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

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

APPLICATION OF CENTENNIAL RESOURCE CASE NO. 16266 PRODUCTION, LLC TO RE-OPEN CASE NO. 16266 TO ADD ADDITIONAL INITIAL WELLS UNDER THE TERMS OF COMPULSORY POOLING ORDER R-20002, LEA COUNTY, NEW MEXICO.

REPORTER'S TRANSCRIPT OF PROCEEDINGS

EXAMINER HEARING

January 10th, 2019

Santa Fe, New Mexico

BEFORE: WILLIAM V. JONES, CHIEF EXAMINER KATHLEEN MURPHY, TECHNICAL EXAMINER LEONARD LOWE, TECHNICAL EXAMINER DAVID K. BROOKS, LEGAL EXAMINER

This matter came on for hearing before the New Mexico Oil Conservation Division, William V. Jones, Chief Examiner; Kathleen Murphy and Leonard Lowe, Technical Examiners; and David K. Brooks, Legal Examiner, on Thursday, January 10th, 2019, at the New Mexico Energy, Minerals and Natural Resources Department, Wendell Chino Building, 1220 South St. Francis Drive, Porter Hall, Room 102, Santa Fe, New Mexico.

REPORTED BY: Mary C. Hankins, CCR, RPR New Mexico CCR #20 Paul Baca Professional Court Reporters 500 4th Street, Northwest, Suite 105 Albuquerque, New Mexico 87102 (505) 843-9241

Page 2 1 APPEARANCES 2 FOR APPLICANT CENTENNIAL RESOURCE PRODUCTION, LLC: 3 JORDAN L. KESSLER, ESQ. HOLLAND & HART, LLP 4 110 North Guadalupe, Suite 1 Santa Fe, New Mexico 87501 5 (505) 988-4421 jlkessler@hollandhart.com б 7 FOR INTERESTED PARTY MRC PERMIAN COMPANY: 8 JAMES G. BRUCE, ESQ. Post Office Box 1056 9 Santa Fe, New Mexico 87504 (505) 982-2043 10 jamesbruc@aol.com 11 12 TNDEX 13 PAGE 14 Case Number 16266 Called 3 Case Presented by Affidavit 3 15 16 Proceedings Conclude 8 17 Certificate of Court Reporter 9 18 19 20 EXHIBITS OFFERED AND ADMITTED Centennial Resource Production, LLC Exhibit 21 Numbers 1 and 2 7 22 23 24 25

Page 3 (3:16 p.m.) 1 EXAMINER JONES: Let's call Case Number 2 16266, application of Centennial Resource Production, 3 LLC, re-opened, to add addition initial wells under the 4 5 terms of Compulsory Pooling Order R-20002, Lea County, б New Mexico. 7 Call for appearances. 8 MS. KESSLER: Jordan Kessler, from the 9 Santa Fe office of Holland & Hart, on behalf of the 10 Applicant. 11 MR. BRUCE: Mr. Examiner, Jim Bruce of 12 Santa Fe representing MRC Permian Company. I have no witnesses, and I do not object to the case being 13 presented by affidavit. 14 15 EXAMINER JONES: Okay. Thank you. 16 MS. KESSLER: So, Mr. Examiner, we had a parallel case where an order was entered on the 601H 17 18 series. Now we're before you today asking that this 19 order -- Division Order R-20002 be re-opened to add two 20 new additional wells. The first affidavit we have is from Gavin 21 22 Smith who testified in the original pooling case where 23 the spacing unit was formed. All of the interest owners 24 that were uncommitted were pooled. There was a single 25 initial well designated, and that would be the Duck Hunt

Page 4 602H well. I've included behind Tab A a copy of that 1 2 original order for your references. What they're asking to do now is add two 3 new additional wells. So behind Tab B, I've included 4 5 those two additional initial wells. 302H C-102 is in б here twice. 7 EXAMINER JONES: 302H and 502H? 8 MS. KESSLER: Yeah. So those are the two additional initial wells. And then the 602H well will 9 also be drilled depending on batch drilling for the 10 11 three additional wells. They're all in the Bone Spring 12 Formation. 13 EXAMINER JONES: Okay. So I just need the 602H now? 14 MS. KESSLER: So the 602H is in the order. 15 16 We're adding the 302H and the 502H. EXAMINER JONES: Gotcha. 17 EXAMINER BROOKS: Okay. Why -- why is a 18 19 hearing and order necessary to do that, in your opinion? 20 MS. KESSLER: For additional initial wells? Mr. Examiner, so that the -- to authorize the Applicant 21 22 to drill all three wells at once so that they're not drilled -- two wells are not drilled under the infill 23 24 well rule. The way that these wells have been proposed 25 now is to -- to preserve economic efficiencies, they

1 want to drill all three at once.

