

MIDSTREAM CONTRACTS

February 22-23, 2017
Royal Sonesta Houston
Houston, TX



EUCI is authorized
by IACET to offer
0.9 CEUs for the
course

OVERVIEW

Midstream companies do business through contracts - yet so often the details are only understood by the core team who creates them. Whether the contract is for the purchase and sale or processing of oil and gas, for the engineering, procurement, and construction of pipelines and other facilities, or, for master purchase or service agreements, there are many critical areas attorneys and commercial managers must focus upon while negotiating and creating a clear, workable and effective contract for the company. The company's rights, therefore, are largely determined by the fundamental skills and knowledge of its counsel and contract managers.

At EUCI's Midstream Oil & Gas Contracts, key takeaways will include:

- Elements of contract formation
- Types of special contract provisions
- Types of midstream contracts
- Real estate issues with midstream contracts
- The effects of industry distress
- Strategies utilized for dispute resolution
- Ethics and professionalism

Participants will identify key considerations associated with putting a new contract in place, the questions their team will want to have answered, and how to negotiate more effective contracts with suppliers, customers, partners, and other counter-parties. In addition, this course will address the fundamentals and strategies for effective negotiation.

LEARNING OUTCOMES

- Provide an overview of midstream business
- Discuss contracting basics
- Describe elements of contract formation
- Review objectives in contract negotiations
- Describe special contract provisions, including: indemnities, remedies, dispute resolution, consequential damages, and limitations on liabilities
- Address specific examples of midstream contracts, including: gathering agreements, processing and fractionation agreements, transportation agreements, sales agreements, and transactional agreements
- Review environmental and real estate issues, including: easements and rights-of-way, landowner notification, landowner requirements, condemnation/ eminent domain, and broader opposition to energy infrastructure
- Explain contract provisions addressing environmental concerns
- Discuss the effects of industry distress, including: asset transfers and consolidations, bankruptcy and restructuring, transaction and contract restructuring, and royalty owner litigation
- Review ethics and professionalism, including disciplinary rules and recent case law

WHO SHOULD ATTEND

- Contract administrators
- Contract negotiators
- Sales, marketing and commercial personnel
- Financial specialists
- Operators, planners and analysts
- Suppliers and shippers
- Bankers, lawyers and specialist advisors to the midstream oil and gas industry
- In-House Counsel

AGENDA

WEDNESDAY, FEBRUARY 22, 2017

8:00 – 8:30 am **Registration and Continental Breakfast**

8:30 am – 4:00 pm **Course Timing**

12:00 – 1:00 pm **Group Luncheon**

Overview of Midstream Business

- Upstream, Midstream, Downstream Segments
- Natural Gas
- Oil, NGLs and Other Petroleum Products

Contracting Basics

- Elements of Contract Formation
- Objectives in Contract Negotiations
- Allocation of Risk
- Pricing Terms
- Delivery Terms
- Applicable Law
- Confidentiality
- Enforceability
- Boilerplate
- Best Practices for Contracting

Special Contract Provisions

- Indemnities
- Remedies
- Dispute Resolution
- Consequential Damages/Waivers and Definitions
- Limitations on Liability/Exclusions

Types of Midstream Contracts

- Gathering Agreements
 - o Review specific examples
- Processing and Fractionation Agreements
 - o Review specific examples
- Transportation Agreements
 - o Review specific examples
- Sales Agreements
 - o Review specific examples
- Transactional Agreements
 - o Review specific examples



“The EUCI program was helpful with obtaining a broader understanding of contracts from a lawyer’s perspective.”

Commodities Analyst, Energy Financial and Physical, LP

AGENDA

THURSDAY, FEBRUARY 23, 2017

8:00 – 8:30 am

Continental Breakfast

8:30 am – 12:00 pm

Course Timing

- Environmental and Real Estate Issues
 - o Easements and Rights-of-Way
 - o Landowner Notification
 - o Landowner Requirements
 - o Condemnation/Eminent Domain
 - o Broader Opposition to Energy Infrastructure
 - o General Principles of Environmental Exposure
 - o Contract Provisions Addressing Environmental Concerns

- Effects of Industry Distress
 - o Asset Transfers and Consolidations
 - o Bankruptcy and Restructuring
 - o Transaction and Contract Restructuring
 - o Royalty Owner Litigation

- Ethics and Professionalism
 - o Disciplinary Rules
 - o Recent Case Law



“An excellent forum to hear from those directly involved in current issues.”

