

6238 - Risk Management in International Energy Projects

2026 Fall Session

Tuesdays from 5:30-7:30 pm

RIVERO – 13895

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Course Materials: No book for the course. Course materials will be distributed electronically in advance of next class. Please note that modifications may be made to the course syllabus. Notice of such changes will be announced as quickly as possible in class and/or via email.

Grading: Students will be graded in three parts. First, there will be a student project. This portion of the course will count for 30% of the final grade. Second, 60% of the grade will be based on a final exam that will be comprehensive and will cover the entire course material. The final 10% of the final grade will be tabulated based on class participation/involvement. Attendance: We will take attendance. Half a grade drop for every two unexecuted absences. If you observe religious or cultural holidays that will coincide with class sessions or conferences, please let me know as soon as possible, so that we may discuss arrangements.

Meeting: Please contact me to schedule a meeting. I endeavor to be a resource to you and would like to regularly connect to answer any questions and help in any way possible. Please reach me at my Reed Smith email address: frivero@reedsmith.com

Reasonable Academic Adjustments: The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center by visiting the website: <https://uh.edu/accessibility/> calling (713) 743-5400, or emailing jdcenter@Central.UH.EDU.

The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being. The Center for Student Advocacy and Community (CSAC) is where you can go if you need help but don't know where to start. CSAC is a "home away from home" and serves as a resource hub to help you get the resources needed to support academic and personal success. Through our Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, we provide 1:1 appointments to get you connected to on- and off-campus resources related to essential needs, safety and advocacy, and more. The Cougar Closet is a registered student organization advised by our office and offers free clothes to students so that all Coogs can feel good in their fit. We also host a series of cultural and community-based events that fosters social connection and helps the cougar community come closer together. Visit the CSAC homepage or follow us on Instagram: @uh_CSAC and @uhcupbrd. YOU belong here.

Instruction Mode: Face-to-face.

Artificial Intelligence: Your continuing enrollment in this course obligates you to not knowingly prompt, generate, or use any AI Generated Work Product in relation to any activity or assessment in this course. This applies to AI Generated Work Product from yourself or others. This obligation includes that your assessment materials in the course be without any contribution from AI Generated Work Product. This obligation specifically extends to not plagiarize any writing required of you for assessment in the course: AI Generated Work Product will be treated as from another/others in applying the plagiarism policy to this course. The term “assessment” means any material generated for this course that is submitted to the instructor or presented in a class session, regardless whether it is graded content or not.

Mental Health and Wellness Resources: The University of Houston has a number of resources to support students’ mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let’s Talk location in-person or virtually. Let’s Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

Recording of Class: Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the Justin Dart, Jr. Student Accessibility Center. If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor’s recordings for their own studying and notetaking. Instructor’s recordings are not authorized to be shared with anyone without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

Title IX/Sexual Misconduct: Per the UHS Sexual Misconduct Policy, your instructor is a “responsible employee” for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

UHLC Honor Code: applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code’s provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

Course Syllabus

“Article” = Bishop, Dimitroff & Miles, *Strategic Options Available When Catastrophe Strikes the International Energy Project*

“Mandatory Reading” is intended to be used in class discussion. Mandatory Reading may change or be supplemented given changes in current events that we will want to bring into class

“Optional Material” to be discussed in class but will not be part of the final exam

One “make up” class at the end of the semester in the event that we have to miss a class, if the discussion runs over from one week to the next, or if a current topic comes up that the class would like to learn about.

| DATE | TOPIC | ASSIGNMENT |
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| Aug 25 | <p><u>1. Overview of Issues related to International Service Agreements</u></p> <p>A. Class expectations B. Class breakdown C. International Energy Projects D. Contractual risk shifting and standard construction contracts</p> | <p>Mandatory Reading</p> <p><i>Unexpected Killers of Your International Energy Deal</i></p> |
| Sept 1 | <p><u>2. What Claims Can Be Brought?</u></p> <p>A. Continuation of sample construction contract types and allocations of risk</p> <p>B. Incoterms</p> <p>C. Tariffs</p> <p>D. Introduction into Treaty Violations: Bilateral Investment Treaties, USMCA</p> | <p>Mandatory Reading</p> <p>Pages 1-8 of Article</p> <p><i>American Manufacturing & Trading, Inc. v. Republic of Zaire</i>, ICSID ARB/93/1, 36 I.L.M. 153.</p> <p>Optional Reading</p> <p>USMCA: https://ustr.gov/trade-agreements/free-trade-agreements/united-states-mexico-canada-agreement/agreement-between</p> |

