CASE NO. 22592

APPLICATION OF MATADOR PRODUCTION COMPANY TO AMEND ORDER NOS. R-21219 AND R-21219-B, EDDY COUNTY, NEW MEXICO

- 1. Pooling Order No. R-21219
- 2. Application and Proposed Notice
- 3. Landman's Affidavit
- 4. Affidavit of Notice
- 5. Affidavit of Publication

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

IN THE MATTER OF APPLICATION FOR COMPULSORY POOLING SUBMITTED BY [MATADOR PRODUCTION COMPANY]

CASE NO. <u>20678</u> ORDER NO. <u>R-21219</u>

ORDER

The Director of the New Mexico Oil Conservation Division ("OCD"), having heard this matter through a Hearing Examiner on [August 8, 2019], and after considering the testimony, evidence, and recommendation of the Hearing Examiner, issues the following Order.

FINDINGS OF FACT

- 1. [Matador Production Company] ("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.
- 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

CASE NO.	_20678	
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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.

CASE NO. _20678____ ORDER NO. _ R-21219

Page 3 of 6

- 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/jag Date: 4/02/2020

CASE NO. _20678____ ORDER NO. _ R-21219

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Exhibit "A"

Applicant:

Matador Production Company

Operator:

Matador Production Company (OGRID 228937)

Spacing Unit:

Horizontal Oil

Building Blocks: Spacing Unit Size: quarter-quarter sections 320 acres, more or less

Orientation of Unit: North to Southth

Spacing Unit Description:

W/2W/2 of Section 9 and W/2W/2 of Section 16,

Township 23 South, Range 28 East, NMPM, Eddy County, New Mexico

Pooling this Vertical Extent: Bone Spring Formation

Depth Severance? (Yes/No): No

Pool:

Culebra Bluff; Bone Spring, South (Pool code 15011)

Pool Spacing Unit Size:

Ouarter-Ouarter Sections Horizontal Oil Well Rules

Governing Well Setbacks: Pool Rules:

Latest Horizontal Rules Apply

Proximity Tracts:

None Included

Monthly charge for supervision: While drilling: \$8000, While producing: \$800

As the charge for risk, 200 percent of reasonable well costs

Proposed Wells:

Jack SleeperCom. Well No. 111H, API No. 30-015-46379

SHL: 227 feet from the South line and 235 feet from the West line (Unit M) of Section 4, Township 23 South, Range 28 East, NMPM BHL: 60 feet from the South line and 660 feet from the West line (Unit M) of Section 16, Township 23 South, Range 28 East, NMPM

Completion Target: First Bone Spring Sand at approx 7050 feet TVD

Well Orientation: North to South

Completion Location expected to be: standard

Jack SleeperCom. Well No. 121H, API No. 30-015-46379

SHL: 197 feet from the South line and 236 feet from the West line (Unit M) of Section 4, Township 23 South, Range 28 East, NMPM BHL: 60 feet from the South line and 660 feet from the West line (Unit M) of Section 16, Township 23 South, Range 28 East, NMPM

Completion Target: Second Bone Spring Sand at approx 8040 feet TVD

CASE NO. _20678 ORDER NO. _ R-21219

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Well Orientation: North to South

Completion Location expected to be: standard

CASE NO. _20678____ ORDER NO. _ R-21219

BEFORE THE NEW MEXICO OIL CONSERVATION DIVISION

APPLICATION OF MATADOR PRODUCTION COMPANY TO AMEND ORDER NOS. R-21219 AND R-21219-B, EDDY COUNTY, NEW MEXICO.

Case No. 22592

APPLICATION

Matador Production Company ("Matador) applies for an order amending Order Nos. R-21219 and R-21219-B to extend the well commencement deadline, and in support thereof states:

- 1. Order No. R-21219 was issued to Matador, pooling uncommitted mineral interest owners in the Bone Spring formation underlying a horizontal spacing unit comprised of the W/2W/2 of Section 9 and the W/2W/2 of Section 16, Township 23 South, Range 28 East, N.M.P.M., Eddy County, New Mexico.
- 2. Matador proposes to drill the Jack Sleeper Com. Well Nos. 111H and 121H to depths sufficient to test the Bone Spring formation. The order designated Matador as operator of the wells.
- 3. Order No. R-21219 was entered on April 2, 2020. Ordering Paragraph 19 of Order No. R-21219 required the operator to commence the wells by April 2, 2021.
- 4. Matador requested a one year commencement extension, which was granted by Order No. R-21219-B.
- 5. Matador intends to commence the subject wells near the date of the extended deadline. However, Matador requests a short extension of the drilling deadline in the event some unexpected problem occurs. Thus, good cause exists for Matador's request for an extension.
- 6. Matador requests a short extension of the well commencement deadline to July 2, 2022.

