

RECORD OF PROCEEDINGS

April 16, 2012

The Oil and Gas Conservation Commission (“COGCC”) met on April 16, 2012, at the COGCC Office, 1120 Lincoln Street, Suite 801, Denver, Colorado.

Roll Call of Commissioners:

Present:

Tom Compton	Chairman
Richard D. Alward	Commissioner
Deann Craig	Commissioner
Tommy Holton	Commissioner
Andrew Spielman	Commissioner
Chris Urbina	Commissioner
Thom Kerr	Acting Director
Jake Matter	Assistant Attorney General
Peter Gowen	Acting Hearings Manager

Absent:

Perry Pearce	Vice-Chairman
Mike King	Commissioner
John Benton	Commissioner

Approval of Proceedings:

Commissioner Alward moved for the approval of the minutes of the March 5, 2012 meeting. The motion was seconded by Commissioner Craig, and approved unanimously.

DNR Executive Director’s Report:

Executive Director King was unable to attend the hearing due to other duties responding to the Lower North Fork Fire.

Commissioner Holton reported on Governor Hickenlooper’s Task Force on Cooperative Strategies Regarding State and Local Regulation of Oil and Gas Development. He served on this Task Force along with Commissioner Spielman, and Executive Director, Mike King. A formal report to the Commission will be issued soon. Comments on the Task Force included:

- Commissioner Holton commented by extending and strengthening the Local Government Designee (LGD) process, stakeholders will be able to see how the program works before considering new rules or regulations. Weld County is a good example where LGD involvement has been strengthened at the city level.
- Commissioner Spielman commented that additional training and resources will strengthen the LGD program.
- Acting Director Kerr commented that under the Inter-Governmental Agreement (IGA) with Gunnison County, a County Inspector will be trained by the COGCC, and will provide additional inspection capability for oil and gas operations in Gunnison County.
- Commissioner Craig added that a more inclusive process will enable the sharing of more information and data with counties.

Director’s Report:

Acting Director Kerr highlighted the following from the written Staff Report (available on the web page):

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- Northwest Colorado Oil and Gas Forum: The next meeting of the Northwest Colorado Oil and Gas Forum is scheduled for June 1, 2012, at 10:00 am. The venue will be announced through a release of the agenda for the June meeting.
- Project Rulison: A third-party independent review of verified that no radioactive material associated with the Project Rulison nuclear test was found in samples. The report can be found in the COGCC Library under the Project Rulison Area.
- Project Rio Blanco: Plugging and Abandonment of WPX Energy's Government 398-10-1 Well occurred in February, and was witnessed by COGCC Field Inspection Staff and an independent consultant. All observed sampling activities conformed to the RBSAP and no adverse findings or observations were made.
- Garfield County Greenprint for Conservation and Economic Opportunity: COGCC Staff participated in a meeting of the technical advisory team on water quality supporting a "greenprint" project for Garfield County, a conservation plan for county-wide open space.
- Gas and Oil Regulatory Team (GORT) Meeting: The next GORT/Southwest Colorado Oil and Gas Stakeholders meeting is scheduled for April 19, 2012, at the La Plata County Fairgrounds in Durango, Colorado.
- Fruitland Formation Outcrop Mitigation and Monitoring Projects (4M Projects): *Fruitland Formation Outcrop - 4M Pilot Scale Mitigation Projects La Plata County*. The South Fork Texas Creek (SFTC) Mitigation system continued operation at approximately 11 Kilowatts (kW) power generation. From January 29, 2012, through February 24, 2012, it operated approximately 80% of the time. Approximately 2.9 kW of power is returned to the grid at this operating rate. Gas continues to be collected and vented at the Pine River Ranches (PRR) location. Methane concentrations currently average 99% at SFTC and less than 1% at PRR. Operations & Maintenance activities are continuing.
- *4M Monitoring Wells La Plata and Archuleta Counties*. There are 17 wells at 11 locations in the COGCC 4M monitoring program. Well pressures are monitored remotely via satellite telemetry with one or two maintenance visits per year, depending upon data received. A surface use agreement that allowed access to the Beaver Creek Ranch locations was not renewed by the landowner and access to this site is currently restricted. COGCC Staff are evaluating other potential access routes and are assessing the potential need to plug and abandon the wells should reliable access not be obtained. Discussions are ongoing.
- E&P Waste Disposal Options. COGCC Staff recently identified numerous incidents involving the improper management of tank bottoms in northeast Colorado. Operators are reminded that tank bottoms, workover fluids, pigging wastes from gathering and flow-lines, and natural gas gathering, processing, and storage wastes are considered —Other E&P Wastell and must be managed in accordance with Rule 907.f., which states that these types of wastes may be treated or disposed. Neither the use of tank bottoms or other oily waste for stabilizing sandy or loose soils nor the intentional dumping of tank bottoms or other oily waste, which results in an impact to site soils, are acceptable land treatment alternatives.
- *Planning/Administration/Other*. The COGCC is advertising for two Local Government Liaison positions. These positions will work with Local Government Designees (LGC) and other local government staff to resolve local government issues of concern with the COGCC regulation.
- *Public Outreach*. Staff was active in over sixteen public outreach efforts since the last Commission hearing. Dave Andrews, Linda Spry O'Rourke, Dave Kubeczko, Chuck Browning, Karen Spray, Peter Gintautas, John Axelson, Nancy Prince, Thom Kerr, Mike Leonard, Stuart Ellsworth, Margaret Ash and others participated in over 16 community meetings regarding oil and gas development in the state.
- An eForm version of Form 10 (Certification of Clearance and/or Change of

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Operator) is currently being tested internally by staff and is expected to be publicly operational soon.

