



ROCKY MOUNTAIN MINERAL LAW FOUNDATION

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Special Institute

on

Strategic Risk Management for Natural Resources Companies & Their Advisors Domestic and International Issues

**Eldorado Hotel ♦ Santa Fe, New Mexico
May 1-2, 2008**

All companies, including natural resources companies, are faced with a wide array of risk management challenges across a broad front of company activities. Some of these risk issues present complex legal questions, some require the implementation of effective compliance systems, some require effective financial or engineering reporting, and some require an understanding of local, national, or international legal and political environments. Many of these issues are readily apparent - for example, the need to implement an effective corporate governance program to comply with Sarbanes-Oxley. Many are more subtle - for example, whether the company's reserves are properly booked and disclosed, whether the company has effective internal controls, whether the company is managing its derivatives properly, and whether the company's intellectual property is adequately protected. Failure to appreciate the existence of these challenges or to understand how to ameliorate their risk can present significant legal and operational exposure.

This program is intended to serve as a guide to the major areas of risk management facing natural resources companies and provide in-depth analysis of each of those areas. The purpose is to enable company counsel and others with responsibility for management of company risk to identify and address areas of concern.

The program begins with a detailed overview, followed by two presentations on corporate governance covering disclosure issues and financial reporting. The afternoon session explores personnel,

intellectual property, and data risk management and includes a presentation on identifying and managing key areas of litigation risk. Concurrent tracks on Friday deal with operational risk and property acquisition risk for both mining and oil & gas, and governmental risk for both international and domestic projects. There also will be a joint session on crisis or casualty response, investigation, and management.

This Institute is aimed at in-house counsel at all levels within natural resource companies, outside counsel who advise such companies, executives and managers who have compliance and risk management responsibilities, and outside directors and advisors, some of whom serve on audit committees or otherwise oversee critical compliance areas.

An extensive course manual is included which will serve both as a reference work and a source of ideas for solving problems in this area. This unique, valuable, practical, and timely educational program also provides ideal networking opportunities.

- ♦ Save \$100 by registering early
- ♦ \$189 per night rooms
- ♦ A limited number of government rate rooms are available

***CDs and the course manual
are available if you are unable to attend.
See inside for details.***

STRATEGIC RISK MANAGEMENT

Thursday Morning, May 1, 2008

7:30-8:30

REGISTRATION - Anasazi Ballroom, Eldorado Hotel

8:30-8:45

OPENING REMARKS AND INTRODUCTIONS

CRAIG R. CARVER, President, Rocky Mountain Mineral Law Foundation; Attorney, Carver, Schwarz, McNab & Bailey, LLC, Denver, Colorado

HOWARD L. BOIGON, Program Chair; Attorney, Hogan & Hartson LLP, Denver, Colorado

STRATEGIC RISK MANAGEMENT AND THE ROLE OF THE ATTORNEY

8:45-9:35

OVERVIEW OF STRATEGIC RISK MANAGEMENT AND ESTABLISHING THE FRAMEWORK FOR CORPORATE COMPLIANCE PROGRAMS

Over the last decade there has been an accelerated change in the legal and regulatory landscape of those countries where many natural resource companies conduct business. Globalization has further promoted this trend through the proliferation of laws and regulations that have an intended extraterritorial effect. Concurrently, developments in corporate governance have highlighted the need to expand existing control mechanisms to allow boards to identify and manage all risks. Against this backdrop, attorneys representing natural resources companies are well-advised to consider these trends and to take a structured approach to strategic risk management and corporate compliance. This presentation will briefly survey the issues which will be covered in the next two days, including corporate governance, financial controls, data management, litigation risk, operational risk, political risk, and antitrust enforcement. The substance of designing, implementing, and managing a corporate compliance program will be addressed, and the legal and regulatory drivers which mandate a structured approach to risk management and corporate compliance will be analyzed. The convergence of these various drivers impacts the duties of boards and their legal advisors, and warrants the establishment of formal compliance programs, with structured compliance risk analyses as core feature of such programs. The speaker will delve into the methodologies for such risk analysis exercises and provide recommendations for establishing compliance programs which will meet legal requirements. Lastly, the speaker will provide assistance to attorneys in identifying the resources which are available in this rapidly expanding field.

