County Weed Advisory Board has compiled a list of 21 plants from the State list considered to be noxious weeds within the county (Appendix A). The Garfield County Weed Advisory Board has duties to:

1. Develop a noxious weed list;
2. Develop a weed management plan for designated noxious weeds; and,
3. Recommend to the Board of County Commissioners that identified landowners submit an integrated weed management plan for their properties (Garfield County 2002).

3.2 Observations

Weed species listed by the State of Colorado (2005) detected in the project area include cheatgrass (*Bromus tectorum*), jointed goatgrass (*Aegilops cylindrica*), Russian knapweed (*Acroptilon repens*), Scotch thistle (*Onopordum acanthium*), redstem stork's bill (*Erodium cicutarium*), and field bindweed (*Convolvulus arvensis*). Weed locations are mapped on Figure 1, though redstem stork's bill, cheatgrass and field bindweed were not mapped due to their widespread distribution within the survey area. Jointed goatgrass, Russian knapweed, and scotch thistle are listed weeds in Garfield County (Garfield County 2019). Detailed noxious weed infestation information, general control techniques, and revegetation recommendations are included in this Integrated Vegetation and Noxious Weed Management Plan. Noxious weed locations are provided in Appendix A.

In areas where soil disturbances have created growing conditions that favor non-native vegetation, several unlisted nuisance weed species are also present. These plants can negate revegetation efforts and cause financial losses due to decreased seeding success and associated costs of replanting. The presence of these plants creates increased competition for resources and can negatively affect desirable native plant species. Plants in this category observed or known to exist in the project area include Russian thistle (*Salsola* ssp.) and tall tumble mustard (*Sisymbrium altissimum*), among others.

3.3 Integrated Weed Management

Control of invasive species is a difficult task and requires intensive on-going control measures. Care must be taken to avoid negatively impacting desirable plant communities and inviting infestation by other pioneer invaders. Weed management is best achieved by employing varied methods over several growing seasons, including inventory (surveys), direct treatments, prevention through best management practices, monitoring of treatment efficacy, and subsequent detection efforts. Weed management is often limited to controlling existing infestations and prevention of further infestations, rather than eradication, but through effective weed management practices eradication can be possible in small to medium sized weed populations.

Assessment of the existence and extent of noxious weeds in an area is essential for the development of an integrated weed management plan. This report provides an initial assessment of the occurrence of noxious weeds for the project area. In order to continue effective management of noxious weeds, further inventory and analysis is necessary to 1) determine the effectiveness of the past treatment strategies; 2) modify the treatment plan, if necessary; and 3) detect new infestations early, which would result in more economical and effective treatments.

3.4 Prevention of Noxious Weed Infestations

Weed management can be costly, and heavy infestations may exceed the economic threshold for practical treatment. Prevention is an especially valuable and economical strategy for noxious weed management. Several simple practices should be employed to prevent weed infestations. The following practices will prevent infestation and thereby reduce costs associated with noxious weed control:

- Prior to delivery to the site, all equipment and vehicles, including maintenance vehicles, should be thoroughly cleaned of soils from previous sites which may be contaminated with noxious weeds.
- If working in sites with weed-seed contaminated soil, equipment should be cleaned of potentially seed-bearing soils and vegetative debris at the infested area prior to moving to uncontaminated terrain.
- Avoid driving vehicles through areas where weed infestations exist.
- Use of certified weed-seed-free reclamation materials such as mulch and seed.

3.5 Treatment and Control of Noxious Weed Infestations

The treatment method and timing will be determined by the project proponent and their contracted licensed pesticide applicators. The recommendations provided in this report will be considered when developing annual treatment plans. General control methods for the species detected in the project area are provided for reference in Table 2.

Table 2. General noxious weed control methods for species in the project area.

Common Name Scientific Name USDA Symbol	Type	Control Methods
Cheatgrass <i>Bromus tectorum</i> BRTE	Annual	Herbicide treatment including pre- and post-emergent treatments in large monocultures with few if any desirable grasses; tillage and reseeding with native cool-season grasses.
Field bindweed <i>Convolvulus arvensis</i> COAR	Perennial	Herbicide treatment when plants are beginning to flower. Biological controls are available and fairly effective for large populations growing in sunny dry conditions. Tillage is not effective and will result in denser populations.
Jointed Goatgrass <i>Aegilops cylindrica</i> AECY	Annual	Prevent seed production. A complex management strategy of tillage, planting desirable species and herbicide treatment should be designed for specific areas of infestation. Target seedlings in the spring for most effective control. Use tillage where possible to reduce seed bank by bringing some seeds up to the germination zone and burying others. Follow tillage with planting of desirable species.
Russian knapweed <i>Acroptilon repens</i> ACRE	Perennial	Reseeding disturbed sites with fast growing grasses. Herbicide application in fall. Allelopathic, tillage necessary.
Scotch thistle <i>Onopordum acanthium</i> ONAC	Biennial	Herbicides, tillage, or hand grubbing in the rosette stage, mowing at bolting or early flowering.

Bold = Garfield County List

3.6 Recommended Treatment Strategies

The following treatment strategies are presented for reference. It is important to know whether the weed species being managed is an annual, biennial, or perennial to select strategies that effectively control and eliminate the target. Treatment strategies vary depending on plant type, which are summarized in Tables 3 and 4. Herbicides should not always be the first treatment of choice when other methods can be effectively employed.

Table 3. Treatment Strategies for Annual and Biennial Noxious Weeds

Target: Prevent Seed Production

1. Hand grub (pull), hoe, till, cultivate in rosette stage and before flowering or seed maturity. If flowers or seeds develop, cut and bag seed heads.
2. Cut roots with a spade 2"-3" below soil level.
3. Treat with herbicide in seedling, rosette or bolting stage, before flowering.
4. Mow biennials after bolting stage but before seed set. Mowing annuals will not prevent flowering but can reduce total seed production.

(Sirota 2004)

Table 4. Treatment Strategies for Perennials
Target: Deplete nutrient reserves in root system, prevent seed production

1. Allow plants to expend as much energy from root system as possible. Do not treat when first emerging in spring but allow growth to bud/bloom stage. If seeds develop cut and bag if possible.
2. Herbicide treatment at bud to bloom stage or in the fall (recommended after August 15 when natural precipitation is present). In the fall plants draw nutrients into the roots for winter storage. Herbicides will be drawn down to the roots more efficiently at this time due to translocation of nutrients to roots rather than leaves. If the weed patch has been present for a long period of time another season of seed production is not as important as getting the herbicide into the root system. Spraying in fall (after mid-August) will kill the following year's shoots, which are being formed on the roots at this time.
3. Mowing usually is not recommended because the plants will flower anyway, rather, seed production should be reduced. Many studies have shown that mowing perennials and spraying the regrowth is not as effective as spraying without mowing. Effect of mowing is species dependent therefore it is imperative to know the species and its basic biology. Timing of application must be done when biologically appropriate, which is not necessarily convenient.
4. Tillage may or may not be effective or practical. Most perennial roots can sprout from pieces only 0.5 inch – 1.0 inch long. Clean machinery thoroughly before leaving the weed patch.
5. Hand pulling is generally not recommended for perennial species unless you know the plants are seedlings and not established plants. Hand pulling can be effective on small patches but is very labor intensive because it must be done repeatedly.

(Sirota 2004)

Some weeds, particularly annuals and biennials, can develop resistance to herbicides. The ability to quickly develop immunity to herbicides, especially when they are used incorrectly, makes it imperative to use the proper chemicals at the correct time in the specified concentration according to the product label. Excessive application, either in frequency or concentration, can result in top kill without significantly affecting the root system. Repeated excessive applications may result in resistant phenotypes.

3.7 Noxious Weed Management – Best Management Practices

Construction: The following practices should be adopted for any construction project to reduce the costs of noxious weed control and aid in prevention efforts. The practices include:

- Prior to delivery to the site, equipment should be cleaned of soils remaining from previous construction sites which may be contaminated with noxious weeds.
- Equipment and material handling should be done on established sites to reduce the area and extent of soil compaction.
- In all cases, temporary disturbance should be kept to an absolute minimum.
- Top soil, where present, should be segregated from deeper soils and replaced as top soil on the final grade, a process known as live topsoil handling.
- If stored longer than one growing season, topsoil stockpiles should be seeded with non-invasive sterile hybrid grasses.
- Wetland vegetation, if encountered, should be live handled like sod, temporarily watered if necessary, and placed over excavated sub-soil relative to the position from which the wetland sod was removed.
- Cut-off collars should be placed on all wetland and stream crossings to prevent back washing (seed vector) and to ensure that soil moisture conditions are not impacted after construction so that native plants can re-establish from the existing seed bank.

- If working in weed infested sites, equipment should be cleaned of potentially seed-bearing soils and vegetative debris prior to moving to uncontaminated terrain.
- After construction, disturbed areas outside the footprint of the development should be immediately reseeded with an appropriate seed mix.

Herbicides: Many of the listed noxious weed species in Colorado can be controlled with commercially available herbicides. Annual and biennial weeds are best controlled at the pre-bud stage after germination or in the spring of the second year. Selective herbicides are recommended to minimize damage to desirable grass species.

It is important that applicators adhere to concentrations specified on herbicide containers. Herbicides generally do not work better at higher concentrations. Herbicide failures are frequently related to high concentrations that result in top kill before the active ingredient can be transported to the roots through the nutrient translocation process. If directed on the herbicide label, a surfactant or other adjuvant should be added to the tank.

Grazing: In the event grazing is allowed in the project area, it should be deferred in reclaimed areas until revegetation of desirable species has been successfully established and seeded plants have had opportunity to reproduce.

Monitoring: Areas where noxious weed infestations are identified and treated should be inspected over time to ensure that control methods are working to reduce and suppress the identified infestation. The sites should be monitored until the infestations are eliminated. These inspections can then be used to prioritize future weed control efforts.

3.8 Commercial Applicator Recommendations

A certified commercial pesticide applicator licensed in rangeland and/or right-of-way/industrial weed control (depending on site characteristics) is a necessary choice for herbicide control efforts. An applicator has the full range of knowledge, skills, equipment, and experience desired when dealing with tough noxious weeds. In addition, the purchase and use of restricted use herbicides requires a Colorado pesticide applicator license.

4.0 REVEGETATION – RECLAMATION

Successful reclamation of the project area is dependent upon soil type and texture, slope gradient and aspect, proper weed control, available water, and revegetation with suitable plant species. Site-specific reclamation plans utilizing native species should be developed with a qualified reclamation contractor. Reclamation services using multiple seed bin range drills and specialized equipment are available and should be used for reclamation seeding projects.

Soil Preparation

Compaction can reduce water infiltration and also hinder the penetration of the sprouting seed. Practices that will reduce compaction and prepare the seedbed include: scarification, tillage, or harrowing (Colorado Natural Areas Program et al. 1998).

In areas with slope greater than three percent or where laminar flows from runoff could affect reseeded success, imprinting of the seed bed is recommended. Imprinting can be in the form of dozer tracks or furrows perpendicular to the direction of slope. When utilizing hydro-seeding followed by mulching, imprinting should be done prior to seeding unless the mulch is to be crimped into the soil surface. If broadcast seeding and harrowing, imprinting should be done as part of the harrowing. Furrowing can be done by several methods, the most simple of which is to drill seed perpendicular to the direction of slope in a prepared bed. Other simple imprinting methods include deep hand raking and harrowing, always perpendicular to the direction of slope.

Soil Amendments

The addition of soil amendments in rangeland reclamation projects can create more optimal growing conditions for non-native or invasive plant species, with which native plants compete poorly. There is potential that the use of soil amendments (fertilizer) containing nitrogen will disproportionately benefit undesirable annual plants (Perry et al. 2010). If the company determines the use of soil amendments to be beneficial, the type and rate should be based on results from lab analysis of soil samples collected at the site.

A potentially beneficial alternative method to enhance reclamation success, particularly where there is poor or destroyed topsoil, is the application of vesicular-arbuscular mycorrhizal fungi (AMF). These fungi, mostly of the genus *Glomus*, are symbiotic with about 80 percent of all vegetation. Endo-mycorrhizal fungi are associated mostly with grasses and forbs and could be helpful in reclamation. In symbiosis, the fungi can increase water and nutrient transfer capacity of the host root system (Barrow and McCaslin 1995). Over-the-counter commercial products are available, and the best products should contain more than one fungus species.

Compacted soils respond well to fossilized humic substances and by-products called humates. These humates, including humic and fulvic acids were formed from pre-historic plant and animal deposits and can benefit reclamation efforts on compacted soils when applied as directed.

Seed Mixture

The recommended seed mix (Table 5) is adapted from the Bureau of Land Management's Colorado River Valley Field Office seed menu recommendations (BLM 2013). This seed mix is well suited for mountain shrublands and oakbrush shrublands common south of the Colorado River. The mix includes perennial native grasses and forbs that should establish well, protect topsoil, and provide a basis for rehabilitation of the site upon reclamation. Since the project area is privately owned, the landowners may request a different seed mixture.

Table 5. Recommended seed menu for project area.

Common Name	Scientific Name	Variety	Season	Form	PLS lbs/acre*
Plant Both of the Following (15% Each, 30% Total)					
Bottlebrush Squirreltail	<i>Elymus elymoides</i> , <i>Sitanion hystrix</i>	VNS	Cool	Bunch	2.0
Bluebunch Wheatgrass	<i>Pseudoroegneria spicata</i> , <i>Agropyron spicatum</i>	Secar, P-7, Anatone, Goldar	Cool	Bunch	2.8
and Two of the Following (20% Each, 40% Total)					
Thickspike Wheatgrass	<i>Elymus lanceolatus</i> ssp. <i>lanceolatus</i> , <i>Agropyron dasystachyum</i>	Critana, Bannock, Schwendimar	Cool	Sod-forming	3.4
Slender Wheatgrass	<i>Elymus trachycaulus</i> , <i>Agropyron trachycaulum</i>	Revenue, Pryor	Cool	Bunch	3.3
Western Wheatgrass	<i>Pascopyrum [Agropyron] smithii</i>	Rosana, Arriba	Cool	Sod-forming	4.8
and Three of the Following (10% Each, 30% Total)					
Indian Ricegrass	<i>Achnatherum [Oryzopsis] hymenoides</i>	Paloma, Rimrock	Cool	Bunch	1.9
Arizona Fescue	<i>Festuca arizonica</i>	Redondo	Cool	Bunch	0.5
Galleta	<i>Pleuraphis [Hilaria] jamesii</i>	Viva florets	Warm	Bunch/Sod-forming	1.7

Table 5. Recommended seed menu for project area.

Common Name	Scientific Name	Variety	Season	Form	PLS lbs/acre*
Muttongrass	<i>Poa fendleriana</i>	VNS	Cool	Bunch	0.3
Sandberg Bluegrass	<i>Poa sandbergii, Poa secunda</i>	VNS	Cool	Bunch	0.3
Sand Dropseed	<i>Sporobolus cryptandrus</i>	VNS	Warm	Bunch	0.1
OPTIONAL: Any combination from the following species may be substituted for up to 10% of the above grasses.					
Rocky Mountain Beeplant	<i>Cleome serrulata</i>	VNS			
Annual Sunflower	<i>Helianthus annuus</i>	VNS			
Arrowleaf Balsamroot	<i>Balsamorhiza sagittata</i>	VNS			
Sulfur Flower	<i>Eriogonum umbellatum</i>	VNS			
Utah sweetvetch	<i>Hedysarum boreale</i>	VNS			
Scarlet Globemallow	<i>Sphaeralcea coccinea</i>	VNS			
Four-Wing Saltbush	<i>Atriplex canescens</i>	VNS			
White Sagebrush	<i>Artemisia ludoviciana</i>	VNS			

***Based on 60 pure live seeds (PLS) per square foot, drill-seeded. Double this rate (120 PLS per square foot) if broadcast or hydroseeded**

For best results and success, reseeding should be done in late autumn. The seed application rate should be doubled for broadcast applications such as hydroseeding or hand broadcasting of seed (CNHP 1998).

Seeding Methods

The preferred seeding method would be with a multiple seed bin range drill with no soil preparation other than simple grading to slope and imprinting and water bars where applicable. This method would likely also be the most economical method. Hydroseeding or hand-broadcast seeding at twice the recommended drill seed rate is recommended for steep slopes or for smaller areas where drill seeding would be impractical or dangerous.

Alternative seeding methods include, but are not limited to:

- harrow with just enough soil moisture to create a rough surface, broadcast seed and re-harrow, preferably at a 90 degree angle to the first harrow;
- hydroseeding; and
- hand raking and broadcast followed by re-raking at a 90 degree angle to the first raking.

These are not the only means of replanting the site. However, these methods have been observed to be effective in similar landscapes. After desired grasses are established and control of target weed species is successful, then shrubs, forbs, and trees can be planted without concern for herbicide damage. Few native forb seeds are available commercially as cultivars. Most are collected from natural populations. Native shrubs and forbs often do not establish well from seed, particularly when mixed with grasses. Past experience has shown that stabilizing the soil with grasses, accomplishing weed control, and then coming back to plant live, containerized woody species in copses has been the most cost effective method for establishing the woody species component of the plant community.

For sites where soil disturbance will be temporary, grasses should be drilled after construction activities cease and the equipment is removed from the site. After two years of controlling weeds (with herbicides) and allowing the grasses to become established, forbs and woody species should be inter-seeded or hand-planted to increase the diversity and value of the reclamation plantings.

Mulching

Crimped straw mulch would be the most cost effective and practical method of mulching areas prone to erosion after drill seeding this site. No mulching is recommended for areas that are hydroseeded. Potential detrimental effects of mulching include the introduction of weed species and the establishment of non-native cereal grains. Use of a certified weed-free sterile wheat hybrid straw mulch would limit these effects.

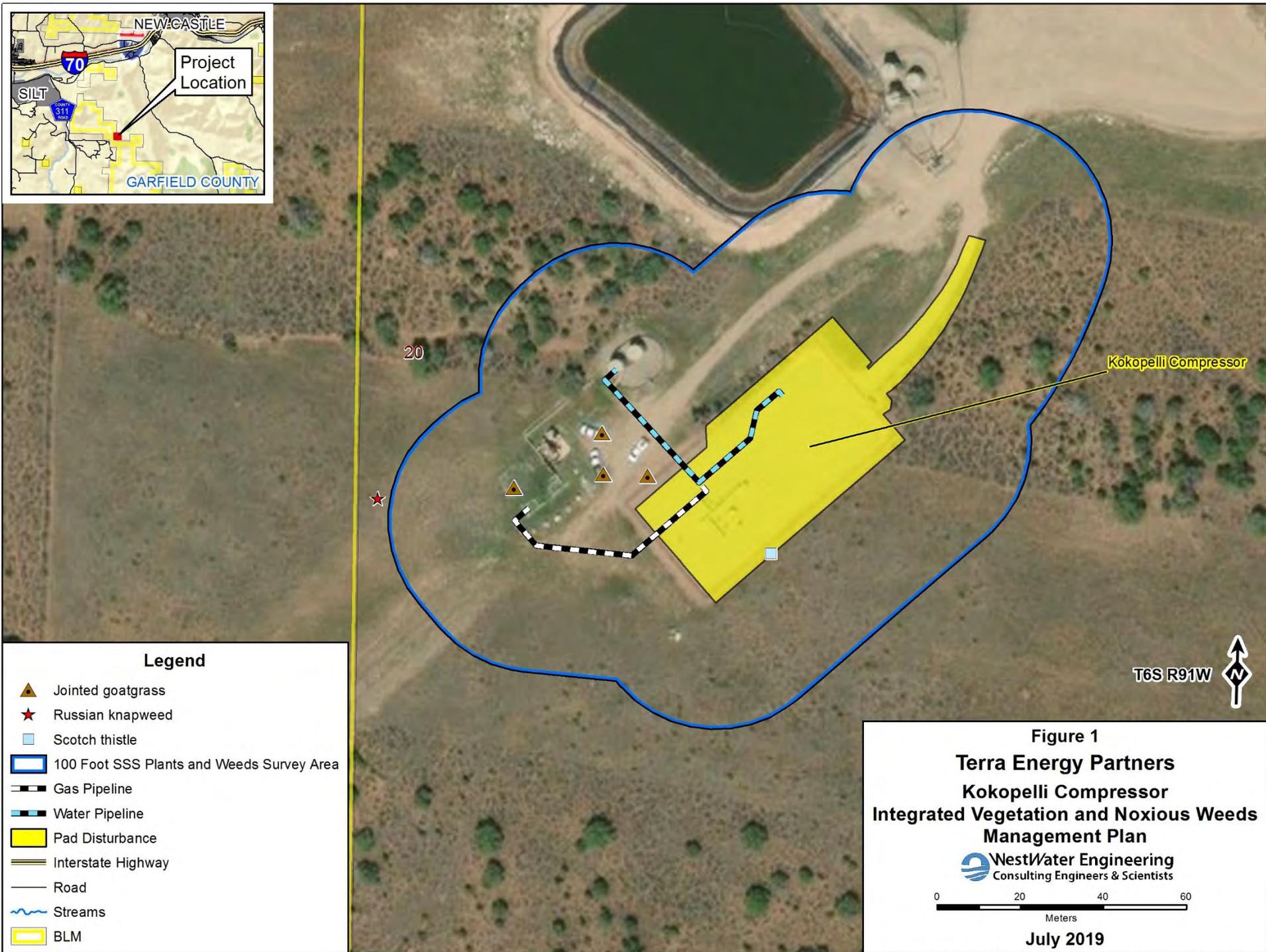
BMPs

Excelsior wattles or straw bales at the toe of steep slopes and water discharge points are appropriate to help control water velocity flowing off the alignment during storms and spring runoff. Terracing slopes near or exceeding 3:1 will reduce erosion, benefitting topsoil and seed retention and thereby improving revegetation success.

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Legend

-  Jointed goatgrass
-  Russian knapweed
-  Scotch thistle
-  100 Foot SSS Plants and Weeds Survey Area
-  Gas Pipeline
-  Water Pipeline
-  Pad Disturbance
-  Interstate Highway
-  Road
-  Streams
-  BLM

Kokopelli Compressor

T6S R91W 

Figure 1
Terra Energy Partners
Kokopelli Compressor
Integrated Vegetation and Noxious Weeds
Management Plan
 **WestWater Engineering**
 Consulting Engineers & Scientists

0 20 40 60
 Meters

July 2019

Map Source: Z:\Terra Energy Partners\Kokopelli Compressor\2019\GIS\I\NWMP Figure 1.mxd 7/1/2019 rbb

Appendix A. Noxious Weed Locations Observed in Survey Area.

Species Code	Species Common Name	Latitude	Longitude
ACRE	Russian knapweed	39.508413	-107.573321
AECY	Jointed goatgrass	39.508569	-107.572698
AECY	Jointed goatgrass	39.508445	-107.572941
AECY	Jointed goatgrass	39.508479	-107.572567
AECY	Jointed goatgrass	39.50848	-107.572692
ONAC	Scotch thistle	39.508318	-107.572217

Impact Analysis

Appendix C

Soil Characteristics

NRCS Web Soil Survey

Rifle Area, Colorado, Parts of Garfield and Mesa Counties

71—Villa Grove-Zoltay loams, 15 to 30 percent slopes

Map Unit Setting

National map unit symbol: jnzb

Elevation: 7,500 to 7,600 feet

Farmland classification: Not prime farmland

Map Unit Composition

Villa grove and similar soils: 50 percent

Zoltay and similar soils: 40 percent

Estimates are based on observations, descriptions, and transects of the mapunit.

Description of Villa Grove

Setting

Landform: Alluvial fans, mountainsides

Landform position (three-dimensional): Lower third of mountainflank

Down-slope shape: Linear, convex

Across-slope shape: Linear, convex

Parent material: Mixed alluvium

Typical profile

H1 - 0 to 4 inches: loam

H2 - 4 to 15 inches: clay loam

H3 - 15 to 60 inches: loam

Properties and qualities

Slope: 15 to 30 percent

Depth to restrictive feature: More than 80 inches

Natural drainage class: Well drained

Runoff class: Very high

Capacity of the most limiting layer to transmit water (Ksat):

Moderately high (0.20 to 0.60 in/hr)

Depth to water table: More than 80 inches

Frequency of flooding: None

Frequency of ponding: None

Calcium carbonate, maximum in profile: 15 percent

Salinity, maximum in profile: Very slightly saline to moderately saline (2.0 to 8.0 mmhos/cm)

Available water storage in profile: Moderate (about 8.1 inches)

Interpretive groups

Land capability classification (irrigated): None specified

Land capability classification (nonirrigated): 6e

Hydrologic Soil Group: C

Ecological site: Brushy Loam (R048AY238CO)

Hydric soil rating: No

Description of Zoltay

Setting

Landform: Alluvial fans, mountainsides

Landform position (three-dimensional): Lower third of mountainflank

Down-slope shape: Convex

Across-slope shape: Convex

Parent material: Mixed alluvium

Typical profile

H1 - 0 to 19 inches: loam

H2 - 19 to 23 inches: cobbly clay loam

H3 - 23 to 36 inches: cobbly clay

H4 - 36 to 60 inches: cobbly clay

Properties and qualities

Slope: 15 to 30 percent

Depth to restrictive feature: More than 80 inches

Natural drainage class: Well drained

Runoff class: Very high

Capacity of the most limiting layer to transmit water (Ksat):

Moderately low to moderately high (0.06 to 0.20 in/hr)

Depth to water table: More than 80 inches

Frequency of flooding: None

Frequency of ponding: None

Calcium carbonate, maximum in profile: 15 percent

Salinity, maximum in profile: Nonsaline to very slightly saline (0.0 to 2.0 mmhos/cm)

Available water storage in profile: Moderate (about 7.5 inches)

Interpretive groups

Land capability classification (irrigated): None specified

Land capability classification (nonirrigated): 6e

Hydrologic Soil Group: C

Ecological site: Brushy Loam (R048AY238CO)

Hydric soil rating: No

Data Source Information

Soil Survey Area: Rifle Area, Colorado, Parts of Garfield and Mesa Counties

Survey Area Data: Version 11, Sep 10, 2018

Impact Analysis
Appendix D
Geology and Hazard



May 24, 2019

Adam Tankersley
Planning/GIS
TEP Rocky Mountain LLC
1058 County Road 215
Parachute, CO 81635

Re: Kokopelli Compressor
Section 7-108 Natural Hazards - Garfield County Land Use and Development Code
SE ¼ Section 20, Township 6 South, Range 91 West, 6th P.M, Garfield County, CO

Dear Mr. Tankersley,

As requested, Fox Engineering Solutions (“FES”) has prepared this letter report to address the requirements of Article 7 – Section 108 Use of Land Subject to Natural Hazards, of the Garfield County Land Use and Development Code (LUDC), effective July 15, 2013. FES’s understands that TEP Rocky Mountain LLC (TEP) is proposing to add a compressor to the existing pipeline launch pad.

Neighboring Area

The proposed Kokopelli facility will be located on top of Jolly Mesa at an elevation of 6520 ft. MSL. The site sits on the south side of Jolly Mesa. Grasses and sage brush are the dominate vegetation species. The Colorado River is approximately 2.8 miles to the north, Divide Creek is 2 miles to the east and Garfield Creek is 1.5 miles to the northeast. The gradient from the facility slopes gently downward to the west at a 4 -5% grade.

No natural drainages are located within or adjacent to the facility boundary. Localized drainage is provided by overland sheet flow in a westerly direction. The facility, topography and drainages are identified on the site maps in Appendix A.

The site is located in Garfield County within the Rural Zone District which is comprised of the County’s rural residential areas, agricultural resource lands, agricultural production areas, and natural resource areas. The adjacent area has historically been used for cattle grazing, mining and natural gas extraction. The existing pad has been utilized for pipeline maintenance operations for several years. The surrounding area is currently utilized for active oil and gas development, cattle grazing and opens rangeland.

The nearest structures include oil and gas wells, associated production equipment and tanks, located at the site and approximately one half mile to the south and northeast. The nearest residential dwelling is located 0.6 miles to the south.

Local and Regional Geologic Structures

The site sits on the south side of Jolly Mesa between Garfield Creek on the east and Divide Creek on the west. The Colorado River is approximately 2.8 miles to the north, Divide Creek is 2

miles to the east and Garfield Creek is 1.5 miles to the northeast. The gradient from the facility slopes gently downward to the west at a 4 -5% grade.

Based on the “Geologic Map of Colorado” compiled by Ogden Tweto, dated 1979, the Kokopelli compressor site is located in a geologic unit denoted as Qgo – older gravels and alluviums (Pre-Bull Lake Age) and possibly underlain by the Wasatch formation. The Qgo unit consists generally of unconsolidated surficial deposits and the Wasatch formation consists generally of claystone, mudstone and sandstone. These materials generally have low to moderate permeability. Tweto’s geologic map identifies two faults, each about 4.75 miles southeast and southwest of the site.

Geologic Hazards

Article 7 – Section 108 Use of Land Subject to Natural Hazards, of the Garfield County LUDC, requires that natural and geologic hazards be identified, and if present, be eliminated or mitigated before development can occur. This includes, but is not limited to; falling rock, landslides, snow slides, mud flows, radiation, flooding, and high water tables.

The Colorado State Legislature in 1974 passed House Bill 1041 defining geologic hazards that, if present, may pose a threat to life or property. For the purposes of this report, geologic hazards, as outlined in House Bill 1041 and Section 7-108 of the Garfield County LUDC, are discussed below.

1. **Radioactivity:** Radon is a naturally occurring, odorless and colorless radioactive gas that is produced by the radioactive decay of radioactive minerals present in the soils and bedrock. Although no radiological or radon testing was conducted, the facility does not have buildings or an area that is occupied throughout the work day. The potential presence of radon is not expected to represent a geologic hazard or a significant worker exposure issue that would affect the design or operations of the facility.

2. **Seismic Considerations:** The 2000 Uniform Building Code locates the site in seismic zone 1 - low susceptibility to earthquakes. According to the Colorado Geological Survey, there have been 88 earthquakes in or near Garfield County between 1973 – 2017. There were no reported damages or injuries associated with these minor earthquake events. It does not appear that significant hazard from seismic activity exists at the site to impact the design or operations of the facility.

3. **Ground Subsidence:** The NRCS reports the surface soil at the facility, as classified under the Uniform Soils Classification System, is approximately 100% CL – inorganic clays of low plasticity. These soils are susceptible to settlement, however standard construction compaction efforts can significantly reduce or eliminate settlement potential. This site was constructed utilizing standard wheel-compaction methods with heavy equipment. The proposed uses, design and operations at the facility are not impacted by expansive soils or rock.

4. **Landslides:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. It appears that landslide hazard does not exist or is low at the facility.

