

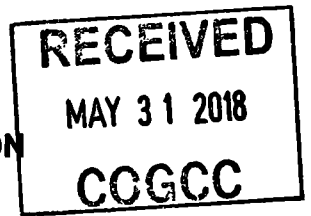


02259134

5-31-18

Application / Amended App(s)
& Supporting Docs

**BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO**



IN THE MATTER OF THE APPLICATION OF
HIGHPOINT OPERATING CORPORATION
FOR AN ORDER TO AMEND ORDER NO. 421-
110 TO REDUCE THE NUMBER OF
HORIZONTAL WELLS TO SIXTEEN (16) AND
TO REDUCE THE UNIT BOUNDARY
SETBACKS TO 150 FEET FOR THE
NIOBRARA AND FORT HAYS FORMATIONS
AND 300 FEET FOR THE CODELL AND
CARLILE FORMATIONS WITHIN AN
APPROXIMATE 1,280-ACRE DRILLING AND
SPACING UNIT ESTABLISHED FOR
SECTIONS 11 AND 14, TOWNSHIP 10
NORTH, RANGE 62 WEST, 6TH P.M., , FOR
THE PRODUCTION OF OIL, GAS AND
ASSOCIATED HYDROCARBONS FROM THE
CODELL, CARLILE, FORT HAYS AND
NIOBRARA FORMATIONS, HEREFORD
FIELD, WELD COUNTY, COLORADO

CAUSE NO. 421

DOCKET NO. 180700510

TYPE: SPACING

APPLICATION

HighPoint Operating Corporation (Operator No. 10071) ("HighPoint" or "Applicant"), by and through its attorneys, Jost Energy Law, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order to amend Order No. 421-110 to 1) reduce the number of wells from twenty-one (21) to a total of up to sixteen (16) horizontal wells within an approximate 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-110 for Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M.; and 2) provide that the productive interval of any horizontal well in the unit shall be no closer than 150 feet from the boundaries of the unit for the Niobrara and Fort Hays Formations and no closer than 300 feet from the unit boundaries for the Codell and Carlile Formations, with 150' inter-well setbacks from any wellbore within the unit, for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations underlying the below-described lands. In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly organized and authorized to conduct business in the State of Colorado, and is a registered operator in good standing with the Commission.

2. Applicant is an Owner as defined by the Colorado Oil and Gas Conservation Act and Commission Rules and owns leasehold interests or holds the right to operate on the following lands (hereafter "Application Lands"):

Township 10 North, Range 62 West, 6th P.M.

Section 11: All

Section 14: All

Weld County, Colorado, 1,280-acres, more or less.

A reference map of the Application Lands is attached hereto.

3. On June 27, 2011, the Commission entered Order No. 535-28 which, among other things, established 52 approximate 640-acre drilling and spacing units for certain lands, including Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M., and approved one horizontal well within each unit, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation, provided that the surface location for any permitted horizontal well shall be located anywhere in the designated drilling and spacing unit, and the treated interval of the wellbore shall be no closer than 600 feet from the boundaries of the drilling and spacing unit without exception being granted by the Director.

4. On March 19, 2018, the Commission entered Order No. 421-110 which, among other things, 1) vacated two approximate 640-acre drilling and spacing units established by Order No. 535-28 for Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M. for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation; and 2) established an approximate 1,280-acre drilling and spacing unit for Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M. for the Codell, Fort Hays, Carlile, and Niobrara Formations, and approve up to six new horizontal wells, for the production of oil, gas, and associated hydrocarbons from the Codell, Fort Hays, and Carlile Formations, and approve up to 15 new horizontal wells, for the production of oil, gas, and associated hydrocarbons from the Niobrara Formation, productive interval of any wellbore will be located no closer than 300 feet from the unit boundaries, and no closer than 150 feet from the productive interval of any other wellbore within the unit, unless an exception is granted by the Director.

