

RECORD OF PROCEEDINGS

July 9, 2012

The Oil and Gas Conservation Commission ("COGCC") met on July 9, 2012, at the COGCC Office, 1120 Lincoln Street, Suite 801, Denver, Colorado.

Roll Call of Commissioners:

Present:

| | |
|-------------------|----------------------------|
| Tom Compton | Chairman |
| Perry Pearce | Vice-Chairman |
| Richard D. Alward | Commissioner |
| John Benton | Commissioner |
| Tommy Holton | Commissioner |
| Mike King | Commissioner |
| Andrew Spielman | Commissioner |
| Chris Urbina | Commissioner |
| Thom Kerr | Acting Director |
| Jake Matter | Assistant Attorney General |
| Peter Gowen | Acting Hearings Manager |

Absent:

| | |
|-------------|--------------|
| Deann Craig | Commissioner |
|-------------|--------------|

Approval of Proceedings:

Commissioner Pearce moved for the approval of the minutes of the May 29, 2012 hearing. The motion was seconded by Commissioner Benton and was approved unanimously.

DNR Executive Director's Report:

Executive Director King reported on the following:

- DNR Director King spoke regarding the recent forest fires in Colorado, noting the current issue is mitigating erosion and landslides in areas affected by the fires.
- The Commission will be interviewing the final three candidates for the Director's position following the July 9th hearing.

Director's Report:

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

- Northwest Colorado Oil and Gas Forum: The next meeting of the Northwest Colorado Oil and Gas Forum is scheduled for September 6, 2012, at 10:00 am. The location has not been determined.
- Gas and Oil Regulatory Team (GORT) Meeting: The next GORT/Southwest Colorado Oil and Gas Stakeholders meeting is scheduled for August 30, 2012, at the La Plata County Fairgrounds in Durango, Colorado.
- *Public Outreach.* Staff was active in public outreach efforts since the last Commission hearing. Margaret Ash, Jim Precup, Alex Fischer, Mike Hickey, Randy Edelen, Shaun Kellerby, Mike Leonard, Stuart Ellsworth, Karen Spray, Mark Weems, Steve Labowskie, Thom Kerr, Denise Onyskiw and others participated in community meetings regarding oil and gas development in the state.
- Robert J. Frick joined the COGCC as the Hearings Unit Manager. Robert has worked in Greeley/Weld County for the past 12 years, with the last 4 as the Presiding Municipal Judge for the City of Greeley and a Deputy District Attorney with the Weld County District Attorney's Office prior to that.
- Steve Freese joined the COGCC as a Permit/Completion Technician. Steve has a Bachelor's Degree in Geology and a variety of work experience in the oil and gas industry.
- *Variances.* On May 24, 2012 a Rule 303.I.(2) Variance Request by Overland Resources LLC was

RECORD OF PROCEEDINGS

approved, allowing the surface location of a previously approved well to be co-located on a pre-existing well pad. On June 8, 2012 a Rule 303.I.(2) Variance Request by Southwestern Energy Production Co. was approved, allowing Southwestern to construct a well pad to accommodate the drilling rig prior to approval. Finally, Pine Ridge Oil and Gas LLC obtained approval for a surface owner waiver, allowing the well pad from a plugged well to remain ungraded and unseeded, per the surface owner's request.

- *Monthly Permit Activity.* Applications for permits are expected to decrease slightly from those levels seen in 2011. In June 2012, the COGCC received 300 permit applications and processed 377, resulting in a decrease in backlogged permit applications. Garfield and Weld Counties had the highest number of permit applications. 25.9% of applications are for horizontal wells. 50% of horizontal well applications resulted in a producing well. Finally, the annual production of oil and gas in Colorado has continued to increase and is currently at its highest level since the 1970's.
- Stakeholders meetings regarding Well to Building Setbacks occur every two weeks and include representatives from CDPHE and the Homebuilders Association. Agricultural concerns will be addressed at the next meeting on July 19, 2012 by the Cattlemen's Association, the Farmers Union and the Farm Bureau.
- Chairman Compton inquired about current Coal Bed Methane ("CBM") production. Acting Director Kerr noted a decrease in drilling permits and overall production from CBM wells.

Commissioner Comments:

- There were no Commissioner comments.

Audience Comments:

- Kim Shugar, Manager - Natural Resources Division, City of Longmont, commented on the City's applications to designate two areas within city limits as Designated Outdoor Activity Areas ("DOAA") pursuant to Rule 603.d., currently scheduled for the August 2012 Commission hearing. Ms. Shugar noted the City is working with TOP Operating Company to identify drilling locations and establish a surface use agreement.

Consent Agenda

With 52 matters listed for the Consent Agenda, Chairman Compton suggested that the Commission consider the matters in four 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. Commissioner Pearce noted Docket Nos. 1207-SP-62, 1207-SP-64 and 1207-SP-68 showed his employer or an affiliated company on the interested parties list, and requested these three matters be pulled from the consent agenda and taken under consideration separately. No other potential conflicts were raised.

