

MINUTES

STATE MINERAL AND ENERGY BOARD

LEASE SALE AND BOARD MEETING

OCTOBER 12, 2016

OPENING OF BIDS
OCTOBER 12, 2016

A public meeting for the purpose of opening sealed bids was held on Wednesday, October 12, 2016, 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
Emile Fontenot, Assistant Director-Petroleum Lands Division
William Iturralde, Attorney-DNR Office of the Secretary

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**

October 12, 2016

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. 44604 through 44605, 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
Assistant Director
Petroleum Lands Division

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

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

STATE AGENCY TRACT

	Tract 44604	
Bidder	:	Reserves Management, L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,500.00
Annual Rental	:	\$750.00
Royalties	:	22.500% on oil and gas
	:	22.500% on other minerals
Additional Consideration	:	None

VACANT STATE LAND TRACT

	Tract 44605	
Bidder	:	Rio Bravo Energy Partners, L.L.C.
Primary Term	:	Three (3) years
Cash Payment	:	\$5,000.00
Annual Rental	:	\$2,500.00
Royalties	:	20.000% on oil and gas
	:	20.000% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 8:32 a.m.

**REGULAR MEETING
OCTOBER 12, 2016**

The Regular Meeting of the State Mineral and Energy Board was held on **Wednesday, October 12, 2016**, beginning at 9:31 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. Thomas L. Arnold, Jr., 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.

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

The following member of the Board was recorded as absent:

Gregory Carter

Mr. Boulet announced that ten (10) 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
Jason Talbot - Geologist Supervisor, Geological & Engineering Division
Emile Fontenot - Assistant Director, Petroleum Lands Division
Macy Dennis - Land Manager, Petroleum Lands Division
James Devitt - Deputy General Counsel, Department of Natural Resources

The Chairman stated that the third item on the agenda was the election of a new Chairman and Vice-Chair of the Board. Mr. Harris nominated Mr. Segura as the new Chairman of the Board. A motion was made by Mr. Haik to elect Mr. Segura as the new Chairman of the Board. His motion was seconded by Mr. Arnold and unanimously adopted by the Board. (No public comment was made at this time.)

Mr. Harris then nominated Ms. LeBlanc as Vice-Chair of the Board. A motion was made by Mr. Arnold to elect Ms. Leblanc as the new Vice-Chair of the Board. His motion was seconded by Mr. Segura and unanimously adopted by the Board. (No public comment was made at this time.)

The new Chairman stated that the next order of business would be a PowerPoint presentation by Mr. Bob Sebastian with the Bureau of Ocean Energy Management. A copy of the presentation is attached to these Minutes.

The fifth item on the agenda was the approval of the September 14, 2016 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 Mr. Watkins 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 adoption of the Staff Reports and Resolutions. Upon motion of Mr. Arnold, seconded by Mr. Harris, the recommendations for the following respective Reports and Resolutions were unanimously adopted by the Board:

- 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 1,391 active State Leases containing approximately 583,000 acres. Since the last Lease Review Board meeting, the Geological and Engineering Division reviewed 107 leases covering approximately 64,000 acres for lease maintenance and development issues.

II. Board Review

1. A staff report on State Leases 1450, 1451, and 1480, Lake Raccourci Field, Jefferson and Lafourche Parishes. ExxonMobil Corporation is the lessee. Jason Talbot, Geologist Supervisor, reported that by letter dated September 30, 2016, ExxonMobil requested additional time to finalize plats and descriptions of the released and retained acreage for partial releases affecting State Leases 1450, 1451 and 1480. On motion of Mr. Arnold, seconded by Mr. Watkins, the Board voted to grant ExxonMobil until November 1, 2016 to finalize the execution of the partial releases.

III. Force Majeure

Force Majeure Report Summary - Updated September 30, 2016

Company Name	Lease Numbers
Leases Off Production Due to Non-Storm Related Force Majeure Events	
Sanchez Oil & Gas Corporation	1462 (11/9/2016)

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-10-001
Lease Review Report**

On motion of Mr. Arnold, seconded by Mr. Watkins (Ms. Michaud-Dugas recused herself from this motion), the following resolution was offered and unanimously adopted by the State Mineral and Energy Board:

WHEREAS, the State Mineral Board last reviewed State Leases 1450, 1451, 1480 in the Lake Raccourci Field (southern portion), on July 13, 2016, whereby the State Energy and Mineral Board (SMEB) recommended that ExxonMobil Corporation (Exxon) be granted until October 1, 2016 to submit their partial release proposal to the Office of Mineral Resources staff for review; and

WHEREAS, Exxon by letter dated September 30, 2016 requested that they be granted additional time to prepare and execute the partial release.

NOW THEREFORE BE IT RESOLVED that the State Mineral and Energy Board grants Exxon additional time until November 1, 2016 to prepare and execute the partial release.

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 12th day of October, 2016, 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 Boulet, Assistant Secretary
Louisiana State Mineral and Energy Board



Louisiana Department of Natural Resources (DNR)

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Staff Reviews

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District Code 1 New Orleans- East

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Well ID	Block	Block Name	SL	Area	Area	Area	Area
00214	2	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY, POINTE A LA HACHE	246613-SL 214 GARDEN ISLAND BAY-913	09/20/2013	7769	7769	OCT. AR 9/11/15 JMB HBP - NUMEROUS SL WELLS (MEETING OR COMMUNICATION WITH DUNE IS SUPPOSED TO BE HELD BY END OF YEAR ON DESIGNATED AREAS);;
01393	1	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY	SL 214 GARDEN ISLAND BAY	11/01/1997	50	150	OCT AR 9/27/16 DP AR - HBP - 21 SL WELLS
01393	2	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY	SL 214 GARDEN ISLAND BAY	11/01/1997	200	250	OCT AR 9/27/16 DP AR - HBP - 21 SL WELLS
01393	0	BRETON SOUND BLOCK 18, GARDEN ISLAND BAY	SL 214 GARDEN ISLAND BAY	11/01/1997	458	458	OCT AR 9/27/16 DP OCT AR 9/27/16 DP AR - HBP - 21 SL WELLS
01732		POINTE A LA HACHE	VUG;DELACROIX		85	85	OCT AR 9/27/16 DP AR - HBP - 1 VU
06618		CHANDELEUR SOUND BLOCK 71	119.667	02/16/2004	50.96	50.96	OCT AR 9/27/16 DP AR - HBP - 2 UNITS
16442		BRETON SOUND BLOCK 18	64.39	09/16/2002	142.93	142.93	OCT 9/27/16 DP QR - HBP - 1 UNIT; ALL WELLS SHUT IN
16543		BRETON SOUND BLOCK 18	72.63	09/16/2002	20.57	20.57	OCT 9/27/16 DP QR - HBP - 1 UNIT; ALL WELLS SHUT IN
16594		BRETON SOUND BLOCK 18	480.07	11/18/2002	18.66	18.66	OCT 9/27/16 DP QR - HBP - 1 UNIT; ALL WELLS SHUT IN
16890		BRETON SOUND BLOCK 51	8300 VUA;SL 17243	10/13/2004	270.15	270.15	OCT 9/27/16 DP AR - LEASE EXPIRED ROUTE SHEET STARTED
17277		CHANDELEUR SOUND BLOCK 71	230204-VUA;SL 17277-001	10/12/2004	26.87	26.87	OCT 9/27/16 DP AR - HBP - 1 VU
17278		CHANDELEUR SOUND BLOCK 71	VUA;SL 17277	08/11/2004	23.37	23.37	OCT 9/27/16 DP AR - HBP - 1 VU
17279		CHANDELEUR SOUND BLOCK 71	VUA;SL 17277	08/11/2004	53.66	53.66	OCT 9/27/16 DP AR - HBP - 1 VU
17303		BRETON SOUND BLOCK 16			160	541.52	OCT 9/27/16 DP AR - HBP - 1 SL WELL, WAITING FOR ASSIGNMENT FROM HARVEST TO ERG;;
18043		CHANDELEUR SOUND BLOCK 71	VUA;SL 17277	08/11/2004	31.06	31.06	OCT 9/27/16 DP AR - HBP - 1 VU
19079		BRETON SOUND BLOCK 45	246.3	08/18/2011	85.53	85.53	OCT 9/27/16 DP AR - HBP - 1 VU
20670		CHIPOLA	1.292	04/27/2016	.708	.708	OCT 9/27/16 DP AR - HBP - 1 UNIT



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Account Number	Account Description	MTD Balance	YTD Balance	Review Date
21442		0	899.63	OCT. PT 7/9/2019 9/27/16 DP AR - HELD BY RENTAL PAID 6/27/2016
21443		0	425.38	OCT. PT 7/9/2019- 9/27/16 DP AR - HELD BY RENTAL PAID 6/27/2016
21444		0	2065.12	OCT. PT 7/9/2019- 9/27/16 DP AR - HELD BY RENTAL PAID 6/27/2016
21445		0	63.48	OCT. PT 7/9/2019 9/27/16 DP AR - HELD BY RENTAL PAID 7/7/2016
21446		0	379.52	OCT. PT 7/9/2019 9/27/16 DP AR - HELD BY RENTAL PAID 7/7/2016
21451		0	333.64	OCT. PT 7/9/2017 9/27/16 DP AR - HELD BY RENTAL PAID 6/27/2016
21452		0	675.42	OCT. PT 7/9/2017 9/27/16 DP AR - HELD BY RENTAL PAID 6/16/2016
21456		0	862.44	OCT. PT 07/09/2017 PASS-A-LOUTRE WMA 9/27/16 DP AR - HELD BY RENTAL PAID 6/16/2016



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District Code 1W New Orleans- West

