

Consent Agenda Item 1.e

July 17-18, 2019 Board Meeting

Case No. 19CW3003 (Water Division 6); Exxon Mobil Corporation

Summary of Water Court Application

This is an application for approval of plan for augmentation and exchange and change of water rights.

Staff Recommendation

Staff recommends that the Board ratify the filing of a Statement of Opposition filed on behalf of the Board in May 2019 to protect CWCB's instream flow water right.

CWCB Instream Flow Water Rights

The CWCB holds water rights, including the following instream flow water right in Water Division 6 in the Piceance-Yellow Watershed, that could be injured by this application:

Case Number	Stream	Upper Terminus	Lower Terminus	CFS Rate (Dates)	Approp. Date
16CW3038	Piceance Creek	confl Dry Fork Piceance Creek	confl White River	4 (1/1 - 12/31)	01/26/2016

Potential for Injury

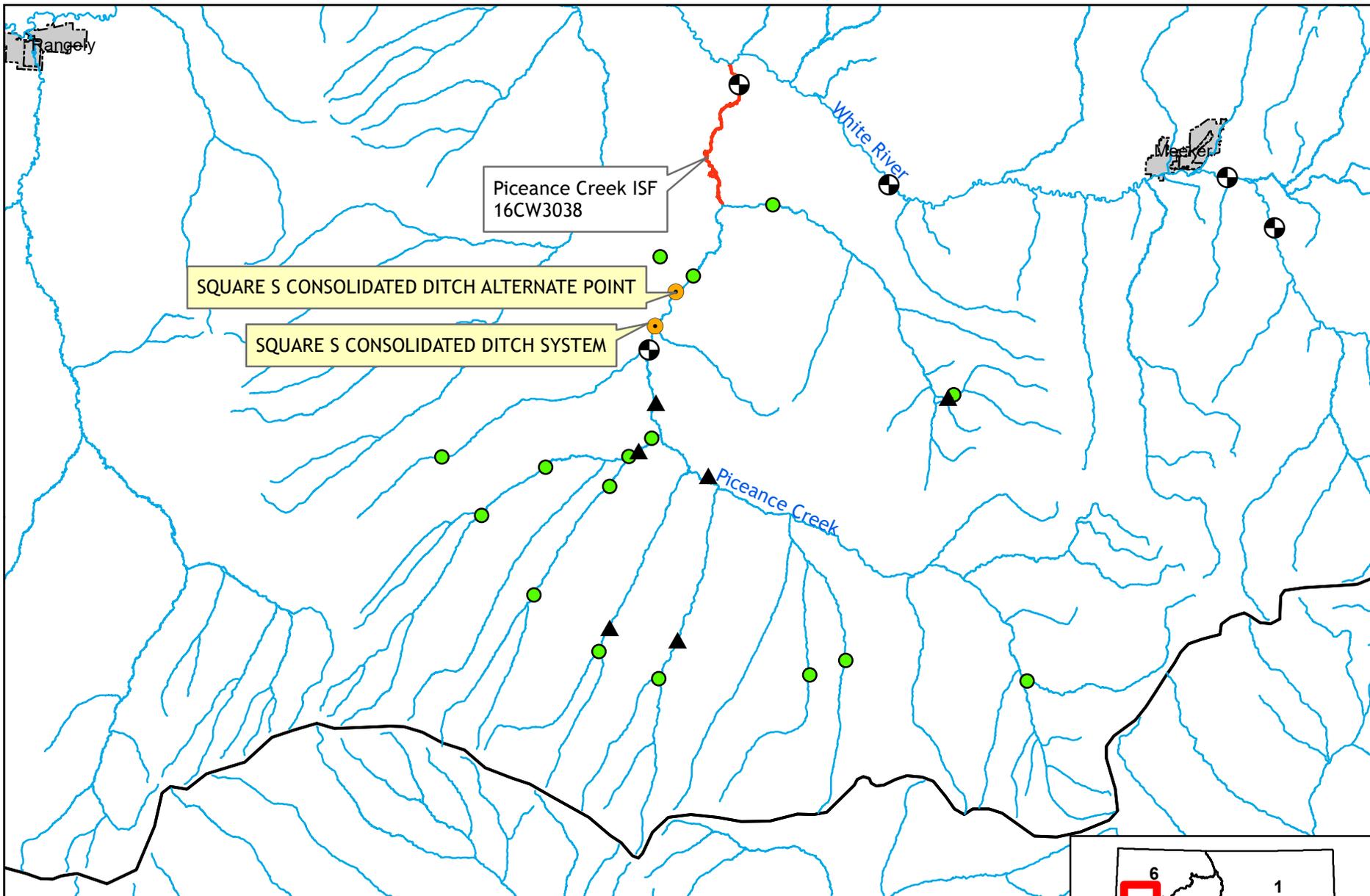
- The proposed change of water rights could cause an expansion of use and could alter the time, place and amount of historical return flows, which could injure the CWCB's instream flow water rights.

Other Objectors

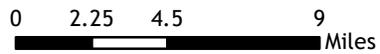
Statements of Opposition were also filed by Mountain Water LLC and State Engineer's Office, The Oil Shale Corporation, Puckett Land Company, Caerus Piceance LLC, TEP Rocky Mountain LLC, and United States of America - BLM.

Attorney Representing CWCB

Marc D. Sarmiento, Assistant Attorney General, is assigned to this case and can be contacted at marc.sarmiento@coag.gov, or 720-508-6429.



July 17-18, 2019 CWCB Board Meeting
 Consent Agenda Item 1.e Statement of Opposition
 Case No. 19CW3003 (Water Division 6)
 Exxon Mobil Corporation



**DISTRICT COURT, WATER DIVISION 6, COLORADO
TO ALL PERSONS INTERESTED IN WATER APPLICATIONS
IN WATER DIVISION 6**

Pursuant to C.R.S. 37-92-302, you are hereby notified that the following pages comprise a resume of Applications and Amended Applications filed in the office of Water Division 6, during the month of **March 2019**.

