



K&L Gates Oil and Gas Practice Midstream Services

K&L Gates has for decades represented clients in the oil and gas industry. Our lawyers have experience with the full range of legal issues affecting the transportation, storage and processing of oil, gas, and other petroleum products. We have represented producers, pipeline operators, storage and distribution systems, and public utilities with respect to midstream projects and services and a wide variety of other legal matters.

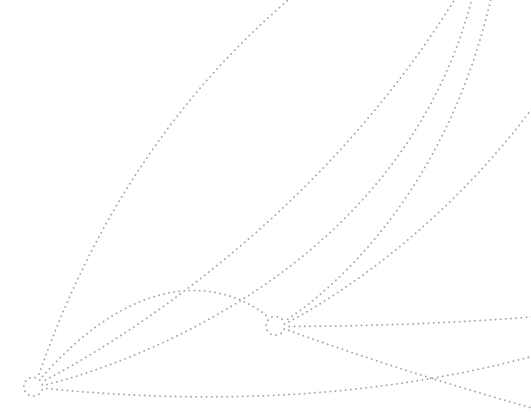
The strength of the K&L Gates team is rooted in our broad knowledge of the industry, the government regulators that authorize project development and service, and the structure of agreements that best serve the objectives of our clients. We have represented clients in all phases of midstream project development and operation, including site identification and right-of-way acquisition, procurement and supply contracting, project authorization, and regulatory compliance. We have represented interstate and intrastate pipeline operators in the development, permitting and construction of transportation pipelines and gas storage facilities; we have extensive experience in securing rights-of-way to locate interstate and intrastate natural gas and petroleum product pipelines and other infrastructure; we have represented the owners of facilities for the

treating, processing and fractionation of natural gas products in the negotiation of upstream and downstream contracts; and we have represented both buyers and sellers in the negotiation of natural gas supply and transportation contracts.

One of the keys to our success in these matters is the breadth of our experience with the governing regulatory authorities, and our knowledge of the agency leaders. The firm regularly appears in proceedings before state utilities commissions, state environmental agencies, and various federal agencies, including the Department of Energy, the Federal Energy Regulatory Commission, the U.S. Department of Justice, and the U.S. Environmental Protection Agency. In addition, a number of our lawyers have served in leadership positions within state and federal agencies.



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Our Experience

The following examples provide just a sample of the breadth and depth of our experience in these areas.

Right-of-Way Acquisition

- Represented owners and operators of an interstate natural gas pipeline system in land acquisition for additions to the company's interstate natural gas pipeline system in the Pacific Northwest.
- Represented a Wyoming petroleum producer in the purchase of a gathering system and several common carrier pipelines supporting its production.
- Represented project developers with respect to acquisition of rights-of-way in a wide variety of contexts, including development of water treatment system pipelines, roadways, light rail, and high-capacity electric transmission cables (including across an ocean and a Great Lake).
- Represented the developer of underground salt dome storage caverns and pipelines and facilities serving the storage, operation and treatment of brine.

- Represented interstate and intrastate pipeline companies and utilities in securing rights-of-way for natural gas gathering and transportation lines and compressor stations.
- Represented reservoir operators in depleted sandstone formations with respect to facility development and rights-of-way.
- Represented a Texas gas pipeline related to easements and condemnation.
- Represented a major national pipeline company on acquisition of real estate across Pennsylvania.

Project Permitting

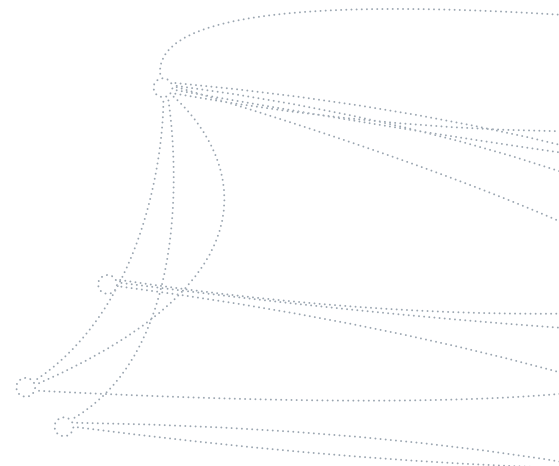
- Represented and advised a leading natural gas infrastructure company in connection with development of interstate natural gas pipeline projects and natural gas storage projects in Pennsylvania.
- Represented a developer of an innovative salt cavern high-deliverability natural gas storage project in northern Pennsylvania, including administrative proceedings for all environmental permits.
- Represented an independent gas distribution company in permit applications for natural gas storage project in western Pennsylvania utilizing Tiona Sands formation.
- Advised gas production and distribution companies in Pennsylvania on utility regulatory issues addressing PUC regulation of gathering and distribution systems and service requirements where customers are served from production and gathering lines.

