International Oil & Gas Law

13-17 March 2017
InterContinental, Singapore

This course is limited to 65 delegates.
International Oil & Gas Law

FACULTY

COURSE CHAIR:
HARRY W. SULLIVAN, JR., International Energy Attorney, Dallas, Texas

INSTRUCTORS:
FRANK L. CASCIO, Partner, Barnes & Cascio LLP, Houston, Texas
ANDREW B. DERMAN, Partner, Thompson & Knight LLP, Dallas, Texas
JENNIFER JOSEFSON, Partner, King & Spalding LLC, Moscow, Russia
KIMBERLY H. REEDER, Managing Counsel, BP Australia Upstream, Perth, Australia
PIETER PAUL VAN LELYVELD, Head of Business Integrity, Shell International B.V., The Hague, The Netherlands

DAY 1: Monday, 13 March 2017

7:50 am – 8:00 am: Introductions and Opening Remarks

8:00 am – 9:00 am: Overview of the International Oil & Gas Industry
(Sullivan, Josefson & Derman)

• Overview of the international oil and gas industry
• Historical and anticipated risks and rewards inherent in the industry

9:00 am – 10:00 am: Due Diligence - Legal
(Cascio & Reeder)

• Due diligence before deciding to enter a country for international oil and gas activities
• Ongoing monitoring

10:00 am – 10:20 am: Coffee Break

10:20 am – 11:20 am: International Dispute Resolution
(Cascio & Josefson)

• Successful resolution of disputes between parties
• International arbitration -- an impartial private method of resolving disputes
• The specific clause required in a granting instrument to have access to the chosen dispute resolution method and enforce the resulting decision

11:20 am – 12:20 pm: Corporate Social Responsibility
(Sullivan, Maryan & Josefson)

• What is involved in corporate social responsibility
• How CSR has evolved into a necessary area to be addressed in an international oil and gas project

12:20 pm – 1:40 pm: Hosted Lunch

1:40 pm – 2:45 pm: Anti-Bribery and Corruption Laws and Issues
(Cascio & Van Lelyveld)

• Combatting bribery and corruption in international business transactions through a variety of treaties, conventions, and laws
• Business ethics and the principles found in anti-bribery and corruption laws
• Traps for the unwary

2:45 pm – 3:05 pm: Coffee Break

3:05 pm – 5:00 pm: Confidentiality & Bidding Agreement Issues
(Maryan & Sullivan)

• AIPN Model Form Confidentiality Agreement, which provides protection for valuable information and data that is shared with another company
• AIPN Model Form International Study and Bid Group Agreement, which addresses the sharing of information and data, and other issues in creating a bidding group to acquire rights

5:00 pm – 6:00 pm: Hosted Reception

Visit TripAdvisor for Singapore’s top tours:
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### DAY 2: Tuesday, 14 March 2017

<table>
<thead>
<tr>
<th>Time</th>
<th>Activity</th>
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</thead>
<tbody>
<tr>
<td>8:30 am – 10:00 am</td>
<td>Granting Instrument Issues (Maryan &amp; Josefson)</td>
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<tr>
<td></td>
<td>• Concessions</td>
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<td></td>
<td>• Production sharing agreements</td>
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<td></td>
<td>• Service agreements</td>
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<td></td>
<td>• Joint ventures</td>
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<tr>
<td>10:00 am – 10:30 am</td>
<td>Coffee Break</td>
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<tr>
<td>10:30 am – 12:00 Noon</td>
<td>Granting Instrument Issues (continued)</td>
</tr>
<tr>
<td>12:00 Noon – 1:30 pm</td>
<td>Hosted Lunch</td>
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<tr>
<td>1:30 pm – 3:00 pm</td>
<td>Granting Instrument Issues (continued)</td>
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<tr>
<td>3:00 pm – 3:30 pm</td>
<td>Coffee Break</td>
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<tr>
<td>3:30 pm – 5:00 pm</td>
<td>Unconventional Resource Issues (Cascio &amp; Reeder)</td>
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<td>• Developments which have brought unconventional oil and gas resources into focus in many parts of the world</td>
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<td>• Unique issues involved in the exploration and exploitation of unconventional resources</td>
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<td>• How these projects differ from exploration and exploitation of conventional oil and gas resources</td>
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### DAY 3: Wednesday, 15 March 2017

