



## Randel R. Young

### Partner

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## OVERVIEW

Randel Young is a global partner of the firm's energy, infrastructure, and resources practice. Randel's primary areas of practice include:

- U.S. and international energy and natural resources matters
- U.S. and international project development and project finance
- U.S. and cross-border mergers, acquisitions and dispositions
- U.S. and cross-border joint ventures, joint participation arrangements and joint operating agreements
- Advising corporate and institutional clients on emerging market privatizations and international bid tenders, cross-border investment strategies and overseas business operations, and identifying and mitigating emerging markets risks, including on Foreign Corrupt Practices Act and other international compliance issues, transnational arbitration and ADR matters, including international energy and natural resource disputes and enforcement of foreign arbitral awards and judgments

## PROFESSIONAL BACKGROUND

### ENERGY & NATURAL RESOURCES

Randel has over 35 years' experience in advising companies in the energy, natural resource and electric power and related service, manufacturing and supply sectors. His U.S. and international oil and gas project development, M&A and other transactional experience spans virtually every major segment of the oil and gas business, including acquisitions and dispositions of onshore and offshore acreage and production; acquisitions and financings of drilling rigs, platforms and floating production storage facilities; joint appraisal and development operations and activities; acquisition, development and joint operation of natural gas pipelines, gathering lines, processing facilities, gas storage facilities and gas treatment facilities; and acquisition and development of refineries and product storage and discharge facilities.

Randel has structured and negotiated EPC and other engineering, design and construction contracts and has advised on liquidated damage and other construction delay issues, force majeure claims and major construction

disputes. He is experienced in advising U.S. and multinational companies involved in the gathering, transportation, marketing trading and processing of oil, gas and petroleum products and has drafted and negotiated long-term and spot market gathering, sale, transportation and processing contracts for a variety of commodities, both in the United States and internationally.

Randel has advised on complex natural gas and other hydrocarbon product pricing and price redetermination issues, take-or-pay and makeup claims, and force majeure and other contract defenses, has structured damage recovery theories for gas contract claims and has acted as an expert on various issues in disputes relating to long-term sales and transportation arrangements for natural gas.

### **EMERGING MARKETS ADVICE & INTERNATIONAL CORPORATE MATTERS**

Randel has over 30 years' experience in guiding U.S. and multinational clients through the challenges of investing and operating in emerging markets and how to operate within and around developing legal systems. As an in-house legal counsel and in outside law practice, Randel has worked throughout Latin America and the Caribbean Basin, lived and worked in South America and the Middle East, and has extensive experience in advising on investments, transactions and operations in North Africa, Sub-Saharan Africa, South Asia, Southeast Asia and China.

Randel has represented national oil companies, international oil companies and other multinational businesses in structuring and implementing cross-border transactions in the United States, other parts of the Americas and around the world. Having handled transactions, disputes and other legal matters involving over 60 countries, he has developed and maintains an extensive network of foreign law firms with whom he has worked closely and that provide time-tested legal support in a wide variety of jurisdictions, particularly in the emerging markets.

As part of his international corporate planning practice, Randel advises on the establishment, implementation and supervision of international corporate compliance programs, including matters relating to the U.S. Foreign Corrupt Practices Act and other anti-bribery statutes and conventions, U.S. economic sanctions and trade and investment restrictions, and U.S. anti-boycott compliance. He has coordinated and conducted numerous due diligence reviews and has advised on both internal and independent outside audits of alleged violations of international restrictions and company policies.

### **TRANSNATIONAL ARBITRATION & ADR**

Randel structures and negotiates international dispute resolution clauses and arbitration agreements, advises on choice of law and choice of forum questions, drafts and negotiates waivers of sovereign immunity and other matters critical to ensuring the enforceability of contractual rights in international transactions. He has managed and advised clients in international litigation, arbitrations and other ADR procedures, and has experience in the recognition and enforcement of foreign judgments in the United States and of foreign arbitral awards around the world under the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards.

Randel holds a Certificate in Advanced Arbitration Skills (Domestic and International) from the A. A. White Dispute Resolution Center of the University of Houston Law Center. He is a member of the North American Users Council of the London Court of International Arbitration and the Houston International Arbitration Club, and he serves on the Advisory Board of the Institute for Transnational Arbitration. Randel is a member of the Oil & Gas Law and Arbitration Committees of the IBA's Section on Energy, Environment and Infrastructure Law.

