

Energy & Mining

The natural resources sector is in constant flux. Regulations change rapidly, technology advances quickly and markets are both global and volatile. From the nation's capital and throughout the West, oil and natural gas, mineral extraction and alternative energy companies turn to us to overcome regulatory hurdles and comply with increasing government oversight. In this complex, and at times uncertain, sector our attorneys draw on their significant natural resources experience to help clients achieve success.

Representative Matters

- Won a major ruling in Adams County District Court on behalf of client, Colorado Oil & Gas Association (COGA) and the American Petroleum Institute (API). COGA and API jointly filed suit in October to overturn a number of oil and gas regulations adopted by the City of Thornton. Colorado District Court Judge Edward Moss ruled that many of Thornton's regulations, including its setback regulations, were illegal and operationally preempted by state law.
- Obtained dismissal on behalf of major oil and gas company in class action dispute in which the plaintiffs sought tens of millions of dollars in damages based on alleged underpayments of royalties.
- Negotiated execution of \$2 million unit price agreement for heavy civil construction company covering its construction of extensive road subgrade at a large mining operation.
- Represented Freeport LNG and served as lead counsel in a \$2.4 billion holding company financing from a total of 14 participant banks. The loan was supported by dividends from Trains 1, 2 and 3 of the Freeport LNG project and the proceeds of which were used to pay down the existing bank debt for Train 3. Freeport is a pioneer of natural gas liquefaction and liquefied natural gas export.
- Represented Midstate Energy, L.L.C., a portfolio company of Bow River Capital Partners, in its acquisition of and acquisition financing for Urban Energy Solutions, LLC, an independent provider of comprehensive development, design and engineering services relating to energy efficiency solutions.
- Represent San Diego County solar project through all phases of permitting and CEQA/NEPA.
- Represent solar project developer in power purchase agreement issues related to exporting solar power to California.
- Represent Central Valley solar project in federal and California endangered species act issues.
- Counsel to RGS Energy in a \$1.8M offering of shares of Class A common stock and pre-funded warrants under an effective registration statement on Form S-3. The company also sold additional warrants in a concurrent private placement.
- Negotiated execution of \$16 million EPC agreement for construction of solar array supporting petroleum extraction field.
- Represented Joy Drive Midland, LLC in connection with a \$360 million equity investment by HPS Investment partners to pursue oil and gas investments in the Midland Basin.
- Represents a large Midwestern utility on energy legislation and energy policy.
- Represents a deep water, independent oil and gas company on offshore related policy and legislation.
- Provides strategic counsel on navigating approvals for an arctic oil and gas development.
- Represents a liquefied natural gas company on dredging permits and policy.
- Represents a hard rock mining company permitting a large gold mining project on federal land.
- Provides strategic advice and counsel regarding regulatory, permitting and agency approvals for a large, independent oil and gas company pursuing onshore and offshore projects.
- Successfully helped a hard rock mining company navigate a significant regulatory and potential enforcement action saving the company from a potentially long term project delay.
- Provides strategic counsel in navigating federal permitting and approvals on behalf of a calcium carbonate

mine.