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Unit	Area	Applicant Name	Production RA Units	Production Acres	Production Comments
00192A	BASTIAN BAY	J S ABERCROMBIE	400.459	1987.468	OCT AR 9/30/16 MS AR, LEASE HELD BY UNIT AND LEASE PRODUCTION, HILCORP HAS BEEN GIVEN UNTIL SEPT.10, 2017 TO PRESENT A POD ON LEASES IN BASTIAN BAY
00378	GOLDEN MEADOW	247680-SL 378 CATFISH LAKE-168 05/17/2014	1732	2616	OCT. AR 9/30/16 MS AR, LEASE HELD BY PRODUCTION FROM NUMEROUS UNITS
01010	SOUTH PASS BLOCK 27 , WEST DELTA BLOCK 83	N2 RJ SUA;SL 1010 04/24/2001 303-R-7 01-344	26.27	26.27	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM WDB83 10100 C SU, SPB27 N4 RB SU AND P RA VUA
01388	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97	ST O'BRIEN UC 227-YY-2	1619	1619	OCT. AR 9/30/16 MS AR, LEASE HELD BY LEASE PRODUCTION AND NUMEROUS UNITS
01924	SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97	ST O'BRIEN UC 227-YY-2	365	601	OCT. AR 9/30/16 MS AR, LEASE HELD BY PRODUCTION FROM NUMEROUS UNITS
02102	BAYOU SORREL	MARG H RB SUA;WILBERT LANDS 12/06/2011 374-V-2	15.88	143	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM CIB H 2 RB SUA; AND MARG H RB SUA;WILBERT LANDS
02227	BURRWOOD , SOUTH PASS BLOCK 24 , SOUTH PASS BLOCK 24 OFFSHORE(8453 7/97 , WEST DELTA BLOCK 83	8000 (S) RH SUH;SL 978 227-A-2 98-781	300	870	OCT. AR 9/30/16 MS AR, LEASE HELD BY PRODUCTION FROM NUMEROUS UNITS
02565	BURRWOOD	10600 RA SUA;SL 2565 850-C 14-161	1188	1500	OCT. AR 9/30/16 MS AR, LEASE HELD BY PRODUCTION FROM NUMEROUS UNITS
02566	BURRWOOD	BURR T RA SU 11/16/2010 850-B 10-1187	741	965	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM BURR T RA SU AND BURR 6900 L2 RA NVU
02747	BASTIAN BAY	S 3 RE SUA;J S ABERCROMBIE 06/03/2014 339-DD-12 14-304	29.38	208	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM SE S3 RB SUA AND S-3RE SUA. HILCORP HAS BEEN GIVEN UNTIL SEPT.10 2017 TO PRESENT A POD ON LEASES IN BASTIAN BAY
03155	BASTIAN BAY	J S ABERCROMBIE	53.21	520	OCT AR 9/30/16 MS AR, LEASE HELD BY PRODUCTION, HILCORP HAS BEEN GIVEN UNTIL SEPT.10, 2017 TO PRESENT A POD ON LEASES IN BASTIAN BAY
03279	BASTIAN BAY	J RC SUA;LL&E FEE 339-J-5 97-242	441	574	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM N-S3 RA SUA, DISC 12 RA SUA, S 3 RE SUA. HILCORP HAS BEEN



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Well Number	Well Name	Well Type	Acres	Value	Comments
04534	LAKE RACCOURCI	LR SP 7 RA SU 02/19/2008 175-H-1 08-239	232.46	679.81	GIVEN UNTIL SEPT.10 2017 TO PRESENT A POD ON LEASES IN BASTIAN BAY OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION LR CIB 21 A1 RA SU AND TEX L-5 RA SUA
15016	SOUTH PASS BLOCK 27	471 08/15/2012	1020	2013.7	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION (P RA VUA) AND LEASE WELLS
17266	LAKE WASHINGTON	89.905 01/08/2016	6.282	6.282	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM 4400 RC SUA AND CM 288 RE SUA
18441	THREE BAYOU BAY	234871-VUA;SL 18441-001 01/21/2007	0	128	OCT AR 9/30/16 MS AR, THIS LEASE IS EXPIRED, RS DONE 10/9/15, FINAL RELEASE PENDING LEGAL ISSUES!
18907	LAKE WASHINGTON	1433.08 08/30/2011	51.92	51.92	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA, LW 11350 RA&RE SU, LW 9600 RA-RD SU
19201	LAKE SALVADOR		160	432.69	OCT. AR 9/30/16 MS AR, LEASE HELD BY LEASE WELL PRODUCTION
19202	LAKE SALVADOR	VUA; 06/12/2013	78.07	78.07	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA
19203	LAKE SALVADOR	VUA; 06/12/2013	43.33	43.33	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA
19204	LAKE SALVADOR	VUA; 06/12/2013	65.38	65.38	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA
19205	LAKE SALVADOR	VUA; 06/12/2013	172.35	172.35	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA
19206	LAKE SALVADOR	VUA; 06/12/2013	97.78	97.78	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA
19232	LAKE SALVADOR	1079.73 11/26/2013	459.14	459.14	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT PRODUCTION FROM VUA
20102	LITTLE LAKE	90.57 10/02/2014	6.43	6.43	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT TP 1-2 RB SUA;SL 19908
20984	LAKE WASHINGTON	157.8 10/02/2014	139.2	139.2	OCT. AR 9/30/16 MS AR, LEASE HELD BY UNIT VUA;SL 20984



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District Code 2 Lafayette

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Well ID	Count	Location	Well Description	Producing Wells	Operator	Interpretation
00188A	0	CAILLOU ISLAND	SL 188 U2	4478	7640	OCT. AR 9/23/16 AW HBP IN 10 UNITS (L 25 R078 SUA, 86 RB SUA, E RA SUA, 41 RA SUA, 41 RB SUA, U 70 RB SU, MID 70 RB SU, L 70 A RB SU, L 70 B RB SU, 9800 RA SU) AND LEASE WELLS; 15 PRODUCING WELLS 2/18/16 AW NEW 051847 41 RB SUA
00199B	0	LAKE BARRE	VU29;LB U29	7870	7870	OCT. AR 9/23/16 AW HBP IN 24 UNITS (VU 21, LM1 SU, 31-19 RA SUA, UR 1 RF SU, LM 1-2 RA SUA, Z RC SUA, E3-E4 RA SUA, E-2 RD SUA, UM 1-4 RE SUA, VU27, VU32 (2 LUWS), VU31, VU29 (2 LUWS), VU34, VU38, VU44, LM2 SU, UM3 RB SU, UP MS RD SU, E 2 RC1 SU, R-U RA SUA); 23 PRODUCING WELLS (CURRENTLY)
00329A		BAYOU SALE	ST MY RE SUA;SMPL 87-E-13 99-533	820	820	OCT. AR 9/23/16 AW HBP IN 6 UNITS (ST MY RF SUA, OPERC 1-5 RA SUA, ST MY RD SU, MARIN RE SU, BS ST MARY RD S SU, VUC (2 LUWS); 14 PRODUCING WELLS
01247		CAILLOU ISLAND	245877-SL 1247-028 03/09/2013	1750	1886	OCT. AR 9/23/16 AW HBP IN 3 UNITS (U-W1 RA SUA, 53 C RA SU, W1-W2 RA SUA) AND LEASE WELLS; 6 PRODUCING WELLS
01249	2	CAILLOU ISLAND	86 RC SUA;SL 301 03/17/2015 411-RRRR-3 15-168	542.4	542.4	OCT. AR 9/27/15 AW HBP IN 1 UNIT (L 15000 R560 SUA) 1 PRODUCING WELL
01249	0	CAILLOU ISLAND	86 RC SUA;SL 301 03/17/2015 411-RRRR-3 15-168	1043	3134.586	OCT. AR 9/27/16 AW HBP IN 6 UNITS (14800 R080 SUA, U-W1 RA SUA, 86 RC SUA, 12400 RA SUA, 53 C RA SU, TEX L RA SUA); 7 PRODUCING WELLS
02366		BELLE ISLE	L RA SUA;SL 340 08/04/2009 576-K-2 09-843	302	309	OCT. AR 9/23/16 AW HBP IN 2 UNITS (L RA SUA & BI N VUA); 5 PRODUCING WELLS (1 IN LEASE)
02585		BELLE ISLE	B1 NVUA 07/01/1976	811.75	811.75	OCT. AR 9/23/16 AW HBP IN 1 UNIT (BI N VUA); 3 PRODUCING WELLS (0 IN LEASE)
02703		CAILLOU ISLAND	TB 6-7 RA SUA;SL 2826 11/12/2013 411-DDDDD 13-573	48.99	773	OCT. AR 9/23/16 AW HBP IN LEASE WELL; 1 PRODUCING WELL
02826		CAILLOU ISLAND	TB 6-7 RA SUA;SL 2826 11/12/2013 411-DDDDD 13-573	360	1549.1	OCT. AR 9/23/16 AW HBP IN LEASE WELLS; 5 PRODUCING WELLS
03090		CAILLOU ISLAND		700	901.92	OCT. AR 9/23/16 AW HBP IN LEASE WELLS; 3 PRODUCING WELLS
03184		BELLE ISLE	L RA SUA;SL 340 08/04/2009	119	119.35	OCT. AR 9/23/16 AW HBP IN 2



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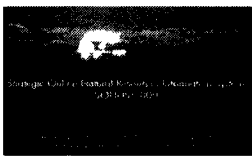
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Well ID	Location	License/Block/Operator	Production (Mcs/D)	Reserve (Mcs)	Information/Revision
		576-K-2 09-843			UNITS (L RA SUA & BI N VUA); 5 PRODUCING WELLS (1 IN LEASE)
03185	BELLE ISLE	L RA SUA;SL 340 08/04/2009 576-K-2 09-843	175	175.24	OCT. AR 9/23/16 AW HBP IN 2 UNITS (L RA SUA & BI N VUA); 5 PRODUCING WELLS (0 IN LEASE)
03586	BELLE ISLE	L RA SUA;SL 340 08/04/2009 576-K-2 09-843	204	204	OCT. AR 9/24/16 AW HBP IN 2 UNITS (L RA SUA & BI N VUA); 5 PRODUCING WELLS (1 IN LEASE)
03909	BELLE ISLE	L RA SUA;SL 340 08/04/2009 576-K-2 09-843	524	524	OCT. AR 9/23/16 AW HBP IN 2 UNITS (L RA SUA & BI N VUA); 5 PRODUCING WELLS (0 IN LEASE)
12105	LAKE PAGIE	31.511 07/23/1988	43.56	49.49	OCT. AR 9/23/16 AW HBP IN 1 UNIT (6100 RA SUA); 1 PRODUCING WELL
16244	PASS WILSON	9300 RA VUA;SL 3403	24.732	24.732	OCT. AR 9/23/16 AW HBP IN 2 UNITS (9900 RA VUA & 8900 RA VUA); 2 PRODUCING WELLS
16558	SHIP SHOAL BLOCK 43		160	349.69	OCT. AR 9/23/16 AW HBP IN LEASE WELL; 1 PRODUCING WELL
17174	LAKE DE CADE, EAST		240	445.14	OCT. AR 9/23/16 AW HBP IN LEASE WELL; 1 PRODUCING WELL
18640	EUGENE ISLAND BLOCK 10	CIB OP EI 10 VUC;SL 19266 01/27/2012	474.53	474.53	OCT. AR 9/23/16 AW HBP IN LEASE WELL; 1 PRODUCING WELL
19749	SHIP SHOAL BLOCK 66	457.413 08/30/2011	68.06	68.06	OCT. AR 9/23/16 AW HBP IN 1 UNIT (H-2 RA VUA); 1 PRODUCING WELL
20162	LAPEYROUSE	21.777 11/22/2010	7.223	7.223	OCT. AR 9/23/16 AW HBP IN 1 UNIT (7450 RB SUA); 2 PRODUCING WELLS
21206	CAILLOU ISLAND	TEX L RA SUA;SL 1249 04/15/2014 411-EEEEEE 14-187	40.35	40.35	OCT. PT 7/10/18 9/23/16 AW HBP IN 1 UNIT (TEX L RA SUA); 1 PRODUCING WELL



