



Institute for  
**ENERGY LAW**



2018  
**5/17**

## **Mergers & Acquisitions in Energy Law Conference**

HYATT REGENCY HOUSTON/GALLERIA  
HOUSTON, TEXAS, USA

**Highlight:** Market Outlook – A  
Banker's Perspective



*IEL is an Institute of*

**THE CENTER FOR AMERICAN  
AND INTERNATIONAL LAW**

### **Highlights:**

- Private Equity Trends and How They Are Changing Energy Deals
- Tax Reform – What We Learned in the First Few Months of 2018
- Buy Now, Pay Later – The Latest on Earn-Outs, Deferred Payments and the Use of Non-Cash Consideration in Deals
- Antitrust M&A Under the Trump Administration: Impact on Energy Deals
- Joint Venture Trends

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## 5/17

# Mergers & Acquisitions in Energy Law Conference

## Conference Co-Chairs

Jennifer W. Mosley  
Senior Counsel - Major Transactions Law Group  
Chevron  
Houston, TX

Jonathan B. Newton  
Baker McKenzie  
Houston, TX

WiFi Sponsor: **Kelley Drye**

Breakfast Sponsor: **Baker McKenzie.**

### 8:00 Introductions

#### 8:15 Market Outlook – A Banker’s Perspective (.5 hr)

- **Sean D. Rice**, Managing Director, SCF Partners, Houston, Texas

#### 8:45 Private Equity Trends and How They Are Changing Energy Deals (.75 hr)

Private equity is playing an increasingly important and influential role in the energy industry. The panelists will explain recent and developing trends in M&A transactions that involve private equity buyers and sellers. The panelists will also explore how these trends are impacting non-PE corporate dealmaking and share their predictions for future developments.

Moderator:

- **Hillary H. Holmes**, Gibson, Dunn & Crutcher LLP, Houston, Texas

Panelists:

- **Eduardo Canales**, Akin Gump Strauss Hauer & Feld LLP, Houston, Texas
- **Regina Gregory**, Senior Vice President and General Counsel, Frontier Energy Services, Tulsa, Oklahoma
- **Cameron George**, Senior Vice President, Sanchez Oil & Gas, Houston, Texas
- **Laura Tyson**, Managing Director and General Counsel, The Energy and Minerals Group, Houston, Texas

#### 9:30 Tax Reform – What We Learned in the First Few Months of 2018 (.75 hr)

Just a few months after the federal government adopted the largest tax overhaul in three decades, many companies

are trying to quickly understand the implications of the Tax Cuts and Jobs Act (“TCJA”), re-evaluating existing projects and considering new investment opportunities. Among them, changes in the repatriation rules could mean that U.S. multinationals will bring a significant amount of cash back to the U.S., potentially boosting M&A activity. This panel will provide a practical overview of certain of the new provisions under the TCJA and how these changes can impact current and prospective transactions.

- **John T. Bradford**, Liskow & Lewis, Houston, Texas
- **Kai R. Kramer**, Baker McKenzie, Houston, Texas

### 10:15 Break >

#### 10:30 Buy Now, Pay Later – The Latest on Earn-Outs, Deferred Payments and the Use of Non-Cash Consideration in Deals (.75 hr)

- **Tim Chandler**, Sidley Austin LLP, Houston, Texas

#### 11:15 Antitrust M&A Under the Trump Administration: Impact on Energy Deals (.75 hr)

We have now had over a year to see the Trump Administration’s antitrust team in action. This session will explore its policies and approaches regarding antitrust matters and the potential impact on energy-related M&A deals. The discussion will focus on the people filling the top positions, what recent enforcement decisions tell us about likely priorities for the administration, and the trends affecting the timing and burden of the antitrust review process.

- **William H. Stallings**, Mayer Brown LLP, Washington, D.C.

## SCHEDULE

12:00 Lunch > Sponsored by:



KIRKLAND & ELLIS



1:00 Break >

### 1:15 Joint Venture Trends (.75 hr)

There have been a number high profile O&G joint ventures in the last few years, some of them very large. Not all have gone well. This session will discuss what trends are being seen in O&G joint ventures and what they mean for attorneys.

- **Brian P. Fenske**, Norton Rose Fulbright US LLP, Houston, Texas
- **Quincy J. Jones**, Managing Director, FTI Consulting, Inc., Houston, Texas
- **Victoria Lazar**, Executive Counsel – Mergers & Acquisitions, General Electric Company, Houston, Texas
- **David Leathers**, Alvarez & Marsal, Houston, Texas

### 2:00 Delaware Law Update (.5 hr)

This panel will provide an overview of recent M&A developments under Delaware law—from the changing litigation landscape to the ongoing guidance from the Delaware courts on drafting matters. The panel will discuss current Delaware issues and cases from an advisory and litigation perspective—offering key takeaways and practical pointers.

