



International Oil & Gas Law, Contracts, and Negotiations

Doubletree by Hilton Houston Downtown, Houston, Texas

PART 1

From Concept to Discovery
September 25-29, 2017

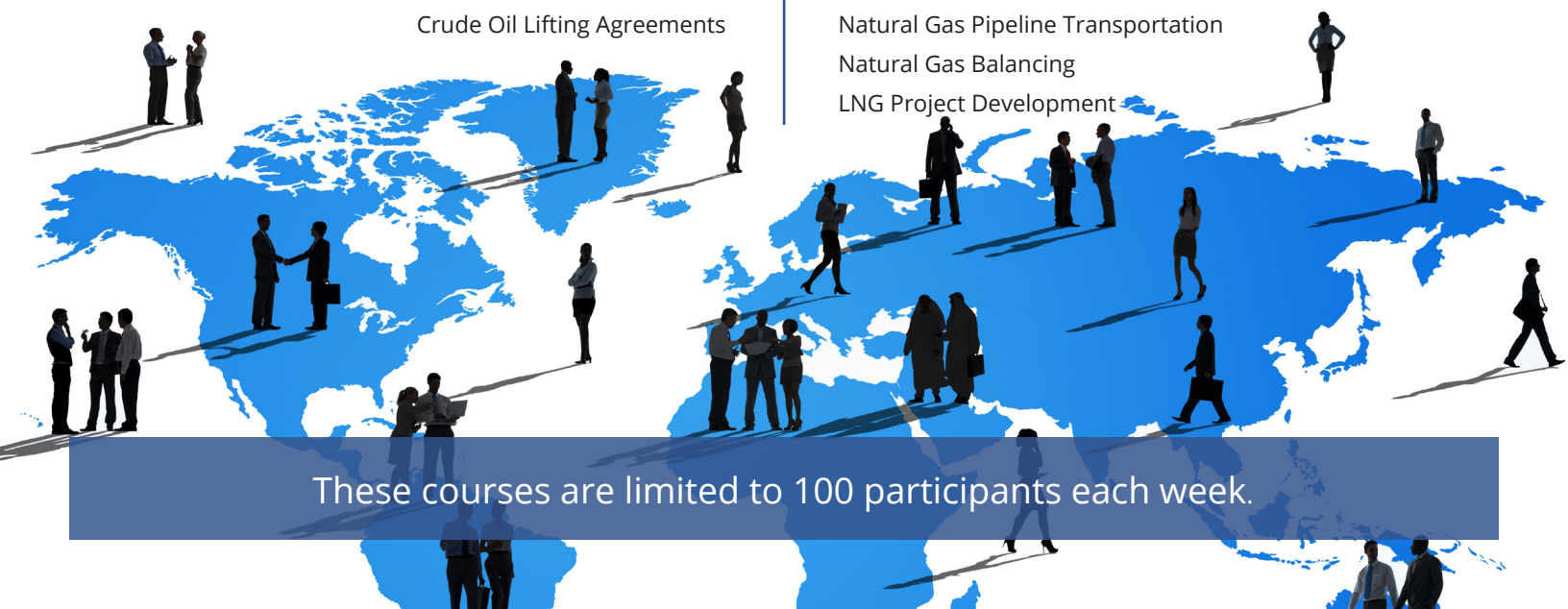
- Risks of International Investments
- Confidentiality Agreements
- International Dispute Resolution
- Bidding Agreements
- AMI Agreements
- Granting Instruments
- Stabilization Issues
- Joint Operating Agreements
- JOA Accounting Procedures
- Participation (Farmout) Agreements
- Unitization Issues
- Ethics and Anti-Bribery Compliance
- Crude Oil Lifting Agreements

PART 2

From Discovery to Decommissioning
October 2-6, 2017

- International Project Development Risks
- Crude Oil Marketing
- Seismic Contracts, Data Use & Exchange Agreements
- Unconventional Resources Development
- Sanctions
- Crude Oil Marketing
- International Drilling and Service Contracts
- Corporate Social Responsibility & Business Ethics
- Decommissioning Issues
- Stock Purchase Agreements
- International Dispute Resolution
- Natural Gas Sales Agreements
- Natural Gas Pipeline Transportation
- Natural Gas Balancing
- LNG Project Development

These courses are limited to 100 participants each week.