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Well ID	Well Name	Operator	Acres	Production	Notes
00542	LUCKY	VUD;NEBO OIL CO	120	120	OCT. AR 9/22/16 SKR AR TWO ACTIVE UNITS. ONE PRODUCING WELL. OIL AND GAS PRODUCTION ARE REPORTED UNDER TWO SEPARATE LUW CODES AND LUW NAMES
02852	ANTIOCH	C V PALMER 01/09/2001 344-E-1 01-05	46	46	OCT. AR 9/22/16 SR AR - ONE ACTIVE UNIT. ONE PRODUCING WELLS
03552	LITTLE CREEK , TULLOS URANIA	3.802 08/21/1991	10.76	10.76	OCT. AR 9/22/16 SR AR - ONE ACTIVE UNIT. ONE PRODUCING WELL
05156	ADA	HOSS A RA SUNN;COLE E 07/01/1990	34	34	OCT. AR 9/22/16 SR AR - ONE ACTIVE UNIT. THREE PRODUCING WELLS
06760	KINGSTON	HA RA SUA;MCCOY BROS LBR CO 5 11/18/2008 376-D	59.54	60	OCT. AR 9/22/16 SR AR THREE ACTIVE UNITS. FOURTEEN PRODUCING WELLS
09600	REDOAK LAKE	U GR RA SUE;HANNA 03/01/1982	35.18	35.18	OCT. AR 9/22/16 SR AR - ONE ACTIVE UNIT. ONE PRODUCING WELL
14574	ELM GROVE	HA RA SUZ;C M HUTCHINSON 37 H 11/13/2008 361-L-10	9	9	OCT. AR 9/22/16 SR AR THREE ACTIVE UNITS. EIGHTEEN PRODUCING WELLS
17128	RED RIVER-BULL BAYOU	HA RB SU72;TRACY 3 01/05/2010 109-X-74 10-13	14.947	14.947	OCT. AR 9/22/16 SR AR - THREE ACTIVE UNITS. THREE PRODUCING WELLS
18353	KINGSTON	HA RA SUC; 11/18/2008 376-D 08-1791	117	117	OCT. AR 9/22/16 SR AR - THREE ACTIVE UNITS. EIGHTEEN PRODUCING WELLS. ROYALTIES ARE BEING ESCROWED
18370	ELM GROVE	HA RA SUGG;TENSAS DELTA A 07/08/2008 361-L-7 08-959	28.503	28.503	OCT AR 9/22/16 SR AR - THREE ACTIVE UNITS. THREE PRODUCING WELLS
19295	JOHNSON BRANCH	HA RA SULL;JPIL BEAIRD 27 H 08/19/2009 994-D-19 09-906	320	320	OCT. AR 9/22/16 SR AR - ONE ACTIVE UNIT. ONE PRODUCING WELL. CONSENT JUDGEMENT DATED 2/22/2014 CASE NO. 627902 WHEREBY LAND OWNER WAS AWARDED 22 MINERAL ACRES OUT OF THE 320.869 (TRACT 98); REDUCING THE STATE'S MINERAL ACRES TO 298.869
20091	CASPIANA	HA RA SU125;BROADWAY 29 H 10/06/2009 191-H-65 09-1086	.93	.93	OCT. AR 9/22/16 SR AR - TWO ACTIVE UNITS 12 PRODUCING WELLS
20109	CASPIANA	HA RB SUFF;POOLE ANT 21-15-11H	6	6	OCT. AR TAX ADJUDICATED 9/22/16 SR AR - ONE ACTIVE



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: October 13, 2016 1:36 PM

District Code 3 Lake Charles- North

Get Review Date October 12, 2016

Well ID	Well Name	Well Type	Production Percentage	Reservoir Analysis	Impairment Reasons
		06/23/2009 191-H-48 09-647			UNIT. ONE PRODUCING WELL
20146	ELM GROVE	HA RA SU133;FRANKS INV CO 10 H 10/26/2010 361-L-101 10-1083	5	5	OCT. AR 9/22/16 SR AR - TWO ACTIVE UNITS. TWO PRODUCING WELLS
20157	GAHAGAN	HA RA SUGG;DUPREE 24 H 10/26/2010 909-H-14 10-1094	82	82	OCT. AR 9/22/16 SR AR - TWO ACTIVE UNITS. TWO PRODUCING WELLS
20445	ELM GROVE	1.21 01/14/2013	28.839	54.79	OCT. AR 9/22/16 SR AR - FOUR ACTIVE UNITS. FIVE PRODUCING WELLS
20978			0	80	OCT. PT 7/11/15 9/22/16 SR EXPIRED. RECEIVED CERTIFICATION FROM CATAHOULA PARISH



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: October 13, 2016 1:36 PM

District Code 3S Lake Charles- South
 Get Review Date October 12, 2016

Well ID	Well Name	Acres	Effective Date	Current Rate	Original Rate	Comments
00042	HACKBERRY, EAST , HACKBERRY, WEST	109 09/15/2014		400	1350.86	OCT 10/3/16 DP AR - HBP - 3 UNITS, 1 VU, 1 SL WELL; NO ROYALTIES UNDER LUW 046472 ATEMPTING TO CONTACT TPIC, NO RESPONSE YET;;
02048	BANCROFT, NORTH	VUA 07/01/1976		10.79	10.79	OCT 10/3/16 DP AR - HBP - 1 UNIT; NO ROYALTIES PAID SINCE 1/2016;;
12605	LAKE ARTHUR, SOUTH	.923 10/18/1990		7.511	7.511	OCT 10/3/16 DP AR - HBP - 1 UNIT; NO ROYALTIES PAID AND UNIT PRODUCTION NOT BEING ATTRIBUTED. LETTER SENT 7/7/16 BY CHARLES REQUESTING MEETING, NO RESPONSE YET;;
15346	MONCRIEF	28.823 11/13/1998		13.177	13.177	OCT 10/3/16 DP AR - HBP - 2 UNITS; NO ROYALTIES PAID SINCE NEW OPERATOR IN 11/2015 ATEMPTING TO CONTACT D90, NO RESPONSE YET;;
15350	MONCRIEF	12.501 11/13/1998		3.499	3.499	OCT 10/3/16 DP AR - HBP - 2 UNITS; NO ROYALTIES PAID SINCE NEW OPERATOR IN 11/2015 ATEMPTING TO CONTACT D90, NO RESPONSE YET;;
15354	MONCRIEF	AUS C RA SUS;CLARK 23 03/25/1997 1029-B-4 97-170		34	34	OCT 10/3/16 DP AR - HBP - 2 UNITS; NO ROYALTIES PAID SINCE NEW OPERATOR IN 11/2015 ATEMPTING TO CONTACT D90, NO RESPONSE YET;;
15774	GILLIS-ENGLISH BAYOU	9.44 12/06/2004		33.66	33.66	OCT 10/3/16 DP AR - HBP - 1 UNIT;;
16505	FENTON, WEST , WILDCAT-SO LA LAFAYETTE DIST	HBV RB SUA;J D FOLLEY ETUX 1448-C		6.638	6.638	OCT 10/3/16 DP AR - HBP - 1 UNIT;;
19072	GRAND CHENIERE	86.409 09/03/2009		21.591	21.591	OCT 10/3/16 DP AR - HBP - 1 UNIT;;
19354	MALLARD BAY	247708-MIO RA SUA;SL 19354-002-ALT 03/15/2014		84.259	84.259	OCT 10/3/16 DP AR - HBP - 1 UNIT;;
20672	HARMONY CHURCH , LE BLANC	U WX RA SUA;MERIWETHER 1120-H 12-4		27	27	OCT 10/3/16 DP AR - HBP - 1 UNIT;;
20674	RICHIE, EAST	TW RB SUA;RICHIE LAND CO 09/18/2012 979-C-1 12-546		5.804	7	OCT AR 10/3/16 DP AR - HBP - 1 UNIT; ROUTE SHEET STARTED ON OUTSIDE ACREAGE;;
21397	BECKWITH CREEK, NORTH	6600 RB SUA;LH ADDISON JR ETAL 01/27/2015 1192-F-1		2.6	13	JULY PT 07/09/2017- OCT AR DP 10/3/16 AR - HBP - 1 UNIT; DD PAYMENTS MADE 4/13/2016 AND 4/20/2016;;



Louisiana Department of Natural Resources (DNR)

SONRIS

Staff Reviews

Report run on: October 13, 2016 1:36 PM

District Code 3S Lake Charles- South

Get Review Date October 12, 2016

Item	Location	Quantity	Unit Price	Total Price	Remarks
21454	LAC BLANC	641.97 08/20/2015	300	337.04	OCT AR 10/3/16 DP AR - HBP - 1 UNIT;;
21455			0	206.82	OCT. PT 07/09/2017 WHITE LAKE- OCT AR 10/3/16 DP AR - HELD BY RENTAL PAID 5/26/2016;;
21584	DURALDE	CF-SP RA SUA;EUNICE CANAL CO 31 02/19/2013 894-F 13-4	5	5	OCT. PT 7/8/2019; OCT AR 10/3/16 DP AR - HBP - 1 UNIT;;
107				41,569,832	63,591,954

(b) NOMINATION AND TRACT REPORT

The Board heard the report of Mr. Emile Fontenot **presented at 10:10 a.m.** on Wednesday October 12, 2016 relative to nominations received in the Office of Mineral Resources for the December 14, 2016 Mineral Lease Sale and other matters. Based upon the staff's recommendation, on motion of *Mr. Arnold*, duly seconded by *Mr. Harris*, 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.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Tracts to Be
Advertised for the
December 14,
2016 Lease Sale

Resolution #16-10-002
(NOMINATION AND TRACT REPORT)

WHEREAS, Mr. Emile Fontenot reported that 34 tracts had been nominated for the December 14, 2016 Mineral Lease Sale, and requests that same are to be advertised pending staff review;

ON MOTION of *Mr. Arnold*, seconded by *Mr. Harris*, 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 December 14, 2016 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 12th day of October 2016, 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 on the audit report was a penalty waiver request from Poydras Energy Partners.

Upon recommendation of staff and upon motion of Mr. Arnold, seconded by Mr. Bradberry, the Board voted unanimously to approve the 75% penalty waiver of \$10,577.44 with the exception of Mr. Haik, Mr. Hollenshead, and Mr. Watkins.

The second matter on the audit report was a penalty waiver request from Poydras Energy Partners.

Upon recommendation of staff and upon motion of Mr. Arnold, seconded by Mr. Bradberry, the Board voted unanimously to approve the 75% penalty waiver of \$8,263.35 with the exception of Mr. Haik, Mr. Hollenshead, and Mr. Watkins.

The third matter on the audit report was a penalty waiver request from Poydras Energy Partners.

Upon recommendation of staff and upon motion of Mr. Arnold, seconded by Mr. Bradberry, the Board voted unanimously to approve the 75% penalty waiver of \$12,764.13 with the exception of Mr. Haik, Mr. Hollenshead, and Mr. Watkins.

The fourth matter on the audit report was a penalty waiver request from Poydras Energy Partners.

Upon recommendation of staff and upon motion of Mr. Arnold, seconded by Mr. Bradberry, the Board voted unanimously to approve the 75% penalty waiver of \$20,192.45 with the exception of Mr. Haik, Mr. Hollenshead, and Mr. Watkins.

The fifth matter on the audit report was the election of the October 2016 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.

