

**International Risk Management in Oilfield Services**

Thursdays 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 percent of the grade will be based on a final exam that will be comprehensive and will cover the entire course material. The Final 10 percent 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
JAN. 17	<b><u>1. Overview of Issues related to International Service Agreements</u></b>	<b>Mandatory Reading</b>
SDD FOR ALL EXCEPT FCPA/ BRIBERY ACT	A. Introduction to Course  B. Introduction of Reading Materials  C. Distribution of Hypothetical contract, with brief discussion.  D. Begin Discussion of Corruption Issues	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>
JAN 24	<b><u>3. What Claims Can Be Brought?</u></b>	<b>Mandatory Reading</b>
	A. Treaty Violations: Bilateral Investment Treaties, ICSID, Energy Charter Treaty and NAFTA  C. Breach of Contract	Pages 1-8 of Article  <i>American Manufacturing &amp; Trading, Inc. v. Republic of Zaire</i> , ICSID ARB/93/1, 36 I.L.M. 153 1 (1997).  <b>Optional Reading</b>  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).
JAN. 31	<b><u>3. What Claims Can Be Brought?</u></b>	<b>Mandatory Reading</b>
	C. Breach of Contract	Pages 9-14 of Article

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	D. Letter of Credit Litigation	<p><i>Nassar v. Florida Fleet Sales, Inc.</i>, 79 F. Supp. 2d 284 (S.D.N.Y. 1999).</p> <p><i>SRS Products Co., Inc. v. LG Engineering Co.</i>, 994 S.W.2d 380 (Tex. App.- Houston [14th Dist.] 1999, no pet.).</p> <p><b>Optional Reading</b></p> <p>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: <a href="http://www.dundee.ac.uk/cepmlp/journal/html/vol2/article2-1.html">http://www.dundee.ac.uk/cepmlp/journal/html/vol2/article2-1.html</a></p>
FEB. 7	<p><b><u>3. What Claims Can Be Brought?</u></b></p> <p>E. Interim Measures to Freeze Assets or Preserve Evidence for Trial, Availability of Pre Award Attachment</p>	<p><b>Mandatory Reading</b></p> <p>Pages 14-22 of Article</p> <p>Rules 64 and 65 of the Federal Rules of Civil Procedure</p> <p><i>De Beers Consolidated Mines v. United States</i>, 325 U.S. 212,214-15 (1945).</p> <p><i>Deckert v. Independence Shares Corporation</i>, 311 U.S. 282 (1940).</p> <p><i>United States v. First National City Bank</i>, 379 U.S. 378 (1965).</p>
FEB. 14	<p><b><u>4. What Forums are Available?</u></b></p> <p>A. International Arbitration</p>	<p><b>Mandatory Reading</b></p> <p>Pages 22-32 of Article</p> <p><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).</p> <p><i>A Practitioner's Guide: An Overview of the Major International Arbitration Tribunals</i>. 3 S.C. J. Int'l. L. &amp; Bus. 21 (Fall 2006).</p> <p><b>Optional Reading</b></p> <p>ICSID Convention, Regulation and Rules can be found at: <a href="http://icsid.worldbank.org/ICSID/ICSID/RulesMain.jsp">http://icsid.worldbank.org/ICSID/ICSID/RulesMain.jsp</a></p> <p>ICSID International Facility Rules can be found at: <a href="http://icsid.worldbank.org/ICSID/StaticFiles/facility-archive/facility-en.htm">http://icsid.worldbank.org/ICSID/StaticFiles/facility-archive/facility-en.htm</a></p>

