MIDSTREAM OIL & GAS CONTRACTS

October 14-15, 2019
EUCI Conference Center
Denver, CO

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

Partner,
Northeast Midstream

This event has been approved by the Colorado State Supreme Court Board of Continuing Legal and Judicial Education for 12.0 CLE credits.
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:

• General contract terms
• FERC jurisdictional issues
• Construction contracts
• Other project development agreements
• Gathering agreements
• Pipeline ROW
• Environment, health and safety issues

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.

LEARNING OUTCOMES

• Review general contract terms, including boilerplate, indemnities, and limitations on liability
• Describe FERC jurisdictional issues
• Discuss construction contracts, including engineering, procurement, construction, and construction management agreements
• Explain other project development agreements, including connection agreements and master service agreements
• Review gathering agreements, including crude oil and gas gathering, gas processing, and produced water disposal agreements
• Describe pipeline rights-of-way, including easements, crossing agreements and other third-party agreements
• Address negotiations before and during the condemnation process
• Explain operations and maintenance agreements
• Review environmental, health and safety issues
• Discuss project documentation and avoidance of disputes, including contractual requirements, documentation, and raising critical issues

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

Commodities Analyst, Energy Financial and Physical, LP

“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.”

Past Attendee

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AGENDA

MONDAY, OCTOBER 14, 2019

8:00 – 8:30 am   Registration and Continental Breakfast
8:30 am – 5:00 pm Course Timing
12:00 – 1:00 pm Group Luncheon

Introductions and Overview of the Agenda

General Contract Terms
• Boilerplate
• Indemnities
• Limitations on Liability

FERC Jurisdictional Issues

Construction Contracts
• Engineering, Procurement, and Construction Agreements
• Construction Management Agreements

Other Project Development Agreements
• Connection Agreements
• Master Services Agreements

Gathering Agreements
• Crude, Oil, and Gas Gathering
• Gas Processing
• Produced Water Disposal

Pipeline Rights-of-Way: Easements and their Acquisition
• Easements
• Crossing Agreements and Other Third-Party Agreements
• Negotiations Before and During the Condemnation Process

Operations and Maintenance Agreements

TUESDAY, OCTOBER 15, 2019

8:00 – 8:30 am   Continental Breakfast
8:30 am – 12:00 pm Course Timing

Environmental Issues

Health and Safety Issues

Project Documentation and Avoidance of Disputes
• Following Contractual Requirements
• Documenting Daily Events
• Timely Raising Critical Issues

Q&A and Conclusion
INSTRUCTORS

Leslie Boyle  
**Partner, Holland and Hart**

Leslie Boyle advises clients in connection with their commercial transactions and the development and operation of oil and gas midstream facilities, power plants, and other large infrastructure projects. Leslie negotiates the contracts required for every stage of a project's life cycle, from engineering, procurement, and construction contracts to operations and maintenance agreements and offtake agreements. She also advises clients in the negotiation of joint ventures for the development and operation of infrastructure projects.

Chris Boling  
**Associate, Holland and Hart**

Chris assists clients on complex domestic and international business transactions and projects. His practice focuses on project development and finance, private equity investments, acquisitions and divestitures, and joint ventures. Chris has represented clients ranging from exploration and production companies to midstream developers, as well as private equity firms, investments banks, and financial investors.

Susan Combs  
**Partner, Holland and Hart**

Susan provides sound legal counsel to help clients navigate the complex process of civil litigation. She has successfully litigated a broad range of commercial disputes, including personal injury and product liability, real estate, construction, employment, trade secrets, probate, and natural resources matters. Susan's litigation practice reaches across Wyoming to help clients ranging from Fortune 500 companies to sole proprietors.
INSTRUCTORS

Trisha Fanning
Chief Operations Manager, Eagle Environmental Consulting, LLC.

