

**STATE OF NEW MEXICO
ENERGY, MINERALS AND NATURAL RESOURCES DEPARTMENT
OIL CONSERVATION DIVISION**

**IN THE MATTER OF APPLICATION FOR
COMPULSORY POOLING SUBMITTED BY
APACHE CORPORATION**

**CASE NO. 21082
ORDER NO. R-21227**

ORDER

The Director of the New Mexico Oil Conservation Division (“OCD”), having heard this matter through a Hearing Examiner on March 5th, 2020, and after considering the testimony, evidence, and recommendation of the Hearing Examiner, issues the following Order.

FINDINGS OF FACT

1. Apache Corporation (“Operator”) submitted an application (“Application”) to compulsory pool the uncommitted oil and gas interests within the spacing unit (“Unit”) described in Exhibit A. The Unit is expected to be a standard horizontal spacing unit. 19.15.16.15(B) NMAC. Operator seeks to be designated the operator of the Unit.
2. Operator will dedicate the well(s) described in Exhibit A (“Well(s)”) to the Unit.
3. Operator proposes the supervision and risk charges for the Well(s) described in Exhibit A.
4. Operator identified the owners of uncommitted interests in oil and gas minerals in the Unit and provided evidence that notice was given.
5. The Application was heard by the Hearing Examiner on the date specified above, during which Operator presented evidence through affidavits in support of the Application. No other party presented evidence at the hearing.

CONCLUSIONS OF LAW

6. OCD has jurisdiction to issue this Order pursuant to NMSA 1978, Section 70-2-17.
7. Operator is the owner of an oil and gas working interest within the Unit.
8. Operator satisfied the notice requirements for the Application and the hearing as required by 19.15.4.12 NMAC.

9. OCD satisfied the notice requirements for the hearing as required by 19.15.4.9 NMAC.
10. Operator has the right to drill the Well(s) to a common source of supply at the depth(s) and location(s) in the Unit described in Exhibit A.
11. The Unit contains separately owned uncommitted interests in oil and gas minerals.
12. Some of the owners of the uncommitted interests have not agreed to commit their interests to the Unit.
13. The pooling of uncommitted interests in the Unit will prevent waste and protect correlative rights, including the drilling of unnecessary wells.
14. This Order affords to the owner of an uncommitted interest the opportunity to produce his just and equitable share of the oil or gas in the pool.

ORDER

15. The uncommitted interests in the Unit are pooled as set forth in Exhibit A.
16. The Unit shall be dedicated to the Well(s) set forth in Exhibit A.
17. Operator is designated as operator of the Unit and the Well(s).
18. If the location of a well will be unorthodox under the spacing rules in effect at the time of completion, Operator shall obtain the OCD's approval for a non-standard location in accordance with 19.15.16.15(C) NMAC.
19. The Operator shall commence drilling the Well(s) within one year after the date of this Order, and complete each Well no later than one (1) year after the commencement of drilling the Well.
20. This Order shall terminate automatically if Operator fails to comply with Paragraph 19 unless Operator obtains an extension by an amendment of this Order for good cause shown.
21. The infill well requirements in 19.15.13.9 NMAC through 19.15.13.12 NMAC shall be applicable.
22. Operator shall submit to each owner of an uncommitted working interest in the pool ("Pooled Working Interest") an itemized schedule of estimated costs to drill, complete, and equip the well ("Estimated Well Costs").
23. No later than thirty (30) days after Operator submits the Estimated Well Costs, the owner of a Pooled Working Interest shall elect whether to pay its share of the

Estimated Well Costs or its share of the actual costs to drill, complete and equip the well ("Actual Well Costs") out of production from the well. An owner of a Pooled Working Interest who elects to pay its share of the Estimated Well Costs shall render payment to Operator no later than thirty (30) days after the expiration of the election period, and shall be liable for operating costs, but not risk charges, for the well. An owner of a Pooled Working Interest who fails to pay its share of the Estimated Well Costs or who elects to pay its share of the Actual Well Costs out of production from the well shall be considered to be a "Non-Consenting Pooled Working Interest."

