

Meeting Minutes
IADC Contracts Committee Meeting
March 30, 2023 - 0900 – 11:15 hours
Transocean Office & via Video
Conference



In-Person attendance:

Tyler Smith – Nabors – Committee Chairman (TS) Presiding
Dave Faure – Transocean (DF) Committee Advisor
John Kilburn – Transocean (JK) - Committee Officer
Stacey Early – Transocean
Sergio Alcon – Transocean
Carlos Ortiz Reguer – Transocean
Mike DuBose – IADC Committee Liaison (MD)

Virtual Attendees

Laurence Gerard – Transocean
Frank Pocock – Transocean
Matheus Poubel – Transocean
Despoina Bouchli – Transocean
Michael Stein-Stewart – Transocean
Zoe Adam – Transocean
Gerald Baca – Transocean
Elisa Calderon – Transocean
Ana Forman - Transocean
Taylor Gissell – Transocean
Martha Harrer – Transocean
Hazel Meek – Transocean
Holly Pelikan – Transocean
Daniel Ro-Trock – Transocean
Sandro Thoma – Transocean
Camille Wieprecht – Transocean
Emily Rosenberg – Transocean
Kyle Vento – Transocean
Taylor Pritchett – Transocean
Mohamed Taha – Transocean
Victor Turque – Transocean
Islam Abdelraouf – Transocean
Ahmed Younes- Transocean
Vishal Wankar – Transocean
Josselin Gere – Transocean
Eirik Sunde – Transocean
Pal Sorli – Transocean
Rebecca Rowland – Transocean

Tom Bowes – Precision Drilling (TB)
Cary Moomjian – CAM Oil Services
Janet Resseguie – Transocean
Ted Gobillot – Diamond Offshore
Erin Nix – Patterson-UTI
Jeremy Farr – K&L Gates (London)
Theo Gates – K&L Gates (London)

Welcome

TS (Committee Chair) opened the meeting at 0900, welcomed the group and thanked everyone for being available. DF offered brief housekeeping remarks.

General Antitrust Guidelines for IADC Members

MD reminded the attendees of the IADC General Antitrust Guidelines & Protocols for Q&A.

Safety Moment

MD reviewed IADC ISP Final 2022 Accident/Incident statistics.

Approval of the Proposed Meeting Agenda

TS proposed the members accept the meeting agenda as offered in the pre-read materials, motion seconded by SE. Agenda approved by acclamation.

Approval of the Minutes of the previous committee meeting.

TS proposed the members accept the minutes of the previous meeting of Dec. 15, 2022, as offered in the pre-read material. Motion was made by Tom B., seconded by SE, and the minutes approved by acclamation.

Update on Various IADC/Committee Initiatives

MD advised members of the work ongoing to revise the IADC HSE Guidelines for Land Drilling units. The workgroup has developed their final Draft of the document. IADC International Onshore Advisory Panel Chairman, Miguel Sanchez has been advised. Miguel asked IADC staff to liaise with our members in Australia to ensure we are aligned prior to public release of the final Draft. MD has liaised with our Australasia Chapter Officers regarding the pending release of the document. AC officers asked to hold the document pending Land Rig Safety Case regulations in Australia. MD to visit Australasia Chapter in late May with a view to release the revised IADC Land Rig Case Guidelines in July 2023.

Agenda Item 4 – Guest Presentation from Jeremy Farr & Theo Gates – Partners at K&L Gates (London) **Impact of mandatory provisions of local law on indemnities and exclusions, combined with a short update on recent English law developments on indemnities and exclusions.** Presentation attached.

Amicus Brief Reports

The Contracts Committee is currently engaged in 3 ongoing Amicus Brief projects for IADC Members.

- a) We wish to bring to your attention the matter of two separate Amicus Briefs that IADC are pursuing at the moment. They are as follows.

Case 1 - IADC has been approached by Micah Skidmore a partner at Haynes & Boone in Dallas seeking IADC's support. They have an insurance coverage case for which they are preparing to file a petition for review with the Texas Supreme Court. The case is on behalf of ExxonMobil and addresses the extent to which insurers are entitled to refer to extrinsic contracts (in this case an agreement obligating the insured to name ExxonMobil as an additional insured) in interpreting the scope of coverage under an insurance policy. In accordance with the IADC Amicus Criteria, I informed the Contracts Committee Officers and the 3 attorneys amongst the officers were in unanimous agreement that this was a significant issue of potential consequence for IADC and our members. IADC has engaged Attorney Marvin Moos of the Horne Rota Moos law firm in Houston to represent IADC and our members in the matter. Marvin has filed the Amicus Briefs on May 9, 2022. Oral arguments were presented on Feb. 23, 2023. David Gunn of Beck Redden Law Firm presented. No word back on the demeanor of the court after the oral arguments. Matter is pending at the Texas Supreme Court.

