

APACHE V. CASTEX AND THE WILLFUL MISCONDUCT STANDARD

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Overview

- Brief History of the JOA
- The Exculpatory Clause(s)
- Key Cases Interpreting the Exculpatory Clause
- The 1989 Model Form JOA
- REEDER v. WOOD COUNTY
- The 2015 Model Form
- APACHE v. CASTEX

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PRE-1956

- Prior to 1956, E&P companies developed individual custom forms to manage joint projects
 - Inefficient
 - Expensive
 - Inconsistent

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KRAFTBILT 610 AGREEMENT

- Early 1950's – In hopes of bringing uniformity and predictability to the industry, a group of landmen from Tulsa and OKC called a meeting of industry reps to discuss development of a model form OA
- Committee of seven works on the form for 4 years, beginning with exemplars of various company's custom OA
- Form presented to and endorsed by AAPL at 1956 annual meeting in Denver
- Originally named Kraftbilt 610 Agreement, later renamed AAPL Form 610
- John R. Reeves & J. Matthew Thompson, *The Development of the Model form Operating Agreement: An Interpretive Accounting*, 54 Oklahoma Law review 2 (2001).

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AAPL FORM 610

- Designate Rights and Responsibilities Among Operator and Non-Ops
- Mechanism for Resolving Operational Disagreements Among JOA Parties
- Allocate Costs and Benefits According to Respective Parties' Interests

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1956 Model Form OA Exculpatory Clause

- _____ shall be the **Operator of the Unit Area**, and shall conduct and direct and have full control of all **operations on the Unit Area** as permitted and required by, and within the limits of, this agreement. It shall conduct **all such operations** in a good and workmanlike manner, but it shall have **no liability as Operator** to the other parties for losses sustained, or liabilities incurred, **except such as may result from gross negligence or from breach of the provisions of this agreement.**

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Title search: Apache v. Castex and the Willful Misconduct Standard in JOA(s)

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