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NOV 0 9 2013
SECRETARY, BOARD OF
OIL, GAS & MINING

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

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF AXIA ENERGY, LLC FOR AN ORDER ESTABLISHING 40-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE EOCENE MIDDLE AND LOWER GREEN RIVER FORMATIONS UNDERLYING THE THREE RIVERS AREA, COMPRISED OF NUMEROUS LANDS IN TOWNSHIP 7 SOUTH, RANGE 20 EAST, SLM, AND TOWNSHIPS 8 SOUTH, RANGES 20 AND 21 EAST, SLM, UINTAH COUNTY, UTAH, AND AUTHORIZING UP TO TWO (2) WELLS ON EACH SUCH DRILLING UNIT SO ESTABLISHED	**FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** Docket No. 2013-030 Cause No. 270-02

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, October 23, 2013, at approximately 3:00 p.m., in the Auditorium of the Utah Department of Natural Resources Building in Salt Lake City. The following Board members were present and participated at the hearing: Chairman Ruland J. Gill, Jr., Kelly L. Payne, Carl F. Kendell and Michael R. Brown. Board Members Chris D. Hansen and Susan S. Davis were unable to attend. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Axia Energy, LLC ("Axia") was Tab McGinley – Vice President of Land, Carl Dietz – Senior Consulting Geologist, and Taryn Frenzel –

Senior Completions Engineer. Mr. Dietz and Mr. Frenzel were recognized as experts in geology and petroleum engineering, respectively, for purposes of this Cause. Frederick M. MacDonald, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for Axia.

The Division of Oil, Gas and Mining (the "Division") filed a Staff Memorandum on October 17, 2013 addressing the applicability of Utah Admin. Code Rule R649-3-11(1.1) in general and specifically, as to this Cause, questioning the Board's authority to order such rule inapplicable if notice was not provided to owners in lands adjacent to the lands at issue, but not otherwise objecting to the other relief sought in Axia's Request for Agency Action dated September 10, 2013 (the "Request"). Steven F. Alder, Esq., Assistant Attorney General, appeared as attorney for, and with the Board's permission, Dustin Doucet, Petroleum Engineer, asked questions on behalf of the Division. At the conclusion of Axia's presentation in-chief, Mr. Alder made a statement expressing the Division's support for the granting of the Request, as conformed to the testimony and other evidence provided at the hearing, as relating to the requested spacing and well density only, but renewing the Division's objection to the Board declaring Rule 649-3-11(1.1) inapplicable as to those parties not receiving proper notice of the Request.

Jerry Kenczka, Assistant Field Manager for Lands and Minerals, Vernal District Office of the United States Bureau of Land Management ("BLM"), filed a Letter on

October 21, 2013 expressing the BLM's support for the granting of the Request. However, no BLM representative made an appearance at the hearing.

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

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

FINDINGS OF FACT

1. Axia is a Delaware limited liability company with its principal place of business in Denver, Colorado. Axia is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal and State of Utah agencies.

2. The following Uintah County lands, to which Axia refers as its "Three Rivers" area, are currently not subject to any spacing order of the Board and therefore ostensibly remain subject to the Board's and Division's general operational rules, including Utah Admin. Code Rule R649-3-2 (the general well siting rule) requiring wells to be located in the center of a quarter-quarter section within a tolerance of 200 feet (an allowed 400-foot square "window"):

Township 7 South, Range 20 East, SLM

Section 32: NE¼NE¼, S½NE¼, SE¼, E½SW¼, SW¼SW¼
Section 33: All
Section 34: All
Section 35: Lots 1 (36.55), 2 (36.94), 3 (42.07) and 4 (42.24), NE¼NE¼, SE¼NW¼, W½NW¼, S½ [All]
Section 36: All