24. No later than one hundred eighty (180) days after Operator submits a Form C-105 for a well, Operator shall submit to OCD and each owner of a Pooled Working Interest an itemized schedule of the Actual Well Costs. The Actual Well Costs shall be considered to be the Reasonable Well Costs unless OCD or an owner of a Pooled Working Interest files a written objection no later than forty-five (45) days after receipt of the schedule. If OCD or an owner of a Pooled Working Interest files a timely written objection, OCD shall determine the Reasonable Well Costs after public notice and hearing.
25. No later than sixty (60) days after the expiration of the period to file a written objection to the Actual Well Costs or OCD's order determining the Reasonable Well Costs, whichever is later, each owner of a Pooled Working Interest who paid its share of the Estimated Well Costs shall pay to Operator its share of the Reasonable Well Costs that exceed the Estimated Well Costs, or Operator shall pay to each owner of a Pooled Working Interest who paid its share of the Estimated Well Costs its share of the Estimated Well Costs that exceed the Reasonable Well Costs.
26. The reasonable charges for supervision to drill and produce a well ("Supervision Charges") shall not exceed the rates specified in Exhibit A, provided however that the rates shall be adjusted annually pursuant to the COPAS form entitled "Accounting Procedure-Joint Operations."
27. No later than within ninety (90) days after Operator submits a Form C-105 for a well, Operator shall submit to OCD and each owner of a Pooled Working Interest an itemized schedule of the reasonable charges for operating and maintaining the well ("Operating Charges"), provided however that Operating Charges shall not include the Reasonable Well Costs or Supervision Charges. The Operating Charges shall be considered final unless OCD or an owner of a Pooled Working Interest files a written objection no later than forty-five (45) days after receipt of the schedule. If OCD or an owner of a Pooled Working Interest files a timely written objection, OCD shall determine the Operating Charges after public notice and hearing.
28. Operator may withhold the following costs and charges from the share of production due to each owner of a Pooled Working Interest who paid its share of

the Estimated Well Costs: (a) the proportionate share of the Supervision Charges; and (b) the proportionate share of the Operating Charges.

29. Operator may withhold the following costs and charges from the share of production due to each owner of a Non-Consenting Pooled Working Interest: (a) the proportionate share of the Reasonable Well Costs; (b) the proportionate share of the Supervision and Operating Charges; and (c) the percentage of the Reasonable Well Costs specified as the charge for risk described in Exhibit A.
30. Operator shall distribute a proportionate share of the costs and charges withheld pursuant to paragraph 29 to each Pooled Working Interest that paid its share of the Estimated Well Costs.
31. Each year on the anniversary of this Order, and no later than ninety (90) days after each payout, Operator shall provide to OCD and each owner of a Non-Consenting Pooled Working Interest a schedule of the revenue attributable to a well and the Supervision and Operating Costs charged against that revenue.
32. Any cost or charge that is paid out of production shall be withheld only from the share due to an owner of a Pooled Working Interest. No cost or charge shall be withheld from the share due to an owner of a royalty interests. For the purpose of this Order, an unleased mineral interest shall consist of a seven-eighths (7/8) working interest and a one-eighth (1/8) royalty interest.
33. Except as provided above, Operator shall hold the revenue attributable to a well that is not disbursed for any reason for the account of the person(s) entitled to the revenue as provided in the Oil and Gas Proceeds Payment Act, NMSA 1978, Sections 70-10-1 *et seq.*, and relinquish such revenue as provided in the Uniform Unclaimed Property Act, NMSA 1978, Sections 7-8A-1 *et seq.*
34. The Unit shall terminate if (a) the owners of all Pooled Working Interests reach a voluntary agreement; or (b) the well(s) drilled on the Unit are plugged and abandoned in accordance with the applicable rules. Operator shall inform OCD no later than thirty (30) days after such occurrence.
35. OCD retains jurisdiction of this matter for the entry of such orders as may be deemed necessary.

**STATE OF NEW MEXICO
OIL CONSERVATION DIVISION**




**ADRIENNE SANDOVAL
DIRECTOR
AES/kms**

Date: 4/07/2020

EXHIBIT "A"

