



ROCKY MOUNTAIN MINERAL LAW  
FOUNDATION

INSTITUTE FOR ENERGY LAW OF  
THE CENTER FOR AMERICAN AND INTERNATIONAL LAW



ASSOCIATION OF INTERNATIONAL PETROLEUM NEGOTIATORS



# International Energy Law, Contracts, and Negotiations

**Doubletree Hotel Downtown  
Houston, Texas**



Part 1  
**Upstream Issues  
& Agreements**

September 21-25, 2009

Part 2  
**Midstream Issues  
& Agreements**

September 28-October 2, 2009

Strategic Overview of the Upstream  
Petroleum Industry  
International Due Diligence  
Confidentiality and Bidding Issues  
Granting Instruments  
Joint Operating Agreements  
JOA Accounting Procedures  
JOA Application Problems  
Participation Arrangements  
(Farmout / Farmin)  
International Dispute  
Resolution Issues  
Anti-Corruption Laws and Issues  
(Ethics)  
Unitization

Strategic Overview of the Midstream  
Petroleum Industry  
Infrastructure Development  
(Due Diligence, Risk Assessment,  
Project Financing)  
Purchase and Sale Agreements  
Social Responsibility Issues  
Environmental Issues  
Crude Oil Sales and Lifting  
International Service Contract  
International EPC Issues  
Natural Gas Sales - Pipeline and LNG  
Natural Gas and LNG Sales and  
Purchase Agreements  
Natural Gas Balancing  
Natural Gas Pipeline Transportation  
LNG Project Development  
LNG Project Sales and Transportation  
LNG Project Terminal Issues

# INTERNATIONAL ENERGY LAW, CONTRACTS, AND NEGOTIATIONS PART 1: UPSTREAM ISSUES & AGREEMENTS

## **MONDAY, SEPTEMBER 21**

- 8:15-8:30 Introductions and Opening Remarks  
8:30-9:00 Strategic Overview of the Upstream Petroleum Industry (*Darden*)  
9:00-10:00 International Due Diligence (*Darden & Maryan*)  
10:00-10:30 Break  
10:30-12:30 International Due Diligence (*continued*)  
12:30-2:00 Lunch - On Your Own  
2:00-4:00 Confidentiality and Bidding Issues (*Fry & Maryan*)  
4:00-4:30 Break  
4:30-6:00 Confidentiality and Bidding Issues (*continued*)  
6:00-8:00 Hosted Reception

## **TUESDAY, SEPTEMBER 22**

- 8:30-10:00 Granting Instrument Issues (*Barnes & Krug*)  
10:00-10:30 Break  
10:30-12:30 Granting Instrument Issues (*continued*)  
12:30-2:00 Lunch - On Your Own  
2:00-4:00 Granting Instrument Issues (*continued*)  
4:00-4:30 Break  
4:30 - 6:00 Granting Instrument Issues (*continued*)

### **PROGRAM CHAIRS:**

James B. Barnes, Barnes & Cascio LLP,  
Houston, Texas

Karen Krug, Denton Wilde Sapte, Almaty,  
Kazakhstan

Participants may pick up their program materials on Monday, September 21, starting at 7:30am at the course registration desk at the Doubletree Hotel Downtown, 400 Dallas Street, Houston, Texas 77002, USA. Sessions will meet at this hotel daily.

## **WEDNESDAY, SEPTEMBER 23**

- 8:30-10:00 Joint Operating Agreement Issues (*Murphy & Asmus*)  
10:00-10:30 Break  
10:30-12:30 Joint Operating Agreement Issues (*continued*)  
12:30-2:00 *Hosted Lunch and Presentation*  
Flaring of Gas Around the World (*Robert Lesnick, The World Bank*)  
2:00-4:00 JOA Accounting Procedure Issues (*Murphy & Asmus*)  
4:00-4:30 Break  
4:30-6:00 JOA Application Problems (*Murphy & Asmus*)