On motion of Mr. Harris, seconded by Ms. Leblanc the committee voted unanimously to review the penalty waiver protocol next month.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-10-003
(AUDIT REPORT)**

WHEREAS, a request was made by Poydras Energy Partners LLC for a penalty waiver request in the amount of \$14,103.25 due to late royalty payments in Main Pass Block 26 (6364), and Main Pass Block 35 (6374); State Leases 01958, 20101, and 20103.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended seventy-five percent (75%) of the penalty be waived;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached.

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, the following recommendation was offered and adopted by the State Mineral and Energy Board after discussion and careful consideration with objections by Mr. Haik, Mr. Hollenshead, and Mr. Watkins;

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant in accordance with the Penalty Waiver Protocol, a 75% penalty waiver of \$10,577.44 with a balance of \$3,525.81 due to the state.

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 12th day of October, 2016, 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**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-10-004 (AUDIT REPORT)

WHEREAS, a request was made by Poydras Energy Partners LLC for a penalty waiver request in the amount of \$11,017.80 due to late royalty payments in Main Pass Block 26 (6364), and Main Pass Block 35 (6374); State Leases 01958, 20101, and 20103.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended seventy-five percent (75%) of the penalty be waived;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached.

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, the following recommendation was offered and adopted by the State Mineral and Energy Board after discussion and careful consideration with objections by Mr. Haik, Mr. Hollenshead, and Mr. Watkins;

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant in accordance with the Penalty Waiver Protocol, a 75% penalty waiver of \$8,263.35 with a balance of \$2,754.44 due to the state.

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 12th day of October, 2016, 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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-10-005 (AUDIT REPORT)

WHEREAS, a request was made by Poydras Energy Partners LLC for a penalty waiver request in the amount of \$17,018.84 due to late royalty payments in Main Pass Block 26 (6364), and Main Pass Block 35 (6374); State Leases 01958, 20101, and 20103.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended seventy-five percent (75%) of the penalty be waived;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached.

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, the following recommendation was offered and adopted by the State Mineral and Energy Board after discussion and careful consideration with objections by Mr. Haik, Mr. Hollenshead, and Mr. Watkins;

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant in accordance with the Penalty Waiver Protocol, a 75% penalty waiver of \$12,764.13 with a balance of \$4,254.71 due to the state.

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 12th day of October, 2016, 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

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

**Resolution #16-10-006
(AUDIT REPORT)**

WHEREAS, a request was made by Poydras Energy Partners LLC for a penalty waiver request in the amount of \$26,923.26 due to late royalty payments in Main Pass Block 26 (6364), and Main Pass Block 35 (6374); State Leases 01958, 20101, and 20103.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended seventy-five percent (75%) of the penalty be waived;

WHEREAS, after discussion and careful consideration by the State Mineral and Energy Board, a decision has been reached.

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, the following recommendation was offered and adopted by the State Mineral and Energy Board after discussion and careful consideration with objections by Mr. Haik, Mr. Hollenshead, and Mr. Watkins;

NOW, BE IT THEREFORE RESOLVED that the State Mineral and Energy Board does hereby grant in accordance with the Penalty Waiver Protocol, a 75% penalty waiver of \$20,192.45 with a balance of \$6,730.81 due to the state.

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 12th day of October, 2016, 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**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #16-10-007 (AUDIT REPORT)

WHEREAS, pursuant to La. R.S. 30:136.A(1)(a), all bonuses, rentals, royalties, shut-in payments and other such sums payable to the State of Louisiana (State) for mineral leases upon state-owned lands shall be paid to the Office of Mineral Resources (OMR); and

WHEREAS, pursuant to La. R.S. 30:136.A(1)(b), OMR is required to maintain a log of all such payments to facilitate the State Mineral and Energy Board's (Board) ability to determine whether such payments are correct, sufficient and timely made; and

WHEREAS, pursuant to La. R.S. 30:136.B, OMR may assess a penalty to a Payor of State royalty of two percent (2%), up to a maximum of twenty-four percent (24%), of the total sum then due, in addition to the penalty authorized by La. R.S. 30:136.B(2) for nonpayment or underpayment of royalties; and

WHEREAS, pursuant to La. R.S. 30:136.B (2) and La. R.S. 30:136.B (3), the Board may waive the whole or any part of any such penalty assessed; and

WHEREAS, by Resolution adopted April 12, 1995, reaffirmed by Resolutions dated December 12, 2007, March 12, 2008 and September 8, 2010 and by Resolution adopted August 12, 2015 the Board authorized the OMR Assistant Secretary (or designee) to evaluate and process penalty waiver requests on penalties assessed pursuant to La. R.S. 30:136.B(2) and La. R.S. 30:136.B(3) in amounts less than Ten Thousand Dollars (\$10,000) prior to October 1, 2015 and Twenty Five Thousand Dollars (\$25,000) thereafter in accordance with the following protocol:

100% waiver – For cause

75% waiver – For royalty amounts outstanding up to three years

50% waiver – For royalty amounts outstanding in excess of three but less than six years

0% waiver – For royalty amounts outstanding in excess of six years.

WHEREAS, after discussion, the Board recognized that penalty waiver criteria were adopted by previous Boards and a review of protocol should be performed by the current Board.

ON MOTION of Secretary Harris, seconded by Mrs. Leblanc and amended by Mr. Haik, the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board:

THEREFORE, BE IT RESOLVED that the Secretary of DNR shall evaluate the current penalty waiver protocol to determine if changes are needed and report back to the Board with any recommendations.

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 12th day of October 2016, 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

(d) LEGAL AND TITLE CONTROVERSY REPORT

The first matter considered by the Board was a request for final approval of the following Lease Amendments:

- (a) A Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana and BAS Production LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment clause and other required clauses, affecting State Lease No. 3541, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-32;
- (b) A Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment provision and other required clauses, affecting State Lease No. 13566, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-33; and
- (c) A Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment provision and other required clauses, affecting Operating Agreement "A0220", Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-34.

Upon motion of Mr. Arnold, seconded by Mr. Bradberry, and by unanimous vote of the Board, the State Mineral and Energy Board granted final approval of the lease amendments on the Docket as Item Nos. 16-32, 16-33, and 16-34. No comments were made by the public.

The second matter considered by the Board was a request by Staff for the Board to authorize the Attorney General's Office to place the following companies on demand for failure to pay liquidated damages in the amount shown below, for failure to register as a leaseholder with the Office of Mineral Resources timely:

Sealy Energy Resources	\$3,600.00
Prometheus Development	\$3,600.00
EEC E&P, LLC	\$ 800.00

Upon motion of Mr. Arnold, seconded by Mr. Harris, and by unanimous vote of the Board, the State Mineral and Energy Board granted authority to the Attorney General's Office to place Sealy Energy Resources, Prometheus Development, and EEC E&P, LLC on demand for failure to pay liquidated damages incurred for failure to register as a leaseholder with the Office of Mineral Resources timely.

The third matter considered by the Board was a request by Staff that the Board adopt a Resolution granting to its Chairman, Vice Chairman and Secretary, effective June 6, 2016, the concurrent authority to sign any and all documents necessary or customary to effectuate the will and purpose of the Board, including, but not limited to resolutions, mineral leases and policy statements. Further, documents signed under the authority of the Resolution require the signature of only one such authorized delegate, unless the nature of the document requires additional signatures.

Upon motion of Mr. Haik, seconded by Mr. Arnold, and by unanimous vote of the Board, the State Mineral and Energy Board adopted the resolution offered and made a part of this report and identified as Resolution No. 16-10-014.

The fourth matter considered by the Board was a request by Staff that the State Mineral and Energy Board terminate, effective July 16, 2016, the signature authority it previously granted to Victor Marx Vaughn by Resolution dated April 12, 2006, February 14, 2007 and April 13, 2011 of the Board to sign documents necessary to effectuate the will and purpose of the Board.

Upon motion of Mr. Arnold, seconded by Ms. Michaud-Dugas, and by unanimous vote of the Board, the State Mineral and Energy Board adopted the resolution offered and made a part of this report and identified as Resolution No. 16-10-015.

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Lease Amendment by and between
the State Mineral and Energy Board,
for and on behalf of the State of
Louisiana and BAS Production LLC
Docket Item No. 16-32

RESOLUTION # 16-10-008

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana and BAS Production LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment clause and other required clauses, affecting State Lease No. 3541, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-32;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Board;

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, 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 final approval of the Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana and BAS Production LLC, on the Docket as Item No. 16-32.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership
Docket Item No. 16-33

RESOLUTION # 16-10-009

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment provision and other required clauses, affecting State Lease No. 13566, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-33;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Board;

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, 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 final approval of the Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, on the Docket as Item No. 16-33.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership
Docket Item No. 16-34

RESOLUTION # 16-10-010

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made for final approval of a Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment provision and other required clauses, affecting Operating Agreement "A0220", Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument, on the Docket as Item No. 16-34.

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Board;

ON MOTION of Mr. Arnold, seconded by Mr. Bradberry, 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 final approval of the Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, on the Docket as Item No. 16-34.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

Sealy Energy Resources
Re: Demand for liquidated damages
for failure to register as a
leaseholder

RESOLUTION # 16-10-011

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by Staff for the Board to authorize the Attorney General's Office to place Sealy Energy Resources on demand for failure to pay liquidated damages in the amount of \$3,600.00 for failure to register as a leaseholder with the Office of Mineral Resources timely;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Board;

ON MOTION of Mr. Arnold, seconded by Mr. Harris, 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 authorize the Attorney General's Office to place Sealy Energy Resources on demand for failure to pay liquidated damages in the amount of \$3,600.00 for failure to register as a leaseholder with the Office of Mineral Resources timely.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

Prometheus Development
Re: Demand for liquidated damages
for failure to register as a
leaseholder

RESOLUTION # 16-10-012

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by Staff for the Board to authorize the Attorney General's Office to place Prometheus Development on demand for failure to pay liquidated damages in the amount of \$3,600.00 for failure to register as a leaseholder with the Office of Mineral Resources timely;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Board;

ON MOTION of Mr. Arnold, seconded by Mr. Harris, 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 authorize the Attorney General's Office to place Prometheus Development on demand for failure to pay liquidated damages in the amount of \$3,600.00 for failure to register as a leaseholder with the Office of Mineral Resources timely.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

EEC E&P, LLC
Re: Demand for liquidated damages
for failure to register as a
leaseholder

RESOLUTION # 16-10-013

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, a request was made by Staff for the Board to authorize the Attorney General's Office to place EEC E&P, LLC on demand for failure to pay liquidated damages in the amount of \$800.00 for failure to register as a leaseholder with the Office of Mineral Resources timely;

WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration, recommended that the foregoing request be approved by the Board;

ON MOTION of Mr. Arnold, seconded by Mr. Harris, 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 authorize the Attorney General's Office to place EEC E&P, LLC on demand for failure to pay liquidated damages in the amount of \$800.00 for failure to register as a leaseholder with the Office of Mineral Resources timely.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

Signature Authority
of the State Mineral and
Energy Board

RESOLUTION # 16-10-014

(LEGAL & TITLE CONTROVERSY REPORT)

ON MOTION OF Mr. Haik, duly seconded by Mr. Arnold, the following Resolution was offered and adopted by the State Mineral and Energy Board ("Board"),

WHEREAS, pursuant to La. R.S. 30:121(D), the Board shall administer, as the agent for the State of Louisiana (State), its proprietary interest in minerals; and

WHEREAS, in order to fulfill its fiduciary duties, La. R.S. 30:129 grants the Board full supervision of all mineral leases granted by the State, the authority to take any action for the protection of the interests of the State and to enter into agreements or to amend leases in whatever manner may most benefit the State; and

WHEREAS, in order for the Board to effectuate its will and purpose and comply with the above stated mandate, the signature of a person legally authorized to act on behalf of the Board is required on any documents necessary to effectuate the will and purpose of the Board, including, but not limited to resolutions, mineral leases and policy statements; and


WHEREAS, pursuant to La. R.S. 30:130, the Board may authorize a member of the Board or the staff of the Office of Mineral Resources to sign on behalf of the State; and

WHEREAS, the Assistant Secretary for the Office of Mineral Resources serves as Secretary to the Board pursuant to La. R.S. 30:135.

