

MINUTES

STATE MINERAL AND ENERGY BOARD

LEASE SALE AND BOARD MEETING (via Zoom)

OCTOBER 14, 2020



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

Opening of Bids
October 14, 2020

A public meeting for the purpose of opening sealed bids was held on Wednesday, October 14, 2020, beginning at 9:16 a.m. via Zoom.

Angela Patterson presided over the meeting. She then read the letter of notification certifying the legal sufficiency of the advertisement of Tract Nos. 45356 through 45358 which was published for lease by the Board at today's sale.

Ms. Patterson stated that there were no letters of protest received for today's Lease Sale.

Ms. Patterson stated that there were no tracts to be withdrawn from today's Lease Sale.

The following bids were then opened and read aloud to the assembled public by Ms. Patterson:

Tract 45357
(Portion: 6.54 acres)

Bidder	:	HILCORP ENERGY I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,438.80
Annual Rental	:	\$719.40
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

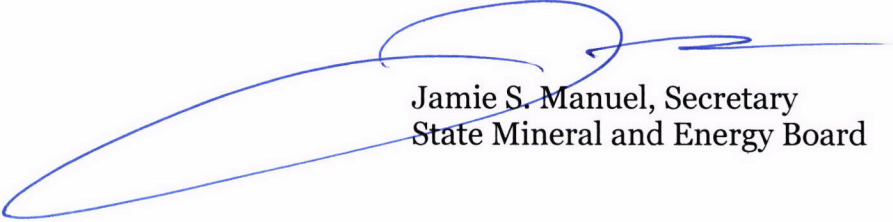
Tract 45358
(Portion: 16.78 acres)

Bidder	:	HILCORP ENERGY I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$3,691.60
Annual Rental	:	\$1,845.80
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

This concluded the reading of the bids.

There being no further business, the meeting was concluded at 9:23 a.m.

Respectfully Submitted,



Jamie S. Manuel, Secretary
State Mineral and Energy Board

JOHN BEL EDWARDS
GOVERNOR



THOMAS F. HARRIS
SECRETARY

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

REGULAR MEETING
October 14, 2020

The Regular Meeting of the State Mineral and Energy Board was held on **Wednesday, October 14, 2020**, beginning at 9:30 a.m. via Zoom.

I. CALL TO ORDER

Mr. W. Paul Segura, Jr. Chairman, called the meeting to order.

II. ROLL CALL

He then requested Mr. Jamie Manuel, Assistant Secretary of the Office of Mineral Resources, call the roll for the purpose of establishing a quorum.

W. Paul Segura, Jr., Chairman
Carol R. LeBlanc, Vice-Chair
Thomas F. Harris, DNR Secretary
Thomas L. Arnold, Jr.
J. Todd Hollenshead
Robert D. Watkins
Harry J. Vorhoff
Harvey "Ned" White
Willie J. Young, Sr.

The following members of the Board were recorded as absent:

Darryl D. Smith
Rochelle A. Michaud-Dugas

Mr. Manuel announced that nine (9) members of the Board were present when the roll call was taken and that a quorum was established.

III. PLEDGE OF ALLEGIANCE

The Chairman led the Board in reciting the Pledge of Allegiance to the Flag of the United States of America.

IV. APPROVAL OF THE SEPTEMBER 9, 2020 MINUTES

The Chairman stated that the first order of business was the approval of the Minutes.

A motion was made by Mr. Watkins to adopt the September 9, 2020 Minutes as submitted and to waive reading of same. His motion was seconded by Mr. Harris and unanimously adopted by the Board. (No public comment was made at this time.)

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

** Resolutions are in chronological order at the end of the minutes*

V. STAFF REPORTS

- a) Lease Review Report**
presented by Jason Talbot, Geology Supervisor
and Charles Bradbury, Engineering Supervisor
Geology, Engineering & Land Division
- b) Nomination and Tract Report**
presented by Byron Miller, Administrator and Angela Patterson, Land Specialist
Geology, Engineering & Land Division
- c) Audit Report**
presented by Rachel Newman, Audit Director
Mineral Income Division
- d) Legal and Title Controversy Report**
presented by Byron Miller, Administrator and Angela Patterson, Land Specialist
Geology, Engineering & Land Division
- e) Docket Review Report**
presented by Byron Miller, Administrator and Angela Patterson, Land Specialist
Geology, Engineering & Land Division

**a) LEASE REVIEW REPORT
OCTOBER 14, 2020**

I. GEOLOGICAL AND ENGINEERING STAFF REVIEW

According to the SONRIS database, there are 1,092 active State Leases containing approximately 466,686 acres. Since the last Lease Review Report, the Geological and Engineering Division reviewed 108 leases covering approximately 58,781 acres for lease maintenance and development issues.

II. BOARD REVIEW

1. There were no State Lease items discussed.

III. FORCE MAJEURE

1. Mr. Charles Bradbury of the Office of Mineral Resources (OMR) reported that Resolution No. 20-07-002 was approved at the July 8, 2020 State Mineral and Energy Board (Board) Meeting granting Six Pines Exploration LLC (Six Pines) an additional ninety (90) day extension period from August 13, 2020 to November 11, 2020, in order to commence operations for the drilling of their VUA, State Lease No. 18165 No. 2 well in Plaquemines Parish.

Mr. Bradbury further reported that Hurricanes Laura, Sally and Delta have further delayed commencement of drilling operations and that Mr. Raymond Beyt, on behalf of Six Pines, requested that the Board grant an additional five (5) or six (6) day extension period beyond November 11, 2020 to initiate downhole drilling operations on a new unit well affecting State Leases Nos. 18165 and 21187 in Plaquemines Parish.

Mr. Bradbury stated that Six Pines has been conducting downhole reworking operations to maintain these State Leases that ended on April 8, 2020 during the onset of the "Stay-at-Home" Order and that additional delays resulting from the "Stay-at-Home" Order caused delays in permitting a replacement unit well to restore production to the State Leases.

Mr. Bradbury continued that under the current lease language for State Lease Nos. 18165 and 21187, the OMR Staff believes that this situation continues to fall under the Force Majeure language and believes that an additional five (5) or six (6) day extension period would be in the best interest of the State.

Mr. Bradbury recommended that the Board approve an extension of the Force Majeure period for the above listed State Leases from November 11, 2020 to November 18, 2020 to permit Six Pines time to initiate downhole drilling operations, and, if additional relief is necessary after November 18, 2020, the

Staff and Board can address the matter again at the November 18, 2020 Board Meeting.

Upon motion of Mr. Arnold, seconded by Mr. Hollenshead, and by unanimous vote of the Board, the Board approved the request by Six Pines for an additional Force Majeure period beginning November 11, 2020 until November 18, 2020 or until downhole drilling operations are initiated, whichever is earlier. The Board also reserves its right to rescind these Force Majeure recognitions at any time. There were no comments from the public on this matter. **(Resolution No. 20-10-001)**

b) NOMINATION AND TRACT REPORT
October 14, 2020
(Resolution No. 20-10-002)

The Board heard the report of Mr. Byron Miller presented by Ms. Angela Patterson on Wednesday October 14, 2020 relative to nominations received in the Office of Mineral Resources for the December 9, 2020 Mineral Lease Sale and other matters.

