

RECORD OF PROCEEDINGS

July 29, 2013

The Oil and Gas Conservation Commission (“COGCC”) met on July 29, 2013, at the offices of the COGCC, 1120 Lincoln Street, Suite 801, Denver, Colorado.

Monday, July 29, 2013 - Roll Call of Commissioners:

Present:

Tom Compton	Chairman
John Benton	Commissioner
Tommy Holton	Commissioner
Richard D. Alward	Commissioner
Andrew Spielman	Commissioner (by Skype)
Mike King	Commissioner
Matt Lepore	Director
Jake Matter	Assistant Attorney General
Robert J. Frick	Hearings Manager

Absent:

Perry Pearce	Vice-Chairman
Deann Craig	Commissioner
CDPHE Director	Vacant

Approval of Proceedings:

Commissioner Benton made a Motion to Approve the minutes from the June 17, 2013 hearing. The Motion was seconded by Commissioner Alward and approved unanimously.

DNR Executive Director’s Report:

DNR Director King noted the following:

- 1) Rick Cables of the Colorado Water Conservation Board has resigned. DNR has hired James Eckland as the new director of the Colorado Water Conservation Board.
- 2) Colorado wildfires highlight the importance of water. To prevent mudslides in burn areas: San Luis Valley, Black Forest Fire, West Fork Complex, etc. the State has provided emergency funds and are seeking Federal emergency funds.
- 3) A new CDPHE Director is likely by the next COGCC Commission hearing.

Director’s Report:

- 1) New setback requirements take effect on August 1st.
- 2) COGCC is conducting setback training for industry the next is on August 2nd at the Hunters Education Building.
- 3) In June and July the LGL’s have engaged with many county and local city governments. On July 23rd, the LGL’s held training for LGD’s.

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- 4) On June 18th, COGCC Field Inspectors and the CDPHE Air Pollution Control Division held a joint training session using infrared cameras to spot methane leakage from wellheads and oil and gas facilities.
- 5) New COGCC staff are being hired: Mark Schlagenhaut in Engineering, Mike Hickey in Engineering, Chris Eisinger - Research Scientist filling Jim Milne's former GIS position, Eric Nickell to Finance (Budget Analyst).
- 6) Wildlife maps are updated on GIS, including Greater Sage Grouse. The COGCC has begun rulemaking to update the maps.
- 7) Thom Kerr, Permitting and Technical Unit Manager briefed the Commission on recent drilling activity: Weld and Garfield Counties lead drilling permits. Horizontal drilling permits accounted for 53% of the total.

Commissioner Comments:

None

Public Comments:

Docket No. 1306-UP-112 was pulled from the Consent Agenda for Comment.

Consent Agenda

With 59 matters listed for the Consent Agenda, Hearings Unit Manager Robert Frick suggested that the Commission consider the matters in eight 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 his employer was ConocoPhillips and stated he would abstain from discussion and voting on Group A.

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

Docket No. 1307-UP-154, Unnamed Field, Arapahoe County

Staff: Jill Dorancy, Hearing Officer

Applicant: ConocoPhillips Company
Attorneys: Jamie L. Jost & James P. Parrot

Subject: Request for an order to pool all interests within an approximate 640-acre drilling and spacing unit established for Section 33, Township 4 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-157, Unnamed Field, Arapahoe County

Staff: Jill Dorancy, Hearing Officer

Applicant: ConocoPhillips Company
Attorneys: Jamie L. Jost & James P. Parrot

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Subject: Request for an order to pool all interests within an approximate 1280-acre exploratory drilling and spacing unit established for Sections 10 and 11, Township 4 South Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-173, Unnamed Field, Gunnison County

Staff: Jill Dorancy, Hearing Officer

Applicant: ConocoPhillips Company
Attorneys: Jamie L. Jost & James P. Parrot

Subject: Request for an order to pool all interests within an approximate 640-acre exploratory drilling and spacing unit established for Sections 2, Township 4 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Holton and approved unanimously, with Commissioner Pierce abstaining from consideration and voting.

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 Spielman noted his law firm represents Bill Barrett Corporation (BBC) on matters outside of Colorado and noted he was disclosing the representation out of an abundance of caution, that it would not affect his vote, and that he would vote on matters in Group B.

Commissioner Benton moved for the approval of Group B, as recommended by Staff, as follows:

Docket No. 1305-SP-76, Unnamed Field, Jackson County

Staff: Roger Allbrandt, Hearing Officer

Applicant: EE3 LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to among other things, establish an approximate 1,280-acre laydown drilling and spacing unit consisting of Sections 9 & 10, Township 4 North, Range 62 West, 6th P.M., and approve up to 16 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1305-SP-78, Wattenberg Field, Weld County

Staff: Jill Dorancy, Hearing Officer

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 23, Township 6 North, Range 62 West, 6th P.M., and

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approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

Docket No. 1306-SP-91, Wattenberg Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Bonanza Creek Energy Operating Company LLC
Attorneys: J. Michael Morgan

Subject: Request for an order to: 1) vacate the approximate 640-acre drilling and spacing unit established by Order Nos. 407-380 and 407-633 for Section 6, Township 5 North, Range 61 West, 6th P.M.; and 2) establish an approximate 640-acre drilling and spacing unit consisting of Section 6, Township 5 North, Range 61 West, 6th P.M., and approve up to ten horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1306-SP-101 Unnamed Field, Morgan County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Condor Energy Technology, LLC.
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 5, Township 6 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1306-UP-96 Wattenberg Field, Weld County

Applicant: PDC Energy, Inc.
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in three approximate 160-acre designated wellbore spacing units consisting of certain lands in Sections 17 and 20, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1306-UP-97 Wattenberg Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Applicant: PDC Energy, Inc.
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 10 and 11, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Comment: The initial submitted 511 testimony was not sufficient to satisfy the concerns of COGCC staff. The applicant may be submitting revised materials, however,

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COGCC staff will not be recommending approval or denial until the materials have been reviewed and hearing held before the Commission.

Docket No. 1306-UP-98 Wattenberg Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Applicant: PDC Energy, Inc.
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of certain lands in Section 1, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell Formation.

Comment: The initial submitted 511 testimony was not sufficient to satisfy the concerns of COGCC staff. The applicant may be submitting revised materials, however, COGCC staff will not be recommending approval or denial until the materials have been reviewed and hearing held before the Commission.

Docket No. 1307-SP-1116, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 11, township 10 North, Range 57 West, 6th P.M., and approve up to thirteen horizontal wells in the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-SP-1119, Unnamed Field, Weld County

Applicant: Foundation Energy Management LLC
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 28, Township 8 north, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

The motion was seconded by Commissioner Alward and approved unanimously.

Group BB

The Commission then considered Group BB. Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group BB of the Consent Agenda. No conflicts were reported.

