

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

NMOCD – ACOI- 376

IN THE MATTER OF HILCORP ENERGY COMPANY

Respondent.

**INACTIVE WELL
AGREED COMPLIANCE ORDER**

Pursuant to the New Mexico Oil and Gas Act, NMSA 1978, Sections 70-2-1 through 70-2-38, as amended ("Act") and OCD Rule 19.15.5.10(E) NMAC, the Director of the Oil Conservation Division ("OCD") and HILCORP Energy Company ("Operator") enter into this Inactive Well Agreed Compliance Order ("Order" or "ACOI"). Operator agrees to plug, place on approved temporary abandonment status, or restore to production or other beneficial use the wells identified herein in accordance with the following agreed schedule and procedures, or face the possibility of no further agreed compliance orders. See 19.15.25.8 NMAC

FINDINGS

1. The OCD is the state division charged with administration and enforcement of the Act, and rules and orders adopted pursuant to the Act.
2. Operator is a Corporation doing business in the state of New Mexico.
3. Operator is the operator of record under OGRID **372171** for the wells identified in Exhibit "A," attached.
4. OCD Rule 19.15.25.8 NMAC states, in relevant part:

"A. The operator of wells drilled for oil or gas or services wells including seismic, core, exploration or injection wells, whether cased or uncased, shall plug the wells as Subsection B of 19.15.25.8 NMAC requires.

B. The operator shall either properly plug and abandon a well or place the well in approved temporary abandonment in accordance with 19.15.25 NMAC within 90 days after:

....

....

(3) a period of one year in which a well has been continuously inactive."

5. The wells identified in Exhibit "A"

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- (a) have been continuously inactive for a period of one year plus 90 days;
 - (b) are not plugged or abandoned in accordance with OCD Rule 19.15.25.9 NMAC through 19.15.25.11 NMAC; and
 - (c) are not on approved temporary abandonment status in accordance with OCD Rule 19.15.25.12 NMAC through 19.15.25.14 NMAC.
6. An operator faces sanctions if it is out of compliance with OCD Rule 19.15.5.9 NMAC. Sanctions include possible denial of registration by operator or certain related entities (OCD Rule 19.15.9.8B NMAC), possible denial of change of operator that would transfer wells to the noncompliant operator (OCD Rule 19.15.9.9C.1 NMAC), mandatory denial of injection permits (OCD Rule 19.15.26.8A NMAC), possible revocation of injection permits after notice and hearing (OCD Rule 19.15.26.8A NMAC), possible denial of applications for a drilling permit (OCD Rule 19.15.14.10A NMAC), and mandatory denial of allowable and authorization to transport (OCD Rule 19.15.16.19A NMAC).
7. Operator is currently out of compliance with OCD Rule 19.15.5.9.A(4) NMAC because it has too many wells out of compliance with OCD Rule 19.15.25.8 NMAC (the inactive well rule) that are not subject to an agreed compliance order setting a schedule for bringing the wells into compliance with the inactive well rule and imposing sanctions if the schedule is not met. See OCD Rule 19.15.5.9(A)(4) NMAC.
8. As the operator of record of **11,391** wells, to be in compliance with OCD Rule 19.15.5.9.A(4) NMAC, Operator may have no more than **10** wells out of compliance with OCD Rule 19.15.25.8 NMAC (inactive well rule). See OCD Rule 19.15.5.9A(4)(b) NMAC. According to the inactive well list kept pursuant to OCD Rule 19.15.5.9(F) NMAC, Operator has **18** wells out of compliance as of **April 12, 2019**. The Operator's inactive well list, dated **April 12, 2019** is attached as Exhibit "A." Operator faces sanctions for being out of compliance with OCD Rule 19.15.5.9 NMAC.
9. Operator intends to seek privileges from the OCD that would be subject to sanction due to Operator being out of compliance with OCD Rule 19.15.5.9 NMAC. By placing the wells identified in Exhibit "A" under this Order, Operator will not face sanctions for being out of compliance with OCD Rule 19.15.5.9 NMAC.
10. The Oil Conservation Division (OCD) denied operators request for allowable and authorization to transport for the wells identified in Exhibit "B" because the operator is out of compliance with 19.15.5.9(A) NMAC [Part 5.9(A)]. On the afternoon of April 3rd Hilcorp discovered that the division denied a C-104 (due to inaccurate information) for the San Juan 28-7 Unit #133G (30-039-26699) and contacted the district office, informing them that they

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had already redelivered the well on April 1st. This well was previously approved for a recomple. Hilcorp was notified that they were producing the well without an approved C-104 and that they turned on the well without verifying the C-104 approval.

