



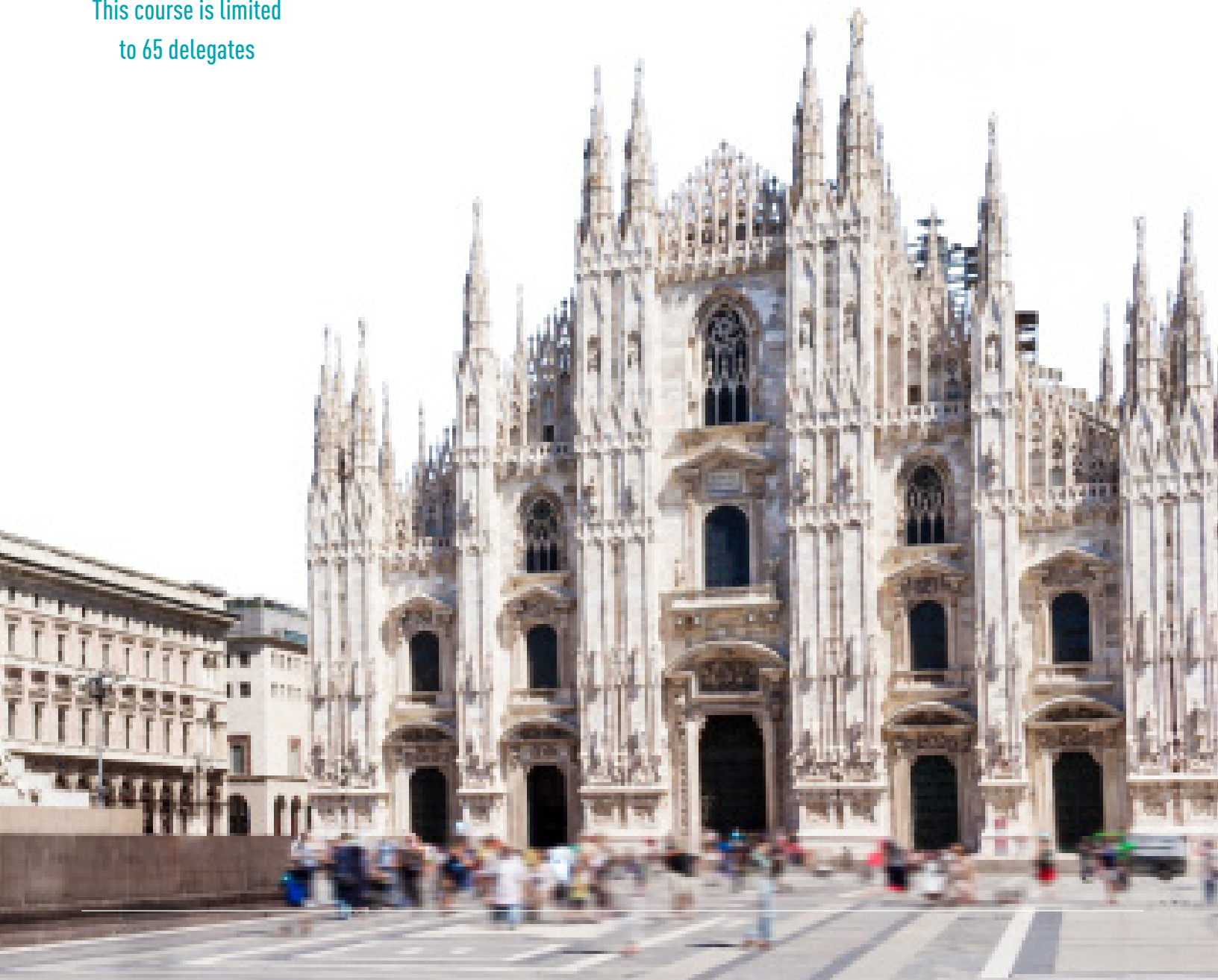
THE CORE COURSE ON

International Oil & Gas Law

12-16 March 2018

Milan, Italy

This course is limited
to 65 delegates



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

JOHANNES KOEPP, Partner, Baker Botts, London, UK

N.E. "SKIP" MARYAN, International Energy Consultant, Williamsburg, Virginia

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, 12 March 2018

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)

- 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: Hosted Refreshment Break

10:20 am – 11:20 am: International Dispute Resolution

(Koepp)

- 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 – 1:45 pm: Hosted Lunch

1:45 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: Hosted Refreshment 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

Core Course Reception – For delegates, speakers, and guests.

