

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

SUPPLEMENTAL ORDER REGARDING
ELECTIONS: VCI-530574
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-19-0416-4204

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992 at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirements of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on June 4, 2019, and recorded in Deed Book 566, Page 43 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on June 17, 2019, (herein "Board Order") and (2) to complete the record regarding elections. The Board Order pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 *et seq.*, Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed EnerVest Operating, LLC, (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;
 - (b) The Designated Operator filed its affidavit of mailing dated July 21, 2019, disclosing that it mailed to all parties listed on Exhibit B-3 the

Board Order by certified mail return receipt requested on June 20, 2019;

- (c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated July 21, 2019, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election(s) made, if any; and (iii) whether, by reason of failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
- (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, 38 East Valley Street, Bristol, VA 24201; Tel: (276) 466-9222; Attn: Jody Maney, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated July 18, 2006. The Affidavit of Elections indicates that the escrow of funds is not required with regard to Well No. VCI-530574.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at Paragraph 2 above, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of

receipt of this Supplemental Order to each Respondent whose address is known.

5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED**.
6. Effective Date: This Supplemental Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EnerVest Operating, LLC, for the Forced Pooling of Interests in VCI-530574, Docket No. VGOB-19-0416-4204 in the Ervinton District, Duty Quadrangle, Dickenson County, Virginia.

AFFIDAVIT OF TIMOTHY E. SCOTT, Attorney-at-Law, Agent for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law and the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on June 4, 2019, by the Virginia Gas and Oil Board regarding the captioned coalbed methane gas unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed and recorded copy of the Order referred to at Paragraph 2, above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Abingdon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, Timothy E. Scott, Attorney-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made

with regard to Subject Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

NONE

6. That the interest and/or claims of the following persons or entities (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, as unknown or unlocatable or such interest is the subject of a conflict:

NONE

7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

NONE

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

NONE

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective coalbed methane rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated June 4, 2019:

See Exhibit B-3

10. The Designated Operator requests that the following persons be dismissed as Respondents:

NONE

That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to

be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are **not required** in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

Dated at Kingsport, Tennessee, this 21st day of July, 2019.



Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for EnerVest Operating, LLC, a limited liability company, on behalf of the limited liability company, this 21st day of July, 2019.



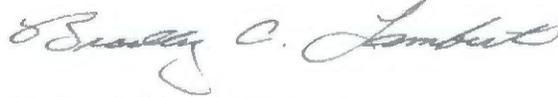
Notary Public

My commission expires: 4/1/2023

[f:\msword2000\enervest\2019\pooling.VCI-530274.supporter&aff]



DONE AND EXECUTED this 26 day of July, 2019 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

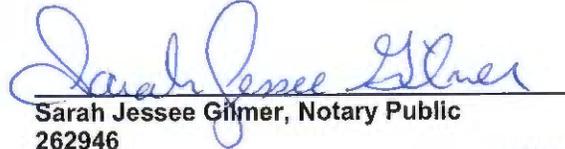
DONE AND PERFORMED this 26 day of July, 2019 by Order of the Virginia Gas and Oil Board.



Rick Cooper
Principal Executive to the
staff, Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 26th day of July, 2019, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is the Chairman of the Virginia Gas and Oil Board and Rick Cooper, being duly sworn did depose and say that he is Principal Executive to the staff of the Virginia Gas and Oil Board, that they executed the same and was authorized to do so.



Sarah Jessee Gilmer, Notary Public
262946

My Commission expires: July 31, 2021



BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of EnerVest Operating, LLC
for the Pooling of Interests in
Well No. VCI-530574
Docket No. VGOB-19-0416-4204
Ervinton District, Duty Quadrangle,
Dickenson County, Virginia

AFFIDAVIT OF MAILING

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney and the Agent for EnerVest Operating, LLC, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660; that your affiant, as one of his duties, is required to mail notices to persons required to be notified of hearings before and of decisions made by the Virginia Oil and Gas Board (hereinafter the "Board");

2. That Paragraph eighteen (18) of a Board Order made in the above-captioned matter effective as of the 4th day of June, 2019, and recorded in the Clerk's Office of the Circuit Court of Dickenson County, Virginia, on the 17th day of June 2019 in Deed Book 566, Page 43 directed EnerVest Operating, LLC, or its Attorney to cause a copy of said Order as entered by the Board to be mailed to the last known address of each Respondent listed in Exhibit B-3 of the said Order within seven (7) days of receipt by the Unit Operator;

3. That your affiant mailed a copy of the Order referred to in Paragraph "2" above in compliance with the Board's Order by certified mail return receipt requested to the parties respondent named therein on June 20, 2019;

4. That Paragraph eight (8) of the Board's Order required that each owner to whom a copy of the Board's Order was mailed as described above deliver a written election to EnerVest Operating, LLC within thirty (30) days of the date on which copies of the Order were mailed by Timothy E. Scott, Agent for EnerVest Operating, LLC.

