



# 2022 MODEL CONTRACTS *Rio* WORKSHOP



## WORKSHOP PROGRAM October 25-28, 2022 | Rio de Janeiro, Brazil

### TUESDAY, OCTOBER 25

- 5:30 - 6:30 PM **Early Registration**
- 6:30 - 8:00 PM **Welcome Reception**  
Welcoming remarks by Alexandre Chequer, Partner and Global Head of Energy Practice, Mayer Brown and Scott Porter, President, AIEN

### WEDNESDAY, OCTOBER 26

- 8:00 - 8:45 AM **Registration & Morning Refreshments**
- 8:45 - 9:00 AM **Welcome & Introduction**  
Claudia Zacour (*Petrobras*) and Norman Nadorff (*Mayer Brown*), Co-Chairs
- 9:00 - 10:15 AM **Model Contracts Overview and Update**  
Felipe Alice (*Morgan Lewis*) and Andrew Derman (*Holland & Knight*) will describe the AIEN model contracts drafting process, give an overview of selected agreements, and invite comments from the audience regarding their experiences using AIEN model forms.
- 10:15 - 10:45 AM **Morning Coffee Break**
- 10:45 - 12:00 PM **Unitization and Unit Operating Agreement (UUOA) – Presenting 2020 Version in the Brazilian Context**  
Andrew Derman (*Holland & Knight*) and Paulo Valois Pires (*Schmidt, Valois, Miranda, Ferreira & Agel - Advogados*) will discuss some of the thornier issues arising in the negotiation and implementation of unitization agreements, with special emphasis on Brazil.
- 12:00 - 1:30 PM **Luncheon**
- 1:30 - 2:00 PM **Brazilian Oil & Gas in Transition: What Lies Ahead**  
Roberto Ardenghy, President/CEO, Brazilian Petroleum Institute (IBP)
- 2:00 - 3:15 PM **That Other “Green” Fuel: Effectively using the Natural Gas and LNG Model Sales Agreements in Brazil and Beyond**  
Alexandre Calmon (*DLA Piper*) and Bernardo Peterli (*New Fortress Energy*) will discuss the major issues encountered in negotiating and using these model agreements, with special emphasis on Brazil.
- 3:15 - 3:45 PM **Afternoon Coffee Break**
- 3:45 - 5:00 PM **International Consulting Agreement (Negotiation)**  
Norman Nadorff (*Mayer Brown*) will moderate a mock negotiation of an International Consulting Agreement (using the AIEN model form) between First Rate Oil Company (Nemo Thyme, Les May Kadiel, et. al.) and the team of Sr. Perez E. Dent, a mysterious and well connected "agent" currently employed by the farmor, Sell Easy Petroleum.
- Team coaches:  
Leandro Duarte (*Mayer Brown*) & Maria Beatriz Gomes (*DLA Piper*)

## **THURSDAY, OCTOBER 27**

- 8:00 - 8:45 AM **Registration & Morning Refreshments**
- 8:45 - 9:45 AM **Joint Operating Agreements: An Overview and Update**  
Paul Deemer (*Vinson and Elkins*) and Bernardo Castellões (*Petrobras*) will discuss the major JOA provisions, sticky issues and what changes are being implemented by the Drafting Committee in the updated draft.
- 9:45 - 10:45 AM **From AIPN to AIEN: Energy Transition and the Evolution of Model Contracts and their Negotiation**  
Danielle Valois (*Trench, Rossi e Watanabe Advogados*) will moderate a panel including Eduardo Pereira (*University of São Paulo*), Nadine Amr (*Vinson and Elkins*) and Benjamin Torres-Barron (*Baker McKenzie*) who will discuss new trends on global energy transition policies and how they will shape and impact AIEN model contracts drafting and negotiations in the alternative and renewable energy sectors and solicit audience comments and experiences in this regard.
- 10:45 - 11:15 AM **Morning Coffee Break**
- 11:15 AM - 12:30 PM **Working with the AIEN Model Services Contracts**  
John Almy (*Liskow and Lewis*) and Ana Paula Forman (*Transocean*) will discuss various aspects of the AIEN Model Service Contract and International Drilling Contract and stage a mock negotiation of indemnity provisions.
- 12:30 - 2:00 PM **Luncheon**
- 2:00 - 3:15 PM **Working with Model Contracts: How about a little KISS?**  
Professor Owen Anderson (*University of Texas School of Law*) and Heloisa Borges Bastos Esteves (*Energy Research Company - EPE*) will discuss the KISS (Keep It Simple, Stupid!) principle as it relates to model contracts. They will also show how existing model contract provisions could be further be simplified in order facilitate negotiations and enhance understanding by end users.
- 3:15 - 3:45 PM **Afternoon Coffee Break**
- 3:45 - 5:00 PM **Study and Bid Group Agreement**  
In this session, Patricia Arruda (*TotalEnergies*) and Steve Otilar (*White & Case*) will review some of the most commonly negotiated issues in this model agreement, including those that frequently arise in Brazil. They will also discuss the interplay between this agreement and its potential use for projects in the energy transition space.

## **FRIDAY, OCTOBER 28**

- 8:00 - 8:45 AM **Registration & Morning Refreshments**
- 8:45 - 10:00 AM **Focus on Brazil**  
Marilda Rosado (*Universidade do Estado do Rio de Janeiro & BRZ Advogados*) will moderate a distinguished panel of leading Brazilian legal experts, Felipe Boechem (*Lefosse Advogados*), Alexandre Chequer (*Mayer Brown*) and Giovani Loss (*Mattos Filho, Veiga Filho, Marrey Jr. e Quiroga Advogados*) who will discuss the enforceability of certain model contract clauses under Brazil's civil law system (operator liability, pre-emption rights, default, dispute resolution, indemnities etc.).
- 10:00 - 10:30 AM **Morning Coffee Break**
- 10:30 - 11:30 AM **New and Future AIEN Model Contracts – What's Next?**  
Scott Porter (*Shell*) and Chris Strong (*Vinson and Elkins*) will report on proposed updates and new models and seek audience feedback on how the Model Contracts organization can best serve the needs of members actively engaged in contract drafting and negotiations.
- 11:30 - 11:45 AM **Wrap up and Final Comments**  
Claudia Zacour (*Petrobras*) & Norman Nadorff (*Mayer Brown*), Co-Chairs