PETER L. WEBSTER, Principal Advisor and Compliance Counsel, Rio Tinto, Salt Lake City, Utah

9:35-9:55

BREAK

CORPORATE GOVERNANCE

9:55-10:45

DISCLOSURE ISSUES FOR NATURAL RESOURCES COMPANIES

- ◆ SEC, exchange, and state requirements
- ◆ Disclosure controls
- ◆ Management discussion & analysis (MD&A)
- ◆ Materiality definitions
- ◆ Regulation FD (fair disclosure)
- ◆ Reserves/resources estimates
- ◆ CEO/CFO certifications

PAUL HILTON, Attorney, Hogan & Hartson L.L.P., Denver, Colorado

10:45-11:55

FINANCIAL STATEMENTS AND CONTROLS

This paper will cover major risk areas in financial statements, and will provide tools to help examine whether a company has appropriate systems in place to identify and evaluate risks from a financial statement perspective, and provide guidance on the roles of legal counsel, audit committee, external auditors, and internal auditors in this process. The internal controls required by section 404 of Sarbanes-Oxley will be reviewed. Additionally, the paper will cover financial statement accounting issues that are critical to the oil and gas and mining industries and highlight the questions that legal counsel should be asking with respect to those critical accounting issues.

BILL EVERT, National Director of Business Advisory Services, Hein & Associates LLP, Denver, Colorado

CAROLYN DUFFY, Director of Quality Assurance, Hein & Associates LLP, Denver, Colorado

GEORGE CURTIS, Regional Director of the Central Regional Office, Securities and Exchange Commission, Denver, Colorado

11:55-2:00

LUNCH – On Your Own

Thursday Afternoon, May 1, 2008

**PERSONNEL, INTELLECTUAL PROPERTY,
AND DATA RISK MANAGEMENT**

2:00-2:50

PERSONNEL RISK MANAGEMENT

- ◆ Retaining key employees
- ◆ Minimizing employment liability risk: discrimination, harassment, ADA, ADEA, FMLA, WARN, HIPPA, exempt/non-exempt; severance agreements and releases; ERISA liabilities
- ◆ Whistleblowers
- ◆ Use of consultants/contractors in lieu of employees
- ◆ Security and safety issues
- ◆ Union awareness

WAYNE M. CHANCELLOR, Assistant General Counsel, AngloGold Ashanti North America Inc., Greenwood Village, Colorado

JANET A. SAVAGE, Attorney, Davis, Graham & Stubbs, Denver, Colorado

2:50-3:10

BREAK

3:10-4:00

INTELLECTUAL PROPERTY MANAGEMENT

A company's intellectual property can be one of its most valuable assets, and often gives a company its competitive advantage. This speaker will focus on how a company identifies and protects its intellectual property. In addition to protection of knowledge, know-how, trade secrets, and proprietary information (including geological and geophysical information), this presentation will cover other areas of applicable intellectual property, including copyrights, trademarks, and patents, as well as domain names. Licensing and infringement concerns also will be addressed.

LYNN P. HENDRIX, Holme Roberts & Owen LLP, Denver, Colorado

LITIGATION RISK MANAGEMENT

4:00-5:00

IDENTIFYING, MANAGING, AND RESOLVING LITIGATION RISK

Three senior energy litigation counsel will discuss issues related to the in-house legal role involved in identification, management, and resolution of litigation risk for public company management reporting. The discussion will focus on issues to achieving an auditable procedure, what considerations have to be taken into account, and an update on issues involved in the litigation risk analysis and management reporting, including

- ◆ Management of litigation risk assessment obligations related to FASB-5 disclosure and materiality assessment, reserve accrual assessment, Foreign Corrupt Practices Act considerations and reporting, due diligence on acquisition assessments, including attorney client privilege considerations, frequency of assessment, and auditable controls
- ◆ Risk assessment and e-discovery management
- ◆ Risk quantification: factors to consider, analysis, and reliance on outside counsel
- ◆ Preventative risk management: understanding litigation variables that affect outcomes

ROXANNE ARMSTRONG, Attorney, Law Offices of Roxanne Armstrong, Houston, Texas; formerly Assistant General Counsel - Litigation, Apache Corporation

MICHAEL L. BEATTY, Attorney, Beatty & Wozniak, P.C., Denver, Colorado

CARLA POWERS HERRON, Group Counsel - Litigation, The Shell Group & Associate General Counsel - Litigation, Shell Oil Company, Houston, Texas