2019CW3003 RIO BLANCO COUNTY- WATER DIVISION NO. 6, STATE OF COLORADO, Routt County District Court, 1955 Shield Dr., Unit 200, Steamboat Springs, CO 80487. **IN THE MATTER OF THE APPLICATION FOR WATER RIGHTS OF EXXON MOBIL CORPORATION, IN RIO BLANCO COUNTY, COLORADO. APPLICATION FOR APPROVAL OF PLAN FOR AUGMENTATION AND EXCHANGE AND CHANGE OF WATER RIGHTS.** 1. Name and address of applicant: Exxon Mobil Corporation (“ExxonMobil”), P.O. Box 4358, CORP-MI-3006, Houston, TX 77210-4358., Direct all pleadings to: Glenn E. Porzak, Kristin H. Moseley, Cassidy L. Woodard, Porzak Browning & Bushong LLP, 2120 13th Street, Boulder, CO 80302. 2. Overview: In 2013, ExxonMobil acquired an interest in the real property and water rights associated with the Square S Ranch from Colorado Parks and Wildlife. ExxonMobil now seeks to incorporate the Square S Ranch water rights into ExxonMobil plans for augmentation decreed in Case Nos. 98CW259 and 05CW294 to further unify the water rights portfolio for its operations. In this Application, ExxonMobil files for two claims for relief. First, ExxonMobil seeks the right to divert water out-of-priority on a year-round basis from the water rights described in Paragraph 3, below, and replace out-of-priority depletions with an equivalent amount of water from the water rights described in Paragraph 4, below. ExxonMobil simultaneously requests the adjudication of a series of exchanges described in Paragraph 6.C, below, to accomplish the replacement of diversions in the plan for augmentation. Second, ExxonMobil also seeks a change of water right and a determination of historical consumptive use of the Square S Ranch water rights, described in Paragraphs 7 through 9, below., **FIRST CLAIM FOR RELIEF: REQUEST FOR APPROVAL OF A PLAN FOR AUGMENTATION AND EXCHANGE,** 3. Description of Water Rights to be Augmented Directly or by Exchange: ExxonMobil seeks the right to augment, directly or by exchange, all out-of-priority depletions resulting from diversions of the following water rights: A. The following described water rights, as depicted on Exhibit A, decreed by the District Court in and for Water Division No. 5 (the “Water Court”) in Case No. 98CW259 (the “98CW259 Decree”) for domestic, industrial, mining, commercial, irrigation, and dust suppression uses, with an adjudication date of December 30, 2002, and an appropriation date of November 17, 1998. For all water rights not made absolute, a finding of reasonable diligence was made on December 15, 2013, in Case No. 08CW206 (the “08CW206 Decree”): i. Exxon Upper Piceance Creek Diversion., a. Legal Description: The point of diversion is located in the NW1/4 NE1/4 of Section 1, T. 4 S., R. 95 W., 1,050 feet from the N. section line and 2,250 feet from the E. section line of said Section 1. UTM Coordinates NAD 83, Zone 12S Northing: 4402655.43, Easting: 756916.17. The Exxon Upper Piceance Creek Diversion can be alternately diverted at the ExxonMobil B&M Well Field located near Piceance Creek and within the SW1/4 NW1/4 of Section 26, T. 2 S., R. 97 W. of the 6th P.M., as specified by Water Court Case No.

Attachment
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06CW265 decreed on November 16, 2013 (“06CW265 Decree”), b. Source: Piceance Creek, a tributary of the White River., c. Amount: 4.0 cubic feet per second (“cfs”), conditional., ii. Exxon Piceance Creek Diversion., a. Legal Description: The point of diversion is located in the SE1/4 SE1/4 of Section 9, T. 2 S., R. 97 W., 2,200 feet from the S. section line and 1,150 feet from the W. section line of said Section 9. This decreed location was corrected in the 06CW265 Decree, to the NW1/4 SW1/4 of Section 9, T. 2 S., R. 97 W., 2,200 feet from the S. section line and 1,150 feet from the W. section line of said Section 9. UTM Coordinates NAD 83, Zone 12S Northing: 4428784.60, Easting: 731244.74. The Exxon Piceance Creek Diversion water right can be alternately diverted at the ExxonMobil Love Ranch Pumping Station located at NW1/4 of the SW1/4 of Section 9, T. 2 S., R. 97 W., 6th P.M., 1,350 feet from the S. section line and 1,260 feet from the W. section line of said Section 9, UTM Coordinates NAD 83, Zone 12S Northing: 4428526.98, Easting: 731286.76, as specified in the 06CW265 Decree., b. Source: Piceance Creek, a tributary of the White River., c. Amount: 0.82 cfs, absolute, for industrial, mining, and commercial; 3.18 cfs, conditional for industrial, mining, and commercial; 4.0 cfs, conditional, for domestic, irrigation, and dust suppression uses., iii. Exxon Lower Piceance Creek Diversion., a. Legal Description: The point of diversion is located in the SW1/4 NE1/4 of Section 15, T. 1 S., R. 97 W., 2,500 feet from the N. section line and 2,200 feet from the E. section line of said Section 15. UTM Coordinates NAD 83, Zone 12S Northing: 4427452.55, Easting: 733508.20., b. Source: Piceance Creek, a tributary of the White River., c. Amount: 4.0 cfs, conditional., iv. Exxon Thirteen Mile Creek Diversion., a. Legal Description: The point of diversion is located in the SW1/4 SW1/4 of Section 33, T. 2 S., R. 94 W., 280 feet from the S. section line and 440 feet from the W. section line of said Section 33. UTM Coordinates NAD 83, Zone 12S Northing: 4410410.71, Easting: 674924.78., b. Source: Thirteen Mile Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.0 cfs, conditional., v. Exxon Willow Creek Diversion., a. Legal Description: The point of diversion is located in the NW1/4 SE1/4 of Section 4, T. 4 S., R. 97 W., 1,800 feet from the S. section line and 1,900 feet from the E. section line of said Section 4. UTM Coordinates NAD 83, Zone 12S Northing: 4401192.82, Easting: 733024.77. The Exxon Willow Creek Diversion can be alternately diverted at the ExxonMobil B&M Well Field located near Piceance Creek and within the SW1/4 NW1/4 of Section 26, T. 2 S., R. 97 W. of the 6th P.M., as specified in the 06CW265 Decree., b. Source: Willow Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 2.0 cfs, conditional., vi. Exxon Hunter Creek Diversion., a. Legal Description: The point of diversion is located in the NW1/4 SW1/4 of Section 31, T. 3 S., R. 97 W., 2,200 feet from the S. section line and 900 feet from the W. section line of said Section 31. UTM Coordinates NAD 83, Zone 12S Northing: 4402728.16, Easting: 729032.57., b. Source: Hunter Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 2.0 cfs, conditional., vii. Exxon Upper Fawn Creek Diversion., a. Legal Description: The point of diversion is located in the SW1/4 NE1/4 of Section 22, T. 3 S., R. 98 W., 1,500 feet from the N. section line and 1,550 feet from the E. section line of said Section 22. UTM Coordinates NAD 83, Zone 12S Northing: 4406084.57, Easting: 724560.04., b. Source: Fawn Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.0 cfs, conditional., viii. Exxon Lower Fawn Creek Diversion., a. Legal Description: The point of diversion is located in the SE1/4 SW1/4 of Section 30, T. 2 S., R. 97 W., 250 feet from the S. section line and 2,600 feet from the W. section line of said Section 30. UTM Coordinates NAD 83, Zone 12S Northing: 4413481.45, Easting: 728968.22. The Exxon Lower Fawn Creek Diversion can be alternately diverted in the portion of the ExxonMobil Boies Well Field located within the NW1/4 NW1/4 of Section 29, T. 2 S., R. 97 W. of the 6th P.M., as specified in the 06CW265 Decree., b. Source: Fawn Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.22 cfs, absolute, for industrial, mining, and commercial; 0.78 cfs, conditional for industrial, mining, and commercial; 2.0 cfs, conditional, for domestic, irrigation, and dust suppression uses., ix. Exxon Upper Black Sulphur Creek Diversion., a. Legal Description: The point of diversion is located in the SE1/4 NW1/4 of Section 5, T. 3 S., R. 98 W., 1,800 feet from the N. section line and 1,600 feet from the W. section line of said Section 5. UTM Coordinates NAD 83, Zone 12S Northing: 4410997.53, Easting: 720817.80., b. Source: Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.0 cfs, conditional., x. Exxon Middle Black Sulphur Creek Diversion., a. Legal Description: The point of diversion is located in