- *Variances.*
 - Exigent Circumstances requests (Rule 303.l.(2) were approved for: 1) Apollo Operating to approve additional wells an existing locations in Weld County; 2) Antero Resources Piceance Corporation in Garfield County to expedite approval of a Form 2 application that had been delayed by a computer error; 3) Encana for a Form 2 and 2-A in Weld County; and 4) Southwestern Energy Production Company for permits in Adams County;
 - A variance was Granted to Pioneer Natural Resources for Rule 1101.e.(1) for continuous pipeline pressure monitoring in the Raton Basin;
 - An exception location variance was granted to Samson Resources Company to permit a location within an 150 setback required under Rule 603.a.(2), in order to avoid a wetland.; and
 - A variance was granted to OXY USA LP to Rule 317.h cementing requirements for its Cascade Creek 697-09-04B Well in Garfield County.
 - A variance was approved for Anadarko Petroleum Corporation for sign requirements of Rule 210.e. requiring updated well signs within 60 days upon approval of a change of operator.
- *Monthly Permit Activity.* The backlog of monthly permit applications is being reduced. All 2011 applications are almost closed out. Weld and Garfield County continue to have the most drilling activity in the state. Of 988 permits issued in 2012, 133 (27%) are horizontal wells. 52% of wells drilled were placed into production. There is a large increase in multi-well pads.
- Commissioner Holton inquired about recent COGCC / CDPHE meetings in Weld County. Kent Kuster, the CDPHE Oil and Gas Liaison informed the Commission that the purpose behind the meetings was to inform the the public how the COGCC and CDPHE work to minimize the impact from oil and gas activity. Commissioner Urbina noted that coordination between the COGCC and CDPHE has resulted in a clearer, more consistent message to the public.

Commissioner Comments:

There were no Commissioner comments.

Audience Comments:

There were no audience comments.

Consent Agenda

With 58 matters listed for the Consent Agenda, Chairman Compton suggested that the Commission consider the matters in five groups, as organized by Staff.

Group A

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group A of the Consent Agenda. No disclosures were reported. He asked if any Commissioners wanted to have any matter pulled from Group A of the Consent Agenda. Docket No. 1205-SP-40 was removed from the consent agenda so the Commissioners could review a late 510 statement filed in the matter. Docket No. 1204-SP-42 was removed from the consent agenda, by request of Marathon's attorneys, and continued to the May 29, 2012 hearing.

Commissioner Spielman moved for the approval of all Group A applications of the Consent Agenda, as recommended by Staff, as follows:

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Docket No. 1201-SP-08, Grand Valley & Parachute Fields, Mesa & Garfield County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 2,921.58-acre drilling and spacing unit consisting of certain lands in Sections 7 and 18, Township 8 South, Range 95 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Mancos Group Formations.

Docket No. 1203-SP-34, Unnamed Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 18, Township 11 North, Range 60 West, 6th P.M., and approve one or more horizontal wells within said unit, as necessary to economically and efficiently recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1204-SP-44, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to establish an approximate 320-acre wellbore spacing unit consisting of the E½ W½, W½ E½ of Section 2, Township 3 North, Range 64 West, 6th P.M., to accommodate the drilled Guttersen D02-75HN Well (API No. 05-123-33326), and authorize a horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Condell and Niobrara Formations.

Docket No. 1203-AW-01, Ignacio-Blanco Field, La Plata County, Applicant, Samson Resources Corporation. Request for an order to approve up to five wells to be drilled and completed in certain lands in Sections 1U and 12U, Township 34 North, Range 7 West, N.M.P.M., with the wells located no closer than 660 feet from the unit boundary, for the production of oil, gas and associated hydrocarbons from the Fruitland Coal Seam Formation.

Docket No. 1203-SP-18, Wattenberg Field, Weld County, Applicant, Chesapeake Exploration, LLC. Request for an order to establish an approximate 320-acre drilling and spacing unit consisting of the W½ of Section 26, Township 7 North, Range 63 West, 6th P.M., and authorize a horizontal well within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1204-SP-38, Unnamed Field, Arapahoe County, Applicant, ConocoPhillips Company. Request for an order to establish five approximate 640-acre drilling and spacing units consisting of Section 31, Township 4 South, Range 63 West, 6th P.M., Sections 17, 25 and 36, Township 4 South, Range 64 West, 6th P.M., and Section 35, Township 5 South, Range 64 West, 6th P.M., and authorize a horizontal well with the option to drill a second horizontal well in each proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1204-SP-41, Unnamed Field, Larimer County, Applicant, Marathon Oil Company. Request for an order to establish three approximate 640-acre drilling and spacing units consisting of Section 28, Township 10 North, Range 68 West, 6th P.M., and Sections 35 and 36, Township 11 North, Range 68 West, 6th P.M., and authorize drilling up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1204-SP-43, Brandon & Calvary Fields, Kiowa County, Applicant, Mull Drilling Company, Inc. Request for an order to vacate the existing spacing established by Order No. 188-1, Order No. 188-21, Order No. 213-1, and Order No. 213-10 for certain lands in Sections 26 through 28 and 32 through 33, Township 18 South, Range 45 West, 6th P.M., and impose statewide setbacks consistent with Rule 318.a., for the production of oil, gas and associated hydrocarbons from the Mississippian Formation.

Docket No. 1204-AW-02, Trail Ridge Field, Garfield County, Applicant, WPX Energy Rocky Mountain, LLC. Request for an order to allow the equivalent of one well per 10 acres with the permitted well to be located no closer than 100 feet from the outside boundary of the application lands for certain lands in Township 5 South, Range 97

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West, 6th P.M., for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations.

Docket No. 1204-SP-51, Grand Valley Field, Garfield County, Applicant, WPX Energy Rocky Mountain, LLC. Request for an order to vacate Order No. 479-2 as to the below-listed lands and establish two approximate 160-acre drilling and spacing units consisting of the NW¼ and SW¼ of Section 13, Township 7 South, Range 96 West, 6th P.M., for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations of the Mesaverde Group.

The motion was seconded by Commissioner Craig and approved unanimously.

Docket No. 1205-SP-40 was then considered by the Commission.

Docket No. 1204-SP-40, Wattenberg Field, Weld County, Applicant, Marathon Oil Company. Request for an order to establish nine approximate 640-acre drilling and spacing units consisting of Sections 5, 6, 9, 15, 16, 22, and 32 through 34, Township 6 North, Range 61 West, 6th P.M., and one approximate 1280-acre drilling and spacing unit consisting of Sections 12 and 13, Township 6 North Range 61 West, 6th P.M., and authorize drilling up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Scott Campbell, Attorney for Marathon, addressed the Commission in Docket No. 1204-SP-40, and objected to the late 510 statement filed by Joint Resources Company (JRC) objecting to the size of the proposed 1280-acre spacing unit. Mr. Campbell raised two objections to the 510 statement. Procedurally, the 510 statement was filed on April 13, 2012 – almost two weeks after the protest deadline of April 2, 2012. Marathon, by its attorneys, objected to the use of a 510 statement as a substitute protest to bypass regular procedures. Substantively, the generic nature of the complaint was unsupported by any evidence. Mr. Campbell stated that the application was verified, supported by Rule 511 testimony, and a Hearing Officer recommendation of approval. He requested that the Application be approved as submitted.

