Page 1

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

IN THE MATTER OF THE HEARING CALLED BY THE OIL CONSERVATION COMMISSION FOR THE PURPOSE OF CONSIDERING:

CASE NOS: 21273, 21274

IN THE MATTER OF THE APPLICATION OF MARATHON OIL PERMIAN LLC FOR COMPULSORY POOLING, EDDY COUNTY, NEW MEXICO.

REPORTER'S TRANSCRIPT OF VIRTUAL PROCEEDINGS COMMISSIONER HEARING, VOLUME 3 August 20, 2020 Santa Fe, New Mexico

BEFORE: ADRIENNE SANDOVAL, CHAIRWOMAN JORDAN KESSLER, COMMISSIONER DR. THOMAS ENGLER, COMMISSIONER MIGUEL LOZANO, ESQ.

This matter came on for virtual hearing before the New Mexico Oil Conservation Commission on Thursday, August 20, 2020 through the New Mexico Energy, Minerals, and Natural Resources Department, Webex Platform, Santa Fe, New Mexico.

Reported by: Irene Delgado, NMCCR 253 PAUL BACA PROFESSIONAL COURT REPORTERS 500 Fourth Street, NW, Suite 105 Albuquerque, NM 87102 505-843-9241

```
Page 2
1
                               APPEARANCES
 2
    FOR MARATHON OIL PERMIAN LLC:
 3
    DEANA BENNETT
    LANCE HOUGH
 4
    MODRALL SPERLING ROEHL HARRIS & SISK PA
     500 4th Street, NW, Suite 1000
5
    Albuquerque, NM 87102
     505-848-9710
6
    deana.bennett@modrall.com
7
8
    FOR BTA OIL PRODUCERS:
9
    DANA HARDY
    ANDY BLANCO
10
    HINKLE SHANOR LLP
    P.O. Box 0268
11
    Santa Fe, NM 87504
     505-982-4554
12
13
                          EXHIBITS (Admitted)
    Marathon Exhibits 18-20 and all attachments
14
                                                       09
                                                        27
15
    Marathon Exhibits 21-24 and all attachments
16
17
18
19
20
21
22
23
24
25
```

		Page 3
1	WITNESSES	
2	CHASE RICE	
3	Direct by Ms. Bennett	05
4	Cross by Ms. Hardy	09
5	YURI RODIONOV	
6	Direct by Ms. Bennett Cross by Ms. Hardy	11 27
7	Commission Examination	31
8	BRITTON McQUIEN	
9	Direct by Ms. Hardy Cross by Ms. Bennett	32 39
10	CLOSINGS	
11	By Ms. Bennett	58
12	By Ms. Hardy	58 62
13		
14	Reporter Certificate	48
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

CHAIRWOMAN SANDOVAL: Good morning, everybody. 1 2 It is 11:13, and we will continue hearing the cases from Thursday and Friday last week. As we stated last week, we 3 4 will start today's hearing with an hour of, of the new 5 exhibits that were presented in the Marathon and BTA case. I know that there was an objection from BTA 6 regarding the admission of any of these records. 7 This is an 8 administrative hearing which means, you know, we are trying 9 to take all of the information into -- into account as we 10 make a ruling. So we feel like we need this information in order 11 12 to make an accurate ruling on these cases. We will, as we 13 deliberate, you know, look at exhibits with the appropriate 14 weight depending upon, you know, when they were submitted throughout the deliberations, so that's something we will 15 look at. 16 17 In addition there was no objection during the initial hearing when mentioned that these exhibits would be 18 added to the record, and therefore we are going to accept 19 them and go ahead and discuss them very briefly today during 20 the hearing. 21 22 Really, you know, all you need to do is introduce 23 them, provide some very brief context, and again, very brief 24 cross. I think I mentioned last week that if we do not 25 finish today we will be finishing in November. So if

PAUL BACA PROFESSIONAL COURT REPORTERS 500 FOURTH STREET NW - SUITE 105, ALBUQUERQUE, NM 87102

Page 4

Page 5 either, you know, if any of the either parties have any 1 sense of urgency, we need to get through this today, we feel 2 like we can, while not unnecessarily rushing things. 3 4 We are expecting it's going to take a considerable time to deliberate, so, you know, we need to 5 also take into account that that time will be needed today 6 towards the end of the day. 7 8 With that, let's go ahead and get started, reconvene the BTA versus Marathon case with the new 9 10 exhibits. We have an hour allotted for this, and no more, so it is 11:15 now, by 12:15 we need to be moving back into 11 12 the BTA and Novo case. 13 MS. BENNETT: Understood. 14 CHAIRWOMAN SANDOVAL: Ms. Bennett, would you like 15 to recall any of your witnesses? MS. BENNETT: Yes. Thank you, Madam Chair. 16 At this time I would like to recall Mr. Chase Rice, the 17 landman. 18 MR. RICE: I am on the hearing, on the mic. 19 CHAIRWOMAN SANDOVAL: We can hear you. Court 20 reporters, will you swear him in again. 21 22 CHASE RICE 23 (Recalled and sworn, testified as follows:) 24 DIRECT EXAMINATION 25 BY MS. BENNETT:

Page 6 Thank you, Mr. Chase -- I'm sorry -- Mr. Rice. 1 Q. 2 Mr. Rice, you testified at the August 13, 2020 hearing; 3 right? 4 Α. That's correct. 5 And you heard the instructions from the chair a Q. 6 moment ago to be brief in our presentation of our new 7 exhibits; is that right? 8 Α. Yes. 9 So let's quickly go through the two exhibits that Q. we are going to talk about. Let's, first of all, for the 10 11 benefit of the Commissioners and Ms. Hardy and my witnesses, 12 we are going to work through our supplemental exhibit packet 13 in order, and so let's start with Exhibit Number 18. 14 Mr. Rice, can you explain what Exhibit Number 18 15 is? This is just approval from the BLM 16 Α. Sure. approving Marathon's development area. The Commissioners 17 requested that Novo provide it, so we ended up providing 18 19 that just for (unclear). 20 Thank you. Let's talk about Exhibit 19 now. Q. Can 21 you explain to the Commissioners what Exhibit 19 is, please? Sure. This is just a high-level location map of 22 Α. 23 various spacing units in relation to the green box which is 24 the Novo, BTA, Marathon Valkyrie area. This is just a --25 this will tie into the the well list that's in a later

Page 7 1 exhibit. It's just a kind of a reference map. 2 Q. And so you provided this map to give the 3 Commissioners a sense of where the Valkyrie unit is in 4 relation to the other wells that are part of the slides that are to follow? 5 6 Α. Yes. 7 Okay, thank you. Let's look at Exhibit 20 now. Q. Could you please describe to the examiners what Exhibit 20 8 9 is. 10 Yes, it's an exhibit that originally was Α. (unclear) setback that -- setback that would be created 11 between -- created by the BTA one half mile proposals. 12 As 13 you can see, it would result in one unnecessary setback. 14 This is for the Wolfcamp which would equate to 120 all 15 undeveloped and/or stranded acres. So the first page of 20 is BTA one half mile 16 plan. The second page is simply the currently approved Novo 17 18 2-mile plan and Marathon 2-mile plan showing the setback that has been eliminated. 19 20 And just to be clear, on Page 20, you are showing Q. 21 two sets -- the red rectangles are two sets of setbacks? 22 Α. Correct. 23 Are you -- is it your understanding that only Q. 24 one -- one set of those setbacks is an additional setback 25 that's unnecessary under the Marathon Novo plan?

