



Subject: EBGN Number: 598

Course Title: Business Law, Contracts and Negotiations

Section:

Semester/year: Fall 2019

Instructor or Coordinator: Paul Zink

Contact information (Office/Phone/Email): EH 314 / 720-273-4905 / pzink@mines.edu

Office hours M Noon-1:00 p.m.; T 10:00-11:00 a.m.; W 2:00-3:00 p.m.

Class meeting days/times: MW 9:30-10:45 a.m.

Class meeting location: EH 211

Web Page/Blackboard link (if applicable):

Teaching Assistant (if applicable):

Contact information (Office/Phone/Email):

Instructional activity: 3 hours lecture hours lab semester hours

Course designation: Common Core Distributed Science or Engineering

Major requirement Elective x Other (please describe Core for MEE MS/PhD program _____)

Course description from Bulletin:

Textbook and/or other requirement materials:

Required text: [Contemporary Business Law (8th Edition), Henry R. Cheeseman]

Getting to Yes, Roger Fisher and William Ury

Other required supplemental information: Readings as specified/posted on Canvas

Student learning outcomes: At the conclusion of the class students will be able to...

- 1. Enumerate and explain fundamental principles of business and mineral resource law*
- 2. Describe typical provisions of common contracts in the natural resource industry and their rationale*
- 3. Prepare for negotiations and negotiate, using a time-tested approach to reaching mutually beneficial (i.e., "win-win") transactions*
- 4. Craft commercial terms for typical resource industry contracts that create the desired incentives for the respective parties*
- 5. Analyze typical resource industry contracts and summarize their commercial terms and implications thoroughly and succinctly*
- 6. List and explain basic principles of bankruptcy*
- 7. Define typical mechanisms for resolving contract disputes and outline the pros and cons of each method*

Brief list of topics covered:

1. Key business and mineral resource law principles
2. Common contracts in natural resources
3. Business / commercial negotiations
4. Contract dispute resolution
5. Bankruptcy law fundamentals

Policy on academic integrity / misconduct: The Colorado School of Mines affirms the principle that all individuals associated with the Mines academic community have a responsibility for establishing, maintaining and fostering an understanding and appreciation for academic integrity. In broad terms, this implies protecting the environment of mutual trust within which scholarly exchange occurs, supporting the ability of the faculty to fairly and effectively evaluate every student's academic achievements, and giving credence to the university's educational mission, its scholarly objectives and the substance of the degrees it awards. The protection of academic integrity requires there to be clear and consistent standards, as well as confrontation and sanctions when individuals violate those standards. The Colorado School of Mines desires an environment free of any and all forms of academic misconduct and expects students to act with integrity at all times.

Academic misconduct is the intentional act of fraud, in which an individual seeks to claim credit for the work and efforts of another without authorization, or uses unauthorized materials or fabricated information in any academic exercise. Student Academic Misconduct arises when a student violates the principle of academic integrity. Such behavior erodes mutual trust, distorts the fair evaluation of academic achievements, violates the ethical code of behavior upon which education and scholarship rest, and undermines the credibility of the university. Because of the serious institutional and individual ramifications, student misconduct arising from violations of academic integrity is not tolerated at Mines. If a student is found to have engaged in such misconduct sanctions such as change of a grade, loss of institutional privileges, or academic suspension or dismissal may be imposed.

The complete policy is [online](#).

Grading Procedures: Tests and quizzes: 30%; Case studies & presentations: 25%; Class Participation: 15%; Final: 30%

There will be regular reading assignments in this course, designed to familiarize students with legal contracts and enable them to efficiently summarize commercial terms found in typical natural resource industry agreements.

Tests and quizzes will be used to allow students to demonstrate their understanding and command of key legal principles that drive the use of contract provisions, methods of legal dispute resolution and fundamental principles of bankruptcy.

The class will take a case method approach to giving students practice in negotiations. It will typically utilize small groups/teams to prepare for and conduct negotiations. Group presentations will be used to de-brief case negotiations and share learning takeaways.

Small group case assignments and presentations will also be used to analyze commercial terms in various types of typical resource industry contracts and analyze and explain the incentives created by the wide spectrum of commercial terms.