## ACHIEVEMENTS

Randel is recognized in *Best Lawyers in America* for his work in Project Finance Law, 2014-2021 and in Energy Law, 2018-2021. Randel has been named among the “Who’s Who in Energy” list consecutively since 2012. In 2007, Randel was named one of five “Go-To Lawyers” in International Law by Texas Lawyer magazine.

Randel is also recognized in *Chambers USA: America’s Leading Lawyers for Business* (Projects Law, 2007) and in *The Guide to the World’s Leading Energy and Natural Resource Lawyers* (2008, 2010, 2012, 2014), and in *Euromoney’s Energy & Environmental Expert Guide* (2016, 2017). He is listed in *The International Who’s Who of Business Lawyers* in three categories: M&A, Oil & Gas and Project Finance, and for two jurisdictions: Texas and the United Arab Emirates.

Randel has been dually recognized as Oil & Gas Expert of the Year and Energy Project Finance Expert of the Year in Texas - 2021 by *Global Law Experts*.

Global Law Experts says it only selects one person in each jurisdiction to receive these awards.

## PROFESSIONAL / CIVIC ACTIVITIES

Randel serves on the Advisory Boards of the Institute for Transnational Arbitration and the Institute for Energy Law, The Center for American and International Law in Dallas, Texas. Randel is a member of the London Court of International Arbitration’s North American Users Council. He is a member of the American Bar Association – Section of International Law, where he served as co-chair of the International Energy & Natural Resources Committee (2004-2005) and on the Steering Committee (2005-2008); the International Bar Association, Section on Energy, Environmental & Infrastructure Law (Oil & Gas Law & Arbitration Committees), where he served on the Chairman’s Ad Hoc Committee on Infrastructure Financing and Development (2005); and the State Bar of Texas, International Law Section, where he served on the State Council (2002-2005). Randel is also a member of the Houston International Arbitration Club, the Association of International Petroleum Negotiators, and the Rocky Mountain Mineral Law Institute (Special Institutes Committee, Vice Chair 2002-2004). Randel recently served as a trustee of the Houston Grand Opera Association. Most recently, Randel has been an Advisory Board member for the Tulane Center for Energy Law, as well as a visiting lecturer at the Tulane University School of Law where he teaches an advanced seminar on large-scale energy projects

## SPEAKING ENGAGEMENTS

- Panelist: “New Perspectives for Infrastructure Projects in Latin America,” American Bar Association Section of International Law, Sao Paulo, Brazil, August 2013
- Presenter, “Managing Political and Renegotiations Risk in Emerging Markets Hydrocarbons Transactions – Anticipating the Inevitable Change,” 55th Annual Conference of the Rocky Mountain Mineral Law Foundation, San Francisco, July 2009
- Presenter, “Managing Government Renegotiation Risk and Legal Instability in International Exploration & Production Projects,” Asia Oil & Gas Legal Contract Excellence Conference, Kuala Lumpur, Malaysia, August 2008

- Presenter, “Changing the Rules of the Game: Managing Change of Law and Government Renegotiation Risk,” IQPC World Oil & Gas Finance Summit, Abu Dhabi, February 2007
- Co-Chair, Fourth Annual West & Central Africa Oil & Gas Conference, Houston, June 2006
- Presenter, “The Basics of Project Risk Management,” and “Project Risks in LNG Development Projects,” Conference on Managing Risks in International Oil & Gas Contracts, Regional Centre for International Arbitration & Egyptian Ministry of Petroleum, Cairo, May 2006
- Presenter, “Managing Risks in Integrated Energy Projects,” Risk Management in International Energy Contracts, Libyan Academy of Advanced Studies & The National Oil Corporation, Tripoli, May 2006
- Moderator/Panelist, “The Changing Face of Energy: Energy & Infrastructure Development in the Middle East,” Energy Investment in the Middle East -- Capitalizing on Opportunities in a Time of Change, Fulbright & Jaworski Energy Conference, London and Houston, May/September 2006
- Co-Chair, “Doing Business in the New Libya,” MEC International, London, April 2006
- Presenter, “Beyond EPSA IV: Managing Downstream and Integrated Project Risk in Libya,” International Energy Projects - Issues in Integration of Upstream and Downstream, Fulbright & Jaworski Energy Conference, London, May 2005
- Presenter, “Recent Transactions and Economic/Political/Legal Developments in Brazil,” Fifth Biennial Conference on Project Finance, International Bar Association, Washington DC, 2005
- Presenter, “Negotiating with Foreign Governments and State-Owned Enterprises: Issues for the Private Investor,” 17th Annual Institute, International Law Section, State Bar of Texas, Houston, February 2005
- Presenter, “The New Electricity Model for Brazil: A Legal Framework in Transition,” Changing Energy Models in Emerging Markets, IBA Annual Conference, Auckland, October 2004
- Moderator, “Fundamentals of Project Finance in the Energy Sector,” Fall Meeting, ABA Section on International Law, October 2004
- Presenter, “Drafting Arbitration Clauses for Inter-American Transactions,” American Corporate Counsel Association Meeting, Houston/Dallas, April 2004
- Moderator, “Addressing the Challenges of Major Projects in Africa,” 16th Annual International Law Inst., International Law Section, State Bar of Texas, Houston, February 2004
- Moderator, “Globalization in Reverse - Planning the South American Divestiture Project,” 15th Annual International Law Institute, International Law Section, State Bar of Texas, Dallas, February 2003
- Moderator, “Implementing the Corporate Antitrust Program,” Annual Meeting, Global Corporate Counsel Association, Versailles, July 2002
- Moderator, “Development of Integrated Energy Projects in Latin America,” Annual Meeting, ABA Section on Environment, Energy and Resources Law, Hilton Head, 1998