Case 2 - Cameron Int'l Corp. v. Martinez, currently pending in the Texas Supreme Court. This case arises from an auto accident in June 2015 involving a worker at a remote wellsite in West Texas. John Mueller was hired as an independent contractor to perform various well services for Cameron at a ConocoPhillips wellsite. After his final shift, Mueller drove to Pecos, Texas (about an hour away), to eat dinner, purchase groceries and fuel for his truck. Mueller was not on duty or even on "stand-by." Buying these items was not part of his job; no one from Cameron directed him to do so and he was not reimbursed for his purchases, though he did receive a \$50/day travel allowance. On the way back to the wellsite, Mueller was in an accident with another vehicle. Two people died and two were injured. The survivors and heirs sued Cameron (among other defendants) on multiple grounds, including that Cameron was "vicariously liable" for Mueller's negligence. Vicarious liability is a legal principle that an employer may be liable for actions taken by an employee in the "course and scope" of his or her employment. Certainly, the prospect of vicariously liability has serious implications for our members. Again, the officers of the contracts committee reviewed the case and unanimously agreed an IADC Amicus is in order. IADC has engaged Ms. Connie Pfeiffer with Yetter Coleman as she has the necessary experience and

willingness to compile/file the brief on behalf of IADC. Ms. Pfeiffer has reviewed the matter is awaiting Plaintiffs to file their briefs prior to filing on behalf of IADC. **The Texas Supreme Court granted review and reversed the El Paso court's decision in the Cameron appeal, holding that a personal trip for groceries does not fall within the special mission exception to vicarious liability. It's a per curiam opinion (unsigned, without oral argument), which means the Court considered the legal issue straightforward enough to address on the briefs. I have to think that IADC's support as an amicus played a serious role in getting the Court's attention and reversal.**

Martinez could file for rehearing, but those motions are very rarely successful, so I doubt he takes that step here. This should be the end of the road for Cameron and a very good result for the industry. Court documents attached.

Case 3) Donning & Doffing of work wear class action suit. This is a lawsuit against Precision Drlg. Workers seeking additional pay f/essentially getting dressed & undress for rig work. IADC Amicus filed by David Jordan & Sarah Miley of Littler Law Firm. Oral arguments set by the Third Circuit for March 10. Oral arguments went forward, no indications as to how the court may rule. Decision anticipated with 90-180 days.

Copyrights on various IADC Model Contracts

Several IADC Model Contracts hold Copyright dates that are over 10 years old. TS has requested that David Odom Harris Vice Chairman – Land, along with MD review those contracts and update the Copyrights, if warranted and within budget considerations. DOH and MD have engaged an IP attorney in Houston. IADC has retained the services of IP attorney Gregory Hasley from Houston. Current status is Mr. Hasley has received new copyright registrations. We are still waiting on the registration for the Offshore Turnkey Drilling Contract application. MD reports that the IADC Model Contracts have received new copyrights. Contracts Committee Officers are reviewing some slight edits to the documents, prior to release with new Copyright dates. MD to work with Tom Bowes on moving the copyright issue forward.

Subcommittees

Subcommittees – MD offered the following update on the IADC Standard Equipment Format list for Floating Units.

- a) “Interim Equipment List” is now finalized. IADC has received notice that the copyright for the document has been granted. Action - John Kilburn will develop a “smart comments” form to attach to the document. MD will coordinate with IADC's webmaster to post the document for a +/- 30 day review period for comments from the IADC membership/industry. Once those comments are received, they will be reviewed for relevance and the document amended as required. The document will then be posted on the IADC Website and will stand as the new standard for industry and the old document will be removed.

Any Other Business

Tom Bowes of Precision Drilling was a candidate for the open Committee Vice Chair (Land) position. Tom was nominated by Tyler Smith and the nomination seconded by David Faure. Members voted in the affirmative to elect Tom to the position. Congratulations Tom and we look forward to working with you.

Additionally – MD introduced the latest IADC ESG Reporting Guidelines for members consideration. Guidelines are attached to the minutes.

Date for the next meeting will be Thursday July 27th, 2023, at 0900. The meeting is anticipated to be held in person for those who are comfortable to attend at a venue TBA. A virtual option is expected to be available as well.