



## **Jason M. Jean**

Partner

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### **About Jason**

Jason Jean is experienced in advising public and private businesses, including private equity investors, in the financial services sector, upstream and midstream energy sector, and other sectors with respect to mergers and other business combinations, asset and stock purchases and sales, restructurings and joint ventures. Jason also advises businesses in private capital markets transactions, including Rule 144A private placements and PIPEs, and public capital market transactions listed on national securities exchanges. His capital markets experience extends to representation of issuers, underwriters and placement agents on a variety of debt and equity offerings, including initial public offerings. Jason's practice also includes advising businesses on corporate governance and compliance issues.

### **Recent Notable Matters**

***Cactus, Inc.*** — acquisition of FlexSteel Technologies Holdings, Inc. and certain of its affiliates

***Sable Offshore Corp.*** — purchase from Exxon Mobil Corporation of the Santa Ynez field in Federal waters offshore California and associated onshore processing and pipeline assets, including pipeline assets acquired by Exxon Mobil from Plains Pipeline L.P. and the proposed merger with Flame Acquisition Corp., a special purpose acquisition entity

***Allegiance Bancshares, Inc.*** — proposed \$853 million merger with CommunityBank of Texas

***Altus Midstream Company*** — combination of Altus Midstream Company (NASDAQ: ALTM) and privately-owned BCP Raptor Holdco LP (BCP) in an all-stock transaction. BCP is the parent company of EagleClaw Midstream, which includes EagleClaw Midstream Ventures, the Caprock Midstream and Pinnacle

Midstream businesses, and a 26.7% interest in the Permian Highway Pipeline. The combination forms the largest integrated midstream company in the Delaware Basin with an estimated enterprise value of \$9 billion at announcement.

**Holly Energy Partners, L.P.** — in a set of transactions under which Holly Energy Partners, L.P. (NYSE: HEP) and HollyFrontier Corporation (NYSE: HFC) will acquire Sinclair Transportation Company and Sinclair Oil Corporation, respectively, from The Sinclair Companies for a combined value at announcement of approximately \$2.6 billion

**Pioneer Natural Resources Company** — sale of approximately 20,000 net acres in western Glasscock County to Laredo Petroleum, Inc. for a combination of cash and LPI common stock

**Juniper Capital Advisors, L.P.** — investment in Penn Virginia Corporation (NASDAQ: PVAC) with a value of \$188.4 million, including: i) a cash investment of \$150 million and ii) a contribution of complementary oil and gas assets, resulting in Juniper-affiliated entities owning approximately 59 percent of the equity of Penn Virginia through a Penn Virginia subsidiary, in an up-C structure

**TC Energy Corporation** — approximately \$1.275 billion sale of US midstream assets held by its subsidiary, Columbia Midstream Group, to a subsidiary of UGI Corporation

**Prosperity Bancshares, Inc.** — \$2.1 billion acquisition of LegacyTexas Financial Group, Inc., which is the second largest bank merger in the history of Texas. Awarded 2020 M&A Transaction of the Year by The Texas Lawbook and the Houston Chapter of the Association of Corporate Counsel.

**Apache Corporation** — creation of \$3.5 billion midstream company with Kayne Anderson Acquisition Corp., forming the only publicly traded, pure-play Permian Basin midstream company that is a C-corporation

**Kinder Morgan, Inc.** — in its (i) acquisition of landfill assets from MAS CanAm, LLC, consisting of a renewable natural gas facility in Arlington, Texas and medium Btu facilities in Shreveport, Louisiana and Victoria, Texas for consideration of \$355 million, (ii) \$1.225 billion acquisition of Stagecoach Gas Services LLC, a natural gas pipeline and storage joint venture between Consolidated Edison, Inc. and Crestwood Equity Partners LP, (iii) final investment decision between Kinder Morgan Texas Pipeline LLC and an affiliate of EagleClaw Midstream Ventures, LLC to proceed with the approximately \$2.0 billion Permian Highway Pipeline Project, designed to transport up to 2.0 billion cubic feet per day of natural gas, (iv) final

investment decision between Kinder Morgan Texas Pipeline LLC, DCP Midstream, LP and an affiliate of Targa Resources to proceed with the \$1.7 billion Gulf Coast Express Pipeline Project, designed to transport up to 1.92 billion cubic feet per day of natural gas, (v) strategic venture with Brookfield Infrastructure Partners LP in respect of Natural Gas Pipeline Co. of America LLC (NGPL) (inclusive of existing debt, the transaction equated to a total enterprise value for NGPL of approximately \$3.4 billion), (vi) acquisition of Hiland Partners for approximately \$3 billion, and (vii) strategic venture pursuant to which The Southern Company acquired from Kinder Morgan a 50 percent equity interest in Southern Natural Gas (inclusive of existing debt, the transaction equated to a total enterprise value for Southern Natural Gas of approximately \$4.15 billion)

**Pioneer Natural Resources Company** — divestiture of its pressure pumping assets to ProPetro Holding Corp. in exchange for total cash and stock consideration of \$400 million and entry into a 10 year pressure pumping and related services agreement with ProPetro

**HPS Investment Partners, LLC and Kingfisher Midstream, LLC** — merger agreement between Kingfisher, Silver Run Acquisition Corporation II and Alta Mesa Holdings, LP to combine and form Alta Mesa Resources, Inc.

