



Tom Munteer

Partner, Real Estate Department
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Tom Munteer is a partner in Paul Hastings' Environmental and Energy practice and is based in the firm's Washington, D.C. office. *Chambers* has ranked Mr. Munteer among the leading environmental practitioners in Washington, D.C., for business transactions.

Mr. Munteer helps buyers and sellers, lenders and borrowers, and landlords and tenants identify, quantify, and apportion environmental liabilities that arise in business and real estate transactions. He oversees the investigation of site conditions, helps clients avail themselves of statutory defenses to liability, assists in quantifying potential liabilities, and negotiates and drafts contract terms relating to the sales, purchases, leases, and financings. In recent years, Mr. Munteer has distilled his three decades of experience in a series of published articles.

Mr. Munteer's practice has particular emphases in the energy sector, disclosure of environmental liabilities, and the treatment of environmental liabilities in bankruptcy.

He also helps businesses comply with state and federal rules controlling air emissions, water discharges, waste management, and clean up contaminated properties and has represented businesses before Congress and federal and state agencies in a wide range of environmental, health, and safety matters.

In 1982, Mr. Munteer came to Washington, D.C. to work for Congressman Gillis Long, from Louisiana's 8th Congressional District.

Recent Representations

BUSINESS AND REAL ESTATE TRANSACTIONS

In transactional matters, Mr. Munteer has overseen the due diligence and agreement drafting for hundreds of commercial property acquisitions (by purchase or lease), business transactions, and financings, including supervised environmental due diligence, reviewed Phase I environmental assessments and

Washington, D.C.

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Practice Areas

Energy
Environment and Energy
Oil and Gas
Real Estate Acquisitions and Dispositions
Energy and Global Climate Change
Government Affairs
Real Estate Development and Construction
Real Estate
Land Use

Admissions

District of Columbia Bar
New York Bar

Education

The George Washington University Law School, J.D.
1986
The George Washington University Law School, LL.M.
1994
Union College (NY), B.A.
1982

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determined compliance with the “all appropriate inquiry” rule; drafted and negotiated purchase and sale agreements and credit agreements, including warranties, representations, and indemnification clauses contained in such agreements; and reviewed outstanding contractual obligations of selling corporations and renegotiated such contracts to facilitate closing when necessary. Mr. Munteer has counseled clients in fulfilling their obligations under the New Jersey Industrial Site Recovery Act and Connecticut Transfer Act.

- In 2016, in connection with an Asian electronic conglomerate’s \$8 billion acquisition of a U.S. public company manufacturer of high-end consumer audio and related products and services, Mr. Munteer designed and executed a diligence plan that focused on product-related environmental compliance obligations (e.g., European Union toxics use reduction, energy efficiency, conflict minerals, and management of obsolete electronic equipment).
- In 2016, Mr. Munteer also assisted a New York-based residential real estate investment fund assess the risk of acquiring a southern California apartment complex that had been built atop a former oil production field and had been built with a passive vapor migration system.
- In 2015, Mr. Munteer advised (1) an international trading conglomerate in connection with its investment in an auto parts supply distribution firm, with dozens of outlets across multiple states, (2) a major international commercial credit firm in connection with the wind-down of its portfolio of Mexican commercial mortgages, and (3) a major U.S. bank in connection with a \$600 million mortgage on a west coast hotel at which a former dry cleaner had operated in the hotel’s basement and the hotel had failed to follow conditions in its asbestos operations and maintenance plan.
- Mr. Munteer led the environmental diligence team for one of Japan’s largest residential developer’s acquisition of a U.S. public employee pension fund’s interests in 28, large-scale, multi-family developments throughout the U.S.
- Supporting the firm’s national real estate practice, Mr. Munteer led the environmental component of a major real estate portfolio acquisition for a large private equity firm. The portfolio included a variety of real estate holdings, including large shopping centers, ground leases, rail road rights of way, and former military bases undergoing redevelopment for mixed use purposes.
- For a deal that closed at the end of June 2010, Mr. Munteer assisted the nation’s largest rental car company in all environmental aspects of the acquisition of thirty licensee locations in nine states.
- Mr. Munteer supervised all environmental regulatory aspects of the sale solid waste management assets that Republic Services was forced to sell as a result of its merger with Allied Waste Systems. The assets included nine landfills, 10 transfer stations, and 11 waste collection routes. The assets were sold in 11

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distinct transactions, in both asset sales and stock purchases.

