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**EXXONMOBIL CANADA LTD.
NEWFOUNDLAND AND LABRADOR OFFSHORE
EXPLORATION DRILLING PROGRAM**

Program Benefits Plan (2018-2024)

Prepared and submitted by:

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EXECUTIVE SUMMARY

ExxonMobil Canada Ltd. (EMC) is planning a Newfoundland and Labrador Offshore Exploration Drilling Program over the period of 2018-2024, and has submitted an Environmental Impact Statement (EIS) to the CEA Agency in support of this work (CEAR 80132). As part of the regulatory approvals process by the Canada- Newfoundland and Labrador Offshore Petroleum Board (C-NLOPB), approval of a Benefits Plan is required specific to the exploration program. EMC is committed to meeting the statutory requirements of the Canada-Newfoundland and Labrador Atlantic Accord Implementation Newfoundland and Labrador Act and the Canada-Newfoundland and Labrador Atlantic Accord Implementation Act (the Accord Acts).

The scope and timing of exploration activities under the program are in the planning stage. There may be a need to conduct a geohazard site survey in 2018 at one or more well locations. This would be followed by drilling one or more wells in 2019. It is possible additional site surveys and wells could be drilled on exploration licences in the region over the period of 2018-2024, in which EMC would be the operator. If so, the Benefits Plan described herein would apply to all such activity.

More specifically, for each exploration activity that requires a Benefits Plan, ExxonMobil will provide to the Board a Benefits Plan Supplement for that activity based on the Program Benefits Plan, but with a greater level of detail including estimated expenditures and staffing plans.

Within the Exploration Program Benefits Plan, EMC is committed to:

- Utilizing their St. John's office and many of the existing staff for the exploration program
- Providing "first consideration" for the training and employment of Newfoundland and Labrador residents based on their qualifications, experience and competency
- Supporting processes and programs that enable employment equity, and inclusion for disadvantaged groups and individuals
- Assessing the supply of goods and services capabilities in Newfoundland and Labrador and Canada
- Utilizing a procurement process that provides full and fair opportunities for Newfoundland and Labrador suppliers and to goods manufactured in the Province and first consideration for the service provided or goods manufactured where those services and goods are competitive in terms of fair market price, quality and delivery
- Providing information through various communications means on the exploration program to interested parties as well as timely consultation with the C-NLOPB and other Provincial Government authorities
- Providing ongoing community support in the Province
- Meeting the requirements of transboundary and foreign crewing of vessels and MODUs used in the exploration

In addition, EMC will provide oversight to ensure all of its contractors and subcontractors comply with its Program Benefits Plan commitments.

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1 INTRODUCTION

The document described herein provides an overview of the activities that are planned by ExxonMobil Canada Ltd. (EMC) under the title of the Newfoundland and Labrador Offshore Exploration Drilling Program, over the period of 2018-2024, and the subsequent benefits to Newfoundland and Labrador and Canada that can be accorded to the program with proper planning and execution. EMC is committed to meeting expectations of the C-NLOPB with respect to meeting the current statutory requirements and guidelines.

EMC is in the early stages of its planning. Consequently, this Exploration Benefits Plan is generally high level, and contains EMC's foundational commitments related to benefits for pre-drilling, drilling and post-drilling activities. Supplemental Benefit Plans will be developed and submitted in advance for each offshore operation requiring authorization from the C-NLOPB. These supplemental plans will contain further details related to the forecast expenditures and employment related to each authorized scope.

All contractors and their sub-contractors supplying goods and services to the exploration program will be expected and required to meet the principles and commitments described in this document and the Supplemental Benefits Plan related to the activity they are contracted for.

1.1 ExxonMobil Canada

ExxonMobil's Canadian affiliates including ExxonMobil Canada Ltd. (EMC) and ExxonMobil Canada Properties (EMCP) are leading developers and producers of oil and gas on Canada's east coast. In Newfoundland and Labrador, EMCP is the operator of the Hebron Project, the lead owner in the Hibernia Project, an interest holder in the Terra Nova Project, and the affiliate's collectively hold interests in 23 Significant Discovery Licences (SDL) and 7 Exploration Licences (EL's) offshore NL. As such, EMC is and will remain a major player in NL for many decades to come. As of November 2017 the majority in the St. John's office for both the Hibernia and Hebron projects are ExxonMobil employees.