Page 8 1 Α. Correct. 2 Q. Is that what you are trying to show on the second 3 page of Exhibit 20? 4 Α. Yes. 5 So you're not trying to (unclear) two additional Q. 6 setbacks on page -- Exhibit 20? 7 Α. Correct. 8 Okay. Q. 9 MS. BENNETT: Those are the only questions I have 10 for, for Mr. Rice. At this point I would --11 Q. Well, Mr. Rice, were Exhibits 18 through 20 12 either compiled from company business records or prepared by 13 you or prepared under your supervision? 14 Α. Yes. 15 MS. BENNETT: At this time I would like to move the admission of Exhibits 18 through 20. 16 MS. HARDY: I noted BTA's objection and filing, 17 and also I would not object to 19 or 18, but we did object 18 to 20. And I also wanted to note that with respect to the 19 lack of an objection during the initial public hearing, Ms. 20 Bennett had just asked her witness if he could provide the 21 information, hadn't actually requested that the Commission 22 allow it, and I ask for clarification of that today on 23 24 information that would be provided, and to confirm it was 25 all new information by Dr. Engler. And Ms. Bennett

Page 9 indicated that Commissioner Kessler had also requested 1 2 information, but when I looked back at the video, Commissioner Kessler actually didn't ask for a supplemental 3 4 exhibit, so I just wanted to note those for the record. 5 CHAIRWOMAN SANDOVAL: Those are noted. 6 MS. HARDY: Thank you. CHAIRWOMAN SANDOVAL: Commissioners, do you have 7 8 any objection entering 18 through 20 into the record? 9 COMMISSIONER KESSLER: No. 10 COMMISSIONER ENGLER: No objection. CHAIRWOMAN SANDOVAL: Marathon supplemental 11 12 Exhibits 18 through 20 are entered into the record. 13 (Exhibits Marathon 18-20 admitted.) 14 MS. BENNETT: Thank you. I have no further 15 questions. CHAIRWOMAN SANDOVAL: Ms. Hardy, do you have any 16 17 questions? 18 MS. HARDY: I do have a couple of very quick 19 questions. 20 CROSS-EXAMINATION 21 BY MS. HARDY: 22 Mr. Rice, with respect to Exhibit 18 --Q. 23 Α. Yes. 24 -- the development area was approved based on OCD Q. 25 Order 21251 which is the subject of this hearing; correct?

Page 10 1 Α. I'll agree that those numbers are the correct, 2 yes. 3 And on Exhibit 20, do you have that in front of 0. 4 you? 5 Oh, yes, sorry. Α. 6 0. Okay. Is Marathon asserting that the setback 7 areas create stranded acreage? 8 It creates areas where acreage is not going to be Α. efficiently or effectively produced because you won't be 9 10 able to fracture stimulate in that 660 area. 11 Q. But it's not actually stranded; is that right? 12 Α. Stranded in the sense it's not going to be 13 produced, so it's not stranded in the sense that you are 14 saying they can't -- it's stranded because you are not 15 producing out of it, so you could consider it stranded, but I'm just a landman. 16 17 0. Thank you. Those are all of my questions for 18 you. 19 Α. Okay, thanks. CHAIRWOMAN SANDOVAL: Commissioners, do you have 20 questions for Mr. Rice? 21 22 COMMISSIONER KESSLER: No. 23 COMMISSIONER ENGLER: No questions. 24 CHAIRWOMAN SANDOVAL: All right. Thank you. Ms. 25 Bennett, do you have any more witnesses?

Page 11 MS. BENNETT: Yes, Madam Chair, at this time I 1 2 would like to call or recall, I guess, Mr. Rodionov. He is 3 the engineer from Marathon. 4 THE WITNESS: I'm here. 5 CHAIRWOMAN SANDOVAL: Court reporter, would you 6 please reswear the witness. 7 YURI RODIONOV 8 (Recalled and sworn, testified as follows:) 9 DIRECT EXAMINATION 10 BY MS. HARDY: 11 Q. Thank you, Mr. Rodionov. You testified at the hearing on August 13, 2020; correct? 12 13 Α. Yes. 14 And the exhibits that you and I are going to talk 0. 15 about next are Exhibits 21 through 24 in the Marathon 16 supplemental exhibit packet; is that correct? 17 Α. That's correct. 18 And were you on the line a moment ago when the Q. 19 chair asked the parties to be brief? 20 Α. Yes. 21 Okay. So we will quickly move through these, but Q. 22 please feel free to add any color or nuance that you think I 23 may be skipping over if you feel like that's important to 24 you. 25 Let's start with Exhibit 21. Can you briefly

Page 12 1 describe Exhibit 21 for the Commissioners? 2 Α. Yes. Exhibit 21 reflects analysis of the potential reserves under the setbacks that would be () under 3 4 the Marathon 2-mile plan. 5 And are the setback lengths that are in the Q. 6 columns on the first two tables, are those taken from the information in Mr. Rice's Exhibit 20? 7 8 Α. That's correct. 9 And in the second column of each of the tables on Q. 10 the first page of 21, you have (unclear) number of wells 11 needed to cover the acreage, where did you get that 12 information from? 13 Α. Those information came from Marathon and BTA's 14 exhibits with the development proposals. 15 Okay. And then the setback feet per well, how 0. did you calculate that 200 feet or what is that 200 feet, 16 17 660 feet represent? That represents the footage which will, which 18 Α. will be required in each of those setbacks. And essentially 19 for the Second Bone, it's 100 feet, and because it's both 20 sides, it's 200 multiplied by the number of wells. 21 22 So that's the final column is the setback feet ο. 23 multiplied by the number of feet? 24 Α. Correct. 25 And here you -- the table includes Upper 0.