Docket Nos. 1207-SP-62, 1207-SP-64 and 1207-SP-68 were removed from the consent agenda.

Docket No. 1207-SP-67 was pulled from the consent agenda and continued to the August 20, 2012 hearing.

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

Docket No. 1203-SP-23, Unnamed Field, Weld County

Applicant: EOG Resources, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 4, Township 6 North, Range 61 West, 6th P.M., to accommodate the planned Greasewood #01-04H Well, a horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Comments: Continued from the May hearing.

RECORD OF PROCEEDINGS

Docket No. 1203-SP-24, Unnamed Field, Weld County

Applicant: EOG Resources, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit Section 21, Township 10 North, Range 63 West, 6th P.M., to accommodate the planned Geary Creek #13-21H Well, a horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Comments: Continued from the May hearing.

Docket No. 1203-SP-25, Unnamed Field, Weld County

Applicant: EOG Resources, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 24, Township 4 North, Range 62 West, 6th P.M., to accommodate the planned Anschutz Spring Lake #16-24H Well, a horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Comments: Continued from the May hearing.

Docket No. 1207-SP-60, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 21, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-61, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 24, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-63, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-65, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

The motion was seconded by Commissioner Pearce and approved unanimously.

Commissioner Spielman made a motion to approve the following three applications pulled from Group A, with Commissioner Pearce abstaining, as follows:

Docket No. 1207-SP-62, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

RECORD OF PROCEEDINGS

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 27, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-64, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 22, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-68, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis/Katharine E. Fisher

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

The motion was seconded by Commissioner Holton and approved unanimously, with Commissioner Pearce abstaining.

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. Commissioner Pearce requested that he be recused from consideration and discussion of Docket No. 1203-AW-10 in which his employer or an affiliated company was listed as an interested party. Docket No. 1203-AW-10 was pulled from Group B of the Consent Agenda. No other potential conflicts were raised.

Docket No. 1207-AW-07 was pulled from the consent agenda and continued to the August 20, 2012 hearing.

Docket No. 1207-SP-74 was pulled from the consent agenda to discuss a change in the Draft Order.

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

Docket No. 1207-AW-06, Unnamed Field, Weld County

Applicant: Marathon Oil Company

Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to authorize up to four wells within an approximate 640-acre drilling and spacing unit consisting of Section 14, Township 8 North, Range 65 West 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-AW-08, Unnamed Field, Weld County

Applicant: Marathon Oil Company

Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to authorize up to four wells within an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 8 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-AW-09, Unnamed Field, Weld County

Applicant: Marathon Oil Company

Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to authorize up to four horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 7 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

RECORD OF PROCEEDINGS

Docket No. 1207-SP-70, Wattenberg Field, Weld County

Applicant: Marathon Oil Company
Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to establish three approximate 640-acre drilling and spacing units consisting of Sections 18, 19 and 29, Township 9 North, Range 57 West, 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

Docket No. 1207-SP-71, Unnamed Field, Larimer County

Applicant: Marathon Oil Company
Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to establish two approximate 640-acre drilling and spacing units consisting of Section 5, Township 10 North, Range 68 West, 6th P.M., and Section 32, Township 11 North, Range 68 West, 6th P.M., authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1207-SP-72, Unnamed Field, Larimer County

Applicant: Marathon Oil Company
Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to establish twelve approximate 640-acre drilling and spacing units consisting of certain lands in Sections 8, 14, 19 and 20, 22, 25, 29 through 32 and 36, Townships 8 and 9 North, Ranges 63, 64 and 65, West 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1207-SP-73, Unnamed Field, Larimer & Weld Counties

Applicant: Marathon Oil Company
Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to establish two approximate 640-acre drilling and spacing units consisting of Section 6 Township 9 North, Range 67 West, 6th P.M., and Section 24, Township 9 North, Range 68 West, 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Docket No. 1207-SP-77, Unnamed Field, Weld County

Applicant: Whiting Oil and Gas Corp.
Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish eight approximate 960-acre drilling and spacing units consisting of certain lands in Sections 21 through 23, and 26, through 35, and authorize up to four horizontal wells within each of the units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-78, Unnamed Field, Weld County

Applicant: Whiting Oil and Gas Corp.
Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish six approximate 960-acre drilling and spacing units consisting of certain lands in Sections 5 through 8, and 19, 20, 29 and 30 Township 10 North, Range 57 West 6th P.M. and Sections 1, 12, 19 and 30, Township 10 North Range 58 West, 6th P.M., and authorize up to four horizontal wells within the units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1207-SP-79, Unnamed Field, Weld County

Applicant: Whiting Oil and Gas Corp.
Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 24, Township 10 North, Range 58 West, 6th P.M., and authorize up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

RECORD OF PROCEEDINGS

The motion was seconded by Commissioner Pearce and approved unanimously.