- Represents a large oil and gas exploration and production company on federal engagement for both onshore and offshore projects.
- Provides engagement with state and local stakeholders in California regarding a potential offshore wind development.
- Provides representation and works with federal stakeholders on various wind opportunities and projects throughout the United States as it relates to the federal government.
- Provides federal representation to an independent oil and gas company operating on federal lands.
- Represent solar project developer through diligence and acquisition for multiple projects in Southern California.
- Counsel to a non-profit organization representing consumer-owned electric systems that purchase federal hydropower and resources before Congress and the Administration.
- Successfully defended Major Use Permits for solar technology company and resolved pending CEQA litigation filed against the client, the County of San Diego, and other real parties in interest.
- Counsel to Real Goods Solar in a \$2.8M public offering of units, each unit consisting of one share of Series A 12.5% Mandatorily Convertible Preferred Stock, and one Series H Warrant to purchase approximately 181.8181 shares of Class A common stock.
- Represented Boulder Ventures and its affiliated investor group in a Series A preferred stock investment in Black Bear Energy, Inc.
- Successfully represented large mine in multi-million dollar tax dispute with county.
- Representing an oil and gas support services client in the negotiation of a build-to-suit lease for construction of a new operating facility.
- On behalf of large, privately-held oil and gas company, obtained dismissal with prejudice at motion to dismiss stage of all claims in shareholder derivative action. On appeal.
- Represented Renewable Energy Systems Americas Inc., a leading developer and operator of clean energy projects, in the financing of two utility-scale energy storage facilities (39.6 MW) in the greater Chicago area.
- Counsel to an oil & gas company in the establishment and design of an ERISA-compliant and IRC 409A-exempt severance compensation program in connection with reduction in force.
- Successfully represented employers in union organizing campaigns where the employers did not believe that unions were not needed in the workplace and negotiated first collective bargaining agreements.
- Representing a Fortune 500 energy services company in a matter pertaining to numerous large infrastructure project issues, including the federal permitting process with the Department of Defense and related agencies. Additionally, the client is provided with risk advisement and litigation related services regarding multiple regulators for various project approvals.
- Represented Freeport LNG Investments, LLLP in connection with a loan in excess of \$1 billion from IFM Global Infrastructure Fund and Highbridge Principal Strategies, secured by Freeport LNG Investments, LLLP's direct and indirect interests in Freeport LNG Development, L.P., an LNG import/export facility in Freeport, Texas.
- Served as Nevada counsel to Quantum Utility Generation, LLC in connection with its purchase of general partnerships that together own an approximately 85 megawatt cogeneration facility located in Clark County, Nevada.
- Represented NGL Water Solutions Bakken, LLC, a subsidiary of NGL Energy Partners, in its acquisition of two salt water disposal facilities from WaterWorks Corral Creek, LLC, and Saltwater Disposal Systems, LLC. Both facilities are located in the Bakken shale play in North Dakota.
- Successfully represented the Colorado Oil and Gas Association in litigation against the cities of Lafayette, Fort Collins, and Longmont regarding bans or moratoria on hydraulic fracturing activities, prevailing on

- summary judgment in each matter. This litigation involved precedent-setting issues pertaining to state versus local preemption of oil and gas activities, and culminated in two rulings by the Colorado Supreme Court striking down Longmont's ban and Fort Collin's five-year moratorium on hydraulic fracturing.
- Successfully represented a large oil and gas company in a high profile regulatory proceeding before the Colorado Oil and Gas Conservation Commission regarding potential violations related to the company's deep water injection wells and low-level earthquakes in the region. This work included assisting the company in obtaining permits for new deep water injection wells.
 - Counsel to RGS Energy in its private offering of equity securities for gross proceeds of approximately \$7M.
 - Represented RGS Energy, a nationwide leader of turnkey solar energy solutions for residential, commercial, and utility customers, in its acquisition of Elemental Energy, LLC, a full-service solar energy firm operating under the Sunetric brand, based in Oahu, Hawaii.
 - Counsel to DigitalGlobe in its acquisition of Spatial Energy, a leading source for digital imagery and related services to the energy industry.
 - Represented NRC Group LLC, a San Antonio, Texas based natural resources investment firm, and McCombs Family Partners Ltd., the investment management division of the family office of Billy Joe "Red" McCombs, in a recapitalization of Dave's Flow Measurement, a natural gas flow measurement and meter tube fabrication company.
 - Counsel to RGS Energy in its acquisition of Mercury Energy, an east coast solar integrator. RGS Energy acquired Mercury Energy through a stock for stock merger pursuant to which Mercury shareholders were issued registered shares of RGS Energy Class A stock registered on a form S-4 Registration Statement. The transaction required shareholder approval of both RGS Energy and Mercury Energy shareholders.
 - On behalf of a Fortune 50 company, successfully defeated an effort by Congress to impose a sanctions framework on foreign parent with devastating consequences to our client.
 - Led the Washington DC effort in the agencies and on Capitol Hill to permit an LNG export facility.
 - Represented several energy companies in opposing potential state-wide ballot initiatives impacting oil and gas operations. This work included devising a legal and government relations strategy to oppose twelve different ballot measures.
 - Counsel to Real Goods Solar in an underwritten secondary public offering of units consisting of common stock and warrants for gross proceeds of over \$20M. The warrants and the common stock issued as part of the units were issued under an effective registration statement on Form S-3.
 - Counsel to Prospect Global Resources, a Denver-based public company that is developing a potash mine in northeastern Arizona, in a public offering of units consisting of common stock and warrants to purchase common stock.
 - Represented one of the larger solar energy installers in the residential and commercial sectors in the U.S. in its successful completion of a \$9,000,000 PIPE Investment.
 - Brownstein is collaborating with a greenfield mining company to implement an infrastructure development program that minimizes the length of time necessary to complete the state and federal permitting process.
 - Represented North Shore Energy, LLC in preparation and negotiation of Series B Preferred Purchase Agreement and related transaction documents.
 - Represented EMS USA, Inc. a pipeline operations and maintenance company, in the sale of its Leak Detection and Repair Division and its Analytics Division.
 - Represented Alliant Energy in obtaining a \$60M Term Loan from JPMorgan Chase Bank as Lender for its subsidiary, Franklin County Holdings LLC to finance Franklin County Wind Farm.
 - Represented Prospect Global Resources in its initial public offering and follow-on public offerings.
 - Represented Prospect Global Resources, which is developing a potash mining facility in Arizona, in negotiating and signing a ten year supply agreement with a Chinese chemical company. Gross proceeds

