



Institute for  
**ENERGY LAW**

## 4th Mergers, Acquisitions and Divestitures Conference



### 4th Mergers, Acquisitions & Divestitures Conference

May 18 - 19, 2017

JW Marriott Galleria Houston  
Houston, Texas

Register Now! [cailaw.org/iel](http://cailaw.org/iel)

### Topics Include

- | Lessons Learned from Energy Bankruptcies (and other Distress Events)
- | New Deals and Projects in Mexico's Energy Sector in 2017: US \$100 Billion and Counting
- | Current State of the Oil & Gas Markets
- | Let's Litigate: What You Can Learn from A Litigator About M&A
- | Developments Abroad - Russia, Iran, Iraq, Cuba, etc.

**MCLE credit will be available**

Register by April 20 to receive a discount.



*IEL is an Institute of*  
**THE CENTER FOR AMERICAN  
AND INTERNATIONAL LAW**

# 4th Mergers, Acquisitions & Divestitures Conference

## SCHEDULE

May 18

### Conference Co-Chairs

**James E. Parsons**  
Exxon Mobil Corporation  
Irving, Texas

**Jonathan B. Newton**  
Baker & McKenzie LLP  
Houston, Texas

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*“Timely updates from a knowledgeable faculty with actual experiences to illustrate their points.”*

— 2016 Participant



2016 M&A Conference

### 8:45 WELCOME, OVERVIEW AND INTRODUCTION

#### 9:00 DOING DEALS PART I - CURRENT TRENDS IN M&A CLAUSES

Evolving market practices, court cases and deal trends continue to make for a dynamic M&A negotiations environment and we'll explore latest trends in this session, including under Delaware law.

- **Melissa A. DiVincenzo**, Morris, Nichols, Arsht & Tunnell L.L.P., Wilmington, Delaware
- **Robert L. Kimball**, Vinson & Elkins LLP, Dallas, Texas
- **Warren J. Ludlow**, XTO Energy Inc., Fort Worth, Texas

#### 10:00 DOING DEALS PART II - PRIVATE EQUITY V. CORPORATE BUYER

Not all M&A deals are alike and the continued growth of private equity makes it ever more important to understand the difference between a traditional corporate M&A deal and one involving a private equity component. This session will explain the difference and offer guidance for accomplishing deals with private equity.

- **Sam Pitts**, EnCap Flatrock Midstream, Houston, Texas
- **Omar Samji**, Jones Day, Houston, Texas
- **Laura L. Tyson**, The Energy & Minerals Group, Houston, Texas

### 10:45 BREAK

#### 11:00 LESSONS LEARNED FROM ENERGY BANKRUPTCIES (AND OTHER DISTRESS EVENTS)

Despite some stabilization in the O&G industry, there continues to be much to learn from related distress events and bankruptcies. This session will highlight what M&A lawyers need to learn from those events before they sign-up for their next deal.

- **Christopher M. Abundis**, Swift Energy Company, Houston, Texas
- **Michael E. Hanson, Jr.**, Parkman Whaling LLC, Houston, Texas
- **Robin Russell**, Andrews Kurth Kenyon LLP, Houston, Texas

#### 11:45 LUNCHEON AND GUEST SPEAKER: NORTH AMERICAN ENERGY SECURITY

**Ken Salazar**

Wilmer Cutler Pickering Hale and Dorr LLP, Denver, Colorado  
Former U.S. Secretary of the Interior and United States Senator

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## 1:15 LESSONS LEARNED FROM BIG DEALS

From anti-trust to regulatory hold-ups to major deal collapses to large deals that made it through, this panel will explore what we can learn from the last 12 months of major deal making.

- **Geoffrey L. Newton**, Baker Botts L.L.P., Dallas, Texas
- **Rahul Vashi**, Kirkland & Ellis LLP, Houston, Texas

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## 2:15 REGULATORY DEVELOPMENTS AFFECTING M&A TRANSACTIONS

Whether increased anti-trust scrutiny around the world or a new administration, there is a lot M&A lawyers need to know about regulatory developments when negotiating deals. This session will cover a variety of regulations of interest to attorneys in structuring deals.

- **Armando F. Benincasa**, Steptoe & Johnson PLLC, Charleston, West Virginia
- **Charles F. (Rick) Rule**, Paul, Weiss, Rifkind, Wharton & Garrison LLP, Washington, D.C.
- **David L. Wochner**, K&L Gates LLP, Washington, D.C.

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## 3:15 BREAK

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## 3:30 NEW DEALS AND PROJECTS IN MEXICO'S ENERGY SECTOR IN 2017: US \$100 BILLION AND COUNTING

The Mexican Energy Reform has attracted 100 billion dollars in just three years from its enactment. 2017 will be a very busy year with many huge projects and deals in upstream, midstream, downstream, power and renewables. Panelists will discuss the current status of M&A in Mexico, new energy infrastructure, keys to structuring cross-border transactions and the trends in the energy sector.

- **Nicolas Borda**, Haynes and Boone, SC, Mexico City, Mexico
- **Steven P. Otilar**, Akin Gump Strauss Hauer & Feld LLP, Houston, Texas

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## 4:15 FINANCING AND STRUCTURING OF TRANSACTIONS

M&A deals are not just about M&A clauses, they also need to consider tax issues and alternative structures that can affect the overall transaction. This session will address the financial components of deals on which attorneys must focus and current trends.

- **Neil Barr**, Davis Polk & Wardwell LLP, New York, New York
- **Michael Kaplan**, Davis Polk & Wardwell LLP, New York, New York

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## 5:00 DOING DEALS PART III - REPRESENTATION AND WARRANTY INSURANCE

Many deals are bridging last minute traditional indemnity issues with third party indemnity insurance and we'll cover the basics for those new to these insurance products.