WHEREFORE, Matador requests that, after notice and hearing, the Division enter its order amending Order Nos. R-21219 and R-21219-B to extend the well commencement deadline to July 2, 2022.

Respectfully submitted,

James Bruce

Post Office Box 1056

Santa Fe, New Mexico 87504

(505) 982-2043

Attorney for Matador Production Company

Application of Matador Production Company to amend Order Nos. R-21219 and R-21219-B, Eddy County, New Mexico. Applicant seeks an order extending the drilling commencement deadline to July 2, 2022. Order No. R-21219 pooled all uncommitted mineral interest owners in the Bone Spring formation underlying a horizontal spacing unit comprised of the W/2W/2 of Section 9 and the W/2W/2 of Section 16, Township 23 South, Range 28 East, NMPM. The unit is dedicated to (a) the Jack Sleeper Com. Well No. 111H, and (b) the Jack Sleeper Com. Well No. 121H. By Order No. R-21219-B applicant was granted an extension until April 2, 2022 to commence the wells. Applicant intends to commence the wells near April 2, 2022, but requests a short extension in the event problems are encountered during well commencement. The unit is centered approximately 1-1/2 miles north of Loving, New Mexico.

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

APPLICATION OF MATADOR PRODUCTION COMPANY TO AMEND ORDER NO. R-21219, EDDY COUNTY, NEW MEXICO.

CASE NO. 22592 (Order R-21219)

AFFIDAVIT OF SARA HARTSFIELD

Sara Hartsfield, of lawful age and being first duly sworn, declares as follows:

- 1. My name is Sara Hartsfield. I work for MRC Energy Company, an affiliate of Matador Production Company ("Matador"), as a Senior Landman.
- I have previously testified before the New Mexico Oil Conservation Division as an expert witness in petroleum land matters. My credentials as a petroleum landman have been accepted by the Division and made a matter of public record.
- 3. I am familiar with the application filed by Matador in this newly filed case and the status of the development efforts for the pooled spacing unit.
- 4. Under Case No. 20678, the Division entered Order R-21219 on April 2, 2020. This Order created a standard 320-acre horizontal well spacing unit in the Bone Spring formation (Culebra Bluff; Bone Spring, South [24250]) underlying the W/2 W/2 of Sections 9 and 16, Township 23 South, Range 28 East, NMPM, Eddy County, New Mexico. The Order further dedicated the **Jack Sleeper Com #111H** well (API No. 30-015-46379) and **Jack Sleeper Com #121H** well (API No. 30-015-46380) to the unit and required drilling to commence within a year.
- 5. Under NMOCD R-21219-B, the Division previously extended the deadline to commence drilling until April 2, 2022.

- 6. Copies of NMOCD Orders No. R-21219 and R-21219-B are attached hereto for reference.
- 7. Matador is currently scheduled to spud the **Jack Sleeper Com #111H** well (API No. 30-015-46379) in mid-March 2022. Out of an abundance of caution, and in the event Matador experiences any operational issues that delay the spud date of the well, Matador is requesting a three-month extension of its time to commence drilling until July 2, 2022.
- 8. None of the working interest owners that remain subject to these pooling orders have been asked at this time to make an election on the applicable well, or to pay their estimated share of the costs to drill, complete and equip the applicable well.
 - 9. The granting of this application will prevent waste and protect correlative rights.

FURTHER AFFIANT SAYETH NOT.

Sara Hartsfield

STATE OF TEXAS

COUNTY OF DALLAS

SUBSCRIBED and SWORN to before me this 24th day of February 2022 by Sara Hartsfield.

Sara HartsHeid.

My Commission Expires:

8/24/2025

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

APPLICATION OF MATADOR PRODUCTION COMPANY TO AMEND ORDER NO. R-21043, EDDY COUNTY, NEW MEXICO.