Page 13 Wolfcamp and Lower Wolfcamp. Is there a reason for 1 2 combining those -- the XY, Upper Wolfcamp, in Marathon 3 lingo, is XY and A, and Lower Wolfcamp, in Marathon 4 terminology, is C and D. Is there a reason why you combined 5 or why those are combined in this chart? 6 Α. Yes. That was done to streamline the process to 7 make the comparison easier. 8 Okay. Now, the second table, what does that Q. 9 table represent? 10 Α. Sorry, I'm sorry. Yeah, the second table essentially has the same information as the previous table 11 12 for the look at the setbacks, and the table shows the 13 difference or well pad between setback footages between two 14 proposals, BTA proposals and Marathon proposal. 15 Hold on a second, Mr. Rodionov. Let's stay on 0. 16 the first page of Exhibit 21. Is that what you were talking 17 about, or were you talking about the second page of Exhibit 18 21? 19 Α. I was talking about the second page of Exhibit 21, and I was going column by column. 20 Okay. Let's, just for the sake of completion, 21 Q. 22 let's look at the first page of Exhibit 21. 23 Α. Okay. 24 Could you just briefly describe the second table Q. 25 there that's labeled setback feet under the Marathon 2-mile

Page 14 1 plan? 2 Yeah, I'm sorry, I skipped over a page. So that Α. table is similar to the first table we looked at, and it 3 4 shows the setback feet under the -- under the Marathon 2-mile plan, it shows the setback length and number of wells 5 6 required and total footage for those setbacks. 7 Okay. And is there a reason why the Second Bone Q. 8 Spring wells showed a number -- showed two wells to cover 9 the acreage there instead of one which is what Marathon is 10 proposing? Yes, because in this proposal, Marathon would 11 Α. 12 have to drill one well in the N/2 N/2 section, and I recall 13 from a BTA witness saying that under that proposal, BTA will 14 still drill a 1-mile Bone Spring well covering N/2 N/2 15 Section 7. 16 Q. So the second well there is the BTA 1-mile 17 lateral? 18 Α. Correct. 19 ο. If they decided to choose that route? 20 Α. Yes. 21 Thank you for that. Now let's turn to the meat Q. 22 of the exhibit, and -- which is on Page 2. And please 23 describe for the examiners -- for the Commissioners what 24 exhibit -- the second page of Exhibit 2 shows. 25 Α. The second page of the exhibit shows the

Page 15 difference between setback footages between BTA and Marathon 1 2 proposals, which you can see in the column called Delta. So essentially it's the difference between the first two 3 4 columns, and the fourth column represents the average one year BOE per foot which we calculated from the wells which 5 you can see underneath the table. 6 7 We used RTI, Longview wells, Ogden wells, those 8 are four Ogden wells and the (unclear) wells, same wells BTA used for their exhibits. And we multiplied by Delta of the 9 10 footages to come up with potential reserves which would be not recovered. 11 12 And when you say the average one year BOE per 0. 13 foot, did you calculate that average? 14 Α. Yes. 15 And did you base that off of the publicly 0. available information? 16 17 Yes. Α. 18 And is that based on the first year production or Q. 19 subsequent year productions? 20 First year production. Α. 21 So that's the average of the first year Q. 22 production for the wells that you have identified below the 23 table; is that right? 24 Α. Correct. 25 And what's the total that you calculated would be 0.

Page 16 the additional average BOE that could be recovered under 1 2 Marathon's proposal? 3 Α. It's 134,282. 4 0. Okay. And let's see, I think -- let me just take 5 a quick look at my questions. I'm trying to go quickly, but 6 I want to make sure I haven't forgotten anything. 7 When you say average, what do you mean by average 8 one year BOE per foot? 9 So we look at cumulative volume oil produced by Α. 10 this well and average that number between all wells in that footage. 11 12 So like for the Second Bone Spring there were 0. 13 four wells that you used; is that right? 14 Yes. Α. 15 And so the number in the first column there 0. 16 represents the average of those four wells. Is that what 17 you are saying? 18 Α. That's correct. And same for the other two sets of wells? 19 ο. 20 Α. Yes. 21 Is there a typo in the third -- the final column Q. 22 about additional average BOE recovered? 23 Α. Yes. This comma is in the wrong place, it should 24 be placed after four, not after five. 25 So it should -- what should the total be for the 0.

Page 17 1 Upper Wolfcamp then? It's 54,952, so essentially the number doesn't 2 Α. 3 change, just the comma is in the wrong place. 4 0. Okay. Thank you. Let's go ahead and look at 5 Exhibit 22. Do you have that in front of you? 6 Α. Yes. 7 And Exhibit 22 has two pages; right? Q. 8 Α. Yes. Can you explain what the first page of Exhibit 22 is? 9 10 Α. Yes. So this first page of Exhibit 22 shows the cumulative barrels of oil per foot comparison between Ogden 11 wells and the child wells and Trebuchet, Mariner, Hermes and 12 13 Gravel Grinder. 14 And do you recall at the hearing on August 13 0. 15 your discussion with Commissioner Engler where he asked if 16 you had done modeling on the parent-child effect in, in 17 preparation for this hearing? 18 Α. Yes. 19 ο. And is this the modeling -- excuse me -- did you 20 answer yes to that question? 21 Α. Correct. Yes. 22 Is this the modeling that you were referring to ο. 23 in part in your response to Commissioner Engler's question 24 about prior modeling you had done? 25 Α. Yes.

Page 18 Does this first page of Exhibit 22 -- or what 1 0. 2 does this first page of Exhibit 22 tell you about the 3 parent-child effect? 4 Α. So when we look at the cumulative volume of parent Ogden wells which were developed first, we can see 5 6 that the volume is higher and the child wells have lower 7 volume. 8 Are the -- is the Ogden well a north-south or an ο. 9 east -- I'm sorry -- are the Ogden wells north-south wells 10 or east-west wells? North-south. 11 Α. 12 And so which -- so the Ogden parent, which part 0. 13 of the sections are those in? 14 Ogden parents were in the west -- I'm sorry --Α. 15 E/2 section. 16 Q. And the Ogden child? 17 Α. West half. 18 So the -- so the parent -- did you -- so there Q. 19 a relationship there that you have noted between the E/2 and 20 W/2; is that right? Correct. So parent wells were developed in the 21 Α. E/2 first, and then child wells were drilled in the W/2 and 22 23 they were impacted by the production of the parent wells. 24 Can look at the second page of Exhibit 22? Q. 25 Α. Yes.