Through global affiliates, Exxon Mobil Corporation conducts its worldwide business in a responsible and ethical manner that respects the economic, social, cultural, and environmental needs of the countries in which it operates. Particular attention is paid to local people that live and work in the regions in which Exxon Mobil operates, including their communities and Indigenous lands and activities. That commitment will be applied to the Newfoundland and Labrador Offshore Exploration Benefits Plan.

1.1.1 ExxonMobil Canada – Benefits Legacy in Newfoundland and Labrador

From a 1966 exploration well to planned field production beyond 2040, EMC and its affiliated companies have been a cornerstone to the petroleum industry offshore Newfoundland and Labrador. At least two generations of workers and leaders in all aspects of the industry have been integral to the success of EMC's operations in the province. Exploration activity is not a new activity for EMC in Newfoundland and Labrador, but augments our historic development of the industry in the province.

Our commitment to Canada-Newfoundland and Labrador Benefits has been well established and will continue for future years. EMC has an ongoing commitment to executing benefits activities within the region, which is fully integrated between our present and future activities, which will continue for many years to come. As such, a short term (less than 6 months) exploration program may enhance but not materially influence the benefits activities stewarded through our St John's office. Specifically, our ongoing benefits related activities include;

- Education and training plans
- Research and Development Funding
- Technology Transfer
- First consideration to NL residents for training and employment
- Succession planning
- Inclusion and diversity programs

These listed activities and commitments are integrated in our overall activities in the province. As many of our exploration activities are short term duration EMC plans to largely leverage existing persons and processes, in compliance with the regulatory requirements. Where opportunities exist, these existing benefits programs may be supplemented in relation to the exploration program.

1.2 Exploration Licences

EMC is the operator and has a majority share in 4 recently acquired Exploration Licences (EL) which are subject to the Benefits Plan described in the table below:

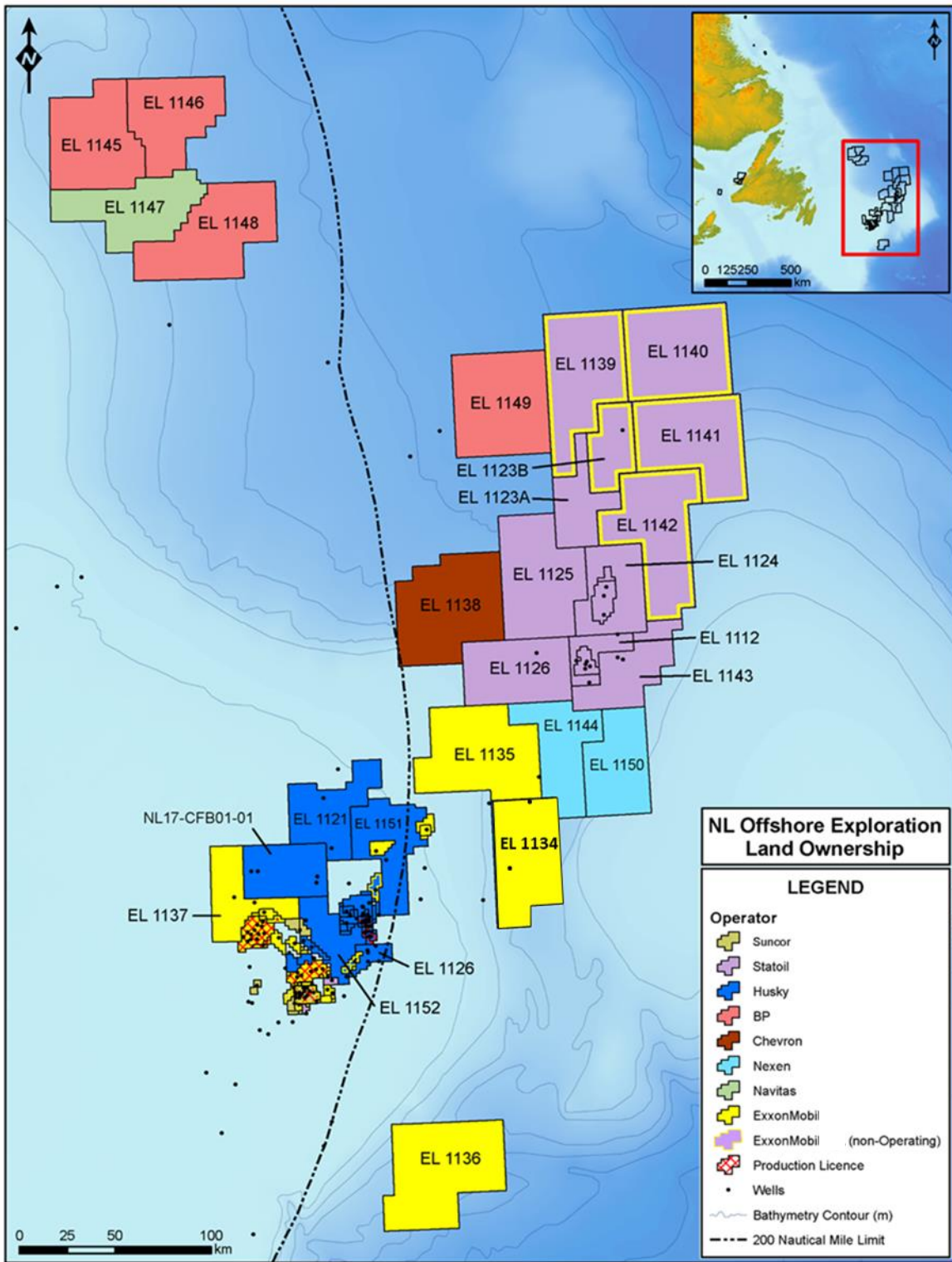
Table 1.1 Exploration Licences included in Benefits Plan

EL #:	Location:	Effective Date:	Expiry Date (Periods ½)
EL 1135	Flemish Pass	January 15, 2015	January 15, 2021 / 2024
EL 1136	Carson Basin	January 15, 2015	January 15, 2021 / 2024
EL 1137	Jeanne d'Arc	January 15, 2015	January 15, 2021 / 2024
EL 1134	Jeanne d'Arc	January 15, 2013	January 15, 2019 / 2022

In addition EMC holds interests in exploration licences 1139, 1140, 1141, 1142 and 1123B (Figure 1). Should a change in the ownership or operatorship occur in the future on any of these EL's, EMC may become an operator and subject to the Benefits Plan described herein.

In addition, should EMC acquire a share and become operator for other exploration licences in the region, this Benefits Plan would apply.

Figure 1.1 NL Offshore Land Ownership



1.3 Key Proponent Information

ExxonMobil Canada Ltd. has an established office at Cabot Place, 100 New Gower Street in St. John's, NL, and in conjunction with other Eastern Canada ExxonMobil affiliates has fully staffed offices and support facilities in the region where appropriate levels of decision-making and support are in place.

The principal ExxonMobil contact concerning the Benefits Plan is as follows:

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2 C-NLOPB BENEFITS PLAN REQUIREMENTS

The C-NLOPB is responsible, on behalf of the Governments of Canada and Newfoundland and Labrador, for petroleum resource management in the Canada – NL Offshore Area. The Canada-Newfoundland and Labrador Atlantic Accord Implementation Newfoundland and Labrador Act and the Canada-Newfoundland and Labrador Atlantic Accord Implementation Act (the Accord Acts), administered by the C-NLOPB, provide for joint management of the Canada – NL Offshore Area and govern all oil and gas activities in the region. The Board's responsibilities under the Accord Acts include: the issuance and administration of petroleum and exploration and development rights; administration of statutory requirements regulating offshore exploration, development and production; and approval of Canada-NL benefits and development plans.

