

MINUTES

STATE MINERAL AND ENERGY BOARD

LEASE SALE AND BOARD MEETING

FEBRUARY 8, 2017

JOHN BEL EDWARDS
GOVERNOR



THOMAS F. HARRIS
SECRETARY

State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

Opening of Bids
February 8, 2017

A public meeting for the purpose of opening sealed bids was held on Wednesday, February 8, 2017, beginning at 8:30 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana.

Recorded as present were:

David Boulet, Assistant Secretary of the Office of Mineral Resources
Stacey Talley, Deputy Assistant Secretary of the Office of Mineral Resources
Rachel Newman, Director - Mineral Income Division
Boyd Handley, Administrator – Geology, Engineering & Land Division
Emile Fontenot, Director - Petroleum Lands Division

Mr. David Boulet presided over the meeting. He then read the letter of notification certifying the legal sufficiency of the advertisement of tracts which had been published for lease by the Board at today's sale. Mr. Boulet read the letter as follows:

TO: MEMBERS OF THE STATE MINERAL AND ENERGY BOARD AND
REPRESENTATIVES OF THE OIL AND GAS INDUSTRY

February 8, 2017

Ladies and Gentlemen:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 44657 through 44660, have been advertised in accordance with and under the

provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,
(Original signed)
Emile Fontenot, Director
Petroleum Lands Division

Mr. Boulet then stated that no letters of protest were received for today's Lease Sale.

For the record, Mr. Boulet stated that there were no tracts to be withdrawn from today's Lease Sale.

The following bids were then opened and read aloud to the assembled public by Mr. Emile Fontenot.

INLAND TRACTS

Tract 44657
(Portion 114.36)

Bidder	:	CYPRESS ENERGY CORPORATION
Primary Term	:	Three (3) years
Cash Payment	:	\$22,872.00
Annual Rental	:	\$11,436.00
Royalties	:	21.000% on oil and gas
	:	21.000% on other minerals
Additional Consideration	:	None

STATE AGENCY TRACTS

Tract 44658

Bidder	:	HUNTER ENERGY CORPORATION
Primary Term	:	Three (3) years
Cash Payment	:	\$12,419.55
Annual Rental	:	\$6,209.78
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

Tract 44659

Bidder	:	HUNTER ENERGY CORPORATION
Primary Term	:	Three (3) years
Cash Payment	:	\$3,694.60

Annual Rental	:	\$1,847.30
Royalties	:	25.000% on oil and gas
	:	25.000% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:37 a.m.

JOHN BEL EDWARDS
GOVERNOR



THOMAS F. HARRIS
SECRETARY

State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

TO: MEMBERS OF THE STATE MINERAL AND ENERGY BOARD AND
REPRESENTATIVES OF THE OIL AND GAS INDUSTRY

February 8, 2017

LADIES and GENTLEMEN:

Certified proofs of publication have been received in the Office of Mineral Resources on behalf of the State Mineral and Energy Board for the State of Louisiana from the "Advocate," official journal for the State of Louisiana, and from the respective parish journals as evidence that Tract Nos. 44657 through 44660, have been advertised in accordance with and under the provisions of Chapter 2, Title 30 of the Revised Statutes of 1950, as amended.

Yours very truly,

Emile Fontenot
Petroleum Lands Director

Regular Meeting FEBRUARY 8, 2017

The Regular Meeting of the State Mineral and Energy Board was held on **Wednesday, February 8, 2017**, beginning at 9:30 a.m. in the LaBelle Room, First Floor, LaSalle Office Building, Baton Rouge, Louisiana, subject to the call of the Governor and Ex-Officio Chairman.

Mr. Paul Segura, Chairman, called the meeting to order. He then requested Mr. David W. Boulet, Assistant Secretary of the Office of Mineral Resources, to call the roll for the purpose of establishing a quorum.

W. Paul Segura, Jr., Chairman
Carol R. LeBlanc, Vice-Chairman
Thomas F. Harris, DNR Secretary
Thomas L. Arnold, Jr.
Emile B. Cordaro
Rochelle A. Michaud-Dugas
Theodore M. "Ted" Haik, Jr.
Robert D. Watkins
Gregory C. Carter

The following members of the Board were recorded as absent:

J. Todd Hollenshead
Johnny B. Bradberry

Mr. Boulet announced that nine (9) members of the Board were present and that a quorum was established.

Also recorded as present were:

David W. Boulet - Assistant Secretary of the Office of Mineral Resources
Stacey Talley - Deputy Assistant Secretary of the Office of Mineral Resources
Ryan Seidemann - Assistant Attorney General
Christopher Lento - Assistant Attorney General
Rachel Newman - Director, Mineral Income Division
Boyd Handley - Administrator, Geology, Engineering & Land Division
Emile Fontenot - Director, Petroleum Lands Division
James Devitt - Deputy General Counsel, Department of Natural Resources

The Chairman stated that the first order of business was the approval of the January 11, 2017 Minutes. A motion was made by Mr. Arnold to adopt the Minutes as submitted and to waive reading of same. His motion was seconded by Ms. Michaud-

Dugas and unanimously adopted by the Board. (No public comment was made at this time.)

The Chairman then stated that the next order of business was the presentation of the Staff Reports:

- a) Lease Review Report *
- b) Nomination and Tract Report *
- c) Audit Report *
- d) Legal and Title Controversy Report *
- e) Docket Review Report *

** Staff Reports and Resolutions will immediately follow this page.*

a) LEASE REVIEW REPORT

I. Geological and Engineering Staff Review

According to the SONRIS database, there were 1,349 active State Leases containing approximately 573,000 acres. Since the last Lease Review Board meeting, the Geological and Engineering Division reviewed 82 leases covering approximately 20,000 acres for lease maintenance and development issues.

II. Board Review

1. A staff report on State Lease 192, Selection C, West Bay Field, Plaquemines Parish. Hilcorp Energy Company is the lessee. On motion of Mr. Arnold, seconded by Mr. Harris, the Board voted to accept Hilcorp's report and to grant Hilcorp until December 13, 2017 to provide a status update on their activities on the lease.
2. A staff report on State Lease 340, Selection G, Designated Areas 1 through 5, Reassigned Acreage, West Cote Blanche Bay Field, Iberia, and St. Mary Parishes. Texas Petroleum Investment Company, Castex Energy Inc., and Energy XXI GOM LLC are the lessees. Upon motion of Mr. Arnold, seconded by Ms. LeBlanc, the Board voted to accept the December 29, 2016 final release and recognize that the schedule for this selection of State Lease 340 has been completed and no further action is required.
3. A staff report on State Lease 340, Selection B, Reassigned Acreage, Belle Isle Field, Saint Mary Parish. Labay Exploration Co. LLC is the lessee. Upon motion of Mr. Arnold, seconded by Mr. Watkins, the Board voted to accept the December 1, 2016 final release and recognize that the schedule for this selection of State Lease 340 has been completed with no further action required.
4. A staff report on State Lease 340, Selection B, Non-Reassigned Acreage, Belle Isle Field, Saint Mary Parish. Texas Petroleum Investment Company and Castex Energy Inc. are the lessees. Upon motion of Mr. Arnold, seconded by Mr. Carter, the Board voted to accept the September 1, 2016 release and to remind the lessees that they have until June 1, 2017 to develop the remaining acreage or execute the final release.
5. A staff report on State Lease 340, Selection C, Designated Areas 1 through 5, Reassigned Acreage, Rabbit Island Field, Iberia and St. Mary Parishes. Shoreline Offshore LLC, Castex Energy 1995, Energy XXI GOM LLC, and Rabbit Island, L.P. are the lessees. Upon motion of Mr. Arnold, seconded by Mr. Harris, the Board voted to accept the partial release of approximately 2,018 acres and due to current bankruptcy proceeding involving the lease operator, Shoreline Southeast, defer any further action to a future date.