Commissioner Alward moved for the approval of Group BB, as recommended by Staff, as follows:

Docket No. 1307-SP-1120, Unnamed Field, Weld County

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Applicant: Foundation Energy Management LLC
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 36, Township 8 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-SP-1121, Wattenberg Field, Weld County

Applicant: Foundation Energy Management LLC
Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit Section 31, township 8 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-SP-1122, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Docket No. 1307-SP-1123, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 10, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Docket No. 1307-SP-1124, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 30, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation;

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and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Docket No. 1307-SP-1125, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 6 North, range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Docket No. 1307-SP-1126, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 18, Township 6 north, range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit for the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Docket No. 1307-SP-1127, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 21, Township 5 North, range 61 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Docket No. 1307-SP-1128, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 8, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit for the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

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Docket No. 1307-SP-1129, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Commissioner Holton seconded the motion and Group BB was approved unanimously.

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. No disclosures were reported.

Commissioner Holton moved for the approval of Group C matters, as recommended by Staff, as follows:

Docket No. 1307-SP-1141, Unnamed Field, Weld County

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

Subject: Request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 31, Township 10 North, range 60 West, 6th P.M., and approve up to thirteen horizontal wells in the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-SP-1142, Unnamed Field, Weld County

Applicant: Foundation Energy Management LLC
Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Subject: Request for an order to establish two approximate 640-acre drilling and spacing units consisting of Sections 32 and 33, Township 8 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

The motion was seconded by Commissioner Spielman 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 Enforcement Agenda. Commissioner Spielman noted other attorneys at his law firm represent Noble Energy and noted he was disclosing the representation out of an abundance of caution, that it would not affect his vote, and that he would vote on Noble matters in Groups D and E.

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Commissioner Holton moved for the approval of Group D matters, as recommended by Staff, as follows:

Docket No. 1306-AW-33, Wattenberg Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Robert A. Willis

Subject: Request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 26, Township 8 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Protested by: Noble Energy, Inc. - Withdrawn
Attorney: David Neslin

Protested by: Bureau of Land Management - Withdrawn
Representative: Lonny R. Bagley, Deputy State Director, Energy, Lands, and Minerals

Docket No. 1307-AW-35, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit established for Section 14, township 8 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-AW-41, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen

Subject: Request for an order for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 31, Township 11 North, Range 57 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-AW-42, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.
Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 9 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-AW-43, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

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Attorneys: Kenneth A. Wonstolen

Subject: Request for an order for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 8, Township 10 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-AW-44, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 2, Township 8 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-AW-45, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit Consisting of Section 31, Township 10 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-AW-46, Unnamed Field, Weld County

Applicant: Carrizo Oil and Gas, Inc.

Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 10 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Docket No. 1307-EX-02, Mamm Creek Field, Garfield County

Applicant: Encana Oil & Gas (USA), Inc.

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr

Subject: Request for an order to establish setback rules for Sections 17 & 20, Township 7 South, Range 92 West, 6th P.M., applicable to the drilling and producing of wells from the Hunter Mesa Unit in the Williams Fork and Iles Formations of the Mesaverde Group.

The motion was seconded by Commissioner Benton 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 Enforcement Agenda. Commissioner Spielman noted other

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attorneys at his law firm represent Noble Energy and noted he was disclosing the representation out of an abundance of caution, that it would not affect his vote, and that he would vote on Noble matters in Group E.

Docket No. 1306-UP-112 was pulled from Group E of the Consent Agenda for further discussion.

Commissioner Benton moved for the approval of remaining Group E matters, as recommended by Staff, as follows:

Docket No. 1306-UP-115, Parachute Field, Garfield County

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in one approximate 80-acre and one approximate 160-acre designated wellbore spacing units consisting of certain lands in Section 9, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1306-UP-129, Unnamed Field, Weld County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Elizabeth Y. Gallaway & Kenneth A. Wonstolen

Subject: Request for an order to pool all interests in one approximate 960-acre drilling and spacing unit and one approximate 320-acre drilling and spacing unit consisting of certain lands in Sections 27, 28 and 29, Township 10 North, Range 59 West, 6th P.M., for the development and operation the Niobrara Formation.

Protested by: Bureau of Land Management - Withdrawn

Representative: Lonny R. Bagley, Deputy State Director, Energy, Lands, and Minerals

Docket No. 1306-UP-130, Unnamed Field, Weld County

Applicant: Carrizo Oil & Gas, Inc.

Attorneys: Elizabeth Y. Gallaway & Kenneth A. Wonstolen

Subject: Request for an order to pool all interests within an approximate 640-acre drilling and spacing unit consisting of Section 34, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1306-UP-131, Unnamed Field, Weld County

Applicant: Condor Energy Technology, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 640-acre exploratory drilling and spacing unit consisting of Section 5, Township 6 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-132, Wattenberg Field, Weld County

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Applicant: Kerr-McGee Oil & Gas Onshore
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests within four approximate 240-acre to 480-acre designated wellbore spacing units established for certain lands in Sections 8, 9, 16 and 17, Township 3 North, range 66 West, 6th P.M., for the development and operation of the Codell and/or Niobrara Formations.

Docket No. 1307-UP-136, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in two approximate 320-acre designated wellbore spacing units established for certain lands in Sections 14 and 23, Township 7 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-137, 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 an approximate 320-acre designated wellbore spacing unit consisting of certain lands in Sections 20 and 21, Township 1 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-139, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost, Elizabeth Y. Gallaway, & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 480-acre designated wellbore spacing unit established for certain lands in Sections 14 and 15, Township 5 North, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-140, Wattenberg Field, Weld County

Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit established consisting of certain lands in Sections 7 and 18, Township 6 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-142, Unnamed Field, Weld County

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

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Subject: Request for an order to pool all interests within an approximate 640-acre drilling and spacing unit established for Section 14, Township 8 North, range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Alward and approved unanimously.

The Commission then heard Docket No. 1306-UP-112. Ken Wonstolen, attorney for Ursa, informed the Commission that Ursa and WPX had entered into a private agreement regarding the statutory cost recovery provisions, which will not apply to WPX.

Commissioner Benton moved for the approval of Docket No. 1306-UP-112, as recommended by Staff, as follows:

Docket No. 1306-UP-112, Parachute Field, Garfield County

Applicant: Ursa Operating Company LLC

Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to pool all interests in an approximate 588-acre drilling and spacing unit consisting of certain lands in Section 24, Township 7 South, Range 96 West, 6th P.M., for the development and operation of the Williams Fork Formation.

The motion was seconded by Commissioner Holton and approved unanimously.

Ken Wonstolen, attorney for Dakota Exploration, noted that in Docket Nos. 1307-UP-165, 1307-UP-166, 1307-UP-167 and 1307-UP-168, the Hearing Officer unilaterally continued four Applications that were protested by Whiting Petroleum, by removing them from the Consent Agenda and continued them to the September 19, 2013 Commission hearing. Mr. Wonstolen stated that a Hearing Officer does not have that authority under current COGCC Rules. He requested those matters be restored to the Hearing Agenda.

