

Liquefied Natural Gas Capabilities



Aligned with your business.

A Tradition of Top Projects

Hunton Andrews Kurth's rich history covers over 100 years in the energy industry, beginning with the earliest Texas wildcatters and the development of the Port of Houston. Throughout that time, we have been a leader in the field of energy law. Our lawyers' LNG project experience reflects this trend. The following is a list of our lawyers' selected LNG experience listed by region.

In Asia, our firm experience includes advising:

- On the \$1.3 billion financing for the Bontang LNG Project in Indonesia secured by two long-term LNG supply contracts
- The operator of the Gladstone LNG project in Queensland, Australia, including with respect to project development agreements, gas supply, upstream joint operating agreements, pipeline transportation, LNG transportation and offtake, and operations and maintenance agreements
- On a tolling agreement for a US LNG facility with respect to purchasers in China
- On a tolling agreement with Chinese utility companies for capacity in an LNG facility
- A major Chinese LNG trader in negotiating LNG purchase and sales agreements
- In Africa, our firm experience includes advising:
 - A government in East Africa concerning amendments to petroleum legislation and its Model Production Sharing Agreement required in order to encourage 'deep-sea' exploration of oil and gas and LNG potential
 - A government in East Africa regarding the development of an exploration and development license, a Production Sharing Agreement and an Implementation Agreement necessary to support the development, construction and financing of a proposed LNG terminal
 - A confidential client on their successful bid and subsequent project development and financing of \$1 billion LNG ships for an LNG project in southern Africa



In Europe, our firm experience includes advising:

- A confidential client on its acquisition of a 20% interest in a floating storage and regasification unit (FSRU) and related project issues
- European Investment Bank on the financing of the GATE LNG regasification terminal and its subsequent expansion financing in the Netherlands
- Barclays Capital on various Master LNG Sale and Purchase Agreements
- A confidential client on bidding for Isle of Grain phase 2 LNG import capacity

In the Middle East, our firm experience includes advising:

- A confidential client on the development of an FSRU project in the Middle East
- A confidential client on a Master LNG sales agreement with Qatargas
- A bidder on its proposed acquisition of Hunt Oil Company's upstream and LNG assets
- A confidential client on drafting its standard form master LNG sales agreement
- A GCC government buyer on a long-term LNG sale and purchase agreement
- A floating LNG provider on an FSRU time charter party in the United Arab Emirates

- A vessel owner on bid advice for an FSRU project in Kuwait
- Emirates LNG on the development of an LNG import terminal in the Middle East
- A confidential client on a liquefaction tolling agreement
- A confidential client on a proposed acquisition of LNG assets in Yemen
- A confidential Asian sovereign wealth fund on its proposed investment in a North American LNG export project

In the Americas, our firm experience includes advising:

- A Quantum and Wärtsilä joint venture in El Salvador on the development of an LNG Regas Facility and related natural gas-fired power plant
- A confidential client in Mexico on the sale of LNG volumes to Pemex
- A confidential client in Mexico on the prospective acquisition of an LNG import facility
- DKRW in the development of the Sonora LNG project
- GNBC (comprising Marathon Oil and two international partners) on its development of the Tijuana Regional Energy Center located on the Baja peninsula of Mexico
- Sabine Pas LNG, L.P. in the development and financing of its Louisiana regasification project
- Sabine Pass Liquefaction in the development and financing of its Louisiana LNG liquefaction project
- An equity investor in the development and financing of the Magnolia LNG Louisiana Liquefaction Project
- A construction contractor on a Mississippi LNG terminal
- A confidential client on the time charter and research of the state and federal regulatory requirements to establish a mobile, floating LNG regasification facility for use along the US East Coast
- A confidential client in connection with the expansion of an LNG facility in the Caribbean
- On the development of a proposed mid-scale LNG export facility in British Colombia
- JBIC, NEXI and a group of commercial banks on a \$4.369 billion senior secured project debt finance, letter of credit and working capital facilities to finance the construction and operation of Train 1 of a multi-train natural gas liquefaction and export facilities project to be located on Quintana Island near Freeport, Texas

