



SPECIAL INSTITUTE ON

Due Diligence in Oil & Gas and Mining Transactions

September 27–28, 2018

Westin Hotel, Westminster, CO

Whether a transaction involves a \$5,000 exchange of access rights or a \$3 billion acquisition of producing oil & gas or mining properties, due diligence is a fundamental component of all business transactions and particularly critical for natural resources industries. The program will provide an in-depth examination of the due diligence process in connection with oil and gas and mining transactions.

The first day of the program will analyze broader organizational and issue-based concepts surrounding the due diligence process. The second day presents split sections focusing specifically on oil and gas transactions and mining transactions. The program will be valuable for new and experienced lawyers, landmen, mineral managers, consultants, and other professionals responsible for bringing to light and managing issues and risks arising from acquisitions, divestitures, joint ventures, royalty, and other arrangements in the oil & gas and mining industries.

Due Diligence Handbook
included in course
materials

Course materials and audio recordings are available in various formats if you are unable to attend. See inside for details.

Due Diligence in Oil & Gas and Mining Transactions

DAY 1: Thursday, September 27, 2018 General Session

7:00 am – 8:00 am: Registration

8:00 am – 8:10 am: Introduction and Opening Remarks

ALEX RITCHIE, Executive Director, Rocky Mountain Mineral Law Foundation, Westminster, CO

WILLIAM B. PRINCE, President-Elect, Rocky Mountain Mineral Law Foundation; Partner, Dorsey & Whitney LLP, Salt Lake City, UT

KEVIN JOHNSON, Program Co-Chair; Parsons, Behle & Latimer, P.C., Salt Lake City, UT

LAMONT LARSEN, Program Co-Chair; Davis Graham & Stubbs LLP, Denver, CO

8:10 am – 9:00 am: The Due Diligence Process and its Impact on the Deal

- Strategies and tools for planning, coordinating, and managing the due diligence process
- Planning an effective process through establishing client expectations and use of materiality standards, checklists, and instruction sheets
- Information collection, organization, and review; use of experts; training, and team management
- Reporting results to client, both in real time and in formal reports
- Strategies for data rooms and auction transactions

MARK BURGHARDT & WELLS PARKER, Dorsey & Whitney LLP, Salt Lake City, UT

9:00 am – 9:50 am: Confidentiality and Non-Disclosure Agreements

- Legal background and purpose of NDAs
- Different NDA types to address different business situations
- Key substantive terms, common issues with those terms, and recommendations for addressing those issues
- Issues presented by use and storage of data in digital media
- Intellectual property issues that may arise from sharing data

MICHAEL MCCARTHY, Barrick Gold Corporation, Salt Lake City, UT

9:50 am – 10:10 am: Hosted Refreshment Break

10:10 am – 11:00 am: Regulatory Roulette: Preparing for Potential Filings under HSR and CFIUS

- Hart-Scott Rodino filing requirements, safe harbors, and defenses
- Protecting sensitive competitive information
- Current statutory regime and proposed modifications to CFIUS
- Potential pitfalls and filing guidance for CFIUS based on reported cases

JOEL BENSON, Davis Graham & Stubbs LLP, Denver, CO

KEVIN JOHNSON, Parsons, Behle & Latimer, P.C., Salt Lake City, UT

11:00 am – 11:50 am: Due Diligence for the International Deal

- International variations in title due diligence requirements and producible information
- Variations in government production sharing contracts and associated benefits or detriments
- Commonly used clauses in production sharing agreements and their interpretation in the international context
- Comparison of the anti-bribery and corruption landscape in the United Kingdom, Canada, and the U.S.

ROBERT BRANT, McCarthy Tetrault LLP, London, U.K

NIKI GILL, McCarthy Tetrault LLP, Calgary, AB

11:50 am – 1:20 pm: Lunch – On Your Own

1:20 pm – 2:10 pm: Due Diligence for Corporate Transactions

- Review of key due diligence areas, including corporate, real estate, debt obligations and guarantees, liens and judgments, insurance, employees, material agreements, intellectual property, and related party transactions
- Specific contexts of diligence, including reverse due diligence and minority investment