- Mr. Munteer assisted our Chicago office in connection with the environmental conditions associated with the sale of a century-old hospital site to the unsuccessful Chicago Olympic bid organizing committee. Environmental conditions included the hospital's development atop the ashes of the great Chicago fire as well as historic underground fuel storage at various locations throughout the 30-plus acre site.
- Mr. Munteer has advised banks in connection with their investments in or lending to wind farms.

ENERGY

Mr. Munteer has advised on scores of acquisitions and financings in the extraction and production, oil field services, electricity generation, and renewables sectors, including M&A and private equity acquisitions, bank representations in leveraged finance transactions, and debt and equity offerings.

In the oil and gas field services sectors, Mr. Munteer has:

- advised a lender in connection with a 2016 acquisition lending to an E&P company buying an oil production platform in the Gulf of Mexico in connection with the condition of the platform and the platform decommissioning and oil spill financial responsibility financial assurance the purchaser would have to post;
- helped a lender to get comfortable consenting to a 2015 asset swap involving its borrower, a financially underperforming oil and gas E&P partnership operating in Oklahoma, and a business partner of the borrower;
- represented an energy sector private equity fund in connection with environmental aspects (diligence and acquisition agreement drafting) in acquisitions of three oil field services businesses;
- advised with respect to a strategic merger of oil and gas exploration and production businesses, which involved: (1) legacy environmental liability for divested operations, (2) extensive litigation and claims for contamination and natural resources damage from historical operations, and (3) impacts to company operations from new and developing state and federal environmental regulations impacting oil and gas exploration and production businesses, including hydraulic fracturing disclosure regulations, BLM permitting, disclosure, and well-casing requirements, and EPA rules tightening restrictions on air emissions; and
- advised on the environmental liability risks associated with private equity fund's acquisition of off-shore oil and gas extraction business, including \$2.4 billion in disclosed well-decommissioning costs.

In the electricity generation sectors, Mr. Munteer has:

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- advised an Asian purchaser in 2016 in connection with a U.S. “peaker” with controversial once-through cooling water intake system;
- represented a Korean conglomerate in environmental aspects of acquisition of a 50% stake in a coal-fired power plant in Chile, which included (1) evaluating environmental due diligence prepared by consultants and Chilean local counsel (e.g., compliance with Chilean air emission guidelines, disposal liability for coal-combustion residuals, wastewater discharges into—and withdrawal from—adjacent coastal bodies, and RPS compliance), and (2) reviewing and revising the stock purchase agreement’s environmental terms;
- advised an acquisition lender with respect to private equity fund’s acquisition of a 50% stake in fleet of coal and natural-gas fired power plants in Florida, Pennsylvania, Nevada, and California, including due diligence review of environmental disclosures and markup of stock purchase agreement for the acquisition of its stake. Key environmental issues included: (1) coal mine closure and coal combustion residue management; (2) air permitting compliance, including allowance trading under CAIR and the APR; and (3) exposure to future regulatory risk as to GHG emission regulations, CCR disposal, wastewater management, and mercury/air-toxics regulation; and
- advised an acquisition lender with respect to an independent power producer’s bid for ownership interest in fleet of fossil fuel power plants, a private equity fund’s bid for two coal-fired plants in Pennsylvania, and a private equity fund’s bid for six gas-powered power plants in Georgia.