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 1 New Orleans- East
Get Review Date February 8, 2017

Table with columns: ID, Block Name, Date, Value 1, Value 2, and Review Details. Rows include MAIN PASS BLOCK 69, CHANDELEUR SOUND BLOCK 71, BRETON SOUND BLOCK 45, BAYOU BILOXI, BRETON SOUND BLOCK 39, MAIN PASS BLOCK 23, MAIN PASS BLOCK 35, and BLACK BAY, EAST.



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 1W New Orleans- West
Get Review Date February 8, 2017

Unit No.	Unit Name	Lease No./Date	Acres	Registered	Comments
01464	LAKE WASHINGTON	VUI;LL&E	194	642.192	FEB QR 1/24/17 JT HBP FROM MULTIPLE UNITS; LEASE HAS 3 NON-CONTIGUOUS PORTIONS; POD LTR WRITTEN TO SWIFT ON 9/2016 FOR SPECIFIC PORTION IN BILLET BAY; SWIFT HAS SOLD ALL LAKE WASHINGTON LEASES TO HILCORP. POD LTR TO HILCORP NEEDS TO GO OUT WHEN ASSIGNMENTS HAVE BEEN SUBMITTED FOR APPROVAL. CHECK IN 3 MONTHS FOR ASSIGNMENTS
18383	WEST DELTA BLOCK 52	VUA;SL 18383 07/11/2007	114.08	114.08	FEB AR 1/24/17 JT AR, HBP FROM UNIT
18384	WEST DELTA BLOCK 52	VUA;SL 18383 07/11/2007	108.5	108.5	FEB. AR 1/24/17 JT AR, HBP FROM UNIT
18637	BAY MARCHAND BLOCK 2 OFFSHORE	270 04/09/2015	274	1333.93	FEB. AR 1/24/17 JT AR, HBP FROM 2 UNITS & 1 LEASE WELL; RESPOND TO CHEVRON'S LTR
19531	GOLDEN MEADOW	97.765 02/21/2014	42.235	42.235	FEB. AR 1/24/17 JT AR, HBP FROM 2 UNITS
20008	LAKE WASHINGTON	L2 RA SUC;LL&E FEE 149-C-1 97-29	80.76	80.76	FEB. AR 1/24/17 JT AR, HBP FROM A SINGLE UNIT
20238	SOUTH PASS BLOCK 24	286.489 06/23/2014	24.511	24.511	FEB. AR 1/24/17 JT LEASE HAS EXPIRED; ROUTE SHEET STARTED
21058	LAKE SALVADOR, WEST	CRIS I RL SUA;SL20937 05/27/2015 1543-A-15 15-333	109	109.11	FEB. AR 1/24/17 JT AR, HBP FROM UNIT
21061	LAKE SALVADOR, WEST	CRIS I RE SUA;SL 20850 02/26/2013 1543-A-3 13-63	68.12	68.12	FEB. AR 1/24/17 JT AR, HBP FROM UNIT
21297			0	2039	FEB. PT 11/13/2016 1/24/17 JT AR, HELD BY RENTAL PAYMENT



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 2 Lafayette
Get Review Date February 8, 2017

Table with 6 columns: ID, Name, Description, Value 1, Value 2, and Notes. Rows include DUCK LAKE, LAKE PELTO, CROCODILE BAYOU, SHIP SHOAL BLOCK 45, MYETTE POINT, NW, LAKE PELTO, CAILLOU ISLAND, EUGENE ISLAND BLOCK 6, DONNER, ATCHAFALAYA BAY, etc.



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 2 Lafayette

Get Review Date February 8, 2017

Account Number	Account Name	Account Balance	Account Balance	Account Balance	Account Balance	Account Balance
		04/04/2014				WMA 1/23/17 AW HBP IN 1 UNIT (VUA; SL 20221)
20529	ATCHAFALAYA BAY	96.71 04/04/2014		649.43	649.43	FEB. AR ATCHAFALAYA DELTA WMA 1/23/17 AW HBP IN 1 UNIT (VUA; SL 20221)
20530	ATCHAFALAYA BAY	81.06 04/04/2014		117.13	117.13	FEB. AR ATCHAFALAYA DELTA WMA 1/23/17 AW HBP IN 1 UNIT (VUA; SL 20221)
21503				0	2.23	FEB. PT 11/12/2017 1/23/17 AW RENTAL PAYMENT MADE 9/23/16
21623	LAKE PELTO			0	50	FEB. PT 11/12/18 1/23/17 AW HBP IN LEASE WELL, 1 PRODUCING WELL; RENTAL PAYMENT MADE 9/23/16

Louisiana Department of Natural Resources (DNR)

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Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 3 Lake Charles- North
Get Review Date February 8, 2017

Well ID	Location	Acquisition	Original	Current	Registration
02260	CADDO PINE ISLAND		190	190	FEB. AR 1/18/17 SR AR - HBP 3 UNITS 49 PRODUCING WELLS
02310	CADDO PINE ISLAND		40	40	FEB. AR 1/18/17 SR AR - HBP 1 UNIT 9 PRODUCING WELLS
05978	ELM GROVE	HA RA SU99;KNIGHTON ETAL 11 10/20/2009 361-L-64	62	62	FEB. AR 1/18/17 SR AR - HBP 9 UNITS 44 PRODUCING WELLS
06856	ELM GROVE	HA RA SU118;MAGNOLIA POINT LANDS 38 H 05/04/2010 361-L-81 10-501	88.249	88.249	FEB. AR 1/18/17 SR AR - 100% HBP 4 UNITS 6 PRODUCING WELLS
14617	CATAHOULA LAKE	200 11/19/1996	40	40	FEB. AR 1/18/17 SR AR - 100% HBP 1 UNIT 1 PRODUCING WELL
14889	DANVILLE	219811-HOSS D SU83;SL 14889-001-ALT 11/11/1996	40	40	FEB. AR 1/18/17 SR AR - 100% HBP 1 UNIT 1 PRODUCING WELL
16326	SIMSBORO, WEST	JA RA SUA;HYMON 12/07/1999 327-G 99-660	80	80	FEB. AR 1/18/17 SR AR - 100% HBP 1 UNIT 2 PRODUCING WELL
17216	CASPIANA	HA RA SU67; 04/12/2014 191-H-177 14-150	4.081	4.081	FEB. AR 1/18/17 SR AR - 100% HBP 3 UNITS 17 PRODUCING WELLS
17217	CASPIANA	HA RA SU67; 04/12/2014 191-H-177 14-150	95.88	95.88	FEB. AR 1/18/17 SR AR - 100% HBP 5 UNITS 21 PRODUCING WELLS
17948	THORN LAKE	HA RA SUI;REX YOUNG 6 H 12/09/2008 1145-B-7 08-1738	17.35	17.35	FEB. AR 1/18/17 SR AR - 100% HBP 4 UNITS 8 PRODUCING WELLS
18183	CONVERSE	HA RA SUC;BSM 31 H 04/07/2009 501-G 09-376	8	8	FEB. AR 1/18/17 SR AR - 100% HBP 1 UNIT 1 PRODUCING WELL
18391	ELM GROVE	HA RA SUII;CUPPLES H 01/06/2009 361-L-19 09-20	2.32	2.32	FEB. AR 1/18/17 SR AR - 100% HBP 2 UNITS 19 PRODUCING WELLS
18393	CASPIANA	HA RB SUH;CASPIANA 14-15-12 H 10/30/2008 191-H-25 08-1690	31.089	31.089	FEB. AR 1/18/17 SR AR - 100% HBP 2 UNITS 11 PRODUCING WELLS
18394	CASPIANA	HA RB SUQ;RATZBURG 18 H 07/14/2009 191-H-53 09-774	82.598	82.598	FEB. AR 1/18/17 SR AR - 100% HBP 2 UNITS 4 PRODUCING WELLS
18395	CASPIANA	HA RB SUA;CLD 23-15-12 H 05/28/2008 191-H-6 08-729	9	9	FEB. AR 1/18/17 SR AR - 100% HBP 2 UNITS 11 PRODUCING WELLS
18605	CASPIANA	HA RB SUO;ZIMMERMAN 36-15-12 H	23	23	FEB. AR 1/18/17 SR AR - 100% HBP 8 UNITS 31 PRODUCING WELLS

Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 3 Lake Charles- North
Get Review Date February 8, 2017

Parcel ID	Location	Acres	Acres	Acres	Comments
18741	CASPIANA	12	12		FEB. AR 1/18/17 SR AR - 100% HBP 2 UNITS 10 PRODUCING WELLS
18820	THORN LAKE	281	281		FEB. AR SAL OMR MANAGED WLF 1/18/17 SR AR - 100% HBP 2 UNIT 2 PRODUCING WELL
19180	CASPIANA , THORN LAKE	1	1		FEB. AR 1/18/17 SR AR - 100% HBP 3 UNITS 4 PRODUCING WELLS
19756	ELM GROVE , SLIGO	21	21		FEB. AR 1/18/17 SR AR - 100% HBP 3 UNITS 3 PRODUCING WELLS
19845	BENSON , CONVERSE	43.9	43.9		FEB. AR 1/18/17 SR AR - 100% HBP 2 UNITS 2 PRODUCING WELLS
20140	RED RIVER-BULL BAYOU	26.67	26.67		FEB. AR TAX ADJUDICATED LAND 1/26/17 SR HBP ONE UNIT, ONE PRODUCING WELL
20186	CASPIANA	93.552	93.552		FEB. AR VACANT STATE LAND 1/18/17 SR AR - 100% HBP 2 UNITS 9 PRODUCING WELLS
20260	TRENTON	6	6		FEB. AR 1/18/17 SR AR - 100% HBP 1 UNIT 1 PRODUCING WELL
20788	ALABAMA BEND	8.95	8.95		FEB. AR VACANT LANDS 1/18/17 SR AR - 100% HBP 1 UNIT 9 PRODUCING WELL
21625		0	52		FEB. PT 11/12/2018 1/18/17 SR RENTAL PD

Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: February 14, 2017 9:33 AM

District Code 3S Lake Charles- South
Get Review Date February 8, 2017

Get Review Date	District Code	Location	Acres	Value	Value	Review Date	Review Status
	01466	KROTZ SPRINGS	6580 RA SUA;L VOORHIES C 10/01/1992	128.985	129.895	FEB AR 1/25/17	DP AR - HBP - 1 UNIT
	02344	KROTZ SPRINGS	127.43 06/09/1995	12.57	12.57	FEB AR 1/25/17	DP AR - HBP - 1 UNIT
	02669	RAYNE	RY NOD A RA SU 04/01/1996	18	18.33	FEB AR 1/25/17	DP AR - HBP - 1 UNIT
	04917	OPELOUSAS	C 2 RH SUA;W H JARRELL 01/01/1977	0	19.42	FEB AR 1/25/17	DP AR - LEASE EXPIRED, ROUTE SHEET DONE 06/22/2015, DIFFICULTIES CONTACTING OWNERS
	16995	INTRACOASTAL CITY	74.023 11/15/2011	86.947	86.947	FEB AR 1/25/17	DP AR - HBP - 1 UNIT; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	17208	INTRACOASTAL CITY	35.841 11/15/2011	1.691	1.691	FEB AR 1/25/17	DP AR - HBP - 1 UNIT; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	17226	INTRACOASTAL CITY	31.329 11/15/2011	10.831	10.831	FEB AR 1/25/17	DP AR - HBP - 1 UNIT; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	18060	MERMENTAU, WEST	76.775 04/26/2006	.85	.85	FEB AR 1/25/17	DP AR - HBP - 1 UNIT
	18524	CREOLE OFFSHORE	247110-VUB;SL 18524-001 10/15/2013	80.17	80.17	FEB AR 1/25/17	DP AR - HBP - 1 VU
	19067	SABINE LAKE	243923-SL 19067-002 10/08/2011	972.19	1104.07	FEB AR 1/25/17	DP AR - HBP - 1 VU; PR RECD, WAITING ON CORRECTION; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	19068	SABINE LAKE	VUA;SL 19068 09/14/2011	599.38	599.38	FEB AR 1/25/17	DP AR - HBP - 1 VU; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	19640	INTRACOASTAL CITY	83.873 05/08/2012	148.127	148.127	FEB AR 1/25/17	DP AR - HBP - 1 UNIT; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	19641	INTRACOASTAL CITY	K-O RB SUA;EXXONMOBIL 07/18/2011 468-L-1 10-930	10.4	10.4	FEB AR 1/25/17	DP AR - HBP - 1 UNIT; 2 MONTHS OF NO PROD; CHECK AGAIN IN APR.
	21626			0	9.15	FEB PT 11/12/2018	1/25/17 DP HELD BY RENTAL PAID 11/12/16

82 14,155.864 19,870.517

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #17-02-001
(LEASE REVIEW)**

On motion of Mr. Arnold, seconded by Mr. Harris, the following resolution was offered and unanimously adopted by the State Mineral and Energy Board:


WHEREAS, the Lease Review Committee last reviewed State Lease 192-C in the West Bay Field on December 9, 2015, whereby the State Energy and Mineral Board (SMEB) accepted Hilcorp Energy Company's (Hilcorp) status update and required that Hilcorp provide a status update of their activities on the lease to staff by December 13, 2017; and

WHEREAS, by letter dated January 4, 2017, Hilcorp provided a status update of lease activities on State Lease 192-C, West Bay Field;

NOW THEREFORE BE IT RESOLVED that the SMEB accept Hilcorp's report and grant Hilcorp until December 13, 2017 to submit an updated status report on lease activities affecting State Lease 192-C, West Bay Field.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #17-02-002
(LEASE REVIEW)**

On motion of Mr. Arnold, seconded by Mrs. LeBlanc, the following resolution was offered and unanimously adopted by the State Mineral and Energy Board (SMEB):

WHEREAS, beginning in May 2014, the Staff required lessees to develop the non-producing acreage or release acreage in calendar increments on certain selections of State Lease 340 in the West Cote Blanche Bay Field, Iberia and St. Mary Parishes; and

WHEREAS, no development has occurred and the last remaining acreage (7,412 acres) was released by Texas Petroleum Investment Company, Castex Energy Inc., and Energy XXI GOM LLC, effective December 29, 2016 and the balance of acreage to be released is zero, affecting State Lease 340 Selection G, Designated Areas 1 through 5 (reassigned acreage);

NOW THEREFORE BE IT RESOLVED that the SMEB accepts the December 29, 2016 final release and recognizes that the schedule for State Lease 340 Selection G, Designated Areas 1 through 5 (reassigned acreage) has been completed and no further action is required.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #17-02-003
(LEASE REVIEW)**

On motion of Mr. Arnold, seconded by Mr. Watkins, the following resolution was offered and unanimously adopted by the State Mineral and Energy Board (SMEB):

WHEREAS, beginning in May 2014, the Staff required lessees to develop the non-producing acreage or release acreage in calendar increments on certain selections of State Lease 340 in the Belle Isle Field, St. Mary Parish; and

WHEREAS, no development has occurred and the remaining balance of 860 acres was released by Labay Exploration Co. LLC, effective December 1, 2016, affecting State Lease 340 Selection B, Belle Isle Field, St. Mary Parish (reassigned acreage);

NOW THEREFORE BE IT RESOLVED that the SMEB accepts the December 1, 2016 final release and recognizes that the schedule for State Lease 340 Selection B, Belle Isle Field, St. Mary Parish (reassigned acreage) has been completed and no further action is required.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #17-02-004
(LEASE REVIEW)**

On motion of Mr. Arnold, seconded by Mr. Carter, the following resolution was offered and unanimously adopted by the State Mineral and Energy Board (SMEB):

WHEREAS, beginning in May 2014, the Staff required lessees to develop the non-producing acreage or release acreage in calendar increments on certain selections of State Lease 340 in the Belle Isle Field, St. Mary Parish; and

WHEREAS, no development has occurred and 769 acres were released by Texas Petroleum Investment Company and Castex Energy Inc., effective September 1, 2016, affecting State Lease 340 Selection B, Belle Isle Field, St. Mary Parish (non-reassigned acreage);

NOW THEREFORE BE IT RESOLVED that the SMEB accepts the September 1, 2016 release of 769 acres. Texas Petroleum Investment Company and Castex Energy Inc. are required to develop the remaining acreage or execute the final release affecting State Lease 340 Selection B, Belle Isle Field, St. Mary Parish (non-reassigned acreage) by June 1, 2017.

