

Spring 2023 (Intersession)

5297 Drafting & Negotiating International Petroleum Agreements - Norman Nadorff-38539

Professor: Norman Nadorff (ADJUNCT)

Credits: 2

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

Time: SPRING INTERSESSION

Mode of Instruction: Face to Face

Course Description

When asked to describe this course, Professor Nadorff, who has more than 30 years of experience in international oil and gas transactions, informally calls it, “How I Do My Job 101”. Professor Nadorff and his invited industry experts impart the sort of practical knowledge and techniques they wish they had learned in law school.

In order to set the stage and to even the playing field, Professor Nadorff begins the course with a high-level review of the various types of international petroleum agreements, titled “Forget the Beverly Hillbillies: How Contracts Work (or don’t) Outside the U.S.”, based on his speech to the 2016 North American Petroleum Expo (NAPE).

<http://www.epmag.com/lessons-oil-gas-contracts-and-pitfalls-forget-beverly-hillbillies-838386>

The course is designed to enhance the students’ knowledge of major types of international petroleum agreements while providing practical, hands-on experience in contract drafting and negotiations. Students will be provided a detailed and realistic narrative 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 everyday oil and gas industry legal and commercial challenges, including how to navigate office “politics” and deal with various types of industry players.

The course contains the following major components:

- A brief review of the major types of international petroleum agreements.
- 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 negotiation strategies.

-A thorough discussion of pre-contractual documents (letters of intent, memoranda of association, etc), including a detailed in-class review and re-write of a poorly conceived and drafted letter of intent.

-An introduction to the Association of International Petroleum Negotiators (AIPN) and the AIPN Model Form Contracts (including their proper use and potential abuse).

-An introduction to international anti-corruption laws (and their application in one or more of the in-class exercises)

-In class, on-screen editing by the students of key AIPN Model Form Agreements

-In-class negotiations and other simulated exercises based on the supplied narrative.

Learning Outcomes

- The course provides practical, hands-on experience in drafting international commercial documents.
- Through lectures and drafting exercise, students are taught the advantages of clear and concise drafting designed to “express” rather than “impress”.
- Through a variety of simulated negotiations exercises, students also learn how crisp drafting leads to crisp negotiations.
- Students learn to deal with potentially dangerous pre-contractual documents in a way that allows their clients to obtain their commercial objectives.
- Through in-class vignettes, students learn how to navigate difficult office situations involving difficult clients.
- Students obtain academic knowledge and practical experience in respect of how to properly use, and not abuse model form agreements through lectures and hand-on drafting and negotiation exercises.
- Though the primary focus is on effective document drafting, students also gain useful familiarity with the crucial and dynamic international petroleum industry along the way.

Schedule: January 9, 10, 11, 12 and 13 from 9:00 – 12:00 noon (with 10 minute break) and 1:00 – 2:50 p.m.

Quota: 35 students

Prerequisites

None. Knowledge of the oil and gas industry is a useful by-product, rather than a pre-requisite. The first class will contain an overview of international oil and gas agreements to provide a foundation for subsequent lectures and exercises.

Required Book

Bryan Garner, *Legal Writing in Plain English (second edition)* (\$15 in paperback). Any edition is acceptable.

https://www.amazon.com/Legal-Writing-Plain-English-Second/dp/0226283933/ref=sr_1_5?crid=1SUS8PCGY83ZA&dchild=1&keywords=bryan+garner+the+winning+brief&qid=1634917032&s=books&srefix=bryan+garn%2Cstripbooks%2C251&sr=1-5

Assigned Chapters: Introduction and Part 1

Optional Chapters: Parts 2 and 3

Suggested Book (for students working or contemplating a career in energy law – the exam will not be based on information contained in this book)

International Petroleum Law and Transactions (Rocky Mountain Mineral Law Foundation, First Edition). Available for purchase in hard copy and electronic versions.

<https://www.rmmlf.org/publications/bookstore/international-petroleum-law-and-transactions>

Note: I was asked to write the official review for this book. As I said in my conclusion, “IPLT will surely enable scores of professors to teach thousands of students about our intriguing industry and allow countless professionals to self-enhance their knowledge and careers.” I suspect many students in my class will refer to this book for years to come.



Book Review_ Eureka! A Petroleum Transactions Guide That Delivers ONE J 2021.pdf

Optional Reading

In terms of general writing skills, I like the classic, *On Writing Well*, by William Zinsser, though Gardner’s book is more on point for this class.

In terms of negotiating skills and strategies, I recommend, *The Mind and Heart of the Negotiator* (very expensive if purchased new – earlier editions available for much lower price on *amazon.com*). This book has been used in the AIPN Negotiations Skills workshop.

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

NOTE ON ATTENDANCE: Consistent classroom attendance is essential for the course to be an individual and group success because: (i) it is of short duration, (ii) the methodology is hands-on and practical, and (iii) it is based on a continuing story line, and (iv) real time exchange of ideas is essential. Attendance will be monitored. You are thus asked to arrange your schedules and priorities accordingly.

Classroom Exercises

You will likely be required to participate in one classroom exercise (office vignette, negotiation, drafting session). These exercises are designed to give the students practical professional experience and are not graded. If there are not enough volunteers, students will be drafted for roles, in which case participation is mandatory.

Visiting Practitioners

For each class, Professor Nadorff will invite one or more oil and gas lawyers or negotiators to each class to: (i) share professional experiences; (ii) provide personal perspectives and (iii) to help facilitate the in-class exercises, and (i) in some cases, lecture on a subject chosen for their expertise.

Final Exam

Saturday, January 14, 9:00 a.m. The exam will test the knowledge and skills acquired in class through a practical, “real life” editing and writing exercise. The exam will most likely be closed book unless relevant circumstances dictate otherwise.

Counseling and Psychological Services (CAPS)

CAPS can help students who are having difficulties managing stress, adjusting to the demands of a professional program, or feeling sad and hopeless. You can reach CAPS (www.uh.edu/caps) by calling 713-743-5454 during and after business hours for routine appointments or if you or someone you know is in crisis. No appointment is necessary for the “Let's Talk” program, a drop-in consultation service at convenient locations and hours around campus. See: http://www.uh.edu/caps/outreach/lets_talk.html

Sexual Misconduct Policy

The University is committed to maintaining and strengthening an educational, working and living environment where students, faculty, staff, and visitors are free from discrimination and sexual misconduct. If you have experienced an incident of discrimination or sexual misconduct, there is a confidential reporting process available to you. For more information, please refer to

the University system's Anti-Discrimination Policy SAM 01.D.07 and Sexual Misconduct Policy SAM 01.D.08, available here:

<http://www.uhsystem.edu/compliance-ethics/uhs-policies/sams/01-general-information/index.php>

<http://www.uhsystem.edu/compliance-ethics/docs/sam/01/1d7.pdf> (antidiscrimination)

<http://www.uhsystem.edu/compliance-ethics/docs/sam/01/1d8.pdf> (sexual misconduct)

Please be aware that under the sexual misconduct policy, SAM 01.D.08, faculty are required to report to the University any information received regarding sexual misconduct as defined in the policy. Please note that the reporting obligations under the sexual misconduct policy reach to employees and students. Also, as a required reporting party, Law Center employees and faculty members are not a confidential resource.

Names and Pronouns

Chosen names and preferred pronouns (including non-binary ones such as they/them/their) must be respected in my classroom. Please feel free to reach out to me at any time if you want to make me aware of your chosen name or preferred pronoun, or if you have concerns about how I or your classmates address you.

Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the [Center for Students with DisABILITIES](#). If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with *anyone* without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.