

MEMORANDUM OF AGREEMENT

**BETWEEN THE BUREAU OF LAND MANAGEMENT, ELKO DISTRICT, WELLS FIELD
OFFICE**

AND THE

NEVADA STATE HISTORIC PRESERVATION OFFICER

**REGARDING THE MARYS RIVER OIL AND GAS EXPLORATION PROPOSED ACTION,
ELKO COUNTY, NEVADA.**

WHEREAS, the Bureau of Land Management (BLM) undertaking is the issuance of Area Permits to Drill (APDs) and Right-of-Ways (ROWs) for oil and gas exploration about four miles northwest of Wells, NV; and

WHEREAS, Noble Energy (Applicant) plans to explore for oil and gas in the Marys River project area. The Marys River Oil and Gas Exploration Proposed Action and Marys River Environmental Assessment, DOI-BLM-NV-E030-2013-0007-EA (Marys River EA), outlines proposed exploration activities that consist of drilling and completion, production, and reclamation of a maximum of 20 oil and gas wells selected from 33 potential well pad locations within an area administered by the Bureau of Land Management (BLM) Elko District, Wells Field Office, Elko, Nevada; and

WHEREAS, the BLM plans to issue permits for the Marys River Oil and Gas Exploration Project pursuant to the Mineral Leasing Act of 1920, as amended and supplemented, and FLPMA of 1976, 43 CFR 3150.0-3 and 43 CFR 3160.0.3, thereby making the Project an undertaking subject to review under Section 106 of the National Historic Preservation Act (NHPA), 16 U.S.C. § 470f, and its implementing regulations, 36 C.F.R. Part 800; and

WHEREAS, the BLM has defined the undertaking's area of potential effect (APE) as 41,940 acres which includes potential visual and auditory effects (See Map Attachment A); and

WHEREAS, the BLM has determined that the undertaking will have an adverse indirect visual effect on the California National Historic Trail (26EK5150) and on the Central and Southern Pacific Railroad grades (26EK9820), segments of these two historic properties are eligible for listing in the National Register of Historic Places, and has consulted with the Nevada State Historic Preservation Office (SHPO) pursuant to 36 C.F.R. part 800; and

WHEREAS, the BLM has invited the following tribes to consult on this undertaking: the Te-Moak Tribe of the Western Shoshone Indians of Nevada, The Battle Mountain Band, the Duckwater Shoshone Tribe, the Ely Shoshone Tribe, the Confederated Tribes of the Goshute Indian Reservation, the Yomba Shoshone Tribe, the Shoshone-Paiute Tribes of the Duck Valley Indian Reservation, the Elko Band Council, the South Fork Band Council, and the Wells Band

Memorandum of Agreement Regarding The Marys River Oil And Gas Exploration
Elko County, Nevada.

Council. The BLM received a letter from the Wells Band Council on April 23, 2014; and has met with the tribal council 5/12/2014 to address their concerns. The BLM met with the Te-Moak Tribe on 5/7/2014 to discuss this project; and

WHEREAS, The BLM has consulted with the National Park Service (NPS): National Trails Intermountain Region, and has invited them to sign this MOA as invited signatories and NPS has agreed to sign this MOA; and

WHEREAS, The BLM has sent letters to the following organizations on March 24, 2014: Oregon-California Trails Association (OCTA), Oregon-California Trails Association Nevada Chapter, Trails West, the Union Pacific Historical Society, the Southern Pacific Historical and Technical Society, and the Nevada Northern Railway Museum regarding the effects of the undertaking on historic properties. No correspondence was received from the interested parties; and

WHEREAS, The BLM has invited Applicant to sign this MOA as an invited signatory; and

WHEREAS, in accordance with 36 C.F.R. § 800.6(a)(1), the BLM has notified the Advisory Council on Historic Preservation (ACHP) of its adverse effect determination providing the specified documentation, and the ACHP has chosen not to participate in the consultation pursuant to 36 C.F.R. § 800.6(a)(1)(iii); and

NOW, THEREFORE, The BLM, the SHPO, and Applicant agree that the undertaking shall be implemented in accordance with the following stipulations in order to take into account the effect of the undertaking on historic properties.

STIPULATIONS

The BLM shall ensure that the following measures are carried out:

- I. Avoidance
 - A. BLM, in consultation with SHPO, shall insure that the Applicant and the undertaking avoids any direct effects to historic properties which have either been determined as eligible or is unevaluated for National Register of Historic Places.
 - B. All historic properties that will be affected indirectly, visually and/or audibly, then Applicant will comply with the applicable provisions in Stipulations II, III, IV, and V.