- **Melissa A. DiVincenzo**, Morris, Nichols, Arsht & Tunnell LLP, Wilmington, Delaware
- **Rudolf Koch**, Richards, Layton & Finger, Wilmington, Delaware

### 2:30 Comparative Law – Legal and Practical Differences Between US, UK and Other Major M&A Jurisdictions (.75 hr)

This panel will discuss the keys to a successful cross-border transaction involving US, UK and other jurisdictions. They will highlight the differences between US and UK styles of sale and purchase agreements, the practical effect of these differences to the transaction, and describe some of the primary considerations when structuring and negotiating a successful cross-border transaction.

- **Daniel Ro-Trock**, Senior Associate General Counsel, Transocean, Houston, Texas
- **Simon J. Tysoe**, Latham & Watkins LLP, London, United Kingdom

3:15 Break >

### 3:30 Decommissioning Issues and Security Considerations (.75 hr)

Rising offshore decommissioning obligations and regulatory uncertainty are an increasing concern for buyers and sellers. Understanding and securing these obligations often significantly impact transactions. The panelists will discuss top concerns with decommissioning obligations and recent trends in securing this liability.

- **Siva Barnwell Adams**, Supervising Counsel, Chevron, Houston, Texas
- **Amy Hollis**, Managing Counsel, Greater Gulf of Mexico, Chevron North America Exploration and Production Company, Covington, Louisiana
- **Jonathan A. Hunter**, Jones Walker LLP, New Orleans, Louisiana

## SCHEDULE

### 4:15 Attorney for the Organization: Ethical and Professional Responsibility Considerations (1 hr ethics)

An attorney representing any client wears many hats: advisor, agent, and advocate. An attorney representing an organization must communicate with, and may also act as an arbiter among, the various management and investing constituents of the organization. This discussion will consider some of the ethical questions that confront the attorney for the organization and suggest some approaches to resolving these questions.

- **Robert R. Keatinge**, Holland & Hart LLP, Denver, Colorado

### 5:15 Adjourn >

### 5:15-6:45 Joint Networking Reception with Energy Industry Environmental Law Conference

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For more information, visit [cailaw.org/iel](http://cailaw.org/iel).

## UPCOMING PROGRAMS

### May 24 - 5th Appalachia Young Energy Professionals' General Counsel Forum

OMNI WILLIAM PENN HOTEL • PITTSBURGH, PENNSYLVANIA

### Sep 5-6 - 9th Law of Shale Plays Conference

OMNI WILLIAM PENN HOTEL • PITTSBURGH, PENNSYLVANIA

### Sep 20 - 11th Annual Young Energy Professionals' General Counsel Forum

MAGNOLIA HOTEL • HOUSTON, TEXAS

### Nov 7 - Energy Litigation 101

HOUSTON, TEXAS

### Nov 8 - 17th Annual Energy Litigation Conference

J.W. MARRIOTT GALLERIA • HOUSTON, TEXAS

# REGISTRATION

## Mergers & Acquisitions in Energy Law Conference May 17, 2018 Hyatt Regency Houston/Galleria • Houston, Texas

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

Check applicable box:	Received by 4/19/18	Received after 4/19/18
Regular registration fee	<input type="checkbox"/> \$435	<input type="checkbox"/> \$495
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\$150 - Add \$150 to register for the National Energy Industry Environmental Law Conference on May 18 at the Hyatt Regency Houston/Galleria.

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## GENERAL INFORMATION

**CANCELLATION POLICY:** Tuition less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by April 19, 2018. Email [kjohnson@cailaw.org](mailto:kjohnson@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 Hyatt Regency Houston/Galleria, 2626 Sage Road, Houston, TX 77056. Registrants should call 1.800.233.1234 and advise them they are attending the "IEL – Spring Conferences" to receive a reduced room rate of \$139 ++ per night. The last day to obtain this special rate is April 25, 2018. Limited rooms available the nights of 5/16/2018 to 5/18/2018.

**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.

**PRESS POLICY:** All IEL conferences are held under the Chatham House Rule. Participants, including journalists, are free to use any information received, but comments may not be attributed to any speaker identified by name or affiliation.

**MCLE CREDIT:** This program is approved by the State Bar of Texas for a total of 7.25 hours, including 1 hour of ethics. Course ID Number: 174012939. 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, Louisiana, 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. Attorneys filing by self-submission in certain states may be required to pay an additional fee. IEL conferences are typically accredited by all mandatory CLE states.

## 3 WAYS TO REGISTER

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**Mergers & Acquisitions in Energy Law Conference**

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**May 17, 2018**

Hyatt Regency Houston/Galleria  
Houston, Texas, USA

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