5. **Avalanche:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. It appears that the hazard of avalanche does not exist or is low at the facility.

6. **Rockfall:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. It appears that the hazard of rockfall does not exist or is low at the facility.

7. **Flood:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. No natural drainages are located adjacent to the facility. The NRCS indicates the Facility's Flood Frequency Class for the facility location is "None". "None" means that flooding is not probable and the chance of flooding is nearly zero percent in any year. The site may be subject to sheet flow from precipitation events, however, storm water best management practices are in place to mitigate or prevent storm water from entering the facility. It appears that the hazard of a flood does not exist or is low at the facility.

8. **Mudflow and Debris Fans:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. No mudflow and debris fans are present or adjacent to the facility. It appears that the hazards of mudflow and debris fans does not exist or are low at the facility.

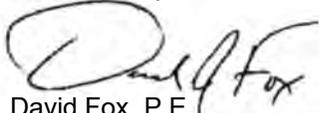
9. **Expansive Soil and Rock:** The NRCS reports the surface soil at the facility, as classified under the Uniform Soils Classification System, is approximately 100% CL – inorganic clays of low plasticity. Clays, claystone and mudstone members of the Wasatch formation typically have a high swell potential when wetted. Although the soils have swell potential, it does not appear that would affect the design or operations of the facility.

10. **Slopes:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. Risk from moderate or severe slope is non-existent for the facility.

11. **Water Table:** The facility is located on top of Jolly Mesa at an elevation of 6520 ft. with on a natural 3 - 5% slope consisting of grasses and sage brush. Divide Creek located 2 miles to the east has a corresponding elevation of 5800 ft. Garfield Creek is 1.5 miles to the northeast with a corresponding elevation of 6000 ft. No natural drainages are located adjacent to the facility nor are there any known water table depths. The NRCS indicates the Facility's Flood Frequency Class for the facility location is "None". "None" means that flooding is not probable and the chance of flooding is nearly zero percent in any year. It appears that hazards associated with high water tables are not present and have a low probability of impacting the site.

Based on analyzes of potential natural and geologic hazards, as outline in this report, it is FES's opinion that these hazards have a low probability of impacting this site and the booster compressor. Mitigation of theses hazards does not appear to be warranted at this time. Should conditions change or discovery of a latent hazard become apparent during the construction of the compressor, reevaluation of the hazard is recommended.

Respectfully submitted,



David Fox, P.E.

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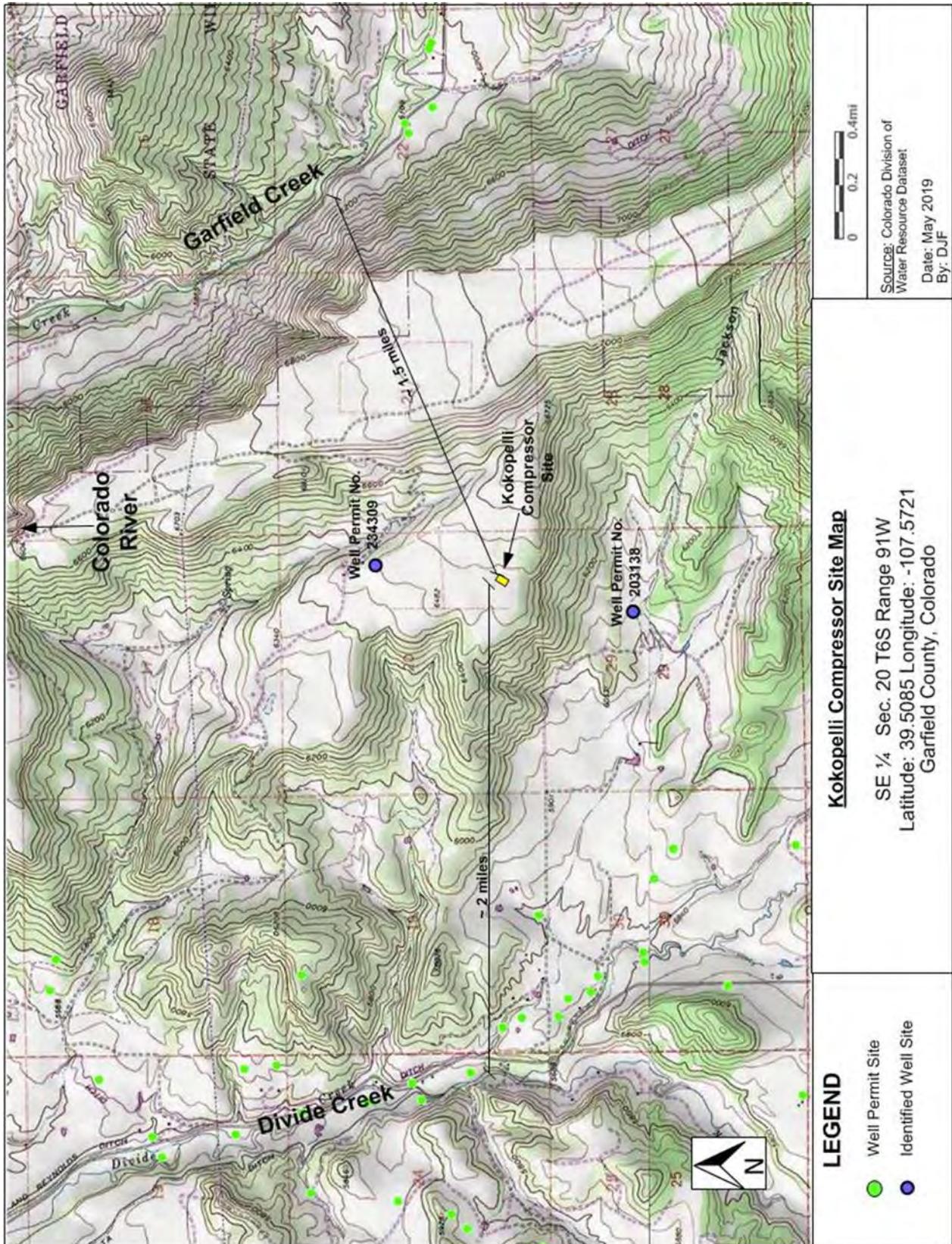
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Appendix A



Impact Analysis

Appendix E

Groundwater and Aquifer Recharge Area



May 24, 2019

Adam Tankersley
Planning/GIS
TEP Rocky Mountain LLC
1058 County Road 215
Parachute, CO 81635

Re: Kokopelli Compressor

Section 4-203.G.5 Groundwater - Garfield County Land Use and Development Code
SE ¼ Section 20, Township 6 South, Range 91 West, 6th P.M, Garfield County, CO

Dear Mr. Tankersley,

As requested, Fox Engineering Solutions (“FES”) has prepared this letter report to address the requirements of Article 4 – Section 203.G.5 Groundwater and Aquifer Recharge Areas, of the Garfield County Land Use and Development Code (LUDC), effective July 15, 2013. It is FES’s understanding that TEP Rocky Mountain LLC (TEP) is proposing to add a compressor and associated piping to an existing pad. The site currently is comprised of above and below ground piping associated with equipment to remove pipeline fluids and is commonly referred to as a pig launcher.

Article 4 – Section 203.G.5 Groundwater and Aquifer Recharge Areas, of the Garfield County LUDC, requires evaluation of the relationship of the subject parcel to floodplains, the nature of soils and sub soils and their ability to adequately support waste disposal, the slope of the land, the effect of sewage effluents, and the pollution of surface runoff, stream flow, and groundwater.

The proposed Kokopelli compressor site is located on top of Jolley Mesa at an elevation of 6520 ft. MSL. The site sits on the south side of Jolly Mesa. Grasses and sage brush are the dominate vegetation species. Figure 1, attached, shows the Kokopelli compressor site and its location relative to waterbodies including ephemeral, intermittent and perennial drainages. The Colorado River is approximately 2.8 miles to the north, Divide Creek is 2 miles to the east and Garfield Creek is 1.5 miles to the northeast. No natural drainages are located within or adjacent to the facility boundary. Localized drainage is provided by overland sheet flow in a westerly direction. The gradient from the facility slopes gently downward to the west at a 4 -5% grade. The Kokopelli compressor pad is not located in a floodplain.

Waste disposal and the discharge of sewage effluent are not contemplated at the Kokopelli compressor site under the proposed compressor installation. The site has been constructed on natural grades of 4 – 5% that slope gently downward to the west/southwest.

The NRCS identifies the dominate soils type within the boundary of the Kokopelli compressor pad as Villa Grove - Zoltay loam. This soil has a reported hydrologic group rating of C. Group C soils generally having a slow infiltration rate when thoroughly wet.

Based on the “Geologic Map of Colorado” compiled by Ogden Tweto, dated 1979, the Kokopelli compressor site is located in a geologic unit denoted as Qgo – older gravels and alluviums (Pre-Bull Lake Age) and possibly underlain by the Wasatch formation. The Qgo unit consists generally of unconsolidated surficial deposits and the Wasatch formation consists generally of

claystone, mudstone and sandstone. These materials generally have low to moderate permeability.

The Colorado Division of Water Resource's files indicate that two well permits were issued in the vicinity of the Kokopelli compressor site.

The well associated with Permit No. 234309 is located in the SE NE of Section 20, T6S, R91W, 6th P.M., and is approximately 3100 ft. north of the Kokopelli compressor site. The well sits at an elevation of 6440 ft. The Well Completion Report indicates the well has a total depth of 160 ft. with static water level at 92 ft. From this data, water level is 6338 ft. The Report's geologic log indicates volcanic rocks and clays for the interval of 0 – 150 feet with Wasatch Formation report between 150 and 160 ft. This well log is consistent with Tweto's mapping showing unconsolidated surficial deposits underlain with Wasatch Formation. Additionally, this well appears to be recharged from the adjacent drainage directly to the east.

The well associated with Permit No. 203138 is located in the SW NE of Section 29, T6S, R91W, 6th P.M., and is approximately 3300 ft. south of the Kokopelli compressor site. The well sits at the base of the southern toe of Jolley Mesa in Jackson Gulch at an elevation of 6080 ft. The Well Completion Report indicates the well has a total depth of 128 ft. with static water level at 23 ft. From this data, water level is 6057 ft. The Report's geologic log indicates alternating brown and red sandstone to a depth of 95 ft. with hard brown sandstone indicated in the bottom interval of 95 – 128 ft. This well log is consistent with Tweto's mapping showing unconsolidated surficial deposits underlain with Wasatch Formation. Additionally, this well is located in the Jackson Gulch drainage and appears to be recharged from this drainage.

Although the depth to groundwater below the proposed Kokopelli compressor site is unknown, the location of the two wells referenced herein and their Well Completion Reports support the conclusion that these wells are recharged from adjacent drainages and are underlain with Wasatch Formation. There are no adjacent drainages to the Kokopelli site to provide recharge or support a shallow water table. The Wasatch Formation has low permeability consisting generally of claystone, mudstone and sandstone and the evidence suggests that there are no shallow aquifers or alluvium present at the site.

Surface water runoff control measures are provided in TEP's application submittal addressing Section 7-204 Drainage & Erosion (LUDC) which are designed to reduce or eliminate offsite transport of contaminants and pollutants. Based on the evidence, it is FES's opinion that the probability of surface runoff and groundwater contamination from the construction and operation of the proposed Kokopelli compressor site is low.

Respectfully submitted,



David Fox, P.E.

Fox Engineering Solutions, Inc.

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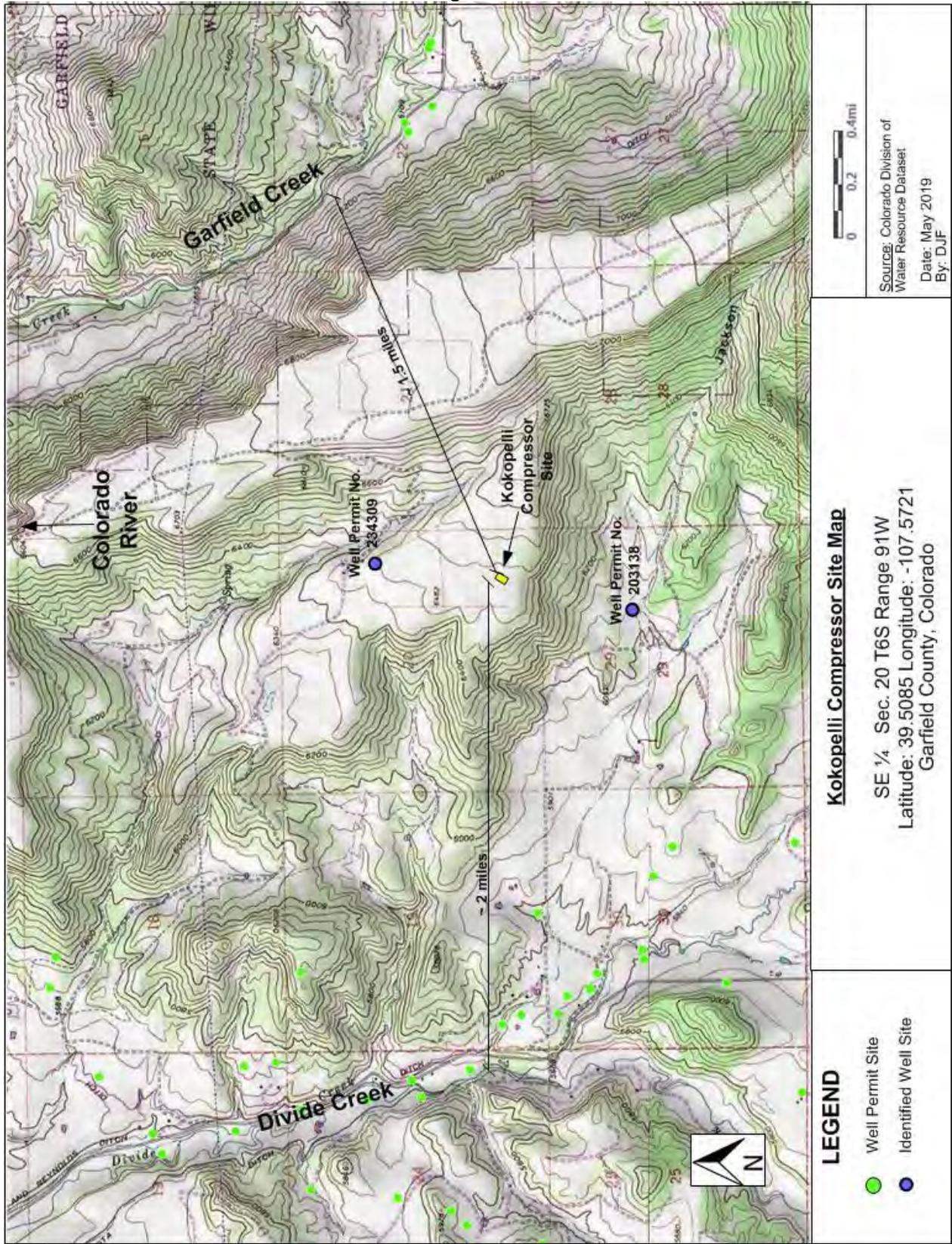
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Figure 1



Impact Analysis
Appendix F
Environmental Impact

**TERRA ENERGY PARTNERS
KOKOPELLI COMPRESSOR
IMPACT ANALYSIS: ARTICLE 4-203.G.6 ENVIRONMENTAL IMPACTS
GARFIELD COUNTY LAND USE AND DEVELOPMENT CODE**



Cover photo: View of habitat conditions in the project area

Prepared for:
**Terra Energy Partners
1058 County Road 215
Parachute, CO 81635**

Prepared by:
**WestWater Engineering, Inc.
2516 Foresight Cr. #1
Grand Junction, CO 81505
Leah Weckworth, Environmental Scientist/Project Manager**

Leah Weckworth

July 2019

INTRODUCTION

Project Description

At the request of Terra Energy Partners (TEP), WestWater Engineering (WestWater) has prepared this environmental impact analysis report for the proposed Kokopelli Compressor that would be located on privately owned lands in Garfield County, Colorado. The proposed project consists of an existing pad site and proposed buried gas line and water line located within existing disturbance on privately owned property south of the Colorado River between Silt and New Castle on Jolley Mesa. This document reports the results and analysis of the findings that are pertinent to Article 4-203.G.6 of the Garfield County Land Use and Development Code (as amended) as it applies to this project.

The project would be located in Section 20, Township 6 South, Range 91 West (Figure 1). Access to the project area is available via Garfield County Road 311 and private access roads. The current land uses include rangeland, agriculture, wildlife habitat, and oil and gas development.

Survey Methods

The project area was evaluated for the potential occurrence of special status plants and wildlife, raptors, noxious weeds, and potential Army Corps of Engineers (COE) jurisdictional Waters of the U.S. (WoUS) by WestWater biologists June 28, 2019. The surveys were completed within the growing season for sensitive plants and noxious weeds and within the nesting season for migratory birds.

Vegetation types were determined through aerial photography and on-the-ground assessments. Plant species identification was aided by using pertinent published field guides (Ackerfield, 2015, Spackman et al. 1997, Kershaw et al. 1998, Whitson et al. 2001, CWMA 2007, Weber and Wittmann 2012). Mapped soil types, as published by the Natural Resources Conservation Service (NRCS), U.S. Department of Agriculture (USDA), were reviewed to determine the soil types and expected natural vegetation characteristics at the project site (NRCS 2019). Data locations were recorded using handheld Global Positioning System (GPS) units (Datum: NAD83, Zone 13) and photographs were taken of the habitat, terrain, and biological features found during the survey.

Surveys/habitat assessments for threatened and endangered plant species were conducted in conjunction with noxious weed and wildlife surveys. Noxious weed infestations within 100 feet of project features were documented and are reported in an Integrated Vegetation and Noxious Weed Management Plan that was prepared for this project (WestWater 2019).

Threatened and endangered wildlife surveys and raptor nest surveys were conducted in suitable habitats for these species within 0.25 mile of project features. Biologists selected pedestrian routes that would ensure adequate coverage of all suitable potential raptor nest trees; there are no potential cliff nest sites nearby. Woodland nesting habitat was surveyed at approximately 50 meter intervals while visually inspecting trees for nests. Biologists selected routes that would ensure adequate coverage of all suitable raptor nest trees. Woodland raptor nest surveys were aided by using call playback methodology using electronic digital game calls.

ARTICLE 4-203.G.6 – ENVIRONMENTAL IMPACTS

EXISTING ENVIRONMENTAL CONDITIONS

WATERS OF THE U.S. – Army Corps of Engineers

Waters of the U.S. include wetlands and drainages under the jurisdiction of the U.S. Army Corps of Engineers. Perennial, intermittent, and ephemeral streams and drainages, as indicated on U.S. Geological Survey mapping, are considered WoUS if they exhibit evidence of flow (i.e. ordinary high water mark)

and are hydrologically connected to a perennial stream. In addition to hydrology, a jurisdictional wetland will also demonstrate the unique soil and vegetation characteristics that result from inundation or saturation.

WestWater biologists surveyed the area for aquatic resources including wetlands and WoUS crossings that would fall under the jurisdiction of the COE in conjunction with other surveys that were conducted for this report. No potential WoUS locations or jurisdictional wetlands would be affected by the project as analyzed for this report.

VEGETATION

Vegetation communities in the project area have been disturbed by agriculture and natural gas development including disturbances associated with access roads, pipeline rights-of-way (ROWs), and well pads. Vegetation communities present in the survey area consist of a mixture of sagebrush shrublands, pastures, reclaimed areas re-seeded with native and non-native grasses and forbs, scattered pinyon-juniper woodlands, and scattered mountain shrubs. Pinyon-juniper woodlands are dominated by Utah juniper (*Juniperus osteosperma*) and occasional pinyon pine (*Pinus edulis*), with an open understory composed of sagebrush, forbs, and grasses. The mountain shrubs present are primarily Saskatoon serviceberry (*Amelanchier alnifolia*) and mountain big sagebrush (*Artemisia tridentata* ssp. *vaseyana*). A list of common plants observed and/or known to occur in the survey area is provided in Table 1.

Table 1. Common plant species occurring in the project area.

Common Name	Scientific Name	Abundance*	Habitat Type
Grasses			
Cheatgrass	<i>Bromus tectorum</i>	x	Disturbed/Reclaimed Sites and Sagebrush Shrublands
Field brome	<i>Bromus arvensis</i>	xx	Disturbed/Reclaimed Sites and Sagebrush Shrublands
Indian rice grass	<i>Achnatherum hymenoides</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Intermediate wheat grass	<i>Thinopyrum intermedium</i>	x	Disturbed/Reclaimed Sites
Needle and thread	<i>Hesperostipa comata</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Sandberg bluegrass	<i>Poa secunda</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Smooth brome	<i>Bromus inermis</i>	x	Disturbed/Reclaimed Sites
Western wheatgrass	<i>Pascopyrum smithii</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Forbs			
Alfalfa	<i>Medicago sativa</i>	x	Disturbed/Reclaimed Sites
Dandelion	<i>Taraxacum officinale</i>	x	Sagebrush Shrublands, Disturbed/Reclaimed Sites
Field bindweed	<i>Convolvulus arvensis</i>	x	Disturbed/Reclaimed Sites
Field pennycress	<i>Thlaspi arvense</i>	x	Disturbed/Reclaimed Sites
Hawksbeard spp	<i>Crepis spp</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Herb sophia	<i>Descurainia sophia</i>	x	Disturbed/Reclaimed Sites
Palmer's penstemon	<i>Penstemon palmeri</i>	x	Pinyon/Juniper, Sagebrush Shrublands

Table 1. Common plant species occurring in the project area.

Common Name	<i>Scientific Name</i>	Abundance*	Habitat Type
Prickly lettuce	<i>Lactuca serriola</i>	x	Disturbed/Reclaimed Sites
Redstem stork's bill	<i>Erodium cicutarium</i>	x	Disturbed/Reclaimed Sites
Rough indian paintbrush	<i>Castilleja scabrida</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Roughseed cryptantha	<i>Cryptantha flavoculata</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Russian thistle	<i>Salsola tragus</i>	x	Disturbed/Reclaimed Sites
Salsify	<i>Tragopogon spp.</i>	x	Pinyon/Juniper, Sagebrush Shrublands, Disturbed/Reclaimed Sites
Scarlet globemallow	<i>Sphaeralcea coccinea</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Sego lily	<i>Calochortus nuttallii</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Tall tumbled mustard	<i>Sisymbrium altissimum</i>	x	Disturbed/Reclaimed Sites
Textile onion	<i>Allium textile</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Sharpleaf twinpod	<i>Physaria acutifolia</i>	x	Pinyon/Juniper
Wavyleaf thistle	<i>Cirsium undulatum</i>	x	Pinyon/Juniper, Sagebrush Shrublands
Yellow sweetclover	<i>Melilotus officinalis</i>	x	Disturbed/Reclaimed Sites
Shrubs/Trees			
Alderleaf mountain mahogany	<i>Cercocarpus montanus</i>	x	Pinyon/Juniper
Antelope bitterbrush	<i>Purshia tridentata</i>	x	Pinyon/Juniper
Broom snakeweed	<i>Gutierrezia sarothrae</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
Four-winged saltbush	<i>Atriplex canescens</i>	x	Pinyon/Juniper
Gambel oak	<i>Quercus gambelii</i>	x	Pinyon/Juniper
Saskatoon serviceberry	<i>Amelanchier alnifolia</i>	x	Pinyon/Juniper
Twoneedle pinyon	<i>Pinus edulis</i>	xx	Pinyon/Juniper
Utah juniper	<i>Juniperus osteosperma</i>	xx	Pinyon/Juniper
Wyoming big sagebrush	<i>Artemisia tridentata wyomingensis</i>	xx	Pinyon/Juniper, Sagebrush Shrublands
<p>*Abundance: xxx= High frequency; with uniform distribution across project area. xx= Moderate frequency; occurrence scattered throughout project area. x= Infrequent; only a small number of individuals noted within project area. Non-native species in bold</p>			

Threatened, Endangered, and Sensitive Plant Species

The occurrence and distribution of special status plants in this region are strongly influenced by geologic formations and the resulting soil types present in an area. Special status plants known to occur in Garfield County are listed in Table 2 (USFWS 2019a).

Table 2. Special status plants occurring in Garfield County.

Common Name	Scientific Name	Status
Colorado hookless cactus	<i>Sclerocactus glaucus</i>	Threatened
DeBeque phacelia	<i>Phacelia submutica</i>	Threatened
Parachute beardtongue	<i>Penstemon debilis</i>	Threatened
Ute ladies' -tresses orchid	<i>Spiranthes diluvialis</i>	Threatened
Harrington's beardtongue	<i>Penstemon harringtonii</i>	BLM Sensitive
Cathedral Bluff meadowrue	<i>Thalictrum heliophilum</i>	BLM Sensitive
Roan Cliffs blazingstar	<i>Mentzelia rhizomata</i>	BLM Sensitive
Piceance bladderpod	<i>Physaria obcordata</i>	BLM Sensitive

No special status species of plants were detected during the survey and none are expected to be affected by the project. A review of the available literature, evaluation of soils and terrain at project site, and previous WestWater surveys indicated that no known populations of these plants exist nearby.

Noxious Weeds

Weed species listed by the State of Colorado (2005) detected in the project area include cheatgrass (*Bromus tectorum*), jointed goatgrass (*Aegilops cylindrica*), Russian knapweed (*Acroptilon repens*), and Scotch thistle (*Onopordum acanthium*) (Figure 2). Jointed goatgrass, Russian knapweed, and Scotch thistle are listed weeds in Garfield County (Garfield County 2019). Detailed noxious weed infestation information, general control techniques, and revegetation recommendations are reported in the accompanying Integrated Vegetation and Noxious Weed Management Plan prepared for this project (WestWater 2019).

WILDLIFE

Threatened, Endangered, and Candidate Wildlife Species

Federally listed threatened, endangered and candidate wildlife species with potential to occur in Garfield County are listed in Table 3.

Table 3. Federally listed threatened, endangered, and candidate wildlife species for Garfield County.

Common Name	Scientific Name	Status
Bonytail	<i>Gila elegans</i>	Endangered
Canada lynx	<i>Lynx canadensis</i>	Threatened
Colorado pikeminnow	<i>Ptychocheilus lucius</i>	Endangered
Greenback cutthroat trout*	<i>Oncorhynchus clarki stomias</i>	Threatened
Humpback chub	<i>Gila cypha</i>	Endangered
Mexican spotted owl	<i>Strix occidentalis lucida</i>	Threatened
North American Wolverine	<i>Gulo gulo luscus</i>	Proposed Threatened
Razorback sucker	<i>Xyrauchen texanus</i>	Endangered
Yellow-billed cuckoo	<i>Coccyzus americanus</i>	Candidate

* Recent genetic studies indicate that pure greenback cutthroat trout likely do not exist in western Colorado. Until the review and rulemaking process is complete, the U.S. Fish and Wildlife Service is recommending that "Lineage GB" cutthroat trout be managed as greenback cutthroat (USFWS 2012)

There is no suitable habitat in the project area or surrounding area for Canada lynx, Mexican Spotted Owl, North American Wolverine, or Yellow-billed Cuckoo. The project area drains to the Colorado

River above designated critical habitat for Colorado pikeminnow, razorback sucker, bonytail, and humpback chub. Increased sedimentation, introduction of pollutants, or water depletions could affect aquatic habitats downstream.

Raptors

Several raptor species could nest in the project area (Table 4). Nesting season for raptor species in this area begins in January for eagles and continues through mid-August for some hawks. The most common raptor species observed in the area include American Kestrel, Cooper’s Hawk, Golden Eagle, Great Horned Owl, and Red-tailed Hawk.

Table 4. Raptor species that may be present near the project area.

Common Name	Scientific Name	BCC*
American Kestrel	<i>Falco sparverius</i>	No
Cooper’s Hawk	<i>Accipiter cooperii</i>	No
Flammulated Owl	<i>Otus flammeolus</i>	Yes
Great Horned Owl	<i>Bubo virginianus</i>	No
Long-eared Owl	<i>Asio otus</i>	No
Northern Goshawk [§]	<i>Accipiter gentilis</i>	Yes
Northern Harrier	<i>Circus cyaneus</i>	No
Northern Pygmy Owl	<i>Glaucidium gnoma</i>	No
Northern Saw-whet Owl	<i>Aegolius acadicus</i>	No
Red-tailed Hawk	<i>Buteo jamaicensis</i>	No
Sharp-shinned Hawk	<i>Accipiter striatus</i>	No
Swainson’s Hawk	<i>Buteo swainsoni</i>	No

*BCC=U.S. Fish and Wildlife Service, Bird of Conservation Concern (USFWS 2008)

+ State species of concern (CPW 2019b)

§BLM sensitive species (BLM 2009)

Two raptor nests were observed in the project area (Figure 3). Neither nest was occupied at the time of the survey, which was conducted at the height of the nesting season. The nests observed in the survey area are assumed to have been built and used by Cooper’s Hawks due to the nest dimensions and stick size. Raptor nests observed in the project area and the distance to the nest are described in Table 5. No nests would be removed by the project.

Table 5. Raptor nests observed in the survey area and distance to disturbance (NAD 83, UTM Zone 13).

Label	Species Common Name	Distance To Disturbance (Meters)	Northing	Easting
UNKN-1	Unknown	14.79	4376390	278908
UNKN-2	Unknown	275.25	4376636	278692

Long-term impacts resulting from project development would be unlikely because the area is previously disturbed and currently experiences significant human activity. Indirect effects could occur depending on noise levels associated with the addition of a compressor station to the site, though most of the raptor nesting habitat present within the survey boundary is located off the side of the mesa, where impacts of noise would be reduced.

Recommendations – It is recommended that appropriate mufflers or other noise mitigation devices required to meet COGCC 800 series rules be maintained in working condition to minimize impacts to nesting raptors in the pinyon/juniper woodlands in the area.

Birds of Conservation Concern, Migratory, and Non-migratory Birds (other than raptors)

WestWater biologists evaluated habitat in the project area for bird species that could be affected by the project. Birds of Conservation Concern (BCC) (USFWS 2008) have been identified by the U.S. Fish and Wildlife Service (USFWS) for priority conservation management in an attempt to prevent or remove the need to list additional species under the Endangered Species Act (USFWS 2019b). The survey was conducted during the nesting season for passerine bird species. A literature review was conducted to identify BCC species with potential to occur in the project area (Table 6) (Andrews & Righter 1992, Wickersham 2016, Righter et al 2004, Poole 2018).

Table 6. BCC and BLM sensitive species that may occur in the project area.

