

 Oil & Gas

Our Oil & Gas attorneys focus on day-to-day issues involving all aspects of the oil and gas industry. From exploration and production, to pipelines and refineries, we handle transactional, environmental, regulatory and litigation matters.

### TRANSACTIONS

Our Oil & Gas transactions team drives finance, capital market, SEC and mergers and acquisitions transactions for major oil and gas companies. Key locations in existing and developing oil and gas markets, including Kansas City, Wichita, Bismarck and Denver, along with our strong presence in Washington, DC, position us to cover oil and gas plays and maintain our edge with the local markets and regulatory agencies governing energy companies.

### REGULATORY

Our attorneys help oil and petroleum producers, pipelines, storage providers, liquefied natural gas (LNG) facilities and marketers, as well as their customers, to comply with myriad FERC regulations, e-tariff filings and intrastate issues. We represent clients on legal issues concerning the rates, terms and conditions of service for the production, transportation and/or storage of crude oil and petroleum products, including the pro-rationing of capacity; proceedings involving cost of service, cost allocation and rate design for natural gas pipelines and storage facilities; and regulatory and transactional matters involving the transportation of crude oil and petroleum products.

### LITIGATION

Our energy-savvy litigation attorneys defend clients on a wide range of disputes to help maintain their business edge in an increasingly challenging environment, including high-profile cases from spills to explosions. We effectively resolve cases involving royalty claims, including class actions; exploration, development, financial and operational challenges; gas sales and transportation agreement disputes; and gas gathering and transportation litigation for downstream companies, such as refineries and chemical manufacturers, marketing and transportation companies. For oil and gas pipelines, our attorneys prepare, file and litigate rate cases and prosecute challenges to changes that pipelines and storage providers request.

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## ENVIRONMENTAL

We provide leading edge environmental counsel in regulatory and enforcement defense for major oil and gas providers and developers, refineries, pipelines and midstream companies. Our representation includes an extensive regulatory practice before the Environmental Protection Agency, FERC and state environmental agencies and energy commissions. We monitor and advise on climate change legislation, programs and initiatives, and help our clients comply with the emerging laws and regulations concerning climate change and greenhouse gas emission reductions.

## EXPERIENCE

We have more than 30 years' experience representing energy companies exploring for, developing, producing, gathering, transporting and marketing oil and natural gas and related products. Our comprehensive practice includes siting, routing and permitting, real estate, environmental and safety regulation, litigation from spills or explosions, and construction. Our representative experience encompasses the following areas:

### OIL & GAS TRANSACTIONS

Stinson attorneys have extensive experience representing oil and gas producers, mid-stream companies, pipelines, refineries and marketers in capital formation, mergers and acquisitions, hedging and derivative transactions, and securities law compliance. We have represented clients in all aspects of the purchase and sale of oil and gas assets, including structuring deals, negotiating and drafting transaction documents, due diligence, regulatory compliance and contracting and tax advice. We have represented oil and gas producers in connection with leasing, farm-outs, farm-ins, joint ventures, title opinions and other matters relating to the exploration, development and production of oil and gas.

### OIL & GAS FINANCE

Stinson's leading Midwest-based finance and transactional practice has attorneys known for providing creative, results-oriented solutions to companies in the oil and gas industry, including independent producers, oil field service companies, interstate and intrastate pipelines, midstream companies, refiners, crude oil purchasers and chemical companies. We have:

- Been active in the public equity markets, representing oil and gas clients in a range of transactions, including registered public offerings of common stock and MLP units.
- Structured and organized both private and publicly traded MLPs in compliance with applicable tax and securities law requirements.
- Handled the private placement of equity.

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- Represented clients concerning their public debt, secured and unsecured term loans, revolving lines of credit and bridge financings and related master swap agreements and provided due diligence tax advice.
- Initiated a \$164 million initial public offering of MLP units for largest coal bed methane producer in the Cherokee Basin of southeastern Kansas and northeastern Oklahoma.
- Created a \$169 million public offering of common stock of leading drilling company and coal bed methane producer.
- Negotiated a \$200 million private placement and \$90 million public offering of common stock of an integrated energy company with exploration and production assets and related gathering systems in the Cherokee and Marcellus Shale Basins and an interstate pipeline system.
- Handled a \$50 million private equity investment by ArcLight Capital Partners to finance the acquisition of oil and natural gas leases.
- Handled \$75 million and \$90 million private placements of units for midstream MLP.
- Coordinated shelf registrations of common units and senior notes and multiple drawdowns.
- Handled a \$22 million public offering of common units.
- Created secured and unsecured revolving and term loan credit facilities for oil and natural gas industry participants, including Kinder Morgan Energy Partners, L.P., Layne Christensen Company, Gateway Energy Corporation, Quest Resource Corporation, Quest Energy Partners, L.P., Quest Midstream Partners, L.P., Black Ridge Oil and Gas Inc., and Inergy, L.P.

