ConocoPhillips

EXHIBIT - 3

Niobrara

Air Quality Plan

Contents

1. Purpose

The purpose of this plan is to provide the necessary information for meeting Air Quality requirements as required by the Oil and Gas Operator Agreement between ConocoPhillips Company (COPC), a Delaware corporation, and its subsidiaries, and Burlington Resources Oil & Gas Company LP, a Delaware limited partnership, and the City of Aurora, Colorado, a municipal corporation. Air quality management is an integral component of the Best Management Practices in order to minimize degradation to air quality.

ConocoPhillips Company has a proud history of environmental awareness and sustainable development in the State of Colorado. COPC seeks to be to the preferred oil and gas exploration and production company in every community in which we operate. One of the many ways to achieve this is to minimize our impact on the environment.

2. Scope

This Air Quality Plan details the requirements related to air quality management for the Niobrara Operations that are required to satisfy Federal, State, and Local regulations. More specifically, the Air Quality Plan includes detailed monitoring requirements which describes the use of real-time air monitoring data to demonstrate that COPC activities are not adversely affecting the citizens and environment of the City of Aurora, Colorado. During Pre-Construction, Drilling and Completion phases, COPC will conduct sampling using a continuous emission monitoring system that detects Volatile Organic Compounds (VOC) including BTEX and Particulate Matter. For the Production Facility, COPC will conduct sampling using a continuous emission monitoring system that detects Volatile Organic Compounds (VOC) including BTEX.

The overall focus of the Air Quality Plan is to document the requirements to minimize degradation to air quality through elimination, capture, or minimization of potential emissions and protection of exposures during certain activities.

3. Objectives

The following objectives are applied to the management of air quality:

- Compliance with the Oil and Gas Operator Agreement, Best Management Practices, and relevant regulations and requirements for the management of air emissions.
- Provide an early indication of potential issues that can be managed prior to a non-conformance.
- Provide guidance on the monitoring and reporting requirements including assignment of responsibilities.

4. Responsibilities

4.1. Asset Leadership

- Reinforce adherence to the Oil and Gas Operator Agreement, Best Management Practices, and relevant regulations.
- Provide resources for effective implementation of this Air Quality Plan.
- Monitor compliance with the Air Quality Plan through periodic reviews.

4.2. Line Supervision

- Ensure compliance with and promote implementation of the Air Quality Plan.
- Provide resources for effective implementation of the Air Quality Plan.
- Ensure compliance with federal, state, and local laws and regulations and with company standards
- Ensure training is provided such that employees have the skills, knowledge, and understanding of the Oil and Gas Operator Agreement, Best Management Practices, and relevant regulations.

4.3. Health, Safety, and Environmental

- Provide advice, support, technical resources, and tools related to the Air Quality Plan.
- Overall responsibility for coordination of environmental matters associated with facility air emissions.
- Submission of required regulatory reports.
- Manage Incident and non-conformance reporting.
- Review and report on pertinent matters arising from air quality monitoring specialist reports
- Ensure the Air Quality Plan is audited on a regular basis.

4.4. Niobrara Employees and Contract Designees

- Adhere to this Air Quality Plan.
- Monitor the performance of the facility equipment.
- Notification to Operations/Maintenance Superintendents and Environmental staff of any potential non-conformances.
- Provide relevant resources to enable completion of air emissions monitoring.

4.5. Contractors and Third-Party Emissions Monitoring Company

- Adhere to this Air Quality Plan.
- Perform air emissions monitoring in accordance with this Plan.

5. Process

5.1. Overview

ConocoPhillips Company is committed to ensuring that environmental impacts from emissions on air quality are to be minimized and managed from our operations. As an operator in Colorado, COPC is required to comply with its obligations under the EPA, State of Colorado, and City of Aurora. These obligations include:

- Applying the relevant regulatory requirements to monitor the environmental performance of COPC facilities.
- Reporting on environmental compliance as required by this Plan.
- COPC must also comply with its own corporate requirements related to air quality.

