

Spring 2014

**5297 Drafting & Negotiating International Oil & Gas Agreements
- Norman Nadorff- 38539**

Professor: Norman Nadorff (ADUNCT)

Credits: 2

Course Areas: Energy, Natural Resources and Environmental Law
International Law

Time: INTERSESSION

Course Outline: This course is designed to enhance the students' knowledge of major types of international oil and gas agreements while providing practical, hands-on experience in their drafting and negotiation. Students will be provided a detailed and realistic fact pattern showing how oil and gas deals are conceived of, proposed, negotiated and eventually formalized. The students will then apply the fact pattern to various types of oil and gas model agreements. In short, Professor Nadorff will show the students how an international oil and gas lawyer approaches every day oil and gas industry legal and commercial challenges, including how to navigate office "politics".

The course contains the following major components:

- A discussion of the role of the contract drafters and negotiators in the oil and gas industry.
- Practical tips on how to write contracts and other documents more clearly and effectively as well as identifying pitfalls to be avoided.
- Contract drafting and negotiations strategies.
- A thorough discussion of pre-contractual documents (letters of intent, memoranda of association, etc), including a detailed in-class review of a poorly conceived letter of intent.
- An introduction to the Association of International Petroleum Negotiators (AIPN) and the AIPN Model Form Contracts.
- In class, on-screen editing by the students of key AIPN Model Form Agreements (most likely: Confidentiality, Joint Study and Bidding, Farmout, Joint Operating Agreement, International Consultant, and Well Services.
- In-class negotiations and other simulated exercises based on the supplied fact pattern.

It is anticipated that for each class, Professor Nadorff will invite an oil and gas lawyer or negotiator in order to provide additional perspective and to help facilitate the in-class exercises.

Course Notes: Quota = This course will meet: January 2,3,4,6,7,8 and 9 from 9:00a-12:30p, which includes a 10-minute break.

SUGGESTED READINGS

My first suggestion is that you enjoy your shortened holiday break, spend time with your family and friends, get some well deserved rest, and then come to my class relaxed and refreshed.

There are no required readings for the course, as most of the learning will come from hands-on exercises in class, preceded by some lectures along the way to give the necessary background.

Those of you who have taken Professor Weaver's International Petroleum Transactions course (or have significant work experience in international oil and gas contracting) should be well equipped to jump right into our class room activities. For those who do not have this background, I suggest you read the following chapters of *International Petroleum Exploration and Exploitation Agreements* (Barrows)(Second Edition), Claude Duval, Honore LeLeuch, Andre Pertuzio and Jacqueline Weaver: 1-7, 9, 16, 17, 19.

In terms of general writing skills, I like the classic, *On Writing Well*, by William Zinsser.

Specifically on legal writing (including contracts), I would recommend *Writing in Plain English* by Bryan Gardner.

In terms of negotiating skills generally, I recommend, *The New Art of Negotiating - How to Close Any Deal* by Gerard Nierenberg and Henry Calero. In terms of contract negotiations, there is *The Contract Negotiating Handbook*, by Stephen Guth.

In terms of an accurate and thought-provoking portrayal of international oil and gas transactions, I recommend Scott Gaille's book, *International Energy Development* (available on Kindle for about \$10).

If you want an interesting holiday read to prep your interest in the course, you can't go wrong with *The Prize* by Daniel Yergin.

Finally, there will be a spiral bound compilation of certain classroom material available for purchase (at cost) at the UHLC book store which should be purchased as it will facilitate in classroom discussion and exercise.

NOTE ON ATTENDANCE: Given that: (i) the course is of short duration; (ii) there are no required readings; (iii) this is a very hands-on practical course, and (iv) the class is based on a continuing story line,

classroom attendance is imperative for success. An attendance sheet will be distributed daily and closely monitored. You are thus asked to arrange your schedules and priorities accordingly.

First Day Assignments: Attached below is the "Narrative" for my course. It also contains an in-class exercise that we will do the first day of class.



UHLC 2014 Drafting
and Negotiating Interi

While not required, I recommend you do this exercise before the first class so that you and I can gauge where you stand at the beginning of the class. A particularly well-done exercise could benefit your final grade, though neither non-submittal nor a poor submission will negatively affect your grade. I may select one or more good submissions for in-class review. Also, I will give feedback to those who timely submit the exercise. **If you wish to submit the exercise, please do so no later than December 28 to norman.nadorff@bp.com.** Make sure to use the "Track Changes" tool in Microsoft Word when making your changes to the document.

Otherwise, there is no need to do anything prior to class than to read Chapter 1 of the Narrative.

I look forward to meeting all of you in January.

Final Exam Schedule: January 10, 2012, 9:00-12:30.

Book Requirements:

- (11/12/2012 2:22:55 PM)**Title:** N/A
Author: N/A
Edition: Year: ISBN: Publisher: N/A
Per professor, no required books for this course, just suggested readings. Please see course notes.