from the minimum purchase amount under the agreement will be at least \$2 billion and represent approximately 25% of the mine's expected annual production.

- Successfully defended mining company in inquiry by Securities and Exchange Commission.
- Represented Colorado Oil and Gas Association in multiple cases challenging ability of local governments to regulate certain production techniques.
- Successfully represented large oil and gas exploration company in dispute with another energy company over rights under a midstream contract.
- Represented North Shore Energy, LLC in its equity and promissory note investment in New Sky.
- Pursued claims on behalf of an international mining company for breach of contract relating to a coal supply agreement.
- Represented Griffis Residential in formation of a \$1 billion real estate investment fund.
- Served as Nevada counsel and issued Exhibit 5 and local counsel opinions in connection with universal shelf registration and high yield debt offering of \$200,000,000 principal amount of 12.5% Senior Notes due 2019 issued and sold by Thompson Creek Metals Company Inc. and guaranteed by its subsidiaries, including Nevada guarantors.
- Served as Nevada counsel to Triangle Petroleum Corporation in connection with its guaranty of the obligations of its wholly-owned subsidiary, as borrower, under a secured credit facility, and the issuance of an opinion to the agents and lenders.
- Successfully represented oil & gas association in federal district court matter related to the Endangered Species Act, resulting in dismissal of underlying action.
- Served as special Nevada counsel and issued an opinion letter on behalf of Centennial Asset Mining Fund, LLC in connection with its pledge of shares of OGX Petroleo e Gas Participacoes S.A. to guarantee a loan borrowed by AUX Luxembourg S.a r.l. from Banco Bradesco S.A.
- For a utility client, worked to modify onerous EPA regulations and coordinated a strategy to amend those rules, including meetings with senior agency officials and other Administration policy makers. Also enlisted a congressional strategy that brought together a coalition of Members to push for a more favorable outcome in the rules. Ultimately, the EPA amended the rules in a way that saved our client hundreds of millions of dollars.
- Represented Public Service Company of Colorado, an Xcel Energy company, in connection with the design, construction and leasing of a new 400,000 square foot office building for its new regional headquarters. Designed with a LEED-CS Platinum-certified shell, it is the first LEED Platinum high-rise office building in the country.
- Represented a renewable energy company and its subsidiaries on corporate and contract issues regarding three wind farms in Wisconsin, Iowa and Minnesota. Corporate work included negotiating and drafting joint venture structure and equity financing documents. Assisted the companies with negotiating and drafting master supply agreements, and operations, maintenance and supply agreements with vendors and contractors. Finally, assisted with analysis and negotiations concerning the availability of Section 1603 cash grants for its properties.
- Served as Nevada counsel and issued an opinion letter on behalf of Thompson Creek Metals Company Inc. and certain of its Nevada subsidiaries which were guarantors in connection with a \$350 million senior notes offering.
- Successfully advised and defended independent directors and company in mergers and acquisition litigation.
- The firm is assisting Rosemont in development of one of the largest copper mines in the world. Specifically, we are advising the company on all aspects of obtaining NEPA and Endangered Species permitting issues. We are also working closely with Rosemont to promptly obtain all necessary air, water and land use approvals.

