The launch of a natural resource project is an exciting and critical time for new lawyers, landmen, and other resource professionals. The numerous decisions made at the early stage—involving pivotal issues such as organizational structure, management, and liability—can have lasting effects on all parties involved. This 60-minute video-linked CLE program, accompanied by a one-hour hosted networking event, will allow new professionals to identify threshold legal issues when structuring a natural resource project and provide an opportunity to meet and network with peers, all without extensive time and travel.
Basics of Structuring a Natural Resource Development Project

Whether developing a mitigation bank, an underground mine, or an oil and gas play, identifying the best organization structure for the project is a critical threshold matter. Should a special purpose entity be formed? If so, is a limited liability company or a corporation the best choice? Or for financing or other reasons, would a partnership or co-tenancy be preferable? Project parameters, deal terms, investor preferences, tax efficiency, and liability concerns all shape this foundational choice. This seminar will provide an overview of entity basics that are fundamental for deal and project structuring.

<table>
<thead>
<tr>
<th>Mountain Time Zone</th>
<th>Central Time Zone</th>
<th>Eastern Time Zone</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Albuquerque, Boise, Calgary, Denver, Phoenix, Salt Lake City</strong></td>
<td><strong>Bismarck, Houston</strong></td>
<td><strong>Toronto</strong></td>
</tr>
<tr>
<td>3:00 - 4:00 (MST): Simulcast Presentation</td>
<td>4:00 - 5:00 (CST): Simulcast Presentation</td>
<td>4:00 (EST): Hosted On-Site Networking Reception</td>
</tr>
<tr>
<td>4:00 (MST): Hosted On-Site Networking Reception</td>
<td>5:00 (CST): Hosted On-Site Networking Reception</td>
<td>5:00 - 6:00 (EST): Simulcast Presentation</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Alaska Time Zone</th>
<th>Pacific Time Zone</th>
</tr>
</thead>
<tbody>
<tr>
<td>Anchorage</td>
<td><strong>Los Angeles, Portland, Vancouver</strong></td>
</tr>
<tr>
<td>12:00 (AKST): Hosted On-Site Networking Reception</td>
<td>2:00 - 3:00 (PST): Simulcast Presentation</td>
</tr>
<tr>
<td>1:00 - 2:00 (AKST): Simulcast Presentation</td>
<td>3:00 (PST): Hosted On-Site Networking Reception</td>
</tr>
</tbody>
</table>

**Presentation by Keli Beard, Corporate Counsel, Rio Tinto plc**
Exploring for and operating an oil & gas or minerals project is inherently risky and involves technical expertise, financial resources, and a long-term perspective. Whether a party intends to operate alone or with other parties, choosing the right structure can help mitigate the risks and maximize the benefits. If there is more than one party, each party likely has different financial resources, portfolios, corporate goals, and visions for the project. Thoughtful consideration of these factors prior to entering into a relationship can go a long way toward building a successful relationship and progressing the project. This program is designed to address some of the considerations parties should make prior to undertaking an oil & gas or minerals project, and to address the pros and cons of different structures.

**Presentation by Sam Seiberling, Associate, Davis Graham & Stubs LLP**
This presentation will provide a useful overview of common considerations when determining the special purpose entity to best develop the natural resource project. What are the threshold questions to consider when choosing the entity type? In addition, some of the fundamental differences between entity types, such as liability, management, fiduciary duties, and taxation, will be addressed.

Complimentary refreshments will be served at the local networking events.

Course Materials will be provided electronically before the start of the Workshop. Sixty minutes of CLE credit has been applied for.
Speaker Biographies

KELI BEARD is corporate counsel based in Salt Lake City, Utah for Rio Tinto plc. Most of her work at Rio Tinto plc has been for the Rio Tinto Exploration team, operating in North and South America. Keli helps her client structure minerals transactions, including acquisitions, exploration agreements, and incorporated and unincorporated joint ventures, to minimize risks if a project is not successful while at the same time maximizing benefits if a project succeeds. Prior to joining Rio Tinto, Keli practiced law at Parsons Behle & Latimer in the Natural Resources Section where she focused on public lands issues, mineral law, and mineral transactions. She spent the first two years of her career as the Patrick O’Hara Fellow at the Natural Resources Division of the Utah Attorney General’s Office. Keli graduated Order of the Coif from the University of Utah, S.J. Quinney College of Law in 2005 and is licensed to practice in Utah.

