

Environmental Transactional Practice

Presented by Loyti Cheng

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Representative Matters

DIVERSITY OF ISSUES, SECTORS & TRANSACTIONS

- Standalone environmental work and mix of various types of corporate transactions: M&A, capital markets, credit, bankruptcy, real estate and other
 - Variety of types of deals and changing pace of work
 - Work on cross-border transactions with other offices, in particular Paris and London
 - Involved at all stages of our deals: collecting data, spotting issues, counseling clients and negotiation/drafting
- Same skills and responsibilities as general corporate attorneys
 - Deal management
 - Diligence
 - Drafting
- Staying on top of regulatory developments
 - Generally – reading the news, etc.
 - In deal work – clients and other parties teach us about what they do
 - Changes in administrations

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DIVERSITY OF ISSUES, SECTORS & TRANSACTIONS

Sector	Key Transaction Issues	Matter Type
Manufacturing	<ul style="list-style-type: none">Asbestos/PFAS litigationLegacy contaminationWaste disposalCosts for environmental control projectsEnvironmental/Reps & Warranty insurance	<ul style="list-style-type: none">Mergers & Acquisitions
Pharmaceutical	<ul style="list-style-type: none">Lender liability issuesESG-linked itemsMortgaged properties	<ul style="list-style-type: none">Credit/Acquisition Finance
Oil and Gas	<ul style="list-style-type: none">Greenhouse gas emissionsEnvironmental responsibilityFracking	<ul style="list-style-type: none">Capital Markets
Packaging Products	<ul style="list-style-type: none">Sustainability issues/reportingDeforestation	<ul style="list-style-type: none">ESG

Cement Manufacturing Facility

MERGERS & ACQUISITIONS CASE STUDY



What Arrives On Your Desk

- Private Equity Client/Buyer
- Single Facility Target
- Expedited Time Frame

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Seller's Marketing Pitch



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Seller's Marketing Pitch

- Very Profitable

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- Long Site Operating History but New Facility/Building

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- Capacity to Increase Production

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- Alternative Waste Derived Fuel Source

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Results of Our Diligence



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**Carbon
Dioxide**



Results of Our Diligence

- Significant CO2 Output

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Results of Our Diligence

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- Contamination from Historic Operations

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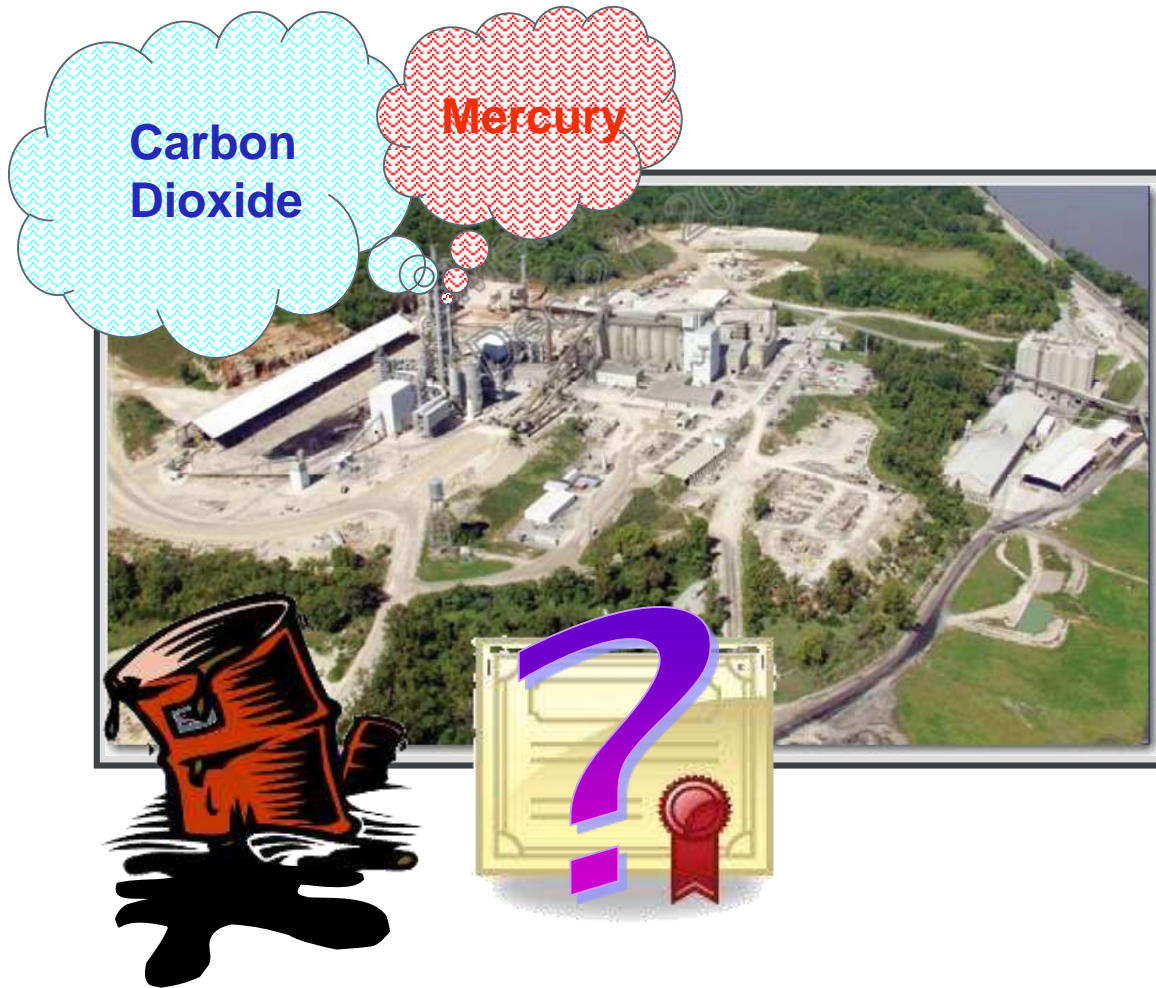