## EDUCATION

- B.A., University of Houston, (*summa cum laude*)
- J.D., University of Houston Law Center, (*cum laude*)

## ADMISSIONS

- Bar of Texas
- United States Court of Appeals for the Fifth Circuit
- United States Court of Appeals for the Ninth Circuit
- United States Court of Appeals for the Tenth Circuit
- United States District Court for the Southern District of Texas

## LANGUAGES

- Portuguese
- Spanish

## THOUGHT LEADERSHIP POWERED BY HUB

- 2 November 2015, EPC Contracting Issues in the Oil & Gas Industry (*Presentations*)

## OTHER PUBLICATIONS

- Co-Author, "Managing Government Renegotiation Risk In International Energy Projects," International Energy Law Review (Issue 7, 2009)
- Co-Author, "Managing Risk In Emerging Market Hydrocarbon Development Projects," 55 Rocky Mt. Min. L. Inst. 30-1 (2009)
- Co-Author, "A Very Real Risk – Expropriation," Energy Risk, April 2009
- "Special Report – Energy: Perils of Unpredictable States," The Brief, Vol. 04/08, pp. 28-29, TAE Publishing, April 2008
- "Changing the Rules of the Game," Middle East Economic Survey, Vol. LI, pp. 9-11, ME Petroleum & Econ. Publications, March 10, 2008
- "Foreign Investment Regime in Brazil: The Current Investment Climate from the Foreign Investor's Perspective," Conference Paper, Fifth Biennial Conference on Project Finance, International Bar Association, Washington DC, 2005

- “Negotiating with Foreign Governments and State-Owned Enterprises: Issues for the Private Investor,” Conference Paper, 17th Annual International Law Institute, International Law Section, State Bar of Texas, Houston, 2005
- “Planning the South American Divestiture Project,” Conference Paper, 15th Annual International Law Institute, International Law Section, State Bar of Texas, Houston, 2005
- “Pemex’s Multiple Services Contract Poses Financing Issues,” International Oil & Gas Finance Review, 2003

## NEWS & EVENTS

- 17 August 2020, K&L Gates Advises Tokyo Gas America on Two Acquisitions (*Noteworthy Work*)
- 22 March 2018, K&L Gates Adds Five-Lawyer Energy Team in Texas (*Press Release*)
- 20 June 2016, K&L Gates Strengthens Global Labor, Employment and Workplace Safety Practice with Addition of Houston Partner (*Press Release*)
- 17 May 2016, K&L Gates Enhances Energy, Commercial Disputes Practices with Houston Partner Addition (*Press Release*)

## AREAS OF FOCUS

- Oil and Gas
- Construction and Infrastructure
- Energy Finance
- Maritime
- Power

## INDUSTRIES

- Energy
- Energy Disputes
- Power Generation and Transmission

## REPRESENTATIVE EXPERIENCE

- Advised an oil and gas major on the vicarious liability implications of acquiring a company currently under investigation by the U.S. Justice Department for alleged FCPA violations in West Africa.