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #17-02-005
(LEASE REVIEW)**

On motion of Mr. Arnold, seconded by Mr. Harris, the following resolution was offered and unanimously adopted by the State Mineral and Energy Board (SMEB):


WHEREAS, the SMEB last reviewed State Leases 340 Selection C, Designated Areas 1 through 5, Rabbit Island Field, Iberia and St. Mary Parishes on February 10, 2016, whereby the SMEB accepted the current lessees' lease activity update and future development plan, and granted lessees until December 14, 2016 to submit a status report on lease development activity, and a partial release of approximately ten percent (10%) of the total non-productive reassigned acreage.

WHEREAS, on December 7, 2016, Shoreline Offshore LLC, Castex Energy 1995, Energy XXI GOM LLC and Rabbit Island, L.P. executed a partial release containing 2,018 acres effective December 7, 2016, affecting State Lease 340 Selection C, Designated Areas 1 through 3, Rabbit Island Field, Iberia and St. Mary Parishes (reassigned acreage);

NOW THEREFORE BE IT RESOLVED that the SMEB accepts the December 7, 2016 partial release of 2,018 acres from Shoreline Offshore LLC, Castex Energy 1995, Energy XXI GOM LLC and Rabbit Island, L.P., and to defer any further action to a future date due to current bankruptcy proceeding involving the lease operator, Shoreline Offshore LLC, affecting State Lease 340 Selection C, Designated Areas 1 through 3, Rabbit Island Field, Iberia and St. Mary Parishes (reassigned acreage).

CERTIFICATE

I hereby certify that the above is true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
Louisiana State Mineral and Energy Board

b) NOMINATION AND TRACT REPORT

The Board heard the report of Mr. Emile Fontenot **presented at 9:52 a.m.** on Wednesday February 8, 2017 relative to nominations received in the Office of Mineral Resources for the April 12, 2017 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of ***Mr. Arnold***, duly seconded by ***Mr. Haik***, the Board granted authority to the staff to advertise all such tracts as have been reviewed by the State Land Office and the staff of the Office of Mineral Resources as well as any tracts that have been previously advertised and rolled over and otherwise approve the Nomination and Tract Report presented by Mr. Fontenot.

JOHN BEL EDWARDS
GOVERNOR



THOMAS F. HARRIS
SECRETARY

State of Louisiana
DEPARTMENT OF NATURAL RESOURCES
OFFICE OF MINERAL RESOURCES
STATE MINERAL AND ENERGY BOARD

Tracts to Be
Advertised for the
April 12, 2017
Lease Sale

Resolution #17-02-006
(NOMINATION AND TRACT REPORT)

WHEREAS, Mr. Emile Fontenot reported that 6 tracts had been nominated for the April 12, 2017 Mineral Lease Sale, and requests that same are to be advertised pending staff review;

ON MOTION of *Mr. Arnold*, seconded by *Mr. Haik*, the following recommendation was offered and unanimously adopted by the Board after discussion and careful consideration:

That the State Mineral and Energy Board grant final approval to advertise all such tracts for the April 12, 2017 Mineral Lease Sale;

NOW, BE IT THEREFORE RESOLVED, that the State Mineral and Energy Board does hereby approve and authorize the advertising of all such tracts reviewed by the State Land Office and the staff of the Office of Mineral Resources, as well as any tracts that have been previously advertised and rolled over, and to otherwise approve the Nomination and Tract Report.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting of the Louisiana State Mineral and Energy Board in the City of Baton Rouge, Louisiana, on the 8th day of February 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Louisiana State Mineral and Energy Board and is now in full force and effect.

David W. Boulet, Secretary

LOUISIANA STATE MINERAL AND ENERGY BOARD

c) AUDIT REPORT

The first matter considered by the Committee was a request to exclude Memorial Production Operating LLC from the Fiscal Year 2017 audit schedule.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Secretary Harris, the Committee voted unanimously to exclude Memorial Production Operating LLC from the Fiscal Year 2017 audit cycle.

The second matter on the audit report was the election of the February 2017 gas royalty to be paid on a processed basis at the Discovery Plant at Larose and the Sea Robin Plant at Henry per the terms of the State Texaco Global Settlement Agreement.

No action required.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #17-02-007
(AUDIT COMMITTEE)

WHEREAS, pursuant to La. R.S. 30:136.A(1)(c), the Office of Mineral Resources (OMR) staff is authorized to audit information relevant to the computation of royalties including appropriate records, report or other information; and

WHEREAS, by State Mineral and Energy Board (Board) Resolution dated August 12, 2009, the Board authorized the OMR to conduct all appropriate and necessary audits of any party, lessee, operator and/or payor of a State lease, that has, or may, file for bankruptcy protection; and

WHEREAS, Memorial Production Operating LLC filed Chapter 11 bankruptcy on January 16, 2017; and

WHEREAS, Memorial Production Operating LLC was a payor of record since March 2015 during which time royalty payments totaled \$840.65; and

WHEREAS; Memorial Production Operating LLC has never been audited; and


WHEREAS, OMR staff recommends Memorial Production Operating LLC be removed from the 2017 audit cycle because payments are immaterial and no royalty is at risk; and

ON MOTION of Mr. Arnold, seconded by Secretary Harris, after discussion and careful consideration, the foregoing OMR Staff recommendations were offered and unanimously accepted by the Board.

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant that the audit of Memorial Production Operating LLC be removed from the 2017 audit cycle because payments are immaterial and no royalty is at risk.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of February 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice and in compliance with law, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of the Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

(d) LEGAL AND TITLE CONTROVERSY REPORT

The first matter considered by the Board was a request from Sola Energy Resources, LLC (Sola) for the State Mineral and Energy Board's authority to allow Staff to negotiate terms for five operating agreements on the following properties:

- a. Approximately 8 unleased state acres, being former State Lease 14988, Rapides and Vernon Parishes, Louisiana;
- b. Approximately 42 unleased state acres, being former State Lease 14990, Rapides Parish, Louisiana;
- c. Approximately 42 unleased state acres, being former State Lease 15448;
- d. Approximately 8 unleased state acres, being former State Lease 15459; and
- e. Approximately 25 unleased state acres, being former State Lease 17064, Vernon Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, and by unanimous vote of the Board, the State Mineral and Energy Board granted authority to allow Staff to negotiate terms with Sola for five operating agreements on the above listed acreage, and to remove the acreage from commerce and make it unavailable for leasing until the May 10, 2017 Board Meeting or until the operating agreements are perfected and approved by the Board, whichever occurs first. No comments were made by the public.

The second matter considered by the Board was a request by LLOX, L.L.C. (LLOX) to escrow funds derived from production on disputed acreage that would be due under State Lease 21345 into an interest bearing account in accordance with the State Mineral and Energy Board's escrow protocol should this lease be deemed to cover all or portions of the areas subject to the State's dispute. Such period not to exceed ninety (90) days unless extended further as authorized by the Board and effective as of January 17, 2017.