Based upon Staff's recommendation, and on motion of **Mr. Arnold**, duly seconded by **Mr. Vorhoff**, the Board granted authority to Staff to advertise all such tracts that have been received by 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. **(Resolution No. 20-10-002)**

c) AUDIT REPORT
October 14, 2020
(Resolution No. 20-10-003)

The first matter on the audit report was a penalty waiver request from Helis Oil & Gas Company.

Upon recommendation of the staff and upon motion of Mr. Arnold, seconded by Secretary Harris, the Board voted unanimously to waive twenty-five percent (25%) of the penalty waiver request of \$48,948.68, which amounts to \$12,237.17. **(Resolution No. 20-10-003)**

The second matter on the audit report was the election of the October 2020 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.

d) LEGAL & TITLE REPORT
October 14, 2020
(Resolution No. 20-10-004)

The State Mineral and Energy Board (Board) received a request from the Department of Natural Resources (DNR) Legal Division Staff to approve the attached amendment to the Interagency Agreement with the Louisiana Department of Wildlife and Fisheries (LDWF).

Staff reported that the amendment will add language authorizing the Board to enter into agreements for CO₂ storage on LDWF property.

Staff further reported that the amendment will authorize the Office of Mineral Resources to provide services on CO₂ storage agreements on LDWF property and that the services will become subject to the payment structure between the two (2) agencies.

Staff recommended that the Board approve the attached amendment to the Interagency Agreement with the Louisiana Department of Wildlife and Fisheries as stated above.

Upon motion of Mr. Arnold, seconded by Ms. LeBlanc, and by unanimous vote of the Board, the State Mineral and Energy Board granted approval of the attached amendment to the Interagency Agreement with the Louisiana Department of Wildlife and Fisheries as requested by the DNR Legal Division Staff. There were no comments from the public on this matter. **(Resolution No. 20-10-004)**

e) DOCKET REVIEW REPORT

October 14, 2020
(Resolution No(s). 20-10-005 thru 20-10-012)

The Board heard the report from Angela Patterson on Wednesday, October 14, 2020, relative to the following:

- Category A: State Agency Leases
Docket Item No. 1
- Category B: State Lease Transfers
Docket Item Nos. 1 through 6
- Category C: Department of Wildlife & Fisheries State Agency Lease
There were no items for this category
- Category D: Advertised Proposals
Docket Item No. 1

Based upon the staff's recommendation, on motion of Mr. Young, duly seconded by Ms. LeBlanc, the Board voted unanimously to accept the following recommendations:

- Category A: State Agency Leases
Docket Item No. 1
(Resolution No. 20-10-005)
- Category B: State Lease Transfers
Approve Docket Item Nos 1 through 6
(Resolution Nos. 20-10-006 through 20-09-011)
- Category D: Advertised Proposals
Docket Item No. 1
(Resolution No. 20-10-0012)

VII. EXECUTIVE SESSION

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. Vorhoff, seconded by Mr. Watkins, the Board Members went into Executive Session at 9:45 a.m.

Upon motion of Mr. Arnold, seconded by Mr. Watkins, the Board reconvened in open session at 9:59 a.m. for consideration of the following matters discussed in Executive Session:

- a. A discussion regarding the matter entitled: LLOX v. State, Docket No. 787-453, 24th Judicial District Court, Jefferson Parish (Maier family settlement offer)

Upon motion of Mr. Arnold, seconded by Mr. Watkins, the Board granted authority to Staff and the Attorney General's office to accept the Maier family counter offer of settlement as discussed in Executive Session, in principle, subject to drafting of an appropriate instrument, execution thereof, proper advertisement, and placement on the Docket for final approval. No comments were made by the public. **(Resolution No. 20-10-013)**

- b. A discussion regarding the matter entitled: LLOX v. State, Docket No. 787-453, 24th Judicial District Court, Jefferson Parish (Purcell family settlement offer)

Upon motion of Mr. White, seconded by Mr. Watkins, the Board granted authority to Staff and the Attorney General's office to reject the Purcell family offer of settlement and counteroffer as per the terms discussed in Executive Session. No comments were made by the public. **(Resolution No. 20-10-014)**

- c. The Board was briefed in Executive Session on the bids received at today's lease sale.

VIII. AWARDING OF LEASES

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

In regard to the following bids received, a motion was made by Mr. White, and seconded by Mr. Watkins, the Board voted unanimously to accept Staff's recommendations to accept the bids and award leases on the following tracts:

Tract 45357
(Portion: 6.54 acres)

Bidder	:	HILCORP ENERGY I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$1,438.80
Annual Rental	:	\$719.40
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

Tract 45358
(Portion: 16.78 acres)

Bidder	:	HILCORP ENERGY I, L.P.
Primary Term	:	Three (3) years
Cash Payment	:	\$3,691.60
Annual Rental	:	\$1,845.80
Royalties	:	21% on oil and gas
	:	21% on other minerals
Additional Consideration	:	None

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.

IX. NEW BUSINESS

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

No new business was presented.

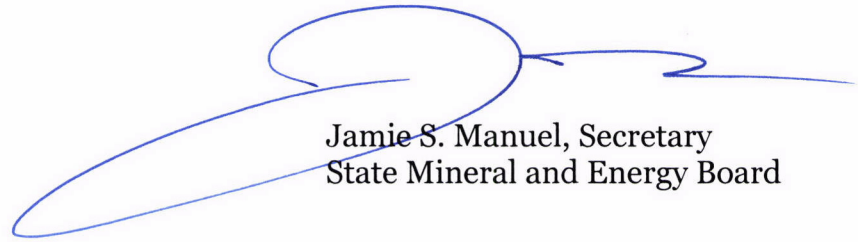
X. ANNOUNCEMENTS

Mr. Manuel stated that the leases awarded totaled \$5,130.40 for the October 14, 2020 Lease Sale bringing the fiscal year total to \$2,111,854.94.

XI. ADJOURNMENT

The Chairman then stated there being no further business to come before the Board, upon motion of Ms. LeBlanc, seconded by Mr. Hollenshead, the meeting was adjourned at 10:03 a.m.

Respectfully Submitted,

A handwritten signature in blue ink, consisting of a large, stylized loop followed by a horizontal line that tapers to the right.

Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #20-10-001

(LEASE REVIEW REPORT)

WHEREAS, on motion of Mr. Arnold, seconded by Mr. Hollenshead, the following resolution was offered and adopted:

WHEREAS, Mr. Charles Bradbury of the Office of Mineral Resources (OMR) reported that Resolution No. 20-07-002 was approved at the July 8, 2020 State Mineral and Energy Board (Board) Meeting granting Six Pines Exploration LLC (Six Pines) an additional ninety (90) day extension period from August 13, 2020 to November 11, 2020, in order to commence operations for the drilling of their VUA, State Lease No. 18165 No. 2 well in Plaquemines Parish (Resolution No. 20-07-002); and

WHEREAS, Mr. Bradbury further reported that Hurricanes Laura, Sally and Delta have further delayed commencement of drilling operations and that Mr. Raymond Beyt, on behalf of Six Pines, has requested that the Board grant an additional five (5) or six (6) day extension period beyond November 11, 2020 to initiate downhole drilling operations on a new unit well affecting State Leases Nos. 18165 and 21187 in Plaquemines Parish; and

WHEREAS, Six Pines has been conducting downhole reworking operations to maintain these State Leases that ended on April 8, 2020 during the onset of the "Stay-at-Home" Order; and

WHEREAS, there were additional delays resulting from the "Stay-at-Home" Order causing delays in permitting a replacement unit well to restore production to these State Leases; and

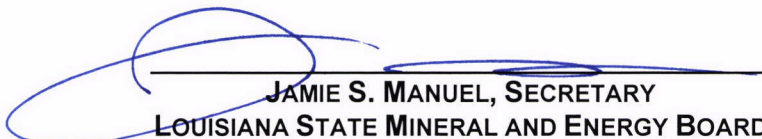
WHEREAS, under the current lease language for State Lease Nos. 18165 and 21187, the OMR Staff believes that this situation continues to fall under the Force Majeure language and believes that an additional five (5) or six (6) day period would be in the best interest of the State; and

WHEREAS, Mr. Bradbury recommends that the Board approve an additional Force Majeure period from November 11, 2020 to November 18, 2020 to permit Six Pines time to initiate downhole drilling operations.

