Michael P. Darden

Partner

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Houston



Michael P. Darden is a partner in the Houston office of Gibson, Dunn & Crutcher. Mr. Darden is chair of the firm's Oil & Gas Practice Group, a member of the firm's Energy and Infrastructure, and Mergers and Acquisitions Practice Groups, and previously served as partner in charge of the Houston office.

His practice focuses on:

- International and U.S. oil and gas ventures (including LNG, deep-water and unconventional resource development projects)
- International and U.S. infrastructure projects
- Asset acquisitions and divestitures
- Energy-based financings (including project financings, reserve-based loans and production payments)
- Carbon capture, utilization and sequestration projects

Before joining Gibson Dunn, Mr. Darden served as the global chair of the oil and gas transactions practice and co-chair of the global oil and gas industry team at Latham & Watkins as well as the firmwide chair of the global oil and gas practice at Baker Botts. Prior to Baker Botts, Mr. Darden was Vice President, Business Development, for Nuevo Energy Company, with responsibility for U.S. and international business development, international new ventures, international legal and negotiations matters, international mergers and acquisitions, as well as real estate portfolio management and land matters in the United States. He has also worked in the international legal and/or negotiations areas for Tenneco Oil Company, BHP Petroleum and Hunt Oil Company.

Mr. Darden has been recognized in the following publications:

- *Chambers USA – America's Leading Lawyers for Business* in Energy: Oil & Gas (Transactional), 2005-2025 (Band One)
- *The Legal 500*–Hall of Fame in Energy Transactions–Oil and Gas, 2021-2025; *The Legal 500*–Tier 1 leading lawyers in the U.S. in the practice of Energy: Transactions – Oil & Gas, 2015-2020; *The Legal 500*, 2012–2014
- *The Best Lawyers in America*©, 2007–2025, Lawyer of the Year: Oil and Gas, Houston 2025
- *Who's Who Legal Oil & Gas*, 2010–2025; *Who's Who Legal Oil & Gas* – Thought Leader, 2023-2025
- *Chambers Global*, 2011-2025 (Band One)
- *Law360* Energy MVP, 2012, 2018, 2019, 2021

Capabilities

Oil and Gas
Energy and Infrastructure
Mergers and Acquisitions
Power and Renewables

Credentials

Education

Rice University - 2002 MBA
University of Houston - 1986 Juris Doctor
University of Texas - 1980 B.A. Business Administration

Admissions

Texas Bar

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- *Law & Politics* as a "Texas Super Lawyer," 2003–2004, 2006–2025; Top 100 "Houston Super Lawyers List," 2018 and 2019
- *Who's Who Legal Project Finance*, 2012–2014, 2017-2023

Mr. Darden is a member of the Association of International Petroleum Negotiators, in which he has served as an officer, director and committee chairman and was co-chair of the committee that developed the model form international farmout agreement. Mr. Darden is Board Certified in Oil and Gas Law by the Texas Board of Legal Specialization and a member of the Houston Bar Association.

Representative Matters*

Domestic U.S.—Upstream; M&A/A&D

- Representation of Pioneer Natural Resources in its $64.5 billion merger with ExxonMobil
- Representation of Chief E&D Holdings, LP and Tug Hill, Inc. in the $2.65 billion acquisition by Chesapeake Energy Corporation of Chief E&D Holdings and associated interests held by affiliates of Tug Hill
- Representation of Pioneer Natural Resources Company in its $7.6 billion acquisition of Parsley Energy, Inc.
- Representation of Pioneer Natural Resources in $6.4 billion bolt-on acquisition of DoublePoint Energy
- Representation of Callon Petroleum Company in connection with acquisition of the leasehold interests and related oil, gas, and infrastructure assets of Primexx Energy Partners in the Delaware Basin
- Representation of Occidental Petroleum in a $3 billion joint venture with Ecopetrol to develop almost 100,000 net acres of Midland Basin properties in the Permian Basin
- Representation of Murphy Oil Company in a $3 billion joint venture with Petrobras America for ownership and development of deep water Gulf of Mexico assets
- Representation of EnerVest in connection with its $2.66 billion sale of its Eagle Ford and Austin Chalk assets to TPG Pace Energy Holdings (TPGE)
- Representation of Concho Resources in its $9.5 billion merger with RSP Permian
- Representation of seller in divestiture of 63,000 net acres of productive and exploratory leasehold in the Wolfcamp Shale of the Permian Basin, along with seller's interest in certain mid-stream gathering assets, for $2.5 billion
- Representation of purchaser of 12,000 net acres of productive Spraberry and Wolfcamp leasehold in the Permian Basin for $600 million
- Representation of seller in divestiture of Spraberry and Wolfcamp leasehold in the Permian Basin for $980 million
- Representation of purchaser of 36,860 net acres of Wolfcamp leasehold in the Permian Basin for $855 million
- Representation of buyer in its $2 billion investment in exchange for 30% of seller's interest in approximately 650,000 net acres in the Cline shale and the Midland-Wolfcamp Shale of the Permian Basin
- Representation of seller in divestiture of Eagle Ford Shale-focused midstream company for $2.15 billion
- Representation of seller in divestiture of 120,000 net acres of productive and exploratory leasehold in the Eagle Ford Shale formation in South Texas, along with the seller's interest in certain mid-stream gathering assets, for $1.45 billion
- Representation of largest seller in multi-company divestiture of approximately