the SE1/4 NE1/4 of Section 27, T. 2 S., R. 98 W., 1,700 feet from the N. section line and 600 feet from the E. section line of said Section 27. UTM Coordinates NAD 83, Zone 12S Northing: 4414400.52, Easting: 724744.39. The Exxon Middle Black Sulphur Creek Diversion can be alternately diverted in the portion of the ExxonMobil Boies Well Field located within the SE1/4 SE1/4 of Section 19, T. 2 S., R. 97 W. of the 6th P.M. and the SW1/4 SW1/4 of Section 20, T. 2 S., R. 97 W. of the 6th P.M., as specified in the 06CW265 Decree., b. Source: Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 2.0 cfs, conditional., xi. Exxon Black Sulphur – Fawn Creek Diversion., a. Legal Description: The point of diversion is located in the SW1/4 SW1/4 of Section 20, T. 2 S., R. 97 W., 1,100 feet from the S. section line and 1,250 feet from the W. section line of said Section 20. UTM Coordinates NAD 83, Zone 12S Northing: 4415460.08, Easting: 730107.78., b. Source: Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.29 cfs, absolute, for industrial, mining, and commercial; 0.71 cfs, conditional, for industrial, mining, and commercial; 2.0 cfs, conditional, for domestic, irrigation, and dust suppression., xii. Exxon Black Sulphur – Piceance Creek Diversion., a. Legal Description: The point of diversion is located in the NW1/4 NW1/4 of Section 21, T. 2 S., R. 97 W., 100 feet from the N. section line and 900 feet from the W. section line of said Section 21. UTM Coordinates NAD 83, Zone 12S Northing: 4416736.22, Easting: 731524.84., b. Source: Black Sulphur Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 2.0 cfs, conditional., xiii. Exxon Middle Fork Stewart Creek Diversion., a. Legal Description: The point of diversion is located in the SE1/4 NE1/4 of Section 4, T. 4 S., R. 96 W., 1,600 feet from the N. section line and 1,100 feet from the E. section line of said Section 4. UTM Coordinates NAD 83, Zone 12S Northing: 4402106.21, Easting: 742776.97. The Exxon Middle Fork Stewart Creek Diversion can be alternately diverted at the ExxonMobil B&M Well Field located near Piceance Creek and within the SW1/4 NW1/4 of Section 26, T. 2 S., R. 97 W. of the 6th P.M., as specified in the 06CW265 Decree., b. Source: Stewart Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 3.0 cfs, conditional., xiv. Exxon East Fork Stewart Creek Diversion., a. Legal Description: The point of diversion is located in the NW1/4 SW1/4 of Section 35, T. 3 S., R. 96 W., 1,650 feet from the S. section line and 1,150 feet from the W. section line of said Section 35. UTM Coordinates NAD 83, Zone 12S Northing: 4403178.86, Easting: 745059.21. The Exxon East Fork Stewart Creek Diversion can be alternately diverted at the ExxonMobil B&M Well Field located near Piceance Creek and within the SW1/4 NW1/4 of Section 26, T. 2 S., R. 97 W. of the 6th P.M., as specified in the 06CW265 Decree., b. Source: Stewart Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 3.0 cfs, conditional., xv. Exxon Upper Dry Fork Diversion., a. Legal Description: The point of diversion is located in the SE1/4 SW1/4 of Section 4, T. 2 S., R. 95 W., 1,300 feet from the S. section line and 1,350 feet from the W. section line of said Section 4. UTM Coordinates NAD 83, Zone 12S Northing: 4420904.74, Easting: 750911.43., b. Source: Dry Fork Creek, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.0 cfs, conditional., xvi. Exxon Lower Dry Fork Diversion., a. Legal Description: The point of diversion is located in the SE1/4 SW1/4 of Section 31, T. 1 N., R. 96 W., 1,150 feet from the S. section line and 2,300 feet from the W. section line of said Section 31. UTM Coordinates NAD 83, Zone 12S Northing: 4432435.20, Easting: 738311.27., b. Source: Dry Fork Creek, a tributary of Piceance Creek, a tributary of the White River., Amount: 3.0 cfs, conditional., xvii. Exxon Ryan Gulch Diversion., a. Legal Description: The point of diversion is located in the NW1/4 NE1/4 of Section 25, T. 2 S., R. 99W., 300 feet from the N. section line and 2,400 feet from the E. section line of said Section 25. UTM Coordinates NAD 83, Zone 12S Northing: 4414615.51, Easting: 717973.27., b. Source: Ryan Gulch, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 1.0 cfs, conditional., B. The following described water storage rights, as depicted on Exhibit B, decreed in the 98CW259 Decree for domestic, industrial, mining, commercial, irrigation, and dust suppression uses, with an adjudication date of December 30, 2002, and an appropriation date of December 14, 1998. For all water storage rights not made absolute, a finding of reasonable diligence was made in the 08CW206 Decree: i. Exxon Love Ranch Reservoir and Exxon Love Ranch Reservoir, Refill Right., a. Legal Description: The originally decreed location for the reservoir outlet is in the SE1/4 NW1/4 of Section 9, T. 2 S., R. 97 W. of the 6th P.M., 2,600 feet from the N. section line and 1,400 feet from the W. section line of said Section 9, which location was corrected in

