

# 2012 International Upstream Energy Transactions

## January 31 - February 1, 2012 • Four Seasons Hotel • Houston, TX

### Tuesday Morning, Jan. 31, 2012

**Presiding Officer:**

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

8:00 am	<p><b>Registration Opens</b></p> <p>Includes continental breakfast.</p>
8:50 am	<p><b>Welcoming Remarks</b></p>
9:00 am 0.50 hr	<p><b>Global Gas Markets: Tight and Getting Tighter in the Midterm; Burgeoning Supply Options in the Long-term</b></p> <p>Global markets are currently following a two-speed recovery, with robust economic growth in China, India, and Brazil accompanied by stagnant growth in the OECD economies with the European sovereign debt crisis. So far, most global commodities have followed non-OECD patterns, and global LNG prices stepped up further following the Fukushima disaster in March. The question is where global gas markets go from here, given the strong appetite for gas in the Pacific Basin, combined with a very limited slate of near-term projects. North American LNG exports look set to meet a midterm need, but in the longer-term, could new projects in East Africa and the Mediterranean, or new shale gas development outside North America close the window of opportunity.</p> <p>Jen Snyder, Wood MacKenzie - Boston, MA</p>
9:30 am 1.00 hr	<p><b>Host Country Instruments: Recent Developments</b></p> <p>Host Country Instruments (HCI's), including production sharing contracts, concession, and risk service, are constantly evolving. Drawing on examples of recently published HCI's from different regions (representing both common law and civil law jurisdictions, and both importing and exporting host countries), this session presents recent and noteworthy developments in key HCI clauses, such as: "carried interests and back-in rights," "domestic marketing obligations" and "default and termination."</p> <p><i>Introduction by D. Marie Wagner, Anadarko Petroleum Corporation</i></p> <p>Owen L. Anderson, The University of Oklahoma College of Law - Norman, OK</p>
10:30 am	<p><b>Break</b></p>
10:45 am 1.00 hr	<p><b>The World We Live In: Negotiating, Analyzing and Drafting Key Clauses of Host Country Agreements</b></p> <p>Even the most well drafted language may be open to interpretation, as any practitioner knows. Drawing on the material in the previous session, this presentation, which is given from the point of view of a "contractor party," provides examples of issues that can arise in real life negotiation and implementation of HCI's. In addition to presenting an analysis of the legal issues, practical drafting tips and risk mitigation strategies are shared.</p> <p>D. Marie Wagner, Anadarko Petroleum Corporation - The Woodlands, TX</p>

11:45 am 0.50 hr	<p><b>Local Content Provisions</b></p> <p>Local content in the oil and gas sector has gained prominence internationally with a number of countries enacting specific and comprehensive legislation on local content issues aimed at developing local skills and use of local manpower, goods and services. This session focuses on the different types of local content obligations (including soft law requirements) and their impact on stakeholders in the oil and gas industry drawing on a number of examples internationally.</p> <p>Stephane Brabant, Herbert Smith LLP - Paris, France</p>
12:15 pm	<p><b>Break for Networking and Luncheon Presentation</b></p> <p>Included in conference registration fee.</p>

## Tuesday Afternoon, Jan. 31, 2012

### Presiding Officer:

**Melinda E. Taylor**, The University of Texas School of Law - Austin, TX

	<p><b>KEYNOTE LUNCHEON PRESENTATION</b></p>
12:45 pm 0.75 hr	<p><b>The UN Guiding Principles on Business and Human Rights</b></p> <p>A summary of the three pillars of the Guiding Principles, which include the corporate responsibility to protect human rights, and a look at their likely impact on the oil and gas industry.</p> <p>Audley Sheppard, Clifford Chance LLP - London, United Kingdom</p>
1:30 pm	<p><b>Break</b></p>
1:45 pm 0.75 hr 0.25 hr ethics	<p><b>Overview of the Anti-Corruption Legal Landscape: U.S. vs. U.K. Rules</b></p> <p>With the recent implementation of the very restrictive and far-reaching UK Bribery Act and the trend towards ever increased enforcement of the FCPA against both companies and individuals, corruption has become one of the most significant risks faced by organizations in the global economy. This presentation explains the key differences between the two Acts and what companies are doing to effectively manage the risks presented by these Acts.</p> <p><b>THIS SESSION HAS MOVED TO 2:30 P.M.</b></p> <p>Jay G. Martin, Baker Hughes Incorporated - Houston, TX</p>
2:30 pm 0.75 hr 0.25 hr ethics	<p><b>Drafting and Negotiating Effective Anti-Corruption Contract Clauses: Key Provisions and Issues</b></p> <p>Contractual safeguards are a key element in an anti-corruption compliance program. This presentation discusses the current best practices for anti-corruption compliance contract provisions, how to calibrate them to the risks in different types of commercial relationships, and how best to implement them with counterparties.</p> <p><b>THIS SESSION HAS MOVED TO 3:30 P.M.</b></p> <p>Jeffrey D. Clark, Willkie Farr &amp; Gallagher LLP - Washington, DC</p>
3:15 pm	<p><b>Break</b></p>

