

## Troy L. Harder

Partner

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Troy Harder advises clients in all aspects of corporate and securities law, with an emphasis on corporate finance transactions. He has experience representing both issuers and investment banks in a wide range of capital markets transactions, including initial public offerings, public and private offerings of debt and equity securities, tender offers, consent solicitations and exchange offers. He also counsels clients in connection with SEC reporting and corporate governance and compliance matters, including insider reporting and compliance with the rules of the New York Stock Exchange and NASDAQ. He has significant experience advising boards and conflicts committees in corporate governance matters and related party transactions.

Troy has represented companies involved in all aspects of the energy industry, including exploration and production companies, midstream companies, pipeline joint ventures, oilfield services companies and public utilities. He has also advised companies in a variety of other industries, such as private equity firms, bank holding companies and manufacturing companies.

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## Experience

### Underwriters for EOG Resources

- underwriters' counsel in the issuance of \$3.5 billion of senior notes
- shelf offerings of equity and debt securities totaling over \$15.6 billion over seven years

### Kinder Morgan, Inc.

- issuer's counsel in the \$1.85 billion offering of senior notes

### Industries

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- \$1.225 billion acquisition of Stagecoach Gas Services LLC, a natural gas pipeline and storage joint venture between Consolidated Edison, Inc. and Crestwood Equity Partners LP
- shelf offerings of debt securities totaling \$4.5 billion over four years
- public offering of preferred equity securities, consisting of \$1.6 billion of 9.75% Series A Mandatory Convertible Preferred Stock
- acquisition of all the outstanding equity securities of Kinder Morgan Energy Partners, L.P., Kinder Morgan Management, LLC, and El Paso Pipeline Partners, L.P., for a total transaction value of approximately \$76 billion

## **Apache Corporation**

- \$3.6 billion exchange and tender offer
- \$850 million private offering of senior notes
- \$235 million public offering of common stock
- three separate public notes offerings totaling \$3.25 billion and concurrent tender offers for debt securities
- creation of Altus Midstream Company in a \$3.5 billion transaction with Kayne Anderson Acquisition Corp.

## **Underwriters for Darden Restaurants, Inc.**

- underwriters' counsel, led by BofA Securities, Truist Securities, US Bancorp and Wells Fargo Securities, in connection with Darden Restaurants, Inc.'s issuance of \$750 million of senior notes, consisting of \$400 million of 4.350% senior notes due 2027 and \$350 million of 4.550% senior notes due 2029. Darden will use the funds to acquire Chuy's Holdings, Inc.

## **Phillips 66**

- \$3.8 billion acquisition of all of the publicly held common units of DCP Midstream, LP in a cash for unit merger transaction
- \$600 million offering of floating rate notes of Phillips 66 exchangeable into floating rate notes of Phillips 66 Partners LP, the first offering by a sponsor of an MLP of debt securities that are exchangeable at the option of the sponsor into debt securities of an MLP
- registered public offering of euro-denominated notes, consisting of €1.25 billion aggregate principal amount of debt securities

## **Drilling Tools International**

- business combination with ROC Energy Acquisition Corp., a special purpose acquisition company, that resulted in DTI becoming a US publicly listed company

## **Sable Offshore Corp.**

- purchase from Exxon Mobil Corporation of the Santa Ynez field in Federal waters offshore California and associated onshore processing and pipeline assets, including pipeline assets acquired by Exxon Mobil from Plains Pipeline L.P. and the merger with Flame Acquisition Corp., a special purpose acquisition entity

## **Southern Natural Gas Company, L.L.C.**

- \$300 million Rule 144A offering of senior notes

## **Tallgrass Energy, LP**

- represented the Conflicts Committee in the acquisition of all of Tallgrass Energy, LP's publicly held common shares by a group led by Blackstone Infrastructure Partners for approximately \$3.2 billion

## **Underwriters for EOG Resources Inc.**

- \$1.5 billion public notes offering

## **Tennessee Gas Pipeline Company, L.L.C.**

- \$1.0 billion Rule 144A notes offering

## **Kinder Morgan Canada Limited**

- acquisition of all of the equity securities of Kinder Morgan Canada by Pembina Pipeline Corporation

## **Altus Midstream Company**

- \$625 million private placement of preferred equity

## **Pioneer Natural Resources Company**

- \$400 million sale of pressure pumping assets to ProPetro Holding Corp.

