

Spring 2026 (Intersession)

5296 International Energy Contracts - NADORFF - 20473

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 35 years of experience in international energy 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.

Professor Nadorff has taught this class for every Intersession since 2012.

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. and 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 energy agreements while providing practical, hands-on experience in contract drafting and negotiations. Students will be shown how international energy deals are conceived of, proposed, negotiated, and eventually formalized. The students will then apply the fact pattern to various types of international energy agreements. In short, Professor Nadorff will show the students how an international energy 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 energy agreements.
- A discussion of the role of the contract drafters and negotiators in the international energy 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 Energy Negotiators (AIEN) and the AIEN 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)

- A guest lecture on energy transition (gradual decarbonization of the energy sector and the types of contracts involved)

- A guest lecture on effective drafting of dispute resolution clauses

-A lecture titled Negotiating Energy Agreements: Better Results in Less Time (presented by the instructor at AIEN single lecture event at University of Guyana in April, 2024)

-On-screen joint editing by the students of key AIEN Model Form Agreements

-In class mock negotiations of select AIEN Model Form Agreements and other simulated exercises.

Schedule: January 12, 13, 14, 15 and 16 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 energy industry is a useful by-product, rather than a pre-requisite. The first class will contain an overview of international energy agreements to provide a foundation for subsequent lectures and exercises.

Required Book

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

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.



Nadorff Book
Review - IPLT - ONE .

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 AIEN 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 energy 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 17, 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 be closed book.

Use of Artificial Intelligence: Prohibited

The use of artificial intelligence (AI) is not allowed in this course. Therefore, using AI or AI generated text for formal assessments (like your midterm or final exam), informal assessments (such as drafting essay answers to hypothetical problems), extra credit assignments, or group or individual exercises and activities is forbidden. This rule includes any work created for this course that is submitted to the instructor, a tutor, or presented in class. It applies whether the work is graded or ungraded. It also applies whether the assessment, assignment, exercise or activity is done in or outside of class. Your work for this course must be entirely your own, created by you without any help from AI, AI-generated text, or any AI contribution. You cannot submit any work that is produced fully or partially by an AI program.

Exception to AI Prohibition

You may use AI technology to review or proofread text you've written for spelling, grammar, punctuation errors, clarity of prose, verbosity, word choice, passive voice, and similar issues.

Honor Code

The UHLC Honor Code governs all aspects of this course. You are responsible for knowing and adhering to all parts of the Honor Code. If you have any questions about how the Honor Code applies to specific activities or situations related to this course, please ask. Your ongoing enrollment in this course signifies your pledge to comply with the Honor Code in all matters related to this course and the instructions outlined in this syllabus. The Honor Code’s plagiarism policy forbids receiving unauthorized help and using unapproved materials. Using AI-generated text will be considered a violation of the Honor Code and classified as plagiarism.

This Syllabus

This document is a syllabus (not a contract) and is subject to change. I will notify you of any updates as soon as possible through class announcements or emails to the entire class.

Title IX/Sexual Misconduct

Pursuant to the UHS Sexual Misconduct Policy, your instructor is a “responsible employee” for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office.

Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

Reasonable Academic Adjustments/Auxiliary Aids

The University of Houston is committed to providing an academic environment and educational programs that are accessible to its students. Any student with a disability who is experiencing barriers to learning, assessment, or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure the timely implementation of approved accommodations. Please contact the Dart Center by visiting the website at <https://uh.edu/accessibility/>, by calling (713) 743-5400, or by emailing jdcenter@central.uh.edu.

Mental Health and Wellness Resources

The University of Houston has several resources to support students’ mental health and overall wellness, including CoogsCARE and the UH Go App: • UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment, and sadness. CAPS provides individual and couples counseling, group therapy, workshops, and connections to other support services on and off campus. For assistance, visit uh.edu/caps, call 713-743-5454, or visit a Let’s Talk location in person or virtually. Let’s Talk are daily, informal, confidential consultations with CAPS therapists for which no appointment or paperwork is needed. • If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or for the National Suicide and Crisis Lifeline, you can call or text 988 or chat 988lifeline.org.

Women and Gender Resource Center (WGRC)

The mission of the WGRC is to support the University of Houston and promote the success of all students, faculty, and staff by educating, empowering, and assisting the UH community. The WGRC suite is open to you. Stop by the office to find a study space, take a break, grab a snack, or explore one of the WGRC programs or resources. Visit Student Center South, room B12 (basement floor near Starbucks and down the hall from Creation Station) from 9 am to 5 pm, Monday through Friday. XIX.

Recording of Classes/Not Permitted

Students may not record all or part of any class, live stream all or part of any class, or make or distribute screen captures without the advanced written consent of the instructor. If you have or think you may have a disability and need to record class-related activities, please contact the Office of Student Affairs and Dean Monica Mensah.

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. The instructor may record classes. Students may use the 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.