Trisha Fanning is the Chief Operations Manager and Environmental Compliance Specialist with Eagle Environmental Consulting, Inc. (EAGLE). Ms. Fanning has over eighteen years’ experience managing several projects concentrating on regulatory and environmental compliance throughout the US. Ms. Fanning is responsible for oversight of company operations and maintaining scope, schedule, budget along with management of project team members for several clients with technical expertise in water (CWA, NPDES, SPCC, SWPPP, BWQ) waste (RCRA, CERCLA, along with TSCA inventories and SARA/TRI reporting) air regulations (CAA MACT, NSPS, NESHAP standards) for oil and gas, pharmaceutical, and chemical/petrochemical facilities. Ms. Fanning has conducted several due diligence acquisition and divestiture projects throughout the US; air compliance and implementation of air programs for pharmaceutical and chemical manufacturing companies along with expertise in supporting the development of compliance database systems, completing compliance audits and regulatory applicability programs. Ms. Fanning provides regulatory agency communications, along with litigation and stakeholder support.

In addition, Ms. Fanning is responsible for corporate business development (BD), research, network, and identifying new leads within the rocky mountain region of the US, corresponding with the strategic goals of the company. Provides mentorship and professional development to EAGLE staff to proactively manage client relationships; evaluate leads and potential projects that are best suited for company expertise and assist in proposal preparation, technical writing, and marketing, along with representing the company at technical conferences, networking events, and professional associations.

Ms. Fanning is the former President of Rocky Mountain Association of Environmental Professionals and has held a board position for over seven years. She is also on the board of advisors for Western Energy Alliance (WEA), an active member of Denver Petroleum Club (DPC), North Dakota Petroleum Council (NDPC), Petroleum Association of Wyoming (PAW), Kansas Independent Oil and Gas Association (KIOGA), and Colorado Wyoming Marketers Association (CWPMA).

Sean Hanlon
Partner, Holland and Hart

Sean Hanlon consistently achieves positive outcomes for clients, whether through contract drafting and negotiation, settlement, dispositive motion, trial, or appeal. With over a decade of litigation and trial experience, Sean is focused on counseling clients through the whole life cycle of commercial construction projects. Understanding the litigation of construction disputes, Sean and his team of project attorneys anticipate problems and protect clients’ interests in drafting and negotiating construction and design contracts.

Nneka Obiokoye
Associate, Holland and Hart

Nneka focuses her practice on corporate transactional and energy law. Her past experience includes project finance, oil and gas law, electricity and alternative energy generation and distribution, international commercial law, contract drafting and negotiation.
INSTRUCTORS

Matt Ochs  
Partner, Holland and Hart

**Real Estate Finance.** Matt represents financial institutions and private lenders in all aspects of real estate financing transactions and loan documentation, including acquisition, construction, permanent financing, and loan modifications. He assists clients with financing a wide range of commercial properties, including office buildings, mixed use, multi-family, and hotels, ranging from single assets to multi-asset and multi-state real estate transactions. His experience also includes advising equity funds with investments in multifamily and mixed use development projects.

**Loan Workouts and Modifications.** Matt offers a unique combination of real estate and insolvency experience to assist lenders with distressed borrower issues, including loan workouts and modifications.

**Insolvency and Bankruptcy.** Matt provides day-to-day insolvency and bankruptcy counsel to corporate and natural resources clients. He clerked on the U.S. Bankruptcy Courts for the Districts of Utah and Colorado. Working with colleagues other offices, Matt regularly assists clients with interests in Colorado, New Mexico, Nevada, Utah, and Alaska.

**In-House Counsel.** Matt was formerly in-house counsel with a multinational software services company, emphasizing corporate matters, contracts, licensing, and real estate leasing in the U.S. and Europe.

Trey Overdyke  
Partner, Holland and Hart

Trey Overdyke is an industrial safety litigator who represents clients in all aspects of workplace safety and crisis management, including internal investigations, defense of regulatory enforcement actions, and civil litigation following an industrial incident. Trey has served as lead counsel on some of the largest industrial accidents and regulatory enforcement actions in the Rocky Mountain West.

