



Institute for
ENERGY LAW



2019
10/9

Doing Deals: Energy Transactions for Young Energy Professionals

HILTON HOUSTON POST OAK
HOUSTON, TEXAS, USA

Highlight: The Negotiation Before the Negotiation: Confidentiality and Non-Disclosure Agreements



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Highlights:

- The DNA of a Purchase and Sale Agreement
- Finalizing the Deal: Transaction Closing Process and Post-Closing Issues
- If Only You'd Written It Differently: What Litigation Attorneys Wish Deal Attorneys Knew
- Hosted Luncheon with Siva Barnwell Adams of Chevron
- Networking Reception

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10/9

Doing Deals: Energy Transactions for Young Energy Professionals

Conference Co-Chairs

Brian Anderson
Chevron North America
Exploration and
Production Company
Coraopolis, Pennsylvania

G. Adam Dempsey
Marathon Oil Company
Houston, Texas

Melissa A. Munson
Steptoe & Johnson PLLC
The Woodlands, Texas

Sarah Nealis Bohan
Sarah Nealis Bohan PLLC
Bridgeport, West Virginia

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7:45 Registration

8:30 Welcome, Overview and Introductions

8:45 Finding the Deal (1 hr)

This session will address how transactions are formed before lawyers begin papering the deal. Panelists will cover various business aspects of transactions, including considerations on bringing a deal to market, the bid process, matching management teams to assets, and financing options, including a current market update.

Moderator: **C. Walker Brierre, Jr.**, Thompson & Knight LLP, Houston, Texas

Panelists:

- **Julie Gremillion**, Business Development Manager, Occidental Petroleum Corporation, The Woodlands, Texas
- **Meg Murphy**, Vice President, EnCap Investments L.P., Houston, Texas

9:45 The Negotiation Before the Negotiation: Confidentiality and Non-Disclosure Agreements (.75 hr)

This session will provide an overview of important considerations in negotiating confidentiality agreements on behalf of both buyers and sellers.

- **Jonathon K. Hance**, Bracewell LLP, Houston, Texas
- **Joseph D. Yao**, Counsel, Exxon Mobil Corporation, Spring, Texas

10:30 Break >

11:00 Due Diligence in Oil and Gas Asset Acquisitions (1 hr)

This session will analyze due diligence processes in upstream and midstream transactions, including logistical considerations, disclosure schedules and timing considerations relating to the purchase and sale process (pre-signing, interim period, post-closing).

Moderator: **Jasper Mason**, Gibson, Dunn & Crutcher LLP, Houston, Texas

Panelists:

- **Cullen D. Amend, CPL**, Vice President - Land, Encino Energy, LLC, Houston, Texas
- **Andrew S. Graham**, Steptoe & Johnson PLLC, Morgantown, West Virginia
- **Monica J. Raspino**, Assistant General Counsel, Oryx Midstream Services, Houston, Texas

12:00 Hosted Luncheon (0 hr)

Ms. Barnwell Adams will discuss her experience representing Chevron in multiple A&D transactions from both the buyer and seller perspective.

- **Siva Barnwell Adams**, Supervising Counsel, Major Transactions Law Group, Chevron, Houston, Texas

SCHEDULE

1:00 Break >

1:15 The DNA of a Purchase and Sale Agreement (1 hr)

During this session, the presenter will highlight the primary terms of a typical purchase and sale agreement for an energy transaction. The presenter will emphasize the distinction between the business agreement between the parties and the most heavily negotiated legal provisions.

- **Omar Samji**, Shearman & Sterling, Houston, Texas

2:15 Finalizing the Deal: Transaction Closing Process and Post-Closing Issues (.75 hr)

What considerations go into closing a deal? Join our presenters for a discussion of what happens at closing. This session will include a discussion of the signing of an agreement (electronic v. in person), funding, and other issues that may arise on the closing date. The session will also address various post-closing issues, such as working capital and purchase price adjustments and post-closing liabilities, including consideration of representation and warranty insurance versus indemnity escrow.

- **Holly Anderson**, Executive Vice President & General Counsel, Riviera Resources, Inc., Houston, Texas
- **Richard Frazier**, Lead Counsel, Total, Houston, Texas

3:00 Break >

3:15 When One Agreement Isn't Enough: Ancillary Oil & Gas Transaction Agreements (.75 hr)

Learn about common ancillary documents accompanying oil and gas transactions such as joint operating agreements, transition services agreements, and transfer documents (assignments, deeds, etc.).

- **Rachel Reese**, R. Reese & Associates, Houston, Texas
- **Nicole Singer**, Land & Legal Manager, Santo Petroleum LLC, Houston, Texas

4:00 If Only You'd Written It Differently: What Litigation Attorneys Wish Deal Attorneys Knew (1 hr)

A panel of commercial litigation attorneys will comment on contractual provisions that are frequently the subject of litigation (i.e., choice of law; damage provisions; fraud disclaimers) and perils of using "boilerplate" language.

- **Sam Burk**, Senior Counsel – Legal Division E&P, Repsol, The Woodlands, Texas
- **Lucas Liben**, Reed Smith LLP, Pittsburgh, Pennsylvania
- **Jason Newman**, Baker Botts L.L.P., Houston, Texas
- **Carter Williams**, Chief Litigation Counsel, Equinor, Houston, Texas

5:00 Adjourn >

5:00-6:00 Networking Reception >

Silver Sponsors



REGISTRATION

Doing Deals: Energy Transactions for Young Energy Professionals

October 9, 2019

Hilton Houston Post Oak • Houston, Texas

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

Check applicable box:

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Add \$275 to register for the Energy Transaction Conference on October 10 at the Hilton Houston Post Oak.

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CANCELLATION POLICY: Tuition less a \$25 cancellation fee will be refunded upon receipt of written cancellation received by September 16, 2019. Email 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 online course materials.

HOUSING: The cost of housing is not included in tuition. However, rooms (in limited number) have been reserved at the Hilton Houston Post Oak (2001 Post Oak Boulevard, Houston, TX 77056). Registrants should call 1.800.445.8667 and advise that they are attending the "IEL 2019 Conference" to receive a reduced rate of \$159 + tax/night for a standard king room. The last day to obtain this special rate is September 24, 2019.

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This program is approved by the State Bar of Texas for a total of 6.25 hours, no ethics. Course ID Number: 174060475. Credit hours for other states will vary and are subject to each state's approval and credit rounding rules.

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The Center for American and International Law
5201 Democracy Drive
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