



Workshop on

Mining Form 5 LLC: The New Exploration, Development, and Mining Limited Liability Company Model Forms

October 9, 2015 – Denver

March 5, 2016 – Toronto (pre-PDAC)

The Rocky Mountain Mineral Law Foundation is pleased to announce two upcoming Workshops based on its July 7, 2015 release of the new “Form 5 LLC” mining limited liability company model forms. This new set of forms reflects significant changes in the law governing LLCs since the publication of the Form 5A LLC in 1998. The faculty members for this Workshop were instrumental in creating these forms, and will share their insights with attendees in a small, interactive setting.

Like the earlier Form 5A LLC and its predecessors, the Form 5 joint venture agreement and the Form 5A joint venture agreement, the new Form 5 LLC is structured for a transaction in which two parties seek to jointly develop a mineral project, where one party (XCO) will earn an interest in the project owned by the other party (YCO) by incurring an agreed amount of exploration and development expenditures. The Form 5 LLC consists of two sets of forms: (1) an exploration and development agreement accompanied by a development and mining LLC agreement for those parties that agree XCO will retain ownership of the properties until completion by YCO of its earn-in; and (2) a contribution agreement and exploration, development, and mining LLC agreement for those parties that agree that XCO will contribute the properties to the LLC at the outset, subject to the requirement that YCO forfeit its interest in the LLC if it fails to make the requisite contributions to complete its earn-in.

Those two sets of documents include a Commentary and seven different forms:

- Form Exploration, Development & Mining LLC Agreement
- Form Development & Mining LLC Company Agreement
- LLC Agreement Exhibit Forms (Properties, Accounting Procedure, Tax Matters, Net Proceeds Calculation, Insurance, Initial Program & Budget)
- Form Exploration & Development Agreement
- LLC Agreement Form Checklist
- Form LLC Contribution Agreement
- LLC Agreement Form Alternate Provisions

Among the issues that Form 5 LLC addresses are (1) limited liability for the members with respect to obligations of the company; (2) bankruptcy and protection from creditors of the other member; (3) tax partnership and other tax considerations; (4) fiduciary duties (or the lack thereof) between the members; (5) structural flexibility; and (6) financing considerations. The Form 5 LLC supersedes the Form 5A LLC and provides an updated model for practitioners whose clients would like to consider operating a project through an LLC as opposed to a contractual joint venture.



Mining Form 5 LLC

October 9, 2015 or March 5, 2016

Denver location:

October 9, 2015

The offices of Davis, Graham & Stubbs LLP
1550 17th Street, Suite 500
Denver, Colorado, USA

Toronto location:

March 5, 2016

The Delta Hotel
75 Lower Simcoe Street
Toronto, Ontario, Canada

PROGRAM

12:30 pm

Registration (Lunch is on your own before the start of the Workshop)

1:00 pm – 2:15 pm

Structure and Use of the Form Set; Title and Title Transfer: The Exploration Agreement, the Contribution Agreement, Representations, Warranties, and Indemnities for Breach

RANDALL E. HUBBARD, Partner, Davis Graham & Stubbs LLP, Denver

2:15 pm – 3:15 pm

Tax Implications of Unincorporated Joint Ventures and LLCs, Including Exhibit C: Taxation as a Partnership vs. Electing Out of Subchapter K, Earn-Ins, Non-Compensatory Options, Distributions in Kind and Percentage Depletion

LARRY E. NEMIROW, Partner, Davis Graham & Stubbs LLP, Denver

3:15 pm – 3:30 pm

Break

3:30 pm – 4:45 pm

The LLC Agreement: Management, Distributions, and Related Alternate Provisions

ALEX RITCHIE, Associate Professor of Law, University of New Mexico School of Law, Albuquerque

4:45 pm – 5:30 pm

The LLC Agreement (continued): Transfers, Other Exhibits, and Related Alternate Provisions

JAMES F. CRESS, Partner, Bryan Cave LLP, Denver

5:30 pm

Adjournment

Faculty

Randall E. Hubbard, Chair, Form 5 LLC Drafting Committee; Partner, Davis, Graham & Stubbs LLP, Denver

James F. Cress, Form 5 LLC Drafting Committee; Partner, Bryan Cave LLP, Denver

Alex Ritchie, Form 5 LLC Lead Drafter; Associate Professor of Law, University of New Mexico School of Law, Albuquerque

Laurence E. Nemirow, Form 5 LLC Lead Drafter (Tax); Partner, Davis Graham & Stubbs LLP, Denver

COURSE MATERIALS

Attendees will receive a full set of the Form 5 LLC forms in Word format within 48 hours of registering for either of the Workshops if the attendee or their employer have not yet ordered the form. The cost of the forms is non-refundable to registrants who cancel their participation.