- Advised a Norwegian-based geological and geophysical survey company on questions relating to the use of U.S.-licensed technology in offshore territorial waters of Iran under U.S. trade and investment sanctions on Iran.
- Performed FCPA due diligence reviews for a U.S. based multinational oil and gas service company on an acquisition of a UAE-based competitor with foreign consultants in Saudi Arabia and India.
- Performed independent FCPA due diligence reviews for a U.S. based multinational oil and gas service company on its foreign contractors in Saudi Arabia, UAE and India to comply with the requirements of the client's international compliance policy.
- Represented a UAE-based public company dually listed on the London and Dublin stock exchanges in an internal investigation of allegations of insider fraud and self-dealing by corporate officials and insiders.
- Represented a UAE-owned oil and gas company in its response to extensive due diligence concerns of a U.S. gas major in connection with FPCA compliance procedures in an oil and gas farm-in and participation agreement on an offshore oil and gas field in West Africa.
- Representing a U.S. structural engineering and consulting firm in establishing an international compliance program, including FCPA and U.S. sanctions programs, for its worldwide operations.
- Representing a U.S. structural engineering and consulting firm in establishing a wholly owned subsidiary in Panama to function as a regional headquarters for Latin America.
- Representing a U.S. structural engineering and consulting firm in dissolving its Saskatchewan branch office and in establishing a wholly-owned subsidiary in British Columbia with a branch office in Saskatchewan.
- Representing a U.S. architectural design firm in structuring and forming a joint venture company with a local partner in Abu Dhabi and in obtaining trade licenses for the new company with the local government.
- Represented a UK/UAE-based company in negotiating the restructuring of the ownership of its chemical production affiliate's facility in Dubai and in relocating the facility to Sharjah, UAE.
- Represented a U.S. management consulting firm in establishing a new business presence in Libya.
- Advising a U.S. public university on market entry issues relating to doing business in Saudi Arabia and proposed dispute resolution mechanism under a Saudi joint venture proposal.
- Advised a U.S. architectural design firm on the structure and implementation of a foreign subsidiary in Trinidad & Tobago using a two-tiered holding company structure in Cayman Islands and St. Lucia to take advantage of the Trinidad & Tobago-St. Lucia tax treaty to eliminate double taxation.
- Represented a German consumer products and adhesive manufacturer in the acquisition of all of the adhesives and construction materials business in the largest asset acquisition in Mexico that year.
- Represented a Dutch heavy equipment manufacturer in the acquisition of all the assets of a heavy equipment supplier in Saudi Arabia and in restructuring the acquisition to minimize local regulatory impacts.

- Advised a multinational energy company in connection with the post-privatization restructuring of a privatized company's debt and equity facilities and in the repurchase of publicly-held minority share positions.
- Advised a multinational energy company in multiple privatization bids for electricity generation and distribution companies in Brazil, Argentina and Bolivia.
- Represented multinational energy company in the successful privatization of Brazil's fifth largest electricity distribution company.
- Advised on numerous other public bid tenders and privatization efforts, including the preparation of project risk matrices that identified and recommended risk mitigation strategies for the project investments, including with respect to the following bids where the multinational energy company client was not the winning bidder: • Light, federal electric power company sold in Brazil under the auspices of the PND (1996, Ultimate Sale Price: \$2.509 Billion) • Gerasul, federal electric power company sold in Brazil under the auspices of the PND (1998, Ultimate Sale Price: \$880 Million) • Coelba, federal electric distribution company sold in Brazilian privatization bid process (1997, Ultimate Sale Price: \$1.498 Billion) • CPFL, federal electric distribution company sold in Brazilian privatization bid process (1997, Ultimate Sale Price: \$2.731 Billion) • Enersul, federal electric distribution company sold in Brazilian privatization bid process (1997, Ultimate Sale Price: \$565 Million) • Energipe, federal electric distribution company sold in Brazilian privatization bid process (1997, Ultimate Sale Price: \$520 Million) • Cosern, federal electric distribution company sold in Brazilian privatization bid process (1997, Ultimate Sale Price: \$606 Million) • Coelce, federal electric distribution company sold in Brazilian privatization bid process (1998, Ultimate Sale Price: \$868 Million) • Electropaulo Metropolitana, federal electric distribution company sold in Brazilian privatization bid process (1998, Ultimate Sale Price: \$1.777 Billion) • CELPA, federal electric distribution company sold in Brazilian privatization bid process (1997, Ultimate Sale Price: \$388 Million)
- Advised a multinational energy company and oversaw the risk identification and mitigation process on the development, financing and construction of natural gas pipeline and power generation project in the State of Matta Grosso, Brazil, supported by a public bid for electric power by the State of Matto Grosso, involving cross-border pipeline facilities for the supply and transmission of natural gas from Bolivia and Argentina and natural gas sales lines into the power generation facility in Brazil, including advising on project risks and other matters relating to the Engineering, Procurement and Construction Contract and related natural gas supply, transportation, construction, management and operations agreements, and on disputes arising relating to construction delays, alleged defects in facilities, and claims for liquidated damages.
- Advised a multinational energy company and oversaw the risk identification and mitigation process on the development, financing and construction of the Bolivian and Brazilian sections of the Bolivia-to-Brazil Natural Gas Pipeline Project, including on matters relating to the Turnkey Engineering, Procurement and Construction Contract and related transportation and operations agreements.
- Advised a multinational energy company and oversaw the risk identification and mitigation process for a Joint Venture contract with Bolivian State-Owned Enterprise, Yacimientos Petrolíferos Fiscales Bolivianos ("YPFB") to acquire YPFB's oil transportation unit, which later became Transredes, the first privately held oil transporter in Bolivia.