Common Name	Scientific Name	Status	Habitat Description	Potential to Occur
Brewer's Sparrow	<i>Spizella breweri</i>	BCC BLMS	Expansive sagebrush shrublands; occasionally found in greasewood or other shrublands	Observed in the project area during surveys; however, no nests were encountered.
Cassin's Finch	<i>Carpodacus cassinii</i>	BCC	Nests in conifer forests and may occur in pinyon/juniper woodlands, cottonwood stands and aspen groves.	Suitable habitat exists in the project area.
Gray Vireo	<i>Vireo vicinior</i>	BCC	Open pinyon-juniper woodlands from 4,500 to 6,500-feet in elevation.	Suitable habitat exists in the project area.
Juniper Titmouse	<i>Baeolophus griseus</i>	BCC	Pinyon-juniper woodlands.	Observed in the project area during surveys; however, no nests were encountered.
Lewis's Woodpecker	<i>Melanerpes lewis</i>	BCC	Open conifer forests, riparian areas, or burns where they can forage for flying insects. Primarily nests in cottonwoods.	Suitable habitat exists in the project area.
Pinyon Jay	<i>Gymnorhinus cyanocephalus</i>	BCC	Pinyon/juniper woodlands. Year-round resident in western Colorado.	Observed in the project area during surveys; however, no nests were encountered.

Suitable nesting habitat for migratory bird species, including BCC species, would not be directly affected by the project because all project features would be constructed within existing disturbance. Noise generated by the compressor station may affect bird species that nest nearby, causing them to relocate further from the compressor.

Recommendations – U.S. Fish and Wildlife Service guidance indicates that developments can affect nesting migratory birds within 100-feet of a project and indirect effects related to the project could include the disruption of nesting and brood rearing activities if project construction occurs during the nesting season.

To reduce negative effects, project construction could be scheduled to occur outside of the nesting season, which is generally considered to occur between May 15 and July 15 for the species in this area. If project

construction occurs outside of nesting season, affected birds will relocate to alternate sites in subsequent years.

American Elk and Mule Deer

The project would be located within an elk winter concentration area and mule deer severe winter range and winter concentration area (CPW 2019a) (Figure 4). The project area provides good habitat for deer and elk and older deer and elk sign was observed throughout the survey area. The proposed compressor station would be constructed on an existing pad surrounded by ROWs, access roads, and would be in the vicinity of well pad locations and agricultural fields. Because of these existing landscape modifications, much of the native vegetation in the project area has been altered. Deer and elk populations have become somewhat habituated to human activity in the area and indirect impacts from construction of this project would be low. No migration corridors will be affected. Vehicle related mortality attributable to this project is unlikely given the current traffic volumes and generally low speed limits on the existing roads.

Black Bear and Mountain Lion

CPW mapping shows the site to be within overall ranges for black bear and mountain lion but outside of black bear and mountain lion human conflict areas (Figure 5) (CPW 2019a). Impacts to mountain lion are unlikely. Potential bear encounters could occur if garbage or food is not properly managed during construction. Interactions with humans sometimes result in the euthanasia of offending bears by the CPW and would be the most conceivable potential impact on either species. All garbage and food items should be stored in bear-proof receptacles and/or removed from the site on a daily basis to prevent attracting bears to the site.

Small Mammals

Common small mammal species in the project area include coyote (*Canis latrans*) and cottontail (*Sylvilagus* spp.). Northern pocket gophers (*Thomomys talpoides*) are known to occur in the area and a multitude of additional rodent species may occur (Fitzgerald et. al. 2011). Townsend's big-eared bat (State species of concern and BLM sensitive – *Corynorhinus townsendii pallescens*), fringed myotis (BLM sensitive – *Myotis thysanoides*), and several other bat species may occupy the area seasonally, but no bats were observed.

Reptiles

Midgert faded rattlesnake (State species of concern and BLM sensitive – *Crotalus viridis concolor*) has potential to occur in the project area. Other species of reptiles within the project area may include western terrestrial garter snake (*Thamnophis elegans*), gopher (bull) snake (*Pituophis catenifer sayi*), side-blotched lizard (*Uta stansburiana*), plateau striped whiptail (*Cnemidophorus velox*), sagebrush lizard (*Sceloporus graciosus*), tree lizard (*Urosaurus ornatus*), and western whiptail (*Cnemidophorus tigris*), among others (Hammerson 1999).

Aquatic Species

No aquatic features that provide suitable habitat for fish or amphibians were observed in the project area. There is potential that aquatic wildlife downstream could be affected by increased sedimentation and potential spills from chemicals stored on site.

ARTICLE 4-203.G.6(a) - DETERMINATION OF LONG AND SHORT-TERM EFFECTS ON FLORA AND FAUNA

FLORA

The Kokopelli Compressor site would be constructed within or adjacent to several existing disturbances where native vegetation has been cleared. This strategy will serve to reduce cumulative loss and fragmentation of native vegetation and is a good mitigation technique. The best method to mitigate the loss of native vegetation is by reclaiming and reseeding the disturbance area with a native seed mix. Revegetation with native species provides the greatest benefit for wildlife. An Integrated Vegetation and Noxious Weed Management Plan has been developed for this project (WestWater 2019), which includes recommendations for vegetation management applicable to this project.

FAUNA

T&E wildlife: The proposed project would not be located in potential habitat for any T&E mammals or birds. The project area drains to the Colorado River which provides Critical Habitat for four species of endangered fish. Sedimentation, pollution, or water depletions may have an indirect effect on these species if they occur. It is recommended that a stormwater management plan and spill prevention, control, and countermeasure plan are implemented to prevent increased sedimentation and spills from reaching downstream waterways.

Raptors

No raptor nesting habitat will be directly affected. There is a low possibility for long term effects beyond the loss of foraging habitat within the footprint of the proposed project, which has already occurred. Short term effects may include temporary displacement of raptors in an avoidance area immediately surrounding the compressor site due to increased human presence and equipment activity associated with operation and maintenance of a compressor site. Long-term impacts resulting from project development would be unlikely because the area is previously disturbed and currently experiences significant human activity. Indirect effects could occur depending on noise levels associated with the addition of a compressor station to the site, though most of the raptor nesting habitat present within the survey boundary is located off the side of the mesa, where impacts of noise would be reduced

American Elk and Mule Deer

The compressor site would be located on existing disturbance and would not further fragment existing habitat for elk and mule deer. No migration corridors would be affected. Big game species are not restricted to specific movement corridors in this area and the presence of the compressor station would not be expected to affect movement patterns. Due to other developments in the area, deer and elk have become somewhat habituated to human activity and the indirect effects of avoidance and displacement have decreased.

The increased vehicle traffic could result in vehicle related wildlife mortality, although additional traffic resulting from this project would contribute minimally given current use of the existing road system. Traffic volumes and speed on the roads accessing the site are unlikely to result in significant big game mortality from vehicles.

Perimeter fencing could pose an increased risk to big game and any fencing around the facility should be constructed according to published standards that reduce impacts to big game (Hanophy 2009).

Black Bear

Potential encounters of black bear with personnel could occur if garbage or food is not properly secured, and human-black bear interactions sometimes result in the euthanasia of offending bears by the CPW. An

increase in traffic could result in vehicle related mortalities, although the contribution from this project is expected to be low.

Small Mammals, Birds (BCC), and Reptiles

The compressor station would be located on existing disturbance and would not further fragment existing habitat. Human presence and activity may affect animal distribution. An increase in traffic could result in vehicle related mortalities, although the contribution from this project is expected to be low.

ARTICLE 4-203.G.6(b) – DETERMINATION OF THE EFFECT ON SIGNIFICANT ENVIRONMENTAL RESOURCES, INCLUDING CRITICAL WILDLIFE HABITAT

Placement of this project within the boundaries of an existing disturbance has resulted in avoidance of additional contributions to cumulative effects of native habitat alteration and fragmentation in the region. The development of the project is not expected to significantly affect any critical environmental resources.

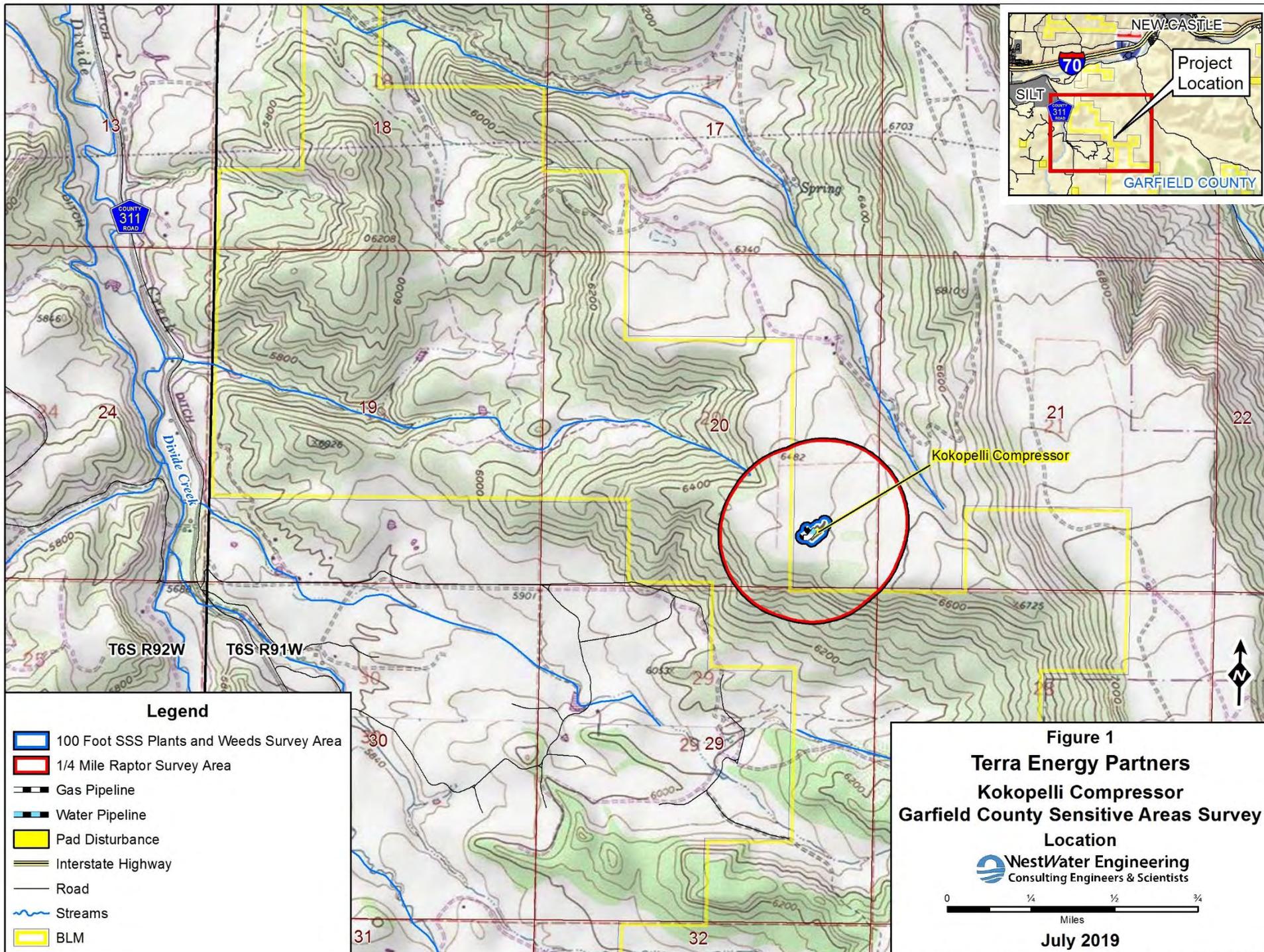
ARTICLE 4-203.G.6(c) – IMPACTS ON WILDLIFE AND DOMESTIC ANIMALS

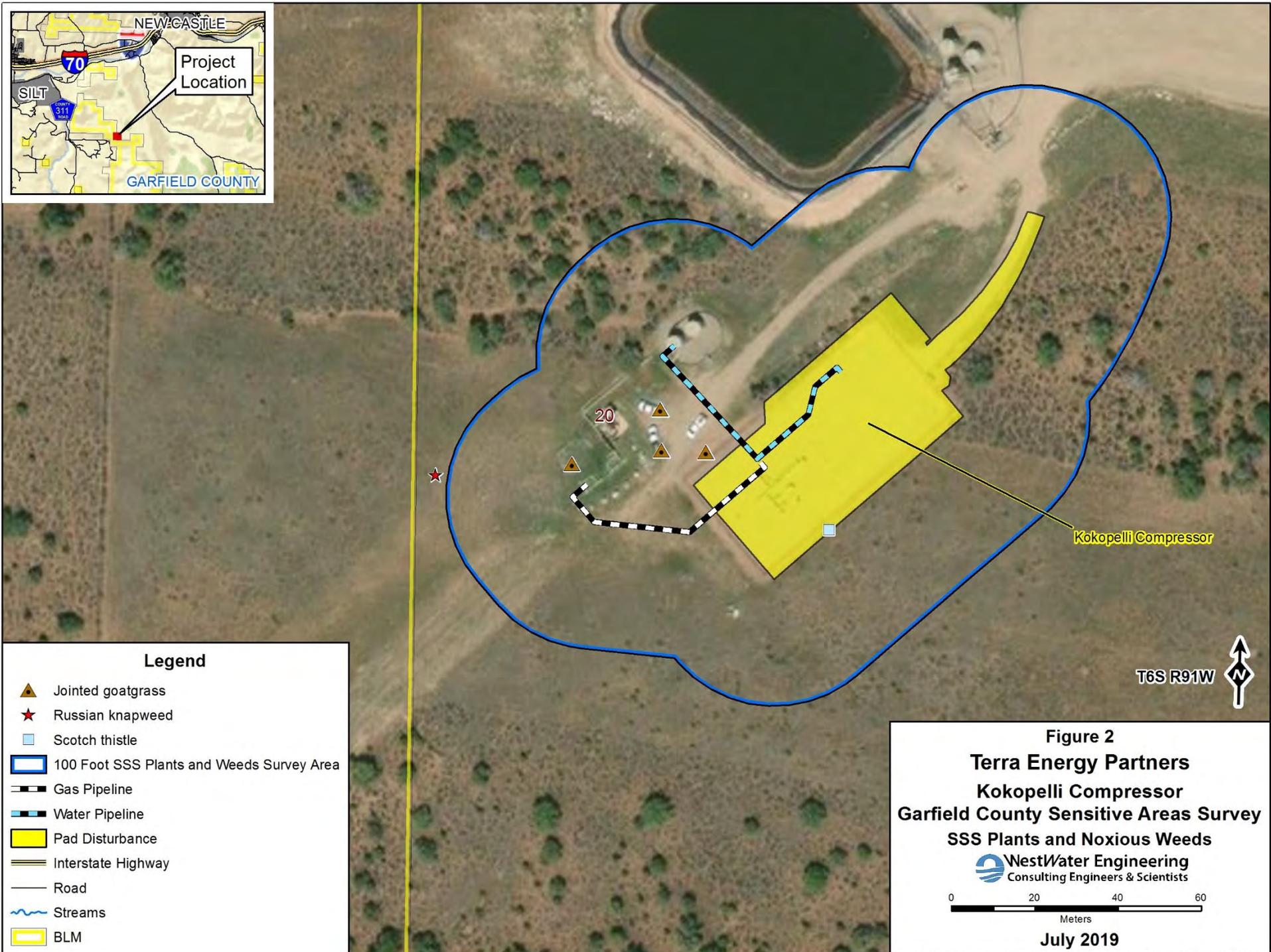
- **Creation of hazardous conditions:** The compressor site will be adequately fenced to prevent wildlife from accessing and becoming trapped within the perimeter to the extent practicable. Some passerine bird species and small mammals may choose to inhabit or nest on equipment or objects at the site. The inherent risks associated with these structures are low. By closing or covering all ports, hatches, cavities, and openings (such as the ends of pipes) this potential is decreased. Most non-game bird species and their nests are protected under the Migratory Bird Treaty Act (16 U.S.C. 703-712; Ch. 128; July 13, 1918; 40 Stat. 755) and damaging occupied nests could be considered a “take” resulting in a violation.
- **Indirect Construction Effects:** Additional human presence and activity related to construction, operation, and maintenance of the compressor site may influence spatial and temporal use of habitat surrounding the project by wildlife. Since the site exists within and adjacent to significant and long-term human presence, the additional disturbance from this project is expected to be low.
- **Road-kill:** Speed limits are set low and most wildlife in the area has become habituated to vehicle traffic. The potential for vehicle related mortalities related to this project should be low.

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Legend

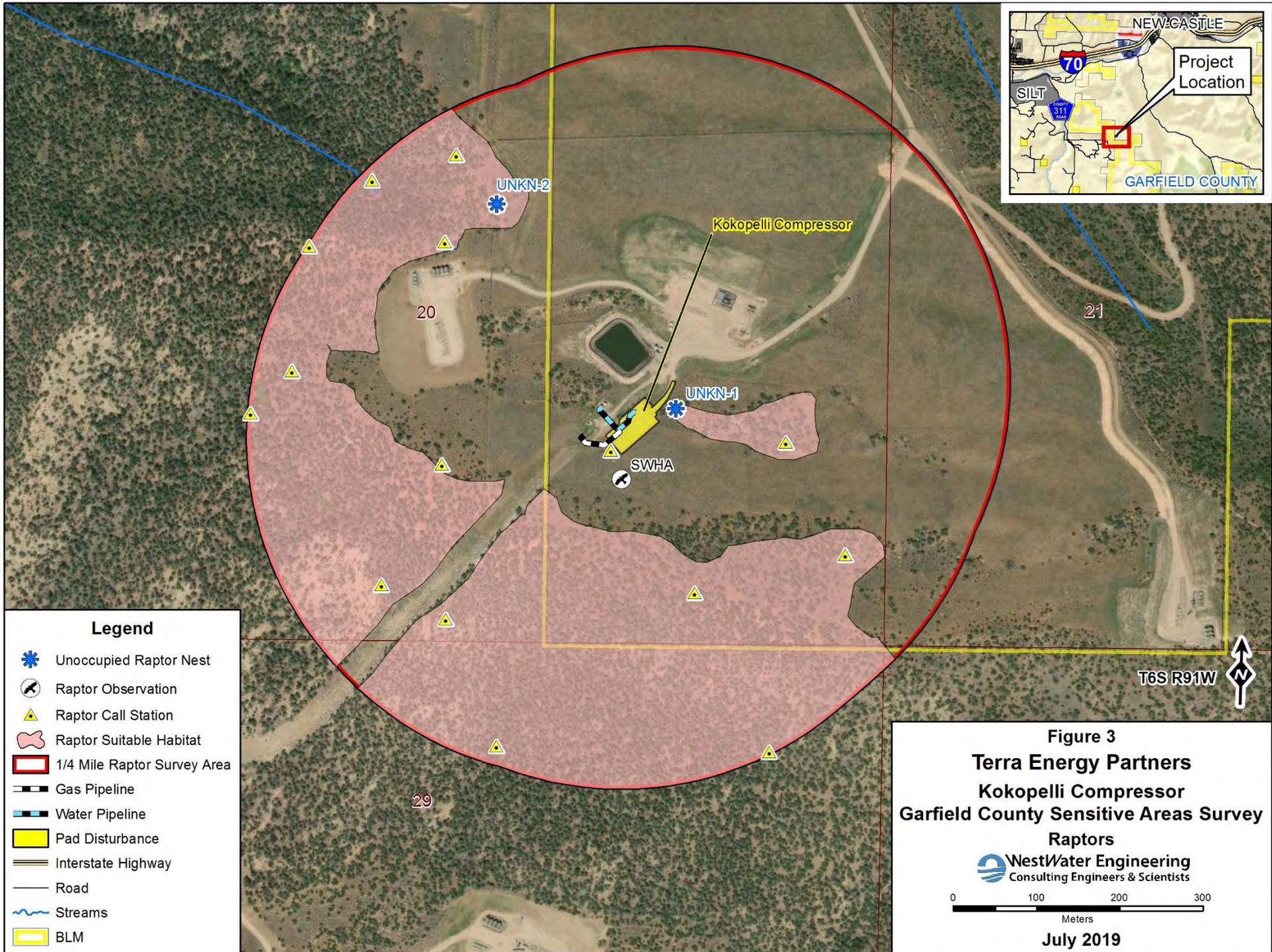
-  Jointed goatgrass
-  Russian knapweed
-  Scotch thistle
-  100 Foot SSS Plants and Weeds Survey Area
-  Gas Pipeline
-  Water Pipeline
-  Pad Disturbance
-  Interstate Highway
-  Road
-  Streams
-  BLM

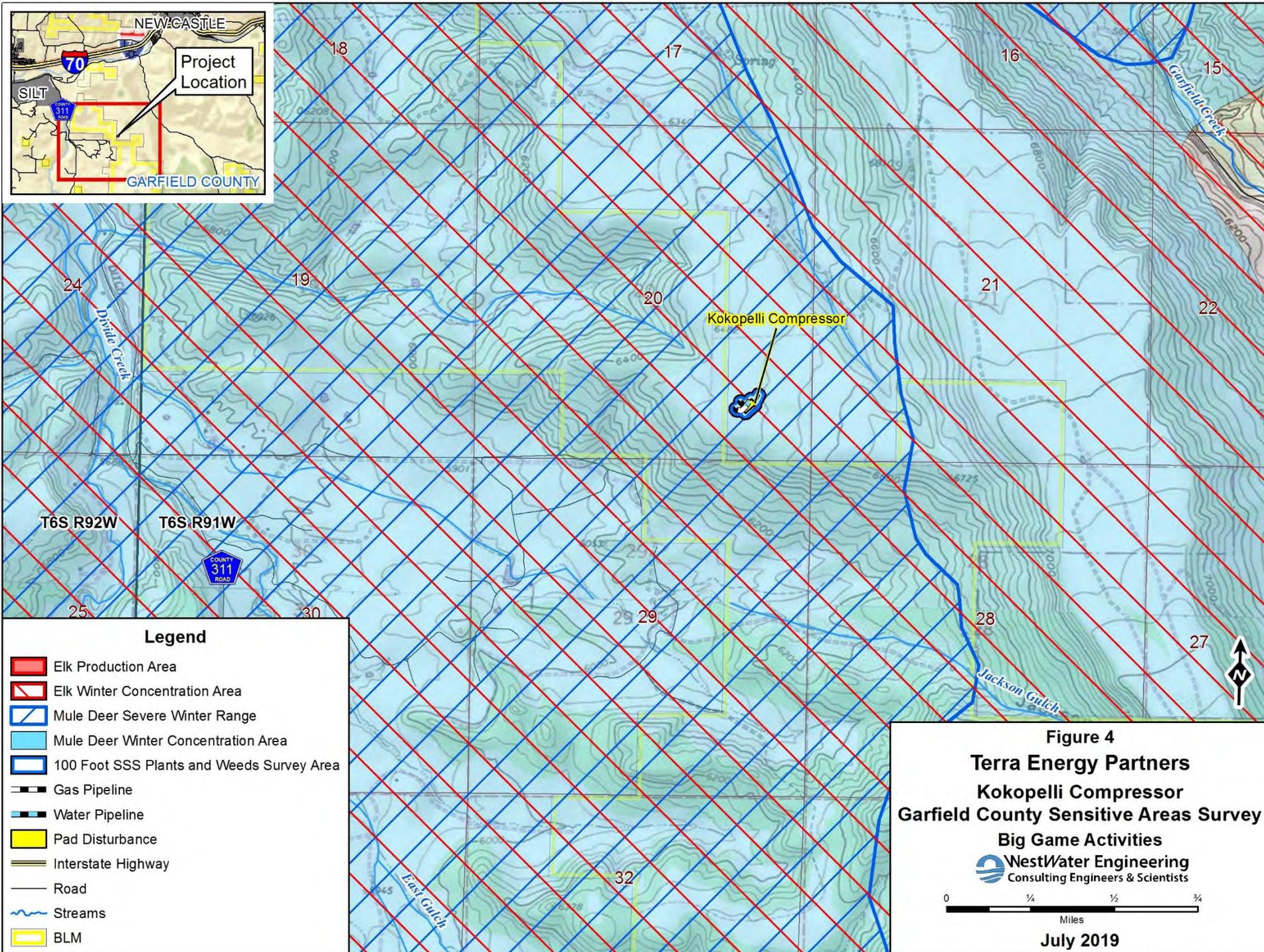
Figure 2
Terra Energy Partners
Kokopelli Compressor
Garfield County Sensitive Areas Survey
SSS Plants and Noxious Weeds
 **WestWater Engineering**
 Consulting Engineers & Scientists

0 20 40 60
 Meters

July 2019

Map Source: Z:\Terra Energy Partners\Kokopelli Compressor\2019\GIS\Figure 2.mxd 7/1/2019 rbb





Impact Analysis

Appendix G

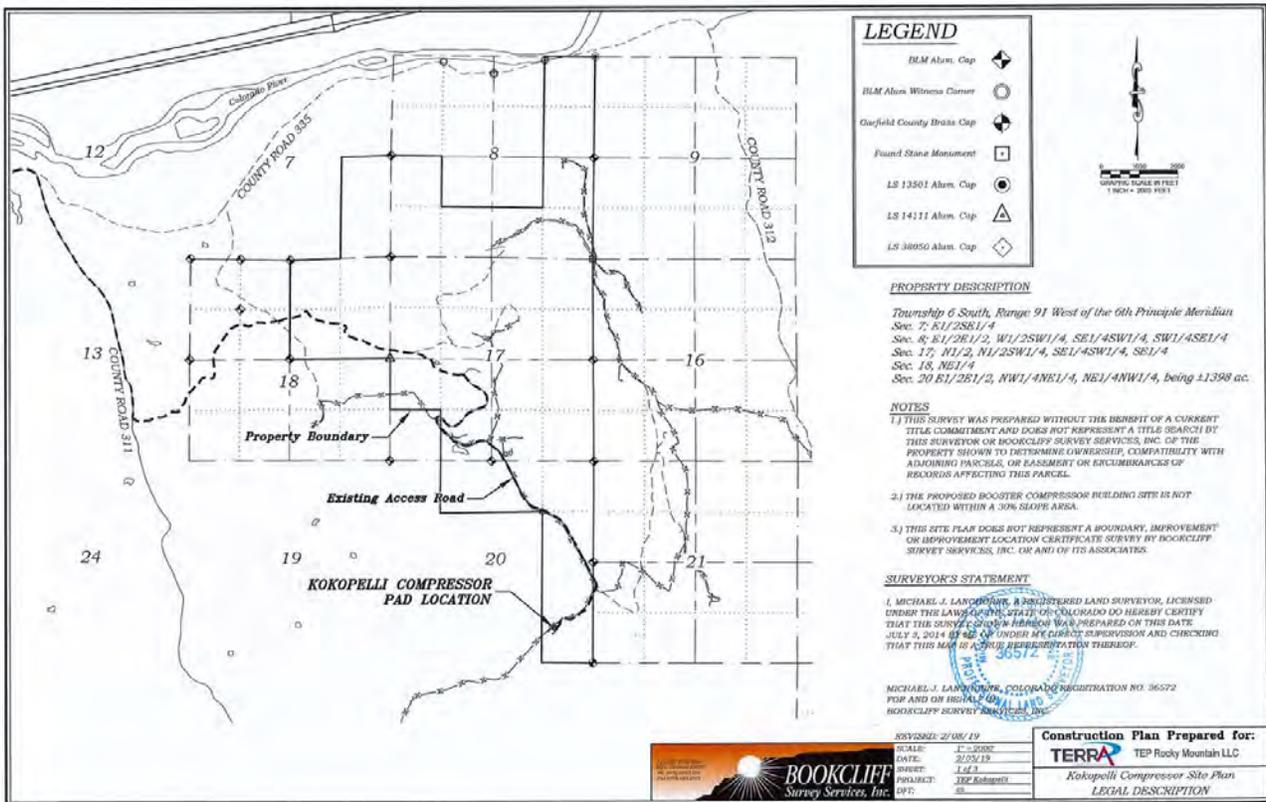
Noise Study

INTRODUCTION

This report describes the results of a comparative noise study completed originally by WPX Energy in the Kokopelli Field located in Garfield County, Colorado, to show the anticipated noise impact of an engine and compressor at the proposed Kokopelli Booster Compressor. The noise survey and evaluation were conducted consistent with the requirements in the Colorado Oil and Gas Conservation Commission (COGCC) Rule 802 and Garfield County code (7-1001.F.): “Noise shall not exceed State noise standards pursuant to C.R.S., Article 12, Title 25, unless the use is regulated by the COGCC. In this case, the use shall be subject to COGCC rules in regard to noise abatement.” 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 the Kokopelli Booster Compressor in Garfield County, Colorado, located in SESE Sec 20, T6S, R91W on the south side of Interstate-70, and accessed from County Road 311. The site is on leased land owned by the Jolley family.



APPLICABLE NOISE REGULATIONS

COGCC Rule 802.b states “Oil and gas operations at any well site, production facility, or gas facility shall comply with the following maximum permissible noise levels.” With respect to the proposed location of the Kokopelli Booster Compressor, parcel 2181-172-000-86 is zoned as Rural, and therefore is subject to Residential/Agricultural/Rural as shown in Table 1. While COGCC regulation 802.b(2) allows for Light industrial standard in remote locations where there is no reasonably proximate Building Unit or Designated

Outside Activity Area, the proposed location is located just over ½ (one-half) mile from the nearest Building Unit or Designated Outside Activity Area, and the nearest property line is located 318 feet to the east (see Diagram A). Additionally, as the proposed compressor station will operate 24 hours per day/7 days per week, the most stringent nighttime limit of 50 dB(A) may be applicable. The Kokopelli Compressor will include hospital-grade mufflers designed to achieve the Residential/Agricultural/Rural standard of 55 db(A)/50 db(A).