Form 5 LLC Drafting Committee Members

STEERING COMMITTEE

Randall E. Hubbard, Chair, Drafting Committee
Davis Graham & Stubbs LLP, Denver

Alex Ritchie, Lead Drafter, Drafting Committee
University of New Mexico School of Law, Albuquerque

James F. Cress, Drafting Committee
Bryan Cave LLP, Denver

Thomas P. Erwin
Erwin & Thompson LLP, Reno

Stephen J. Hull
Parsons Behle & Latimer, Salt Lake City

Sarah A. Strunk
Fennemore Craig, P.C., Phoenix

Bruce C. Kirchhoff
Royal Gold, Inc., Denver

TAX COMMITTEE

Laurence E. Nemirow, Lead Drafter
Davis Graham & Stubbs LLP, Denver

Paul E. Smith, Lead Drafter
Bryan Cave LLP, Boulder

John R. Maxfield
Holland & Hart LLP, Denver

Tom Kelly
Newmont Mining Corporation

Noah Baer
Ernst & Young, Washington DC

Doug Scheetz
Ernst & Young, Denver

D. Scott Farmer
Mining Tax Plan LLC, Centennial

Rocky Mountain Mineral Law Foundation

Upcoming Programs of interest to mining professionals

Mining Agreements: Contracting for Goods and Services

September 23-25, 2015 – Vancouver, BC
Optional mine tour September 22

Endangered Species Act: Current and Emerging Issues

November 4-5, 2015 – Westminster, Colorado

Human Rights Law and the Extractive Industries

February 18-19, 2016 – Panama City, Panama

62nd Annual Rocky Mountain Mineral Law Institute

July 21-23, 2016 – Squaw Valley, California

Challenging and Defending Natural Resource Agency Decisions

September 14-15, 2016 – Westminster, Colorado

International Mining and Oil & Gas Law, Development, and Investment

April 26-28, 2017 – Quito, Ecuador

Can't attend? You can still order Form 5 LLC

ORDER FORM



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

Office Use:
Shipped _____
Picked Up _____
Inv # _____

Name _____

Employer _____

Street Address (no P.O. boxes) _____

City _____ State/Prov _____ Zip/Postal Code _____

Country _____

Telephone (____) _____ Fax (____) _____

Email _____ Date _____

Purchase Order No. _____ Tax Exempt No., If Applicable _____

Title/Description	Qty.	Unit Price		Total
		Non-Member	RMMLF Member	
MINING FORM 5 LLC (8 forms in Word)				
Form is licensed for use in one location (F5LLC-S)		\$195	\$155	\$
Form is licensed for use in multiple locations (F5LLC-M)		\$495	\$395	\$
Colorado Residents Add Sales Tax (see Colorado Sales Tax Chart)				
TOTAL				\$

Colorado Sales Tax Chart	
City-Westminster, County-Jeffco, RTD and State	8.35%
RTD and State	4%
State of Colorado	2.9%

PAYMENT METHOD (Orders will not be filled until payment is received)

- Check drawn on a U.S. bank in U.S. Dollars (Payable to **Rocky Mountain Mineral Law Foundation**)
- VISA MasterCard American Express

Credit Card # _____ Name on Card _____

Exp. Date (month/year) _____ Signature _____

- Electronic Transfer: Contact the Foundation at info@rmmlf.org

REGISTRATION FORM

REGISTER ONLINE
at www.rmmlf.org

Please type or print legibly

Mining Form 5 LLC



Register online at
www.rmmlf.org

OR

Mail, fax, or email registration
form and payment to:

Rocky Mountain
Mineral Law Foundation
9191 Sheridan Blvd., Ste. 203
Westminster, CO 80031 USA

Tel: (303) 321-8100
Fax: (303) 321-7657

Questions/Registrations:
info@rmmlf.org

**For membership
information, contact
the Foundation**

Office Use Only

F5LLC1 _____

F5LLC2 _____

INIT _____

REFDT _____

CK# _____

AMT _____

INIT _____

Name _____

Badge Name (if different from above) _____

Employer _____

Employer Address _____

City/State/Zip _____

Phone (____) _____ Fax (____) _____

Attendee Email _____

(required for confirmations, advance registration list, and program updates)

