

Syllabus
Energy Law: Doing Business in Emerging Markets
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Course # 6352, Section # 21039

Welcome to the *Energy Law: Doing Business in Emerging Markets* course at the University of Houston Law Center! This is the sixth time I have been given the opportunity to teach the course at the Law Center. We will examine the process of investing in the so-called emerging markets with an emphasis on understanding such transactions from both the foreign investor's and the host country's viewpoint. We will analyze the various aspects of making an investment in the oil and gas industry of emerging market countries, including the types of impediments and complications that may be encountered.

Textbook and Class Materials.

1. The textbook for this course is *Doing Business in Emerging Markets – a Transactional Course*, written by Richard N. Dean and Paul B. Stephan, which was first published by the Foundation Press in October 2009. The second edition is in the process of being published, and I have joined Mr. Dean and Prof. Stephan as a co-author of this new edition. We will also use the companion “Documents Supplement” to the textbook that serves as an important resource for related statutes and contracts. In addition, I will provide a notebook with copies of my own supplementary materials for the purpose of providing examples of real world experiences. Early in the semester we will form negotiating teams that will participate in three separate team negotiation exercises. These team negotiation exercises are what distinguish this course from others.

2. The authors of the textbook, Richard Dean and Paul Stephan, introduced this course to the University of Virginia Law School many years ago. I have taught portions of Chapters 4 and 5 with Professors Dean and Stephan at the UVA as a Visiting Professor almost every year since 2000. The UVA offers this course as a seminar.

3. Additional documentary materials may be made available to you as a supplement from time to time by electronic means. Some of such items, as well as all of the materials in the textbook, may be subject to copyright restrictions, and, therefore, will be limited to your personal use for the class. You may not distribute the copyrighted material; it is for your sole use in this class.

Grading, assignments, quizzes, final exam, class conduct and makeup classes.

1. Your grade will consist of the results of your class participation, the negotiating exercises, chapter quizzes and the final exam. Brief written assignments will be due in class in connection with the results of the negotiating exercises. I will assign certain cases and problems to individuals or teams of students in advance for presentation to the entire class. These writing assignments and presentations will be graded on a Pass/Fail basis, but you will

not receive a grade in the course unless you hand in the writing assignments and make the presentations. The chapter quizzes will be given upon the conclusion of chapters 2, 3, 4 and 5 only, and will consist of multiple choice, fill in the blank and true/false questions. The chapter quizzes will comprise 25% of your final grade.

2. I expect you to be prepared for class by doing the reading in advance, by volunteering answers to questions asked in class, by asking questions in class, and by participating in the general discussions we will have from time to time. Your grade may be either raised or lowered by half a grade based on your attendance, preparation and participation.

3. The final exam will be an open book test, consisting of a combination of multiple choice, true/false, fill in the blank, and essay questions. All of these questions will be designed to test your knowledge of the significant issues we will cover in connection with the process of investing in the international energy industry in emerging markets. They will also test your understanding of key terms and concepts discussed in class.

4. The class will be held on Tuesdays and Thursdays, and each session of the class will meet from 1:00 to 2:20 p.m. We will determine the need for makeup classes, if any, on a case by case basis.

Description.

This course explores the legal and regulatory structures affecting foreign investors seeking to participate in the development of emerging markets countries, with particular emphasis on energy related transactions. It gives an insight into the types of problems that are encountered when working in countries that provide business opportunities but have weak legal institutions and vague business cultures, such as corruption, human rights abuses, regulatory expropriation, uncertain property rights and government authorizations, and poor dispute resolution and law enforcement mechanisms. The textbook includes introductory text material with a series of problems derived from practice, as well as cases and an analysis of legislative and regulatory materials. The course will also provide practical applications of practice techniques and negotiating skills that may be used in resolving the problems encountered in emerging markets.

Negotiation Exercises.

There will be three negotiation exercises for which the members of the class will be divided into separate negotiating teams. These negotiation exercises will be conducted in connection with the topics covered in Chapters 3, 4 and 5 of the textbook. The specific exercises will be handed out at least two days in advance, and the actual negotiating sessions will be conducted in class. The results of the negotiations will be summarized by each team in writing and short presentations will be made by the teams regarding the outcome.

Syllabus.

1. The syllabus provides the approximate order in which the subject matter will be discussed and the negotiation exercises will be held, but it may not always reflect the amount of time required to cover the materials in any one class session. I do not intend to omit any reading material that is assigned, so if we do not cover the assigned topics adequately during the designated class session, we will continue during the next class.

2. In addition to the supplementary materials mentioned above, I plan to make some presentations to complement the reading materials. We may also have a guest speaker from time to time, for which you may be given further documentation in support of the guest speaker's lecture.

3. The approximate schedule (subject to change) for covering the materials is as follows:

August 26 and 28 – Introduction and Chapter 1, pages 1-23, plus selected pages of supplemental materials;

September 2 and 4 – Chapter 2, pages 25-63 and pages 1-27 in the Documents Supplement;

September 9 and 11 – Chapter 2, pages 63-95 and chapter quiz;

September 16 and 18 – Chapter 3, pages 97-121 and selected portions of pages 29-91 of the Documents Supplement;

September 23 and 25 – Chapter 3, pages 122-161 and selected portions of pages 92-163 of the Documents Supplement;

September 30 and October 2 – Chapter 3, pages 161-179, chapter quiz and negotiation exercise;

October 7 and 9 – Chapter 4, pages 181-205, presentation and selected portions of pages 165-313 of the Documents Supplement;

October 14 and 16 – Chapter 4, pages 205-220 and selected portions of pages 314-371 of the Documents Supplement;

October 21 and 23 – Chapter quiz and negotiation exercise for Chapter 4;

October 28 and 30 – Chapter 5, pages 221-255, presentation and pages 373-393 of the Documents Supplement;

November 4 and 6 – Chapter 5, pages 255-270, selected portions of pages 395-497 of the Documents Supplement and negotiation exercise;

November 11 and 13 – Chapter 5 quiz, and Chapter 6, pages 271-304;

November 18 and 20 – Complete Chapter 6, pages 304-327 and;

November 25 – last day of class – course review session.

November 27 – Thanksgiving holiday.

December 2 and 4 reading days.