Diagram A

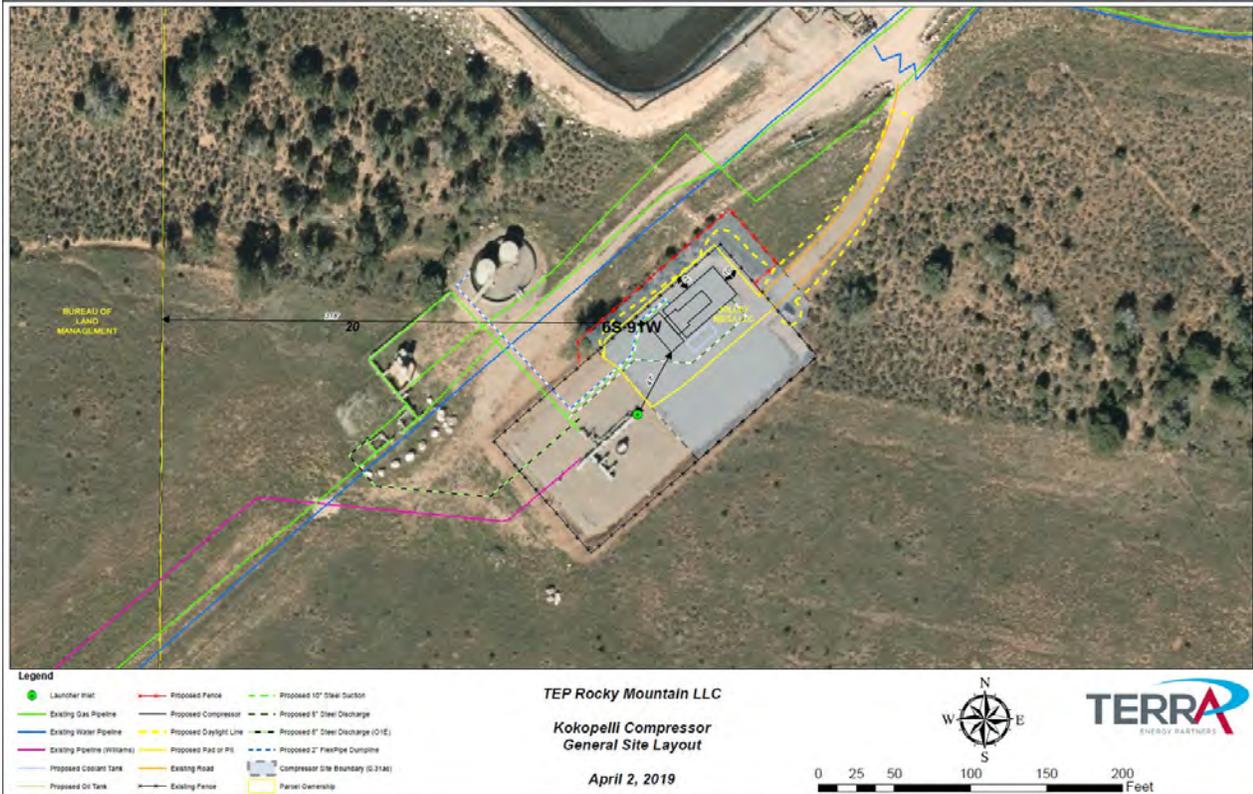


Table 1 details COGCC’s zoning designations and permissible noise levels.

Table 1

Zone	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)

SUMMARY OF RESULTS

The major noise producing equipment associated with the compressor station consists of an engine/compressor package. The engine package is an ultra-lean burn, Caterpillar G3516J, with a maximum of 1380 HP at 1400 RPM. The unit will be equipped with “Hospital” grade 35-40 dB(A) noise reduction elements by EMIT. The engine/compressor package will be housed in a structure that will provide further noise abatement.

For comparison purposes, a noise survey was conducted in 2014, consistent with COGCC Rule 802.c. which states “Sound levels shall be taken at three hundred fifty (350) feet from the noise source”, at the KP 32-17

well pad to evaluate potential noise impacts of a similar Caterpillar 3516B engine, which is also located on Jolley Family property. The land-use is similar and near the proposed Kokopelli Compressor Station location. The noise study at the KP 23-17 well pad was conducted to determine the noise levels of a Caterpillar 3516B engine being used for gas-lift compression. The compressors used in this study did not include hospital-grade mufflers, but included “Critical” grade 25-30db(A) noise reduction. By extrapolating the expected noise reduction utilizing “Hospital” grade mufflers, in addition to the structure, the proposed Kokopelli Compressor Station is anticipated to meet the Residential /Agricultural/Rural standard of 50 dB(A) as shown in Table 2.

Table 2

KP 23-17 Noise Readings		
	Level dB(A)	Distance to Source (Feet)
North	35.1	350'
South	50.7	350'
East	52.8	350'
West	43.8	350'

The closest property boundary to the Kokopelli Compressor Station rests 318 feet to the west of the proposed compressor station. If the highest noise reading from Table 2 is used along with the formula provided by COGCC Rule 802.c.(1), the noise results extrapolated at 318 feet are as shown in Table 3.

Table 3

Anticipated Noise Readings		
	Level dB(A)	Distance to Source (Feet)
At Property Boundary	47.8	318'

4-203.J. Development Agreement

Per 4-202, Waiver of Submission Requirements, TEP Rocky Mountain LLC seeks a waiver for these submittal requirements. The information for a Development Agreement is not applicable to the scope of the project proposal. The Kokopelli Booster Compressor location will be permitted as an oil and gas location and will be subject to COGCC rules and regulations.

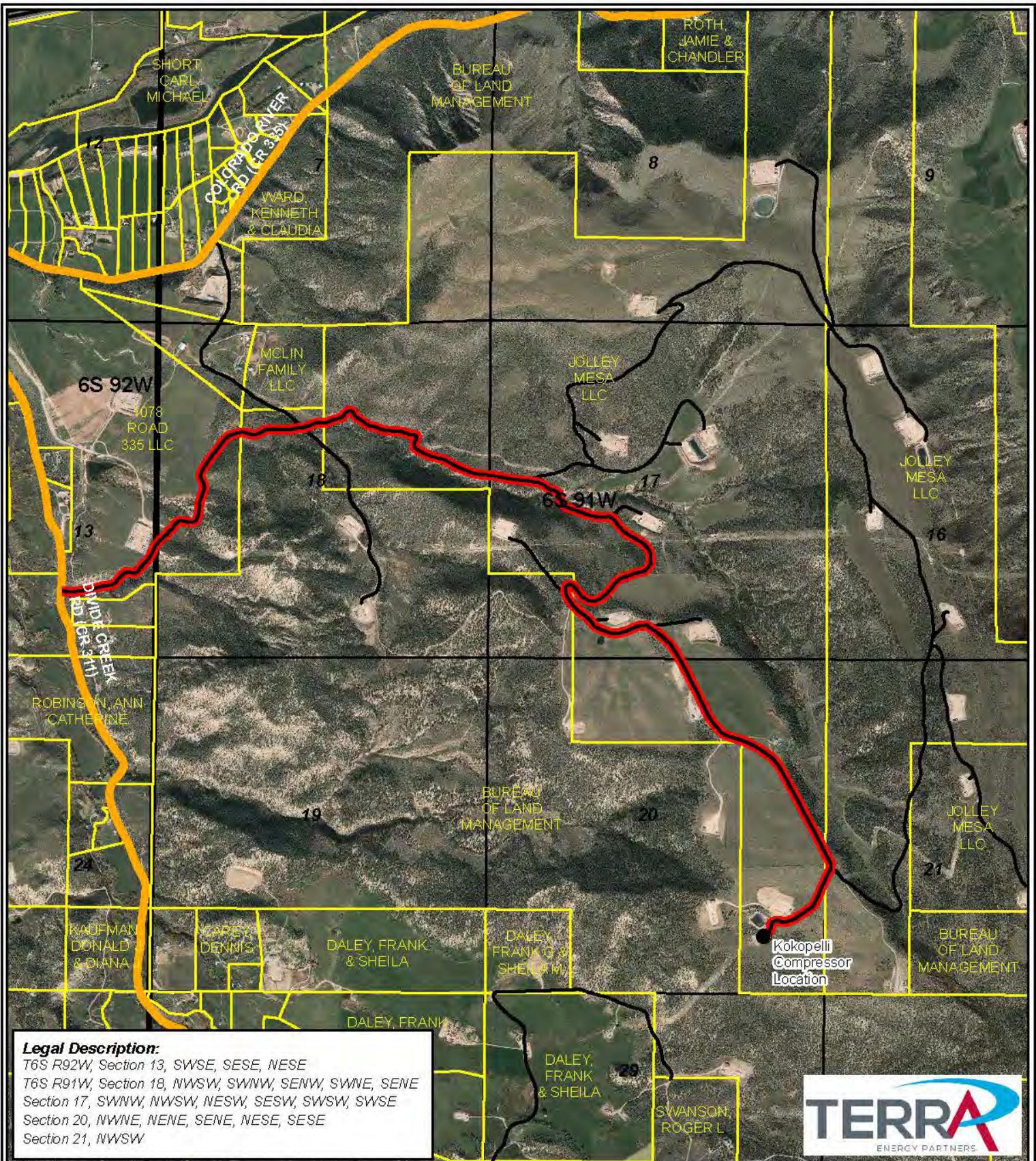
4-203.K. Improvement Agreement

Per 4-202, Waiver of Submission Requirements, TEP Rocky Mountain LLC seeks a waiver for these submittal requirements. The information for an Improvement Agreement is not applicable to the scope of the project proposal. The Kokopelli Booster Compressor location will be permitted as an oil and gas location and will be subject to COGCC rules and regulations.

4-203.L. Traffic Study

TEP Rocky Mountain LLC (“TEP”) would like to request a waiver of the engineered traffic study and has been preliminarily granted a waiver of this submittal requirement per the Director of Community Development on April 19, 2019.

Please refer to the report provided by Fox Engineering Solutions, Inc. (FES) under Section 7-107 (**Appendix C-7**) which addresses the issues of adequacy of road access to the Kokopelli Compressor site per Garfield County’s Policy 01-14, entitled Waivers for Roads and Demonstration of Compliance. Included below please find the Site Access Map, the recorded McLin access easement agreement, the Surface Use Agreement and Grant of Easements with Jolley, and the existing BLM Right-of-Way access for COC73130, which provide legal access to the proposed Kokopelli Compressor location.



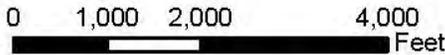
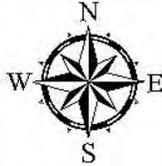
Legal Description:
 T6S R92W, Section 13, SWSE, SESE, NESE
 T6S R91W, Section 18, NWSW, SWNW, SENW, SWNE, SENE
 Section 17, SWNW, NWSW, NESW, SESW, SWSW, SWSE
 Section 20, NWNE, NENE, SENE, NESE, SESE
 Section 21, NWSW

Legend

- Compressor Location
- ▬ Kokopelli Compressor Access Route (Approx. 4.13 Miles)
- ▬ Road (from Garfield County)
- ▬ Existing Road
- ▭ Parcel Ownership (from Garfield County)

Kokopelli Compressor Location Site Access Map

March 13, 2019



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1 of 5 Rec Fee:\$36.00 Doc Fee:\$0.00 GARFIELD COUNTY CO

MEMORANDUM OF EASEMENT AGREEMENT

Brit C. McLin, Sharon T. McLin and Midnight Star Breeders LLC, a Colorado limited liability company, whose address is P.O. Box 957, Silt, Colorado 81652, hereinafter together called "Grantor," and Williams Production RMT Company, whose address is 1515 Arapahoe Street, Tower Three, Suite 1000, Denver, Colorado 80202, hereinafter called "Grantee," have entered into and executed a certain Easement Agreement effective May 7, 2010 ("the Agreement"), under the terms of which Grantor has granted Grantee a non-exclusive, perpetual road easement and right-of-way to survey, construct, install, maintain and use a road for oil and gas purposes (the "Easement") on the land situated in Garfield County, Colorado (the "Property"), legally described in the attached and incorporated Exhibit A, and along the route depicted on the attached and incorporated Exhibit B.

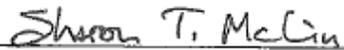
The term of the Agreement expires in accordance with the terms described therein. The purpose of this Memorandum is to provide record notice of the interest of Grantee in and under the Agreement. Any right, title or interest in and to the Property acquired by any party subsequent to the date of recordation of this Memorandum shall be subject to the terms, provisions and conditions of the Agreement and the rights and interests of Grantee thereunder. In the event of any conflict between the terms of this Memorandum and the terms of the Agreement, the terms of the Agreement shall control.

EFFECTIVE the 7th day of May, 2010

GRANTOR:



By: Brit C. McLin



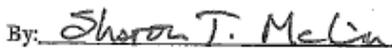
By: Sharon T. McLin

Midnight Star Breeders LLC

Midnight Star Breeders LLC

By: 

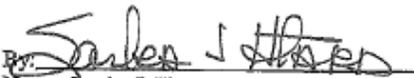
Name: Brit C. McLin
Title: Managing Member

By: 

Name: Sharon T. McLin
Title: Managing Member

GRANTEE:

Williams Production RMT Company

By: 

Name: Sandra J. Hotard
Title: Attorney-in-Fact

Exhibit "A"
(page 2 of 7)

RECEPTION
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2 of 5 Rec Fee:535.00 Doc Fee:0.00 GARFIELD COUNTY CO

STATE OF COLORADO)

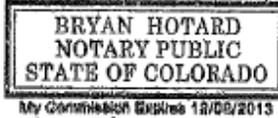
COUNTY OF GARFIELD)

On the 20th day of May, 2010, personally appeared Brit C. McLin and Sharon T. McLin, before me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed same as their free and voluntary act and deed for the uses and purposes therein set forth.

Witness my hand and official seal the day and year first above written.

My Commission Expires: 12/02/2013
(SEAL)


Notary Public



STATE OF COLORADO)

COUNTY OF GARFIELD)

Before me, a Notary Public, in and for said County and State aforesaid, do hereby certify that Sandra J. Hotard, whose name is subscribed to the foregoing instrument as Attorney-in-Fact of Williams Production RMT Company, a corporation, appeared before me this day in person and acknowledged that she executed said instrument as her free and voluntary act and deed as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and Notarial Seal the 20th day of May, 2010

My Commission Expires: 5-8-2012
(SEAL)


Notary Public



After Recordation please return to:
Williams Production RMT Co
Attn: Land Dept
PO BOX 370
Parachute, CO 81635

Exhibit "A"
(page 3 of 7)

Exhibit "A"

Attached to and made part of that certain
Memorandum of Easement Agreement dated May 22nd 2010, By and Between Brit C. McLin, Sharon T.
McLin and Midnight Star Breeders LLC, Grantor, and
Williams Production RMT Company, Grantee

T6S, R91W, 6th P.M., Sections 7 and 18; T6S, R92W, 6th P.M., Sections 12 and 13

S/2 of Lot 6, all of Lots 9 and 10, and the NE/4 SW/4 of Section 7; Lots 1, 2, 3, and the NE/4 NW/4 of Section 18, all in Township 6S, Range 91W; the S/2 SE/4, the SE/4 SW/4, Lot 7, and all that part of Lot 8 lying East of a line drawn due North and South through a point 40 rods East from the West Quarter Corner, all in Section 12; the E/2 E/2 of Section 13; that part of the NE/4 of Section 13 described as beginning at the NE/C of the NW/4 NE/4 of Section 13, running thence Westerly along the North line of Section 13, 100 rods to the East bank of the Ward and Reynolds Ditch, thence Southeasterly along the Easterly bank of the ditch a distance of 141 rods to a point, thence East a distance of 35 rods to the East line of the SW/4 NE/4 of Section 13, thence Northerly along the East line of the last mentioned subdivision and along the East line of the NW/4 NE/4 of Section 13 a distance of 122 rods to the point of beginning, all in Township 6S, Range 92W;

EXCEPT that portion of the above described land which lies North and East and West of the following described line (which line is one of the boundaries of that certain tract of land conveyed to Joe Montover by deed recorded at 195/495 to wit: Beginning at a point which bears South 33° 25' West a distance of 4002.0 feet from the SW/C of Section 7-6S-91W, thence South 34° 07' West a distance of 1763.4 feet, thence South 35° 56' West a distance of 1091.4 feet, thence South 76° 07' West a distance of 597.1 feet, thence South 77° 24' West a distance of 783.4 feet, thence North 79° 59' West a distance of 759.4 feet, thence North 81° 14' West a distance of 22.1 feet, thence North 11° 35' West a distance of 113.0 feet, thence South 83° 55' West a distance of 76.0 feet, thence North 12° 07' West a distance of 30.0 feet, thence North 22° 55' East a distance of 150.5 feet, thence North 03° 23' East a distance of 45.0 feet, thence North 38° 10' West a distance of 72.0 feet, thence North 56° 40' West a distance of 36.0 feet, thence North 75° 30' West a distance of 34.0 feet, thence North 03° 23' West a distance of 19.0 feet, thence West a distance of 59.9 feet, thence South 01° 24' East a distance of 380.0 feet, thence North 81° 14' West a distance of 235.9 feet, thence North 62° 54' West a distance of 781.4 feet, thence North 69° 05' West a distance of 434.0 feet, thence North 83° 13' West a distance of 384.0 feet, thence North 28° 01' West a distance of 540.5 feet, thence North 38° 28' West a distance of 221.0 feet, thence North 60° 34' West a distance of 226.0 feet, thence North 67° 23' West a distance of 392.7 feet, thence South 72° 20' West a distance of 238.0 feet, thence West a distance of 13.0 feet, thence due North along the North and South centerline of Lot 8, Section 12-6S-92W to the South bank of the Colorado River;

EXCEPT from Lot 8 of said Section 12 that portion thereof which lies South of a line beginning at the center of the East boundary of said Lot 8 and running North 75° 58' West a distance of 680.4 feet, more or less, to a point which is 40 rods East of the West line of said Lot 8;

EXCEPT from Lot 7 of said Section 12 the following described tract: Beginning at the SW/C of said Lot, thence running North along the West line of said Lot a distance of 660.0 feet, thence South 16° 03' 36" East a distance of 686.8 feet to a rock set on the South line of said Lot 7, thence West along the South line of said Lot 7 a distance of 190.0 feet to the point of beginning;

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Exhibit "A"
(page 4 of 7)

Exhibit "A-1"
Attached to and made part of that certain
Memorandum of Easement Agreement dated May 2010,
2010, By and Between Brit C. McLin, Sharon T.
McLin and Midnight Star Breeders LLC, Grantor, and
Williams Production RMT Company, Grantee

EXCEPT from the SE/4 SW/4 of said Section 12 that portion thereof which lies South and West of a line beginning at a point on the North line of said SE/4 SW/4 a distance of 1130.0 feet West of the NE/C thereof and running thence South 28° 14' 28" East a distance of 1498.36 feet, more or less, to the South line of said SE/4 SW/4 at a point thereon which is a distance of 421.0 feet West of the SE/C of said SE/4 SW/4;

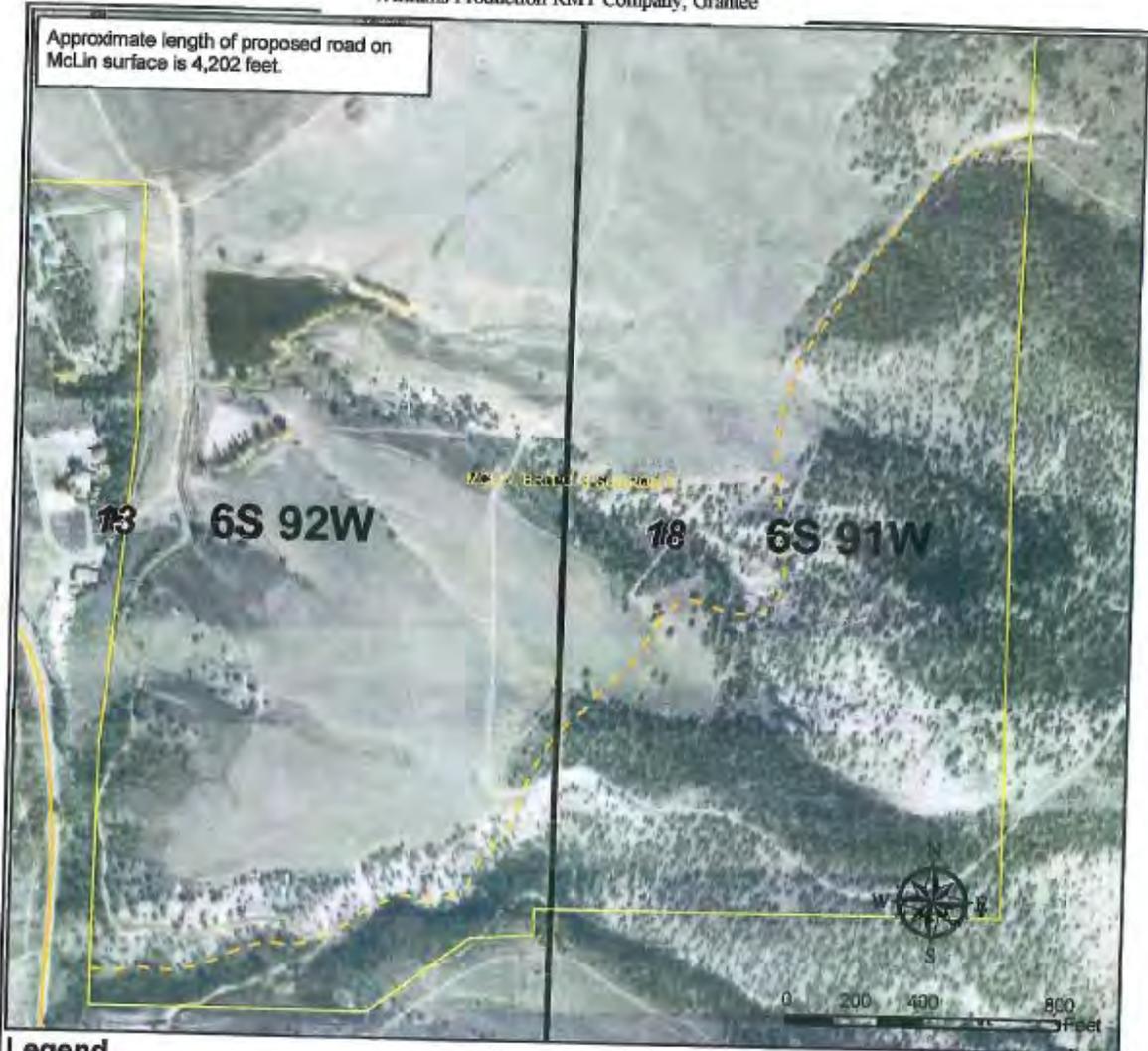
EXCEPT Beginning at the South Quarter Corner of Section 7, a stone in place, thence South 89° 39' 18" West along the Southerly line of Section 7 a distance of 1300.83 feet to the West Sixteenth Corner between Section 7 and 8, a rebar and cap in place, the true point of beginning, thence North 78° 37' 21" West a distance of 2592.23 feet, thence North 00° 00' 00" West a distance of 181.12 feet to a point on the Southerly right-of-way of County Road Number 335, thence South 79° 44' 03" East along said right-of-way a distance of 419.70 feet, thence continuing along said right-of-way along the arc of a curve to the left having a radius of 345.25 feet and a central angle of 22° 57' 08" a distance of 138.30 feet (chord bears North 88° 43' 23" East a distance of 137.38 feet), thence continuing along said right-of-way North 77° 14' 49" East a distance of 1141.43 feet, thence continuing along said right-of-way along the arc of a curve to the left having a radius of 382.48 feet, a central angle of 43° 05' 29" a distance of 287.66 feet (chord bears North 55° 42' 05" East a distance of 280.93 feet), thence continuing along said right-of-way North 34° 09' 20" East a distance of 338.60 feet, thence South 68° 14' 08" East a distance of 476.44 feet to a point on the Easterly line of the SW/4 SW/4, a rebar and cap, thence South 00° 39' 13" East along said Easterly line a distance of 1135.13 feet to the true point of beginning.

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Exhibit "A"
(page 5 of 7)

Exhibit "B"
Attached to and made part of that certain
Memorandum of Easement Agreement dated May 20th
2010, By and Between Brit C. McLin, Sharon T.
McLin and Midnight Star Breeders LLC, Grantor, and
Williams Production RMT Company, Grantee



Legend

- Proposed Road
- Existing Road
- Parcel Ownership (from Garfield County)

Williams Production RMT
McLin Proposed Road Easement



Project: FIC\Kokopelli\190226_McLinRMT Easement.rwd docset: 5/19/2010 4:17:38 PM

Exhibit "A"
(page 6 of 7)



Memorandum of

SURFACE USE AGREEMENT AND GRANT OF EASEMENTS

Effective the 28th day of November, 2007, SURFACE USE AGREEMENT AND GRANT OF EASEMENTS ("Agreement") by and between KENT S. JOLLEY, whose address is 832 Canyon Creek Drive, Glenwood Springs, Colorado 81601, BRETT L. JOLLEY, whose address is 1288 County Road 245, New Castle, Colorado 81647, RICHARD AND MARY JOLLEY FAMILY LLLP ("Owner"), and ORION ENERGY PARTNERS L.P., whose address is 1675 Broadway, Suite 2000, Denver, Colorado 80202 ("Operator") was entered into.

Owner owns the surface of the real property in Garfield County, Colorado (the "Property"), legally described as:

Township 6 South, Range 91 West, 6th P.M.
Section 7: E/2SE
Section 8: E/2E/2, W/2SW, SESW, SWSE
Section 9: W/2W/2
Section 16: W/2, the south 330 feet of SWSE
Section 17: N/2, SE, N/2SW, SWSW
Section 18: NE
Section 20: E/2E2, NWNE, NENW
Section 21: NWNE, NENW

Operator is the owner/operator of a working interest in an Oil and Gas Lease dated January 17, 1990, recorded in Book 775 at Page 629, of the Garfield County records granted by Richard C. Jolley, Mary Louise Jolley, Brett L. Jolley, Kent S. Jolley and Anne E. Jolley; and U.S.A. Oil and Gas Lease COC 51146 dated April 1, 1990, and recorded in Book 776, Page 908 of the Garfield County records (together the "Leases").

Operator wishes to drill additional oil and gas wells on the Property and directionally to adjacent lands for the extraction of hydrocarbons.

Owner previously entered into a Surface Use, Access and Right-of-Way Agreement dated September 28, 1999, and a Letter Agreement dated May 6, 2003 and recorded at Book 1531, page 424 of the Garfield Clerk and Recorder's Office ("Prior Mesa Agreements") which will be replaced in its entirety by this the November 28, 2007 Surface Use Agreement and Grant of Easements.

This Memorandum of Surface Use Agreement and Grant of Easements is placed of record in Garfield County, Colorado to provide notice only of its existence. All terms and conditions contained in said Surface Use Agreement and Grant of Easements remain confidential between the Owner and Operator.

BLM Right-of-Way COC73130 (Legal access through BLM surface to Kokopelli Compressor)

DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT CASE RECORDATION (MASS) Serial Register Page										
Run Date/Time: 8/15/2019 13:27 PM							Page 1 Of 2			
01 10-21-1976;090STAT2776;43USC1761 Case Type 281001: ROW-ROADS Commodity 970: OTHER ENERGY FACILITIES Case Disposition: AUTHORIZED					Total Acres: 1.060		Serial Number COC 073130			
					Case File Juris: COLORADO RIVER VALLEY FIELD OFFICE					
							Serial Number: COC--- - 073130			
Name & Address							Int Rel	% Interest		
TEP ROCKY MOUNTAIN LLC			1058 COUNTY ROAD 215		PARACHUTE	CO 816359709	HOLDER/BILLEE	100.000000000		
							Serial Number: COC--- - 073130			
Mer	Twp	Rng	Sec	SType	Nr	Suff	Subdivision	District/ Field Office	County	Mgmt Agency
06	0060S	0910W	017	ALJQ			SWSW;	COLORADO RIVER VALLEY FO	GARFIELD	BUREAU OF LAND MGMT
06	0060S	0910W	016	ALJQ			SESW;	COLORADO RIVER VALLEY FO	GARFIELD	BUREAU OF LAND MGMT
							Serial Number: COC--- - 073130			
Relinquished/Withdrawn Lands										
							Serial Number: COC--- - 073130			
Act Date	Act Code	Action Txt		Action Remarks						
10/27/2008	124	APLN RECD								
11/25/2008	005	NEPA ANALYSIS APPROVED		SCE-CO140-08-108;						
11/25/2008	843	CAT 4 COST RECOVERY-PROC								
11/25/2008	880	CAT 3 COST RECOVERY-MON								
12/08/2008	065	COST RECOV (MON) RECD		\$712.00;						
12/08/2008	111	RENTAL RECEIVED		\$450.79;TERM						
12/08/2008	971	COST RECOV (PROC) RECD		\$1021.00;						
12/12/2008	307	ROW GRANTED-ISSUED								
12/12/2008	502	LENGTH IN FEET		1325.0;						
12/12/2008	504	WIDTH IN FEET (TOTAL)		35;						
01/22/2009	041	COMPL EXAM/RPT COMPLETED		HASKINS						
07/27/2010	800	RECORDS NOTED								
11/07/2014	140	ASGN FILED								
02/26/2015	139	ASGN APPROVED		FROM ORION ENERGY;						
03/31/2017	140	ASGN FILED								
05/31/2017	841	CAT 2 COST RECOVERY-PROC								
08/08/2017	971	COST RECOV (PROC) RECD		\$433.00;1						
08/16/2017	005	NEPA ANALYSIS APPROVED		CX-CO-N040-2017-109;						
11/28/2017	139	ASGN APPROVED		FROM WPX ENERGY;						
NO WARRANTY IS MADE BY BLM FOR USE OF THE DATA FOR PURPOSES NOT INTENDED BY BLM										

Kokopelli Booster Compressor
 Garfield County Land Use Change Permit
 Administrative Review

DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
CASE RECORDATION
(MASS) Serial Register Page

Run Date/Time: 8/15/2019 13:27 PM

Page 2 Of 2

Serial Number: COC---- 073130

Act Date	Act Code	Action Txt	Action Remarks	Pending Off
12/31/2037	763	EXPIRES		
01/01/2038	097	NEXT BILLING DATE		

Line Number	Remark Text	Serial Number: COC--- - 073130
0001	ACCESS ROAD TO FEE WELLS	

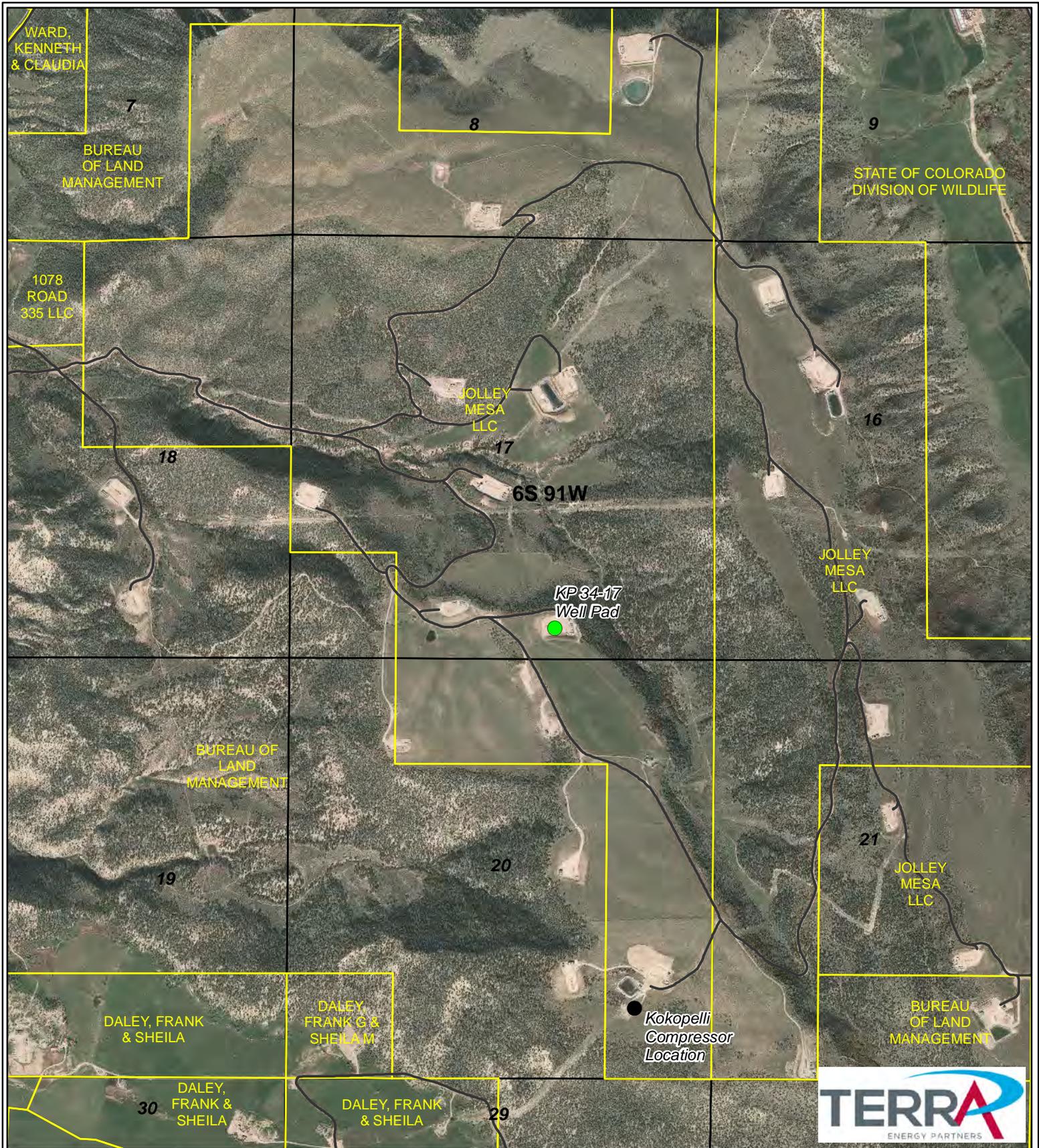
NO WARRANTY IS MADE BY BLM FOR USE OF THE DATA FOR PURPOSES NOT INTENDED BY BLM

4-203.M. Water Supply and Distribution Plan

The proposed project does not require water for the installation, maintenance or operation of the facility. Personnel installing and operating the facility will bring their own potable water to drink to work every day, in a container of their choice, in their vehicles, as typical for oil and gas field personnel. TEP Rocky Mountain LLC will not provide water at the facility. The project is located within an existing oil and gas field and will occur on an existing oil and gas location. A water supply plan, per Section 4-203.M., outside of what has been indicated is not necessary for this project.

