

# 2013 International Upstream Energy Transactions

## January 17-18, 2013 • Four Seasons Hotel • Houston, TX

### Thursday Morning, Jan. 17, 2013

#### Presiding Officer:

**Timothy R. Brown**, Anadarko Petroleum Corporation - The Woodlands, TX

8:00 am	<b>Registration Opens</b>  Includes continental breakfast.
8:50 am	<b>Welcoming Remarks</b>
9:00 am 0.50 hr	<b>Frontier Energy Plays and Trends</b>  Examine ongoing and future exploration areas of interest in the oil and gas industry, with a focus on the role of large and small independent exploration companies in frontier exploration.  Gerald Kepes, PFC Energy - Washington, DC
9:30 am 0.75 hr	<b>Recent Developments in International Energy Disputes</b>  A review of recent arbitration awards concerning expropriation of upstream oil and gas investments, plus several significant arbitral decisions concerning emergency interim measures to protect petroleum contracts, investments and personnel.  R. Doak Bishop, King & Spalding - Houston, TX
10:15 am	<b>Break</b>
10:30 am 1.00 hr	<b>Host Country Instruments Developments</b>  Discussion on recent developments in the evolution of host government petroleum exploration and development instruments throughout the world.  Owen L. Anderson, The University of Oklahoma College of Law - Norman, OK
11:30 am 0.75 hr	<b>Unconventional PSCs: Special Issues</b>  Conventional Host Country Instruments (HCIs) do not necessarily fit well with unconventional resource plays. The most problematic areas in typical HCIs are highlighted and suggested solutions and negotiating techniques to deal with them are provided.  Steven P. Otilar, Akin Gump Strauss Hauer & Feld LLP - Houston, TX
12:15 pm	<b>Pick Up Lunch</b>  Included in conference registration fee.

## Thursday Afternoon, Jan. 17, 2013

### Presiding Officer:

Donald W. Wendland Jr., Noble Energy Inc. - Houston, TX

	<b>Luncheon Presentation</b>
12:30 pm 0.75 hr	<b>Dodd-Frank's New Disclosure Requirements for U.S. Energy Companies</b>  An overview of the new extractive-industry disclosure requirements passed by Congress as part of the Dodd-Frank Act, including practical guidance on what the law will require of U.S. companies that have oil, natural gas or mineral leases with foreign governments, and why the law and the SEC's rules implementing it are being challenged by four trade associations in a lawsuit.  Thomas M. Johnson Jr., Gibson, Dunn & Crutcher LLP - Washington, DC
1:15 pm	<b>Break</b>
1:30 pm 0.75 hr	<b>International Boundary Disputes: Issues and Considerations</b>  Legal and practical approaches to handling issues that arise relating to oil and gas transactions affected by boundary disputes or the absence of a legally certain boundary.  Derek C. Smith, Foley Hoag LLP - Washington, DC
2:15 pm 1.00 hr	<b>Risk Allocation Service Agreements</b>  Risk allocation issues arise frequently in drilling contracts and other service agreements and the pitfalls can be very significant. A look at common risk allocation problems and how to maximize indemnity and insurance protection.  William W. Pugh III, Liskow & Lewis, APLC - Houston, TX
3:15 pm 0.75 hr	<b>Considerations When Entering a Country</b>  The main issues an E&P company should consider when entering a country after capture of a new international exploration project, including a checklist of issues and dos and don'ts to consider when entering a country.  Timothy R. Brown, Anadarko Petroleum Corporation - The Woodlands, TX
4:00 pm	<b>Break</b>
4:15 pm 0.75 hr 0.25 hr ethics	<b>Anti-Corruption Overview</b>  Hear the latest developments and emerging trends in global anti-corruption enforcement. A special emphasis on the Foreign Corrupt Practices Act (FCPA), including such critical subjects as the increase in individual prosecutions, taking more FCPA cases to trial and potential amendment of the FCPA.  Jay G. Martin, Baker Hughes Incorporated - Houston, TX Ryan D. McConnell, Morgan, Lewis & Bockius LLP - Houston, TX

5:00 pm 0.75 hr	<p><b>Insurance Issues in International Upstream Transactions</b></p> <p>Moderator: Ryan Smith, Wortham Insurance - Houston, TX</p> <p>Panelists: Simon Clarkson, Miller Insurance - London, United Kingdom</p> <p>Panelists: Rob Collecott, Miller Insurance - London, United Kingdom</p> <p>Panelists: Steve Daniels, Miller Insurance - London, United Kingdom</p>
5:45 pm	<p><b>Adjourn to Networking Reception</b></p> <p><b>Sponsored by The Oil, Gas, and Energy Resources Law Section of the State Bar of Texas</b></p> <p>Networking opportunity to meet program faculty, clients and colleagues.</p>