Commissioner Holton made a motion to approve Docket No. 1207-AW-10, pulled from Group B, with Commissioner Pearce abstaining, as follows:

Docket No. 1207-AW-10, Unnamed Field, Weld County

Applicant: Marathon Oil Company
Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to authorize up to four horizontal wells within each of two approximate 640-acre drilling and spacing units consisting of Sections 2 and 14, Township 7 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

The motion was seconded by Commissioner Spielman and approved unanimously, with Commissioner Pearce abstaining.

Acting Secretary Peter Gowen then briefed the Commission on changes to the Draft Order for Docket No. 1207-SP-74. Marathon, by its attorneys, withdrew lands in Section 8, Township 6 North, Range 61 West, 6th P.M. from the pending Application.

Commissioner Holton made a motion to approve Docket No. 1207-SP-74, with Commissioner Pearce abstaining, as follows:

Docket No. 1207-SP-74, Wattenberg Field, Weld Counties

Applicant: Marathon Oil Company
Attorneys: Scott M. Campbell/Jeremy I. Ferrin

Subject: Request for an order to establish four approximate 640-acre drilling and spacing units consisting of certain lands in Sections 2, 14, 28 and 34, Township 7 North, Range 62 West, 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

The motion was seconded by Commissioner Benton and approved unanimously, with Commissioner Pearce abstaining.

Group C

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. Commissioner Pearce requested that he be recused from consideration and discussion of Docket Nos. 1207-UP-165, 1207-UP-167 and 1207-UP-169 in which his employer or an affiliated company was listed as an interested party. Docket Nos. 1207-UP-165, 1207-UP-167 and 1207-UP-169 were pulled from Group C of the Consent Agenda. No other potential conflicts were raised.

Chairman Compton requested Docket No. 1207-UP-174 be pulled from the consent agenda for further discussion by the Commission.

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

Docket No. 1204-UP-78, Unnamed Field, Weld County

Applicant: Carrizo Oil & Gas, Inc.
Attorneys: Kenneth A. Wonstolen & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Continued from the May hearing.

Docket No. 1207-UP-166, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.
Attorneys: Robert A. Willis & Katharine E. Fisher

RECORD OF PROCEEDINGS

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Contingent on the approval of Docket No. 1207-SP-65.

Docket No. 1207-UP-170, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 21, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Contingent on the approval of Docket No. 1207-SP-60.

Docket No. 1207-UP-171, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Contingent on the approval of Docket No. 1207-SP-63.

Docket No. 1207-UP-175, Unnamed Field, Weld County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Kenneth A. Wonstolen & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 25, Township 8 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1207-UP-176, Unnamed Field, Weld County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Kenneth A. Wonstolen & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 26, Township 8 North, Range 60 West, 6th P.M., to accommodate the Hemberger 26-41-8-60 Well (API No. 05-123-34430), for the development and operation of the Niobrara Formation.

Docket No. 1207-UP-183, Wattenberg Field, Weld County

Applicant: MAK-J Energy Colorado, LLC

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 80-acre drilling and spacing unit consisting of certain lands in Section 33, Township 4 North, Range 68 West, 6th P.M., to accommodate the McCoy 14-33 Well (API No. 05-123-35226) and the McCoy 13-33 Well (API No. 05-123-35227), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1207-UP-184, Wattenberg Field, Weld County

Applicant: MAK-J Energy Colorado, LLC

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Section 33, Township 4 North, Range 68 West, 6th P.M., to accommodate the McCoy 2-6-33 Well (API No. 05-123-35229), for the development and operation of the Codell and Niobrara Formations.

The motion was seconded by Commissioner Spielman and approved unanimously.

Commissioner Holton made a motion to approve the following three applications pulled from Group C, with Commissioner Pearce abstaining, as follows:

RECORD OF PROCEEDINGS

Docket No. 1207-UP-165, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Contingent on the approval of Docket No. 1207-SP-68.

Docket No. 1207-UP-167, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 27, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Contingent on the approval of Docket No. 1207-SP-62.

Docket No. 1207-UP-169, Unnamed Field, Adams County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Robert A. Willis & Katharine E. Fisher

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 22, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Comments: Contingent on the approval of Docket No. 1207-SP-64.

The motion was seconded by Commissioner Benton and approved unanimously, with Commissioner Pearce abstaining.

The Commission then Discussed Docket No. 1207-UP-174. Chairman Compton asked a question regarding the interests of the United States. Liz Gallaway, attorney for Carrizo, was present to discuss the Application. Following discussion, Commissioner Pearce moved for the approval Docket No. 1207-UP-174, as recommended by Staff:

Docket No. 1207-UP-174, Unnamed Field, Weld County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Kenneth A. Wonstolen & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 8 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Diversified Operating Corporation

Attorney: Forrest W. Lewis

Comments: Protest withdrawn.

