Advanced Oil and Gas Industry Contracts

Joint Ventures and Other Collaboration Agreements

24-25 November 2016 • 15-16 June 2017  London

Key topics include:

- How to structure a joint venture to create a successful relationship
- Key issues with host government contracts to deliver lasting relationships
- Review of key provisions of the governing agreement to deliver watertight contracts
- Managing risk through effective drafting of key clauses
- Licensing technology and other IP aspects highlighting areas of risk and commercial exploitation
- Relevant anti-trust issues and how to identify exposure
- Managing post signature issues to avoid costly disputes

‘Comprehensive course with relevant content and material’
Rawan Ziadhah, Legal Advisor, Consolidated Contractors Company

‘Great variety of speakers; different background and experience reflected in presentations’
Ulla Achleitner, Legal Counsel, OMV Gas & Power GmbH

Includes: A mixture of lecture and workshop-based learning to illustrate the theory in practice

THIS COURSE QUALIFIES FOR 11.5 CPD HOURS

Fully revised and updated
Advanced Oil and Gas Industry Contracts
Joint Ventures and Other Collaboration Agreements
24-25 November 2016 • 15-16 June 2017, London

Why should you attend?
It is key to the success of all oil and gas companies to form powerful alliances that address the unique challenges they face in areas of mutual interest. Well-structured and effective joint ventures lead to commercial success and new opportunities. To achieve this success you need to ensure you have the correct agreement in place.

This unique seminar from Falconbury, the experts in commercial contracts, professional development, has been designed to follow on from the highly popular Drafting and Negotiating Oil and Gas Industry Contracts to focus on the key considerations of a successful joint venture agreement. Attend this programme to ensure you are up-to-date on the legal and commercial aspects of joint venture agreements that lead to successful collaborations.

What are the objectives of this seminar?
By attending this seminar, you will be able to:

- **Gain** an understanding of the general principles behind successful joint venturing for the oil and gas industry
- **Examine** the different types of joint venture structures and their advantages and disadvantages
- **Draft** the agreements that create a successful joint venture relationship
- **Discover** more about the special issues that arise when a State is a joint venture partner
- **Understand** which key provisions need to be included in the governing agreements
- **Recognise** the importance of anti-trust compliance and how to ensure your organisation is compliant
- **Learn** how IP aspects should be dealt with, including existing and new technology
- **Grasp** the different ways in which disputes can be dealt with in the most economic and efficient way

Who should attend?
In-house lawyers • procurement managers • contract managers • contract analysts • contract engineers representing international petroleum companies • contractors and sub-contractors to the petroleum industries together with host governments.

5-day Oil & Gas Contract School
Attend this programme as part of the Oil and Gas Contracts School, a practical and interactive week of professional development for legal, commercial, contracts and business executives from the Oil and Gas Industry. The aim of the week is to examine the key challenges of international commercial agreements in the context of the upstream oil and gas industry.

The first part of the week addresses the core skills, practical tips and tactics needed to deliver successful commercial agreements through an enhanced understanding of the issues, more skilful drafting and more confident negotiation.

**Understanding, Negotiating and Drafting Oil and Gas Industry Contracts**
21-23 November 2016 • 12-14 June 2017, London

The second part of the week focuses on more advanced issues and skills, particularly those involved in developing and securing joint ventures which are inherent in the global oil and gas industry.

**Advanced Oil and Gas Industry Contracts: Joint Ventures and Other Collaboration Agreements**
24-25 November 2016 • 15-16 June 2017, London

Save £599 / £839 off both these events by attending them back-to-back as the Oil and Gas Contracts School. For full details see back page.

**Oil and Gas Contract School fee:** £2399.00 / £3359.00 + VAT
To find out more call Customer Services on: +44 (0)20 7729 6677 or email: info@falconbury.co.uk
# Day one