<table>
<thead>
<tr>
<th>Time</th>
<th>Activity</th>
</tr>
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<tbody>
<tr>
<td>8:30 am – 10:00 am</td>
<td>Joint Operating Agreement Issues (Van Lelyveld &amp; Reeder)</td>
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<tr>
<td></td>
<td>• Establishing the rights, duties, and obligations of co-venturers in the same oil and gas contract area</td>
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<td>• AIPN 2012 Model Form International Operating Agreement</td>
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<tr>
<td>10:00 am – 10:30 am</td>
<td>Coffee Break</td>
</tr>
<tr>
<td>10:30 am – 12:00 Noon</td>
<td>Joint Operating Agreement Issues (continued)</td>
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<tr>
<td>12:00 Noon – 1:30 pm</td>
<td>Hosted Lunch</td>
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<tr>
<td>1:30 pm – 3:30 pm</td>
<td>Joint Operating Agreement Issues (continued)</td>
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<tr>
<td>3:30 pm – 4:00 pm</td>
<td>Coffee Break</td>
</tr>
<tr>
<td>4:00 pm – 5:00 pm</td>
<td>Service Agreement Issues (Cascio &amp; Sullivan)</td>
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<tr>
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<td>• Services provided by service companies in support of the petroleum operations under granting instruments</td>
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<td>• Examination of the main issues in service contracts, including warranty and cross-indemnity provisions</td>
</tr>
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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, energy, 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, Colombia, Brazil, and Peru on mining and oil and gas issues. Rocky Mountain Mineral Law Foundation 9191 Sheridan Blvd. Suite 203, Westminster, CO 80031, USA tel. +1 303-321-8100, fax +1 303-321-7657 info@rmmlf.org, www.rmmlf.org

Association of International Petroleum Negotiators (AIPN) is a not-for-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 4,500 members from some 110 countries. AIPN 11767 Katy Freeway, Suite #412 Houston, TX 77079, USA tel. +1 281-558-7715, fax +1 281-558-7073 aipn@aipn.org, www.aipn.org.
### DAY 4: Thursday, 16 March 2017

**8:30 am – 10:00 am: Unitization Issues**  
(Derman & Sullivan)  
- Development of oil and/or gas reservoirs by the owners of various contract areas as a single unit when they extend beneath more than one contract area  
- Mechanics of unitization  
- AIPN Model Form Unitization and Unit Operating Agreement

**10:00 am – 10:30 am**  
Coffee Break

**10:30 am – 12:00 Noon: Sale and Purchase and Participation (Farmin / Farmout) Agreement Issues**  
(Derman & Maryan)  
- Using a farmout (participation) agreement to acquire an interest in an oil and gas granting instrument by performing or paying for specified work under the granting instrument  
- AIPN Model Form International Farmout Agreement

**12:00 Noon – 1:30 pm**  
Hosted Lunch

**1:30 pm – 3:30 pm: Sale and Purchase and Participation (Farmin / Farmout) Agreement Issues**  
(continued)  
- International purchase and sale of oil and gas interests  
- Key provisions and risks of purchase and sale agreements for oil and gas assets

**3:30 pm – 4:00 pm**  
Coffee Break

**4:00 pm – 5:00 pm: International Boundary Issues**  
(Derman & Josefson)  
- Undefined, and often disputed, international boundaries between countries  
- Complex and unique issues involving international diplomacy when exploring or exploiting oil and gas in disputed or undefined areas  
- Challenges and solutions for exploring and exploiting oil and gas in disputed areas

