

## Oil and Gas

### Practices and Industries

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#### PRIMARY CONTACTS

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Haynes and Boone's Oil and Gas Working Group is poised to meet all of the needs of our domestic and international upstream oil and gas clients. We represent domestic and foreign public and private companies engaged in the dynamic day-to-day work of finding and extracting energy in the form of oil and gas. They conduct operations across the country in the domestic resource plays and shale plays (including the Eagle Ford, Barnett, Haynesville, Wolfberry, Marcellus, Utica, Niobrara, Woodford, and Bakken/Three Forks) and internationally. The breadth and depth of our experience enables us to meet the needs of producers ranging from small independents active in a single field or basin anywhere in the United States to large multi-national companies with operations spanning the globe.

Our experience in the exploration and production sector includes the following:

- Preparation and negotiation of all types of conveyance documents including mineral estate conveyances and reservations, oil and gas leases, assignments and conveyances of oil and gas leases and undivided interests in working interests, royalty reservations and assignments, overriding royalty interest reservations and assignments, volumetric production payments, net profits interests, surface use designations, gas storage facilities, pipeline and right of way conveyances, and beneficial interests in mineral estates.
- With a team of in-house professional landmen, we can efficiently conduct and supervise due diligence in connection with acquisitions and secured financings related to title, environmental condition, and contracts related to producing and non-producing acreage, and operations, including procurement of land services and curative actions.
- Consulting regarding business and tax planning in connection with entity formation, insurance, and risk management related to ownership of mineral estates, operated and non-operated leasehold interests, and exploration and production operations.
- Negotiation and preparation of various agreements related to the joint acquisition and development of domestic U.S. properties including seismic acquisition agreements, communitization agreements, farmout agreements, lease acquisition purchase and sale agreements, participation agreements, joint ventures, master limited partnerships, joint operating agreements, secondary recovery agreements, including CO2 Flood agreements, and exploration agreements.

- Advising regarding and assisting with bid process for, and acquisition of, (i) onshore leases from U.S. Bureau of Land Management and offshore leases from U.S. Bureau of Ocean Energy Management, (ii) onshore and offshore leases from various states and Indian tribal authorities, and (iii) licenses and concessions from foreign governments and national oil companies.
- Acquisition and disposition of producing oil and gas properties and related production facilities, platforms, liquefied natural gas (LNG) facilities, terminals and gathering systems for onshore and offshore domestic and international E&P operations.
- Representing producers in connection with debt and equity financing arrangements for ongoing acquisitions and E&P operations including private equity financings, secured borrowing base credit facilities, mezzanine and asset-backed financings, volumetric production payment (VPP) and net profits interest (NPI) financings, land bank agreements, partnerships and joint ventures, contribution agreements, private placements and public equity and public debt offerings; as well as restructurings and bankruptcy representation in oil and gas insolvencies.
- Counseling producers and energy lenders in connection with commodity hedging agreements, including negotiation of master ISDA agreements, collateral support agreements, secured pre-pay hedge financings, intercreditor arrangements, as well as novations and early termination of hedges.
- Representation of operators in the negotiation and drafting of various product purchase and service agreements for onshore and offshore operations along with master service agreements and other agreements in connection with operations matters including contracts for drilling services, production facility construction, onshore and offshore platform and terminal facility construction, and construction of drilling rigs, caissons, pipelines, treating facilities, processing plants, gas gathering systems and production sales contracts.
- Advising regarding and assisting with procurement and maintenance of federal, state, and local government permits, orders and authorizations and federal, state, and local regulatory matters, including representation before the Texas Railroad Commission.
- Construction and operation of offshore facilities, platforms, FPSOs, terminals, gathering systems and mobile drilling units.
- Reviewing, drafting and negotiating seismic testing and data license agreements and other agreements related to exploration and development.
- Advising E&P clients regarding risk management matters including review and analysis of general liability, property and casualty, directors and officers, and workers compensation coverages and specific policy provisions related to those coverages, and negotiation and drafting of revisions to policy provisions.
- Counseling operators regarding human resources and employment matters including independent contractor/employee classifications of pumpers and other field personnel and indemnity provisions to be included in independent contractor agreements.