SAM SEIBERLING is an associate in the Corporate Finance & Acquisitions Group of Davis Graham & Stubbs LLP. His practice focuses on acquisition transactions, public and private placements of debt and equity securities, securities law disclosure and compliance, corporate governance, and entity formation. Mr. Seiberling graduated from Dartmouth College with a bachelor’s degree in Biophysical Chemistry. He then received his J.D. from the University of Denver Sturm College of Law where he graduated in the top 2 percent of his class and was inducted into the Order of St. Ives honorary society. During law school, Mr. Seiberling was an editor for the Denver University Law Review. Additionally, he worked as a summer associate at DGS and as a law clerk at a mid-sized Denver litigation firm. He interned at the Securities and Exchange Commission and for Judge William Hood of the 2nd Judicial District, Denver, Colorado. Mr. Seiberling is a member of the Energy Coalition Committee for the Denver Metro Chamber of Commerce.

Join us for the Young Professionals Reception at the start of the 64th Annual Institute in Victoria, Wednesday July 18, 6:00 – 8:00 pm. Back by popular demand, this gathering offers young professionals and their significant others an opportunity to meet young lawyers, landmen, and other professionals from around the country and around the world.

Not yet a member of the Foundation? Our discounted New Professionals Membership is designed for recent law school graduates, new landmen, and other new natural resources professionals. Join in the calendar year of graduation or first employment as a natural resources professional and your membership will continue through the end of the following calendar year. Visit https://www.rmmlf.org/membership for details.
Basics of Structuring a Natural Resource Development Project

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
info@rmmlf.org

Questions: info@rmmlf.org

Office Use Only

TOTAL: $
Basics of Structuring a Natural Resource Development Project

A Video-Linked Workshop & Networking Event For Young Professionals
Organized by the Young Professionals Committee of the Rocky Mountain Mineral Law Foundation

February 27, 2018  Albuquerque, Anchorage, Bismarck, Boise, Calgary, Denver, Houston, Los Angeles, Phoenix, Portland, Salt Lake City, Toronto, Vancouver

Video-Linked Locations

Albuquerque
Modrall Sperling
500 4th St. N.W. Suite 1000
(505) 848-1800

Anchorage
Holland & Hart
1029 W. 3rd Avenue, Suite 550
(907) 865-2600

Bismarck
Crowley Fleck
100 West Broadway Avenue
(701) 223-6585

Boise
Perkins Coie
1111 W. Jefferson St. Suite 500
(208) 343-3434

Calgary
McMillan LLP
421 Seventh Ave. S.W., Suite 1700
(403) 531-4700

Denver
Hogan Lovells US LLP
1600 Wewatta Street, Suite 900
(303) 899-7300

Houston
Haynes & Boone, LLP
1221 McKinney St. Suite 2100
(713) 547-2000

Los Angeles
Norton Rose Fulbright
555 S. Flower St. 41st Floor
(213) 892-9200

Phoenix
Fennemore Craig, P.C.
2394 E. Camelback Road, Suite 600
(602) 916-5470

Portland
Stoel Rives
760 S.W. 9th Ave. Suite 3000
(503) 224-3380

Salt Lake City
Parsons Behle & Latimer
201 South Main Street, Suite 1800
(801) 532-1234

Toronto
Fasken Martineau
Bay Adelaide Centre, 333 Bay Street
Suite 2400
(416) 366-8381

Vancouver
Fasken Martineau
550 Burrard Street, Suite 2900
(604) 631-3131

This networking program is available only in these locations at these times.
It is not available as a streaming CLE program.

General Information

Registration Fees: Include refreshments and electronic course materials. 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 $10 administrative fee, will be given for cancellations received by 3:00pm on Monday, February 12, 2018. 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.

CLE Credit: This course consists of 60 minutes of continuing education. The Foundation is a State Bar of California MCLE-approved provider. Credit will be applied for in each state and province where the Workshop is being broadcast.

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.