### DAY 5: Friday, 17 March 2017

**8:30 am – 10:00 am: Crude Oil Sales and Lifting Agreement Issues**  
(Maryan & Cascio)  
- How co-venturers share limited infrastructure to take, lift, and sell their individual shares of oil production.  
- AIPN Model Form Lifting Agreement  
- Contracts involved in the physical sale of crude oil

**10:00 am – 10:30 am**  
Coffee Break

**10:30 am – 12:00 Noon: Gas Sales Agreement Issues**  
(Sullivan & Josefson)  
- Differences between sales of natural gas and crude oil  
- Mechanics of international sales of natural gas

**12:00 Noon – 1:30 pm**  
Hosted Lunch

**1:30 pm – 2:30 pm: Gas Balancing and Transportation Issues**  
(Sullivan & Josefson)  
- Out of balance sales of natural gas to different customers, resulting in one party selling more than its participating interest share of natural gas production and the other selling less than its participating interest share  
- Gas balancing agreements, which establish a method for restoring balance to each party's share of production  
- Key concepts involved in natural gas transportation agreements

**2:30 pm – 3:00 pm**  
Coffee Break

**3:00 pm – 5:00 pm: Overview of LNG**  
(Sullivan & Maryan)  
- LNG value chain  
- Mechanics and contracts involved in developing an LNG export project

**5:00 pm: Course Adjournment**
InterContinental Singapore

80 Middle Road
Singapore S(188966)

The InterContinental Hotel is offering discounted daily room rates and special inclusions for this course, but only if you reserve a room in our block by 7 January 2017. Included in these rates are a daily buffet breakfast, and Internet access in your room and in the meeting room. These rates do not include government taxes and service charges. All rates are in Singapore dollars.

Deluxe Room

SGD 300 single (approx. USD $223)
SGD 330 double (approx. USD $246)

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After 7 January, rooms may be released to the general public and may only be available at substantially higher rates. For those wishing to extend their stays, the InterContinental is graciously allowing our delegates to book at these special rates for up to three days before and after the course, based upon room availability.

Please note hotel cancellation policies. One night charge if cancelled more than 30 days prior to arrival; full charge if cancelled less than 30 days prior to arrival.

FACULTY

HARRY SULLIVAN is an International Energy Attorney based in Dallas, Texas, where he is an Adjunct Professor at SMU’s Dedman School of Law and at Texas A&M School of Law. He also works for Kosmos Energy in their West Africa exploration activities. His previous experience includes fourteen years as Senior Counsel-International in the International E&P Legal Group of ConocoPhillips, Of Counsel with Thompson & Knight LLP, fifteen years as Chief Counsel-International and Senior Counsel for Atlantic Richfield Company and five years as Senior Counsel for Sun Oil Company. Mr. Sullivan has a J.D. degree from Louisiana State University School of Law and an LL.M. degree from Southern Methodist University’s Dedman School of Law. He is licensed to practice law in the states of Louisiana and Texas and before the Supreme Court of the United States, and he is Board Certified in Oil, Gas and Mineral Law in Texas. He is also admitted as a Solicitor in England and Wales. His practice and experience focuses on the upstream and midstream oil and gas industry, both in the U.S.A. and internationally, in more than 25 different countries.