The JRC Rule 510 Statement was admitted into the record over the Marathon objection. Commissioner Craig moved for the approval of Docket 1204-SP-40, as recommended by Staff. The motion was seconded by Commissioner Holton and approved unanimously.

Group B

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group B of the Consent Agenda. No disclosures were reported. He asked if any Commissioners wanted to have any matter pulled from Group B of the Consent Agenda. No such requests were made.

Commissioner Holton moved for the approval of all Group B applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1203-UP-63, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 7 and 18, Township 4 North, Range 64 West, 6th P.M., for the drilled Franklin C18-27D Well (API No. 05-123-33498), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1203-UP-64, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 10, Township 4 North, range 65 West, 6th P.M., for the planned Moser PC G10-21D Well (API No. 05-123-32733), for the development and operation of the Codell and Niobrara Formations.

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Docket No. 1203-UP-67, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in one approximate 160-acre designated wellbore spacing unit consisting of the S½ NW¼, N½ SW¼ of Section 10, Township 4 North, Range 65 West, 6th P.M., for the planned Moser PC G10-20D Well (API No. 05-123-32734), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-110, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 80-acre designated wellbore spacing unit consisting of the E½ SE¼ of Section 6, Township 7 North, Range 64 West, 6th P.M., to accommodate the Antholz PC AB 06-16 Well (API No. 05-123-32110), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-111, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 14, 15, 22 and 23, Township 4 North, Range 64 West, 6th P.M., to accommodate the Burough C 23-30D Well (API No. 05-123-34352), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-112, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 4 and 5, Township 4 North, Range 64 West, 6th P.M., to accommodate the Burman C 04-32D Well (API No. 05-123-34343), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-113, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NE¼ of Section 5, Township 4 North, Range 64 West, 6th P.M. ("WSU #1"), for the development and operation of the Codell and Niobrara Formations, and pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of the N½ of Section 5, Township 4 North, Range 64 West, 6th P.M. ("WSU #2"), for the development and operation of the "J" Sand Formation, to accommodate the Burman C 05-17D Well (API No. 05-123-34340), a directional well.

Docket No. 1204-UP-114, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit ("WSU #1"), for the development and operation of the Codell and Niobrara Formations; and pool all interests in an approximate 320-acre designated wellbore spacing unit, for the development and operation of the "J" Sand Formation ("WSU #2"), consisting of certain lands in Section 5, Township 4 North, Range 64 West, 6th P.M., to accommodate the Burman C 05-24D Well (API No. 05-123-34341), a directional well.

Docket No. 1204-UP-115, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 4 and 5, Township 4 North, Range 64 West, 6th P.M., to accommodate the Connell C 04-31D Well (API No. 05-123-33547), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-116, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 80-acre designated wellbore spacing unit consisting of the W½ SE¼ of Section 14, Township 7 North, Range 67 West, 6th P.M., to accommodate the Drake PC MM14-15D Well (API No. 05-123-33878), for the development and operation of the Codell and Niobrara Formations.

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Docket No. 1204-UP-117, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 22, Township 3 North, Range 65 West, 6th P.M., to accommodate the Frank PC H22-20D Well (API No. 05-123-32579), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-118, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 5 and 8, Township 3 North, Range 64 West, 6th P.M., to accommodate the LDS D08-28D Well (API No. 05-123-31993), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-122, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 158.16-acre designated wellbore spacing unit consisting of the SE $\frac{1}{4}$ of Section 12, Township 4 North, range 64 West, 6th P.M., to accommodate the Watkins C12-23D Well (API No. 05-123-34570), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-123, Wattenberg Field, Weld County, Applicant, Noble Energy, Inc. Request for an order to pool all interests in an approximate 158.05-acre designated wellbore spacing unit consisting of the W $\frac{1}{2}$ SE $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 12, Township 4 North, Range 64 West, 6th P.M., to accommodate the Watkins C12-24 Well (API No. 05-123-34568), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-82, Unnamed Field, Weld County, Applicant, Chesapeake Exploration, LLC. Request for an order to affirm Order No. 535-94, pooling all interests, including previously unnoticed mineral interest owners, in an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 8 North, Range 66 West, 6th P.M., to accommodate the Brent 20-8-66 1H Well (API No. 05-123-34670), for the development and operation of the Niobrara Formation.

Docket No. 1204-UP-85, Wattenberg Field, Weld County, Applicant, Encana Oil & Gas (USA) Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 23, Township 2 North, Range 68 West, 6th P.M., to accommodate the Elmquist 2-4-23 Well (API No. 05-123-31977), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-86, Wattenberg Field, Weld County, Applicant, Encana Oil & Gas (USA) Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the E $\frac{1}{2}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 23, Township 2 North, Range 68 West, 6th P.M., to accommodate the Elmquist 4-2-23 Well (API No. 05-123-32009), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-87, Wattenberg Field, Weld County, Applicant, Encana Oil & Gas (USA) Inc. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 23, Township 2 North, Range 68 West, 6th P.M., to accommodate the Elmquist 4-4-23 Well (API No. 05-123-31975), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

The motion was seconded by Commissioner Spielman and approved unanimously.

Group C

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Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group C of the Consent Agenda. No disclosures were reported. He asked if any Commissioners wanted to have any matter pulled from Group C of the Consent Agenda. No such requests were made.

Commissioner Alward moved for the approval of all Group C applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1204-UP-108, Buzzard Creek Field, Mesa County, Applicant, Laramie Energy II, LLC. Request for an order to pool all interests in an approximate 160-acre drilling and spacing unit consisting of the SW¼ of Section 17, Township 9 South, Range 93 West, 6th P.M., to accommodate the Jensen 17-13B Well (API No. 05-077-10188), for the development and operation of the Williams Fork and Iles Formations of the Mesaverde Group, and the Deep Formations.

Docket No. 1204-UP-92, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in three designated wellbore spacing units consisting of certain lands in Sections 26 and 35, Township 3 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-93, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in five designated wellbore spacing units consisting of certain lands in Sections 30 and 31, Township 3 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-94, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 19 and 20, Township 5 North, range 66 West, 6th P.M., to accommodate the SW Greeley 31-20 Well (API No. 05-123-28090), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-95, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting the E½ W½, W½ E½ of Section 26, Township 2 North, Range 65 West, 6th P.M., to accommodate the Hudson 3C-26HZ Well, for the development and operation of the Codell Formation.