The motion was seconded by Commissioner Benton 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 conflicts were raised.

Chairman Compton requested Docket No. 1207-UP-179 be pulled from the consent agenda for further discussion by the Commission.

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

Docket No. 1207-UP-177, Unnamed Field, Routt County

Applicant: Continental Resources, Inc.

RECORD OF PROCEEDINGS

Attorneys: Kenneth A. Wonstolen & Elizabeth Y. Gallaway

Subject: Request for an order to Affirm Order No. 540-2, pooling all interests in an approximate 640-acre drilling and spacing unit consisting of Section 11, Township 6 North, Range 87 West, 6th P.M., to accommodate the Peltier 1-11H Well, for the development and operation of the Niobrara Formation.

Docket No. 1207-UP-182, Wattenberg Field, Weld County

Applicant: Kerr-McGee Oil & Gas Onshore LP

Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests within three approximate 200-acre and three approximate 400-acre designated wellbore spacing units consisting of certain lands in Sections 5 and 6, Township 2 North, Range 65 West, 6th P.M., and Section 31, Township 3 North, Range 65 West, 6th P.M., to accommodate the Nichols 15N-31HZ, Nichols 15C-31HZ, Nichols 37N-31HZ, Nichols 37C-31HZ, Nichols 16N-31HZ, and Nichols 38N-31HZ Wells, for the development and operation of the Codell and Niobrara Formations.

Docket No. 1207-UP-189, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost, Theresa M. Sauer & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the SW¼ of Section 21, Township 5 North, Range 65 West, 6th P.M., to accommodate the Adolph F21-25D Well (API No. 05-123-33544), for the development and operation of the Codell and Niobrara Formations.

Docket No. 1207-UP-190, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 21 and 22, Township 2 North, Range 65 West, 6th P.M., to accommodate the Powers X22-31 Well (API No. 05-123-32608), for the development and operation of the "J" Sand and Codell-Niobrara Formations.

Docket No. 1207-UP-191, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost, Theresa M. Sauer & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit for the below-described lands, to accommodate the Camp H30-31 Well (API No. 05-123-31838), for the development and operation of the "J" Sand and Codell-Niobrara Formations.

Docket No. 1207-UP-192, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of the SE¼ of Section 8, Township 5 North, Range 64 West, 6th P.M., to accommodate the Jurgens PC B08-23 Well (API No. 05-123-34976), for the development and operation of the Codell-Niobrara Formation.

Docket No. 1207-UP-193, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of the S½ NE¼, N½ SE¼ of Section 8, Township 5 North, Range 64 West, 6th P.M., to accommodate the Jurgens PC B08-22D Well (API No. 05-123-34966), for the development and operation of the Codell-Niobrara Formation.

Docket No. 1207-UP-194, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

RECORD OF PROCEEDINGS

Subject: Request for an order to pool all interests in an approximate 160-acre wellbore spacing unit for the E½ SW¼, W½ SE¼ of Section 8, Township 5 North, Range 64 West, 6th P.M., to accommodate the Jurgens PC B08-24D Well (API No. 05-123-34969), for the development and operation of the Codell-Niobrara Formation.

Docket No. 1207-UP-195, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of the S½ NE¼, N½ SE¼ of Section 2, Township 23 North, Range 66 West, 6th P.M., to accommodate the Barclay L02-22 Well (API No. 05-123-31771), for the development and operation of the "J" Sand and Codell-Niobrara Formations.

Docket No. 1207-UP-196, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 400-acre wellbore spacing unit, for certain lands in Sections 28 and 29, Township 5 North, Range 65 West, 6th P.M., to accommodate the Ikenouye F28-65 HN Well (API No. 05-123-34241), for the development and operation of the Niobrara Formation.

Docket No. 1207-UP-197, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost, Theresa M. Sauer & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 8 and 9, Township 4 North, Range 65 West, 6th P.M., to accommodate the Betz PC G09-31D Well (API No. 05-123-32701), for the development and operation of the Codell-Niobrara Formation.

Docket No. 1207-UP-198, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost, Theresa M. Sauer & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 158.794-acre designated wellbore spacing unit consisting of the W½ SE¼, E½ SW¼ of Section 1, Township 4 North, Range 64 West, 6th P.M., to accommodate the Marley C01-24D Well (API No. 05-123-31340), for the development and operation of the Codell-Niobrara Formation.

Docket No. 1207-UP-199, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Gallaway

Subject: Request for an order to pool all interests in an approximate 150.04-acre designated wellbore spacing unit consisting of the S½ S½ of Section 18, Township 7 North, Range 63 West, 6th P.M., to accommodate the Bashor AC18-62HN Well (API No. 05-123-35093), for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Benton and approved unanimously.