## Friday Morning, Jan. 18, 2013

### Presiding Officer:

**John Bowman**, King & Spalding - Houston, TX

7:45 am	<p><b>Conference Room Opens</b></p> <p>Includes continental breakfast.</p>
8:30 am 1.00 hr ethics	<p><b>Ethics of Negotiation: Are There Any?</b></p> <p>What are the boundaries, borders and gray areas for lawyers involved in negotiations? A fast-paced presentation with points to ponder, hypotheticals to consider and something to smile about.</p> <p>Michael J. Golden, Boulette &amp; Golden L.L.P. - Austin, TX</p>
9:30 am 1.00 hr	<p><b>Managing Political Risk</b></p> <p>A brief commentary on the challenges of managing political risk in international upstream energy transactions followed by a panel discussion of risk mitigation methods and strategies to manage political risk in international upstream energy transactions.</p> <p>Moderator: Skip Maryan, Skip Maryan, LLC - Williamsburg, VA</p> <p>Panelists: David Asmus, Morgan, Lewis &amp; Bockius LLP - Houston, TX</p> <p>Panelists: John Bowman, King &amp; Spalding - Houston, TX</p>
10:30 am	<p><b>Break</b></p>

10:45 am 0.75 hr	<p><b>Equator Principles: Project Finance and Emerging Sustainability Requirements</b></p> <p>The Equator Principles is a risk management framework for determining, assessing and managing environmental and social risk in project finance transactions—adopted so far by 77 financial institutions worldwide. These principles are increasingly setting a mandatory standard for sustainability issues in project finance around the globe. January 2013 is the anticipated launch of "EP III"—the first update of the Principles in several years. Learn the requirements of EP III, as well as emerging best practices for implementation by both financial institutions and the energy industry.</p> <p>Gwendolyn Wilber Jaramillo, Foley Hoag LLP - Boston, MA</p>
11:30 am	<p><b>Pick Up Lunch</b></p> <p>Included in conference registration fee.</p>

## Friday Afternoon, Jan. 18, 2013

### Presiding Officer:

**Michael P. Darden**, Latham & Watkins LLP - Houston, TX

	<b>Luncheon Presentation</b>
11:45 am 0.75 hr	<p><b>Legal Issues Arising in Corporate Security</b></p> <p>Selected issues an E&amp;P company may encounter in the area of security when operating internationally, including piracy and OFAC regulations, U.K. Corporate Manslaughter Act and issues related to kidnap and ransom of employees.</p> <p>James C. Arnold, Bell, Ryniker &amp; Letourneau, P.C. - Houston, TX Daniel Johnson, ASI Global, LLC - Houston, TX</p>
12:30 pm	<b>Break</b>
12:45 pm 0.75 hr 0.25 hr ethics	<p><b>Elements of Drafting a Good Anti-Corruption Program</b></p> <p>Any compliance program needs to be both legally sufficient and practical. A good compliance program is supported by both the business and the legal or compliance organization.</p> <p>Martin J. Weinstein, Willkie Farr &amp; Gallagher LLP - Washington, DC</p>
1:30 pm 0.75 hr	<p><b>Areas of Mutual Interest (AMIs): What, When and How</b></p> <p>AMIs show up as clauses in a variety of international upstream agreements and as stand-alone agreements. Notwithstanding their frequent use, AMIs are often misunderstood. Clear guidance on the key differences between AMIs and buy-back rights and when we might choose to use a reciprocal versus one-way or an up-front versus after-the-fact AMI. In addition, learn best practices for the implementation and drafting of clauses.</p> <p>D. Marie Wagner, Anadarko Petroleum Corporation - The Woodlands, TX</p>

2:15 pm  
1.00 hr

**Joint Operating Agreements (JOAs) for International Unconventional Projects: (How) Have Horizontal Drilling and Fracturing Changed the Game?**

Is unconventional resource exploration and production a joint operations "game changer?" If so, how should joint interest parties handle this in an operation agreement? There are few institutionalized form agreements that offer unconventional-specific provisions. Explore whether and how commonly-used JOAs are conceptually deficient and discover points for consideration when negotiating a JOA governing an international unconventional project.

David H. Sweeney, Van Dyke Energy Company - Houston, TX

3:15 pm

**Adjourn**