Upon motion of Mr. Arnold, seconded by Mr. Harris, and by unanimous vote of the Board, the State Mineral and Energy Board granted the request by LLOX to escrow funds derived from production on disputed acreage that would be due under State Lease 21345 into an interest bearing account in accordance with the Board's escrow protocol should this lease be deemed to cover all or portions of the areas subject to the State's dispute. Such period effective as of January 17, 2017, and authority to escrow royalties in accordance with the Board's protocol be granted until the August 2017 Board Meeting or the date of the next meeting of the Board thereafter, should it not

meet that month unless settlement is reached prior to that time. No comments were made by the public.

The third matter considered by the Board was a report from Staff to the State Mineral and Energy Board on the progress of the articles of the proposed new Lease Form.

Upon motion of Mr. Arnold, seconded by Mr. Haik, and by unanimous vote of the Board, the State Mineral and Energy Board granted authority to Staff to extend the review period of the proposed new Lease form from 90 days to 120 days. No comments were made by the public.

The fourth matter considered by the Board was an update from Staff to the State Mineral and Energy Board on the Office of Debt Recovery Agency Participation Agreement. No action was necessary on this matter and no comments were made by the public.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Sola Energy Resources, LLC request
for OMR Staff to negotiate five
operating agreements on former
SL Nos 14988, 14990, 15448,
15459, & 17064

RESOLUTION #17-02-008

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by Sola Energy Resources, LLC (Sola) for the State Mineral and Energy Board's authority to allow Staff to negotiate terms for five operating agreements on the following properties:

- a. Approximately 8 unleased state acres, being former State Lease 14988, Rapides and Vernon Parishes, Louisiana;
- b. Approximately 42 unleased state acres, being former State Lease 14990, Rapides Parish, Louisiana;
- c. Approximately 42 unleased state acres, being former State Lease 15448;
- d. Approximately 8 unleased state acres, being former State Lease 15459; and
- e. Approximately 25 unleased state acres, being former State Lease 17064, Vernon Parish, Louisiana; and

WHEREAS, the Staff of the Office of Mineral Resources (OMR), upon thorough review and consideration, recommended they be granted authority to allow Staff to negotiate terms with Sola for five operating agreements on the above listed acreage, and to remove the acreage from commerce and make it unavailable for leasing until the May 10, 2017 Board Meeting or until the operating agreements are completed and approved by the Board, whichever occurs first;


ON MOTION of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the Board does hereby grant authority to the Staff of OMR to negotiate terms with Sola for five operating agreements on the above listed acreage, and to remove the acreage from commerce and make it unavailable for leasing until the May 10, 2017 Board Meeting or until the operating agreements are completed and approved by the Board, whichever occurs first;

BE IT FURTHER RESOLVED that the Board does hereby remove the acreage from commerce and make it unavailable for leasing until the May 10, 2017 Board Meeting or until the operating agreements are perfected and approved by the Board, whichever occurs first.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of February, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #17-02-009

LLOX, L.L.C. request to escrow
funds – State Lease 21345

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, pursuant to La. R.S. 30:121, the State Mineral and Energy Board (Board) shall administer the State of Louisiana's (State) proprietary interest in the minerals in and upon the lands and water bottoms belonging to the State or the title to which is in the public trust; and

WHEREAS, pursuant to La. R.S. 30:124, the Board has authority to lease such lands and water bottoms for the development and production of minerals, oil, gas or alternative energy sources; and

WHEREAS, pursuant to La. R.S. 30:129, the Board has full supervision over all mineral leases granted by the State, and is authorized to take any action necessary to protect the interests of the State and enter into agreements or amend leases in the manner most beneficial to the State; and

WHEREAS, disputes regarding the ownership of minerals to which the State claims title periodically occur and Lessees are required to promptly notify the Office of Mineral Resources (OMR) of adverse claims by any individual or entity not a party to a State Lease; and

WHEREAS, by Resolution #15-06-016, dated June 10, 2015, the Board continued the practice of permitting Lessees to request authority to escrow royalties on title disputed lands under lease by the State; and

WHEREAS, LLOX, L.L.C. (LLOX) requested the Board allow them to escrow funds derived from production on disputed acreage that would be due under State Lease 21345 into an interest bearing account in accordance with the Board's escrow protocol should this lease be deemed to cover all or portions of the areas subject to the State's dispute. Such period not to exceed ninety (90) days unless extended further as authorized by the Board and effective as of January 17, 2017; and

WHEREAS, it is advantageous to the State for the Board to grant this request for escrow authority for a fixed duration of time, as an alternative to litigation, during which the adverse claim will be evaluated by the interested parties and effort made to negotiate an amicable resolution; and

WHEREAS, in response to this request for escrow authority, OMR Staff offered the following recommendation for consideration by the Board:

That the Board approve the request to allow LLOX to escrow funds derived from production on disputed acreage that would be due under State Lease 21345 effective January 17, 2017, and authority to escrow royalties in accordance with the Board's protocol be granted until the August 2017 Board Meeting or the date of the next meeting of the Board thereafter, should it not meet that month, unless settlement is reached prior to that time.

ON MOTION of Mr. Arnold, seconded by Mr. Harris, after discussion and careful consideration, the following Resolution was offered and unanimously adopted by the Board:

NOW THEREFORE, BE IT RESOLVED that the Board hereby approves the request by LLOX to escrow funds derived from production on disputed acreage that would be due under State Lease 21345 effective January 17, 2017;

RESOLUTION #17-02-009
(LEGAL & TITLE CONTROVERSY REPORT)

BE IT FURTHER RESOLVED, that the Board hereby grants LLOX authority to escrow royalties in accordance with the Board's protocol until the August 2017 Board Meeting or the date of the next meeting of the Board thereafter, should it not meet that month unless settlement is reached prior to that time.

- 1) Lessee is hereby authorized to suspend the direct payment of royalties to OMR on the disputed acreage related to the title disputed acreage within State Lease 21345 situated within the LLOX, 9400 BIG T RC SUA, Manila Village Field, Jefferson Parish, Louisiana, along with other properties belonging to the Coffin, et al and Purcell, et al groups;
- 2) The escrow authority extended hereby is effective as of January 17, 2017, and continuing through the August 2017 Board meeting (or the date of the next meeting of the Board thereafter, should it not meet that month), to allow the interested parties time to evaluate and resolve the adverse claim;
- 3) The escrow authority extended hereby is contingent upon Lessee's compliance with the standard escrow procedure and requirements established by OMR;
- 4) The deposit of royalties into the escrow account shall be accepted by the Board as the royalty payments required by the State Lease, and Lessee shall not be held in default of payment of its royalty obligation owed the State as long as deposits are timely and properly made as required by the State Lease into the escrow account; and
- 5) The Board reserves the right to audit the royalty payments deposited into the escrow account and further reserves all audit rights authorized by the State Lease.

BE IT FURTHER RESOLVED:

- 1) Lessee shall continue to maintain a separate, interest bearing escrow account at a FDIC insured financial institution having a presence in the State of Louisiana;
- 2) Throughout the extended escrow period, Lessee shall continue to timely provide fully completed SR-9 Reports (and any other requested documents) to OMR;
- 3) Throughout the extended escrow period, Lessee shall continue to timely deposit the properly calculated and reported royalty payments attributable to the disputed acreage into the escrow account;
- 4) Throughout the extended escrow period, Lessee shall continue to provide documentation (copies of deposited checks, deposit receipts or monthly bank statements) of the timely deposit of royalty payments into the escrow account;
- 5) Throughout the extended escrow period, Lessee shall continue to cooperate, in good faith, with OMR's efforts to negotiate a royalty sharing agreement or other amicable resolution of the title dispute with the adverse claimant(s);
- 6) If the ownership/title dispute is amicably resolved prior to expiration of the extended escrow period, the royalty payments on deposit and interest thereon accumulating in the escrow account shall be timely distributed in accordance with the negotiated resolution;
- 7) If the ownership/title dispute is not amicably resolved prior to expiration of the authorized escrow extension, Lessee shall, within fifteen (15) calendar days of expiration:
 - a) Resume direct payment of royalties to OMR and transfer all royalty payments, including interest, on deposit in the escrow account to OMR; or
 - b) Invoke a concursus proceeding, transfer all royalty payments, including interest, on deposit in the escrow account into the Registry of the Court and continue the direct payment of royalties into the Registry of the Court through adjudication of the dispute;
- 8) Lessee shall not transfer nor release any funds, including interest, on deposit in the escrow account authorized by this Resolution without the knowledge and written approval of OMR; and
- 9) All charges and expenses in connection with the creation and maintenance of the escrow account authorized hereby are to be borne by Lessee.