Docket No. 1204-UP-98, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 36, Township 1 North, Range 68 West, 6th P.M., and Section 1, Township 1 South, Range 68 West, 6th P.M., to accommodate the Northglenn State 36-36 Well (API No. 05-123-34473), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-99, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 36, Township 1 North, Range 68 West, 6th P.M., and Section 1, Township 1 South, Range 68 West, 6th P.M., to accommodate the Northglenn State 37-36 Well (API No. 05-123-34475), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-100, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the W½ NE¼, E½ NW¼ of

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Section 2 North, Range 67 West, 6th P.M., to accommodate the Overlook 21-30 Well (API No. 05-123-34151), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-101, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 19 and 30, township 2 North, Range 67 West, 6th P.M., to accommodate the Overlook 28-30 Well (API No. 05-123-34158), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-102, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting from certain lands in Sections 2 and 11, Township 2 North, Range 65 West, 6th. P.M., to accommodate the Palyo 28-11 Well (API No. 05-123-32996), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-105, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 2, Township 3 North, Range 65 West, 6th P.M., and Section 35, Township 4 North, Range 65 West, 6th P.M., to accommodate the Shelton 27-2 Well (API No. 05-123-33661), for the development and operation of the "JJ Sand, Codell and Niobrara Formations.

Docket No. 1204-UP-106, Wattenberg Field, Weld County, Applicant, Kerr-McGee Oil & Gas Onshore LP. Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of the W $\frac{1}{2}$ W $\frac{1}{2}$ of Section 28, and E $\frac{1}{2}$ E $\frac{1}{2}$ of Section 29, Township 3 North, Range 65 West, 6th P.M., to accommodate the Wardell 26N-29HZ Well (API No. 05-123-35111), for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Holton and approved unanimously.

Group D

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group D of the Consent Agenda. No disclosures were reported. He asked if any Commissioners wanted to have any matter pulled from Group D off the Consent Agenda. No such requests were made.

Commissioner Holton moved for the approval of all remaining Group D applications of the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1203-UP-71, Wattenberg Field, Weld County, Applicant, RBF Minerals, LLC. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NE $\frac{1}{4}$ of Section 22, Township 6 North, Range 67 West, 6th P.M., for the drilling of the 392 Ventures 31-22D Well (API No. 05-123-34006), the 392 Ventures 41-22D Well (API No. 05-123-34008), the 392 Ventures 22CD Well (API No. 05-123-34000), the 392 Ventures 32-22D Well (API No. 05-123-34004), and the 392 Ventures 42-22D Well (API No. 05-123-34011), for the development and operation of Cretaceous Age Formations.

Docket No. 1204-UP-124, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NW $\frac{1}{4}$ of Section 2, Township 6 North, Range 66 West, 6th P.M., for the Anderson 2AD Well (API No. 05-123-32320) and any subsequent well drilled in the wellbore

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spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-125, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NW $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Bauer Debus 22AD Well (API No. 05-123-31846) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-126, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the E $\frac{1}{2}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Bauer Debus 22ND Well (API No. 05-123-31870) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-127, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the SE $\frac{1}{4}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, Township 6 North, Range 66 West, 6th P.M., for the Carlson 2OD Well (API No. 05-123-32226) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-128, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the SW $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Chesnut 22BD Well (API No. 05-123-31889) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-129, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Chesnut 22KD Well (API No. 05-123-31879) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-130, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 22, Township 5 North, Range 64 West, 6th P.M., for the Chesnut 22OD Well (API No. 05-123-31883) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-131, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 2 and 11, Township 6 North, Range 66 West, 6th P.M., for the Leffler 2TD Well (API No. 05-123-31969) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

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Docket No. 1204-UP-132, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the W½ NW¼ of Section 1 and the E½ NE¼ of Section 2, Township 5 North, Range 65 West, 6th P.M., for the Noffsinger 2VD Well (API No. 05-123-31905) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-133, Wattenberg Field, Weld County, Applicant, Petroleum Development Corporation d/b/a PDC Energy. Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 6 and 7, Township 6 North, range 66 West, 6th P.M., for the Schaefer 7MD Well (API No. 05-123-32303) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-73, Wattenberg Field, Weld County, Applicant, Apollo Operating, LLC. Request for an order to pool all interests in the approximate 80-acre drilling and spacing unit established in the S½ SW¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the E.L. Minch #24-4 Well (API No. 05-123-33658) and the E.L. Minch #14-4D Well (API No. 05-123-33654), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-74, Wattenberg Field, Weld County, Applicant, Apollo Operating, LLC. Request for an order to pool all interests in a designated approximate 160-acre wellbore spacing unit consisting of the NW¼ of Section 9, Township 3 North, Range 68 West, 6th P.M., to accommodate the E.L. Minch #25-9 Well (API No. 05-123-33642), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-75, Wattenberg Field, Weld County, Applicant, Apollo Operating, LLC. Request for an order to pool all interests in a designated 160-acre wellbore spacing unit consisting of the SW¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the E.L. Minch #35-4 Well (API No. 05-123-33659), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-76, Wattenberg Field, Weld County, Applicant, Apollo Operating, LLC. Request for an order to pool all interests in the established approximate 80-acre drilling and spacing unit consisting of the N½ SE¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the Hoagland #43-4D Well (API No. 05-123-33883) and the Hoagland #33-4D Well (API No. 05-123-34987), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1204-UP-77, Wattenberg Field, Weld County, Applicant, Apollo Operating, LLC. Request for an order to pool all interests in a designated 160-acre wellbore spacing unit consisting of the SE¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the Hoagland #45-4D Well (API No. 05-123-33879), for the development and operation of the Codell and Niobrara Formations.

The motion was seconded by Commissioner Alward and approved unanimously.

Group E

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group E of the Consent Agenda. No disclosures were reported. He asked if any Commissioners wanted to have any matter pulled from Group E off the Consent Agenda. No such requests were made.

The Hearings Manager, Peter Gowen, briefed the Commissioners on the procedural history of 1204-UP-135, noting the original application was protested by Encana, but only as to the WPX pooling request. The draft order presented in the Commissioners' hearing package was a consent

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item agenda recommending approval of the spacing portion of the Application (with the pooling portion of the Application continued to the May 29, 2012 meeting). Mr. Gowen noted the protest was resolved by the parties after the Commissioners' package was sent. The matter was set for a *pro forma* hearing on the pooling portion of the Application to supplement to spacing portion of the Application already submitted to the Commission in the hearing package. (A revised draft order including both the spacing and pooling portions of the Application had been given to the Commissioners at the beginning of the meeting.)