FRANK L. CASCIO JR. is an International Energy Attorney based in Houston, Texas, where he is engaged in a transactional and negotiation practice representing both large and small energy companies. His experience has spanned over 43 years, initially as in-house counsel for several large energy companies, later as outside international counsel in a large Houston law firm and for the last 15 years as a founding partner of Barnes & Cascio LLP, a Houston-based boutique law firm specializing in international energy transactions. His current practice is focused primarily on negotiations and advising companies on upstream oil and gas acquisitions, divestitures, operations, financing and related transactions and activities, primarily on projects in the Far East and western Africa. He is licensed to practice law in Texas and Louisiana. He holds a BA degree in history and a Juris Doctorate from Louisiana State University. Fortunately, his active legal practice has allowed him to indulge in his first love, which is teaching, and he is a frequent lecturer at conferences and meetings worldwide on international energy transactions and negotiation.
ANDREW B. DERMAN is a partner and head of the International Energy Practice Group for Thompson & Knight LLP and Chairman of Thompson & Knight Global Energy Services in its Dallas, Texas office. He represents public and private companies and host governments in strategic design, commercial execution, negotiations, contract preparation, and legal interpretation. Recent experience includes: acquisition and divestment efforts in North America, South America, Europe, Africa, Asia, and Australia; international financing matters; commercialization of natural gas, including LNG and GTL; the full range of host government contracts and industry contracts, including production sharing contracts, service contracts, and operating agreements; offshore platform and construction and installation tenders; lifting agreements; the start-up and winding-up of overseas operations; deep water operations; Foreign Corrupt Practice Act and similar OECD advice; sanction advice; in-house and industry oil and gas seminars; unitizations; transnational pipelines; litigation and arbitration; and acting as an advocate, expert witness, and arbitrator. Mr. Derman was with Oryx Energy Company and Sun Company, Inc. (predecessor of Oryx Energy Co.) for 20 years. His education includes Insead Advanced Management Program, Fontainebleau, France (1991); Temple University Law School, J.D. (1978) - Law Review (1976-78) and National Moot Court Advocate (1977); New York University, B.A. (1974) - Justianin Honor Society. Mr. Derman is admitted to and a member of the State Bars of Texas, Pennsylvania, and New York. He is Board certified by the Texas Board of Legal Specialization in the field of Oil, Gas and Mineral Law, and he has an AV Rating by Martindale-Hubbell. He is a frequent speaker at conferences and universities worldwide and has published five books and more than 50 articles.

JENNIFER JOSEFSON is a partner at King & Spalding, based in its Moscow office. She specializes in transactions in the oil and gas, energy and natural resources sectors, supporting clients on their international projects including M&A and joint venture arrangements, joint operating agreements (JOAs), PSA matters, concessions, supply contracts, oilfield service agreements, power purchase agreements, and international arbitration in the subsoil and energy sectors. Ms Josefson has advised a broad range of companies on their investments in the energy sector in Russia and the CIS, Europe, Africa, Asia and the Middle East. She is ranked as one of the top energy and natural resource lawyers by Chambers Global, PLC Which Lawyer, and the Who’s Who of International Oil and Gas Lawyers. She has held both officer and director positions with the Association of International Petroleum Negotiators (AIPN) and was its first regional director of the CIS Chapter from 2004 to 2008. She graduated from Baylor University (B.A.), University of Texas School of Law (J.D.) and the Institute of State and Law of the Russian Academy of Science (Masters of Law). She is admitted to the State Bar of Texas and to the roll of solicitors of England and Wales.

N.E. “SKIP” MARYAN is a lawyer and consultant with an international energy practice. He started his energy career with a law firm in South Texas. He moved to Mobil Oil Corporation where he held a number of affiliate General Counsel positions over a 25 year career including: General Counsel, Rocky Mountain Division, Denver; General Counsel, Mobil Oil Indonesia, Jakarta; General Counsel, New Business Development, Dallas; Managing Counsel, Mobil’s Major Transaction Group, Fairfax, Virginia; and Chief Attorney for ExxonMobil Development Company. He continued his practice with the International Energy Section of the law firm of Thompson & Knight LLP. His experience includes negotiating, lawyering, and documenting upstream oil & gas projects in numerous countries on every continent. He has taught courses in energy law and contract subjects at Georgetown University Law School, in CLE presentations, and for a number of NOC and IOC clients. He has advised corporations on legal department organizations and best practices. Mr. Maryan holds a law degree from St. Mary’s University and a Master of Laws in taxation from Southern Methodist University. He is currently a member of the Texas and Colorado Bar Associations. He is a frequent speaker at CLE and energy educational programs throughout the world. Since 1997, he has served in several capacities as an officer and director of the AIPN. He is a retired Commander in the U.S. Navy Reserve where he served as both an aviator and lawyer from 1965-1987.