Part 1 – From Concept to Discovery

DAY 1: Monday, September 25, 2017

9:00 am – 9:15 am: Introduction and Opening Remarks

HARRY W. SULLIVAN, JR., Program Chair; International Energy Attorney, Dallas

ELISABETH ELJURI, Program Chair; Chief Negotiator and Chief Legal Counsel, Sierra Oil and Gas, Mexico City

9:15 am – 10:15 am: International Oil & Gas Issues and Risks of International Investment

- Overview of the international oil and gas industry
- Historical and anticipated risks and rewards inherent in the industry

CHRIS MOYES, President, Moyes & Co., Dallas

10:15 am – 10:30 am: Hosted Refreshment Break

10:30 am – 12:30 pm: Confidentiality Agreements

- Purpose and key provisions of a confidentiality agreement
- Review of the AIPN Model Form Confidentiality Agreement, which provides protection for valuable information and data that is shared with another company

FELIPE ALICE, Partner, Morgan Lewis & Bockius LLP, Houston

HARRY W. SULLIVAN, JR., Program Chair; International Energy Attorney, Dallas

12:30 pm – 2:00 pm: Lunch – On Your Own

2:00 pm – 4:00 pm: International Dispute Resolution

- Successful resolution of disputes between parties is essential for business to succeed
- International arbitration — an impartial private method of resolving disputes
- AIPN Model Form Dispute Resolution Provisions

JOHN P. BOWMAN, Partner, King & Spalding LLP, Houston

4:00 pm – 4:15 pm: Hosted Refreshment Break

4:15 pm – 6:00 pm: Bidding Agreements and AMI Agreements

- Review of the AIPN Model Form Study and Bid Group Agreement, which provides a basis for companies to establish a consortium to cooperate in bidding for or acquiring oil and gas granting instruments
- Review of area of mutual interest (AMI) agreements, and their purposes and functions

ED TURNER Counsel, Exxon Mobil Corporation, Houston

YULIYA D. MARCER, Senior Counsel, BP America, Inc., Houston

6:00 pm – 8:00 pm:

Hosted Course Reception and AIPN Boulos Lecture Series

Each year AIPN hosts an annual lecture series in honor of Alfred J. Boulos, former AIPN president and highly-regarded international petroleum negotiator. The AIPN Boulos Lecture Series features industry experts speaking on topics important to international petroleum negotiators. This year, the lecture will be held in conjunction with the Monday evening reception for Part 1 of the Course. Tickets are included for paid Part 1 registrants.

The lecture will feature Sarah Ladislav, Director and Senior Fellow, Energy and National Security Program, Center for Strategic and International Studies. More information to come. If you need a ticket for a guest, please email info@rmmmlf.org.

DAY 2: Tuesday, September 26, 2017

9:00 am – 10:30 am: Granting Instruments

- Concessions
- Production sharing contracts
- Risk service contracts
- Other provisions

JENNIFER JOSEFSON, Partner, King & Spalding LLC, Moscow

ELISABETH ELJURI, Chief Negotiator and Chief Legal Counsel, Sierra Oil and Gas, Mexico City

10:30 am – 10:45 am: Hosted Refreshment Break

10:45 am – 12:30 pm: Granting Instruments

Continued

12:30 pm – 2:00 pm: Hosted Networking Luncheon

2:00 pm – 4:00 pm: Granting Instruments

Continued

4:00 pm – 4:15 pm: Hosted Refreshment Break

4:15 pm – 5:30 pm: Stabilization Issues in Granting Instruments

- Change of law as one of the main risks in the international oil and gas industry
- Stabilization as one method to address the change of law risk