WPX, by its attorney, Rob Willis, presented sworn testimony from Christopher Walsh, Senior Staff Landman for WPX, in support of the pooling portion of the Application. Following Mr. Walsh's testimony, the Commission considered approval of the application.

Commissioner Craig moved for the approval of Docket No. 1204-UP-135, as presented and recommended by Staff, as follows:

Docket No. 1204-UP-135, Grand Valley Field, Garfield County, Applicant, WPX Energy Rocky Mountain, LLC. Request for an order to: 1) establish an approximate 2,605.97-acre exploratory drilling unit for horizontal and vertical well development consisting of Sections 22, 23, 26 and 27, Township 7 South, Range 96 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Deep Formations; and 2) pool all interests in the said exploratory drilling unit, for the development and operation of said formations.

The motion was seconded by Commissioner Holton and approved unanimously.

GENERAL HEARING MATTERS

Docket No. 1203-GA-03 Alamosa Drilling Inc. Request under Rule 502.b.(1) for a variance to Rule 603.a.(2) (150 foot setback from surface property line) by Alamosa. Protested by Dr. Maude E. Nielsen, the neighboring land owner who is impacted by the proposed variance.

Acting Director Kerr explained a historical background on the issuance of the drilling permit. On June 9, 2010 Alamosa Drilling, Inc. ("Alamosa") spud the Janke #3 Well (API No. 05-007-06280) at a surface location not consistent with surface property line setback requirements of Rule 603.a.(2). Alamosa has attempted, but cannot obtain a waiver from the affected adjacent surface property owner under Rule 603.a.(2) Alamosa seeks a variance from the Commission to Rule 603.a.2. to legalize the surface location of the Janke #3 Well.

Dr. Maude E. Nielson is the adjacent surface owner impacted by the subject well. She objects to the granting of the variance and seeks to have the well plugged and the location abandoned. She owns the surface and 100% of the mineral rights of the adjacent property. She also has a 50% interest in the mineral rights on the property which Alamosa has its lease. The subject well was moved and not drilled at the location specified on the approved Application for Permit to Drill. The as-built well location is within the 150 foot setback distance from the adjacent surface property line. The requested variance would make the current well location legal. A Sundry Notice - Form 4 for a Change of Location is pending, and cannot be approved without a waiver from the surface property owner, or approval from the Commission.

Assistant Attorney General Matter swore Todd Moore, President of Alamosa Drilling, and Dr. Maude E. Nielson in before the Commission. Dr. Nielsen participated by telephone.

Todd Moore, President of Alamosa Drilling, provided testimony on the history of the location assessment and timeline of events. Mr. Moore stated the fence line marking the property boundary between the Nielsen property and the Janke property had been the accepted boundary since approximately 1918, when the BLM put a temporary marker on the southern section line. In 2005, BLM placed a permanent marker on the midsection line on the southern boundary of Section 18. This set the stage for Alamosa's understanding of the then existing property line.

Several weeks after the well was completed, COGCC Field Inspector Mike Leonard notified Alamosa that Dr. Nielson had not executed a right of way grant allowing Alamosa to run a buried

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electrical line across her property to the Janke #3 Well. Mr. Moore concluded his testimony by stating the Well was within 150 feet of the property line, and asked the Commission grant a variance to property setback requirements.

Commissioner Alward noted that the well setback distance, as stated in Alamosa's Sundry Notice requesting a change in surface location, the distance listed to the nearest property line was stated as 296 feet. Mr. Moore stated that number was incorrect. Commissioner Alward noted therefore, COGCC Staff would not have known the well location was encroaching on well setback requirements.

Next, Dr. Nielsen stated her continuing objection to the current well location and requested the Commission deny Alamosa's request to approve the Sundry, Form 4 to legalize the current well location.

Commissioner Alward then made a motion to not approve the requested variance to legalize the current well location.

The motion was seconded by Commissioner Spielman and a vote was taken.

Commissioners Urbina, Spielman, and Alward voted in favor of the motion. Commissioners Holton, Craig, and Compton voted against the motion. The final vote was 3-3, therefore the motion failed.

Commissioner Holton suggested the matter be continued to May, when the members absent at this hearing could participate. Commissioner Compton suggested the Operator and Surface Owner attempt to resolve their differences before the May hearing.

Commissioner Holton made a motion to continue the matter to the May 29, 2012 Hearing.

The motion was seconded by Commissioner Alward and approved unanimously. The matter was continued to the May 29, 2012 Hearing.

Staff Presentations

Margaret Ash, COGCC Field Inspection Manager, presented and demonstrated the new digital field inspection form.

Stuart Ellsworth, COGCC Engineering Manager, presented the Notice to Operators Reporting Hydrogen Sulfide (H₂S) Clarifications for Implementation of COGCC Rule 607 and BLM Onshore Order No. 6.

LUNCH BREAK /EXECUTIVE SESSION

Assistant Attorney General Jake Matter explained the basis for the Commission entering into executive session. The purpose of the executive session, pursuant to C.R.S. §24-6-402(3)(a)(II), was to discuss matters with the attorney representing the Commission, concerning matters that are subject to pending or imminent court action, concerning specific claims or grievances, or to receive legal advice on specific legal questions.

Chairman Spielman moved that the Commission enter Executive Session to discuss matters listed in the Hearing Agenda as follows:

- *Grand Valley Citizens Alliance v. COGCC*
- *Chase/Sutak (Moqui Meadows) v. COGCC*
- *Discussion of Rule 525.b. (knowing and willful pattern of violations by an operator).*
- *Update on local attempts to regulate oil and gas operations*

The motion was seconded by Commissioner Craig and approved unanimously.

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The Commission went into Executive Session at 12:15 p.m. during a working lunch, reconvening at 1:00 p.m. A motion to return to open session was made by Commissioner Alward, seconded by Commissioner Spielman, and approved unanimously.

HEARING MATTERS (Continued)

Docket No. 1204-GA-07, Gunnison County, Applicant, IGA Between COGCC and Gunnison County. Request to approve the December 2011 MOU and proposed Intergovernmental Agreement (IGA) between the COGCC and Gunnison County.

Assistant Attorney General, Jake Matter provided background on the proposed Intergovernmental Agreement between the Commission and Gunnison County. This is the first of its kind and is expected to serve as a template for future agreements with other jurisdictions.