Case No. 22592

SELF-AFFIRMED STATEMENT OF NOTICE

COUNTY OF SANTA FE)) ss.	
STATE OF NEW MEXICO)	
James Bruce deposes and states:	
1. I am over the age of 18, and have personal knowledge of the matters stated herein	n.
2. I am an attorney for Matador Production Company.	
3. Matador Production Company has conducted a good faith, diligent effort to fire the name and correct addresses of the interest owners entitled to receive notice of the applications filed herein.	
4. Notice of the application was provided to the interest owners, at their last know addresses, by certified mail. Copies of the notice letter and certified return receipts are attached hereto as Attachment A.	
5. Matador Production has complied with the notice provisions of Division Rules.	
6. I understand that this Self-Affirmed Statement will be used as written testimon in this case. I affirm that my testimony in paragraphs 1 through 5 above is true and correct and made under penalty of perjury under the laws of the State of New Mexico. My testimony is made as of the date handwritten next to my signature below. Date: James Bruce	is

JAMES BRUCE ATTORNEY AT LAW

POST OFFICE BOX 1056 SANTA FE, NEW MEXICO 87504

369 MONTEZUMA, NO. 213 SANTA FE, NEW MEXICO 87501

(505) 982-2043 (Phone) (505) 660-6612 (Cell) (505) 982-2151 (Fax)

jamesbruc@aol.com

February 10, 2022

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

To: Persons on Exhibit A

Ladies and gentlemen:

Enclosed is a copy of the following application (Case No. 22592), filed with the New Mexico Oil Conservation Division by Matador Production Company ("Matador"), seeking an order extending the well commencement deadline to July 2, 2022. Order No. R-21219 pooled all uncommitted mineral interest owners in the Bone Spring formation underlying a horizontal spacing unit comprised of the W/2W/2 of Section 9 and the W/2W/2 of Section 16, Township 23 South, Range 28 East, NMPM. The unit is dedicated to (a) the Jack Sleeper Com. Well No. 111H, and (b) the Jack Sleeper Com. Well No. 121H. By Order No. R-21219-B applicant was granted an extension until April 2, 2022 to commence the wells. Applicant intends to commence the wells near April 2, 2022, but requests a short extension in the event problems are encountered during well commencement.

This matter is scheduled for hearing at 8:15 a.m. on Thursday, March 3, 2022. During the COVID-19 Public Health Emergency, state buildings are closed to the public and the hearing will be conducted remotely. To determine the location of the hearing or to participate in an electronic hearing, go to emnrus/OCD/hearings or see the instructions posted on the Division's website, http://emnrus.state.nm.us/OCD/announcements.html. You are not required to attend this hearing, but as an owner of an interest who may be affected by the applications, you may appear and present testimony. Failure to appear at that time and become a party of record will preclude you from contesting these matters at a later date.nA party appearing in a Division case is required by Division Rules to file a Pre-Hearing Statement five business days before the hearing date. This statement may be filed online with the Division at ocd.hearings@state.nm.us, and should include: The name of the party and his or her attorney; a concise statement of the case; the name of the witness(es) the party will call to testify at the hearing; the approximate time the party will need to present his or her case; and identification of any procedural matters that need to be resolved prior to the hearing. The Pre-Hearing Statement must also be provided to the undersigned.

ATTACHMENT A

Very truly yours,

Attorney for Matador Production Company

EXHIBIT A

Farris C. Joseph 369 SW 28th Road Miami, FL 33129

Llano Natural Resources, LLC 4920 South Loop 289 Lubbock, TX 79414

OXY USA Inc. 5 Greenway Plaza, Suite 110 Houston, TX 77046-0521

George P. Murphy P. O. Box 167 Odessa, TX 79760

Hugh Richard Braymer 1421 Walnut Street Chillicothe, MO 64601

John R. Wiley 168 Green Valley Drive Blyth, CA 92225

Margaret Hall 820 Howard Street Marina del Rey, CA 90292

Marjorie W. Pfost P. O. Box 1087 Manhattan, KS 66505

Marjorie W. Pfost 1506 E. Grove Street Bloomington, IL 61701

O.W. Coffman c/o Donald Hugh Braymer 401 East Hayward Meadville, MO 64659 O.W. Coffman c/o Richard Braymer 12908 State Route 33 Kearney, MO 64060

