

MVP: Gibson Dunn's Michael P. Darden

By Keith Goldberg

Law360 (December 4, 2019, 3:51 PM EST) -- Gibson Dunn & Crutcher LLP's Michael P. Darden helped sew up a \$1.5 billion Permian Basin joint development venture between Occidental Petroleum Corp. and Ecopetrol, earning him a place among **Law360's Energy MVPs** for the second straight year.

HIS MOST CHALLENGING DEAL THIS YEAR:

Darden said representing Occidental in the August creation of a joint venture with Colombia's Ecopetrol to develop 97,000 acres of Occidental's drilling properties in the Permian Basin was one of the most sophisticated he's ever worked on.

Not only did the deal involve a foreign company making its biggest investment in the U.S., covering a large amount of acreage, but Darden said the deal was also structured to form a limited liability company that envisions many years of Permian development.

"You're going to basically have to live with the [other] party for a long time," Darden said. "We have to deal with all the governance issues as well as the commercial issues. You also have to think about what happens after this company terminates, because ostensibly the assets are still around."

OTHER NOTABLE DEALS HE'S WORKED ON:

The Occidental-Ecopetrol JV wasn't the only cross-border deal Darden worked on over the past year. He also advised Murphy Oil Corp. in a \$3 billion JV with the U.S. unit of Brazil's Petrobras to develop the companies' offshore assets in the Gulf of Mexico.

Darden also continued his longstanding representation of Concho Resources Inc., advising the driller in its \$925 million sale of New Mexico drilling properties to an affiliate of Spur Energy Partners LLC that also helped kick-start a \$1.5 billion stock repurchase program, as well as forming a joint venture to build and operate a crude oil gathering and transportation system in the Permian Midland Basin.



"There's something new in every deal, something different," said Darden, who chairs Gibson Dunn's oil and gas practice. "That's a lot of fun too: coming up with solutions as a group that works on a deal ... on issues that none of us have ever seen before."

WHAT MOTIVATES HIM:

Darden said he approaches every transaction focused on out-preparing and out-working whoever is sitting across the negotiating table. For someone who's spent his legal career making deals instead of litigating cases, Darden has a major competitive streak.

"I don't feel like I have to kill somebody to win, but I like to feel like I've fought a good fight and my client has come out ahead," he said.

Darden doesn't measure wins by how many of the key negotiation points he scores for a client. Instead, it's whether he's secured the best possible deal under the circumstances.

"They always say that the best deal is the one where both parties are little dissatisfied," he said. "You're never going to get everything you want, but I like to think we're going to position ourselves well for the things that really matter."

ADVICE TO YOUNGER ATTORNEYS:

The son of a Texas geologist and driller, Darden has spent years — including many non-billable hours — immersing himself in the business of oil and gas. He believes younger attorneys should do the same.

Darden said he operates under the assumption that lawyers are fairly smart people. What distinguishes a good deal maker is their work ethic and their judgment, especially as the negotiation process drags on and you're trying to get a deal across the finish line.

"How do you operate when you're tired and you're putting in all hours?" Darden said. "Who can continue to use the best judgment under that kind of stress? I tend to look at that when I'm looking at associates that work the deals."

— As told to Keith Goldberg

Law360's MVPs are attorneys who have distinguished themselves from their peers over the past year through high-stakes litigation, record-breaking deals and complex global matters. A team of Law360 editors selected the 2019 MVP winners after reviewing nearly 900 submissions.