JOHN P. BOWMAN, Partner, King & Spalding LLP, Houston

DAY 3: Wednesday, September 27, 2017**9:00 am – 10:30 am: Joint Operating Agreements**

- Rights, duties, and obligations of co-venturers in the same oil and gas contract area
 - AIPN 2012 Model Form International Operating Agreement
- MILES PRILLAMAN, Assistant Chief Attorney, Development, Exxon Mobil Corporation, Houston
ERIC FRY, Director – International New Ventures, Anadarko Petroleum Corporation, Houston

10:30 am – 10:45 am: Hosted Refreshment Break**10:45 am – 12:30 pm: Joint Operating Agreements**

Continued

12:30 pm – 2:00 pm: Lunch – On Your Own**2:00 pm – 4:00 pm: Joint Operating Agreements**

Continued

4:00 pm – 4:15 pm: Hosted Refreshment Break**4:15 pm – 5:30 pm: JOA Accounting Procedures**

- Accounting for costs among co-owners of rights under international oil and gas granting instruments
 - 2012 AIPN Model Form International Accounting Procedure
- BEN H. WELMAKER, JR., Attorney at Law, Houston

DAY 4: Thursday, September 28, 2017**9:00 am – 10:30 am: Participation (Farmout) Agreements**

- A vehicle to acquire an interest in an oil and gas granting instrument by performing or paying for specified work under the granting instrument
 - AIPN Model Form International Farmout Agreement
- JENNIFER JOSEFSON, Partner, King & Spalding LLC, Moscow
FRANK L. CASCIO, JR., International Energy Attorney, Houston
MICHAEL P. DARDEN, Partner, Gibson, Dunn & Crutcher LLP, Houston

10:30 am – 10:45 am: Hosted Refreshment Break**10:45 am – 12:30 pm: Participation Agreements**

Continued

12:30 pm – 2:00 pm: Lunch – On Your Own**2:00 pm – 4:00 pm: Unitization Issues**

- Development of a common oil and/or gas reservoir that underlies more than one contract area (a single unit is good international oil and gas field practice)
 - Mechanics of unitization
 - AIPN Model Form Unitization and Unit Operating Agreement
- DAVID F. ASMUS, Partner, Sidley LLP, Houston
STEVEN P. OTILLAR, Partner, Akin Gump Strauss Hauer & Feld LLP, Houston

4:00 pm – 4:15 pm: Hosted Refreshment Break**4:15 pm – 5:30 pm: Unitization Issues**

Continued

DAY 5: Friday, September 29, 2017**9:00 am – 10:00 am: Ethics and Anti-Bribery Compliance**

- Bribery and corruption combated through a variety of treaties, conventions, and laws
 - Business ethics and principles critical to working in the international oil and gas industry
 - Traps for the unwary
- JAY G. MARTIN, Chief Compliance Officer and Associate General Counsel, Baker Hughes, a GE Company, Houston
JOHN SARDAR, Chief Compliance Officer, Noble Energy, Inc., Houston

10:00 am – 10:15 am: Hosted Refreshment Break**10:15 am – 12:30 pm: Crude Oil Lifting Agreements**

- How each co-venturer takes its share of oil and gas production
 - AIPN Model Form Lifting Procedure
- FRANK L. CASCIO, JR., International Energy Attorney, Houston
D. MARIE WAGNER, Law Offices of Marie Wagner, Houston

12:30 pm: Course Adjournment

Participants may pick up their program materials on Monday, September 25, starting at 8:15am at the course registration desk at the Doubletree Hotel Downtown, 400 Dallas Street, Houston, Texas 77002, USA. Sessions will meet at this hotel daily.