NOW THEREFORE BE IT RESOLVED, that the Board continues to recognize condition of Force Majeure affecting State Leases Nos. 18165 and 21187 for an additional period beginning November 11, 2020 until November 18, 2020 or until downhole drilling operations are initiated, whichever is earlier. Finally, the Board reserves its right to rescind these force majeure recognitions at any time.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 14th day of October, 2020 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice and in compliance with law, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Board and is now in full force and effect.



JAMIE S. MANUEL, SECRETARY
LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Authority to Advertise
Tracts for the December
9,
2020 Lease Sale

RESOLUTION #20-10-002

(NOMINATION AND TRACT REPORT)

WHEREAS, Mr. Byron Miller reported that fourteen (14) tract(s) were nominated for the December 9, 2020 Mineral Lease Sale, and requested that same be advertised pending staff review;

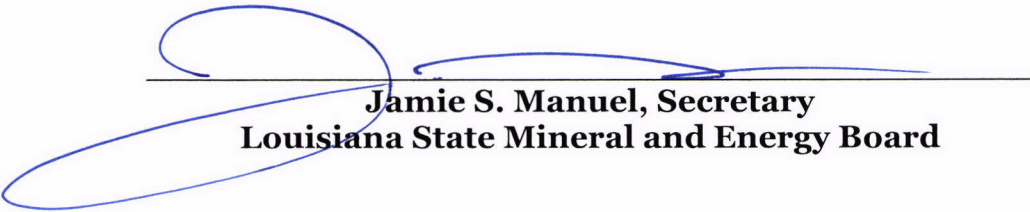
ON MOTION of **Mr. Arnold**, seconded by **Mr. Vorhoff**, the following recommendation was offered and unanimously adopted by the Board after discussion and careful consideration:

That the State Mineral and Energy Board grant approval to advertise all such tract(s) for the December 9, 2020 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 received by the staff of the Office of Mineral Resources, as well as any tracts that were 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 14th day of October 2020, 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.



Jamie S. Manuel, Secretary
Louisiana State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Penalty Waiver
Helis Oil & Gas Company, LLC

Resolution #20-10-003 (AUDIT REPORT)

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

WHEREAS, The State Mineral and Energy Board caused an audit to be performed of state royalty payments made by Helis Oil & Gas Company, LLC in the Black Bay; Black Bay, East; Black Bay, North; Black Bay, Southeast; Black Bay, West; Ship Shoal Blk 45; Ship Shoal Blk 47; West Cameron Blk 21 fields; State Lease Nos. 00195, 14157, 14158, 14310, 14311, 14792, 17774, 17775, 18284, 18292, 18356, 18287, and 18935 which audit revealed that Helis Oil & Gas Company, LLC owed the state \$163,528.40 in underpayment of royalty and \$90,768.04 in interest and penalty for a total of \$254,296.44; and

WHEREAS, Helis Oil & Gas Company, LLC has remitted payment of \$205,347.76 for the outstanding principal and interest and made letter of application for reduction of penalties assessed in the amount of \$48,948.68 that were the result of incorrect royalty payments; and

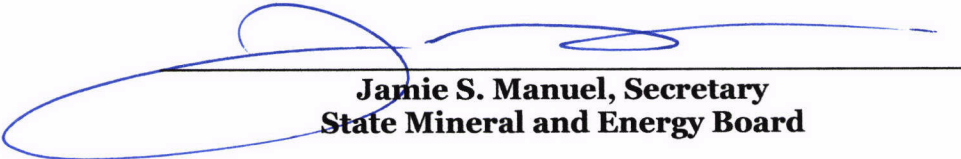
WHEREAS, the Staff of the Office of Mineral Resources, upon thorough review and consideration and in accordance with State Mineral and Energy Board established protocol, recommended that the foregoing request for a reduction of penalties be approved and that twenty-five percent (25%) of the penalty be waived;

ON MOTION of Mr. Arnold, seconded by Secretary Harris, after discussion and careful consideration the following Resolution was offered and unanimously adopted by the State Mineral and Energy Board;

THEREFORE, BE IT RESOLVED that the Board does waive twenty-five percent (25%), which amounts to \$12,237.17 of the total penalty assessed to Helis Oil & Gas Company.

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 14th day of October, 2020, 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.



Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RESOLUTION #20-10-004

Approval of Amendment to
LDWF Interagency
Agreement

(LEGAL & TITLE CONTROVERSY REPORT)

WHEREAS, the State Mineral and Energy Board (Board) received a request from the Department of Natural Resources (DNR) Legal Division Staff to approve the attached amendment to the Interagency Agreement with the Louisiana Department of Wildlife and Fisheries (LDWF); and

WHEREAS, Staff reported that the amendment will add language that the Board will be authorized to enter into agreements for CO2 storage on LDWF property; and

WHEREAS, Staff further reported that the amendment will authorize the Office of Mineral Resources to provide services on CO2 storage agreements on LDWF property and that the services will become subject to the payment structure between the two (2) agencies; and

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

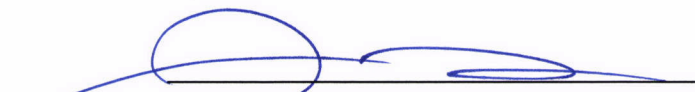
That the Board approve the attached amendment to the Interagency Agreement with the Louisiana Department of Wildlife and Fisheries.

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

NOW THEREFORE, BE IT RESOLVED that the State Mineral and Energy Board approved the attached amendment to the Interagency Agreement with the Louisiana Department of Wildlife and Fisheries as stated above.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 14th day of October, 2020 of the State Mineral and Energy Board in the City of Baton Rouge, State of Louisiana, pursuant to due notice and in compliance with law, at which meeting a quorum was present, and that said Resolution is duly entered in the Minute Books of said Board and is now in full force and effect.


JAMIE S. MANUEL, SECRETARY
STATE MINERAL AND ENERGY BOARD

LEGAL AND TITLE CONTROVERSY REPORT
OCTOBER 14, 2020 - ATTACHMENT #1

Inter-Agency Agreement
Between
The Department of Wildlife and Fisheries
And
The State Mineral and Energy Board and
The Department of Natural Resources,
Office of Mineral Resources

This Inter-Agency Agreement (IAA) is made and entered into by and between the Department of Wildlife and Fisheries (DWF), represented herein by Jack Montoucet, Secretary, the State Mineral and Energy Board (Board) and the Department of Natural Resources (DNR), represented herein by Thomas Harris, Secretary, collectively referred to as "The Parties".