Dated at Kingsport, Tennessee, this 21st day of July, 2019.

Timothy E. Scott

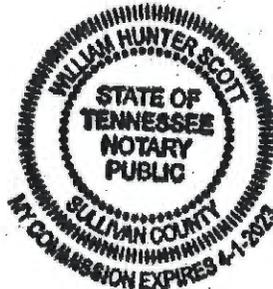
Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for EnerVest Operating, LLC, a limited liability company, on behalf of the limited liability company, this 21st day of July, 2019.

William Hunter Scott

Notary Public

My commission expires: 4/1/2023



[f:\mword2000\EnerVestpooling VCI-530574affidavit.mailing.elections July 22, 2019]

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Alva Earl Dotson
504 Shotgun Hollow Road
Cleveland, VA 24225

F&O 2400-R-541



9590 9402 4454 8248 5156 17

2. Article Number (transfer from service label)

7018 2290 0000 1609 1729

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent Addressee
 B. Signature Restricted Delivery C. Date of Delivery
 6-22-19

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
- Adult Signature
 - Adult Signature Restricted Delivery
 - Certified Mail
 - Certified Mail Restricted Delivery
 - Collect on Delivery
 - Collect on Delivery Restricted Delivery
 - Insured Mail
 - Insured Mail Restricted Delivery (over \$500)
 - Priority Mail Express®
 - Registered Mail™
 - Registered Mail Restricted Delivery
 - Return Receipt for Merchandise
 - Signature Confirmation™
 - Signature Confirmation Restricted Delivery

B 568 PG386

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OFFICIAL USE

Certified Mail Fee

- Return Receipt (hardcopy) \$
- Return Receipt (electronic) \$
- Certified Mail Restricted Delivery \$
- Adult Signature Required \$
- Adult Signature Restricted Delivery \$

Postage

Total Postage and Fees

Sent To

David M. Smith
 763 Roy Road
 Troutville, VA 24175

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

U.S. Postal Service
CERTIFIED MAIL® RECEIPT
 Domestic Mail Only

For delivery information, visit our website at www.usps.com

OFFICIAL USE

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

Sent To: David M. Smith, 763 Roy Road, Troutville, VA 24175

City, State, ZIP+4: Troutville, VA 24175

Street and Apt. No., or PO Box No.: 763 Roy Road

Postage and Fees:

- Postage \$
- Adult Signature Required \$
- Certified Mail Restricted Delivery \$
- Return Receipt (hardcopy) \$
- Return Receipt (electronic) \$
- Extra Services & Fees (check box, add fee as appropriate) \$

