



Special Institute on

Understanding Appalachian Basin Midstream Assets

April 20-21, 2015 • Hilton Garden Inn Southpointe
Canonsburg, Pennsylvania
Energy & Mineral Law Foundation

Co-sponsored by the
American Association of Professional Landmen,
the Marcellus Shale Coalition and
the Southern Gas Association



Program Schedule

Monday, April 20, 2015

8:00 a.m.

Welcome and Introductions

- Kevin K. Douglass, *EMLF President*, Babst Calland, Pittsburgh, PA

8:05 – 9:05 a.m.

Wanted: Pipelines, New Markets and Higher Gas Prices

This presentation sets the stage for the EMLF's Midstream Special Institute. It will review how Henry Hub pricing went from positive to negative in the Northeast and why this is driving the demand for new midstream infrastructure in (and out) of Appalachia. Learn how midstream infrastructure projects support the development of production assets from the wellhead to the city gate and the key terminology when discussing Midstream projects with your client.

- Clint Soderstrom, VP of Business Development, *EQT Midstream*, Pittsburgh, PA



DOUGLASS



SODERSTROM



MEADOWS



KRIEGER



AIREY

9:05 – 9:35 a.m.

Indemnity and Insurance and the Allocation of Risk

Insurance and indemnity among midstream companies, prime contractors, and sub-contractors on pipeline and midstream facility projects.

- John J. Meadows, *Steptoe & Johnson, PLLC*, Charleston, WV

9:35 – 9:50 a.m.

Break

9:50 – 10:50 a.m.

Regulatory Framework for the Midstream Sector

Applicability of federal and state laws to the midstream sector. Highlight the extent of the Federal Energy Regulatory Commission's jurisdiction to regulate natural gas pipelines, including critical distinctions and limitations. Provide a similar overview of the authority of states to regulate midstream operations in Pennsylvania, West Virginia and Ohio. Highlight key cases and recent developments (like the *Laser* case and Sunoco proceeding in Pennsylvania) and explain differences between economic regulatory authority and other powers, including right of eminent domain.

- Kurt L. Krieger, *Steptoe & Johnson PLLC*, Charleston, WV
- W. Jonathan Airey, *Vorys, Sater, Seymour and Pease*, Columbus, OH

About the luncheon speaker

Michael Krancer is an experienced and well known policy and substantive thought leader in energy development and deployment. He is an experienced and valued advisor to U.S. and global energy companies of all types regarding the full range of legal, public policy, government relations, state and federal regulatory, financial, corporate, and labor matters with his 20+ years of energy industry and public policy experience at the highest corporate and policy-making levels.



As a prominent and popular speaker and writer, Mr. Krancer is widely recognized for his practical thought leadership on a wide range of energy policy issues, including the emerging, global geopolitical importance of Pennsylvania shale gas and energy resources; federal and state regulation of shale gas extraction, LNG export potential and the future of America's energy revolution.

10:50 – 11:50 a.m.

Transportation Safety Issues for the Midstream Sector: Pipelines, LNG Facilities, and Crude by Rail

The significance of pipeline safety has grown dramatically in recent years, primarily as a result of several high-profile incidents and the development of the nation's shale plays. The U.S. Department of Transportation's (DOT) Pipeline and Hazardous Materials Safety Administration (PHMSA) is the federal agency responsible for ensuring the safety of gas and hazardous liquid pipelines and liquefied natural gas (LNG) facilities.

PHMSA also administers a grant program that allows states to regulate certain pipelines and LNG facilities in their jurisdictions. Rail transportation safety has also become a very important issue, particularly with the rapid growth in the crude-by-rail (CBR) market and in response to recent rail accidents in Canada and the United States. In cooperation with other DOT operating agencies, PHMSA also administers a hazardous materials safety program, including regulatory requirements that apply to the CBR industry. This presentation provides an overview of current transportation safety issues impacting the midstream sector. The pipeline safety topics will include the basic functions of the federal and state pipeline safety programs and a discussion of the regulations for gas and hazardous liquid gathering lines in the Marcellus. The rail transportation safety topics include a review of the federal hazardous materials safety regulations for the CBR sector and a discussion of DOT's recent emergency orders and rulemaking activities.

- Keith J. Coyle, Of Counsel, *Van Ness Feldman LLP*, Washington, DC
- James B. Curry, Partner, *Van Ness Feldman LLP*, Washington, DC



COYLE



CURRY



SMITH



KELLY

11:50 a.m. – 1:15 p.m. **Hosted Luncheon and Guest Speaker**

- Michael L. Krancer, *Blank Rome LLP*, Philadelphia, PA



LUCAS



WINEK

1:15 – 2:15 p.m. **Environmental Regulation**

This presentation covers the complex web of environmental regulation that applies to midstream projects, including federal air, water and waste laws, threatened and endangered species, cultural resources, NEPA and the intersection of many different federal agencies, including FERC, EPA, Fish & Wildlife Service, U.S. Army Corps of Engineers, federal land agencies, and state environmental agencies. The speakers will address both the peculiar and the practical, with emphasis on project-tested solutions for overcoming difficult environmental issues.

