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THE UNIVERSITY OF TEXAS SCHOOL OF LAW

THE OIL, GAS AND ENERGY RESOURCES LAW SECTION OF THE STATE BAR OF TEXAS



THE ASSOCIATION OF INTERNATIONAL PETROLEUM NEGOTIATORS

2011

INTERNATIONAL UPSTREAM ENERGY TRANSACTIONS



Courtesy of Anadarko Petroleum Corporation

January 25–26, 2011
Hyatt Regency ▪ Houston, Texas

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2011 INTERNATIONAL UPSTREAM ENERGY TRANSACTIONS

January 25–26, 2011 • Hyatt Regency • Houston, Texas

Earn up to 13.50 Hours of Credit including 2.00 Hours of Ethics Credit

Specialization Credit Approved for Oil, Gas and Mineral Law

TUESDAY MORNING, JAN. 25, 2011

Presiding Officer:

Timothy R. Brown, Anadarko Petroleum Corporation, The Woodlands, TX

8:00 a.m. Registration Opens

Includes continental breakfast.

8:50 a.m. Welcoming Remarks

9:00 a.m. .50 hr

The Future Is Now: How Mid- to Long-Term Global Energy Forecasts Are Driving Today's Energy Transactions

Deborah Resley, IHS CERA, Houston, TX

9:30 a.m. 1.00 hr ethics

Anti-Corruption and Other Compliance Issues

An update of key developments under the Foreign Corrupt Practices Act and the UK Anti-Bribery Statute, plus an explanation of the significant impact these developments have had on global compliance programs.

Jay G. Martin, Baker Hughes Incorporated, Houston, TX

10:30 a.m. Break

10:50 a.m. .50 hr

Getting In: Will Your "MOU" Become an "IOU"?

A discussion of pre-contractual liability with particular attention to LOIs and other instruments commonly used in negotiations and bidding for blocks and exploration rights. The session also highlights the critical role of UK law in many international agreements and the different approaches to pre-contractual obligations taken under common and civil law systems.

D. Marie Wagner, Anadarko Petroleum Corporation, The Woodlands, TX

11:20 a.m. 1.33 hrs

Host Country Agreements: Types and Trends by Region, Legal Issues, Pitfalls and Best Practices

The session opens with an introduction and overview of the role of different types of host country agreements by region including related maps and charts, and then continues with a presentation and discussion of production sharing agreements and concession agreements, including sample clauses, analysis, best practices and pitfalls.

Christopher Moore, Moyes & Co., Dallas, TX
Owen L. Anderson, The University of Oklahoma College of Law, Norman, OK

12:40 p.m. Break for Networking and Luncheon Presentation

TUESDAY AFTERNOON

Presiding Officer:

Donald W. Wendland Jr., Noble Energy, Inc., Houston, TX

LUNCHEON PRESENTATION

1:10 p.m. .58 hr

An Update on the Changes in Colombia's Regulatory Environment

Alberto Tovar, Ecopetrol SA, Bogotá, Colombia (Invited)

1:45 p.m. Break

2:00 p.m. 1.00 hr

The Economics of Host Country Agreements: Fiscal Design, Analysis and Valuation Issues

Fiscal system analysis and design has evolved at an accelerated pace in the last decade. This presentation outlines the prevailing government views and direction of fiscal design. Key issues that impact value include: stabilizing provisions, dispute resolution, contract/system flexibility, government take, effective royalty rates, etc. These issues are discussed in the context of industry standards and practices with respect to fair market value and/or loss-of-bargain damages valuation approaches.

Daniel Johnston, Daniel Johnston & Company, Inc., Hancock, NH

3:00 p.m. .75 hr

Understanding and Working Effectively with Non-Fiscal Provisions of Host Country Granting Instruments

While the fiscal terms of host government agreements (HGAs) tend to be in the forefront of negotiators' minds, there is a plethora of non-fiscal terms that can have a critical impact on the overall profitability and potential success of E&P operations in emerging markets. This presentation provides a comparative analysis of various jurisdictions' approaches to a number of critical non-fiscal terms, such as local content and training requirements, technology transfer obligations, domestic market obligations and making an effective declaration of commerciality.

Steven P. Otilar, Baker & McKenzie LLP, Houston, TX

3:45 p.m. Break

4:00 p.m. .83 hr

The Changing Face of National Oil Companies: Trends and Issues Unique to this Segment of the Energy Sector

An overview of some of the recent trends, challenges and issues facing state-controlled energy companies and those who regularly deal with them. Panel participants also provide a national oil company perspective on their ever-expanding role as a driving force for change in the energy industry.