4-203.N. Wastewater Distribution Plan

TEP Rocky Mountain LLC provides employees porta john facilities on the following locations within the Kokopelli operating field: KP 34-17, KP 24-17, both are less than a 5-minute drive from the Kokopelli Compressor location. The porta johns are serviced weekly by Western Colorado Waste. Please see the attached map detailing the location of the porta johns. Please see supporting documentation of services provided by Western Colorado Waste.



Legend

- Compressor Location
- Porta John Location
- Existing Road
- Parcel Ownership (from Garfield County)

**Kokopelli Compressor
Wastewater Plan
Porta John Locations**

August 27, 2019





WESTERN COLORADO WASTE, INC.

Mailing Address: PO Box 26, Mack, CO 81525
Physical Address: 910 Coffman Road, Whitewater, CO 81527
Office #: 970-255-7072
Fax #: 970-255-7080

June 25, 2019

Mr. Eric DeKam
WPX Energy Rocky Mountain, LLC.
1058 County Road 215
Parachute, Colorado 81635

Dear Mr. DeKam,

This letter is in confirmation that Western Colorado Waste, Inc. provides services to said pads: KP 24-23 and KP 34-17. Each pad has one (1) porta potty on the location site. These porta-potties have field services once a week on Wednesdays.

Western Colorado Waste, Inc. will continue to provide services to the Kokopelli Field on the weekly basis until services at said locations are no longer required.

It is an honor to serve you and meet your needs.

Warm Regards,

A handwritten signature in blue ink that reads "Michelle Moran". The signature is fluid and cursive, with the first name being more prominent.

Michelle Moran
Office Manager
WCW, Inc.
(970) 640-8453
wcv.mimo@gmail.com

Article 7 – Standards

Division 1 – General Approval Standards

7-101 – Zone District Use Regulations

The project is located within the rural zone district and complies with the applicable zone district use restrictions and regulations. Table 3-403 in the LUDC allows the use of booster compressors in the rural zone district.

7-102 – Comprehensive Plan and Intergovernmental Agreements

The proposed Land Use Change is in general conformance with the Garfield County Comprehensive Plan.

Section 9 – Mineral Extraction of the Comprehensive Plan states the vision: *“Resource extraction, including oil and gas development, has been encouraged to remain in the county due to their contribution they make to the county’s overall goal of having a diverse and stable economy. While resource industries are welcomed in the county, they have been expected to fairly mitigate negative impacts that might have resulted due to their operations.”*

Section 9 #4: *“Facilities that are appurtenances to oil/ gas development activities (compressors, etc.) are considered appropriate in all land uses so long as they meet the respective mitigation requirements of the LUDC to maintain compatibility with surrounding land uses.”* The proposed Kokopelli booster compressor is an appurtenant facility for natural gas production and is in general conformance with the Comprehensive Plan 2030.

There are no intergovernmental agreements associated with the parcel. Please see e-mail from landowner as attachment in **Appendix A-7** of this report.

7-103 - Compatibility

The project will occur within an existing oil and gas field on Jolley Mesa and is compatible with the surrounding land uses for nature, scale and intensity. The project will be located on an existing pad location operated by Williams (see letter agreement in **Appendix B-7**). Table 3-403 in the LUDC allows the use of booster compressors in the rural zone district with Administrative review and approval.

7-104 – Source of Water

- A. **BOCC Determination** – TEP Rocky Mountain LLC would like to request board approval for the narrative below.
- B. **Determination of Adequate Water** – The proposed project does not require water for the installation, maintenance or operation of the facility. Personnel installing and operating the facility will bring their own potable water to drink to work every day, in a container of their choice, as typical for oil and gas field personnel. TEP will not provide water at the facility. The project is located within an existing oil and gas field and will occur on an existing oil and gas location. A water supply plan, per Section 4-203.M. is not necessary for this project.

7-105 – Central Water Distribution and Wastewater Systems

- A. **Water Distribution Systems** – not applicable to the project, see narrative below.
- B. **Wastewater systems** – not applicable to the project, see narrative below.

TEP provides employees porta john facilities on the following locations within the Kokopelli operating field: KP 34-17 is less than a 5-minute drive from the Kokopelli booster compressor location. The porta john is serviced weekly by Western Colorado Waste.

7-106 – Public Utilities

Use of public utilities is not anticipated to occur to support this project.

7-107 – Access and Roadways

Please see **Appendix C-7** of this report for supporting documentation and a narrative for Policy 01-14 – Waiver for Roads and Demonstration of Compliance.

7-108 – Use of Land Subject to Natural Hazards

Based on analysis of potential natural and geologic hazards, as outlined in the Fox Engineering Solutions (FES) report supporting Section 7-108, it is the opinion of FES that hazards identified in the LUDC have a low probability of impacting this site and the booster compressor. Mitigation of said hazards does not appear to be warranted at this time. See **Appendix D-7** for supporting documentation.

7-109 – Fire Protection

- A. **Adequate Fire Protection** – The location has adequate fire protection. See **Appendix E-7** for documented conversation.
- B. **Subdivision** – The location is not within a subdivision.

Division 2 – General Resource Protection Standards

7-201- Agricultural Lands

- A. No adverse affect to agricultural operations will occur. The project site will occur on an existing oil and gas location.
- B. Domestic Animal Control – Dogs or other animals are not allowed on location per TEP field operating rules.
- C. Fences – The location will be fenced as depicted in the facility diagram (see **Appendix F-7**) and will conform to code.
- D. Roads – See section 7-107, Access and Roadways for explanation. No additional site disturbance is anticipated.
- E. Irrigation Ditches – No irrigation ditches occur within the project area.

7-202 - Wildlife Habitat Areas

TEP Rocky Mountain LLC (“TEP”) consulted with Colorado Parks and Wildlife on the Kokopelli Booster Compressor oil and gas location in 2019 as required by the COGCC in preparation for submitting a Form 2A. TEP proposed implementing Wildlife Best Management Practices (BMPs) at this location to eliminate

or minimize potential adverse impacts to wildlife and wildlife habitat. Please see **Appendix G-7** Proposed Best Management Practices and CPW Correspondence for supporting documentation and correspondence between TEP and CPW in September 2019. Please see **Impact Analysis Appendix F** Environmental Impact for additional supporting documentation on Wildlife Habitat Areas.

7-203 – Protection of Waterbodies

Based on a review of adjacent waterbodies, the proposed site and booster compressor are located outside of both the 35 ft. setback and 100 ft. setback for hazardous waste. The proposed location of the booster compressor exceeds the required setback distances to the ordinary high-water marks (TOHWMs). Please see attached supporting documentation in **Appendix H-7** of this report.

7-204 – Drainage and Erosion

Erosion and sediment, drainage and storm water run-off have been evaluated. Although storm water control measures will be implemented for the construction of the Kokopelli compressor and associated piping, a formal Storm Water Management Plan under the regulations of the Colorado Department of Public Health and Environment is not required for construction activities with less than 1.0 acre of disturbance. As such, no formal Storm Water Management Plan is required for the construction activities associated with this project. See **Appendix I-7** for supporting documentation and detailed drainage plan.

7-205 – Environmental Quality

- A. **Air Quality** – The land use change shall not cause air quality to be reduced below acceptable levels established by the CDPHE AQCD. See the **Other Permits** tab in the permit application for CDPHE air permitting.
- B. **Water Quality** – All hazardous material shall be stored and used in compliance with applicable State and Federal hazardous materials regulations. See **Grading and Drainage Plan, Article 4-203.E.**, for site-specific details.

7-206 – Wildfire Hazards – Appendix I-7 for supporting documentation

- A. **Location Restrictions** – The location is within the low-moderate wildfire hazard index. The location resides on an existing non-vegetated oil and gas location. The location is vegetation and weed free for safe oil and gas operating standards. In the event of a flash fire from the location, it is not anticipated the surrounding grassland would be impacted. Vegetation in the surrounding area consists of grassland. In the event of a wildfire, the location would be remotely shut down.
- B. **Development Does Not Increase Potential Hazard** – The project will occur on an existing graveled oil and gas location. The proposed project complies with OSHA and COGCC operating procedures and is not anticipated to increase the potential hazard for wildfire.
- C. **Roof Material and Design** – the compressor will be housed in a steel-non insulated building with a steel roof.

7-207 – Natural and Geologic Hazards

Based on analysis of potential natural and geologic hazards, as outline in the Fox Engineering Solutions (FES) report (see **Impact Analysis Appendix D**), it is the opinion of FES that hazards identified in the LUDC have a low probability of impacting this site and the booster compressor. Mitigation of said hazards does not appear to be warranted at this time.

7-208 – Reclamation

- A. Applicability – Reclamation standard as described under section 7-208, Reclamation, of the Garfield County LUC will apply to the Kokopelli Compressor site.
- B. Reclamation of Disturbed Areas – Areas disturbed during development of the Kokopelli Compressor site will be restored as natural-appearing as reasonably possible with the adjacent undisturbed landscape. Reclamation activities will be in conformance with COGCC Rule 1000.
 1. Contouring and Revegetation – The Kokopelli Compressor site will be contoured and revegetated per Section 7-208.B.1 of the Garfield County LUC. Cut and fill slopes will be constructed with slopes no steeper than two (2) feet horizontal and one (1) foot vertical. The designed slopes for this location are generally much shallower. Please see the Site Plan, Article 4-203.D, for additional details on site construction. The cut and fill slopes of the proposed construction, and the pipeline construction disturbance will be reclaimed. Stripped topsoil will be placed on the disturbed areas after regrading and installation is complete. The disturbance areas will be seeded with a diversity of native and/or beneficial nonnative species capable of supporting the post-disturbance land use. Reclaimed areas will be periodically monitored for reclamation success as described in the standard. Please see the Impact Analysis Appendix B Site Features for additional details on pad reclamation.
 2. Weed Management – A weed management plan as described in **Impact Analysis Appendix B** will be employed for all Garfield County and State of Colorado listed noxious weeds.
 3. Application of Topsoil – Topsoil will be stripped and stockpiled for use during reclamation. Prior to seeding, topsoil will be spread to a uniform depth to promote the establishment of desirable vegetation. Soil samples may be collected once re-contouring and topsoil redistribution has occurred to determine if any soil amendments are be needed. Topsoil management will be in conformance with COGCC Rule 1000.
 4. Retaining Walls – Not applicable to this project.
 5. Slash Around Homes – Not applicable to this project.
 6. Removal of Debris – All site debris will be removed from the site within six (6) months of construction as described in the standard.
 7. Time Line Plan – Per COGCC Rule 1003.b, interim reclamation will occur no later than six (6) months following completion of construction activities.

Additional site disturbance is not anticipated to occur for the implementation of the booster compressor. The oil and gas location is currently in interim reclamation with the COGCC and the Colorado Department of Public Health and Environment (CDPHE) National Pollutant Discharge System (NPDS) Storm Water Permit. An additional Reclamation Plan or Weed Management Plan are not required, per the pre-application conference dated June 9, 2014, since there will be no additional site disturbance to implement the booster compressor at the existing KP 24-8 oil and gas location.

Division 3 – Site Planning and Development Standards

7-301 – Compatible Design - The project will occur within an existing oil and gas field on Jolley Mesa and is compatible with the surrounding land uses for nature, scale and intensity. The project will occur on an existing oil and gas location.

- A. **Site Organization** – there are no streets and lots, solar access, public parking, pedestrian access for this project.
- B. **Operational Characteristics** – nuisances will be mitigated as follows:
 1. **Dust, odors, gas, fumes, and glare** – the access road will be watered per the maintenance agreement, as applicable, to mitigate dust; odors/fumes will be mitigated through the exhaust system and will be in compliance with CDPHE General Permit (GP)- 02; glare will be minimized, the location will be painted desert tan to blend into the surrounding area.
 2. **Noise** – the facility will be in compliance with COGCC Rule 802 for noise abatement. The facility will comply with COGCC Rule 802 Residential/Agricultural/Rural noise standards as follows:
7:00 am to next 7:00 pm – 55 dbA
7:00 pm to next 7:00 am – 50 dbA
See Noise Analysis in **Impact Analysis Appendix G** for supporting documentation.
 3. **Hours of Operation** - The location will be operated 24 hours a day, 7 days a week, 365 days a year. See Section 7-1001 below.
- C. **Buffering** – the location will comply with COGCC rule 802 noise requirements, the building for the booster compressor will be painted shadow grey to minimize visual impacts. A 2D visual analysis was completed and is attached as supplemental material in the **2D Viewshed Analysis (Appendix K-7)**. The nearest building is over 1/2 mile away from the project. It is not anticipated that the implementation of the project will impact residents or the surrounding area.
- D. **Materials** – the building will be constructed with materials that do not detract from adjacent buildings or uses.

7-302 – Off-street Parking and Loading Standards – The project will be located on an existing oil and gas location consisting of approximately 0.45 acres. All oil and gas locations are designed for safe vehicle access and back in parking. Parking is not allocated in a specific area due to the nature of oil and gas operations. There is no public access to the location. Both accesses to the Kokopelli field are gated and locked. Only operating personnel are allowed on location.

7-303 – Landscaping Standards – The Kokopelli Booster compressor is designated as Industrial Use, and therefore under section 4-118, Waiver of Standards, TEP Rocky Mountain LLC (“TEP”) is requesting a waiver from Landscaping Standards as per Standard 7-303 “...Industrial uses...are exempt from this section.” TEP is seeking approval of a Form 2A – Oil and Gas Assessment Permit – from the Colorado Oil and Gas Conservation Commission (COGCC) for the Kokopelli Booster Compressor location. Upon approval of the Form 2A the location will be subject to COGCC’s reclamation requirements under COGCC Rule 1001, which are stringent and appropriate for the requested land use and scope of the project.

7-304 – Lighting Standards – TEP will install three (3) external downcast flood lights on the compressor building, which will all be directed inward towards the interior of the facility. Please refer to the Lighting Study in **Appendix J-7**. The nearest building, which is over ½ mile away from the proposed compressor location, is not within the viewshed as shown in the **2D Viewshed Analysis (Appendix K-7)** and is visually separated by vegetation growth.

7-305 – Snow storage removal – the access road to the Kokopelli location will be taken care of per the maintenance agreement. TEP does not plow oil and gas locations. In the event of large snow amounts, field personnel will chain the wheels on their truck to allow for safe access.

- A. **Minimum Area** – not applicable
- B. **Storage in Parking Spaces Prohibited** – not applicable, there are no parking spaces
- C. **Storage in yards and open space permitted** – snow plowing will not occur on location, not applicable
- D. **Storage in public roadways prohibited** – snow plowing will not occur on location, not applicable
- E. **Drainage** – adequate drainage shall be provided at the oil and gas location to accommodate snowmelt and to ensure it does not drain onto adjacent property. See **4-203. Grading and Drainage Plan** for additional drainage details and supporting documentation.

7-306 – Trail and Walkway Standards –

- A. **Recreational and Community Facility Access** – not applicable, this is not a recreational or community facility nor will the public have access to the project location.
- B. **Safety** – TEP will comply with all OSHA standards for oil and gas locations
- C. **Maintenance** – TEP will comply with all OSHA standards for oil and gas locations

Division 10 – Additional Standards for Industrial Uses

7-1001 – Industrial Use

- A. **Residential Subdivisions** – The project does not occupy a lot in a plated residential Subdivision.
- B. **Setbacks** – The project is not located within 100 feet of a property line. The nearest property line is 318 feet away (see **4-203.D Site Plan** for supporting documentation).
- C. **Concealing and Screening** – The booster compressor will be located in an enclosed building to mitigate noise, odor and glare.

D. Storing

1. Materials shall be stored on the property in a form or manner that will not be transferred off the property by any reasonably foreseeable natural cause or force.
2. All products shall be stored in compliance with national, State and local codes.
3. All storing shall be a minimum of 100 feet from an adjacent property line.
4. Petroleum and hazardous products shall be stored in compliance with the 40 CFR 112 Spill Prevention Control and Countermeasure Plan (SPCC).

E. **Industrial Wastes** – All industrial wastes shall be stored and disposed of in a manner consistent with Federal and State statutes and CDPHE requirements.

F. **Noise** – The booster compressor will be housed within a building. The facility will be in compliance with COGCC Rule 802 for noise abatement. The facility will comply with COGCC Rule 802 Residential/Agricultural/Rural noise standards as follows:

7:00 am to next 7:00 pm – 55 dbA

7:00 pm to next 7:00 am – 50 dbA

See Noise Analysis in **Impact Analysis Appendix G** for supporting documentation.

G. Ground vibration –

The proposed booster compressor is factory-built and skid-mounted. The compressor skid will be placed on a 42-inch thick, steel reinforced concrete foundation system and bolted to the foundation. Synthetic anti-vibration pads are placed between the skid and the concrete to dampen vibration. To further mitigate unit vibration, the compressor vendor will balance reciprocating weight to within 1 lb. across opposing crank-throws, compared to the manufacture's tolerance of 2.5 lbs. of reciprocating weight.

The Kokopelli booster compressor well pad is located in Garfield County within the Rural Zone District which is comprised of the County's rural residential areas, agricultural resource lands, agricultural production areas, and natural resource areas. The location has been utilized for natural gas processing for several year. The nearest structures include a pig-launcher on the existing pad, and oil and gas wells, associated production equipment and tanks located northwest and due north/northeast of the location. The nearest residential dwellings are located over 1/2 mile to the north.

No vibration related impacts to adjacent structures or dwellings are anticipated with the operation of the Kokopelli booster compressor.

H. **Hours of Operation** – TEP Rocky Mountain LLC and is seeking a waiver of Standard 7-1001. H. pursuant to Section 4-118 to operate the booster compressor 24 hours a day, 7 days a week, 365 days a year for artificial gas lift. The Kokopelli Compressor will be located on a pad currently used for oil and gas operations, and adjacent to two existing oil and gas locations operated by Vanguard Operating LLC. The proposed project is consistent with oil and gas operations surrounding the proposed location and will be subject to COGCC rules and regulations.

- I. **Interference, Nuisance, or Hazard** - Every use shall be operated so that it does not emit heat, glare, radiation, or fumes that substantially interfere with the existing use of adjoining property or that constitutes a public nuisance or hazard. Flaring of gases, aircraft warning signal, and reflective painting of storage tanks, or other legal requirements for safety or air pollution control measures, shall be exempted from this provision.

Appendix A-7

Intergovernmental Agreements Documentation

From: [Bryan Hotard](#)
To: [Jeff Kirtland](#)
Subject: FW: Jolley Compressor
Date: Wednesday, September 11, 2019 8:24:35 AM

FYI

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



Nothing contained in this communication, or in any other written or oral communications with Terra Energy Partners LLC or its affiliates (collectively "Terra") concerning the matters addressed above, shall create an obligation on Terra to conclude a transaction covering such matters. Unless and until a written agreement covering the matters addressed above is executed by Terra's authorized representative having express authority to bind Terra to a transaction of such size and nature, Terra has no obligation (legal or otherwise) concerning such matters. YOU SHOULD NOT RELY ON THIS COMMUNICATION OR ANY OTHER WRITTEN OR ORAL COMMUNICATIONS WITH TERRA AS THE BASIS FOR TAKING ANY ACTION, FOREGOING ANY OPPORTUNITY OR INCURRING ANY COSTS, IN ANTICIPATION OF CONCLUDING A TRANSACTION WITH TERRA.

From: Kent Jolley <kentjolley@sopris.net>
Sent: Tuesday, September 03, 2019 1:19 PM
To: Bryan Hotard <BHotard@terraep.com>
Subject: RE: Jolley Compressor

Hi Bryan,

To the best of my knowledge, there are no intergovernmental agreements in place on our property.

Kent Jolley

From: Bryan Hotard [<mailto:BHotard@terraep.com>]
Sent: Tuesday, September 03, 2019 9:18 AM
To: 'kentjolley@sopris.net' <kentjolley@sopris.net>
Cc: Jeff Kirtland <JKirtland@terraep.com>
Subject: RE: Jolley Compressor

Good morning Kent,

I hope you had a wonderful time in Russia! We are getting very close to submitting the permit for the compressor on your property and we needed to know if you knew of any intergovernmental agreements in place on your property? I know when we permitted the KP 24-8 compressor you did not have any, but I thought I would ask just in case something had changed.

Thanks!

Have a great day!

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



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From: Bryan Hotard
Sent: Thursday, August 15, 2019 10:06 AM
To: kentjolley@sopris.net
Cc: Jeff Kirtland <JKirtland@terraep.com>
Subject: Jolley Compressor

Good morning Kent,

I hope all is well! We are getting ready to submit the full Land Use Change Permit for the new Jolley Compressor and the last thing I need from you is to know if there are any intergovernmental agreements in place for your property. I know when we permitted the KP 24-8 compressor you did

not have any, but I thought I would ask just in case something had changed.

Thanks!

Have a great day!

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
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Appendix B-7

Compatibility



November 1, 2018

Williams Field Services Company, LLC
One Williams Center
MD WRC3-7
Tulsa, OK 74172
(918) 573-5569
Attention: Dennis Widowski

Re: Waiver Letter regarding Amended and Restated Gas Gathering, Processing, Dehydrating and Treating Agreement dated August 1, 2011, by and between Williams Field Services Company, LLC ("Williams") and TEP Rocky Mountain LLC (fka WPX Energy Rocky Mountain, LLC) ("TEP" and, together with Williams, the "Parties"), as amended (the "Gathering Agreement"); Compressors

Dear Dennis:

TEP is considering the installation and operation by TEP of one or more compressors upstream of the Kokopelli Pipeline and on other gathering pipelines owned by TEP that are described in Exhibit 1 (the "2018 Straddle Compressors"). This letter agreement (this "Letter Agreement") sets forth an agreement between the Parties related to the Gathering Agreement. All capitalized terms used herein, but not defined herein, shall have the respective meanings given to such terms in the Gathering Agreement.

1. Williams hereby (a) waives the rights of Williams, under Section 2.7 of the Gathering Agreement, with respect to the installation and operation of the 2018 Straddle Compressors by TEP and any use of Shipper's Gas by TEP for such operation, and (b) agrees that TEP may (but shall not be under any obligation to) install and operate, at its sole cost and, except to the extent otherwise provided in the Gathering Agreement, its sole liability, any 2018 Straddle Compressors and use Shipper's Gas to start-up and fuel such 2018 Straddle Compressors. This Section 1 shall not apply to any compressor that is not the 2018 Straddle Compressors.

2. The Parties intend, by entering into this Letter Agreement, to only provide certainty that TEP may, at its election, install and operate the 2018 Straddle Compressors, and use Shipper's Gas to start-up and fuel such 2018 Straddle Compressors, without breaching the Gathering Agreement. As such, except as expressly, and for the limited purpose, provided in Section 1, (a) none of this Letter Agreement or any action or inaction by either Party in connection with the installation or operation of the 2018 Straddle Compressors, or the use of Shipper's Gas for such operation, has (i) modified, amended, or waived, or may be used to interpret, or shall modify, amend, waive or be used to interpret, any right or obligation under the Gathering Agreement (including, without limitation, any right or obligation to provide any other compression or other gathering service thereunder or whether any consent from Williams is required under the Gathering Agreement), or has established or shall establish any precedent related to the interpretation of, or shall be used to seek or justify similar terms under, the Gathering Agreement



or (ii) been or shall be an admission or a waiver of any fact or circumstance with respect to, or any right or obligation under, the Gathering Agreement (including, without limitation, any right or obligation to provide any other compression or other gathering service thereunder or whether any consent from Williams is required under the Gathering Agreement), and (b) the Gathering Agreement shall remain in full force and effect.

3. This Letter Agreement shall be interpreted, construed, and governed by the laws of the State of Colorado, without regard to choice of law principles thereof. This Letter Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original and such counterparts together shall constitute one instrument.

Sincerely,

TEP ROCKY MOUNTAIN LLC

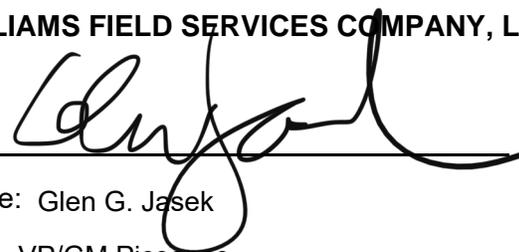
By: 

Name: Bruce Chrisman

Title: VP Midstream & Marketing

Acknowledged and agreed as of the date of this Letter Agreement:

WILLIAMS FIELD SERVICES COMPANY, LLC

By: 

Name: Glen G. Jasek

Title: VP/GM Piceance



Exhibit 1

Kokopelli Compressor

Purpose: Straddle compression to boost Kokopelli production upstream of current CDPs

Proposed location: Garfield County, Colorado
T6S, R91W, Section 20, SE quarter
Near WFS Dry Hollow Interconnect location

South Rulison Compressor

Purpose: Straddle compression to boost South Rulison production upstream of current CDPs

Proposed location: Garfield County, Colorado
T6S, R94W, Section 28, SE quarter
Near RMV 34-28 Pad location

Appendix C-7

Access and Roadways



May 24, 2019

Adam Tankersley
Planning/GIS
TEP Rocky Mountain LLC
1058 County Road 215
Parachute, CO 81635

Re: Kokopelli Compressor
Section 7-107 Access & Roadways, Garfield County Land Use and Development Code
SE ¼ Section 20, Township 6 South, Range 91 West, 6th P.M, Garfield County, CO

Dear Mr. Tankersley,

As requested, Fox Engineering Solutions (“FES”) has prepared this letter report to address the issue of adequacy of the road access to the Kokopelli Compressor site per Garfield County’s Policy 01-14, entitled Waivers for Roads and Demonstration of Compliance. FES understands that TEP Rocky Mountain LLC (TEP) has been preliminarily granted or will be granted a waiver of the submittal requirements for the engineered traffic study per the Director of Community. The basis of our discussions and information below has been obtained from TEP’s staff, FES’s knowledge of TEP’s operations and from a field inspection of the access road.

As proposed, traffic to the proposed Kokopelli compressor will come off of County Road 311 and turn east onto a privately owned and operated gravel road supporting the Jolley Mesa gas field. See Section 4-203.D Site Plan, located in TEP’s application submittal package, for a map of the roads associated with the project. See Exhibit A of this report for a map of the access road/route off of CR 311.

Narrative for Policy 01-14 – Waivers for Roads and Demonstration of Compliance

TEP is applying for a Land Use Change Permit for the addition of a gas lift compressor on an existing pipeline launch pad located in SW¼SW¼ of Section 20, Township 6 South, Range 91 West, 6th P.M. Section 7-107, Access and Roadways, of the Garfield County Land Use Change and Development Code (LUDC) requires all roads to be designed to provide for “adequate and safe access” and be reviewed by the designated County Engineer. The LUDC defines “private road” as “right-of-way constructed, established, owned, and maintained by a private party for access to private property”. The LUDC allows for the waiver of specific standards provided that the following criteria have been met: 1) an alternative design achieves the intent of the subject standard to the same or better degree and 2) the proposed alternative will impose no greater impacts on adjacent properties than would occur through compliance with the specific standard (Section 4-118). The road to the existing pad location that the new gas lift compressor will be located on is considered to be an oil and gas private road.

History of Access

In September of 2009, Williams Production RMT Company, now known as WPX Energy, acquired the Orion Energy assets located in the Garfield Creek and Jolley Mesa area. TEP later acquired WPX Energy's interest in 2016.