- Brooks M. Smith, *Troutman Sanders LLP*, Richmond, VA
- George Kelly, *Resource Environmental Solutions*, Owings Mills, MD



JEFFERIS



MINEAR



CARNA



TURTON

2:15 – 3:15 p.m. **Land Use and Planning: Buying, Siting and Zoning Midstream Facilities**

Siting a facility, such as a compressor station or NGL processing plant in Appalachia can be one of the more challenging aspects of a Midstream Project. From zoning and land use planning to acquiring the necessary air permits, this presentation will look at what you should consider before beginning construction on a facility in Appalachia.

- Blaine A. Lucas and Michael H. Winek, *Babst Calland*, Pittsburgh, PA

3:15 – 3:30 p.m. Break

3:30 – 4:15 p.m. **How Much Should You Pay for a 50' Right of Way?**

As production from the Marcellus and Utica has grown, so has the need for midstream projects to get gas from the field to the market(s). This panel will discuss the ins and outs of what has changed with landowner negotiations and right of way acquisition since the advent of the Marcellus Shale. Hear from the lawyers and land personnel on the front lines of these projects who are dealing with skyrocketing acquisition costs, hostile landowners and eminent domain issues. Learn what can happen when a midstream company tries to assert existing rights when repairing, replacing or twining existing pipelines and why your client may want to have a security team on stand-by.

- Moderator: Natalie N. Jefferis, Land Director, *EQT Midstream*, Pittsburgh, PA
- Beth R. Minear, *Contract Land Staff, LLC*, Charleston, WV
- Anthony J. Carna, *McGuire Woods, LLP*, Pittsburgh, PA
- Michael A. Turton, *The Williams Companies*, Pittsburgh, PA

4:15 – 5:15 p.m.

Alternative Ownership Structures: A Review of Master Limited Partnerships, Including Legal Structure and Financial, Tax and Operational Considerations

Discussion will include a history of Master Limited Partnerships (MLPs) and an overview of the MLP structure and what has changed over time; the challenges of doing business in the MLP structure; and the outlook for MLPs in light of the fall in oil prices.

- Chris Juban, Senior Vice President and General Counsel, *Caiman Energy II, LLC*, Houston, TX



JUBAN

5:15 – 6:30 p.m.

Hosted Reception for Registrants, Speakers and Guests

Tuesday, April 21, 2015

8:15 – 9:00 a.m. **Wage and Hour Issues in the Oil and Gas Industry**

The United States Department of Labor has targeted the oil and gas industry for wage and hour investigations, resulting in the recovery of back pay and penalties of over \$4.5 million in the Marcellus region alone over the past few years. This presentation will outline the DOL's efforts and areas of focus, as well as provide perspective about how to avoid the pitfalls of compliance with the Fair Labor Standards Act.

- Erin E. Magee, *Jackson Kelly PLLC*, Charleston, WV



MAGEE

9:00 – 10:15 a.m. **Cybersecurity: What Do You Have That Other People Want?**

Increasing reliance on automated controls means increased security all around. How vulnerable are midstream gathering, transmission, and distribution assets? This presentation will improve the cybersecurity awareness of the midstream professional. You do not need a background in information technology or industrial automation to participate in this session.

- Jonathan P. Gray, Principal Investigator, Tech-Trainer, and Automation Specialist, National and Homeland Security, *Idaho National Laboratory*, Idaho Falls, ID



GRAY

10:15 – 10:30 a.m. **Break**



WOCHNER

10:30 – 11:30 a.m. **Understanding Regulated Assets and Associated Agreements**

This presentation will look at what your client should know about dealing with FERC regulated pipelines. From interconnect agreements to what really happens when you don't meet gas quality specification. Make sure you and your client understand what level of service they are signing up for and whether it truly meets their needs.

- David L. Wochner, *K&L Gates LLP*, Washington, DC.



BENGSTON

11:30 a.m. – 12:45 p.m. **Hosted Lunch**



LOOPER

12:45 – 1:45 p.m. **Gas Gathering Agreements 101**

This presentation provides a broad overview of what a gas gathering agreement is and why it is necessary for the development of Production and Midstream assets in the Appalachian Basin. It will review key concepts of a "standard" gas gathering agreement and more complicated issues that will impact these key concepts, such as dehydration and processing facilities, the impact of pressure profiles on gas flows, declining production curves (especially in unconventional wells) and acreage commitments vs. volume commitments.