Township 8 South, Range 20 East, SLM

Section 2: Lots 1 (40.27), 2 (40.47), 3 (40.68), 4 (40.88), 5 (36.76), 6 (20.00), and 7 (0.8), S½N½, W½SE¼, SW¼, and that portion of the Green River lying therein [All]
Section 3: Lots 1 (40.80), 2 (40.88), 3 (40.96), and 4 (41.04), S½N½, S½ [All]
Section 4: Lots 1 (41.06), 2 (40.90), 3 (40.74), and 4 (40.58), S½N½, S½ [All]
Section 5: Lots 1 (40.48), 2 (40.48), 3 (40.48), 6 (43.78), 7 (27.06), 8 (40.36), 9 (21.26), and 10 (37.75), S½NE¼, E½SE¼, NW¼SE¼ [All]
Section 6: Lot 2 (1.41)
Section 8: Lots 2 (34.88), 3 (17.89), 4 (40.80), 5 (42.28), and 6 (12.69), E½NE¼, NE¼SE¼ [All]
Section 9: NE¼
Section 10: N½
Section 12: N½N½, SE¼NE¼
Section 16: Lots 3 (38.00), 4 (28.50), and 5 (10.50), NW¼NW¼, E½W½, E½ [All]
Section 17: Lots 1 (23.00) and 3 (5.98) [All]

Township 8 South, Range 21 East, SLM

Section 5: Lot 3 (15.72) and that portion of the Green River lying within the NW¼NW¼
Section 6: Lot 11 (38.52)
Section 7: Lots 1 (38.86) and 2 (38.97), SE¼NW¼, NE¼NW¼, NE¼SW¼, SW¼SE¼
Section 18: Lot 3 (38.63), E½NW¼, W½NE¼

(collectively the "Subject Lands").

3. The oil, gas and hydrocarbons underlying the Subject Lands are approximately one-half Federally owned, with the other one-half owned by the State of

Utah (School and Institutional Trust Lands ("TLA") administered) and in fee (private). The surface of a portion of the Subject Lands is located in environmentally sensitive areas, either due to the proximity of the Green River or because they are included within the boundaries of the Ouray Wildlife Refuge, and therefore flexibility in surface locations of wells is necessary.

4. The Eocene Middle and Lower Green River formations are defined for purposes of this Cause as follows:

> the stratigraphic equivalent of the interval between the TGR_3 marker, as found at 5,019 feet (measured depth), and the base of the Uteland Butte member, as found at 6,746 feet (measured depth), in the Axia Energy Three Rivers 2-13-820 Well located in the SW¼NW¼ of Section 2, T8S, R20E, SLM,

(the "Subject Formations"), and constitute one common source of oil, gas and hydrocarbons.

5. The majority of the oil, gas and hydrocarbons underlying the Subject Land, and particularly as relating to the Subject Formations, is leased to Axia.

6. The Subject Formations are comprised of complex stacked, thin sinuous discontinuous channels and shoreline-related facies, with average effective porosities of 8% and average permeability of 0.5 md. The exhibits admitted into evidence, and the testimony relating thereto, particularly outcrop studies reflected and summarized in Exhibit "M" and log comparisons of closely located (< 925 ft. apart) wells within the

Subject Lands reflected on Exhibit "N," evidence that wells located on a 20-acre well density pattern will intersect different sand bodies and therefore recover additional resources that will otherwise remain in the ground on an equivalent 40-acre well density pattern as currently authorized under the general well siting rule.

7. In accordance with the general well siting rule, Axia has drilled approximately 39 wells upon the Subject Lands of which 29 have been completed as producing oil wells from the Subject Formations.

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

a) a fracture orientation of approximately 15° north of west for the Subject Formations, indicating a 40-acre well density pattern will result in unrecovered resources;

b) an estimated average EUR of 371 MBO per well;

c) a production comparison of wells closely located (< 925 feet apart) indicates little or no communication between such wells;

d) an estimated recovery factor of 7.9% on a 20-acre well density pattern based on an average 4.08 to 5.6 MMBO original oil in place estimate, whereas a recovery factor of only 3-4% is expected on a 40-acre well density pattern; and

e) a one year payout with a greater than 100% rate of return based on a 20-acre density pattern.

As a consequence, wells drilled to produce from the Subject Formations on a 20-acre density pattern will efficiently and economically recover resources from the Subject Lands without waste.

9. However, it is impractical, if not impossible, to create uniform standup or laydown 20-acre drilling units for the Subject Lands. In addition, because of the environmentally sensitive areas throughout the Subject Lands, Axia requires flexibility in well locations. Consequently, and particularly given the relative uniformity of mineral and leasehold ownership over each relevant 40-acre parcel within the Subject Lands, it is fair, reasonable and just to establish 40-acre (or substantially equivalent) drilling units, but allow two wells to be drilled and produce from the Subject Formations upon each such unit.

