

Nomination **NOM-0019** Printable View

Draft
Submitted
Reviewed

Mark Status as Complete

Details Comments

∨ Information

Percentage Of Interest 100.00%	Company Name Hilcorp Energy Company
Percentage Of Interest Type Undivided	First Name Trey
Source Deed Multiple - please see attached Exhibit A	Middle Name
Description Of Acreage 31 parcels in Elkrun Township, Columbiana County being more or less 42.915 acres (please see attached Exhibit A for full list of parcels)	Last Name Masek
Bottom of the Queenston formation to the basement rock	Street 1111 Travis Street
Estimated Distance from well pad Approximately 4,673 feet	City Houston
Proposed Lease Bonus \$42,915.00	State Texas
Not A State Agency <input checked="" type="checkbox"/>	Postal Code 77002
Nomination Fee <input checked="" type="checkbox"/>	Country US
Insurance And Financial Assurance <input checked="" type="checkbox"/>	Person Phone (346) 237-2225 (tel:3462372225)
Obtained Identification Number <input checked="" type="checkbox"/>	Person Email tmasek@hilcorp.com (mailto:tmasek@hilcorp.com)
Nomination Number 23-DOT-0002	
Status Submitted	

Notes (0) (/lightning/r/Nomination__c/a1D8y000000Hr0hEAC/related/AttachedContentNotes/view) New

Files (3) (/lightning/r/Nomination__c/a1D8y000000Hr0hEAC/related/AttachedContentDocuments/view) ∨

Exhibit A
Jun 6, 2023 • 393KB • pdf
</lightning/r/ContentDocument/0698y000007pJoUAAU/view>

Plat Map - Pad
Jun 6, 2023 • 136KB • pdf
</lightning/r/ContentDocument/0698y000007pJNtAAM/view>

Plat Map
Jun 6, 2023 • 113KB • pdf
</lightning/r/ContentDocument/0698y000007pJm4AAE/view>

[View All](#)

/lightning/r/Nomination__c/a1D8y000000Hr0hEAC/related/AttachedContentDocuments/view

 Nomination
NOM-0019

Exhibit A

Tax Parcel	Acres	Township	County	Section	TWN	RNG	Book	Page
12-00082.000	0.100	Elkrun	Columbiana	11	2	11	1495	685
12-00093.000	0.036	Elkrun	Columbiana	11	2	11	1498	418
12-00094.000	0.331	Elkrun	Columbiana	11	2	11	1498	418
12-00251.000	0.330	Elkrun	Columbiana	11	2	11	1498	787
12-00252.000	0.660	Elkrun	Columbiana	11	2	11	1498	787
12-00451.000	0.102	Elkrun	Columbiana	11	2	11	1500	1
12-00572.000	2.197	Elkrun	Columbiana	12	2	11	1525	119
12-01737.000	2.602	Elkrun	Columbiana	12	2	11	1495	229
12-01739.000	0.259	Elkrun	Columbiana	12	2	11	1495	227
12-01754.000	0.075	Elkrun	Columbiana	11	2	11	1498	76
12-01756.000	0.136	Elkrun	Columbiana	11	2	11	1498	426
12-01758.000	0.646	Elkrun	Columbiana	11	2	11	1498	793
12-01760.000	0.232	Elkrun	Columbiana	11	2	11	1498	791
12-01763.000	0.075	Elkrun	Columbiana	12	2	11	1500	170
12-01766.000	0.214	Elkrun	Columbiana	11	2	11	1498	789
12-01772.000	2.338	Elkrun	Columbiana	11	2	11	1500	711
12-01774.000	3.156	Elkrun	Columbiana	12	2	11	1500	839
12-01777.000	0.484	Elkrun	Columbiana	11	2	11	1500	709
12-01782.000	0.598	Elkrun	Columbiana	11	2	11	1502	92
12-01784.000	0.675	Elkrun	Columbiana	11	2	11	1502	822
12-01786.000	5.934	Elkrun	Columbiana	11	2	11	1502	827
12-01789.000	0.114	Elkrun	Columbiana	11	2	11	1503	589
12-01792.000	0.048	Elkrun	Columbiana	11	2	11	1500	168
12-01827.000	2.318	Elkrun	Columbiana	11	2	11	1525	115
12-01829.000	2.697	Elkrun	Columbiana	12	2	11	1525	119
12-01834.000	2.590	Elkrun	Columbiana	12	2	11	1525	353
12-01848.000	2.315	Elkrun	Columbiana	12	2	11	1527	873
12-01849.000	0.502	Elkrun	Columbiana	11	2	11	1527	873
12-01865.000	10.560	Elkrun	Columbiana	12	2	11	1525	110
12-01990.000	0.141	Elkrun	Columbiana	12	2	11	1535	812
12-50016.000	0.450	Elkrun	Columbiana	11	2	11	1503	936