3:30 pm 1.00 hr	<p><b>International Energy Disputes: What Now, What Next?</b></p> <p>A review of recent developments in international commercial and investment arbitration (and even some litigation) that may impact your agreements, relationships with partners and host governments, and strategies in making investments in energy projects and for protecting those investments.</p> <p><b>THIS SESSION HAS MOVED TO <a href="#">WEDNESDAY AT 1:50 P.M.</a></b></p> <p>Jennifer L. Price, King &amp; Spalding - Houston, TX</p>
4:30 pm 1.00 hr 0.25 hr ethics	<p><b>Mitigating Deal Risk: Tools, Techniques and Best Practices</b></p> <p>An interactive walk through common liability and risk scenarios in international upstream energy transactions, with an opportunity for the audience to vote on what they would do in a particular instance. Using real-life examples, this session analyzes best practices and useful strategies and negotiating techniques to overcome challenges in the exploration, operations and exit stages of a project. What would you do if faced with a major decision? Would you make the right choice and carry the day—or would you end up with some serious explaining to do!</p> <p><b>THIS SESSION IS NOW AT 4:15 P.M.</b></p> <p>Moderator: Steven P. Otilar, Dewey &amp; LeBoeuf LLP - Houston, TX</p> <p>Panelists: Michael V. Csizmadia, Baker Hughes Incorporated - Houston, TX</p> <p>Panelists: Victoria Lazar, GE Oil &amp; Gas - Houston, TX</p> <p>Panelists: Todd J. Mullen, Vanco Exploration Company - Houston, TX</p>
5:30 pm	<p><b>Adjourn to Networking Reception</b></p> <p><i>Adjourning now at 5:15 p.m.</i></p>

## Wednesday Morning, Feb. 1, 2012

### Presiding Officer:

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

8:00 am	<p><b>Conference Room Opens</b></p> <p>Includes continental breakfast.</p>
8:30 am 1.00 hr ethics	<p><b>Ethical Issues in Representing Energy Clients in Multiparty, Multijurisdictional Transactions</b></p> <p>An examination of the ethical problems involving complex multiparty, multijurisdictional transactions including joint operating agreements, joint development contracts, and farmouts. This presentation also examines the ethical standards for outside and in-house counsel practicing across domestic and international jurisdictional boundaries, including conflicts of interest, confidentiality and attorney-client privilege, and unauthorized practice of law.</p> <p>John S. Dzienkowski, The University of Texas School of Law - Austin, TX</p>

