

# Adam Whitehouse

## Of Counsel

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Houston

Adam Whitehouse is of counsel in the Houston office of Gibson, Dunn & Crutcher and a member of the Oil and Gas, Energy, Private Equity, Mergers and Acquisitions, Infrastructure and Cleantech practice groups. Adam focuses on a variety of transactions, including advising clients on mergers, acquisitions, divestitures, joint venture arrangements, and other general corporate matters. He regularly advises clients in the energy industry, including in the upstream, midstream, and energy transition space.

Adam was recognized in the 2023 and 2024 editions of *Best Lawyers: Ones to Watch in America*<sup>™</sup> in the area of Corporate Law. He was also selected as part of the 2022-2023 Leadership Class for the Institute for Energy Law (IEL), where he also serves as an Advisory Board Member and chairs the YEP Membership Committee. Adam is a member of the Association for International Energy Negotiators (AIEN), where he regularly serves as a mentor to junior members.

Adam graduated from the University of Virginia School of Law in 2010 and received his undergraduate degree from North Carolina State University in 2007.

Prior to joining Gibson Dunn, he was an attorney at Kirkland & Ellis, Willkie Farr & Gallagher and Exxon Mobil Corporation.

### Law Firm Experience

- Hilcorp Alaska — \$5.6 billion acquisition of BP's (NYSE: BP) upstream and midstream business in Alaska
- Callon Petroleum Company — \$3.2 billion acquisition of Carrizo Oil & Gas, Inc. in an all-stock transaction
- Western Midstream Partners, LP — \$885 million acquisition of Meritage Midstream Services II, LLC
- USD Partners and US Development Group — sale of certain rail terminals
- Oaktree Capital Management — (i) joint acquisition of upstream oil and gas assets in Oklahoma Mid-Continent region with Diversified



### Capabilities

Oil and Gas  
Cleantech  
Energy and Infrastructure  
Infrastructure  
Mergers and Acquisitions  
Power and Renewables  
Private Equity  
Projects

### Credentials

#### Education

University of Virginia - 2010 Juris Doctor  
North Carolina State University - 2007  
Bachelor of Arts

#### Admissions

Texas Bar

Energy Company from Tapstone Energy Holdings and a related party and (ii) joint ABS transaction with Diversified Energy Company

- Private Equity Consortium — represented lead investors of a private equity consortium in connection with acquisition of Verdad Resources
- Andros Capital Partners — (i) \$150 million Permian Basin drilling joint venture with MPDC and (ii) its \$122 million acquisition of mineral and royalty interests from an undisclosed seller
- Samson Resources II, LLC — \$215 million sale of its Powder River Basin Assets to Continental Resources
- BKV Oil & Gas LLC, an affiliate of Banpu Pcl — \$830 million acquisition of Devon Energy Corp.'s Barnett Shale assets
- HG Energy II Appalachia, LLC/Quantum — \$400 million divestiture of producing, unconventional wellbores to Diversified Gas & Oil Corporation
- KKR/Haymaker Resources, LP — \$404 million sale of oil and gas mineral and royalty interests to Kimbell Royalty Partners LP
- Mach Resources LLC, an oil and gas producer led by Tom Ward — formation of BCE-Mach LLC, a partnership with Bayou City Energy Management LLC dedicated to acquiring, exploring and developing oil and gas assets across Oklahoma and Kansas
- KKR/Venado Oil & Gas, LLC — \$765 million acquisition of Cabot Oil & Gas Corporation's (NYSE: COG) developed and undeveloped oil and gas assets in the Eagle Ford Shale
- Private equity backed oil and gas company — negotiated and executed crude gathering agreement, crude purchase agreement and water gathering agreement
- Desert Royalty Company, LLC — combination with Kimmeridge Energy Management Company, LLC to form Desert Peak Minerals, the largest pure-play mineral and royalty company in the Delaware Basin
- Alta Marcellus Development, LLC — \$115 million acquisition of Ultra Petroleum Corp.'s (NASDAQ: UPL) non-operated asset in the Marcellus Shale
- Warburg Pincus/RimRock Oil & Gas Williston, LLC — \$500 million acquisition of non-operated upstream assets in the Bakken Shale from Whiting Petroleum Corporation (NYSE: WLL)
- Split Rock Resources, LLC — \$97.5 million acquisition of core non-operated oil and gas assets in New Mexico and Texas
- Springbok Energy — \$175 million sale of mineral and royalty interests to Kimbell Royalty Partners
- Vanguard Natural Resources, Inc. — following divestitures of oil and gas assets: (i) sale of its interest in properties located in Mississippi to private equity backed oil and gas company and private oil and gas company; (ii) sale of its interest in properties located in the Permian Basin to private oil and gas company; (iii) sale of its interest in properties located in the Green River Basin to private equity backed oil and gas company; (iv) swap of its interest in properties in Wyoming with private oil and gas company; (v) sale of its interest in natural gas properties and associated midstream assets located in Potato Hills field in the Arkoma Basin to private oil and gas company; (vi) sale of its interest in properties in Texas to private oil and gas company; and (vii) sale of its interest in natural gas properties in the Arkoma basin to private oil and gas company
- Salt Creek Midstream, LLC/Ares Management — 50/50 joint venture with Noble Midstream Partners LP to provide crude oil gathering and transportation services in the Delaware Basin
- Cobalt International Energy, Inc. — representation of Cobalt International Energy, Inc., and its subsidiaries in their Chapter 11 cases in the United States Bankruptcy Court for the Southern District of Texas. Cobalt is an independent offshore exploration and production company with significant assets in the deepwater U.S. Gulf of Mexico and offshore West Africa with approximately \$2.8 billion of funded indebtedness; sale of oil and gas assets as part of its ongoing Chapter 11 proceeding: (i) sale of assets located in the Gulf of Mexico to Total E&P USA, Inc.

