

International Risk Management in Oilfield Services

Wednesdays from 6-8 pm

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Students will be graded in three parts. First, there will be student project. This portion of the course will count for 30% of the final grade. Second, 60% of the grade will be based on a final exam that will be comprehensive and will cover the entire course material. The Final 10% of the final grade will be tabulated based on class participation/involvement.

Course Syllabus

““Article” = Bishop, Dimitroff & Miles, *Strategic Options Available When Catastrophe Strikes the International Energy Project*

“Mandatory Reading” will be used in class discussion

“Optional Material” may or may not be discussed in class and will not be part of the final exam.

We have left two “make up” classes at the end of the semester in the event that we have to miss a class or if the discussion runs over from one week to the next. We will specify in each class what is due for the next session.

DATE	TOPIC	ASSIGNMENT
CLASS 1	<u>1. Overview of Issues related to International Service Agreements</u> A. Introduction to Course B. Introduction of Reading Materials C. Distribution of Hypothetical contract, with brief discussion.	Mandatory Reading Dimitroff and Douglas, Unexpected Killers of Your International Energy Deal Model Drilling Agreement (distributed electronically) Jim Slavin, <i>Bribery Act 2010 Overview and FCPA Comparison</i>
CLASS 2	<u>2. Anti-Corruption</u>	Mandatory Reading Foreign Corrupt Practices Act UK Anti-Bribery Act
CLASS 3	<u>3. What Claims Can Be Brought?</u> A. Treaty Violations: Bilateral Investment Treaties, Energy Charter Treaty and NAFTA	Mandatory Reading Pages 1-8 of Article <i>American Manufacturing & Trading, Inc. v. Republic of Zaire</i> , ICSID ARB/93/1, 36 I.L.M. 153 1 (1997). Optional Reading Jeswald W. Salacuse & Nicholas P. Sullivan, <i>Do BITS Really Work?: An Evaluation of Bilateral Investment Treaties and Their Grand Bargain</i> , 46 Harv. Int’l L.J. 67 (Winter 2005).

DATE	TOPIC	ASSIGNMENT
CLASS 4	<u>3. What Claims Can Be Brought?</u> B. Breach of Contract C. Letter of Credit Litigation	Mandatory Reading Pages 9-14 of Article <i>Nassar v. Florida Fleet Sales, Inc.</i> , 79 F. Supp. 2d 284 (S.D.N.Y. 1999). <i>SRS Products Co., Inc. v. LG Engineering Co.</i> , 994 S.W.2d 380 (Tex. App.- Houston [14th Dist.] 1999, no pet.). Optional Reading R. Doak Bishop, <i>The Duty to Negotiate in Good Faith and the Enforceability of Short-Form Natural Gas Clauses in Production Sharing Agreements</i> , which can be found at: http://www.dundee.ac.uk/cepmlp/journal/html/vol2/article2-1.html
CLASS 5	<u>3. What Claims Can Be Brought?</u> B. Breach of Contract C. Letter of Credit Litigation [Continued]	Same reading as previous class
CLASS 6	<u>3. What Claims Can Be Brought?</u> D. Interim Measures to Freeze Assets or Preserve Evidence for Trial	Mandatory Reading Pages 14-22 of Article Rules 64 and 65 of the Federal Rules of Civil Procedure <i>De Beers Consolidated Mines v. United States</i> , 325 U.S. 212,214-15 (1945). <i>Deckert v. Independence Shares Corporation</i> , 311 U.S. 282 (1940). <i>United States v. First National City Bank</i> , 379 U.S. 378 (1965).
CLASS 7	<u>4. What Forums are Available?</u> A. International Arbitration	Mandatory Reading Pages 22-32 of Article <i>National Oil Corp. v. Libyan Sun Oil Co.</i> , First Award of 31 May 1985,29 I.L.M. 565 (1990), Final Award of 23 February 1987,29 I.L.M. 601 (1990).