Robert Frick, Hearings Unit Manager stated the matters were set for a Prehearing Conference with certain deadlines for submission of materials that were not met by the parties. The Hearing Officer continued those matters to the September hearing so that a meaningful Prehearing Conference could be held, allowing the Commission to be prepared to hear the matter.

Ken Wonstolen again requested the matters to be heard at the July hearing. Mr. Frick noted that Steve Sullivan, Attorney for Whiting, was present and did not object to the continuance in Docket Nos. 1307-UP-166 and 1307-UP-168. Mr. Sullivan stated there was a very important legal issue regarding the forced pooling of multi-well pads and compliance with Rule 530. Mr. Sullivan felt it would benefit the Commission to be briefed on the issue, and that Whiting was not prepared to proceed at the current hearing.

Mr. Wonstolen requested the Commission hear brief legal arguments and abstain from making a final decision.

Commissioner Compton agreed the issues were important and asked for deliberation by the Commission.

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Commissioner Benton stated he was unfamiliar with the issues. Commissioner Spielman also stated the matters were important but that the Commission was not prepared to make a meaningful analysis. Commissioner King agreed with Commissioner Spielman.

Commissioner Benton made a Motion to Continue the four Dakota Exploration matters, as recommended by Staff, as follows:

Docket No. 1307-UP-165, Unnamed Field, Weld County

Staff: Jill Dorancy, Hearing Officer

Applicant: Dakota Exploration, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 11, Township 11 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Whiting Oil and Gas Corporation
Attorneys: Stephen J. Sullivan & Chelsey J. Russell

Docket No. 1307-UP-166, Unnamed Field, Weld County

Staff: Jill Dorancy, Hearing Officer

Applicant: Dakota Exploration, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 960-acre drilling and spacing unit established for certain lands in Sections 9 and 16, Township 11 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Whiting Oil and Gas Corporation
Attorney's: Stephen J. Sullivan & Chelsey J. Russell

Docket No. 1307-UP-167, Unnamed Field, Weld County

Staff: Jill Dorancy, Hearing Officer

Applicant: Dakota Exploration, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 960-acre drilling and spacing unit established for certain lands in Sections 10 and 15, Township 11 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Protested by: Whiting Oil and Gas Corporation
Attorney's: Stephen J. Sullivan & Chelsey J. Russell

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Docket No. 1307-UP-168, Unnamed Field, Weld County
Staff: Jill Dorancy, Hearing Officer

Applicant: Dakota Exploration, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 2, Township 11 North, Range 59 West, 6th P.M., for the development and operation of the Niobrara Formation.

The motion was seconded by Commissioner Spielman and approved unanimously. The four Dakota Exploration matters were continued by the Commission to the September 19, 2013 hearing.

Group EE

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group EE of the Consent Agenda. Commissioner Spielman noted other attorneys at his law firm represent Noble Energy and noted he was disclosing the representation out of an abundance of caution, that it would not affect his vote, and that he would vote on Noble matters in Group EE.

Commissioner Alward moved for the approval of Group EE matters, as recommended by Staff, as follows:

Docket No. 1307-UP-144, Wattenberg Field, Weld County
Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in two approximate 320-acre designated wellbore spacing units established certain lands in Section 28, Township 6 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Docket No. 1307-UP-146, Wattenberg Field, Weld County
Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost, Elizabeth Y. Gallaway & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 9 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-147, Wattenberg Field, Weld County
Applicant: Noble Energy, Inc.
Attorneys: Jamie L. Jost, Elizabeth Y. Gallaway & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of certain lands in Sections 5 and 32,

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Townships 6 and 7 North, Range 62 West 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-148, 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 320-acre designated wellbore spacing units established for certain lands in Section 23, Township 3 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Docket No. 1307-UP-151, Wattenberg Field, Weld County

Applicant: Bill Barrett Corporation
Attorneys: Robert A. Willis

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 1, Township 4 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Docket No. 1307-UP-158, Wattenberg Field, Weld County

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to pool all interests in ten approximate 160-acre designated wellbore spacing units established for certain lands in Sections 6 and 31, Townships 1 and 2 North, Range 64 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1307-UP-159, Wattenberg Field, Weld County

Applicant: PDC Energy, Inc.
Attorneys: Jamie L. Jost & James P. Parrot

Subject: Request for an order to pool all interests in four approximate 160-acre to 320-acre designated wellbore spacing units established for certain lands in Section 24, Township 7 North, Range 66 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1307-UP-161, Unnamed Field, Weld County

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 16, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

510 Statement by: Lory Bendickson

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Docket No. 1307-UP-133, New Windsor Field, Weld County

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 20, Township 6 North, range 76 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1307-UP-134, Wattenberg Field, Weld County

Applicant: PDC Energy, Inc.
Attorneys: Jamie L. Jost & Gregory J. Nibert Jr.

Subject: Request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 7, Township 5 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Docket No. 1307-UP-138, Wattenberg Field, Weld County

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to pool all interests in four approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 19, 20, and 30, Township 5 North, Range 63 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

The motion was seconded by Commissioner Benton and approved unanimously.

Group F

Chairman Compton asked if any Commissioners had a conflict of interest or recusals with any of the items within Group F of the Enforcement Agenda. No conflicts were reported.

Director Lepore commented on Docket No. 1307-OV-13 (Kerr-McGee), a loss of well control incident. The Director noted that Kerr-McGee's response was rapid, resulting in a very small maximum fine under the current statutes. Kerr-McGee agreed to pay \$42,500 as a fine in the form of a public project. Mike Eberhard, Completions Manager for the Wattenberg Area for Anadarko Petroleum, parent company of Kerr-McGee, addressed the incident with the Commission.

Commissioner Holton moved for the approval of Group F matters, as recommended by Staff, as follows:

Docket No. 1307-OV-13, Kerr-McGee Oil & Gas Onshore LP

Staff: Peter Gowen, Enforcement Officer
Recommendation: AOC Approval

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Subject: Staff requests approval of an Administrative Order by Consent (AOC) with Kerr-McGee Oil & Gas Onshore LP (Kerr-McGee) for an incident resulting in liquid runoff and airborne release of production fluid on March 16, 2013 from its HZ Reigle #29N-9 Well (API # 05-123-36184), and an adjacent well in Weld County. The AOC provides for a penalty of \$42,500 and allows Kerr-McGee to fund a public project under Rule 523.e. Each dollar spent on the public project will reduce the cash penalty payment on a dollar for dollar basis

Docket No. 1307-OV-16, Mull Drilling Company Inc.