5:00-6:30

HOSTED NETWORKING RECEPTION

For Registrants, Speakers, and Guests

OPERATIONAL RISK - OIL AND GAS TRACK

8:30-9:40

RISK ALLOCATION IN OPERATIONAL AGREEMENTS

- ◆ Types of agreements: drilling contracts, master service agreements, flight service agreements, construction contracts
- ◆ Making sure different contracts fit together – management and strategy
- ◆ Enforceable indemnities
- ◆ Impact of anti-indemnity statutes, state and federal
- ◆ Exculpatory clauses
- ◆ Offshore and onshore operations
- ◆ Managing risk through insurance

WILLIAM W. PUGH, Attorney, Liskow & Lewis, New Orleans, Louisiana

9:40-10:00

BREAK

10:00-10:50

MANAGING RISK IN OIL AND GAS ACQUISITIONS

This discussion will provide an overview of the broad areas of risk that an energy company must deal with in oil and gas acquisitions. First, it will cover the risks involved in the buyer's economic assumptions supporting an acquisition, including product pricing and marketing assumptions, development plans for the properties, and other factors supporting the buyer's valuation of the deal. It will also cover common risks involved in acquiring different types of oil and gas assets, highlighting areas of concern such as oil vs. gas properties, mid-stream assets, offshore properties, and Indian lands. Finally, this section will cover various transactional risks that may be involved, such as financing methods for the acquisition and future plans for inclusion in an IPO or MLP. Second, it will cover risks faced by buyer and seller with respect to ongoing liabilities knowingly or unknowing retained or assumed, and will discuss various deal structures that can mitigate such risks. Third, it will discuss the role of the due diligence process in managing these risks, and will also cover other risk mitigation strategies such as hedging and marketing arrangements. Finally, it will analyze the role of the purchase and sale agreement in providing contractual protection for acquisition risks, including the use of indemnities, holdbacks and other contractual provisions.

PHILLIP R. CLARK, Attorney, Holme, Roberts & Owen LLP, Denver, Colorado

HOWARD L. BOIGON, Attorney, Hogan & Hartson LLP, Denver, Colorado

MILAM RANDOLPH PHARO, Vice President - Land and Legal, St. Mary Land & Exploration Company, Denver, Colorado

OPERATIONAL RISK - MINING TRACK

8:30-9:40

CONTRACTUAL WARRANTY AND PERFORMANCE REQUIREMENTS FOR CONSTRUCTION AGREEMENTS, SMELTING AGREEMENTS, AND OTHER MAJOR MINE CONTRACTS

- ◆ Design and performance issues; due diligence and inspection; determining noncompliance and fault; AIA agreements
- ◆ Representations and warranties; specifications; bid documents
- ◆ Covenants vs. conditions
- ◆ Remedies: termination vs. damages vs. specific performance; financial assurances
- ◆ Damages limitations; applicability of punitive damages to contract breaches
- ◆ Indemnities; survival; enforcement
- ◆ Protection in case of bankruptcy
- ◆ Force majeure
- ◆ Dispute resolution

DANIEL R. FROST, Attorney, Holland & Hart LLP, Denver, Colorado

9:40-10:00

BREAK

10:00-10:50

MANAGING RISK IN MINING ACQUISITIONS

- ◆ Management approach
- ◆ Risk areas: environmental, royalty, title, contracts, reserves/resources, labor/employment, derivatives/hedges, operations, abandonment liabilities
- ◆ Initial project assessment
- ◆ Due diligence
- ◆ Allocation of liability exposure between participants in the ownership/operation chain
- ◆ Stock acquisitions vs. asset acquisitions

S. DAVID COLTON, Phoenix, Arizona; formerly General Counsel, Phelps Dodge Corporation and Freeport-McMoRan Copper & Gold, Inc.

SARAH A. STRUNK, Attorney, Fennemore Craig, P.C., Phoenix, Arizona

DAN P. KRAVETS, Director of Business Development and Growth, Freeport-McMoRan Copper & Gold, Inc., Phoenix, Arizona

JOINT SESSION

10:50-11:40

CRISIS OR CASUALTY RESPONSE, INVESTIGATION AND MANAGEMENT

Crisis situations - particularly those involving loss of life, significant natural resource damages, or high profile investigations by enforcement agencies, require advance preparation and coordination before the event and close coordination between communications, legal, and other management professionals throughout the crisis. This panel will address and provide practical tools for how oil and gas and mining companies can prepare for emergency responses and how they can coordinate public responses with the media, families, and the community throughout the crisis to appropriately manage the risk to the company. The dynamics of short-term versus long-term crises in 24/7 news cycles also

will be discussed. The panel will then address the need for careful investigation, when to memorialize details, preservation of evidence, and how-to respond to multiple agencies. Practical tips such as lists of agencies to whom reports are owed and consideration of the types of consultants to be considered will be provided.