NOW, THEREFORE, BE IT RESOLVED, the Board does hereby grant to its Chairman, Vice Chairman and Secretary, effective June 6, 2016, the concurrent authority to sign any and all documents necessary or customary to effectuate the will and purpose of the Board, as approved by the Board, including, but not limited to resolutions, mineral leases and policy statements. Further, documents signed under the authority of this Resolution require the signature of only one such authorized delegatee, unless the nature of the document requires additional signatures.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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

State Mineral and Energy Board
Termination of Signature
Authority

RESOLUTION # 16-10-015

(LEGAL & TITLE CONTROVERSY REPORT)

ON MOTION OF Mr. Arnold, duly seconded by Ms. Michaud-Dugas, the following Resolution was offered and adopted by the State Mineral and Energy Board ("Board"), to-wit:

WHEREAS, Victor Marx Vaughn, in his capacity as an Executive Officer, was authorized by Resolutions dated April 12, 2006, February 14, 2007 and April 13, 2011 of the Board to sign documents necessary to effectuate the will and purpose of the Board including, but not limited to resolutions, mineral leases and policy statements; and

WHEREAS Victor Marx Vaughn retired from State service effective July 16th, 2016;

NOW THEREFORE, BE IT RESOLVED that the Board does hereby terminate, effective July 16th, 2016, the signature authority it previously granted to Victor Marx Vaughn.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 BOARD

Authority Terminated
on October 12, 2016
by Resolution No. 16-10-015

ON MOTION OF Mr. Segura, duly seconded by Mr. Noel, the following Resolution was unanimously approved and adopted, to-wit:

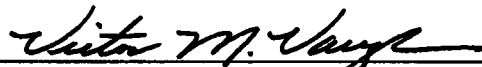
WHEREAS, many documents require the signature of a person legally authorized to act on behalf of the State Mineral Board and the Office of Mineral Resources, including, but not limited to affidavits, resolutions of the State Mineral Board, personal records of employees of the Office of Mineral Resources, budget documents, requests and transfers pertaining to the budget of the Office of Mineral Resources, correspondence originating from the Office of Mineral Resources and documents pertaining to the purchase and/or acquisitions of equipment and supplies for the Office of Mineral Resources, and

WHEREAS, the offices of Assistant Secretary and Deputy Assistant Secretary of the Office of Mineral Resources are both presently vacant with no person legally authorized to act in the place and stead of same occupying said offices; and

WHEREAS, Victor M. Vaughn has been detailed to and designated as the Deputy Assistant Secretary of the Office of Mineral Resources until further notice, and as such is designated to act in the place and stead of both the Assistant Secretary and Deputy Assistant Secretary of the Office of Mineral Resources until further notice.

NOW THEREFORE BE IT RESOLVED, that Victor M. Vaughn be and he is hereby given the authority and capacity to sign any and all documents - as aforesaid - in his own name as acting Deputy Assistant Secretary and Assistant Secretary of the Office of Mineral Resources and on behalf of the State Mineral Board as if signed by the previous Deputy Assistant Secretary and previously appointed Assistant Secretary themselves respectively.

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral Board in the City of Baton Rouge, Louisiana, on the 12th day of April, 2006, 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.



State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL BOARD

Authority Terminated
on October 12, 2016
by Resolution No. 16-10-015

ON MOTION OF Mr. Arnold, duly seconded by The Entire Board, the following resolution was adopted by the Louisiana State Mineral Board, to-wit:

WHEREAS, pursuant to Louisiana Revised Statutes 30:135, the Office of Mineral Resources has the duty to provide the necessary staff functions to assist the Louisiana State Mineral Board in its leasing, supervisory, and other activities, and the Assistant Secretary of the Office of Mineral Resources is also designated as the Secretary of the State Mineral Board; and

WHEREAS, pursuant to Louisiana Revised Statutes 36:357(C), the Assistant Secretary of the Office of Mineral Resources is instructed to appoint and assign such personnel as is necessary for the efficient administration of the office and its programs and the performance of its powers, duties, functions, and responsibilities; and

WHEREAS, the functioning of the State Mineral Board requires that a great many documents be signed on its behalf to manifest its will and effectuate its purpose; and

WHEREAS, the Assistant Secretary of the Office of Mineral Resources, who is concomitantly the Secretary of the Louisiana State Mineral Board, is vested with the authority to sign documents for, and on behalf of, the State Mineral Board; and

WHEREAS, the efficient administration of the Office of Mineral Resources, and particularly the duties with respect to the signing of documents on behalf of the State Mineral Board, would be best served by authorizing the Assistant Secretary to delegate supplemental authority to an executive officer to sign documents on behalf of the State Mineral Board, and

WHEREAS, pursuant to applicable jurisprudence, it does not appear that it is necessary to request authority to delegate such duties; however, out of an abundance of caution, the Assistant Secretary is doing so nevertheless; and

WHEREAS, Victor Marx Vaughn, Geologist Administrator, has a long and distinguished record of outstanding service to the Office of Mineral Resources and the State Mineral Board; and

WHEREAS, the State Mineral Board would like to formally recognize Victor Vaughn's commitment, dedication and commendable service;

NOW, THEREFORE, BE IT RESOLVED, that the State Mineral Board does hereby commend Victor Vaughn for his outstanding service and does hereby authorize the Assistant Secretary of the Office of Mineral Resources to delegate supplemental authority to Victor Vaughn to serve as an executive officer to the Board and to sign any documents necessary to effectuate the will and purpose of the State Mineral Board, including, but not limited to, resolutions, mineral leases and policy statements.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral Board in the City of Baton Rouge, Louisiana, on the 14th day of February, 2007, 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.



Secretary
State Mineral Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Authority Terminated
on October 12, 2016
by Resolution No. 16-10-015

ON MOTION OF Mr. Arnold, duly seconded by Mr. Sanders, the following resolution was adopted by the Louisiana State Mineral and Energy Board, with Robert Harper abstaining, to-wit:

WHEREAS, pursuant to Louisiana Revised Statutes 30:135, the Office of Mineral Resources has the duty to provide the necessary staff functions to assist the Louisiana State Mineral and Energy Board in its leasing, supervisory, and other activities, and the Assistant Secretary of the Office of Mineral Resources is also designated as the Secretary of the State Mineral and Energy Board; and

WHEREAS, pursuant to Louisiana Revised Statutes 36:357(C), the Assistant Secretary of the Office of Mineral Resources is instructed to appoint and assign such personnel as is necessary for the efficient administration of the office and its programs and the performance of its powers, duties, functions, and responsibilities; and

WHEREAS, at present the Office of Mineral Resources has no appointed Assistant Secretary; and

WHEREAS, pursuant to Louisiana Revised Statutes 36:353, the Secretary of the Department of Natural Resources shall be an ex officio member of the State Mineral and Energy Board; and

WHEREAS, the Louisiana State Mineral and Energy Board appointed the Secretary of the Department of Natural Resources, Scott Angelle, as its Chairman at its regular Mineral and Energy Board meeting on December 8, 2010; and

WHEREAS, the Chairman of the Louisiana State Mineral and Energy Board has the authority to sign any and all documents necessary to carry out the will and purpose of the Board; and

WHEREAS, pursuant to Louisiana Revised Statutes 30:121(C), the deputy secretary or undersecretary of the Department of Natural Resources may serve as a proxy member of the board in the absence of the secretary with full authority to act for the secretary as a member of the board; and

WHEREAS, the Secretary of the Department of Natural Resources, Scott Angelle, has designated and assigned the Under Secretary, Robert D. Harper, to act in his place and stead as an ex officio member of the Louisiana State Mineral and Energy Board when his other duties prevent him from attending the monthly Mineral and Energy Board meeting; and

WHEREAS, the efficient administration of the Office of Mineral Resources, and particularly the duties with respect to the signing of documents on behalf of the State Mineral and Energy Board, would be best served by authorizing the Chairman to delegate supplemental authority to an executive officer to sign documents on behalf of the said Board; and

WHEREAS, Victor Marx Vaughn, Geologist Administrator, has a long and distinguished record of outstanding service to the Office of Mineral Resources and the Louisiana State Mineral and Energy Board; and

NOW, THEREFORE, BE IT RESOLVED, that the Louisiana State Mineral and Energy Board does hereby designate and name Victor Marx Vaughn to serve as an executive officer to the Board and, further, does hereby authorize Acting Chairman, Robert D. Harper, as the proxy of Chairman, Scott Angelle, and Victor Marx Vaughn, as executive officer to the Board, to sign any documents necessary to effectuate the will and purpose of the Louisiana State Mineral and Energy Board, including, but not limited to, resolutions, mineral leases, policy statements, and certifications of copied documents.

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 13th day of April, 2011, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Book of said Louisiana State Mineral and Energy Board and is now in full force and effect.