## **THURSDAY, SEPTEMBER 24**

- 8:30-10:00 Participation Arrangement Issues (Farmout / Farmin) (*Cascio & Eljuri*)  
10:00-10:30 Break  
10:30-12:30 Participation Arrangement Issues (Farmout / Farmin) (*continued*)  
12:30-2:00 Lunch - On Your Own  
2:00-4:00 Participation Arrangement Issues (Farmout / Farmin) (*continued*)  
4:00-4:30 Break  
4:30-6:00 International Dispute Resolution Issues (*Bowman & T. Martin*)

## **FRIDAY, SEPTEMBER 25**

- 8:30-10:00 Anti-Corruption Laws and Ethical Issues (*J. Martin & T. Martin*)  
10:00-10:30 Break  
10:30-12:30 Unitization Issues (*Asmus & Aguirre*)  
12:30-2:00 Lunch - On Your Own  
2:00-4:00 Unitization Issues (*continued*)

# INTERNATIONAL ENERGY LAW, CONTRACTS, AND NEGOTIATIONS PART 2: MIDSTREAM ISSUES & AGREEMENTS

## **MONDAY, SEPTEMBER 28**

8:15-8:30	Introductions and Opening Remarks
8:30-9:00	Strategic Overview of the Midstream Petroleum Industry ( <i>T. Martin</i> )
9:00-10:00	Infrastructure Development Issues ( <i>Darden &amp; Barnes</i> )
10:00-10:30	Break
10:30-12:30	Social Responsibility Issues ( <i>Nassif</i> )
12:30-2:00	Lunch - On Your Own
2:00-4:00	Crude Oil Sales & Lifting Issues ( <i>Todd &amp; Barnes</i> )
4:00-4:30	Break
4:30-6:00	Crude Oil Sales & Lifting Issues ( <i>continued</i> )
6:00-8:00	Hosted Reception

## **TUESDAY, SEPTEMBER 29**

8:30-10:00	Environmental Issues ( <i>Armstrong</i> )
10:00-10:30	Break
10:30-12:30	Purchase & Sale Agreements ( <i>Derman &amp; Moreland</i> )
12:30-2:00	Lunch - On Your Own
2:00-4:00	Purchase & Sale Agreements ( <i>continued</i> )
4:00-4:30	Break
4:30-6:00	Purchase & Sale Agreements ( <i>continued</i> )

### **PROGRAM CHAIRS:**

James B. Barnes, Barnes & Cascio LLP,  
Houston, Texas

Karen Krug, Denton Wilde Sapte, Almaty,  
Kazakhstan

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## **WEDNESDAY, SEPTEMBER 30**

8:30-10:00	International Service Contract Issues ( <i>Anderson &amp; Pugh</i> )
10:00-10:30	Break
10:30-12:30	International Service Contract Issues ( <i>continued</i> )
12:30-2:00	Hosted Lunch and Presentation
2:00-4:00	International EPC Issues ( <i>Cokinos</i> )
4:00-4:30	Break
4:30-6:00	Natural Gas Sales - Pipeline and LNG ( <i>Sullivan &amp; Weems</i> )

## **THURSDAY, OCTOBER 1**

8:30-10:00	Natural Gas and LNG Sale and Purchase Issues ( <i>Sullivan &amp; Weems</i> )
10:00-10:30	Break
10:30-12:30	Natural Gas and LNG Sale and Purchase Issues ( <i>continued</i> )
12:30-2:00	Lunch - On Your Own
2:00-4:00	Natural Gas Balancing Issues ( <i>Sullivan &amp; Weems</i> )
4:00-4:30	Break
4:30-6:00	Natural Gas Pipeline Transportation Issues ( <i>Weems &amp; Sullivan</i> )

## **FRIDAY, OCTOBER 2**

8:30-10:00	LNG Project Development Issues - Overview ( <i>Weems &amp; Sullivan</i> )
10:00-10:30	Break
10:30-12:30	LNG Project Sales and Transportation Issues ( <i>Weems &amp; Sullivan</i> )
12:30-2:00	Lunch
2:00-4:00	LNG Project Terminal Issues and Other Concerns ( <i>Weems &amp; Sullivan</i> )