Moderator:

Robert H. George, Curtis, Mallet-Prevost, Colt & Mosle LLP, Houston, TX

Panelists:

Gustavo Amaral, Petrobras America, Inc., Houston, TX
Ismael Hernández, PMI Norteamérica S.A. de C.V., Houston, TX
Miranda Wainberg, The University of Texas, Center for Energy Economics, Houston, TX

4:50 p.m. .67 hr

Dispute Resolution Clauses Gone Bad

A review of common (and some uncommon) problems found in dispute resolution clauses, including "pathological" clauses, impractical and unworkable clauses, and clauses that make you wonder what the drafters were thinking when they wrote them.

Jennifer L. Price, King & Spalding, Houston, TX

5:30 p.m. Adjourn to Networking Reception

The program had a good range of topics and very high caliber speakers.

I am recommending my company to send all lawyers to the conference.

Presiding Officer:

**Michael P. Darden, Latham & Watkins LLP,
Houston, TX**

7:30 a.m. Conference Room Opens

Includes continental breakfast.

ETHICS BREAKFAST**8:15 a.m. 1.00 hr ethics****Attorney-Client Privilege Across Borders**

This session examines attorney-client privilege (and similar privileges) in other jurisdictions, details "hot-button" issues as privileged information crosses national boundaries, discusses recent cases and real-world hypotheticals, highlights strategies for maximizing privilege protection in the transnational context, and provides an update on international efforts regarding a reciprocal privilege treaty.

Jordan W. Cowman, Akin Gump Straus Hauer & Feld,
Dallas, TX

9:15 a.m. Break**9:30 a.m. .50 hr****Joint Operating Agreements: Key Issues including Allocation of Risk and Indemnification Provisions**

An analysis of risk allocation and indemnification in joint operating agreements (JOAs) including a comparison of key provisions in AIPN vs. AAPL agreements. Rig sharing agreements, drilling contracts and master service agreements are covered separately later in the program.

John P. Cogan Jr., Cogan and Partners LLP,
Houston, TX

10:00 a.m. .75 hr**Joint Operating Agreement Panel: Risk Management, Indemnification and Insurance Options**

Corporate perspectives and approaches to risk management and indemnification, including the availability and effective use of insurance options and products.

Moderator:

John P. Cogan Jr., Cogan and Partners LLP,
Houston, TX

Panelists:

John L. Buens (Invited), Rowan Companies, Inc.,
Houston, TX
Graham J. Farebrother, Arthur J. Gallagher Risk
Management Services, Inc., Houston, TX
Joseph J. White II, Exxon Mobil Corporation,
Houston, TX

10:45 a.m. Break**11:00 a.m. .50 hr****Clean Getaways: Risk Allocation Fundamentals under Purchase and Sale Agreements**

A survey of the risk allocation issues—representations and warranties, covenants, closing conditions and indemnification rights—that arise under purchase and sale agreements in the course of navigating the competing objectives of buyers and sellers.

Michael K. Bolton, DLA Piper (US) LLP, Houston, TX

11:30 a.m. .50 hr**The Impact of Reserve Reporting Rules on Project Development Considerations**

This presentation discusses key elements of the new U.S. Securities and Exchange Commission's Modernization of Oil and Gas Reporting Rules on upstream project development considerations. In particular, examples describing the concepts of reasonable certainty, reliable technology, analogous reservoirs, and the need to generally develop undrilled locations within five years are discussed.

Robert J. Oberst, Miller and Lents, Ltd., Houston, TX

12:00 p.m. Break for Networking and Luncheon Presentation**WEDNESDAY AFTERNOON****Presiding Officer:**

**John Bowman, King & Spalding,
Houston, TX**

LUNCHEON PRESENTATION**12:35 p.m. .67 hr****The Gulf of Mexico: The New Normal Post-Macondo**

A discussion of the impacts of the Macondo disaster on the Gulf of Mexico, onshore, oil and gas markets and beyond.

David Pursell, Tudor, Pickering, Holt & Co.
Securities Inc., Houston, TX

1:15 p.m. Break**CURRENT ISSUES AND TRENDS IN ASSOCIATED E&P AGREEMENTS****1:30 p.m. .50 hr****Seismic and Geophysical Data: Current Trends and Issues**

This presentation addresses current trends and issues counsel should be aware of as related to the acquisition and licensing of seismic and geophysical data, including issues related to rights in derivatives and interpretation, maintaining confidentiality, host government rights and prospective partner obligations.

Timothy R. Brown, Anadarko Petroleum Corporation,
The Woodlands, TX

2:00 p.m. .75 hr**Risk Allocation in Drilling Contracts and Rig Sharing Agreements**

A broad, bird's eye view of risk allocation in drilling contracts and how those risk allocation provisions may be impacted by a rig sharing agreement. Each operator drafts and negotiates its drilling contracts to provide reasonable indemnity protection while still meshing with the operator's other contracts. These risk allocation provisions can be structured in several different ways, but there are many common issues. In addition, an examination of these issues provides a foundation for discussing some of the practical problems in using a rig sharing agreement and evaluating some possible solutions.