S2, T11, R2
ELK RUN TOWNSHIP

S1, T11, R2
ELK RUN TOWNSHIP

S11, T11, R2
ELK RUN TOWNSHIP

S12, T11, R2
ELK RUN TOWNSHIP

Legend



Nominated Parcels

S18, T7, R1
MIDDLETON TOWNSHIP

S2, T11, R2
ELK RUN TOWNSHIP

S1, T11, R2
ELK RUN TOWNSHIP

S11, T11, R2
ELK RUN TOWNSHIP

S12, T11, R2
ELK RUN TOWNSHIP

4,673 Ft

S13, T11, R2
ELK RUN TOWNSHIP

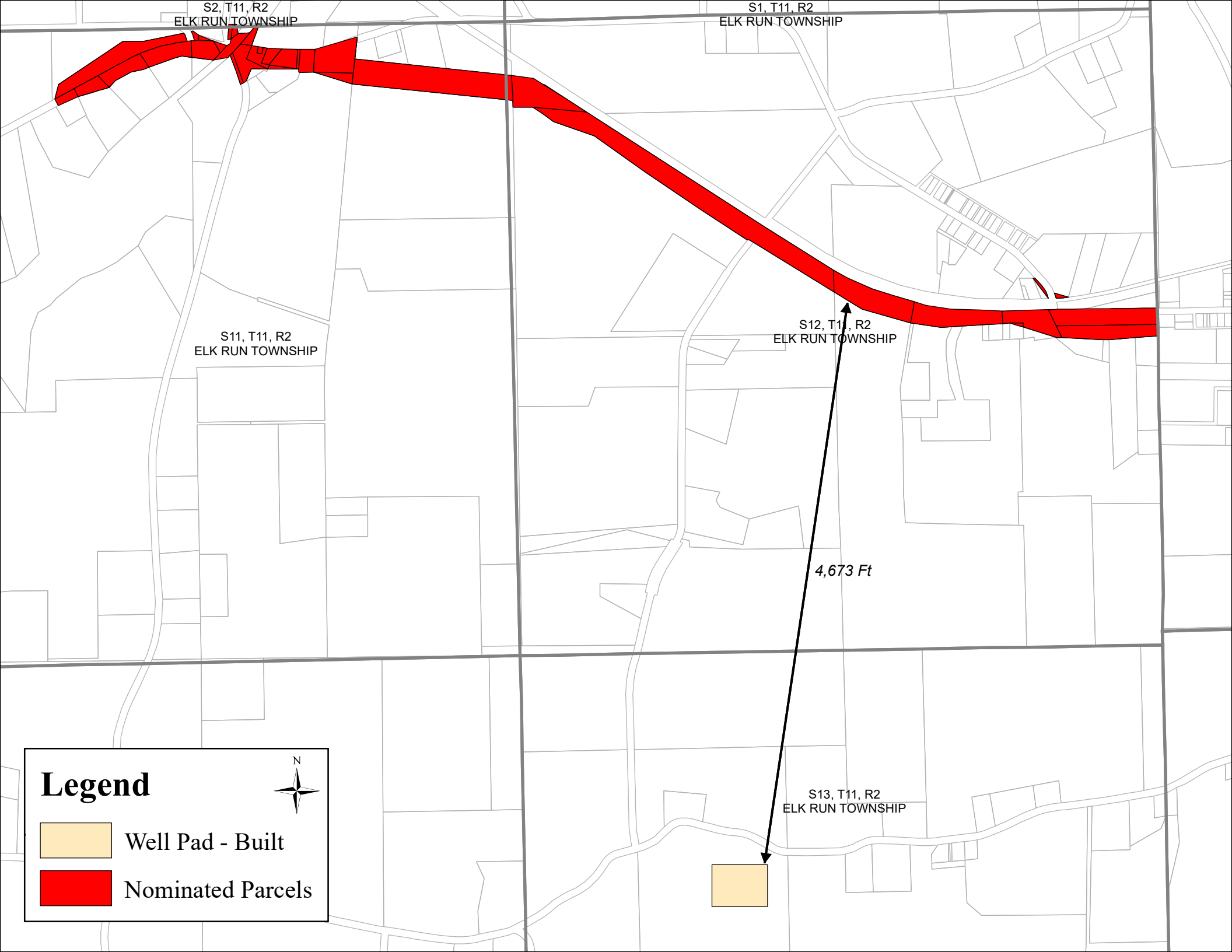
Legend



Well Pad - Built



Nominated Parcels





OHIO DEPARTMENT OF NATURAL RESOURCES
OHIO OIL AND GAS LAND MANAGEMENT COMMISSION
ATTN: NATHAN MOFFITT, COMMISSION CLERK
2045 MORSE ROAD
COLUMBUS, OHIO 43229

**RE: Submission of Nomination Bid Package and Proposal to Lease
Nomination 23-DOT-0002
Columbiana County, Ohio**

In accordance with Ohio Revised Code 155.33, Hilcorp Energy Company (“Hilcorp”) hereby submits this bid package for the leasing of the lands and formations described in Nomination 23-DOT-0002 (the “Nominated Lands”). Hilcorp further requests that the Ohio Oil and Gas Land Management Commission consider the following when considering the highest and best bid pursuant to Ohio Revised Code 155.33(E):

I. Introduction to Hilcorp

Hilcorp is one of the largest privately held exploration and production companies in the United States. Based in Houston, Texas, Hilcorp operates in Ohio, Pennsylvania, Texas, Louisiana, New Mexico, Colorado, Wyoming and Alaska, producing approximately 350,000 barrels of oil equivalent per day. Since its founding in 1989, Hilcorp has earned a