The Commission then Discussed Docket No. 1207-UP-179. Chairman Compton asked a question regarding the interested party list. Acting Secretary Gowen notified the Commission that an interested party list was included with Noble's Amended Application. Following discussion, Commissioner Pearce moved for the approval Docket No. 1207-UP-179, as recommended by Staff:

Docket No. 1207-UP-179, Wattenberg Field, Weld County

Applicant: Kerr-McGee Oil & Gas Onshore LP

Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in two approximate 200-acre and four approximate 400-acre designated wellbore spacing units consisting of certain lands in Sections 3, 4 and 9, Township 2 North, Range 65 West, 6th P.M., to accommodate the Thomason 15C-4HZ (API

RECORD OF PROCEEDINGS

No. 05-123-35658), Thomason 15N-4HZ (API No. 05-123-35657), Thomason 37N-E4HZ (No API), Thomason 37N-W4HZ (API No. 05-123-35659), Thomason 38N-4HZ (No API), and the Haymaker 36N-4HZ (API No. 05-123-35608) Wells, for the development and operation of the Codell and Niobrara Formations.

The motion was seconded by Commissioner Holton 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 of the Consent Agenda. No such requests were made.

Commissioner Spielman moved for the approval of the application in Group E of the Consent Agenda, as recommended by Staff, as follows:

Cause No. 1V, Docket No. 1207-OV-05, Montezuma County
Staff Recommendation

Subject: Pursuant to Rule 709, the COGCC Staff requests an Order calling the financial assurance instrument for the Humiston #1 Well (API #05-083-06110), located in the SE¼ NW¼ of Section 33, Township 36 North Range 13 West, N.M.P.M., for purposes of assisting with the proper plugging and abandonment of the Well.

The motion was seconded by Commissioner Holton and approved unanimously.

Acting Secretary Gowen informed the Commission of one additional matter placed on the Consent Agenda. Docket No. 1204-SP-51 was previously approved by the Commission on April 16, 2012. Before the final order was issued, WPX Energy Rocky Mountain, LLC ("WPX") informed COGCC Staff that the Notice of Hearing was not published in the required local paper. WPX, by its attorneys, republished the Notice and requested the Commission re-authorize the issuance of the order approving the Application. The Application was unopposed.

Commissioner Holton moved for the approval of the WPX Application added to the Consent Agenda, as recommended by Staff, as follows:

Docket No. 1204-SP-51, Grand Valley Field, Garfield County

Applicant: WPX Energy Rocky Mountain, LLC
Attorney: Gretchen VanderWerf

Subject: 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 Benton and approved unanimously.

General Hearing Matters:

Docket No. 1203-GA-03, Navajo Field, Archuleta County

Applicant: Alamosa Drilling Inc.
Representative: Elizabeth Y. Gallaway

Protestant: Dr. Maude E. Nielsen

Subject: Request pursuant to Rule 502.b.(1) for a variance to Rule 603.a.(2) (150 foot setback from surface property line) by Alamosa. It is protested by Dr. Maude E. Nielsen, the neighboring land owner who is impacted by the proposed variance.

On June 28, 2012, Alamosa, by its attorneys, filed a Request for Reconsideration following the 4-4 vote at the May 29, 2012 hearing. Due to the tie vote, the request to approve the variance was neither approved nor denied. Alamosa is seeking to have the missing Commissioner review the record from the May 29, 2012 hearing, and that the full, nine member Commission reconsider the decision of May 29, 2012.

Commissioner Spielman asked why this matter was even being considered due to the fact that the request failed during the May 29 hearing. Commissioner Spielman then requested that Assistant Attorney General

RECORD OF PROCEEDINGS

Jake Matter research the Commission's necessity in hearing a matter that has already been voted on and failed due to a tie vote, and whether that vote constitutes an "official agency action" for purposes of appealing the decision in District Court.

Assistant Attorney General Jake Matter summarized the issue going forward as a two-part question: (1) Whether the May 29, 2012 vote by the Commission, which ended in a tie and effectively caused the request to fail, constitutes final agency action for purposes of appeals to the District Court; and (2) whether the Commission has discretion to choose whether to consider the matter again based on the previously admitted record, which is now closed, or whether the Applicant is necessarily entitled to a reconsideration by the Commission with the hope that all nine commissioners will be present and able to vote on the matter.

Commissioner King suggested the Commission should table all discussion, due to the fact that not all parties were present at the hearing and that it would be unfair to proceed without all parties present. This sentiment was shared by other Commissioners.

Commissioner Pearce made a Motion to Continue the matter to the August 20, 2012 hearing. The motion was seconded by Commissioner Spielman and approved unanimously.

Commissioner Pearce requested that special notice be sent to all interested parties notifying them that the Commission will consider the Motion for Reconsideration at the August 20, 2012 Commission hearing.

