



Michael H. Cooper

Counsel

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PRACTICES Energy, Power and Natural Resources, Energy Finance, Energy Investment Funds and MLPs, Midstream, Oil and Gas Litigation, Oil and Gas, Joint Ventures, Energy Litigation, Corporate

Michael Cooper has significant experience in all aspects of corporate representation, ranging from day-to-day operational issues to major transactions to securities and taxation matters. He has represented clients in numerous industries, with the majority of his practice devoted to the highly-regulated oil and gas energy industry.

Michael is a Certified Public Accountant and the holder of an advanced degree in taxation, which enables him to evaluate the many aspects of sophisticated business transactions.

He has actively participated, as both chief operating officer and general counsel, in the growth of a company from start-up to a half billion dollar public entity. This experience facilitates his understanding of his clients' business goals and makes him particularly effective in helping them to pursue their own growth strategies. Because of his depth of experience, Michael can assist his clients not only with transactional issues, but also with operational and employment issues, risk management, compliance issues, and general corporate matters.

Professional Recognition

- Recognized by *D Magazine's* "Best Lawyers in Dallas," D Magazine Partners, 2018-2020, 2022
 - *Martindale Hubbell Law Directory* Peer Review Rating of AV Preeminent
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QUALIFICATIONS

EDUCATION

- J.D., Baylor University School of Law
- B.A., Baylor University
- LL.M., Taxation, Boston University, Articles Editor, *Boston University Journal of Tax Law*

ADMISSIONS

- Texas
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PUBLICATIONS AND SPEAKING ENGAGEMENTS

- "Unusual Title Issues," presenter, Dallas Bar Association Review of Oil and Gas Law XXXIII, August 2-3, 2018.
 - "Capital Raising in the Oil Patch Through Private Equity and IPO," presenter, Dallas Bar Association Review of Oil and Gas Law XXXII, August 10-11, 2017.
 - "Tort & Insurance Issues Facing the Oil and Gas Industry," panel member, Dallas Bar Association Tort and Insurance Practice Section, December 4, 2012.
 - "Title Impacts Under Selected Complex Estates and Trust Transfers," speaker and author, National Association of Division Order Analysts, October 11, 2012.
 - "Title Impacts Under Selected Complex Estates and Trust Transfers," speaker and author, Houston Association of Division Order Analysts, May 3, 2012.
 - "Holes in the Documents: Protecting Your Interest in Downstream Contracts," panel member, National Petroleum Energy Credit Association, April 24, 2012.
 - "Due Diligence in Oil and Gas Transactions," guest lecturer, Texas Tech Law School, March 2012.
 - "Choice of Entity in Texas," guest lecturer, SMU Lyle School of Engineering, Mechanical Engineering Department, Masters Program, 2008-2012.
 - "Due Diligence: Changing Standards," speaker, The 42nd Annual Houston Association of Professional Landmen Technical Workshop, April 2011.
 - "The Joint Operating Agreement: Are you Certain...?" speaker, EnerVest, Ltd., Land Department, March 2011.
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PROFESSIONAL AFFILIATIONS AND ENGAGEMENTS

- State Bar of Texas - Business Law, Oil, Gas and Energy Resources Law and Taxation Law Sections
 - Dallas Bar Association - Energy Law, Mergers and Acquisitions and Tax Law Sections
 - South Texas Children's Home Land Management, Inc - Director and Secretary
 - The West Point Society of North Texas, Inc.
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SELECTED CLIENT REPRESENTATIONS

Operations

- Review, draft and negotiate oil and gas leases, joint operating agreements, communitization agreements, seismic testing and data license agreements and other agreements related to exploration and development.
- Advise client in connection with master purchase and offshore installation contract for power cable and pipeline.
- Regularly advise midstream clients (both sellers and purchasers) in connection with numerous gas gathering agreements, gas purchase and sale agreements, construction assistance agreements, and other agreements related to midstream operations.
- Advise energy industry 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.
- Counsel energy industry clients 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.

- Advise clients regarding entity formation and asset protection.
- Advised clients in connection with technology licensing matters.

Exploration and Production Transactions

- Represented buyer in purchase of non-operated Eagle Ford Shale working interest for \$120 million.
- Represented buyer in purchase of net profits overriding royalty interest derived from Wolfberry assets for \$140 million.
- Represented investor in connection with investment pursuant to purchase and development agreement for non-operated working interest in Oklahoma Mississippian prospect with outlays of capital in excess of \$25 million.
- Represented investor in connection with investment pursuant to exploration and development agreement for non-operated working interests in Kansas Mississippian prospect with minimum outlay of \$20 million.
- Represented seller (including negotiation of operative agreements and closing of transaction) in sale of \$35 million of working interests in Haynesville Shale in northwestern Louisiana.
- Advised purchaser (including negotiation of operative agreements and closing of transaction) acquisition of east Texas working interests for \$2 million.
- Advised purchaser (including negotiation of operative agreements and closing of transaction) acquisition of east Texas working interests for \$140 million.
- Advised client regarding, and negotiated and drafted, operative documents equity investment by institutional investor of \$50 million for acquisition of leases in Haynesville Shale in northwest Louisiana.

Midstream Transactions

- Represented seller (including negotiation of operative agreements and closing of transaction) in sale of east Texas and Arkansas gas pipelines and related easements and rights of way and processing plants for \$178 million.
- Represented purchaser (including negotiation of operative agreements and closing of transaction) in connection with acquisition of east Texas sour gas plant, pipelines and related easements and rights of way for \$15.5 million.
- Represented purchaser (including negotiation of operative agreements and closing of transaction) in acquisition of east Texas gas pipelines and related easements and rights of way and processing plant for \$114 million.

Financing Transactions

- Advised E&P/midstream client, and negotiated and drafted operative documents in connection with, obtaining equity investment of \$181 million by institutional investor.
- Obtained buyer for seller (not a client) of leases in Haynesville Shale in northwest Louisiana for \$40 million.
- Advised client regarding, and negotiated and drafted, operative documents equity investment by institutional investor of \$50 million for acquisition of leases in Haynesville Shale in northwest Louisiana.
- Advised client in connection with restructuring and amendment of limited partnership agreement involving equity investment of \$23 million by institutional investor.

HAYNES BOONE

- Advised client regarding \$17 million sale-leaseback of oil field equipment, including negotiation and drafting of operative documents.
- Advised Bank of America, including supervision of title review process and negotiation of Deed of Trust and Mortgage, in connection with \$100 million loan facility secured by working interests in properties in Texas, Oklahoma, Wyoming, and Montana.
- Prepared and supervised preparation of numerous private placement memoranda (offerings ranged from \$2 million to \$7 million each) in connection with development, construction and operation of various facilities.
- Advised client in connection with \$70 million initial public offering.
- Advised client in connection with institutional placement of \$20 million in equity capital for acquisition program.