This IAA sets forth the agreement of The Parties and their respective roles and responsibilities in best utilizing the State of Louisiana's (State) existing resources by working in partnership to effectively and efficiently administer and manage the ~~oil and gas~~ non-renewable subsurface resources on state owned properties under the administration of and properties owned by or under the jurisdiction of the Louisiana Wildlife and Fisheries Commission (Commission) and/or DWF, collectively referred to as "DWF Agency Lands".

WHEREAS, La. R.S. 56:1 charges the Commission with responsibility for protecting, conserving and replenishing the natural resources of the State subject to its supervision and control; and

WHEREAS, La. R.S. 56:6(19) requires the Commission, through the Secretary of DWF, to assist in every possible way in developing to their fullest proportions the natural resources of the State under its jurisdiction; and

WHEREAS, La. R.S. 56:6(23) authorizes the Commission, through the Secretary of DWF, on behalf of DWF and the State, to acquire land in any wilderness area in the State from a willing seller at a price agreed upon by the Secretary and the landowner; and

WHEREAS, pursuant to La. R.S. 36:602, DWF's concurrence is required in the leasing of the non-renewable resources in and upon wildlife management areas, refuges, preserves and scenic rivers; and

WHEREAS, DWF is an agency of the State as defined by La. R.S. 30:151; and

WHEREAS, La. R.S. 30:152 authorizes every agency of the State to lease its lands for the development and production of minerals, and DWF has entered into mineral leases and operating agreements granting the right to produce minerals from DWF Agency Lands; and

WHEREAS, pursuant to La. R.S. 30:124, the Board is authorized to lease, for the development and production of minerals, 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 over all mineral leases granted by the State for determining that the terms thereof are fully complied with, and has general authority to take any action necessary regarding such leases for purposes of protecting the interests of the State; and

WHEREAS, pursuant to La. R.S. 30:129, the Board is required to take all appropriate action to assure that undeveloped and non-producing lands and water bottoms of the

State are reasonably and prudently explored, developed and produced for the public good; and

WHEREAS, pursuant to La. R.S. 30:129, the Board may enter into pooling and unitization agreements covering lands and water bottoms of the State; and

WHEREAS, pursuant to La. R.S. 30:148.1, et seq., the State through the Board or any unit or institution of the state which derives its authority from the sovereignty of the state, may lease via a public bid process, lands belonging to the state or title which is in the public, for the purpose of granting a lessee the right to use the surface and/or underground reservoir for the injection, storage, withdrawal, transportation, and shipping of oil, natural gas, liquid or liquified hydrocarbons, and carbon dioxide. The rights granted to the lessee includes the right to drill wells for injection, storage, or withdrawal of such product stored in such underground reservoir and the construction of houses for employees, warehouses, pipelines, separation and dehydration facilities, compressor stations, pump stations, loading stations, wharves, and docks.

WHEREAS, pursuant to La. R.S. 30:209(4)(a), the Board may enter into operating agreements in order to explore and develop the mineral resources in and upon lands and water bottoms belonging to the State; and

WHEREAS, pursuant to La. R.S. 30:209(4)(b), on behalf of the Board, the Office of Mineral Resources (OMR) shall administer all operating agreements on lands and water bottoms belonging to the State; and

WHEREAS, pursuant to La. R.S. 30:209(4)(e), the Board may enter into operating agreements for the storage in underground reservoirs of oil, natural gas, liquid or liquified hydrocarbons, or carbon dioxide on public land; and

WHEREAS, pursuant to La. R.S. 30:216, after receiving an application for a permit to conduct geophysical or geological surveys upon DWF Agency Lands, OMR is required to evaluate the prospective area of survey for purposes of recommending to the Secretary of DWF the minimum terms for the permit; and

WHEREAS, pursuant to La. R.S. 30:135, DNR, through OMR, is required to provide the necessary staff functions to assist the Board in its leasing, supervisory and related activities; and

WHEREAS, pursuant to La. R.S. 30:136(A)(1)(c), OMR is authorized to audit lessees, operators and other persons directly involved in developing, producing, transporting, purchasing or selling oil, gas and other minerals from State leases; and

WHEREAS, pursuant to La. R.S. 30:153, an agency of the State may request that the Board administer and manage the agency's minerals; and

WHEREAS, pursuant to La. R.S. 30:153, if the Board agrees to administer and manage mineral leases of an agency, the Board and agency must enter into an agreement to accomplish this purpose; and

WHEREAS, the DWF does not have the expertise nor sufficient means, including personnel, procedures, technology and other resources to comprehensively administer, manage and audit the oil and gas leases, operating agreements and related activities/operations on DWF Agency Lands; and

WHEREAS, the Board and DNR, through OMR, have the necessary expertise and means, including personnel, procedures, technology and other resources to effectively, efficiently and comprehensively administer, manage and audit the oil and gas leases, operating agreements, pooling and unitization agreements (voluntary and Commissioner ordered), unleased mineral interests, seismic/geophysical agreements, storage

agreements and related activities/operations on lands and water bottoms owned by the State and its agencies, which expertise, means and resources readily can be applied to the administration, management and auditing of the oil and gas leases, operating agreements, storage agreements and related activities/operations on DWF Agency Lands; and

WHEREAS, The Parties agree that it would be an under-utilization of existing State resources and an unnecessary duplication of effort and expense if the Commission and DWF are required to develop the expertise, means and resources, including the personnel necessary to properly and comprehensively administer, manage and audit the existing and future oil and gas leases, operating agreements, storage agreements, unleased mineral interests and related activities/operations on DWF Agency Lands; and

WHEREAS, DWF has requested that the Board negotiate, award, administer and manage the existing and future oil and gas leases, operating agreements, storage agreements and related activities/operations on DWF Agency Lands, and the Board, through DNR, has agreed to perform such services; and

WHEREAS, by Resolution, the Board has authorized Secretary Harris to enter into this IAA on its behalf.

NOW THEREFORE, in order to gain the maximum benefit to be derived from the oil and gas resources and the use of underground reservoirs for storage in and upon DWF Agency Lands, to avoid unnecessary expense and to utilize existing State resources without duplication of required personnel and related job duties, in consideration of the mutual covenants herein contained, this IAA is entered into by and between The Parties who hereby covenant and agree as set forth below.

Article 1 – Public Purpose

This IAA serves to set forth the requirements imposed upon The Parties in administering and managing the oil and gas resources and the use of underground reservoirs for storage in and upon DWF Agency Lands. The Parties acknowledge that the development and production of such resources must be accomplished in harmony with and without disturbance of the other natural resources for which the Commission and DWF are responsible. Furthermore, The Parties agree that the expenditure of public funds required hereby is for a public purpose that comports with the constitutional and statutory requirements imposed upon The Parties; the expenditure of such public funds is not gratuitous; and The Parties will receive benefit and value equivalent to or greater than the public funds expended.

Article 2 – Rescission and Replacement

This IAA rescinds and replaces the existing CEA (DNR #2400-10-06) dated December 18, 2009 previously entered into by DWF and DNR for the administration and management of DWF's mineral interests.

Article 3 – Scope of Services

The DWF do hereby grant to the Board and DNR, through OMR, the exclusive authority to lease, administer and manage the oil and gas resources and the use of underground reservoirs for storage in and upon all DWF Agency Lands. The authorization granted hereby is intended to and does in fact extend to conducting all reasonable and necessary activities and operations required to properly and thoroughly explore, develop and produce such resources. However, this IAA does not preclude The Parties, within the limits of their respective statutory authority, from reaching other agreements with each other or with other parties regarding the renewable and non-renewable natural resources not included in nor contemplated by this IAA.