Docket No. 1108-GA-08, Mesa County

Applicant: TC Operating, LLC

Attorney: Stephen J. Sullivan

Subject: Appeal of Staff's denial of an Application for an Underground Injection Control ("UIC") permit for the Deer Creek SWD 1 Well, located in the NE¼ NE¼ of Section 2, Township 14 South, Range 98 West, 6th P.M.

Staff Enforcement Officer Peter Gowen briefed the Commission on the procedural history of the matter. TC Operating, by its attorneys, raised preliminary objections to the proceedings. TC Operating challenged the exhibit used by Commission Staff regarding the "Glover Model", provided by the Colorado Division of Water Resources, on the basis that it was presented to TC Operating with insufficient time to analyze and rebut.

Commissioner King suggested that the matter be continued to the August 20, 2012 hearing to allow Applicant additional more time to review the "Glover Model" and prepare rebuttal testimony. Commissioner King believed that a bifurcated hearing on the matter could create logistical and other problems.

Commissioner Pearce made a motion to continue the matter to the August 20, 2012 hearing. The motion was seconded by Commissioner Holton and approved unanimously.

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.

Commissioner Pearce moved that the Commission enter Executive Session to discuss and receive legal advice on the following issues:

- *Grand Valley Citizens Alliance v. COGCC*
- Update on local attempts to regulate oil and gas operations
- Analysis of City of Longmont's ordinance regulating oil and gas operations
- Analysis of Routt County's efforts to regulate oil and gas operations
- Analysis of Boulder County's 12 month moratorium on oil and gas operations
- Discussion of Chase Sutak decision and petition for rehearing
- Discussion and consideration of appointment or employment of Commission Director. (Executive session requested by applicants pursuant to CRS 24-6-402(3)(b)(1).)

The motion was seconded by Commissioner Alward and approved unanimously. The Commission went into Executive Session at approximately 10:30 a.m., reconvening at 1:00 p.m.

There was no further business before the Commission. The meeting was adjourned.

RECORD OF PROCEEDINGS

Adjourned at 1:00 p.m.

=====

The Secretary was therefore authorized to issue the following orders:

Order No. 407-658, Docket No. 1203-SP-23, Unnamed Field, Weld County. Applicant, EOG Resources, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 4, Township 6 North, Range 61 West, 6th P.M., to accommodate the planned Greasewood #01-04H Well, a horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-162, Docket No. 1203-SP-24, Unnamed Field, Weld County. Applicant, EOG Resources, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit Section 21, Township 10 North, Range 63 West, 6th P.M., to accommodate the planned Geary Creek #13-21H Well, a horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-659, Docket No. 1203-SP-25, Unnamed Field, Weld County. Applicant, EOG Resources, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 24, Township 4 North, Range 62 West, 6th P.M., to accommodate the planned Anschutz Spring Lake #16-24H Well, a horizontal well, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-167, Docket No. 1207-SP-60, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 21, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-168, Docket No. 1207-SP-61, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 24, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-169, Docket No. 1207-SP-62, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 27, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-170, Docket No. 1207-SP-63, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-171, Docket No. 1207-SP-64, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 22, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-172, Docket No. 1207-SP-65, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-173, Docket No. 1207-SP-68, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 3 South, Range 64 West, 6th P.M., and authorize up to two horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

RECORD OF PROCEEDINGS

Order No. 535-165, Docket No. 1207-AW-06, Unnamed Field, Weld County. Applicant, Marathon Oil Company. Approves the request for an order to authorize up to four wells within an approximate 640-acre drilling and spacing unit consisting of Section 14, Township 8 North, Range 65 West 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-166, Docket No. 1207-AW-08, Unnamed Field, Weld County. Applicant, Marathon Oil Company. Approves the request for an order to authorize up to four wells within an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 8 North, Range 64 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-660, Docket No. 1207-AW-09, Unnamed Field, Weld County. Applicant, Marathon Oil Company. Approves the request for an order to authorize up to four horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 7 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-661, Docket No. 1207-AW-10, Unnamed Field, Weld County. Applicant, Marathon Oil Company. Approves the request for an order to authorize up to four horizontal wells within each of two approximate 640-acre drilling and spacing units consisting of Sections 2 and 14, Township 7 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-174, Docket No. 1207-SP-70, Wattenberg Field, Weld County. Applicant, Marathon Oil Company. Approves the request for an order to establish three approximate 640-acre drilling and spacing units consisting of Sections 18, 19 and 29, Township 9 North, Range 57 West, 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

