

Hilary Soileau

Associate

Houston
+1.713.815.7362

Hilary.Soileau@klgates.com

OVERVIEW

Hilary Soileau is an associate and a member of the Energy Assets and Transactions practice group. Hilary's practice focuses on the development of energy projects globally, guiding clients through the legal, operational, and commercial issues that arise from origination through operation. She has represented clients in energy services, logistics, and project development contract negotiations across the United States, Australia, Asia, and Africa.

Hilary came to the transactional practice with a breadth of litigation and dispute resolution experience, which provides her a distinct perspective in drafting contracts and advising on contract execution and implementation.

PROFESSIONAL BACKGROUND

Hilary came to the firm from a project management and engineering company in Perth, Western Australia, where she managed and negotiated contracts from tender through execution for energy development across Australia and Africa. Prior to that, Hilary worked as a client contracts analyst for a global energy technology company, drafting and negotiating contracts for services to oil and gas, mining, hydrogen, ammonia, geothermal, and carbon capture and sequestration projects across Australasia.

Before transitioning to the commercial side of the energy industry, Hilary spent three years at a full-service oil and gas law firm in Houston, Texas, where she handled matters related to domestic onshore and offshore upstream, midstream, and downstream operations.

ACHIEVEMENTS

- Recognized by *The Legal 500 United States* as a Recommended Lawyer
  - Shipping - Litigation and Regulation, 2026
  - Energy Regulation: Oil and Gas, 2024

SPEAKING ENGAGEMENTS

- Speaker, "The US LNG Buildout: Energy Security and the Next Wave of Projects", Breakbulk Americas 2026, 22 September 2026
- Speaker, "LNG Bunkering Panel", Houston International Maritime Conference, Port Houston, 4 November 2025

EDUCATION

- J.D., University of Oklahoma College of Law, 2017
- B.A., Louisiana State University, 2014

ADMISSIONS

- Bar of New York
- Bar of Texas

THOUGHT LEADERSHIP *POWERED BY HUB*

- 11 March 2026, EU Industrial Maritime Strategy and EU Ports Strategy: Opportunities and Regulatory Exposure for Maritime and Infrastructure Investors

OTHER PUBLICATIONS

- Co-Author, “LNG Project Challenges: Construction and Operational Disputes,” *Institute for Energy Law 76th Annual Energy Law Conference*, February 2025
- Co-Author, “Sustainable Aviation Fuel Needs a Moment, Even As It Is Having a Moment,” *Institute for Energy Law – The Energy Dispatch,* July 2024

NEWS & EVENTS

- 5 March 2026, K&L Gates Advises Peoria Resources in Acquisition of Oil and Gas Hedge Portfolio
- 4 November 2025, Houston International Maritime Conference 2025-LNG Bunkering Panel, Hosted by Port Houston
- 1 April 2025, K&L Gates Represents JAPEX in Equity Investment in E&P Peoria
- 8 October 2024, IADC Contracts and Risk Management, Hosted by International Association of Drilling Contractors

AREAS OF FOCUS

- Energy Assets and Transactions
- Construction and Infrastructure Project Funding
- Energy Finance
- Maritime Transactions and Finance

INDUSTRIES

- Energy
- Liquefied Natural Gas
- Maritime
- Offshore Construction
- Offshore Wind Energy
- Oil and Gas
- Renewables
- Transportation and Logistics

REPRESENTATIVE EXPERIENCE

Energy Projects - Transactional

- Performed due diligence for the asset purchase agreement for investment in an LNG facility in the Gulf of Mexico and related offtake allocation assessing operational agreements for offtake, terminal use, and gas supply
- Performed due diligence for the acquisition of an oil and gas exploration and production operator and management company assessing transfer of oil and gas property interests
- Advised on the nomination of a shipper and agent within the European Federation of Energy Traders on behalf of a US-based natural gas seller to deliver natural gas into an Italian pipeline
- Negotiated an amended and restated mid-term Texas crude sale and purchase agreement
- Drafted an SPA for the spot sale of Iraqi Basrah crude
- Managed the RFP process, including negotiation of long-term LNG SPA terms, for a Colombian LNG FSRU operator importing LNG

- Advised a multinational banking entity on the negotiation of multiple loan-linked, financially settled, commodity ISDAs with pari passu security assurances
- Advised an LNG marketing entity on its entry into the LNG bunkering market, including advice related to LNG trucking service contracts and form of truck-to-ship bunkering terms and conditions
- Performed due diligence of gas sale agreements with state-owned entities in APAC related to acquisition of gas assets by an Indonesian oil and gas company
- Advised a geothermal company on consulting and other services agreements related to engineering, testing, and production of first-of-its-kind technology
- Negotiated an Outer Continental Shelf Advisory Board form of Decommissioning Credit Support Agreement in connection with a minority investment in United States offshore oil and gas assets by a foreign purchaser
- Negotiated loan-linked, financially settled, energy commodity ISDAs on behalf of a Texas oil and gas exploration and production company in connection with multiple acquisitions of oil and gas assets
- Negotiated an Energy Supply Agreement and related ISDAs with a wholesale natural gas provider on behalf of a retail gas marketer
- Represented a global shipping company in negotiating an LNG master bunker services agreement with a European seller
- Managed the RFP process, including the negotiation of long-term LNG SPA terms, for a Guatemalan LNG FSRU operator importing LNG
- Advised a European LNG-to-power plant operator on long-term LNG supply strategy in advance of expiration of existing LNG supply agreement
- Advised a trading house on form of bilateral LNG MSPA
- Advised a minority investor on the investment and shareholder agreement of one of the first LNG deepwater ports in the United States and performed related due diligence
- Advised a foreign client on governmental requirements related to credit support of LNG deepwater port and negotiate with co-investors related to same
- Negotiated multiple MSPAs for the purchase of LNG on behalf of one of the largest LNG importers in the world