CONCLUSIONS

1. The OCD has jurisdiction over the parties and subject matter in this proceeding.
2. The wells identified in Exhibit "A" are out of compliance or will be out of compliance with OCD Rule 19.15.25.8 NMAC.
3. As operator of the wells identified in Exhibit "A," Operator is responsible for bringing those wells into compliance with OCD Rule 19.15.25.8 NMAC.
4. The OCD and Operator enter into this Order to remove the wells identified in Exhibit "A" from the inactive well list kept pursuant to OCD Rule 19.15.5.9(F) NMAC and consideration of Operator's compliance with the inactive well rule for purposes of Operator's compliance with OCD Rule 19.15.5.9 NMAC. Operator remains subject to sanctions for being out of compliance with OCD Rule 19.15.5.9 NMAC IF Operator becomes out of compliance with OCD Rule 19.15.5.9 NMAC for any reason other than the inactive wells identified in Exhibit "A."
5. Removal of the wells in Exhibit "A" will allow for the approval of the C-104 applications identified in Exhibit "B".

ORDER

1. Operator agrees to bring **8** wells identified in Exhibit "A" into compliance with OCD Rule 19.15.25.8 NMAC by **October 18, 2019** via
 - (a) restoring the well to production or other OCD-approved beneficial use **and filing a C-115 documenting such production or use;**
 - (b) causing the wellbore to be plugged in accordance with OCD Rule 19.15.25.10(B) NMAC **and filing a C-103 describing the completed work;** or
 - (c) placing the well on approved temporary abandonment status in accordance with OCD Rule 19.15.25.12 NMAC through 19.15.25.14 NMAC.
2. **Prior to completing the term of this agreement, the operator agrees to provide a comprehensive plan, acceptable to the division, as to how it will address the remaining inactive wells on Exhibit "A". Failure to provide such a plan may result in the division denying future amendments to this agreement.** Oil and

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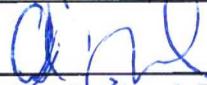
gas produced during swabbing does not count as production for purposes of this Order.

3. Operator shall file a **monthly** compliance report, **due on the last day of each month**, identifying each well returned to compliance, stating the date it was returned to compliance and describing how the well was returned to compliance (restored to production or other approved beneficial use, plugged wellbore, approved temporary abandonment status.) Transfer of a well identified on Exhibit "A" to another operator does not count towards Operator's obligation to return wells to compliance under the terms of this Order, but does reduce the total number of wells for which Operator is responsible under the terms of this Order. The final written compliance report must be mailed or e-mailed to the OCD's Enforcement and Compliance Manager and to the OCD attorney in charge of inactive well agreed compliance orders so that it is **received by** the compliance deadline of **October 18, 2019**. The total length of this Agreed Compliance Order is six months.
4. Operator understands that if it fails to meet the terms of this Order, the OCD may decide not to enter into any further agreed compliance orders with Operator. **If any more wells become inactive during the duration of this ACOI or the operator is in any other way in violation of OCD Rule 19.15.5.9 NMAC, this ACOI may terminate, at the sole discretion of the Division.**
5. This Order shall expire on **November 18, 2019**. At that time, any wells on Exhibit "A" not in compliance with OCD Rule 19.15.25.8 NMAC will appear on the inactive well list kept pursuant to OCD Rule 19.15.5.9(F) NMAC, and will be considered when determining Operator's compliance with OCD Rule 19.15.5.9 NMAC.
6. By signing this Order, Operator expressly:
 - (a) acknowledges the correctness of the Findings and Conclusions set forth in this Order;
 - (b) agrees to return to compliance # wells identified in Exhibit "A" by **October 18, 2019**;
 - (c) agrees to submit a compliance report as required in Ordering Paragraph 3 by the **October 18, 2019** compliance deadline set by this Order;
 - (d) waives any right, pursuant to the Oil and Gas Act or otherwise, to an appeal from this Order, or to a hearing either prior to or subsequent to the entry of this Order other than a hearing on a request for waiver; and
 - (e) agrees that the Order may be enforced by OCD or Oil Conservation Commission Order, by suit or otherwise to the same extent and with the same effect as a final Order of the OCD or Oil Conservation Commission entered after notice and hearing in accordance with all terms and provisions of the Oil and Gas Act.