Guest lecturers from contacts among the Rocky Mountain Mineral Law Foundation and various Denver-based natural resource companies will also be used on occasion to deepen students' understanding of how course principles are applied in practice.

Coursework Return Policy: The goal is to get coursework feedback within 1-2 weeks.

Absence Policy (e.g., Sports/Activities Policy): Please notify me ahead of time if you will be absent for tests or the final.

Homework:

- Homework must be turned in before it is due to be graded – plan ahead.
- Exams: If you will be absent during a scheduled exam, you should schedule a make-up time

before you leave.

Students with Disabilities: In guidance put forth by the Department of Justice and the Office for Civil Rights, it is incumbent upon us as an institution to ensure that students know where to seek assistance for disability-related accommodations or information. Inclusion of a disability support statement in syllabi is a national best practice and standard supported by ADA enforcement agencies and AHEAD (Association on Higher Education and Disability), as part of a multi-pronged approach to supporting an inclusive culture on campus.

As such, please include the following statement (italicized) in your course syllabi at Mines. Additionally, please make sure to underscore the statement pertinence and directive as part of your course welcome. Disability Support Services - The Colorado School of Mines is committed to ensuring the full participation of all students in its programs, including students with disabilities. If you are registered with Disability Support Services (DSS) and I have received your letter of accommodations, please contact me at your earliest convenience so we can discuss your needs in this course. For questions or other inquiries regarding disabilities or academic accommodations, I encourage you to visit disabilities.mines.edu for more information.

Discrimination, Harassment and Title IX - All learning opportunities at Mines, including this course, require a safe environment for everyone to be productive and able to share and learn without fear of discrimination or harassment. Mines' core values of respect, diversity, compassion, and collaboration will be honored in this course (More information can be [found here](#)) and the standards in this class are the same as those expected in any professional work environment. Discrimination or harassment of any type will not be tolerated. As a participant in this course, we expect you to respect your instructor and your classmates. As your instructor, it is my responsibility to foster a learning environment that supports diversity of thoughts, perspectives and experiences, and honors your identities. To help accomplish this:

- Course rosters are provided to the instructor with the student's legal name. I will honor your request to address you by an alternate name or gender pronoun. Please advise me of this preference early in the semester so that I may make appropriate changes to my records.
- If something is said or done in this course (by anyone, including myself) that made you or others feel uncomfortable, or if your performance in the course is being impacted by your experiences outside of the course, please report it to:
 - Me (if you are comfortable doing so)
 - Wellness Center- Counseling (<https://www.mines.edu/counseling-center/>)
 - Speak Up (<https://www.mines.edu/speak-up/>)- Anonymous Option

In this course, we will cultivate a community that supports survivors, prevents interpersonal violence, and promotes a harassment free environment. Title IX and Colorado State law protects individuals from discrimination based on sex and gender in educational programs or activities. Mines takes this obligation seriously and is committed to providing a campus community free from gender and sex-based discrimination. Discrimination, including sexual harassment, sexual violence, stalking, and domestic violence, is prohibited and will not be tolerated within the Mines campus community. If these issues have affected you or someone you know, you can access the appropriate resources here: <http://www.mines.edu/title-ix/>. You can also contact the Mines Title IX Coordinator, Karin Ranta-Curran, at 303-384-2558 or krcurran@mines.edu for more information.

It's on us, all of the Mines community, to engineer a culture of respect.

Detailed Course Schedule:

Week 1: Fundamental Principles of Business and Mineral Resource Law

Week 2: Contract Provisions, part I

Week 3: Contract Provisions, part II

Week 4: Commercial terms and incentives

Week 5: Mineral claims, earn-in, farm-out and option agreements, and oil leases

Week 6: Joint venture agreements (RMMLF forms) and joint operating agreements

Week 7: Host country development agreements and CSR-related (e.g., First Nations) agreements

Week 8: Project loan agreements and contract mining agreements

Week 9: Royalty and streaming agreements and off-take agreements

Week 10: Smelting/refining agreements and tolling agreements

Week 11: Negotiations, part I

Week 12: Negotiation case studies

Week 13: Negotiation case studies

Week 14: Contract dispute resolution – Mediation, arbitration and civil lawsuits

Week 15: Bankruptcy fundamentals

Week 16: Final Exam