In renewables, Mr. Munteer has:

- revised an alternative energy producer’s disclosures pertaining to state solar and wind regulations for its IPO;
- advised four applicants with five applications for Department of Energy loan guarantees on the environmental aspects of their applications, including shepherding the endangered species and habitat protection aspects of one of the projects; and
- assisted the project developer in all environmental regulatory aspects of development operation, and sale of electric power and Renewable Energy Credits from a 185 MW wind project in Idaho.

DISCLOSURE

For three decades, Mr. Munteer has helped clients quantify their contingent environmental remedial liabilities. For one client, this involved dozens of multi-party Superfund sites at which final remedies had not yet been selected and the client’s proportionate share not allocated. For another, it involved scores of underground storage tank cleanups in various stages of progress. Mr. Munteer has also helped clients account for contingent liabilities associated with asset

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retirement obligations.

Mr. Munteer has written SEC 10K disclosures for clients in a variety of industries. He has guided them through the thicket of making climate change-related disclosures in a time of evolving science and regulation. With colleagues, he published an early, comprehensive article on the topic: “Disclosing Effects of Climate Change in Energy, Financial Companies’ 10-K’s” *BNA Daily Environment Report B-1* (Mar. 3, 2008).

Mr. Munteer has counseled public companies on their efforts to keep their supply chains free of tin, tungsten, and gold originating from smelters in the Congo (“conflict minerals”) under the Dodd-Frank Act and in accordance with SEC rules. He has also prepared conflict minerals covenants in a manufacturing supply agreement.

BANKRUPTCY

In 2016, Mr. Munteer assisted the trustee assigned to administer the liquidation plan of a former furniture manufacturer in connection with the State of North Carolina’s environmental liability claims arising in connection with four former manufacturing facilities. The State had asserted claims totaling \$16 million. With Mr. Munteer’s counsel, the trustee was able to settle the claims for \$335,000.

Mr. Munteer managed the environmental aspects of one of the largest public company bankruptcies of 2007. In this connection, he handled environmental aspects of lease rejections at contaminated properties, resolved pre- and post-petition claims, and assessed situations that would meet injunctive “imminent and substantial” standard, and thus not be “discharged” as “claims” but be visited on the re-organized entity.

Mr. Munteer assessed the impact of General Motor’s Chapter 11 reorganization on two clients’ interests. One client had been identified as a “potentially responsible party” at several Superfund sites at which GM was also so identified. The client wanted to know what claims, if any, it would have against “new GM” for off-site arrangements for disposal from “old GM” facilities. Another client bought a business from GM over a decade prior to GM’s bankruptcy filing. GM continued to perform underground storage tank release cleanups at several client sites. Mr. Munteer advised the client on its liability to continue cleanups at such sites if “old GM” stopped conducting them.

On behalf of an entity vested with assets after emergence from bankruptcy, Mr. Munteer responded to government investigation and established that the entity bore no liability for a Superfund Site, at which the government expected to spend

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\$285 million but had identified only 65 potentially responsible parties. Mr. Munteer's argument relied on both bankruptcy and successor liability arguments.

COMPLIANCE AND ENFORCEMENT

Mr. Munteer has helped commercial and industrial clients ensure their facilities' compliance with laws governing air emissions, wastewater discharges, and hazardous waste management – and defend against alleged violations.

- From July 2013 through January 2014, Mr. Munteer represented a Southeast U.S. manufacturer of composite decking material in connection with the OSHA investigation and enforcement action arising from an industrial accident. One employee was killed and two seriously injured in a fire originating in a mixer in which wood dust and resin material are combined. In January 2014, the company was cited, and OSHA levied penalties of just over \$100,000.
- For over a decade, Mr. Munteer oversaw the fuel system compliance program (i.e., leak detection, equipment integrity, SPCC, Stage II) for a national client with more than 120 fueling operations nationwide.
- Mr. Munteer has given particular attention to the “definition of solid waste” and has advised manufacturers on the applicability of the RCRA hazardous waste management rules to: (1) skims and drosses from molten metal smelting, (2) potliner from primary aluminum production, (3) solvents used in manufacturing pharmaceutical actives, (4) sulfuric acid used in detergent manufacturing, (5) refractory brick from glass furnaces, and (6) bag house dust.
- Beginning in 2003 and continuing for many years, Mr. Munteer supervised the implementation of a \$20 million Supplemental Environmental Project (“SEP”) for one of the world's largest automakers.
- Mr. Munteer has assisted clients in the pharmaceutical, consumer product, confectionary, design and implement compliance audits for their facilities air emissions, water discharges, and waste management for their manufacturing facilities.