5.2. Legal Requirements

The Federal Clean Air Act governs nationwide air quality, including key regulations that govern emissions from individual sources:

- Prevention of Significant Deterioration
- Nonattainment provisions

- New Source Performance Standards
- National Emission Standards for Hazardous Air Pollutants

The State of Colorado, CDPHE, promulgated new requirements for leak detection utilizing optical gas imaging (OGI) in 2014. Two programs were created, one for leak detection and repair (LDAR) of fugitive emissions from components (Valves, fittings, flanges,) and another program that focuses on storage tanks and associated equipment (STEM.) In 2017 CDPHE revised Regulation 7 to add an Enhanced Inspection and Repair program for pneumatic controllers to identify and reduce emissions.

All Niobrara operations must ensure that processes and procedures are developed and implemented to ensure that all legislative requirements related air quality are complied with.

6. Best Management Practices

This section describes the Best Management Practices for ConocoPhillips Company Niobrara operations related to:

- Minimization of Emissions
- Leak Detection and Repair
- Ambient Air Sampling
- Ozone Air Quality Action Days
- Compliance
- Reduced Emissions Completions
- Combustion Devices

6.1. Minimization of Emissions

To protect air quality, the following will be required:

- Use of electric equipment and electric line power, for the Drilling Phase, starting June 1, 2020 if using electric line power is technically and economically feasible; the Well Site is along Monaghan Road or west of Monaghan Road; and sufficient electrical capacity and infrastructure exists to power a rig at the Well Site 6 months prior to drilling. Diesel engines are permitted onsite for use in the event of intermittent electric supply or other emergency.
- Use of electric line power, for the Production Phase, to power permanent production equipment on Well Sites, such as motors and pump jacks, in order to mitigate noise and to reduce emissions. Other appropriate means to power equipment may be used until electrical infrastructure becomes available. Reasonable efforts must be used to expedite use of electrical line power. Electric line power to power compressors is not required.
- Use of Tier 2 hydraulic fracturing pumps. Use of Tier 4 fracturing pumps is required if they become technically and economically feasible and commercially available.
- Use of no-bleed continuous and intermittent pneumatic devices that do not bleed natural gas to the atmosphere. This requirement can be met by replacing natural gas with electricity or instrument air or routing the discharge emissions to a closed loop-system or process.
- Any combustion device, auto ignition system, recorder, vapor recovery device or other equipment used to meet the hydrocarbon destruction or control efficiency requirement shall be installed, calibrated, operated, and maintained in accordance with the manufacturer's recommendations, instructions, and operating manuals.
- Year-round compliance with the odor standards pursuant to COGCC and CDPHE regulations.
- Reduction of emissions from gas pipeline maintenance activities such as pigging or blowdowns. For planned maintenance activities involving the intentional venting of gas from a well tank,

compressor or pipeline, provide forty-eight (48) hour advance written notice to the City of such proposed venting. Such notice shall identify the duration and nature of the venting event, a description as to why venting is necessary, a description of what vapors will likely be vented, what steps will be taken to limit the duration of venting, and what steps will be taken to minimize similar events in the future. If emergency venting is required, or if accidental venting occurs, provide such notice to the City of such event as soon as, but in no event longer than 24 hours from, the time of the event, with the information listed above and with an explanation as to the cause and how the event will be avoided in the future.

- Use of telemetric control and monitoring systems to detect when pilot lights on control devices are extinguished.
- Exhaust from all engines, motors, coolers, and all other equipment must be vented up.
- Operator agrees to continue participation in the CDPHE Environmental Leadership Program or other voluntary programs to encourage innovation in pollution control at well sites.
- Any permanent production tanks utilized during the Production Phase must be connected to a combustion device with 95% or better of total volatile organic compounds (VOC) destruction, provided that sufficient onsite gas is available to fuel a combustor if used or if alternative technology is available.

6.2. Leak Detection and Repair

Fugitive Emissions Management is essential to minimize fugitive emissions to prevent losses of hydrocarbons vapors at operating facilities. The control of fugitive emissions is a matter of minimizing the potential for large leaks and providing early detection and repair.

For the purpose of this plan, a leak is defined as an unintended emission, visible with an IR camera, and not associated with normal equipment operation.

Fugitive Emissions Management for Niobrara Operations has three main components including operational practices and procedures and the leak detection program required by the Best Management Practices.

1. Informal leak detection during normal operations - "leak-detection" takes place any time operational staff visit a site with a personal gas detection monitor.