Order No. 535-175, Docket No. 1207-SP-71, Unnamed Field, Larimer County. Applicant, Marathon Oil Company. Approves the request for an order to establish two approximate 640-acre drilling and spacing units consisting of Section 5, Township 10 North, Range 68 West, 6th P.M., and Section 32, Township 11 North, Range 68 West, 6th P.M., authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-176, Docket No. 1207-SP-72, Unnamed Field, Larimer County. Applicant, Marathon Oil Company. Approves the request for an order to establish twelve approximate 640-acre drilling and spacing units consisting of certain lands in Sections 8, 14, 19 and 20, 22, 25, 29 through 32 and 36, Townships 8 and 9 North, Ranges 63, 64 and 65, West 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 535-177, Docket No. 1207-SP-73, Unnamed Field, Larimer & Weld Counties. Applicant, Marathon Oil Company. Approves the request for an order to establish two approximate 640-acre drilling and spacing units consisting of Section 6 Township 9 North, Range 67 West, 6th P.M., and Section 24, Township 9 North, Range 68 West, 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell and Niobrara Formations.

Order No. 407-662, Docket No. 1207-SP-74, Wattenberg Field, Weld Counties. Applicant, Marathon Oil Company. Approves the request for an order to establish four approximate 640-acre drilling and spacing units consisting of certain lands in Sections 2, 14, 28 and 34, Township 7 North, Range 62 West, 6th P.M., and authorize up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

Order No. 535-178, Docket No. 1207-SP-77, Unnamed Field, Weld County. Applicant, Whiting Oil and Gas Corp. Approves the request for an order to establish eight approximate 960-acre drilling and spacing units consisting of certain lands in Sections 21 through 23, and 26, through 35, and authorize up to four horizontal wells within each of the units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-179, Docket No. 1207-SP-78, Unnamed Field, Weld County. Applicant, Whiting Oil and Gas Corp. Approves the request for an order to establish six approximate 960-acre drilling and spacing units consisting of certain lands in Sections 5 through 8, and 19, 20, 29 and 30 Township 10 North, Range 57 West 6th P.M. and Sections 1, 12, 19 and 30, Township 10 North Range 58 West, 6th P.M., and authorize up to four horizontal wells within the units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-180, Docket No. 1207-SP-79, Unnamed Field, Weld County. Applicant, Whiting Oil and Gas Corp. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 24, Township 10 North, Range 58 West, 6th P.M., and authorize up to four horizontal

RECORD OF PROCEEDINGS

wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-164, Docket No. 1204-UP-78, Unnamed Field, Weld County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-181, Docket No. 1207-UP-165, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 20, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-182, Docket No. 1207-UP-166, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-183, Docket No. 1207-UP-167, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 27, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-184, Docket No. 1207-UP-169, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 22, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-185, Docket No. 1207-UP-170, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 21, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-186, Docket No. 1207-UP-171, Unnamed Field, Adams County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 3 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-187, Docket No. 1207-UP-174, Unnamed Field, Weld County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 8 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-188, Docket No. 1207-UP-175, Unnamed Field, Weld County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 25, Township 8 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-189, Docket No. 1207-UP-176, Unnamed Field, Weld County. Applicant, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 26, Township 8 North, Range 60 West, 6th P.M., to accommodate the Hemberger 26-41-8-60 Well (API No. 05-123-34430), for the development and operation of the Niobrara Formation.

Order No. 540-11, Docket No. 1207-UP-177, Unnamed Field, Routt County. Applicant, Continental Resources, Inc. Approves the request for an order to Affirm Order No. 540-2, pooling all interests in an approximate 640-acre drilling and spacing unit consisting of Section 11, Township 6 North, Range 87 West, 6th P.M., to accommodate the Peltier 1-11H Well, for the development and operation of the Niobrara Formation.

Order No. 407-663, Docket No. 1207-UP-179, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in two approximate 200-acre and four approximate 400-acre designated wellbore spacing units consisting of certain lands in Sections 3, 4 and 9, Township 2 North, Range 65 West, 6th P.M., to accommodate the Thomason 15C-4HZ (API No. 05-123-35658), Thomason 15N-4HZ (API No. 05-123-35657), Thomason 37N-E4HZ (No API), Thomason 37N-W4HZ (API No. 05-123-35659), Thomason 38N-4HZ (No API), and the Haymaker 36N-4HZ (API No. 05-123-35608) Wells, for the development and operation of the Codell and Niobrara Formations.

RECORD OF PROCEEDINGS

Order No. 407-664, Docket No. 1207-UP-182, Wattenberg Field, Weld County. Applicant, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests within three approximate 200-acre and three approximate 400-acre designated wellbore spacing units consisting of certain lands in Sections 5 and 6, Township 2 North, Range 65 West, 6th P.M., and Section 31, Township 3 North, Range 65 West, 6th P.M., to accommodate the Nichols 15N-31HZ, Nichols 15C-31HZ, Nichols 37N-31HZ, Nichols 37C-31HZ, Nichols 16N-31HZ, and Nichols 38N-31HZ Wells, for the development and operation of the Codell and Niobrara Formations.

