

KEVIN W. JOHNSON

Shareholder

BIOGRAPHY

Kevin W. Johnson is a member of the firm's Corporate Transactions & Securities, and Environmental, Energy & Natural Resources departments. While Kevin has significant experience in a number of industrial sectors, he tends to focus his practice on assisting clients to devise structures to create value through transactions related to the purchase, sale, development, financing and commercialization of infrastructure and natural resources projects on a global basis. He has represented both national and international clients in a wide variety of transactions. When dealing with infrastructure and natural resources projects, Kevin likes to say that he helps clients turn dirt into cash.

Prior to joining the firm, Kevin was the Executive Vice President and General Counsel of Molycorp, Inc., a publicly traded international rare earth mining and processing company with corporate offices in Denver, where he was responsible for all aspects of Molycorp's legal affairs on a global basis. Before joining Molycorp, Kevin was a partner at Holland & Hart in Denver, Colorado. Kevin began his legal career at The Dow Chemical Company, where he had the opportunity to live and work in Europe for five years. Kevin speaks Spanish.

ACCOMPLISHMENTS

Academic

Brigham Young University J. Reuben Clark Law School (J.D., 1984)

Winner of John S. Welch Award for Excellence in Legal Writing

Member, Board of Advocates

London School of Economics (M.Sc. in Industrial Relations and Personnel Management, 1983)

Harvard University (A.B., cum laude, 1980)

ASSOCIATIONS

Professional

Member, Denver Bar Association

Member, Colorado Bar Association

Member, American Bar Association



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PRACTICE AREAS

Corporate Transactions & Securities

Mergers & Acquisitions

Mining

Transactions & Due Diligence

LICENSED/ADMITTED

Colorado

Community

Rocky Mountain Mineral Law Foundation, Co-Chair, Special Institute on Due Diligence in Mining and Oil & Gas Transactions (2018)

Rocky Mountain World Trade Center Association, Past Chairman (2010-2011)

Holland & Hart TerraLex Representative, (1999-2009)

Brigham Young University J. Reuben Clark Law School, Alumni Board (2005-2007)

University of Denver Sturm College of Law, Adjunct Professor, International Finance (2000-2003)

PRESENTATIONS

Kevin has been a frequent speaker on topics related to domestic and international mergers & acquisitions, mining and commercial transactions. Some of his presentations are as follows:

“Regulatory Roulette: Preparing for Potential Filings under HSR and CFIUS,” Rocky Mountain Mineral Law Foundation, Due Diligence in Oil & Gas and Mining Transactions (September 27-28, 2018)

Co-Presenter: “US Mining Law – Short Course,” American Exploration & Mining Association (AMEA) 2018 (December 4, 2018)

Co-Presenter: “What the North American mining professional needs to know about working in a Latin American country: Managing expectations and avoiding legal pitfalls – Short Course,” Prospectors & Developers Association of Canada (PDAC) 2018 (March 4, 2018)

Co-Presenter: “US Mining Law – Short Course,” American Exploration & Mining Association (AMEA) 2017 (December 5, 2017)

Panelist: “Diversity of Resources in International Business,” Utah Global Forum 2017 (October 17, 2017)

Co-Presenter: “US Mining Law - Short Course,” PDAC 2017 (March 4, 2017)

“Natural Resources Agreements: Common Law Provisions in Civil Law Jurisdictions,” International Bar Association Annual Meeting, 2016

“Restructurings in the Oil & Gas and Mining Sectors,” Rocky Mountain Mineral Law Foundation Annual Institute, 2016

“From Mine to Magnets: The Development of a Rare Earth Minerals Mine and Processing Facility,” Rocky Mountain Mineral Law Foundation Annual Institute, 2011

“ABC's of Mining,” PDAC Pre-Course, 2011

“Material Agreements and Unrecorded Documents: What’s Hiding Under That Pile of Paper?” Rocky Mountain Mineral Law Foundation Short Course on Due Diligence in Mining and Oil & Gas Transactions, April 2010

“Perspectives on Job Search Strategies in International Law,” AALS Panel, 2010

“Perspectives on Initial Public Offerings in the Mining Industry,” TerraLex Sponsored Presentation at ABA Business Law Spring Meeting, 2010

“Winning and Executing International Design or Construction Projects: A Legal Perspective.” 2009

“International Mergers and Acquisitions,” Rocky Mountain World Trade Center Association, 2008

“Carbon Credits as a Financial Instrument,” Annual National Conference of Regulatory Attorneys, June 2007

“Carbon Trading as a Strategy,” PLI, 2007

In addition, Kevin was a frequent speaker for several years on International Law and Business Strategy at the Rocky Mountain World Trade Center Association.