# SPEAKER BIOGRAPHIES

**RICHARD AGUIRRE** is an attorney with Exxon Mobil Corporation assigned to the Exploration company. He has worked numerous exploration and development projects in Europe, South America and the Asia Pacific regions. Richard participated on the Committee that developed the AIPN Model Unitization and Unit Operating Agreement. He has also participated on other AIPN drafting Committees including the AIPN Model Farmout Agreement, Confidentiality Agreement, JOA and AMI. Richard is a native of South Texas. He obtained a B.A. in Economics from Princeton University in 1978 and a J.D. from the University of Texas at Austin in 1981. Richard is a member of the State Bar of Texas and serves on the Board of Directors of the AIPN.

**OWEN L. ANDERSON** is the Eugene Kuntz Chair in Oil, Gas & Natural Resources at The University of Oklahoma College of Law and is an Honorary Lecturer and Principal Research Fellow at the Centre for Energy, Petroleum & Mineral Law & Policy at the University of Dundee. As a member of the AIPN, he has edited a manual for use by drafting committees in drafting model contracts and he previously served as Editor for the Model International Well Services, Seismic Acquisition, and Master Service Contracts Projects. He is co-author of International Petroleum Transactions and is an international petroleum law consultant.

**KIT ARMSTRONG** has expertise in a wide spectrum of activities involving corporate responsibility and sustainable development issues associated with natural resource extraction, including corporate and operational environmental and social strategy, standards and processes, and stakeholder engagement. From 1981-2007 Kit worked for Chevron Corporation in diverse positions at corporate and operational levels. She is now an independent consultant based in California, working with a range of clients on environmental and social issues, particularly in the extractive sector.

**DAVID F. ASMUS**, the partner in charge of the oil and gas practice at Baker Botts, L.L.P., specializes in international project development, asset acquisitions and sales, and financings. He was the 2001-02 President of the AIPN, chaired the AIPN committee which revised the Model Form International Operating Agreement in 1995, and co-chairs the AIPN committee that finalized a model form unitization agreement.

**JAMES B. BARNES** is a partner of the firm of Barnes & Cascio LLP in Houston, Texas. He has more than 30 years of experience negotiating and advising companies on upstream and midstream oil and gas acquisitions, operations and related activities. His clients are primarily oil and gas companies ranging from small independents desiring to enter the international arena to integrated majors.

**JOHN P. BOWMAN** is a partner in the firm of King & Spalding LLP in Houston, Texas, where he is engaged primarily in an arbitration practice representing energy and petrochemical companies in domestic and international commercial disputes.

**FRANK L. CASCIO, JR.** is a partner in the firm of Barnes & Cascio LLP in Houston, Texas. He is engaged in a transactional and negotiating practice representing both large and small energy companies. Over the last 36 years he has managed to work in most of the oil producing countries worldwide.

**GREGORY M. COKINOS** is a shareholder in the Houston-based law firm of Cokinos, Bosien & Young. He is a civil trial lawyer whose commercial practice includes construction, engineering and development, corporate, energy, environmental, insurance and surety, mergers and acquisitions, oil and gas, power plant, employment, taxation and real estate. He is a member of the American College of Construction Lawyers.

**MICHAEL P. DARDEN** is a partner in the global projects practice group at Baker Botts L.L.P., where his practice focuses on asset acquisitions and divestitures; international and domestic oil and gas ventures; international and domestic infrastructure projects; and multijurisdictional business transactions.

**ANDREW B. DERMAN** is a senior partner and responsible for the International Energy practice group of Thompson & Knight LLP, in Dallas, Texas. Mr. Derman represents public, private and host government oil and gas companies in their design and implementation of operational and transactional matters.

**ELISABETH ELJURI** is a partner of the international law firm of Macleod Dixon. She is the head of the Oil and Gas Practice Group in Caracas and is dedicated to transactional oil and gas work in Latin America. She regularly advises oil and gas producers engaged in upstream crude agreements, gas licenses, farmouts, joint venture companies, as well as midstream and downstream related and major projects. Since 2005, she has been a Director of the AIPN and effective 2008 she is now one of the Vice-Presidents of the association worldwide. Elisabeth is admitted to practice law in Venezuela and New York State.

