



# **BLACK STONE MINERALS COMPANY, L.P.**

Schedule of Net Profits Payments  
Belle Isle Corporation and Pioneer Natural  
Gas Company

December 31, 2020

# BLACK STONE MINERALS COMPANY, L.P.

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## Independent Accountant's Report

To the Partners of  
Black Stone Minerals Company, L.P.  
Houston, Texas

We have examined management's assertion that the accompanying schedule of net profits payments for the year ended December 31, 2020 is presented in accordance with the terms of an agreement dated March 31, 1965 between Belle Isle Corporation and Pioneer Natural Gas Company (the "Agreement") on the basis described in Note 2. Black Stone Minerals Company, L.P.'s management is responsible for the schedule of net profits payments. Our responsibility is to express an opinion on the schedule of net profit payments based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the schedule of net profits payments and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the schedule of net profits payments referred to above, presents, in all material respects, the schedule of net profits payments from Black Stone Minerals, L.P. for the year ended December 31, 2020, on the basis described in Note 2.

Our examination was conducted for the purpose of forming an opinion on the schedule of net profits payments for the year ended December 31, 2020. The supplemental schedule of net profits payments from Inception (March 1, 1965) through December 31, 2020, includes historical net profits payments information and is presented for purposes of additional analysis and is not a required part of the schedule of net profits payments. Such supplemental information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the schedule of net profits payments. The supplemental information has been subjected to procedures applied in the examination of the schedule of net profits payments and certain additional procedures, including comparing and reconciling such information to records used to prepare the schedule of net profits payments or to the schedule of net profits payments themselves, and other additional procedures in accordance with attestation standards established by the American Institute of Certified Public Accountants; however, we express no opinion with respect to the supplemental schedule.

BDO USA, LLP

May 14, 2021

# BLACK STONE MINERALS COMPANY, L.P.

## Schedule of Net Profits Payments For the Year Ended December 31, 2020 (Under Terms of an Agreement Dated March 31, 1965) Between Belle Isle Corporation and Pioneer Natural Gas Company)

	Quantity	Amount
<b>RECEIPTS</b>		
Petroleum products		
Oil, Bbls	612	\$ 26,314
Gas, Mcf	61,781	129,594
Condensate, Bbls	-	-
		155,908
Salt, tons		-
Plant products		7,657
Other		-
<b>TOTAL RECEIPTS</b>		<b>163,565</b>
<b>DEDUCTIONS</b>		
Production taxes		10,183
Windfall profits taxes		-
Ad valorem taxes		-
Consulting and other fees		5,732
Other		33,011
<b>TOTAL DEDUCTIONS</b>		<b>48,926</b>
<b>NET PROFITS</b>		<b>\$ 114,639</b>
<b>NET PROFITS PAYMENTS</b>		
95% of net profits		\$ 108,907
Other amounts withheld <sup>(1)</sup>		(108,907)
Remittances to disbursing agent		\$ -

<sup>(1)</sup> Beginning May 2013, remittances to the disbursing agent were not made and will continue to be held until the settlement discussed in Note 4 has been recovered.

# BLACK STONE MINERALS COMPANY, L.P.

## Supplemental Schedule of Net Profits Payments From Inception (March 1, 1965) through December 31, 2020 (Under Terms of an Agreement Dated March 31, 1965) Between Belle Isle Corporation and Pioneer Natural Gas Company)

	Quantity	Amount
<b>RECEIPTS</b>		
Petroleum products		
Oil, Bbls	758,741	\$ 9,603,288
Gas, Mcf	59,001,520	40,668,524
Condensate, Bbls	816,494	7,268,762
		57,540,574
Salt, tons	20,068,235	2,189,027
Plant products		214,253
Litigation settlement <sup>(1)</sup>		540,000
Other		92,047
<b>TOTAL RECEIPTS</b>		<b>60,575,901</b>
<b>DEDUCTIONS</b>		
Production taxes		3,778,458
Windfall profits taxes		1,240,017
Ad valorem taxes		88,923
Consulting and other fees		1,089,713
Other		720,584
<b>TOTAL DEDUCTIONS</b>		<b>6,917,695</b>
<b>NET PROFITS</b>		<b>\$ 53,658,206</b>
<b>NET PROFITS PAYMENTS</b>		
95% of net profits		\$ 50,975,296
Other amounts withheld <sup>(2)</sup>		(3,579,819)
Remittances to disbursing agent		\$ 47,395,477

<sup>(1)</sup> See Note 3.

<sup>(2)</sup> Beginning May 2013, remittances to the disbursing agent were not made and will continue to be held until the settlement discussed in Note 4 has been recovered.

