

INTERNATIONAL OIL & GAS CONTRACTS DRAFTING, NEGOTIATION & DISPUTE RESOLUTION EXCELLENCE 2018

Quest
Masterclass

 **4 Day Masterclass**  **5th - 8th March 2018**

 **Sheraton Dubai Creek Hotel & Towers, Dubai**

“Negotiating international oil and gas contracts that are clear, concise, enforceable and mutually beneficial so as to promote sustainability”

COURSE LEADERS



Frank Alexander

■ Frank Alexander's professional background includes both international petroleum law as well as the management of international petroleum projects. He began his career in 1977 with the Law Department of the Arabian American Oil Company (now Saudi Aramco) in Saudi Arabia. From 1980-1991 he served with Union Texas Petroleum, where he was Director of International Negotiations (in charge of all worldwide negotiations and business development personnel), General Manager of Papua New Guinea and General

Manager of Argentina (full functional operations responsibility), and Chair of the Marketing Subcommittee of the Huffco operated LNG venture in Indonesia. He negotiated the first gas sales contract in the history of Pakistan based upon international parity pricing.

- In 1992 he became a sole practitioner international petroleum lawyer based in Houston, representing both large oil companies such as Amoco and the Chinese Petroleum Company, as well as smaller oil companies new to the international arena, in regard to projects around the world – with a particular emphasis on former Soviet Union countries in Central Asia. He negotiated one of the first Government Petroleum Contracts to be signed in Kazakhstan. He joined Dentons Canada LLP in 2006, and is the Head of Dentons Canada LLP's International Energy Law Practice Group (Dentons is one of the largest oil and gas law firms in the world, with over 8,500 lawyers in 158 offices working in 66 countries on six different continents).
- In addition to international oil companies, Frank's clients have included several host governments in regard to "upstream petroleum regime design work" - including applicable PSCs, petroleum laws, investment treaties and arbitration award enforcement treaties (such as the ICSID Convention).
- Frank was one of the four Founding Fathers of the Association of International Petroleum Negotiators ("AIPN") in 1981. He also serves as arbitration counsel (including ICSID arbitrations), has been called upon to serve as an arbitrator, and regularly acts as an expert witness in connection with international arbitration regarding international petroleum contract matters.



Meriam Al-Rashid

■ Meriam Al-Rashid is an international arbitration specialist with practices in both New York and London. She is a member of Dentons' Litigation and Dispute Resolution practice group where she focuses on international investment and commercial arbitration and risk management, covering various industries across the globe, including infrastructure, oil and gas, mineral resources, hospitality and real estate.

- Her experience includes participation in arbitrations before the International Centre for Dispute Resolution (ICDR), London Court of International Arbitration (LCIA), United Nations Commission on International Trade Law (UNCITRAL), International Chamber of Commerce (ICC), and the International Centre for the Settlement of Investment Disputes (ICSID) and the Permanent Court of Arbitration (PCA) at The Hague.
- Meriam has served as counsel in disputes and transactions involving parties from Libya, South Korea, the United Arab Emirates, the Arab Republic of Egypt, Iraq, Lebanon, the Republic of Turkey, the Republic of Kazakhstan, the Republic of Uzbekistan, the Czech Republic, Ireland, Romania, Austria, Rwanda, Ethiopia, the United Kingdom, Canada, and the United States. Meriam also acts as arbitrator on commercial and investor-state disputes primarily involving parties from the Middle East and North Africa.

COURSE DELIVERY

**Presentation | Exercises & Role-plays
Case Studies and Group Discussions
Analysis of applicable international arbitration awards**

**BOOK NOW & GET
DISCOUNTS**

www.questmasterclass.com

INTERNATIONAL OIL & GAS CONTRACTS DRAFTING, NEGOTIATION & DISPUTE RESOLUTION EXCELLENCE 2018

Quest
Masterclass



4 Day Masterclass



5th - 8th March 2018



Sheraton Dubai Creek Hotel & Towers, Dubai

BENEFITS OF ATTENDING

By way of attending this unique course, participants will gain the following:

- Learn what is new among the 150+ countries that are competing against one another for a share of the finite amount of risk capital that the IOCs, and national oil companies ("NOCs"), have to invest.
- Learn about how PSCs differ from Royalty/Tax Contracts and Risk Service Contracts - and why one format might be more attractive than the other.
- Understand the negotiation of Government Petroleum Contracts from the perspective of both the international oil company, on one hand, and the host government, on the other hand.
- Discover the "three pillars of security of investment" under Government Petroleum Contracts.
- Consider progressive fiscal regimes designed to provide stabilisation, as well as legal stabilisation mechanisms.
- Learn about specific provisions to address expropriation per se, as well as "creeping expropriation" (increases in fiscal obligations), and how arbitral award enforcement treaties, such as the ICSID, and investment treaties give "teeth" to these provisions.
- From the host country perspective - learn why countries such as Venezuela, Bolivia and Ecuador have exited from bilateral investment treaties and ICSID.
- Understand the operation of international JOAs, international Farmout Agreements, international Study and Bid Group Agreements and international Area of Mutual Interest Agreements - and identify frequently over-looked problem areas.

PRE-CLASS QUESTIONNAIRE (PCQ)

To ensure that you gain maximum benefit from this event, a detailed questionnaire will be sent to you to establish exactly what your training needs are. The completed forms will be analyzed by the course trainer. As a result, we ensure the course is delivered at an appropriate level and that relevant issues will be addressed. The comprehensive course material will enable you to digest the subject matter in your own time. This training course is designed specifically for participants to work through a dedicated strategic planning process. It is a high-level, intensive and vigorous programme that will move rapidly. The trainer will introduce the sessions and then participants will have the opportunity to develop their own plan. It is an extremely practical training course where participants will spend considerable time working on their own ideas that will enable them to achieve superior performance within their personal work domains. This training course will contain case studies and learning principles from various organizations, which will enable participants a frame of reference from which they can then launch into their own activity.

WHO SHOULD ATTEND

All those involved in exploration, production, purchase, transportation, product treatment and sales, including:

- Contract Negotiators / Commercial Managers
- Government Officials and Regulators
- Project Contract Negotiators / Commercial Managers
- Project Owners / Sponsors
- Senior Engineering & Project Managers
- Operation Managers
- Financial Controllers
- Strategists, Planners and Analysts
- Gas Sales and Marketing Executives
- Financiers
- Asset Managers
- E&P Professionals and Managers
- Petroleum Engineers
- Reservoir Engineers
- Buyers, Sellers & Distributors
- Traders
- Services Sector Providers
- Auditors
- Consultants, Advisers and Legal

OUR PAST ATTENDEES

• Absa Bank • Abu Dhabi Islamic Bank • Access Bank • African Banking Corporation • AL Rajhi Bank Arab African International Bank • Arab African Investment Bank • Bank AL Jazira • Bank Muscat • Bank of Bahrain & Kuwait • Bank of Baroda • Barclays Bank • Barwa Bank • Bank Windhoek • Bank Negara Malaysia • Boubayan Bank • Burgan Bank • Capitec Bank • Commercial Bank Africa • CBZ Group • CDH Malawi • CRDB • CIB Bank • Commercial Bank International • Corporate Bank Kenya • Dashen Bank • DCB Bank • Development Bank of South Africa • ECO Bank • EXIM Bank • Fidelity Bank • FCMB Bank • FDH Bank • GT Bank • Gulf African Bank • Gulf Bank • INDE Bank • Invest Bank • Invest Bank Jordan • Jordan Commercial Bank • Krungthai Bank • KCB Bank • Kuwait Finance House • Kuwait International Bank • Mashreq Bank • Millennium BIM • Ministry of Finance Malaysia • National Bank Malawi • NDB Botswana • NedBank • National Bank of Kuwait • NIB Ghana • Qatar National Bank • Reserve Bank of India • Reserve Bank of Zimbabwe • Royal Bank Ghana • RHB Banking Group • Riyadh Bank • Saudi Investment Bank • Saudi Hollandi Bank • Sterling Bank Nigeria • Standard Chartered Bank • State Bank of India

INTERNATIONAL OIL & GAS CONTRACTS DRAFTING, NEGOTIATION & DISPUTE RESOLUTION EXCELLENCE 2018



4 Day Masterclass



5th - 8th March 2018



Sheraton Dubai Creek Hotel & Towers, Dubai

DAY 1

SESSION 1

A View on Specific Contracts of The Oil & Gas Industry

- EPC Engineering Procurement and Construction Agreement
- PSA Production-Sharing Agreement
- License-Concession Agreement
- Joint-Venture Agreement
- Heads of Agreement and the so called "agreements to agree".