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7. This Order applies only to the enforcement of OCD Rule 19.15.25.8 NMAC against those wells identified in Exhibit "A." Other wells operated by Operator out of compliance with OCD Rule 19.15.25.8 NMAC may be subject to immediate enforcement action under the Oil and Gas Act and OCD Rules. Wells identified in Exhibit "A" that are out of compliance with the Oil and Gas Act or OCD Rules other than OCD Rule 19.15.25.8 NMAC may be subject to immediate enforcement action under the Oil and Gas Act and OCD Rules.
8. The OCD reserves the right to file an application for hearing to obtain authority to plug any well identified in Exhibit "A" and forfeit the applicable financial assurance if the well poses an immediate environmental threat.
9. Operator agrees to participate in an "Operator Orientation", in order to clarify some of the information discussed prior to HILCORP becoming an operator in New Mexico.

Done at Santa Fe, New Mexico this 16 day of April, 2019

By: 
Adrienne Sandoval, Director
Oil Conservation Division

ACCEPTANCE

HILCORP Energy Company hereby accepts the foregoing Order and agrees to all of the terms and provisions set forth in that Order.

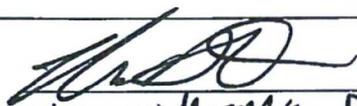
By: 
(Please print name) MICHAEL D. FERTITTA
Title: SVP + GENERAL COUNSEL
Date: 4/16/19

Exhibit "A" to Agreed Compliance Order for HILCORP Energy Company

**Total Well Count: 11391 Inactive Well Count: 18
Printed On: Thursday, April 12 2019**

District	API	Well	ULSTR	OCD Unit	Ogrid	Operator	Lease Type	Well Type	Last Production	Formation/Notes	Status	TA Exp Date
3	30-045-07815	ABRAMS GAS COM E #001	I-30-29N-10W	I	372171	HILCORP ENERGY COMPANY		G	05/2017	BASIN DAKOTA		
3	30-039-23651	CANYON LARGO UNIT #307	I-11-24N-06W	I	372171	HILCORP ENERGY COMPANY		O	08/2014	INT TO TA/BLM 10-19-15		
3	30-039-23650	CANYON LARGO UNIT #308	10-05-24N-06W	G	372171	HILCORP ENERGY COMPANY		O	08/2011	TA 12-19-12	T	12/19/2017
3	30-039-23266	CANYON LARGO UNIT #328	12-05-24N-06W	E	372171	HILCORP ENERGY COMPANY		O	07/2012	TA 1-7-14	T	1/7/2019
3	30-039-23326	CANYON LARGO UNIT #332	8-01-24N-07W	A	372171	HILCORP ENERGY COMPANY		O	08/2014			
3	30-039-23399	CANYON LARGO UNIT #337	L-05-24N-06W	L	372171	HILCORP ENERGY COMPANY		O	01/2016			
3	30-039-23401	CANYON LARGO UNIT #338	J-06-24N-06W	J	372171	HILCORP ENERGY COMPANY		O	06/2016	RTP 6-1-12		
3	30-039-23402	CANYON LARGO UNIT #340	I-01-24N-07W	I	372171	HILCORP ENERGY COMPANY		O	10/2017			
3	30-039-23387	CANYON LARGO UNIT #344	K-30-25N-06W	K	372171	HILCORP ENERGY COMPANY		O	05/2015	INT TO TA/BLM 10/19/15		
3	30-039-29283	CANYON LARGO UNIT #458	H-02-25N-07W	H	372171	HILCORP ENERGY COMPANY		G	10/2016	BASIN DAKOTA/RET TO PROD 7-13-10		
3	30-039-27747	CANYON LARGO UNIT #460	5-06-25N-06W	E	372171	HILCORP ENERGY COMPANY		G	12/2017	BASIN DAKOTA		
3	30-039-05532	CANYON LARGO UNIT NP #122	O-08-24N-06W	O	372171	HILCORP ENERGY COMPANY		O	06/2015			
3	30-039-23575	CANYON LARGO UNIT NP #347	9-01-24N-07W	H	372171	HILCORP ENERGY COMPANY		O	10/2012	DEVILS FORK MV/TA 3-25-14	T	3/25/2019
3	30-045-05995	DAVIS #002	O-05-26N-08W	O	372171	HILCORP ENERGY COMPANY		G	02/2017			
3	30-045-26141	DUFF GAS COM #001E	4-34-30N-12W	G	372171	HILCORP ENERGY COMPANY		G	03/2014	FC/TA 3-5-14	T	3/5/2019
3	30-045-30359	FARMINGTON A #100	P-01-29N-13W	P	372171	HILCORP ENERGY COMPANY	P	G	08/2007	FC/NOI TO P&A	T	1/15/2019
3	30-039-30526	NCRA FEDERAL 22 #006	F-22-26N-07W	F	372171	HILCORP ENERGY COMPANY		G	10/2016	TAP PC/MV/DK/NEED PIT PERMIT		
3	30-045-05775	NEWSOM C #002	C-22-26N-08W	C	372171	HILCORP ENERGY COMPANY		G	10/2017			