Partner, Northeast Midstream



“Very informative. Good review for anyone dealing in contracts for your company.”

Petroleum Landman, Murex Petroleum



“Great course for a basic understanding of oil and gas contracts! I recommend it to anyone that is new to the industry.”

April 2014 Attendee

INSTRUCTORS

Leslie Kalmbach

Special Counsel, Bradley Murchison Kelly & Shea

Ms. Kalmbach joined the firm's Shreveport office as Special Counsel in 2016. She represents energy industry participants and has over 25 years of experience in the interstate/midstream natural gas pipeline industry. She has comprehensive knowledge of Federal Energy Regulatory Commission (FERC) regulations and policies, and extensive experience handling a wide variety of FERC matters, including compliance filings, rate cases, audits and investigations. Additionally, Ms. Kalmbach has expertise in structuring contracts for interstate/Section 311 pipeline transportation services, including precedent agreements, transportation service agreements, interconnection agreements and other contracts related to infrastructure projects for midstream and interstate natural gas pipeline companies. Ms. Kalmbach is experienced in North American Energy Standards Board (NAESB) compliance matters and has conducted numerous training sessions on many FERC regulatory and compliance topics. Her most recent position as Vice President, Regulatory and FERC Compliance for a large midstream entity had her overseeing and managing the Rate, Regulatory and FERC Commercial Compliance function for interstate, oil and Section 311/intrastate pipelines, including management and maintenance of FERC Gas Tariffs.

Prior to joining the firm, Ms. Kalmbach also held the titles of Vice President of Interstate Contract Administration and FERC Compliance, Vice President of Commercial Support, Assistant General Counsel over Interstate Pipelines, and Director in a Shreveport law firm. She received her Bachelor of Science in Geology from Centenary College of Louisiana in 1986, and her Juris Doctor from Mississippi College School of Law in 1989, where she was Associate Editor of the Law Review.

Sarah Kirkpatrick

Partner, Bradley Murchison Kelly & Shea

Sarah A. Kirkpatrick received her Bachelor of Arts degree from Louisiana State University at Shreveport, cum laude, in 1993, where she was inducted into the Omicron Delta Kappa leadership honor society. In 1996, she received her Juris Doctor degree from the Paul M. Hebert Law Center at Louisiana State University, where she was inducted into Phi Kappa Phi and served on the Louisiana Law Review.

Ms. Kirkpatrick's practice comprises various aspects of the energy industry. Her experience includes litigating mass tort cases and legacy cases, including the first case tried to a jury under Louisiana's Act 312, and issues such as lease cancellation, demands for development, and royalty demands. In addition to her litigation work, Ms. Kirkpatrick has an active and evolving contract practice that includes negotiating and enforcing stand-alone contracts for construction, water supply, and saltwater disposal, as well as master service agreements covering all aspects of professional and construction services needed for various types of facilities from the initial development phase to the operation and maintenance phase. She is very experienced with helping clients develop an integrated "stable" of contract forms for diverse contractors at various risk points and in training administrators to use the forms to their best advantage. As part of that practice she also works with clients to adopt their initial employment forms such as policies and procedures, handbooks, codes of conduct, and individual employment agreements, with specific emphasis on protecting the client's confidential information and intellectual property. She also has experience with pre-contract non-disclosure agreements, pipeline expropriation, construction liens, and negotiating general business contracts with cloud-based providers.