Page 19 1 Are those additional examples of the parent-child 0. 2 effect that you supplied to me? 3 Α. Yes. 4 0. Did I inadvertently leave in two wells from the 5 table that you supplied to me? 6 Α. Yes, the (unclear) and White Snake well should 7 have been removed. 8 Okay. Other than that, though, the table that Q. 9 you provided to me shows parent-child wells? Α. 10 Yes. 11 Is that what you mean by infill wells? Q. 12 Α. Yes. Infill means child. 13 And what is your take-away from the parent-child Q. 14 couple that you have identified on the second page of 15 Exhibit 22? When we look at the barrels per foot comparison 16 Α. between parent and child wells, this table shows that parent 17 wells have higher barrels per foot compared to the child 18 19 wells. 20 And what do you attribute that difference in Q. 21 production to? 22 You can attribute it due to the -- to depletion Α. 23 caused by the parent wells which result in sub-optimal 24 stimulation of the child wells. 25 Okay. And, in your opinion, does your modeling 0.

Page 20 of the Ogden wells, along with your review of the wells that 1 2 we just discussed on Page -- on the second page of 22, in 3 conjunction with your experience support Marathon's concerns 4 that unless the N/2 and S/2 that we are discussing in these 5 cases are co-developed, there could be a parent-child 6 effect? 7 Yes. Α. And would Marathon's plans of co-developing the 8 Q. 9 N/2 and the S/2 ameliorate or minimize the parent-child 10 effect? 11 Α. Yes. 12 Would BTA's plan -- could BTA's proposal lead to Q. 13 the parent-child effect? 14 Yes, it will. Α. 15 Thank you. Let's turn now to -- the next 0. 16 exhibits we are going to talk -- two exhibits are Exhibits 17 23 and 24, but I just want to talk a little bit about what 18 led to the creation of Exhibits 23 and 24. Were you asked 19 by the Commissioners to provide backup data for the Exhibit 20 16 that Mr. Moore prepared? 21 Α. Yes. 22 And what happened when you went to the drawing ο. 23 board to access his information? 24 Α. Yeah. Unfortunately I was not able to access the 25 data Mr. Moore used because he is no longer with the

Page 21 company, so we decided to do this additional analysis. 1 2 And so despite your best efforts -- so I Q. 3 understand that Marathon may have tried to reach out to Mr. 4 Moore to ask for his data, where it was stored on the 5 Marathon files. Do you know if anyone at Marathon did that? Α. 6 Yes, we did our best effort, but we couldn't 7 retrieve that information. 8 So after you realized you couldn't access Mr. Q. 9 Moore's data, did you try to come up with -- what did you 10 do after you realized you couldn't access Mr. Moore's data? 11 Did you try to come up with some exhibits that would be responsive to Commissioner Engler's request? 12 13 Α. Yes. So we decided to create the Exhibit 23, which essentially shows the volume produced by laterals with 14 15 the different lateral lengths. 16 Q. And was this based on data that Marathon had in its files? 17 18 Yes. We used a public data. Α. 19 Q. Uh-huh. So that's Exhibit 23, and can you just 20 briefly explain what the first page of Exhibit 23 shows and specifically identify part of your legend that you used to 21 22 differentiate the wells, and then the type of curve that you 23 have used here and what sort of data you used in your method 24 for calculating? 25 Α. Yes. This plot shows the 12 -- the first 12

Page 22 months' cumulative oil production versus the percentile. 1 And it's color coded by the lateral length, and it shows 2 3 that five producing wells are -- of the wells which are 4 above a certain percentile are laterals which are 1.5 and 5 2-mile wells. 6 And so your Exhibit 23 shows that, for example, 0. 7 there are 2-mile laterals out at the very end of the S-curve, but there are also 1.5 miles that outperform 2-mile 8 9 laterals? 10 Α. Correct. 11 And this is based on cumulative oil; is that Q. 12 right? 13 Α. That's right. 14 And did you apply any sort of interpretations or 0. 15 any sort of judgment call to this plot, or is it just raw 16 data? 17 No, this is raw data from public sources. Α. 18 And so you just plotted the production values Q. 19 against the time to create this? 20 Α. Again, the percentile. 21 Q. The percentile, thank you. 22 Α. Yes, uh-huh. 23 And speaking of time, what is -- let's look at Q. 24 exhibit -- the spreadsheet you have attached to Exhibit 23. 25 Α. Okay.

Page 23 Can you briefly describe the different columns on 1 Q. 2 this spreadsheet? Yes. This is the older wells which were used to 3 Α. 4 create the first page of Exhibit 23. It has well, API number, well name, operator, lateral length (unclear) volume 5 6 and the fluid volume used in stimulation and landing zone 7 and data completion. 8 Okay. Thank you. The -- this spreadsheet, Q. 9 though, does not -- well, first of all, this spreadsheet 10 covers multiple zones; is that right? 11 Α. Correct. 12 And but it doesn't cover or it doesn't include 0. 13 the first year of production information that you used to 14 plot the -- the red dots or the dots on the S-curve on Page 15 23, does it? No, this particular table does not. 16 Α. 17 0. Where did you get the first year of production 18 information? 19 Α. We got it from the public data, IHS. 20 Okay. And so this -- is this slide based on Q. 21 first year production information? 22 Α. Yes. 23 By this slide, I mean Exhibit 23, first page. Q. 24 Α. Yes, correct, that's first 12 months' production. 25 So if there is a well in the spreadsheet that you 0.

Page 24 have attached to Exhibit 23 that doesn't have a first year's 1 2 worth of production, would that well have been included in 3 the plot on the first page of 23? 4 Α. No, it will not. 5 Okay. (Pause.) Just make sure I asked you all Q. 6 the questions I wanted to. Oh, the wells that are 7 identified on Pages 1 through 15 of the spreadsheet, which is the entire spreadsheet, is it your understanding that the 8 9 locator map that Mr. Rice prepared and testified to, which 10 is Exhibit 19, was -- that locator map was intended to 11 include most of the wells, the units that encompass these 12 wells on your spreadsheet? 13 Α. Yes. 14 So just as a final question, what is your 0. 15 takeaway from Exhibit 23? So Exhibit 23 shows that out of the wells which 16 Α. which were sampled, longer laterals have higher cumulative 17 18 oil volume produced. Okay. Thank you. And you understand -- or you 19 Q. 20 are not suggesting that Slide 23 shows that 2-mile laterals 21 are more efficient than 1.5 mile laterals, right, just that 22 they have a higher cumulative oil --23 Α. That's correct. 24 -- percentage? Let's look then at Exhibit 24. Q. 25 Α. Okay.

