

## Energy Industry

Jones Walker represents clients involved in every aspect of the energy industry—whether oil and gas, including upstream, midstream, and downstream sectors, mining, alternative energy, power generation, or related environment and natural resources issues. We have handled complex energy transactions, regulatory matters, government relations and litigation, both onshore and offshore.

### *Oil & Gas Industry*

Our attorneys are versed in matters of Louisiana and Texas oil and gas law and routinely work with oil and gas companies and pipeline companies in connection with the relocation of facilities and the release of surface rights.

## Title Opinions

Our attorneys have years of experience in examining mineral titles and have issued hundreds of fee title leasehold and division order title opinions covering both onshore and offshore properties. Our opinions commonly set forth the landowners' respective interests in the surface, minerals, bonuses, rentals, and royalties, by tract and/or unit, as well as the respective operating and revenue interests of the parties involved in developing the mineral properties. We also have many years of experience in issuing financing title opinions involving producing property interests. This helps ensure that the client has acquired all necessary property rights and has the information it needs to make payments and otherwise comply with oil and gas leases and other agreements.

## Transactions

On behalf of clients, we manage mergers, acquisitions, and sales of assets or equities of oil and gas, power, and mining companies. We represent lenders and borrowers in secured production financing and limited recourse project financing of oil and gas, petrochemical, refining, power, pipeline, coal, and hard rock mining. We have handled domestic equity offerings of oil and gas service companies as well as the formation of partnerships, limited partnerships, joint ventures, LLCs, and other entities.

We advise operators, non-operators, investors, pipelines, power plant operators, service companies, and seismic companies in connection with the exploration, development, and operation of oil and gas and mining properties. We prepare and review documents and provide advice regarding leasing, assignments, pooling, and unitization matters; title issues, including resolving surface use issues in connection with real estate development matters; division order and royalty owner issues; production sales, transportation, and processing arrangements; and lease acquisition, exploration, drilling, and other development agreements. We represent clients, providing guidance, counsel, and advice with regard to regulatory matters before the State of Louisiana.

### *Upstream*

### *Midstream & Storage*

Jones Walker is intimately familiar and experienced with the demands of the high-paced, dynamic complexities of the midstream sector of the energy industry. Our energy practice area attorneys work in conjunction with our environmental, litigation, business and regulatory sections in matters relating to the development, transportation, storage and marketing of oil and gas which team oriented approach provides distinct advantages to our clients seeking complete and integrated counsel in all facets of energy law. Since the inception of our energy practice group, Jones Walker attorneys have been involved with midstream transactions and litigation matters having values in excess of hundreds of millions of dollars, including acquisitions and divestitures of gathering systems, processing facilities and interstate and intrastate pipelines, financing, construction, development and permitting of interstate and intrastate pipelines and natural gas storage facilities, publicly traded master limited partnership tax matters, pipeline condemnation matters, legacy litigation, environmental damage litigation, title review, mineral title opinions and review of title policies. Most recently, we have been actively involved in the Haynesville Shale play for many of our processing, transportation and storage facility clients and acted as lead counsel in successfully challenging the Department of Interior's imposition of the moratorium on the deepwater drilling following the Deepwater Horizon blowout and oil spill.

The depth and experience of our energy attorneys are well recognized in the industry. We have cultivated solid relationships with regulators and are known as knowledgeable attorneys with credible clients and legitimate needs. Among our attorneys are a former Commissioner of the Louisiana Office of Conservation, former General Counsel for the Louisiana Department of Natural Resources, former Assistant Secretary of the Louisiana Department of Natural Resources, former Secretary of the Louisiana Mineral and Energy Board, former Assistant Secretary for the Louisiana Department of Revenue, former United States Coast Guard Liaison to the United States Senate, former attorney for the Environmental Protection agency, former attorney for the United States Corps of Engineers and former in-house counsel for an interstate pipeline company.

Our recent midstream experience includes:

#### Transactional Matters

- Construction, development and permitting of \$1 billion natural gas pipeline expansion.
- Financing, construction, development and permitting of \$250 million salt cavern natural gas storage facility.
- Conversion, permitting, construction and development of a depleted reservoir gas storage facility.
- Advices to publicly traded corporation and its subsidiaries in connection with its mining and domestic oil gas operations, public and private debt and several billion dollar senior revolving credit facilities.
- Acquisition of natural gas gathering, transportation and processing systems.
- Disposition of gas processing facility in southern Louisiana financed pursuant to sale leaseback transactions.
- All phases of land, lease and servitude acquisitions for midstream facilities, including mineral and real property title review and issuance of title policies (through in-house title agency).
- Environmental aspects of midstream operations, such as due diligence and acquisition and disposition of environmentally impacted sites.

#### Litigation and Regulatory Matters

- Counsel for major pipeline companies in multiple pipeline condemnation

actions in connection with construction of more than 350 miles of interstate pipeline from Texas to Alabama.

- Counsel to pipeline company pertaining to explosions, addressing matters such as pipeline marking maintenance and regulatory issues.
- Counsel for numerous oil and gas transmission companies in matters involving pipeline ruptures from water scouring, oyster dredging, right-of-way issues pertaining to construction above or adjacent to pipelines, CallOne and other notice requirements and facility pipeline matters involving migration of natural gas into enclosed spaces.
- Lead counsel in connection with multiple cases involving prosecution or defense of contractual rights related to distributorship agreements, gas contracts and employment related matters.
- Environmental damage cases and legacy lawsuits related to historical operations.
- Counsel for major gas operators in connection with Haynesville Shale natural gas field litigation resulting in dozens of precedent-setting lease cancellation lawsuits and class action lawsuits.
- Contractual indemnity claims litigation for major oil company against bankruptcy litigation.
- Regulatory advices in the natural gas pipeline and storage industry, including administrative law and litigation, and applications before state and federal agencies.

