



## Natural Resources Law

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Parr Brown's natural resource lawyers provide comprehensive legal services to domestic and international clients regarding public land issues, acquisition of mineral and related land use rights, alternative energy projects, permitting, project development, financing and security agreements, venture relationships, contracting, mergers and acquisitions, governmental relations, environmental matters, water rights, and other areas of natural resource use and development. Past and present clients include mineral companies, energy companies, real estate developers, municipalities, irrigation companies, industrial operators, and utility companies, including some of the world's largest gold mining companies and the owners of an electrical generation facility, a petroleum refinery and an integrated steel mill. Parr Brown is an active member of the leading industry and professional associations, with recognized expertise and a wide range of satisfied clients.

### Representative Services:

- Acquisition of businesses, properties, permits and related land use rights, including comprehensive due diligence
- Project development
- Security agreements and due diligence for lenders
- Acquisition, sale, modification and transfer of water rights
- Governmental relations including legislative activities and rule-making proceedings
- Formation and financing of business entities and joint ventures
- Business structure and tax planning
- Negotiation and documentation of exploration, lease, option, purchase/sale, earn-in, joint venture, operating, milling, refining, power supply, EPCM, consulting, permitting, confidentiality, transportation, sales, surface use, and other agreements
- Property and related asset transfers
- Business and general corporate advice
- The full spectrum of regulatory permitting (federal, state and local)
- Regulatory compliance advice and defense
- Condemnation

### What our clients are saying:

"I just wanted to take a second and compliment you and your firm for your continual attention to detail and great

customer service. From a business perspective, it is very comforting to know that I never have to second guess your advice or wonder whether you are 'churning' [our] projects just to generate more billable hours. Knowing that I can trust you to always act in [our] best interest makes my job easier."

- *Corporate counsel on his natural resources experience with the firm*

## Representative Matters

Represented Ambre Energy Limited in the financing and acquisition of a fifty percent interest in two operating coal mines and additional prospective coal properties having \$150,000,000 in reclamation bonds.

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Represented Great Salt Lake Minerals Corporation in an administrative challenge brought by environmental groups to multiple permits under the Clean Water Act involving multi-million dollar operations on the Great Salt Lake.

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Successfully represented an international mining company in product liability litigation arising out of uranium mining operations.

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Represented Barrick Gold Corporation in the acquisition of the Mill Canyon mining properties and related assets for \$24 million from Victoria Gold Corporation.

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Represented Barrick Gold Corporation in the acquisition of the Cortez Mine joint venture interest in Nevada from Rio Tinto PLC for \$1.7 billion.

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Represented Gryphon Gold Corporation (TSX:GGN) with a title review for a \$20 million secured gold stream credit facility in connection with a 750-claim gold operation in Mineral County, Nevada.

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For Midway Gold Corp., analyzed ownership and prepared title opinions for five Nevada gold properties (White Pine, Pershing and Nye Counties) in connection with \$70 million strategic financing.

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Counsel for Rawhide Mining LLC in connection with 283-claim expansion of assets at gold producing operation in Mineral County, Nevada.

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Represented Barrick Gold Corporation in sale of gold property and related assets in Humboldt County, Nevada with a sale price of approximately \$30 million.

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Assisted in due diligence, documentation and closing of an \$80 million equity investment in a Nevada molybdenum property, which also involved a \$665 million bank loan, a \$20 million bridge loan, and a long-term molybdenum supply off-take agreement.

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Prevailing counsel in *State v. Mathis*, resulting in payment of \$5.1 million to client in mineral estate ownership dispute with the State of Utah.

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Acquisition of industrial mineral rights in northern Utah for \$11 million and transfer of related assets, permits and entitlements.

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Analysis of title and preparation of title opinions to secure financing for New Gold Inc.'s expansion of a large operating gold mine in Imperial County, California.

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Prepared purchase agreements and conveyance documents to acquire outstanding mineral rights for \$5.25 million from multiple owners adjacent to operating gold mine in Eureka County, Nevada.

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Settled 25 years of litigation with State of Utah and others over ownership to 1,125 annual acre-feet of historic water rights in rural Utah.

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Counsel for operator in complex three-party agreement to acquire 835 acres of mineralization adjacent to operating gold property in Mineral County, Nevada.

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Negotiated, documented and closed the sale of 42,401 acre-feet of Utah water rights for \$80 million. Considered to be the largest sale of water rights (in terms of both volume and price) by a private seller in Utah history.

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Represented Geneva Steel in negotiating, documenting and closing the sale of an iron mine property in Utah for \$10 million.

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Modified water rights for use in a gas-fired power plant in Utah and then negotiated, documented and closed the sale of those rights to the plant owner for \$14 million.

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US counsel for Scorpio Gold Corporation (TSX-V:SGN) for the \$24 million acquisition of gold properties in Nye and Elko Counties, Nevada, including royalty agreement, gold supply agreement and security documents.