In entering into this IAA, the Board and DNR accept full and complete responsibility for administering and managing such resources in and upon DWF's Agency Lands as stated herein and in the same manner in which they currently manage such resources in and upon other lands and water bottoms owned by the State.

DNR represents, without reservation, that through OMR's Geological, Engineering, and Lands Division, OMR's Mineral Income Division, and DNR's Legal Division, it currently has the resources, including experienced geologists, engineers, landmen, auditors, accountants, attorneys, administrators and clerical staff, necessary to satisfactorily perform the technical and professional services required hereunder.

Article 4 – Effective Date

This IAA shall be effective retroactive to July 1, ~~2017~~ 2020 upon completed execution by The Parties.

Article 5 – Expiration Date

This IAA will have an initial term of five (5) years, with an expiration date of June 30, ~~2020~~ 2025. This IAA will automatically renew on a fiscal year basis unless notice of termination as authorized herein occurs. In such event, The Parties will cooperate in negotiating an alternate agreement to ensure continuity in the administration and management of the oil and gas leases, operating agreements and related activities/operations on DWF Agency Lands.

Article 6 – Compensation

As compensation for services rendered in satisfaction of the requirements of this IAA, the DWF shall pay to OMR on an annual basis the sums set forth below.

For fiscal year 2018, the DWF shall pay to OMR the sum of Three Hundred Thousand and No/100 Dollars (\$300,000.00). This amount is in addition to Two Hundred Sixty-Six Thousand and No/100 Dollars (\$266,000.00) agreed to be paid by DWF to DNR for the unrelated Atchafalaya Basin Program, which is agreed by both Parties to cease after fiscal year 2018. Further, for fiscal year 2018 only, the Board/DNR will continue to receive the twenty-five percent of production payments set forth in R.S. 30:209 that are attributable to operating agreements on DWF Agency Lands.

For fiscal year 2019, and every year thereafter until termination of this agreement, the DWF shall pay to OMR the sum of Five Hundred Fifty Thousand and No/100 Dollars (\$550,000.00), plus any additional sum as set forth below based on the amount of mineral income attributable to DWF Agency Lands in any given fiscal year.

For fiscal year 2019, and every year thereafter, but only so long as this agreement is in effect, the DWF shall pay to OMR an additional One Hundred Thousand and No/100 Dollars (\$100,000.00) if mineral or other income attributable to DWF Agency Lands in said fiscal year exceeds Fifty Million Dollars (\$50,000,000.00). Thus, making the total payment to OMR in said year equal to Six Hundred Fifty Thousand and No/100 Dollars (\$650,000.00). Similarly, the DWF shall pay to OMR an additional Two Hundred Fifty Thousand and No/100 Dollars (\$250,000.00) if mineral or other income attributable to DWF Agency Lands in said fiscal year exceeds Sixty Million Dollars (\$60,000,000.00). Thus, making the total payment to OMR in said year equal to Eight Hundred Thousand and No/100 Dollars (\$800,000.00).

Beginning in fiscal year 2019 and for so long as this IAA remains in effect the Board and DNR agree to forego receipt of the twenty-five percent of production payments set forth in R.S. 30:209 that are attributable to operating agreements on DWF Agency Lands. The Board and DNR shall continue to collect any other fees to which it is entitled by law for the negotiating, awarding, administering and managing of existing and future oil and gas leases, operating agreements, storage agreements and related activities/operations on DWF Agency Lands. At the time this agreement was written, such fees include: those

fees, liquidated damages and penalties listed in LAC 43:V.Chapter 3, excluding those charges listed in LAC 43:V.301(B)(9) and (10); and the portion of the fee paid pursuant to La. R.S. 30:136.1(D) to be deposited in the Oil and Gas Regulatory Fund.

In the event of termination of this IAA, regardless of reason, the Parties shall continue to comply with the terms and conditions of this agreement and the Board/DNR shall be entitled to payment for the fiscal year in which the written notice of termination is given. As these services are indispensable, upon termination of this IAA, the Parties agree that every effort shall be made to replace such agreement for continuation of these services in exchange for due and reasonable consideration.

Article 7 – Lease Payments

All payments required under any lease, storage agreements or operating agreement, existing and future, awarded by or on behalf of DWF shall be made payable and directed to the Office of Mineral Resources, Post Office Box 2827, Baton Rouge, Louisiana 70821, with OMR responsible for managing and processing all payments in accordance with La. R.S. 30:136. Such direct payments to OMR are in furtherance of DNR's obligation to administer and manage the oil-and-gas non-renewable subsurface resources in and upon DWF Agency Lands; however, DNR fully understands and acknowledges that such payments shall be transmitted and deposited in accordance with law, with DNR having no claim in ownership thereto. Pursuant to and during the life of this agreement, DNR acknowledges that all revenues derived from mineral leases or exploitation in any way of the mineral non-renewable subsurface resources from DWF Properties under the jurisdiction of the Wildlife and Fisheries Commission shall be transmitted and deposited in the Conservation Fund notwithstanding any statutory dedications of funds to DNR, including, but not limited to R.S. 30:209(4)(b) or (e), and that no amount will be retained by DNR except as provided in Article 6 herein.

Article 8 – Duties and Responsibilities

The Board and DNR, through OMR, shall:

- 1) Manage and administer all of DWF's oil and gas leases, operating agreements, storage agreements, unleased mineral interests and related activities and operations (existing and future) by maintaining comprehensive, updated files and records; responding to inquiries; receiving and reviewing industry reports to ensure compliance with lease/agreement terms and conditions; evaluating force majeure requests; maintaining and processing releases to acreage on active leases; updating GIS layers to accurately depict acreage; identifying unleased mineral interests; handling pooling and unitization issues; maintaining ownership, lessee registration and contact records; reviewing productivity of leases and operating agreements; receiving and processing payments; receiving and processing requests for transfers/assignments;
- 2) Manage and administer the oil and gas lease acquisition process by receiving, examining, processing and evaluating nominations; advertising tracts for public bid; accepting the submission of bids; examining and evaluating bids received; awarding, issuing and executing leases and operating agreements on behalf of DWF;
- 3) Manage and administer the carbon dioxide storage lease acquisition process by receiving, examining, processing and evaluating nominations; advertising tracts for public bid; accepting the submission of bids; examining and evaluating bids received; awarding, issuing and executing leases and operating agreements in accordance with applicable law on behalf of DWF;
- 3) Evaluate and analyze seismic, geological and geophysical data;

- 4) With approval of DWF, negotiate, prepare, monitor and manage operating agreements (existing and future) [authorized under La. R.S. 30:209\(4\)](#);
- 5) Provide auditing services to identify incorrectly reported fields, LUW codes, volumes, prices, deductions, severance taxes and royalty decimals; provide assurance on overpayments and adjustments; conduct desk and field audits, both in and out-of-state, to examine source documentation and render audit determinations; assess additional royalty due on all audit exceptions; provide auditing and royalty payment reports and related information; identify, account for and rectify reporting and payment irregularities;
- 6) Provide semi-annual reports to DWF showing: acreage leased; acreage released; number of active leases; number of leases terminated; number of operating agreements; number of operating agreements terminated; number of audits; sums identified as owing via audits; and revenue received;
- 7) Notify DWF of its need to initiate appropriate legal action for the protection of the interest of the Commission and DWF including, but not limited to the recovery of non-producing lease acreage; to collect underpayments of royalties, bonuses, rentals, shut-in payments and other sums due and owing; and to ensure full compliance with the terms and conditions of all leases/operating agreements;
- 8) With the approval of DWF, enter into and manage voluntary unitization agreements;
- 9) With the approval of DWF, represent DWF's interests before the Commissioner of Conservation regarding compulsory units and compliance orders;
- 10) Liaison with the Department of Revenue, Department of Environmental Quality, the U. S. Coast Guard and other governmental entities, as required;
- 11) Identify and audit well cost payouts on operating agreements and unleased acreage;
- 12) Review production and cost data on producing wells on operating agreements and unleased acreage;
- 13) Coordinate with/and obtain approval of the DWF regarding wildlife sensitive areas prior to conducting oil and gas activities/operations thereon; and
- 14) Provide other clerical/administrative support as reasonably required to manage DWF's leases and operating agreements.