## **Western Gas Partners, LP**

- represented the Special Committee in the merger between Western Gas Partners, LP and Western Gas Equity Partners, LP and the concurrent acquisition of substantially all of Anadarko Petroleum Corporation's remaining midstream assets for \$4.015 billion

## **Tallgrass Energy Partners, LP**

- represented the Conflicts Committee in four separate acquisitions, for total consideration of over \$2.0 billion, of ownership interests in Pony Express Pipeline LLC from its parent sponsor

# BRACEWELL

- represented the Conflicts Committee in the \$400 million acquisition of a 24.99 percent membership interest in Rockies Express Pipeline LLC from its parent sponsor

## **Great Plains Energy Incorporated**

- revised stock-for-stock merger of equals transaction with Westar Energy, Inc., creating a company with a combined equity value of approximately \$14 billion, and with nearly 13,000 MW of generation capacity and more than 51,000 miles of distribution lines

## **TechnipFMC plc**

- represented BofA Merrill Lynch and Wells Fargo Securities, as the exclusive dealer managers, in offers to exchange \$800 million of senior notes issued by FMC Technologies, Inc. for new senior notes issued by its parent, TechnipFMC plc, and related consent solicitations by FMC Technologies, Inc.

## **Colorado Interstate Gas Company, L.L.C.**

- a wholly owned pipeline subsidiary of Kinder Morgan, Inc., in its Rule 144A offering of \$375 million of 4.15 percent senior notes due 2026

## **Kinder Morgan Energy Partners, L.P.**

- shelf offerings of equity and debt securities totaling over \$13.6 billion over five years

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## **Credentials**

### **Education**

- University of Houston Law Center, J.D., 2002, *magna cum laude*
- Baylor University, B.B.A., 1995

### **Bar Admissions**

- Texas

### **Affiliations**

- American College of Investment Council, Fellow
- State Bar of Texas

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## **Recognition**

### ***Chambers Global***

- Capital Markets: Debt/Equity: Central US, 2024 – 2025

## **Chambers USA**

- Nationwide Capital Markets: Debt & Equity, 2023 – 2025
- Texas Capital Markets: Debt & Equity, 2023 – 2025

## **The Legal 500 United States**

- Mergers & Acquisitions (M&A) Large Deals (\$1+ Billion), 2017 – 2021, 2024
- Energy Transactions: Oil and Gas, 2018
- Capital Markets: Debt Offerings, 2014 – 2016, 2021 – 2025
- Capital Markets: Equity Offerings, 2014 – 2016, 2024 – 2025
- Capital Markets: Debt Offerings – Advice to Issuers, 2017 – 2019
- Capital Markets: Equity Offerings – Advice to Issuers, 2017 – 2018

## **Delinian Limited**

- *IFLR1000 Financial & Corporate and M&A Guide*, Notable Practitioner: Capital Markets – Debt and Equity, 2023 – 2024; Rising Star: Capital Markets – Debt and Equity, 2016, 2018 – 2022

## **Lawdragon Inc.**

- *Lawdragon 500 Leading Dealmakers in America*, Corporate & Securities, Especially Energy, 2024 – 2025
- *Lawdragon 500 Leading US Energy Lawyers*, Energy Finance, 2023 – 2025

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## **Resources**

### **Prepare For More Financial Scrutiny Ahead**

Article

### **SEC Updates Statistical Disclosure Requirements for Banking Registrants**

Update

### **2021 ESG Seminar, Session 2**

Video

### **NASDAQ Proposes Board Diversity Requirements**

Update

### **SEC Underscores ESG Disclosure and Compliance Priorities**

Update

## **COVID, Climate Change and ESG – The Future of Disclosures, SEC Enforcement, and Securities Litigation**

Update

## **SEC Approves Nasdaq Board Diversity Requirements**

Update

## **SEC Continues Its Focus on Executive Compensation**

Update

## **Attestation: Practical Reflections on What the SEC Climate Proposal Will Require**

Update

## **Summary Outline of SEC's Proposed Rule on Climate-Related Disclosure and Accounting**

Update

## **Corporate Governance Considerations Under the SEC's Proposed Climate Disclosure Rules**

Article

## **SEC Modernizes Beneficial Ownership Reporting**

Update

## **The SEC's Final Rules on Climate-Related Disclosures: A Guide for In-House Counsel**

Update

## **SEC Adopts New Repurchase Disclosure Rules**

Update

## **Corporate Governance Considerations Under the SEC's Proposed Climate Disclosure Rules**

Update

## **The SEC's Proposed Rules on Climate-Related Disclosures – What to Do Now: A Guide for In-House Counsel Facing the Proposed Rules**

Update

## **US Supreme Court Holds That Pure Omissions Are Not Actionable Under Federal Anti-Fraud Rule**

Update

## **SEC Ends Defense of Climate Disclosure Rules**

Update

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## **Publications & Speeches**

- "8 Tips as GCs Prep for SEC Climate Disclosure Rules," *Law360*, March 27, 2024.
- "Navigating Environmental Disclosure and Financial Challenges of the Energy Transition: A Deep Dive into Methane Tax and SEC Requirements," Association of International Energy Negotiators Seminar at NAPE, February 6, 2024.
- "2023 Q3 Capital Markets Update," CFGI Houston CPE Event, November 14, 2023.
- "Corporate Governance Considerations Under the SEC's Proposed Climate Disclosure Rules," *Agenda Week*, May 16, 2022.