



## **Host Government Agreements Overview, Discussion and Mock Negotiation**

Tuesday, June 10, 2025 | 1:30 p.m. - 5:00 p.m.

### **Program Description**

This workshop, conducted by the Co-chairs of the recently formed Model Host Government Agreement Drafting Committee, will describe the primary types of HGAs, and solicit the audience's viewpoints on key HGA clauses such as guarantees, relinquishments, stability, decommissioning, and dispute resolution. The second segment will consist of a hands-on mock negotiation among the attendees of a host government agreement in the fictitious country of Hostgovnia.

### **Workshop Faculty**

#### **Andrew B. Derman, Partner, Holland & Knight**

Andy Derman is an energy attorney in Holland & Knight's Dallas office, where he concentrates his practice on oil and gas investment projects and cross-border transactions. Mr. Derman is the leader of the firm's International Energy practice. He is Board Certified in Oil, Gas and Mineral Law by the Texas Board of Legal Specialization.

Mr. Derman provides strategic commercial and business advice, as well as legal and commercial support, related to acquisitions, divestments, trades and mergers; large infrastructure projects, including liquefied natural gas (LNG), gas to liquids (GTL), geothermal, midstream, water purification and refineries; nationalization/expropriation; anti-corruption/Foreign Corrupt Practices Act (FCPA) and sanctions; unitizations; onshore and offshore boundary disputes; exploration, development and production operations; production sharing contracts; negotiations; and dispute resolution, including litigation, arbitration and expert testimony.

Mr. Derman has assisted clients in more than 80 countries on six continents and offers clients a comprehensive understanding of oil and gas activities through experience with a broad spectrum of countries and companies. Prior to joining Holland & Knight, he served as in-house counsel and later an executive for a large international oil and gas company for nearly 20 years. In addition to traditional legal representation, Mr. Derman also counsels clients on business development and commercial matters, including the identification and capture of oil and gas opportunities.

Mr. Derman is a frequent teacher and lecturer at conferences, seminars and universities on oil and gas-related topics. For more than 30 years, he has taught the full scope of oil and gas contracts, including host government contracts (production sharing, concession, license and service agreements) and industry contracts (joint operating agreements, accounting procedures, confidentiality agreements, study and bidding agreements, lifting agreements, farm-in and participation agreements, unitization agreements, infrastructure contracts, LNG contracts, etc.).

#### **Norman J. Nadorff, Special Counsel, Mayer Brown LLP**

Special Counsel Norman Nadorff is located in Houston and works extensively with the Rio de Janeiro office. His practice centers on energy law and transactions and ethics law compliance.

For 30 years, Norman served as in-house counsel for major oil companies with primary focus on Latin America, West Africa and Indonesia. He was Senior Counsel for BP in Angola from 2006 to 2015 as well as Legal Manager for BP Brazil and ARCO Indonesia, where he held two expatriate assignments in the 1990's. Due to this extensive expatriate experience, Norman is adept at finding practical solutions to thorny legal issues facing foreign subsidiaries and in developing national legal departments.

Norman has dealt with a wide range of commercial contracts, including farmout, unitization, joint operating, study and bidding, EPC, drilling and wellsite services, gas sales, shareholder, joint venture, and project finance agreements, as well as a wide variety of host government granting instruments. He recently wrote a new standard Production Sharing Contract for the Energy Ministry of a country in Southeastern Africa and a detailed country report on Suriname for a major oil and gas company.

Norman was worldwide Legal Manager for BP Solar in the early 2000's and also has experience with onshore US oil and gas transactions.

At ARCO, Norman wrote the Company's policies on Foreign Corrupt Practices Act, US Anti-boycott laws and US Export Regulations. He has participated in corruption, fraud, conflict of interest and hostage-taking investigations and helped resolved various commercial disputes.

Norman has been Adjunct Professor of Law at the University of Houston Law Center since 2012 and has taught International Petroleum Agreements in several US and foreign law schools. In 2006, he played key roles in the creation of a pioneering international oil and gas master's program at Angola's national law school, which is now in its sixteenth year. Norman lectures frequently in law schools and privately on petroleum law, anti-corruption laws, contract drafting and negotiations, and development of local talent.

Norman is fluent in Portuguese and Spanish, proficient in French, and has experience negotiating in all three languages. He is currently a Director of the Brazil-Texas Chamber of Commerce and a former Director of the Association of International Energy Negotiators in which he is active in several capacities, including Co-Chair of the 2022 and 2023 Model Contracts Workshops and member of the Education Advisory Board.

**Ricardo Silva, Partner, Miranda Law Firm**

Ricardo is an Attorney, and a Partner at Miranda & Associados (Miranda Law Firm) in Lisbon, Portugal, and one of the Firm's Co-Heads of Energy and Coordinator of its Timor-Leste branch office.

Ricardo is qualified to practice in Portugal and Timor-Leste, and has significant experience in advising both private clients and sovereign States on oil & gas projects and regulatory matters, as well as in petroleum contract negotiations, and drafting of legislation. Major projects Ricardo has been involved in include: advising major and independent International Oil Companies ("IOC") in negotiating Production Sharing Contracts ("PSC") and Risk Services Contracts ("RSC") in various African and Asian jurisdictions, including in the Pre-Salt play; advising investors in the structuring of various Liquefied Natural Gas ("LNG") projects in East and West Africa; advising a sovereign State in S.E. Asia on the structuring of an LNG Project; advising an Asian oil & gas regulatory authority in the structuring of its downstream sector, including drafting of the overarching legislation and respective regulations, and presenting workshops and teaching training sessions to the agency's staff; advising a S.E. Asian State in the drafting of a new Mining Code; advising an Asian NOC in reviewing the country's oil & gas statutory, regulatory and PSC framework; representing a West African State before the International Tribunal for the Law of the Sea, and advising the State of Timor-Leste on petroleum matters related to the Maritime Boundary Delimitation process with Australia.

He is a graduate of the Lisbon University School of Law, where he also attended the curricular program of the Master's Degree in Juridical-Political Sciences. Ricardo has been active in lecturing, providing training, making presentations and writing articles on oil & gas matters for national and international publications and institutions. He is a Board Member of the Association of International Petroleum Negotiators (AIPN) and an active member of the American Bar Association, where he held the positions of Vice-Chair, and Co-Chair of the ABA's Section of International Law Africa Committee, Vice-Chair of the International Energy & Natural Resources Committee, and Liaison to the Portuguese Bar Association.

From 2006 to the end of 2008 Ricardo was the Head of Miranda's Houston Liaison Office. He is a national of both Portugal and Australia.