Staff: Peter Gowen, Enforcement Officer
Recommendation: AOC Approval

Subject: Staff requests approval of an Administrative Order by Consent (AOC) with Mull Drilling Company Inc. for a violation of Rule 325.a for commencing underground injection of fluids into a Class II well prior to receiving authorization from the Director. The AOC imposes a \$10,000 penalty.

Docket No. 1307-OV-18, A.G. Andrikopoulos Resources

Staff: Peter Gowen, Enforcement Officer
Recommendation: AOC Approval

Subject: Staff requests approval of an Administrative Order by Consent (AOC) with A.G. Andrikopolous Resources, imposing a \$20,000 penalty. The operator was initially cited for violations of Rule 319 and Rule 326 for two wells for failure to request temporarily abandoned status and failure to perform mechanical integrity tests. These two violations were dismissed in exchange for a violation of Rule 311, when the operator reported that the wells had been plugged at the time the Notice of Alleged Violation was issued, but the operator failed to submit the required Form 6 (Subsequent Report of Abandonment) as required by Rule 311.

The motion was seconded by Commissioner Benton and approved unanimously.

Commissioner Alward asked the Commission to reopen Audience Comments. Commissioner Compton opened the floor for Audience Comments.

Ken Wonstolen, attorney for SG Interests, stated the matter was a protested matter, that the matter has been resolved, and asked the Commission to hear Docket No. 1307-UP-169.

Jamie Jost, attorney for Great Western, also requested the Commission hear Docket Nos. 1307-SP-1134, 1307-SP-1135, 1307-SP-1136, 1307-SP-1137 and 1307-SP-1138.

The Commission then took a 15 minute break. Upon returning, the Commission called the following matters, which were previously Hearing Agenda matters, but had subsequently resolved all issues and/or protests. Therefore, it was appropriate to proceed without a full hearing on the matters.

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Commissioner Holton moved for the approval of the six (6) matters, as recommended by Staff, as follows:

Docket No. 1307-UP-169, Unnamed Field, Gunnison County

Staff: Roger Allbrandt, Hearing Officer

Applicant: SG Interests I, Ltd
Attorneys: Kenneth A. Wonstolen

Subject: Request for an order to pool all interests in the approximate 2,240-acre drilling and spacing unit established by Order 547-1 consisting of certain lands in Sections 9, 15, 16 and 22, Township 11 South, Range 90 West, 6th P.M., for the development and operation of the Mancos Formation.

Protested by: Gunnison Energy Corporation - Withdrawn
Attorney: David R. Little

Comment: On July 16, 2013, Gunnison withdrew its Protest in the matter. The agreement between the parties resolved all remaining issues.

The Protest was withdrawn after the Consent Agenda deadline, therefore this matter will remain as an uncontested Hearing Matter. The applicant will be making a presentation before the Commission.

Recommendation: Staff recommends approval.

Docket No. 1307-SP-1134, Wattenberg Field, Adams County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to establish an approximate 620-acre horizontal drilling and spacing unit consisting of Section 18, Township 1 South, Range 67 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Comment: Applicant requested to locate the surface facilities outside of an approved GWA drilling window, or on adjacent lands, Rule 318A. Applicant provided supplementary 511 testimony regarding proposed surface locations on adjacent lands and identified the appropriate GWA drilling window to be forfeited.

The supplementary information was provided after the Consent Agenda deadline, therefore this matter will remain as an uncontested Hearing Matter. The applicant will be making a presentation before the Commission. This matter is not protested.

Recommendation: Staff recommends approval.

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Docket No. 1307-SP-1135, Wattenberg Field, Adams County
Staff: Roger Allbrandt, Hearing Officer

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to establish an approximate 320-acre horizontal drilling and spacing unit consisting of certain lands in Section 11, Township 6 North, Range 67 West, 6th P.M., and approve up to six horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Comment: Applicant requested to locate the surface facilities outside of an approved GWA drilling window, or on adjacent lands, Rule 318A. Applicant provided supplementary 511 testimony regarding proposed surface locations on adjacent lands and identified the appropriate GWA drilling window to be forfeited.

The supplementary information was provided after the Consent Agenda deadline, therefore this matter will remain as an uncontested Hearing Matter. The applicant will be making a presentation before the Commission. This matter is not protested.

Recommendation: Staff recommends approval.

Docket No. 1307-SP-1136, Wattenberg Field, Adams County
Staff: Roger Allbrandt, Hearing Officer

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to establish two approximate 320-acre horizontal drilling and spacing units certain lands in Section 1, Township 1 North, Range 65 West, 6th P.M., and approve up to six horizontal wells within each unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Comment: Applicant requested to locate the surface facilities outside of an approved GWA drilling window, or on adjacent lands, Rule 318A. Applicant provided supplementary 511 testimony regarding proposed surface locations on adjacent lands and identified the appropriate GWA drilling window to be forfeited.

The supplementary information was provided after the Consent Agenda deadline, therefore this matter will remain as an uncontested Hearing Matter. The applicant will be making a presentation before the Commission. This matter is not protested.

Recommendation: Staff recommends approval.

Docket No. 1307-SP-1137, Wattenberg Field, Adams County
Staff: Roger Allbrandt, Hearing Officer

Applicant: Great Western Operating Company, LLC
Attorneys: Jamie L. Jost & Gregory J. Nibert

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Subject: Request for an order to establish an approximate 960-acre horizontal drilling and spacing unit consisting of certain lands in Sections 13 and 24, Township 1 South, Range 66 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Comment: Applicant requested to locate the surface facilities outside of an approved GWA drilling window, or on adjacent lands, Rule 318A. Applicant provided supplementary 511 testimony regarding proposed surface locations on adjacent lands and identified the appropriate GWA drilling window to be forfeited.

The supplementary information was provided after the Consent Agenda deadline, therefore this matter will remain as an uncontested Hearing Matter. The applicant will be making a presentation before the Commission. This matter is not protested.

Recommendation: Staff recommends approval.

Docket No. 1307-SP-1138, Wattenberg Field, Adams County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Great Western Operating Company, LLC

Attorneys: Jamie L. Jost & Gregory J. Nibert

Subject: Request for an order to establish an approximate 640-acre horizontal drilling and spacing unit consisting of Section 11, Township 3 North, Range 68 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Comment: Applicant requested to locate the surface facilities outside of an approved GWA drilling window, or on adjacent lands, Rule 318A. Applicant provided supplementary 511 testimony regarding proposed surface locations on adjacent lands and identified the appropriate GWA drilling window to be forfeited.

The supplementary information was provided after the Consent Agenda deadline, therefore this matter will remain as an uncontested Hearing Matter. The applicant will be making a presentation before the Commission. This matter is not protested.

Recommendation: Staff recommends approval.

The motion was seconded by Commissioner Benton and approved unanimously.