Water Court Case No. 08CW203 decreed on April 16, 2013 (the "08CW203 Decree"), to be in the NE1/4 SW1/4 of Section 9, T. 2 S., R. 97 W. of the 6th P.M., 2,450 feet from the S. section line and 1,500 feet from the W. section line of said Section 9. UTM Coordinates NAD 83, Zone 12S Northing: 4419128.13, Easting: 731623.51., b. Source: Piceance Creek, tributary to the White River, by means of the M.H.M. German Consolidated Ditch, which was decreed in Civil Action No. 624 as located on the east bank of said Piceance Creek at a point whence the NE corner of Section 21, T. 2 S., R. 97 W. of the 6th P.M. bears S. 46° W. 1,760 feet. This location is alternately described as located in the NE1/4 NE1/4 of Section 21, T. 2 S., R. 97 W. of the 6th P.M., at a point 1,300 feet from the N. section line and 1,200 feet from the E. section line of said Section 21., c. Amounts: i. Exxon Love Ranch Reservoir: 30 acre-feet, absolute, for industrial, mining, commercial, and dust suppression; 30 acre-feet, conditional, for domestic and irrigation., ii. Exxon Love Ranch Reservoir, Refill Right: the right to fill and refill the reservoir to its total decreed capacity whenever water is available in-priority. The total volume of the Exxon Love Ranch Reservoir, Refill Right, is 30 acre-feet, of which 30 acre-feet is absolute for industrial, mining, and dust suppression and 30 acre-feet is conditional for domestic, commercial, irrigation, and augmentation., d. Remarks: i. The Exxon Love Ranch Reservoir, Refill Right, was decreed in the 08CW203 Decree with an April 30, 2002, appropriation date., ii. The Exxon Love Ranch Reservoir and the Exxon Love Ranch Reservoir, Refill Right, can alternately be filled and refilled by the ExxonMobil Love Ranch Reservoir Pumping Station, located at the NW1/4 SW1/4 of Section 9, T. 2 S., R. 97 W. of the 6th P.M., 1,350 feet from the S. section line and 1,260 feet from the W. section line of said Section 9, and by the ExxonMobil Love Ranch Reservoir Pumping Station Alternate Point of Diversion located at the NW1/4 of the SW1/4 of Section 9, T. 2 S., R. 97 W. of the 6th P.M. 2,470 feet from the S. section line and 1,230 feet from the W. section line of said Section 9, as specified in the 06CW265 Decree., ii. Exxon Boies/Black Sulphur Reservoir., a. Legal Description: The reservoir outlet is located in the NW1/4 SE1/4 of Section 20, T. 2 S., R. 97 W., 2,550 feet from the S. section line and 1,900 feet from the E. section line of said Section 20. UTM Coordinates NAD 83, Zone 12S Northing: 4415888.87, Easting: 730694.25., b. Source: Black Sulphur Creek by means of the Boies Ditch, which was decreed on April 25, 1896, as an amendment to Civil Action No. 340 (originally dated October 22, 1890) and was described in Case No. 98CW259 to be located in the SW1/4 SW1/4 of Section 20, T. 2 S., R. 97 W. of the 6th P.M., c. Amount: 50 acre-feet, conditional., d. Remarks: This storage right can alternately be filled by the ExxonMobil Boies/Black Sulphur Reservoir Pumping Station located at the NW1/4 SE1/4 of Section 20, T. 2 S., R. 97 W., 6th P.M., 2,000 feet from the S. section line and 2,310 feet from the E. section line of said Section 20, as specified in the 06CW265 Decree., iii. Exxon B&M Reservoir, Exxon B&M Reservoir, First Enlargement, and Exxon B&M Reservoir, Refill Right., a. Legal Description: The originally decreed location for the reservoir outlet is the NE1/4 SW1/4 of Section 26, T. 2 S., R. 97 W., 2,300 feet from the S. section line and 2,450 feet from the W. section line of said Section 26, which location was corrected in Case No. 08CW203 to be in the SE1/4 NW1/4 of Section 26, T. 2 S., R. 97 W. of the 6th P.M., 2,250 feet from the N. section line and 2,520 feet from the W. section line of said Section 26. UTM Coordinates NAD 83, Zone 12S Northing: 4414586.61, Easting: 735358.34., b. Source: Piceance Creek, tributary to the White River, by means of the Belot & Moffat Ditch, which was decreed in Civil Action No. 624 as located on the north bank of said Piceance Creek at a point whence the SW corner of said Section 25, T. 2 S., R. 97 W. of the 6th P.M., bears S. 74° 22' W., 991 feet. This location is alternately described as located in the SW1/4 SW1/4 of Section 25, T. 2 S., R. 97 W. of the 6th P.M., at a point 300 feet from the S. section line, 950 feet from the W. section line of said Section 25., c. Amount: i. Exxon B&M Reservoir: 50 acre-feet, absolute, for industrial, mining, commercial, and dust suppression; 50 acre-feet, conditional, for domestic and irrigation., ii. Exxon B&M Reservoir, First Enlargement: 6.1 acre-feet absolute for industrial, mining, commercial, and dust suppression; 6.1 acre-feet, conditional, for domestic, irrigation, and augmentation., iii. Exxon B&M Reservoir, Refill Right: the right to fill and refill the reservoir to its total decreed capacity whenever water is available in-priority. The total volume of the Exxon B&M Reservoir, Refill Right, is 56.1 acre-feet, of which 17.75 acre-feet, absolute, and 38.35 acre-feet, conditional, for industrial mining, commercial, and dust suppression; 56.1 acre-feet, conditional, for domestic, irrigation, and augmentation., d. Remarks: i. The Exxon B&M Reservoir, First Enlargement,