Over the course of her career, Ms. Kirkpatrick has been an active member of her community, both within the legal profession and in the community-at-large. Most recently, Ms. Kirkpatrick has helped initiate a new alumni association for Caddo Parish Magnet High School, while simultaneously serving as President for her college alumni association. She is also serving on, and offering her services to, the Board for Hope for the Homeless, Inc., an organization dedicated to ending the homeless cycle. She has previously held office in both the Shreveport Bar Association and the Shreveport Bar Foundation Pro Bono Project, served, by appointment of the Caddo District Judges, on the Caddo Parish Indigent Defense Board of Directors, and served on the Louisiana Association of Defense Counsel Board, where she instituted a new continuing education programs for younger members.

Ms. Kirkpatrick is admitted to practice in the United States District Court for the Eastern, Middle and Western Districts of Louisiana and the United States Fifth Circuit Court of Appeal.

REQUIREMENTS FOR SUCCESSFUL COMPLETION OF PROGRAM

Participants must sign in/out each day, be in attendance for the entirety of the course, and complete the course assessment with a 70% or higher to be eligible for continuing education credit.

INSTRUCTIONAL METHODS

Case studies, PowerPoint presentations, classroom exercises, etc.

PROCEEDINGS

The proceedings of the course will be published, and one copy will be distributed to each registrant at the course.

EVENT LOCATION

A room block has been reserved at the Royal Sonesta Houston, 2222 West Loop S, Houston, TX 77027 for the nights of February 21-22, 2017. Room rates are \$199, plus applicable tax. Call **1-800-766-3782** for reservations and mention the EUCI event to get the group rate. The cutoff date to receive the group rate is January 31, 2017 but as there are a limited number of rooms available at this rate, the room block may close sooner. Please make your reservations early.

IACET CREDITS



EUCI has been accredited as an Authorized Provider by the International Association for Continuing Education and Training (IACET). In obtaining this accreditation, EUCI has demonstrated that it complies with the AN-SI/IACET Standard which is recognized internationally as a standard of good practice. As a result of their Authorized Provider status, EUCI is authorized to offer IACET CEUs for its programs that qualify under the AN-SI/IACET Standard.

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REGISTER 3, SEND THE 4TH FREE

Any organization wishing to send multiple attendees to this course may send 1 FREE for every 3 delegates registered. Please note that all registrations must be made at the same time to qualify.



"I recently transferred from our subsea division and needed a way to become familiar with surface/oilfield operations. This course provided lots of valuable information that will help me better understand the business and support our customers."

West Coast Site Manager, FMC Technologies, Inc.

REGISTRATION
to register [CLICK HERE](#) or

Call: 201 871 0474
fax: 253 663 7224
email: register@pmaconference.com
web: <http://pmaconference.com/>
Mail: POB 2303 Falls Church Va 22042

Please make checks payable to: "PMA"

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PLEASE REGISTER

MIDSTREAM CONTRACTS COURSE:
 FEBRUARY 22-23, 2017 US \$1495,
 Early bird on or before February 3, 2017: US \$1295

How did you hear about this event? (direct e-mail, colleague, speaker(s), etc.)

Print Name Job Title

Company

What name do you prefer on your name badge?

Address

City State/Province Zip/Postal Code Country

Phone Email

List any dietary or accessibility needs here

CREDIT CARD INFORMATION

Name on Card Account Number

Billing Address Billing City Billing State

Billing Zip Code/Postal Code Exp. Date Security Code (last 3 digits on the back of Visa and MC or 4 digits on front of AmEx)

OR Enclosed is a check for \$ _____ to cover _____ registrations.

Substitutions & Cancellations

Your registration may be transferred to a member of your organization up to 24 hours in advance of the event. Cancellations must be received on or before January 20, 2017 in order to be refunded and will be subject to a US \$195.00 processing fee per registrant. No refunds will be made after this date. Cancellations received after this date will create a credit of the tuition (less processing fee) good toward any other EUCI event. This credit will be good for six months from the cancellation date. In the event of non-attendance, all registration fees will be forfeited. In case of course cancellation, EUCI's liability is limited to refund of the event registration fee only. For more information regarding administrative policies, such as complaints and refunds, please contact our offices at (201) 871-0474.