DONALD R. ABAUNZA, Attorney, Liskow and Lewis, New Orleans, Louisiana

CAROL RAULSTON, Senior VP Communications, National Mining Association, Washington, D.C.

11:40-1:30

LUNCH – On Your Own

Friday Afternoon, May 2 2008 - SPLIT SESSIONS

GOVERNMENTAL RISK - INTERNATIONAL TRACK

1:30-2:20

MANAGING MULTI-COUNTRY INTERNATIONAL RISK: WHAT TO LOOK FOR BEFORE INVESTING

This discussion will cover the multiple legal issues within a host country that should be considered and analyzed prior to the commitment to make a cross-border investment. Topics covered will include analysis of the overall stability and predictability of a host state's legal system, as well as its general adherence to the rule of law and deference to contractual and property rights; review of mechanisms available to foreign investors to protect their investment (including, for example, access to international arbitration and political risk insurance); analysis of the host state's political stability, political succession mechanisms, and level of corruption; and consideration of specific regulatory and financial elements significant to the investment, such as the tax regime, exchange and import-export controls, environmental regulation, and similar issues.

RICHARD J.B. PRICE, Attorney, Shearman & Sterling LLP, London, United Kingdom

HENRY WEISBURG, Attorney, Shearman & Sterling LLP, New York, New York

2:20-2:40

BREAK

2:40-3:30

PROJECT MANAGEMENT

After a company has done its due diligence and made the decision to invest, it faces legal and reputational challenges in managing the investment as it goes forward. This paper will address those challenges. In particular, the speaker will examine the practice issues associated with managing a project in a country that may have a business culture far different from that found in North America, where inadvertent management missteps can create legal and practical liabilities that will impair or prevent the success of the project. Topics will include anti-corruption training and monitoring (Foreign Corrupt Practices Act and local corruption laws), anti-money laundering and U.S. Patriot Act restrictions; inadvertent activities involving terrorist organizations; security issues and liability that may be created under the Alien Tort Claims Act as well as compliance with the U.N. Voluntary Principles on Security and Human Rights; extraterritorial application of

U.S. laws and sanctions, including a look at the far reach of the sanctions against Iran; and the use of local labor forces. The paper also will address the use of stability agreements to bring certainty to an investment. Finally, because the need to assess political risk does not stop after the due diligence is done to determine if an investment will be made, the paper will review the need and means for constantly assessing the political risks associated with the host country.

CATHERINE J. BOGGS, Vice President of Corporate Development, Barrick Gold Corporation, Toronto, Ontario, Canada

3:30-4:30

CONSIDERATIONS FOR NON-U.S. COMPANIES DOING BUSINESS IN THE UNITED STATES

Non-U.S. companies that operate in the U.S., engage in financial transactions in the U.S., or raise capital in the U.S. expose their non-U.S. subsidiaries and personnel to potentially devastating civil and criminal prosecution risks if they don't have adequate internal controls, compliance programs, and corporate governance. This paper will review recent cases where conduct outside the U.S. by non-U.S. companies that involved U.S.-based executives, or a transfer of funds to the U.S. by non-U.S. companies, or the listing of a small percentage of non-U.S. equity in the U.S. through ADRs, has resulted in costly internal investigations and required changes in internal controls, compliance programs, and board practices outside as well as inside the U.S. The paper will analyze the charging policies of the U.S. Department of Justice and the Securities and Exchange Commission that drive this enforcement, as well as the pleadings and settlement terms of major prosecutions of non-U.S. companies that dictate the internal controls, legal compliance programs, and corporate governance required of non-U.S. companies doing business in the U.S. The paper also will summarize relevant guidance for effective risk-based controls, compliance, and governance in U.S. and international audit standards.