reputation as an “operator of choice” by creating value through energy production, by reducing emissions, by creating a positive impact on the communities in which it operates and because of its dedication to safe and responsible operations.

II. Hilcorp’s Development in Ohio

Since first entering eastern Ohio in 2012, Hilcorp has diligently and prudently leased, delineated and developed its more than 30,000-acre position in Columbiana County. Since the beginning of 2021, Hilcorp has drilled eighty-one (81) horizontal gas wells targeting the Utica Shale and Point Pleasant Formation. In that nearly three-year span, Hilcorp has paid out more than \$28.5 million in production royalties to Ohioans.

III. Development Plans for 23-DOT-0002

Hilcorp intends to continue developing its position in Columbiana County, beginning with the development of the four (4) units from the existing Elkrun Johnston Pad (the “Johnston Pad”).

Pursuant to Ohio Revised Code Section 1509.28, Hilcorp has petitioned the Chief of the Ohio Department of Natural Resources’ Division of Oil and Gas Resources Management to issue four (4) orders authorizing Hilcorp to operate four (4) units from the Johnston Pad. Hilcorp intends to pool portions of the Nominated Lands into two (2) of these units (the Elkrun Johnston Northeast Unit and the Elkrun Johnston Northwest Unit) for upcoming development. If unit orders are issued by the Chief for each of these units, development can commence as soon as Q1 2024.