Ken Wonstolen, attorney for Great Western, stated that the parties have agreed to continue Docket No. 1306-UP-111 to the September 19, 2013 hearing. Commissioner Compton therefore continued the matter.

General Hearing Matters

The Commission then heard the following presentation:

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Financial Assurance for small/mid-sized operators – Presentation to the Commission

Staff: Thom Kerr, Permitting and Technical Services Manager

Subject: Strategic Wealth Advisory Group, LLC will give a presentation regarding OASIS, an alternative method of providing financial assurance for small and mid-sized operators meeting the requirements imposed by Colorado law and the Commission.

Comment: The presenter and staff are available to answer any questions of the Commission.

After conclusion of the presentation, no action was taken by the Commission.

Hearings Unit Manager Robert Frick noted that Steve Sullivan, attorney for Whiting, requested by e-mail that Docket No. 1307-AW-37 be withdrawn from further consideration by the Commission. Docket No. 1307-AW-37 was withdrawn.

The Commission then called the following two (2) matters for Hearing before the Commission. Steve Sullivan, attorney for Whiting, introduced the Applications to the Commission. Land (Scott McDaniel), Geologic (John Forster) and Engineering (Ralph Neems) testimony was then presented by expert witnesses from Whiting.

Following the presentation and questions by the Commission, Commissioner Benton moved for the approval of the following two (2) matters, as recommended by Staff, as follows:

Docket 1307-AW-36 and 1307-AW-38, Whiting Oil and Gas Corporation - Presentation to the Commission

Staff: Roger Allbrandt, Hearing Officer

Comment: These matters are not protested. Staff has requested the applicant make a presentation before the Commission regarding these applications.

Recommendation: Staff recommends approval of the applications.

The motion was seconded by Commissioner Holton and approved in a 5 to 1 vote, with Commissioner Spielman opposed.

The Commission then heard a presentation by Wild Well Control regarding “Strategies for Handling Loss of Well Control on Multi-Well Pads”.

Jake Matter, Assistant Attorney General read the litany prior to entering Executive Session. Commissioner Spielman noted that his law firm represented Sundance Energy and noted he would not participate or be present during the Executive Session while the Commission discussed the matter.

Commissioner Spielman made a motion to enter Executive Session. The motion was seconded by Commissioner Alward and approved unanimously. The Commission entered Executive

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Session.

Executive Session

- 1) COGCC et al v. Longmont et al, 2012 CV 702 (Boulder County Dist. Ct.)
- 2) COGCC et al v. Longmont et al, 2013 CV 63 (Boulder County Dist. Ct.)
- 3) Legal analysis of bankruptcy arguments raised in Premier Oil and Gas, Inc.'s Application to Modify Order 1V-362 entered January 2011.
- 4) Mountain Property Improvement / Sundance Energy

Commissioner Benton made a motion to exit the Executive Session. The motion was seconded by Commissioner Spielman and approved unanimously. Jake Matter noted that no decisions were made and that Commissioner Spielman did not participate and was not present for discussions regarding Mountain Property / Sundance.

The Commission then heard Docket Nos. 1306-UP-92 and 1306-UP-93 (Mineral Resources)

Docket No. 1306-UP-92 Wattenberg Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Mineral Resources, Inc.

Attorneys: Thomas J. Kimmell

Subject: Request for an order to pool all interests in an approximate 480-acre designated horizontal drilling and spacing unit consisting of certain lands in Sections 5 and 6, Township 5 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Comment: Applicant requests a cost recovery provisions to be approved for the five named horizontal wells within the unit.

Recommendation: Staff recommends pooling the unit and is satisfied that Rule 530 was satisfied for all five wells. Staff requests approval by the Commission of order language requiring the Applicant to comply with Rule 530 for any subsequent well that is not part of a continuous drilling operation or completed within two years.

Docket No. 1306-UP-93 Wattenberg Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Mineral Resources, Inc.

Attorneys: Thomas J. Kimmell

Subject: Request for an order to pool all interests in an approximate 480-acre designated horizontal drilling and spacing unit consisting of certain lands in Sections 5 and 6, Township 5 north, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Protested by: Great Western Oil & Gas Company - Withdrawn

Representative: K. Wade Pollard, CPL, Land Manager for Great Western

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Comment: Applicant requests a cost recovery provisions to be approved for the five named horizontal wells within the unit.

Recommendation: Staff recommends pooling the unit and is satisfied that Rule 530 was satisfied for all five wells. Staff requests approval by the Commission of order language requiring the Applicant to comply with Rule 530 for any subsequent well that is not part of a continuous drilling operation or completed within two years.

Upon conclusion of the presentation by Tom Kimmell, attorney for Mineral Resources, Commissioner Alward made a Motion to Approve both Applications.

The Motion was seconded by Commissioner Benton and approved unanimously.

The Commission then Heard the Application by Allen Stout and Melvin Richards ("Payees"), on behalf of Premier Oil and Gas, Inc. in Docket No. 1011-OV-15.

1011-OV-15, Order 1V-362, Premier Oil and Gas, Inc.'s Application to Modify Order 1V-362, entered January 2011 against Premier Oil and Gas, Inc.

Staff: Robert J. Frick, Hearings Manager

Applicant: Premier Oil and Gas, Inc. through Melvin Richards and Allen Stout
Attorneys: Brad L. Hoffman & Lee J. Morehead

Subject: Applicant requests an order modifying Order 1V-362:

- 1) To waive any enforcement of said order by the Commission pursuant to the bankruptcy code, and
- 2) To allow Messrs. Richards and Stout, or any entity of which they are principals, majority owners, operational or general managers, or otherwise exercise control, including Ranchers Exploration Partners LLC, to apply for and receive permits for conducting oil and gas operations from the Commission despite Premier Oil and Gas, Inc.'s violations and subsequent fines. See Application, p. 2, ¶¶ A & B.

Comment: This matter comes before the Commission to make determination upon the relief requested.

Upon conclusion of the hearing, Commissioner Alward made a Motion to Deny the Application. The Motion was seconded by Commissioner Benton. The Commission voted unanimously to Deny the Application.

The Commission then heard Docket No. 1307-GA-03.

Docket No. 1307-GA-03, Unnamed Field, Routt County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Entek GRB, LLC
Attorneys: Elizabeth Y. Gallaway

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Subject: Request for an order seeking: 1) a variance from Rule 303.j.(1) to obtain a drilling permit extension for the Well located on certain lands in Section 3, Township 11 North, Range 88 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and 2) equitable tolling of the June 29, 2013 expiration of the permit for the Well pending a full hearing by the Commission.

Comment: Matter comes before the Commission to make determination upon the relief requested.

Elizabeth Gallaway, attorney for Entek, made a presentation to the Commission regarding the request for an extension and tolling of the drilling permit.

