SPECIAL INSTITUTE ON

Joint Operations and the New AAPL Form 610-2015 Model Form Operating Agreement

November 3-4, 2016
Westin Galleria, Houston, Texas

The 12th in the Foundation's highly successful Oil and Gas Agreements series, this Special Institute will focus on what is perhaps the most common contractual arrangement among business participants in the upstream oil and gas industry—the operating agreement. In cooperation with AAPL and COPAS, this two-day course will review myriad aspects of the joint operation of petroleum properties, with a focus on AAPL's new Form 610-2015 Model Form Operating Agreement.

Form 610 is widely used in the onshore domestic petroleum industry to govern the relationship among owners of interests for the exploration and development of oil and gas resources. AAPL is releasing a new, fully revised Form 610—the first in 27 years. Our distinguished speakers will include members of AAPL's drafting committee, academics with special expertise in oil and gas law, and professionals with extensive experience in land management, insurance, tax, and accounting. Course materials include detailed papers by our speakers, and a forms supplement.

Both experienced lawyers and landmen and those relatively new to the practice will benefit from this important and timely institute. We hope you can join us in Houston to continue the tradition of valuable educational and networking opportunities provided by the Oil and Gas Agreements series.

Course materials and audio recordings are available in various formats if you are unable to attend. See inside for details.
## Joint Operations and the New AAPL Form 610

### DAY 1: Thursday, November 3, 2016

<table>
<thead>
<tr>
<th>Time</th>
<th>Session</th>
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<tr>
<td>7:00 am – 8:00 am</td>
<td>Registration</td>
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<tr>
<td>8:00 am – 8:10 am</td>
<td>Introduction and Opening Remarks</td>
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<tr>
<td>STEVIA WALTHER, Executive Director, Rocky Mountain Mineral Law Foundation, Westminster, CO</td>
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<tr>
<td>JONATHAN HUNTER, President, Rocky Mountain Mineral Law Foundation; Shareholder, Liskow &amp; Lewis, New Orleans, LA</td>
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<tr>
<td>STEVE WILLIAMS, Program Co-Chair, Castle Rock, CO</td>
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<tr>
<td>LEE FANYO, Program Co-Chair, Associate, Lewis, Bess, Williams &amp; Weese P.C., Denver, CO</td>
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<tr>
<td>FREDERICK MACDONALD, Managing Member, MacDonald &amp; Miller Mineral Legal Services, PLLC, Midvale, UT</td>
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<tr>
<td>8:10 am – 9:30 am</td>
<td>What’s New in the 2015 Form</td>
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<tr>
<td>FREDERICK MACDONALD, Managing Member, MacDonald &amp; Miller Mineral Legal Services, PLLC, Midvale, UT</td>
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<tr>
<td>DORSEY ROACH, UnitPro Land Consultants, LLC, Oklahoma City, OK</td>
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<tr>
<td>9:30 am – 9:50 am</td>
<td>Hosted Refreshment Break</td>
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<tr>
<td>9:50 am – 10:40 am</td>
<td>The Basics of Joint Operations</td>
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<tr>
<td>DAVID PIERCE, Norman R. Pozez Chair in Business &amp; Transactional Law, Professor of Law, Washburn University School of Law, Topeka, KS</td>
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<tr>
<td>10:40 am – 11:30 am</td>
<td>The Operator</td>
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<tr>
<td>KEITH HALL, Director, Mineral Law Institute; Campanile Charities Associate Professor of Energy Law, Louisiana State University, Baton Rouge, LA</td>
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<tr>
<td>11:30 am – 1:00 pm</td>
<td>Lunch – On Your Own</td>
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<tr>
<td>1:00 pm – 1:50 pm</td>
<td>Property Provisions of the Joint Operating Agreement</td>
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<tr>
<td>1:50 pm – 2:40 pm</td>
<td>Drilling and Development Operations</td>
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<tr>
<td>MIKE CURRY, Vice President Land &amp; Senior Counsel, Henry Resources LLC, Midland, TX</td>
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<tr>
<td>2:40 pm – 3:00 pm</td>
<td>Hosted Refreshment Break</td>
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<tr>
<td>3:00 pm – 3:50 pm</td>
<td>Horizontal Provisions of the JOA</td>
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<tr>
<td>JEFF WEEMS, Partner, Staff Weems LLP, Houston, TX</td>
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<tr>
<td>WILSON BUSBY, Senior Staff Landman, Continental Resources, Inc., Oklahoma City, OK</td>
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<tr>
<td>3:50 pm – 4:40 pm</td>
<td>Insurance Broker’s Observations on Indemnity and Insurance for Joint Operations</td>
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<tr>
<td>THERESA FADUL, Senior Vice President &amp; Director of Energy, IMA Inc., Denver, CO</td>
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<tr>
<td>4:40 pm – 5:30 pm</td>
<td>Tax Planning for Joint Operations</td>
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<tr>
<td>JOHN BRADFORD, Of Counsel, Liskow and Lewis, Houston, TX</td>
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<tr>
<td>5:30 pm – 6:30 pm</td>
<td>Hosted Reception for Speakers, Registrants, and Guests</td>
</tr>
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</table>