At that time, the existing access to the Jolley Mesa asset was located on CR 335 and was being contested by the BLM and several of the landowner's due to oil and gas traffic on CR 335. Orion Energy had previously worked with the BLM and the landowners on a new proposed route that would move the access to Jolley Mesa from CR 335 to CR 311. WPX successfully negotiated a new right-of-way for this road with the McLin's and the BLM portion of the road was added to the Kokopelli Master Development Plan. WPX already had access on Jolley property in the Surface Use Agreement between the Jolleys and WPX. Before this new road could be built, the county requested a 4" asphalt overlay be installed from the intersection of CR 335 and CR 311 to the new road located on the McLin property. This would allow CR 311 to be considered by the county as a designated haul route. In the summer of 2010, WPX spent \$292,660.10 for the 4" overlay that enabled WPX to utilize the new access on CR 311. Upon completion of the 4" overlay and the new road, all of WPX's traffic was diverted from the existing CR 335 access point to the new CR 311 access point in July of 2010. The access on CR 335 would only be used for emergency purposes. Once the 4" asphalt overlay and new access on CR 311 was built, WPX began working with Antero Resources, now Ursa Operating Company LLC (URSA), on a Road Use and Maintenance Agreement (RUMA) for the road. A RUMA was executed between WPX and URSA in 2011 that defined how the road would be maintained including the cost allocation structure (number of operators wells located off of said road). The RUMA continues to be in effect.

Statement of Adequacy

Geometry of the Road - As requested in Policy 01-14, Table 1 presents a comparison of the existing access road to the County's design standards outlined in Table 7-107 of the Garfield County Land Use and Development Code. The access is considered to be a Primitive/Driveway. The existing access road meets the requirements outlined in Table 7-107 for a Primitive/Driveway access. The location and route of the road to the Kokopelli Compressor pad location is depicted on the attached Exhibit A.

The access road is an existing oil and gas private road that serves multiple pads for multiple operators and has historically been used to transfer drilling rig components and equipment on semi-tractor trailers and low-boys. The oil and gas private road was designed to minimize visual impacts for the adjacent landowners and also to decrease tree loss once the road was built. The oil and gas private road was also designed with safety in mind in that every turn has an adequate line of sight for oncoming traffic including speed limit signage of 15 mph along the route. The minimum road width is eighteen feet (18 ft.) wide except in turns and in areas where the width of the road is larger due to topography. The road is a single lane road but is designed

as such so that when two trucks meet there is adequate room for the trucks to pass each other safely. Existing access road grades are under 12%. The bar ditches, where necessary to provide drainage, are approximately 2½ to 5 feet wide. The road appears adequate for the proposed booster compressor activities and current traffic needs relating to oil and gas operations occurring on Jolley Mesa.

Table 1

TEP Rocky Mountain LLC Kokopelli Compressor Application Garfield County Table 7-107 Road Standards Comparison			
Design Standard	GARCO Standard for Primitive/Driveway	Access Road Field Conditions	Comments
Design Capacity (ADT)	0 - 20	ADT Waived	No increase in ADT after construction
Minimum ROW Width (ft)	15 to 30	Adequate	See Jolly SUA in TEP application
Lane Width (ft)	Single Lane 12 ft.	18 ft. minimum	Varies with most of road averaging 24 ft.
Shoulder Width (ft)	0	N/A	Varies
Ditch Width (ft)	3	Varies	Deemed adequate by PE field inspection
Cross Slope (%)	2%	Varies	Deemed adequate by PE field inspection
Shoulder Slope (%)	N/A	N/A	N/A
Design Speed (mph)	N/A	N/A	Posted speed of 15 mph on access road.
Minimum Radius (ft)	40 ft.	40 ft. minimum	Varies. All road access radii exceed 40 ft.
Maximum Grade (%)	12%	11.9 % maximum	Varies. All road access grades under 12%.
Surface	Native Material	Gravel, 3" minus	Varies by road section.

Safety/Structural Issues – The road has a regulated speed limit with posted signs of 15 mph. As mentioned above, the road is wide enough to allow two trucks to pass safely and during times of heavy rig traffic, a pilot car is used on the road. Only authorized personnel are allowed to utilize this road and during the hunting season, the gate at the entrance on CR 311 is closed and locked to deter hunting trespassers. Structural road integrity has been improved over time with the addition of both gravel and rock to adequately support the transport of drilling components, equipment and supplies. As structural issues arise, they are addressed with continuous maintenance as outlined below.

Maintenance – The RUMA, as mentioned above, designates TEP as the operator of the road. TEP keeps the road maintained in a safe and efficient manner. During the summer months the road has magnesium chloride applied as necessary for dust mitigation and during the winter months the road is bladed for snow removal. The actual pad location that the compressor is located on will not be bladed during winter months so any traffic to that location may need to chain up during times of heavy snow.

The barrow ditches are checked regularly and all the culverts are cleaned out every spring before irrigation water begins to flow. During times when traffic is more active, TEP keeps the road bladed as necessary in order to keep a safe operating road surface and when needed, gravel is applied.

Travel Demand - Since this is a private oil and gas road, the only traffic on said road is oil and gas traffic to the existing locations that are located off of the road. Traffic volumes for the compressor during the construction phase will be two (2) to three (3) trucks trips per day. Upon completion of the compressor, there will be no traffic generated to the location as the personnel needed to service the compressor are already in the field working on other pad locations. The types of vehicles that are utilizing the road on a daily basis range from a pickup truck to a lowboy for equipment delivery. After construction, the traffic volumes for the compressor are not expected to increase or add to the current day to day traffic that utilizes the road.

Summary and Statement of Adequacy

Based upon a review of the County's road standards for Primitive/ Driveways and a comparison of those standards to the present field conditions of the existing access road, as outline in this report, it is FES's opinion that the existing access road is adequate for the proposed uses. Continued maintenance of the road is highly recommended.

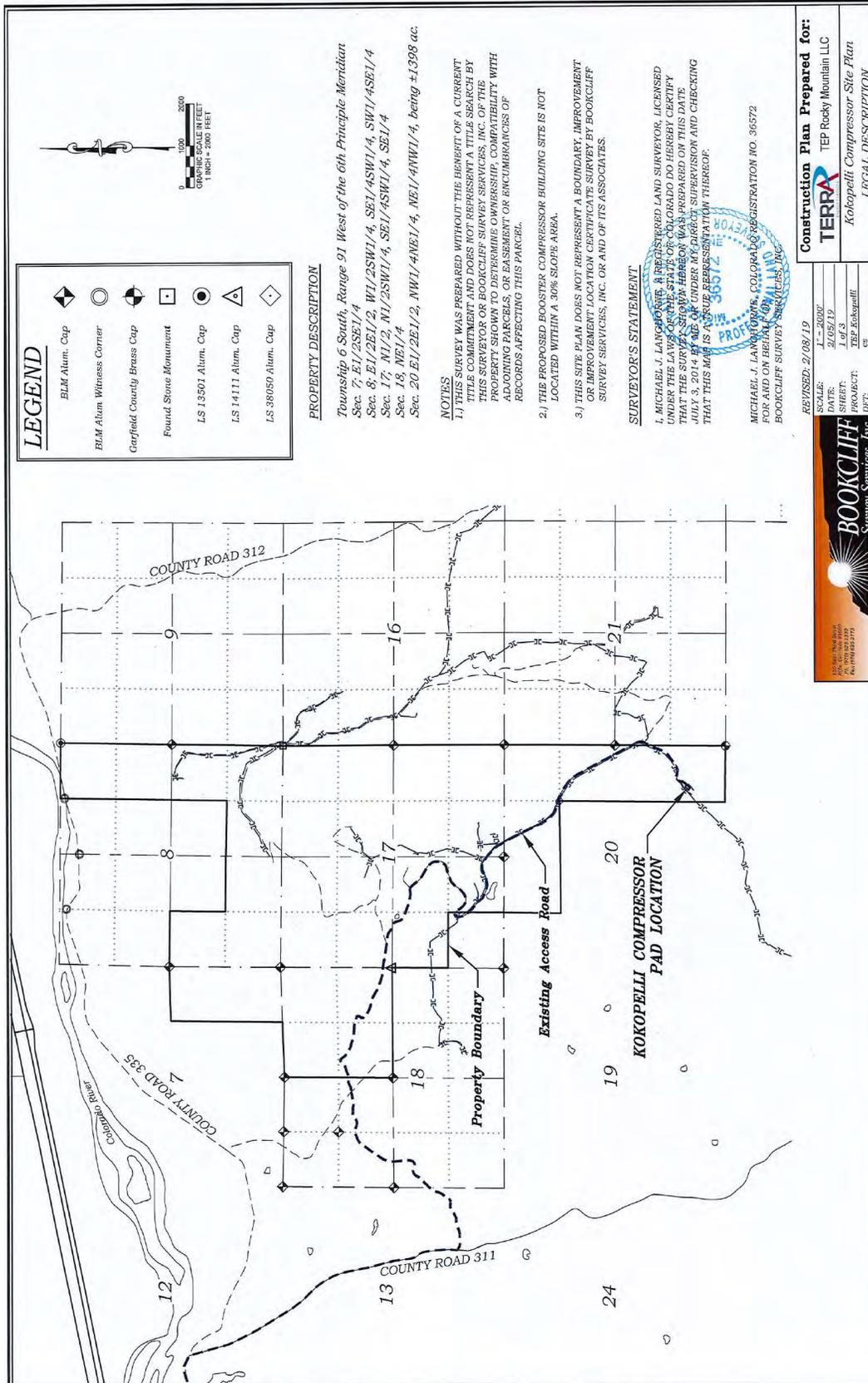
Respectfully submitted,



David Fox, P.E.
Fox Engineering Solutions, Inc.
P.O. Box 413
Fruita, CO 81521-0413
Ph: (970) 250-5505
Email: coloradofox@bresnan.net



Exhibit A



Appendix D-7

Use of Land Subject to Natural Hazards

See 7-108 – Use of Land Subject to Natural Hazards Report



May 24, 2019

Adam Tankersley
Planning/GIS
TEP Rocky Mountain LLC
1058 County Road 215
Parachute, CO 81635

Re: Kokopelli Compressor
Section 7-108 Natural Hazards - Garfield County Land Use and Development Code
SE ¼ Section 20, Township 6 South, Range 91 West, 6th P.M, Garfield County, CO

Dear Mr. Tankersley,

As requested, Fox Engineering Solutions (“FES”) has prepared this letter report to address the requirements of Article 7 – Section 108 Use of Land Subject to Natural Hazards, of the Garfield County Land Use and Development Code (LUDC), effective July 15, 2013. FES’s understands that TEP Rocky Mountain LLC (TEP) is proposing to add a compressor to the existing pipeline launch pad.

Neighboring Area

The proposed Kokopelli facility will be located on top of Jolly Mesa at an elevation of 6520 ft. MSL. The site sits on the south side of Jolly Mesa. Grasses and sage brush are the dominate vegetation species. The Colorado River is approximately 2.8 miles to the north, Divide Creek is 2 miles to the east and Garfield Creek is 1.5 miles to the northeast. The gradient from the facility slopes gently downward to the west at a 4 -5% grade.

No natural drainages are located within or adjacent to the facility boundary. Localized drainage is provided by overland sheet flow in a westerly direction. The facility, topography and drainages are identified on the site maps in Appendix A.

The site is located in Garfield County within the Rural Zone District which is comprised of the County’s rural residential areas, agricultural resource lands, agricultural production areas, and natural resource areas. The adjacent area has historically been used for cattle grazing, mining and natural gas extraction. The existing pad has been utilized for pipeline maintenance operations for several years. The surrounding area is currently utilized for active oil and gas development, cattle grazing and opens rangeland.

The nearest structures include oil and gas wells, associated production equipment and tanks, located at the site and approximately one half mile to the south and northeast. The nearest residential dwelling is located 0.6 miles to the south.

Local and Regional Geologic Structures

The site sits on the south side of Jolly Mesa between Garfield Creek on the east and Divide Creek on the west. The Colorado River is approximately 2.8 miles to the north, Divide Creek is 2

miles to the east and Garfield Creek is 1.5 miles to the northeast. The gradient from the facility slopes gently downward to the west at a 4 -5% grade.

Based on the “Geologic Map of Colorado” compiled by Ogden Tweto, dated 1979, the Kokopelli compressor site is located in a geologic unit denoted as Qgo – older gravels and alluviums (Pre-Bull Lake Age) and possibly underlain by the Wasatch formation. The Qgo unit consists generally of unconsolidated surficial deposits and the Wasatch formation consists generally of claystone, mudstone and sandstone. These materials generally have low to moderate permeability. Tweto’s geologic map identifies two faults, each about 4.75 miles southeast and southwest of the site.

Geologic Hazards

Article 7 – Section 108 Use of Land Subject to Natural Hazards, of the Garfield County LUDC, requires that natural and geologic hazards be identified, and if present, be eliminated or mitigated before development can occur. This includes, but is not limited to; falling rock, landslides, snow slides, mud flows, radiation, flooding, and high water tables.

The Colorado State Legislature in 1974 passed House Bill 1041 defining geologic hazards that, if present, may pose a threat to life or property. For the purposes of this report, geologic hazards, as outlined in House Bill 1041 and Section 7-108 of the Garfield County LUDC, are discussed below.

1. **Radioactivity:** Radon is a naturally occurring, odorless and colorless radioactive gas that is produced by the radioactive decay of radioactive minerals present in the soils and bedrock. Although no radiological or radon testing was conducted, the facility does not have buildings or an area that is occupied throughout the work day. The potential presence of radon is not expected to represent a geologic hazard or a significant worker exposure issue that would affect the design or operations of the facility.

2. **Seismic Considerations:** The 2000 Uniform Building Code locates the site in seismic zone 1 - low susceptibility to earthquakes. According to the Colorado Geological Survey, there have been 88 earthquakes in or near Garfield County between 1973 – 2017. There were no reported damages or injuries associated with these minor earthquake events. It does not appear that significant hazard from seismic activity exists at the site to impact the design or operations of the facility.

3. **Ground Subsidence:** The NRCS reports the surface soil at the facility, as classified under the Uniform Soils Classification System, is approximately 100% CL – inorganic clays of low plasticity. These soils are susceptible to settlement, however standard construction compaction efforts can significantly reduce or eliminate settlement potential. This site was constructed utilizing standard wheel-compaction methods with heavy equipment. The proposed uses, design and operations at the facility are not impacted by expansive soils or rock.

4. **Landslides:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. It appears that landslide hazard does not exist or is low at the facility.

5. **Avalanche:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. It appears that the hazard of avalanche does not exist or is low at the facility.

6. **Rockfall:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. It appears that the hazard of rockfall does not exist or is low at the facility.

7. **Flood:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. No natural drainages are located adjacent to the facility. The NRCS indicates the Facility's Flood Frequency Class for the facility location is "None". "None" means that flooding is not probable and the chance of flooding is nearly zero percent in any year. The site may be subject to sheet flow from precipitation events, however, storm water best management practices are in place to mitigate or prevent storm water from entering the facility. It appears that the hazard of a flood does not exist or is low at the facility.

8. **Mudflow and Debris Fans:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. No mudflow and debris fans are present or adjacent to the facility. It appears that the hazards of mudflow and debris fans does not exist or are low at the facility.

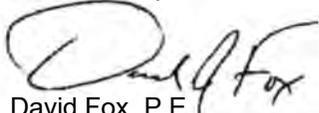
9. **Expansive Soil and Rock:** The NRCS reports the surface soil at the facility, as classified under the Uniform Soils Classification System, is approximately 100% CL – inorganic clays of low plasticity. Clays, claystone and mudstone members of the Wasatch formation typically have a high swell potential when wetted. Although the soils have swell potential, it does not appear that would affect the design or operations of the facility.

10. **Slopes:** The facility is located on top of Jolly Mesa with on a natural 4 - 5% slope consisting of grasses and sage brush. Risk from moderate or severe slope is non-existent for the facility.

11. **Water Table:** The facility is located on top of Jolly Mesa at an elevation of 6520 ft. with on a natural 3 - 5% slope consisting of grasses and sage brush. Divide Creek located 2 miles to the east has a corresponding elevation of 5800 ft. Garfield Creek is 1.5 miles to the northeast with a corresponding elevation of 6000 ft. No natural drainages are located adjacent to the facility nor are there any known water table depths. The NRCS indicates the Facility's Flood Frequency Class for the facility location is "None". "None" means that flooding is not probable and the chance of flooding is nearly zero percent in any year. It appears that hazards associated with high water tables are not present and have a low probability of impacting the site.

Based on analyzes of potential natural and geologic hazards, as outline in this report, it is FES's opinion that these hazards have a low probability of impacting this site and the booster compressor. Mitigation of theses hazards does not appear to be warranted at this time. Should conditions change or discovery of a latent hazard become apparent during the construction of the compressor, reevaluation of the hazard is recommended.

Respectfully submitted,



David Fox, P.E.

Fox Engineering Solutions, Inc.

P.O. Box 413

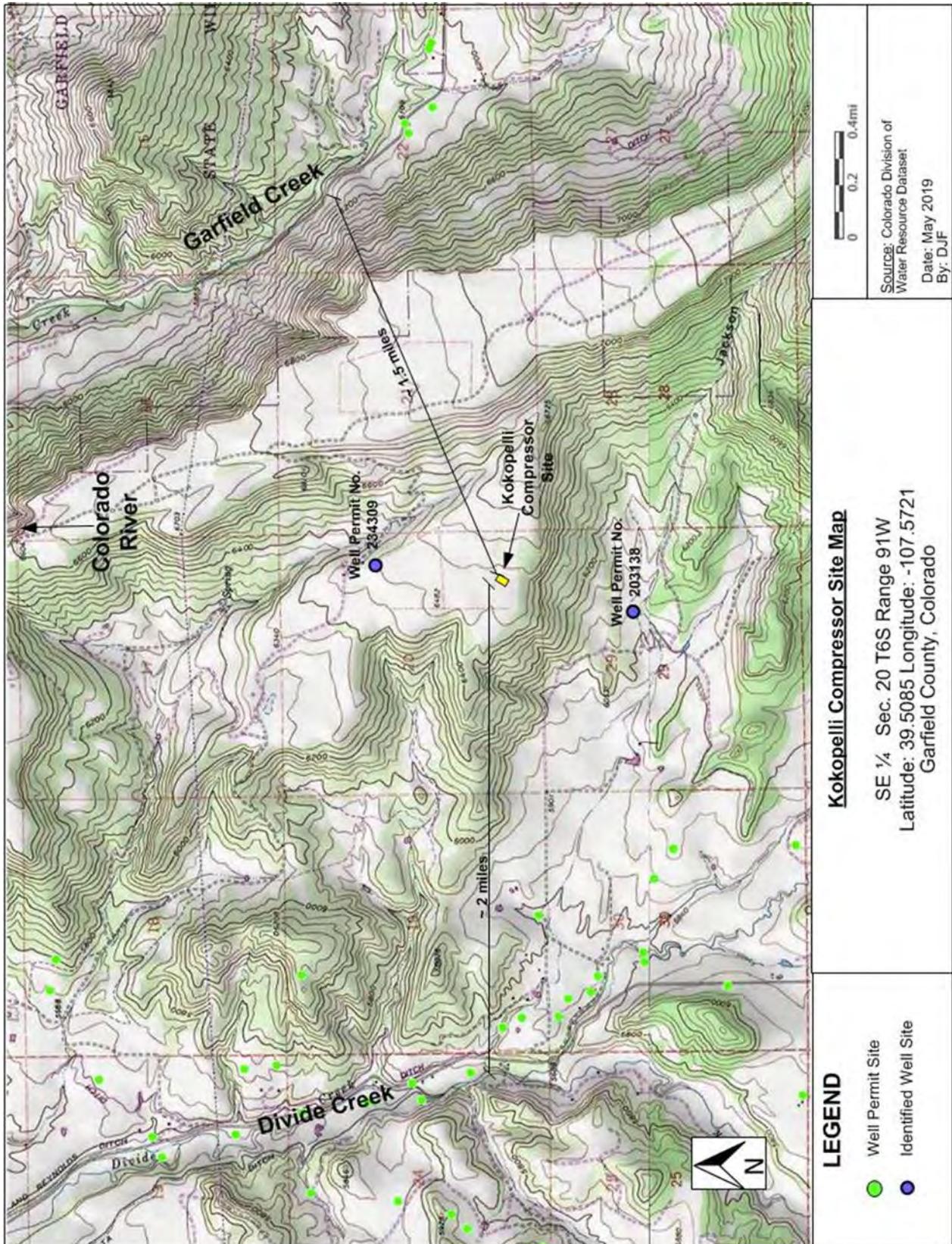
Fruita, CO 81521-0413

Ph: (970) 250-5505

Email: coloradofox@bresnan.net



Appendix A



Appendix E-7

Fire Protection Documentation

From: [Orrin Moon](#)
To: [Bryan Hotard](#)
Cc: [Jeff Kirtland](#)
Subject: RE: Garfield County Land Use Change Permit - Jolley Mesa Compressor
Date: Friday, September 13, 2019 11:15:45 AM
Attachments: [image002.png](#)
[image003.png](#)

Bryan,

I have reviewed the information you have provided to me on the proposed new compressor and building located on Jolly Mesa. The proposed compressor and building will be located at Township 6 S Range 91W Section 20 in the SW1/4. With a GPS location of 39Deg. 50.8625" by 107 Deg. 57.2251", on the Kokopelli well pad site. I am approving the compressor and building being relocated to this location from the KP 24-8 well pad.

Upon completion of the relocation and install of building and compressor, I will need to do a final inspection of the building and compressor prior to county final approval.

Please feel free to contact me with any questions or concerns. I will be looking to be contacted for final inspection in the future.

THANK YOU,

ORRIN D. MOON
PREVENTION DIVISION CHIEF/FIRE MARSHAL
COLORADO RIVER FIRE RESCUE
970-625-1243
orrin.moon@crfr.us





From: Bryan Hotard [mailto:BHotard@terraep.com]
Sent: Thursday, September 12, 2019 9:31 AM
To: Orrin Moon <Orrin.Moon@Crfr.us>
Cc: Jeff Kirtland <JKirtland@terraep.com>
Subject: RE: Garfield County Land Use Change Permit - Jolley Mesa Compressor

Good morning Mr. Moon,

Please see the attached plat that depicts the lat / long for the new compressor location. This new location is an existing graveled flat spot at an existing pipeline tie-in location. This new compressor location is not on an existing pad.

Once you review, please do not hesitate to call or email me.

Thanks!

Have a great day!

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



Nothing contained in this communication, or in any other written or oral communications with Terra Energy Partners LLC or its affiliates (collectively "Terra") concerning the matters addressed above, shall create an obligation on Terra to conclude a transaction covering such matters. Unless and until a written agreement covering the matters addressed above is executed by Terra's authorized representative having express authority to bind Terra to a transaction of such size and nature, Terra has no obligation (legal or otherwise) concerning such matters. YOU SHOULD NOT RELY ON THIS COMMUNICATION OR ANY OTHER WRITTEN OR ORAL COMMUNICATIONS WITH TERRA AS THE BASIS FOR TAKING ANY ACTION, FOREGOING ANY OPPORTUNITY OR INCURRING ANY COSTS, IN ANTICIPATION OF CONCLUDING A TRANSACTION WITH TERRA.

From: Orrin Moon <Orrin.Moon@Cfrf.us>

Sent: Wednesday, September 11, 2019 12:22 PM

To: Bryan Hotard <BHotard@terraep.com>

Subject: RE: Garfield County Land Use Change Permit - Jolley Mesa Compressor

Brian, What is the GPS location for the new compressor building and or the pad name and pad #.

THANK YOU,

ORRIN D. MOON

PREVENTION DIVISION CHIEF/FIRE MARSHAL

COLORADO RIVER FIRE RESCUE

970-625-1243

orrin.moon@cfrf.us



From: Bryan Hotard [<mailto:BHotard@terraep.com>]

Sent: Wednesday, September 11, 2019 7:24 AM

To: Orrin Moon <Orrin.Moon@Cfrf.us>

Cc: Jeff Kirtland <JKirtland@terraep.com>; Makayla Grant <mgrant@terraep.com>

Subject: RE: Garfield County Land Use Change Permit - Jolley Mesa Compressor

Good morning Mr. Moon,

I hope all is well! I was wondering if you had an update on this?

Please do not hesitate to call or email me if you have a question or concern about any of this.

Thanks!

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



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From: Bryan Hotard

Sent: Thursday, September 05, 2019 2:51 PM

To: 'orrin.moon@crfr.us' <orrin.moon@crfr.us>

Cc: Jeff Kirtland <JKirtland@terraep.com>; Makayla Grant <mgrant@terraep.com>

Subject: RE: Garfield County Land Use Change Permit - Jolley Mesa Compressor

Good afternoon Mr. Moon,

Per our conversation yesterday, please see the attached two (2) plats that depict the access route to the new compressor and a plat of the actual compressor location. I also attached the prior approval you gave for the KP 24-8 compressor on Jolley property. The KP 24-8 compressor is moving to the this new site.

Once you review, please let me know if you will need anything further from me on this.

Thanks!

Have a great day!

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



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From: Bryan Hotard

Sent: Tuesday, September 03, 2019 9:27 AM

To: 'orrin.moon@crfr.us' <orrin.moon@crfr.us>

Cc: Jeff Kirtland <JKirtland@terraep.com>; Makayla Grant <mgrant@terraep.com>

Subject: RE: Garfield County Land Use Change Permit - Jolley Mesa Compressor

Good morning Mr. Moon,

I hope you had a great Labor Day Weekend! I left you a message just now but thought I would follow my message up with an email about the pending approval from you on a proposed compressor station on Jolley Mesa. Once you review the email below, please do not hesitate to call or email me if you should have any questions or concerns.

Thanks!

Have a great day!

Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



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From: Bryan Hotard
Sent: Thursday, August 15, 2019 9:58 AM
To: orin.moon@crfr.us
Cc: Jeff Kirtland <JKirtland@terraep.com>; Makayla Grant <mgrant@terraep.com>
Subject: Garfield County Land Use Change Permit - Jolley Mesa Compressor

Good morning Mr. Moon,

TEP Rocky Mountain LLC ("TEP"), formerly known as WPX Energy Rocky Mountain LLC, is in the process of submitting a Garfield County Land Use Change permit to relocate and install an existing compressor on Jolley Mesa located in the SE¼SE¼ of Section 20, Township 6S, Range 91 West, 6th P.M. This new compressor will be used to lower current gathering pipeline pressures and hopefully increase production within the Kokopelli field. Under the Garfield County permitting process, TEP will need approval of the respective fire chief to proceed with the submittal and approval of a Land Use Change permit.

I have attached a vicinity map showing the proposed location of the compressor, access roads, and the building and foundation specifications for your review.

The compressor building will include typical fire and gas detectors, including multi-spectrum IR flame detectors, IR combustible gas detectors, and conventional smoke and heat detectors. The system also includes communication and controlling modules that ensure command execution and shutdown protocol.

Once you review, please let me know if you have any questions or concerns about any of this.

If you are ok with TEP proceeding with this compressor project, please respond to this email stating the same.

Thanks!

Have a great day!

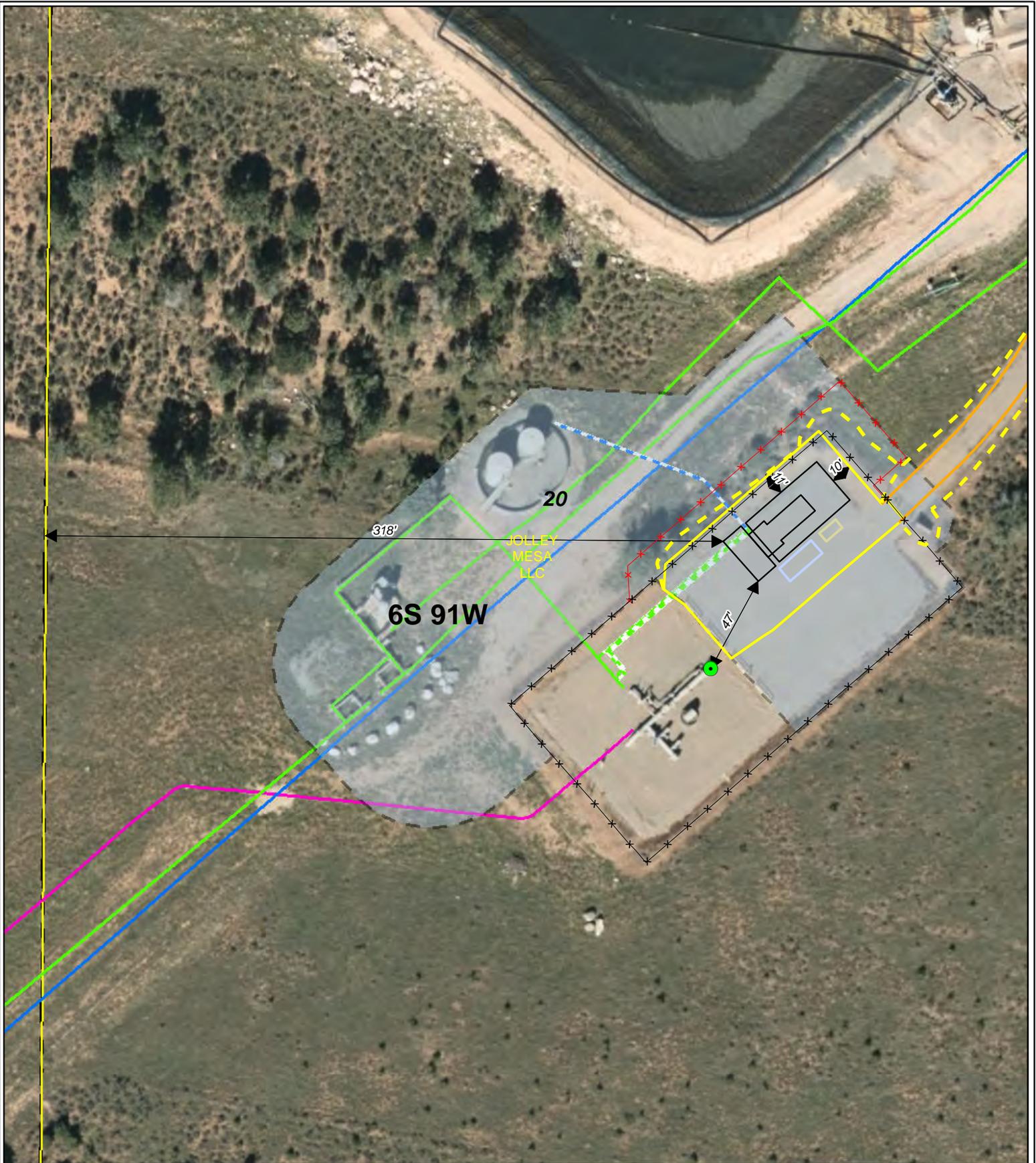
Bryan S. Hotard, CPL
Surface Team Lead – Piceance Basin
1058 County Road 215
PO BOX 370
Parachute, CO 81635
(970) 263-2754 - Direct
(970) 361-2006 – Cell
bhotard@terraep.com



Nothing contained in this communication, or in any other written or oral communications with Terra Energy Partners LLC or its affiliates (collectively "Terra") concerning the matters addressed above, shall create an obligation on Terra to conclude a transaction covering such matters. Unless and until a written agreement covering the matters addressed above is executed by Terra's authorized representative having express authority to bind Terra to a transaction of such size and nature, Terra has no obligation (legal or otherwise) concerning such matters. **YOU SHOULD NOT RELY ON THIS COMMUNICATION OR ANY OTHER WRITTEN OR ORAL COMMUNICATIONS WITH TERRA AS THE BASIS FOR TAKING ANY ACTION, FOREGOING ANY OPPORTUNITY OR INCURRING ANY COSTS, IN ANTICIPATION OF CONCLUDING A TRANSACTION WITH TERRA.**

Appendix F-7

Agricultural Lands/Fencing



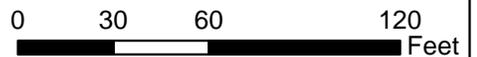
Legend

- Launcher Inlet
- Proposed Coolant Tank
- - - Proposed Oil Tank
- x - x - Proposed Fence
- Proposed Compressor
- - - Proposed Daylight Line
- Proposed Pad or Pit
- Existing Road
- x - x - Existing Fence
- Existing Gas Pipeline
- Proposed Gas Pipeline
- - - Proposed Dump Line
- Existing Water Pipeline
- Existing Pipeline (Williams)
- Parcel Ownership
- Compressor Site Boundary (0.94ac)

TEP Rocky Mountain LLC

**Kokopelli Compressor
Plan of Development Map**

January 23, 2020



Appendix G-7

CPW Correspondence and BMPs/Mitigation

Adam Tankersley

From: Slezak - DNR, Elissa <elissa.slezak@state.co.us>
Sent: Monday, September 30, 2019 12:22 PM
To: Adam Tankersley
Cc: Taylor Elm - DNR
Subject: Re: Kokopelli Compressor Station - CPW Pre-App Review

Hi Adam,

Thank you for the update and for providing the site visitation numbers. The new proposed construction timeline starting in May, after the Big Game Timing Limitation, is ideal to avoid winter disturbance and is supported by CPW.