<p>9:30 am 1.25 hrs</p>	<p><b>What Drives Deal Structures: Balancing Financial, Tax and Liability Issues and Regimes</b></p> <p>Deal structures are driven not only by commercial terms but also by efforts to address political, tax, financing and other risks. This panel reviews critical issues in deal structures for two kinds of deals outside of an investor's home country—an acquisition of an interest from a third party, and investment in a major development—from the perspectives of the investor, the tax advisor, the lender, and the risk manager.</p> <p>Moderator: David Asmus, Morgan, Lewis &amp; Bockius LLP - Houston, TX</p> <p>Panelists: John C. Ale, Skadden, Arps, Slate, Meagher &amp; Flom LLP - Houston, TX</p> <p>Panelists: Elisabeth Eljuri, Norton Rose - Caracas, Venezuela</p> <p>Panelists: Jonathan J. Martin, Baker &amp; McKenzie - Houston, TX</p>
<p>10:45 am</p>	<p><b>Break</b></p>
<p>11:00 am 1.00 hr 0.50 hr ethics</p>	<p><b>Rethinking the Joint Venture Relationship: It's Complicated</b></p> <p>Now that your company is in a joint venture (JOA) relationship, what are best practices in terms of governance and execution of venture activities—for operators and non-operators alike? When should you use secondment agreements vs. technical services agreements? How useful are project teams and subcommittees? This panel of international oil and gas attorneys discusses the effective use of various organizational structures to achieve the common goals of the venturers.</p> <p>Moderator: Michael P. Irvin, Fulbright &amp; Jaworski L.L.P. - Houston, TX</p> <p>Panelists: Michael P. Darden, Latham &amp; Watkins LLP - Houston, TX</p> <p>Panelists: Michael R. King, Morgan, Lewis &amp; Bockius LLP - Houston, TX</p>
<p>12:00 pm 0.50 hr</p>	<p><b>International Offshore Drilling after Macondo</b></p> <p>A look at four things we can and one thing we can't do in the post-2010 world.</p> <p>Paul Owen, Statoil Development and Production North America - Houston, TX</p>
<p>12:30 pm</p>	<p><b>Break for Luncheon Presentation</b></p> <p>Included in conference registration fee.</p>

## Wednesday Afternoon, Feb. 1, 2012

### Presiding Officer:

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

### KEYNOTE LUNCHEON PRESENTATION

Sponsored by Latham & Watkins LLP

<p>12:50 pm 0.75 hr</p>	<p><b>Negotiators for Life</b></p> <p>International negotiations are about getting the deal done, but most importantly about building relationships. Panel members share some of their more memorable negotiations experiences.</p> <p>Moderator: Donald W. Wendland Jr., Noble Energy, Inc. - Houston, TX</p> <p>Panelists: Andrew B. Derman, Thompson &amp; Knight LLP - Dallas, TX</p> <p>Panelists: Eric Fry, Anadarko Petroleum Corporation - The Woodlands, TX</p> <p>Panelists: M.G. (Mick) Jarvis, ConocoPhillips Company - Houston, TX</p>
<p>1:35 pm</p>	<p><b>Break</b></p>
<p>1:50 pm 0.75 hr</p>	<p><b>Frontier Energy: What's Really Radical?</b></p> <p>The search for hydrocarbon resources is not abating. Companies globally are increasing their exploration efforts, including the majors. These efforts include pushing physical frontiers and technology. This presentation focuses on legal issues associated with the ever expanding reach of E&amp;P companies worldwide.</p> <p><b>THIS SESSION HAS MOVED TO TUESDAY AT 1:45 P.M.</b></p> <p>Jose L. Valera, Mayer Brown - Houston, TX</p>
<p>2:35 pm 1.00 hr</p>	<p><b>Drilling Contracts and Rig Sharing Agreements: Key Clauses, Key Issues and Drafting Tips</b></p> <p>A drilling contract is one of the Operator's most important contracts. This presentation focuses on how to spot the pitfalls in some of the most critical provisions, including both risk allocation clauses and other important provisions. In addition, it discusses some of the potential missteps in a Rig Sharing Agreement and how the party seeking to share a rig can try to use the Rig Sharing Agreement to address some gaps between the drilling contract and the sharing party's risk allocation structure.</p> <p><b>THIS SESSION IS NOW AT 2:50 P.M.</b></p> <p>William W. Pugh III, Liskow &amp; Lewis, APLC - Houston, TX</p>
<p>3:35 pm 0.50 hr</p>	<p><b>Considerations When Exiting a Country</b></p> <p>This presentation covers the main issues an E&amp;P company should consider when it decides to sell all of its interest in a project and/or terminate or withdraw from an acreage position, with a focus on issues to address when such actions may include exiting a host country. It also includes a checklist of issues and a discussion of the relevant dos and don'ts when exiting a project and/or a country.</p> <p><b>THIS SESSION IS NOW AT 3:50 P.M.</b></p> <p>Timothy R. Brown, Anadarko Petroleum Corporation - The Woodlands, TX</p>
<p>4:05 pm</p>	<p><b>Adjourn</b></p> <p><b>Adjourn now at 4:20 p.m.</b></p>