Total Postage and Fees \$

Certified Mail Fee \$

Postmark Here: Mailed 6/20/19 F&O VCI-530574 2400-R-54

8 PG387

7018 2290 0000 1609 1712

7018 2290 0000 1609 1712



CERTIFIED MAIL

FIRST CLASS

FIRST CLASS

First Class Mail

LAW OFFICE OF
TIMOTHY E. SCOTT
 135 WEST MAIN STREET, SUITE 200
 KINGSPORT, TENNESSEE 37660

David M. Smith
 763 Roy Road
 Troutville, VA 24175



UNITED STATES POSTAGE
 02 1P
 0004695193 JUN 20 2019
\$ 007.750
 MAILED FROM ZIP CODE 37660

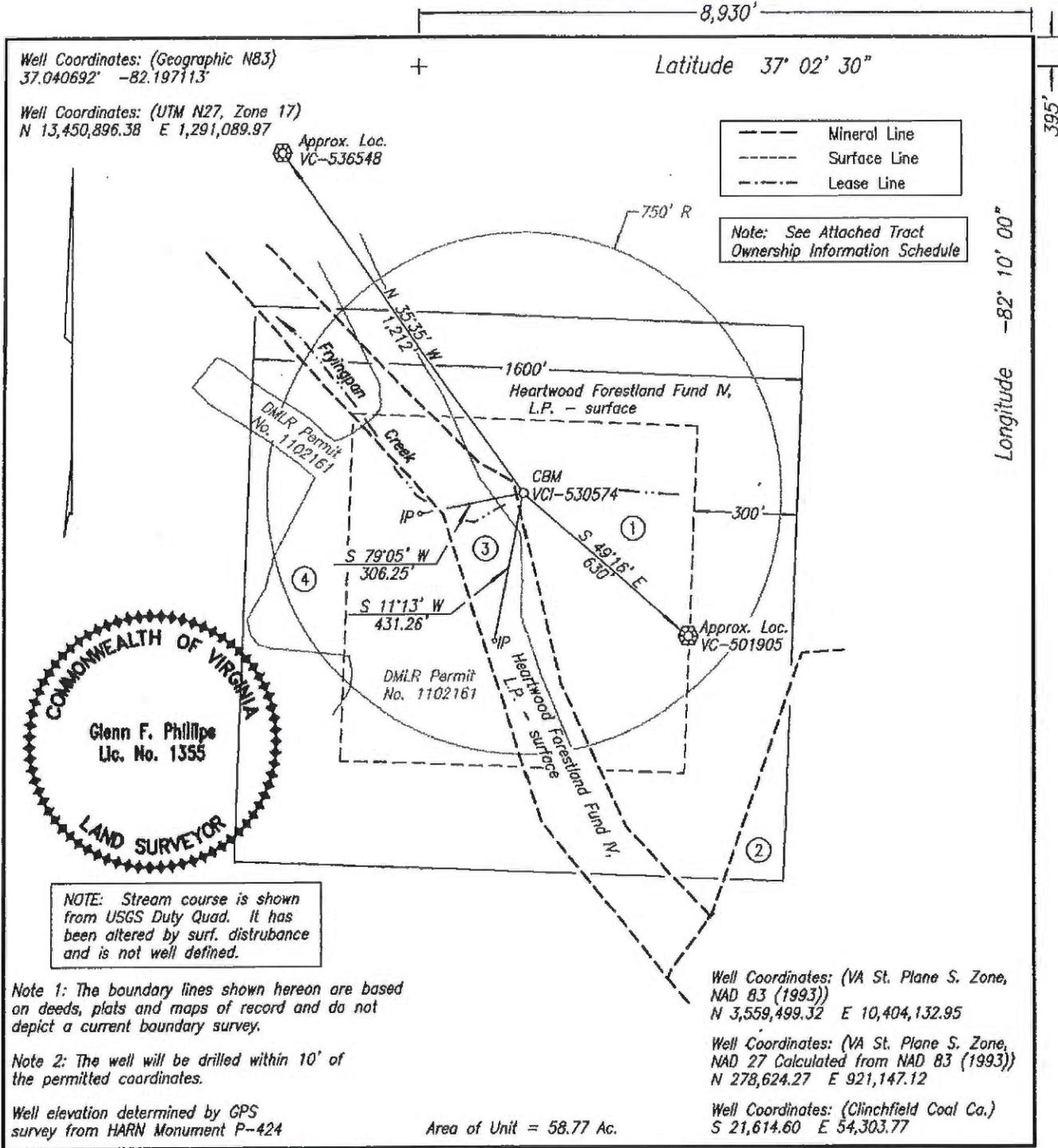
FIRST CLASS

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FIRST CLASS

FIRST CLASS

EXHIBIT A



WELL LOCATION PLAT NORA GRID BO-71

COMPANY EnerVest Operating, LLC WELL NAME AND NUMBER VCI-530574
 TRACT NO. T-239 ELEVATION 2,344.47' QUADRANGLE Duty
 COUNTY Dickenson DISTRICT Ervinton SCALE 1" = 400' DATE 3-5-2019

This Plat is a new plat x; an updated plat ; or a final location plat
 + Denotes the location of a well on United States topographic Maps, scale 1 to 24,000, latitude and longitude lines being represented by border lines as shown.

~~Licensed Professional Engineer or~~ Licensed Land Surveyor

Glenn F
Phillips

Digitally signed by Glenn F Phillips
DN: c=US, o=Glenn F. Phillips
Company P.C.,
ou=A01427D09020145C46032E2D
0092AR, cn=Glenn F Phillips
Date: 2019.03.07 08:30:55 -05'00'

EXHIBIT A

VCI-530574 PLAT
 TRACT OWNERSHIP INFORMATION SCHEDULE
 3/5/2019

1. T-239
 F. T Adams
 262.68 Acres
 ACIN LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Dickenson-Russell Coal Company LLC - coal lessee
 Mullins Land & Mineral, Inc. - coal (Jawbone, Upper Banner & Tiller seams only)
 EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM
 Gas 29.06 Ac. 49.45%

