



January 27, 2021

Via UPS and Electronically (uintabasinrailwayeis.com)

Joshua Wayland, PhD
 Surface Transportation Board
 c/o ICF
 9300 Lee Highway
 Fairfax, VA 22031
 Attention: Environmental filing, Docket No. FD 36284

RE: Comments on Uinta Basin Railway Draft EIS
 Indian Canyon and Whitmore Park Routes

Dear Mr. Wayland:

This letter will serve as Berry Petroleum Company, LLC's ("Berry") formal comment letter on the draft EIS for the Uinta Basin Railway Project (the "Project"), specifically as it concerns the proposed Indian Canyon and Whitmore Park Routes. Berry is an independent publicly traded energy company engaged in the acquisition, exploration, development and production of domestic oil and natural gas reserves primarily located in the San Joaquin Basin in California, the Uinta Basin in Utah and the Piceance Basin in Colorado. Berry currently has a substantial oil and gas footprint in the Uinta Basin with over 90,000 net acres and core operations in the Lake Canyon, Brundage Canyon and Sowers Canyon Fields.

The Indian Canyon Route and the Whitmore Park Route are one and the same as they traverse through Berry's Lake Canyon Field operations and through the Left Fork of Indian Canyon and may hereinafter be referred to as the "Routes". As stated in our August 2, 2019 comment letter, Berry has existing oil and gas development operations as well as future planned exploration and development activities on existing leases that would be adversely impacted by the Routes. Of particular concern to Berry is the failure of the draft EIS to adequately consider oil and gas operations as an existing land use within the footprint of the proposed Routes. Additionally, the draft EIS does not accurately consider Berry's oil and gas wells, well pads and associated access roads, natural gas gathering lines, and associated infrastructure that are located within the footprint of the Routes. The following contains some examples:

- Figure 3.8-1, an area-wide map of Oil and Gas Pipelines, Transmission Lines, and Oil and Gas Wells does not depict or identify any of Berry's oil and gas wells, nor Berry's related infrastructure. The omission of Berry's wells, its above and below ground pipelines, and related infrastructure from the draft EIS appears to be the result of the Office of Environmental Analysis ("OEA") using high-level GIS data that does not accurately reflect the Routes' impacts on the ground. *See* data sources in Section

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3.8.1.2. This means that the draft EIS did not accurately assess the Routes' potential impacts on existing energy infrastructure. *See* Section 3.8.1.3.

- Berry owns and operates over 20 active oil and gas wells and has 3 permits to drill within the footprint of the Routes.
- Table 3.8-2, a list of oil and gas wells in the study area by lease ownership, does not account for all of Berry's wells, because it only lists 4 total wells for the Indian Canyon Alternative and 2 total wells for the Whitmore Park Alternative.
- Table 3.11-3, a list of the number of existing oil and gas leases in the study area and the acreage covered by such leases, does not appear to account for any of Berry's existing oil and gas leases, because it only lists 2 leases for the Indian Canyon Alternative and 1 lease for the Whitmore Park Alternative.
 - Berry currently has a total of 79 existing oil and gas leases covering approximately 5,114 acres within the footprint of and traversed by the Routes, with 69 fee (private) leases covering approximately 1,517 acres, 7 Tribal leases covering approximately 3,560 acres, and 3 State leases covering approximately 37 acres.