# BLACK STONE MINERALS COMPANY, L.P.

## Notes to Schedule of Net Profits Payments

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### 1. Organization

Under the terms of an agreement dated March 31, 1965 (the “Agreement”), Pioneer Natural Gas Company purchased certain property interests from Belle Isle Corporation, subject to specified net profits payments. Net profits payments are to equal 95 percent of the net profits (as defined in the Agreement) from the purchased properties so long as those properties remain under the lease in effect at the time of the purchase. The Agreement further provides that the net profits payments are to be made quarterly to a disbursing agent for the net profits interests.

On June 30, 1986, Mesa Limited Partnership (reorganized as MESA Inc. on December 31, 1991) acquired the assets and assumed the liabilities of Pioneer Corporation, parent company of Pioneer Natural Gas Company, including its rights and obligations under the Agreement. On August 7, 1997, MESA Inc. merged with and into Pioneer Natural Resources Company, formerly a wholly-owned subsidiary of MESA Inc. On July 1, 1999, Black Stone Minerals Company, L.P. (“Black Stone”) purchased certain property interests from Pioneer Natural Resources Company and in doing so assumed Pioneer Natural Resources Company’s rights and obligations under the Agreement.

In accordance with article 4 of the Agreement, Black Stone may elect to sell the properties covered under the Agreement after two consecutive years of net profits less than \$250,000 and when Black Stone has made a good faith determination in accordance with its best judgement, that it is unlikely that the net profits thereafter will ever exceed \$250,000.

### 2. Summary of Significant Accounting Policies

The schedule of net profits payments is prepared in accordance with the terms of the agreement dated March 31, 1965 between Belle Isle Corporation and Pioneer Natural Gas Company. Receipts and deductions are recognized during the period in which amounts are received or paid rather than on an accrual basis, under which they would be recognized as amounts are earned or incurred. Net profits payments are reflected on an accrual basis based on the receipts and deductions through December 31, 2020. This basis for reporting net profits payments is considered to be the most meaningful because quarterly distributions to the unitholders are based on net cash receipts for such period.

### 3. 1984 Litigation Settlement

By letter dated February 1, 1984, a notice was received that salt mine operations at the Belle Isle mine had ceased due to problems with the stability of the mine which could lead to a catastrophic failure. Subsequently, the mine was flooded in an effort to remedy the stability problems. A suit was filed against Cargill, Inc. (“Cargill”), operator of the salt mine, seeking, among other claims, to force Cargill to restore the stability of the mine and to pay damages for loss of salt, oil, and gas royalties. A settlement agreement was signed on June 6, 1988, and Mesa Limited Partnership received payment of \$540,000 from Cargill. The litigation settlement was treated as damages in lieu of salt royalties and was distributed to the royalty owners in the net profits payment for the quarter ended July 31, 1988.

# BLACK STONE MINERALS COMPANY, L.P.

## Notes to Schedule of Net Profits Payments

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### 4. 2013 Litigation Settlement

On April 11, 2011, Belle Isle, LLC named Black Stone as a defendant in a “legacy suit” claiming contamination and damage to portions of the surface of certain lands located in St. Mary Parish, Louisiana based on the drilling and operation of certain oil and gas wells. On July 9, 2013, Black Stone entered into a settlement agreement with the plaintiff in the Belle Isle suit in full and final satisfaction of all claims relating to Black Stone’s ownership of the subject mineral servitude.

The conveyance under which Black Stone and its affiliates acquired the mineral servitude in question subjected Black Stone to the payment of 95% of the net profits from the wells on the mineral servitude to certain net profits payment owners.

The settlement amount and all expenses incurred in connection with the lawsuit will be included in the periodic calculation of the 95% net profits payments, with the result being that no net profits payments will be made until 95% of the settlement is recovered beginning May 2013. As of December 31, 2020, approximately \$4.5 million is remaining to be recovered before any net profits payments will be distributed.

### 5. Risk and Uncertainties

The COVID-19 pandemic has adversely affected the global economy, disrupted global supply chains and created significant volatility in the financial markets. In addition, the pandemic has resulted in travel restrictions, business closures, and the institution of quarantining and other restrictions on movement in many communities. This, in turn, resulted in significantly lower market prices for oil, natural gas, and NGLs during the fiscal year ended December 31, 2020. In the first quarter of 2020 and into the second quarter of 2020, oil prices fell sharply and dramatically, due in part to significantly decreased demand as a result of the COVID-19 pandemic and the announcement by Saudi Arabia of a significant increase in its maximum oil production capacity. Additionally, Russia announced that previously agreed upon oil production cuts between members of the Organization of the Petroleum Exporting Countries and its broader partners (“OPEC+”) would expire on April 1, 2020. Agreed-upon production cuts by OPEC+, along with declining U.S. production, have helped to correct the supply and demand imbalance; however, these reductions will take some time to offset the significant inventory build caused by demand destruction from the COVID-19 pandemic in 2020. While oil prices have since recovered, a reversal of recent improvements or a prolonged period of lower prices may materially and adversely affect the future net profit payments.