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		ICSID International Facility Rules can be found at: <a href="http://icsid.worldbank.org/ICSID/StaticFiles/facility-archive/facility-en.htm">http://icsid.worldbank.org/ICSID/StaticFiles/facility-archive/facility-en.htm</a>  [Skim] ICC Arbitration Rules can be found at: <a href="http://www.iccwbo.org/uploadedFiles/Court/Arbitration/other/rules_arb_english.pdf">http://www.iccwbo.org/uploadedFiles/Court/Arbitration/other/rules_arb_english.pdf</a>
FEB 21	<b><u>4. What Forums are Available?</u></b>  A. International Arbitration	<b>Mandatory Reading</b>  Pages 22-32 of Article  1958 Convention on the Recognition and Enforcement of Arbitral Awards (the New York Convention) can be found at: <a href="http://www.uncitral.org/pdf/english/texts/arbitration/NY-conv/XXII_1_e.pdf">http://www.uncitral.org/pdf/english/texts/arbitration/NY-conv/XXII_1_e.pdf</a>
FEB 28	<b><u>4. What Forums are Available?</u></b>  A. International Arbitration	<b>Mandatory Reading</b>  <b>Washington Convention</b> ( <a href="https://icsid.worldbank.org/ICSID/StaticFiles/basicdoc/CRR_English-final.pdf">https://icsid.worldbank.org/ICSID/StaticFiles/basicdoc/CRR_English-final.pdf</a> )  <b>US Model BIT</b> ( <a href="http://www.state.gov/documents/organization/188371.pdf">http://www.state.gov/documents/organization/188371.pdf</a> )  <b>OPTIONAL: Dolzer &amp; Schreuer Principles of International Investment Law</b> (Pages 41-43; 52-54; 65-71)
MAR 7 FR	<b><u>4. What Forums are Available?</u></b>  B. International Courts and Tribunals	<b>Mandatory Reading</b>  Pages 32-41 of Article  <b>Optional Reading</b>  ICJ Statute of the Court can be found at: <a href="http://www.icj-cij.org/documents/index.php?p1=4&amp;p2=2&amp;p3=0">http://www.icj-cij.org/documents/index.php?p1=4&amp;p2=2&amp;p3=0</a>  The Inter-American Court of Human Rights website contains links to decisions, judgments and general information and can be found at: <a href="http://www.corteidh.or.cr/index.cfm?CFID=54600&amp;CFTOKEN=76868777">http://www.corteidh.or.cr/index.cfm?CFID=54600&amp;CFTOKEN=76868777</a>  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: <a href="http://www.echr.coe.int/echr/Homepage_EN">http://www.echr.coe.int/echr/Homepage_EN</a>

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		<p>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:  <a href="http://curia.europa.eu/jcms/jcms/j_6/">http://curia.europa.eu/jcms/jcms/j_6/</a></p> <p>World Trade Organization Dispute Settlement Panels: WTO Dispute Settlement Rules are found at:  <a href="http://www.wto.org/english/tratop_e/dispu_e/dsu_e.htm">http://www.wto.org/english/tratop_e/dispu_e/dsu_e.htm</a> :</p> <p>Website of the Office of Bilateral Trade Affairs is available at:  <a href="http://www.state.gov/www/issues/economic/tpp_bta.html">http://www.state.gov/www/issues/economic/tpp_bta.html</a></p>
<b>MAR. 14</b>	<b>Spring Break</b>	
<b>MAR. 21</b>	<p><b><u>4. What Forums are Available?</u></b></p> <p>B. National Courts: Litigation in the United States</p>	<p><b>Mandatory Reading</b></p> <p>Pages 41-53 of Article</p> <p><i>Colorado River Water Conservation Dist. v. United States</i>, 424 U.S. 800 (1976).</p> <p><i>Turner Entertainment Co. v. Degeto Film GmbH</i>, 25 F.3d 1512 (11th Cir. 1994).</p> <p><i>Southwest Livestock &amp; Trucking Co., Inc. v. Ramon</i>, 169 F.3d 317 (5th Cir. 1999)</p> <p><i>Eastman Kodak Co. v. Kavlin</i>, 978 F. Supp. 1078, 1081 (S.D. Fla. 1997).</p> <p><i>Wilva v. Royal Dutch Petroleum Co.</i>, 226 F.3d 88 (2d Cir. 2000), <i>cert. denied</i>, --- S. Ct. --- (March 26, 2001)</p>
<b>MAR. 28</b>	<p><b><u>4. Interacting with Foreign Forums</u></b></p> <p>C. Obtaining Evidence Abroad and Proving Laws of Foreign Countries</p> <p>D. Enforcement of US Judgments Abroad</p>	<p><b>Mandatory Reading</b></p> <p>Bishop and Dimitroff, <i>International Litigation in Texas: Obtaining Evidence Abroad and Proving the Laws of Foreign Countries</i></p> <p><b>Optional Reading</b></p> <p>U.S. Code Title 28, Part V, Chapter 117, § 1782</p>
<b>APRIL 4</b>	<p><b><u>5. What Parties Can Be Sued?</u></b></p> <p>A. Foreign</p>	<p><b>Mandatory Reading</b></p> <p>Pages 53-58 of Article</p>