**Chair:** Dr Ned Swan, Partner, Elborne Mitchell LLP

<table>
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<tbody>
<tr>
<td>0900</td>
<td>Registration and refreshments</td>
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| 0930 | Introduction: Why venture jointly and why is it so important to the oil and gas industry  
- Spreading risks  
- Financial risks  
- Political risks  
- Cultural risks  
- Market risks  
- Environmental risks  
- Technological risks  
- International risks  
  Dr Ned Swan |
| 1000 | Joint operating agreements – overview and key provisions  
- Rationale for petroleum joint venture  
- Types of governing agreements  
- Parties and participating interests  
- Joint operations vs exclusive operations  
- The operator and operating committee  
- Transfers; issues and mechanics  
- Default and forfeiture  
  Bob Palmer, Senior Partner, CMS Cameron McKenna |
| 1100 | Refreshments |
| 1115 | PRACTICAL WORKSHOP  
PART 1  
Drafting the agreements creating the joint venture relationship  
(Some key concepts)  
- The role of the partners, Operator and Operating Committee  
- Incorporated joint ventures  
- Shareholder’s agreements  
- Operator’s liability  
- Transfer/assignment  
- Liability and default  
- Exclusivity and non-consent  
- Exit – withdrawal, assignment and pre-emption  
- Accounting and currencies  
  Hamish McArdle |
| 1245 | Lunch |
| 1300 | Lunch |
| 1330 | PRACTICAL WORKSHOP  
PART 1  
Drafting the agreements creating the JV  
- Types of pre-contract documents  
- Letters of intent/MOUs/Heads of agreement  
- The use of confidentiality agreements  
- The aims and purpose of joint bidding agreements  
- The main characteristics of area of mutual interest agreements  
- Farm out agreements  
- Joint study agreements  
- Drafting issues and content  
- Key terms  
  Hamish McArdle, Partner, Baker Botts (UK) LLP |
| 1515 | Refreshments |
| 1530 | Host government contracts as joint ventures  
- Special issues involving the State as a joint venture partner  
- The different kinds of agreements entered into between oil companies and host governments  
- Key issues to consider when entering into a joint venture with the State  
- Host government petroleum regimes  
- Types of petroleum agreements  
- Contracts and PSAs  
- Cooperation agreements  
- Production sharing agreements  
  Tom Wigley, Partner, Trowers & Hamlins LLP |
| 1600 | Managing risk  
- Construction risk – procurement strategy – design works  
- Examples of events commonly defined as PFM  
- Permitting and licences – political Force Majeure  
- Change of law  
- Compensation and termination/step-in  
  Tom Wigley |
| 1730 | Close of day one |

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# Day two

**Chair:** Bob Palmer, Senior Partner, CMS Cameron McKenna

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<tbody>
<tr>
<td>0900</td>
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| 0930 | PRACTICAL WORKSHOP  
PART 2  
Negotiating and drafting the main commercial provisions of the joint operating agreement  
- The relationship between the parties  
- Scope  
- Interest of the parties  
- The role of the Operator  
- The rights and duties of the Non-Operator  
  Bob Palmer |
| 1030 | Refreshments |
| 1045 | Tax issues in oil & gas acquisitions and joint ventures  
- Tax considerations in structuring a deal  
- Particular tax challenges in dealing with transactions in emerging markets  
- Mitigating and allocating tax risk  
  Aaron Fairhurst, Partner, CMS Cameron McKenna |
| 1145 | The development of technology and other IP aspects of international joint ventures  
- Existing technology and development of new technology  
- Exploitation of IP rights  
- Partnering  
- Collaboration agreements  
- Issues with multi-jurisdictional agreements  
  Sally Shorthose, Partner, Bird & Bird |
| 1245 | Lunch |
| 1400 | Anti-trust issues  
- Sharing of information between the partners and the joint venture  
- Interlocking directorates  
- Secondment of staff from one or more partners to the joint venture  
- How to identify antitrust exposure related to joint ventures with competitors  
  Alberto Martinuzzi, Senior Associate and Natalia Rodriguez, Senior Associate, Herbert Smith Freehills |
| 1515 | Refreshments |
| 1530 | Handling exits and disputes between the JV parties  
- Common reasons for JV exits  
- Avoiding deadlock exits  
- Residual rights, liabilities and restrictions  
- Commercial party concerns  
- Government consent to transfer  
- Pre-emption rights  
  Louis Flannery, Partner and Head of International Arbitration, Stephenson Harwood LLP |
| 1700 | Close of seminar |

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**Dates and venue**  
24-25 November 2016  
15-16 June 2017  
Hilton Green Park Hotel  
Half Moon Street  
Mayfair  
London W1J 7EN  
Tel: +44 (0)20 7629 7522  
Web: www.hilton.co.uk/greenpark

Steeped in history, dating back to the 1720s, The Hilton London Green Park hotel is set between the iconic Royal Parks and the shops of Oxford, Regent and Bond Street. The stylish Georgian townhouse hotel is just 45 minutes by train from Heathrow Airport, and within easy walking distance to London attractions like Buckingham Palace, Westminster and Harrods. Boasting a traditional exterior with a contemporary interior, the hotel is a 3 minute walk away from Green Park Tube Station.

