



Thomas J. Hutchison



Tom Hutchison is a Shareholder at GableGotwals, where his practice focuses on business transactional matters, including commercial lending and corporate finance, mergers and acquisitions, energy and natural resources, securities/capital markets, joint ventures, and corporate governance.

He regularly represents financial institutions and borrowers on complex commercial lending transactions. A significant portion of his practice is dedicated to representing buyers and sellers of businesses or significant assets in M&A transactions. He also regularly represents both capital providers (including family offices and venture capital investors) and companies in need of capital in public and private debt and equity offerings. In addition to specific transactional engagements, Tom acts as an outside general counsel to many of his clients, advising on day-to-day legal and business matters.

Tom is a member of the Firm's Board of Directors. His civic and community activities include serving as Board President of the Food Bank of Eastern Oklahoma and as a member and as chairperson for the George M. Sutton Avian Research Center's "Wild Brew" event committee. In addition, he is the former chairperson of the Tulsa County Bar Association's Corporate Counsel Section and is an alumnus of Leadership Tulsa (Class 50).

Representative Experience:

Tom's recent experience includes:

LENDING/FINANCE

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Shareholder

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PRACTICE AREAS

- Banking & Financial Institutions
- Commercial Law
- Corporate Finance
- Corporate & Securities Law
- Energy, Oil & Gas
- Healthcare
- Native American and Gaming Law
- Mergers & Acquisitions
- Real Estate
- Data Centers

EDUCATION

- J.D., with honors, University of Oklahoma College of Law
- ~ Order of the Coif
- ~ Oklahoma Law Review
- A.B. cum laude in Economics and History, Dartmouth College

- Representing borrowers and lenders in bilateral and syndicated lending transactions ranging from under \$1 million to in excess of \$2 billion, including the following:
 - Representation of MidFirst Bank, as Administrative Agent and lead lender, in \$1 billion oil and gas reserved based syndicated credit facility provided to Mach Natural Resources, LP in connection with its initial public offering.
 - Representation of OGE Energy Corp. and its subsidiary, Oklahoma Gas and Electric Company, as sole and lead counsel in two new unsecured five-year revolving credit facilities with a combined borrowing capacity of \$1.1 billion.
 - Serving as lead counsel to the agent bank in the negotiation and documentation of a \$250 million syndicated cross-border credit facility to publicly traded energy/industrial engineering and fabrication company, including swingline, letter of credit and foreign currency sub-facilities.
- Lead counsel to financial institution in multiple real estate financing transactions (including acquisition and construction loans) with an aggregate value in excess of \$150 million over a 12-month period.
- Representation of Native American tribe in connection with syndicated credit facility providing for revolving and term loans in an aggregate amount of \$175 million.
- Representation of OGE Energy Corp. in connection with multiple financing transactions, including \$1 billion unsecured delayed draw term loan in March 2020.
- Representation of ONEOK, Inc. in connection with numerous financing transactions, including its \$1.5 billion delayed-draw term loan facility and its \$2.5 billion revolving credit facility entered into in connection with its acquisition of all limited partnership units in ONEOK Partners, L.P. that it did not previously own.
- Review and negotiation of commodity and interest rate ISDA forms and intercreditor agreements for financial institutions and end users.
- Representation of financial institutions and borrowers in connection with negotiation and issuance of letters of credit.

CORPORATE/M&A

- Representation of Alliance Resource Partners, L.P. in its acquisition of AllDale Minerals III, LP and AllDale Minerals IV, LP, an oil and gas mineral and royalty acquisition company that holds vast acreage across the Permian, Anadarko, Bakken, and Haynesville basins, for approximately \$206.2 million.
- Representation of Boardwalk Pipeline Partners, LP in connection with its acquisition of the interstate Bayout Ethane pipeline from a subsidiary of The Williams Companies, Inc., for \$347.6 million.
- Representation of privately held Arkansas based plumbing services and supply company in its sale to a Dallas based private equity firm.