SESSION 2

The IOC – Host Government Relationship – The Basic Business Trade

- Basic fiscal comparison of different Government Petroleum Contracts (including PSCs): the Government Take and the Effective Royalty Rate – have interactive session regarding:
- Area; Term; Relinquishments; Minimum Work Program and Financial Commitments; Commerciality; Control of Operations – including requirement of Government approval of Development Plan; Contracting and Cost Controls; IOC's rights to export petroleum and retain proceeds of sale offshore without mandatory conversion obligation; IOC's rights to hard currency and domestic currency bank accounts within host country; IOC's rights to exchange domestic currency for hard currency at non-discriminatory exchange rates; IOC's rights to construct pipelines, refineries and power plants; IOC's rights to transfer hard currency out of the host country.

INTERACTIVE SESSION: Why some host governments choose to have a high Government Take and why other host governments choose a lower Government Take, as well as the move toward requiring the International Oil Companies to bid the financial elements associated with both the Government Take and the Effective Royalty Rate.

SESSION 3

IOC - Host Government Respective Rights & Obligations

- Assignment rights and obligations of both parties

- IOC's environmental obligation and liability; Limitation of liability provisions; Confidentiality obligations of both parties; Government participation; Natural gas provisions; Force majeure; IOC rights concerning import and customs; Ownership of assets; IOC Insurance obligations; Language of the contract; Accounting and IOC rights to maintain accounts in hard currency in order to protect value of tax deduction and cost recovery; Surrender; Termination; Decommissioning.

INTERACTIVE SESSION: Why assignment provisions are critical – and the significance of Ecuador v Occidental.

SESSION 4

Security of Investment The Upstream Petroleum Regime Format

- HGC due diligence – it begins with host country's constitution
- Why it makes a difference if a national oil company signs HGC instead of host government.

INTERACTIVE SESSION: Applicable international arbitration awards regarding whether or not a national oil company signing a Government Petroleum Contract would bind the host country – and why recent developments might cause a change in IOC requirements in this context.

DAY 2

SESSION 1

Security of Investment Fiscal and Non-Fiscal Contract Stability

- Stability of contract (including fiscal stability) and the hierarchy of laws
- Which kinds of stability provisions work best - "freezing", "negotiated economic balancing", "non-specified economic balancing", "specified economic balancing", "Government pays (with limitation)" and "Government pays (without limitation)"

INTERNATIONAL OIL & GAS CONTRACTS DRAFTING, NEGOTIATION & DISPUTE RESOLUTION EXCELLENCE 2018



4 Day Masterclass



5th - 8th March 2018



Sheraton Dubai Creek Hotel & Towers, Dubai



- HGC approval standards for annual work program and budget, appraisal plans, development plans (including pipelines) and assignment
- Litigation in the national court system of the host country vs. international arbitration
- Why the place of arbitration is among the most important elements of the arbitration provision
- Why the “governing law” is critical to stabilisation
- The important advantages of bilateral investment treaties and multi-lateral investment treaties

INTERACTIVE SESSION: How can an IOC do business with a sovereign host government that has the power to enact new laws that unilaterally change its relationship with the IOC – including new laws that would abrogate a host country’s guarantee of stabilisation to the IOC under the Government Petroleum Contract or under a host country law (such as the applicable petroleum law)?

SESSION 2

Security of Investment Dispute Resolution - Common Flaws and “Weak-Links”

- Significance of arbitral rules such as UNCITRAL, ICC, LCIA and ICSID
- Significance of the waiver of sovereign immunity from execution
- Enforcing arbitral awards – applicability of multilateral treaties
- Why ICSID can provide the greatest degree of investment security available on the planet - but beware of the particular jurisdictional requirements of ICSID
- When the New York Convention may not be relied upon.

INTERACTIVE SESSION: How can an IOC provide for the highest degree of security of investment available on the planet?

SESSION 3

International Joint Operating Agreements (“JOAS”)

- The AIPN model JOA

- Key elements of international JOAs – including the tension between the Operator and the Non-Operators, and sole risk of Exploration Wells, Appraisal Plans and/or Development Plans.

INTERACTIVE SESSION: Should a party to a JOA have the right to perform petroleum operations (such as shooting seismic, drilling exploration wells, appraisal wells and/or development wells on its own – and if so, then what should be its relationship with the other parties that did not participate in such operations?

DAY 3

SESSION 1

International joint operating agreements (“JOAS”)

- Identify frequently over-looked problem areas – including, in the context of sole risk, the application of Ecuador v Occidental and how IOCs take a significant risk if they provide for a Non-Consenting Party to transfer a beneficial interest to the Consenting Parties while holding the legal title in trust for the benefit of the Consenting Parties.