and the Exxon B&M Reservoir, Refill Right, were decreed in the 08CW203 Decree with an April 30, 2002, appropriation date., ii. The Exxon B&M Reservoir, the Exxon B&M Reservoir, First Enlargement, and the Exxon B&M Reservoir, Refill Right, can alternately be filled and refilled by the ExxonMobil B&M Reservoir Pumping Station located at the NE1/4 SW1/4 of Section 26, T. 2 S., R. 97 W. of the 6th P.M., 2,040 feet from the S. section line and 3,560 feet from the E. section line of said Section 26, as specified in the 06CW265 Decree., iv. Exxon Hunter Creek Reservoir., a. Legal Description: The reservoir outlet is located in the NW1/4 SE1/4 of Section 30, T. 3 S., R. 97 W., 1,900 feet from the S. section line and 2,200 feet from the E. section line of said Section 30. UTM Coordinates NAD 83, Zone 12S Northing: 4404311.30, Easting: 729585.58., b. Source: Hunter Creek by means of the Gilmor Ditch, which was decreed in Civil Action No. 133 as located on both banks of said Hunter's Gulch, on land claimed by said Gilmor, in Rio Blanco County. This location can be alternately described as located in the SE1/4 SE1/4 of Section 36, T. 3 S., R. 98 W. of the 6th P.M., at a point 230 feet from the S. section line and 450 from the E. section line of said Section 34., c. Amount: 30 acre-feet, conditional., d. Remarks: This storage right can alternately be filled by the ExxonMobil Hunter Creek Reservoir Pumping Station located at the NW1/4 NE1/4 of Section 30, T. 3 S., R. 97 W., 6th P.M., 1,225 feet from the S. section line and 2,500 feet from the E. section line of said Section 30, as specified in the 06CW265 Decree., v. Exxon Willow Creek Reservoir., a. Legal Description: The reservoir outlet is located in the NE1/4 NW1/4 of Section 34, T. 3 S., R. 97 W., 100 feet from the N. section line and 1,800 feet from the W. section line of said Section 34. UTM Coordinates NAD 83, Zone 12S Northing: 4403813.22, Easting: 734060.15., b. Source: Willow Creek by means of the Taylor Ditch, which was decreed in Civil Action No. 133 as located on the west bank of said creek, on or near the SW1/4 NW1/4 of Section 34, T. 3 S., R. 97 W., Rio Blanco County. This location can alternately be described as located in the SW1/4 NW1/4 of Section 34, T. 3 S., R. 97 W. of the 6th P.M., at a point 2,480 feet from the N. section line and 1,075 from the W. section line of said Section 34., c. Amount: 30 acre-feet, conditional., d. Remarks: This storage right can alternately be filled by the ExxonMobil Willow Creek Reservoir Pumping Station located at the NE1/4 NW1/4 of Section 34, T. 3 S., R. 97 W. of the 6th P.M., 475 feet from the N. section line and 1,440 feet from the W. section line of said Section 34, as specified in the 06CW265 Decree., vi. Exxon Dry Creek Reservoir., a. Legal Description: The reservoir outlet is located in the SW1/4 SW1/4 of Section 4, T. 2 S., R. 95 W., 600 feet from the S. section line and 100 feet from the W. section line of said Section 4. UTM Coordinates NAD 83, Zone 12S Northing: 4420682.57, Easting: 750576.34., b. Source: Dry Fork Creek, by means of the Exxon Upper Dry Fork Diversion, described herein, a tributary of Piceance Creek, a tributary of the White River., c. Amount: 20 acre-feet, conditional. C. Hunter Creek Well Nos. 1, 2, 3, 12, and 13., i. Decrees: District Court in and for Water Division No. 5 in Case No. W-814, with an adjudication date of May 31, 1972. Subsequent findings of reasonable diligence were made in Case No. 80CW75 decreed on November 25, 1980; Case No. 84CW157 decreed on September 15, 1986; Case No. 88CW139 decreed on December 1, 1989; Case No. 95CW263 decreed on July 1, 1996; Case No. 01CW276 decreed on January 23, 2008; and Case No. 14CW3000 decreed on January 18, 2015., ii. Decreed Location: The Hunter Creek Well Nos. 1, 2, 3, 12 and 13 ("Hunter Creek Wells") are located in the 6th P.M., as depicted on Exhibit C, and more specifically described as follows:

Well No.	Bearing of Tie	Distance (feet)	To Corner	Of Section	Township	Range	Permit No.	UTM Coordinates NAD 83, Zone 12S	
								Easting	Northing
1	N. 43° 00' W.	600	NW	33	2 S.	97 W.	12722-F	731541.18	4413370.04
2	S. 28° 30' W.	3,970	SW	21	2 S.	97 W.	13450-F	731883.85	4416191.55
3	S. 29° 00' E.	3,900	SE	28	2 S.	97 W.	13449-F	732360.85	4414583.80
12	N. 39° 30' E.	2,360	NE	33	2 S.	97 W.	14232-F	732579.59	4413023.77
13	N. 51° 55' W.	1,190	W ¼	34	2 S.	97 W.	14233-F	733536.58	4412541.81