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		<p><i>A Practitioner's Guide: An Overview of the Major International Arbitration Tribunals.</i> 3 S.C. J. Int'l. L. & Bus. 21 (Fall 2006).</p> <p>Optional Reading</p> <p>ICSID Convention, Regulation and Rules can be found at: http://icsid.worldbank.org/ICSID/ICSID/RulesMain.jsp</p> <p>ICSID International Facility Rules can be found at: http://icsid.worldbank.org/ICSID/StaticFiles/facility-archive/facility-en.htm</p> <p>ICSID International Facility Rules can be found at: http://icsid.worldbank.org/ICSID/StaticFiles/facility-archive/facility-en.htm</p> <p>[Skim] ICC Arbitration Rules can be found at: http://www.iccwbo.org/uploadedFiles/Court/Arbitration/other/rules_arb_english.pdf</p>
CLASS 8	<p><u>4. What Forums are Available?</u></p> <p>A. International Arbitration</p> <p><u>[Continued]</u></p>	Same reading as previous class
CLASS 9	<p><u>4. What Forums are Available?</u></p> <p>A. International Arbitration</p>	<p>Mandatory Reading</p> <p>Pages 22-32 of Article</p> <p>1958 Convention on the Recognition and Enforcement of Arbitral Awards (the New York Convention) can be found at: http://www.uncitral.org/pdf/english/texts/arbitration/NY-conv/XXII_1_e.pdf</p>
CLASS 10	<p><u>4. What Forums are Available?</u></p> <p>A. International Arbitration</p> <p><u>[Continued]</u></p>	Same reading as previous class
CLASS 11	<p><u>4. What Forums are Available?</u></p> <p>A. International Arbitration</p>	<p>Mandatory Reading</p> <p>Washington Convention US Model BIT</p>

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		Optional Reading Dolzer & Schreuer Principles of International Investment Law (pages to be assigned)
CLASS 12	<u>4. What Forums are Available?</u> A. International Arbitration <u>[Continued]</u>	Same reading as previous class
CLASS 13	<u>4. What Forums are Available?</u> B. International Courts and Tribunals	Mandatory Reading Pages 32-41 of Article Optional Reading ICJ Statute of the Court can be found at: http://www.icj-cij.org/documents/index.php?p1=4&p2=2&p3=0 The Inter-American Court of Human Rights website contains links to decisions, judgments and general information and can be found at: http://www.corteidh.or.cr/index.cfm?CFID=54600&CFTOKEN=76868777 European Court of Human Rights: Historical background, organization, procedure, pending cases, reports and case law on the European Court of Human Rights can be found at: http://www.echr.coe.int/echr/Homepage_EN European Court of Justice: Links to the European Court of Justice, the Court of First Instance and Civil Service Tribunal judgments and opinions can be found at: http://curia.europa.eu/jcms/jcms/j_6/ World Trade Organization Dispute Settlement Panels: WTO Dispute Settlement Rules are found at: http://www.wto.org/english/tratop_e/dispu_e/dsu_e.htm : Website of the Office of Bilateral Trade Affairs is available at: http://www.state.gov/www/issues/economic/tpp_bta.html
CLASS 14	<u>4. What Forums are Available?</u> B. International Courts and Tribunals	Same reading as previous class

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	[Continued]	
CLASS 15	<u>4. What Forums are Available?</u> C. National Courts: Litigation in the United States	Mandatory Reading Pages 41-53 of Article <i>Colorado River Water Conservation Dist. v. United States</i> , 424 U.S. 800 (1976). <i>Turner Entertainment Co. v. Degeto Film GmbH</i> , 25 F.3d 1512 (11th Cir. 1994). <i>Southwest Livestock & Trucking Co., Inc. v. Ramon</i> , 169 F.3d 317 (5th Cir. 1999) <i>Eastman Kodak Co. v. Kavlin</i> , 978 F. Supp. 1078, 1081 (S.D. Fla. 1997). <i>Wilva v. Royal Dutch Petroleum Co.</i> , 226 F.3d 88 (2d Cir. 2000), <i>cert. denied</i> , --- S. Ct. --- (March 26, 2001)
CLASS 16	<u>4. What Forums are Available?</u> C. National Courts: Litigation in the United States [Continued]	Same reading as previous class
CLASS 17	<u>4. Interacting with Foreign Forums</u> C. Obtaining Evidence Abroad and Proving Laws of Foreign Countries D. Enforcement of US Judgments Abroad	Mandatory Reading Bishop and Dimitroff, <i>International Litigation in Texas: Obtaining Evidence Abroad and Proving the Laws of Foreign Countries</i> Optional Reading U.S. Code Title 28, Part V, Chapter 117, § 1782

