2014

INTERNATIONAL UPSTREAM ENERGY TRANSACTIONS

PRIMER
January 29, 2014

CONFERENCE
January 30–31, 2014

Four Seasons Hotel • Houston, Texas

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Primer—Earn up to 7.50 Hours of Credit
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TX Legal Specialization Credit Approved for Oil, Gas and Mineral Law

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### WEDNESDAY MORNING, JAN. 29, 2014

**8:00 a.m.** Registration Opens  
Includes continental breakfast.

**9:00 a.m.**  
**Introduction and Overview of an International Energy Project Lifecycle**  
An introduction to program objectives and faculty with an overview of a typical international energy project lifecycle from development through decommissioning.

**9:15 a.m.**  
**Energy, Geology and Geophysics: Conventional Resources**  
A lawyer’s introduction to the science underlying the agreements we draft and negotiate in the course of developing and operating an international energy project. Petroleum, crude, natural gas and liquids—what are they? Where are they located? How do we find them? When do we think they might run out? Also, a brief introduction to geophysical data acquisition and processing techniques and the leading role geophysical data plays in modern oil and gas exploration and operations.

**10:00 a.m.**  
**Petroleum Engineering: Conventional Hydrocarbons**  
How do we physically explore for, develop and produce hydrocarbons? As lawyers, we must have an understanding of the fundamentals of petroleum activities to accurately draft agreements and effectively provide counsel to energy industry clients. An introduction to different types of offshore and onshore drilling and production systems including FPSOs (floating, production, storage and off-loading vessels) and TLPs (tension-leg platforms). Typical liquefied natural gas (LNG) production facilities (liquefication, regasification and pipelines) are discussed, with coverage of “high-level” drilling and production facilities and operation cost estimates.

**10:45 a.m.** Break

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**11:00 a.m.**  
**Unconventional Hydrocarbon Resources**  
An overview of the geology and geophysics of unconventional hydrocarbon resources including shale. An introduction to the petroleum engineering techniques required to develop and produce these resources.

**11:45 a.m.**  
**Pick Up Lunch**  
Included in registration.

### WEDNESDAY AFTERNOON

**11:00 a.m.**  
**LUNCHEON PRESENTATION**

**12:00 p.m.**  
**Host Country Instruments (HCIs)**  
A look at the legal regimes used globally for buying, selling, exploring, developing and producing hydrocarbons, including Concession or Royalty/Tax, Production Sharing, Risk Service Agreements and so-called “hybrids,” with a discussion of basic natural resource ownership/title concepts and provisions of various HCIs, including key fiscal and non-fiscal terms.

**1:30 p.m.**  
**International Energy Project Economics**  
This session is designed to provide a lawyer the basics of energy project economics “101” so that they can better work with their energy industry clients to develop legal options in various deal scenarios that are also “economic.” Hear an examination of how we develop project economic scenarios that are also “economic.”

**2:30 p.m.** Break

**2:45 p.m.**  
**Co-Venture Formation and Agreements**  
Leverage and risk allocation are two factors that frequently lead most international energy projects to be undertaken by more than one co-venture party. This session covers the most common arrangements by which parties acquire interests in energy projects including farmins, farmouts, participation agreements and swaps, with coverage of the fundamental provisions of typical co-venture Joint/Unit Operating Agreements (JOAs) using the AIPN model form as a basis.

**3:45 p.m.**  
**Co-Venture Economics: The Power of Leverage**  
A discussion of the economic inflection points that occur over the life of an upstream project. Participants work through examples of typical commercial arrangements for farmins and co-venture risk-sharing.

**4:15 p.m.**  
**Co-Venture Operations**  
Getting into a co-venture can seem easy compared to operating a successful co-venture. This session looks at operational provisions within the industry joint operating agreement framework including management decision-making, and contracting.

**4:45 p.m.**  
**Summary and Q&A**  
Your questions are answered by the program faculty in this moderated Q&A session.

**5:30 p.m.** Adjourn

### PRIMER FACULTY

**ERIC C. POTTER**  
Bureau of Economic Geology, The University of Texas  
Austin, TX

**KEITH TROUTMAN**  
Anadarko Petroleum Corporation  
The Woodlands, TX

**D. MARIE WAGNER**  
Anadarko Petroleum Corporation  
The Woodlands, TX

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 7.50 hours. The University of Texas School of Law is a State Bar of California approved MCLE provider (#1944), and an Oklahoma Bar Association MCLE presumptively-approved provider (#169).
THURSDAY MORNING, JAN. 30, 2014

Presiding Officer:
Timothy R. Brown, Anadarko Petroleum Corporation, The Woodlands, TX

8:00 a.m.  Registration Opens
Includes continental breakfast.