Marathon Oil Permian LLC 990 Town & Country Blvd. Houston, TX 77024

Novo Oil and Gas Northern Delaware, LLC 1001 West Wilshire Boulevard, Suite 206 Oklahoma City, OK 73116

Chief Capital (O&G) II, LLC 8111 Westchester Drive, Suite 900 Dallas, TX 75225

Jetstream Oil and Gas Partners, LP 105 Nursery Lane, Suite 220 Fort Worth, TX 76114

Tilden Capital Minerals, LLC P.O. Box 470857 Fort Worth, TX 76147

GGM Exploration, Inc. P.O. Box 123610 Fort Worth, TX 76121

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I, a legal clerk of the Carlsbad Current Argus, a newspaper published daily at the City of Carlsbad, in said county of Eddy, state of New Mexico and of general paid circulation in said county; that the same is a duly qualified newspaper under the laws of the State wherein legal notices and advertisements may be published; that the printed notice attached hereto was published in the regular and entire edition of said newspaper and not in supplement thereof in editions dated as follows:

02/18/2022

Legal Clerk

Subscribed and sworn before me this February 18, 2022

State of WI, County of Brown NOTARY PUBLIC

My commission expires

KATHLEEN ALLEN Notary Public State of Wisconsin

Ad # 0005135726 PO #: 5135726 # of Affidavits1

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NOTICE

To: Farris C. Joseph, To: Farris C. Joseph, Llano Natural Resources LLC, Marathon Oil Permian LLC, OXY USA Inc., George P. Murphy, John R. Wiley, Margaret Hall, Marjorie W. Pfost, Marcia Pfost Lewis, O.W. Coffman, Novo Oil & Gas Northern Delaware, LLC, Chief Capital (ORG) ILLIC, Chief Chief Capital (O&G) II, LLC, Chief Capital (O&G), LLC, Jetstream Oil and Gas Partners, LP, Tilden Capital Minerals, LLC, GGM Exploration, Inc., and Hugh Richard Bra-ymer, or your heirs, devisees, successors, or assigns: Matador Production Company has filed an application with the New an application with the New Mexico Oil Conservation Division-seeking an order extending the drilling commencement dead-line to July 2, 2022. Order No. R-21219 pooled all uncommitted mineral interest owners in the mineral interest owners in the Bone Spring formation underlying a horizontal spacing unit comprised of the W/2W/2 of Section 9 and the W/2W/2 of Section 16, Township 23 South, Range 28 East, NMPM. The unit is dedicated to (a) the Jack Sleeper Com. Well No. 111H, and (b) the Jack Sleeper Com. Well No. 121H. By Order No. R-21219-B applicant was granted an extension until April 2, 2022 to commence the wells. Applicant intends to commence the wells near April 2, 2022, but requests a short extension in the event problems are encountered. event problems are encountered during well commencement. The during well commencement. The application is scheduled to be heard at 8:15 a.m. on March 3, 2022. During the COVID-19 Public Health Emergency, state buildings are closed to the public and the hearing will be conducted remotely. To determine the location of the hearing or to estimate in an electronic hear. participate in an electronic hearing, go to emnrd.state.nm.us/OCD/hearings or see the instructions posted on the Division's website, http://em the Division's website, http://em nrd.state.nm.us/OCD/announce ments.html. As an interest owner in the well unit, you have the right to enter an appearance and participate in the case. Failure to appear will preclude you from contesting this matter at a later date. A party appearing in a Division case is required by Division case is required by Division case is required by Division this statement may be filed online with the Division at occhearings@state.nm.us. at ocd.hearings@state.nm.us, and should include: The name of the party and his or her attorney; a concise statement of the case; the name(s) of the witness(es) the party will call to testify at the hearing; the approximate time the party will need to present his or her case; need to present his or ner case; and identification of any procedural matters that need to be resolved prior to the hearing. The attorney for applicant is James Bruce, P.O. Box 1056, Santa Fe, New Mexico 87504. The unit is centered approximately 1-1/2 miles north of Loving New Mexico. ing, New Mexico. #5135726, Current Argus, February 18, 2022