Page 25 1 Did you prepare Exhibit 24 and the chart that 0. 2 accompanies it? I didn't do it personally. We did it in 3 Α. 4 collaboration with our team. Have you reviewed Exhibit 24 and the data that's 5 Q. 6 in the chart that accompanies it? 7 Α. Yes. 8 And do you know, who did prepare this chart? Q. 9 So this chart was prepared by the development Α. 10 director of permian. 11 Q. And he calculated the drilling cost per foot? 12 Α. Correct. 13 And you coordinated with him about where those Q. 14 costs came from and how he calculated those costs; right? 15 Α. Yes. 16 So when you look at this Exhibit 24, can you Q. 17 please explain to the Commissioners what DRL cost per lateral foot means? 18 It means drilling cost per lateral foot. 19 Α. 20 And then underneath that is a bracket that says Q. 21 percentage of SL. What does that mean? 22 So SL, XL and XXL is our internal abbreviation of Α. 23 1-mile, 1.5-mile and 2-mile laterals. And percentages means 24 that everything is normalized versus 1-mile lateral. 25 So when you say normalized versus 1-mile lateral, 0.

Page 26 can you explain that a bit more? Does that mean that the 1 2 100 percentile was the starting point and then each subsequent calculation was based off or calibrated to the 3 100 percent? 4 5 Α. Yeah. If one mile -- if cost for 1-mile lateral per foot well is 100 percent, everything else will be 6 referenced with that 1 mile. You see all the percentages 7 that reflects those percentages in relation to 1 mile. 8 9 CHAIRWOMAN SANDOVAL: Just so that you know that 10 you have an hour for both parties. MS. BENNETT: Yes, I'm sorry, I'm was trying to 11 12 finish up. Just one more question. 13 What's your takeaway from this slide, Mr. 0. Rodionov? 14 This slide shows that longer laterals are more 15 Α. 16 capital efficient. 17 Q. Okay. Thank you. Were Exhibits 21 through 24 18 prepared by you or under your supervision or compiled from 19 company business records? 20 Α. Yes. MS. BENNETT: At this time I would move to 21 22 have Exhibits 21 through 24 admitted into the record 23 MS. HARDY: I object for the reasons stated that I gave earlier. 24 25 CHAIRWOMAN SANDOVAL: That has been noted.

Page 27 Commissioners? 1 2 COMMISSIONER KESSLER: I have no questions. CHAIRWOMAN SANDOVAL: No. Or no objection. 3 COMMISSIONER ENGLER: No objection. 4 5 CHAIRWOMAN SANDOVAL: Marathon Exhibits 21 6 through 24 are now entered into the record. 7 (Exhibits Marathon 21-24 admitted.) CHAIRWOMAN SANDOVAL: Ms. Hardy, do you have any 8 9 questions for the witness? MS. HARDY: I do have a couple of questions. 10 11 Thank you. 12 CROSS-EXAMINATION 13 BY MS. HARDY: Mr. Rodionov, on 21 regarding setbacks, the 14 Q. 15 analysis is based on the assumption that the Division and 16 Commission's rules strand reserves underlying the setbacks; 17 is that right? Α. I wouldn't say those exact words. I would 18 No. say it's based on the understanding that the sufficient () 19 those reserves under those setbacks, those reserves, it all 20 21 has to be effectively stimulated. And if it is not 22 effectively stimulated, it will affect the recovery. 23 Setbacks are required by the rules; correct? Q. 24 Α. Correct. 25 Do you believe it was the intent of the setback Q.

Page 28 rules to strand or prohibit development of the reserves 1 2 underlying the setbacks? 3 I cannot quite answer the question because I Α. 4 don't know the background behind the rationale for those 5 rules. 6 0. Can you look at Exhibit 22, please? 7 Α. Yes. 8 And specifically with respect to the additional Q. 9 examples that are listed on Page 2 of Exhibit 22, these 10 wells are mostly in the Lower Wolfcamp; is that right? Α. No. It's not correct. Those are not Lower 11 12 Wolfcamp wells. 13 Are those most of the wells in the Lower Q. 14 Wolfcamp? 15 Α. No. 16 And the exhibit uses 12 months barrels of oil per Q. 17 foot for comparison; correct? 18 Α. Yes. 19 ο. Okay. And with respect to the Haroun Ranch 4H 20 well, it's a mile and a half from the 2H; isn't that right? I need to look at the map, I do not recall the 21 Α. actual distance. 22 23 Do you recall whether the 3H Haroun Ranch well is 0. 24 between 2H and the 4H? 25 Α. Which one?

		Page 29	
1	Q.	The Haroun Ranch 3H is in between the 4H and 2H?	
2	Α.	I need to check that. I don't remember.	
3	Q.	Okay. But you have listed the Haroun Ranch 4 as	
4	a child well; right?		
5	Α.	Correct.	
6	Q.	On Exhibit 23, with respect to the chart listing	
7	the wells,	I think you said earlier that this exhibit does	
8	not addres	s recovery efficiency in barrels of oil per foot;	
9	is that ri	ght?	
10	Α.	Exhibit 24?	
11	Q.	23.	
12	Α.	Oh, sorry, 23. Correct, it shows that absolutely	
13	BOE recovery is higher, yes.		
14	Q.	But not efficiency?	
15	Α.	But not efficiency.	
16	Q.	And the list of wells includes multiple horizons	
17	from the Third Bone Spring through the Lower Wolfcamp;		
18	correct?		
19	Α.	That is correct.	
20	Q.	And it provides information regarding multiple	
21	operators on multiple projects; correct?		
22	Α.	Correct.	
23	Q.	And it doesn't provide information regarding	
24	spacing or	completion practices; correct?	
25	Α.	Correct. Well, spacing, no, but completion	

Page 30 1 volumes are provided in the table. 2 Q. Okay. With respect to your Exhibit 24, the 3 exhibit only includes 30 1-mile wells; is that right? 4 Α. I didn't -- I need to count it, but I don't know exact number, but those, those wells, everything which 5 6 wasn't used is in the table on the second page Exhibit 24. 7 Q. And are you aware that it includes only six 1.5-mile wells? 8 9 Α. Yes. 10 Q. And two 2-mile wells; correct? 11 Α. Correct. 12 Okay. And Exhibits 23 and 24 are additional 0. 13 analyses regarding your prior testimony; is that right? 14 Α. Yes. 15 Okay. And so when you testified previously about Q. 16 Exhibit 16, you hadn't reviewed the underlying data 17 reflected in that exhibit because it wasn't available; 18 correct? 19 Α. Yes. 20 So you were just testifying about that exhibit Q. 21 without the underlying data; correct? I didn't have a chance to raw data which was used 22 Α. 23 to create the exhibit, but I had access to conclusions 24 provided by that exhibit, correct. 25 Those are all of my questions. Thank you. 0.