10. Due to the Green River and the boundary of the Uintah Special Meridian traversing portions of the Subject Lands, and to prevent lands from otherwise being undeveloped or in an otherwise disorderly manner, the following special drilling units should be formed to protect correlative rights:

A) <u>Township 8 South, Range 20 East, SLM</u>

Sec. 2: Lots 6 and 7 and that portion of the Green River lying in Section 2 (40 acres)

B) Township 8 South, Range 20 East, SLM

Sec. 5: Lot 8
Sec. 6: Lot 2
(41.77 acres)

C) Township 8 South, Range 20 East, SLM

Sec. 5: Lots 9 and 10
(59.01 acres)

D) Township 8 South, Range 20 East, SLM

Sec. 5: Lot 7
Sec. 8: Lot 6
(39.75 acres)

E) Township 8 South, Range 20 East, SLM

Sec. 8: Lots 2 and 3
(52.77 acres)

F) Township 8 South, Range 20 East, SLM

Sec. 8: Lot 4
Sec. 17: Lots 1 and 3
(69.78 acres)

G) Township 8 South, Range 20 East, SLM

Sec. 16: Lots 4 and 5
(39 acres)

H) Township 8 South, Range 21 East, SLM

Sec. 5: Lot 3 and that portion of the Green River lying within the NW¼NW¼
(40 acres)

11. Because wells have already been drilled in the center of certain quarter-quarter sections under the general well siting rule, optimal location of a second authorized well on a 20-acre well density pattern will require it to be as close to the quarter-quarter section line as possible. Therefore, a 100-foot setback from a drilling unit boundary if the adjacent lands are within the same lease and have the same production interest owners will accommodate the optimization of such locations while still protecting correlative rights of the affected parties. In addition, by maintaining the existing 460-foot setback established under the general well siting rule from a shared drilling unit/lease boundary line, which is based on a 40-acre equivalent well density pattern, and given the lesser drainage area expected from wells on a 20-acre density pattern, the correlative rights of the owners in adjacent lands will likewise be protected.

12. Axia has represented that, due to the environmental constraints outlined in Findings of Fact No. 3 above, as well as the optimal well location circumstances outlined in Findings of Fact No. 11 above and other topographic and surface owner accommodation constraints, directional drilling of wells on the Subject Lands in all likelihood will be required. Axia has represented that, to the extent any portion of the productive intervals of any such directionally drilled well is outside of the setbacks addressed in Findings of Fact No. 11 above, it will seek an exception location approval in

accordance with Utah Admin. Code Rule R649-3-3 (or substantially entered equivalent regulation).

13. A copy of the Request was mailed, postage pre-paid, certified with return receipt requested, and properly addressed to all mineral, leasehold and production interest owners in the Subject Lands, and to TLA and the State and Vernal Field Office of the BLM as the governmental agencies having mineral jurisdiction over portions of the Subject Lands. The mailings were sent to said parties at their last addresses disclosed by the TLA, BLM and Uintah County records. Mailed notice was not provided to owners within 460-feet of the outer boundaries of the Subject Lands.

14. Notice of the filing of the Request and of the hearing thereon was duly published in the Uintah Basin Standard on October 1, 2013, the Vernal Express on October 2, 2013 and in the Salt Lake Tribune and the Deseret Morning News on October 6, 2013.

15. The vote of the Board members present and participating in the hearing on this Cause was unanimous (4-0) in favor of granting the Request subject to the modifications and exceptions outlined in the Order section below.

CONCLUSIONS OF LAW

1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request

in the form and manner as required by law and the rules and regulations of the Board and Division except as addressed in Conclusion of Law No. 7 below.

2. The Board has jurisdiction over all matters covered by the Request and all interested parties therein, and has the power and authority to render the order herein set forth pursuant to Utah Code Ann. §§ 40-6-5(3)(b) and 40-6-6 and Utah Admin. Code Rule R649-2-1(2).

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

4. A 40-acre or substantial equivalent drilling unit as established hereunder for the Subject Formations is not smaller than the maximum area that can be efficiently and economically drained by one well.