- Acreage and cash contributions
- Areas of mutual interest
- Renewals and extensions of leases
- Expected economics of the trade
- Tax rules that impact the determination of the economics
- Oil and gas tax partnerships: when to use and when to avoid
- Special issues in gas balancing agreements

**Alex Ritchie**, Associate Professor of Law, Karelitz Chair in Oil & Gas Law, University of New Mexico School of Law, Albuquerque, NM

**Jeff Weems**, Partner, Staff Weems LLP, Houston, TX

**Wilson Busby**, Senior Staff Landman, Continental Resources, Inc., Oklahoma City, OK

**Theresa Fadul**, Senior Vice President & Director of Energy, IMA Inc., Denver, CO

**John Bradford**, Of Counsel, Liskow and Lewis, Houston, TX
DAY 2: Friday, November 4, 2016

8:00 am – 8:50 am: Respective Liabilities of the Parties
• Costs and cost overruns
• Non-operator liability for joint account items
• Payment of royalties and other burdens on production
• Tort and other liabilities incurred in connection with joint operations
• Statutory liability of co-owners for environmental claims
• Unit and pooling reconfigurations and recoupment
• Concerns raised by financially distressed operators and non-operators
MILAM RANDOLPH PHARO, Of Counsel, Davis Graham & Stubbs LLP, Denver, CO
LORI TAYLOR, Associate, Davis Graham & Stubbs LLP, Denver, CO

8:50 am – 9:40 am: Marketing the Production
• Take in kind provisions
• The requirement to take in kind
• Options if a party fails to take its share of production in kind
• Purchase or sale by the operator during balancing
• Interpretive uncertainty in the current gas marketing environment
• Operator risks associated with marketing for non-operators
• Royalty claims concerning valuation and post production costs
• The temporary gas marketing agreement as an alternative to the model form provision
JAMIE L. JOST, Managing Shareholder, Jost Energy Law, PC, Denver, CO

9:40 am – 10:00 am: Hosted Refreshment Break

10:00 am – 10:50 am: Judicial Interpretation of the Operating Agreement
• Operations and liabilities with an Operating Agreement
• Relationship of the parties under the Operating Agreement
• Duties and authority of the operator
• Liability for costs of operations
• Authorization for Expenditures (“AFEs”)
• Preferential rights & Statute of Frauds concerns
• AMIs and maintenance of uniform interests
• Gas balancing and sales
CHRISTOPHER S. KULANDER, Director and Professor, Harry L. Reed Oil & Gas Law Institute, Houston College of Law; Of Counsel, Haynes and Boone, LLP, Houston, CO