Part 2 – From Discovery to Decommissioning

DAY 1: Monday, October 2, 2017

9:00 am – 9:15 am: Introduction and Opening Remarks

HARRY W. SULLIVAN, JR., Program Chair; International Energy Attorney, Dallas

ELISABETH ELJURI, Program Chair; Chief Negotiator and Chief Legal Counsel, Sierra Oil and Gas, Mexico City

9:15 am – 10:30 am: Overview of International Oil & Gas Issues and International Project Development Risks

- Overview of the international oil and gas industry
- Historical and anticipated risks and rewards inherent in the industry

MICHAEL SILVER, Managing Counsel, BHP Billiton Petroleum, Houston
JASPER MASON, Counsel, Baker & Hostetler LLP, Houston

10:30 am – 10:45 am: Hosted Refreshment Break

10:45 am – 12:15 pm: Crude Oil Marketing

- Selling and monetization of oil once it is produced
- Crude oil sales transactions — often done over the phone and documented through relatively simple contracts
- Importance of customs and practices

FRANK L. CASCIO, JR., International Energy Attorney, Houston
D. MARIE WAGNER, Law Offices of Marie Wagner, Houston

12:15 pm – 2:00 pm: Lunch – On Your Own

2:00 pm – 3:00 pm: Seismic Contracts, Data Use, and Exchange Agreements

- Overview of the data and operations being covered by these contracts
- General discussion of the key provisions of the contracts
- Detailed discussion of some of the complexities and key negotiation issues for the contracts

TERRY TODD, Formerly Director, Global Relations, Society of Exploration Geophysicists, Tulsa

3:00 pm – 4:00 pm: International Unconventional Resources Development

- Developments that have brought unconventional oil and gas resources into focus in many parts of the world
- Unique issues involved in the exploration and exploitation of unconventional resources
- How these projects differ from exploration and exploitation of conventional oil and gas resources

FRANK L. CASCIO, JR., International Energy Attorney, Houston
MONIKA EHRMAN, Associate Professor, University of Oklahoma College of Law, Norman

4:00 pm – 4:15 pm: Hosted Refreshment Break

4:15 pm – 6:00 pm: Sanctions

- Review of governmental sanctions that may impact international oil and gas developments

ANDREW MELSHEIMER, Partner, Thompson & Knight, Dallas

6:00 pm – 7:00 pm: Hosted Reception for Registrants, Speakers & Guests

DAY 2: Tuesday, October 3, 2017

9:00 am – 10:30 am: International Drilling and Service Contracts

- Services provided by service companies in support of petroleum operations under granting instruments
- Primary issues in service contracts, including warranty and cross-indemnity provisions

WILLIAM W. PUGH, Partner, Liskow & Lewis, Houston

OWEN L ANDERSON, Professor, Kay Bailey Hutchison Center for Energy, Law & Business, Houston

10:30 am – 10:45 am: Hosted Refreshment Break

10:45 am – 12:30 pm: International Drilling and Service Contracts

Continued

12:30 pm – 2:00 pm: Hosted Networking Luncheon

2:00 pm – 4:00 pm: International Drilling and Service Contracts

Continued

4:00 pm – 4:15 pm: Hosted Refreshment Break

4:15 pm – 5:30 pm: Corporate Social Responsibility and Business Ethics

- What is involved in corporate social responsibility
- How CSR has evolved into a necessary area in international oil and gas projects

GWENDOLYN JARAMILLO, Partner, Foley Hoag LLP, San Antonio

TOUFIC P. NASSIF, President, T P Nassif and Associates LLC, Houston

DAY 3: Wednesday, October 4, 2017**9:00 am – 10:15 am: Decommissioning Issues**

- Decommissioning as an adjunct obligation to the right to develop oil and gas
- Review of contractual provisions related to decommissioning

EDUARDO G. PEREIRA, Mattos Filho Advogados, Rio de Janeiro; Professor of Energy Law, Externado University of Colombia; Research Fellow, University of Oslo