Gunnison County Attorney, David Baumgarten appeared, but had no prepared remarks. He was available to answer any questions. There were no questions.

Commissioner Holton made a motion to approve Docket No. 1204-GA-07, the proposed IGA with Gunnison County as presented. The motion was seconded by Commissioner Spielman and approved unanimously.

COMMISSION DISCUSSION

The Commission discussed suggestions for venues for meetings to be held outside of Denver for the 2012-2013 fiscal year. Commissioner Alward suggested at least one meeting be held on the Western Slope of Colorado, proposing the towns of Steamboat, Craig, or Walden as areas where oil and gas operations were of concern to the local community. Commissioner Holton suggested one meeting be held in Weld or Garfield Counties. Commissioner Alward suggested the Commissioners take a field trip to observe field operations on the second day of any Commission meeting.

A motion to adjourn was made by Commissioner Urbina. The motion was seconded by Commissioner Holton and approved unanimously.

There was no further business before the Commission.

Adjourned at 1:17 p.m.

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The Acting Secretary was therefore authorized to issue the following orders:

Order Nos. 440-65 & 510-56, Docket No. 1201-SP-08, Grand Valley & Parachute Fields, Mesa & Garfield County. Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 2,921.58-acre drilling and spacing unit consisting of certain lands in Sections 7 and 18, Township 8 South, Range 95 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Mancos Group Formations.

Order No. 112-235, Docket No. 1203-AW-01, Ignacio-Blanco Field, La Plata County. Applicant, Samson Resources Corporation. Approves the request for an order to approve up to five wells to be drilled and completed in certain lands in Sections 1U and 12U, Township 34 North, Range 7 West, N.M.P.M., with the wells located no closer than 660 feet from the unit boundary, for the production of oil, gas and associated hydrocarbons from the Fruitland Coal Seam Formation.

Order Nos. 232-315 & 407-578, Docket No. 1203-SP-18, Wattenberg Field, Weld County. Applicant, Chesapeake Exploration, LLC. Approves the request for an order to establish an approximate 320-acre drilling and spacing unit consisting of the W½ of Section 26, Township 7 North, Range 63 West, 6th P.M., and authorize a horizontal well within the proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-146, Docket No. 1203-SP-34, Unnamed Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 640-acre drilling and

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spacing unit consisting of Section 18, Township 11 North, Range 60 West, 6th P.M., and approve one or more horizontal wells within said unit, as necessary to economically and efficiently recover the oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 407-579, Docket No. 1203-UP-63, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 7 and 18, Township 4 North, Range 64 West, 6th P.M., for the drilled Franklin C18-27D Well (API No. 05-123-33498), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-580, Docket No. 1203-UP-64, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 10, Township 4 North, range 65 West, 6th P.M., for the planned Moser PC G10-21D Well (API No. 05-123-32733), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-581, Docket No. 1203-UP-67, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in one approximate 160-acre designated wellbore spacing unit consisting of the S½ NW¼, N½ SW¼ of Section 10, Township 4 North, Range 65 West, 6th P.M., for the planned Moser PC G10-20D Well (API No. 05-123-32734), for the development and operation of the Codell and Niobrara Formations.

Order Nos. 232-313 & 407-582, Docket No. 1203-UP-71, Wattenberg Field, Weld County. Applicant, RBF Minerals, LLC. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NE¼ of Section 22, Township 6 North, Range 67 West, 6th P.M., for the drilling of the 392 Ventures 31-22D Well (API No. 05-123-34006), the 392 Ventures 41-22D Well (API No. 05-123-34008), the 392 Ventures 22CD Well (API No. 05-123-34000), the 392 Ventures 32-22D Well (API No. 05-123-34004), and the 392 Ventures 42-22D Well (API No. 05-123-34011), for the development and operation of Cretaceous Age Formations.

Order No. 510-57, Docket No. 1204-AW-02, Trail Ridge Field, Garfield County. Applicant, WPX Energy Rocky Mountain, LLC. Approves the request for an order to allow the equivalent of one well per 10 acres with the permitted well to be located no closer than 100 feet from the outside boundary of the application lands for certain lands in Township 5 South, Range 97 West, 6th P.M., for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations.

Order No. 535-155, Docket No. 1204-SP-38, Unnamed Field, Arapahoe County. Applicant, ConocoPhillips Company. Approves the request for an order to establish five approximate 640-acre drilling and spacing units consisting of Section 31, Township 4 South, Range 63 West, 6th P.M., Sections 17, 25 and 36, Township 4 South, Range 64 West, 6th P.M., and Section 35, Township 5 South, Range 64 West, 6th P.M., and authorize a horizontal well with the option to drill a second horizontal well in each proposed unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-583, Docket No. 1204-SP-40, Wattenberg Field, Weld County. Applicant, Marathon Oil Company. Approves the request for an order to establish nine approximate 640-acre drilling and spacing units consisting of Sections 5, 6, 9, 15, 16, 22, and 32 through 34, Township 6 North, Range 61 West, 6th P.M., and one approximate 1280-acre drilling and spacing unit consisting of Sections 12 and 13, Township 6 North Range 61 West, 6th P.M., and authorize drilling up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-156, Docket No. 1204-SP-41, Unnamed Field, Larimer County. Applicant, Marathon Oil Company. Approves the request for an order to establish three approximate 640-acre drilling and spacing units consisting of Section 28, Township 10 North, Range 68 West, 6th P.M., and Sections 35 and 36, Township 11 North, Range 68 West, 6th P.M., and authorize drilling up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

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Order Nos. 188-122 & 213-11, Docket No. 1204-SP-43, Brandon & Calvary Fields, Kiowa County. Applicant, Mull Drilling Company, Inc. Approves the request for an order to vacate the existing spacing established by Order No. 188-1, Order No. 188-21, Order No. 213-1, and Order No. 213-10 for certain lands in Sections 26 through 28 and 32 through 33, Township 18 South, Range 45 West, 6th P.M., and impose statewide setbacks consistent with Rule 318.a., for the production of oil, gas and associated hydrocarbons from the Mississippian Formation.