10:50 am – 11:40 am: Operations in the Absence of an Operating Agreement
• State by state approach
• Force pooling
• “Compulsory” JOA in some states
• Participation election
• Non-consent penalties
LAWRENCE BENDER, Shareholder, Fredrikson & Byron, P.A., Bismarck, ND
BRUCE KRAMER, Of Counsel, McGinnis Lochridge & Kilgore LLP, Keystone, CO

11:40 am – 1:10 pm: Lunch – On Your Own

1:10 pm – 2:00 pm: Mr. Green Leisure Suit Revisited: The AAPL Model Form JOA and Nonpaying Participants
• History of financial responsibility provisions
• Collecting sums due from delinquent parties
• What operators can do about nonpaying non-operators
• What non-operators can do about nonpaying operators
• Unique challenges in enforcing JOA financial responsibility provisions in low price environments
PAUL YALE, Shareholder, Gray Reed & McGraw, P.C., Houston, TX

2:00 pm – 2:50 pm: Article XVI: Selected Provisions
• Common provisions that address asset and transaction specific issues
• Multi-state variances
• Why Article XVI creates litigation
• Discussion of best practices
TERRY I. CROSS, McClure & Cross LLP, Dallas, TX

2:50 pm – 3:10 pm: Hosted Refreshment Break

3:10 pm – 4:10 pm: Communication Ethics
• Negotiating with non-lawyers
• Scripting client discussions with the other side
• Communicating with clients
• Separating casual and formal communications
• Considering ABA Model Rules and AAPL Standards of Practice
DAVID G. EBNER, Lohf Shaiman Jacobs Hyman & Feiger PC, Denver, CO

4:10 pm – 5:10 pm: COPAS Accounting Procedure and Legal and Practical Considerations
• History, development, and purpose of the Accounting Procedure
• COPAS 2005 Model Form Accounting Procedure and Guidelines
• Legal issues that have arisen in the past and might arise in the future
JONATHAN BAUGHMAN, Partner, McGinnis Lochridge & Kilgore LLP, Houston, TX
KARLA BOWER, Joint Interest Consultant, ConocoPhillips Company, Houston, TX

5:10 pm Course Adjournment

A licensed version of the new 2015 AAPL Form 610 will be available for order directly from AAPL.
**ORDER FORM**

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

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 ___________________________

Course materials and audio for Joint Operations and the New AAPL Form 610-2015 will be available within 4 weeks after the program.

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<th>Title/Description</th>
<th>Qty.</th>
<th>Unit Price</th>
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<tr>
<td><strong>JOINT OPERATIONS &amp; THE NEW AAPL FORM 610-2015 MODEL FORM OPERATING AGREEMENT INSTITUTE</strong></td>
<td></td>
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</tr>
<tr>
<td>Looseleaf Manual (OGA12M)</td>
<td></td>
<td>$225</td>
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<tr>
<td>Digital Manual (OGA12D) (no handling charge)</td>
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<tr>
<td>Audio CDs (OGA12-ACD)</td>
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<tr>
<td>Audio Download (OGA12-AE) (no handling charge)</td>
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Colorado Residents Add Sales Tax (see Colorado Sales Tax Chart) $ __________

Handling Charge (waived for digital materials only) + $11.00 per order

Outside U.S. and Other Services (see Shipping Information) + $ __________

☐ Federal Express Overnight

Bill my FedEx # ____________________________________________

**TOTAL** $ __________

**Colorado Sales Tax Chart**

City-Westminster, County-Jeffco, RTD and State ___________________________8.35%
RTD and State ___________________________4%
State of Colorado ___________________________2.9%

**Shipping Information**

Downloadable Items: No handling charge.
All other orders: Add $11 per order for handling charges.
Domestic: Sent at no additional charge by FedEx Ground.
Canadian: Must add $30 per item.
International: Must add $65 per item.
FedEx Overnight: Please provide your FedEx number.