2.1 Atlantic Accord Acts

Section 45 of the Accord Act (Canada-Newfoundland and Labrador Atlantic Accord Implementation Act) requires that a Canada-Newfoundland and Labrador Benefits Plan be submitted and approved before any petroleum work or activity can take place in the offshore area. The plan is to contain sufficient information to satisfy the C-NLOPB that the provisions of section 45 of the legislation are respected.

2.2 Guidelines 2006

The Board issued a set of guidelines in 2006 to assist operators in the interpretation and application of section 45 in their Benefits Plan preparation and submission, including but not limited to:

- Project management in province with appropriate level of decision-making
- Support the development of new supply opportunities for Provincial and other Canadian firms
- Full and fair opportunity of contractors and service companies to participate on a competitive basis in the supply of goods and services used in any proposed work or activity

- First consideration given to companies within the Province where they are competitive in terms of fair market price, quality and delivery
- First consideration given to residents in the Province for training and employment based on their qualifications, experience and competency

Appendix 1 of the 2006 Canada-Newfoundland and Labrador Benefits Plan Guidelines provides direction specific to exploration programs which were referenced in preparation of this plan.

2.3 Geophysical, Geological, Environmental and Geotechnical Program Guidelines 2017

Any pre-drill activities requiring an authorization will meet section 5.1.3 of these guidelines.

3 SCOPE AND TIMELINE OF EXPLORATION ACTIVITIES

3.1 Pre-Drill

Prior to drilling in any of EMC's operated EL's, it will be necessary to conduct certain fieldwork. Work may include geohazard surveys to investigate the immediate area of the proposed drilling location[s] to identify possible hazards prior to the setting of the surface casing, as well as environmental site characterization (i.e. coral surveys). The survey must be of sufficient areal extent to allow for changes in well location if surficial or subsurface hazards are identified or if there are changes to the well planning and type of drilling rig (anchoring vs. dynamic positioning).

3.2 Drilling and Support

Undertaking the Newfoundland and Labrador offshore exploration drilling program by EMC will involve employing one or more mobile offshore drilling units designed for year round operations in water depth ranging from 100-3000+ metres, within the timeline of the EL's period 1 (first 5 years of the 9 year licence). Depending on the results of the initial well additional wells could be drilled. The drilling unit selected (semi-submersible or drill ship) is typically based on water depth, expected total drilling depth, mobility requirements and availability. Station keeping will be maintained through some combination of anchoring to the seabed and / or dynamic positioning. The timing to complete a well is typically 3-4 weeks depending on total depth, weather and operational conditions.

3.3 Post Drill / Pre-Development

Should there be a hydrocarbon discovery from the exploration program, further activities may occur which would also be covered by the principles and commitments in this exploration Benefits Plan.

Should a commercial decision be made, further regulatory approvals, including Development Plan and a new Benefits Plan would be prepared.

4 EXPLORATION PLAN BENEFITS PRINCIPLES

This section describes the approaches and principles pertaining to local benefits that underpin the Plan, and the policies and guidelines through which EMC will implement these principles.

4.1 Office in the Province

EMC has maintained an office in St. John's since 2009 to support its offshore operations with appropriate management decision-making authority along with technical, procurement and administrative positions. Existing staff will continue to support the Newfoundland and Labrador Offshore Exploration Drilling Program. In addition, ExxonMobil's global exploration and drilling groups, located primarily in Houston and Calgary will support the St. John's office on an as-required basis.

4.2 First Consideration: Training and Employment

EMC uses a recruitment and selection process that emphasizes equitable treatment and equal opportunity to all qualified individuals. The process is designed to meet all legislative and regulatory requirements. EMC will ensure that, consistent with the Canadian Charter of Rights and Freedoms, residents of the Province are given first consideration for training and employment opportunities. For the purposes of this Benefits Plan, a Newfoundland and Labrador resident is a Canadian or landed immigrant who meets the residency requirements of the Province as defined by the Elections act, SNL 1992, CE-3.1. When hiring, EMC will establish the qualifications, experience and competencies required of candidates for employment in advance of the recruitment process. If a resident of the Province meets these requirements, they will be given first consideration for training and employment.