5. The Commission records show that there are no vertical, directional or horizontal wells in the Application Lands. There is one expired APD for the Elk Creek #10-14H (API No. 05-123-33332). The expired permit is held by EOG Resources Inc. and expired on December 15, 2016.

6. To promote efficient drainage within the Codell, Carlile, Fort Hays and Niobrara Formations of the Application Lands, to protect correlative rights and to avoid waste, the Commission should: 1) amend Order No. 421-110 to reduce the number of wells from twenty-one (21) to a total of up to sixteen (16) horizontal wells within the approximate 1280-acre stand-up exploratory drilling and spacing unit established by

Order No. 421-110 for Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations; and 2) provide that the productive interval of any horizontal well in the unit shall be no closer than 150 feet from the boundaries of the unit for the Niobrara and Fort Hays Formations and no closer than 300 feet from the unit boundaries for the Codell and Carlile Formations, with 150' inter-well setbacks from any wellbore within the unit, for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations underlying the Application Lands.

7. The above-proposed amendments to the drilling and spacing unit will allow efficient drainage of the Codell, Carlile Fort Hays and Niobrara Formations, will prevent waste, will not adversely affect correlative rights and will assure the greatest ultimate recovery of gas and associated hydrocarbon substances from the reservoirs. The unit of the size and shape specified above is not smaller than the maximum area that can be economically and efficiently drained by the proposed wells in the unit.

8. The Applicant is requesting to drill and complete up to sixteen (16) new horizontal wells within the unit in order to efficiently and economically recover the oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations within the approximate 1,280-acre drilling and spacing unit composed of the Application Lands and that there will be no adverse effect on correlative rights of adjacent owners.

9. The Applicant maintains that the wells proposed for the development of the Application Lands will be drilled from no more than four well pads, unless an exception is granted by the Director.

10. The productive interval of each proposed horizontal well shall be 150 feet from the boundaries of the unit for the Niobrara and Fort Hays Formations and no closer than 300 feet from the unit boundaries for the Codell and Carlile Formations and all horizontal wells shall be no closer than 150 feet from the productive interval of any other well within the unit, unless an exception is granted by the Director.

11. The undersigned certifies that copies of this Application will be served on each interested party within seven (7) days of the filing hereof, as required by Rule 503.e.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing on July 30-31, 2018, that notice be given as required by law, and that upon such hearing this Commission enter its order to:

A. Amend Order No. 421-110 to reduce the number of wells from twenty-one (21) to a total of up to sixteen (16) horizontal wells within the approximate 1280-acre stand-up exploratory drilling and spacing unit established by Order No. 421-110 for Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M., for the production of oil, gas and associated hydrocarbons from the Codell, Carlile, Fort Hays and Niobrara Formations;

B. Provide that the productive interval of any horizontal well in the unit shall be no closer than 150 feet from the boundaries of the unit for the Niobrara and Fort Hays Formations and no closer than 300 feet from the unit boundaries for the Codell and Carlile Formations; and not less than 150 feet from the productive interval of any other wellbore within the unit, and authorizing a total of four well pads in the unit, unless an exception is granted by the Director;

C. Find that the sixteen (16) horizontal wells with the 1280-acre drilling and spacing unit for the development of the Codell, Carlile, Fort Hays and Niobrara Formations on the Application Lands will prevent waste, protect correlative rights, and maximize the efficient and economic production of the Codell, Carlile, Fort Hays and Niobrara Formations on the Application Lands.

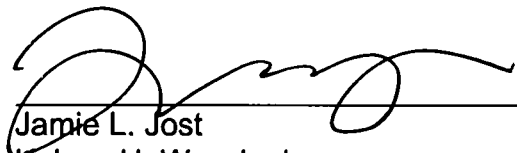
D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

DATED May 31, 2018.