Memorandum of Agreement Regarding The Marys River Oil And Gas Exploration
Elko County, Nevada.

II. Effects to be minimized.

- A. Minimization techniques by design measures and mitigative measures A – G (Attachment B) are proscribed in multiple combinations to address the specific well pads for the adverse visual effects on the California National Historic Trail (CNHT) and the Central and Southern Pacific Railroad grade (CSPRR).
- B. At the completion of this project landscape reclamation will be implemented by Applicant in accord with the Reclamation Plan described in the Marys River EA. The reclamation will restore the land to a character similar to what existed prior to project disturbance. The reclamation will include landforms that have been restored to the same contour and similar vegetation that occurred prior to the project disturbance.

III. Offsite mitigation for indirect visual adverse effects on the CNHT.

- A. Mitigation for the indirect visual adverse effects on the CNHT from the selected action in the Marys River EA shall consist of remote sensing along a two (2) mile wide swath, extending a mile in each direction of the known or suspected whereabouts of the CNHT and its associated routes/cutoffs located within the Elko District. It is estimated that there are 300 miles of linear trail within this boundary.

BLM will utilize remote sensing to discover unidentified extant portions of the trail, to further define location and width of known trail segments, to provide data collection of that can be utilized in future planning documents (RMPs, EAs, and EISs) that will provide a higher level of protection for the CNHT, and to provide enhanced data to the NPS for eligibility determinations of the associated cutoffs/routes under the National Trails System Act.

Applicant will provide \$150,000 to a BLM account prior to undertaking any ground disturbing activities on the CNHT. The funds will be used by the BLM to mitigate for the indirect visual adverse effects from the proposed project on the CNHT. The BLM will hire a contractor to provide the remote sensing, post-processing and reporting which will be completed within 18 months of Applicant's initial ground disturbing activities. The results of the remote sensing will be provided to SHPO, NPS and, where the data are not deemed culturally sensitive, to Applicant.

IV. Offsite mitigation for indirect visual adverse effects on the CSPRR.

- A. BLM, in consultation with SHPO, has determined that the construction of the following pads: R-3M, R-9A, R-9G, R-14E, R-17A, R-17J, R-20G, R-20J, R-29L and associated roads will have an adverse effect on the CSPRR and will require

Memorandum of Agreement Regarding The Marys River Oil And Gas Exploration
Elko County, Nevada.

offsite mitigation. BLM, in consultation with SHPO, will create an informational kiosk near the former town site of Metropolis. This kiosk would highlight the CSPRR and its direct impacts on rural Nevada including this town site. The technical specifications of the informational kiosk that will serve as the mitigation measure will be submitted by the BLM to SHPO thirty (90) days prior to construction of the above mentioned pads/roads. BLM will complete this kiosk within 18 months of Applicant's ground disturbing activities.

- V. Monitoring project activities for adverse effects on the CNHT and CSPRR
 - A. BLM, or a qualified consultant hired by the Applicant, will annually monitor the Marys River project to ensure compliance with all mitigations and stipulations described within this MOA and the Mary's River EA. BLM shall submit the reports of this monitoring to SHPO for review and comment.

IV. DURATION

This MOA will expire if its stipulations are not carried out within twenty years (20) from the date of its execution. At such time, and prior to work continuing on the undertaking, the BLM shall either (a) execute a MOA pursuant to 36 C.F.R. § 800.6, or (b) request, take into account, and respond to the comments of the ACHP under 36 C.F.R. § 800.7. Prior to such time, the BLM may consult with all other signatories to reconsider the terms of the MOA and amend it in accordance with Stipulation VIII below. BLM shall notify all signatories as to the course of action it will pursue.

V. POST-REVIEW DISCOVERIES

If potential historic properties are discovered or unanticipated effects on historic properties found, the BLM shall implement the discovery plan included as Attachment C of this MOA.

VI. MONITORING AND REPORTING

Each year following the execution of this MOA until it expires or is terminated, the BLM shall provide all signatories to this MOA a summary report detailing work carried out pursuant to its terms. Such report shall include any scheduling changes proposed, any problems encountered, and any disputes and objections received in the BLM's efforts to carry out the terms of this MOA.