RESOLUTION #17-02-009
(LEGAL & TITLE CONTROVERSY REPORT)

BE IT FURTHER RESOLVED that Lessee is obligated to strictly comply with the requirements applicable to escrow authority in accordance with the requirements set forth herein and as required by OMR. Lessee's failure to:

- 1) Timely create the escrow account; or
- 2) Timely deposit royalty payments into the escrow account; or
- 3) Timely provide required reports and documentary proof of deposits; or
- 4) Timely invoke a concursus proceeding or resume direct payment of royalties to OMR upon expiration of the escrow authority;

may result in the escrow authority granted hereby being rendered null and void *ab initio* by the Board, thus subjecting Lessee to the penalties and interest authorized by law and the State Lease.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of February, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice and in compliance with law, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Board and is now in full force and effect.



**DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Proposed New Lease Form –
120 Day Extension Period

RESOLUTION #17-02-010

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a status update on the articles of the proposed new Lease Form was presented to the State Mineral and Energy Board by the Office of Mineral Resources and DNR's Legal Division (collectively referred to as "Staff");

WHEREAS, Staff requested an extension of the review period from ninety (90) days to one hundred twenty (120) days;

ON MOTION of Mr. Arnold, seconded by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby grant authority to Staff to extend their review period of the articles of the proposed new Lease form from ninety (90) days to one hundred twenty (120) days.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of February, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



DAVID W. BOULET, SECRETARY
STATE MINERAL AND ENERGY BOARD

e) DOCKET REPORT

The Board heard the report of Emile Fontentot on Wednesday, February 8, 2017, relative to the following:

Category A: State Agency Leases
Docket Items 1 and 2

Category B: State Lease Transfers.
Docket Item Nos. 1 through 20

Category C: Department of Wildlife & Fisheries State Agency Lease Transfers
There were no items for this category

Category D: Advertised Proposals
Docket Item No. 1

for the February 8, 2017 Mineral Lease Sale. Based upon the staff's recommendation, on motion of **Mr. Arnold**, duly seconded by **Ms. Michaud-Dugas**, the Board voted unanimously to accept the following recommendations:

Category A: State Agency Leases
Approve Docket Items No. 1 and No. 2

Category B: State Lease Transfers
Approve Docket Item Nos. 1 through 20
Docket Items No. 4 and 14 are subject to the approval of the Governor.

Category D: Advertise Proposals
Defer Docket Item No. 17-02, upon recommendation of the Legal and Title Controversy Review.

Refer to Board Meeting Minutes for any action taken by the Board regarding matters in this report.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-011

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the February 8, 2017 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Vermillion Parish School Board, dated December 22, 2016, awarded to Angelle & Donohue Oil & Gas Properties, Inc., covering located in Sections 33, 46, 48 & 60, Township 12 South, Range 3 East, Vermillion Parish, Louisiana, containing 6.254 acres, more or less, with further contractual obligations being more enumerated in the instrument.

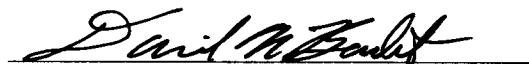
The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title to such submerged lands, if any. This lease is approved only so far as it covers lands in place, excluding from such approval any and all navigable waterbeds and sovereignty lands located within the tract leased.

BE IT FURTHER RESOLVED that this action is taken only in pursuance of Louisiana Revised Statutes 30:158 and without inquiry into the lessor's title to the leased premises or such rights, if any, that the State of Louisiana may have in the same. It is understood that this approval is solely given in order to comply with the statutory authority aforesaid.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to sign said lease to reflect the approval of the State Mineral and Energy Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #07-02-012

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item B from the February 8, 2017 Meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Parish of Jefferson, dated January 6, 2017, awarded to ExPert Oil & Gas, L.L.C., covering lands located in Section 3, Township 13 South, Range 23 East, Jefferson Parish, Louisiana, containing approximately 4.0 acres, with further contractual obligations being more enumerated in the instrument.

The State of Louisiana, through the State Mineral and Energy Board, asserts and claims title to the beds and bottoms of any navigable waterbed that may be located within the boundaries of the lands leased, and this approval shall not cover or extend to, or be construed as affecting the State's title to such submerged lands, if any. This lease is approved only so far as it covers lands in place, excluding from such approval any and all navigable waterbeds and sovereignty lands located within the tract leased.

BE IT FURTHER RESOLVED that this action is taken only in pursuance of Louisiana Revised Statutes 30:158 and without inquiry into the lessor's title to the leased premises or such rights, if any, that the State of Louisiana may have in the same. It is understood that this approval is solely given in order to comply with the statutory authority aforesaid.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to sign said lease to reflect the approval of the State Mineral and Energy Board.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-013

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 1 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from PXP Louisiana L.L.C. to Chesapeake Plains, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 19693, 19831, 19835, 19838, 19840 and 19923, DeSoto and Red River Parishes, Louisiana, with further particulars being stipulated in the instrument.

Chesapeake Plains, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessee or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30 128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,


5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-014 (DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 2 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from PXP Louisiana L C and PXP Louisiana Operations LLC to Chesapeake Plains, LLC, of all of Assignor's right, title and interest in and to State Lease Nos 2524, 11155, 11855, 17124, 17126, 17127, 17734, 18245, 18276, 20234 and 20273, Bienville, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument

Chesapeake Plains, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30 128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind.


5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-015 (DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 3 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from PXP Louisiana L L C. to Chesapeake Plains, LLC, of all of Assignor's right, title and interest in and to State Lease No 19695, Red River Parish, Louisiana, with further particulars being stipulated in the instrument.

Chesapeake Plains, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

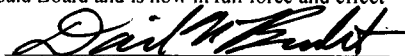
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-016

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 4 from the February 8, 2017 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Milagro Producing, LLC to White Oak Resources VI, LLC, of all of Assignor's right, title and interest in and to State Lease No. 346, Assumption and St Martin Parishes, Louisiana, with further particulars being stipulated in the instrument.

White Oak Resources VI, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof.

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

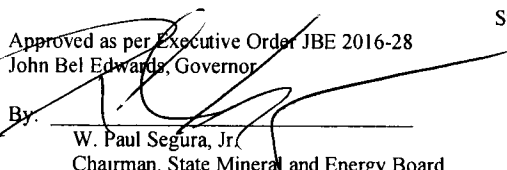
I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

Approved as per Executive Order JBE 2016-28
John Bel Edwards, Governor

By:



W. Paul Segura, Jr.
Chairman, State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-017

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 5 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Milagro Producing, LLC to White Oak Resources VI, LLC, of all of Assignor's right, title and interest in and to State Lease No. 15009, Jefferson Parish, Louisiana, with further particulars being stipulated in the instrument.