Thanks,
Elissa

Elissa Slezak

Northwest Region Land Use Specialist
Colorado Parks and Wildlife



P 970-725-6219 | F 970-725-6217 |
346 County Road 362, PO Box 216, Hot Sulphur Springs, CO 80451
elissa.slezak@state.co.us | cpw.state.co.us

On Wed, Sep 25, 2019 at 4:10 PM Adam Tankersley <ATankersley@terraep.com> wrote:

Good Afternoon Elissa,

After discussions yesterday and today with our engineers in Houston we will be delaying construction of the facility till May of 2020. Due to this change in the construction schedule there should be minimal impacts on Big Game in the area. Additionally, TEP does not plan on doing any mitigation since activities will be scheduled outside winter months. Once the facility is operations visitation to the facility will be minimal. Visitation is anticipated to occur approximately 1-2 time per week to ensure the compressor is operating properly. In the event that maintenance operations are required there would be approximately 2-3 truck trips per day until maintenance is complete.

Please let me know if you have any questions.

Thanks,

Adam Tankersley

Planning Lead

(970) 623-8994 Office

(970) 589-6277 Cell



From: Slezak - DNR, Elissa <elissa.slezak@state.co.us>
Sent: Tuesday, September 24, 2019 11:08 AM
To: Adam Tankersley <ATankersley@terraep.com>
Cc: Taylor Elm - DNR <taylor.elm@state.co.us>
Subject: Re: Kokopelli Compressor Station - CPW Pre-App Review

Hi Adam,

We've discussed this site, which falls within mule deer severe winter range and winter concentration area, and elk winter concentration area. What is the earliest that TEP could potentially start on the compressor station? If TEP can start in Dec and finish installation/construction by the end of Jan or early February, that would be preferable to activity later in the winter. If activity will continue later into the winter, daily timing restrictions for vehicle traffic from 10am - 3pm would minimize impacts to wintering big game.

How often are the anticipated periodic visits to the site once its operational? Also, does TEP plan to do any mitigation for winter activity in SWH?

CPW supports the perimeter fence and proposed noise mitigation (building, muffler, and rule compliance). Please let us know what the tentative timeline is and potential start date.

Thanks,

Elissa

Elissa Slezak

Northwest Region Land Use Specialist

Colorado Parks and Wildlife



P 970-725-6219 | F 970-725-6217 |

346 County Road 362, PO Box 216, Hot Sulphur Springs, CO 80451

elissa.slezak@state.co.us | cpw.state.co.us

On Thu, Sep 19, 2019 at 3:55 PM Adam Tankersley <ATankersley@terraep.com> wrote:

Good Afternoon Elissa,

We are in the process of preparing the COGCC Oil and Gas Location Assessment (Form 2A) for the Kokopelli Compressor Station and would like to discuss any concerns CPW may have related to the development of this location. The Kokopelli Compressor Station will be located within a pipeline facility (pig launcher) operated by Williams. The facility is located on Jolley Mesa LLC property in the SE of Section 20, Township 6 South, Range 91 West, 6th P.M. As depicted on the attached site plan, the location will be expanded slightly to the north side of the pad to accommodate the compressor while maintaining space to the southeast and southwest of the compressor for Williams to safely operate their existing pig launcher. The existing chain link fence surrounding the facility will be routed around the new disturbance boundary. The existing access road, near the entrance to the facility, will be regraded to maintain access. The compressor being installed was previously located on the KP 23-17 Pad approximately 1.25 miles north of the new location.

TEP anticipate construction to take approximately eight (8) weeks for the compressor to be installed and operational. Installation is proposed to commence immediately upon receiving approval of this permit from Garfield County and the COGCC Form 2A. Once the compressor is constructed it will be operating 24/7 except during maintenance operations. The compressor will be housed within a building to ensure safety and to minimize noise while in operation.

The Kokopelli Compressor Station and the access road (from CR 311) is located within the Mule Deer Critical Winter Range and Elk Winter Concentration Area boundaries per current COGCC data. To minimize impacts to wildlife TEP will be installing a perimeter fence (chain link) around the facility to prohibit enter by wildlife. TEP will also be constructing a building to minimize the noise generated by the compressor. Additionally, a hospital grade muffler will be installed to further reduce noise levels. The facility will be in compliance with COGCC Rule 802 for noise abatement and will

comply with the Residential/Agricultural/Rural maximum permissible noise levels (50db – 55db) as stated in this rule. Truck traffic to the site is estimated at 2-3 truck trips per day during construction activities and periodic once the compressor is operational. TEP has posted speed restriction along the access route to the facility to ensure safety for personnel and to minimize the potential for wildlife related traffic accident. Periodic visits to the site during production activities are not anticipated to impact wildlife.

Please let me know if you have any questions or concerns regarding this location. If you'd like to visit the site let me know and we can schedule a site visit.

Thanks,

Adam Tankersley

Planning Lead

(970) 623-8994 Office

(970) 589-6277 Cell

This message and any related attachments are intended only for the use of the addressee(s) and may contain information that is PRIVILEGED and CONFIDENTIAL. If you are not the intended recipient(s), you are hereby notified that any dissemination of this communication is strictly prohibited. If you have received this communication in error, please erase all copies of the message and its attachments and notify the sender immediately.

Appendix H-7

Protection of Waterbodies Report



Fox Engineering Solutions, Inc.

June 27, 2019

Adam Tankersley
Planning/GIS
Terra Energy Partners
1058 County Road 215
Parachute, CO 81635

Re: Kokopelli Compressor
Section 7-203 Protection of Water - Garfield County Land Use and Development Code
SE ¼ Section 20, Township 6 South, Range 91 West, 6th P.M, Garfield County, CO

Dear Mr. Tankersley,

As requested, Fox Engineering Solutions ("FES") has prepared this letter report to address the requirements of Article 7 – Section 203 Protection of Water Bodies, of the Garfield County Land Use and Development Code (LUDC), effective July 15, 2013. It is FES's understanding that Terra Energy is applying for a Land Use Change Permit for the addition of a compressor on an existing pipeline launch pad.

Article 7 – Section 203 Protection of Waterbodies, of the Garfield County LUDC, requires that minimum setbacks be maintained between the proposed site and Typical and Ordinary High Water Marks (TOHWM) of adjacent waterbodies, if present. Section 7-203 requires a minimum setback of 35 ft. to the TOHWM and in the case of hazardous waste storage 100 ft. to TOHWMs.

Figure 1, attached, shows the Kokopelli compressor site and its location relative to waterbodies including ephemeral, intermittent and perennial drainages. The nearest ephemeral drainage is located approximately 1500 ft. to the northwest. Perennial drainages, Garfield and Divide Creeks, are located approximately 1.5 miles to the northeast and 2 miles to the west of the site, respectively. Jackson Gulch, an intermittent drainage, is located approximately 2880 ft. to the south.

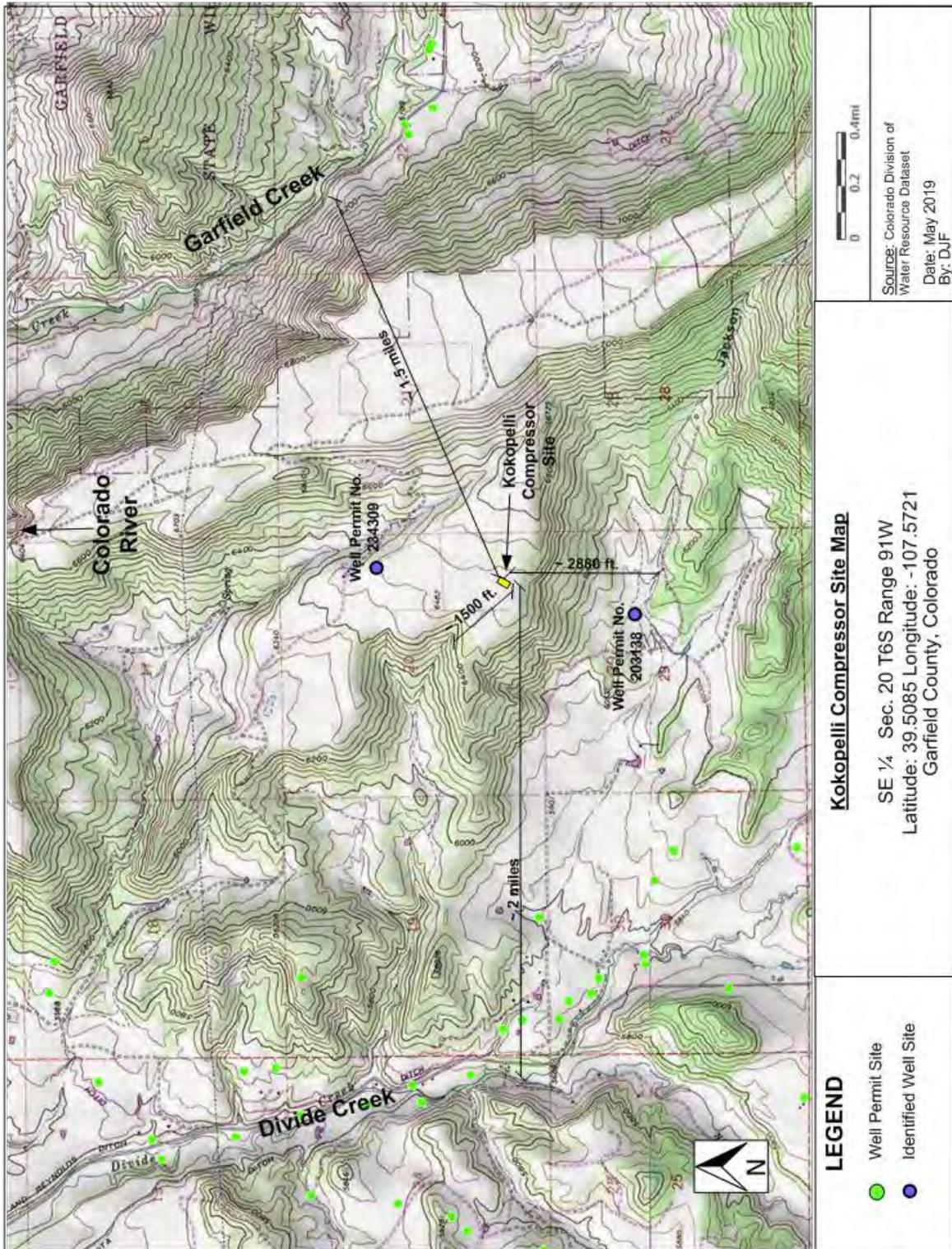
Based on a review of adjacent waterbodies, it is FES's opinion that the proposed site and compressor are located outside of both the 35 ft. setback and 100 ft. setback for hazardous waste. The proposed location of the Kokopelli compressor on the existing pad exceeds the required setback distances to TOHWMs.

Respectfully submitted,

David Fox, P.E.
Fox Engineering Solutions, Inc.
P.O. Box 413
Fruita, CO 81521
Ph: (970) 250-5505
Email: coloradofox@bresnan.net



Figure 1



Appendix I-7

Drainage and Erosion Report



June 27, 2019

Adam Tankersley
Planning/GIS
Terra Energy Partners
1058 County Road 215
Parachute, CO 81635

Re: Kokopelli Compressor
Section 7-204 Drainage & Erosion - Garfield County Land Use and Development Code
SE ¼ Section 20, Township 6 South, Range 91 West, 6th P.M, Garfield County, CO

Dear Mr. Tankersley,

As requested, Fox Engineering Solutions (“FES”) has prepared this letter report to address the requirements of Article 7 – Section 204 Drainage and Erosion, of the Garfield County Land Use and Development Code (LUDC), effective July 15, 2013. Article 7 requires evaluation of erosion and sediment, drainage and storm water runoff subject to specific thresholds. It is FES’s understanding that Terra Energy is applying for a Land Use Change Permit for the addition of a compressor on an existing pipeline launch pad.

Section 7-204.A. - Erosion and Sediment

The existing site pad is approximately 0.45 acres and construction activities will disturb 0.31 acre within the existing pad and 0.07 acres (3,050 sq. ft.) off the northeast sides of the pad. The construction disturbance associated with the installation of approximately 410 ft. of new buried pipelines at the site will add an additional 0.24 acres of disturbance. The total estimated construction disturbance is 0.62 acres.

Although storm water control measures will be implemented for the construction of the Kokopelli compressor and associated piping, a formal Storm Water Management Plan under the regulations of the Colorado Department of Public Health and Environment is not required for construction activities with less than 1.0 acre of disturbance. As such, no formal Storm Water Management Plan is required for the construction activities associated with this project.

Section 7-204.B. - Drainage

A detailed Drainage Plan for the Kokopelli compressor site is attached which meets the requirements of this section. Positive drainage will be maintained away from the compressor building foundation. The site is situated on a large parcel under single ownership and drainage to adjacent lots is controlled by control measures in the Drainage Plan.

Section 7-204.C. – Stormwater Run-Off

As stated in Section 7-204.C. “These standards shall apply to any new development within 100 feet of a Waterbody and to any other development creating 10,000 square feet or more of

impervious area.” None of the proposed development associated with the construction of the compressor is located within 100 ft. of a waterbody. The compress building, foundation and ancillary components will create an impervious area of approximately 1500 square feet.

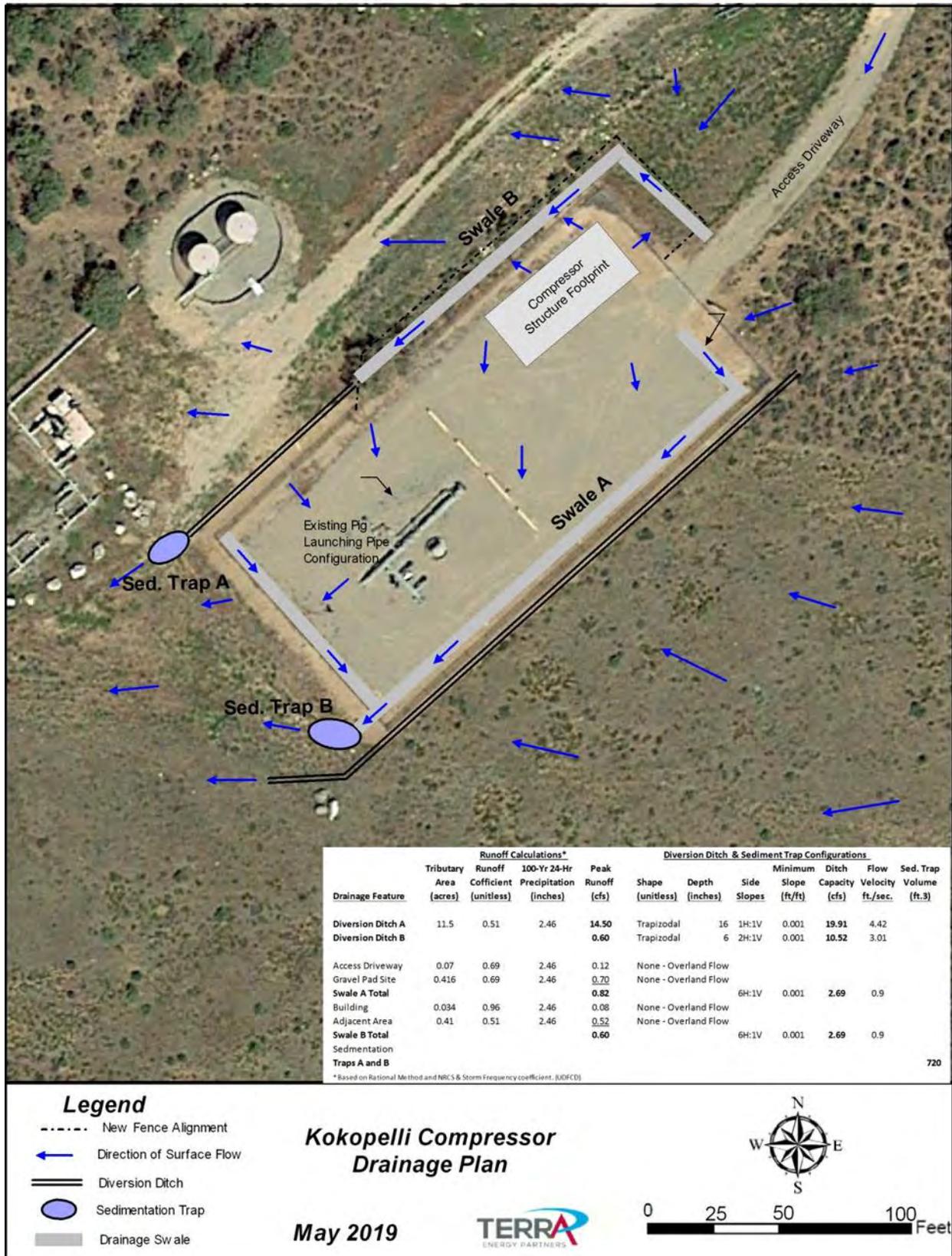
The proposed Kokopelli compressor development plans are under the thresholds of Section 7-204.C.

Respectfully submitted,



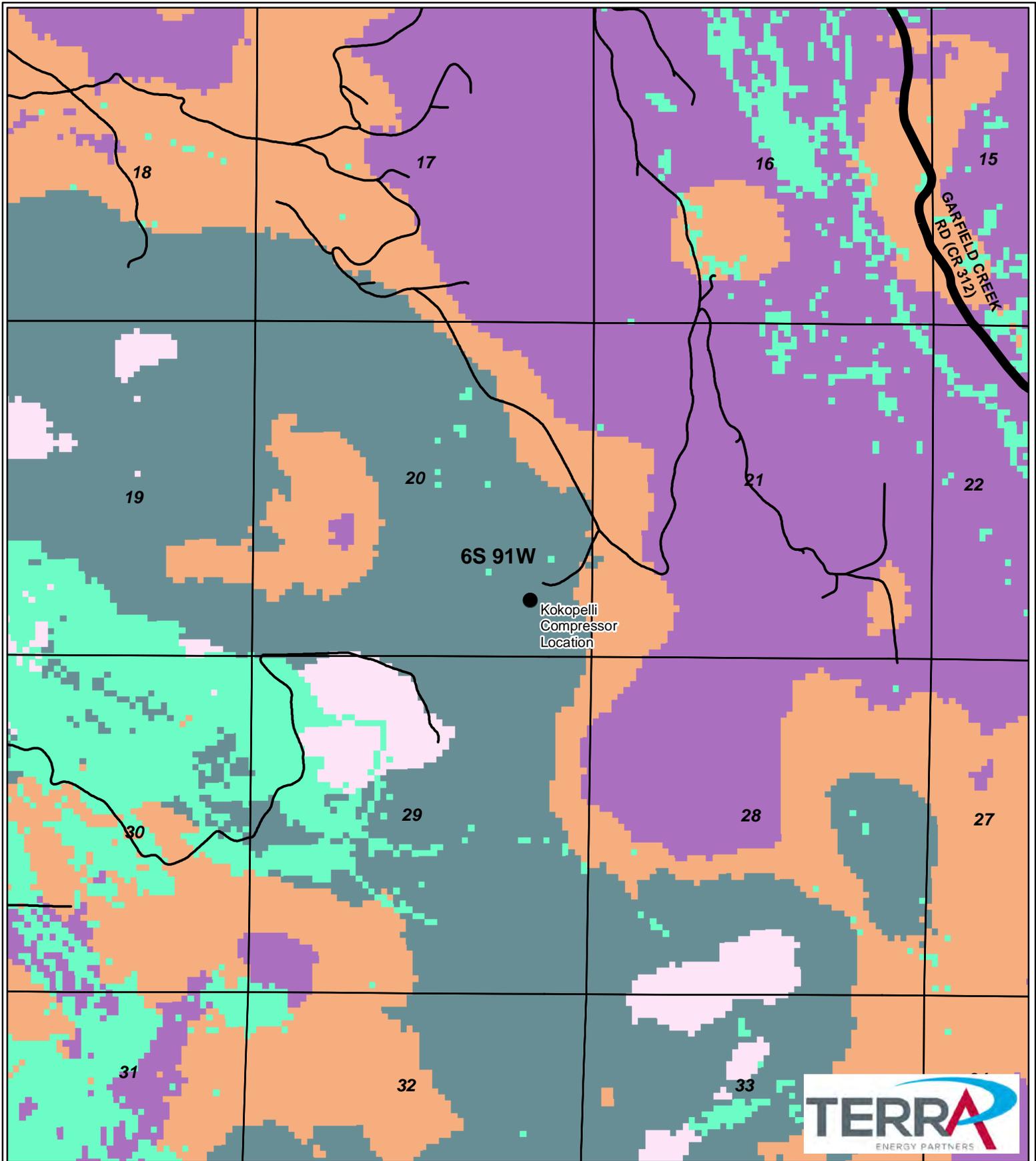
David Fox, P.E.
Fox Engineering Solutions, Inc.
P.O. Box 413
Fruita, CO 81521-0413
Ph: (970) 250-5505
Email: coloradofox@bresnan.net





Appendix J-7

Wildland Fire Hazard Susceptibility Index Map



- Legend**
- Compressor Location
 - Road (from Garfield County)
 - Existing Road
 - ▭ Township Range Line
 - ▭ Section Line
 - No Risk
 - Low
 - Moderate
 - High
 - Very High

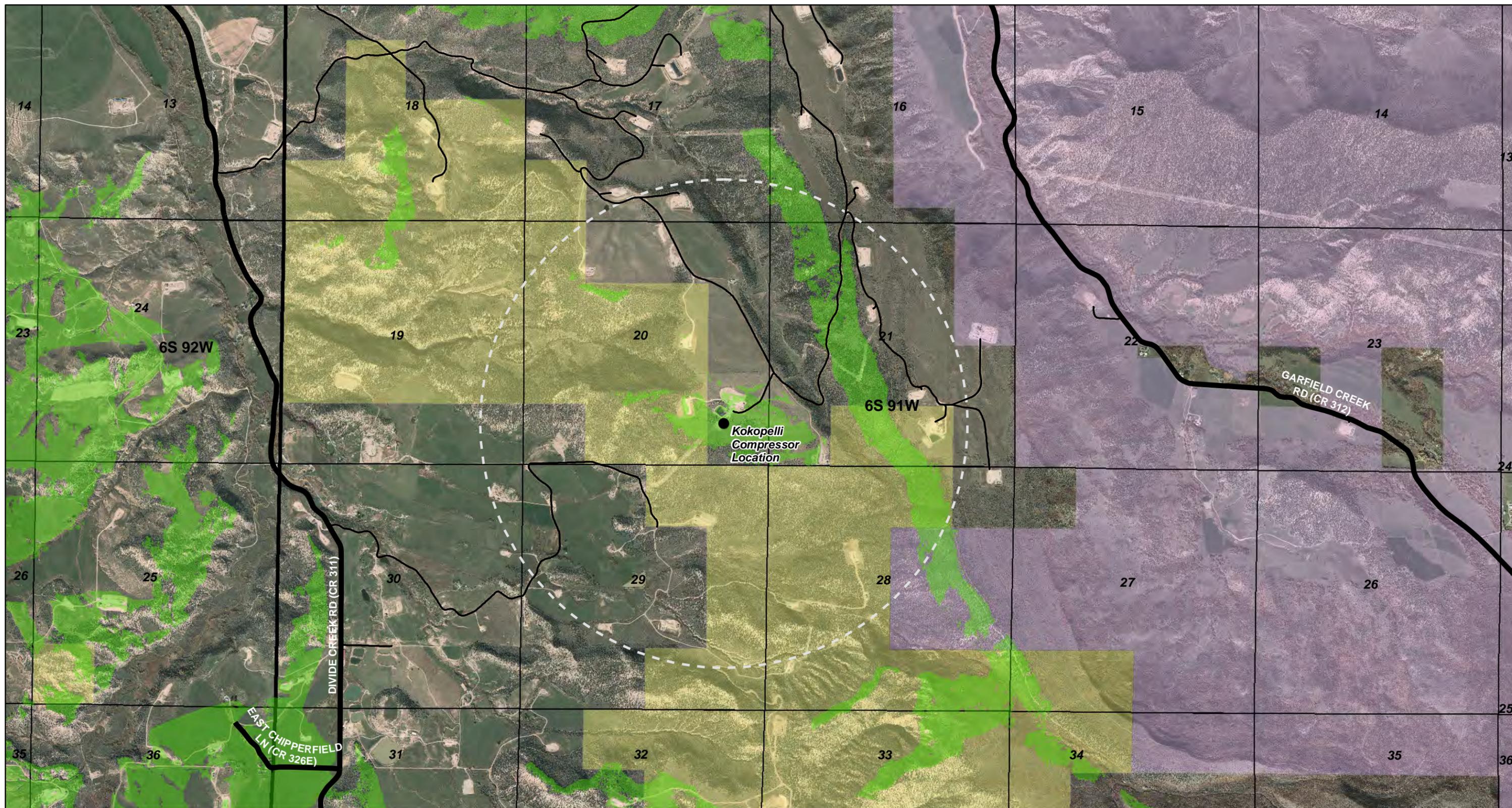
**Kokopelli Compressor
Fire Susceptibility Map**

March 13, 2019



Appendix K-7

2-D Viewshed Analysis

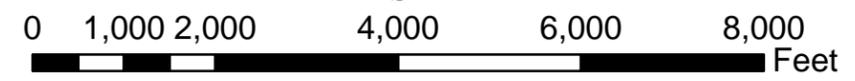
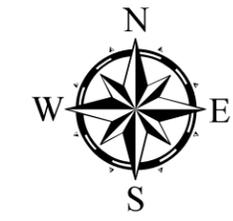


Legend

- Compressor Location
- ▬ Road (from Garfield County)
- ⋯ 1 Mile Buffer (from site)
- Visible
- ▭ Township Range Line
- ▭ Section Line
- BLM Surface
- Other

**Kokopelli Compressor
Viewshed Exhibit**

March 14, 2019



Appendix L-7

Lighting Study

LUMINAIRE SCHEDULE

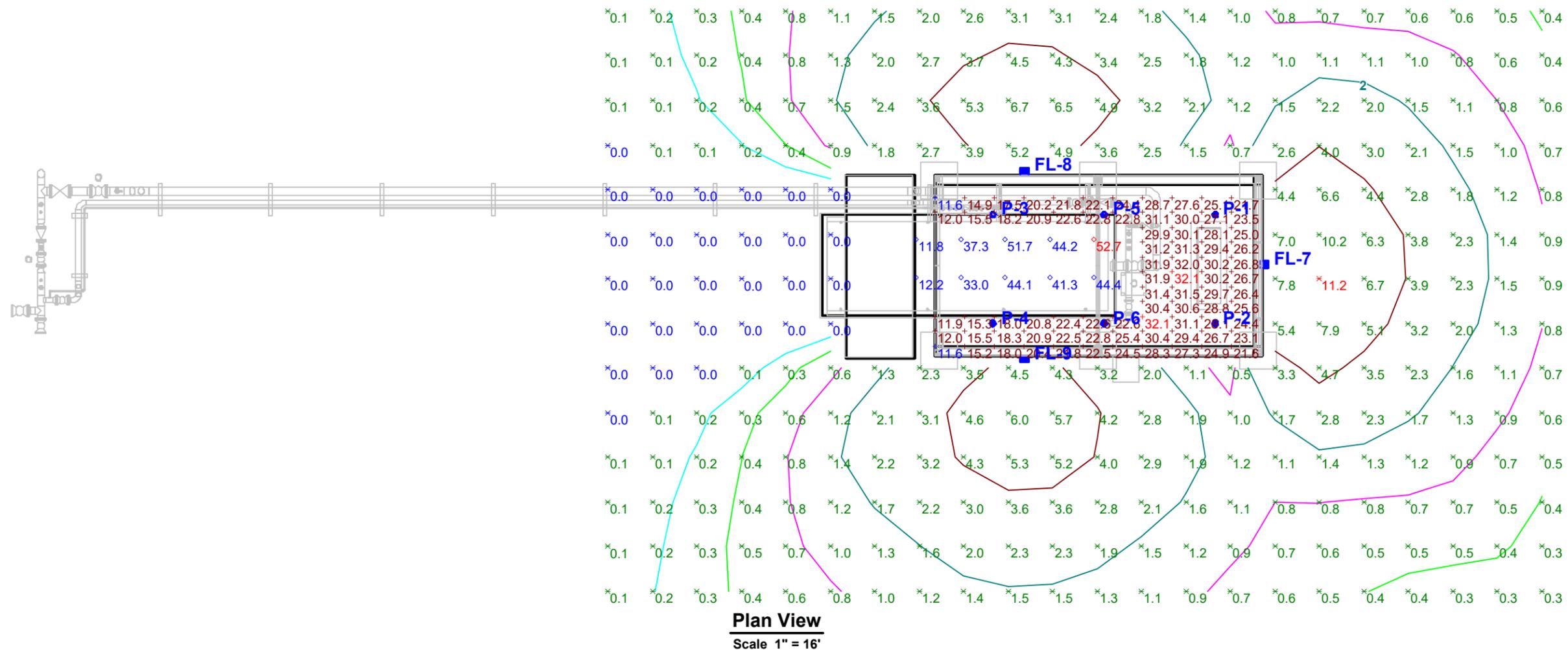
Symbol	Label	Qty	Catalog Number	Description	Lamp	File	Lumens	LLF	Watts
	P	6	VMV13LW2A/UNV 1 Type 5 Optics	Champ Gen III - Phase III 13L, using V-bin board and Type 5 optics.		VMV13LW2A- UNV1.ies	13057	0.81	130.2
	FL	3	FMV11LCYUNV17 6	20150410-253: Low- Voltage 11L Sample with Clear Glass Lens.		FMV11LCYUN V176.ies	Absolute	0.81	99

LUMINAIRE LOCATIONS

No.	Label	MH	Orientation	Tilt
1	P	17.0	0.0	0.0
2	P	17.0	0.0	0.0
3	P	17.0	0.0	0.0
4	P	17.0	0.0	0.0
5	P	17.0	0.0	0.0
6	P	17.0	0.0	0.0
7	FL	16.0	90.0	45.0
8	FL	16.0	0.0	45.0
9	FL	16.0	180.0	45.0

STATISTICS

Description	Symbol	Avg	Max	Min
Compressor		37.3 fc	52.7 fc	11.8 fc
Compressor BLDG		24.3 fc	32.1 fc	11.6 fc
Outside Building		1.7 fc	11.2 fc	0.0 fc



Other Permits

Kokopelli Booster Compressor
Garfield County Land Use Change Permit
Administrative Review

STATE OF COLORADO

COLORADO DEPARTMENT OF PUBLIC HEALTH AND ENVIRONMENT
AIR POLLUTION CONTROL DIVISION
TELEPHONE: (303) 692-3150



GENERAL CONSTRUCTION PERMIT

Oil and Gas Source Natural Gas Fired Reciprocating Internal Combustion Engines (RICE)

PERMIT NO: GP02

FINAL APPROVAL

Roland C. Hea, P.E.
Permitting Section Supervisor

August 1, 2011

Date Issued

I.	General Permit Applicability.....	2
II.	Emission Limitation Requirements.....	2
III.	General Operating Conditions	4
IV.	Recordkeeping Plan.....	5
V.	Initial Compliance Test Requirements	7
VI.	Engine Operating and Maintenance Plan	8
VII.	Engine Alternative Operating Scenarios (AOS).....	10
VIII.	Additional Requirements	11
IX.	General Permit Registration Approval Process	12
X.	General Permit Terms and Administration.....	13

Permit History

August 1, 2011 Initial Issuance

I. General Permit Applicability

- I.A. This General Permit can be used only for natural gas fired reciprocating internal combustion engines located at an oil and gas stationary source that meets the following requirements:
 - I.A.1. Are a true minor or synthetic minor source for Operating Permits (OP) or New Source Review (NSR) program applicability.
 - I.A.2. Are a true minor or synthetic minor source under the provisions of 40 CFR Part 63, National Emission Standards for Hazardous Air Pollutants for Source Categories.
 - I.A.3. Meet all of the conditions of Section II.A. of this General Permit.
- I.B. The following types of sources may not use this general permit for natural gas fired reciprocating internal combustion engines:
 - I.B.1. A major source as defined in Regulation No. 3, Part A, Section I.B.25.
 - I.B.2. A portable source.
 - I.B.3. A petroleum refinery.
- I.C. With the exception of Sections II.A.2, II.A.3 and IV.C.1, this general permit applies only to the equipment as described in Section I.A above for which the operator has obtained approval from the APCD for registration under this general permit. Other equipment at the same stationary source must be permitted separately as required by Regulation No. 3, Part B.