The draft EIS also does not sufficiently identify the adverse impacts to Berry's oil and gas operations, because the impacts to Energy noted in Table S-1 of S.5 – Summary of Impacts only shows 4 oil and gas wells adversely impacted by the Indian Canyon Route and only 2 oil and gas wells adversely impacted by the Whitmore Park Route. As indicated above, Berry has identified a minimum of 22 existing oil and gas wells and 3 permits to drill on existing well pads that would be adversely impacted by the Routes. Moreover, there are access roads to well pads that would be cut across by the Routes, including the access road to its Davis Hollow Compression Site where oil and produced water is trucked at all hours every day. Berry also has several gas gathering pipelines, both above and below ground, which would be adversely impacted by the Routes, including affecting access to those pipelines. Specifically, Berry's 12" trunk line, which gathers all of its Lake Canyon produced natural gas at the Davis Hollow Compression Site, would be cut across by the Routes which would potentially impact production from approximately 141 Lake Canyon oil and gas wells. Reference Attachments 1-3 for overview maps depicting the general location of Berry's well pads, approved APDs, pipelines, access roads, and the Davis Hollow Compression Site in relation to the Routes. Attachments 4-5 depict examples through a close-up aerial view of the Routes (50 feet on each side of centerline) as they cut across certain of Berry's access roads, pipelines and immediately abutting certain of Berry's well pads.

An additional concern of Berry is S.4.2 – Minor Impacts: Energy, which states that active oil and gas wells within the railway will be permanently abandoned and 4.4.7 – Mitigation: Energy (ENGY-MM-2), which contains a similar statement. The final EIS should contemplate close coordination with operators of oil and gas wells to mitigate impacts to operations, and to the greatest extent possible, design a route that avoids having to permanently abandon oil and gas wells. Conversely, 4.4.9 – Mitigation: Land Use and Recreation (LUR-MM-1) contemplates consultation with the Ute Indian Tribe during the final engineering and design phase of the proposed rail line and prior to undertaking any project-related construction to ensure that construction and operation of the proposed rail line would not significantly impact land under the Tribe's jurisdiction. Berry requests that a similar mitigation measure be added to the final EIS that includes consultation with oil and gas operators within the Routes.

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As stated in our August 2, 2019 comment letter, Berry acknowledges current marketing constraints on Uinta Basin crude oil and the need to expand takeaway capacity by creating access to the Gulf Coast refineries and is supportive of the Project in concept. However, the Routes, as currently proposed, would be detrimental to Berry's existing and future planned operations in the Lake Canyon Field and hinder its ability to safely continue production and development in the area. Additionally, the re-routing and replacement of existing access roads, pipelines, well pads, or other oil and gas facilities could result in both direct and indirect environmental impacts. To that end, the Project leads will need to coordinate with Berry to mitigate avoidable adverse impacts to Berry's operations and ensure the final route is designed to create the least amount of adverse impacts to both Berry's operations and the surrounding environment as is practical. In summary, the following mitigative measures should be considered in final EIS:

1. Design of a route that would not encroach upon or affect Berry's existing well pads, facilities and access, and would not require additional construction for re-routing of roads, lines, and other facilities.
2. Review and disclosure of any setbacks, buffers or clear zones caused by the Project and which may affect Berry's operations.
3. Road crossings and potential re-routing to accommodate safe all-weather truck traffic of all kinds including cranes, workover rigs and drilling rigs to Berry's well pads and the Davis Hollow Compression Site.
4. Pipeline crossings and necessary access for Berry's existing pipelines in the area.
5. A route that would not prevent Berry from constructing future well pads and associated access roads.
6. Pre-approval to install pipelines under and through the railroad right-of-way as needed with minimal limitations, and no bonding or extensive engineering to accommodate future oil and gas wells.

In conclusion, Berry requests for the final EIS to confirm consultation and close coordination with oil and gas operators during the final engineering and design phase of the proposed rail line and prior to undertaking any project-related construction and incorporation of the above-listed mitigation measures, to avoid and/or mitigate damages to Berry's assets to the greatest extent possible.

Thank you for the opportunity to provide comments on the draft EIS. Berry looks forward to working with the Project team to address Berry's concerns outlined in this letter. Should you have any questions or would like to discuss, please do not hesitate to call me at (214) 453-2925 or email me at sburke@bry.com.