INTERACTIVE SESSION: What should the rights of non-defaulting parties be in the event that a party defaults on its obligation to pay a cash call?

SESSION 2

International Farmout Agreements

- The AIPN model Farmout Agreement
- Key elements of international Farmout Agreements – including the interaction between the Farmor and the Farmee
- Identify frequently over-looked problem areas

INTERACTIVE SESSION: How should the requirement of Government approval of an assignment of interest be dealt with in a farmout agreement?

INTERNATIONAL OIL & GAS CONTRACTS DRAFTING, NEGOTIATION & DISPUTE RESOLUTION EXCELLENCE 2018



4 Day Masterclass



5th - 8th March 2018



Sheraton Dubai Creek Hotel & Towers, Dubai

SESSION 3

International Study And Bid Group Agreements ("SBAS")

- The AIPN model SBA
- Key elements of international SBAs – including the interaction between the Farmor and the Farmee, and the requirement of Government approval of any assignment of interest
- Identify frequently over-looked problem areas

INTERACTIVE SESSION: How should decisions be made regarding:

- (i) Commercial Terms
- (ii) Other terms (such as stabilisation and dispute resolution) that will be proposed to the host government?

SESSION 4

International Area of Mutual Interest Agreements ("AMIAS")

- The draft AIPN model AMIA
- Key elements of international AMIAs – and considerations regarding potential violations of applicable competition laws
- Identify frequently over-looked problem areas – including how decisions are made regarding:
 - (i) commercial terms
 - (ii) other terms (such as stabilisation and dispute resolution) that will be proposed to the host government.

SESSION 5

Negotiation of International Petroleum Contracts

- Recognition of cultural differences
- Strategies and tactics designed efficiently to produce clear, concise and enforceable agreements

INTERACTIVE SESSION: Negotiation of selected issues in the context of a Government Petroleum Contract, a JOA and a Farmout Agreement.

DAY 4

SESSION 1

Key Arbitration Awards Regarding Oil Company / Host Government Disputes

- A review of arbitral awards regarding key issues pertinent to the oil company/host government relationship.

SESSION 2

Arbitration Awards Involving Subject Matter Within The Middle East

- A review of important arbitral awards regarding disputes pertinent to petroleum projects in the Middle East.

SESSION 3

The Mediation

- Suitability and timing
- Process and procedure
- Finding a mediator
- Preparing for a mediation
- Case studies

SESSION 4

The Arbitration

The roles in the management of the arbitration:

- In-house counsel and business operators
- Outside counsel
- Arbitrator

Case Management Conference:

- Early determination of issues
- Arbitration schedule
- Number of rounds and briefs
- Conduct of the hearing

INTERNATIONAL OIL & GAS CONTRACTS DRAFTING, NEGOTIATION & DISPUTE RESOLUTION EXCELLENCE 2018



4 Day Masterclass



5th - 8th March 2018



Sheraton Dubai Creek Hotel & Towers, Dubai



SESSION 5

When A Serious Dispute Arises

The discovery issue:

- The danger in every single line written by you or your colleagues!
- Identify frequently over-looked problem areas
- The document retention
- The legal privilege
- The danger in every single line written by you or your colleagues!
- Arbitration and ADR Alternative Dispute Resolution processes vs ordinary courts
 - Times
 - Costs
- Qualifications of the mediators, experts and arbitrators, and quality of the decisions
- The “special courts” pros and cons
- DIFC Dubai International Finance Centre courts
- SICC Singapore International Commercial Court

Course Concludes

TESTIMONIALS

It was a great event, well organized and very useful for our organization.

Oil India Limited

We are very pleased with all of the services provided to our company by Quest ontheFrontier.

They are professional and highly motivated in introducing our company to quality investor groups of many varying types- in quite a few different cities. We have, and will continue to, recommend Quest ontheFrontier to others.

Sui Northern Gas Pipelines Limited

A very well organized and coordinated event, great level of professionalism.

Abu Dhabi Gas Industries Ltd.

Very professionally organized, friendly team of organizers and very good and useful course material.

Bahrain Petroleum Company (BAPCO)

A good program on oil and gas project with middle east reference.

Kuwait Energy

The Training Material has a lot of best practice from across the world which could be adopted in our content.

Petronet LNG Limited

Well organized, good and Experienced Speaker.

Mubadala Petroleum