VII. DISPUTE RESOLUTION

Should any signatory to this MOA object at any time to any actions proposed or the manner in which the terms of this MOA are implemented, the BLM shall consult with such signatory to

Memorandum of Agreement Regarding The Marys River Oil And Gas Exploration
Elko County, Nevada.

resolve the objection. If the BLM determines that such objection cannot be resolved, the BLM will:

A. Forward all documentation relevant to the dispute, including the BLM's proposed resolution, to the ACHP. The ACHP shall provide the BLM with its advice on the resolution of the objection within thirty (30) days of receiving adequate documentation. Prior to reaching a final decision on the dispute, the BLM shall prepare a written response that takes into account any timely advice or comments regarding the dispute from the ACHP, signatories and concurring parties, and provide them with a copy of this written response. The BLM will then proceed according to its final decision.

B. If the ACHP does not provide its advice regarding the dispute within the thirty (30) day time period, the BLM may make a final decision on the dispute and proceed accordingly. Prior to reaching such a final decision, the BLM shall prepare a written response that takes into account any timely comments regarding the dispute from all signatories and concurring parties to the MOA, and provide them and the ACHP with a copy of such written response.

C. The BLM's responsibility to carry out all other actions subject to the terms of this MOA that are not the subject of the dispute remain unchanged.

VIII. AMENDMENTS

This MOA may be amended when such an amendment is agreed to in writing by all signatories. The amendment will be effective on the date a copy signed by all of the signatories is filed with the ACHP.

IX. TERMINATION

If any signatory to this MOA determines that its terms will not or cannot be carried out, that signatory shall immediately consult with the other signatories to attempt to develop an amendment per Stipulation VIII, above. If within thirty (30) days (or another time period agreed to by all signatories) an amendment cannot be reached, any signatory to this MOA may terminate the MOA upon written notification to all other signatories to this MOA.

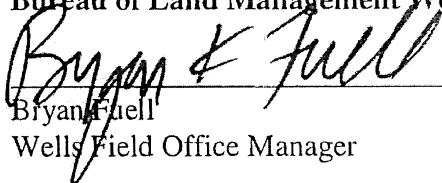
Once the MOA is terminated, and prior to work continuing on the undertaking, the BLM must either (a) execute an MOA pursuant to 36 CFR § 800.6, or (b) request, take into account, and respond to the comments of the ACHP under 36 CFR § 800.7. The BLM shall notify all signatories to the MOA as to the course of action it will pursue.

Memorandum of Agreement Regarding The Marys River Oil And Gas Exploration
Elko County, Nevada.

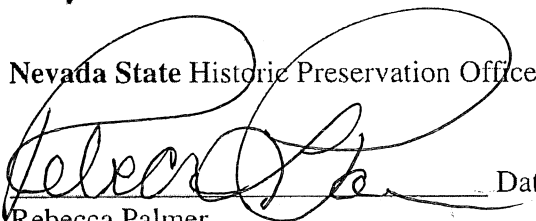
EXECUTION of this MOA by the BLM and the SHPO and implementation of its terms evidence that the BLM has taken into account the effects of this undertaking on historic properties and afforded the ACHP an opportunity to comment.

SIGNATORIES:

Bureau of Land Management Wells Field Office

 _____ Date 6/2/14
Bryan Fuell
Wells Field Office Manager

Nevada State Historic Preservation Officer

 _____ Date 6/2/14
Rebecca Palmer
Nevada State Historic Preservation Officer

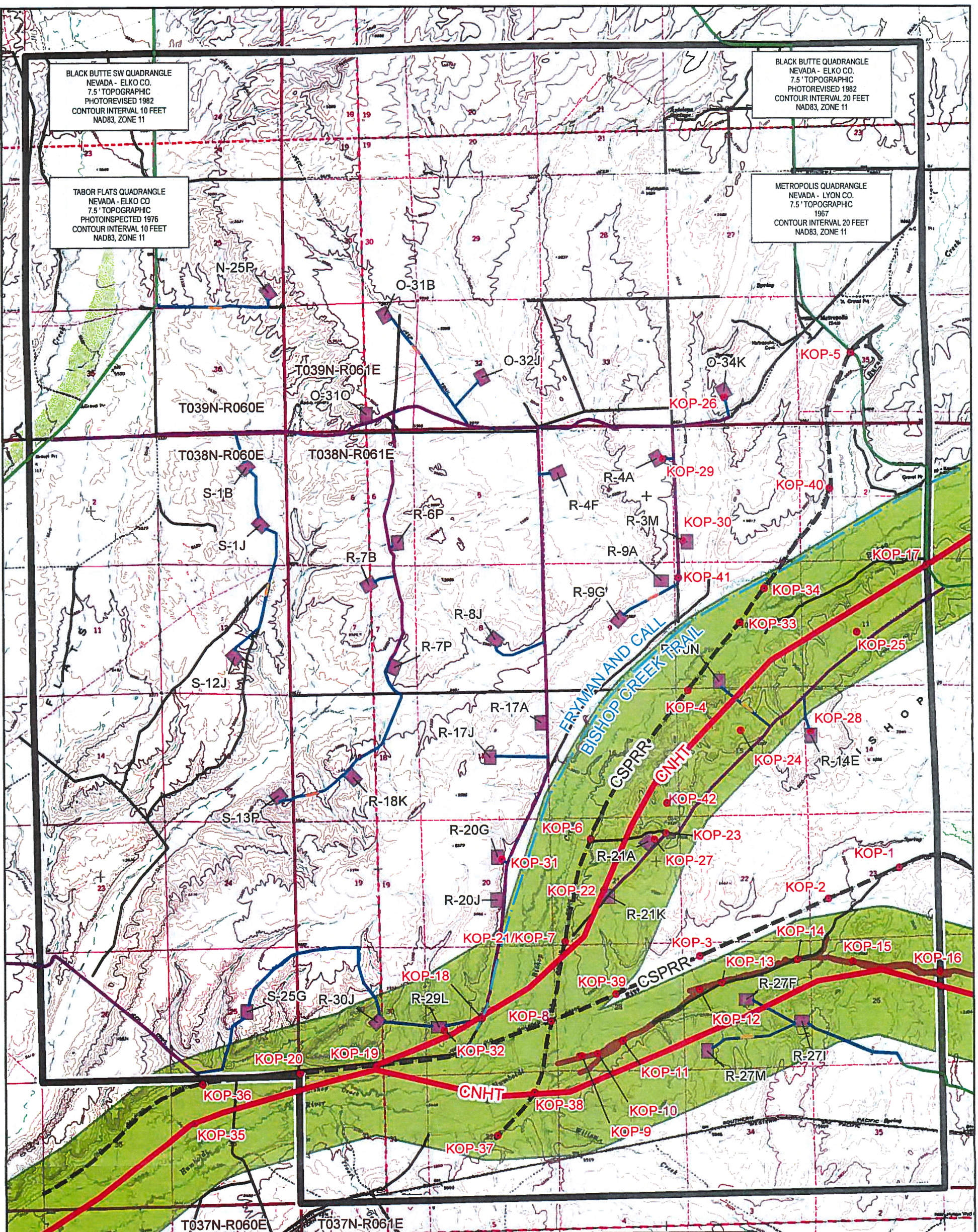
INVITED SIGNATORIES:

Noble Energy, Inc.

_____ Date
Kevin Vorhaben, Rockies/Frontier Business Unit Manager

National Park Service- Western Region

_____ Date
Aaron Mahr, Superintendent



BLACK BUTTE SW QUADRANGLE
NEVADA - ELKO CO.
7.5' TOPOGRAPHIC
PHOTOREVISED 1982
CONTOUR INTERVAL 10 FEET
NAD83, ZONE 11

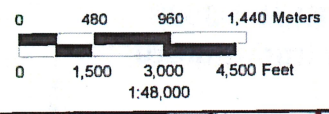
BLACK BUTTE QUADRANGLE
NEVADA - ELKO CO.
7.5' TOPOGRAPHIC
PHOTOREVISED 1982
CONTOUR INTERVAL 20 FEET
NAD83, ZONE 11

TABOR FLATS QUADRANGLE
NEVADA - ELKO CO.
7.5' TOPOGRAPHIC
PHOTOINSPECTED 1976
CONTOUR INTERVAL 10 FEET
NAD83, ZONE 11

METROPOLIS QUADRANGLE
NEVADA - LYON CO.
7.5' TOPOGRAPHIC
1967
CONTOUR INTERVAL 20 FEET
NAD83, ZONE 11

NOBLE ENERGY MARYS RIVER OIL AND GAS EXPLORATION PROJECT PROJECT AREA

- | | | |
|---|----------------------------|--------------------------------------|
| PROJECT AREA; 39,445 ACRES | Existing Needs Improvement | Other Existing Roads, No Improvement |
| CNHT, BISHOP CREEK TRAIL; FRYMAN AND CALL | Existing No Improvement | WELL PADS |
| CONGRESSIONALLY DESIGNATED ROUTE, CNHT | New | CNHT TRAIL ANALYSIS CORRIDOR |
| CNHT - EXTANT SECTIONS | Turnout | USGS QUADRANGLE |
| CSPRR, ELIGIBLE | | TOWNSHIP-RANGE |



This attachment contains information that may be exempt from
Freedom of Information Act requests.

Please consult the appropriate federal agency to obtain this information.