iii. Source: Groundwater from the Parachute Creek Member of the Green River Formation., iv. Appropriation Date: March 8, 1967., v. Amount: 1.0 cfs, conditional, for each of the five wells, with an aggregate total of 5 cfs., vi. Uses: Irrigation, industrial, domestic, municipal, recreation, and other beneficial uses and purposes, including mining, retorting, processing, refining and production of oil and other products from oil shale., vii. Remarks: Attached as Exhibit D is a map directly from the 05CW294 Decree showing the depletion locations for Hunter Creek Well Nos. 1, 2, 3, 12, and 13 as adjudicated in the 05CW294 Decree. 4. Description of the Water Rights to be Used for Augmentation or Exchange: ExxonMobil seeks the right to use the following water sources associated with Square S Ranch as sources of augmentation or replacement water: A. J.M. Cole Ditch and J.M. Cole Ditch, First Enlargement., i. Original Decree: Originally decreed in the District Court in and for Rio Blanco County by supplemental decree dated April 28, 1890, which has also been identified as dated October 22, 1890. This decree supplements the decree in Civil Action No. 133 in the District Court of the Ninth Judicial District of the State of Colorado, sitting in and for the County of Garfield dated May 10, 1889, and titled In the Matter of the Adjudication of the Priority of Rights to the Use of Water for Irrigation in Water District No. 43. This water right was originally decreed to divert its supply of water from both sides of Piceance Creek about thirteen miles from the mouth of said creek., ii. Change Decrees: a. In Civil Action No. 420 (Transfer Decree No. 477), dated August 19, 1925, the District Court in and for the County of Rio Blanco in the Ninth Judicial District of the State of Colorado changed the point of diversion for the J.M. Cole Ditch to a point whence the common corner of Sections 28, 29, 32, and 33 in T. 1 S., R. 97 W. of the 6th P.M. bears S. 19° 21' W. 2,698 feet. This point will be hereinafter referred to as the "Square S Diversion Point." This decree also identified the original headgate of the main ditch being located at a point whence the center of Section 15, T. 1 S., R. 97 W. of the 6th P.M. bears S. 47° 30' E. 9.06 chains and the headgate of the lateral ditch being situated on the east bank of said creek approximately at a point whence the center of Section 15 bears S. 64° 35' W. 7.75 chains., b. In Civil Action No. 624, dated October 4, 1937, the District Court of the State of Colorado within and for the County of Rio Blanco recognized the consolidation of the J.M. Cole Ditch into the Case and Storey Ditch and the Cox Ditch as the "Consolidated Case and Storey, J.M. Cole, and Cox Ditch." This point will be hereinafter referred to as the "Square S Consolidated Ditch System," as depicted on Exhibit E, which is also known as the "Square S Consolidated Irrigation System.", c. In Case No. 98CW48, dated November 30, 1999, the District Court for Water Division Five, State of Colorado, approved an alternate point of diversion for the J.M. Cole Ditch water right in addition to its changed point of diversion at the Square S Diversion Point, described above in Paragraph 4.A.ii.a. The legal description of this alternate point of diversion is on the east and west banks of Piceance Creek in the NE1/4 NE1/4 NE1/4 of Section 21, T. 1 S., R. 97 W. of the 6th P.M. whence the NE corner of said Section 21 bears N. 29° 17' 11" E., 740.9 feet. This point will be

hereinafter referred to as the “Square S Consolidated Ditch Alternate Point,” which is depicted on Exhibit E., iii. Source: Piceance Creek, a tributary of the White River., iv. Date of Appropriation: a. J.M. Cole Ditch: December 3, 1884., b. J.M. Cole Ditch, First Enlargement: May 5, 1886., v. Amount: a. J.M. Cole Ditch: 1.5 cfs, absolute., b. J.M. Cole Ditch, First Enlargement: 0.5 cfs, absolute., vi. Use: Irrigation., B. Cox Ditch., i. Original Decree: Originally decreed in the District Court of the Ninth Judicial District of the State of Colorado, sitting in and for the County of Garfield, in Civil Action No. 133. The headgate was located on the east bank of Piceance Creek about fourteen miles above the mouth thereof, in Rio Blanco County., ii. Change Decrees: a. In the supplemental decree dated April 28, 1890, which has also been identified as dated October 22, 1890, the District Court within and for the County of Rio Blanco declared that the priority of February 16, 1886, given to the Cox Ditch in Civil Action 133 was in error and that the correct appropriation date is May 1, 1886., b. In Civil Action No. 420 (Transfer Decree No. 477), dated August 19, 1925, the District Court in and for the County of Rio Blanco in the Ninth Judicial District of the State of Colorado changed the point of diversion for the Cox Ditch to the Square S Diversion Point, described above in Paragraph 4.A.ii.a. This decree also identified the original headgate as located on the east bank of said Piceance Creek approximately at a point whence the common corner of Sections 15, 16, 22, and 25 in T. 1 S., R. 97 W. of the 6th P.M. bears N. 33° 43’ W. 11.56 chains., c. In Civil Action No. 624, dated October 4, 1937, the District Court of the State of Colorado within and for the County of Rio Blanco recognized the consolidation of the Cox Ditch into the Square S Consolidated Ditch System described above in Paragraph 4.A.ii.b., d. In Case No. 98CW48, dated November 30, 1999, the District Court for Water Division Five, State of Colorado, approved an alternate point of diversion for the Cox Ditch water right at the Square S Consolidated Ditch Alternate Point, described above in Paragraph 4.A.ii.c, in addition to its changed point of diversion at the Square S Diversion Point, described above in Paragraph 4.A.ii.a., iii. Source: Piceance Creek, a tributary of the White River., iv. Date of Appropriation: May 1, 1886, as corrected in the supplemental decree as discussed in Paragraph 4.B.ii.a., above., v. Amount: 2.5 cfs, absolute., vi. Use: Irrigation., C. Case and Storey Ditch (a/k/a Case and Storey Ditch), i. Original Decree: Originally decreed in the District Court of the Ninth Judicial District of the State of Colorado, sitting in and for the County of Garfield, in Civil Action No. 133. This water right was originally decreed to divert from the west bank of Piceance Creek about 12.5 miles above the mouth thereof at a point whence the quarter section corner between Sections 28 and 29, T. 1 S., R. 97 W. bears N. 85° 55’ W. 861 feet, in Rio Blanco County., ii. Change Decrees: a. By Transfer Decree No. 319 in the District Court for the County of Garfield, State of Colorado, dated March 19, 1918, the point of diversion for 3.0 cfs of originally decreed Case and Storey Ditch water was changed to the headgate of the Ryan Ditch, located about 1.25 miles above the headgate of the Case and Storey Ditch, at a point on the left bank of Piceance Creek whence the SE corner of Section 32, T. 1 S., R. 97 W. of the 6th P.M. bears south 24° 39’ W. 882 feet., b. In Civil Action No. 624, dated October 4, 1937, the District Court of the State of Colorado within and for the County of Rio Blanco recognized the consolidation of the Case and Storey Ditch with the Cox Ditch and the J.M. Cole Ditch into the Square S Consolidated Ditch System described above in Paragraph 4.A.ii.b., c. In Case No. 98CW48, dated November 30, 1999, the District Court for Water Division Five, State of Colorado approved a new point of diversion for the 3.0 cfs previously transferred from the Case and Storey Ditch by Transfer Decree No. 319, described in Paragraph 3.D.ii. above, to the Ryan Ditch headgate back to the original Case and Storey Ditch point of diversion, which is also known as the Square S Diversion Point, described above in Paragraph 3.A.ii.a. Additionally, the decree approved an alternate point of diversion for the Case and Storey water right at the Square S Consolidated Ditch Alternate Point, described above in Paragraph 4.A.ii.c, in addition to its changed point of diversion at the Square S Diversion Point, described above in Paragraph 4.A.ii.a., iii. Source: Piceance Creek, a tributary of the White River., iv. Date of Appropriation: December 26, 1886., v. Amount: 5.2 cfs, absolute., vi. Use: Irrigation., D. Square S Consolidated Enlargement., i. Original Decree: Originally