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CLASS 18	<u>5. What Parties Can Be Sued?</u> A. Foreign Sovereigns & State Enterprises	Mandatory Reading Pages 53-58 of Article <i>Complaint of Sedco</i> , 610 F. Supp 306 (S.D. Tex. 1982). Foreign Sovereign Immunities Act 28 USC § 1603 can be found at: http://www4.law.cornell.edu/uscode/28/1603.html Foreign Sovereign Immunities Act 28 USC § 1604 can be found at: http://www.law.cornell.edu/uscode/28/1604.html Foreign Sovereign Immunities Act 28 USC § 1605 can be found at: http://www.law.cornell.edu/uscode/28/1605.html Foreign Sovereign Immunities Act 28 USC § 1608 can be found at: http://www.law.cornell.edu/uscode/28/1608.html Foreign Sovereign Immunities Act 28 USC § 1609 can be found at: http://www.law.cornell.edu/uscode/28/1609.html Foreign Sovereign Immunities Act 28 USC § 1610 can be found at: http://www.law.cornell.edu/uscode/28/1610.html Foreign Sovereign Immunities Act 28 USC § 1611 can be found at: http://www.law.cornell.edu/uscode/28/1611.html
CLASS 19	<u>5. What Parties Can Be Sued?</u> A. Foreign Sovereigns & State Enterprises <u>[Continued]</u>	Same reading as previous class
CLASS 20	<u>5. What Parties Can Be Sued?</u> B. Bringing Claims Against Affiliates of Foreign Corporations	Mandatory Reading Pages 58-61 of Article <i>Brunswick Corp. v. Waxman</i> , 459 F.Supp. 1222,1230 (E.D.N.Y. 1978). <i>DeWitt Truck Brokers v. W Ray Flemming Fruit Co.</i> , 540

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		F.2d 681,687-688 (4th Cir. 1976).
CLASS 21	<u>5. What Parties Can Be Sued?</u> B. Bringing Claims Against Affiliates of Foreign Corporations [Continued]	Same reading as previous class
CLASS 22	<u>5. What Parties Can Be Sued?</u> C. Non-Signatory Affiliates in an Arbitration D. Arbitration of Related Claims: Unified Contractual Scheme E. Political Risk Insurance: Overseas Private Investment Corporation/MIGA	Mandatory Reading Pages 61-67 of Article <i>Sunkist Soft Drinks, Inc. v. Sunkist Growers, Inc.</i> , 10 F.3d 753, 757-58 (11th Cir. 1993), <i>cert. denied</i> , 115 S. Ct. 190 (1994) <i>JJ Ryan & Sons v. Rhone Poulenc Textile, S.A.</i> , 863 F.2d 315, 320-21 (4th Cir. 1988) <i>Carlin v. 3V, Inc.</i> , 928 S.W.2d 291,294-97 (Tex. App. - Houston [14th Dist.] 1996, no writ). <i>Deloitte Noraudit A/S. Deloitte Haskins & Sells, US.</i> , 9 F.3d 1060, 1064 (2d Cir. 1993).
CLASS 23	<u>5. What Parties Can Be Sued?</u> C. Non-Signatory Affiliates in an Arbitration D. Arbitration of Related Claims: Unified Contractual Scheme E. Political Risk Insurance: Overseas Private Investment Corporation/MIGA [Continued]	Same reading as previous class
CLASS 24	Group Presentations	
CLASS 25	Group Presentations	
CLASS 26	Group Presentations	
CLASS 27	Make Up Class	