

Table of contents

Introduction

Glossary

1. First principles

Mineral laws and concessions
The JOA and the concession
The logic for a joint venture and a JOA
Evolution in the JOA relationship
Model form contracts
Incorporated and unincorporated joint ventures

2. Duration

Execution and effective dates
Duration and termination
Surviving provisions
Pre-JOA arrangements
Chronology of the JOA

3. Parties and participating interests

The parties
Collateral support
Participating interests
Government participation
Carried interests

4. Scope

Defining the joint operations
Defining the excluded operations
Evolution in the scope

5. Exclusive operations

Defining exclusive operations
Exclusive operations mechanics
Excluding exclusive operations

6. The operator

The operator's advantage
Selection of the operator
The role of the operator
Removal of the operator
Contracted operators
Incorporated operators
Split operators

7. The operating committee

The role of the OpCom
The mechanics of the OpCom
Subcommittees
Voting control

8. Cost control and contracting

Work programmes and budgets
Authority for expenditure
Contract awards
Affiliate contracts
Federal contracts

9. Petroleum allocation, lifting and disposal

Petroleum allocation
Petroleum lifting
Petroleum disposal

10. Transfers

- Transfers under applicable law
- Transfer mechanics in the JOA
- Pre-emption rights
- Change of control
- Affiliate transfers

11. Withdrawal

- The withdrawal principle
- Withdrawal mechanics
- Partial withdrawal
- The consequences of withdrawal

12. Liabilities

- The operator's liability to the parties
- The liability of the parties
- Third party liabilities
- Liabilities and insurance
- Limitations to the indemnity obligation
- Further liability provisions
- General liability

13. Decommissioning

- The decommissioning phase
- The regulatory regime
- Decommissioning security
- Decommissioning and the JOA

14. Default

- The definition of default
- The reaction to default
- The remedies for default
- Forfeiture
- Default remedies in modern JOAs

15. Dispute resolution

- The need for a dispute resolution mechanism
- Dialogue
- Expert determination
- Arbitration and litigation
- Jurisdiction
- Consolidation
- Sovereign immunity

16. The accounting procedure

- Accounting principles
- Contents of the accounting procedure
- Issues with the accounting procedure

17. Other provisions

- Confidentiality and announcements
- Corporate and social responsibility
- Entire agreement
- Force majeure
- Governing law
- Health, safety and the environment
- Insurance
- Litigation management
- Notices
- Secondment
- Third party performance
- Warranties and representations

Appendices

A. Operator and Non-Operator Perspectives

The operator's perspective

The non-operating parties' perspective

Reconciling the operational perspectives

B. Partnership and the JOA

The definition and the consequences of a partnership

The JOA as a partnership

C. Farmout Agreements and the JOA

The purpose of the FOA

Issues with the FOA

D. Unitisation and the JOA

The mechanics of unitisation

The UUOA and the JOA

E. Fiduciary Duties and the JOA

The meaning and the consequences of a fiduciary duty

Fiduciary duties in the context of the JOA

The treatment of fiduciary duties in the JOA