- **Craig A. Schioppo**, Marsh USA Inc., New York, New York
- **Jim Vetter**, Marsh USA Inc., Salt Lake City, Utah
- **Harry C. Wallace**, Marsh USA Inc., Houston, Texas

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## 5:30 NETWORKING RECEPTION

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**8:30** CURRENT STATE OF THE OIL & GAS MARKETS

The world of Energy M&A has changed substantially in recent years. This session will address the current and future landscape of the oil and gas markets.

- **Mark Deverka**, JPMorgan Chase & Co., Houston, Texas

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**9:15** LET'S LITIGATE: WHAT YOU CAN LEARN FROM A LITIGATOR ABOUT M&A

For better or for worse, a huge percentage of M&A deals end-up in litigation. This session will provide insight and guidance from litigators that may help keep your next deal out of court or arbitration, including what they look for in agreements, what clauses are problematic and why.

- **Brendan D. Cook**, Baker & McKenzie LLP, Houston, Texas
- **Rudolf Koch**, Richards, Layton & Finger, Wilmington, Delaware

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**10:15** BREAK

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**10:30** DEVELOPMENTS ABROAD - RUSSIA, SAUDI ARABIA, IRAN, IRAQ, CUBA, ETC.

The vast majority of energy transactions cross borders and this session will cover the latest in energy hot spots across the globe.

- **Julia A. Czarniak**, Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York
- **Steven F. Hill**, K&L Gates LLP, Washington, D.C.
- **David B. Kultgen**, General Counsel and Secretary, Saudi Aramco 2010-2016, Austin, Texas

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**11:15** THE MLP LANDSCAPE

The announcement of the demise of the MLP market may be premature. This session will cover the latest on MLPs.

- **Raymond C. Fossett**, EY, Tulsa, Oklahoma
- **David Palmer Oelman**, Vinson & Elkins LLP, Houston, Texas

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**11:45** WHAT EVERY ATTORNEY MUST KNOW ABOUT CYBER SECURITY AND DATA PRIVACY ISSUES AND THEIR ETHICAL OBLIGATIONS (ETHICS)

This presentation will describe three main issues of concern to attorneys regarding cyber security and data privacy. First, what are counsel's ethical obligations in this rapidly developing area. Second, what preventative measures or due diligence can counsel take in a merger or acquisition context. Third, what regulatory enforcement can a company expect from the FTC following a breach.

- **Pierre Grosdidier, Ph.D.**, Haynes and Boone, LLP, Houston, Texas

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**12:45** ADJOURN

## ABOUT THE INSTITUTE FOR ENERGY LAW (IEL)



Institute for  
ENERGY LAW

Part of The Center for American and International Law, IEL provides superior educational and professional opportunities for lawyers and other professionals in the energy industry through educational courses, conferences, scholarly publications and membership activities. IEL presents numerous educational conferences and seminars each year, publishes papers and periodicals, and provides an important forum in which contemporary issues affecting the energy industries can be discussed. For more information, [visit cailaw.org/iel](http://visit.cailaw.org/iel).

# REGISTRATION

## 4th Mergers, Acquisitions & Divestitures Conference

May 18 - 19, 2017

JW Marriott Galleria Houston • Houston, Texas

Registration includes the Conference, online course materials and all meals.

Check applicable box:	Received by 4/20/17	Received after 4/20/17
Regular registration fee	<input type="checkbox"/> \$595	<input type="checkbox"/> \$650
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Add \$75 - Receive full course materials in printed binder (Otherwise, papers will only be provided electronically via e-mail. You are welcome to print the online material yourself.)

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8:30am-5:00pm CT

PAYMENT MUST ACCOMPANY REGISTRATION

### GENERAL INFORMATION

**CANCELLATION POLICY:** Tuition, less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by April 20, 2017. E-mail cancellation notice to [lgaspar@cailaw.org](mailto:lgaspar@cailaw.org). After this date, no refunds, but substitution of attendees for this program will be permitted. Registrants not entitled to a refund will receive the course materials.

**HOUSING:** The cost of housing is not included in tuition. However, rooms (in limited number) have been reserved at the JW Marriott Hotel, 5150 Westheimer Road, Houston, TX 77056. Registrants should call 1.800.228.9290 and advise that they are attending the "IEL – Mergers & Acquisitions Conference." Nights available for our rate of \$189 + taxes are 5/17/17 through 5/18/17. Dates outside of this stay are priced based on hotel availability. The last day to obtain this special rate is May 2, 2017.

**NONDISCRIMINATION POLICY:** The Center for American and International Law does not discriminate on the basis of race, color, sex, religion, national origin, age, disability, veteran status or any other protected status in educational activities, scholarship programs or admissions.

**MCLE CREDIT:** This program is approved by the State Bar of Texas for a total of 10.5 hours, including 1 hour of ethics. Course ID Number: 901376143. Credit hours for other states will vary and are subject to each state's approval and credit rounding rules.

For this conference, IEL will directly apply (if requested) for course accreditation in the following states: California, Minnesota, New Mexico, Ohio, Oklahoma, Pennsylvania, Texas and Virginia. Some of these states may not approve a program for credit hours before the program occurs. Attorneys may be eligible to receive CLE credit through reciprocity or attorney self-submission in other states. IEL conferences are typically accredited by all mandatory CLE states.



Institute for  
**ENERGY LAW**

**4TH MERGERS, ACQUISITIONS & DIVESTITURES  
CONFERENCE**

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