2. CDPHE Air Permit compliance – As a component of CDPHE air permit compliance, Operations staff conduct weekly field inspections which include inspection of emission control equipment, i.e., flares, combustors, tanks, and truck loading equipment, to ensure proper operation and audio, visual, olfactory (AVO) or “look, listen, and smell” inspections to detect potential emissions.

3. The third component is a formal leak detection program which is carried out in accordance with State and Federal requirements for both Colorado (CDPHE) and EPA and the City of Aurora Best Management Practices as outlined:

COPC shall develop and maintain an acceptable leak detection and repair (“LDAR”) program as required by CDPHE using modern leak detection technologies such as infra-red cameras for equipment used on the Well Sites, as follows:

- For the five (5) year period beginning with the start of the Production Phase for each New Well, COPC shall conduct IR camera monitoring of all equipment at the respective Well Site based on the following minimum frequency:
    - Year 1 – Monthly

  - Year 2 – Quarterly
  - Year 3-5 – Semi-annually
- After the initial five (5) year period, Operator will conduct semi-annual IR camera monitoring until all wells on the Well Site are plugged and abandoned. The first inspection will occur within 30 days of the facility commencing production. Records of all leaks found, date the leaks were repaired, and the date the location is re-screened to verify that the leak has been repaired will be maintained.
- LDAR records must be maintained for five years and must be made available to the City upon request. Except when an emergency circumstance would necessitate an immediate repair, leaks must be repaired as quickly as practicable. If more than 5 days repair time is needed after a leak is discovered, an explanation of why more time is required must be submitted to the City. At least once per year, the City shall be notified five (5) business days prior to an LDAR inspection of its facilities to provide the City the opportunity to observe the inspection.

6.3. Ambient Air Sampling

Starting January 1, 2020, the COPC shall conduct, as approved by the City, specific ambient air quality testing following these specific practices and procedures:

- Pre-Construction or pre-drilling baseline air quality testing – COPC shall conduct air sampling for a period of 5 days prior to any construction activities for any new Well Sites or prior to drilling additional wells on any Well Sites already constructed as of the Effective Date. COPC shall conduct baseline sampling using a continuous monitoring system that detects VOCs including BTEX. COPC shall also conduct continuous monitoring for particulate matter.

- Drilling Phase – COPC shall conduct drilling rig sampling using a continuous monitoring system that detects VOCs including BTEX during the Drilling Phase at each Well Site. COPC shall also conduct continuous monitoring for particulate matter.

- Completion Phase - COPC shall conduct completion sampling using a continuous monitoring system that detects VOCs including BTEX during the Completion Phase and flowback at each Well Site. COPC shall also conduct continuous monitoring for particulate matter.

- Production Facility – Within 30 days of initial production of a New Well at a Well Site, COPC shall place on-site monitors capable of continuous sampling and detecting VOCs including BTEX in the parts per billion range, either automatically or manually.

- The continuous monitoring system will have the ability to automatically trigger the collection of a summa canister or other technology capable of detecting VOCs including BTEX in the ppb range.

- Meteorological sensors on location will also record wind, temperature, humidity and pressure date to take into account seasonal and operational variations to help separate ambient background from local pad impacts.

- Continuous monitors will be capable of capturing and providing real-time data to the City of any monitored elevated spikes in methane or VOC levels, upon request.

- City shall have full access and use of the collected data during any phase. In addition, the City may require the Operator to use a third party to conduct additional air monitoring and analysis as needed in response to emergency events such as spill, process upsets, or accidental releases.

- COPC may evaluate other technologies throughout the life of the wells and may use other technologies if they are as effective in detecting target compounds.

- Air Modelling Study – As required by the Operating Agreement, COPC shall contribute its proportionate share of collateral in a form of bond to the City for use in a dispersion model up to $25,000.00. Operator shall post the bond ten days following execution of this Agreement by both parties.

- Optional City Program - If the City elects to take ownership of the ambient air monitoring program, COPC may discontinue the program described in this Section, and the Operator shall contribute its proportionate share of collateral in the form of a bond to the City for use in sampling and monitoring. COPC shall pay $10,000 for every Well Site with a New Well drilled after the City elects to initiate the City Program and a yearly contribution which will be negotiated, but not to exceed $100,000.

- In conjunction with the City Program, COPC shall conduct baseline air quality testing within 500' of a Well Site with a New Well drilled after the City elects to initiate the City Program. Testing must be performed by a consultant approved by the City and paid for by the Operator.