2 EXAMINER BROOKS: I've kind of forgotten the intricacies of those provisions in the horizontal 3 well rule. I once knew them very well, but it's been a 4 few months. Particularly I remember there is a 5 distinction between the infill wells and additional 6 7 wells, and I don't remember exactly what it is. 8 MS. KESSLER: And, Mr. Examiner, this 9 hearing was originally brought before the horizontal well rule was in effect. 10 11 EXAMINER BROOKS: Yeah. MS. KESSLER: So this would be under the --12 13 EXAMINER BROOKS: Under the old rules. Okay. I think I should probably take this 14 case on because it seems to involve an issue of the 15 16 horizontal well rule that I need to study, so I probably should take --17 18 EXAMINER JONES: Sure. You can have all 19 these that you want, Mr. Brooks. 20 MS. KESSLER: And I think it's a pretty straightforward proposition. It's just adding these two 21 additional wells. 22 23 EXAMINER BROOKS: Did you say you've 24 already done this for another series? 25 MS. KESSLER: We did.

Page 6 EXAMINER BROOKS: What was that case? 1 2 MS. KESSLER: So it was the twin case of this case. This is Case Number 16266. The other case 3 is 16265. 4 5 EXAMINER BROOKS: Okay. So that one's б already been --7 MS. KESSLER: That one has already been 8 re-opened, and an order has already been issued. 9 EXAMINER BROOKS: Okay. That will help. I drafted two or three of 10 EXAMINER JONES: 11 them just like this recently. And basically I redid all 12 of the ordering paragraphs with the new numbers that we came up with for our new --13 EXAMINER BROOKS: Yeah. I'll look at what 14 you've done and probably do the same thing, but I want 15 16 to understand it because it involves the horizontal well rule, and if I should understand anything, it should be 17 the horizontal well rule. 18 19 EXAMINER JONES: Well, more important for 20 me is if you look at it very close, then from now on, we 21 can incorporate what you see to change. 22 EXAMINER BROOKS: If I need to change 23 anything. 24 EXAMINER JONES: I'm sure you will. 25 EXAMINER BROOKS: Well, no. You just know

Page 7 me, and you know I nearly always change something. 1 EXAMINER JONES: You add a lot of lawyerese 2 to things (laughter). 3 MR. BRUCE: It's his job (laughter). 4 5 MS. KESSLER: So anyway, Tab 2, Mr. Examiners, is the geology affidavit for Mr. John 6 7 Harper, and he has a handful of exhibits, structure maps 8 and cross sections basically just to show each of the 9 targets in the Bone Spring. These are all three Bone Spring wells, so he shows the additional two Bone Spring 10 11 targets and states in his affidavit that there are no impediments to developing these two additional Bone 12 13 Spring targets. With that, Mr. Examiners, I would move that 14 these exhibits be admitted into record and this case be 15 16 taken under advisement. 17 EXAMINER JONES: Any objection from MRC 18 Permian Company? 19 MR. BRUCE: No. 20 EXAMINER JONES: No objection. So the exhibits in Case 16266, re-opened, 21 22 are admitted, and the case is taken under advisement. 23 (Centennial Resource Production, LLC 24 Exhibit Numbers 1 and 2 are offered and 25 admitted into evidence.)

Page 9 1 STATE OF NEW MEXICO 2 COUNTY OF BERNALILLO 3 CERTIFICATE OF COURT REPORTER 4 5 I, MARY C. HANKINS, Certified Court Reporter, New Mexico Certified Court Reporter No. 20, 6 7 and Registered Professional Reporter, do hereby certify 8 that I reported the foregoing proceedings in 9 stenographic shorthand and that the foregoing pages are a true and correct transcript of those proceedings that 10 were reduced to printed form by me to the best of my 11 12 ability. 13 I FURTHER CERTIFY that the Reporter's Record of the proceedings truly and accurately reflects 14 the exhibits, if any, offered by the respective parties. 15 16 I FURTHER CERTIFY that I am neither employed by nor related to any of the parties or 17 18 attorneys in this case and that I have no interest in 19 the final disposition of this case. 20 DATED THIS 31st day of January 2019. 21 22 MARY C. HANKINS, CCR, RPR 23 Certified Court Reporter New Mexico CCR No. 20 Date of CCR Expiration: 12/31/2019 24 Paul Baca Professional Court Reporters 25