State Mineral and Energy Board

(e) DOCKET REPORT

The Board heard the report of Macy Dennis on Wednesday, October 12, 2016, relative to the following:

Category A: State Agency Leases
There were no items for this category

Category B: State Lease Transfers.
Docket Item Nos. 1 through 25

Category C: Department of Wildlife & Fisheries
State Agency Lease Transfers
Docket Item Nos. 1 and 2

Category D: Advertised Proposals
Docket Item Nos. 1, 2 and 3

for the October 12, 2016 Mineral Lease Sale. Based upon the staff's recommendation, on motion of **Mr. Arnold**, duly seconded by **Mr. Harris**, the Board voted unanimously to accept the following recommendations:

Category B: State Lease Transfers
Approve Docket Item Nos. 1 through 14, No. 15 was approved subject to the approval of the Governor of Louisiana, Approve Docket Item Nos. 16 through 22 and Docket Nos. 23 through 25 were deferred at the request of the staff

Category C: Department of Wildlife & Fisheries
State Agency Lease Transfers
Approve Docket Item Nos. 1 and 2

Category D: Advertise Proposals
Approve Docket Item Nos. 16-32, 16-33 and 16-34 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 #16-10-016

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 1 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from Achilles Oil, LLC, of all of Assignor's right, title and interest to the following in the proportions set out below:

Brookwater Energy, Inc	.500000%
Beard Petroleum, L.L.C	300000%
Big Brake Energy, L.L.C.	.120000%
AJ & J Oil, Inc	080000%

in and to Operating Agreement "A0361", Concordia Parish, Louisiana, with further particular being stipulated in the instrument

Brookwater Energy, 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 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 12th day of October, 2016, 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 #16-10-017
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 2 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from Square Mile Energy, L L C , of all of Assignor's right, title and interest to the following in the proportions set out below

Metallica Soap Company, LLC	10 575000%
KiwiEnergy, Ltd	8 219500%
Loveless Asset Management, L L C	2 643750%
NRJ Investments, LLC	1 982813%
Skyland Investments, LLC	1 450000%
JRNY Investments, LLC	0 660937%
Nova Oil & Gas, LLC	0 200000%
Abby Oil LLC	0 200000%
JMH Consulting Investments, L L C	0 200000%
G-JEM, LLC	0 200000%
Ole Podner, LLC	0 250000%
Coastland Energy, Inc	0.250000%
LL&K Exploration, L L C	0 250000%
Bobbie Jean Exploration, LLC	0 250000%
Three Blue Trees, LLC	0 180000%
KK&M Investments, L L C	0 125000%

in and to State Lease Nos 20626, 20856 and 20857, St Charles Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease cover lands lying within the boundaries of the CRIS I RB SUA and covering 479 755 acres in the West Salvador Field, with further particulars being stipulated in the instrument

Metallica Soap Company, 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,

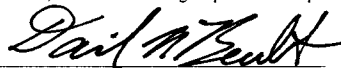
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-018 (DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 3 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from South Louisiana Minerals, Inc. to Shoreline Southeast LLC, of all of Assignor's right, title and interest in and to State Lease Nos 21576 and 21619, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

Shoreline Southeast 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 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 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 12th day of October, 2016, 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 #16-10-019

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 4 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from LANO, LLC to Wagon Wheel Arklatex, LLC, of all of Assignor's right, title and interest in and to State Lease No 2852, Claiborne Parish, Louisiana, with further particulars being stipulated in the instrument.

Wagon Wheel Arklatex, 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 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 12th day of October, 2016, 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 #16-10-020

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 5 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from XLAKE II, LLC to Wagon Wheel Arklatex, LLC, of all of Assignor's right, title and interest in and to Operating Agreement "A0275", Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

Wagon Wheel Arklatex, 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 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 12th day of October, 2016, 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 #16-10-021 (DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 6 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from LANO, LLC and XLAKE II, LLC to Wagon Wheel Arklatex, LLC, of all of Assignor's right, title and interest in and to State Lease No. 12847, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument.

Wagon Wheel Arklatex, 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,

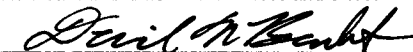
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 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 12th day of October, 2016, 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 #16-10-022

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 7 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from LANO, LLC to Wagon Wheel Arklatex, LLC, of all of Assignor's right, title and interest in and to State Lease No 14400, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

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

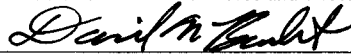
This approval is expressly granted and accepted subject to certain conditions in the absence of which conditions approval of said instrument would not have been given as follows:

- 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 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 12th day of October, 2016, 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 #16-10-023

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 8 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from LANO, LLC to Wagon Wheel Arklatex, LLC, of all of Assignor's right, title and interest in and to State Lease No 14499, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

Wagon Wheel Arklatex, 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;

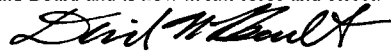
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 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 12th day of October, 2016, 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 #16-10-024

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 9 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from LANO, LLC to Wagon Wheel Arklatex, LLC, of all of Assignor's right, title and interest in and to Operating Agreement "A0224", Caddo Parish, Louisiana, with further particulars being stipulated in the instrument.

Wagon Wheel Arklatex, 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;

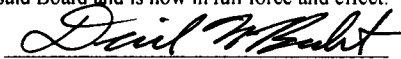
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-025

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 10 from the October 12, 2016 Meeting be approved, said instrument being a Merger whereby Wildhorse Resources, LLC is merging with and into MRD Operating LLC, affecting State Lease Nos. 10643, 19501 and Operating Agreement "A0135", Caddo and Lincoln Parishes Louisiana, with further particulars being stipulated in the instrument.

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 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 12th day of October, 2016, 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 #16-10-026 (DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 11 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from MRD Operating LLC to Memorial Production Operating LLC, of all of Assignor's right, title and interest in and to State Lease No. 10643, Caddo Parish, Louisiana, with further particulars being stipulated in the instrument

Memorial Production Operating 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,

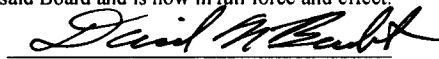
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-027 (DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 12 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from South Louisiana Minerals, Inc , of all of Assignor's right, title and interest to the following in the proportions set out below.

Shoreline Southeast LLC	60.0%
White Marlin Oil and Gas Company, LLC	40.0%

in and to State Lease No 21618, Lafourche Parish, Louisiana, with further particulars being stipulated in the instrument

Shoreline Southeast 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,

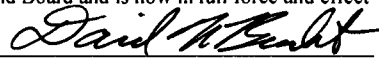
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-028

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 13 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from Kilauea, LLC to T & G Energy, L.L.C., of all of Assignor's right, title and interest in and to State Lease No. 19354, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

T & G 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,

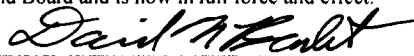
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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 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 12th day of October, 2016, 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 #16-10-029

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 14 from the October 12, 2016 Meeting be approved, said instrument being An Assignment from Castex Energy Partners, L P. to Castex Energy 2016, LP, an undivided 1 25% of all of Assignor's right, title and interest in and to State Lease Nos 378, 2366, 2585, 2620, 3184, 3185, 3586, 3909, 5683, 14108, 16363, 16364, 16942, 16943, 16970, 19022, 19201, 19531, 19774, 20035, 20219, 20220, 20221, 20222, 20223, 20224, 20367, 20368, 20369, 20515, 20526, 20527, 20528, 20529, 20530, 20531, 20532, 20533, 20534, 20535, 20625, 20643, 20719, 20720, 20755, 20850, 20870, 20871, 21044, 21045, 21046, 21047, 21048, 21053, 21054, 21055, 21061, 21122, 21173, 21299, 21300 21351, 21352, 21489, 21606, 21611, 21612, 21613, 21614, 21615, 21616, 21628, 21629, 20720 and Operating Agreement "A0072", Iberia, Lafourche, Lincoln, Plaquemines, St. Charles, St. Mary and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

Castex Energy 2016, 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;

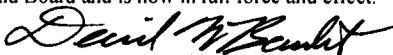
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-030

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 15 from the October 12, 2016 Meeting be approved subject to the approval of the Governor of Louisiana, 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. 249, 10415, 17947, 18391, 18393, 18394, 18395, 18396, 18605, 19011, 19180, 19459, 19692, 19695, 19767, 19768, 19770, 19787, 19789, 19791, 19841, 20146, 20148, 20149, 20260 and 20355, Bienville, Bossier, Caddo, 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, 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 sign said lease to reflect the approval of the State Mineral and Energy Board.

CERTIFICATE

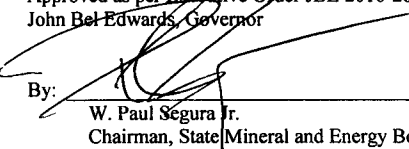
I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 12th day of October, 2016, pursuant to due notice, at which meeting a quorum was present, and that said Resolution is 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 #16-10-031
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16 from the October 12, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 20 from the December 11, 2013 Meeting, being an Assignment from Houston Energy, L.P. to GCER Onshore, LLC, et al, whereas said resolution incorrectly read... "LLOLA, L.L.C. 5.00%" is here being corrected to read... "LLOLA, L.L.C. 10.00%", affecting State Lease No. 21151, Terrebonne Parish, Louisiana.

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 12th day of October, 2016, 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 #16-10-032
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 17 from the October 12, 2016, Meeting be approved, said instrument being A Correction of Resolution No. 7 from the March 9, 2016 Meeting, being an Assignment from Compass Energy Operating, LLC to Indigo Resources LLC, whereas State Lease No. 19831 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 6760, 9312, 18353, 19122, 19767 and 19831, DeSoto and Red River Parishes, Louisiana.

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 12th day of October, 2016, 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 #16-10-033

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 18 from the October 12, 2016 Meeting be approved, said instrument being An Assignment from J-W Operating Company of all of Assignor's right, title and interest to the following in the proportions set out below:

Aethon United BR LP	90%
PEO Haynesville Holdco, LLC	10%

in and to State Lease Nos. 17217, 17366, 18741 and 18768, Caddo, DeSoto and Red River Parishes, Louisiana, with further particulars being stipulated in the instrument.

Aethon United BR 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;

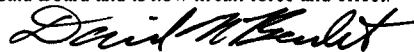
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-034 (DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 19 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from J-W Operating Company of all of Assignor's right, title and interest to the following in the proportions set out below:

Aethon United BR LP	90%
PEO Haynesville Holdco, LLC	10%

in and to State Lease Nos. 6111, 6629, 7028, 13920, 17128, 17216 and 19122, Caddo and DeSoto Parishes, Louisiana, with further particulars being stipulated in the instrument.

Aethon United BR 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 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 12th day of October, 2016, 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 #16-10-035

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted.

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 20 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from J-W Operating Company of all of Assignor's right, title and interest to the following in the proportions set out below

Aethon United BR LP	90%
PEO Haynesville Holdco, LLC	10%

in and to State Lease Nos 18096, 18181 and 19760, Bienville, Bossier and Webster Parishes, Louisiana, with further particulars being stipulated in the instrument.

Aethon United BR 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 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 12th day of October, 2016, 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 #16-10-036 (DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 21 from the October 12, 2016 Meeting be approved, said instrument being an Assignment from J-W Operating Company of all of Assignor's right, title and interest to the following in the proportions set out below:

Aethon United BR LP	90%
PEO Haynesville Holdco, LLC	10%

in and to State Lease No. 8702, Beauregard Parish, Louisiana, with further particulars being stipulated in the instrument.

Aethon United BR 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.

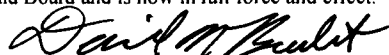
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-037

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 22 from the October 12, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 5 from the May 11, 2016 Meeting being an Assignment from Davis Petroleum Corp. to McMoRan Oil & Gas LLC, whereas said resolution incorrectly read... "Davis Petroleum Corp. to McMoRan Oil & Gas LLC" and is hereby being corrected to read... "McMoRan Oil & Gas LLC to Davis Petroleum Corp.", affecting State Lease Nos. 18090, 18091 and 18092, Vermilion Parish, Louisiana.