IV. Existing Infrastructure

Hilcorp intends to utilize the existing Johnston Pad to develop the Nominated Lands. At its nearest point, the Johnston Pad is located nearly a mile away from the Nominated Lands. Hilcorp intends to use this existing padsite to drill multiple new horizontal wells that will cross the boundaries of the



Nominated Lands thousands of feet below the surface. Using an existing padsite to develop the minerals beneath the Nominated Lands reduces Hilcorp's operational footprint and ensures that Ohioans' existing use of the surface of the Nominated Lands remains unencumbered.

The Johnston Pad is also connected to existing pipeline infrastructure, a benefit that ensures that production from the Nominated Lands and from the Johnston Pad can be marketed quickly and without additional surface disturbance.

V. Bid Proposal

As part of Hilcorp's bid, Hilcorp proposes leasing all of the parcels and formations described in Nomination 23-DOT-0002. As financial consideration, Hilcorp proposes a lease bonus of One Thousand Dollars (\$1,000.00) per net mineral acre and a one-eighth (1/8th) royalty on production. This proposed per-acre bonus would be the highest per-acre bonus issued by Hilcorp on any oil and gas lease taken in Columbiana County since 2015. Hilcorp affirms that these terms align with both historical and current project economics.

With its existing leasehold, infrastructure, and commitment to the region, Hilcorp is well positioned to comply with the terms of the lease and actually develop the Nominated Lands for the benefit of the State of Ohio.

Regards,

A handwritten signature in blue ink that reads 'Trey A. Masek'.

Trey A. Masek
Landman | Hilcorp Energy Company
1111 Travis Street
Houston TX, 77002
713.209.2400

Attachments:

- Exhibit A – Parcel List
- Proof of insurance required under ORC 1509.07
- Proof of financial assurance required under ORC 1509.07
- Affidavit of Certification and Registration of Owner

Exhibit A

Tax Parcel	Acres	Township	County	Section	TWN	RNG	Book	Page
12-00082.000	0.100	Elkrun	Columbiana	11	2	11	1495	685
12-00093.000	0.036	Elkrun	Columbiana	11	2	11	1498	418
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12-01784.000	0.675	Elkrun	Columbiana	11	2	11	1502	822
12-01786.000	5.934	Elkrun	Columbiana	11	2	11	1502	827
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12-01990.000	0.141	Elkrun	Columbiana	12	2	11	1535	812
12-50016.000	0.450	Elkrun	Columbiana	11	2	11	1503	936

Proof of Insurance required under ORC 1509.07



CERTIFICATE OF LIABILITY INSURANCE

DATE(MM/DD/YYYY)
05/02/2023

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Aon Risk Services Southwest, Inc. Houston TX Office 1300 Post Oak Blvd., Suite 1400 Houston TX 77056 USA	CONTACT NAME: PHONE (A/C. No. Ext): (866) 283-7122 FAX (A/C. No.): (800) 363-0105	
	E-MAIL ADDRESS:	
INSURER(S) AFFORDING COVERAGE		NAIC #
INSURED Hilcorp Energy Company 1111 Travis Street Houston TX 77002 USA	INSURER A: Ironshore Specialty Insurance Company 25445	
	INSURER B: ACE American Insurance Company 22667	
	INSURER C:	
	INSURER D:	
	INSURER E:	
	INSURER F:	

Holder Identifier :


COVERAGES **CERTIFICATE NUMBER: 570099281878** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS. **Limits shown are as requested**

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
B	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR XCU Included GENL AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:			HDOG47348250	05/01/2023	05/01/2024	EACH OCCURRENCE \$5,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$5,000,000 MED EXP (Any one person) \$10,000 PERSONAL & ADV INJURY \$5,000,000 GENERAL AGGREGATE \$10,000,000 PRODUCTS - COMP/OP AGG \$10,000,000
B	<input checked="" type="checkbox"/> AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS ONLY <input type="checkbox"/> NON-OWNED AUTOS ONLY			ISA H10754471	05/01/2023	05/01/2024	COMBINED SINGLE LIMIT (Ea accident) \$5,000,000 BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)
B	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION			G71804124004 SIR applies per policy terms & conditions	05/01/2023	05/01/2024	EACH OCCURRENCE \$10,000,000 AGGREGATE \$10,000,000 Products/Completed O \$10,000,000
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below			WLR5072461A Work comp - AOS SCFC50726654 WC (Retro) - PA	05/01/2023	05/01/2024	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$1,000,000 E.L. DISEASE-EA EMPLOYEE \$1,000,000 E.L. DISEASE-POLICY LIMIT \$1,000,000
A	Environmental Site Liability			ISPILLSB84N5003 Claims Made	05/01/2023	05/01/2024	Each Incident \$1,000,000 Aggregate \$2,000,000