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|---|---|
| APPLICATION CHECKLIST (pdf) | |
| BE SUPPORTED BY SIGNED AFFIDAVITS | |
| Case: 21082 | APPLICANT'S RESPONSE |
| Date 3/5/20 | |
| Applicant | Apache Corporation |
| Designated Operator & OGRID (affiliation if applicable) | Apache Corporation (OGRID 873) |
| Applicant's Counsel: | Modrall Sperling |
| Case Title: | APPLICATION OF APACHE CORPORATION FOR COMPULSORY POOLING, EDDY COUNTY, NEW MEXICO, CASE NO. 21082 |
| Entries of Appearance/Intervenors: | None |
| Well Family | Dustbowl |
| Formation/Pool | |
| Formation Name(s) or Vertical Extent: | Bone Spring Formation |
| Primary Product (Oil or Gas): | Oil |
| Pooling this vertical extent: | Bone Spring Formation |
| Pool Name and Pool Code: | Lusk; Bone Spring Pool (Code: 41442) |
| Well Location Setback Rules: | Latest Statewide Horizontal Rules Apply |
| Spacing Unit Size: | 320 Acres |
| Spacing Unit | |
| Type (Horizontal/Vertical) | Horizontal |
| Size (Acres) | 320 Acres |
| Building Blocks: | Quarter Quarter Sections |
| Orientation: | South to North |
| Description: TRS/County | W/2 E/2 of Sections 11 and 14, Township 19 South, Range 32 East, NMPM, Lea County, New Mexico |
| Standard Horizontal Well Spacing Unit (Y/N), if No, describe | Yes |
| Other Situations | |
| Depth Severance: Y/N. If yes, description | No |
| Proximity Tracts: If yes, description | No |
| Proximity Defining Well: If yes, description | N/A |
| Applicant's Ownership in Each Tract | Exhibit B.5 |
| Well(s) | |
| Name & API (if assigned), surface and bottom hole location, footages, completion target, orientation, completion status (standard or non-standard) | See Exhibit B.1-82 and Exhibit B.2-82 |
| Well #1 | Dustbowl 11-14 Fed Com 203H, API No. (Do not have yet) SHL: 200' feet from the South line and 2485 feet from the East line, (Unit O) of Sections 14, Township 19 South, Range 32 East, NMPM. BHL: 50' feet from the North line and 1880 feet from the East line, (Unit B) of Sections 11, Township 19 South, Range 32 East, NMPM. Completion Target: 2nd Bone Spring Sand at approx 9600 feet TVD. Well Orientation: South to North Completion Location expected to be: standard |
| Horizontal Well First and Last Take Points | Exhibit B.2-82 |
| Completion Target (Formation, TVD and MD) | Exhibit B.1-82; Exhibit B.2-82; Exhibit B.6; Exhibit C.6, Exhibit C.7 |
| AFE Capex and Operating Costs | |
| Drilling Supervision/Month \$ | 7,000 |
| Production Supervision/Month \$ | 700 |
| Justification for Supervision Costs | Exhibit B.4-82 for AFEs |

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| Requested Risk Charge | 200%; see Exhibit B |
| Notice of Hearing | |
| Proposed Notice of Hearing | Exhibit D.1 |
| Proof of Mailed Notice of Hearing (20 days before hearing) | Exhibits D.2 |
| Proof of Published Notice of Hearing (10 days before hearing) | Exhibit D.3 |
| Ownership Determination | |
| Land Ownership Schematic of the Spacing Unit | Exhibit B; Exhibit B-5; Exhibit B.3-82 |
| Tract List (including lease numbers and owners) | Exhibit B.5 |
| Pooled Parties (including ownership type) | Exhibit B.5 |
| Unlocatable Parties to be Pooled | Exhibit B.5; Exhibit D.3 |
| Ownership Depth Severance (including percentage above & below) | None |
| Joinder | |
| Sample Copy of Proposal Letter | Exhibit B.6 |
| List of Interest Owners (ie Exhibit A of JOA) | Exhibit B.3-82; Exhibit B.5 |
| Chronology of Contact with Non-Joined Working Interests | Exhibit B.7 |
| Overhead Rates In Proposal Letter | Exhibit B.5 |
| Cost Estimate to Drill and Complete | Exhibit B.4-82 for AFEs |
| Cost Estimate to Equip Well | Exhibit B.4-82 for AFEs |
| Cost Estimate for Production Facilities | Exhibit B.4-82 for AFEs |
| Geology | |
| Summary (including special considerations) | Exhibit C |
| Spacing Unit Schematic | Exhibits B.2-82, C.2, C.3 and C.3 |
| Gunbarrel/Lateral Trajectory Schematic | Exhibit C.2 |
| Well Orientation (with rationale) | Exhibit C |
| Target Formation | Exhibits B.1-82, C.3 through C.7 |
| HSU Cross Section | Exhibits C.6 and C.7 |
| Depth Severance Discussion | Exhibit B |
| Forms, Figures and Tables | |
| C-102 | Exhibits B.2-82 |
| Tracts | Exhibit B.3-82; Exhibit B.5 |
| Summary of Interests, Unit Recapitulation (Tracts) | Exhibit B.5 |
| General Location Map (including basin) | Exhibit C.1 |
| Well Bore Location Map | Exhibits C.2 through C.5 |
| Structure Contour Map - Subsea Depth | Exhibit C.3 |
| Cross Section Location Map (including wells) | Exhibits C.5 |
| Cross Section (including Landing Zone) | Exhibits C.7 and C.8 |
| Additional Information | |
| CERTIFICATION: I hereby certify that the information provided in this checklist is complete and accurate. | |
| Printed Name (Attorney or Party Representative): | Lane Housh |
| Signed Name (Attorney or Party Representative): |  |
| Date: | 3/17/20 |