Please check all that apply: Attorney Landman CPA Management
 Consultant Other (please specify): _____

CLE credit requested for the following states: _____

Other credit requested from: _____

Please pay in U.S. Dollars

**The price will increase
\$100 after 9/24/15 for
the Denver program
and after 2/19/16 for the
Toronto program.**

**Please check the
workshop you wish
to attend:**

I (or my employer) have already purchased a copy of the Form *	Registration Fee	DENVER	TORONTO
Non-Member	<input type="checkbox"/> \$295	Oct. 9, 2015 (F5LLC1) <input type="checkbox"/>	Mar. 5, 2016 (F5LLC2) <input type="checkbox"/>
RMMLF Member	<input type="checkbox"/> \$235		
I (or my employer) have not yet purchased a copy of the Form *	Registration Fee	<i>Additional conference materials will be provided electronically to all attendees about 2 weeks before the course.</i>	
Non-Member (Form licensed for use in one location)	<input type="checkbox"/> \$490		
RMMLF Member (Form licensed for use in one location)	<input type="checkbox"/> \$390		
Non-Member (Form licensed for use in multiple locations)	<input type="checkbox"/> \$790		
RMMLF Member (Form licensed for use in multiple locations)	<input type="checkbox"/> \$630		

* If you are not sure whether you (or your employer) have already
purchased a copy of the Form, contact info@rmmlf.org

PAYMENT INFORMATION - PREPAYMENT REQUIRED

- Check drawn on a U.S. bank in U.S. Dollars (Payable to RMMLF)
 VISA MasterCard American Express

Credit Card # _____ Exp. Date _____

Name on Card _____

Signature _____

- Electronic Funds Transfer: Contact the Foundation at info@rmmlf.org

REGISTRATION FORM

MINING FORM 5 LLC:

THE NEW EXPLORATION, DEVELOPMENT, AND MINING
LIMITED LIABILITY COMPANY
MODEL FORMS

Rocky Mountain Mineral Law Foundation

9191 Sheridan Blvd., Suite 203
Westminster, CO 80031 USA
(303) 321-8100 / Fax (303) 321-7657

Non-Profit Org.
U.S. POSTAGE
PAID
Boulder, Colorado
Permit No. 273

GENERAL INFORMATION

Room Reservations - Denver: The Oxford Hotel, 1600 17th St., Denver, Colorado, 80202 is offering a 15% discount off its regular rates (\$200-\$245 with discount). Ask for special rates for Davis, Graham & Stubbs (Promo Code DAVIS LLP). For reservations, call 303-628-5421, or online at www.theoxfordhotel.com.

Room Reservations - Toronto: The Delta Toronto Hotel, 75 Lower Simcoe St., Toronto, Ontario M5J 3A6, has discounted rooms available for this Workshop. \$209 (CAD) for Friday night; \$359 (CAD) for Saturday and Sunday nights. Call 888-633-4054 and quote "Rocky Mountain Mineral Law Foundation" to receive our discounted rates.

Trouble making room reservations? Email info@rmmlf.org.

Registration Fees: Includes a Word version of the set of Forms. This fee does not include hotel costs or transportation.

Registration Cancellations: Refunds, less a \$50 administrative fee and the cost of a set of Forms (if not ordered separately from the course), will be given for cancellations received by 3:00pm on Thursday, September 24, 2015 for the Denver program, and 3:00pm on Thursday, February 18, 2016 for the Toronto program. The non-refundable cost of the set of Forms (if not ordered separately from the course) is as follows:

- Non-Member licensed to one location - \$195
- Member licensed to one location - \$155
- Non-Member licensed to multiple locations - \$495
- Member licensed to multiple locations - \$395

CLE Credit: Foundation conferences 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. This course consists of approximately 4.25 hours of continuing education. 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). The Foundation is a State Bar of California MCLE-approved provider.

CPE Credit: The 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 through its website: www.learningmarket.org. There are no prerequisites and no advance preparation is required to attend this course. The delivery method is Group-Live, and up to 5 CPE credits are available. The program level is "overview."

Recording: Audio and video recording of this course are not permitted without the express authorization of the Foundation.

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