

**2015 International Upstream Energy**  
**June 11, 2015 • Royal Sonesta Hotel Houston • Houston, TX**

**Thursday Morning, June 11, 2015**

**Presiding Officer:**

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

7:30 am	<p><b>Registration Opens</b></p> <p>Includes continental breakfast.</p>
8:20 am	<p><b>Welcoming Remarks</b></p>
8:30 am 0.50 hr	<p><b><i>Lex Petrolea</i>: Sources and Successes of International Petroleum Law</b></p> <p>Does there exist today a <i>lex petrolea</i>—a system (or sub-system) of laws peculiar to the international oil and gas industry? Several potential sources can be identified: national petroleum laws, international petroleum contracts, custom and practice in the petroleum industry, and international oil &amp; gas arbitration awards. The speaker rules in and rules out emerging elements of today's <i>lex petrolea</i>.</p> <p>John Bowman, King &amp; Spalding - Houston, TX</p>
9:00 am 1.00 hr	<p><b>An Uncomfortable Balancing Act: Managing JV Relationships and JV Partner Default</b></p> <p>A lively and in-depth look at default provisions of the JOA, informed by publicly reported cases, that considers these key issues: What constitutes a default? Why should one be concerned? What action can one take in response to a party's default? Inside the JOA? Outside the JOA?</p> <p>Joanna Kay, Andrews Kurth LLP - London, United Kingdom  Peter Roberts, Andrews Kurth LLP - London, United Kingdom</p>
10:00 am	<p><b>Break</b></p>
10:15 am 1.00 hr	<p><b>Legal Strategies for Challenging Times</b></p> <p>The price of oil has declined more than 40% since July 2014 and the global oil and gas industry faces a challenging 2015, and possibly 2016, based on "stubbornly low" oil prices. Hear insights, strategies, and sample clauses covering use of indemnity clauses in event of contract breach; building off-ramps in joint-ventures, drafting dispute resolution clauses; restructuring and insolvency strategies; operator removal and/or replacement in the event of operator change of control or insolvency/bankruptcy; and the concept of "efficient breach."</p> <p>Moderator:  D. Marie Wagner, Anadarko Petroleum Corporation - The Woodlands, TX  Panelists:  Joshua P. Agrons, Norton Rose Fulbright US LLP - Houston, TX  Steven P. Otilar, Akin Gump Strauss Hauer &amp; Feld LLP - Houston, TX  Jennifer L. Price, King &amp; Spalding - Houston, TX</p>

<p>11:15 am 0.75 hr</p>	<p><b>Cross-Border Labor and Employment Law Minefields</b></p> <p>This entertaining and informative presentation covers the most pressing international labor and employment law issues facing U.S.-based employers, including an update on independent contractor versus employee classification, professional employer organizations (PEOs), employment issues in contract, applicable law, employment quotas, and privacy laws.</p> <p>Jordan W. Cowman, Greenberg Traurig, LLP - Dallas, TX</p>
<p>12:00 pm</p>	<p><b>Pick Up Lunch</b></p> <p>Included in registration.</p>

## Thursday Afternoon, June 11, 2015

### Presiding Officer:

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

### LUNCHEON PRESENTATION

<p>12:20 pm 1.00 hr ethics</p>	<p><b>Ethics and Professionalism in a Global Environment</b></p> <p>Ethics and professionalism are being influenced by many factors in today's global environment. Consider some of these factors, along with areas of commonality amongst the legal ethics rules from a sampling of jurisdictions.</p> <p>Arnold J. Johnson, Noble Energy Inc. - Houston, TX</p>
<p>1:20 pm</p>	<p><b>Break</b></p>
<p>1:35 pm 0.75 hr</p>	<p><b>International Deal Structuring: Tax and Treaty Issues</b></p> <p>Review critical issues in international deal structures in both developed and developing countries, including choice of entity, local tax considerations, subsidiary and joint venture structures, special issues for U.S.-based multinational corporations (including controlled foreign corporations, worldwide taxation, and foreign tax credit), and tax treaties.</p> <p>Nicholas J. DeNovio, Latham &amp; Watkins LLP - Washington, DC</p>
<p>2:20 pm 0.75 hr</p>	<p><b>FCPA/Anti-Corruption Compliance Update: Recent Cases</b></p> <p>Global enforcement of anti-corruption laws continues to be a trend that informs the conduct of business and the selection of joint venture partners and contractors throughout the upstream energy sector. Hear an in-depth analysis of the facts and circumstances of a few recent cases, as well as practical implications and recommendations for modification/enhancement of anti-corruption compliance policies and procedures based on these cases.</p> <p>Jeffrey D. Clark, Willkie Farr &amp; Gallagher LLP - Washington, DC</p>
<p>3:05 pm</p>	<p><b>Break</b></p>

<p>3:15 pm 0.75 hr</p>	<p><b>Capitalizing on Yield Structures in the U.S. Public Markets: Master Limited Partnerships and Yieldcos</b></p> <p>Many non-U.S. companies have discovered the benefits of going public in the United States using yield-oriented structures—a trend that is expected to continue and likely accelerate over the next five years. By using a "master limited partnership" or "yieldco" structure, non-U.S. companies can realize the benefits of the U.S. capital markets at attractive valuations while maintaining a flexible governance framework and securing opportunities for increasing cash distributions from existing assets.</p> <p>Sean T. Wheeler, Latham &amp; Watkins LLP - Houston, TX</p>
<p>4:00 pm 0.75 hr</p>	<p><b>Joint Operating Agreements for Unconventional Oil and Gas Plays</b></p> <p>Review key issues to consider when negotiating a joint operating agreement for an unconventional oil and gas play, focusing on the recently completed AIPN 2014 Unconventional Resources Operating Agreement.</p> <p>Owen L. Anderson, The University of Oklahoma College of Law - Norman, OK</p>
<p>4:45 pm 0.75 hr</p>	<p><b>Mexico: The Hard Work Begins— Implementation of Historic Energy Reforms</b></p> <p>Mexico has gone through historic changes in its energy sector over the past several years. Currently, the country is in the middle of its first public bidding round for rights to develop oil and gas across a variety of prospects. Hear an in-depth analysis of the status of these groundbreaking reforms in the upstream oil and gas sector.</p> <p>Carla Gabriela González Rodríguez, Comisión Nacional de Hidrocarburos - México, DF</p>
<p>5:30 pm</p>	<p><b>Adjourn to Networking Reception</b></p> <p><b>Sponsored by The Oil, Gas, and Energy Resources Law Section of the State Bar of Texas</b></p> <p>Networking opportunity with program faculty, clients and colleagues.</p>