Order No. 407-665, Docket No. 1207-UP-183, Wattenberg Field, Weld County. Applicant, MAK-J Energy Colorado, LLC. Approves the request for an order to pool all interests in an approximate 80-acre drilling and spacing unit consisting of certain lands in Section 33, Township 4 North, Range 68 West, 6th P.M., to accommodate the McCoy 14-33 Well (API No. 05-123-35226) and the McCoy 13-33 Well (API No. 05-123-35227), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-666, Docket No. 1207-UP-184, Wattenberg Field, Weld County. Applicant, MAK-J Energy Colorado, LLC. 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 33, Township 4 North, Range 68 West, 6th P.M., to accommodate the McCoy 2-6-33 Well (API No. 05-123-35229), for the development and operation of the Codell and Niobrara Formations.

Order No. 407-667, Docket No. 1207-UP-189, 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 SW $\frac{1}{4}$ of Section 21, Township 5 North, Range 65 West, 6th P.M., to accommodate the Adolph F21-25D Well (API No. 05-123-33544), for the development and operation of the Codell and Niobrara Formations.

Order Nos. 232-339 and 407-668, Docket No. 1207-UP-190, 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 21 and 22, Township 2 North, Range 65 West, 6th P.M., to accommodate the Powers X22-31 Well (API No. 05-123-32608), for the development and operation of the "J" Sand and Codell-Niobrara Formations.

Order Nos. 232-340 and 407-669, Docket No. 1207-UP-191, 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 for the below-described lands, to accommodate the Camp H30-31 Well (API No. 05-123-31838), for the development and operation of the "J" Sand and Codell-Niobrara Formations.

Order No. 407-670, Docket No. 1207-UP-192, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of the SE $\frac{1}{4}$ of Section 8, Township 5 North, Range 64 West, 6th P.M., to accommodate the Jurgens PC B08-23 Well (API No. 05-123-34976), for the development and operation of the Codell-Niobrara Formation.

Order No. 407-671, Docket No. 1207-UP-193, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit consisting of the S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 8, Township 5 North, Range 64 West, 6th P.M., to accommodate the Jurgens PC B08-22D Well (API No. 05-123-34966), for the development and operation of the Codell-Niobrara Formation.

Order No. 407-672, Docket No. 1207-UP-194, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre wellbore spacing unit for the E $\frac{1}{2}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 8, Township 5 North, Range 64 West, 6th P.M., to accommodate the Jurgens PC B08-24D Well (API No. 05-123-34969), for the development and operation of the Codell-Niobrara Formation.

Order Nos. 232-341 and 407-673, Docket No. 1207-UP-195, 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 S $\frac{1}{2}$ NE $\frac{1}{4}$, N $\frac{1}{2}$ SE $\frac{1}{4}$ of Section 2, Township 23 North, Range 66 West, 6th P.M., to accommodate the Barclay L02-22 Well (API No. 05-123-31771), for the development and operation of the "J" Sand and Codell-Niobrara Formations.

Order No. 407-674, Docket No. 1207-UP-196, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 400-acre wellbore spacing unit, for certain lands in Sections 28 and 29, Township 5 North, Range 65 West, 6th P.M., to accommodate

RECORD OF PROCEEDINGS

the Ikenouye F28-65 HN Well (API No. 05-123-34241), for the development and operation of the Niobrara Formation.

Order No. 407-675, Docket No. 1207-UP-197, 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 8 and 9, Township 4 North, Range 65 West, 6th P.M., to accommodate the Betz PC G09-31D Well (API No. 05-123-32701), for the development and operation of the Codell-Niobrara Formation.

Order No. 407-676, Docket No. 1207-UP-198, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 158.794-acre designated wellbore spacing unit consisting of the W½ SE¼, E½ SW¼ of Section 1, Township 4 North, Range 64 West, 6th P.M., to accommodate the Marley C01-24D Well (API No. 05-123-31340), for the development and operation of the Codell-Niobrara Formation.

Order No. 407-677, Docket No. 1207-UP-199, Wattenberg Field, Weld County. Applicant, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 150.04-acre designated wellbore spacing unit consisting of the S½ S½ of Section 18, Township 7 North, Range 63 West, 6th P.M., to accommodate the Bashor AC18-62HN Well (API No. 05-123-35093), for the development and operation of the Niobrara Formation.

Order No. 1V-390, Docket No. 1207-OV-05, Montezuma County. Staff Recommendation. Approves the request for an order calling the financial assurance instrument for the Humiston #1 Well (API #05-083-06110), located in the SE¼ NW¼ of Section 33, Township 36 North Range 13 West, N.M.P.M., for purposes of assisting with the proper plugging and abandonment of the Well.

Order No. 440-66, 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.

FOR THE COLORADO OIL AND GAS
CONSERVATION COMMISSION

Robert J. Frick, Secretary

Approved:

Tom Compton, Chair