Order No. 407-584, Docket No. 1204-SP-44, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to establish an approximate 320-acre wellbore spacing unit consisting of the E½ W½, W½ E½ of Section 2, Township 3 North, Range 64 West, 6th P.M., to accommodate the drilled Guttersen D02-75HN Well (API No. 05-123-33326), and authorize a horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order Nos. 440-66, 479-21 & 510-58, Docket No. 1204-SP-51, Grand Valley Field, Garfield County. Applicant, WPX Energy Rocky Mountain, LLC. Approves the request for an order to vacate Order No. 479-2 as to the below-listed lands and establish two approximate 160-acre drilling and spacing units consisting of the NW¼ and SW¼ of Section 13, Township 7 South, Range 96 West, 6th P.M., for the production of gas and associated hydrocarbons from the Williams Fork and Iles Formations of the Mesaverde Group.

Order No. 407-585, Docket No. 1204-UP-73, Wattenberg Field, Weld County. Applicant, Apollo Operating, LLC. Approves the request for an order to pool all interests in the approximate 80-acre drilling and spacing unit established in the S½ SW¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the E.L. Minch #24-4 Well (API No. 05-123-33658) and the E.L. Minch #14-4D Well (API No. 05-123-33654), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-586, Docket No. 1204-UP-74, Wattenberg Field, Weld County. Applicant, Apollo Operating, LLC. Approves the request for an order to pool all interests in a designated approximate 160-acre wellbore spacing unit consisting of the NW¼ of Section 9, Township 3 North, Range 68 West, 6th P.M., to accommodate the E.L. Minch #25-9 Well (API No. 05-123-33642), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-587, Docket No. 1204-UP-75, Wattenberg Field, Weld County. Applicant, Apollo Operating, LLC. Approves the request for an order to pool all interests in a designated 160-acre wellbore spacing unit consisting of the SW¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the E.L. Minch #35-4 Well (API No. 05-123-33659), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-588, Docket No. 1204-UP-76, Wattenberg Field, Weld County. Applicant, Apollo Operating, LLC. Approves the request for an order to pool all interests in the established approximate 80-acre drilling and spacing unit consisting of the N½ SE¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the Hoagland #43-4D Well (API No. 05-123-33883) and the Hoagland #33-4D Well (API No. 05-123-34987), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-624, Docket No. 1204-UP-77, Wattenberg Field, Weld County. Applicant, Apollo Operating, LLC. Approves the request for an order to pool all interests in a designated 160-acre wellbore spacing unit consisting of the SE¼ of Section 4, Township 3 North, Range 68 West, 6th P.M., to accommodate the Hoagland #45-4D Well (API No. 05-123-33879), for the development and operation of the Codell and Niobrara Formations.

Order No. 535-157, Docket No. 1204-UP-82, Unnamed Field, Weld County. Applicant, Chesapeake Exploration, LLC. Approves the request for an order to affirm Order No. 535-94, pooling all interests, including previously unnoticed mineral interest owners, in an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 8 North, Range 66 West, 6th P.M., to accommodate the Brent 20-8-66 1H Well (API No. 05-123-34670), for the development and operation of the Niobrara Formation.

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Order Nos. 232-314 & 407-589, Docket No. 1204-UP-85, Wattenberg Field, Weld County. Applicant, Encana Oil & Gas (USA) Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S½ NW¼, N½ SW¼ of Section 23, Township 2 North, Range 68 West, 6th P.M., to accommodate the Elmquist 2-4-23 Well (API No. 05-123-31977), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order No. 407-590, Docket No. 1204-UP-86, Wattenberg Field, Weld County. Applicant, Encana Oil & Gas (USA) Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the E½ NW¼, W½ NE¼ of Section 23, Township 2 North, Range 68 West, 6th P.M., to accommodate the Elmquist 4-2-23 Well (API No. 05-123-32009), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order Nos. 232-316 & 407-591, Docket No. 1204-UP-87, Wattenberg Field, Weld County. Applicant, Encana Oil & Gas (USA) Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 23, Township 2 North, Range 68 West, 6th P.M., to accommodate the Elmquist 4-4-23 Well (API No. 05-123-31975), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order No. 407-592, Docket No. 1204-UP-92, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in three designated wellbore spacing units consisting of certain lands in Sections 26 and 35, Township 3 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 407-593, Docket No. 1204-UP-93, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in five designated wellbore spacing units consisting of certain lands in Sections 30 and 31, Township 3 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 407-594, Docket No. 1204-UP-94, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 19 and 20, Township 5 North, range 66 West, 6th P.M., to accommodate the SW Greeley 31-20 Well (API No. 05-123-28090), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-595, Docket No. 1204-UP-95, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting the E½ W½, W½ E½ of Section 26, Township 2 North, Range 65 West, 6th P.M., to accommodate the Hudson 3C-26HZ Well, for the development and operation of the Codell Formation.

Order Nos. 232-317 & 407-596, Docket No. 1204-UP-98, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 36, Township 1 North, Range 68 West, 6th P.M., and Section 1, Township 1 South, Range 68 West, 6th P.M., to accommodate the Northglenn State 36-36 Well (API No. 05-123-34473), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order Nos. 232-318 & 407-597, Docket No. 1204-UP-99, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 36, Township 1 North, Range 68 West, 6th P.M., and Section 1, Township 1 South, Range 68 West, 6th P.M., to accommodate the Northglenn State 37-36 Well (API No. 05-123-34475), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

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Order Nos. 232-319 & 407-598, Docket No. 1204-UP-100, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the W½ NE¼, E½ NW¼ of Section 2 North, Range 67 West, 6th P.M., to accommodate the Overlook 21-30 Well (API No. 05-123-34151), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order Nos. 232-320 & 407-599, Docket No. 1204-UP-101, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 19 and 30, township 2 North, Range 67 West, 6th P.M., to accommodate the Overlook 28-30 Well (API No. 05-123-34158), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order Nos. 232-321 & 407-600, Docket No. 1204-UP-102, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting from certain lands in Sections 2 and 11, Township 2 North, Range 65 West, 6th. P.M., to accommodate the Palyo 28-11 Well (API No. 05-123-32996), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

Order Nos. 232-322 & 407-601, Docket No. 1204-UP-105, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 2, Township 3 North, Range 65 West, 6th P.M., and Section 35, Township 4 North, Range 65 West, 6th P.M., to accommodate the Shelton 27-2 Well (API No. 05-123-33661), for the development and operation of the "JJ Sand, Codell and Niobrara Formations.

Order No. 407-602, Docket No. 1204-UP-106, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of the W½ W½ of Section 28, and E½ E½ of Section 29, Township 3 North, Range 65 West, 6th P.M., to accommodate the Wardell 26N-29HZ Well (API No. 05-123-35111), for the development and operation of the Niobrara Formation.