### OIL & GAS MERGERS AND ACQUISITIONS

We represent buyers and sellers of developed and undeveloped acreage and projects, gathering systems, intrastate and interstate pipelines, storage facilities, treating and processing operations, refineries and chemical plants, as well as farm-outs, farm-ins and joint venture projects in those areas. We have handled:

- Tallgrass Energy Partners' acquisition from Kinder Morgan Energy Partners of more than 7,000 miles of interstate natural gas pipelines located in eight states with a value of \$3.3 billion.
- Representation of the owners of the general partner regarding the creation of a fully integrated midstream partnership with a total enterprise value of approximately \$7 billion.
- Merger recombining Quest Resource Corporation with its publicly traded production MLP and its privately held midstream MLP.
- NorthWestern Energy's acquisition of approximately 600 producing wells and two connected gathering systems with more than 400 miles of pipeline in Montana.
- Acquisitions and dispositions of oil and natural gas leases and properties for Quest Resource Corporation, Layne Energy, Inc., Landmark Resources, Inc., Phillips Exploration Company, LC, Vanguard Petroleum, LLC, and Transpacific Development Company.

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- Quest Midstream Partners' acquisition of an intrastate pipeline system.
- Inergy's multiple acquisitions of petroleum storage and related midstream assets and propane distribution companies.
- Management-led buyout of Kinder Morgan, Inc. public stockholders.
- Disposition of Oklahoma natural gas local distribution company and acquisitions and dispositions of offshore and onshore pipeline and terminal assets of Gateway Energy Corporation.
- Kinder Morgan Energy Partners' acquisition of Santa Fe Pacific Pipeline Partners.
- Representation of owners in connection with the formation of Kinder Morgan Energy Partners.
- Formation of joint venture to acquire and operate a CO<sub>2</sub> pipeline system.
- Sale of oilfield services company Downhole Wireline Specialists.
- Representation of pension fund in connection with investment in an E&P opportunity fund.
- Divestiture of South American oil producing assets and operations.
- Multiple acquisitions of oil and gas leasehold assets in North Dakota and Montana.
- Acquisitions of oil and gas services companies in North Dakota.
- Our oil and gas finance and transactions team also has significant experience representing borrowers and lenders in connection with workout situations and distressed assets, and representing purchasers of assets out of bankruptcy.

### OIL & GAS PROJECT DEVELOPMENT

Our energy attorneys are experienced in oil and gas project development, including joint exploration and development agreements, and the preparation of operational agreements related to precedent, interconnection, operating and balancing, and transportation service. We have:

- Prepared drilling and division order title opinions, including Indian title.
- Prepared easements for pipelines, right of way and other surface issues.
- Negotiated various agreements on behalf of exploration and production companies and oilfield service providers.
- Researched, gathered and compiled land records.
- Represented a North Dakota-based regional wholesale petroleum products distributor on its various contract, joint venture, creditor and environmental litigation.
- Provided advice on eminent domain actions in North Dakota for prospective crude pipelines and prosecuted eminent domain proceedings in Kansas for an interstate pipeline.

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- Advised oil and gas service companies on development of salt water disposal wells and waste handling facilities.

### OIL & GAS LITIGATION

Stinson attorneys have successfully litigated a variety of issues for oil and gas companies, including:

- Disputes involving the calculation and payments of royalties, including royalty owner class actions.
- Disputes arising from the purchase and/or sale of oil and gas assets.
- Joint venture disputes.
- Exploration agreement disputes.
- Area of mutual interest (AMI) disputes.
- Joint operating agreement disputes.
- Operator and non-operator working interest owner disputes.
- Royalty and overriding royalty disputes concerning royalty payment and lease obligations, including class actions.
- Title disputes.
- Lease validity disputes.
- Surface damage and other surface operations disputes.
- Service company and contractor disputes.
- Gas sales and transportation agreement disputes.
- Gas gathering and transportation disputes for downstream companies, such as refineries and chemical manufacturers, marketing and transportation companies, natural gas local distribution companies and propane marketing companies.
- State regulatory disputes.

