



# Oil & Gas Lawyer School

London, 21 September 2017

## PROGRAMME

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### 8:30 – 9:00 Registration & Refreshments

### 9:00 – 9:15 Introductory Session

Course outline and objectives, introduction to presenters/faculty.

*Mark Rowley, Partner, Baker Botts*

### 9:15 – 10:00 Pre Negotiation Actions

- Confidentiality agreement
- Information memorandum
- Data room process and disclosure strategy
- Bid terms and transaction timetable
- Conducting due diligence and managing Q&A
- Making competitive bid
- Evaluation of bids and selection of preferred bidder(s)

*Hamish McArdle, Partner, Baker Botts*

### Refreshments

### 10:15 – 11:15 Drafting Sale and Purchase Agreement

- Identifying key sale terms
- Valuation, consideration and adjustments
  - Completion accounts and locked box
- Consents and conditions precedent

- Warranties and representations
- Indemnification and allocation of liabilities
- Limitation of liability and claims
- Carried obligations and farm-out specific issues
- Completion and post-completion

*Hamish McArdle, Partner, Baker Botts*

### Refreshments

### 11:30 – 12:45 Negotiation Exercise Part 1

- Overview of exercise - negotiation of interim period covenants, warranties, indemnities and limitations of liability
  - Seller objectives
  - Buyer objectives
- Negotiations

### 12:45 – 13:15 Negotiation Exercise Part 2

- Group feedback and evaluation
- Negotiation skills, attributes and strategies

*James Douglass, Hamish McArdle, Jason Bennett & Mark Rowley, Partners, Baker Botts, & Rob Butler, Senior Associate, Baker Botts*

### 13:15 Lunch

#### 14:15 – 15:00 Financing Upstream Transactions

- Potential financing structures
- Typical financing stages and timelines
- Commonly negotiated documentation issues - overview of issues and positions
- Ongoing management of financings - potential issues and strategies

*Stuart McIntyre, Partner, Baker Botts*

#### Refreshments

#### 15:15 – 16:15 Conducting an anti-trust review and managing merger filings

- Agreeing merger filing jurisdictions
- Evaluating requirements to file and risk of not filing
- Managing timelines and local counsel process in context of transaction timetable
- Making the merger filing and addressing requests and conditions

*Paul Lugard, Partner, Baker Botts*

#### Refreshments

#### 16:30 – 17:30 Post Closing Disputes

- Settlement negotiations
- Dispute strategy
- Arbitration process and achieving a successful award

*Johannes Koepp, Partner, Baker Botts*

#### 17:30 Closing Remarks

*Mark Rowley, Partner, Baker Botts*

#### Networking & Drinks