“Deal of the Year” Recognitions

- “Deal of the Year, Americas,” by *Project Finance International* for representing a coalition of lenders on the \$4.37 billion senior secured project debt finance, letter of credit and working capital facilities to finance the Freeport LNG project (2014)
- “Deal of the Year, Americas,” by *Project Finance International*, “North American Midstream Oil and Gas Deal of the Year” by Euromoney’s *Project Finance Magazine*, and “Trade Finance Deal of the Year” by Euromoney’s *Trade Finance Magazine* for representing the sponsor in the \$5.9 billion Sabine Pass Liquefaction project financing (2013)
- “Deal of the Year, Americas,” by *Project Finance International* and “North American Deal of the Year” by Euromoney’s *Project Finance Magazine* for representing the sponsor in the \$3.6 billion Sabine Pass Liquefaction project financing (2012)
- “North American Refinancing Deal of the Year,” by Euromoney’s *Project Finance Magazine* for representing Sabine Pass LNG, L.P. on its \$2.15 billion bond offering (2006)
- “North American Oil and Gas Deal of the Year,” by Euromoney’s *Project Finance Magazine* for representing the sponsor of the Sabine Pass LNG, L.P. project financing, the largest ever LNG financing in the United States at the time (2005)



Regulatory Counsel

We manage a range of regulatory matters within the scope of LNG projects. We work with our clients to confront the economic, geopolitical and environmental challenges of large LNG projects.

We help our clients by:

- Obtaining public support for projects from federal agencies and state and local authorities
- Representing clients as an intervenor in various parties' proceedings before the Federal Energy Regulatory Commission (FERC) regarding proposed LNG facilities
- Advising on current Department of Energy (DOE) policies and orders concerning the export of LNG
- Advising on FERC regulations and policies applicable to the transportation of natural gas to LNG facilities
- Implementing the procedures for FERC approval of proposed LNG facilities, including:
 - Environmental Policy Act review of proposed projects
 - Preparing the approvals, applications and permits to request FERC's and state agencies' authorization to construct and operate LNG import and export facilities

LNG Sales, Terminal Use Agreements, and Gas Supply

Our clients rely on our lawyers' proven experience to help them appropriately structure, negotiate and document the sale and purchase of LNG, access to and use of LNG terminals (including tolling arrangements), and upstream gas supply.

Our lawyers have experience advising clients on:

- Master LNG Sales Agreements (MSAs)
- Long term and spot LNG Sales and Purchase Agreements (SPAs)
- Terminal Use Agreements (TUAs)
- Tolling agreements (including multi-year use or pay liquefaction tolling agreements)
- Joint marketing agreements
- Gas supply agreements
- Gas balancing agreements
- Pipeline transportation agreements
- Upstream joint operating agreements for the supply of gas to LNG facilities

Project Structuring, Construction and Operation

Sponsors, lenders, contractors and other participants rely on the advice of our lawyers in the structuring, development, construction and operation of LNG facilities. Each liquefaction, regasification and storage terminal brings a unique set of challenges that require innovative approaches in the engineering, procurement and construction processes, and operation and maintenance of these facilities.

Our depth of knowledge in construction-related and operation-related LNG contracts includes:

- Project development and management agreements
- Shareholders' agreements and joint venture arrangements
- Engineering, procurement and construction (EPC) contracts
- Contracts for trains, shipyards, storage tanks, cargo terminals, pipelines, on-site power generation and related facilities
- Operation and maintenance agreements
- Management services agreements
- Shared facilities agreements





Shipping/Offshore LNG

Our lawyers help clients in the offshore LNG and shipping sectors with the purchase, construction and chartering of FSRU, floating liquefaction vessels (FLNG) and LNG tankers.

Our advice includes:

- Bid and tender review for offshore LNG projects
- Shipbuilding – new-build and repair/conversion
- Vessel management and O&M
- Vessel sale and purchase
- Model form and bespoke charter party agreements
- Maritime private equity

Our clients include vessel owners, charterers, ports, shipyards, terminal owners, and ship operators, as well as banks and government authorities involved in maritime projects.

