

CORPORATE AND COMMERCIAL Comprehensive Transactional Services for Natural Gas, Coal, Oil & Aggregate Industries

Babst | Calland
Attorneys at Law
Where Trust and Value Meet...

For more than 30 years, Babst Calland has represented a multitude of clients from Fortune 500 to startup companies in transactional and litigation matters pertaining to the natural gas, coal, oil and aggregate industries, including mergers and acquisitions, title and land issues, environmental concerns and performing the operational requirements.

We handle federal and state governmental enforcement matters and acquisitions and divestitures of both producing and nonproducing oil, gas and mining assets. Combined with our broader group of corporate and commercial, construction, environmental, land use, public sector and litigation attorneys who are experienced in these matters, Babst Calland offers one of the most robust energy practices in the Appalachian Basin.

Mergers and Acquisitions

We possess extensive “hands-on” experience dealing with mergers, acquisitions and divestitures, including the structuring, drafting, review and negotiation of purchase and sale agreements and all components of the deal through post-closing integration. We also cover all aspects of the title process, including title examination and title due diligence. We assist in the seller’s preparation for a sale, the buyer’s preparation for an acquisition, the negotiation of the purchase and sale agreement, the due diligence search, the pre-closing, the closing and the post-closing.

Our oil and gas attorneys regularly structure, draft, review and negotiate contracts relating to the production and development of exploration projects, including preparation of farmout agreements, development agreements and joint operating agreements. Our Energy and Natural Resources attorneys have extensive experience dealing with federal and state lands, including federal exploratory and secondary recovery units and a wide variety of issues dealing with access and development rights.

We can assist or act on your behalf for:

- Structuring transactions
- Advising on tax implications
- Performing title examination and title review
- Negotiating and drafting purchase and sale agreements
- Negotiation and preparation of contracts such as operating agreements, farmout agreements and surface damage agreements
- Lease purchasing and administration
- Coordinating and conducting due diligence that includes title and environmental reviews, and
- Structuring and preparing documentation for oil and gas limited partnerships.

To provide for efficient delivery of legal services, we have assisted our clients in preparing specific template documents tailored to a particular region or a complete exploration project that can be used by a land department with minimal additional modification by in-house counsel. These template documents and projects include letters of intent, purchase agreements and oil and gas leases.



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Due Diligence

We can sort through the legal detail – anything and everything that's important to you.

Babst Calland's Energy & Natural Resources and Business Services groups have substantial experience in examination of the complex accumulation of title documents, and in the performance of the due diligence examination required to properly assess risk before closing a deal.



We know that due diligence review involves many separate tasks which must be completed in a short period of time. If the project is anything but a small project, it will require the efforts of a large number of people. The due diligence search must be carefully planned and organized in order to coordinate the efforts of many people. Our experience, knowledge and coordination can lead to a savings of time and money.

However you choose we will either coordinate or participate in all aspects of due diligence in regional and multi-state transactions at the bid preparation and contract due diligence stages.

Our due diligence experience includes working with our clients to develop a reasonable due diligence plan for the transaction at hand, gathering, reviewing and distilling information in a consistent format, and working with clients to modify the plan if new issues are uncovered. Given the typically short time frames involved in most due diligence projects, we work with local landmen, environmental consultants, in-house counsel and others to identify unique local issues and to implement parts of the due diligence plan.

Our due diligence experience includes:

- Title review of personal, municipal, county and state land documents and federal records
- Environmental review of all energy producing properties and associated assets such as pipelines
- Review of contracts for consents, preferential rights to purchase, or other terms that might have a material adverse impact on the value of the assets
- On-going litigation and permit compliance
- Review of the accounting to royalty and overriding royalty owners and taxing authorities to identify potential liabilities and impacts to the economic assumptions underlying a proposed transaction
- Review of the myriad matters typically involved in evaluating operations, assets and liabilities (e.g., securities, employment matters, tax posture, intellectual property, etc.) for acquisitions of companies or their assets

The due diligence process is headed up by our Corporate and Commercial and Energy & Natural Resources attorneys, who have many years of experience representing the energy industries. We work ahead of your needs to give you the best picture possible. The most important part of this work involves the strategic alliance and communication with the client throughout the process.

Continued...

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Environmental Concerns

Standards for environmental site assessments are still evolving. Our environmental attorneys have training and expertise in these areas and are among the most nationally-known environmental professionals. If the environmental site assessment confirms the existence of a problem, we will outline a feasibility and remediation study evaluating the scope of the problem and ways in which the problem can be remediated. In simple terms, we'll figure out whether it's a big problem or a little one, ways to fix it, whether they are practical, and how much will they cost.



Litigation

We practice before the Federal Energy Regulatory Commission and state public utilities commissions in coal, gas and electric restructuring proceedings.

Our clients include many of the nation's leading manufacturers, chemical companies, electric utilities, coal companies, oil and gas producers and distributors, waste disposal concerns and industrial firms.

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