DWF shall:

- 1) Facilitate in every possible way DNR's efforts to prudently, effectively and efficiently administer and manage the oil and gas resources on DWF Agency Lands;
- 2) Communicate with and provide feedback to the Board and DNR regarding existing and proposed oil and gas leases, operating agreements, [storage agreements](#) and related activities/operations;
- 3) Transfer to DNR any and all documents, whether generated by DWF or its lessees, including, but not limited to production reports, product sales records, sales contracts, drilling reports, work-over reports, shut-in reports,

unit agreements, compromise agreements, etc. pertaining to the mineral operations on leases on DWF Agency Lands;

- 4) Provide to DNR a copy of all correspondence, documents and notices required by this IAA or which relate to the management and administration of the leases, operating agreements, storage agreements and related activities/operations on DWF Agency Lands;
- 6) Identify and inform DNR of all wildlife sensitive areas which may be impacted by oil and gas activities/operations.

Article 9 – Parties’ Authorization

The Parties represent and warrant that the signatories hereto have full and complete authority to enter into this IAA and to institute and implement policies and procedures within their respective agencies to give effect to the terms and provisions hereof.

Article 10 – Confidentiality

The Parties acknowledge that the services required by this IAA may result in their having access to confidential information, documents and materials. As such, they hereby covenant and agree that they will not disclose any such confidential information except as authorized by law or as required to perform the services required hereunder.

The Parties expressly acknowledge that La. R.S. 30:209.1 requires that the information and data acquired from geophysical/geological surveys be maintained as confidential for all purposes, and be made available only to the Board for use in the lawful administration and development of publically owned lands.

Article 11 – Records

The originals of all files, records, reports, documents, data and other materials provided by DWF to DNR for purposes of performing the services required hereunder shall remain the property of DWF and shall be returned upon expiration or termination of this IAA.

Throughout the term or extension(s) of this IAA, the originals of files, records, reports, documents, data and other materials related to this IAA prepared by or obtained by DNR shall be the property of DNR, although access to, review and copies of such documents and materials shall be made available to DWF, upon request. Upon expiration or termination of this IAA, the originals of documents solely pertaining to DWF’s leases and operating agreements shall be provided for retention to DWF.

Article 12 – Entire Agreement

This IAA constitutes the entire understanding and agreement of The Parties with respect to its subject matter and is not subject to any other writing or oral agreement.

Article 13 – Amendments

This IAA shall not be modified by oral agreement and the scope, terms, conditions and compensation set forth herein shall be amended only by mutual consent of The Parties through execution of a written amendment, which have been signed and dated by the Secretaries of DWF and DNR, with any such amendment, after proper execution, to be prospective only.

Article 14 – Assignment

This IAA may not be assigned nor transferred to any other person or entity by The Parties.

Article 15 – Applicable Law

This IAA shall be governed, construed and enforced in accordance with the laws of the State of Louisiana.

Article 16 – Compliance with Law

The Parties understand and agree that the services and obligations required by this IAA must, at all times, be performed in full and complete compliance with all applicable federal and state laws, rules and regulations, including the Code of Governmental Ethics, and also will be performed in accordance with the customary policies, procedures and practices of The Parties.

Article 17 – Legal Representation and Expenses

The Parties have no obligation to provide legal counsel, defense or legal services of any nature to the other in the event of demand, claim, suit or action of any character brought by any person or entity related to the services required by this IAA or the properties subject to this IAA. That is, each party will be responsible for responding to and/or defending only those demands, suits, claims or actions brought against it individually. Similarly, each party, to the exclusion of the other, shall be responsible for any judgments, settlements, costs, expert witness and/or legal fees resulting from any demands, suits, claims or other actions brought against it individually related to the services required by this IAA or the properties subject to this IAA.

In the interest of full disclosure, The Parties fully understand and acknowledge that demands and litigation may ensue in the nature of title disputes, royalty disputes and the like relative to the management of the leases, operating agreements and other such oil and gas activities/operations in and upon DWF Agency Lands. Defending such demands and litigation will be the sole responsibility of DWF, which additionally will be responsible for all costs, expert witness and attorney fees related to such demands and litigation. Similarly, initiating and prosecuting demands and litigation related to title disputes, royalty disputes, etc. regarding the leases, operating agreements and other such activities/operations in and upon DWF Agency Lands will be the sole responsibility of the DWF, which likewise will be responsible for all costs, expert witness and attorney fees related thereto.

Notwithstanding the foregoing, DNR pledges its assistance, cooperation and expertise in assisting DWF in responding to, defending and prosecuting any such demands or litigation. Such assistance shall include monitoring and accounting for escrow agreements and deposits in the Court Registry pertaining to title disputed acreage.

Article 18 – Binding Upon Subsequent Parties

This IAA is intended to and shall be binding upon the successors in office of The Parties.

Article 19 – Relationship of Parties

In the exercise of their respective rights, duties and obligations under this IAA, The Parties acknowledge that they will act independently such that none shall be considered to be employees of the other. For this reason, The Parties to this IAA shall be responsible and liable only for the acts and omissions of their own employees.

Further, no party shall provide, without the express consent of the other party(s), a release that waives or purports to waive any right such party may have to seek relief or redress against some other person or entity not a party to this IAA for violation of any law or regulation or for failing to fully satisfy any lease or operating agreement requirement.

Article 20 – Communications

The Parties understand that they may freely and without limitation initiate communications and contacts with each other for purposes of facilitating the purposes and intent of this IAA and to appropriately address and resolve common issues and concerns. To ensure consistency and accountability regarding such communications, The Parties designate the following individuals as contacts:

For DWF: [NAME](#) [Kyle Balkum](#), [TITLE](#) [Biologist Director](#)
Department of Wildlife and Fisheries
Post Office Box 98000
2000 Quail Drive
Baton Rouge, Louisiana 70898
[TELEPHONE NUMBER](#) [225-765-2819](#)
[FAX](#)
[E-MAIL](#) kbalkum@wlf.la.gov

For DNR: Jamie Manuel, Assistant Secretary
Office of Mineral Resources
Post Office Box 2827
617 N. Third Street, 8th Floor
Baton Rouge, LA 70821-9396
Tel #: (225) 342-0893
Fax #: (225) 242-3471
Jamie.Manuel@la.gov

Article 21 – Notices

Any notices between The Parties required or permitted to be given under this IAA must be in writing and will be deemed to have been received by the other parties on the seventh day subsequent to mailing of such notice by certified mail, return receipt requested, addressed to the following:

For DWF: Jack Montoucet, Secretary
Department of Wildlife and Fisheries
P.O. Box 98000
2000 Quail Dr.
Baton Rouge, LA 70898

For DNR: Thomas F. Harris, Secretary
Department of Natural Resources
P.O. Box 94396
617 N. Third Street
Baton Rouge, LA 70821-9396

Throughout the existence of this IAA, DWF shall timely forward to DNR all notices and/or correspondence which pertain to the leasing, exploration, development and production of oil and gas resources on DWF Agency Lands. Said notices and correspondence include, but are not limited to demands, threatened litigation, citations, civil actions, subpoenas, unitization hearings, title disputes, legal disputes, royalty payment disputes, etc. In the event of failure to satisfy this requirement, DWF acknowledges that DNR will be unable to timely and appropriately respond to issues as such arise.