MARK BUSSEY, Davis Graham & Stubbs LLP, Denver, CO

MATT THOMPSON, Resource Capital Funds, Denver, CO

2:10 pm – 3:20 pm: Letters from the Front

- Practical advice on due diligence from a variety of perspectives
- CASSIE BOGGS, Resource Capital Funds, Denver, CO (Moderator)
- KEVIN BAKER, Twin Metals Minnesota, St. Paul, MN (Mining)
- GERRY MORTON, Carizzo Oil & Gas, Inc., Houston, TX (Oil & Gas)
- JAMES PERRY, Newcrest Mining Limited, Denver, CO (Mining)
- AMY SENESHEN, Welborn Sullivan Meck & Tooley, PC, Denver, CO (Oil & Gas)

3:20 pm – 3:40 pm: Hosted Refreshment Break

3:40 pm – 4:40 pm: Due Diligence from a Professional Responsibility Perspective

- Understanding attorney-client privilege in the due diligence context
- Protecting confidential information under the common interest doctrine
- The perils of unauthorized practice of law (UPL) claims in due diligence
- Understanding UPL safe harbors

MATTHEW CORBIN & DOUGLAS RICHMOND, AON Risk Solutions, Overland Park, KS

4:40 pm – 5:40 pm: Hosted Reception for Registrants, Speakers & Guests

DAY 2: Friday, September 28, 2018 Oil & Gas Session

9:00 am – 9:50 am: Title Due Diligence

- Conducting the title review and preparing a report for the client
- Necessity of understanding the interplay between the purchase and sale agreement and due diligence timeline and report
- Examination of seller's title records and public records
- Preparation of final due diligence title report

SHANE HANSON, Crowley Fleck PLLP, Bismarck, ND

LORI McMULLEN, Crowley Fleck PLLP, Sheridan, WY

9:50 am – 10:40 am: Applying Title Defect Mechanics Under a Typical Purchase Agreement

- In-depth look at the typical title defect structures in a purchase and sale agreement, together with variances across basins and assets
- Examples that may constitute title defects under a customary purchase and sale agreement
- Best practices for drafting title defect notices

CHRIS HEASLEY, Kirkland & Ellis LLP, Houston, TX

DAVID WILDES, Newfield Exploration, The Woodlands, TX

10:40 am – 11:00 am: Hosted Refreshment Break

11:00 am – 11:50 am: Material Contracts and Unrecorded Documents

- Joint operating agreements and operator's liens
- Farm-outs, farm-ins, and related agreements
- AMIs
- Reversions, preferential rights, consents, and notices
- Gas balancing, seismic, and royalty agreements

TIM DOWD, Elias, Books, Brown & Nelson, P.C., Oklahoma City, OK

11:50 am – 1:20 pm: Lunch – On Your Own**1:20 pm – 2:10 pm: Environmental Diligence: Assessments, Defects, and Deal Terms**

- Scope of environmental review: Phase I and Phase II
- Considerations in seeking and granting access
- Environmental defects and thresholds
- Deal terms and the importance of definitions
- Auditing and acquisitions—converting your diligence to a defense

JAMES MORRIS, Thompson & Knight LLP, Austin TX

2:10 pm – 2:30 pm: Hosted Refreshment Break**2:30 pm – 3:20 pm: Permitting and Regulatory Compliance**

- Applicable local, state, and federal regulations that may govern an asset
- How the seller's prior compliance may affect the value of the prospect
- Regulatory land mines that can severely impact an asset's value
- Other regulatory issues related to permitting, bonding, and federal ownership
- How to uncover these issues during the larger due diligence process

JOE PIERZCHALA & GEOFF STORM, Welborn Sullivan Meck & Tooley, P.C., Denver, CO

3:20 pm – 4:10 pm: Surface and Subsurface Use and Access Rights

- Steps to take before exercising surface use rights to access the mineral estate
- Requirements that apply to private, state, federal, Indian, and split-estate lands
- Surface use agreements, permits, and other access agreements typically used in the oil patch to obtain surface access

MATT HARTFORD, Anadarko Petroleum Corporation, Denver, CO

4:10 pm: Course Adjournment**DAY 2: Friday, September 28, 2018 Mining Session****9:00 am – 9:50 am: Mining Title and Land Due Diligence**

