

Commercial Negotiations

Agenda

DAY 1 MONDAY 9.16.24 | 12:00-5:00 PM

WHAT IS COMMERCIAL NEGOTIATIONS?

- Transactional versus strategic; complex versus simple
- Why do we need commercial negotiations?
- Types of commercial negotiations
 - Vendors/equipment suppliers
 - EPC contractors
 - Project Finance
 - Partnering and joint venture set up
 - M&A
 - Product sales (e.g., LNG SPAs; Gas Sales Agreements—GSAs)
- Negotiations---setting the stage
 - Stakeholder identification and mapping
 - Identifying commercial drivers for both parties; prioritization
 - Background and pre-negotiation work (who is at the table, who is behind the scenes, profile the negotiating team, company objectives and cultures, mandates, cultural issues)
 - Setting up your team; roles and responsibilities; who does what?

BREAKFAST & LUNCH PROVIDED

DAY 2 TUESDAY 9.17.24 | 8:00 AM - 5:00 PM

DRAFTING A NEGOTIATION PLAN

- Timeline
- Planning engagements (locations, calendar/holidays, cultural issues)
- Defining roles
- Identifying tools
- Tactics at the table
- Tactics away from the table

COMMERCIAL DRIVERS

- Ts & Cs
- Dispute resolution
- Liquidated damages and penalty clauses
- Risk allocation
- Indemnities
- IP
- Insurance
- Delivery schedule/timing of products
- Currency and taxes
- Costs/Prices – calculations; indexing
- Audit rights
- Performance metrics/corrective procedures

BREAKFAST & LUNCH PROVIDED

DAY 3 WEDNESDAY 9.18.24 | 8:00 AM - 5:00 PM

GLOBAL LEGISLATION

- Anti-Bribery and Corruption (ABC) and global business principles
- Foreign Corrupt Practices Act (FCPA)
- Generally Embargoed Countries (GEC)
- Japan, EU and UK Policies
- Impact on supply chain, joint venture partners and negotiations
- Understanding global cultures in negotiations
 - Interpreting cultural messages
 - Managing and influencing cultures

LESS COMPLEX NEGOTIATIONS

- Supply chain negotiations
- Equipment suppliers and vendors
- Develop negotiating strategy specific to suppliers; background specifics (e.g., safety record, delivery record, backlogs/order books, financials)

BREAKFAST & LUNCH PROVIDED

DAY 4 THURSDAY 9.19.24 | 8:00 AM - 5:00 PM

COMPLEX NEGOTIATIONS PT.1

- EPC negotiations
 - Key drivers and implications of each driver (e.g., action/reaction)
 - Develop negotiating strategy specific to EPCs; background specifics (e.g., safety record, delivery record, backlogs/order books, financials)
 - Managing the contract/performance

COMPLEX NEGOTIATIONS PT.2

- Joint Venture Partners
 - Key drivers and implications of each driver (e.g., action/reaction; why are we forming a JV?)
 - Develop negotiating strategy specific to partner; background specifics (e.g., safety record, expertise/value proposition, financials, corp culture)
 - Governance models/rights
- M&A Negotiations
 - Key drivers and implications of each driver (e.g., action/reaction, why is the asset or entity for sale?)
 - Develop negotiating strategy specific to asset seller/buyer; background specifics (e.g., safety record, operating record, delivery record, financials), partial sale, entity sale/company exit; competition

BREAKFAST & LUNCH PROVIDED

HAPPY HOUR 5:30-6:30 PM

DAY 5 FRIDAY 9.20.24 | 8:00 AM - 12:00 PM

COMPLEX NEGOTIATIONS PT.3 & COURSE CONCLUSION

- Sales agreements (e.g., LNG Sales agreements)
 - Buyers and sellers views (e.g., market conditions, competition, ABC issues)
 - Key drivers and implications of each driver (e.g., action/reaction)
- Develop negotiating strategy specific to sellers/buyers; background specifics (e.g., safety record/reliability, delivery record, backlogs/order books, financials, insurance)

BREAKFAST & LUNCH PROVIDED

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