# Peter J. Hanlon

Partner

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New York



Peter J. Hanlon is a corporate partner in the New York office of Gibson, Dunn & Crutcher. He is Co-Chair of Gibson Dunn's Energy Industry Group and its Power and Renewables Practice Group. He is also a member of Gibson Dunn's Mergers & Acquisitions and Capital Markets Practice Groups.

Mr. Hanlon's practice focuses upon transactions in the energy industry, particularly the power sector (including generation, transmission and distribution) and the gas pipeline and storage sectors. It encompasses mergers and acquisitions, project investments and financings, public and private securities offerings, joint ventures, investments, restructurings, going-private transactions, private equity transactions, securities regulation, corporate governance, and general corporate law. He has more than 25 years of experience in the energy industry. He also has substantial corporate transactional experience in the manufacturing, transportation, water, telecommunications, packaging, financial services, real estate, healthcare and retail industries.

He has worked with clients in a large number of energy-related businesses, including electric and gas utilities, independent power companies, gas pipeline and storage companies, renewable projects (including solar, wind and geothermal power sponsors, investors and developers), electricity transmission providers, and yieldcos, as well as joint venture partners, foreign investors, private equity investors, investment funds, management teams and investment advisors.

Mr. Hanlon is regularly recognized as one of the leading Energy transaction lawyers in the U.S. His recent rankings include the following:

- Hall of Fame: Energy Transactions (Conventional Power) by *The Legal 500* (2021-2023)
- Band 1 by *Chambers USA* (Nationwide) for Electricity Finance (2024)
- Band 1 by *Chambers Global* (USA) for Electricity Finance (2025)
- Leading Lawyer by *The Legal 500* for Energy Transactions: Conventional Power (2024)

*Chambers* notes Mr. Hanlon is "a very experienced and talented attorney who clients hold in great confidence" who "provides exceptional value," and is "an expert in his field, incredibly responsive and a good communicator."

Mr. Hanlon received his Juris Doctor from the University of California, Los Angeles School of Law. Mr. Hanlon received his Bachelor of Arts degree from Stanford University.

**Representative Engagements**

- Represented Berkshire Hathaway Energy in its $8.0 billion acquisition of

## Capabilities

Power and Renewables
Capital Markets
ESG: Risk, Litigation, and Reporting
Energy and Infrastructure
Infrastructure
Mergers and Acquisitions
Private Equity
Projects
Securities Regulation and Corporate Governance

## Credentials

### Education

University of California - Los Angeles - 1977 Juris Doctor

Stanford University - 1973 Bachelor of Arts

### Admissions

New York Bar

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substantially all of the natural gas transmission and storage business of Dominion Energy (closed November 1, 2020).