Upon conclusion of the presentation, Commissioner Holton made a Motion to Approve the Application. The Motion was seconded by Commissioner Spielman and approved unanimously.

The Commission then heard Docket No. 1307-SP-1115.

Docket No. 1307-SP-1115, Unnamed Field, Weld County

Staff: Roger Allbrandt, Hearing Officer

Applicant: Noble Energy, Inc.

Attorneys: Jamie L. Jost & Elizabeth Y. Gallaway

Subject: Request for an order to: 1) vacate three approximate 640-acre drilling and spacing units established by Order No. 535-3 for Sections 20, 28 and 29, Township 9 North, Range 59 West, 6th P.M.; 2) vacate pooling Order Nos. 535-223 and 535-224 for Sections 28 and 29, Township 9 North, Range 59 West, 6th P.M.; and 3) establish an approximate 1920-acre Unconventional Resource Unit ("URU") consisting of Sections 20, 28 and 29, Township 9 North, Range 59 West, 6th P.M., and authorize the appropriate number of wells in order to effectively and efficiently recover the oil, gas and associated hydrocarbons from the Codell-Niobrara Formation within the proposed unit.

Comment: The COGCC staff has requested the applicant make presentation before the Commission regarding the application for an Unconventional Resource Unit.

Recommendation: Staff recommends approval.

Jamie Jost, attorney for Noble, made a presentation to the Commission regarding the request for an Unconventional Resource Unit ("URU"). Commissioner Benton requested order language allowing an "exception location to be granted by the Director." The request was supported by Commissioner Spielman.

Upon conclusion of the presentation, Commissioner Benton made a Motion to Approve the Application. The Motion was seconded by Commissioner Spielman and approved unanimously.

Commissioner Benton then made a Motion to Adjourn. The Motion was seconded by Commissioner Alward and approved, as amended, unanimously.

Thereafter, the Commission adjourned at approximately 3:05 p.m.

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The Secretary was therefore authorized to issue the following orders:

Order No. 531-4, Docket No. 1305-SP-76, Unnamed Field, Jackson County, EE3 LLC. Approves the request for an order to among other things, establish an approximate 1,280-acre laydown drilling and spacing unit consisting of Sections 9 & 10, Township 4 North, Range 62 West, 6th P.M., and approve up to 16 horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-813 and 535-396, Docket No. 1305-SP-78, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 23, Township 6 North, Range 62 West, 6th P.M., and approve one horizontal well within the unit, for the production of oil, gas and associated hydrocarbons from the Codell Formation.

Order No. 535-362, Docket No. 1306-AW-33, Wattenberg Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 26, Township 8 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-814, Docket No. 1306-SP-91, Wattenberg Field, Weld County, Bonanza Creek Energy Operating Company LLC. Approves the request for an order to: 1) vacate the approximate 640-acre drilling and spacing unit established by Order Nos. 407-380 and 407-633 for Section 6, Township 5 North, Range 61 West, 6th P.M.; and 2) establish an approximate 640-acre drilling and spacing unit consisting of Section 6, Township 5 North, Range 61 West, 6th P.M., and approve up to ten horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-363, Docket No. 1306-SP-101 Unnamed Field, Morgan County, Condor Energy Technology, LLC. Approves the request for an order to establish an approximate 640-acre exploratory drilling and spacing unit consisting of Section 5, Township 6 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-815, Docket No. 1306-UP-92 Wattenberg Field, Weld County, Mineral Resources, Inc. Approves the request for an order to pool all interests in an approximate 480-acre designated horizontal drilling and spacing unit consisting of certain lands in Sections 5 and 6, Township 5 North, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 407-816, Docket No. 1306-UP-93 Wattenberg Field, Weld County, Mineral Resources, Inc. Approves the request for an order to pool all interests in an approximate 480-acre designated horizontal drilling and spacing unit consisting of certain lands in Sections 5 and 6, Township 5 north, Range 65 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 407-817, Docket No. 1306-UP-96 Wattenberg Field, Weld County, PDC Energy, Inc. Approves the request for an order to pool all interests in three approximate 160-acre designated

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wellbore spacing units consisting of certain lands in Sections 17 and 20, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-818, Docket No. 1306-UP-97 Wattenberg Field, Weld County, PDC 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 10 and 11, Township 4 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-819, Docket No. 1306-UP-98 Wattenberg Field, Weld County, PDC Energy, Inc. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of certain lands in Section 1, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell Formation.

Order No. 139-117 and 440-69, Docket No. 1306-UP-112, Parachute Field, Garfield County, Ursa Operating Company LLC. Approves the request for an order to pool all interests in an approximate 588-acre drilling and spacing unit consisting of certain lands in Section 24, Township 7 South, Range 96 West, 6th P.M., for the development and operation of the Williams Fork Formation.

Order No. 407-820, Docket No. 1306-UP-115, Parachute Field, Garfield County, Noble Energy, Inc. Approves the request for an order to pool all interests in one approximate 80-acre and one approximate 160-acre designated wellbore spacing units consisting of certain lands in Section 9, Township 6 North, Range 63 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 535-364, Docket No. 1306-UP-129, Unnamed Field, Weld County, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests in one approximate 960-acre drilling and spacing unit and one approximate 320-acre drilling and spacing unit consisting of certain lands in Sections 27, 28 and 29, Township 10 North, Range 59 West, 6th P.M., for the development and operation the Niobrara Formation.

Order No. 535-365, Docket No. 1306-UP-130, Unnamed Field, Weld County, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests within an approximate 640-acre drilling and spacing unit consisting of Section 34, Township 9 North, Range 58 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-366, Docket No. 1306-UP-131, Unnamed Field, Weld County, Condor Energy Technology, LLC. Approves the request for an order to pool all interests in an approximate 640-acre exploratory drilling and spacing unit consisting of Section 5, Township 6 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 191-97, Docket No. 1307-EX-02, Mamm Creek Field, Garfield County, Encana Oil & Gas (USA), Inc. Approves the request for an order to establish setback rules for Sections 17 & 20, Township 7 South, Range 92 West, 6th P.M., applicable to the drilling and producing of wells from the Hunter Mesa Unit in the Williams Fork and Iles Formations of the Mesaverde Group.