Order No. 369-6, Docket No. 1204-UP-108, Buzzard Creek Field, Mesa County. Applicant, Laramie Energy II, LLC. Approves the request for an order to pool all interests in an approximate 160-acre drilling and spacing unit consisting of the SW¼ of Section 17, Township 9 South, Range 93 West, 6th P.M., to accommodate the Jensen 17-13B Well (API No. 05-077-10188), for the development and operation of the Williams Fork and Iles Formations of the Mesaverde Group, and the Deep Formations.

Order No. 407-603, Docket No. 1204-UP-110, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 80-acre designated wellbore spacing unit consisting of the E½ SE¼ of Section 6, Township 7 North, Range 64 West, 6th P.M., to accommodate the Antholz PC AB 06-16 Well (API No. 05-123-32110), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-604, Docket No. 1204-UP-111, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 14, 15, 22 and 23, Township 4 North, Range 64 West, 6th P.M., to accommodate the Burough C 23-30D Well (API No. 05-123-34352), for the development and operation of the Codell and Niobrara Formations.

Order Nos. 232-323 & 407-605, Docket No. 1204-UP-112, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 4 and 5, Township 4 North, Range 64 West, 6th P.M., to accommodate the Burman C 04-32D Well (API No. 05-123-34343), for the development and operation of the "J" Sand, Codell and Niobrara Formations.

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Order Nos. 232-324 & 407-606, Docket No. 1204-UP-113, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NE¼ of Section 5, Township 4 North, Range 64 West, 6th P.M. ("WSU #1"), for the development and operation of the Codell and Niobrara Formations, and pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of the N½ of Section 5, Township 4 North, Range 64 West, 6th P.M. ("WSU #2"), for the development and operation of the "J" Sand Formation, to accommodate the Burman C 05-17D Well (API No. 05-123-34340), a directional well.

Order Nos. 232-325 & 407-607, Docket No. 1204-UP-114, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit ("WSU #1"), for the development and operation of the Codell and Niobrara Formations; and pool all interests in an approximate 320-acre designated wellbore spacing unit, for the development and operation of the "J" Sand Formation ("WSU #2"), consisting of certain lands in Section 5, Township 4 North, Range 64 West, 6th P.M., to accommodate the Burman C 05-24D Well (API No. 05-123-34341), a directional well.

Order No. 407-608, Docket No. 1204-UP-115, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 4 and 5, Township 4 North, Range 64 West, 6th P.M., to accommodate the Connell C 04-31D Well (API No. 05-123-33547), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-609, Docket No. 1204-UP-116, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 80-acre designated wellbore spacing unit consisting of the W½ SE¼ of Section 14, Township 7 North, Range 67 West, 6th P.M., to accommodate the Drake PC MM14-15D Well (API No. 05-123-33878), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-610, Docket No. 1204-UP-117, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S½ NW¼, N½ SW¼ of Section 22, Township 3 North, Range 65 West, 6th P.M., to accommodate the Frank PC H22-20D Well (API No. 05-123-32579), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-611, Docket No. 1204-UP-118, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 5 and 8, Township 3 North, Range 64 West, 6th P.M., to accommodate the LDS D08-28D Well (API No. 05-123-31993), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-612, Docket No. 1204-UP-122, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 158.16-acre designated wellbore spacing unit consisting of the SE¼ of Section 12, Township 4 North, range 64 West, 6th P.M., to accommodate the Watkins C12-23D Well (API No. 05-123-34570), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-613, Docket No. 1204-UP-123, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 158.05-acre designated wellbore spacing unit consisting of the W½ SE¼, E½ SW¼ of Section 12, Township 4 North, Range 64 West, 6th P.M., to accommodate the Watkins C12-24 Well (API No. 05-123-34568), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-614, Docket No. 1204-UP-124, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NW¼ of Section 2, Township 6 North, Range 66 West, 6th P.M., for the Anderson 2AD Well (API No. 05-123-32320) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

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Order No. 407-615, Docket No. 1204-UP-125, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the NW $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Bauer Debus 22AD Well (API No. 05-123-31846) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-616, Docket No. 1204-UP-126, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the E $\frac{1}{2}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Bauer Debus 22ND Well (API No. 05-123-31870) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-617, Docket No. 1204-UP-127, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the SE $\frac{1}{4}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ SW $\frac{1}{4}$, NW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 2, Township 6 North, Range 66 West, 6th P.M., for the Carlson 2OD Well (API No. 05-123-32226) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-618, Docket No. 1204-UP-128, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the SW $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Chesnut 22BD Well (API No. 05-123-31889) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-619, Docket No. 1204-UP-129, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S $\frac{1}{2}$ NW $\frac{1}{4}$, N $\frac{1}{2}$ SW $\frac{1}{4}$ of Section 22, Township 5 North, Range 64 West, 6th P.M., for the Chesnut 22KD Well (API No. 05-123-31879) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-620, Docket No. 1204-UP-130, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 22, Township 5 North, Range 64 West, 6th P.M., for the Chesnut 22OD Well (API No. 05-123-31883) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-621, Docket No. 1204-UP-131, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 2 and 11, Township 6 North, Range 66 West, 6th P.M., for the Leffler 2TD Well (API No. 05-123-31969) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-622, Docket No. 1204-UP-132, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the W $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 1 and the E $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 2, Township 5 North, Range 65 West, 6th P.M., for the Noffsinger 2VD Well (API No. 05-123-31905) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-623, Docket No. 1204-UP-133, Wattenberg Field, Weld County. Applicant, Petroleum Development Corporation d/b/a PDC Energy. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain

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lands in Sections 6 and 7, Township 6 North, range 66 West, 6th P.M., for the Schaefer 7MD Well (API No. 05-123-32303) and any subsequent well drilled in the wellbore spacing unit, for the development and operation of the Codell and Niobrara Formations.

Order No. 510-59, Docket No. 1204-UP-135, Grand Valley Field, Garfield County. Applicant, WPX Energy Rocky Mountain, LLC. Approves the request for an order to: 1) establish an approximate 2,605.97-acre exploratory drilling unit for horizontal and vertical well development consisting of Sections 22, 23, 26 and 27, Township 7 South, Range 96 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Deep Formations; and 2) pool all interests in the said exploratory drilling unit, for the development and operation of said formations.

FOR THE COLORADO OIL AND GAS
CONSERVATION COMMISSION

Peter J. Gowen, Acting Secretary

Approved:

Tom Compton, Chair