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**@bookings@falconbury.co.uk +44 (0)20 7729 6677**
Advanced Oil and Gas Industry Contracts Joint Ventures and Other Collaboration Agreements

To book online go to: falconbury.co.uk/312

Dates and venue
24-25 November 2016 Ref: 9647
15-16 June 2017 Ref: 9843

Hilton Green Park Hotel
Half Moon Street, Mayfair
London W1J 7BN
Tel: +44 (0)20 7629 7522
Web: www.hilton.co.uk/greenpark

Accommodation
We have arranged a preferential rate at this hotel and another nearby hotel, Hilton Hyde Park Hotel, www.hilton.co.uk/hydepark, which is within walking distance. To take advantage of this rate contact the reservations teams on the email below and quote Falconbury:
Hilton Green Park Hotel: reservations.greenpark@hilton.com
Hilton Hyde Park Hotel: reservations.hydepark@hilton.com
For information on alternative accommodation solutions please visit our website: falconbury.co.uk/accommodation

Three ways to book
falconbury.co.uk @ bookings@falconbury.co.uk +44 (0)20 7729 6677

Fees and payment

EARLY BOOKING DISCOUNT Book BEFORE 19 September 2016
£1099.00 + VAT = £1318.80 • €1539.00 + VAT = £1846.80

FULL PRICE Book AFTER 19 September 2016
£1299.00 + VAT = £1558.80 • €1819 + VAT = €2182.80

Multiple booking discount for 2nd or subsequent delegates – 15%
£1104.15 + VAT = £1324.98 • €1546.15 + VAT = €1855.38

Payment options
1. Invoice which can be paid by BACS (for bank account details please see the section in ‘The Small Print’ below) or by credit card to Falconbury Ltd.
2. Online through our secure website when registering.

FEE: The fee includes all meals and refreshments for the duration of the course and a complete set of course materials. If you have any particular requirements please advise customer services when booking.

HOW TO REGISTER AND PAY: A VAT invoice and booking confirmation will be sent within 7 days, please contact us if you have not heard anything after that time. Payment can be made by credit card or by bank transfer (for bank account details please see bank account details section). VAT no. 770008751. Any questions please contact Customer Services on +44 (0)20 7729 6677. ALL PAYMENTS MUST BE RECEIVED IN ADVANCE OF THE EVENT.

VAT RECLAIM INTERNATIONAL DELEGATES: If you are attending the course from outside the UK you can reclaim the VAT payable through HM Customs and Excise please visit their website at www.hmrc.gov.uk for a downloadable form or contact our customer services on info@falconbury.co.uk for more information.

MULTIPLE BOOKING DISCOUNT: This discount may not be used in conjunction with any other offer.

CANCELLATIONS AND TRANSFER: Once we have received your booking the place(s) are confirmed.

Delegate
Up to 28 days before course 22 to 14 days before course 15 to 9 days before course
Cancellation 15% admin fee 100% admin fee 100% admin fee
Transfers Free 100% admin fee 100% admin fee
Substitution Free Free Free

A maximum of one transfer is allowed. After the transfer no cancellation can be accepted and the full invoiced fee will be charged. Transfers are subject to payment of the difference on higher value courses. All cancellations must be received in written form.

PLEASE NOTE: Falconbury Ltd reserve the right to change the content and timing of the programme, the speakers, the date and venue due to reasons beyond their control. In the unlikely event that the course is cancelled Falconbury will refund the full amount and disclaim any further liability.

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5-day Oil & Gas Contract School
21-25 November 2016 • 12-16 June 2017

SAVE £599 /€839 by attending the FULL WEEK

21-23 November 2016 • 12-14 June 2017, London

Includes 5 days of practical and interactive training, full supporting documentation, lunch, refreshments throughout the day and networking opportunities.

FULL PRICE
£2399.00 + VAT = £2878.80 • €3359.00 + VAT = €4030.80

Multiple booking discount for 2nd or subsequent delegates – 15%
£2039.15 + VAT = £2446.98 • €2855.15 + VAT = €3426.18

The Small Print

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