



Institute for
ENERGY LAW

2nd Midstream Oil & Gas Law Conference



2nd Midstream Oil & Gas Law Conference

November 22, 2013

JW Marriott Hotel • Houston, Texas

Featuring Luncheon Speaker

Commissioner Christi Craddick
Railroad Commission of Texas
Austin, Texas

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Highlights

- Federal environmental developments affecting pipelines
- Midstream debt and equity financing
- Attorneys' involvement in safety management issues (Ethics)
- Master agreements for liquid hydrocarbons
- Acquisition of midstream assets

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2nd Midstream Oil & Gas Law Conference

SCHEDULE

November 22

Conference Co-Chairs

Donna J. Bailey
General Counsel,
Gas and Midstream
Negotiations and Legal,
Chevron Gas and Midstream
Houston, Texas

Mark R. Haskell
Morgan Lewis & Bockius LLP
Washington, D.C.

Michael P. Pearson
Jackson Walker L.L.P.
Houston, Texas

"I loved the content; there are few conferences that deal with Midstream issues. Please make this an annual event."

"Great topics and speakers... well done."

— 2012 Participants



2012 Midstream Oil & Gas Law Conference

8:00 REGISTRATION AND CONTINENTAL BREAKFAST

8:30 WELCOME AND INTRODUCTION TO THE CONFERENCE

— Donna J. Bailey, General Counsel, Gas and Midstream Negotiations and Legal, Chevron Gas and Midstream, Houston, Texas

— Mark R. Haskell, Morgan Lewis & Bockius LLP, Washington, D.C.

— Michael P. Pearson, Jackson Walker L.L.P., Houston, Texas

8:45 CURRENT FEDERAL ENVIRONMENTAL DEVELOPMENTS AFFECTING OIL AND PRODUCT PIPELINES

Our speaker will review the interest shown by federal environmental agencies in the pipeline transportation of oil and products around the United States.

— Ronald J. Tenpas, Morgan Lewis & Bockius, Washington, D.C.

9:15 HOT REGULATORY ISSUES IN KEY STATES

Our panel will examine current top midstream regulatory developments and issues in the key producing states of Texas, Pennsylvania and North Dakota.

MODERATOR

— Amy L. Baird, Jackson Walker L.L.P., Houston, Texas

PANELISTS

— John K. Arnold, Winstead PC, Houston, Texas

— Judith D. Cassell, Hawke McKeon & Sniscak LLP, Harrisburg, Pennsylvania

— John W. Morrison, Crowley Fleck, Bismarck, North Dakota

10:15 BREAK

10:30 ETHICS PRESENTATION: THE ROLE OF IN-HOUSE COUNSEL IN SAFETY MANAGEMENT

The involvement of counsel in the conduct of safety investigations, pipeline integrity assessments and the like is arguably essential to help protect the company's position in future litigation or regulatory enforcement action. On the other hand, reports couched in self-serving legalese may not be so useful to management. Can you achieve the best of both worlds? Our speaker will discuss this and other ethical issues like when a mandatory duty of disclosure arises, and the obligations of disclosure on the sale of assets.

— Gregory E. Goldberg, Holland & Hart LLP, Denver, Colorado

11:30 DEBT AND EQUITY FINANCING OF MIDSTREAM PROJECTS

Hear leading commercial lenders, private equity funds and other equity investors discuss what makes midstream projects attractive to them, where they are focusing their efforts, what issues make financing difficult and what concerns they see in the current market. The discussion will distinguish between debt and equity financing and also will touch on joint ventures and other trends in the industry.

MODERATOR

— Cliff W. Vrielink, Sidley Austin LLP, Houston, Texas

PANELISTS

- Hugh Babowal, Managing Director, Mergers & Acquisitions, Wells Fargo Securities, LLC, Houston, Texas
- Jeff Ball, Managing Director, The Energy & Minerals Group, Houston, Texas
- Scott Joyce, Senior Vice President, Capital One, Houston, Texas

12:00 HOSTED LUNCHEON

- Commissioner Christi Craddick, Railroad Commission of Texas, Austin, Texas

Sponsored by



1:30 MASTER AGREEMENTS FOR LIQUID HYDROCARBONS

Is the new NAESB Master Agreement for Purchase, Sale or Exchange of Liquid Hydrocarbons a welcome development? Our speakers will compare and contrast the NAESB agreement with the LEAP Master Agreement and the ISDA/Oil Annex and discuss the market's reaction to these agreements.

