



March 10 - 14, 2025

International Oil & Gas Contracts and Negotiations Core Course

Hilton Copacabana
Rio de Janeiro, Brazil



Association of International
Energy Negotiators



About AIEN | www.aien.org

The Association of International Energy Negotiators (AIEN), formerly AIPN, is the leading professional membership organization of commercial negotiators and energy lawyers in the international energy industry, serving around 2,800 professionals in some 110 countries. AIEN develops model contracts that are widely used throughout the industry, provides educational seminars and conferences around the world, publishes leading research on emerging energy issues and is the premier forum for dialogue on energy transactions amongst companies, government and their advisors.

Course Faculty

Course Chair: **Harry W. Sullivan, Jr.**, Assistant General Counsel, Kosmos Energy; Executive Professor, Texas A&M School of Law, Dallas

Felipe Alice, Partner, Morgan Lewis, Houston

Andrew B. Derman, Partner, Holland & Knight LLP, Dallas

Jennifer Josefson, Partner, Morgan Lewis, Abu Dhabi

Kimberly Reeder, International Energy Counsel, Perth

Special Guest Presenters

Carolina Araujo de Azevedo, Vice Dean of Law School, Universidade Federal do Rio de Janeiro

Marilda Rosado, Associate Professor of International Law, Universidade do Estado do Rio de Janeiro

Course Materials

Course presentation materials are available for download on the AIEN website. Printed materials will not be distributed. Wi-Fi will be available for attendees during the course if you would like to view the presentations from your laptop or tablet. Presentations will be added to the website as they are received.

To access the course materials online:

- Login to the AIEN website (www.aien.org) with your username and password,
- Input the course page url into your browser: aien.org/forms/meeting/Microsite/CoreCourse2025
- Click the “Meeting Documents” link located on the right.

You may also access the presentations under “My Profile”, “My Meetings Page”. If you do not know your AIEN login details, please email kristin@aien.org.

Join AIEN | www.aien.org/join-aien/

AIEN has three types of annual membership - Active, Government/National Company, and Student. All three membership types can apply directly online at the link above.

All AIEN members receive discounted rates to courses, workshops and conferences; free downloads of all AIEN model contracts and research papers; unlimited access to join AIEN’s model contract drafting committees; free online access to Journal of World Energy Law & Business and AIEN membership directory; and much more. Join us!

Hilton Copacabana

Av. Atlantica 1020, Rio de Janeiro 22011-010, Brazil

Course Registration Desk

The registration desk, located in the Cabo Frio Foyer at the Hilton Copacabana, will be open throughout the course.

Registration Hours

Monday, March 10 - Friday, March 14: 08:30 - 17:30

CLE Credits

AIEN is an accredited sponsor approved by the State Bar of Texas Committee on MCLE. A maximum of 31.25 CLE credit hours, of which 1.25 credit hours will apply to legal ethics/professional responsibility credit will be awarded based on individual attendance. A CLE sign-up sheet is available at the registration desk. If you require credit for another state, please inform AIEN staff and they can provide you with a certificate of attendance.

Meals and Entertainment

Your course registration includes lunches, morning and afternoon refreshment breaks, and entrance to the Welcome Reception.

Welcome Reception

- Held 18:00 - 20:00 Monday, March 10 in Cabo Frio Foyer.
- Dress code is business/business casual.
- Beer, wine and hors d’oeuvres will be served. Come and enjoy great food, drinks and be prepared for plenty of networking!

Morning and Afternoon Refreshment Breaks

- All refreshment breaks outlined in the course program will be held in the Cabo Frio Foyer, outside the general session room.

Lunches

- All lunches outlined in the course program will be held in Clarice Restaurant, located on the 4th Floor.



Course Program

Monday, March 10, 2025

09:00 – 09:30 Introduction, Opening Remarks and Overview of International Energy Industry

09:30 – 11:00 Confidentiality & Bidding Agreement Issues

Sullivan & Alice

Sharing of data and information without losing a competitive advantage is critical for International Energy Business

- Review of the AIEN Model Form Confidentiality Agreement, which provides protection for valuable information and data that is shared with another company, and related issues
- Review of the AIEN Model Form International Study and Bid Group Agreement, which addresses the sharing of information and data, and other issues in creating a bidding group to acquire rights, and related issues

11:00 – 11:15 Refreshment Break

11:15 – 12:30 Anti-Bribery, Corruption Laws and Sanctions Issues

Derman, Sullivan & Azevedo

Bribery and Corruption are among some of the biggest obstacles to success in the International Energy Business

- Combatting bribery and corruption in international business transactions through a variety of treaties, conventions, and laws
- Business ethics and the principles found in anti-bribery and corruption laws
- Traps for the unwary

12:30 – 14:00 Hosted Lunch
Clarice Restaurant, 4th Floor

14:00 – 15:00 Service Agreement Issues

Reeder & Alice

Obtaining services and goods from third parties is standard practice in the International Energy Business

- Services provided by service companies in support of the petroleum operations under granting instruments
- Examination of the main issues in service contracts, including warranty and cross-indemnity provisions

15:00 – 15:15 Refreshment Break

15:15 – 16:30 International Dispute Resolution

Derman

Resolving investment disputes through International Arbitration is the norm in the International Energy Business