Article 22 – Termination for Cause

The DWF may terminate this IAA for cause based upon the failure of the Board/DNR to comply with the terms or conditions of this IAA, provided that prior written notice is given specifying the Board's/DNR's failure(s). Within thirty (30) days after receipt of such notice, if the Board/DNR shall not either have corrected such failure(s) or, in the case of

a failure(s) which cannot be corrected in thirty (30) days, begun in good faith to correct such failure(s) and thereafter proceeded diligently to complete such correction, then the DWF may, at its option, place the Board/DNR in default and this IAA shall terminate on the date specified in such notice.

The Board/DNR may terminate this IAA for cause based upon the failure of the DWF to comply with the terms or conditions of this IAA, including failure to fully satisfy the compensation requirements set forth in Article 6, provided that written notice is given specifying the DWF's failure(s). Within thirty (30) days after receipt of such notice, if the Commission/DWF shall not either have corrected such failure(s) or, in the case of a failure(s) which cannot be corrected in thirty (30) days, begun in good faith to correct such failure(s) and thereafter proceeded diligently to complete such correction, then the Board/DNR may, at its option, place the DWF in default and this IAA shall terminate on the date specified in such notice.

Article 23 – Termination for Convenience

Any party hereto, may terminate this IAA for the next fiscal year, without cause, by giving written notice to the other at least one hundred and eighty (180) days prior to the first day of the next fiscal year.

Article 24 – Fiscal Funding and Review

This IAA is conditioned and contingent upon the appropriation and availability of funds sufficient to permit DNR, through OMR, to maintain adequate staffing to fulfill the obligations required hereunder. In the event funds are not budgeted or appropriated in any fiscal year in the amount necessary to do so, this IAA shall be subject to termination upon the Board/DNR giving thirty (30) days written notice to the DWF.

Article 25 – Severability

This IAA sets forth the entire agreement between The Parties. If any section or provision is found to be invalid for any reason, such section or provision shall be severed from the IAA and the remainder of the terms and conditions thereof shall be fully binding upon The Parties. Further, The Parties agree that every effort shall be made to reform and replace such severed section or provision with a valid, lawful and enforceable section or provision that comes as close as possible to expressing the intention of the severed section or provision.

Article 26 – Preparation

This IAA has been collaboratively prepared and entered into as a result of arm's length negotiations between The Parties, with the advice of counsel, and not by any party to the exclusion of any other. As such, this IAA is not to be construed against any party by reason of such preparation.

Article 27 – Auditor's Clause

The Parties acknowledge and understand that the Legislative Auditor of the State of Louisiana and/or the auditors of the Office of the Governor, Division of Administration shall have the option and right to audit all documents, materials and activities related to this IAA in accordance with La. R.S. 24:513.

Article 28 – Discrimination Clause

The Parties agree to abide by the requirements of the following, as applicable: Title VI and VII of the Civil Rights Act of 1964, as amended by the Equal Opportunity Act of 1972; Federal Executive Order 11246; the Federal Rehabilitation Act of 1973, as amended; the Vietnam Era Veteran's Readjustment Assistance Act of 1974; Title IX of the Education Amendments of 1972; the Age Discrimination in Employment Act of 1975; the Americans with Disabilities Act of 1990 and the ADA Amendments Act of 2008.

The Parties further agree to not discriminate in their employment practices and will render services under this IAA without regard to race, color, religion, age, sex, national origin, veteran status, political affiliation, disability, or age in any matter relating to employment. Any act of discrimination committed by any party, or failure to comply with these statutory obligations, as applicable, shall be grounds for termination of this IAA.

Article 29 – Remedies for Default

Any claim or controversy between the parties arising out of this IAA shall be resolved in accordance with the provisions of La. R.S. 39:1672.2-1672.4.

WITNESSES:

DEPARTMENT OF WILDLIFE AND FISHERIES

Bryan McClinton

Jack Montoucet, Secretary

Austina Coolman

**Daniel Henry #31776
Notary Public**

WITNESSES:

DEPARTMENT OF NATURAL RESOURCES

Ashlee McNeely

Thomas F. Harris, Secretary

William Iturralde

**James J. Devitt, III #19551
Notary Public**

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #20-010-005

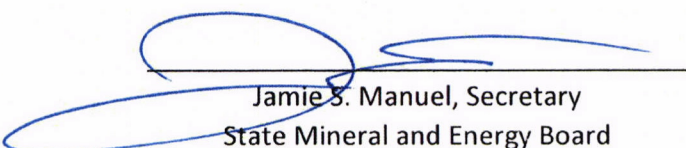
(DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item A from the October 14, 2020 meeting be approved, said instrument being an Oil, Gas and Mineral Lease from the Plaquemines Parish Government, dated May 28, 2020, awarded to Hilcorp Energy I, L.P., covering lands located in a portion of Section 1, T21S, R26E, situated in the North half of the Northwest Quarter, containing approximately 34 acres, more or less, with further contractual obligations being more enumerated in the instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020 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.



Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #20-10-006 (DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, 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 14, 2020 meeting be approved, said an Assignment from Castex Energy Partners, LLC to Talos Third Coast LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 378, 5683, 14108, 19531, 20035, 20219, 20220, 20221, 20222, 20223, 20224, 20367, 20368, 20369, 20526, 20527, 20528, 20529, 20530, 20753, 21608, 21614, 21615 and 21616, Lafourche, St. Mary and Terrebonne Parishes, Louisiana, with further particulars being stipulated in the instrument.

Talos Third Coast LLC is designated as the joint account Lessee (contact company) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

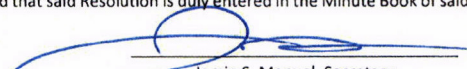
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020, 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.


Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

RECEIVED
OFFICE OF
MINERAL RESOURCES
STATE MINERAL BOARD
2020 NOV 12 AM 9:59

Resolution #20-10-007 (DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, 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 14, 2020 meeting be approved, said an Assignment from The Meridian Resource & Exploration, LLC to Viceroy Petroleum, LP, of all of Assignor's right, title and interest in and to a portion of State Lease No. 340 described on "Exhibit A", Cote Blanche Island Field St. Mary Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

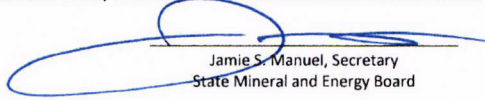
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

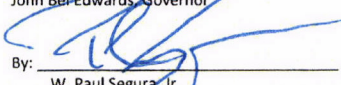
BE IT FURTHER RESOLVED that either the Chairman, Vice-Chairman or Secretary is hereby authorized to reflect the approval of the State Mineral and Energy Board by affixing his signature to the aforesaid instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020, 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.