- Represented Eastern Energy Gas Holdings (EEGH) and Eastern Gas Transmission & Storage (EGTS) in connection with the successful offering of five series of new EGTS notes totaling $1.6 billion in principal amount in exchange for the tender of $1.6 billion of comparable EEGH notes and a related consent solicitation in June 2021.
- Represented Berkshire Hathaway Energy in two separate Rule 144A note offerings totaling $5.25 billion in 2020 and the exchange of such notes for SEC-registered notes in 2021.
- Represented Northern Natural Gas Company in a Rule 144A offering of $550 million of notes in 2021.
- Represented MidAmerican Energy Company in a public offering of $500 million of green bonds in 2021.
- Represented Berkshire Hathaway Energy in its proposed $18 billion acquisition of Energy Future Holdings (merger agreement terminated by mutual agreement).
- Represented Berkshire Hathaway Energy in its $10.5 billion acquisition of NV Energy (NYSE).
- Represented BHE Renewables and its subsidiaries in connection with multiple acquisitions of wind and solar power projects since the formation of BHE Renewables in 2012, including the $2.5 billion 579 MW Solar Star power projects in California, the $2.4 billion 550 MW Topaz Solar power projects in California, the $1.8 billion 290 MW Agua Caliente solar power project in California, the 400 MW Grand Prairie wind project located in Nebraska, the 210 MW Walnut Ridge wind project located in Illinois, a large portfolio of Community Solar renewables projects located in Minnesota, the 300 MW Texas Jumbo Road wind project and others.
- Represented BHE Renewables and its subsidiaries in connection with more than a dozen tax equity investments in utility scale renewable power projects in recent years.
- Represented Evercore Partners in connection with its role as advisor to the Special Committees of the YieldCos established by Pattern Energy Group and NextEra, respectively, in connection with the acquisition by such YieldCos of more than a dozen utility scale renewable power projects.
- Represented First Reserve in connection with its majority equity investment in a joint venture formed for the purpose of acquiring development stage renewable power projects and selling them upon completion of construction.
- Represented Solar Star Funding in its $1.0 billion senior secured bond offering that was named “2013 Bond Deal of the Year” by *Project Finance Magazine*, referring to it as “the largest single renewable energy project finance bond offering executed in history.”
- Represented Topaz Solar Farms (owner of a 550 MW solar power project then in construction) in connection with its Rule 144A offering of $1.2 billion of its notes. According to *Project Finance*, this was the largest renewables bond financing ever, and they named it the 2012 North American Solar Deal of the Year.
- Represented an ESOP-owned manufacturing company in connection with significant debt restructurings and related matters in 2020 and 2021.
- Represented a family-owned investment company in connection with private equity investment matters in 2020 and 2021.
- Represented MidAmerican Energy Holdings in connection with (1) its $4.7 billion agreement to acquire Constellation Energy Group, which was terminated pursuant to mutual agreement, and the related successful investment of $1.0 billion in preferred stock of CEG, (2) its $9.4 billion acquisition of PacifiCorp (NYSE) from Scottish Power plc, (3) its $4.0 billion acquisition of MidAmerican Energy Company


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(NYSE), (4) its $1.4 billion acquisition of Northern Natural Gas Company from Dynegy, Inc., (5) its $1.0 billion acquisition of Kern River Gas Transmission Company from The Williams Companies, Inc., (6) its successful $1.2 billion tender offer for UK-based, Northern Electric plc, and (7) its successful $1.0 billion tender offer for Magma Power Company.*

- Represented an investor group led by Berkshire Hathaway Inc. in connection with the $9.0 billion MidAmerican Energy Holdings Company going-private transaction.*
- Represented insurance companies and other institutional investors in connection with a wide variety of debt and equity investments in the energy industry, including (1) a $900 million secured loan to Williams Production RMT Company, (2) a $1.3 billion secured loan to CenterPoint Energy Houston Electric, LLC and (3) a $275 million investment in Convertible Redeemable Preferred Stock of The Williams Companies, Inc.*
- Represented strategic partners in connection with the formation of several large joint ventures in the power transmission and conventional power generation spaces.
- Represented Electra Private Equity (LSE) and its affiliates, including Electra International (Brazil), in connection with the purchase or sale of a large number of portfolio investments, including the sale of Rio Trens Corporation (the Rio de Janeiro transit system) to Odebrecht Transport, and private equity investments in Planet Hollywood International (pre-IPO), Steinway Musical Properties, Act III Cinemas, DeCrane Aircraft Holdings, Leiner Healthcare, Capital Health Partners and E-Z Serve Corporation.*
- Represented one of the country's largest toy manufacturers in connection with its negotiated $1.3 billion acquisition of Fisher-Price in a stock-for-stock transaction.*
- Represented founding family members in connection with the reorganization of Schein Pharmaceuticals; the spinoff of Henry Schein, Inc. (NASDAQ); stock sales; and governance matters.*
- Represented Peter Kiewit Sons' in connection with two separate sales involving major subsidiaries of the Continental Can Company.*
- Represented the general partners and/or sponsors of CDK Group LLC, Patagonia Fund, Electra International (Brazil), Rio Rail Partners, Wafra Investment Advisory Group, MidAmerican Capital Company and Aqua International in connection with the establishment of on-shore and off-shore funds, fund investments, dispositions of portfolio companies and restructuring and governance matters.*

**Representations occurred prior to attorney's affiliation with Gibson Dunn.*


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