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| <p>Sept 8</p> | <p><u>3. What Claims May Be Brought?</u></p> <p>B. Breach of Contract</p> <p>C. Letter of Credit Litigation and Other Forms of Security</p> <p>D. Good Faith and Fair Dealing (Civil/Common law)</p> | <p>Mandatory Reading</p> <p>Pages 9-14 of Article</p> <p><i>Nassar v. Florida Fleet Sales, Inc.</i>, 79 F. Supp. 2d 284 (S.D.N.Y).</p> <p><i>SRS Products Co., Inc. v. LG Engineering Co.</i>, 994 S.W.2d 380 (Tex. App.- Houston [14th Dist.])</p> |
| <p>TOPIC</p> | | <p>ASSIGNMENT</p> |
| <p>Sept 15</p> | <p><u>3. What Claims Can Be Brought?</u></p> <p>E. Interim Measures to Freeze Assets or Preserve Evidence</p> <p>F. Interim Measures (Courts vs. Emergency Arbitration)</p> | <p>Mandatory Reading</p> <p>Pages 14-22 of Article</p> <p>Rules 64 and 65 of the Federal Rules of Civil Procedure</p> <p><i>De Beers Consolidated Mines v. United States</i>, 325 U.S. 212,214-15.</p> <p><i>Deckert v. Independence Shares Corporation</i>, 311 U.S. 282.</p> <p><i>United States v. First National City Bank</i>, 379 U.S. 378.</p> |

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| <p>Sept 22</p> | <p><u>4. What Forums are Available?</u></p> <p>A. International Arbitration</p> | <p>Mandatory Reading</p> <p>Pages 23-32 of Article</p> <p><i>National Oil Corp. v. Libyan Sun Oil Co.</i>, First Award of 31 May 1985, 29 I.L.M. 565, Final Award of 23 February 1987, 29 I.L.M. 601.</p> <p><i>A Practitioner’s Guide: An Overview of the Major International Arbitration Tribunals.</i> 3 S.C. J. Int’l. L. & Bus. 21.</p> <p>Optional Reading</p> <p>ICSID Convention, Regulation and Rules can be found at: https://icsid.worldbank.org/rules-regulations/convention</p> <p>ICSID International Facility Rules can be found at: https://icsid.worldbank.org/resources/rules-and-regulations/additional-facility-rules/overview#:~:text=The%20ICSID%20Additional%20Facility%20was,scope%20of%20the%20ICSID%20Convention</p> <p>[Skim] ICC 2021 Arbitration Rules can be found at: https://iccwbo.org/dispute-resolution-services/arbitration/rules-of-arbitration/ [ICC 2026 Rules to be published June 2026]</p> <p>IBA Rules on the Taking of Evidence in International Arbitration available at: https://www.ibanet.org/MediaHandler?id=def0807b-9fec-43ef-b624-f2cb2af7cf7b</p> |
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| Sept 29 | <p><u>4. What Forums are Available?</u></p> <p>A. International Commercial Arbitration B. Administrating Forums C. Enforcement</p> | <p>Mandatory Reading</p> <p>Pages 23-32 of Article</p> <p>1958 Convention on the Recognition and Enforcement of Arbitral Awards (the New York Convention) can be found at: https://www.newyorkconvention.org/english</p> |
| Oct 6 | <p><u>4. What Forums are Available?</u></p> <p>D. Arbitrator Selection E. Clause Drafting F. BITs</p> | <p>Mandatory Reading</p> <p>Washington Convention Model BIT Sample Treaties</p> |
| Oct 13 | <p><u>3. What Claims Can Be Brought?</u></p> <p>G. Force Majeure (case studies on COVID and Winter Storm Uri) H. Corporate Governance I. The Role of Artificial Intelligence</p> | <p>CLASS WILL RECEIVE PROJECT ASSIGNMENT</p> |
| Oct 20 | <p><u>4. What Forums are Available?</u></p> <p>C. National Courts: Litigation in the United States</p> | <p>Mandatory Reading</p> <p>Pages 41-53 of Article</p> <p><i>Colorado River Water Conservation Dist. v. United States</i>, 424 U.S. 800.</p> <p><i>Turner Entertainment Co. v. Degeto Film GmbH</i>, 25 F.3d 1512 (11th Cir.).</p> <p><i>Southwest Livestock & Trucking Co., Inc. v. Ramon</i>, 169 F.3d 317 (5th Cir.)</p> <p><i>Eastman Kodak Co. v. Kavlin</i>, 978 F. Supp. 1078, 1081 (S.D. Fla.).</p> <p><i>Wilva v. Royal Dutch Petroleum Co.</i>, 226 F.3d 88 (2d Cir. 2000), <i>cert. denied</i>, --- S. Ct.</p> |