- Overview of land tenure systems in the United States (fee, federal public lands, state public lands, and tribal lands)
- Acquisition of mineral rights and significant issues in each context
- Mining Law of 1872, acquisition and maintenance of unpatented mining claims, and title due diligence of unpatented claims
- Common issues that arise in recordation systems and best practices for completing title due diligence

NORA PINCUS, Parsons, Behle & Latimer, P.C., Salt Lake City, UT

9:50 am – 10:40 am: Material Contracts and Unrecorded Documents

- Identifying and quantifying the nature and extent of assets, liabilities, and commitments in non-public documents
- Detailed review of the various agreements and unrecorded documents material to the mining transaction

RICHARD HALL, Stoel Rives, LLP, Salt Lake City, UT / Boise, ID

10:40 am – 11:00 am: Hosted Refreshment Break**11:00 am – 11:50 am: Where Dirt Becomes Cash: Due Diligence on Mining Operations**

- A look at some of the more technical aspects of mining due diligence, to include facilities & equipment, supply chain, and maintenance
- MSHA enforcement-related issues

WAYNE CHANCELLOR, AngloGold Ashanti Americas, Inc., Centennial, CO

DANA SVENDSEN, Sherman & Howard L.L.C., Denver, CO

11:50 am – 1:20 pm: Lunch – On Your Own**1:20 pm – 2:10 pm: I Know What You Did Last Century: Assessing and Addressing Environmental Liabilities in Mining Transactions**

- Liability for releases of hazardous substances and other environmental damages
- Liability for non-compliance with environmental laws and permit requirements
- Important considerations in scoping environmental due diligence
- Effective and appropriate use of environmental due diligence tools

BENJAMIN MACHLIS, Dorsey & Whitney, LLP, Salt Lake City, UT

2:10 pm – 2:30 pm: Hosted Refreshment Break**2:30 pm – 3:20 pm: Mining Permitting and Regulatory Compliance**

- Approaching due diligence review of major environmental permits for hard rock mining operations and assessing general compliance
- Understanding the ownership of the land where operations are located
- What to do when aspects of a project are on federal, state, and private land with varying permitting regimes

DAWN MEIDINGER, Fennemore Craig, P.C., Phoenix, AZ

3:20 pm – 4:10 pm: Valuation of Mining Assets

- The need to understand valuation in mining transactions
- Different stages of development for a mining company or mining asset
- Common methodologies for valuing a mining company or mining asset
- Advantages and disadvantages associated with various methodologies and different stages of development
- Valuation of a mining company in practice

KARR MCCURDY, Rock Elm Capital Management LLC, Denver, CO

4:10 pm: Course Adjournment

Can't attend? You can still order the course materials

ORDER FORM



Rocky Mountain Mineral Law Foundation

9191 Sheridan Blvd., Suite 203
Westminster, CO 80031 USA
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Course materials and audio for Due Diligence will be available within 4 weeks after the program

Title/Description	Qty.	Unit Price		Total
		Non-Member	RMMLF Member	
All registrants will receive a link to the online course materials and Due Diligence Handbook. A hard copy course manual and Handbook is available to registrants for \$75. See the registration form.				
Due Diligence in Oil & Gas and Mining Transactions				
Looseleaf Manual and Due Diligence Handbook (DD3M&H)		\$270	\$230	\$
Digital Manual and Due Diligence Handbook (DD3DM&H) (no handling charge)		\$270	\$230	\$
Due Diligence Handbook only (hard copy) (DD3-H)		\$145	\$115	\$
Digital Due Diligence Handbook only (DD3-DH) (no handling charge)		\$145	\$115	\$
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PAYMENT METHOD (Orders will be filled when payment is received)

Check drawn on a U.S. bank in U.S. Dollars (Payable to **Rocky Mountain Mineral Law Foundation**)

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Due Diligence in Oil & Gas and Mining Transactions

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(Mining), Parsons, Behle & Latimer, P.C.,
Salt Lake City, UT

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(Oil & Gas), Davis Graham & Stubbs LLP,
Denver, CO

KEVIN BAKER, Twin Metals,
Minneapolis, MN

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Harcourt, LLP, Calgary, AB

DEBRA VILLARREAL, Thompson & Knight,
LLP, Dallas, TX

Mail, fax, or email registration
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Rocky Mountain Mineral Law Foundation

9191 Sheridan Blvd., Ste. 203
Westminster, CO 80031 USA

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By entering your information and registering for this course, you consent and agree to receive communications from us as to our programs, products, and services and certain programs of our nonprofit partners, provided that you may opt out of receiving email notices at any time. You also consent to our providing your contact information to other course registrants on the course registration list, which may be used by course registrants to invite you to events held in connection with the course. If you are a member, you consent to our providing your contact information to other members. For a copy of our privacy policy, go to <https://tinyurl.com/rmmlf-privacy>.