We provide advice on offshore LNG projects in all of the world's key energy jurisdictions. The range of transactions on which our attorneys have worked enables us to bring an in-depth understanding of the technical and commercial issues which arise in the offshore environment.

Corporate, Structured and Project Financing

Our lawyers regularly assist LNG clients, and other energy-focused businesses, in private and public offerings of debt and equity securities. We advise on structuring joint venture arrangements and organizations and negotiating ownership and operating agreements.

Our lawyers have extensive experience in financing industrial projects such as LNG facilities, petrochemical facilities and power projects.

Our firm was involved in the creation of the first Master Limited Partnership (MLP) in the early 1980s and served as issuer's counsel on the first "drop down" MLP in 1983. Since the 1980s, we have been a market leader in MLP transactions due to our deep experience in addressing the complex partnership, securities, tax and business issues associated with creating, governing and growing an MLP.

LNG MLP offerings we have advised on include:

- Representing the underwriters in connection with the pending IPO of Dominion Midstream Partners LP. Upon completion, Dominion Midstream will own a preferred equity interest in Dominion Cove Point LNG, LP, which owns LNG storage, regasification and transportation assets, and is actively pursuing the development of natural gas export/liquefaction facilities
- Representing the underwriters in connection with the IPO of Arc Logistics Partners LP. Arc Logistics' assets include a minority interest in Gulf LNG Holdings Group, LLC, which owns an LNG regasification and storage facility in Pascagoula, Mississippi

Our advice includes:

- Bid and tender review for offshore LNG projects
- Shipbuilding – new-build and repair/conversion
- Vessel management and O&M
- Vessel sale and purchase
- Model form and bespoke charter party agreements
- Maritime private equity

Our clients include vessel owners, charterers, ports, shipyards, terminal owners, and ship operators, as well as banks and government authorities involved in maritime projects.

We provide advice on offshore LNG projects in all of the world's key energy jurisdictions. The range of transactions on which our attorneys have worked enables us to bring an in-depth understanding of the technical and commercial issues which arise in the offshore environment.

Our other capital market transactions relating to LNG include advising:

- Cheniere Energy Partners, L.P. in its \$365 million registered direct offering of common units
- Cheniere Energy Partners, L.P. in its \$1.5 billion sale of unregistered Class B Units to an affiliate of Blackstone Capital Partners
- El Paso Pipeline Partners, L.P. in its \$500 million offering of investment grade debt
- Sabine Pass LNG, L.P. in its \$420 million issuance of Senior Secured Notes due 2020 and its concurrent tender offer for its Senior Secured Notes
- On corporate governance and internal controls that maintain the integrity of operations and reputations, as well as compliance with SEC and stock exchange-required rules, and counseling issuers and special committees on complex fiduciary duty and ethical questions

LNG Transactional Deals

Hunton Andrews Kurth's practice crosses all aspects of international LNG transactions, including the regulatory approval process, corporate matters (including entity selection, corporate governance and joint venture considerations), engineering, procurement and construction contracts, long-term off-take and terminal use agreements, gas supply and transportation agreements, operation and maintenance agreements, corporate, structured and project finance, and securities offerings (including master limited partnerships). Our cross-disciplinary approach offers clients information to identify and manage risks involved in each aspect of an LNG transaction, and to minimize the likelihood that the identified risks in one aspect of the transaction can have unanticipated consequences in another.



Industry Recognition

- *Legal 500*: Recognized as one of the most recommended law firms for Energy (Transactions) (2012-2017)
- *Chambers and Partners USA and Global*: Recognized as one of the leading Oil & Gas (Projects) practices in the United States (2010-2018)
- *Chambers and Partners USA and Global*: Recognized as one of the leading Oil & Gas (Transactional) practices in the United States (2011-2018)
- *Legal 500*: Recognized as one of the most recommended law firms for Project Finance (Advice to Sponsors) (2016-2017)
- *Chambers and Partners Global*: Recognized as one of the leading Projects practices in Latin America (2013-2015)
- *U.S. News and World Report/Best Lawyers*: Recognized as a Tier 1 Energy Law practice in the United States (2010-2017)
- *U.S. News and World Report/Best Lawyers*: Recognized as a Tier 1 Project Finance Law practice in the United States (2010-2016)
- *U.S. News and World Report/Best Lawyers*: Recognized as a Tier 1 Oil & Gas Law practice in the United States (2010-2017)
- *Chambers and Partners USA*: Nominated for “Projects: Oil and Gas” law firm of the year (2014)
- *Chambers and Partners Global*: Recognized as one of the most recommended international law firms for Projects & Energy in Latin America (2013)
- *Chambers and Partners Global*: Recognized as one of the leading Projects (Foreign Experts) practices in the United States (2013)
- Received the Client Service Award based on work in oil and gas energy projects by *Chambers and Partners USA Awards for Excellence* (2013)