Respectfully submitted:

HighPoint Operating Corporation

By:



Jamie L. Jost
Kelsey H. Wasylenky
Jost Energy Law, P.C.
Attorneys for Applicant
1401 17th Street, Suite 370
Denver, Colorado 80202
(720) 446-5620

Applicant's Address:

HighPoint Operating Corporation
ATTN: Teale Stone
1099 18th Street, Suite 2300
Denver, CO 80202

VERIFICATION

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

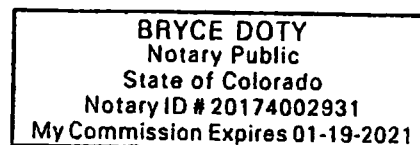
Teale Stone, of lawful age, being first duly sworn upon oath, deposes and says that he is a Landman for HighPoint Operating Corporation, and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.


Teale Stone
Landman
HighPoint Operating Corporation

Subscribed and sworn to before me this 31st day of May, 2018.

Witness my hand and official seal.

[SEAL]

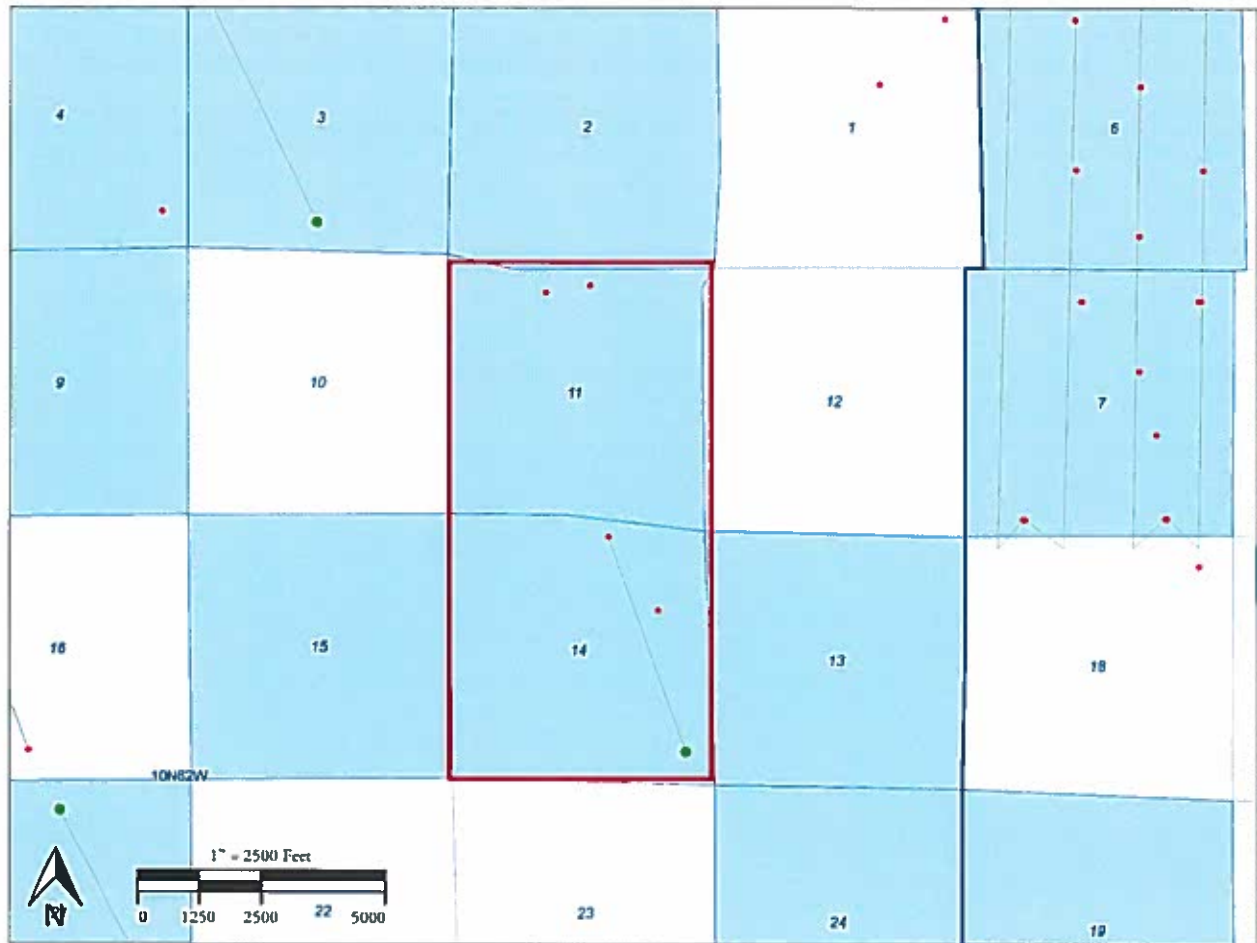


My commission expires: 1-19-2021


Notary Public

Reference Map

Sections 11 and 14, Township 10 North, Range 62 West, 6th P.M.



COGCC

**KERRY LEBLEU
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 19934018734
MY COMMISSION EXPIRES JULY 24, 2021**

Exhibit A
HighPoint - SP Elk Creek DSU 11/14

8 North, LLC, a Delaware Limited Liability
Company
370 17th Street, Suite 1350
Denver, CO 80202

Fifth Creek Energy Operating Company,
LLC
5251 DTC Parkway, Suite 420
Greenwood Village, CO 80111

Okcreek Oil & Gas, LLC
475 17th Street
Suite 1350
Denver, CO 80202

Centennial Mineral Holdings, LLC, a Texas
Limited Liability Company
5950 Cedar Springs Road, Suite 200
Dallas, TX 75235

Michael D. Konig
57851 WCR 81
Grover, Colorado 80729

PeakStar Resources, LP
P. O. Box 10017
Midland, TX 79702

Trevor S. Turmelle
17521 Arratia
El Paso, TX 79938

Justin McClelland
505 La Fonda Dr
Roswell, NM 88201

James M. Marbach
1762 Queen Highway
Carlsbad, NM 88220

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PO Box 66285
Albuquerque, NM 87193

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c/o Linnie McClure Cary
18451 North Olga Drive
Alva, FL 33920

LeRoy Orville McClure
c/o McClure, LLC
70 Holt Road
Highlands, NC 28741

Cheryl Welch Keyes
15971 Grasshopper Court
Fort Myers, Florida 33912

Okcreek Oil & Gas II, LLC
475 17th Street, Suite 1350