It should be recognized that an exploration drilling program, unlike development and production, may be of short term duration and therefore staffing strategies will be approached differently than a longer-term human resources plan. Limited new positions would be created for a short term program of this duration and most roles would be filled by existing staff.

4.3 Diversity and Inclusion

EMC is committed to providing a positive work environment which values the wide-ranging perspectives inherent in our diverse workforce. Using existing platforms and initiatives, EMC will continue to foster a workplace culture that values diversity and inclusion through the execution of Exploration activities. These include, but are not limited to, a Diversity Advisor to oversee activities pertaining to diversity and inclusion, annual diversity reporting, kick off meetings with contractors, encouraging increased focus on diversity in recruitment and selection, promoting the support of educational programs, and providing a supportive work environment.

EMC will continue to proactively work to foster diversity and inclusion in its workforce of designated groups including, but not limited to women, Indigenous groups, visible minorities and persons with disabilities. EMC's approach to achieving success in diversity takes a long term view, and focuses on sustainability following implementation. EMC cascades its diversity and inclusion efforts to main contractors, creating a diversity culture that is cascaded through companies working on the project.

4.4 Supply of Goods and Services

EMC regularly assesses the capacity of Newfoundland and Labrador and other Canadian suppliers of goods and services, and seeks to identify new supply opportunities. Communication with NL and other Canadian suppliers and manufacturers occurs on a timely basis, including requirements for new and ongoing goods and services for the exploration drilling program as distinct from development and production needs.

When appropriate, EMC visits with companies to review procedures, equipment and personnel qualifications to ascertain and develop competitive capabilities of NL and other Canadian suppliers. First consideration will be given to companies within the Province where they are competitive in terms of fair market price, quality and delivery

4.5 Full and Fair Opportunities: Procurement

EMC will prepare bid specifications and packages to ensure Newfoundland and Labrador and other Canadian suppliers are provided procurement opportunities, and are not unfairly prevented from participating in the bid process. Upcoming opportunities will be posted via an Expression of Interest (EOI) on www.bids.ca and www.noia.ca and will include a Prequalification Questionnaire to assess the qualifications of potential bidders against particular criteria, such as SHE (safety, health and environment), technical, financial, and experience level, including experience operating in the Newfoundland and Labrador offshore environment.

Qualified vendors will be invited to submit bids in response to a Request for Proposal document. The bid package will clearly outline the bid procedures, the scope of work details, the schedule and names of key procurement personnel to contact. In addition, EMC's Benefits Plan expectations for contractors and their subcontractors will be included as part of the bid solicitation process.

Bids submitted against an RFP will be evaluated on the basis of best total value from a commercial perspective as well as for compliance with specifications, and technical requirements. First consideration will be given to services provided from within Newfoundland and Labrador and to goods manufactured in Newfoundland and Labrador, where such goods and services are competitive in terms of fair market price, quality and delivery, in which case local content will be used to determine the winning bidder. EMC will offer and hold debrief sessions with unsuccessful bidders when requested as per our normal process.

EMC will also employ forecasting process for upcoming exploration related procurement opportunities valued over \$100,000 at the beginning of the relevant work program activity. This will allow the C-NLOPB to designate contracts that it wishes to review in additional detail at each step in the procurement process.

4.6 Communications and Consultation

EMC conducts its business in a manner that respects the land, environment, rights, and cultures of Indigenous communities within the laws of Canada and corporate policies and guidelines that underline the company's commitment to ethics, transparency, environment, and safety. The company is committed to ensuring that Indigenous groups are appropriately informed and respectfully engaged

through a variety of means (meetings, phone calls, emails, reports, and others), in a timely manner regarding the company's Project in order to understand the likely interaction with Indigenous groups.

EMC also recognizes that a number of federal and provincial government departments and agencies have specific responsibilities or interests related to the Project and their potential environmental effects as a result of associated government policies, legislation, and regulations (including required regulatory decisions and/or compliance requirements), and other relevant issues, mandates, programs, and services. EMC has engaged with various government departments and agencies during the initial development of the original Project Description for the Newfoundland and Labrador Offshore Exploration Drilling Program.