Our Team

Project Development & Finance



John J. Beardsworth, Jr.

Partner, Richmond & Washington, DC
+1.804.788.8637 | +1.202.955.1973
jbeardsworth@HuntonAK.com



Ryan T. Ketchum

Partner, London & Richmond
+44.(0).20.7220.5755 | +1.804.788.8241
rketchum@HuntonAK.com



Parker A. Lee

Partner, Houston
++1.713.220.4218
plee@HuntonAK.com



Jerry Jie Li

Partner, Beijing & Houston
+86.10.8486.2696 | +1.713.220.4553
jli@HuntonAK.com



Raj Pande

Partner, New York
+1.212.309.1045
rpande@HuntonAK.com



George Pavlenishvili

Partner, New York
+1.212.850.2866
gpavlenishvili@HuntonAK.com



Vera A. Rechsteiner

Partner, Washington, DC & Dubai
+1.202.662.2758 | +971.4.567.0767
vrechsteiner@HuntonAK.com



Mark J. Thurber

Partner, Houston, Beijing & Dubai
+1.713.220.4338 | +86.182.0167.8773
+971.4.567.0767
mthurber@HuntonAK.com



Patricia Tiller

Partner, Dubai
+971.4.567.0798
ptiller@HuntonAK.com



Tim Unger

Senior Partner, Houston & Beijing
+1.713.220.4370 | +86.10.8486.2699
tunger@HuntonAK.com

Capital Markets - MLP



Michael O'Leary

Partner, Houston
+1.713.220.4360
moleary@HuntonAK.com



Scott L. Olson

Partner, Houston & The Woodlands
+1.713.220.4764
solson@HuntonAK.com

Environmental



Lisa M. Shelton

Partner, Austin
+1.512.320.9222
lshelton@HuntonAK.com



Lydia G. Gromatzky

Of Counsel, Austin
+1.512.320.9231
lgromatzky@HuntonAK.com

Regulatory



Shemin V. Proctor

Partner, Washington, DC & Houston
+1.202.662.3052 | +1.713.220.4379
sproctor@HuntonAK.com

Tax



Thomas W. Ford, Jr.

Partner, Houston
+1.713.220.4498
tford@HuntonAK.com



Allison D. Mantor

Partner, Houston
+1.713.220.3929
amantor@HuntonAK.com



Robert J. McNamara

Partner, Houston
+1.713.220.4413
rmcnamara@HuntonAK.com



Thomas R. Popplewell

Of Counsel, Dallas
+1.214.659.4480
tpopplewell@HuntonAK.com

Global Reach



HUNTON
ANDREWS KURTH

© 2018 Hunton Andrews Kurth LLP. Attorney advertising materials. Hunton Andrews Kurth, the Hunton Andrews Kurth logo, Hunton AK and the Hunton AK logo are service marks of Hunton Andrews Kurth LLP. These materials have been prepared for informational purposes only and are not legal advice. This information is not intended to create (and receipt of it does not constitute) an attorney-client or similar relationship. Please do not send us confidential information. Past successes cannot be an assurance of future success. Whether you need legal services and which lawyer you select are important decisions that should not be based solely upon these materials. Hunton Andrews Kurth LLP is a Virginia limited liability partnership. Contact: Walfrido J. Martinez, Managing Partner, Hunton Andrews Kurth LLP, 2200 Pennsylvania Avenue, NW, Washington, DC, 202.955-1500.