- Advised a multinational energy company a successful privatization bid transaction to purchase 38.67% of the paid-in shares of Promigas, a pipeline affiliate of Ecopetrol the national oil company of Colombia, in a transaction that resulted in the joint ownership, management and control of a major midstream and downstream pipeline business in Colombia involving natural gas transportation, operation of natural gas pipelines for third parties, promoting the utilization of compressed natural gas, supplying services complementary to the transportation of natural gas, and natural gas distribution operations within and across Colombia.
- Led the legal function for the project team and coordinated the legal risk identification and mitigation process on a successful privatization bid transaction by a multinational energy company to acquire a controlling stake in Brazil's sixth-largest electricity distributor serving 1.5 million customers in Sao Paulo state, for a purchase price of US \$1.27 Billion, pursuant to an international bid tender involving the privatization, transfer and eventual restructuring of one of Brazil's fastest-growing electricity distributors.
- Led the legal function for the project team that marketed, divested and sold the interest of the same multinational energy company in CEG and CEG-Rio to Petrobras in a privately negotiated sale transaction, that took into account the rights of first refusal of the company's Spanish partner in CEG and CEG-Rio.
- Led the legal function for the project team and coordinated the legal risk identification and mitigation process on a successful privatization bid transaction by a multinational energy company, under a joint bidding and ownership agreement with a major Spanish natural gas utility, to acquire a controlling interest in CEG and CEG-Rio, the state-owned owners and operators of the gas distribution franchises for Rio de Janeiro and the state of Rio de Janeiro, for a purchase price of US \$576 Million, pursuant to an international bid tender involving transfer of control over a 2,200 km-long gas pipeline network for the distribution of natural gas, manufactured gas, together with an LPG piped gas system, a manufactured gas production and storage unit and three manufactured gas modulating systems, and involving the upgrade and turnaround of service to over 18 million customers.
- Advised a UK/UAE-based company in negotiating a greenfield jatropha-based biofuels production project in Mozambique.
- Represented a pipeline company concerning litigation over the local highway district's plans to widen a major roadway over two high pressure natural gas lines, successfully convincing a jury to enforce our client's easement rights and to order the highway district to compensate our client for costs incurred to modify their natural gas lines.
- Advised a multinational energy company on the development, financing and construction of natural gas pipeline and power generation project in the State of Matta Grosso, Brazil, involving cross-border pipeline facilities for the supply and transmission of natural gas from Bolivia and Argentina and natural gas sales lines into the power generation facility in Brazil, including on matters relating to the Engineering, Procurement and Construction Contract and related natural gas supply, transportation, construction, management and operations agreements, and on disputes arising relating to construction delays, alleged defects in facilities, and claims for liquidated damages.
- Advised a multinational energy company on the development, financing and construction of the Bolivian and Brazilian sections of the Bolivia-to-Brazil Natural Gas Pipeline Project, including on matters relating to the

Turnkey Engineering, Procurement and Construction Contract and related transportation and operations agreements.