2. T-240
 A. Breeding
 151.44 Acres
 ACIN LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Dickenson-Russell Coal Company LLC - coal lessee
 Mullins Land & Mineral, Inc. - coal (Jawbone, Upper Banner & Tiller seams only)
 EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM
 Gas 1.11 Ac. 1.89%

3. T2-223
 George Lambert
 10.03 Acres
 ACIN LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Dickenson-Russell Coal Company LLC - coal lessee
 Mullins Land & Mineral, Inc. - coal (Jawbone, Upper Banner & Tiller seams only)
 EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM (14/24 int.)
 Heirs of Grover Smith - oil, gas & CBM (3/24 int.)
 Alvah Earl Dotson - oil, gas & CBM (7/24 int.)
 Gas 6.99 Ac. 11.89%

4. T-463
 Henry Kiser
 1,142.51 Acres
 ACIN LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Alpha Land & Reserves LLC - coal lessee
 WBRD LLC - coal (except Jawbone, Upper Banner & Tiller seams)
 Dickenson-Russell Coal Company LLC - coal lessee
 Mullins Land & Mineral, Inc. - coal (Jawbone, Upper Banner & Tiller seams only)
 EnerVest Energy Institutional Fund XIV-A, L.P., EnerVest Energy Institutional Fund XIV-A1, L.P., &
 EnerVest Energy Institutional Fund XIV-WIC, L.P. - oil, gas & CBM
 Gas 21.61 Ac. 36.77%

Exhibit "B"
VCI-530574
Docket Number: 19-0416-4204

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
1	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 Tax ID - 12531	Owner	49.45000000	29.06000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 Tax ID - 11982	Owner	1.89000000	1.11000000
3	Tax ID - 21068 EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210	Owner	6.93583333	4.07750000
	<u>Grover Garland Smith Heirs</u>			
	Jeffrey V. Smith 1297 Pocket Road Braselton, GA 30517	Leased	0.74312500	0.43687500
	David M. Smith 763 Roy Rd Troutville, VA 24175	Unleased	0.74312500	0.43687500
	Alva Earl Dotson 504 Shotgun Hollow Road Cleveland, VA 24225	Unleased	3.46791667	2.03875000
	Tract 3 Totals		11.89000000	6.99000000

4 EnerVest Energy Institutional Fund XIV-A, L.P. Owner 36.77000000 21.61000000
& EnerVest Energy Institutional Fund XIV-WIC, L.P.
Attn: Kevin Miller
408 West Main Street
Abingdon, VA 24210
Tax ID - 21978

TOTAL GAS ESTATE 100.00000000 58.77000000

Percentage of Unit Leased 95.78895833

Percentage of Unit Unleased 4.21104167

Acreage in Unit Leased 56.29437500

Acreage in Unit Unleased 2.47562500

Exhibit "B"
VCI-530574
Docket Number: 19-0416-4204

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Coal Estate Only				
1	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 <i>Tax ID - Minerals Only</i>	Owner	49.45000000	29.06000000
2	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 <i>Tax ID - Minerals Only</i>	Owner	1.89000000	1.11000000
3	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 <i>Tax ID - Minerals Only</i>	Owner	11.89000000	6.99000000
4	EnerVest Energy Institutional Fund XIV-A, L.P. & EnerVest Energy Institutional Fund XIV-WIC, L.P. Attn: Kevin Miller 408 West Main Street Abingdon, VA 24210 <i>Tax ID - Minerals Only</i>	Owner	36.77000000	21.61000000
TOTAL GAS ESTATE			100.00000000	58.77000000
Percentage of Unit Leased		100.00000000		
Percentage of Unit Unleased		0.00000000		
Acreage in Unit Leased		58.77000000		
Acreage in Unit Unleased		0.00000000		

Exhibit "B-3"
VCI-530574
Docket Number: 19-0416-4204

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
3	<i>Tax ID - 21068</i> <u>Grover Garland Smith Heirs</u> David M. Smith 763 Roy Rd Troutville, VA 24175	Unleased	0.74312500	0.43687500
	Alva Earl Dotson 504 Shotgun Hollow Road Cleveland, VA 24225	Unleased	3.46791667	2.03875000
TOTAL GAS ESTATE			4.21104167	2.47562500

Exhibit "E" - Escrow Owners
VCI-530574
Docket Number: 19-0416-4204

INSTRUMENT 190000843
RECORDED IN THE CLERK'S OFFICE OF
DICKENSON CIRCUIT COURT ON
AUGUST 13, 2019 AT 08:35 AM
RICHARD W. EDWARDS, CLERK
RECORDED BY: TLF

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
NONE				
TOTAL GAS ESTATE			0.00000000	0.00000000