**Allegiance Bancshares Inc.** — the holding company of Allegiance Bank, a Texas state bank headquartered in Houston, Texas, in its (i) initial public offering, which was the *Houston Business Journal's* 2015 Banking & Finance Deal of the Year, (ii) acquisition of Farmers & Merchants Bancshares, Inc. and its wholly owned subsidiary, Enterprise Bank, (iii) acquisition of Independence Bank, N.A., and (iv) \$40 million offering of fixed-to-floating rate subordinated notes due 2027

**Baker Hughes Incorporated** — in its (i) acquisition of Weatherford International Ltd.'s pipeline and specialty services business for \$250 million and (ii) strategic subsea production alliance with Aker Solutions ASA

**HPS Investment Partners, LLC** — in connection with its convertible preferred stock and senior notes recapitalization of (and multiple follow-on investments in) the parent of Alta Mesa Holdings, LP, an oil and gas acquisition, exploitation and production company, and subsequent preferred stock investment by Bayou City Energy

**Holly Energy Partners, L.P.** — (i) formation of a 50/50 joint venture, Cushing Connect Pipeline & Terminal LLC, with Plains All American Pipeline, L.P. for the purpose of owning and operating a crude oil terminal in

Cushing, Oklahoma and constructing, owning and operating a crude oil pipeline from Cushing, Oklahoma to Tulsa, Oklahoma and (ii) \$250 million acquisition from Plains All American Pipeline, L.P. of the 50 percent and 75 percent interest in Frontier Aspen LLC and SLC Pipeline LLC, respectively, that Holly Energy Partners did not already own

**Castleton Commodities International LLC** — equity investment by Tokyo Gas America Ltd. in a subsidiary of Castleton Commodities International, Castleton Resources LLC, which owns upstream oil and gas assets in East Texas

**Underwriters Counsel for Spirit of Texas Bancshares, Inc.** — \$48.3 million initial public offering of common stock

**Prosperity Bancshares, Inc.** — the holding company of Prosperity Bank, a Texas state bank headquartered in Houston, Texas, in its acquisition of Tradition Bancshares, Inc. and its wholly owned subsidiary, Tradition Bank, for cash and stock consideration valued at \$77 million; transaction was a *Houston Business Journal* 2015 Deal of the Year finalist

**CommunityBank of Texas** — its holding company in the holding company's acquisition of MC Bancshares, Inc. and its wholly owned subsidiary, Memorial City Bank

**Conflicts committee of the general partner of Western Refining Logistics, LP** — in separate acquisitions from Western Refining Logistics, LP's sponsor, Western Refining, Inc., of (i) transmission pipelines and storage tanks for cash and equity consideration valued at \$180 million; and (ii) the sponsor's southwest fuel wholesale business for cash and equity consideration valued at \$360 million, and in its entry into various commercial contracts in connection with the foregoing

**Alinda Capital Partners** — acquisition of a 50 percent interest in the entity that owns the general partner of Martin Midstream Partners L.P.

**Sandler O'Neill & Partners, LP** — in the initial public offering of Green Bancorp, Inc., the holding company of Green Bank, N.A., a national bank headquartered in Houston, Texas

**Veritex Holdings, Inc.** — the holding company of Veritex Community Bank, a Texas state bank headquartered in Dallas, Texas, in its initial public offering

## **Publications and Speeches**

“I-P-Whoa: Crash Course in Going Public”, Southwest Association of Bank Counsel Annual Convention, September 26, 2019.

## **Education**

University of Houston Law Center, J.D.  
2004 – *cum laude*

The University of Texas at Austin, B.S.  
2000

## **Noteworthy**

*Chambers Global*, Energy: Oil & Gas (Transactional), 2022

*Chambers USA*, Nationwide Energy: Oil & Gas (Transactional), 2021 - 2022

*The Legal 500 United States*, M&A - Large Deals (\$1+ Billion), 2016 - 2019; Capital Markets: Equity Offerings, 2016

Euromoney Institutional Investor PLC, *IFLR1000 Financial & Corporate and M&A Guide*, 2019 - 2023

Thomson Reuters, *Texas Super Lawyers*, Texas Rising Star, 2010, 2017 - 2018

University of Houston Law Center, *Houston Law Review*, Associate Editor

University of Houston Law Center, *Order of the Barons*

## **Affiliations**

State Bar of Texas

Houston Bar Association

## **Bar Admissions**

Texas