Page 31 1 CHAIRWOMAN SANDOVAL: Commissioners, do you have 2 any questions? 3 COMMISSIONER KESSLER: No. 4 COMMISSIONER ENGLER: Yeah. Mr. Rodionov, again, to clarify, your Exhibit 16 5 6 was from a well database that you don't have access to that was Upper Wolfcamp only; is that correct? 7 8 THE WITNESS: That is correct. COMMISSIONER ENGLER: And your new Exhibit 23 is 9 10 from a database that you do have access to that encompasses multiple horizons; is that correct? 11 12 THE WITNESS: Yes. 13 COMMISSIONER ENGLER: Okay. One last question. 14 In your Exhibit 16, the comparison was related to the EUR 15 and EUR per foot. In your new Exhibit 23 you are just talking about 12 months cume oil. Do you believe that 12 16 months cume oil is a good reflection of EUR? 17 THE WITNESS: Yes, we have internal data to 18 support that, that first year cumulative oil reflects higher 19 ultimate recovery. 20 21 COMMISSIONER ENGLER: Do you have data or knowledge that the EUR per lateral foot as your Exhibit 16 22 23 was trying to prove also then is true for these wells that 24 you just presented? 25 THE WITNESS: Can you say that again? I didn't

Page 32 1 quite hear you, the end of your question. 2 COMMISSIONER ENGLER: For your data, for your new 3 Exhibit 23, do you have knowledge or information to say that 4 the EUR per lateral foot for those wells, do you have that, and is there a relationship between lateral length and that 5 6 recovery? THE WITNESS: I don't have that information 7 8 readily available, but it can be obtained, calculated, yes. 9 COMMISSIONER ENGLER: Thank you. No more 10 questions. CHAIRWOMAN SANDOVAL: No questions for me. 11 Ms. Bennett, do you have any more witnesses? 12 13 MS. BENNETT: No, I do not, thank you. 14 CHAIRWOMAN SANDOVAL: Thank you. Ms. Hardy, do 15 you have any witnesses? MS. HARDY: I do have one witness to address the 16 supplemental exhibits and that's Britton McQuien. 17 18 CHAIRWOMAN SANDOVAL: Mr. McQuien, are you there? 19 THE WITNESS: Yes, I'm here. Can you hear me? 20 CHAIRWOMAN SANDOVAL: Yes. Court reporter, will you please swear him in? 21 22 BRITTON MCOUIEN 23 (Recalled and sworn, testified as follows:) 24 DIRECT EXAMINATION 25 BY MS. HARDY:

Page 33 Mr. McQuien, on Marathon's Supplemental Exhibit 1 Q. 2 18 from the BLM, did BTA ever receive a notice that the 3 development area was approved? 4 Α. We did not. 5 Q. Has BTA communicated with the BLM regarding 6 Marathon's APDs and the status of those APDs? 7 Yes, we have. Α. 8 And what is the result of those communications? Q. Jim Rutley with the BLM says in the () by 9 Α. 10 Marathon that they will cooperate with the OCD's implementation of the rules and the order that's the subject 11 12 of the hearing. He also said that they will not grant any 13 APDs until the ruling -- the hearings are resolved. 14 Let's go to Marathon's Supplemental 19. Did you 0. 15 have any comments on that exhibit? No, no, I don't. 16 Α. 17 0. On Exhibit 20, Marathon asserts that the setbacks 18 create stranded acreage. Do you agree with that assertion? 19 Α. I disagree with that assertion. I don't --20 Why? Q. -- to establish that for that purpose. 21 Α. 22 And why do you disagree? Q. 23 Α. You know, we believe that over the life of the 24 project that you will drain the lease -- or my previous 25 testimony shows very consistent recovery, even at the one-

Page 34 year point from the different developments and implying that 1 2 there was a fixed amount of oil and even with the setbacks those different projects consistently recovered the same 3 4 amount of oil. 5 Q. And with respect to Exhibits 20 and 21, is it 6 your opinion that setbacks were established to allow each 7 operator their ability to recover their fair share of 8 reserves, not to strand acreage? 9 That's correct. Α. 10 Do you have any other comments on Exhibits 20 or 0. 11 21? 12 I would just like to point out on the second page Α. 13 of Exhibit 21, in the calculation of additional BOE recovered, that implicitly assumes there was no drainage 14 15 past the first and last take points on the wells listed here (unclear). For the reasons already stated, I don't believe 16 that's a correct assumption, so I think that BOE or 17 additional BOE is misleading. 18 19 Q. On Exhibit 22 regarding the Ogden parent-child 20 effect --Yes. 21 Α. 22 -- can you provide your comments on that exhibit, Q. 23 please? 24 Α. Yes. I think the previous version of this, the 25 Oqden child was not included on this chart. While it's

still -- those child wells are still outperforming or two child wells are outperforming the three wells per half section developments Marathon executed at the Mariner and Trebuchet, as well as the five wells per half section Hermes.

6 The Gravel Grinder was the first one drilled in 7 this area and have not been able to replicate the results of 8 that one since, even though the Trebuchet and Mariner were 9 adjacent to it.

10 On a project basis, you know, the Ogden parents and Ogden child have recovered just as much as the 11 12 Trebuchet, Mariner and Hermes. And just the Ogden child 13 wells, you can see by the time they were located in between 14 the Ogden or what Marathon labeled the Ogden parents and the 15 Hermes. So, you know, we are seeing some depletion there, which I think does explain why those wells are performing 16 17 while the Ogden parent line, drilling more wells is not 18 going to remedy that problem.

Q. And did BTA provide information regarding the
 developed half sections that performed similarly?

A. Yes, we did. The seven half sections had a very consistent recovery. And the Gravel Grinder was the () and certainly an outlier. As I said in the previous testimony, we are going to base our development plan on the seven (unclear) cases.

Page 35

Page 36 1 Do you have any other comments on that exhibit? Q. 2 Α. No. 3 Did you have any comments on Page 2 of Exhibit 0. 4 22? 5 Exhibit 22, yes. You know, I just want to point Α. 6 out that the Haroun Ranch wells, those are wells that BTA operates. I wouldn't consider the 4H a child well. 7 The 2H 8 was drilled first, and then we drilled a two-well pad that 9 3H and 4H, and the 4H is located a half mile away and the 3H 10 is in between the 2H and 4H. So that, that -- you know, maybe you can see the 11 12 3H as the child well, but certainly not 4H, you know. And 13 then, you know, one thing I would like to point out, our 14 Haroun Ranch wells, those are Lower Wolfcamp. You also have 15 a Speedwagon on here. The W2 designation, that's Mewbourne's designation for Lower Wolfcamp or Wolfcamp B. 16 17 However, you know, the -- you know, and the Lower Wolfcamp, if you remember, is a gas primary phase, 18 although they're trying to show the effect of the 19 parent-child in barrels of oil per foot, I think that -- I 20 wouldn't call that very reliable. You certainly have to 21 look at the primary phase to see that -- potentially see 22 23 that. 24 Mr. McQuien, to summarize, is it your opinion Q. 25 that the additional examples of the parent-child effect that

Page 37

1 have been provided by Marathon are not a fair

2 representation?