Evan Randall  
Partner, Holland and Hart

Evan Randall works closely with clients in the commercial real estate and infrastructure (especially pipeline development) industries. Much of his work involves complex projects that span multiple sites and multiple states. Evan represents companies in connection with oil and gas pipeline developments. He also represents landowners in condemnation and other matters concerning oil and water pipeline, light rail, roads, and other infrastructure projects. He is very active as a speaker and writer on these topics.
INSTRUCTORS

Nikolas Stoffel
Associate, Holland and Hart

As an expert in public utility regulation, Nik Stoffel provides his clients with practical, business-minded solutions to a variety of legal issues. Nik’s practice is focused on the federal and state regulation of utilities, pipelines, and electricity markets, and the nuances of administrative law and litigation. Nik’s clients include large energy consumers, industrial and commercial electric customers, local distribution companies, oil and gas pipelines, water utilities, qualifying facilities, renewable energy developers, independent power producers, and telecommunication and cable companies throughout the Mountain West.

Eric Waeckerlin
Partner, Holland and Hart

Eric has established a reputation as a nationally respected environmental lawyer, representing clients in major litigation in federal and state courts over critical air quality and other environmental issues affecting numerous industries. Clients turn to him for his deep understanding of their businesses and operations, and recognized expertise across a wide range of state and federal environmental regulatory programs. These include the Clean Air Act, Clean Water Act, Safe Drinking Water Act, Resource Conservation and Recovery Act, Comprehensive Environmental Response, Compensation, and Liability Act, National Environmental Policy Act, and all of their state equivalents. Eric also frequently represents oil and natural gas clients on a range of environmental and regulatory compliance issues before the Bureau of Land Management as well as state oil and gas conservation commissions.
INSTRUCTIONAL METHODS

Case studies and PowerPoint presentations will be used in this program.

REQUIREMENTS FOR SUCCESSFUL COMPLETION

Participants must sign in/out each day and be in attendance for the entirety of the course to be eligible for continuing education credit.

EVENT LOCATION

EUCI Conference Center
4601 DTC Blvd., B-100
Denver, CO, 80237

NEARBY HOTELS

<table>
<thead>
<tr>
<th>Hotel Name</th>
<th>Address</th>
<th>Phone</th>
<th>Distance</th>
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<tbody>
<tr>
<td>Hyatt Regency Denver Tech Center</td>
<td>7800 E. Tufts Ave</td>
<td>303-779-1234</td>
<td>0.3 miles away</td>
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<tr>
<td>Hilton Garden Inn Denver Tech Center</td>
<td>7675 E. Union Ave</td>
<td>303-770-4200</td>
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<td>Denver Marriott Tech Center</td>
<td>4900 S. Syracuse St</td>
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<tr>
<td>Hyatt Place Denver Tech Center</td>
<td>8300 E. Crescent Parkway</td>
<td>888-492-8847</td>
<td>0.9 miles away</td>
</tr>
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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 ANSI/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 ANSI/IACET Standard.

EUCI is authorized by IACET to offer 1.0 CEUs for the course

CLE CREDITS

Continuing legal education (CLE), also known as mandatory or minimum continuing legal education (MCLE) or, in some jurisdictions outside the United States, as continuing professional development, consists of professional education for attorneys that takes place after their initial admission to the bar.

This event has been approved by the Colorado State Supreme Court Board of Continuing Legal and Judicial Education for 12.0 CLE credits.

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.

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REGISTRATION INFORMATION

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WWW.EUCI.COM
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See nearby hotels on page 8

PLEASE REGISTER

MIDSTREAM OIL & GAS CONTRACTS COURSE
OCTOBER 14-15, 2019: US $1395
Early bird on or before September 27, 2019: US $1195

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?

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CREDIT CARD INFORMATION

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Account Number  Billing City  Billing State

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

OR Enclosed is a check for $ to cover registrations.

Security Code (last 3 digits on the back of Visa and MC or 4 digits on front of AmEx)

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 September 13, 2019 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 303-770-8800.

EUCI reserves the right to alter this program without prior notice.

ENERGIZE WEEKLY

Energize Weekly is EUCI’s free weekly newsletter, delivered to your inbox every Wednesday. We provide you with the latest industry news as well as in-depth analysis from our own team of experts. Subscribers also receive free downloadable presentations from our past events.

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