Denver, CO 80202

Elena Gooch
1939 Bayview Drive
Tierra Verde, Florida 33715

Mountaintop Minerals, LLC
370 17th St., Ste 5300
Denver, CO 80202

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Grover, CO 80729

Clinton Neil Bashor
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Briggsdale, CO 80611

David Leslie Bashor
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Grover, CO 80729

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15340 Fulton Street
Brighton, CO 80602-5639

Denise Ellen Wehrer
2711 South Acoma Street
Englewood, CO 80110

Donald E. Roth
2830 South Sherman Street
Englewood, CO 80113

James Preston, Personal Representative of
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815 E. 9th Street
Spencer, IA 51301

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Ft. Collins, CO 80525

Georgina Moncrief
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Joel Meyer
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Jessica Hoemer
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Joy Fraijo
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Edwin George Meyer
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Sandy Wood
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Eaton, CO 80605

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c/o Evelyn Meyer
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Greeley, CO 80631

Jonathan William Meyer
c/o Victoria Morris
508 35th Street
Evans, CO 80620

Jonathan William Meyer
c/o Robert Meyer
5921 5951 W 26th Street
Greeley, CO 80634

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c/o William Meyer
1876 Ramsey Lane
Ramona, CA 92065

Freida Mae Meyer
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Baldwin Park, CA 91706

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Marilyn J. Hamilton
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Greeley, CO 80631

Jonathan William Meyer
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Jonathan William Meyer
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Russell Lawrence Thompson
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Grover, CO 80729

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