Results of Our Diligence

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- Contamination from Historic Operations
- Increased Capacity could Reopen Key Permit Terms

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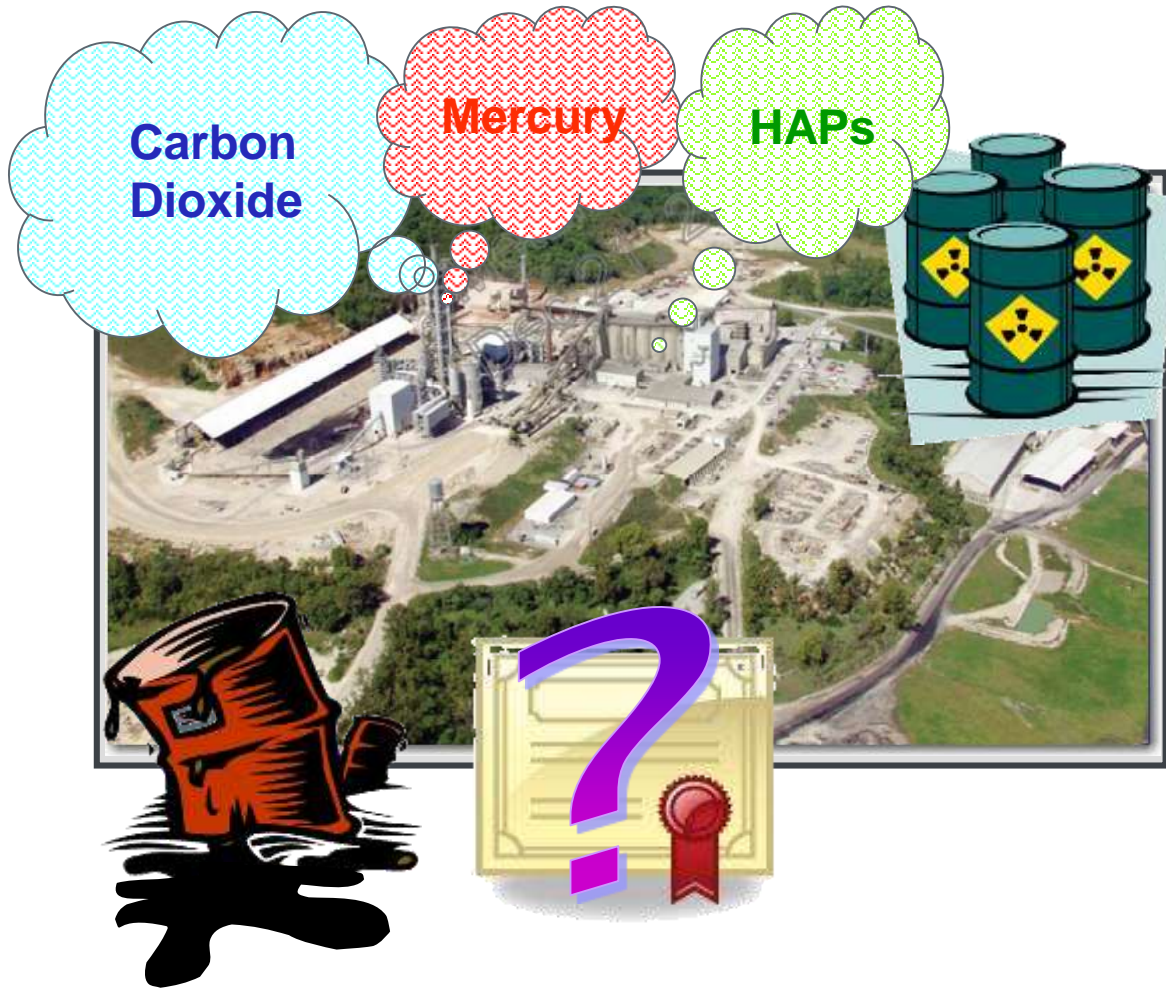