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32,000 gross acres in the Bakken Shale formation of North Dakota for $1.4 billion

- Conveyance of $5 billion of onshore exploration and production assets in relation to spin-off of exploration and production company from regulated utility
- Representation of producer (gas owner) in terminaling agreement for counterparty to store and transport producer's natural gas stream to producer's terminal and to process the natural gas stream to produce and deliver ethane to producer's ships at the terminal for overseas delivery
- Representation of buyer in acquisition of interests in producing deepwater Gulf of Mexico leases, along with associated capacity rights in offshore infrastructure and interests in related contracts, for $2.15 billion
- Representation of buyer in acquisition of interests in 28 deep-water Gulf of Mexico leases and structuring, negotiating and implementing (i) Participation Agreement calling for a minimum expenditure of $600 million and (ii) Management Services Agreement
- Representation of buyer in acquisition of several producing deepwater Gulf of Mexico fields (23 leases encompassing five field areas), along with associated capacity rights in offshore infrastructure and interests in related contracts, for $5.55 billion

Domestic U.S.—Midstream and Infrastructure

- Representation of 1PointFive, a subsidiary of Occidental Petroleum Corporation, in a 25-year CO2 offtake, transportation, and sequestration agreement
- Representation of midstream company in creation of JV for 550-mile crude oil pipeline from the Permian Basin to the Gulf Coast, including JV documents, commercial contracts, and construction management agreements
- Representation of seller in divestiture of Eagle Ford Shale-focused midstream company for $2.15 billion
- Joint venture with Frontier Midstream Solutions IV to create Beta Crude Connector to build and provide crude oil gathering, transportation and storage services in the Northern Midland region
- Representation of seller in divestiture of 63,000 net acres of productive and exploratory leasehold in the Wolfcamp Shale of the Permian Basin, along with seller’s interest in certain mid-stream gathering assets, for $2.5 billion
- Representation of seller in divestiture of 120,000 net acres of productive and exploratory leasehold in the Eagle Ford Shale formation in South Texas, along with the seller’s interest in certain mid-stream gathering assets, for $1.45 billion
- Acquisition of Saragosa Field Services, LLC (a provider of midstream services) as part of an $800 million acquisition of Delaware Basin assets
- Representation of seller in divestiture of productive Eagle Ford assets, along with seller’s interest in certain midstream gathering assets, for $2.7 billion
- Negotiation, and renegotiation, of numerous midstream commercial agreements, such as gathering agreements, handling agreements, processing agreements, storage agreements, production agreements, marketing agreements, and transportation agreements
- Renegotiation of agreements with midstream services provider during and after bankruptcy of joint working interest owner
- Analysis of all midstream contracts of target entity prior to $7.6 billion merger; structuring of client’s midstream business subsequent to merger; and dedication of all upstream assets to the new midstream entity
- Analysis of all midstream contracts of target entity prior to $6.4 billion acquisition, and dedication of all upstream assets to midstream entity