Regards,


 Stephen T. Burke
 Director, Land

cc: Drexel Hamilton Infrastructure Partners, LP
 Rio Grande Pacific Corporation

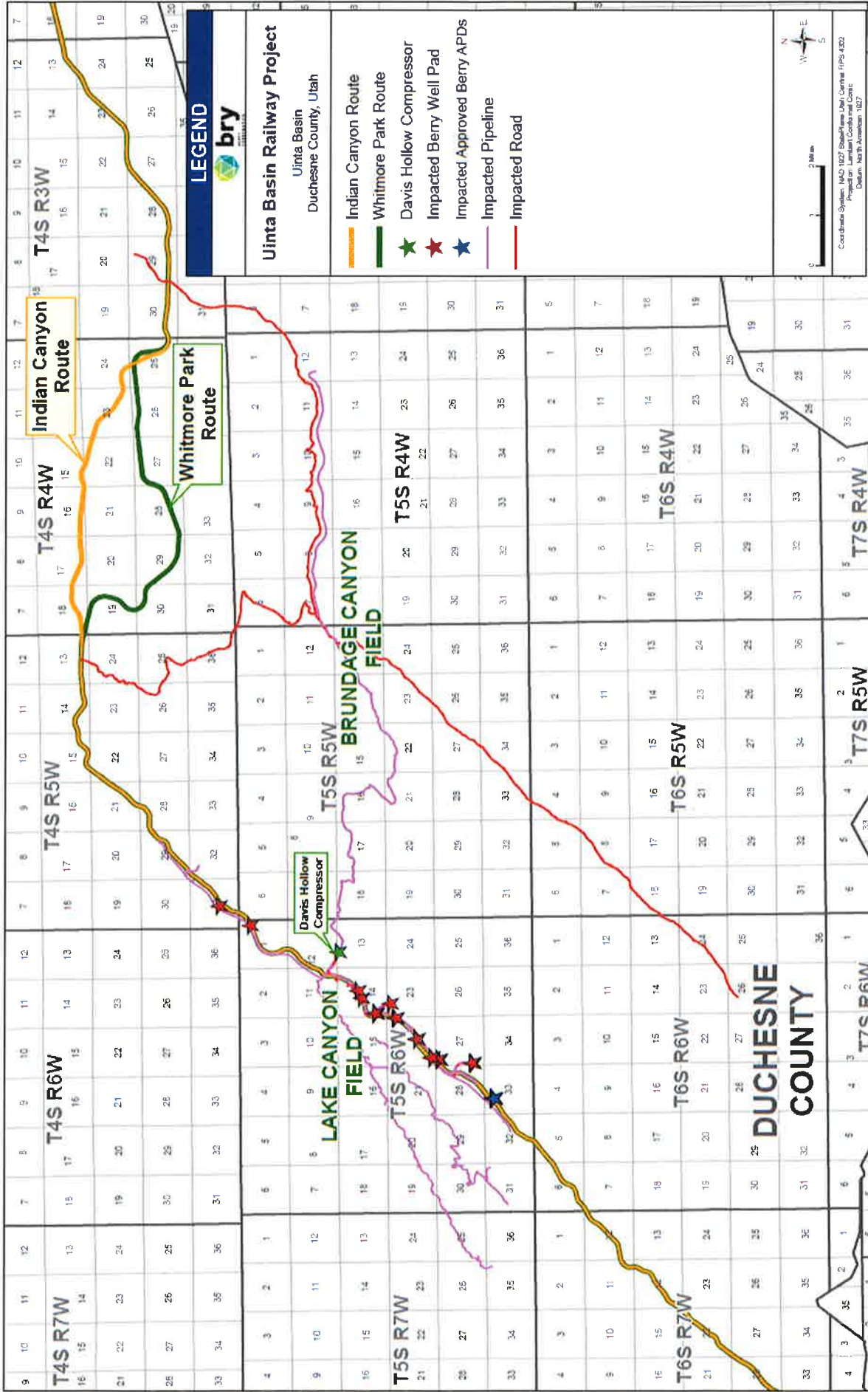
Enclosures

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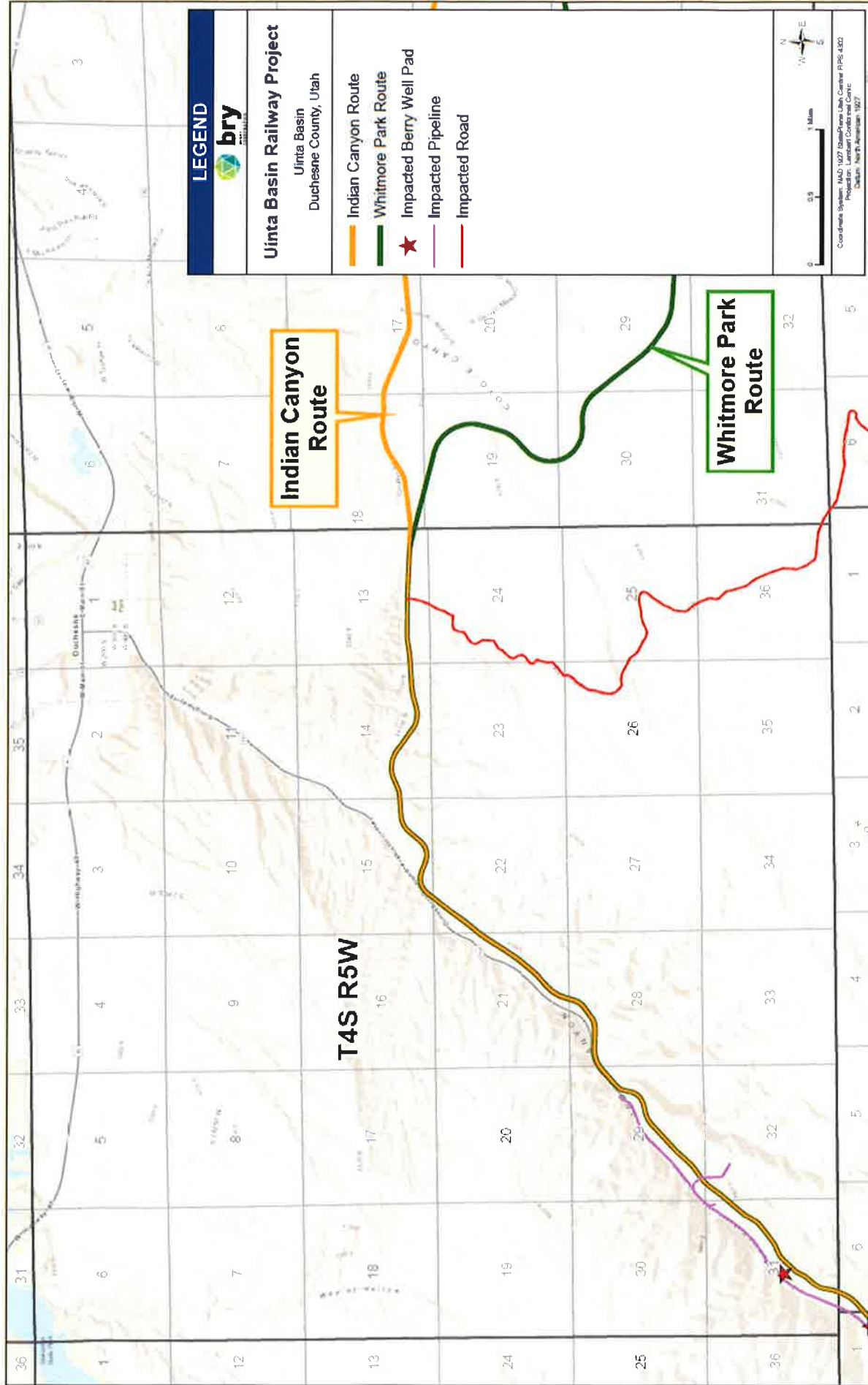
ATTACHMENT 1