KIMBERLY REEDER is the Managing Counsel for BP Australia Upstream and is based in Perth, Western Australia. Joining BP in 2008, she manages the Australia legal team and is a member of the E&P Leadership Team, providing legal counsel on BP’s portfolio of exploration, development, production, and corporate activities. Originally from the USA, Kimberly has been a lawyer in Australia for over 20 years working with Herbert Smith Freehills, ConocoPhillips, Eni, and BP. Kimberly has worked on transactions and agreements throughout the Australasia Region, Asia, Europe, and the U.S. She has lead legal negotiations for most upstream issues, including: JOAs, UUOAs, PSCs, petroleum sales, domestic gas sales, LNG sales, gas transport, maritime issues, asset acquisitions and divestments, areas of mutual interest, procurement, confidentiality, insurance, social investment, and multi-disciplinary dispute resolutions. Recently Kimberly has been negotiating the commercial construct for the use of floating LNG technology on joint venture assets offshore Australia. Kimberly has served on the AIPN Executive Board of Directors, as the Vice President – Memberships 2012-2015; and as Director, Australia Pacific Region 2010-2012. Kimberly assists with the supervision and mentoring of the University of Western Australia AIPN Student Petroleum Club. She also guest lectures and leads workshops on various courses covering oil and gas law and related agreements at the University of Western Australia.

PIETER PAUL VAN LELYVELD is Head of Business Integrity with Shell International B.V. at Shell’s head office in The Hague, The Netherlands. He has extensive experience negotiating and drafting oil and gas agreements, including joint operating agreements, concessions, production sharing contracts, risk service contracts, farmin agreements, share purchase agreements, joint study and bidding agreements, technical service agreements, and confidentiality agreements. He has worked in more than 25 different countries around the world. Mr. Van Lelyveld received his law degree (Master of Laws) from Leiden University in The Netherlands, is member of the board of the Association of International Petroleum Negotiators, was a member of its Model International Joint Operating Agreement Revision Committee, and was co-chair of the Revision Committee for the Joint Study and Bidding Agreement.
The Core Course on International Oil & Gas Law

Register online at www.rmmlf.org
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Mail, fax, or email registration form and payment to:
Rocky Mountain Mineral Law Foundation
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Westminster, CO 80031 USA
Tel: (303) 321-8100
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info@rmmlf.org

Questions/Registrations:
info@rmmlf.org
AIPN Membership Info:
membership@aipn.org
RMMLF Membership Info:
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1. Registrant Information

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: ________________________________

2. Select your registration category

<table>
<thead>
<tr>
<th>Registrations Received</th>
<th>thru 20 Jan 17</th>
<th>after 20 Jan 17</th>
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<tbody>
<tr>
<td>Non-Member Registration Fee</td>
<td>☐ $3,100</td>
<td>☐ $3,300</td>
</tr>
<tr>
<td>Member Registration Fee</td>
<td>☐ $2,700</td>
<td>☐ $2,900</td>
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This course is limited to 65 participants. Advance payment is required to reserve a space.

3. 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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Questions or Problems: info@rmmlf.org

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 $100 administrative fee, will be given for cancellations received by 3:00pm on Monday, 6 February 2017. 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.

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CLE Credit: This course is typically accredited by all mandatory CLE states and other professional organization. Attorneys from certain states may be required to pay an additional fee. The course consists of 31 hours of continuing education, including 60 minutes of ethics for most U.S. jurisdictions and Canadian provinces. 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). The Foundation is a State Bar of California MCLE-approved provider.