- Mike Bengtson, *Baker Botts L.L.P.*, Austin and Houston, TX
- Scott A. Looper, *Baker Botts L.L.P.*, Houston, TX



KIMBROUGH

1:45 – 2:30 p.m. **Litigation Update**

As the development in the Utica and Marcellus has increased, the need for additional capacity has grown exponentially. But while the midstream industry continues to work toward meeting the demand, litigation is consistently being instituted with the purpose of stopping this development in its tracks. This presentation will review recent cases filed and decided in the Utica and Marcellus region that are having an impact on the midstream industry, including matters involving appropriation, eminent domain, siting, and environmental concerns.

- Margeaux Kimbrough, *Kegler Brown Hill + Ritter*, Columbus, OH



2:30 – 3:30 p.m.

Natural Gas Liquids – What Are They, Where Do They Go, and Under What Contract Terms?

Many are unfamiliar with the specifics of the term “natural gas liquids,” which is the generic reference to a host of liquid hydrocarbon products or ‘streams’ – each of which has its own commercial value and options in terms of end use market. In this presentation, the various component parts of the natural gas liquids stream will be identified and described along with the potential end use, the markets and pricing mechanisms for each. The terms that apply to the purchase, transport, or other disposal of natural gas liquids in contracts between midstream companies and producers, and in contracts between midstream companies and further downstream transporters or end users will be addressed.

- Marc A. Halbritter, Senior Vice President, *Blue Racer Midstream*, Dallas, TX



HALBRITTER



RAPHAEL



WESTBROOK

3:30 p.m.

Break

3:40 – 4:40 p.m.

Ethical Issues Related to Internal Corporate Investigations

Internal corporate investigations involve ethical challenges that attorneys must recognize and address. Attorneys conducting an internal investigation for a corporation represent that legal entity and not its individual employees. This presentation offers general guidance on these ethical challenges and specific guidance concerning protecting attorney-client privilege, using *Upjohn* warnings, and handling scenarios that often arise during these investigations. How various jurisdictions handle these ethical challenges and how their ethical requirements may differ will also be discussed.

- David J. Raphael, *K&L Gates LLP*, Harrisburg, PA
- Margaret R. Westbrook, *K&L Gates LLP*, Raleigh, NC

4:40 p.m.

Adjourn

Our co-sponsors

With nearly 20,000 members nationwide, the American Association of Professional Landmen serves as a guiding resource to support landmen as they continue their education in an ever evolving industry, work closely with the public to advance oil and gas interests, and to ensure America’s energy independence. For 60 years, AAPL has supported and represented the best interests of America’s landmen before the public, legislators and federal administrations and agencies, to advocate for policies and practices that ensure the continued success of our nation’s energy needs.
<http://www.landman.org>



The Marcellus Shale Coalition (MSC) works with exploration and production, mid-stream, and supply chain partners in the Appalachian Basin and across the country to address issues regarding the production of clean, job-creating, American natural gas from the Marcellus and Utica Shale plays. We provide in-depth information to policymakers, regulators, media, and other public stakeholders on the positive impacts responsible natural gas production is having on families, businesses, and communities across the region. <http://marcelluscoalition.org/>

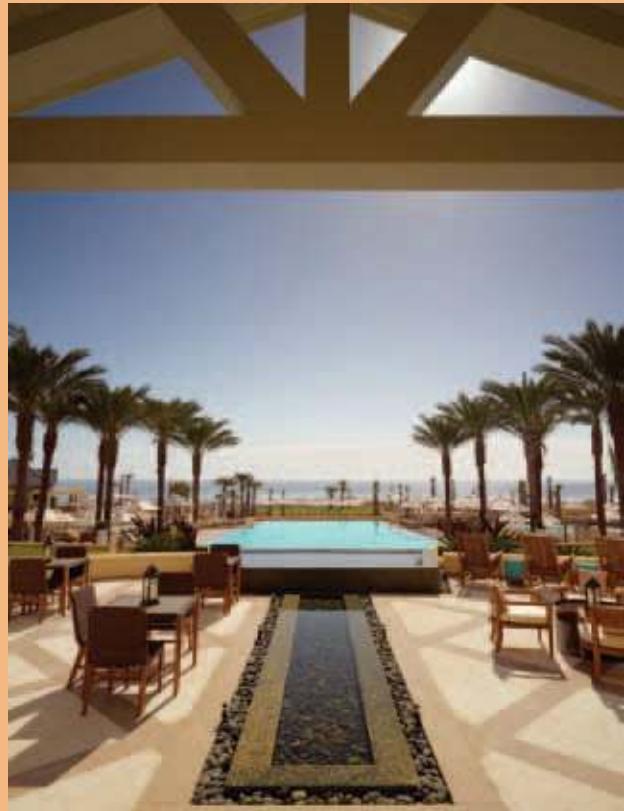


The Southern Gas Association has been a cornerstone of the natural gas industry for more than 100 years. Founded in 1908, SGA set out to concern itself with technical and sales issues, and to devise by common efforts, solutions to common problems within the natural gas industry. <https://www.southerngas.org/>