WHERE Operator:372171, County:All, District:All, Township:All, Range:All, Section:All, Production(months):15, Excludes Well Under ACOI, Excludes Wells in Approved TA Period

Exhibit "B" to Agreed Compliance Order for HILCORP Energy Company

- San Juan 29-7 Unit #105, A-36-T29N-R7W, 825'FNL & 1145'FEL, API 30-039-20616, Rio Arriba County, New Mexico
- San Juan 28-5 Unit #63E, J-20-T28N-R05W, 1685' FSL & 1625' FEL, API 30-039-23814, Rio Arriba County, New Mexico
- San Juan 28-6 Unit #211E, L-09-T28N-R06W, 1555'FSL & 830' FWL, API 30-039-30071, Rio Arriba County, New Mexico
- San Juan 28-6 Unit #120, I-09-T28N-R06W, 1530'FSL & 1145' FEL, API 30-039-82242, Rio Arriba County, New Mexico
- San Juan 29-6 Unit #114, A-07-T29N-R06W, 810'FNL & 1090' FEL, API 30-039-22995, Rio Arriba County, New Mexico
- San Juan 28-6 Unit #102, H-26-T28N-R06W, 1850'FNL & 790' FEL, API 30-039-07316, Rio Arriba County, New Mexico
- San Juan 28-6 Unit #117, J-10-T28N-R06W, 1545'FSL & 1700' FEL, API 30-039-07548, Rio Arriba County, New Mexico
- San Juan 28-6 Unit #133, B-04-T27N-R06W, 981'FNL & 1790' FEL, API 30-039-20584, Rio Arriba County, New Mexico
- San Juan 28-6 Unit #128, H-17-T28N-R06W, 1800'FNL & 1150' FEL, API 30-039-20068, Rio Arriba County, New Mexico
- Fogelson Gas Com #1E, N-26-T30N-R11W, 955'FSL & 1515' FWL, API 30-045-30274, San Juan County, New Mexico
- Hardie #4E, E-24-T29N-R08W, 1800'FNL & 790' FWL, API 30-045-24938, San Juan County, New Mexico
- Zachry #37, I-11-T28N-R10W, 1725'FSL & 475' FEL, API 30-045-25463, San Juan County, New Mexico
- Scott Federal 27 11 23 #1, H-23-T27N-R11W, 1645'FNL & 360' FEL, API 30-045-30892, San Juan County, New Mexico
- San Juan 29-6 Unit Com 601 #1H, E-8-T29N-R06W, 2579'FNL & 18' FWL, API 30-039-31369, Rio Arriba County, New Mexico
- Fullerton Federal 14 #1, A-14-T27N-R11W, 1105'FNL & 1115' FEL, API 30-045-30855, San Juan County, New Mexico
- San Juan 28-7 Unit #133G, L-35-T28N-R07W, 2170'FSL & 320' FWL, API 30-039-26699, Rio Arriba County, New Mexico
- Sunray F #1F, I-26-T30N-R10W, 2565'FSL & 885' FEL, API 30-045-34450, San Juan County, New Mexico
- Zachry #41, O-12-T28N-R10W, 552'FSL & 1945' FEL, API 30-045-25499, San Juan County, New Mexico
- Pan American Federal Gas Com B #1E, G-31-T30N-R11W, 1710'FNL & 1660' FEL, API 30-045-24842, San Juan County, New Mexico

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