- Advised a NYSE energy company in connection with ongoing legal issues arising out of its ownership of a 38.67 percent interest in Promigas, an operator of 900 km of gas pipelines in Colombia, including issues relating to the technical operation of the pipeline by a third party contractor and ownership and governance concerns.
- Represented a NYSE energy company in a U.S. \$100.5 million acquisition from Ecopetrol, the Colombian national oil company, of a 38.67 percent interest in Promigas, an operator of 900 km of gas pipelines in Colombia, in a Colombian international bid transaction that offered US \$80 million in non-recourse debt financing by Ecopetrol.
- Represented a U.S. E&P company and its natural gas gathering and transportation affiliates in the sale of upstream and midstream assets in a shale gas field in the United States.
- Represented a U.S. E&P company in a U.S. \$50 million acquisition of all the shares of a Bermuda company that owned and operated multiple onshore exploration blocks and related infrastructure in Colombia, including the handling of due diligence and the structuring and negotiation of the share purchase agreement and ancillary agreements and other transfer documentation.
- Represented an owner of overriding royalty interests in a producing oilfield in Equatorial Guinea in connection with the settlement of a claim against the operator and other owners of the license area and in the ultimate sale and assignment of the overriding royalty interests.
- Represented a Middle Eastern oil and gas company in negotiating a joint participation agreement and an operating agreement relating to an offshore exploration block in Cote d'Ivoire.
- Represented an Asian national oil company on a claim by a U.S. energy major relating to activities in connection with an upstream acquisition and financing program in Sub-Saharan Africa.
- Advised a Danish developer and provider of technology solutions for the oil and gas industry on international IP in connection with setting up a new subsidiary business in Qatar.
- Represented one of the world's leading producers of tubular products for the oil and gas industry, based in Russia, in the acquisition of the pipe threading services and precision manufacturing assets of a UK-based holding company and a group of affiliated investors, including the acquisition of an 84-acre manufacturing and service facility in Texas with total production capacity of more than 700,000 threaded pipes and 250,000 couplings.
- Represented a Middle Eastern oil and gas company on diligence concerns of a U.S. gas major regarding FPCA compliance in negotiating farm-in and participation agreement for an offshore hydrocarbon exploration and development block in West Africa.
- Represented a Japanese energy trading company in the acquisition of producing and nonproducing state and federal oil and gas leasehold interests and related infrastructure in the Gulf of Mexico, including twelve blocks in the state and federal waters of Louisiana and three additional blocks in the state waters of Texas.

- Advised a Japanese energy trading company in connection with a claim for breach of warranty and indemnification against a U.S. oil and gas producer in the Gulf of Mexico relating to a claim for failure to disclose damages to an undersea gas pipeline.
- Represented an oil major in the purchase of an Arctic-Class Floating Drilling Platform, registered in Liberia and located in the Beaufort Sea, Northwest Territories, Canada, and in the re-flagging of the ocean-going vessel from Liberia to the Marshall Islands.
- Represented a U.S. natural gas gathering company in negotiating a limited recourse credit facility for the construction of gas gathering systems in Central Texas.
- Advised a European gas company in the negotiations of a natural gas supply/transportation agreements for gas to be processed in Train 4 of the Atlantic LNG Facility in Trinidad/Tobago.
- Represented India's largest private sector power utility in negotiating the gas supply/transportation arrangement for multiple gas-fired generation projects and gas utilization projects in India and advised on the deal structure to ensure project financeability.
- Representation of an Indian power plant developer in the negotiation of a long-term natural gas supply arrangement with an Indian oil and gas E&P company for multiple power plants in development in India.
- Represented a U.S. natural gas midstream company in the acquisition of a natural gas processing plant, 600 miles of natural gas gathering and transmission pipelines and related compression, dehydration and treating facilities in West Texas.
- Represented a U.S. midstream natural gas service provider and publicly-traded master limited partnership in the acquisition of the midstream gas and condensate assets of a publicly-traded U.S. gas producer in the Eagle Ford Shale involving pipelines and related assets in three South Texas counties.
- Represented a U.S. oilfield supply company in establishing a new business presence in Libya.
- Represented a U.S. E&P company and its gas gathering and transportation affiliates in the sale of all of its upstream natural gas assets and related midstream assets in the Fayetteville Shale, including oil and gas properties and midstream facilities in seven counties in north-central Arkansas, to a US subsidiary of a major oil company.
- Represented an Asian national oil company in evaluating the acquisition of a U.S. company's offshore E&P assets in the Gulf of Mexico and in the review of the purchase and sale agreement.
- Represented an Asian national oil company in the negotiation of a joint study and exploration agreement, an offshore operating agreement and other agreements for the joint exploration and delineation of U.S. offshore oil and gas prospect with an Australian independent oil and gas producer.
- Represented an Asian national oil company in the acquisition of leasehold working interests covering over 20,000 mineral acres under Texas state leases in the Gulf of Mexico.
- Represented a U.S. gas pipeline company in the sale of its gas gathering systems in the State of Louisiana.