CLEANUP

Mr. Munteer has helped many companies responsible for the costs of cleaning up contaminated properties under federal and state clean up laws.

- In 2016, Mr. Munteer advised a Japanese metal-making conglomerate in the dissolution of a non-operating U.S. subsidiary with a pending Superfund claim.
- In 2013, on behalf of the developer client considering buying bank-owned real estate, Mr. Munteer (i) assisted the developer client assess the risk in redeveloping a former marine oil terminal for residential use, (ii) advised on

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legal and environmental regulatory requirements to change land use, and (iii) negotiated a remediation agreement with the former property owner, a Fortune 50 oil and gas company.

- For fifteen years, Mr. Munteer represented a Fortune 200 manufacturer in connection with fifty, multi-party Superfund sites from New England to California.
- For over a decade, Mr. Munteer oversaw the remediation of releases from scores of petroleum underground storage tank cleanups for a client with over one hundred domestic fuel storage facilities.
- In 2010, Mr. Munteer represented a client that sold a century-old institution to a municipality and, as a condition of the sale, agreed to remove personal property, fixtures, and buildings from the site. In the course of demolition, materials were improperly managed and mercury released at the project site. Mr. Munteer advised the client in responding to the release, including removal actions and communications with the government.
- Mr. Munteer counseled the project manager for the redevelopment of a historic light industrial district into higher end retail space to prepare a request for proposals for renovation of the property. This involved prioritizing the concerns identified through diligence into specifications for contractors' bids, including which concerns demanded investigation and specific proposals for corrective measures and which concerns did not need to be addressed.

LEGISLATION AND RULEMAKING

Mr. Munteer has represented industry interests in the development of new environmental, health, and safety rules at the federal level.

- Mr. Munteer advised a regional pipeline company in connection with EPA's proposed rule for geologic sequestration under the Safe Drinking Water Act's Underground Injection Control Program.
- On behalf of a client in the business of recycling a secondary material, Mr. Munteer provided advice on the validity of proposed legislation that would have imposed different reporting requirements on transporters of shipments of the secondary material to management facilities located out-of-state as opposed to in-state management facilities.
- Mr. Munteer has prepared testimony for witnesses representing business interests at Congressional hearings. He represented a coalition of companies seeking an amendment to the Superfund statute to more clearly define the scope of liability under the statute. He represents one of the nation's largest waste management firms in connection with Congressional consideration of legislation to confer authority on states to restrict the interstate movement of solid waste.

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Accolades and Recognitions

- Consistently ranked in Band 1 for Washington, D.C., Environment: Mainly Transactional by Chambers USA

Speaking Engagements and Publications

- Professorial Lecturer in Law, “Control of Solid and Hazardous Substances” and “Environmental Aspects of Business Transactions,” George Washington University Law School (Fall 1997 – present)
- “Resource Conservation and Recovery Act,” Environmental Law Institute “Boot Camp” on Environmental Law (Fall 2003 – present)
- Moderator, "Informing Investors of Climate Risks," Energy Bar Association (March 17, 2016), transcript published as: "Informing Investors of Climate Risk: The Impact of Securities Laws in the Environmental Context," 46 Environmental Law Reporter 10,455 - 10,465 (June 2016)
- Moderator, "Implications of EPA's Coal Ash Rule on Regulated Entities and the Environment," Environmental Law Institute (March 24, 2015), transcript published as: "EPA Coal Ash Rule: Implications for Regulated Entities, Results for the Environment," 45 Environmental Law Reporter 11,089 - 11,101 (Dec. 2015)
- “Environmental Risk Tolerance in Today’s Dealmaking” Environmental Data Resources Client Summit (Las Vegas, NV, May 18, 2011)“Vapor Intrusion,” Environmental Data Resources Due Diligence at Dawn (Crystal City, VA, April 28, 2011)
- “Common Environmental Issues In Commercial Real Estate Transactions,” Georgetown University School of Continuing Studies, Master of Professional Studies in Real Estate Program (Apr. 23, 2009)