- Successful resolution of disputes between parties
- International arbitration -- an impartial private method of resolving disputes
- The specific clause required in a granting instrument to have access to the chosen dispute resolution method and enforce the resulting decision

16:30 – 18:00 Granting Instrument Issues

Josefson, Derman, Rosado & Azevedo

Host countries utilize contractual granting instruments to enable the International Energy Business

- Concessions
- Production sharing agreements
- Service agreements
- Joint ventures

Tuesday, March 11, 2025

09:00 – 10:30 Granting Instrument Issues (continued)

10:30 – 11:00 Refreshment Break

11:00 – 12:30 Granting Instruments Issues (continued)

12:30 – 14:00 Hosted Lunch
Clarice Restaurant, 4th Floor

14:00 – 15:30 Granting Instruments Issues (continued)

15:30 – 16:00 Refreshment Break

16:00 – 17:00 Stabilization & Sovereign Immunity

Sullivan & Derman

These clauses have their own issues and concerns but they support investor and lender confidence.

- Two of the more common investor protections found in host government contracts will be discussed in greater detail in this session.

17:00 – 18:00 Implementing New Energy Solutions

Josefson & Reeder

The world today is in the midst of an energy transition as we strive for lower or no carbon alternative energy solutions.

- This session will examine the energy transition and the issues being raised for the oil and gas industry.

Wednesday, March 12, 2025

09:00 – 10:30 Joint Operating Agreement (JOA) Issues

Sullivan, Reeder & Rosado

Governance among co-venturers in the International Energy Business is regulated by contractual JOAs

- Establishing the rights, duties, and obligations of coventurers in the same oil and gas contract area
- Review of the AIEN 2012 Model Form International Operating Agreement

10:30 – 11:00 Refreshment Break

11:00 – 12:30 Joint Operating Agreement Issues (continued)

12:30 – 14:00 Hosted Lunch
Clarice Restaurant, 4th Floor



Course Program

Wednesday, March 12, 2025 (continued)

14:00 – 16:00 **Joint Operating Agreement Issues (continued)**

16:00 – 16:15 **Refreshment Break**

16:15 – 17:30 **JOA Issues / Accounting Procedure**

Alice & Sullivan

- Review of the AIEN Accounting Procedure

Thursday, March 13, 2025

09:00 – 10:30 **Participation: Farmin/Farmout Agreement Issues**

Josefson & Derman

A Farmout is one method of transferring interests in granting instruments in the International Energy Business

- Using a farmout (participation) agreement to acquire an interest in an oil and gas granting instrument by performing or paying for specified work under the granting instrument
- AIEN Model Form International Farmout Agreement

10:30 – 10:45 **Refreshment Break**

10:45 – 12:00 **Sale and Purchase Agreement Issues**

Josefson & Derman

Sales of interests in granting instruments if common in the International Energy Business

- International purchase and sale of oil and gas interests
- Key provisions and risks of purchase and sale agreements for oil and gas assets

12:00 – 13:30 **Hosted Lunch**
Clarice Restaurant, 4th Floor

13:30 – 15:45 **Unitization Issues**

Derman & Sullivan

Joint development of shared reservoirs is through Unitization in the International Energy Business

- Development of oil and/or gas reservoirs by the owners of various contract areas as a single unit when they extend beneath more than one contract area
- Mechanics of unitization
- AIEN Model Form Unitization and Unit Operating Agreement

15:45 – 16:00 **Refreshment Break**

16:00 – 17:00 **Decommissioning Issues**

Alice & Sullivan

End-of-use issues relating to petroleum activities is a concern in the International Energy Business

- Decommissioning as an adjunct obligation to the right to develop oil and gas
- Review of contractual provisions related to decommissioning

Friday, March 14, 2025

09:00 – 10:30 **Crude Oil Sales & Lifting Agreement Issues**

Alice & Sullivan

Marketing of oil is fundamental to the International Energy Business

- How co-venturers share limited infrastructure to take, lift, and sell their individual shares of oil production.
- AIEN Model Form Lifting Agreement
- Contracts involved in the physical sale of crude oil

10:30 – 10:45 **Refreshment Break**

10:45 – 12:00 **Gas Sales Agreement Issues**

Sullivan & Alice

Marketing gas is different than oil in the International Energy Business

- Differences between sales of natural gas and crude oil
- Mechanics of international sales of natural gas

12:00 – 13:30 **Hosted Lunch**
Clarice Restaurant, 4th Floor

13:30 – 14:00 **Gas Balancing and Transportation Issues**

Sullivan & Alice

Gas sales have unique challenges in the International Energy Business

- Out of balance sales of natural gas to different customers, resulting in one party selling more than its participating interest share of natural gas production and the other selling less than its participating interest share
- Gas balancing agreements, which establish a method for restoring balance to each party's share of production
- Key concepts involved in natural gas transportation agreements

14:00 – 15:00 **Overview of LNG**

Sullivan & Derman

LNG is a transportation method for natural gas in the International Energy Business

- LNG value chain
- Mechanics and contracts involved in developing an LNG export project

15:00 – 15:15 **Refreshment Break**

15:15 – 17:00 **Overview of LNG (continued)**

17:00 **Course Adjournment**