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- Drop-down of midstream assets of general partner to midstream services MLP and negotiation of associated midstream agreement
- Analysis of midstream contracts of target entity prior to $9.8 billion merger
- Negotiation of suite of midstream contracts with midstream services provider following creation of $3 billion upstream joint venture
- Representation of buyer in a series of acquisitions of midstream assets located in South Texas
- Representation of seller in divestiture of rights in gathering, processing, and sales agreements applying to Marcellus Shale assets as part of a $325 million transaction
- Representation of buyer in acquisition of midstream gathering assets located in the Haynesville Shale area as part of a $1.3 billion transaction
- Representation of producer (gas owner) in terminaling agreement for counterparty to store and transport producer's natural gas stream to producer's terminal and to process the natural gas stream to produce and deliver ethane to producer's ships at the terminal for overseas delivery
- Representation of satellite field operator in structuring, negotiating and implementing deep-water Gulf of Mexico Production Handling Agreement addressing processing of, and capacity management for, production from satellite field on existing deep-water floating production system
- Representation of buyer in acquisition of interests in producing deepwater Gulf of Mexico leases, along with associated capacity rights in offshore infrastructure and interests in related contracts, for $2.15 billion
- Representation of buyer in acquisition of several producing deepwater Gulf of Mexico fields (23 leases encompassing five field areas), along with associated capacity rights in offshore infrastructure and interests in related contracts, for $5.55 billion
- Acquisition of an interest in an offshore floating production system for in excess of $168 million, including documentation for a special-purpose entity, operating and production handling, capacity management, minimum throughput guarantees, supporting parent company guarantees, and nonrecourse financing
- Acquisition of an interest in a producing deep-water Gulf of Mexico oil field, along with associated capacity rights in offshore infrastructure, for $1.2 billion

LNG Projects

- Representation of a confidential client in diligence and document review for acquisition of an interest in the Driftwood LNG Project in Louisiana, U.S.A.
- Representation of a confidential client in the upstream segment of the Tangguh LNG Project in Indonesia
- Representation of a confidential client in the upstream, gas sales and plant operations segments of the EG LNG Project in Equatorial Guinea
- Representation of a confidential client in the upstream, gas transportation and plant operations segments of the Peru LNG Project in Peru
- Representation of a confidential client in the sale of an interest in the Peru LNG Project
- Representation of a confidential client in the reorganization of ownership shares in the project company for the Peru LNG Project
- Representation of a confidential client in the upstream segment of the Al Khaleej Gas (AKG) Project in Qatar
- Representation of a confidential client in the upstream segment of the Mozambique LNG Project in Mozambique

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- Representation of a confidential client in the upstream segment of the Yemen LNG Project in Yemen
- Representation of a confidential client in diligence of a target company's global LNG business, assets, and contracts
- Representation of a confidential client in a terminaling agreement to store natural gas, transport natural gas to a terminal (Houston Ship Channel), and process natural gas to produce and deliver ethane to the producer's ships (VLECs) at the terminal
- Representation of a confidential client in the unitization of the Gobe and SE Gobe Fields in Papua New Guinea for gas development

International

- Extensive work on petroleum exploration, development and/or production projects in all regions of the world, including several LNG projects. Involvement at all stages of petroleum projects, working with governments, industry participants, partners, contractors, suppliers, lenders and insurers
- Drafting and negotiation of production sharing contracts (and other host government contracts), licenses, LNG project agreements, technical evaluation agreements, confidentiality agreements, joint bidding agreements, joint venture agreements, development agreements, company organization, structuring and operating documents, farmout agreements, purchase and sale agreements, joint operating agreements, EPC contracts, drilling contracts and service contracts for exploration, development and production activities in more than 60 countries
- Countries, by region, include: Canada; Argentina, Belize, Bolivia, Chile, Colombia, Ecuador, Guyana, Mexico, Nicaragua, Peru, Suriname, Trinidad and Venezuela; Albania, France, Kazakhstan, Portugal, Russia, Turkey and the United Kingdom; Algeria, Bangladesh, Egypt, India, Iraq, Lebanon, Libya, Morocco, Oman, Pakistan, Qatar, Tunisia and Yemen; Angola, Benin, Congo, Ethiopia, Equatorial Guinea, Eritrea, Ghana, Guinea, Guinea Bissau, Ivory Coast, Madagascar, Malawi, Mali, Mauritania, Mozambique, Niger, Nigeria, Seychelles, Sudan and Zambia; Australia, China, Indonesia, Laos, Malaysia, New Zealand, Papua New Guinea, Philippines, Tonga and Vietnam

Education

Mr. Darden received his law degree from the University of Houston Law Center, an M.B.A. from Rice University and a B.B.A. in Petroleum Land Management from The University of Texas.

* *Includes matters handled prior to joining Gibson, Dunn & Crutcher*

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