8:45 a.m.  Welcome Remarks

9:00 a.m.  1.00 hr
World Shale Gas Opportunities and Challenges
Harry W. Sullivan Jr., ConocoPhillips, Houston, TX

10:00 a.m.  .75 hr
Update on Revised 2012 AIPN Model JOA
James Barnes, Barnes & Cascio LLP, Houston, TX

10:45 a.m.  Break

11:00 a.m.  1.00 hr
Extractive Industries Initiative (EITI)
A discussion of the Extractive Industries Transparency Initiative (EITI) and the benefits and challenges of operating in an EITI country and as an EITI supporting company. Many oil and gas companies already participate in this multi-stakeholder coalition which promotes transparency regarding natural resources revenue. In light of the movement towards mandatory reporting requirements in each of the U.S., the E.U., and Canada, the EITI and lessons from its implementation are increasingly relevant to the industry.

Moderator:
Gwendolyn Wilber Jaramillo, Foley Hoag LLP, Boston, MA
Panelists:
Panelists TBA

12:00 p.m.  Lunch
Pick up lunch, included in registration.

THURSDAY AFTERNOON

Presiding Officer:
John Bowman, King & Spalding, Houston, TX

12:20 p.m.  1.00 hr
Table Topics: Best Practices in International Upstream Energy Transactions
Break into small groups, moderated by a conference faculty “Team Leader,” to discuss selected topics on best practices in international upstream energy transactions. This session concludes with the Team Leaders presenting the top results to the whole group.

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

1:20 p.m.  Break

1:30 p.m.  1.00 hr
Shifting Energy Paradigms – True or False?
We have heard a lot about “Shifting Energy Paradigms.” What does this refer to? How do we separate fact from fiction? What are possible geopolitical and economic implications and commercial opportunities? Topics covered include: supply shifting from Middle East to the Midwest, consumption demand shifting from developed to developing, and sources shifting from fossil to green/unconventionals.

Michelle Michot Foss, Center for Energy Economics, Bureau of Economic Geology, The University of Texas, Houston, TX

1:50 p.m.  .75 hr | .25 hr ethics

2:30 p.m.  1.00 hr
Selling or Otherwise Monetizing Your Interest in a Project: Practical Tips and Pitfalls
This session reviews some of the issues involved in exiting a project successfully (including co-venture and third-party rights, contractual limitations, tax challenges, problems unique to partial transfers, and others), looks at alternative methods of monetizing an investment, and provides practical tips for dealing with the challenges.

David Asmus, Morgan, Lewis & Bockius LLP, Houston, TX

3:30 p.m.  Break

3:45 p.m.  .75 hr ethics
The Globalization of Anti-Corruption
Discussion of risk-based global programs including integrating compliance into the business, analysis of the program through the lens of core program building blocks, using technology to mitigate risk and screen third parties, and keeping up with global legal developments.

Jay G. Martin, Baker Hughes Incorporated, Houston, TX
Ryan D. McConnell, McConnell Savany LLP, Houston, TX

4:30 p.m.  .75 hr | .25 hr ethics
Anti-Corruption Drafting
D. Marie Wagner, Anadarko Petroleum Corporation, The Woodlands, TX

5:15 p.m.  Adjourn to Reception

FRIDAY MORNING, JAN. 31, 2014

Presiding Officer:
Michael P. Darden, Latham & Watkins LLP, Houston, TX

8:00 a.m.  Conference Room Opens
Includes continental breakfast.

8:30 a.m.  1.00 hr
Recent Developments in Mexico’s Oil and Gas Industry
Nicolas Borda, Greenberg Traurig, LLP, Mexico, DF

9:30 a.m.  .75 hr
Crisis Management and Corporate Resilience
A discussion of ISO 22301 Standards and lessons learned from the Deep Water Horizon disaster and the In Amenas attack.

Danny W. Davis, The Bush School of Government and Public Service, Texas A&M University, College Station, TX
Patrick Knapp, Baker Hughes Incorporated, Houston, TX

This course has been approved for Minimum Continuing Legal Education credit by the State Bar of Texas Committee on MCLE in the amount of 14.00 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), and an Oklahoma Bar Association MCLE presumptively-approved provider (#167).
Dispute Resolution Clauses Gone Bad
Your transaction requires a dispute resolution clause. What are the appropriate factors to consider and what are the pitfalls to avoid. The panel discusses and answers questions regarding important protections which should be considered and unintended outcomes which could result from simply applying a boilerplate provision from an earlier deal.