FELIPE ALICE, Partner, Morgan Lewis & Bockius LLP, Houston

10:15 am – 10:30 am: Hosted Refreshment Break**10:30 am – 12:30 pm: Stock Purchase Agreements**

- Selling oil and gas contracts as a common method of monetization
- Key terms and provisions of a sale

ANDREW B. DERMAN, Partner, Thompson & Knight LLP, Dallas

VINCENT S. MORELAND, Assistant General Counsel, E&P Legal, Hess Corporation, Houston

12:30 pm – 2:00 pm: Lunch – On Your Own**2:00 pm – 4:00 pm: Stock Purchase Agreements**

Continued

4:00 pm – 4:15 pm: Hosted Refreshment Break**4:15 pm – 5:30 pm: International Dispute Resolution**

- Successful resolution of disputes between parties essential for business to succeed
- International arbitration — an impartial private method of resolving disputes
- Benefits and pitfalls of arbitration

WILLIAM M. KATZ, JR., Partner, Thompson & Knight LLP, Dallas

JAMES LLOYD LOFTIS, Partner, Vinson & Elkins, Houston

DAY 4: Thursday, October 5, 2017**9:00 am – 10:15 am: Natural Gas Sales Agreements**

- Complexities of pipeline sales of natural gas outside of established markets such as North America and Europe
- Primary terms and provisions of gas sales agreements

HARRY W. SULLIVAN, JR., International Energy Attorney, Dallas

VERA DE GYARFAS, Partner, King & Spalding LLP, Houston

10:15 am – 10:30 am: Hosted Refreshment Break**10:30 am – 12:30 pm: Natural Gas Sales Agreements**

Continued

12:30 pm – 2:00 pm: Lunch – On Your Own**2:00 pm – 4:00 pm: Natural Gas Pipeline Transportation (Construction & Operation GTA) and Natural Gas Balancing Issues**

- Supply imbalances when co-venturers sell natural gas to different buyers
- AIPN Model Form Gas Balancing Agreement
- AIPN Model Form Gas Transportation Agreement

KEVIN SHAW, Partner, Mayer Brown LLP, Houston

DAVID MCCARTNEY, Technology Manager Americas, Shell Trading US Company, Houston

4:00 pm – 4:15 pm: Hosted Refreshment Break**4:15 pm – 5:30 pm: LNG Project Development**

- Conversion of natural gas to a liquid form (LNG) when being transported long distances to market
- Complexity and uniqueness of international LNG projects
- Structure and primary contracts of an international LNG project

HARRY W. SULLIVAN, JR., International Energy Attorney, Dallas

M. KATHRYN MARIETTA, Partner, King & Spalding, Houston

DAY 5: Friday, October 6, 2017**9:00 am – 10:15 am: LNG Project Development**

Continued

10:15 am – 10:30 am: Hosted Refreshment Break**10:30 am – 12:30 pm: LNG Project Development**

Continued

12:30 pm: Course Adjournment

Participants may pick up their program materials on Monday, October 2, starting at 8:15am at the course registration desk at the Doubletree Hotel Downtown, 400 Dallas Street, Houston, Texas 77002, USA. Sessions will meet at this hotel daily.

International Oil & Gas Law, Contracts, and Negotiations

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THE ASSOCIATION OF INTERNATIONAL PETROLEUM NEGOTIATORS (AIPN) is a not-for-profit professional organization founded in 1981 to enhance the professionalism of its members through continuing education, promoting understanding of negotiation work in the international community, and providing networking opportunities. AIPN now serves over 4,500 members from some 110 countries. AIPN, 11767 Katy Freeway, Suite #412, Houston, TX 77079, tel. +1 281-558-7715, fax +1 281-558-7073, aipn@aipn.org, www.aipn.org.