II. Emission Limitation Requirements

- II.A. Facility-Wide Emission Limitation Requirements
 - II.A.1. The maximum allowable emissions of criteria air pollutants from all APEN-reportable emissions points at the same stationary source (including those of the engine subject to this permit) must be Federally Enforceable and shall not exceed the following limitations: (Reference: Regulation No. 3, Part B, Section II.A.4)
 - II.A.1.a. Nitrogen Oxides (NOx): 90.0 tons per year
 - II.A.1.b. Carbon Monoxide (CO): 90.0 tons per year
 - II.A.1.c. Volatile Organic Compounds (VOC): 90.0 tons per year
 - II.A.1.d. Greenhouse Gases (CO2e): 90,000 tons per year
 - II.A.2. The maximum allowable NOx emissions increase for the project which includes the engine covered by this general permit shall be less than 40 tons per year.

II.A.3. The maximum allowable emissions of hazardous air pollutants (HAPs) from all APEN-reportable emissions points at the same stationary source (including those of the engine(s) subject to this permit) is Federally Enforceable and shall not exceed the following limitations: (Reference: Regulation No. 3, Part B, Section II.A.4.)

II.A.3.a. Each Individual HAP: 8.0 tons per year

II.A.3.b. Total of all HAPs: 20.0 tons per year

II.B. Emission Limitations Specific to Engines Registered Under this General Permit

II.B.1. All representations made in the general permit registration including, but not limited to, emission factors, nameplate and site-rated horsepower, hours of operation, emissions control measures, requested fuel consumption and other parameters that affect emissions are conditions upon which the registered engine(s) shall be constructed and operated. As such, the maximum allowable emissions from each engine registered under this general permit shall not exceed the requested Federally-enforceable annual emission rates as certified by the owner or operator in the APEN included with the general permit registration and approved by the Air Pollution Control Division (APCD).

II.B.2. Emissions control requirements for engines located in the 8-hour ozone control area.

Unless otherwise exempted per Regulation No.7, Section XVI.C, this section applies to any natural gas-fired reciprocating internal combustion engine with a manufacturer's design rate greater than 500 horsepower that is operating in the 8-hour ozone Control Area. (Reference: Regulation No. 7, Section XVI)

II.B.2.a. For rich burn reciprocating internal combustion engines, a non-selective catalyst reduction (NSCR) and an air fuel controller shall be required.

II.B.2.b. For lean burn reciprocating internal combustion engines, an oxidation catalyst shall be required.

II.B.2.c. The emission control equipment required by this Section II.B.2 shall be appropriately sized for the engine and shall be operated and maintained according to manufacturer specifications or equivalent.

II.B.3. State-only Enforceable Engine Emissions Requirements

II.B.3.a. Engines registered to operate in accordance with the provisions of this general permit shall be subject to and

shall not exceed the emissions standards contained in Table 1. If the engine is subject to a more stringent applicable performance standard for a specific pollutant, the most stringent performance standard shall apply (Reference: Regulation No. 3, Part B, Section III.E).

TABLE 1				
Maximum Engine HP	Engine Design	Emission Standards in g/hp-hr		
		NOx	CO	VOC
Greater than or equal to 100 and less than 500	Rich Burn	2.0	4.0	1.0
	Lean Burn	2.0	4.0	1.0
Greater than or equal to 500	Rich Burn	0.7	1.5	1.0
	Lean Burn	2.0	1.5	0.7

II.B.3.b. State-only Engine Requirements per Regulation No. 7, Section XVII.E. Emissions from natural gas fired reciprocating internal combustion engines that are greater than or equal to 100 hp and constructed in or relocated to the state of Colorado from another state on or after the applicable date, shall not exceed the emission standards in Table 2 as expressed in units of grams per horsepower-hour (g/hp-hr).

TABLE 2				
Maximum Engine HP	Construction or Relocation Date On or After	Emission Standards in g/hp-hr		
		NOx	CO	VOC
Greater than or equal to 100 and less than 500	January 1, 2011	1.0	2.0	0.7
Greater than or equal to 500	July 1, 2010	1.0	2.0	0.7

II.C. Control devices may be used to comply with these emission limits and performance standards.

III. General Operating Conditions

III.A. Visible emissions shall not exceed twenty percent (20%) opacity. During periods of startup, process modification, or adjustment or occasional cleaning

of control equipment visible emissions shall not exceed 30% opacity for more than six minutes in any sixty consecutive minutes. EPA Method 9 shall be used to measure opacity. (Reference: Regulation No. 1, Section II.A.1. & 4.)

- III.B. This stationary source is subject to the odor requirements of Regulation No. 2. (State only enforceable)
- III.C. The AIRS number (e.g. 123/1234/001) and permit number (GP02) shall be marked on the subject equipment for ease of identification. Reference: Regulation No. 3, Part B, Section III.E.) (State only enforceable)
- III.D. The permittee must follow the Recordkeeping / Operating and Maintenance plans specified in Sections IV and VI. (Reference: Regulation No. 3, Part B, Section III.I.6.)

IV. Recordkeeping Plan

- IV.A. Records shall be located on-site or at a local field office with stationary source responsibility. Records may be kept in either electronic or hard copy format provided that they can be promptly supplied to the APCD upon request.
- IV.B. The following records shall be maintained for the emission unit while covered by this general permit:
 - IV.B.1. The current version of this general permit.
 - IV.B.2. The APEN(s) submitted to the APCD for each engine covered by this general permit
 - IV.B.3. The general permit registration approval letter.
 - IV.B.4. The Notice of Startup (NOS) submitted to the APCD as required under Section IX.D.
- IV.C. The following records shall be maintained for a period of five years:
 - IV.C.1. Records that demonstrate compliance with the emission limits of this permit.
 - IV.C.1.a. Compliance Time Period
 - IV.C.1.a.(i) If the stationary source at which the engine(s) is located is a true minor source, compliance with the annual emission limits for the engine(s) shall be monitored by calculating and recording the annual emissions from each engine on a calendar year basis.
 - IV.C.1.a.(ii) If the stationary source at which the engine(s) is located is a synthetic minor source, compliance with the annual emission limits for the engine(s) shall be monitored by calculating emissions on a monthly

basis and recording the annual emissions from each engine on a rolling twelve (12) month total. By the end of each month a new twelve-month total is calculated based on the previous twelve months' emissions data. During the first year of operation, compliance shall be based upon cumulative emissions from all months of operation.

IV.C.1.b. Emissions from engines covered by this general permit shall be calculated using the methodologies listed in this Section IV.C.1.b. The same emission factors (EF), site rated horsepower, brake-specific fuel consumption (BSFC), and lower fuel heat value (LHV) as specified in the most recent registration approved by the APCD shall be used in the calculations. Equations Eq. 1, Eq. 2, Eq. 3 and Eq. 4 represent annual calculations and should be adjusted using the appropriate time period (monthly or annual) as required by Section IV.C.1.a

IV.C.1.b.(i) Emission estimates based upon hours of operation shall be calculated using either Eq. 1 or Eq. 2:

$$\text{Eq. 1} \quad \text{Emissions} \left(\frac{\text{tons}}{\text{yr}} \right) = EF \left(\frac{\text{g}}{\text{hp-hr}} \right) * \text{Runtime} \left(\frac{\text{hrs}}{\text{yr}} \right) * \text{Site Rated HP} * \left(\frac{\text{lbs}}{454 \text{ g}} \right) * \left(\frac{\text{ton}}{2000 \text{ lb}} \right)$$

$$\text{Eq. 2} \quad \text{Emissions} \left(\frac{\text{tons}}{\text{yr}} \right) = EF \left(\frac{\text{lb}}{\text{MMBtu}} \right) * \text{Runtime} \left(\frac{\text{hrs}}{\text{yr}} \right) * \text{Site Rated HP} * \text{BSFC} \left(\frac{\text{Btu}}{\text{hp-hr}} \right) * \left(\frac{\text{ton}}{2000 \text{ lb}} \right) * \left(\frac{\text{MMBtu}}{10^6 \text{ Btu}} \right)$$

IV.C.1.b.(ii) Emission estimates based upon fuel consumption shall be calculated using either Eq. 3 or Eq. 4:

$$\text{Eq. 3} \quad \text{Emissions} \left(\frac{\text{tons}}{\text{yr}} \right) = EF \left(\frac{\text{g}}{\text{hp-hr}} \right) * \text{Fuel Use} \left(\frac{\text{scf}}{\text{yr}} \right) * \frac{1}{\text{BSFC} \left(\frac{\text{hp-hr}}{\text{Btu}} \right)} * \text{Fuel Heat Value} \left(\frac{\text{Btu}}{\text{scf}} \right) * \left(\frac{\text{lb}}{454 \text{ g}} \right) * \left(\frac{\text{ton}}{2000 \text{ lb}} \right)$$

$$\text{Eq. 4} \quad \text{Emissions} \left(\frac{\text{tons}}{\text{yr}} \right) = EF \left(\frac{\text{lb}}{\text{MMBtu}} \right) * \text{Fuel Use} \left(\frac{\text{scf}}{\text{yr}} \right) * \text{Fuel Heat Value} \left(\frac{\text{Btu}}{\text{scf}} \right) * \left(\frac{\text{MMBtu}}{10^6 \text{ Btu}} \right) * \left(\frac{\text{ton}}{2000 \text{ lbs}} \right)$$

IV.C.2. Records of the hours of operation and fuel consumption for each engine covered by this permit shall be recorded and made available to the APCD upon request. Records shall be for the same time period (monthly or annual) as determined by Section IV.C.1.a for the emission calculations. Fuel consumption may be individually metered, allocated from a master meter, or estimated using Eq. 5 based upon the site-rated horsepower, brake-specific fuel consumption (BSFC), and the fuels

lower fuel heat value (LHV) as specified in the most recent registration approved by the APCD.

$$\text{Eq. 5} \quad \text{Fuel Consumption} \left(\frac{\text{scf}}{\text{yr}} \right) = \text{BSFC} \left(\frac{\text{Btu}}{\text{hp-hr}} \right) * \text{Site Rated HP} * \text{Runtime} \left(\frac{\text{hr}}{\text{yr}} \right) * \frac{1}{\text{Fuel Heat Value} \left(\frac{\text{scf}}{\text{Btu}} \right)}$$

- IV.C.3. An alternative operating scenario (AOS) modification log containing all details required by any AOS in this permit. (Reference: Regulation No. 3, Part A, Section IV.A.1.)
- IV.C.4. Records that demonstrate compliance with the facility-wide emission limit requirements that facilities must meet in order to qualify for use of this General Permit as set forth in Section II.A of this permit.
- IV.C.5. Results of initial compliance and periodic performance testing required by Sections V and VI.
- IV.C.6. Operating and maintenance records required by Section VI.

V. Initial Compliance Test Requirements

- V.A. If the stationary source is synthetic minor for NOx or CO an initial compliance test for outlet concentrations of NOx and CO is required. If the stationary source is synthetic minor for formaldehyde, an initial compliance test for outlet concentrations of NOx, CO and formaldehyde is required. Initial compliance test requirements only apply to engines equipped with a catalytic emission control device that are nameplate-rated greater than or equal to 500 hp.
- V.B. The APCD reserves the right to require a compliance test on any engine registered under this general permit. (Reference: Regulation 3, Part B, Section III.E)
- V.C. Results from all compliance tests shall be reported in units of parts per million dry volume (ppmv), grams per horsepower hour (g/hp-hr) and pounds per million Btu (lb/MMBtu). In order to demonstrate compliance with the registered engine's individual annual emissions limits established in Section II.B.1, results of the test shall be converted to a pound per hour (lb/hr) basis and multiplied by the allowable operating hours in a year.
- V.D. All initial compliance tests required by this section shall meet the following condition
 - V.D.1. For new engines, the initial compliance test shall be completed within 180 days of commencement of operation of the subject engine(s).
 - V.D.2. For existing engines, the initial compliance test shall be completed within 180 days of registering the subject engine(s). A compliance test performed within the previous five years prior to registration that was used to fulfill a previous Colorado permitting requirement may be used to

comply with the initial compliance test requirement providing all other conditions are met.

- V.D.3. The test protocol must be in prepared in accordance with the requirements of the APCD Compliance Test Manual and shall be submitted to the Division for review and approval at least thirty (30) days prior to testing. If after thirty (30) calendar days, the permittee has not received approval and the APCD did not request additional information from the permittee, the protocol will be considered automatically approved after the 30-day period.
- V.D.4. The APCD shall be notified at least 30 days prior to the test date. The permittee may request a waiver of this 30-day notification requirement subject to approval of the APCD.
- V.D.5. Results of all initial compliance tests completed to fulfill the requirements of this Section V shall be submitted to the APCD for review within thirty (30) days of completion of the test.

VI. Engine Operating and Maintenance Plan

- VI.A. This Section VI applies only to engines covered by this general permit that are located at a stationary source that is synthetic minor for NO_x, CO, or formaldehyde.
- VI.B. These general requirements apply to all subparts of Section VI.
 - VI.B.1. Each engine and associated catalytic control device, if applicable, shall be maintained and operated according to the manufacturer's scheduled maintenance guide or equivalent. A company may establish its own equivalent maintenance schedule providing it achieves efficient engine operation and meets or exceeds the performance standards of this permit.
 - VI.B.2. A copy of maintenance schedules shall be kept.
 - VI.B.3. Records indicating the date and description of maintenance shall be kept.
 - VI.B.4. If maintenance activities or actions are dependent upon hours of operation, then engine operating hours shall be tracked and recorded. If a method other than hours of operation is used, then the tracking method must be recorded.
- VI.C. For each rich burn engine controlled with a NSCR converter the following conditions must be met:
 - VI.C.1. The engine must be equipped with an air-fuel ratio controller (AFRC).

- VI.C.2. Each AFRC shall be maintained per the manufacturer's recommended maintenance or equivalent, including replacement of the oxygen sensor as necessary for oxygen sensor-based controllers. In the absence of specific manufacturer's recommendations or equivalent, the oxygen sensor shall be replaced quarterly (or within a 2190 hour operating period if the engine does not run continuously).
- VI.D. For each lean burn engine equipped with a NOx sensor the operator shall follow the manufacturer's recommended maintenance schedule or equivalent.
- VI.E. For each engine equipped with a catalytic emission control device, the following conditions must be met:
 - VI.E.1. The catalyst shall be cleaned, reconditioned and replaced per the manufacturer's recommended maintenance or equivalent.
 - VI.E.2. The catalyst inlet temperature shall be recorded weekly. If the temperature is outside of the range specified in Section VI.D.2.a or VI.D.2.b, corrective action shall be taken and documented.
 - VI.E.2.a. For a rich burn engine with a non-selective catalytic reduction (NSCR) emission control device, the temperature into the catalyst shall be between 750°F and 1250°F.
 - VI.E.2.b. For a lean burn engine with an oxidation catalyst emission control device, the temperature into the catalyst shall be between 450°F and 1350°F.
 - VI.E.3. The pressure drop across the catalyst bed shall be recorded monthly. The monthly pressure drop values shall not deviate by more than +/- 2 inches of water column of the most recent baseline value established according to Section VI.D.3.b.
 - VI.E.3.a. If the pressure drop value is out of range, the permittee shall perform any one or more of the following:
 - VI.E.3.a.(i) Corrective action shall be taken and documented, or
 - VI.E.3.a.(ii) The permittee may artificially load the engine to within +/- 10 percent of the most recent baseline load value established. If the pressure drop is then within range, the pressure drop and load values shall be documented and no further corrective action is required, or
 - VI.E.3.a.(iii) The permittee may forego maintenance activities and perform a portable analyzer test to establish a new pressure drop baseline.

- VI.E.3.b. The baseline pressure drop shall be established by recording the engine load and pressure drop across the catalyst during engine testing. The baseline pressure drop shall be periodically reestablished as follows.
 - VI.E.3.b.(i) During each initial compliance test required by Section V. If historical initial compliance test data is used to fulfill Section V and baseline pressure drop was not recorded during the compliance test, the operator may defer establishing the baseline pressure drop until the first periodic performance test required by Section VI.D.4.
 - VI.E.3.b.(ii) During each periodic performance test required by Section VI.E.4.
 - VI.E.3.b.(iii) Within the first thirty (30) days of engine operation from the date that the catalyst is cleaned, reconditioned, or replaced.
- VI.E.4. For each engine equipped with a catalytic emission control device, periodic performance tests for NOx and CO using a portable analyzer are required semi-annually (or within a 4,380 hour operating period if the engine does not run continuously) to indicate continued performance of the catalyst and proper operation of the engine. For engines that do not operate continuously and which do not exceed 4,380 hours of operation within two (2) calendar years, a minimum of one performance test shall be completed every two years.
 - VI.E.4.a. Each performance test should be performed with the engine operating at the highest load practicable. However, it is not required to artificially load the engine in order to perform the test.
 - VI.E.4.b. All performance tests using a portable analyzer, including tests triggered by a replacement engine authorized by an AOS in this permit, shall meet the requirements established in the Portable Analyzer Monitoring Protocol or other APCD approved protocol.
 - VI.E.4.c. At the permittee's discretion, a performance test using a reference test method may be used instead of a portable analyzer.

VII. Engine Alternative Operating Scenarios (AOS)

- VII.A. Provided that the emission limits set forth in Section II are still met, the permittee may invoke an AOS for the following modifications to an existing

engine registered under the general permit without modifying the general permit registration:

- VII.A.1. An existing registered engine may be temporarily replaced with a different or like-kind engine in accordance with the most recent version of PS Memo 98-006 for “Compressor Engine Alternative Operating Scenarios”.
 - VII.A.1.a. A temporary replacement is defined as in the same service for 90 operating days or less in any 12-month period. The 90 days is the total number of days that the equipment is in operation. If the equipment operates only part of a day, that day counts towards the 90 day total.
 - VII.A.1.b. A like-kind replacement is defined as replacing a piece of equipment with the same make, model, and design capacity as the original piece of equipment.
 - VII.A.2. Routine maintenance, repair, or like-kind replacement of control equipment
 - VII.A.3. Addition of a control device where the operator will not claim Federally enforceable credit for the emission reductions achieved.
 - VII.B. Modified or replacement equipment are subject to all requirements set forth in this permit including, but not limited to, recordkeeping and operation and maintenance plans.
 - VII.C. Modifications allowed under an AOS in this permit do not require a revised APEN or registration to be submitted.
 - VII.D. An AOS otherwise allowed by this general permit may not be used if the modification will result in a facility classification change from true minor to synthetic minor. In this case, a revised registration request shall be submitted for review.
 - VII.E. The permittee shall maintain a log to contemporaneously record a description of all modifications made under the provisions of this AOS. Information recorded for temporary engine replacements shall include: the start and stop date of any engine replacement, the manufacturer, model number, serial number, and design rating of both the engine replaced and the replacement engine. Records for emission control equipment additions shall include the date of installation of new emissions control equipment. (Reference: Regulation No. 3, Part A, Section IV.A.1.)
- VIII. Additional Requirements**
- VIII.A. Engines subject to requirements of 40 CFR Part 60, Subpart JJJJ, Standards of Performance for Stationary Spark Ignition Internal Combustion Engines,

shall comply with all applicable requirements of that subpart including, but not limited to, emissions standards, testing, notification, monitoring, records and reporting.

- VIII.B. Engines subject to area source requirements of 40 CFR Part 63, Subpart ZZZZ, National Emissions Standards for Hazardous Air Pollutants for Reciprocating Internal Combustion Engines, shall comply with all applicable requirements of that subpart including, but not limited to, performance standards, testing, notification, monitoring, records and reporting.
- VIII.C. The permittee shall maintain documentation clearly outlining applicable requirements of New Source Performance Standard (NSPS) Subpart JJJJ and Maximum Achievable Control Technology (MACT) Subpart ZZZZ for the engine registered under this permit. The documentation shall be located on-site or at a local field office with stationary source responsibility. Records may be kept in either electronic or hard copy format provided that they can be promptly supplied to the APCD upon request.

IX. General Permit Registration Approval Process

- IX.A. Conditional certification of a registration under this general permit is effective from the date the complete registration request is received by the APCD. A complete registration request consists of all General Permit application materials required by the APCD. The owner or operator may commence construction and operation of the engine as represented in the registration upon receipt of the completed registration request by the APCD. In the event the engine(s) does not qualify for registration under the general permit the owner or operator accepts the liability of commencing these activities.
- IX.B. The APCD will determine completeness of the General Permit registration request within thirty (30) days of the date of receipt of the request and provide written notification to the applicant. If the applicant does not receive notification of a completeness determination from the APCD within thirty (30) days, the General Permit registration request shall be deemed complete for the purpose of Condition IX.A.
- IX.C. The APCD has ninety (90) calendar days from the date the APCD receives a complete General Permit registration request to provide the applicant with a written approval or denial of the registration.
- IX.D. The permittee shall submit a Notice of Startup (NOS) within fifteen (15) calendar days after the commencement of operation of the engine(s) registered to this general permit. The notice of startup shall include the date of startup and any make, model, and serial number information that was not available at the time of registration. If all required information is available at the time of registration, the notice of startup may be submitted with the General Permit registration request.

X. General Permit Terms and Administration

X.A. General Terms

- X.A.1. A revised APEN shall be filed: (Reference: Regulation No. 3, Part A, Section II.C.)
- X.A.1.a. Annually by April 30th of the year following a significant increase in emissions as follows:
 - X.A.1.a.(i) A change in criteria air pollutant annual actual emissions of five (5) tons per year or more, above the level reported on the last APEN submitted to the APCD; or
 - X.A.1.a.(ii) For volatile organic compounds and nitrogen oxides sources in ozone non-attainment areas, a change in annual actual emissions of one ton per year or more or five percent, whichever is greater, above the level reported on the last APEN submitted to the APCD; or
 - X.A.1.a.(iii) For any non-criteria reportable pollutant, if the emissions increase by 50% or five (5) tons per year, whichever is less, above the level reported on the last APEN.
 - X.A.1.b. Whenever there is a change in the owner or operator of any facility, process, or activity; or
 - X.A.1.c. Whenever a permitted fuel consumption, hours of operation, or emissions limitation must be modified; or
 - X.A.1.d. No later than 30 days before the existing APEN expires.
- X.A.2. Certain requirements of Regulation No. 3, Part D shall apply at such time that any stationary source or modification becomes a major stationary source or major modification solely by virtue of a relaxation in any enforceable limitation that was established after August 7, 1980 on the capacity of the source or modification to otherwise emit a pollutant, such as a restriction on hours of operation. (Reference: Regulation No. 3, Part D, § V.A.7.b. and VI.B.4.)
- X.A.3. This stationary source may be able to utilize the Affirmative Defense Provision for Excess Emissions During Malfunctions contained in Common Provisions Regulation Part II, Subpart E. The permittee shall notify the APCD of any malfunction condition which causes a violation of any emission limit or limits stated in this permit as soon as possible, but no later than noon of the next working day, followed by written notice to

the APCD addressing all of the criteria set forth in Part II.E.1 of the Common Provisions Regulation.

- X.A.4. This permit is granted subject to all rules and regulations of the Colorado Air Quality Control Commission and the Colorado Air Pollution Prevention And Control Act C.R.S. (25-7-101 et seq), to those general and specific terms and conditions included in this document.
 - X.A.5. Unless specifically stated otherwise, the general and specific conditions contained in this permit have been determined by the APCD to be necessary to assure compliance with the provisions of Section 25-7-114.5(7)(a), C.R.S.
 - X.A.6. Each and every condition of this permit is a material part hereof and is not severable. Any challenge to or appeal of, a condition hereof shall constitute a rejection of the entire permit and upon such occurrence, this permit shall be deemed denied ab initio.
 - X.A.7. Section 25-7-114.7(2)(a), C.R.S. requires that all stationary sources required to file an Air Pollution Emission Notice (APEN) must pay an annual fee to cover the costs of inspections and administration.
 - X.A.8. Violation of the terms of a permit or of the provisions of the Colorado Air Pollution Prevention and Control Act or the regulations of the AQCC may result in administrative, civil or criminal enforcement actions under Sections 25-7-115 (enforcement), -121 (injunctions), -122 (civil penalties), -122.1 (criminal penalties), C.R.S.
 - X.A.9. Registration under this permit is approved in reliance upon the accuracy and completeness of information supplied by the permittee and is conditioned upon operation of the stationary source, in accordance with this information and with representations made by the permittee or permittee's agents. It is valid only for the equipment and operations or activity specifically identified on the general permit registration.
 - X.A.10. All terms and conditions of this permit that apply to the equipment covered by this permit shall be considered Applicable Requirements for the purposes of any future permit issued for the engine(s). (Reference: Regulation No. 3, Part A, Section I.B.9.a.)
- X.B. Registration Revision / Termination
- X.B.1. The APCD may deny or revoke registration under the general permit under the circumstances specified in Regulation No. 3, Part B, Section III.I.3.c. and require the owner or operator to apply for an individual permit as required by Regulation No. 3, Part B.
 - X.B.2. A registration under this general permit may be reissued to a new owner by the APCD as provided in Regulation No. 3, Part B, Section II.B. upon

request for transfer of ownership and the submittal of a revised APEN, revised general permit registration and the required fees.

- X.B.3. Registration under this general permit is voluntary. The permittee may withdraw or cancel a registration under this general permit at any time by notifying the APCD in writing and applying for an individual permit as required by Regulation No. 3, Part B.

X.C. General

- X.C.1. This general permit remains in effect until revised or terminated by the APCD in accordance with the provisions of Regulation No. 3.
- X.C.2. After public notice and comment as provided by Regulation No. 3, Part B, Section III.I.7., the APCD may revise this general permit in order to add or delete requirements or limitations to the permit. This public notice shall be conducted in a manner consistent with the provisions of Regulation No. 3, Part B, Section III.C.4.
- X.C.3. If the APCD revises this general permit, it will provide written notice to affected permittees prior to the revision of the general permit. The notice will advise permittees that any existing registration to use the general permit will be automatically converted to a registration to use the revised general permit, provided that the permittee continues to meet all requirements of the revised general permit. Persons not wishing to continue coverage under the revised general permit shall have the option of applying for an individual permit as required by Regulation No. 3, Part B.
- X.C.4. If the APCD terminates this general permit, it will provide written notice to affected permittees prior to the termination of the general permit. The notice will advise permittees that they must apply for an individual permit as required by Regulation No. 3, Part B.
- X.C.5. The Division may require any source authorized by a general construction permit to apply for and obtain an individual permit if circumstances have changed since the time of the original general permit application so that the source is no longer appropriately controlled and/or permitted under the general construction permit. (Reference: Regulation No. 3, Part B, § III.I.3.c.(i)(B))