



International Oil & Gas Law, Contracts, and Negotiations

Westin Galleria Hotel, Houston, Texas

PART 1

From Concept to Discovery
September 24-28, 2018

- 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 1-5, 2018

- International Project Development Risks
- Sanctions
- Seismic Contracts, Data Use & Exchange Agreements
- Unconventional Resources Development
- Crude Oil Marketing
- International Drilling and Service Contracts
- Decommissioning Issues
- Corporate Social Responsibility & Business Ethics
- Sale and 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

The course registration desk will open at 8:15 am on Monday, September 24 at the Westin Galleria Hotel, 5060 W. Alabama, Houston, Texas 77056, USA. Sessions will meet at this hotel daily.

DAY 1: Monday, September 24, 2018

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

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 – 7:00 pm:

Hosted Reception for Registrants, Speakers & Guests

DAY 2: Tuesday, September 25, 2018

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 26, 2018

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

PIETER PAUL VAN LELYVELD, Associate General Counsel - Contracting and Procurement and Wells, Shell International B.V., The Hague

DAVID H. SWEENEY, Partner, Akin Gump Strauss Hauer & Feld, 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

2:00 pm – 4:00 pm: Unitization Issues

- Development of a common oil and/or gas reservoir that underlies more than one contract area
 - Mechanics of unitization and of operating a unit
 - Cross-border unitization
 - AIPN Model Form UUAO and current revisions
- DAVID F. ASMUS, Partner, Sidley LLP, Houston
STEVEN P. OTILLAR, Partner, White and Case LLP, Houston

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

4:15 pm – 5:30 pm: Unitization Issues

Continued

DAY 4: Thursday, September 27, 2018

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

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

DAY 5: Friday, September 28, 2018

9:00 am – 10:30 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

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

10:45 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

12:30 pm: Course Adjournment

CO-SPONSORS

THE ROCKY MOUNTAIN MINERAL LAW FOUNDATION (RMMLF), established in 1955 as a nonprofit corporation, is an international educational organization dedicated to the study of the legal systems and issues affecting mineral, public lands, and water resources. The Foundation is a cooperative project of law schools, bar associations, and industry associations, and sponsors numerous programs on mining, oil and gas, and natural resource law issues. RMMLF, 9191 Sheridan Blvd. Ste. 203, Westminster, CO 80031, tel +1 303-321-8100, fax +1 303-321-7657, info@rmmlf.org, www.rmmlf.org.

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 4,000 members from some 110 countries. AIPN, 11111 Katy Freeway, Suite #615, Houston, TX 77079, tel. +1 281-558-7715, fax +1 281-558-7073, aipn@aipn.org, www.aipn.org.

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Part 2 – From Discovery to Decommissioning

DAY 1: Monday, October 1, 2018

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

JASPER MASON, Gibson, Dunn & Crutcher LLP, Houston

MICHAEL SILVER, International Energy Attorney, Houston

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

10:45 am – 12:30 pm: Sanctions

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

ANDREW MELSHEIMER, Partner, Thompson & Knight, Dallas

12:30 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

MONIKA U. EHRMAN, Associate Professor of Law, University of Oklahoma College of Law, Norman

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 U. EHRMAN, Associate Professor of Law, University of Oklahoma College of Law, Norman

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

4:15 pm – 6:00 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

KEITH B. HALL, Louisiana State University Paul M. Hebert Law Center, Baton Rouge

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

DAY 2: Tuesday, October 2, 2018

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: Decommissioning Issues

- Decommissioning as an adjunct obligation to the right to develop oil and gas
 - Review of contractual provisions related to decommissioning
- FELIPE ALICE, Partner, Morgan Lewis & Bockius LLP, Houston
- EDUARDO G. PEREIRA, Professor of Energy Law, Externado University of Colombia; Research Fellow, University of Oslo

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 3, 2018**9:00 am – 10:15 am: Sale and 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

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

Continued

12:30 pm – 2:00 pm: Lunch – On Your Own**2:00 pm – 4:00 pm: Sale and 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
RICHARD D. DEUTSCH, Partner, McGuireWoods LLP, Houston

DAY 4: Thursday, October 4, 2018**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
PETER HAYES, 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

HARRY W. SULLIVAN, JR., International Energy Attorney, Dallas
PETER HAYES, Partner, King & Spalding LLP, 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

M. KATHRYN MARIETTA, Retired Partner, King & Spalding, Houston
HARRY W. SULLIVAN, JR., International Energy Attorney, Dallas
MONICA HWANG, Counsel, King & Spalding LLP, Houston

DAY 5: Friday, October 5, 2018**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

The course registration desk will open at 8:15 am on Monday, October 1 at the Westin Galleria Hotel, 5060 W. Alabama, Houston, Texas 77056, USA. Sessions will meet at this hotel daily.

International Oil & Gas Law, Contracts, and Negotiations

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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By entering your information and registering for this course, you consent and agree to receive communications from the co-sponsors as to our programs, products, and services and certain programs of our nonprofit partners, provided that you may opt out of receiving email notices at any time. You also consent to our providing your contact information to other course registrants on the course registration list, which may be used by course registrants to invite you to events held in connection with the course. If you are a member, you consent to our providing your contact information to other members. For a copy of our privacy policy, go to <https://tinyurl.com/rmmlf-privacy>.

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 July 9, 2018	Thru July 9, 2018	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"/> \$2,675	<input type="checkbox"/> \$4,815

4. Materials

You can only purchase materials to the course(s) for which you are registered.

PART 1 From Concept to Discovery	<input type="checkbox"/> DOWNLOAD ONLY (\$0) (Electronic materials only)	<input type="checkbox"/> HARD COPY (\$70) (Receive manual at conference)
PART 2 From Discovery to Decommissioning	<input type="checkbox"/> DOWNLOAD ONLY (\$0) (Electronic materials only)	<input type="checkbox"/> HARD COPY (\$70) (Receive manual at conference)

TOTAL: \$ _____

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

- Check drawn on a U.S. bank in U.S. Dollars (Payable to RMMLF)
- VISA MasterCard American Express
- Credit Card # _____
- Name on Card _____ Exp. Date _____
- Signature _____
- Electronic Funds Transfer: Contact the Foundation at info@rmmlf.org

International Oil & Gas Law, Contracts, and Negotiations

Westin Galleria Hotel, Houston, Texas

General Information

Room Reservations: The Westin Galleria Hotel, 5060 W. Alabama, Houston, TX 77056, USA, has blocked rooms for these courses until September 11 at the discounted rate of \$196 per night. Ask for the special rates for International Oil & Gas Law registrants. For reservations, contact the Westin at:

- Online <http://tinyurl.com/rockym128>
- Toll Free + 1 800-627-8514

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

Car Rental: Hertz is offering special discounts by referencing Meeting CV#03NJ0013 and Rocky Mountain Mineral Law Foundation. Make reservations at <http://tinyurl.com/hertz2018> or call 800-654-2240 (U.S.); 800-263-0600 (Canada); or 405-749-4434 (Int'l).

Registration Fees: Include electronic 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 \$200 administrative fee, will be given for cancellations received by 3:00pm on Monday, August 20, 2018. 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 29.5 hours of continuing education, including up to 90 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.



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