- Marcia Greenblatt, Phillips 66, Houston, Texas
- Andrew P. Ray, Energy Transfer Partners, L.P., Houston, Texas
- Paul B. Turner, Reed Smith LLP, Houston, Texas

2:15 MANAGING THE FIRST 96 HOURS AFTER A MAJOR ACCIDENT

Effectively responding to a major accident requires a prompt, sure-footed approach; especially with criminal prosecutions for endangerment and environmental releases becoming more frequent. Knowing what to expect from a legal perspective and being able to respond to a rapidly evolving situation is key. This presentation will provide practical advice on how to prepare for and then effectively manage the initial response to a major workplace or pipeline incident.

- Mark L. Farley, Katten Muchin Rosenman LLP, Houston, Texas

3:00 BREAK

3:15 LEGAL ISSUES IN PRODUCT QUALITY

Many older transportation contracts say surprisingly little about product quality specifications, whereas modern contracts usually deal with these issues extensively. Our speaker will explore the contractual issues and approaches associated with product quality, and the scope of limitations of liability for the injection of off-spec products into a transportation system, in both older and more modern agreements.

— Rachel Giesber Clingman, Sutherland Asbill & Brennan LLP, Houston, Texas

4:00 ACQUISITION OF MIDSTREAM ASSETS

This session will examine the design of an appropriately broad due diligence process for use in acquiring midstream assets, as well as discussing representations and warranties and the indemnities sought to enforce them.

— Christopher S. Collins, Vinson & Elkins LLP, Houston, Texas

4:45 ADJOURN



2012 Midstream Oil & Gas Law Conference

UPCOMING COURSE SCHEDULE

**4th
IEL-SEERIL
INTERNATIONAL
OIL & GAS LAW
CONFERENCE**

LONDON, UK
DEC 4 - 6, 2013

**RENEWABLE
ENERGY LAW
CONFERENCE**

SAN DIEGO, CA
JAN 23, 2014

**65th Annual
OIL & GAS
LAW
CONFERENCE**

HOUSTON, TX
FEB 19 - 20, 2014

**ITA-IEL
JOINT WINTER
FORUM**

HOUSTON, TX
FEB 20 - 21, 2014

**3rd
IEL-ANADE
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MEXICO CITY,
MEXICO
MAR 27 - 28, 2014

**MERGERS &
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ACQUISITIONS
& DISPOSALS
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MAY 2014

**INTERNATIONAL
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CONTRACTS AND
NEGOTIATIONS -
PART II**

HOUSTON, TX
SEP 22 - 26, 2014

**7th Annual
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COUNSEL
FORUM**

HOUSTON, TX
SEP 23, 2014

**INTERNATIONAL
OIL & GAS LAW,
CONTRACTS AND
NEGOTIATIONS -
PART II**

HOUSTON, TX
SEP 29, 2014 - OCT
3, 2014

**4th
OILFIELD
SERVICES
CONFERENCE**

HOUSTON, TX
OCT 6, 2014

REGISTRATION

2nd Midstream Oil & Gas Law Conference

November 22, 2013
JW Marriott Hotel • Houston, Texas

Registration includes the Conference, course materials on USB and online and all meals.

Check applicable box:	Received by 11/11/13	Received after 11/11/13
Regular registration fee	<input type="checkbox"/> \$435	<input type="checkbox"/> \$495
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972.244.3400 or 800.409.1090 8:30am-5:00pm CST

PAYMENT MUST ACCOMPANY REGISTRATION

GENERAL INFORMATION

CANCELLATION POLICY: Tuition, less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by November 11, 2013. E-mail cancellation notice to cburkel@cailaw.org. After this date, no refunds, but substitution of attendees for this program will be permitted. Registrants not entitled to a refund will receive the course materials.

HOUSING: The cost of housing is not included in tuition. However, rooms (in limited number) have been reserved at the JW Marriott Hotel, 5150 Westheimer Road, Houston, TX 77056. Registrants should call 1-800-228-9290 and advise them they are attending the "Midstream Conference" to receive a reduced room rate of \$189 + 17% occupancy tax. The last day to obtain this special rate is November 7, 2013.

NONDISCRIMINATION POLICY: The Center for American and International Law does not discriminate on the basis of race, color, sex, religion, national origin, age, disability, veteran status or any other protected status in educational activities, scholarship programs or admissions.

PRESS POLICY: All IEL conferences are held under the Chatham House Rule. Participants, including journalists, are free to use any information received, but comments may not be attributed to any speaker identified by name or affiliation.

MCLE CREDIT: This program is approved by the State Bar of Texas for 6.25 hours, including 1 hour of ethics. Course ID Number: 901273865. Sign-in sheets and/or certificates of attendance will be available for ALL states.

SPECIALIZATION CREDIT: This program is approved by the Texas Board of Legal Specialization for 6.25 hours in the following areas: Administrative Law and Oil, Gas and Mineral Law



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Institute for Energy Law
The Center for American and International Law
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