3

A. That's correct.

4 Q. And that's for the reasons you have discussed?
5 A. Yes.

6 Q. Can you look at Exhibit 23, please?
7 A. Yes.

Q. And with respect to the first page, which is the
9 plots on the graph, can you provide your comments on that,
10 please?

Α. I think we have already looked at that. 11 Yes. This all originated from Dr. Engler's question about the 12 13 recovery efficiency, whether 2-miles were more efficient than 1.5 miles barrels of oil per foot. You know, obviously 14 15 you would expect longer laterals to have higher cume, so I don't think that you really gain anything from this chart. 16 17 I would not dispute that longer laterals would recover more.

18 It's not recovery efficiency, and you know, I 19 don't think that's the case that longer laterals necessarily 20 are more efficient, and you know, that this chart certainly 21 doesn't speak to that. Also, I mean, I have a real problem 22 with the, you know, source data as well shown in the table, 23 you know.

Once again, if we are looking at Third BoneSpring, XY, A, you know, which are kind of all in the upper

Page 38 Wolfcamp oil resource. And then there is quite a few 1 2 Wolfcamp or Lower Wolfcamp -- I think that's Marathon's 3 Wolfcamp C and D in that section, you know, we are looking 4 at different operators with different completion practices. 5 The cases, you know, the low end on the first 6 page, they show a well completed with 1350 pounds per foot 7 of proppant, and then I saw some cases where you are up to 8 over 3000 pounds per foot on the proppants. So it needs to be normalized for completion practices. Spacing is not 9 10 addressed here, so I think that, you know, any -- you can't draw any reliable conclusions from the graph. 11 12 Mr. McQuien, can you look at Exhibit 24, please? Q. 13 Α. Yes. 14 And can -- do you have comments on that exhibit? 0. 15 Α. Yes. Main thing, you know, I just don't think that this is a statistically rigorous analysis here. You 16 17 know, on the second page there are 30 1-mile wells, six 1.5-mile wells and two 2-mile. So, you know, we need quite 18 a bit more of the longer length laterals to make a -- you 19 know, a fair comparison between the efficiency of the 20 lateral lengths. 21 22 One thing I would, you know, if you did take this 23 away, Marathon, the 68 percent divided by -- of the XXL 24 divided by 88 percent of the XLs, or I guess that's 2 miles 25 over 1, or 1.5 mile gives you 77 percent efficiency,

Page 39 Mr. Eaton, last week on Slide 20 showed that BTA in a 1 2 comparable 1 mile development is 25 percent more efficient. So even if this were correct, it doesn't appear any of this 3 4 benefits BTA. 5 Q. So to summarize, Mr. McQuien, is it your opinion 6 that this Exhibit 24 doesn't provide a basis for any type of 7 a conclusion regarding capital efficiency with respect to 8 lateral length? 9 I agree with that. Α. 10 MS. HARDY: Thank you. I have no further questions. 11 12 CHAIRWOMAN SANDOVAL: Ms. Bennett, do you have 13 any questions? 14 MS. BENNETT: Yes, I do. Thank you. Just a couple, and I will make them quick. 15 CROSS-EXAMINATION 16 17 BY MS. BENNETT: 18 Mr. McQuien, a moment ago you testified that you Q. 19 do not consider the setbacks, or that the Division's rules 20 regarding setbacks does not consider them to be stranded. 21 Is that -- I'm not trying to put words in your mouth, but 22 is that more or less your testimony? 23 Α. Would you mind asking that again? 24 Q. Sure. 25 Α. I want to make sure I understand.

Page 40 1 0. Sure, and I appreciate you asking for 2 clarification because it's not always easy. So on setbacks 3 when Ms. Hardy was asking about the purpose of the setbacks, 4 I believe she asked you if it was your understanding that 5 the purpose of the Division's setbacks is to create or 6 strand acreage. Is that a question that she asked you or a 7 fair restatement of question she asked you? 8 Α. The purpose of the setbacks was not to strand 9 oil. I agree with that statement. 10 Q. Okay. Are you familiar with the fact that in 11 2018, the Commission changed the setbacks for a number of 12 the -- for all wells or all pools except the Purple Sage 13 Wolfcamp to 100 feet precisely based on testimony is that 14 the additional setbacks at the time which were 330 feet 15 resulted in stranding and waste? Yeah, I knew they were (unclear) but they did not 16 Α. apply, or they were not applied to the Purple Sage Wolfcamp 17 pool which represents the both of the data we are looking at 18 19 here. 20 But you're aware that the setbacks were reduced Q. 21 for all other pools from 330 to 100. 22 You will have to remind me again. Isn't there a Α. 23 difference for oil and gas? 24 I'm sorry, for oil pools. Q. 25 Α. Okay, yes.

Page 41 1 Thank you for clarifying that. A moment ago you Q. 2 discussed the communications that you have had with BLM about the APDs. 3 Well, I didn't have them. Mr. Price had them. 4 Α. 5 When were those communications? Q. 6 Α. Late yesterday. 7 Oh, okay. And then when -- a moment ago you Q. 8 mentioned -- while you were discussing Exhibit 24. 9 A. Yes. 10 Q. And from Exhibit 24, are you aware that this Exhibit 24 only is addressing Marathon wells and not wells 11 other than Marathon wells? 12 13 Α. I'm aware of that. So it's an internal look at Marathon's own 14 Q. 15 capital efficiencies? 16 Α. Correct. 17 MS. BENNETT: Thank you. I have no other 18 questions for Mr. McQuien. Thank you. 19 CHAIRWOMAN SANDOVAL: Thank you. Commissioners, 20 do you have questions for the witness? 21 COMMISSIONER KESSLER: I do not. 22 CHAIRWOMAN SANDOVAL: Neither do I. Thank you 23 Mr. McQuien. 24 THE WITNESS: Thank you. 25 CHAIRWOMAN SANDOVAL: It is 12:13. We will take

Page 42 a 12-minute break and come back at 12:25. But before that 1 we are going to close the record on the hearing, Marathon 2 and BTA, and then after this break we will come back and 3 4 resume the BTA and Novo case. 5 MS. HARDY: Thank you. 6 MS. BENNETT: Thank you very much. 7 (Proceedings for Case Numbers 21273 and 21274 8 adjourned. Case numbers 21275 and 21276 commenced.) 9 (Deliberations were held and a decision was 10 provided as follows:) CHAIRWOMAN SANDOVAL: Do we have all the parties? 11 12 MS. HARDY: I am here. 13 MR. BRUCE: This is Jim Bruce. MS. BENNETT: Good morning, this is Deana 14 15 Bennett. CHAIRWOMAN SANDOVAL: Okay, great. It's 5:49 and 16 the Commission meeting on the record is now open. The 17 discussion during the closed session was limited to the 18 cases 21273, 21274, 21275 and 21276. 19 20 We will first discuss case 21273 and 21274. 21 Is there a motion? COMMISSIONER ENGLER: Yes, there is, Madam Chair, 22 in the case 21273 and 21274, the Commission motion is to 23 24 deny Marathon Oil's pooling application. 25 COMMISSIONER KESSLER: I would second that.