5. Two wells are required to efficiently and economically drain each drilling unit established hereunder.

6. Establishment of well setbacks of 460 feet from a shared drilling unit/lease boundary line and 100 feet if the adjacent lands are within the same lease and have the same production interest owners is protective of correlative rights and is fair, reasonable and justified under the circumstances.

7. Notice of the Request seeking to declare Utah Admin. Code Rule R649-3-11(1.1) inapplicable only as relating to owners in lands adjacent to the other boundaries of the Subject Lands is defective and prohibits the Board from granting Axia the relief requested pertaining thereto.

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

9. Axia has demonstrated good cause as to why Utah Admin. Code Rule R649-3-11(1.1) should be declared inapplicable to directionally drilled wells with surface hole, productive intervals and bottom hole locations entirely within the setbacks referenced in Conclusion of Law No. 6 above, and good cause as to why the notice requirements of said rule should be modified as to owners in the lands within 460 feet of the outer boundaries of the Subject Lands.

10. The relief granted hereby will result in consistent and orderly development and the greatest recovery of oil, gas and associated hydrocarbons from the Subject Formations underlying the Subject Lands, prevent waste and adequately protect the correlative rights of all affected parties.

11. Axia has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the Request except as addressed above.

ORDER

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

1. The Request in this cause is granted with the modifications outlined below.

2. 40-acre (quarter-quarter or substantially equivalent lots or combination of lots and/or river bed) drilling units for the production of oil, gas and hydrocarbons from the Subject Formations (as defined above) from the Subject Lands (as defined above), with the special drilling units identified in Findings of Fact No. 10 above, are hereby established.

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

4. The existing wells producing from the Subject Formations upon the Subject Lands are declared to be at legal locations notwithstanding the relief granted herein.

5. Utah Admin. Code Rule R649-3-11(1.1) is hereby declared inapplicable to any directionally drilled well on the drilling units so established as long as the surface

hole location, all productive intervals and bottom hole location are within the set backs so established and with the caveat that, if an uphole completion closer than the set back is subsequently proposed, an exception location approval in accordance with Utah Admin. Code Rule R649-3-3 (or subsequently enacted equivalent regulation) will be required.

6. As to any directionally drilled well where the surface location is outside of the established setbacks but the productive intervals and bottom hole location are entirely within the setbacks, the requirements of Utah Admin. Code Rule R649-3-11(1.1) are hereby modified, as relating to this Cause only, to provide that Axia (or its successor operators) shall give written notice of such directional drilling to all owners within a 460-foot radius of all points along said wellbore, specifically identifying the surface hole location, points of intersection with the Subject Formations, the anticipated productive intervals, and the bottom hole location, with the latter three items by necessity required to be within the established setbacks, and outlining said owners have thirty (30) days from receipt in which to provide Axia (or its successor operators) with any objections thereto in writing. If no objections are received by Axia (or its successor operators) within said thirty (30) day period, it shall provide the Division with a written certification to that effect and, upon receipt of such certification, the Division is authorized to administratively approve the directional drilling without the need for further hearing. If any objection is timely received by Axia (or its successor operators), it shall be required

to file a Request for Agency Action with the Board and, after hearing, obtain Board approval before the directional drilling may be authorized.

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

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

9. Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63G-4-208(e) - (g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code Ann. §§ 63G-4-401(3)(a) and 403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled, "Agency Review – Reconsideration," states:

> (1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.
>
> (b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.
>
> (2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.
>
> (3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.
>
> (b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.

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

> Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of the month.

Id. *See* Utah Admin. Code Rule R641-110-200 for the required contents of a petition for Rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302

and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this matter, the Board hereby rules that the later of the two deadlines shall be available to any party moving to rehear this matter. If the Board later denies a timely petition for rehearing, the party may still seek judicial review of the Order by perfecting a timely appeal with the Utah Supreme Court within 30 days thereafter.

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

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

DATED this 9th day of November, 2013

STATE OF UTAH
BOARD OF OIL, GAS AND MINING

By: Ruland J. Gill, Jr.
Ruland J. Gill, Jr., Chairman

1275.01

CERTIFICATE OF MAILING

I hereby certify that on this 13th day of November, 2013, I caused a true and Correct Copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2013-030, Cause No. 270-02, to be served via Email or US Mail properly addressed with postage prepaid upon each of the following:

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