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 12th day of October, 2016, 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 #16-10-038
(DOCKET)

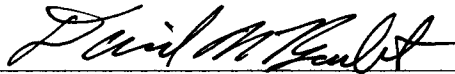
On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 23 from the October 12, 2016, Meeting be deferred, said instrument being an Assignment from Shelby Energy Holdings, LLC to Bachtell Oil & Gas, Ltd., of all of Assignor's right, title and interest in and to State Lease No. 20669, Bossier and Caddo Parishes, Louisiana, with further particulars being stipulated in the instrument.

Bachtell Oil & Gas, Ltd is designated as the joint account Lessee (contact person) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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 12th day of October, 2016, 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 #16-10-039

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 24 from the October 12, 2016, Meeting be deferred, said instrument being an Act of Donation and Assignment from George R. White to The White Living Trust, trustee George R. White, of all of Assignor's right, title and interest in and to State Lease No. 7964, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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 12th day of October, 2016, 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 #16-10-040
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 25 from the October 12, 2016, Meeting be deferred, said instrument being a Judgment and Amendment of Judgment, whereby it is ordered that all minerals and mineral rights in the name of The White Living Trust u/t/a of August 2, 1994, be re-titled to reflect ownership being as follows:


George R. White	50.000%
George R. White, as trustee of the Bettijo Hartsell White Qualified Trust	21.285%
George R. White, as trustee of the Bettijo Hartsell White Credit Shelter Trust	28.715%

in and to State Lease No. 7964, Acadia Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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 12th day of October, 2016, 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

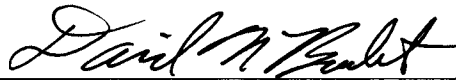
Resolution #16-10-041
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 1 from the October 12, 2016, Meeting be approved, said instrument being a Correction of Resolution No. 2 from the August 10, 2011 Meeting, being an Assignment from Chesapeake Louisiana, L.P. to PXP Louisiana L.L.C., whereas State Lease No. 19780 was omitted from said resolution and is hereby being added, affecting State Lease Nos. 19027, 19182 and 19780, DeSoto and Red River Parishes, Louisiana.

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 12th day of October, 2016, 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 #16-10-042

(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No 2 from the October 12, 2016 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. 19027, 19181, 19182, 19779 and 19780, 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, 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;

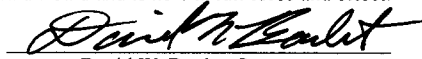
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby, and

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 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 12th day of October, 2016, 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 #16-10-043
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-32 from the October 12, 2016, Meeting be approved, said instrument being a Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana and BAS Production LLC, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment clause and other required clauses, affecting State Lease No. 3541, Plaquemines and St. Bernard Parishes, Louisiana, with further particulars being stipulated in the instrument.

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 12th day of October, 2016 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 #16-10-044
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-33 from the October 12, 2016, Meeting be approved, said instrument being a Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment provision and other required clauses, affecting State Lease No. 13566, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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 12th day of October, 2016 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 #16-10-045
(DOCKET)

On motion of Mr. Arnold, seconded by Mr. Harris, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item No. 16-34 from the October 12, 2016, Meeting be approved, said instrument being a Lease Amendment by and between the State Mineral and Energy Board, for and on behalf of the State of Louisiana, Five-JAB, Inc., Triangle Exploration and Drilling Corporation and Tribow Limited Partnership, whereas said parties desire to amend said lease to include the Force Majeure Provision, shut-in payment provision and other required clauses, affecting Operating Agreement "A0220", Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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 12th day of October, 2016 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. Hollenshead, the Board went into Executive Session at 11:03 a.m.

The Board reconvened in open session at 12:14 p.m. after returning from recess for consideration of the following matters discussed in Executive Session:

The first matter discussed in Executive Session was an update regarding ongoing discussions with disputing landowner, ConocoPhillips, successor to LL&E, as to title disputed acreage of State Lease Nos. 724, 21150, 21152 and 21157 situated within the CIB CARST RA SUA Unit, Four Isle Dome Field, Terrebonne Parish, Louisiana. No action was required on this matter.

The second matter discussed in Executive Session was an update regarding ongoing discussions with landowner, ConocoPhillips, successor to LL&E, as to title disputed acreage of State Lease No. 21092 situated within the 86 RA SUA Unit, West Bay St. Elaine Field, Terrebonne Parish, Louisiana. No action was required on this matter.

The third matter discussed in Executive Session was the presentation of a settlement proposal of Chevron U.S.A. Inc.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the Attorney General's Office to accept, in principle, to enter into negotiations for settlement offer as agreed upon in Executive Session in this matter. No comments were made by the public. *

The fourth matter discussed in Executive Session was the presentation of settlement proposal of State of Louisiana v. ASA Properties, et al, Docket No. 72779, Sec. B, 42nd JDC, DeSoto Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter. No comments were made by the public. *

The fifth matter discussed in Executive Session was the presentation of settlement proposal of State of Louisiana v. ASA Properties, et al, Docket No. 35809, 39th JDC, Red River Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter. No comments were made by the public. *

The sixth matter discussed in Executive Session was the presentation of settlement proposal of Chesapeake Louisiana, L.P. v. Pintail Properties, LLC, et al, Docket No. 35565, 39th JDC, Parish of Red River, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the

Attorney General's Office to negotiate as agreed in Execution Session in this matter. No comments were made by the public. *

The seventh matter discussed in Executive Session was the presentation of settlement proposal of Petrohawk Operating Company v. Chesapeake Louisiana, L.P., et al, Docket No. 35,903, 39th JDC, Red River Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter. No comments were made by the public. *

The eighth matter discussed in Executive Session was the presentation of settlement proposal of QEP Energy Company v. Pintail Properties, et al, Docket No. 35,801, 39th JDC, Red River Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter. No comments were made by the public. *

The ninth matter discussed in Executive Session was the presentation of settlement proposal of Stroud Petroleum, Inc. v. Pintail Properties, LLC, et al, Docket No. 34865, 39th JDC, Red River Parish, Louisiana.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the State Mineral and Energy Board does hereby grant approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter. No comments were made by the public. *

The tenth matter discussed in Executive Session was the Technical Briefing on Bids.

During the technical briefing, the Board conferred with Staff personnel concerning the merit of the bids that were submitted and opened earlier today at a public meeting, based on geological, engineering and other confidential data and analyses available to the Board and Staff.

** Executive Session Resolutions will immediately follow this page.*

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #16-10-046

Executive Session Discussion Chevron U.S.A. Inc.
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(EXECUTIVE SESSION)

WHEREAS, pursuant to La. R.S. 30:129, the Board is the body designated to award and administer mineral leases on 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. 30:129, the Board has full supervision of all mineral leases granted by the State for purposes of determining that the terms thereof are fully complied with, and has general authority to take any action related to said leases to protect the interests of the State; and

WHEREAS, the Louisiana Department of Natural Resources, Office of Mineral Resources' Audit department conducted an audit ("The Audit") of Texaco E&P Inc., ChevronTexaco and UNOCAL's, (collectively referred to as "Chevron U.S.A. Inc."), royalty payments for the period January 1998 through June 2002, January 1998 through December 2002 and January 1997 through December 2009 respectively (collectively referred to as "Audit Period") which identified potential underpayments and overpayments by Chevron ("Audit Exception Finding") for various Leases granted by the State;

WHEREAS, Chevron took issue with the Audit Exception Finding and asserted that its payment of royalties was in accordance with the terms of the Leases and not underpaid. Furthermore, Chevron alleged that it overpaid and seeks recoupment for royalties paid to the State for production between July 2002, and February 2013;

WHEREAS, a discussion was held in Executive Session regarding a presentation of a proposal by Chevron U.S.A. Inc. for the purpose of establishing a process to resolve the Open Audit Exceptions and Remaining Recoupments;


WHEREAS, Chevron U.S.A. Inc.'s proposal required the immediate recoupment of approximately \$1.4 million (\$1,420,269.60) from the State of Louisiana related to the West Cameron Block 17-OCS-G 1351 lease.

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 State Mineral and Energy Board does hereby grant immediate approval of Chevron’s recoupment request in the amount of approximately \$1.4 million. Further, the Board does hereby approve an agreement in principal wherein Chevron will work with the State in good faith to resolve outstanding audit exceptions and recoupments. The OMR staff is authorized, together with the Attorney General’s Office, to negotiate and enter into agreement regarding the details of this approval and agreement such as the manner of recoupment and timeframe and resources to be devoted to resolution of the remaining audit exceptions.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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

Executive Session
Discussion
ASA Properties
Docket #72779

RESOLUTION #16-10-047

(EXECUTIVE SESSION)

WHEREAS, a discussion was held in Executive Session regarding a presentation of settlement proposal in regarding State of Louisiana v. ASA Properties, et al. Docket No. 72779, Sec. B, 42nd JDC, DeSoto Parish, Louisiana;

ON MOTION OF Mr. Arnold, seconded by Mr. Hollenshead, 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 approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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

Executive Session
Discussion
ASA Properties
Docket #35809

RESOLUTION #16-10-048

(EXECUTIVE SESSION)

WHEREAS, a discussion was held in Executive Session regarding a presentation of settlement proposal with State of Louisiana v. ASA Properties, et al., Docket No. 35809, 39th JDC, Red River Parish, Louisiana;

ON MOTION OF Mr. Arnold, seconded by Mr. Hollenshead, 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 approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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

Executive Session
Discussion
Chesapeake Louisiana
v. Pintail Properties
Docket #35565

RESOLUTION #16-10-049

(EXECUTIVE SESSION)

WHEREAS, a discussion was held in Executive Session regarding a presentation of settlement proposal with Chesapeake Louisiana, L.P. v. Pintail Properties, LLC, et al, Docket No. 35565, 39th JDC, Parish of Red River, Louisiana;

ON MOTION OF Mr. Arnold, seconded by Mr. Hollenshead, 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 approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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

Executive Session
Discussion
Petrohawk v.
Chesapeake
Docket # 35,903

RESOLUTION #16-10-050

(EXECUTIVE SESSION)

WHEREAS, a discussion was held in Executive Session regarding a presentation of settlement proposal with Petrohawk Operating Company v. Chesapeake Louisiana, L.P., et al, Docket No. 35,903, 39th JDC, Red River Parish, Louisiana;

ON MOTION OF Mr. Arnold, seconded by Mr. Hollenshead, 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 approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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

Executive Session
Discussion
QEP Energy v.
Pintail Properties
Docket #35,801

RESOLUTION #16-10-051

(EXECUTIVE SESSION)

WHEREAS, a discussion was held in Executive Session regarding a presentation of settlement proposal with QEP Energy Company v. Pintail Properties, et al, Docket No. 35,801, 39th JDC, Red River Parish, Louisiana;

ON MOTION OF Mr. Arnold, seconded by Mr. Hollenshead, 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 approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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

Executive Session
Discussion
Stroud Petroleum v.
Pintail Properties
Docket #34865

RESOLUTION #16-10-052

(EXECUTIVE SESSION)

WHEREAS, a discussion was held in Executive Session regarding a presentation of settlement proposal with Stroud Petroleum, Inc. v. Pintail Properties, LLC, et al, Docket No. 34865, 39th JDC, Red River Parish, Louisiana;

ON MOTION OF Mr. Arnold, seconded by Mr. Hollenshead, 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 approval and authority to the Attorney General's Office to negotiate as agreed in Execution Session in this matter.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 Book 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. Byron Miller to present Staff's recommendations to the Board.