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and Statoil Gulf of Mexico LLC for \$339 million; (ii) sale of assets located in the Gulf of Mexico to Total E&P USA, Inc. for \$181 million; (iii) sale of assets located in the Gulf of Mexico to W&T Offshore, Inc. for \$31 million; and (iv) sale of assets located in the Gulf of Mexico to Total E&P USA, Inc. for \$25 million

- Private equity company – preparation of form DrillCo agreement to be utilized by investor in future DrillCo arrangements
- Private equity backed oil and gas company — formation of \$195 million drilling partnership to develop domestic unconventional resources in the Utica Shale with a private oil and gas company

### **In-House Experience**

- Counsel for construction of \$10B Gulf Coast plant with third party
- Established new venture office in South Africa, including negotiating and drafting of product sharing contracts and farm-down agreements; successfully lobbied South African Parliament / Authorities to amend legislation for acquisition of oil and gas rights; involved transfer of South African affiliate to Dutch affiliate to secure Bilateral Investment Treaty protection
- Legal advisor for \$1.1B construction project at ExxonMobil Beaumont facility
- Advised on Downstream divestment of \$175M of pipeline assets in Louisiana
- Creation of new venture office in Liberia, involving a product sharing contract and farm-down agreement, as well as interactions with the Minister of Finance
- Redemption of 50% interest in Univation Joint Venture, worth approximately \$600M
- Joint evaluation with Qatar Petroleum of unconventional natural gas resources in North America and global opportunities in the area of LNG
- Venture office creation and production sharing contract drafting / negotiating for oil and gas rights in Côte d'Ivoire
- Creation of Artic Research Center joint venture in Moscow with third party
- Divestment of historic ExxonMobil King Ranch property
- Legal work relating to establishing regional venture office for exploration activities in West Africa, including scoping of locations in Monrovia, Liberia and Accra, Ghana
- Construction of \$550M plant expansion in Baton Rouge and \$850 plant expansion in Baytown
- Divestment of \$17.4M terminal in Brazil
- Renegotiation of production sharing contract in Congo
- Reorganization of two internal business units with over \$750M in sales, involving the Downstream and Chemical companies
- Divestment of 24 tank terminal in Tuxpan, Mexico

### **Select Publications and Lectures**

- Lecturer – “CCUS in the Midstream Space” – IEL Midstream Oil and Gas Law Conference
- Moderator – “Developments in the Permian Basin” – Energy Infrastructure CEO and Investor Conference

*\* Adam advised on some of these matters prior to joining Gibson, Dunn & Crutcher LLP*

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