Power Projects – Transactional

- Negotiated loan-linked, financially settled, energy commodity ISDAs on behalf of an independent power producer in connection with financing of multiple projects
- Negotiated a power purchase agreement from a 250 MW natural gas power plant located in Colorado with a leading independent energy and commodity group on behalf of an independent power producer

- Negotiated ISDA and confirmations for revenue swaps associated with financing a 200 MW / 400 MWh standalone battery energy storage system (BESS) located in Texas
- Drafted and negotiated a long-term production tax credit sale for credits associated with energy production from a first-of-its-kind, restarted, nuclear power plant project
- Advised on the corporate governance process to require a manager to transfer production tax credits allocated to joint venture partners
- Negotiated a 16-year, fixed-price tolling agreement with a utility company to convert a 700 MW power facility in Washington state from coal to natural gas
- Supported a renewable energy company in its response to a request for proposal from an electric company, including consulting on deal structure and drafting and negotiating letters of intent and term sheets for renewable natural gas supply agreements, non-disclosure agreements, exclusivity agreements, joint development agreements
- Prepared a solar energy project's response to an OGE request for proposal for ISDA form for power capacity trading in the Southwest Power Pool
- Negotiated ISDA for power capacity sell

Alternative Fuels

- Represented a global shipping company in drafting and development of form green methanol purchase agreements and negotiation of green methanol purchase agreements with producers across Asia and Europe, including logistics arrangements for bunkering
- Drafted document suite of forms for spot purchases and sales of marine fuels, including green methanol and biofuels
- Advised a shipping company on long-term heavy waste tire pyrolysis oil SPA with deliveries in Europe and Asia
- Advised on legal liability, customs, taxes, corporate structuring, and maritime regulation related to establishing an LNG bunkering business off the coast of the United States
- Advising a project developer on the project development and offtake related to a liquid hydrogen project in Arizona

Marine Operations and Transactions

- Drafted and supported in negotiation of a tug services agreement and associated documents on behalf of an LNG producer and terminal operator in support of a request for proposal of tug services at an LNG facility in Louisiana
- Advised a project company with a Guam government contract for port development on the purchase and registration with the NVDC of barges to support the construction, including advice related to the international transit of the barges for the shipyard

- Advised a high-net-worth individual regarding registration of a yacht with Marshall Islands registry, including formation of a Marshall Islands entity
- Advised an energy marketer regarding regulatory compliance and legal risk related to handling LNG purchases and sales in multiple states across the US Gulf Coast
- Advised a military contractor on Marshall Islands vessel registration to maintain adequate confidentiality
- Managed drafting, negotiation, and execution of charterparty and affreightment contracts on behalf of an independent upstream oil and gas company in exploration of an untested sub-Saharan Africa conventional gas-condensate prospect and advised on the impact of COVID-era logistics issues, including all related port fees and customs issues
- Reviewed and revised marine cargo forms for an LNG export facility, including the operations logbook, bill of lading, certificates of quantity and origin, and cargo manifest
- Represented a purchaser of fleets of tugs and barge in the purchase and transfer of registration with the US Coast Guard National Vessel Documentation Center and the Surface Transportation Board
- Drafted and supported negotiation of a tug services agreement and associated documents on behalf of an LNG producer and terminal operator in support of a request for proposal of tug services at an LNG facility in Mexico
- Drafted and supported in negotiation of a tug services agreement and associated documents on behalf of an LNG producer and terminal operator in support of a request for proposal of tug services at an LNG facility in Gulf of Mexico and negotiated project coordination agreement on behalf of an LNG terminal marine operator with lenders and tug services provider for the financing of purpose-built LNG terminal tugs
- Represented a biotech company in developing a form charter party agreement
- Reviewed and revised consents to assign bunkering services agreements and related guarantees
- Drafted and negotiated charter party and contract of affreightment on behalf of an aluminum company as part of development of a recycling and rolling facility
- Drafted and negotiated charter party and contract of affreightment for transportation of heavy freight on behalf of a wind energy developer
- Represented a seller of a mega yacht in the sale and transfer of registration with the Cayman Islands
- Represented a salt producer in negotiation of an inland barging charter agreement
- Advised a US shipping and navigation company on regulatory, commercial, and operational considerations of converting vessels to LNG bunkering from the construction through operational stages and including tariffs and customs issues
- Advise related to the applicable legal regime for a foreign-flagged mobile offshore drilling unit in the Gulf of Mexico
- Represented a bank in financing LNG tug construction