Certificate No : 570099281878

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER	CANCELLATION
Ohio Department of Natural Resources- Division of Oil & Gas Resources Management 2045 Morse Road, Bldg. F-2 Columbus OH 43229-6693 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 



**Proof of Financial Assurance required under
ORC 1509.07**

BOND NUMBER: 022035256

SURETY BOND (Form 2)

KNOW ALL MEN BY THESE PRESENT:

That we, Hilcorp Energy Company of the City of Houston
County of Harris State of Texas as Principal,
and Liberty Mutual Insurance Company 175 Berkeley Street, Boston, MA 02116
(Surety) (Address)

as surety are held and firmly bound unto the State of Ohio in the amount of this bond to payment whereof the Principal and Surety bind themselves, their heirs, executors, administrators, successors and assigns jointly and severally, firmly by these present.

WHEREAS, the above names Principal has applied or intends to apply to the Chief of the Division of Oil and Gas Resources Management, Department of Natural Resources, State of Ohio for a permit under Chapter 1509 of the Ohio Revised Code.

- BLANKET BOND (THREE OR MORE WELLS) \$15,000.00
- INDIVIDUAL BOND (TWO WELLS) \$10,000.00
- INDIVIDUAL BOND (ONE WELL) \$ 5,000.00

NOW, THEREFORE, THE CONDITIONS OF THIS OBLIGATION ARE SUCH, that if the Principal herein shall comply fully with Chapter 1509 of the Ohio Revised Code, all amendments thereto, and all rules and orders of the Chief relating thereto, including the filing of all required reports, then this obligation shall be null and void, otherwise to remain in full force and effect.

The duration of this bond shall be from the time filed with the Division of Oil and Gas Resources Management until the Chief is satisfied that the well has been plugged and all restoration requirements performed in accordance with Chapter 1509 of the Ohio Revised Code and the rules and orders of the Division of Oil and Gas Resources Management, including all logs, plugging records, or other information required by the Division of Oil and Gas Resources Management have been fulfilled, unless the bond has been canceled as hereinafter provided.

The Surety shall notify the Chief of its intent to terminate its liability under the bond by giving thirty days notice to the Chief. The Chief shall thereupon require the Principal on the bond to file a new Surety Bond, Cash, Certificate of Deposit, or Irrevocable Letter of Credit before any new or additional permits will be issued to the Principal. If a new Surety Bond, Cash, Certificate of Deposit, or Irrevocable Letter of Credit is filed by the Principal, liability under the original bond shall thereupon cease and terminate.

IN WITNESS WHEREOF, we hereunto set our hand and affixed our signature this 5th day of December, 20 11.

Hilcorp Energy Company
LEE BERKEMAN
PRINCIPAL (PLEASE PRINT NAME)

Liberty Mutual Insurance Company
Terri L. Morrison, Attorney-in-Fact
SURETY

[Signature]
PRINCIPAL (SIGNATURE)

[Signature]
SIGNED

STATE OF ~~OHIO~~ TEXAS
COUNTY OF HARRIS . ss.

STATE OF ~~OHIO~~ Texas
COUNTY OF Harris . ss.