EMC will continue to provide information concerning the exploration program to interested individuals, groups and communities in the province, and will consult in a timely manner with the C-NLOPB and Provincial Government Departments. Various means of communication will be employed, including websites, media, announcements and offers to consult as requested.

4.7 Community Support

EMC has a long and proud history of community support in the province and will continue to be actively engaged in identifying additional opportunities during the course of the offshore exploration drilling program.

EMC contributes to the economic and social development of the Province. It also seeks to ensure a healthy supply chain, one that respects human rights and the environment while creating opportunities for economic growth in the communities where it conducts business. In addition to the Project-specific benefits for the provincial economy and communities, EMCP has made investments in Newfoundland and Labrador as a lead owner in the Hibernia Field development and as the operator for the Hebron Field development. The following is list of some of the investments that have been made through Hibernia Management and Development Company Ltd. (HMDC), EMC, and from EMCP through the Hebron Project:

- ExxonMobil Oil and Gas Gallery at the Johnson Geocentre, St. John's
- Hebron personnel worked with local organizations to develop ocean education programs that support science education while reflecting the local community's oceanic culture and economy. Contributions made by the project also facilitated the establishment of the Oceans Learning Partnership, a multi-stakeholder organization dedicated to enhancing the awareness and interest in the ocean and ocean-related careers among the youth of Newfoundland and Labrador. In 2012, the Hebron project funded the "Floating Classroom," a 42-foot-long, state-of-the-art research vessel designed to help K-12 students develop skills in oceanographic, biological and meteorological fields. The program provides hands-on learning experiences at sea, including identifying marine species and habitats and measuring water quality and weather conditions
- The Hebron project contributed to the establishment of the Petty Harbour Mini Aquarium, a seasonal small-scale aquarium that showcases marine life found in Newfoundland's coastal waters. As a seasonal program, the marine life in the tanks is

returned to the local waters at the end of each season. In each of its first three years of operation, more than 17,000 people have visited the aquarium

- HMDC provided funding for the creation of an ongoing educational programming at Manuel's River Hibernia Interpretation Centre, Manuel's
- HMDC provided funding for the Fortune Head Geology Centre, Fortune
- ExxonMobil Canada and its employees provide hundreds and thousands of dollars to the United Way of NL annually

4.8 Contractors / Subcontractors Benefit Plans

EMC will establish mechanisms and oversight, similar to those already utilized for Hibernia and Hebron operations, to ensure all selected contractors comply with EMC's commitments with respect to Newfoundland and Labrador and Canada benefits.

4.9 Transboundary / Foreign Crewing

It is possible that the Newfoundland and Labrador Offshore Exploration Drilling Program could require the use of transboundary drilling rigs and support vessels between Newfoundland and Labrador and other Canadian offshore jurisdiction. EMC will respect the intent of the transboundary policy over the planned period by crewing such vessels with a proportional mix of workers for longer-term crewing.

EMC and / or its contractors will review detailed description of its marine crewing requirements and duration with an intent to assess and consider first consideration to provincial and Canadian qualified residents over foreign crewing.

4.10 Monitoring and Reporting

At the start of each exploration component activity (.i.e. well site survey, exploration drilling etc.) EMC will notify the Board of upcoming procurement requirements/opportunities valued in excess of \$100,000 pertaining, but not limited to:

- Geophysical surveys
- Drilling units
- Service and supply vessels
- Diving services
- Tubular services
- Environmental services
- Engineering services
- Other pre-development activities

In some instances, due to the short duration of the required service, it may be more suitable for EMC to utilize our existing agreements, where scope of work allows. Those instances will be identified to the Board for their review and concurrence.

A program based report covering all exploration activities will be provided to the Board covering:

- Description of work activities and time periods
- Well expenditure report as per Appendix 1-A of the 2006 Guidelines
- Total annual expenditure summary as per Appendix 1-B
- Employment summary in work-months as per Appendix 1-C
- R&D activities and associated expenditures in the province
- Education and Training activities and associated expenditures in the province
- Any other initiatives or action plans undertaken by the company

5 BENEFIT PLAN SUPPLEMENTS

5.1 2018 Well Site Survey

5.1.1 Description

The Benefits Plan Supplement for the specific 2018 well site survey will include a detailed description of the work program, including contractor[s], vessels and equipment.