**ERIC FRY** is the Director of Worldwide Negotiations for Pioneer National Resources. He is responsible for business development and commercial transactions relating to Pioneer's international exploration new ventures and Pioneer's existing international portfolio, currently concentrating on Africa.

**KAREN KRUG** is the deputy managing director of Denton Wilde Sapte's Central Asia practice. She is based in Almaty, Kazakhstan where she advises oil and gas clients on a variety of upstream, midstream, and downstream projects in Kazakhstan, Uzbekistan, and other former Soviet Union republics. Ms. Krug is President of AIPN, 2009-2010.

**ROBERT M. LESNICK** is currently on special assignment to the World Bank within its Oil, Gas and Mining Policy Division. Previously he was a senior manager within ConocoPhillips Global Gas and International Business Development organization. He has over 25 years experience in various energy-related operations, including natural gas

## SPEAKER BIOGRAPHIES

processing, petroleum commodity trading and the power generation businesses. Since 1989 Mr. Lesnick has led negotiations for the development of several international energy infrastructure projects, and has conducted business in more than 75 international locations in 51 countries on 6 continents. In his current role, Mr. Lesnick works with governments, state and private industry to reduce harmful gas flaring as part of the World Bank's Global Gas Flaring Reduction Partnership. Mr. Lesnick has served on the Management Committee for the Center for Liquefied Natural Gas (CLNG), a coalition of over 60 natural gas companies and trade associations. He has served on the Board of Directors of the Association of International Petroleum Negotiators (AIPN) where he was honored as its Member of the Year in 2003. He is also a member of the Chairman's Club of the Texas Gulf Coast United Way, and Sponsor for Medical Bridges Charity. Mr. Lesnick has received an appointment as an adjunct professor at the Jones Graduate School of Management at Rice University as a lecturer in field of corporate globalization, and also teaches in the school's Executive Education Program on the energy business value chain. He currently serves as a member of the Board of Directors of the Jones Graduate School Alumni Association and chairs the College of Arts and Letters Advisory Council of Northern Arizona University where he attained his Bachelor of Science degree. He received a MBA from Rice University where he was honored as a Jones Scholar.

**JAY G. MARTIN** is the Vice President, Chief Compliance Officer, and Senior Deputy General Counsel for Baker Hughes Incorporated. Mr. Martin and his Ethics and Compliance Group oversee all aspects of Baker Hughes worldwide compliance and international trade activities.

**TIM MARTIN** has more than 30 years of experience in the international petroleum industry in a variety of senior management positions at Nexen, Gulf and Shell. He has acted as an advisor to governments and industry organizations. He has spoken extensively on the subjects of energy transactions, model contracts, decommissioning, dispute resolution, corporate governance & compliance, corruption and international law in North & South America, Europe, Africa, Asia and the Middle East.

**N.E. "SKIP" MARYAN** is a lawyer who works in the International Practice Section of Thompson & Knight. He has been in the oil and gas industry for almost 30 years. He began his career in a law firm in South Texas. He has worked for Mobil, now ExxonMobil, both domestically and overseas for almost 25 years.

**VINCENT S. MORELAND** is an attorney with Devon Energy Corporation assigned to its International Division. Over the years his practice areas have included international project finance, syndicated finance, international oil & gas law, and international transactions and contracts. He currently has responsibilities for the legal support of Devon's activities in Egypt, the Ivory Coast, Angola and Gabon.

**P. SEAN MURPHY**, Senior Counsel with XTO Energy Inc., was formerly Associate General Counsel at Hunt Petroleum Corporation and formerly a Partner with Thompson & Knight LLP in Dallas, Texas. Previous to Thompson & Knight, Mr. Murphy was Director of International Negotiations and Contracts for ARCO International Oil & Gas Company in Plano, Texas. He has both practiced law and negotiated petroleum contracts throughout the world.