The foregoing bond was acknowledged before me this _____ day of _____, 20__

The foregoing bond was acknowledged before me this 5th day of December, 20 11

By _____

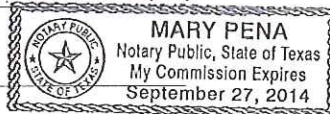
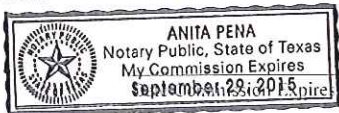
By Terri L. Morrison, Attorney-in-Fact

on behalf of _____
(Circle the appropriate: Self, Attorney-in-Fact, Partnership, Corporation)

on behalf of Liberty Mutual Insurance Company
(Authorized Agent)

[Signature]
NOTARY PUBLIC
(SEAL)

[Signature]
NOTARY PUBLIC Mary Pena
(SEAL)



9-27-2014
Date Commission Expires

A CERTIFICATE OF COMPLIANCE, SIGNED BY THE SUPERINTENDENT OF INSURANCE OF OHIO, MUST BE ATTACHED TO THIS BOND WHEN THE PRINCIPAL OR SURETY EXECUTES THIS BOND BY AGENT, POWER OF ATTORNEY OR OTHER EVIDENCE OF AUTHORITY MUST BE ATTACHED.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint DONALD R. GIBSON, SANDRA PARKER, MELISSA HADDICK, TERRI L. MORRISON, TANNIS MATTSON, GINA A. RODRIGUEZ, JOE MARTINEZ, MARY PENA, AMY FOWLER, ALL OF THE CITY OF HOUSTON, STATE OF TEXAS

each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding SEVENTY FIVE MILLION AND 00/100 DOLLARS (\$ 75,000,000.00) each, and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, David M. Carey, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this day of 11th day of October, 2011.

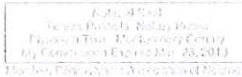
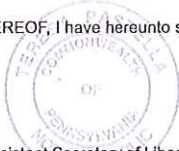


LIBERTY MUTUAL INSURANCE COMPANY

By David M. Carey
David M. Carey, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 11th day of October, 2011, before me, a Notary Public, personally came David M. Carey, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.



By Teresa Pastella
Teresa Pastella, Notary Public

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 5th day of December, 2011.



By Gregory W. Davenport
Gregory W. Davenport, Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

**Proof that Hilcorp Energy Company has registered
with and obtained an identification number from
the division of oil and gas resources management
under section 1509.31 of the Revised Code**

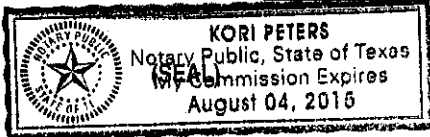
AUTHORITY AND ORGANIZATION FORM (10/09)
OHIO DEPARTMENT OF NATURAL RESOURCES
 Division of Oil and Gas Resources Management, 2045 Morse Road, H-3, Columbus, Ohio 43229-6693
 (614) 265-6633

OWNER NO.: <u>8906</u>	
1. ORGANIZATION NAME AND STREET ADDRESS: Hilcorp Energy Company 1201 Louisiana Street, Suite 1400 Houston, Texas 77002	4. PURPOSE OF FILING: <input checked="" type="checkbox"/> New Filing <input type="checkbox"/> Address and/or Telephone Change <input type="checkbox"/> Change of Authorized Agent <input type="checkbox"/> Change of Statutory Agent <input type="checkbox"/> Temporary Plug Only <input type="checkbox"/> Name Change <input type="checkbox"/> Other: _____
TELEPHONE NUMBER: <u>713-209-2400</u>	
2. MAILING ADDRESS: Post Office Box 61229 Houston, Texas 77208-1229	5. CURRENT ORGANIZATION: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Joint Venture <input type="checkbox"/> Exempt Domestic Well Owner (# acres _____) (see criteria on back of form)
3. IF ORGANIZATION IS A SUBSIDIARY OR AN ASSUMED NAME (dba), GIVE NAME & ADDRESS OF ASSOCIATED COMPANY:	
6. IF A REORGANIZATION, GIVE NAME AND ADDRESS OF PREVIOUS ORGANIZATION:	
7. LIST NAME AND STREET ADDRESS OF AUTHORIZED AGENT AND ENCLOSE A COPY OF CERTIFICATE OF APPOINTMENT: Greg Laficker, President 1201 Louisiana Street, Suite 1400, Houston, Texas 77002 TELEPHONE NUMBER: _____	
8. LIST NAME AND STREET ADDRESS OF STATUTORY AGENT (Corporations only): C T Corporation System 1300 East 9th Street Cleveland, Ohio 44114	

I, the undersigned, being first duly sworn, depose and state under penalties of law, that I am authorized to complete this Authority and Organization Form on behalf of the organization listed above, that this form was prepared by me or under my supervision and direction, and that date and facts stated herein are true, correct, and complete to the best of my knowledge.