- Represented a U.S. natural gas gathering company in the sale of its natural gas gathering systems and related compression, dehydration and treating facilities in Texas and Louisiana.
- Representation of a U.S. entity owned by Pakistan-based investors in the buy-out of a U.S. energy company's controlling interest in a power generation facility and related operating affiliate in Lahore, Pakistan.
- Advised a multinational petrochemical company on its joint venture with a Saudi Arabian company to develop a greenfield petrochemical facility in Saudi Arabia.
- Represented a U.S.-based investment company in negotiating the restructuring of net profit overriding royalty interests into equivalent working interests in over 800 producing coal bed methane wells and both developed and undeveloped coal bed methane acreage in the Black Warrior Basin Area of Alabama and in the San Juan Basin Area of Colorado and New Mexico.
- Represented a UK/UAE-based company in negotiating the restructuring of the ownership of its chemical production affiliate's facility in Dubai and in relocating the facility to Sharjah.
- Advised a U.S. company in negotiating a greenfield development project for the production and sale of clean coal in Indonesia.
- Represented a multinational energy company in the procurement of a major harbor expansion in Hamburg to accommodate deliveries from larger vessels, including negotiating with the German environmental authorities.
- Represented a multinational energy company on an environmental assessment/remediation program on an onsite oil spill at a major refinery in Germany.
- Represented a multinational energy company in negotiating the joint operation and sharing arrangement for a previously unified crude refining facility and a bitumen processing plant in Germany.
- Represented a multinational energy company in the acquisition of a 100,000 barrel/day oil refinery in Germany, including an interest in a 70-Km oil pipeline and related facilities, feedstock and product inventories, rail and land-based loading racks and handling facilities, and docking facilities in Hamburg.
- Represented a U.S. independent oil producer in structuring a lease acquisition and participation agreement with an Asian national oil company for joint acquisition activities in the United States.
- Advised a U.S. independent oil and gas company in connection with the implications of the Exon-Florio amendment and CFIUS filing requirements for a U.S. joint development program with an Asian national oil company.
- Represented a multinational chemical company in a cross-border acquisition of two divisions of a Mexican industrial group involving three major chemical manufacturing facilities in Mexico and over 900 employees in the largest asset acquisition closed in Mexico that year.
- Advised a Middle Eastern oil and gas company in structuring a hydrocarbon reserve acquisition and participation agreement with an Asian national oil company for joint acquisition activities in the Middle East and North Africa.

- Represented a Mexican offshore pipeline construction company in negotiating the formation of a new pipeline construction joint venture with a U.S.-based construction company for pursuit of new projects in the Mexican territorial waters of the Gulf of Mexico, including the funding and financing of the transaction.
- Represented a major oil company in the formation of an investment partnership for an oil and gas drilling/development program in shale prospects in close proximity to heavily populated urban areas in Texas.
- Representation of a multinational energy company in connection with the post-privatization restructuring of a privatized company's debt and equity facilities and in the repurchase of publicly-held minority share positions.
- Representation of a multinational energy company in multiple privatization bids for electricity generation and distribution companies in Brazil, Argentina and Bolivia.
- Representation of a multinational energy company in a multi-jurisdictional divestiture transaction relating to integrated gas and power projects and business platforms in South and Central America and the Caribbean Basin.
- Representation of a multinational energy company in devising and implementing a project risk mitigation program relating to the development, construction and project financing of a cross-border gas-to-power project, involving the construction of gas transmission/sales facilities from Bolivia and Argentina into a 480 MW power generation facility in Brazil.
- Representation of a multinational energy company in the successful privatization of Brazil's fifth largest electricity distribution company.
- Represented a multinational energy company in the proposed sale to its interest in two gas distribution utilities in Rio de Janeiro, Brazil, to one of its partners.
- Represented a multinational energy company in the successful joint privatization bid with a European natural gas distribution company to acquire two gas distribution utilities with the exclusive gas distribution franchises for the state and city of Rio de Janeiro, Brazil, a service area with over 13 million customers.
- Represented a multinational energy company in a privately negotiated M&A transaction to acquire a co-controlling interest in seven local natural gas distribution companies in the Brazilian states of Bahia, Pernambuco, Santa Catarina, Paraná, Alagoas, Paraíba and Sergipe.
- Represented four U.S. institutional investment funds in the sale of over 13,000 net mineral acres in East Texas and associated production from the Woodbine formation to an energy financial services subsidiary of a Fortune 10 company and its U.S. operating affiliate.
- Represented a U.S. energy company in the review of license and operating agreements for development issues in Peru.
- Advised a Middle Eastern exploration and production company in the evaluation of a prospective hydrocarbon development opportunity in Guinea Bissau.
- Advised an Asian national oil company on a claim by an oil and gas major for tortious interference with the claimant's relationship with the national oil company of a West African country.