**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

The Rocky Mountain Mineral Law Foundation is a non-profit, tax-exempt corporation (Tax ID #84-6037688).
# Registration Form

**Joint Operations and the New AAPL Form 610-2015 Model Form Operating Agreement**

**Program Committee**

STEVE WILLIAMS, Program Co-Chair, Castle Rock, CO
LEE FANYO, Program Co-Chair, Lewis, Bess, Williams & Weese P.C., Denver, CO
SAMUEL D. HAAS, Series Co-Chair; Of Counsel, Thompson & Knight, Dallas, TX
MARC STRAHN, Past President (2015-2016), American Association of Professional Landmen; President, Wolf Haven Corporation, Story, WY
FREDERICK MACDONALD, Managing Member, MacDonald & Miller Mineral Legal Services, PLLC, Midvale, UT
JARED A. HEMBREE, Partner, Hinkle Shanor LLP, Roswell, NM

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**Please type or print legibly**

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: ____________________________

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Please pay in U.S. Dollars  

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<th>Registration Category</th>
<th>Registrations Received thru 10/3/16 after 10/3/16</th>
<th>1 Select your registration category</th>
<th>2 Select your course materials format</th>
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<tr>
<td>Non-Member</td>
<td>$795 ☐ $895 ☐</td>
<td>☐ PAPERLESS MANUAL / HARD COPY FORMS SUPP</td>
<td>☐ $0 ☐ $75</td>
</tr>
<tr>
<td>RMMLF Member</td>
<td>$685 ☐ $785 ☐</td>
<td>☐ HARD COPY (Receive manual at conference)</td>
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<tr>
<td>AAPL Member</td>
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<td>COPAS Member</td>
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<td>RMMLF Member Law School</td>
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<td>$45 ☐ $75 ☐</td>
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*IRS tax-exempt status

TOTAL: $

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**Office Use Only**  
OGA12 ____________________________  
# ____________________________  
INIT ____________________________  
REFDT ____________________________  
CK# ____________________________  
AMT ____________________________  
INIT ____________________________

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**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

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General Information

**Room Reservations:** The Westin Galleria Hotel, 5060 W. Alabama St., Houston, Texas 77056, has blocked rooms for this Special Institute until October 11 at the rate of $189 (single/double) per night. Ask for special rates for Rocky Mountain Mineral Law Foundation registrants. For reservations, contact the Westin at:

- Online [http://tinyurl.com/rockym116](http://tinyurl.com/rockym116)
- Toll Free 888-627-8514

A limited number of government rate rooms are also available – email info@rmmlf.org for details. Trouble making room reservations? Contact us at info@rmmlf.org.

**Car Rental:** Hertz is offering special discounts by referencing Meeting CV#03NJ0011 and Rocky Mountain Mineral Law Foundation. Make reservations at [http://tinyurl.com/hertz2016](http://tinyurl.com/hertz2016) or call 800-654-2240 (U.S.); 800-263-0600 (Canada); or 405-749-4434 (International).

**Registration Fees:** Include 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 Wednesday, October 12, 2016. No refunds will be given thereafter, although substitution of attendees may be made by contacting the Foundation. Cancellations must be made in writing or email to info@rmmlf.org. Registrants not entitled to a refund will receive a link to the written materials and hard copy forms supplement. For questions on refunds, complaints, and/or program cancellations, please contact our office at 303-321-8100.

**CLE Credit:** This course consists of approximately 14 hours of continuing education, including 1 hour of ethics. You must let us know, at least 45 days in advance of the conference, the states or organizations for which you will need credit (see registration form). Credit hours for states will vary and are subject to each state’s approval and credit rounding rules. Foundation conferences are typically accredited by all mandatory CLE states and Canadian provinces, the AAPL, NADOA and NALTA, and other professional organizations. Attorneys from certain states may be required to pay an additional fee. The Foundation 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 through its website: [www.learningmarket.org](http://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 17 CPE credits are available, including 1 ethics credit. The program level is “overview.”

**Recording:** Audio and video recording, streaming, or other types of live or stored dissemination are not permitted without express authorization from the Foundation.

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