DAY 2: Tuesday, 13 March 2018**8:30 am – 10:00 am: Granting Instrument Issues**

(Maryan & Josefson)

- Concessions
- Production sharing agreements
- Service agreements
- Joint ventures

10:00 am – 10:30 am: Hosted Refreshment Break**10:30 am – 12:00 Noon: Granting Instrument Issues**

(continued)

12:00 pm – 1:30 pm: Hosted Lunch**1:30 pm – 3:00 pm: Granting Instrument Issues**

(continued)

3:00 pm – 3:30 pm: Hosted Refreshment Break**3:30 pm – 5:00 pm: Unconventional Resource Issues**

(Cascio & Reeder)

- Developments which have brought unconventional oil and gas resources into focus in many parts of the world
- Unique issues involved in the exploration and exploitation of unconventional resources
- How these projects differ from exploration and exploitation of conventional oil and gas resources

DAY 3: Wednesday, 14 March 2018**8:30 am – 10:00 am: Joint Operating Agreement Issues**

(Van Lelyveld & Reeder)

- Establishing the rights, duties, and obligations of co-venturers in the same oil and gas contract area
- AIPN 2012 Model Form International Operating Agreement

10:00 am – 10:30 am: Hosted Refreshment Break**10:30 am – 12:00 Noon: Joint Operating Agreement Issues**

(continued)

12:00 pm – 1:30 pm: Hosted Lunch**1:30 pm – 3:30 pm: Joint Operating Agreement Issues**

(continued)

3:30 pm – 4:00 pm: Hosted Refreshment Break**4:00 pm – 5:00 pm: Service Agreement Issues**

(Cascio & Sullivan)

- Services provided by service companies in support of the petroleum operations under granting instruments
- Examination of the main issues in service contracts, including warranty and cross-indemnity provisions

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International Oil & Gas Law

DAY 4: Thursday, 15 March 2018

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: Hosted Refreshment Break

10:30 am – 12:00 pm: Participation – Farmin/Farmout Agreements

(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 pm – 1:30 pm: Hosted Lunch

1:30 pm – 3:30 pm: Sale and Purchase Agreement Issues

(Derman & Sullivan)

- 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: Hosted Refreshment Break

4:00 pm – 5:00 pm: Decommissioning

(Reeder & Sullivan)

- Decommissioning as an adjunct obligation to the right to develop oil and gas
- Review of contractual provisions related to decommissioning

DAY 5: Friday, 16 March 2018

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: Hosted Refreshment Break

10:30 am – 12:00 pm: Gas Sales Agreement Issues

(Sullivan & Josefson)

- Differences between sales of natural gas and crude oil
- Mechanics of international sales of natural gas

12:00 pm – 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: Hosted Refreshment 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

Visas for Italy

Visit <http://tinyurl.com/visa-italy>
for information on visa requirements.

Crowne Plaza Milan Linate

Booking a Hotel Room

All sessions will take place at Eni Corporate University, San Donato Milanese, via S. Salvo 1. We have arranged for discounted hotel rooms at the Crowne Plaza Milan Linate, within walking distance of the classroom.

You can only book our discounted rates by requesting them via email: crowneplaza.milan@alliancealberghi.com. In your email, please provide arrival and departure dates, as well as type of room required, along with credit card details. Please reference "Core Course on International Oil & Gas Law." We blocked a limited number of rooms at discounted rates. Upon booking, the hotel will confirm the availability.

Alternatively, you can book directly on the hotel website at this link: www.crowneplaza.com/milansand, but you will not receive our discounted rates. The booking will be confirmed at the best available rate, according to the hotel's availability.

Our discounted rates, which include breakfast, 10% VAT, and standard wifi, are:

Standard double room: € 139/night on March 8, 12, 13, 14, 15

Standard double room: € 109/night on March 9, 10, 11, 16

Executive suite: € 169/night on March 8, 12, 13, 14, 15

Executive suite: € 139/night on March 9, 10, 11, 16

The hotel is offering our discounted rates up to five days before and after the conference. A non-refundable payment for one night's charge by credit card is required upon booking. The balance can be paid at the hotel. You must book by 8 February to receive our discounted rates.

There is a festival in town during our course, so please book early. The hotel will sell out. If you have any questions or problems booking a room, please email info@rmmlf.org.

Faculty Biographies

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) - Justinian 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.

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JOHANNES KOEPP is a partner in the Baker Botts' International Arbitration & Dispute Resolution Group, officing in the Firm's London office. He is recognized by Chambers, Legal 500, Euromoney, The International Who's Who of Commercial Arbitration and Global Arbitration Review as one of the leading specialists in the field. His practice focuses on international arbitration, both commercial and investor-state. He has represented clients before most major arbitral institutions, as well as in ad hoc proceedings, and is particularly experienced in energy-related disputes. Dr. Koepp also advises on public international law issues and the litigation of international disputes in state courts. Dr. Koepp is also experienced in ECHR matters, acting both on the complainant and the respondent side. Prior to joining private practice, Dr. Koepp worked as a research fellow at the University of Geneva for two years. During this time, he completed his doctoral thesis, which analyzed and compared various third-party procedures in the field of international dispute settlement. He taught law at universities in England, Switzerland, Germany and Spain. Dr. Koepp also serves as arbitrator, both as sole and party-appointed arbitrator, and is included on the roster of several major arbitral institutions. He speaks English, German, French and Spanish fluently.

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, UOAs, 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 Associate General Counsel – Contracting and Procurement and Wells 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 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
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