36th Annual Institute

Amelia Island, Florida • June 21-23, 2015





Yes, I want to attend the Appalachian Basin Midstream Special Institute

Registration fee includes all educational sessions and speaker materials, continental breakfasts, breaks, and luncheons on Monday and Tuesday, and a hosted reception on Monday. All meeting materials are provided electronically on USB drive and online at the EMLF website. Wi-Fi will be available in the meeting room.

Registration fees

	Conference through April 1	Conference after April 1
Non-member Registration Fee	\$735	\$835
EMLF Member	\$575	\$675
Co-Sponsor Member	\$575	\$675
EMLF Member Law School (full time faculty).....	\$295	\$395
Government Agency/Non-profit Organization.....	\$425	\$525
Full Time Law Student.....	\$150	\$200

First Name _____ M.I. _____ Last Name _____ Badge Name _____

Organization/Firm _____ Title _____

Address _____

City, State, Zip _____

Daytime Phone _____ Fax # _____

Email Address _____

State(s) for CLE Credits _____ *Do you need AAPL Credit?* _____

Fees:

Conference Registration \$ _____

Which co-sponsor _____

Conference accreditation is pending from states with mandatory Continuing Legal Education and with the AAPL. Please indicate on your registration form where you are seeking credit. Application will be made for 825 minutes of continuing education, including 60 minutes of ethics. In states which calculate 50 minutes as a CLE hour, this will be 16.5 hours of CLE. In states which calculate 60 minutes for a CLE hour, this will be 13.75 hours of CLE credit (except Pennsylvania is 13.5). Complete information for reporting your credits will be available at the conference. Additional fees may be required for certain states/organizations.

You may pay by _____ check or _____ credit card. EMLF accepts MasterCard, VISA or American Express.

Card # _____ Expiration date _____

Signature _____ CVV code (security code) _____

Cancellation policy

Full refunds less a \$75 administrative fee will be given for written registration cancellations received by April 1. No registration refunds will be made thereafter, but substitutions can be made by calling the Foundation at 859.231.0271. Persons not entitled to any refund will receive meeting materials. EMLF members who cancel their registrations after April 1 will receive a credit toward a future program less \$100.

Three ways to register

- If registering online, go to www.emlf.org
- If registering by fax, call 859.226.0485
- If registering by mail, send form and payment to EMLF, 340 South Broadway, Suite 101, Lexington, KY 40508

Look for information about the conference hotel elsewhere in this brochure



Energy & Mineral Law Foundation
340 South Broadway, Suite 101
Lexington, KY 40508

**Special Institute
Understanding
Appalachian Basin
Midstream Assets
April 20-21, 2015
Hilton Garden Inn
Southpointe
Canonsburg, PA**

Conference Hotel

Accommodations for the conference are at the Hilton Garden Inn Southpointe, 1000 Corporate Drive, Canonsburg, PA. The room rate is \$119 standard and \$136 suite based on availability plus tax.

No room block is being held but call 1.724.743.5000 and ask for the EMLF Group rate. Check-in time is 3 p.m. and check-out time is noon. The hotel has 175 guest rooms, so make your reservations early.

The Hilton Garden Inn Pittsburgh/Southpointe hotel offers complimentary 24-hour business center, Wi-Fi internet and remote printing — with all the expectations of a downtown facility located just outside the hustle, the Hilton Garden Inn Pittsburgh/Southpointe hotel is located only 20 miles from the Pittsburgh International Airport and 15 miles from downtown Pittsburgh, off I-79 at Exit 48 Southpointe.

Guests of this Hilton Garden Inn hotel can enjoy a range of excellent on-site services including a fully equipped fitness center as well as an inviting indoor pool. There is also an on-site restaurant that serves breakfast every morning, and for snacks, you'll find the 24 hour Pavilion Pantry convenience mart.

Save the Dates!

- **Natural Resources Law Teachers Institute**
May 27-29, 2015
- **Energy & Mineral Law Foundation 36th Annual Institute**
June 21-23, 2015
- **6th Law of Shale Plays Conference**
September 10-11, 2015
- **Oil and Gas Law Short Course**
October 19-23, 2015
- **EMLF's Kentucky Mineral Law Conference**
October 21-22, 2015

Watch the EMLF Website for more details.
Go to the Programs Menu at www.emlf.org
and pull down to Upcoming Programs