- Represents Cotter Corporation, a large uranium production company, in the long-term remediation of its property in litigation actions with private parties, including all issues pertaining to land use and environment, surety and environmental matters. This representation is ongoing and includes successfully defending the company in litigation brought by environmental groups regarding the remediation, negotiating a complex cleanup settlement with federal and state environmental authorities, and overseeing each step of the remediation.
- Represented a uranium mining company in obtaining NEPA approval and to address federal and state stipulations regarding the Sage Grouse. Brownstein is working closely with the company to make sure that federal and state regulations are reasonable and permit ongoing production.
- Represent a number of mines and quarries in Colorado, New Mexico, Wyoming, and South Dakota in obtaining NEPA and other federal approvals, as well as all necessary state and local land use and environmental permits.
- Represented Intercontinental Potash Corp. in all aspects of developing one of the largest potash mines in the country. Representation included guiding the company through every aspect of the multi-year NEPA and the Endangered Species Act permitting process and obtaining all necessary federal, state and local permits.
- Served as Nevada counsel and issued multiple local counsel opinions on behalf of Centennial Asset Mining Fund LLC, as a guarantor of the obligations of a Brazilian affiliate under a debt assignment and amendment to loan agreement. This was in connection with financing for the acquisition of a Canadian public company and as guarantor in a financing involving an affiliated Brazilian public company.
- Represented U.S. Geothermal Inc. in the development and construction of its \$137 million, 22-megawatt-net geothermal power plant in Oregon. Part of the project financing included negotiating a loan and a loan guarantee with the U.S. Department of Energy and the Federal Financing Bank for this leading renewable energy geothermal development company.
- We represent NRG Energy, a Princeton, NJ Fortune 500 energy company, that is developing solar, wind and nuclear generating facilities in obtaining U.S. Department of Energy loan guarantees for its Southwest solar generation facility and Texas wind farm. We are also assisting with a solar project in Antelope Valley, California with respect to water rights and CEQA/NEPA review. In the 2010 Legislature, we also drafted successful legislation for NRG Solar.
- Nevada local counsel to Petroleum Development Corporation and its Nevada subsidiary, Unioil, in connection with the amendment of its existing credit facilities, and issued a local counsel opinion.
- Representation of a national solar module manufacturer in connection with tax incentives on a solar photovoltaic project in Clark County, Nevada
- Represented an oil and gas company with respect to its public securities compliance matters including annual meetings and notice-the-access-compliance, proxy and executive compensation disclosures and reports on Forms 10-K, 10-Q and 8-K. Sections 13 and 16 reporting obligations.
- Represented Freeport LNG Investments, LLLP in the sale of significant economic interest in a liquefied natural gas receiving facility to international infrastructure funds.
- Represented Recovery Energy, Inc. in its purchase of 19 working wells in Colorado, Nebraska, Wyoming, Kansas, Oklahoma and Texas. Also represented Recovery Energy, Inc in a \$23 million equity private placement.
- Represented an oil and gas public company in its successful private placement to 32 accredited investors (as defined in Regulation D) valued at \$793,732.
- Represented a sand and gravel operator in a state court challenge to the denial of a county special use permit, in its defense against a challenge to its MLRB permit, and in obtaining a water augmentation plan to offset evaporative depletions.
- Won dismissal on behalf of Gunnison Energy Corporation in a Section 1 and Section 2 gas transportation

antitrust case seeking more than \$100 million in Federal Court in Denver. Also successfully represented Gunnison Energy in several challenges on state and federal preemption grounds to county regulations governing oil and gas operations, acquisition of mineral assets and defended them in Federal District Court in a challenge to Federal permits for recompleting gas wells.