decreed by the District Court within and for the County of Rio Blanco in Civil Action No. 624 on October 4, 1937. The Square S Consolidated Enlargement decreed water to be taken at two different points of diversion: the Ryan Ditch headgate and the Square S Diversion Point. ExxonMobil owns only that portion of the Square S Consolidated Enlargement diverted at the Square S Diversion Point. The Square S Consolidated Enlargement, however, may be used interchangeably and may be diverted through either the Ryan Ditch headgate or the Square S Diversion Point. The legal description of the Square S Diversion Point is described above in Paragraph 4.A.ii.a. The legal description of the Ryan Ditch headgate is described in Paragraph 4.C.ii.a., above., ii. Change Decrees: There are no subsequent change decrees., iii. Source: Piceance Creek, a tributary of the White River., iv. Date of Appropriation: May 1, 1917., v. Amount: 8.6 cfs, absolute., vi. Use: Irrigation. E. Boies Reservoir., i. Decree Information: a. Original Decree: District Court in and for the County of Rio Blanco in Civil Action No. 1269 on November 21, 1966., b. Subsequent findings of reasonable diligence: Case No. W-128 decreed on June 22, 1971; Case No. W-175 decreed on February 13, 1973; Case No. W-128(76) decreed on January 24, 1977; Case No. 80CW75 decreed on November 25, 1980; Case No. 84CW157 decreed on September 15, 1986; Case No. 88CW139 (also known as Consolidated Case Nos. 88CW139 and 88CW151) December 1, 1989; Case No. 95CW263 decreed on July 1, 1996; Case No. 01CW276 decreed on January 23, 2008; and Case No. 14CW3000 decreed on January 18, 2015., c. Change decrees: In Case No. 05CW285, decreed on June 18, 2017, Applicant obtained the right to alternately divert 924 acre-feet of historical consumptive use credits at Boies Reservoir., ii. Legal Description: The Boies Reservoir, as depicted on Exhibit B, is located in Sections 19, 20, 29, 30, and 31, T. 2 S., R. 97 W. of the 6th P.M. and in Sections 24 and 25, T. 2 S., R. 98 W. of the 6th P.M. The initial point of survey of the high water line of the reservoir is located at a point whence the SW corner of Section 19, T. 2 S., R. 97 W. of the 6th P.M. bears South 80° 28' West a distance of 8,204.3 feet. UTM Coordinates NAD 83, Zone 12 (meters) Northing: 4415430.99, Easting: 730523.55., iii. Source: Black Sulphur Creek, Fawn Creek, and Piceance Creek and its upper tributaries and water that may be hereafter diverted into the Piceance Creek drainage from other drainages, all of which are tributary to the White River., iv. Date of Appropriation: July 10, 1961., v. Amount: 31,020.8 acre-feet, conditional., vi. Use: domestic, irrigation, industrial, municipal, recreation, and manufacturing purposes. F. Ryan Gulch Reservoir., i. Decree Information: a. Original Decree: District Court in and for the County of Rio Blanco in Civil Action No. 1269 on November 21, 1966., b. Subsequent findings of reasonable diligence: Case No. W-129 decreed on March 2, 1972; Case No. W-787(76) decreed on December 30, 1976; Case No. 84CW174 decreed on January 3, 1985; Case No. 88CW158 decreed on November 1, 1989; Case No. 95CW223 decreed on July 15, 1996; Case No. 01CW276 decreed on January 23, 2008; and Case No. 14CW3000 decreed on January 18, 2015., c. Change decrees: In the 98CW259 Decree, ExxonMobil obtained the right to alternatively store 240 acre-feet of storage decreed to the Ryan Gulch Reservoir in the Exxon Love Ranch Reservoir, Exxon Boies/Black Sulphur Reservoir, Exxon B&M Reservoir, Exxon Hunter Creek Reservoir, Exxon Willow Creek Reservoir, Exxon Yellow Creek Reservoir, or the Exxon Dry Creek Reservoir., ii. Legal Description: The Ryan Gulch Reservoir, as depicted on Exhibit B, is located in Sections 21, 28, 29, 32, and 33 in T. 1 S., R. 97 W. of the 6th P.M. and in Sections 4 and 5, T. 2 S., R. 97 W. of the 6th P.M. UTM Coordinates NAD83, Zone 12 (meters) Northing 4425992.13, Easting: 732294.85., iii. Source: Piceance Creek, a tributary of the White River., iv. Date of Appropriation: December 15, 1963., v. Amount: 22,635.2 acre-feet, conditional., vi. Use: industrial, municipal, domestic, recreational, and manufacturing purposes, including water for the mining, retorting, and production of shale oil from oil shale., vii. Physical attributes of the reservoir: a. Surface area of high water line: 83 acres., b. Vertical height of dam: 79 feet. G. Exxon Love Ranch Reservoir and Exxon Love Ranch Reservoir, Refill Right, described in Paragraph 3.B.i, above. H. Exxon Boies/Black Sulphur Reservoir, described in Paragraph 3.B.ii, above. I. Exxon B&M Reservoir, Exxon B&M Reservoir, First Enlargement, and Exxon B&M Reservoir, Refill Right, described in Paragraph 3.B.iii,