That I hereby agree to conform with all provisions of Chapter 1509., ORC, to all orders and rules issued by the Chief, Division of Oil and Gas Resources Mgt.

SIGNATURE OF OWNER/AUTHORIZED AGENT: _____
TITLE: President
NAME (Typed or Printed): Greg Laficker
SWORN to and subscribed before me this 15 **day of** December, 2011



 (Notary Public)
8-04-15
 (Date Commission Expires)

NOTE: A certificate issued by an insurance company stating that the owner has in force a combined (general aggregate): \$1 million bodily injury coverage and property damage for well(s) located in non-urban areas or \$3 million bodily injury coverage and property damage for wells located in urban areas*. The certificate **MUST BE ATTACHED** or on file at the Division of Oil and Gas Resources Management **UNLESS YOU QUALIFY AS AN EXEMPT DOMESTIC WELL OWNER UNDER #5 ABOVE. IF SO, PROOF OF INSURANCE IS NOT REQUIRED.**

RECEIVED

*Check the 2000 Census information found at www.ohiodnr.com/tabid/10379/Default.aspx to determine if your well is located in an urban area.



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
09/02/2011	201124500043	REGISTRATION OF FOREIGN LIMITED PARTNERSHIP (LPF)	126.00	100.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
 4400 EASTON COMMONS WAY, SUITE 125
 TIMOTHY ROBERTSON
 COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

2045095

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HILCORP ENERGY I, L.P.

and, that said business records show the filing and recording of:

Document(s)

Document No(s):

REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

201124500043

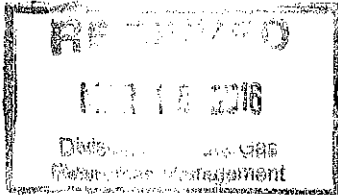


United States of America
 State of Ohio
 Office of the Secretary of State

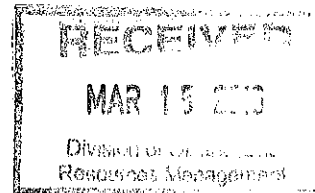
Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 1st day of September,
 A.D. 2011.

Ohio Secretary of State

V3/15/16
cm



OHIO DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL & GAS RESOURCES MANAGEMENT
2045 MORSE RD., F-2, COLUMBUS, OH 43229-6693
Phone: (614) 265-6922 • Fax: (614) 265-6910



AUTHORITY & ORGANIZATION FORM (Form 9)