Page 43

CHAIRWOMAN SANDOVAL: Is there any discussion
 which should be had as to why the application of Marathon
 Oil is being denied?

4 COMMISSIONER ENGLER: Yes, Madam Chair, there is
5 several statements I would like to start off with.

6 We found that the BTA has the best opportunity to 7 minimize waste. It also provides the opportunity for each 8 party to develop its own area or acreage.

9 During the testimony there was insufficient and 10 contradictory evidence to prove the effect of the 11 parent-child effect. There was insufficient evidence about 12 the appropriate lateral length and about what was the best 13 number of wells for development or spacing. That's what I 14 have.

15 CHAIRWOMAN SANDOVAL: Thank you. I also thought 16 that there was insufficient evidence really quantifying what 17 the difference is in surface waste of the plan was, and 18 therefore, that, you know, was negligible.

19 COMMISSIONER KESSLER: In addition to prevention 20 of waste, the Commission also considered other factors that 21 are relevant, (unclear) pooling application, the good faith 22 negotiations. The parties, we did not feel one direction or 23 another (unclear) Marathon or BTA's as facility operator, we 24 did not feel there was enough evidence one way or another. 25 The AFEs and operational costs seem (unclear)

Page 44 1 working interest favored BTA (unclear). CHAIRWOMAN SANDOVAL: Thank you. Mr. Lozano, 2 3 would you do a roll call vote --4 MR. LOZANO: Yes, Madam Chair. Commissioner 5 Kessler? 6 CHAIRWOMAN SANDOVAL: -- for the motion to deny 7 Marathon Oil's application. 8 COMMISSIONER KESSLER: I approve the motion to 9 deny. 10 MR. LOZANO: Commissioner Engler? 11 COMMISSIONER ENGLER: I approve. 12 MR. LOZANO: Chair Sandoval? 13 CHAIRWOMAN SANDOVAL: I approve the motion to 14 deny. 15 So there was a unanimous vote to deny the application by Marathon Oil. The Commission directs Ms. 16 17 Hardy to draft and circulate a proposed written order for the Commission and send the order to the Commission clerk, 18 Florene Davidson, at least ten days prior to the September 19 17 hearing. 20 MS. HARDY: Thank you, I will do that. 21 22 CHAIRWOMAN SANDOVAL: Thank you. We will now continue and discuss Cases 21275 and 21276. Is there a 23 24 motion regarding this application? 25 COMMISSIONER ENGLER: Yes, there is, Madam Chair.

Page 45 Again, in the cases of 21275 and 21276, the Commission 1 2 decision is to deny Novo's pooling application. CHAIRWOMAN SANDOVAL: Is there a second? 3 COMMISSIONER KESSLER: Second, Madam Chair. 4 CHAIRWOMAN SANDOVAL: Is there any discussion 5 6 regarding the motion? 7 COMMISSIONER ENGLER: Again, yes, there is, Madam Chair. Again, similarly to the previous one, and I will 8 state them again, again we feel like BTA provides the best 9 10 opportunity to minimize waste and at the same time to provide the opportunity for each party to develop its own 11 12 acreage. 13 Again, there was insufficient and contradictory 14 evidence to prove parent-child effect, best lateral length 15 to be developed and the number of wells or spacing of wells to develop the acreage. 16 17 CHAIRWOMAN SANDOVAL: And again, there was really not enough information or direct clarification to the 18 difference in surface waste, and so that was an apparent 19 factor in this discussion. 20 COMMISSIONER KESSLER: Finally, we incorporated 21 discussion of geology and the purview of prevention of waste 22 23 that has been the factor around the geology, we incorporated 24 that discussion, and the good faith negotiations prior to 25 pooling we did not believe that either party failed to meet

Page 46 the good faith negotiations. In terms of capabilities as an 1 2 operator, we did not find evidence presented regarding that factor took place in direction or another (unclear) and 3 4 working (audio interference) working interest, and so that 5 was not a major factor. 6 CHAIRWOMAN SANDOVAL: Commission counsel, would 7 you do a roll call vote, please. 8 MR. LOZANO: Yes, Madam Chair. Commission 9 Kessler? 10 COMMISSIONER KESSLER: I approve the motion to deny Novo's application. 11 12 MR. LOZANO: Commissioner Engler? 13 COMMISSIONER ENGLER: I approve the denial of 14 Novo's application. 15 MR. LOZANO: Chair Sandoval. CHAIRWOMAN SANDOVAL: I approve the motion to 16 17 deny. 18 MR. LOZANO: The motion passes unanimously. CHAIRWOMAN SANDOVAL: The Commission directs Ms. 19 Hardy to draft and circulate the order of the Commission and 20 send the order to Commission Clerk, Florene Davidson, at 21 least ten days prior to the September 17, 2020 meeting. 22 23 And with that, it is 5:57 and I hope everybody 24 has a lovely evening. 25 MR. LOZANO: Madam Chair --

	Page 47
1	CHAIRWOMAN SANDOVAL: No, I'm wrong again.
2	MR. LOZANO: I apologize.
3	(Cases 21273 and 21274 concluded.)
4	(Agenda hearing reconvened.)
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	

	Page 48
1	STATE OF NEW MEXICO
2	COUNTY OF BERNALILLO
3	
4	REPORTER'S CERTIFICATE
5	
б	I, IRENE DELGADO, New Mexico Certified Court
7	Reporter, CCR 253, do hereby certify that I reported the
8	foregoing virtual proceedings in stenographic shorthand and
9	that the foregoing pages are a true and correct transcript
10	of those proceedings that were reduced to printed form by me
11	to the best of my ability.
12	I FURTHER CERTIFY that I am neither employed by
13	nor related to any of the parties of attorneys in this case
14	and that I have no interest in the final disposition of this
15	case.
16	I FURTHER CERTIFY that the Virtual Proceeding was
17	of poor to good quality.
18	Dated this 20th day of August 2020.
19	/s/ Irene Delgado
20	Irene Delgado, NMCCR 253
21	License Expires: 12-31-20
22	
23	
24	
25	