Panelists:
C. Mark Baker, Norton Rose Fullbright, Houston, TX
Michael S. Goldberg, Baker Botts, Houston, TX
Claudia Salomon, Latham & Watkins LLP,
New York, NY

1:45 p.m. Corporate Social Responsibility (CSR): Don’t Ask What CSR Can Do for the Country, Ask What CSR Can Do for You
An overview of CSR with specific examples of what has changed, what has worked, what can be done differently and why. This discussion answers the threshold question: why is CSR important for a company?
William S. Hayes, Kosmos Energy, Dallas, TX
Tom Mitro, Mitro Consulting, Houston, TX

2:00 p.m. Sanctions and Trade Compliance
Timothy R. Brown, Anadarko Petroleum Corporation, The Woodlands, TX
Christine Savage, King & Spalding, Washington, DC

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HARRY W. SULLIVAN JR.
ConocoPhillips
Houston, TX

BELLANNE MELTZER TOREN
Office of Bellanne Meltzer Toren, Canmore, Alberta, Canada
Coppell, TX

D. MARIE WAGNER
Anadarko Petroleum Corporation
The Woodlands, TX

Love the interdisciplinary approach of the Primer.
From a practical standpoint, this is the best CLE I’ve ever attended.
Particularly appreciate the very specific, practical topics that give insight that I can use in my work tomorrow.

Great program! Content is substantial and timely.
Program content is excellent and speakers are outstanding and very knowledgeable.
The program had a good range of topics and very high-caliber speakers.

This is a well put-together program. I am recommending to my company that they send all lawyers to the conference.
This is one of the best advanced international oil and gas courses I’ve attended.
# REGISTRATION FORM

**IP14/IE14**

### PRIMER—IP14

- Includes Course Materials and Lunch

1. **Select Registration Type**
   - ☐ Registration by Wednesday, January 22, 2014 ........................ $175
   - ☐ Registration after Wednesday, January 22, 2014 ......................... $225

2. **Select Course Materials Format**
   - ☐ Electronic Course Binder on USB Key ONLY
   - ☐ Printed Course Binder ONLY

**Primer Registration Total** .................................................................. $____

### CONFERENCE—IE14

- Includes Course Materials, Thursday and Friday Lunches, and Thursday Evening Reception

1. **Select Registration Type**
   - ☐ Registration by Wednesday, January 22, 2014 ........................ $595
   - ☐ Registration after Wednesday, January 22, 2014 ......................... $645

2. **Select Course Materials Format**
   - ☐ Electronic Course Binder on USB Key ONLY
   - ☐ Printed Course Binder ONLY

**Conference Registration Total** .......................................................... $____

### IN-HOUSE (For Texas MCLE Credit)

- ConferenceComplete package includes Audio CD Set, Printed Binder and MCLE Reporting Form for each participant. Available for delivery 3-5 weeks after conference date. Shipping included.

- **PRIMER—IP14**
  - ☐ In-House CLE for 2 .................................................................................................................. $500
  - ☐ Additional participants for $275 each ......................................................................................... $____

**Primer In-House Total** ........................................................................... $____

- **CONFERENCE—IE14**
  - ☐ In-House CLE for 2 .................................................................................................................. $850
  - ☐ Additional participants for $275 each ......................................................................................... $____

**Conference In-House Total** ..................................................................... $____

### CONFERENCECOMPLETE MATERIALS† (For Research and Self-Study)

- Comprehensive Binder and Audio from the live conference. Available for delivery 3-5 weeks after conference date. Shipping included.

- **PRIMER—IP14**
  - ☐ eBinder Download (PDF) ........................................................................................................... $125
  - ☐ Printed Binder ............................................................................................................................... $175
  - ☐ Audio Download (MP3) .................................................................................................................... $75
  - ☐ Audio CD Set ................................................................................................................................. $125

**Primer ConferenceComplete Materials Total** .......................................... $____

- **CONFERENCE—IE14**
  - ☐ eBinder Download (PDF) ........................................................................................................... $225
  - ☐ Printed Binder ............................................................................................................................... $275
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  - ☐ Audio CD Set .................................................................................................................................. $225

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HOUSTON
January 29, 30–31, 2014

CONFERENCE LOCATION

Four Seasons Hotel
1300 Lamar St
Houston, TX 77010
713.650.1300

Special Room Rate: $225
good through January 2, 2014
(subject to availability)

Valet Parking:
$15 daily during event, $30 overnight

KEY DATES
January 22, 2014
last day for early registration
add $50 for registrations received after this time

January 24, 2014
last day for cancellation (full refund)

January 27, 2014
last day for cancellation (partial refund)
$50 processing fee applied

January 29, 2014, 9:00 a.m.
Primer begins

January 30, 2014, 8:45 a.m.
Conference begins

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