Mr. Miller stated that Staff recommends that the bids on Tract Nos. 44604 and 44605 be accepted.

Upon motion by Mr. Arnold, seconded by Ms. Michaud-Dugas, the Board unanimously voted to accept the following bids received on Tract Nos. 44604 and 44605 and award leases on those tracts:

1. Award a lease on Tract No. 44604, more particularly described in said bid and outlined on accompanying plat, to Reserves Management, L.C.
2. Award a lease on Tract No. 44605, more particularly described in said bid and outlined on accompanying plat, to Rio Bravo Energy Partners, L.L.C.

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:

The first matter for discussion of new business was the adoption of a specific procedure to discuss and adopt/approve each article individually of the proposed new Oil and Gas Lease.

A motion was made by Mr. Haik that no action be taken on any articles of the proposed new Lease Form at this time. Mr. Haik further stated that he would like to amend his motion to proclaim James Devitt as the attorney controlling all proposed revisions to the new Lease Form. This motion was further amended by Mr. Harris to request that all future revisions to the proposed new Lease Form include a revision date, redlined text, and strikeout comparison versions of the original Lease Form and proposed new Lease Form.

Mr. Watkins seconded the amended motion and by unanimous vote of the Board, the State Mineral and Energy Board does hereby proclaim James Devitt as the attorney controlling all proposed revisions to the new Lease Form and that all future revisions must include a revision date, redlined text, and strikeout comparison versions of the original Lease Form and proposed new Lease Form. *

Mr. Thomas Smart of the Onebane Law Firm in Baton Rouge, Louisiana, was recognized to speak before the Board on the matter of the proposed new Lease Form. Mr. Smart stated that he did not feel that it was smart to lock in certain aspects of the lease. Mr. Smart stated that he was concerned that the Board would not be open to re-visit locked in portions of the proposed lease.

Mr. Haik acknowledged Mr. Smart's concerns and indicated that the Board will always be available to hear or re-visit matters, as necessary.

** The New Business Resolution will immediately follow this page.*

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Board Meeting & Lease
Sale - New Business
Proposed State Lease Form

RESOLUTION # 16-10-053

(NEW BUSINESS)

WHEREAS, a continuing discussion has been ongoing concerning the revision and adoption of a proposed new Lease Form;

ON MOTION OF Mr. Haik, amended by Mr. Watkins, and seconded by Mr. Harris, 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 adopt a motion assigning James Devitt to coordinate all staff proposed revisions to the State Lease Form. All staff proposed revisions shall contain a revision date, redlined text, and strike-out text.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 12th day of October, 2016 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 following announcements were then made:

Mr. Watkins announced that he would like to acknowledge Mr. Arnold's tenure as Chairman of the Board.

Mr. Boulet stated that "the total cash payments for the October 12, 2016 Lease Sale is \$6,500.00, and the year-to-date payments for the 2017 Fiscal Year is \$565,027."

Mr. Boulet announced that he will be presenting at the Governors' Wind Conference in Warwick, Rhode Island, later this month. Mr. Boulet then introduced Brennen Edwards, a new auditor who recently joined OMR's Mineral Income Division. An announcement was made reminding the Board of the required ethics training deadline of December 31, 2016, and that a link will be forwarded to them via email transmittal.

The Chairman then stated there being no further business to come before the Board, upon motion of Mr. Arnold, seconded by Mr. Harris, the meeting was adjourned at 12:40 p.m.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "David W. Boulet". The signature is written in a cursive style with a large, prominent initial "D".

David W. Boulet, Secretary
State Mineral and Energy Board

OCS Leases, Assignments and Liability

Summary of Key BOEM Regulations

October 12, 2016

U.S. Department of the Interior
Bureau of Ocean Energy Management



Lease Interests Defined

- Lessee means a person who has entered into a lease with the United States to explore for, develop, and produce the leased minerals and is therefore a record title owner of the lease, or the BOEM-approved assignee-owner of a record title interest. The term lessee also includes the sublessee- or assignee-owner of an operating rights interest in a lease.
- Operating rights means an interest created by sublease out of the record title interest in an oil and gas lease, authorizing the owner to explore for, develop, and/or produce the oil and gas contained within a specified area and depth of the lease (i.e., operating rights tract).
- Economic interest means any right to, or any right dependent upon, production of crude oil, natural gas, or natural gas liquids and includes, but is not limited to: a royalty interest; an overriding royalty interest, whether payable in cash or kind; a working interest that does not include a record title interest or an operating rights interest; a carried working interest; a net profits interest; or a production payment.



Assignment by Record Title Owner (RTO)

- A record title owner may, subject to BOEM approval, assign a whole or a partial (e.g. 50%) record title interest in an entire lease, or in any aliquot (e.g. $\frac{1}{4}$ of $\frac{1}{4}$) thereof and may sublease all, or a portion of, its operating rights.
- Within any given aliquot, the record title owner may sublease operating rights for up to a maximum of two depth divisions, which may result in a maximum of three different depth intervals. But, if the one, or two, depth divisions to which operating rights are subleased do not include the entire depth of the lease, whatever depth division(s) has not been subleased remains part of the lessee/sublessor's record title interest.



Assignment by Operating Rights Owner (ORO)

- An operating rights owner, subject to BOEM approval, may assign all or part of its operating rights interests. Each instrument that transfers an interest must describe, by officially designated aliquot parts and depth levels, the interest proposed to be transferred.



Monetary Obligations

- Record title owners are primarily liable only for their pro-rata share (per the Federal Oil and Gas Royalty Simplification and Fairness Act of 1996) of monetary obligations with respect to their record title interest and operating rights retained by them. However, with respect to operating rights subleased to others, the record title owner is secondarily liable, while the sublessees or later assignees of operating rights are primarily liable.
- If there is more than one operating rights owner in a lease, each operating rights owner is primarily liable for its pro-rata share of the monetary obligations that pertain to the portion of the lease that is subject to its operating rights.



Non-monetary Obligations – RT Owners

- Every current and prior record title owner is jointly and severally liable, along with all other record title owners and all prior and current operating rights owners, for compliance with all non-monetary terms and conditions of the lease and all regulations issued under OCSLA, as well as for fulfilling all non-monetary obligations, including decommissioning obligations, which accrue while it holds record title interest.
- Record title owners that acquired their record title interests through assignment from a prior record title owner are also responsible for remedying all existing environmental or operational problems on any lease in which they own record title interests, with subrogation rights against prior lessees.



Non-monetary Obligations – OR Owners

- Current and prior operating rights owners are jointly and severally liable with other operating rights owners, and the record title owners, for all non-monetary lease obligations pertaining to that portion of the lease subject to their operating rights, which accrued during the time they held their operating rights interest.
- Operating rights owners that acquire their operating rights interests in a lease through assignment from a prior operating rights owner are also responsible, with subrogation rights against prior operating rights owners, for remedying existing environmental or operational problems on the lease, (including abandoning all wells and reclaiming the site) to the extent that such problems arise from that portion of the lease to which their operating rights appertain.



Effects of a Transfer (by RTO) on Liability

- § 556.710 – Effect of an assignment of record title interest on the assignor’s liability under the lease
 - Assignor remains liable for all monetary and non-monetary obligations that accrued during the period the assignor owned the record title interest, up to the date BOEM approves the assignment.
- § 556.711 – Effect of a record title holder’s sublease of operating rights on the record title holder’s liability.
 - A record title holder who subleases operating rights remains liable for all obligations of the lease, including those obligations accruing after BOEM’s approval of the sublease.
 - The sublessee and subsequent assignees of the operating rights become primarily liable for monetary obligations, but the record title holder remains secondarily liable for them.
- § 556.713 – Effect of an assignment of record title interest on the assignee’s liability.
 - The assignee and any subsequent assignees are liable for all obligations that accrue after the effective date of the assignment, including the obligation to remedy all existing environmental and operational problems on the lease, properly abandon all wells, and reclaim the site.



Effects of a Transfer (by ORO) on Liability

- § 556.805 – Effect of an operating rights owner’s assignment of operating rights on the assignor’s liability
 - An operating rights owner (who does not hold record title) who assigns the operating rights remains liable for all obligations of the lease that accrued during the period in which the assignor owned the operating rights, up to the effective date of the assignment, including decommissioning obligations that accrued during that period. BOEM’s approval of the assignment does not alter that liability.
 - Even after assignment, BOEM or BSEE may require the assignor to bring the lease into compliance if the assignee or any subsequent assignee fails to perform any obligation under the lease, to the extent the obligation accrued before approval of the assignment.
- § 556.807 – Effect of an assignment of operating rights on an assignee’s liability
 - The assignee and any subsequent assignees are liable for all obligations that accrue after the effective date of the assignment.
 - The assignee must comply with all the terms and conditions of the lease and regulations issued under OCSLA. In addition, the assignee must remedy all existing environmental and operational problems on the lease, properly abandon all wells, and reclaim the site.



Economic Interests

- Lessees may create, transfer, or assign “economic interests” (from record title interests or operating rights interests) without BOEM approval.
 - Economic interest means any right to, or any right dependent upon, production of crude oil, natural gas, or natural gas liquids and includes, but is not limited to: a royalty interest; an overriding royalty interest, whether payable in cash or kind; a working interest that does not include a record title interest or an operating rights interest; a carried working interest; a net profits interest; or a production payment.
- Lessees must send BOEM a copy of each instrument creating or transferring economic interests within 90 days after the last party executes the transfer instrument



Notice of Mergers/Name Changes/Changes of Business Form

- Qualified entities must notify BOEM of any merger, name change, or change of business form (a/k/a “business conversion”).
- Notice must be provided as soon as practicable, but in no case later than one year after the earlier of the effective date or the date of filing the change or action with the Secretary of State or other authorized official in the State of original registry.



Legal Documents Submitted for Record Keeping Purposes Only (“Non-requireds”)

- For recordkeeping purposes, the lessee may voluntarily submit legal documents to BOEM for transactions that do not require BOEM approval (i.e. transactions other than transfers of economic interests).
- For example, mortgages and liens.



Designation of Operator

- BOEM's regulations require lessees to designate an operator. This requirement applies to all record title owners and to those operating rights owners that own operating rights in the aliquots/depths in which the designated operator will be operating.
 - Designated operator means a person authorized to act on your behalf and fulfill your obligations under the Act, the lease, and the regulations, who has been designated as an operator by all record title holders and all operating rights owners that own an operating rights interest in the aliquot/depths in which the designated operator, to which the Designation of Operator form applies, will be operating, and who has been approved by BOEM to act as designated operator.
- Requires execution of a Designation of Operator form submitted to BOEM.
- BOEM typically demands performance of outstanding obligations from the Operator but is not required to.