- Drafted a legal opinion on the enforceability of the contractual obligations of a marine terminal operator in tug services agreement pursuant to federal maritime law on behalf of an LNG producer and terminal operator in support of financing.
- Represented a US-flag shipping, fleet management, and marine personnel company in refinancing, including financing of new vessels, and drafted legal opinion related to interpretation of federal maritime law

Liquefied Natural Gas (LNG)

- Advised an FSRU owner in the drafting and negotiation of the terminal rules, terminal use agreements, and gas supply agreements for a liquefied natural gas terminal in the Dominican Republic
- Negotiated terms of a mid-term LNG offtake agreement on behalf of a Baltic energy portfolio
- Represented the buyer in the review and negotiation of a master LNG sale and purchase agreement with a state-owned entity
- Supported an infrastructure finance company in due diligence review of LNG pipeline access, tariffs, and connectivity
- Part of the due diligence team for an asset purchase agreement for investment in an LNG facility in the Gulf of Mexico and related offtake allocation assessing operational agreements for offtake, terminal use, and gas supply
- Consulted on contractual and regulatory issues related to extended force majeure at an LNG terminal on the Gulf of Mexico
- Represented a purchaser of LNG in amending a long-term sale and purchase agreement
- Represented an offtaker in drafting and advising on a long-term LNG sale and purchase agreement with an affiliate in Canada

Other Energy Project Development

- Drafted a natural gas transportation agreement, NAESB for gas purchase, and water services agreement on behalf of an aluminum manufacturing plant seeking to have interconnection built for its facility
- Represented a pipeline operator in drafting a pipeline operation and maintenance contract for the conversion of a crude oil pipeline to a CO2 pipeline and subsequent operation and maintenance
- Advised on the incorporation of an offshore drilling company and organization of commercial relationships and contracts with operators and charter vessels
- Updated an exploration and production company's templates for goods and services agreements
- Managed tender, drafting, negotiation, and execution of air transportation and services contracts on behalf of an independent oil and gas company in exploration in Australia's Northern Territory, including drafting requests for proposal

- Managed drafting, negotiation, and execution of air and land transportation, engineering, and services contracts on behalf of an independent oil and gas company in exploration of an untested sub-Saharan Africa conventional gas-condensate prospect and advised on the impact of COVID-era logistics issues, including advising on contract strategy to account for various stages of financing
- Drafted and negotiated a purchase and sale agreement for oil and gas assets across the United States and advise on impact of a previous owner's bankruptcy filings
- Performed a risk analysis of contract obligations to advise on insurance procurement on behalf of an independent oil and gas company in exploration of an untested sub-Saharan Africa conventional gas-condensate prospect
- Advised on multijurisdictional issues, including customs, visas, and taxes, on behalf of an independent oil and gas company in exploration of an untested sub-Saharan Africa conventional gas-condensate prospect
- Represented a global energy technology company in drafting of procurement contracts to pass through risk and obligation to subcontractors in back-to-back agreements across oil and gas, mining, and new energy industries
- Counseled technical teams on contract performance during handover from technical sales
- Advised senior stakeholders at an energy technology company on legal and business development strategies surrounding price increases and client mergers and acquisitions
- Represented a global energy technology company in negotiation and drafting of more than 100 master services agreements, integrated services and consulting agreements, rig contracts, contract assignments and novations, and confidentiality agreements with clients from oil and gas, mining, and new energy industries, including drafting and submission of proposals in response to RFPs and collaborating with technical sales and health, safety, and environment teams to customize corporate standards for particular scopes
- Drafted joint operating agreements for oil and gas operators in the United States and advised key stakeholders on operational compliance and application of course of performance doctrine to impact contract interpretation with regard to joint operating agreements
- Drafted gas transportation and processing agreements
- Drafted lessons-learned reports on contract performance that resulted in dispute resolution proceedings regarding accounting issues in operating agreement and transition services agreements
- Represented a seller of compressed natural gas in drafting and negotiating a fuel supply agreement with a foundational customer pre-financing
- Consulted on federal regulatory matters, including decommissioning, surface use, abandonment, and significant sediment areas
- Advised on transfer ownership of federal offshore oil and gas leases and related operator transition and approval

- Advised on reporting and responses investigations to BSEE, US Coast Guard, and OSHA regarding incidents at various offshore oil and gas operations
- Negotiated and drafted a development agreement and related shoreside lease with a government entity on behalf of an offshore wind company
- Reviewed commercial contracts impacted by loan winddown for an offshore wind project and advised lender on avenues to exit agreements and potential liabilities related to same
- Negotiated and documented energy commodity purchase agreements, including power, oil and gas, and renewable energy certificates, contracted under customized agreements and/or using industry forms such as ISDA and NAESB for multiple energy marketing entities
- Negotiated trade financing of crude oil on behalf of a broker and petroleum management company
- Developed and drafted a suite of form energy commodity purchase agreements, including power, oil and gas, and renewable energy certificates, contracted under customized industry forms such as ISDA and NAESB
- Draft NAESB form for interruptible power purchase