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	Sovereigns & State Enterprises	<p><i>Complaint of Sedco</i>, 610 F. Supp 306 (S.D. Tex. 1982).</p> <p>Foreign Sovereign Immunities Act 28 USC § 1603 can be found at: <a href="http://www4.law.cornell.edu/uscode/28/1603.html">http://www4.law.cornell.edu/uscode/28/1603.html</a></p> <p>Foreign Sovereign Immunities Act 28 USC § 1604 can be found at: <a href="http://www.law.cornell.edu/uscode/28/1604.html">http://www.law.cornell.edu/uscode/28/1604.html</a></p> <p>Foreign Sovereign Immunities Act 28 USC § 1605 can be found at: <a href="http://www.law.cornell.edu/uscode/28/1605.html">http://www.law.cornell.edu/uscode/28/1605.html</a></p> <p>Foreign Sovereign Immunities Act 28 USC § 1608 can be found at: <a href="http://www.law.cornell.edu/uscode/28/1608.html">http://www.law.cornell.edu/uscode/28/1608.html</a></p> <p>Foreign Sovereign Immunities Act 28 USC § 1609 can be found at: <a href="http://www.law.cornell.edu/uscode/28/1609.html">http://www.law.cornell.edu/uscode/28/1609.html</a></p> <p>Foreign Sovereign Immunities Act 28 USC § 1610 can be found at: <a href="http://www.law.cornell.edu/uscode/28/1610.html">http://www.law.cornell.edu/uscode/28/1610.html</a></p> <p>Foreign Sovereign Immunities Act 28 USC § 1611 can be found at: <a href="http://www.law.cornell.edu/uscode/28/1611.html">http://www.law.cornell.edu/uscode/28/1611.html</a></p>
APR. 11	<p><b><u>5. What Parties Can Be Sued?</u></b></p> <p>B. Bringing Claims Against Affiliates of Foreign Corporations</p>	<p><b>Mandatory Reading</b></p> <p>Pages 58-61 of Article</p> <p><i>Brunswick Corp. v. Waxman</i>, 459 F.Supp. 1222,1230 (E.D.N.Y. 1978).</p> <p><i>DeWitt Truck Brokers v. W Ray Flemming Fruit Co.</i>, 540 F.2d 681,687-688 (4th Cir. 1976).</p>
APR. 18	<p><b><u>5. What Parties Can Be Sued?</u></b></p> <p>C. Non-Signatory Affiliates in an Arbitration</p> <p>D. Arbitration of Related Claims: Unified Contractual Scheme</p>	<p><b>Mandatory Reading</b></p> <p>Pages 61-67 of Article</p> <p><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)</p> <p><i>JJ Ryan &amp; Sons v. Rhone Poulenc Textile, S.A.</i>, 863 F.2d 315, 320-21 (4th Cir. 1988)</p>

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	E. Political Risk Insurance: Overseas Private Investment Corporation/MIGA	<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 &amp; Sells, US.</i> , 9 F.3d 1060, 1064 (2d Cir. 1993).
<b>MAY 1-10</b>	<b>Final Exam Period (consult final exam schedule for specifics)</b>	