The well site surveys required to complete a shallow drilling hazard assessment (SDHA) may include some combination of:

- Side scan sonar (magnetometer survey)
- Grab / gravity / piston / samples of the seabed
- Borehole core samples and geochemical lab testing
- Multibeam echo sounder
- Seabed photographs
- High resolution video
- Sub-bottom profiler
- High resolution seismic

In addition to geophysical and geotechnical data collection, certain environmental studies will be considered to help with station keeping when the rig is on location, specifically ice, meteorological and oceanographic conditions for the area.

Cold water corals may be particularly vulnerable to seabed disturbances associated with drill cuttings discharge and/or drilling installation anchors (in shallower waters). Therefore, a pre-drill coral survey will be completed to identify and map corals, if present.

5.1.2 Timeline

Following is a projected timeline to execute the well site survey in 2018:

- EMC went out to applicable bidders for an expression of interest (EOI) in 4Q 2017
- Survey plans and activities were communicated in 4Q 2017
- Key contracts in place in Q2 2018

- EA update, operations authorization (OA) and the Benefits Plan supplement to be completed in 1Q 2018 and submitted to C-NLOPB in the 2Q
- Survey expected to take place over a 2-3 week period in July 2018 pending weather conditions and any unforeseen events
- A shallow drilling hazard evaluation to be completed in 3/4Q 2018 and included in the drilling OA submission

5.1.3 Forecast Expenditure and Employment

The benefit plan supplement will provide a forecast of the total program expenditure for the well site survey.

The benefit plan supplement will provide a forecast of direct employment created by the well site survey and support. Details of the crew information will be provided following award of contracts.

5.2 2019 Offshore Exploration Drilling Program

5.2.1 Description

A mobile offshore drilling unit (semi-submersible or drill ship) will be selected based on drilling location and water depth, meeting required specifications in the bidder's package, availability and cost. Specific details will be provided in the Benefits Plan supplement for each well.

The activity for a drillwell requires extensive logistical support which can include a series of contractors, services and equipment, all of which will be expected to meet EMC's Benefits Plan:

- Offshore support vessels for re-supply and standby during drilling
- Helicopter transits to and from shore to rig
- Metocean services (wave riders, current meters)
- Weather and ice forecasting
- Ice management
- Diving and ROV support
- Oil spill response support
- Crewing changes

Onshore support, services and contractors for the offshore drilling program, all of which will be expected to meet EMC's Benefits Plan will include, but not limited to:

- Onshore supply base and warehousing
- Tubular and pipe handling services
- Customs and vessel brokerage
- Telecommunications
- Waste management

- Oil spill response backup support
- Medical standby
- Crewing and recruitment services
- Hotel services
- Environmental services
- Technical services
- Training requirements

However in many of the above instances EMC will seek to leverage existing agreements and logistics arrangements in the basin where there are efficiencies and scope of work allows.

5.2.2 Timeline

Following is a projected timeline to execute drill well in 2019:

- EMC will identify possible MODU's in 4Q 2017 (EOI)ODU procurement and contract in place in 1Q 2018
- Long lead items procurement in 2Q 2018 through to 2Q 2019
- EIS submission in 4Q 2017 and approval 1Q 2019
- Drilling OA submission in 4Q 2018 and approval in 2Q 2019
- ADW submission and approval in 2Q 2019
- Benefits Plan supplement submitted in 4Q 2018 and approval in 2Q 2019
- Spud well beginning 3Q 2019, expected to take 1-2 months

5.2.3 Forecast Expenditure and Employment

The Benefits Plan supplement will provide a forecast of direct employment created by an offshore well(s) drilled in 2019 and supported by a detailed listing of work force positions and vessel crew roster, following award of contracts. Should additional exploration well[s] be drilled within the overall program, a separate Benefits Plan supplement will be provided for each drilling campaign.