William W. Pugh III, Liskow & Lewis, APLC,
Houston, TX

2:45 p.m. .75 hr**Engineering, Procurement and Construction (EPC) Contracts from a Contractor's Perspective**

This presentation addresses issues from a contractor's perspective that counsel should be aware of when negotiating EPC contracts, including risk allocation, lump sum vs. cost reimbursable, scope of work, indemnification, warranties, default and liquidated damage provisions.

Curtis N. Culver, CB&I Inc., The Woodlands, TX

3:30 p.m. .50 hr**Master Service Agreements: Are Your Assets Covered?**

While used widely in the energy industry, master service agreements are implemented utilizing different contracting philosophies and with different degrees of success. This presentation discusses the basics of master service agreements, their use and potential pitfalls.

Charles H. White, Attorney at Law, Houston, TX

4:00 p.m. Adjourn

UPCOMING PROGRAMS OF INTEREST

2011 Carbon and Climate Change

February 9–10, 2011

AT&T Conference Center
Austin, Texas

www.utcle.org/conferences/CH11

2011 Wind, Solar and Renewables

Pre-Conference: February 22, 2011

Institute: February 23–24, 2011

AT&T Conference Center
Austin, Texas

www.utcle.org/conferences/WE11

37th Annual Ernest E. Smith Oil, Gas and Mineral Law

Fundamentals: April 7, 2011

Institute: April 8, 2011

Hyatt Regency
Houston, Texas

www.utcle.org/conferences/OG11

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Houston, TX

JOSEPH J. WHITE II
Exxon Mobil Corporation
Houston, TX

* planning committee member

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The University of Texas
School of Law
Attn. CLE—IE11
P.O. Box 7759
Austin, TX 78713-7759

Or fax to:
512-475-6876

Or register online:
www.utcle.org

Questions? Call us at 512-475-6700

The University of Texas School of Law Energy Center and LLM Program

The University of Texas School of Law has launched a new Center for Global Energy, International Arbitration, and Environmental Law ("The Center").



The Center is devoted to interdisciplinary research and teaching in the science and policy of energy and environmental law.

In 2010, for the first time, the law school offered a new concentration to LLM students interested in energy, international arbitration, or environmental law. Students choose from a rich array of courses designed to prepare them to practice in this critical, and evolving, area of law.

For additional information, please contact Executive Director Melinda Taylor at mtaylor@law.utexas.edu, or by phone at (512) 232-3641.

www.utexas.edu/law/academics/centers/energy

REGISTRATION FOR IE11

Mail this registration form to:

The University of Texas School of Law, Attn. CLE—IE11
P.O. Box 7759, Austin, TX 78713-7759 or fax a copy to: 512-475-6876

PLEASE PRINT CLEARLY

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Registrant's Email (required) _____

Assistant's Email (optional) _____

Invoices, confirmations and receipts are emailed to these addresses.

REGISTRATION

Includes Course Binder, Tuesday and Wednesday Luncheon Presentations, and Tuesday Networking Reception

☐ Early Registration Fee due by Tuesday January 18, 2011\$545

☐ Registration Fee after Tuesday, January 18, 2011\$595

CONFERENCE PUBLICATIONS AND MEDIA

Allow 3–5 weeks from the conference date for delivery.

☐ Course Binder WITHOUT Conference Registration\$225
Note: Conference registration includes Course Binder.

☐ Audio MP3 Speeches on CD\$130

☐ Audio CD Set\$210

☐ eBinder on CD (PDF format)\$225/\$50
(\$225 purchased alone, \$50 with registration or purchase of Course Binder or Audio MP3 Speeches on CD or Audio CD Set)

IN-HOUSE CLE: Bring the conference in-house and learn at your convenience.

Allow 3–5 weeks from the conference date for delivery.

☐ In-House CLE for 2—Includes Audio CD Set and Course Binders\$825

_____ Add participants (includes Course Binder) for \$225 each\$ _____

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HOUSTON

January 25–26, 2011

CONFERENCE LOCATION



Hyatt Regency
1200 Louisiana Street
Houston, TX 77002
713-654-1234

Special Room Rate: \$159
good through December 23, 2010
(subject to availability)

Parking:
Valet \$15 per day, \$25 overnight; Self-parking
is available in nearby lots and garages
(subject to change)

KEY DATES

January 18, 2011, 5 p.m.
last day for early registration
add \$50 for registrations
received after this time

January 19, 2011, 5 p.m.
last day for full refund

January 21, 2011, 5 p.m.
last day for partial refund
\$50 processing fee applied

January 25, 2011, 9 a.m.
conference begins

M
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E

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 13.50 hours, of which 2.00 credit hours will apply to legal ethics/professional responsibility credit. The University of Texas School of Law is a State Bar of California approved MCLE provider (#1944).

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www.aipn.org

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