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Mail, fax, or email registration form and payment to:

Rocky Mountain Mineral Law Foundation

9191 Sheridan Blvd., Ste. 203
Westminster, CO 80031 USA

Tel: (303) 321-8100
Fax: (303) 321-7657
info@rmmlf.org

Questions: info@rmmlf.org

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REGISTRATION

REGISTER ONLINE
at www.rmmlf.org

1. Registrant Information Please type or print legibly

Name _____

Badge Name (if different from above) _____

Employer _____

Employer Address _____

City/State/Zip _____

Phone (____) _____ Fax (____) _____

Attendee Email _____

(required for confirmations, advance registration list, and program updates)

Please check all that apply: Attorney Landman CPA Management

Consultant Other (please specify): _____

CLE credit requested for the following states: _____

Other credit requested from: _____

2. Which Course Will You Attend?

PART 1 From Concept to Discovery PART 2 From Discovery to Decommissioning

3. Registration Category Please select the applicable registration fee

Please add \$200 to any registration fees received after 7/10/2017	Thru 7/10/17	10% Discount Both Courses
Non-Member	<input type="checkbox"/> \$2,950	<input type="checkbox"/> \$5,310
Member (Check all that apply): <input type="checkbox"/> RMMLF <input type="checkbox"/> AIPN <input type="checkbox"/> IEL	<input type="checkbox"/> \$2,400	<input type="checkbox"/> \$4,320

TOTAL: \$ _____

4. Payment Information Prepayment Required - Please pay in U.S. Dollars

Check drawn on a U.S. bank in U.S. Dollars (Payable to RMMLF)

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Electronic Funds Transfer: Contact the Foundation at info@rmmlf.org

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International Oil & Gas Law, Contracts, and Negotiations

Doubletree by Hilton Houston Downtown, Houston, Texas

General Information

Room Reservations: The Doubletree by Hilton Houston Downtown, 400 Dallas Street, Houston, Texas 77002 has blocked rooms for these courses until September 21 at the rate of \$193 single/double per night. Ask for the special rates for International Oil & Gas Law registrants. For reservations, contact the Doubletree at:

- Online <http://tinyurl.com/rockym121>
- Direct + 1 713-759-0202
- Toll Free + 1 800-222-8733

Trouble making room reservations? Contact us at info@rmmlf.org

Car Rental: Hertz is offering special discounts by referencing Meeting CV#03NJ0012 and Rocky Mountain Mineral Law Foundation. Make reservations at <http://tinyurl.com/hertz2017> or call 800-654-2240 (U.S.); 800-263-0600 (Canada); or 405-749-4434 (Int'l).

Registration Fees: Include course materials, refreshments, and hosted functions as listed in this brochure. These fees do not include hotel costs or transportation. Registrations will be accepted only when accompanied by a check, money order, government purchase order or training form, credit card information, or wiring information. No registrations can be processed without payment.

Registration Cancellations: Refunds, less a \$50 administrative fee, will be given for cancellations received by 3:00pm on Monday, August 21, 2017. No refunds will be given thereafter, although substitution of attendees may be made by contacting the Foundation. Cancellations must be made in writing or email to info@rmmlf.org. Registrants not entitled to a refund will receive a link to the written materials.

CLE Credit: Each course consists of approximately 29 hours of continuing education, including up to 60 minutes of ethics in Part 1 and up to 75 minutes of ethics in Part 2, depending upon your jurisdiction. You must let us know, at least 45 days in advance of the conference, the states or organizations for which you will need credit (see registration form). Credit hours for states will vary and are subject to each state's approval and credit rounding rules. Foundation conferences are typically accredited by all mandatory CLE states and Canadian provinces, and various professional organizations. Attorneys from certain states may be required to pay an additional fee. The Foundation is a State Bar of California MCLE-approved provider.

Recording: Audio and video recording, streaming, or other types of live or stored dissemination are not permitted without express authorization from the Foundation.

Special Needs: If you have special needs addressed by the ADA, please notify us at least two weeks before the program.