above. J. Exxon Hunter Creek Reservoir, described in Paragraph 3.B.iv, above. K. Exxon Willow Creek Reservoir, described in Paragraph 3.B.v, above. L. Exxon Dry Creek Reservoir, described in Paragraph 3.b.vi, above. 5. The water rights described in Paragraph 4.A-D have been historically used from April through October, resulting in a historical consumptive use of 192.2 acre-feet as set forth in Exhibit F and more particularly described in Paragraphs 7 through 9, below. 6. Description of the plan for augmentation and exchange: ExxonMobil seeks the right to divert water out-of-priority on a year-round basis from the water rights described in Paragraph 3 above for all decreed uses in the Piceance Creek drainage basin. To permit the requested out-of-priority diversions hereunder, ExxonMobil proposes to cause the release of or otherwise commit to the Piceance Creek drainage basin an equivalent amount of water from the water rights described in Paragraph 4., A. Depletion Assumptions: Except for the continued use of ExxonMobil’s water rights described in Paragraph 4.A–D above, in determining the amount of depletions resulting from ExxonMobil’s use of water pursuant to this plan for augmentation and exchange, it is assumed that all diversions will be 100% consumed for purposes of this augmentation and exchange plan., B. Measurement Devices: So as to assure the operation of the augmentation and exchange plan, ExxonMobil will install and maintain appropriate headgates and measuring devices in all ditches sufficient to control and measure water diversions as may be required by the Division Engineer. The structures shall provide adequate flow measurement and control the diversion of water under the water rights decreed herein so that diversions will not be made when the water rights decreed herein are out-of-priority unless authorized in this decree and augmented pursuant to the subject plan for augmentation and exchange. C. Exchange Plan and Reaches: ExxonMobil seeks the right to divert by exchange and/or store water as more particularly described in Paragraph 9, below. The downstream terminus of all the exchanges is the confluence of Piceance Creek and Dry Fork Piceance Creek. The upstream termini of the exchanges and the rates of exchange are as follows:

Exchange Creek	Diversion Name	Exchange Rate
Piceance Creek	Exxon Upper Piceance Creek Diversion	4 cfs
Piceance Creek	Exxon Piceance Creek Diversion	4 cfs
Piceance Creek	Exxon Lower Piceance Creek Diversion	4 cfs
Thirteen Mile Creek	Exxon Thirteen Mile Creek Diversion	1 cfs
Willow Creek	Exxon Willow Creek Diversion	2 cfs
Hunter Creek	Exxon Hunter Creek Diversion	2 cfs
Fawn Creek	Exxon Upper Fawn Creek Diversion	1 cfs
Fawn Creek	Exxon Lower Fawn Creek Diversion	2 cfs
Black Sulphur Creek	Exxon Upper Black Sulphur Creek Diversion	1 cfs
Black Sulphur Creek	Exxon Middle Black Sulphur Creek Diversion	2 cfs
Black Sulphur Creek	Exxon Black Sulphur – Fawn Creek Diversion	2 cfs
Black Sulphur Creek	Exxon Black Sulphur – Piceance Creek Diversion	2 cfs
Stewart Creek	Exxon Middle Fork Stewart Creek Diversion	3 cfs
Stewart Creek	Exxon East Fork Stewart Creek Diversion	3 cfs
Dry Fork Creek	Exxon Upper Dry Fork Diversion	1 cfs
Dry Fork Creek	Exxon Lower Dry Fork Diversion	3 cfs
Ryan Gulch	Exxon Ryan Gulch Diversion	1 cfs

ExxonMobil seeks a March 29, 2019, priority date in connection with the subject exchanges. **SECOND CLAIM FOR RELIEF: REQUEST FOR APPROVAL OF CHANGE OF WATER RIGHTS, 7.** ExxonMobil seeks to change the uses of the water rights more particularly described in Paragraph 4.A–D above to include domestic, industrial, mining, commercial, irrigation, dust suppression, augmentation,

replacement, and exchange uses by direct diversion or storage as provided for herein. 8. A summary of annual diversions as provided by the Colorado Decision Support System for the water rights described in Paragraph 4.A–D is attached hereto as Exhibit G. Maps depicting the location of historic irrigation of the water rights described in Paragraph 4.A–D are attached hereto as Exhibits H to K. Using a representative study period for 1986 to 2017, ExxonMobil seeks to obtain a determination of the historical consumptive use of the water rights described in Paragraphs 4.A–D above as detailed in the attached Exhibit F, which historic consumptive use amounts totaled 192.2 acre-feet. 9. ExxonMobil seeks the cumulative right to alternately divert and/or store 192.2 consumptive acre-feet of the water rights described in Paragraph 4.A–D above at the points of diversion of the direct flow and storage rights more particularly described in Paragraph 3 above during April through October of each year. 10. Names and addresses of owners of land on which structures are or will be located, upon which water is or will be stored, or upon which water is or will be placed to beneficial use: A. ExxonMobil. WHEREFORE, ExxonMobil requests that this Court enter a decree which: A. Approves ExxonMobil’s plan for augmentation and exchange described in Paragraphs 3 through 6; B. Approves ExxonMobil’s change of water rights described in Paragraphs 7 through 9; C. Finds that as a result of ExxonMobil’s plan for augmentation and exchange and change of water rights there will be no injury to any owner of or persons entitled to use water under a vested water right or decreed conditional water right; and D. Provides such other relief as may be appropriate and consistent with this pleading.

(24 pages + Exhibits).