JAMES L. GUNDERSON, Owner and CEO, Governance & Transactions LLC; Director, Aibel Group Limited, New York, New York; formerly General Counsel, Schlumberger Limited

4:30

ADJOURNMENT

GOVERNMENTAL RISK - DOMESTIC TRACK

1:30-2:50

MANAGING GOVERNMENT RISK WITH RESPECT TO AGENCIES THAT REGULATE RESOURCE USE AND DEVELOPMENT

When companies seek to use and develop natural resources, agencies at all levels of government have the power to regulate, condition, delay, or even prohibit those private decisions. If a resource company encounters such government controls, especially if they are onerous or unreasonable, the company's counsel must consider potential legal recourse. This paper will consider the remedies available and the institutional, legal, and strategic risks associated with threatening and/or bringing legal action against an agency. Topics will include causes of action (estoppel, takings, due process), available remedies and tactics, and litigation management.

JAN G. LAITOS, John A. Carver, Jr. Professor of Law, University of Denver Sturm College of Law, Denver, Colorado

2:50-3:10

BREAK

3:10-4:30

REDUCING THE RISK OF ANTITRUST VIOLATIONS

In-house lawyers may lack specialized training in antitrust issues and often turn to outside counsel for help on complex antitrust questions. Yet in-house lawyers still must be able to identify and address potential antitrust problems at their companies and ensure that they have adequate mechanisms in place for

training business people about antitrust compliance and monitoring such compliance. This segment presents a discussion with in-house lawyers concerning spotting and addressing basic antitrust issues and maintaining effective antitrust training and compliance programs and policies. The paper will cover the same topics and also provide specific guidance on basic antitrust issues that arise for natural resources companies including current Hart-Scott-Rodino Act requirements, non-competition agreements, and the care necessary when business people attend trade shows or meetings at which competitors are present.

GREGORY J. KERWIN, Attorney, Gibson, Dunn & Crutcher LLP, Denver, Colorado (moderator)

MILLIE L. CALHOUN, Senior Antitrust and Trade Regulation Counsel, BP America Inc., Warrenville, Illinois

JOHN C. GAMMIE, Senior Counsel, The Williams Companies, Inc., Tulsa, Oklahoma

BARRY D. GILCHRIST, Associate General Counsel, EnCana Corporation, Calgary, Alberta

TAGGART HANSEN, Attorney, Gibson, Dunn & Crutcher LLP, Denver, Colorado

M. SEAN ROYALL, Attorney, Gibson, Dunn & Crutcher LLP, Dallas, TX

CARTER B. SIMPSON, Senior Counsel - Antitrust & Trade Regulation, Exxon Mobil Corporation, Fairfax, Virginia

4:30

ADJOURNMENT

UPCOMING INSTITUTES

**Surface Use for
Mineral Development in the New West**
February 7-8, 2008
Westminster, Colorado

Oil and Gas Agreements: Joint Operations
March 27-28, 2008
Denver, Colorado

**Climate Change and
the Natural Resources Industry**
April 10-11, 2008
Phoenix, Arizona

Mining Law Short Course
May 12-16, 2008
Boulder, Colorado

**54th Annual
Rocky Mountain Mineral Law Institute**
July 17-19, 2008
Snowmass/Aspen, Colorado

**International Energy Law, Contracts, and
Negotiations: Upstream Issues**
September 22-26, 2008
Houston, Texas

**International Energy Law, Contracts, and
Negotiations: Midstream Issues**
September 29-October 3, 2008
Houston, Texas

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October 20-24, 2008
Houston, Texas

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STRATEGIC RISK MANAGEMENT				
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CDs only (SRMA)		\$295	\$235	\$
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Lynn P. Hendrix, Holme Roberts & Owen LLP, Denver, Colorado

Bruce C. Kirchhoff, Royal Gold, Inc., Denver, Colorado

Peter V. O'Connor, AngloGold Ashanti North America Inc., Greenwood Village, Colorado

Milam Randolph Pharo, St. Mary Land & Exploration Company, Denver, Colorado

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Peter Webster, Rio Tinto, Salt Lake City, Utah

Strategic Risk Management



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 Domestic *or* International *(check one)*

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- > Toll Free 800-955-4455
- > Direct 505-988-4455
- > Fax 505-955-4544
- > On-line <http://tinyurl.com/362yep>

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Registration Cancellations: Refunds, less a \$50 administrative fee, will be given for cancellations received by 3:00PM on Friday, April 18, 2008. No refunds will be given thereafter, although substitution of attendees may be made by contacting RMMLF. A written request must follow a telephone cancellation. Registrants not entitled to a refund will receive a copy of the written materials. For questions on refunds, complaints, and/or program cancellations, please contact our office at 303-321-8100.

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

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