White Oak Resources VI, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any non-signatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

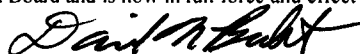
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-018

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 6 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Texas Allied Petroleum, Inc. to Triumph Energy I, LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 1958, 2125 and 20101, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument

Poydras Energy Partners, LLC is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

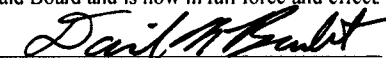
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-019

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 7 from the February 8, 2017 Meeting be approved, said instrument being an Assignment and Correction of Assignment from Krescent Energy Partners I, LP to MMK Energy LP, of all of Assignor's right, title and interest in and to State Lease No 12605, Jefferson Davis and Vermilion Parishes, Louisiana, with further particulars being stipulated in the instrument

MMK Energy LP is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30 128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

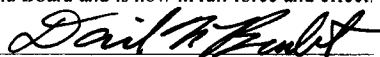
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-020

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 8 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from JGC Energy Development (USA) Inc. to JGC Exploration Eagle Ford LLC, of all of Assignor's right, title and interest in and to State Lease No. 20181, Vermilion Parish, Louisiana, with further particulars being stipulated in the instrument.

PetroQuest Energy, L.L.C. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

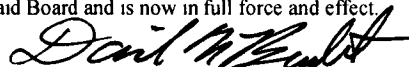
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-021

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 9 from the February 8, 2017 Meeting be approved, said instrument being an Assignment and Correction of Assignment from Pennington Oil & Gas Interests, LLC to the following in the proportions set out below

B L Resources, LLC	9 00%
Gulf Coast MidWest Energy Capital #6, LP	1 125%
MBR Oil & Gas #1, Ltd	2 00%
Phoenix Hydrocarbons, LLLP	1 00%
Lakeshore Energy Louisiana II, L L C	5 00%
Pennington Oil Co , Inc	1 25%
Spartan Hydrocarbons, Ltd	2 00%
PWSC, L L C	1 00%
T-C Oil Company, LLC	25 00%
Trend II, L L C	5 00%
Spicewood Energy Fund II, LP	1 125%
TLM3, Ltd	2 00%
Clint Hurt and Vicki Hurt	2 00%
Russo Exploration, L L C	10 00%

in and to State Lease No 21529, Pointe Coupee and St Landry Parishes, Louisiana, with further particulars being stipulated in the instrument

Lakeshore Energy Louisiana II, L L C is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S 30 128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-022

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from T-C Oil Company, LLC to Pennington Oil & Gas Interests, LLC, of all of Assignor's right, title and interest in and to State Lease No. 21529, Pointe Coupee and St. Landry Parishes, Louisiana, with further particulars being stipulated in the instrument

Lakeshore Energy Louisiana II, L.L.C. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-023

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 11 from the February 8, 2017 Meeting be approved, said instrument being an Assignment and Correction of Assignment from Pennington Oil & Gas Interests, LLC to the following in the proportions set out below

B L Resources, LLC	9.00%
Gulf Coast MidWest Energy Capital #6, LP	1.125%
MBR Oil & Gas #1, Ltd	2.00%
Phoenix Hydrocarbons, LLLP	1.00%
Lakeshore Energy Louisiana II, L L C	5.00%
Pennington Oil Co , Inc	1.25%
Spartan Hydrocarbons, Ltd	2.00%
PWSC, L L C	1.00%
T-C Oil Company, LLC	25.00%
Trend II, L L C	5.00%
Spicewood Energy Fund II, LP	1.125%
TLM3, Ltd	2.00%
Clint Hurt and Vicki Hurt	2.00%
Russo Exploration, L L C	10.00%

in and to State Lease No 21433, Pointe Coupee and St Landry Parishes, Louisiana, with further particulars being stipulated in the instrument

Lakeshore Energy Louisiana II, L.L.C is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,


5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect


David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-024

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 12 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from T-C Oil Company, LLC to Pennington Oil & Gas Interests, LLC, of all of Assignor's right, title and interest in and to State Lease No 21433, Pointe Coupee and St. Landry Parishes, Louisiana, with further particulars being stipulated in the instrument

Lakeshore Energy Louisiana II, L.L.C. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument;

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-025

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the February 8, 2017 Meeting be approved, said instrument being an Correction of that certain Assignment from Chesapeake Louisiana, L P and Chesapeake Operating, L.L.C. to SND-Vortus, LP, of all of Assignor's right, title and interest in and to State Lease No. 16266, Vernon Parish, Louisiana, with further particulars being stipulated in the instrument.

SND-Vortus, L.L.C. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof.

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;


5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-026

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 14 from the February 8, 2017 Meeting be approved subject to the approval of the Governor of Louisiana, said instrument being an Assignment from Hilcorp Exploration Venture 1 LLC to Hilcorp Energy I, LP, of all of Assignor's right, title and interest in and to State Lease No 199, Terrebonne Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** to acreage lying within the subsurface geographic boundaries of the X RB SUA and the Z RB SUA, **AND INSOFAR AND ONLY INSOFAR AS** said lease pertains to those subsurface depths lying within the units, with further particulars being stipulated in the instrument

Hilcorp Energy I, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

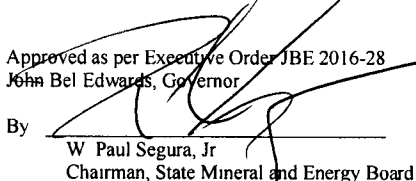
CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

Approved as per Executive Order JBE 2016-28
John Bel Edwards, Governor

By 
W. Paul Segura, Jr.
Chairman, State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-027

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Square Mile Energy LLC to Dajalaco LLC, of all of Assignor's right, title and interest in and to State Lease No 16170, 16732, 16299 and 16300, St. Bernard Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said leases cover the measured depths between 5,876' and 6,004' as seen in the Yuma SL 16170 #1 well, with further particulars being stipulated in the instrument

Yuma Exploration and Production Company, Inc. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof.

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R S 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind.

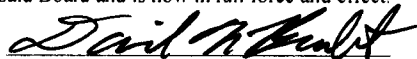
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-028

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Roundtree & Associates, Inc. to Hilcorp Energy I, LP, of all of Assignor's right, title and interest in and to State Lease No. 8091, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy I, LP is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

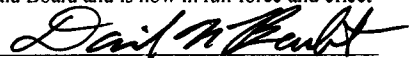
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-029

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 17 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Samson Exploration, LLC to Hilcorp Energy Development, L.P., of all of Assignor's right, title and interest in and to State Lease Nos 15691, 15774, 15685, 21310, 21377 and 21378, Calcasieu Parish, Louisiana, with further particulars being stipulated in the instrument

Hilcorp Energy Development, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30.128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

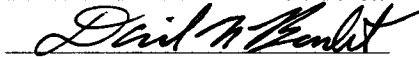
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-030

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 18 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Samson Exploration, LLC to Hilcorp Energy Development, L.P., of all of Assignor's right, title and interest in and to State Lease No. 21668, Iberia Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy Development, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30 128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

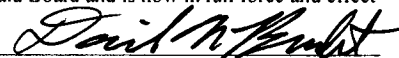
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-031

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 19 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Samson Exploration, LLC to Hilcorp Energy Development, L.P., of all of Assignor's right, title and interest in and to State Lease Nos. 4183 and 14357, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy Development, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows.

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board;

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof;

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind,

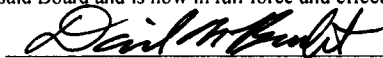
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution.