Order No. 535-367, Docket No. 1307-AW-35, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to thirteen horizontal wells within an

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approximate 640-acre drilling and spacing unit established for Section 14, township 8 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-368, Docket No. 1307-AW-36, Unnamed Field, Weld County, Whiting Oil and Gas Corporation. Approves the request for an order to approve an appropriate number of wells, not to exceed 32 wells, within an approximate 640-acre drilling and spacing unit consisting of Section 25, Township 10 North, Range 58 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-369, Docket No. 1307-AW-38, Unnamed Field, Weld County, Whiting Oil and Gas Corporation. Approves the request for an order to approve an appropriate number of wells, not to exceed 32 wells, within an approximate 960-acre drilling and spacing unit consisting of certain lands in Sections 19 and 30, Township 10 North, Range 57 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-370, Docket No. 1307-AW-41, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 31, Township 11 North, Range 57 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-371, Docket No. 1307-AW-42, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 9 North, Range 60 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-372, Docket No. 1307-AW-43, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 8, Township 10 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-373, Docket No. 1307-AW-44, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 2, Township 8 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-374, Docket No. 1307-AW-45, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit Consisting of Section 31, Township 10 North, Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-375, Docket No. 1307-AW-46, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to approve up to thirteen horizontal wells within an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 10 North,

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Range 59 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-376, Docket No. 1307-SP-1115, Unnamed Field, Weld County, Noble Energy, Inc. Approves the request for an order to: 1) vacate three approximate 640-acre drilling and spacing units established by Order No. 535-3 for Sections 20, 28 and 29, Township 9 North, Range 59 West, 6th P.M.; 2) vacate pooling Order Nos. 535-223 and 535-224 for Sections 28 and 29, Township 9 North, Range 59 West, 6th P.M.; and 3) establish an approximate 1920-acre Unconventional Resource Unit ("URU") consisting of Sections 20, 28 and 29, Township 9 North, Range 59 West, 6th P.M., and authorize the appropriate number of wells in order to effectively and efficiently recover the oil, gas and associated hydrocarbons from the Codell-Niobrara Formation within the proposed unit.

Order No. 535-377, Docket No. 1307-SP-1116, Unnamed Field, Weld County, Carrizo Oil and Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 11, township 10 North, Range 57 West, 6th P.M., and approve up to thirteen horizontal wells in the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-378, Docket No. 1307-SP-1119, Unnamed Field, Weld County, Foundation Energy Management LLC. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 28, Township 8 north, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-379, Docket No. 1307-SP-1120, Unnamed Field, Weld County, Foundation Energy Management LLC. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 36, Township 8 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-380, Docket No. 1307-SP-1121, Wattenberg Field, Weld County, Foundation Energy Management LLC. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit Section 31, township 8 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-821 and 535-381, Docket No. 1307-SP-1122, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 35, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-822 and 535-382, Docket No. 1307-SP-1123, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling

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and spacing unit consisting of Section 10, Township 6 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-823 and 535-383, Docket No. 1307-SP-1124, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 30, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-825 and 535-384, Docket No. 1307-SP-1125, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 6 North, range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-825 and 535-385, Docket No. 1307-SP-1126, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 18, Township 6 north, range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit for the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-826 and 535-386, Docket No. 1307-SP-1127, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 21, Township 5 North, range 61 West, 6th P.M., and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-827 and 535-387, Docket No. 1307-SP-1128, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 8, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit for the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

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Order No. 407-828 and 535-388, Docket No. 1307-SP-1129, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to: 1) approve an additional seven horizontal wells, for a total of up to eight horizontal wells, within an approximate 640-acre drilling and spacing unit consisting of Section 17, Township 6 North, Range 61 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation; and 2) establish an approximate 640-acre drilling and spacing unit consisting of the above mentioned lands and approve up to four horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell Formation.

Order No. 407-829, Docket No. 1307-SP-1134, Wattenberg Field, Adams County, Great Western Operating Company, LLC. Approves the request for an order to establish an approximate 620-acre horizontal drilling and spacing unit consisting of Section 18, Township 1 South, Range 67 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 407-830, Docket No. 1307-SP-1135, Wattenberg Field, Adams County, Great Western Operating Company, LLC. Approves the request for an order to establish an approximate 320-acre horizontal drilling and spacing unit consisting of certain lands in Section 11, Township 6 North, Range 67 West, 6th P.M., and approve up to six horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 407-831, Docket No. 1307-SP-1136, Wattenberg Field, Adams County, Great Western Operating Company, LLC. Approves the request for an order to establish two approximate 320-acre horizontal drilling and spacing units certain lands in Section 1, Township 1 North, Range 65 West, 6th P.M., and approve up to six horizontal wells within each unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 407-832, Docket No. 1307-SP-1137, Wattenberg Field, Adams County, Great Western Operating Company, LLC. Approves the request for an order to establish an approximate 960-acre horizontal drilling and spacing unit consisting of certain lands in Sections 13 and 24, Township 1 South, Range 66 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 407-833, Docket No. 1307-SP-1138, Wattenberg Field, Adams County, Great Western Operating Company, LLC. Approves the request for an order to establish an approximate 640-acre horizontal drilling and spacing unit consisting of Section 11, Township 3 North, Range 68 West, 6th P.M., and approve up to twelve horizontal wells within the unit, for the production of oil, gas, and associated hydrocarbons from the Codell-Niobrara Formation.

Order No. 535-389, Docket No. 1307-SP-1141, Unnamed Field, Weld County, Carrizo Oil & Gas, Inc. Approves the request for an order to establish an approximate 640-acre drilling and spacing unit consisting of Section 31, Township 10 North, range 60 West, 6th P.M., and approve up to thirteen horizontal wells in the unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 535-390, Docket No. 1307-SP-1142, Unnamed Field, Weld County, Foundation Energy Management LLC. Approves the request for an order to establish two approximate 640-

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acre drilling and spacing units consisting of Sections 32 and 33, Township 8 North, Range 60 West, 6th P.M., and approve up to four horizontal wells within each unit, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation.

Order No. 407-834, Docket No. 1307-UP-132, Wattenberg Field, Weld County, Kerr-McGee Oil & Gas Onshore. Approves the request for an order to pool all interests within four approximate 240-acre to 480-acre designated wellbore spacing units established for certain lands in Sections 8, 9, 16 and 17, Township 3 North, range 66 West, 6th P.M., for the development and operation of the Codell and/or Niobrara Formations.