- Represented a large coal company as the seller against a buyer for breaching a coal supply contract.
- Serves as employment counsel for various national companies in industries ranging from health care, energy and engineering/construction to manufacturing, retail and telecommunications. Brownstein provides both pro-active counsel and litigation services for these companies.
- On behalf of a wind energy producer and biofuels producers, worked with a coalition of renewable energy sources to ensure that the American Recovery and Reinvestment Act included an important provision extending the production tax credit (PTC) for renewable resources for three years.
- Worked with a coalition of renewable energy interests, including a wind energy company, to create a new grant program at the Department of the Treasury. The program, which would allow renewable energy companies to apply for a grant for up to 30% of the cost of a renewable energy project, was created through passage of the American Recovery and Reinvestment Act.
- The Firm is providing advice and guidance on the sale of power from major wind farm facilities (up to 1500 MW) in Mexico to investor owned and public utilities in California, including securing cooperative agreements for transmission capacity, framing and wheeling, qualifying and registering projects with the California ISO (CAISO) and Energy Commission (CEC) as renewable energy projects, negotiating Power Purchase Agreements (PPAs), securing financing for projects and/or joint venture agreements, negotiating design, construction and operational agreements, and securing and unbundling Renewable Energy Credits (RECs) for the project.
- Served as lead counsel for Freeport LNG Development, L.P. in the structuring, strategy and development of a liquefied natural gas (LNG) receiving and regasification facility in Texas. The firm acted as lead counsel in the structuring, negotiating and documenting of financing for the construction of the facility, development of a 7.5 billion cubic foot underground salt cavern gas storage facility, and expansion of the terminal, which included approximately \$750 million in financing from ConocoPhillips Company and a \$453 million private placement note issuance. Brownstein also oversaw the negotiation of long term terminal use agreements (TUA) with Dow Chemical Company and ConocoPhillips Company. The firm continues to serve as outside general corporate counsel to Freeport and its subsidiaries in all aspects of their businesses, including pursuing the redevelopment of the project into a liquefaction and export facility at a cost of \$14 billion.
- Represent Edison Mission Energy in zoning and land use matters related to obtaining entitlements for construction of a solar energy project in Santa Barbara County, California. Representation includes environmental review, amendment of the zoning ordinance to provide for solar projects in agricultural zones, and conformity with the Williamson Act (Agricultural Preserve).
- Represent Honeywell International Inc. in its biofuels certification and Department of Energy grant processes.
- Represent Signet Solar Inc. in a Department of Energy loan guarantee transaction and project financing associated with its Sun Kachina PV production facility in Belen, New Mexico.
- Acted as interim general counsel for engineered mineral products company. Brownstein coordinated all company transactional matters, managed litigation and handled human resources matters.
- Provided strategic counsel to Bion Environmental Technologies, Inc. in establishing federal-level guidance for a nutrient trading program and in evaluating the possibility of a cellulosic-styled tax credit that would apply to Bion's process for producing cellulose-based renewable energy. Brownstein facilitated meetings with the U.S. Environmental Protection Agency (EPA), the Council on Environmental Quality (CEQ), key members of Congress and other strategic government officials to discuss the issue of basin-wide nutrient

trading and energy production from Bion's integrated facilities.