- Represented the developer in permitting a send-out pipeline to connect a proposed LNG gasification terminal with the natural gas interstate pipeline system.
- Represented owners and operators of an interstate natural gas pipeline system in permitting additions to the company's interstate natural gas pipeline system in the Pacific Northwest, including preemption of conflicting state authorizations and successful negotiation of conditions of state-administered federal authorizations such as 401 water quality certifications and Coastal Zone consistency concurrences.
- Represented major pipeline owners on NEPA, MSA and ESA issues concerning a right-of-way renewal for Trans-Alaska Oil Pipeline.
- Secured federal certificate authority of major interstate pipeline projects.
- Secured authorization from Department of Energy for authority to import and export natural gas.

Contracting

- Represented interstate pipeline companies in structuring cross-border transactions in Canada and Mexico.
- Represented power producers and distribution companies in negotiations for capacity on interstate pipeline systems.
- Advised and represented interstate pipeline companies on complex negotiated rate transactions.
- Represented an interstate pipeline company in the establishment of a joint venture for development of natural gas storage.

- Represented an interstate pipeline company in the establishment of a joint venture for development of greenfield interstate pipeline.
- Advised major interstate pipeline company on commercial agreements underpinning development of major system expansion.
- Advised major interstate pipeline companies in negotiations with LNG developers.
- Advised major interstate pipeline companies in negotiations with gas production companies.
- Represented an independent exploration and production company in negotiating a gas gathering agreement with a midstream company providing for the construction of up to 20 miles of pipeline.
- Advised gas production and distribution companies with respect to sales transactions with local distribution companies (including tax matters).
- Represented a county methane gas producer in agreements for sale of gas to a natural gas company.
- Represented county in long-term contracts for the purchase of natural gas to fuel transit fleet.
- Represented a transit agency in connection with gas purchases for one of the nation's largest LNG-powered transit fleets.
- Represented a natural gas broker in the negotiation of a natural gas sales agreement for wells involving issues of price calculation and take-or-pay provisions.



- Represented an established management team in obtaining funding from private equity firm to establish a platform company for the acquisition of gas pipelines.
- Represented a natural gas processor in Michigan in the upgrading of its facilities, including negotiating the related construction contracts and long-term sales and processing agreements with Michigan's largest utility and hundreds of natural gas producers.
- Represented producers in connection with swaps, collars and other physical and financial hedging arrangements for petroleum production.
- Represented producers in the negotiation of various petroleum product marketing agreements.
- Represented producers and processors in various percent-of-proceeds and volume fee-based processing contracts.
- Acted as counsel for the lender in a financing transaction for the acquisition of gathering systems.
- Represented lenders in a project finance transaction for the construction and operation of a 4 Bcf equivalent LNG storage facility.
- Represented major natural gas companies and interstate pipeline companies with respect to the leasing of natural gas storage areas.

Regulatory Compliance

- Represented a major interstate gas transmission pipeline system in air quality and water quality issues.
- Represented a gas transmission company and numerous natural gas producers in state regulatory proceedings impacting interstate pipelines in Pennsylvania, West Virginia and New York.
- Provided advice to numerous oil and gas clients on state, CFTC, FERC, DOJ investigations, and enforcement actions and other regulatory issues.
- Assisted potential purchaser with regulatory issues concerning the sale of a large natural gas distribution company.
- Represented a major gas transmission company in Pennsylvania and New York state regulatory proceedings impacting interstate pipelines including due diligence reviews of proposed gas storage projects.
- Represented a natural gas processing and treating plant owner in its negotiations with USEPA over the BACT implications of prior alleged modifications.
- Advised and represented an intrastate pipeline company concerning state regulatory issues related to the certification of a gathering and transportation pipeline in Pennsylvania.
- Advised major interstate pipeline companies in development of FERC gas tariffs and on FERC compliance matters.

Litigation

- Litigated eminent domain takings and rights-of-way for pipelines.
- Represented pipeline developers in pipeline fires and explosions.
- Litigated pipeline construction disputes.
- Represented pipeline and storage cavern developers in litigation over lease disputes.
- Litigated property damage claims as a result of pipeline construction.
- Represented storage developers in property damage and personal injury claims.
- Litigated salt dome storage cavern construction with respect to safety and other concerns.
- Represented pipeline storage developers in various preliminary injunction issues.
- Advised and represented interstate pipeline companies in major rate case proceedings before the Federal Energy Regulatory Commission.
- Represented interstate pipeline company in claims regarding merchantability of gas.
- Represented a public utility and its pipeline service related to pipeline failures and fires.
- Represented natural gas storage operations in litigation over reservoir and facility construction.
- Represented pipeline owner in claims against GC and inspection firms with respect to damage to compressor station.
- Represented interstate pipeline company in Natural Gas Act preemption litigation regarding state and local permitting requirements.



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K&L Gates LLP

To learn more about our global law firm and our oil and gas practice, visit www.klgates.com or contact:

Harrisburg

Craig Wilson
717.231.4509
craig.wilson@klgates.com

Seattle

Brian Knox
206.370.6791
brian.knox@klgates.com

Pittsburgh

Blaine Lamperski
412.355.8309
blaine.lamperski@klgates.com

Portland

Carl Fink
503.226.5725
carl.fink@klgates.com

Pierce Richardson

412.355.6786
pierce.richardson@klgates.com

Dallas

Martin Garza
214.939.5802
martin.garza@klgates.com

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