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-032

(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 20 from the February 8, 2017 Meeting be approved, said instrument being an Assignment from Samson Exploration LLC to Hilcorp Energy Development, L.P., of all of Assignor's right, title and interest in and to State Lease No. 21667, St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

Hilcorp Energy Development, L.P. is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975

This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

1) That all terms and conditions of the basic lease will be fulfilled, including but not limited to the full payment of rentals and royalties, regardless of the division of leasehold interests resulting from the instrument,

2) That failure to comply with the terms and conditions of the basic lease by the original lessee, or by any assignee, sublessor or sublessee, prior or subsequent hereto, shall not be deemed waived by the approval of said instrument by the State Mineral and Energy Board for the State of Louisiana, it being distinctly understood that the State Mineral and Energy Board for the State of Louisiana does not recognize said instrument as creating a novation, as regards any right or interest of the State or Board,

3) That in the event ownership of the basic mineral lease is or becomes vested in two or more lessees responsible to the lessor for compliance with indivisible obligations to maintain the lease, then said lessees shall designate in writing to the State Mineral and Energy Board the lessee representing the joint account of all lessees, who shall be accountable to the Board for discharge of indivisible obligations under the lease for all lessees or for release in lieu of compliance therewith, provided that in the event of failure of said lessees to comply with such condition, then the Board may withhold approval of and thereby deny validity to any pending or future assignment or transfer of an interest in the lease, and, provided further, that if any lessee should agree to release the lease or any segregated portion thereof in lieu of complying with an indivisible lease obligation to maintain the lease and no other lessee desires to assume and undertake the indivisible obligation, then all lessees agree to join in a release or to otherwise execute a similar release of their rights to lessor, relegating any nonsignatory lessee to such remedy, if any, as such party may have against the lessee or lessees, who may execute a release purporting to cover the entirety of the lease or of a segregated portion thereof,

4) That this approval is given merely for the purpose of validating the assignment or transfer under the provisions of R.S. 30:128, but by giving its approval, the Board does not recognize the validity of any other instrument referred to therein that has not also been considered and approved by the Board in its entirety nor of any descriptions nor adopt any of the terms and conditions in the assignment or transfer, including but not limited to any election to convert an overriding royalty interest to a working interest, and any such election shall not be effective until written notice thereof is given to the Board and assignment or transfer of such working interest in recordable form is docketed for approval and approved by the Board, and, furthermore, that this approval may not operate as the Board's approval of any sales contract, which may have been entered into by the parties to the assignment or transfer, inasmuch as the Board specifically reserves the right to take its royalty oil, gas and other minerals in kind;

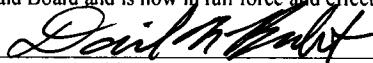
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

6) That nothing herein shall be construed as approval for any assignment, sublease or transfer to or from any individual, partnership, corporation or other legal entity who has filed bankruptcy proceedings unless such status is specifically recognized in this resolution

BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect



David W. Boulet, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #17-02-033


(DOCKET)

On motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17-02 from the February 8, 2017, Meeting be deferred, said instrument being a Settlement Agreement between The State of Louisiana, through the Louisiana State Mineral and Energy Board and The Louisiana Land and Exploration Company, LLC, ConocoPhillips Company, Houston Energy, L.P., Talos Gulf Coast Onshore LLC, Howard Energy Co., Inc., Knight Resources, LLC, LLOLA, L.L.C., Hilcorp Energy I, L.P., and Hilcorp Energy Company whereas said parties desire to provide for allocations of production, or the proceeds from the Tracts shown by the CIB CARST RA SUA Unit Survey Plat in the manner set forth, covering approximately 208.293 acres, affecting State Lease Nos. 724, 21150, 21152 and 21157, Terrebonne Parish, Louisiana, with further particulars being stipulated in the instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 8th day of February, 2017, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Board and is now in full force and effect.



David W. Boulet, Secretary
State Mineral and Energy Board

The Chairman stated that the next order of business was discussions in Executive Session to consider matters before the Board which were confidential in nature. Upon motion of Mr. Arnold, seconded by Mr. Harris, the Board Members went into Executive Session at 10:56 a.m.

Upon motion of Mr. Arnold, seconded by Ms. LeBlanc, the Board reconvened in open session at 11:21 a.m. for consideration of the following matters discussed in Executive Session:

a) The first matter was a discussion regarding the ChevronTexaco, Texaco E&P Inc. and Unocal audits.

Upon motion of Mr. Arnold, seconded by Ms. Leblanc, the Board voted unanimously to agree to amend the State/Chevron audit framework agreement to extend the target date for resolving the Unocal portion of the agreement to April 1st, 2017 and authorize OMR Staff to execute such an amendment. No comments were made by the public.

b) The second matter was a discussion regarding the audit settlement offer from Stone Energy Corporation.

Upon motion of Mr. Arnold, seconded by Ms. Leblanc, the Board voted unanimously to reject the audit settlement offer of Stone Energy Corporation and grants authority to the Attorney General to conduct negotiations with Stone on its behalf as discussed in Executive Session. No comments were made by the public.

* Executive Session Resolutions will immediately follow this page.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 17-02-034

(EXECUTIVE SESSION)

Executive Session
Discussion
ChevronTexaco, Texaco
E&P Inc. and Unocal
audits

WHEREAS, a discussion was held in Executive Session regarding the ChevronTexaco, Texaco E&P Inc. and Unocal audits;

ON MOTION of Mr. Arnold, seconded by Ms. LeBlanc, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby agree to amend the State/Chevron audit framework agreement to extend the target date for resolving the Unocal portion of the agreement to April 1st, 2017 and authorizes OMR Staff to execute such an amendment.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of February, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**David W. Boulet, Secretary
State Mineral and Energy Board**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION # 17-02-035

(EXECUTIVE SESSION)

Executive Session
Discussion
Audit Settlement Offer
from Stone Energy
Corporation

WHEREAS, a discussion was held regarding the audit settlement offer from Stone Energy Corporation;

ON MOTION of Mr. Arnold, seconded by Ms. LeBlanc, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board does hereby reject the audit settlement offer of Stone Energy Corporation and grants authority to the Attorney General to conduct negotiations with Stone on its behalf as discussed in Executive Session.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 8th day of February, 2017 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said State Mineral and Energy Board and is now in full force and effect.



**David W. Boulet, Secretary
State Mineral and Energy Board**

The Chairman stated that the next order of business was the awarding of the leases and called on Mr. Jason Talbot to present Staff's recommendations to the Board.

Mr. Talbot stated that Staff recommends that all bids be accepted.

Upon motion by Mr. Arnold, seconded by Mr. Carter, the Board unanimously voted to accept the following bids:

1. Award a lease on a portion of Tract 44657, said portion being 114.36 more particularly described in said bids and outlined on accompanying plat, to CYPRESS ENERGY CORPORATION
2. Award a lease on a Tract 44658 to HUNTER ENERGY CORPORATION
3. Award a lease on a Tract 44659 to HUNTER ENERGY CORPORATION

Leases awarded were conditioned on tract descriptions being accurate, overlapped prior leases being subtracted from acreage bid on, acreage amount being verified and agreed between bidder and state and portion bids verified as being located within advertised boundary of tracts. (No public comment was made at this time.)

This concluded the awarding of the leases.

The Chairman then announced that the next order of business would be the discussion of new business.

There was no discussion of new business.

The following announcements were then made:

Mr. Boulet stated that there were three (3) leases awarded and "the total cash payments for the February 8, 2017 Lease Sale is \$38,986.15.

Mr. Boulet announced that the Office of Mineral Resources would be exhibiting at the North American Prospect Expo (NAPE) Conference being held next week on February 15th through the 17th to promote the leasing of Louisiana lands.

Mr. Boulet advised the Board that Suzanne would be sending the Board Members the quarterly update report that the Mineral Income Division published and posted on our website.

Mr. Boulet recognized Ms. LeBlanc and Ms. Michaud-Dugas by presenting them a rose in honor of Valentine's Day and expressed his appreciation to all the Board Members for their dedication in coming to the meetings each month and serving the

State of Louisiana. Mr. Boulet also presented Mr. Haik with a token of appreciation in honor of his joining the Board three (3) years ago on February 14th.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Harris, seconded by Mr. Arnold, the meeting was adjourned at 11:27 a.m.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "David W. Boulet". The signature is fluid and cursive, with a large initial "D" and "B".

David W. Boulet, Secretary
State Mineral and Energy Board