Jamie S. Manuel, 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 #20-10-008

(DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, 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 14, 2020 meeting be approved, said an Assignment from Range Louisiana Operating, LLC to Castleton TVL LLC, of all of Assignor's right, title and interest in and to Operating Agreement "A0305", Jackson Parish, Louisiana, with further particulars being stipulated in the instrument.

Castleton TVL LLC is designated as the joint account Lessee (contact company) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

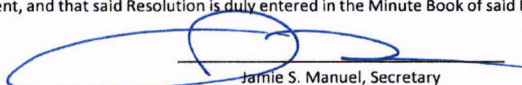
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020, 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.


Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #20-10-009 (DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, 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 14, 2020 meeting be approved, said an Assignment from Deep South Energy, Inc. to Martin Energy LLC, of all of Assignor's right, title and interest in and to State Lease Nos. 18165, 21187, 21692, 21693, 21694 and 21695, Plaquemines Parish, Louisiana, with further particulars being stipulated in the instrument.

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

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

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

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

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

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

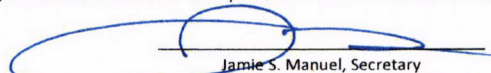
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020, 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.


Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #20-10-010

(DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, 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 14, 2020 meeting be approved, said A Sublease and Amendment of Sublease from Indigo Minerals LLC to Key Exploration Ltd. of Texas, of all of Assignor's right, title and interest in and to State Lease No. 19831, DeSoto Parish, Louisiana, **INSOFAR AND ONLY INSOFAR AS** said lease is situated in Sec 31 and S/2 of Sec 32, T14N, R12W and Sec. 4 and N/2 of Sec. 5, T13N, R12W, with further particulars being stipulated in the instrument.

Key Exploration Ltd. of Texas is designated as the joint account Lessee (contact company) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

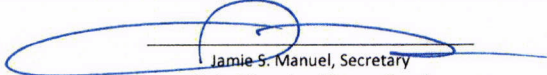
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020, 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.


Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #20-10-011

(DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, 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 14, 2020 meeting be approved, said an Assignment from Mammoth Minerals, LLC to USG Properties Haynesville, LLC, of all of Assignor's right, title and interest in and to State Lease No. 21872. Caddo Parish, Louisiana, with further particulars being stipulated in the instrument.

USG Properties Haynesville, LLC is designated as the joint account Lessee (contact company) pursuant to State Mineral and Energy Board Resolution dated September 10, 1975.

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

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

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

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

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

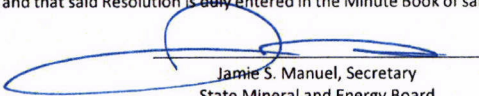
5) That for purposes of recordation and notice, certified copies of this Resolution be attached to all docketed copies of the instrument approved hereby; and

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

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

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020, 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.


Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Resolution #20-010-012

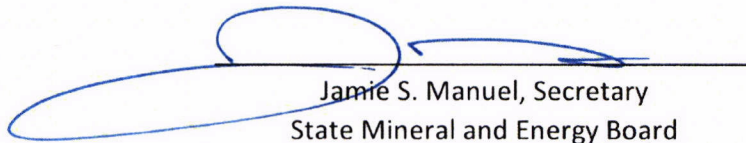
(DOCKET)

On motion of Mr. Young, seconded by Ms. LeBlanc, the following Resolution was offered and adopted:

BE IT RESOLVED by the State Mineral and Energy Board that Docket Item 20-07 from the October 14, 2020 meeting be approved, said instrument being a Lease Amendment by and between the State of Louisiana, acting through its agency, the Louisiana State Mineral & Energy Board, Fieldwood Energy LLC and Apache Shelf Exploration LLC, whereas said parties desire to amend said leases to include oil shut in language to these leases, affecting State Lease Nos. 16473 and 16475, Hog Bayou Field, Cameron Parish, Louisiana, with further particulars being stipulated in the instrument.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a Resolution adopted at a meeting of the State Mineral and Energy Board held in the City of Baton Rouge, Louisiana, on the 14th day of October, 2020 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.


Jamie S. Manuel, Secretary
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Executive Session Discussion
Re: LLOX v. State, Docket No. 787-
453, 24th Judicial District Court,
Jefferson Parish (Maier family
settlement offer)

RESOLUTION # 20-10-013

(EXECUTIVE SESSION)

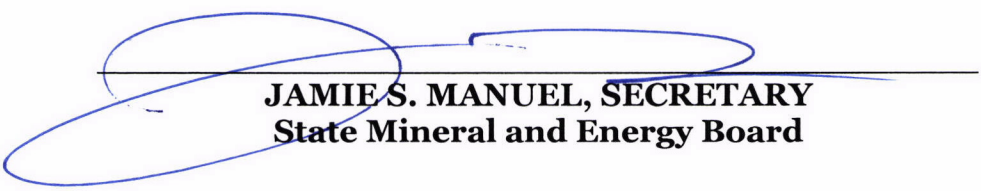
WHEREAS, a discussion was held in Executive Session regarding the matter entitled: LLOX v. State, Docket No. 787-453, 24th Judicial District Court, Jefferson Parish (Maier family settlement offer);

ON MOTION of Mr. Arnold, seconded by Mr. Watkins, 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 granted authority to Staff and the Attorney General's office to accept the Maier family counter offer of settlement as discussed in Executive Session, in principle, subject to drafting of an appropriate instrument, execution thereof, proper advertisement, and placement on the Docket for final approval.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 14th day of October, 2020 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 the State Mineral and Energy Board and is now in full force and effect.



JAMIE S. MANUEL, SECRETARY
State Mineral and Energy Board

RESOLUTION

LOUISIANA STATE MINERAL AND ENERGY BOARD

Executive Session Discussion
Re: LLOX v. State, Docket No. 787-
453, 24th Judicial District Court,
Jefferson Parish (Purcell family
settlement offer)

RESOLUTION # 20-10-014

(EXECUTIVE SESSION)

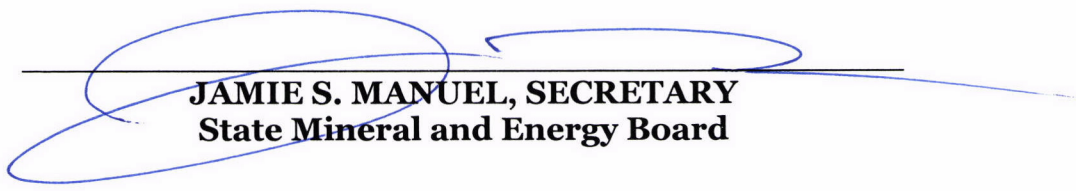
WHEREAS, a discussion was held in Executive Session regarding the matter entitled: LLOX v. State, Docket No. 787-453, 24th Judicial District Court, Jefferson Parish (Purcell family settlement offer);

ON MOTION of Mr. White, seconded by Mr. Watkins, 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 granted authority to Staff and the Attorney General's office to reject the Purcell family offer of settlement and counteroffer as per the terms discussed in Executive Session.

CERTIFICATE

I HEREBY CERTIFY that the above is a true and correct copy of a Resolution adopted at a meeting on the 14th day of October, 2020 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 the State Mineral and Energy Board and is now in full force and effect.



JAMIE S. MANUEL, SECRETARY
State Mineral and Energy Board