Thomas J. Hutchison

- Representation of privately-held pipeline services company in connection with acquisition of strategically important patents and related technology portfolio.
- Representation of ONEOK, Inc. in sale of natural gas gathering and processing system in Central Kansas to Superior Pipeline Company, L.L.C.
- Representation of Contango Oil & Gas Company in \$58 million purchase of oil and gas properties in the Big Horn, Permian, and Powder River Basins via a bank owned liquidation of assets.
- Representation of Grace Hospice of Oklahoma in its sale to LHC Group, Inc., a publicly-traded home healthcare services company.
- Representation of Magellan Midstream Partners, L.P. in connection with the sale of three marine storage terminals in Connecticut, Delaware, and Louisiana to Buckeye Partners, L.P. for \$250 million.
- Representation of ownership group in sale of single-asset real estate investment entity for total consideration in excess of \$65 million.
- Representation of Alliance Resource Partners, L.P. in \$145 million acquisition of oil and gas mineral and royalty interests in the Permian Basin.
- Representation of Mid-Con Energy Partners, LP in \$60 million sale, and concurrent \$27.5 million purchase, of oil and gas properties in Oklahoma and Texas.
- Representation of Magellan Midstream Partners, L.P. in connection with joint venture for the construction and operation of a marine storage facility in the Houston Ship Channel.
- Advising executives/founders of private-equity backed E&P, midstream and water supply/disposal companies in connection with the negotiation of employment and sponsor investment documents.

CAPITAL MARKETS/SECURITIES

- Representation of OGE Energy Corp. ("OGE Energy") and its subsidiary, Oklahoma Gas and Electric Company ("OG&E") in two credit facilities due June 12, 2031, with a combined \$1.3 billion value.
- Representation of ONEOK, Inc. in its public offering of \$3.0 billion, consisting of \$750 million 4.950% senior notes due 2032, \$1.0 billion 5.400% senior notes due 2035, and \$1.25 billion 6.250% senior notes due 2055.
- Representation of OGE Energy Corp. in its public offering of \$350 million of senior unsecured notes due May 15, 2029.
- Representation of ONEOK, Inc. and ONEOK Partners, L.P. in multiple public offerings of debt and equity, including ONEOK, Inc.'s public offering of \$5.25 billion public offering of senior notes in August of 2023 in connection with its acquisition of Magellan Midstream Partners, L.P.
- Representation of each of Oklahoma's three largest regulated utilities (Oklahoma Gas and Electric Co., Public Service Company of Oklahoma, and Oklahoma Natural Gas) as Oklahoma counsel in connection with three separate securitization transactions (with proceeds to the utilities of approximate \$750 million, \$1.338 billion, and \$686 million, respectively) involving the issuance by the Oklahoma Development Finance Authority (ODFA) of Ratepayer-Backed Bonds Issued to recover certain costs incurred as a result of Winter Storm Uri in February 2021.
- Representation of Oklahoma Gas and Electric Co. in the issuance of \$450 million in aggregate principal amount of 5.4% Senior Notes, Series due January 15, 2033.
- Representation of Unit Corporation in connection with registered exchange offer for any and all of its outstanding 6.625% Senior Subordinated Notes due 2021.
- Representation of ONE Gas, Inc. in connection with its \$400 million public offering of senior notes in November 2018.
- Representation of Unit Corporation in connection with its \$100 million at-the-market equity program in April of 2017.

Thomas J. Hutchison

- Representation of Mid-Con Energy Partners, LP, in its initial public offering of common units representing limited partner interests, including preparation of registration statement on Form S-1, formation of new limited partnership and general partner entities, structure of public offering, NASDAQ listing, and associated due diligence.
- Representation of publicly traded companies in connection with periodic reporting obligations and filings under the Securities Exchange Act of 1934.
- Representation of non-profit hospitals and universities in tax exempt bond issuances ranging from \$30 million to \$200 million.
- Representation of a Fortune 1000, Oklahoma-based provider of natural gas distribution services in the public offering of over one million shares.

ADMISSIONS

- Oklahoma

PROFESSIONAL AFFILIATIONS

- American Bar Association
- Oklahoma Bar Association
- Tulsa County Bar Association

RECOGNITION HIGHLIGHTS

Best Lawyers, 2018-2021, 2023-2027

Banking and Finance Law

Corporate Law

Real Estate Law

Chambers USA, 2023-2026

Oklahoma Ranked Individual – Corporate/Commercial (Band 3)

IFLR1000, 2022-2024

Highly Regarded Oklahoma Attorney – Banking

Super Lawyers, 2023-2025

Rising Stars, 2011-2021

Business/Corporate

Banking

Mergers & Acquisitions

Securities & Corporate Finance