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ATTACHMENT 2



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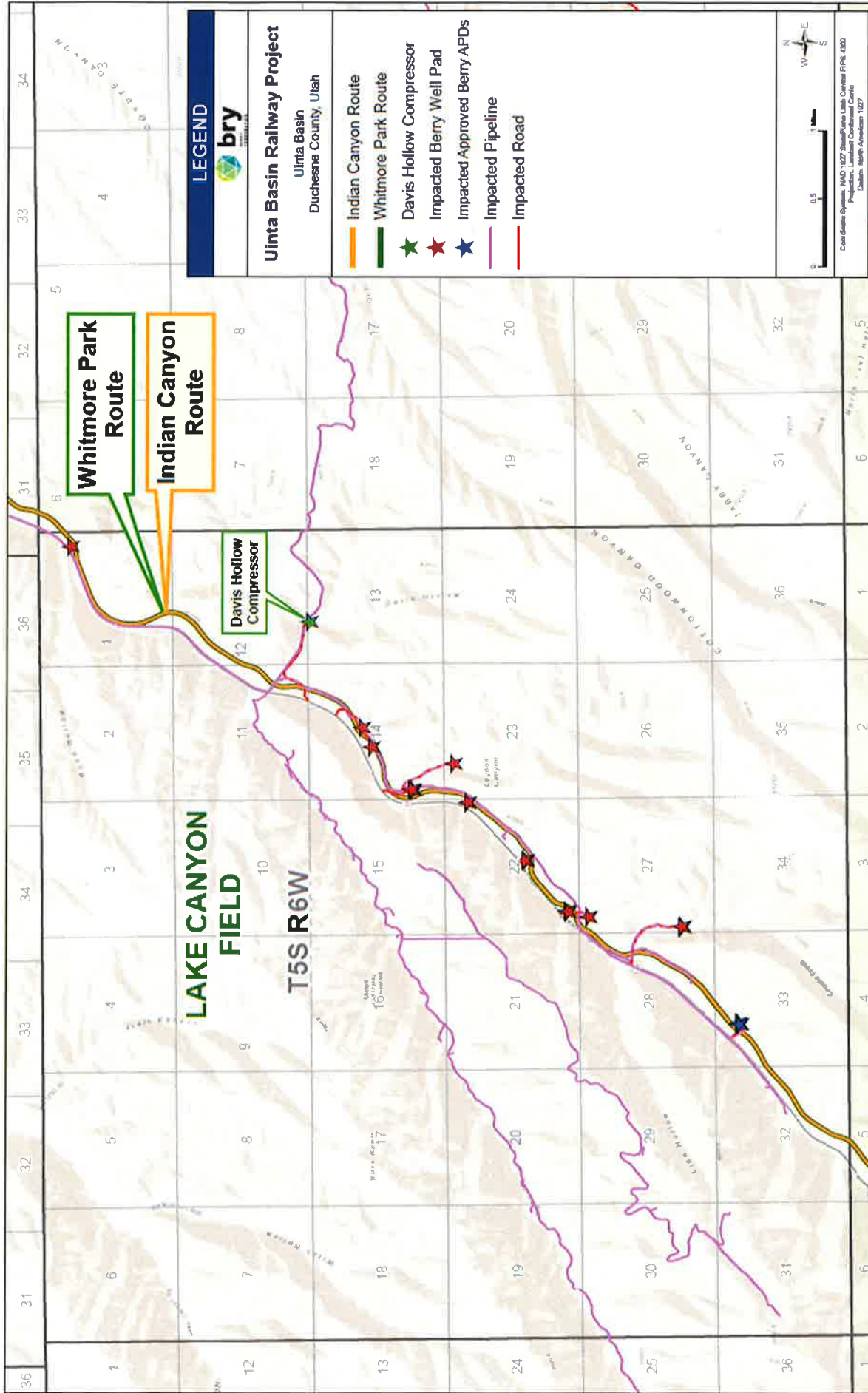
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