Professional and Community Involvement

- Member, Founders Council, Williams Institute, UCLA Law School (2008 - present); Co-Chair of the Council (2017 - present)
- Member, Board of Directors, Environmental Law Institute (2010 - 2016; Treasurer, 2013-14)
- Member, Board of Directors, Federal City Performing Arts Association (2008 - 2014); Chairman of the Board (2010 - 2012)

News

October 31, 2019

Daelim Industrial to Acquire Cariflex™ Business Unit of Kraton Corporation for US\$530 Million

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May 01, 2019

Paul Hastings Practices and Lawyers Score Top Rankings in Chambers USA
2019

December 03, 2018

DBM Global Completes Acquisition of Heavy Industrial and Mechanical Leader
GrayWolf Industrial

August 08, 2018

Lotus Midstream to Acquire Centurion Crude Oil Pipeline and Related Assets in
Texas, New Mexico and Oklahoma from Occidental Petroleum Corporation

June 11, 2018

CJ Logistics to Acquire Majority Ownership of DCS Logistics

May 11, 2018

Paul Hastings Practices and Lawyers Score Top Rankings in Chambers USA
2018

February 01, 2018

Total Produce to Acquire Substantial Stake in Dole Food Company

June 05, 2017

Paul Hastings Practices and Lawyers Score Top Rankings in Chambers USA
2017

November 15, 2016

Samsung Electronics Acquires HARMAN for US\$8 Billion

June 08, 2016

Paul Hastings Practices and Lawyers Score Top Rankings in Chambers USA
2016

May 25, 2016

Fujian Grand Chip Investment Fund Acquires Germany's Aixtron for €670 Million

May 20, 2015

Paul Hastings Practices and Lawyers Score Top Rankings in Chambers USA
2015

May 06, 2015

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Crestwood Equity Partners LP And Crestwood Midstream Partners LP Announce
\$7.5 Billion Merger

December 31, 2014

Paul Hastings Advised on the Financing of Chief Power Finance, LLC's
Acquisition of Coal-Fired Power Plants in Pennsylvania

November 14, 2014

Paul Hastings Represents Ogden CAP Properties, LLC in Purchase of
Washington, D.C. Apartment Complex

November 10, 2014

Paul Hastings Represents Putnam Holding Company in Sale of Portfolio of New
York Multifamily Residential Properties

May 27, 2014

Paul Hastings Practices and Lawyers Score Top Rankings in Chambers USA
2014

November 08, 2013

Paul Hastings Advises Sekisui House on Launch of U.S. Residential
Development Projects

May 29, 2013

Paul Hastings Represents Shuanghui International Holdings Limited in US \$7.1
Billion Acquisition of Smithfield Foods

May 27, 2013

Paul Hastings Employment Practice Honored with Chambers "Award for
Excellence" and Firms Leading Practices and Lawyers Ranked in Chambers
USA 2013

July 02, 2012

Paul Hastings Represents Klune Industries in Sale to Precision Castparts Corp.