Order No. 407-835, Docket No. 1307-UP-133, New Windsor Field, Weld County, Great Western Operating Company, LLC. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 20, Township 6 North, range 76 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-836, Docket No. 1307-UP-134, Wattenberg Field, Weld County, PDC Energy, Inc. Approves the request for an order to pool all interests in an approximate 160-acre designated wellbore spacing unit established for certain lands in Section 7, Township 5 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-837, Docket No. 1307-UP-136, Wattenberg Field, Weld County, Noble Energy, Inc. Approves the request for an order to pool all interests in two approximate 320-acre designated wellbore spacing units established for certain lands in Sections 14 and 23, Township 7 North, Range 63 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-838, Docket No. 1307-UP-137, Wattenberg Field, Weld County, 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 certain lands in Sections 20 and 21, Township 1 North, Range 67 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-839, Docket No. 1307-UP-138, Wattenberg Field, Weld County, Great Western Operating Company, LLC. Approves the request for an order to pool all interests in four approximate 160-acre designated wellbore spacing unit consisting of certain lands in Sections 19, 20, and 30, Township 5 North, Range 63 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-840, Docket No. 1307-UP-139, Wattenberg Field, Weld County, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 480-acre designated wellbore spacing unit established for certain lands in Sections 14 and 15, Township 5 North, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-841, Docket No. 1307-UP-140, Wattenberg Field, Weld County, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit established consisting of certain lands in Sections 7 and 18,

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Township 6 North, Range 62 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-391, Docket No. 1307-UP-142, Unnamed Field, Weld County, Carrizo Oil & Gas, Inc. Approves the request for an order to pool all interests within an approximate 640-acre drilling and spacing unit established for Section 14, Township 8 North, range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-842, Docket No. 1307-UP-144, Wattenberg Field, Weld County, Noble Energy, Inc. Approves the request for an order to pool all interests in two approximate 320-acre designated wellbore spacing units established certain lands in Section 28, Township 6 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 535-343, Docket No. 1307-UP-146, Wattenberg Field, Weld County, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit consisting of Section 19, Township 9 North, Range 60 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-843, Docket No. 1307-UP-147, Wattenberg Field, Weld County, Noble Energy, Inc. Approves the request for an order to pool all interests in an approximate 320-acre designated wellbore spacing unit consisting of certain lands in Sections 5 and 32, Townships 6 and 7 North, Range 62 West 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-844, Docket No. 1307-UP-148, Wattenberg Field, Weld County, Kerr-McGee Oil & Gas Onshore LP. Approves the request for an order to pool all interests in two approximate 320-acre designated wellbore spacing units established for certain lands in Section 23, Township 3 North, Range 66 West, 6th P.M., for the development and operation of the Codell and Niobrara Formations.

Order No. 407-845 and 535-392, Docket No. 1307-UP-151, Wattenberg Field, Weld County, Bill Barrett Corporation. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 1, Township 4 North, Range 61 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-393, Docket No. 1307-UP-154, Unnamed Field, Arapahoe County, Applicant, ConocoPhillips Company. Approves the request for an order to pool all interests within an approximate 640-acre drilling and spacing unit established for Section 33, Township 4 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 535-394, Docket No. 1307-UP-157, Unnamed Field, Arapahoe County, ConocoPhillips Company. Approves the request for an order to pool all interests within an approximate 1280-acre exploratory drilling and spacing unit established for Sections 10 and 11, Township 4 South Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 407-846, Docket No. 1307-UP-158, Wattenberg Field, Weld County, Great Western Operating Company, LLC. Approves the request for an order to pool all interests in ten

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approximate 160-acre designated wellbore spacing units established for certain lands in Sections 6 and 31, Townships 1 and 2 North, Range 64 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-847, Docket No. 1307-UP-159, Wattenberg Field, Weld County, PDC Energy, Inc. Approves the request for an order to pool all interests in four approximate 160-acre to 320-acre designated wellbore spacing units established for certain lands in Section 24, Township 7 North, Range 66 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 407-848, Docket No. 1307-UP-161, Unnamed Field, Weld County, Great Western Operating Company, LLC. Approves the request for an order to pool all interests in an approximate 640-acre drilling and spacing unit established for Section 16, Township 6 North, Range 67 West, 6th P.M., for the development and operation of the Codell-Niobrara Formation.

Order No. 547-2, Docket No. 1307-UP-169, Unnamed Field, Gunnison County, SG Interests I, Ltd. Approves the request for an order to pool all interests in the approximate 2,240-acre drilling and spacing unit established by Order 547-1 consisting of certain lands in Sections 9, 15, 16 and 22, Township 11 South, Range 90 West, 6th P.M., for the development and operation of the Mancos Formation.

Order No. 535-395, Docket No. 1307-UP-173, Unnamed Field, Gunnison County, ConocoPhillips Company. Approves the request for an order to pool all interests within an approximate 640-acre exploratory drilling and spacing unit established for Sections 2, Township 4 South, Range 64 West, 6th P.M., for the development and operation of the Niobrara Formation.

Order No. 1-185, Docket No. 1307-GA-03, Unnamed Field, Routt County, Entek GRB, LLC. Approves the request for an order seeking: 1) a variance from Rule 303.j.(1) to obtain a drilling permit extension for the Well located on certain lands in Section 3, Township 11 North, Range 88 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Niobrara Formation, and 2) equitable tolling of the June 29, 2013 expiration of the drilling permit.

Order No. 1V-417, Docket No. 1307-OV-13, Kerr-McGee Oil & Gas Onshore LP, Peter Gowen, Enforcement Officer. Approves an Administrative Order by Consent (AOC) with Kerr-McGee Oil & Gas Onshore LP (Kerr-McGee) for an incident resulting in liquid runoff and airborne release of production fluid on March 16, 2013 from its HZ Reigle #29N-9 Well (API # 05-123-36184), and an adjacent well in Weld County. The AOC provides for a penalty of \$42,500 and allows Kerr-McGee to fund a public project under Rule 523.e. Each dollar spent on the public project will reduce the cash penalty payment on a dollar for dollar basis

Order No. 1V-416, Docket No. 1307-OV-16, Mull Drilling Company Inc., Peter Gowen, Enforcement Officer. Approves an Administrative Order by Consent (AOC) with Mull Drilling Company Inc. for a violation of Rule 325.a for commencing underground injection of fluids into a Class II well prior to receiving authorization from the Director. The AOC imposes a \$10,000 penalty.

Order No. 1V-418, Docket No. 1307-OV-18, A.G. Andrikopoulos Resources, Peter Gowen, Enforcement Officer. Approves an Administrative Order by Consent (AOC) with A.G.

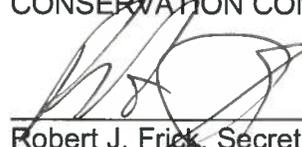
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Andrikopolous Resources, imposing a \$20,000 penalty. The operator was initially cited for violations of Rule 319 and Rule 326 for two wells for failure to request temporarily abandoned status and failure to perform mechanical integrity tests. These two violations were dismissed in exchange for a violation of Rule 311, when the operator reported that the wells had been plugged at the time the Notice of Alleged Violation was issued, but the operator failed to submit the required Form 6 (Subsequent Report of Abandonment) as required by Rule 311.

Order No. 1V-362 (Addendum), Docket No. 1011-OV-15, Premier Oil and Gas, Inc.'s Application to Modify Order No. 1V-362, entered January 2011 against Premier Oil and Gas, Inc., Premier Oil and Gas, Inc. through Melvin Richards and Allen Stout. Entry of an Addendum to Order 1V-362 denying the relief requested in the Application.

-END-

FOR THE COLORADO OIL AND GAS
CONSERVATION COMMISSION



Robert J. Frick, Secretary

Approved:



Tom Compton, Chair