**TOUFIC P. NASSIF** is currently the VP and Commercial Director for BP Libya. He has more than 29 years in the upstream oil and gas business with comprehensive experience in energy business development and commercial activities in North Africa and the Middle East. He has extensive experience in petroleum operations and reservoir management.

**WILLIAM W. PUGH** is head of the Houston office of Liskow & Lewis, and he has practiced Maritime, Oilfield and Insurance Law with the firm since 1980. His practice involves a wide variety of matters, including drafting and negotiating numerous energy and offshore related contracts (such as master service agreements, drilling contracts, charters and construction contracts) and helping companies, both domestically and internationally, develop comprehensive contracts that maximize the company's risk allocation. He participated in drafting the 2002 AIPN International Model Well Services Agreements and is currently co-chair of the AIPN Model Contract Committee that is drafting an international drilling contract and reviewing the Model Well Services Agreements.

**HARRY W. SULLIVAN, JR.** is a member of the Legal Department of ConocoPhillips where he provides legal support for the company's international energy activities. He has been the lead attorney for exploration and development projects in more than 25 countries worldwide, including experience in numerous natural gas and LNG development projects.

**TERRENCE P. TODD** worked in the International New Business team of New Fields Exploration Company in Houston Texas. His responsibilities included the development of new business opportunities and the negotiation and drafting of various E&P agreements with international petroleum companies and host governments. Mr. Todd received his B.S. in Math and Physics from the University of Toronto, and his Ph.D. in Geophysics from MIT.

**PHILIP R. WEEMS**, a partner with King & Spalding LLP in Dubai, specializes in the legal aspects of developing, marketing, constructing and operating LNG and natural gas projects and the charter of existing new-build LNG vessels. He served as lead counsel to Indonesia for several years in relation to the Bontang LNG plant.

THE ROCKY MOUNTAIN MINERAL LAW FOUNDATION (RMMLF), established in 1955 as a non-profit corporation, is an international educational organization dedicated to the study of the legal system and issues affecting mineral and water resources. The Foundation is a cooperative project of law schools, bar associations, and industry associations, and sponsors biennial programs with the IBA-Section on Energy & Natural Resources Law. The Foundation has hosted Institutes in Chile, Venezuela, and Peru on mining and oil and gas issues. RMMLF, 9191 Sheridan Blvd. #203, Westminster, CO 80031, tel. +1 303-321-8100, fax +1 303-321-7657, info@rmmlf.org. www.rmmlf.org

THE ASSOCIATION OF INT'L PETROLEUM NEGOTIATORS (AIPN) is a non-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 2,600 members from some 83 countries. AIPN, 11767 Katy Freeway, Suite #412, Houston, TX 77079, tel. +1 281-558-7715, fax +1 281-558-7073, aipn@aipn.org, www.aipn.org.

THE INSTITUTE FOR ENERGY LAW (IEL) provides advanced education for lawyers and other professionals in the energy industry, through educational programs, scholarly publications and membership activities. It counts among its membership many of the world's leading energy companies and attorneys. The IEL is a division of The Center for American and International Law (CAIL), a nonprofit organization which since 1947 has served lawyers and law enforcement officials from over 131 countries. IEL, 5201 Democracy Drive, Plano, TX 75024, tel +1 972-244-3400, fax +1 972-244-3401, iel@cailaw.org, www.cailaw.org/iel.

REGISTRATION FORM

## International Energy Law, Contracts, and Negotiations



**MAIL or FAX to:**  
**Rocky Mountain Mineral Law Foundation**  
 9191 Sheridan Blvd., Ste. 203  
 Westminster, CO 80031 USA  
 Tel: (303) 321-8100  
 Fax: (303) 321-7657

Questions:  
 info@rmmlf.org

These courses are limited to 85 participants each week.

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Advance payment is required to reserve a space.

