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### Attorneys

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## Energy and Natural Resources

Attorneys in Pryor Cashman's Energy and Natural Resources Practice counsel companies engaged in the acquisition, development and financing of traditional, alternative and renewable energy resources. In doing so, we bring together attorneys in our firm who are experienced in mergers and acquisitions, commercial lending, private and public equity offerings, tax, intellectual property, real estate, bankruptcy and litigation.

Our attorneys are familiar with the unique challenges facing companies engaged or investing in the energy and natural resources sector, including solar energy, wind energy, coal, oil and gas, electric power, bio fuels, hydro-power, and fuel cell and battery technologies.

### Early to Middle-Stage Energy Companies

For early and middle-stage energy companies, we often serve as outside general counsel, providing counsel and representation on all facets of an energy client's legal needs, including:

- Entity selection and formation
- Employment matters
- Equipment leasing and financing
- Litigation and dispute resolution
- Negotiation of bank and equity financing transactions
- Negotiation of technology licenses, supply agreements, government R&D contracts, and joint venture agreements
- Protection of inventions, technologies and other intellectual property
- Natural resource and asset acquisitions
- Real property acquisition and development
- Tax Planning
- Transaction Structuring

Our medium size, full-service practice and extensive experience in international capital markets makes us well-suited to cost-effectively serve the needs of growing energy companies.

## **Large Energy Companies**

For larger, more-established energy companies, our Energy and Natural Resources attorneys regularly work with in-house counsel and provide advice and support on discrete transactions, both large and small, such as the negotiation of exploration/development agreements, the acquisition or sale of coal, oil, gas and other resources, reserves or assets, and complex loan transactions secured by energy assets. We also provide support on particular aspects of these transactions, including tax strategies, intellectual property protection, access and right-of way agreements and disputes, internal investigations and regulatory compliance audits.

Many of our attorneys possess significant experience on project finance, renewable energy and other complex transactions gained from their past experience advising multi-national energy companies such as Reliant Energy and Conoco Phillips. We provide tax and transactional advice in specialized energy-related transactions, including tax-related, alternative energy deals (wind farms), acquisitions and sales of power-generating assets, sale/leasebacks for power transmission and power-generating assets, and advice concerning alternative fuel tax credits.

## **Financial Institutions and Private Investment Funds**

Attorneys in our Energy and Natural Resources Practice represent institutional lenders, private equity funds, investment banks and high net-worth investors on their direct and indirect investments in energy resources. We draw upon the extensive experience of attorneys in our Banking and Finance Group and Private Investment Funds practice who have successfully counseled lenders and investors on a wide variety of energy related projects. For example, we have represented:

- Large U.S.-based financial institutions on their financings of a West Virginia coal slurry pipeline project and a California wind farm facility
- A Scandinavian bank on its financing of a Latin American-based electric power plant
- A European bank on its financing of a New England hydro-electric project

## **Bankruptcy and Restructuring Matters**

Attorneys in our Energy and Natural Resources Practice, working closely with our Bankruptcy, Reorganization and Creditor's Rights Group, have represented major financial institutions in their capacity as lender or indenture trustee, and private investment funds in connection with bankruptcy court proceedings involving energy company debtors, including Enron and Calpine. We have counseled clients as creditors of energy-related companies in both in- and out-of-court restructurings.

## **Representative Matters**

A sampling of the wide variety of our recent work in the energy and natural resources sector includes:

- Serving for several years as outside general counsel for an independent Central Appalachian coal producer and counseling the company on, among

- other matters, acquisition and financing of coal assets; construction of a 350tph preparation (or wash) plant; negotiation of a senior credit facility, lines of credit and equipment leases; offer and sale of equity securities in private placements; negotiation of coal sales, marketing and supply agreements; and a \$100 million senior debt offering
- Representing a company focused on the commercial production of synthetic gas from stranded coal resources through underground coal gasification with projects in the U.S., United Kingdom and Turkey, in its \$25 million equity offering
  - Representing a Texas-based drilling rig manufacturer and refurbisher in connection with its proposed \$240 million acquisition by a SPAC (special purpose acquisition corporation)
  - Providing tax counseling to a \$4 billion investment fund in connection with its \$1.6 billion acquisition of electric generation assets
  - Representing, in an equity offering, a publicly traded company whose business is focused on the development of high-grade metallurgical coal in South America
  - Advising an incubator of *green energy* solutions on the commercialization of its solar and wind technologies
  - Representing a development stage company in pursuing opportunities in the gold mining industry in South America
  - Prepared and filed a patent with the U.S. Patent and Trademark Office for a wind turbine design and analyzed the patentability of other wind turbines and fuel cell technologies
  - Representing a company seeking to acquire and employ oil, gas and mineral drilling rigs and oil service equipment in South America
  - Represented a leading battery technology research company on its acquisition of manufacturing assets related to batteries used in aerospace, military and other government applications; the licensing of battery technologies; and the supply of battery products
  - Advising a telecommunications infrastructure company in the negotiation of a strategic alliance with a large manufacturer of fuel cells for purposes of developing, manufacturing and distributing fuel cells useful with cellular network infrastructures
  - Representing several United States public utility companies in connection with an internal corporate investigation involving a South American power project
  - Representing clients involved in the production of bio-fuels from animal waste and developing self-contained off-grid electric vehicle charging stations
  - Representing a manufacturer of a proprietary system for the conversion of commercial and consumer vehicles from internal-combustion to hybrid electric propulsion in connection with general corporate, transactional, licensing and patent matters
  - Representing alternative energy companies in the piezo-electric and green energy business sectors
  - Representing a start-up residential solar energy finance company in establishing a strategic partnership with tax equity investors

## Representative Bankruptcy & Insolvency Matters

A sampling of the work being performed for our energy clients by our Bankruptcy, Reorganization and Creditor's Rights Group include representing:

- The Chapter 11 trustee in the reorganization of a major Midwest electric power generation company
- The indenture trustee for senior secured notes in the Chapter 11 reorganization of a major owner, lessor and operator of low-carbon, natural gas-fired and renewable geothermal power plants in 21 states and Canada
- The Chapter 11 and Chapter 7 trustees in the liquidation of a company engaged in the disposal of nuclear and mixed waste produced a nuclear facilities owned by the United States government
- The indenture trustee for unsecured notes in the Chapter 11 reorganization of the parent company of one of the largest providers of electricity and natural gas in South Dakota, Nebraska, and Montana
- The indenture trustee for senior notes in the Chapter 11 reorganization of an oilfield service company that provides geophysical services worldwide, assisting oil companies in locating offshore oil and gas reserves
- Commercial creditors in energy-related bankruptcy cases
- The indenture trustee for certain unsecured notes in the Chapter 11 reorganization of one of the largest utility companies in California and surrounding states
- The indenture trustee for certain unsecured notes in the Chapter 11 reorganization of one of the largest utility companies in California and surrounding states

## Affiliations

Although Pryor Cashman is a full-service law firm practicing in over 90 different areas, there are occasions where it is necessary for us to work with attorneys in other jurisdictions (such as when local environmental or land use laws are involved), or with special expertise (such as when dealing with complex Federal Energy Regulatory Commission (FERC) requirements on gas or electric power matters). When the need arises, we engage experienced attorneys from our professional networks and provide all required oversight on the matter.

Pryor Cashman is a member of Interlaw, an international association of select, business-oriented, full-service law firms with member firms in 120 cities worldwide. Our membership in Interlaw gives us immediate access to attorneys throughout the world with specific knowledge of local laws relating to energy, natural resources and other important matters.