REGISTRATION

REGISTER ONLINE
at www.rmmlf.org

1. Registrant Information – Please type or print legibly

Name _____

Badge Name (if different from above) _____

Employer _____

Employer Address _____

City/State/Zip _____

Phone (____) _____ Fax (____) _____

Attendee Email _____

(required for confirmations, advance registration list, and program updates)

Please check all that apply: Attorney Landman Management

Consultant Student Other (please specify): _____

CLE credit requested for the following states: _____

Other credit requested from: _____

2. Registration Category – Please pay in U.S. Dollars

	Registrations Received	
	thru 9/6/18	after 9/6/18
Non-Member	<input type="checkbox"/> \$860	<input type="checkbox"/> \$960
RMMLF Member	<input type="checkbox"/> \$740	<input type="checkbox"/> \$840
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Government Agency (Submit PO # if required)	<input type="checkbox"/> \$590	<input type="checkbox"/> \$690
Non-Profit Organization (IRS tax-exempt status)	<input type="checkbox"/> \$590	<input type="checkbox"/> \$690
Full-Time Student (Proof of status required)	<input type="checkbox"/> \$35	<input type="checkbox"/> \$75

3. Materials Format

A special Due Diligence Handbook will be provided to each attendee at no extra charge.

Select your course materials format:

DOWNLOAD ONLY (\$0)
(Electronic materials only)

HARD COPY (\$75)
(Receive manual and Handbook at conference)

TOTAL: \$ _____

4. Payment Information – Prepayment Required

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- Electronic Funds Transfer: Contact the Foundation at info@rmmlf.org

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September 27–28, 2018 Westin Hotel, Westminster, CO

General Information

Room Reservations: The Westin Westminster, 10600 Westminster Blvd., Westminster, CO, 80020, has blocked rooms for this Special Institute until September 12 at the rate of \$209 (single/double) per night. A limited number of government rate rooms also are available in our block. Ask for special rates for Due Diligence registrants.

For reservations, contact the Westin at:

- Toll Free: 800-937-8461
- Direct: 303-410-5000
- Online: <http://tinyurl.com/rockym235>
- Online Government: <http://tinyurl.com/rockym235gov> (government employees only)

Trouble making room reservations? Contact us at info@rmmlf.org

Car Rental: Hertz is offering special discounts by referencing Meeting CV#03NJ0013 and Rocky Mountain Mineral Law Foundation. Make reservations at <http://tinyurl.com/hertz2018> or call 800-654-2240 (U.S.); 800-263-0600 (Canada); or 405-749-4434 (International).

Registration Fees: Include course materials, refreshments, and hosted functions as listed in this brochure. These fees do not include hotel costs or transportation. Registrations will be accepted only when accompanied by a check, money order, government purchase order or training form, credit card information, or wiring information. No registrations can be processed without payment.

Registration Cancellations: Refunds, less a \$50 administrative fee, will be given for cancellations received by 3:00pm on Monday, September 10, 2018. No refunds will be given thereafter, although substitution of attendees may be made by contacting the Foundation. Cancellations must be made in writing or email to info@rmmlf.org. Registrants not entitled to a refund will receive a link to the written materials.

CLE Credit: This course consists of approximately 11 hours of continuing education, including 1 hour of ethics. You must let us know, at least 45 days in advance of the conference, the states or organizations for which you will need credit (see registration form). Credit hours for states will vary and are subject to each state's approval and credit rounding rules. Foundation conferences are typically accredited by all mandatory CLE states and Canadian provinces, the AAPL, and various professional organizations upon request. Attorneys from certain states may be required to pay an additional fee. The Foundation is a State Bar of California MCLE-approved provider.

Recording: Audio and video recording, streaming, or other types of live or stored dissemination are not permitted without express authorization from the Foundation.

Special Needs: If you have special needs, please notify us at least two weeks before the program.