### OIL REGULATION

We represent and advise clients on issues related to the rates, terms and conditions of service for the transportation and/or storage of crude oil and petroleum products, including the pro-rationing of capacity. These issues usually involve interstate matters before the FERC but also can involve intrastate issues in various states.

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### OIL & GAS STATE REGULATORY

Stinson's energy attorneys advise clients on state regulatory issues and represent clients in contested matters before the state regulatory commissions in Kansas, North Dakota and Montana. Their experience includes matters involving pooling and unitization, well spacing and location exceptions, disposal wells, horizontal wells, field wide proration orders, secondary recovery orders, gas gathering issues and well plugging issues.

### NATURAL GAS REGULATION

Stinson attorneys advise and represent clients before the FERC in cases involving the rates and the terms and conditions of service charged by natural gas pipelines and storage facilities. These proceedings involve issues of cost of service, cost allocation and rate design. We also advise and represent clients on compliance matters.

### OIL PRODUCTS

The attorneys of Stinson Energy group have extensive experience in all regulatory and transactional matters relating to the transportation of crude oil and petroleum products. We have:

- Represented refineries, oil pipelines and the U.S. Strategic Oil Reserve companies in FERC proceedings involving review and litigation of the terms and conditions of service, reasonableness of pipeline transportation rates and market power studies.
- Drafted and filed tariff provisions, conducted pre-filing meetings with FERC staff, and drafted transportation and storage agreements.
- Provided advice on natural gas transportation and storage issues.
- Assisted in oil and gas marketing.
- Provided advice on cross-border gas flows.
- Represented companies in pipeline maintenance and operation issues.
- Negotiated and provided advice for international oil and gas matters.

### SECURITIES REGULATION & CORPORATE GOVERNANCE

Stinson's oil and gas clients depend on our substantial Securities and Exchange Commission experience. We represent publicly traded energy companies in securities law compliance, including required reports under the Securities Exchange Act, proxy statements and Section 16 compliance. We advise our clients on corporate governance and compliance matters, national securities exchange listings and takeover defense strategies.

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### TEAM

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### RELATED CAPABILITIES

Business Litigation

Corporate Finance

Energy

Governance, Risk & Compliance

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Private Equity

Public Companies, Securities & Capital Markets

Renewable Energy

Utilities

### NEWS

Stinson Attorneys Analyze CTA vs. NYLTA in *Bloomberg Law* as Federal Ruling Could Impact Similar State Laws

03.12.2024

Jack Bowling Named to Inaugural *Legal 500* M&A Powerlist

11.03.2023

*Best Lawyers*® Recognizes Stinson in "Best Law Firms" Report

11.02.2023

*Best Lawyers in America* Names 10 Stinson Attorneys as "Lawyer of the Year"

08.17.2023

Stinson Welcomes Energy Associate to New York Office

08.02.2023

Stinson's Respeliers One of 30 Named to M&A POWER List in Missouri

04.12.2023

*U.S. News*, *Best Lawyers*® Recognizes Stinson in "Best Law Firms" Report

11.03.2022

Donesky, Kruse Share Advice for Handling Employment Claims in *SHALE* Magazine

08.16.2022

Basgall Recognized by *Wichita Business Journal* as a Young Professional in Legal

07.22.2022

Tracey Holmes Donesky Featured by *Attorney at Law* Magazine

06.15.2022

Stinson Recognized Among the Top National Law Firms in 2022 Best Law Firms Ranking

11.05.2021

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Stinson Recognized Among Top National Firms in 2021 Best Law Firms Ranking

11.05.2020

112 Stinson Attorneys Selected to the 2021 *Best Lawyers in America* List

08.20.2020

Nineteen Stinson Attorneys Named 2021 Lawyers of the Year by *Best Lawyers in America*

08.18.2020

### PUBLICATIONS

Federal Railroad Administration Updates Civil Penalty Schedules and Guidelines

03.14.2023

EPA Issues Guidance Pushing States to use NDPEs Permits to Reduce PFAS Discharges

12.13.2022

David Bengtson and Frank Basgall Discuss Habendum Clause and Production in Paying Quantities at KIOGA Conference

11.05.2021

Stinson Attorneys Obtain Successful Ruling at ND Supreme Court for Multiple North Dakota Oil and Gas Clients

05.21.2021

Tracking Environmental Midnight Rules as the Clock Ticks down on the Trump Administration

*Last updated January 20, 2021, 12.31.2020*

Supreme Court Revives Use of NWP 12 but Uncertainty Remains

07.08.2020

Working with Environmental Agencies When Managing Business Impacts from COVID-19

04.29.2020

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