- As part of the City Program, the City may require COPC to use a third party to conduct additional air monitoring and analysis as needed in response to emergency events such as spill, process upsets, or accidental releases.

6.4. Ozone Air Quality Action Days

COPC shall respond to Air Quality Action Day advisories posted by the Colorado Department of Public Health and Environment for the Front Range Area by implementing their suggested air emission reduction measures as feasible. Emission reduction measures will be implemented for the duration of an Ozone Air Quality Action Day advisory and may include measures such as:

- Minimize vehicle and engine idling
- Reduce truck traffic and worker traffic
- Delay vehicle refuelling
- Postpone construction activities to the maximum extent practicable.

Within 30 days following the conclusion of each annual Ozone Air Quality Action Day season, Operator shall submit a report to the City that details which measures it implemented during any Action Day advisories.

6.5. Compliance

COPC shall submit quarterly reports to the City of Aurora certifying:

- Compliance with these air quality requirements and documenting any periods of material non-compliance, including the date and duration of each such deviation and a compliance plan and schedule to achieve compliance,

- That the equipment at the Well Sites continues to operate within its design parameters, and if not, what steps will be taken to modify the equipment to enable the equipment to operate within its design parameters.

- The quarterly report must contain a certification as to the truth, accuracy and completeness of the reports, signed by a Responsible Official, as defined by CDPHE. The Operator shall also provide the City with a copy of any self-reporting submissions that the Operator provides to the CDPHE due to any incidence of non-compliance with any CDPHE air quality rules or regulations at the Well Sites.

6.6. Reduced Emissions Completions

COPC shall comply with EPA Reduced Emission Completion rules for oil and gas wells.

6.7. Combustion Devices

To the extent flares, thermal oxidizers, or combustion devices are utilized, all such flares shall be designed and operated as follows:

- A combustion device must be available at each Well Site during the entire Production Phase for maintenance or emergencies only.
- The combustion device must be fired with natural gas and designed to operate with a 98% or higher hydrocarbon destruction efficiency.
- The combustion device must be designed and operated in a manner that will ensure no visible emissions during normal operation. Visible emissions means observations of smoke for any period or periods of duration greater than or equal to one minute in any 15-minute period during normal operation, pursuant to EPA Method 22. Visible emissions do not include radiant energy or water vapor.
- The combustion device must be operated with a flame present at all times when emissions may be vented to it, or other mechanism that does not allow uncontrolled emissions.
- All combustion devices must be equipped with an auto-igniter unless manned while in use.

7. Data Management and Response to Alerts

Air Monitors are equipped with a modem that provides a cellular connection. The modem will transmit data to COPC and displayed on a dashboard where alerts can be sent if pollutant concentrations exceed the alert level.

All alarms and or alerts received, or notification received by the City of Aurora, will be considered a “critical alarm” managed 24/7 in our COPC call out center. In the rare event that an alert is received, and it is identified to be an emergency situation, the well would be remotely shut-in. Otherwise upon receipt of an alarm, alert or notification, COPC field operations personnel would respond to the location within 1 hour to investigate to identify the cause for the alert.

If the investigation determines that the alert was caused by a non-COPC activity, a record of the findings will be entered in the operating log. Should the alert be caused by a COPC activity, COPC personnel and/or its contractors will follow their existing procedures to eliminate and/or mitigate the source of the validated alert. In the unlikely event that the event may impact the community, COPC will follow its established Emergency Response procedures. Written response to the notification and/or alert will be provided to the City regarding status and/or resolution will be provided within 24 hours.

8. Compliance Assurance

As required by COPC Lower 48 Compliance Assurance Manual, Environmental staff will develop action plans with tasks and applicable dates to implement the Operator Agreement and Best Management Practices. The requirements will be communicated to impacted personnel supporting the Niobrara operations.

Requirements of the Operator Agreement and Best Management Practices will be incorporated into compliance plans. A list of tasks and/or roles and responsibilities will also be developed to ensure compliance with obligations. Personnel responsible for completing tasks will be made aware of their responsibilities and be trained appropriately. Defined tasks will be incorporated into Niobrara processes such as SAP. To ensure timely compliance of requirements and tasks, periodic reviews will be conducted to assess compliance status associated with these compliance activities.

9. References

- Oil and Gas Operator Agreement
- Best Management Practices