- Represented one of the largest U.S. producers of natural gas and natural gas liquids (NGLs) in structuring and negotiating a joint development project to fund, construct, operate, and maintain the largest integrated midstream service complex for the gathering and processing of natural gas and the fractionation of NGLs in the Utica Shale play in Eastern Ohio.
- Represented a U.S. gas major in negotiating the FEED contract for a gas processing and treatment facility in Algeria.
- Represented a natural gas major in the sale of its E&P subsidiary in Oman and in the acquisition of certain new oil and gas E&P rights in Oman.
- Advised a U.S. drilling service provider on an arctic land-based drilling rig fabrication project for a major E&P company (valued at over U.S. \$300 million dollars), including the project financing of the project through a long-term committed day-rate service contract.
- Represented a U.S. independent oil and gas exploration and production company in a \$450 million transaction with a consortium of European and Asian private equity investors involving (a) the sale of 90% of its interest in exploration, development and production rights in two unitized development areas and additional exploration rights in the North Slope of Alaska, including roads and other related infrastructure and facilities, but reserving certain undivided working interests and overriding royalty interests, (b) the sale of all of the membership interests in the contract operator of the two unitized areas and other exploration areas, (c) a subsequent oil and gas development program, including the obligation to drill three exploratory wells and to conduct subsequent drilling obligations, (d) the development, financing and operation of a 15,000 barrel per day crude oil processing handling facility with related tie-in arrangements with crude oil pipelines, and (e) a long-term drilling services and field maintenance agreement with a third party drilling contractor.
- Represented a leading global marine and subsea construction and oil and gas services contractor in (a) the acquisition of a European multinational service contractor's deep-water diving assets, including two dynamically positioned multi-service support vessels (one by outright assignment and the other via assumption of a long-term Charter) transferred within international waters, onboard saturation diving systems, surface compression chambers, launch and recovery systems, diving control systems and other ancillary diving equipment; (b) the structuring and negotiation of a multi-year preferred subcontractor agreement for the purchaser to furnish diving services to the seller; and (c) the negotiation and closing of asset-based financing for the transaction involving senior secured vessel mortgages on the two ocean-going multi-service support vessels, flagged in the United States and the Republic of Vanuatu.
- Represented a sub-sea marine construction company in connection with three maritime arbitrations, including pre-judgment garnishment of Mexican assets in the United States.
- Represented a leading global marine and subsea construction and oil and gas services contractor in (a) the acquisition of a European multinational service contractor's deep-water diving assets, including two dynamically positioned multi-service support vessels (one by outright assignment and the other via assumption of a long-term Charter) transferred within international waters, onboard saturation diving systems, surface compression chambers, launch and recovery systems, diving control systems and other ancillary diving equipment; (b) the structuring and negotiation of a multi-year preferred subcontractor agreement for the purchaser to furnish diving services to the seller; and (c) the negotiation and closing of asset-based financing

for the transaction involving senior secured vessel mortgages on the two ocean-going multi-service support vessels, flagged in the United States and the Republic of Vanuatu.

- Advised an equity company regarding an asset purchase and sale agreement with the buyer, a large independent exploration and production company.
- Represented a U.S. independent oil and gas exploration and production company in a \$450 million transaction with a consortium of European and Asian private equity investors involving (a) the sale of 90% of its interest in exploration, development and production rights in two unitized development areas and additional exploration rights in the North Slope of Alaska, including roads and other related infrastructure and facilities, but reserving certain undivided working interests and overriding royalty interests, (b) the sale of all of the membership interests in the contract operator of the two unitized areas and other exploration areas, (c) a subsequent oil and gas development program, including the obligation to drill three exploratory wells and to conduct subsequent drilling obligations, (d) the development, financing and operation of a 15,000 barrel per day crude oil processing handling facility with related tie-in arrangements with crude oil pipelines, and (e) a long-term drilling services and field maintenance agreement with a third party drilling contractor.