- Advised Gunnison Energy on issues related to compliance with Colorado's evolving water laws governing water produced from coal bed methane wells.
- Represented a large utility provider in a case involving multi-plaintiff discrimination claims. Brownstein obtained judgment in favor of the client as a matter of law. The Tenth Circuit, on appeal of the District Court's ruling, issued a published opinion regarding the lawfulness of our client's actions and hiring processes in particular.
- Represented Real Goods Solar, Inc. in the acquisition of Independent Energy Systems, Inc., its third acquisition in the solar energy integration business in less than a year.
- Provided local counsel representation and opinion to Crusader Energy Group in connection with a credit facility.
- Represented a Colorado solar company in successfully negotiating and installing a large solar project in an army base in Afghanistan.
- Represented Aspect Abundant Shale, a Denver-based energy and natural resources company, in its \$250 million sale of two natural gas wells in Arkansas to a Texas-based oil and natural gas company.
- Represented Real Goods Solar, Inc. in the acquisition of Carlson Solar, Inc., a California company.
- Represented a group of companies in a partnership dispute involving six simultaneous litigation matters spread out over several states. The disputes were resolved through the successful sale of the joint venture.
- Represented Real Goods Solar, Inc. in the acquisition of Marin Solar, Inc., its first acquisition in the solar energy integration business.
- Successfully defended Trans-Canada Pipeline, a large Canadian pipeline company, in a gas transportation antitrust case in Federal Court in Montana. *Paladin Associates v. Montana Power et al.*
- Represented the developer of the first wind project in Santa Barbara County, providing land use, permitting, and environmental compliance advice related to statutes such as the California Environmental Quality Act, Endangered Species Act, Clean Water Act, Coastal Act, and Federal Coastal Zone Management Act.
- Provided appellate defense in Court of Appeals and Supreme Court of CEQA challenge to California Public Utilities' rulemaking related to liquefied natural gas (LNG) on behalf of major utility.
- Brownstein represents U.S. Geothermal in developing legislation to amend the Steam Act of 1970 allowing more efficient and faster development of geothermal resources on lands adjacent to federal lands. The legislation intends to blunt the effects of speculators on federal leases that have no intent to develop the resource and produce energy. The firm is also providing U.S. Geothermal with project finance transactional counsel in the development and construction of their \$137 million, 22 megawatt Neal Hot Springs Geothermal Project near Vale, Oregon. Finally, we are representing U.S. Geothermal in negotiating a loan and loan guarantee with the U.S. Department of Energy and the Federal Financing Bank.
- Brownstein represents Amyris Biotechnologies, a leading Bay Area biofuels and bioproducts company, in negotiating a \$25 million cooperative agreement with the U.S. Department of Energy in expanding its Emeryville, CA biorefinery that uses sorghum to create renewable diesel.

Meet The Team

Ronda L. Sandquist	Shareholder	T 303.223.1191	rsandquist@bhfs.com
Steven C. Demby	Shareholder	T 303.223.1119	sdemby@bhfs.com
Mark J. Mathews	Shareholder	T 303.223.1179	mmathews@bhfs.com
Elizabeth D. Paulsen	Shareholder	T 303.223.1187	epaulsen@bhfs.com
Jon Hrobsky	Policy Director	T 202.872.5294	jhrobsky@bhfs.com

Brownstein Hyatt Farber Schreck

Luke D. Johnson	Policy Director	T 202.747.0513	ldjohnson@bhfs.com
Martha L. Fitzgerald	Shareholder	T 303.223.1472	mfitzgerald@bhfs.com
Wayne F. Forman	Shareholder	T 303.223.1120	wforman@bhfs.com
Christine A. Jochim	Shareholder	T 303.223.1163	cjochim@bhfs.com
Gary M. Kvistad	Shareholder	T 805.882.1414	gkvistad@bhfs.com
Jeffrey M. Knetsch	Shareholder	T 303.223.1160	jknettsch@bhfs.com
Lawrence J. Jensen	Shareholder	T 202.747.0509	ljensen@bhfs.com
William J. McGrath	Shareholder	T 202.383.4703	wmcgrath@bhfs.com
Christine A. Samsel	Shareholder	T 303.223.1133	csamsel@bhfs.com
Hal Stratton	Shareholder	T 505.724.9596	hstratton@bhfs.com
Michael P. Smith	Associate	T 303.223.1150	msmith@bhfs.com
Martine Tariot Wells	Shareholder	T 303.223.1213	mwells@bhfs.com
Ryan Waterman	Shareholder	T 619.702.7569	rwaterman@bhfs.com