

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-530597
(hereinafter "Subject Drilling Unit")

DOCKET NO. VGOB-19-1015-4224

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 November 27, 2019, and recorded in Deed Book 571, Page 679 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on December 10, 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 January 22, 2020, disclosing that all parties listed on Exhibit B-3 were

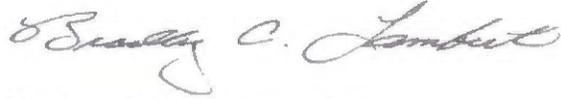
mailed a copy of the Board Order by certified mail return receipt requested on December 11, 2019;

- (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 January 22, 2020, 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-530597.
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.

DONE AND EXECUTED this 29 day of January, 2020 by a majority of the Virginia Gas and Oil Board.



Chairman, Bradley C. Lambert

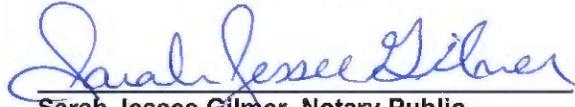
DONE AND PERFORMED this 29 day of January, 2020 by Order of the Virginia Gas and Oil Board.



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

COMMONWEALTH OF VIRGINIA
COUNTY OF RUSSELL

Acknowledged on this 29th day of January, 2020, 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



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EnerVest Operating, LLC, for the Forced Pooling of Interests in VCI-530597, Docket No. VGOB-19-1015-4224 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 November 27, 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, 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 November 27, 2019:

See Exhibit B-3

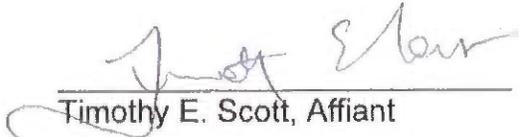
10. The Designated Operator requests that the following persons be dismissed as Respondents:

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 22nd day of January, 2020.



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 22nd day of January, 2020.



Notary Public

My commission expires: 4/1/2023

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VCI-530597 PLAT
TRACT OWNERSHIP INFORMATION SCHEDULE
8/9/2019

1. 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 20.16 Ac. 34.30%
2. 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 37.82 Ac. 64.36%
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 0.79 Ac. 1.34%

Exhibit "B"

VCI-530597

Docket Number: 19-1015-4224

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 <i>Tax ID - Minerals only</i>	Owner	34.30000000	20.16000000
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 - 20419</i>	Owner	64.36000000	37.82000000
3	<i>Tax ID - 21068</i> 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	0.78166667	0.46083333
	<u><i>Grover Garland Smith Heirs</i></u> Jeffrey V. Smith 1297 Pocket Road Braselton, GA 30517	Leased	0.08375000	0.04937500
	David M. Smith 763 Roy Rd Troutville, VA 24175	Unleased	0.08375000	0.04937500
	Alva Earl Dotson 504 Shotgun Hollow Road Cleveland, VA 24225	Unleased	0.39083333	0.23041667
Tract 3 Totals			1.34000000	0.79000000

Exhibit B
Well No. VGI-530597 PG085
VGOB-19-1015-4224
2400-R-560

TOTAL GAS ESTATE

100.00000000 58.77000000

Percentage of Unit Leased 99.52541667
Percentage of Unit Unleased 0.47458333

Acreage in Unit Leased 58.49020833
Acreage in Unit Unleased 0.27979167

DB 573 PG086

Exhibit "B"

VCI-530597

Docket Number: 19-1015-4224

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	34.30000000	20.16000000
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	64.36000000	37.82000000
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	1.34000000	0.79000000
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-530597
 Docket Number: 19-1015-4224

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
3	Tax ID - 21068 <u>Grover Garland Smith Heirs</u> David M. Smith 763 Roy Rd Troutville, VA 24175	Unleased	0.08375000	0.04937500
	Alva Earl Dotson 504 Shotgun Hollow Road Cleveland, VA 24225	Unleased	0.39083333	0.23041667
TOTAL GAS ESTATE			0.47458333	0.27979167

INSTRUMENT 200000091
 RECORDED IN THE CLERK'S OFFICE OF
 DICKENSON CIRCUIT COURT ON
 FEBRUARY 4, 2020 AT 08:42 AM
 RICHARD W. EDWARDS, CLERK
 RECORDED BY: TJB