1. OWNER NUMBER: <u>8906</u>	
2. NAME & MAILING ADDRESS: Hilcorp Energy Company P.O. Box 61229 Houston, Texas 77208-1229 EMAIL: <u>smcmurray@hilcorp.com</u> PHONE NUMBER: <u>(713) 209-2400</u> CELL PHONE NUMBER: FAX NUMBER: <u>713-289-2710</u>	5. PURPOSE OF FILING: <input type="checkbox"/> NEW OWNER <input checked="" type="checkbox"/> ADDRESS AND/OR TELEPHONE CHANGE <input type="checkbox"/> CHANGE OF AUTHORIZED AGENT <input type="checkbox"/> CHANGE OF STATUTORY AGENT <input type="checkbox"/> TEMPORARY PLUG ONLY <input type="checkbox"/> NAME CHANGE
3. STREET ADDRESS: 1111 Travis Street Houston, Texas 77002	6. CURRENT ORGANIZATION: <input checked="" type="checkbox"/> CORPORATION <input type="checkbox"/> LIMITED PARTNERSHIP <input type="checkbox"/> LIMITED LIABILITY CORPORATION <input type="checkbox"/> LIMITED LIABILITY PARTNERSHIP <input type="checkbox"/> PARTNERSHIP <input type="checkbox"/> TRUST <input type="checkbox"/> SOLE PROPRIETORSHIP <input type="checkbox"/> JOINT VENTURE <input type="checkbox"/> OTHER: _____
4. IF ORGANIZATION IS A SUBSIDIARY OR AN ASSUMED NAME (dba), PROVIDE NAME & ADDRESS OF ASSOCIATED COMPANY:	
7. EXEMPT DOMESTIC WELL OWNER (see criteria on back of form) NOTE: Exempt domestic well owner only complete boxes 2, 3, 5, and 7. <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO IF YES, PLEASE PROVIDE NUMBER OF ACRES: _____	
8. IF A REORGANIZATION, PROVIDE NAME AND ADDRESS OF PREVIOUS ORGANIZATION:	
9. LIST NAME AND STREET ADDRESS OF AUTHORIZED AGENT AND ENCLOSE A COPY OF CERTIFICATE OF APPOINTMENT: EMAIL: _____ PHONE NUMBER: _____ FAX NUMBER: _____ CELL PHONE NUMBER: _____	
10. LIST NAME AND STREET ADDRESS OF STATUTORY AGENT (Corporations only): EMAIL: _____ PHONE NUMBER: _____ FAX NUMBER: _____ CELL PHONE NUMBER: _____	

I, the undersigned, being first duly sworn, depose and state under penalties of law, that I am authorized to complete this Authority and Organization Form on behalf of the organization listed above, that this form was prepared by me or under my supervision and direction, and that date and facts stated herein are true, correct, and complete to the best of my knowledge.

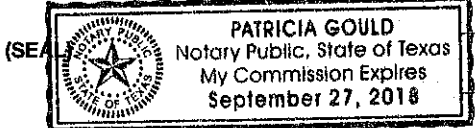
That I hereby agree to conform with all provisions of Chapter 1509, ORC, to all orders and rules issued by the Chief of the Division of Oil and Gas Resources Management.

SIGNATURE OF AUTHORIZED AGENT: Stephanie McMurray

TITLE: Regulatory Tech

NAME (Typed or Printed): Stephanie McMurray

SWORN to and subscribed before me this 10th day of March, 2016



Patricia Gould
(Notary Public)
9-27-16
(Date Commission Expires)

NOTE: A certificate issued by an insurance company stating the owner has in force a combined (general aggregate): \$1 million bodily injury coverage and property damage for well(s) located in non-urban areas, \$3 million bodily injury coverage and property damage for well(s) located in urban areas*, or \$5 million bodily injury and property damage for owners of a horizontal well(s). The certificate MUST BE ATTACHED or on file at the Division of Oil and Gas Resources Management UNLESS YOU QUALIFY AS AN EXEMPT DOMESTIC WELL OWNER.

* Check the 2010 Census information found at oilandgas.ohiodnr.gov/Urban-Drilling-Requirements to determine if your well is located in an urban area.



Active Well Owners

Search Parameters

City *containing*

Zip *exact match*

Operator Name

Company #	Status	Company Name	Street Address	CITY	STATE	ZIP1	ZIP2	PHONE	Organization Type
8906	Active	HILCORP ENERGY COMPANY	1111 Travis	Houston	TX	77002	1229	17132092400	Corporation

Company #	Status	Company Name	Street Address	CITY	STATE	ZIP1	ZIP2	PHONE	Organization Type
8906	Active	HILCORP ENERGY COMPANY	1111 Travis	Houston	TX	77002	1229	17132092400	Corporation

**Excerpt from the Ohio Department of Natural Resources Division of Oil and Gas
Resources Management's Relationally Integrated Computer System (RICS)**

Organization Name

Name

DBA Name?

HILCORP ENERGY COMPANY

No

Organization Entity: Corporation

Compliance Status:

Owner Number: ON2021063010355

Compliant

Legacy Owner Number: 8906