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| <p>Oct 27</p> | <p><u>4. Interacting with Foreign Forums</u></p> <p>C. Obtaining Evidence Abroad and Proving Laws of Foreign Countries</p> <p>D. Enforcement of US Judgements Abroad / Attachment of assets Abroad</p> | <p>Mandatory Reading Bishop and Dimitroff, <i>International Litigation in Texas: Obtaining Evidence Abroad and Proving the Laws of Foreign Countries</i></p> <p>Optional Reading U.S. Code Title 28, Part V, Chapter 117, § 1782</p> |
| <p>Nov 3</p> | <p><u>5. What Parties Can Be Sued?</u></p> <p>A. Foreign Sovereigns & State Enterprises</p> | <p>Mandatory Reading</p> <p>Pages 53-58 of Article</p> <p><i>Complaint of Sedco</i>, 610 F. Supp 306 (S.D. Tex.).</p> <p>Foreign Sovereign Immunities Act 28 USC § 1603 can be found at: http://www4.law.cornell.edu/uscode/28/1603.html</p> <p>Foreign Sovereign Immunities Act 28 USC § 1604 can be found at: http://www.law.cornell.edu/uscode/28/1604.html</p> <p>Foreign Sovereign Immunities Act 28 USC § 1605 can be found at: http://www.law.cornell.edu/uscode/28/1605.html</p> <p>Foreign Sovereign Immunities Act 28 USC § 1608 can be found at: http://www.law.cornell.edu/uscode/28/1608.html</p> <p>Foreign Sovereign Immunities Act 28 USC § 1609 can be found at: http://www.law.cornell.edu/uscode/28/1609.html</p> <p>Foreign Sovereign Immunities Act 28 USC § 1610 can be found at: http://www.law.cornell.edu/uscode/28/1610.html</p> <p>Foreign Sovereign Immunities Act 28 USC § 1611 can be found at: http://www.law.cornell.edu/uscode/28/1611.html</p> |
| <p>Nov 10</p> | <p><u>5. What Parties Can Be Sued?</u></p> <p>B. Bringing Claims Against Affiliates of Foreign Corporations</p> | <p>Mandatory Reading</p> <p>Pages 58-61 of Article</p> <p><i>Brunswick Corp. v. Waxman</i>, 459 F.Supp. 1222,1230 (E.D.N.Y.).</p> <p><i>DeWitt Truck Brokers v. W Ray Flemming Fruit Co.</i>, 540 F.2d 681,687-688 (4th Cir.).</p> |
| <p>Nov 17</p> | <p><u>5. What Parties Can Be Sued?</u></p> <p>C. Non-Signatory Affiliates in an</p> | <p>Mandatory Reading</p> <p>Pages 61-67 of Article</p> <p><i>Sunkist Soft Drinks, Inc. v. Sunkist Growers, Inc.</i>, 10 F.3d</p> |

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| | Arbitration D. Arbitration of Related Claims: Unified Contractual Scheme E. Political Risk Insurance: Overseas Private Investment Corporation | 753, 757-58 (11th Cir.), <i>cert. denied</i> , 115 S. Ct. 190 (1994) <i>JJ Ryan & Sons v. Rhone Poulenc Textile, S.A.</i> , 863 F.2d 315, 320-21 (4th Cir.) <i>Carlin v. 3V, Inc.</i> , 928 S.W.2d 291,294-97 (Tex. App. - Houston [14th Dist.], no writ). <i>Deloitte Noraudit A/S. Deloitte Haskins & Sells, US.</i> , 9 F.3d 1060, 1064 (2d Cir.). |
| Nov 17 | Group Presentations | |
| Nov 24 | Review class / Catchup / Open topic | |
| TBD | Final Exam | |