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**Please check all that apply:** " Attorney " Landman " Management  
 " Consultant " Other (please specify)

**CLE credit** requested for the following states: \_\_\_\_\_  
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Register online at  
[www.rmmlf.org](http://www.rmmlf.org)

Please check applicable boxes:

	<b>Upstream Part 1</b>	<b>Midstream Part 2</b>	<b>10% Discount Both Courses</b>
Non-member Registration Fee	" \$2,250	" \$2,250	" \$4,050
Member Registration Fee (please check all appropriate boxes):	" \$1,800	" \$1,800	" \$3,240

- Rocky Mountain Mineral Law Foundation
- Association of International Petroleum Negotiators
- Institute for Energy Law

Add \$200 to any registration fees received after August 24, 2009

### PAYMENT INFORMATION

Check drawn on a U.S. bank (payable to RMMLF in U.S. Dollars)

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Electronic Transfer: Contact the Foundation at info@rmmlf.org for wiring instructions.

# INTERNATIONAL ENERGY LAW, CONTRACTS, AND NEGOTIATIONS

**Rocky Mountain Mineral Law Foundation**  
9191 Sheridan Blvd., Suite 203  
Westminster, CO 80031 USA  
(303) 321-8100 / Fax (303) 321-7657

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## GENERAL INFORMATION

**Room Reservations:** The Doubletree Hotel Downtown, 400 Dallas Street, Houston, Texas 77002 has blocked rooms for these courses until September 10 at the rate of \$154 single/double per night. Ask for the special rates for Rocky Mountain Mineral Law Foundation registrants. For reservations, contact the Doubletree at:

- Direct +1 713-759-0202
- Online - <http://tinyurl.com/cb763h>

Questions or Problems: e-mail [info@rmmmf.org](mailto:info@rmmmf.org)

**Car Rental:** Hertz is offering special discounts by referencing Meeting CV#03NJ0004 and Rocky Mountain Mineral Law Foundation. Make reservations at [www.hertz.com](http://www.hertz.com) or call 800-654-2240 (U.S.); 800-263-0600 (Canada); or +1 405-749-4434 (International).

**Registration Fees:** Include substantial 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 \$50 administrative fee, will be given for cancellations received by 3:00pm on Friday, September 11, 2009. No refunds will be given thereafter, although substitution of attendees may be made by contacting RMMLF. A written request must follow a telephone cancellation. Registrants not entitled to a refund will receive a copy of the written materials. For questions on refunds, complaints, and/or program cancellations, please contact our office at 303-321-8100.

**Courses Materials:** The classroom presentations will be supplemented by extensive written materials that will be distributed at the start of each program.

**CLE Credit:** Foundation Institutes are typically accredited by all mandatory CLE states, the AAPL, NADOA and NALTA, and other professional organizations. Attorneys from certain states may be required to pay an additional fee. Each course consists of approximately 33.5 hours of continuing education, including 90 minutes of ethics in the Upstream course. You must let us know at least 30 days in advance of the conference the states or organizations for which you will need credit (see registration form). RMMLF is a State Bar of California MCLE-approved provider.

**CPE Credit:** Rocky Mountain Mineral Law Foundation is registered with the National Association of State Boards of Accountancy (NASBA) as a sponsor of continuing professional education on the National Registry of CPE Sponsors. State boards of accountancy have final authority on the acceptance of individual courses for CPE credit. Complaints regarding registered sponsors may be addressed to the National Registry of CPE Sponsors, 150 Fourth Avenue North, Suite 700, Nashville, TN, 37219-2417. Web site: [www.nasba.org](http://www.nasba.org). There are no prerequisites and no advance preparation is required to attend this course. The delivery method is Group-Live, and up to 40 CPE credits are available, including 1 ethics credit in the Upstream course. The program level is "overview."

**Recording:** Audio or video recordings of this course are not permitted, except with the express permission of the Foundation.

**Special Needs:** If you have special needs addressed by the ADA, please notify us at least two weeks before the program.

**Tax Deduction:** Education expenses (including registration fees and travel costs) are deductible in the U.S. if they improve or maintain professional skills. Treas. Reg. § 1.162-5.

**Cellular Telephones:** Incoming ringing cellular calls are prohibited in the lecture room.