June 07, 2012

Paul Hastings Excels in Chambers USA 2012 Guide

January 18, 2012

Paul Hastings Advises Sekisui House on U.S. Acquisition

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September 15, 2011

Paul Hastings Represents Idaho Wind Partners In Renewable Energy Credit
FERC Decision

June 10, 2011

Paul Hastings Excels in Chambers USA 2011 Guide

March 01, 2011

Paul Hastings Advises TPG Capital on Acquisition of Catellus Properties from
ProLogis

June 14, 2010

Paul Hastings Garners Top Rankings in Chambers USA 2010 Guide

July 06, 2009

Paul Hastings Represents Medline Industries in City of Chicagos Purchase of
Michael Reese Hospital Site

December 11, 2007

Paul Hastings Advises Con Edison in \$1.477 Billion Sale of Generation Projects
to North American Energy Alliance

July 27, 2007

Paul Hastings Represents Reliance Communications Ltd. in its Largest
Acquisition to Date

August 30, 2006

Paul Hastings Represents AIG Highstar in \$470 Million Acquisition of Advanced
Disposal Services

Insights

September 21, 2018

Cookie Cutter Environmental Diligence Doesn't Cut It Anymore

May 24, 2018

Sophisticated Developers Know How to Assess and Manage Vapor-Intrusion
Risk

March 20, 2018

Tom Munteer (Continued)

Lenders' Environmental Due Diligence

March 08, 2018

The Floods Are Coming. What More Will Investors Be Told?

July 10, 2017

Practitioner Insights: Hazardous Waste Reforms Not in Trump's Sights

June 01, 2017

Wind Resistant: Environmental liability risks persist despite change in administration

April 03, 2017

Sustainability in the Trump Era: Corporate, Global, and Enforcement Perspectives

July 01, 2016

Avoid Five common mistakes in contract environmental clauses

May 25, 2016

Informing Investors of Climate Risk: The Impact of Securities Laws in the Environmental Context

November 30, 2015

EPA's Coal Ash Rule: Implications for Regulated Entities, Results for the Environment

March 30, 2015

Rules Governing Fracturing Conducted on Federal Lands Become Effective
June 24

August 04, 2014

Seven Environmental "Do's" and "Don'ts" for Private Equity Investors

January 01, 2012

Finding Fault With Fracking

November 04, 2011

Environmental Risk: 10 Myths

January 01, 2011

Tom Munteer (Continued)

Obama Administration Efforts to Control Stationary Source Greenhouse Gas Emissions Through Rulemaking

February 11, 2010

SEC Issues Guidance Regarding Disclosure of Climate Change Risks

December 17, 2009

California Issues Preliminary Draft Regulation for a Greenhouse Gas Cap-And-Trade Program

August 21, 2009

Avoiding Ghosts of Christmases Yet to Be

April 22, 2009

Proposed EPA Rule Would Lay Foundation for Federal Cap-and-Trade System

January 01, 2009

Comprehensive Federal Legislation to Regulate Greenhouse Emissions

April 28, 2008

Disclosing Risks of Climate Change in SEC Filings

March 03, 2008

Disclosing Effects of Climate Change in Energy, Financial Companies' 10-K's
BNA's Daily Environment Report. March 3, 2008.

January 07, 2008

Are Consumers Savvy About Carbon Neutral and Green Energy Marketing Claims?

June 27, 2007

U.S. Supreme Court Affirms Superfund Cost Recovery Right for Volunteers

April 24, 2007

Navigating the Current of Federal Wetlands Cases

August 18, 2005

So You're Responsible for Your Company's Obsolete Electronic Product Management Program

December 20, 2004

Tom Munteer (Continued)

The Supreme Courts Decision in Cooper v. Aviall: How Will It Affect
Environmental Site Investigations, Cleanups and Litigation?

June 27, 2004

Rules for Conducting Environmental Due Diligence Slated for Change

Rankings & Awards

April 26, 2019

Recognized by Chambers USA 2019

May 15, 2018

Recognized by Chambers USA 2018

June 05, 2017

Recognized by Chambers USA 2017

June 08, 2016

Recognized by Chambers USA 2016

May 29, 2015

Williams Institute Recognizes Tom Munteer for Excellence in Service

May 18, 2009

Thomas Munteer Receives 2009 Distinguished Adjunct Teaching Award