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US counsel for American Vanadium Corporation (TSX:AVC) for a \$170 million advanced-stage vanadium project in Eureka County, Nevada, including title review and operational contracts.

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Represented Kinross Gold U.S.A., Inc. in the financing of a transaction with Elders Resources Finance Ltd.

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Represented Kinross Gold Corporation in the acquisition of Amax Gold Corporation.

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Represented Kinross Gold U.S.A., Inc. in the acquisition of all of the stock of NERCO DeLamar Mining Company, NERCO Metals, Inc. and Palms Mining Company from NERCO Minerals, Inc.

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Represented Kinross Gold U.S.A., Inc. as buyer in connection with the acquisition of all of the stock of Kiewit Rawhide Corp. from Kiewit Mining Group, Inc.

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Represented Kinross Gold Corporation in a \$20+ million acquisition of Restoration Minerals Company Inc.'s interest in the Goldbank gold venture.

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Represented Barrick Gold Corporation in the acquisition of High Desert Mineral Resources of Nevada, Inc.

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Acquisition and development of a gemstone mining operation.

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Acquisition of an operating salt mine.

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Facilitated the purchase of 400 producing wells in two Utah and Montana fields.

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Represented a major international gold firm in the acquisition of exploration properties in Indonesia, Africa, and Latin America.

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Represented Kinross Gold Corporation in an offer to purchase all publicly-held shares of the \$3.75 Series B Convertible Preferred Stock of Kinam Gold, Inc.

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Represented Great Salt Lake Minerals Corporation in an administrative challenge brought by environmental groups to multiple permits under the Clean Water Act involving multi-million dollar operations on the Great Salt Lake.

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Took to trial and won a complex water rights case in which a borrower had given a trust deed to secure a loan from a lender. The trust deed indicated that it encumbered all water rights associated with certain real property; and then the same water was conveyed to our client. Parr Brown presented fact and expert testimony to establish that its client was a bona fide purchaser without notice of the prior pledge of the water, and that purchasers of water stock in Utah do not review real property records to determine ownership of water stock.

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Acquisition of numerous gold properties in Nevada and other western states, ranging from several million dollars to \$1.7 billion for a 40% interest.

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Prevailing counsel in State v. Mathis,, resulting in payment of \$5.1 million to client in mineral estate ownership dispute with the State of Utah.

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Negotiated, documented and closed the sale of 42,401 acre-feet of Utah water rights for \$80 million. Considered to be the largest sale of water rights (in terms of both volume and price) by a private seller in Utah history.

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Negotiated, documented and closed the sale of an iron mine property in Utah for \$10 million.

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Prepared hundreds of leases, earn-in agreements, and joint venture agreements for development of mineral properties in all of the western states and Canada.

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Modified water rights for use in a gas-fired power plant in Utah and then negotiated, documented and closed the sale of those rights to the plant owner for \$14 million.

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Acquisition of an operating gold property near Fairbanks, Alaska.

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Due diligence regarding a commercial gold mine in South Carolina.

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Representation of public entities in connection with geothermal energy development in Utah.

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Analysis of title and preparation of title reports to secure financing for expansion of a large operating gold mine in Imperial County, California.

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Due diligence for the acquisition of water rights for an 897-acre, multi-million dollar ranch on the upper Provo River in Utah.

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MSHA compliance representation for an underground trona mine in Sweetwater County, Wyoming.

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Acquisition of development rights for platinum deposits in Nevada and Idaho.

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Successful six-year litigation of gold mine ownership dispute in Utah.

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Sale of a perlite mining and processing operation in Oneida County, Idaho.

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Due diligence and title analysis regarding uranium properties in Wyoming and Utah.

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Secured operating entitlements for the recovery of salt, potassium and magnesium from brines of the Great Salt Lake.

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Acquisition of a commercial gemstone mining operation in Beaver County, Utah.

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Title analysis and other due diligence for numerous coal, oil shale and tar sands properties in Utah.

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Conducted due diligence for the acquisition of water rights for a 3,000-acre ranch in the Hobble Creek area of Utah County.

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Acquisition of an underground salt mine in Sanpete County, Utah, and representation in subsequent commercial matters.

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Title reports for silver properties in Utah and Nevada.

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Analysis of water rights and preparation of a water rights title report for the acquisition of a Park City ski resort.

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Regulatory compliance representation for an underground fertilizer mine in Eddy County, New Mexico.

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Acquisition of development rights for various copper properties in Utah.

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Title analysis of an historic gold property in Granite County, Montana.

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Acquisition of development rights for a vermiculite property in Clark County, Nevada.

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Analysis of title and preparation of title reports to secure financing for resumed commercial operation of gold mines in Esmeralda and Mineral Counties, Nevada.

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Title analysis of federal, state and private oil and gas properties.

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Acted as U.S. counsel, including providing mineral title review, for American Vanadium Corporation's Gibellini Vanadium Project in Nevada.

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Represented an international mining company (landlord) in connection with a lease of a 500 megawatt power plant located outside of the United States.

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