### *Downstream*

#### *Mining*

Our mining experience spans agricultural and industrial minerals, precious and base metals, and other minerals within the United States and abroad.

We also manage the legal aspects of many types of mining agreements and transactions, such as:

- Commodity price protection agreements
- Contracts of affreightment and other transportation agreements
- Joint ventures, both contractual and corporate
- Mineral leases and concessions involving private and government lands

- Mine financing, permitting, and expansions
- Property acquisitions and sales
- Purchases and sales of mineral products
- Reclamation bonding
- Service agreements
- Waste treatment and disposal

### *Power Generation*

#### **Generation & Transmission**

With our significant experience in the electric power industry, we regularly represent project contractors, owners and operators of power and transmission projects, and other industry clients in the development and financing of domestic and international power and transmission projects.

#### **Project Development & Power Plant Operations**

From simple and combined-cycle thermal generation projects, cogeneration projects, and hydroelectric projects to facilities for high-voltage transmission systems, our experience includes the negotiation and documentation of the following power project agreements, for owning and operating power plants and transmission systems:

- Environmental site assessment issues and permitting
- EPC contracts
- Fuel supply and transportation agreements
- Land use and zoning, as well as the analysis of available tax abatements and/or the creation of free enterprise zones
- Long-term parts and service agreements
- NIMBY (not in my backyard) disputes
- Operation and maintenance agreements
- Power purchase and tolling agreements
- Real estate and title work

- Site selection and related issues, including interconnection issues, such as access to the transmission grid and the availability of fuel and water supplies
- Turbine purchase agreements

### **Project Finance Experience**

Our power generation and transmission project financing experience includes counseling and supporting the drafting and negotiating of project documents, providing analysis of contractual and commercial risks, and assisting in the development of measures to effectively mitigate or hedge risks. We have handled:

- Credit facilities
- Direct agreements with lenders, including consents, estoppels, and subordinations
- Equity support agreements and security agreements
- Financing term sheets
- Guaranties
- Hedging agreements
- Letter of credit arrangements
- Loan commitment letters
- Louisiana Public Service Commission matters
- Multi-tranche loan and credit agreements
- Subordinated debt agreements

### ***Alternative Energy***

### ***Environment & Natural Resources***

### ***Water Law***

Jones Walker's attorneys have significant experience in environmental water law issues. The following is a description of our experience in certain specific water law programs, and some of our more recent noteworthy matters illustrating the experience of our attorneys.

While other states have been addressing issues of surface and subsurface water rights for many years, the area of water law has only recently begun to assume prominence in Louisiana, long considered to be a water-rich state. In the past few years, the water law domain in Louisiana has seen extensive activity, including the enactment of new statutes governing surface water use, new administrative regulations governing groundwater use, and new opinions of the state Attorney General on the subject of surface water use and the potential liability of persons or entities who utilize surface water without authority. With committees and entities like the Louisiana Groundwater Commission at work drafting additional statutes, there can be no doubt that water law in Louisiana will continue to develop in the immediate future.

Jones Walker – the only law firm in Louisiana to establish a water law practice team--is at the forefront of the burgeoning field of Louisiana water law. In addition to lecturing, presenting, and publishing on current water law issues, our attorneys have advised clients, including both private and state governmental entities, and participated in a wide variety of water-related matters, including:

- Negotiating, drafting, and assisting in obtaining necessary approvals of water sale agreements, including what will be one of the largest water sale agreements ever entered into in the State of Louisiana by a state governmental entity involving the sale of impounded surface waters for anticipated use for public water supply in Texas;
- Advising with respect to, negotiating, and drafting water rights agreements, including leases for the exclusive use of groundwater from a municipality;
- Negotiating and drafting agreements to obtain non-traditional alternative water sources, including agreements for the use of wastewater treatment effluent as a source of water to be used in the creation of subsurface hydrocarbon storage caverns;
- Advising oil and gas clients on water rights and options for water use in conjunction with fracking operations, including the use of groundwater, surface water, and/or non-traditional alternative water sources such as produced water;

- Advising state governmental entities with respect to the execution of their “public trustee” duties in conjunction with water sale agreements, including performance of the "IT Analysis" -- i.e., the detailed cost-benefit analysis described by the Louisiana Supreme Court in the Save Ourselves decision and required with respect to certain state actions with potential environmental impacts;
- Assisting clients in applying for and obtaining permits for projects involving water use, including permits for Class III wells for the creation of subsurface hydrocarbon storage caverns; including advising clients with respect to permit-related submission of the "IT Analysis" as outlined above;
- Advising and litigating on behalf of clients with respect to water use in conjunction with the creation of subsurface hydrocarbon storage caverns, including successfully litigating to have stricken as unconstitutional a project-targeted statutory provision (La. R.S. 38:3097.3) enacted by the Louisiana legislature that would have limited the client's ability to utilize groundwater for its subsurface hydrocarbon storage project; and
- Negotiating and entering “Louisiana Running Surface Water Cooperative Endeavor Agreements” with the State pursuant to Act 955 of 2010, including successfully petitioning the State to modify the form agreement for future agreements.

Based upon its substantial experience with water law issues in the State of Louisiana and its ongoing commitment to monitoring and participating in the development of this area of law in other states, Jones Walker is uniquely positioned to deliver water law-related services to its clients.