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- Mercury Emissions Near Permitted Levels

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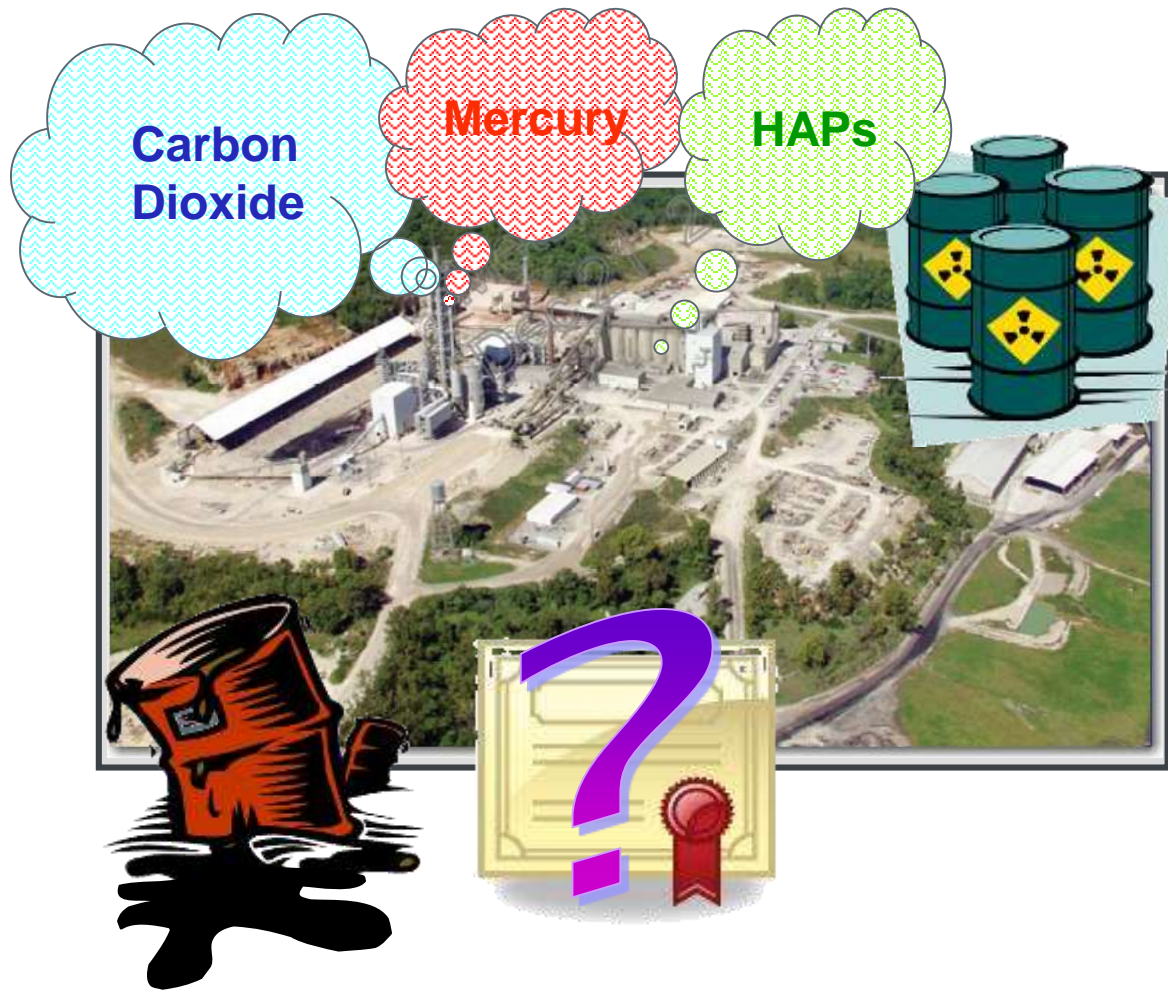


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- Mercury Emissions Near Permitted Levels
- Hazardous Waste Disposal Facility Designation

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Seller's Marketing Pitch

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- # PROS



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- # CONS

- How Much Will It All Cost?
- If Unknown, When Will We Know?
- How Situated Relative to Competitors?
- How To Allocate Risk In Purchase Agreement?