PUBLICATIONS

“Regulatory Roulette: Preparing for Potential Filings under HSR and CFIUS,” Rocky Mountain Mineral Law Foundation *Mineral Law Series*, Volume 2018, No. 4, Paper 3 (September 27-28, 2018)

Co-Author, “Handbook on U.S. Mining Law”

“PDAC One Day Short Course on U.S. Mining Law,” Prospectors & Developers Association of Canada (PDAC) 2017 (March 2017)

“Mining Material Agreements and Unrecorded Documents: What’s Hiding Under That Pile of Paper?” Rocky Mountain Mineral Law Foundation Special Institute on Due Diligence in Mining and Oil & Gas Transactions, Mineral Law Series, Number 3, Paper 15

“From Mine to Magnets: The Development of a Rare Earth Minerals Mine and Processing Facility,” 57 Rocky Mountain Mineral Law Institute, 16-1

REPRESENTATIVE MATTERS

Mine and Infrastructure Development

Represent major municipal utility in the western United States in the conversion of a power plant to run on natural gas, including project structure, engineering, development, construction, and decommissioning and retirement of existing coal-fired generation, and natural gas purchases and transportation.

Represented a US-based company in the development of infrastructure for a rare earth minerals mining and production facility in California, including the engineering and construction of a combined heat and power generation facility, a chlor-alkali plant, a water treatment facility, a milling a crushing facility, and related infrastructure, facilities and controls.

Represented a US-based company in structuring an agreement for the operation and maintenance of a water treatment facility.

Represented US-based company in the proposed development of rare earth reserves in Sri Lanka, including stability agreements and investment requirements.

Represented Canadian-based mining company in the development of infrastructure for a gold mine in northern Mexico.

Represented a major international chemical manufacturer in the development, construction and operation of a facility to provide precursors to a French fine chemicals manufacturer.

Represented a major international chemical manufacturer in the development of a facility to manufacture pharmaceutical grade precursors for a US-based pharmaceutical company.

Mergers, Acquisitions and Joint Ventures

Advised US-based rare earths mining company on the \$1.3 billion purchase of a Canadian-based rare earths production company.

Represented major international mining company in the divestiture of \$2 billion of its US-based mining assets, including pursuant to an initial public offering.

Represented US-based gold mining company in the privatization of certain gold reserves in the Caribbean, including fiscal stability arrangements and royalty structures.

Represented US-based internet company in its European and Latin American acquisition program, including acquisitions in Austria, France, the United Kingdom, Switzerland, Spain and Mexico.

Represented Canadian-based major international mining company in the formation of a joint venture for the development of gold reserves in Alaska.

Represented UK-based major international mining company in the formation of a joint venture for the development of gold reserves in Alaska.

Represented a Canadian-based gold mining company in the formation of a joint venture for the development of a gold mine in Nevada.

Represented US-based commercial photography company in the formation of a joint venture with a Major League Baseball team to capture and sell photographs at professional sports venues.

Represented major international chemical manufacturer in the formation of a global joint venture for the development, manufacture and sale of elastomers.

Represented US-based rare earths company in the formation of joint ventures in China and Korea.

Financing Arrangements

Represented rare earth mining company in a \$450 million secured financing.

Represented US-based coal company on mining issues related to a syndicated secured credit facility.

Represented Belgian-based company in secured financing to a US-based uranium mining company.

Represented a UK-based bank on a secured loan related to the development of a gold mine in California, including interest rate and currency swaps.

Represented major US municipality in natural gas swaps and forward purchases.

Represented US manufacturer of launch rockets in interest rate swaps.

Represented US-based REIT in its interest rate and currency swaps.

Represented US-based telecommunications company in the sale of \$150 million of past due receivables.

Represented US subsidiary of Australian company in the sale and leaseback of certain of mine servicing assets.

Commercial Transactions

Represented a major international mining company in the structure and negotiation of a long-term contract for the sale of sulfuric acid and the subsequent assignment of the contract as part of a merger of affecting the purchaser, including the restructure of existing parent guarantees.

Represented a major international mining company in the structure and negotiation of a set of long-term agreements for molybdenum roasting at facilities based in Chile, Mexico and the Netherlands.

Represented an international royalty company in the restructuring of royalty agreements in Nevada and Utah as part of a reorganization of the company granting the royalty.

Represented US-based rare earth mining company in the development of its sales and licensing strategies.

Represented a US-based call center system company in the development of its commercial strategy, including developing agreement for the sale, support and resale of its predictive dialing technology.

Represented a commercial photography company in the development of its service offerings, including contracts for the capture of photographs at commercial venues in the US and Canada.

Represented various US-based companies to structure, draft and negotiate agreements with Chinese manufacturers.