O'Melveny

Arthur V. Hazlitt

Partner

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Arthur Hazlitt advises clients in connection with tax issues relating to mergers and acquisitions, capital markets, real estate, bankruptcies and energy transactions. Arthur was previously the chair of LeBoeuf, Lamb, Greene & MacRae's and co-chair of Dewey & LeBoeuf's Tax Departments, and has been practicing tax law for over 30 years.

Arthur helps clients structure, plan, and negotiate all tax aspects of US and international taxable and tax-free mergers, acquisitions, leveraged buyouts, spin-offs and joint ventures for clients ranging from multibillion dollar Fortune 500 companies to small start-up ventures. He also provides tax counseling for corporate workouts and bankruptcies (including prepackaged bankruptcies) for large publicly traded and private entities, multinational real estate holding companies, partnerships and start-up high-tech joint ventures. Much of Arthur's transactional tax planning, acquisition and bankruptcy related activities have involved working with utilities, energy and infrastructure related companies and business. Arthur represents publicly traded REITs in connection with their formation, compliance, and capital market transactions. He represented an offshore investment group in connection with their establishment of a $10 billion commercial property REIT and continues to represent them with their ongoing REIT compliance issues. Arthur also regularly represents financial advisors in connection with REIT drop/spin transactions.

Arthur has more than 20 years of experience advising clients in connection with the structuring and funding of projects involving renewable and clean energy, including energy related to wind, solar, geothermal and other alternative sources.

Admissions

Bar Admissions

New York

Education

St. John's University School of Law, J.D., 1983; American Jurisprudence Award; Moot Court Junior Bar

St. John's University, B.S., 1980: *summa cum laude*; Beta Gamma Sigma, Omicron Delta Epsilon; President's Award for Excellence in Accounting

Arthur's capital markets counseling work includes advising clients in connection with public and private debt and equity offerings, REITs, the use of derivatives, and the tax benefits of issuing contingent and convertible securities. He also has significant experience counseling clients in connection with private placements and financing transactions (including bank and non-bank lending, and securitization transactions). Arthur is recognized as a leading expert in the development of hybrid and other specialty financial products used to raise capital in the insurance and utility industries.

Experience

Mergers & Acquisitions Representations

- Dealertrack Technologies, Inc. in connection with its $1 billion cash and stock acquisition of Dealer Dot Com, Inc.
- Dealertrack Technologies, Inc. in connection with its acquisition of VINtek, Inc.
- Dealertrack Technologies, Inc. in connection with its acquisition of substantially all of the assets of ASR Pro, LLC
- Fortune 500 Industrial Manufacturer in connection with a proposed acquisition of a $500 million multi-national refrigeration equipment manufacturer
- MetLife in connection with its acquisition of Travelers Insurance Co. and its acquisition of Alico from AIG
- Honeywell in connection with a bid to acquire a multinational industrial manufacturing business
- Macquarie in connection with various acquisitions of airport service businesses
- SteelRiver Infrastructure Partners in connection with the acquisition of numerous energy and other infrastructure investments
- LA Dodgers in connection with the $2 billion Bankruptcy Court sale of the team franchise and related entities to Magic Johnson and partners
- Dell in connection with its $1 billion acquisition of Wyse Technologies, a leader in the area of desktop virtualization and cloud computing
- Oracle in connection with its $1.9 billion acquisition of Taleo Corporation
- Dell in connection with its over $1 billion acquisition of SonicWALL, a leader in advanced network and security protection solutions
- eBay and its PayPal division in connection with their $2.4 billion acquisition of GSI Commerce, a leading provider of commerce and interactive marketing services
- PayPal in connection with its acquisition of Where Inc., a Boston location/geo based mobile advertising company
- Synopsys in connection with its acquisition of Magma Design Automation
- eBay in connection with its acquisition of Magento Inc., the creator of Magento, a leading open source eCommerce platform designed to help eCommerce merchants design an online store
- Dell in connection with its $600 million acquisition of SecureWorks an Atlanta based computer security firm
- Dell in connection with its $145 million acquisition of Case Networks Inc., a systems management appliance company

- Dell in connection with its $500 million acquisition of Force 10 Networks Inc. of San Jose, an industry leader in data center enterprise networking

Capital Markets Representations

- Electronic Arts Inc. in its Rule 144A offering of convertible securities
- Yahoo! Inc. in connection with a private placement of US$1,437,500,000 aggregate principal amount of 0.00% Convertible Senior Notes due 2018 and concurrent convertible note hedge and warrant transactions
- Underwriters in offerings of debt convertible securities and common stock of Wellpoint, Inc.
- Dealer managers in exchange offer and debt restructuring of Prologis, and underwriters in offerings of common stock, debt and convertible securities of Prologis
- Underwriters in US $1.5 billion global notes offering for Toyota Motor Credit
- American Honda Finance in establishing Public MTN Program and completing initial public debt offering
- Nissan Motor Acceptance Corporation's US $1 billion offering of medium-term notes
- Underwriters in US $350 million floating rate diversity and inclusion global notes offering for Toyota Motor Credit
- Underwriters in US $1.25 billion prologis notes issue and dealer managers in US $750 million tender offer
- Initial Purchasers in US $1 billion offering of Hyundai Capital America Senior Notes
- Initial Purchasers in DreamWorks Animation SKG, Inc.'s US $300 million offering of high yield notes
- Underwriters in BB&T Corporation's US $1 billion notes offering
- Underwriters in offerings of debt securities of Time Warner Cable Inc.
- Underwriters in offerings of common stock, debt and capital securities of BB&T Corporation
- Underwriters in offerings of debt securities of Thermo Fisher Scientific Inc.
- Underwriters in offerings of debt securities of Nordstrom, Inc.
- Underwriters in offerings of common stock, debt, capital and convertible securities of U.S. Bancorp
- Underwriters in initial public offering of Stanley, Inc.
- Underwriters in initial public offering of Golfsmith International Holdings, Inc.

Energy/Project Finance/Real Estate Representations

- Tax equity in connection with the development of the Shannon wind power project being developed by Alterra Power Corp. and Starwood Energy Group
- Tax equity in connection with the development of the South Plains II wind power project being developed by TerraForm and First Wind Energy
- Tax equity in connection with the development of the Panhandle II wind power project being developed by Pattern Energy Group
- Tax equity in connection with the development of the Buffalo Dunes Wind Facility
- Tax equity in connection with the development of the Prairie Rose Wind Facility

- Bloom Energy Corporation financing of a portfolio of baseload fuel cell electricity generators to be located in California, Connecticut, New Jersey and New York, including a long-term strategic partnership with Exelon Generation Company to install Bloom Energy Servers
- Goldman Sachs in connection with its tax equity investment in the Anderson Wind project in New Mexico
- SteelRiver Infrastructure Partners in connection with its acquisition of National Gas Pipeline Company of America
- Macquarie Infrastructure Company of interests from Exergy Development Group in a portfolio of wind power projects in Idaho
- Tax equity in connection with the development of the Chisholm View Wind Facility
- Tax equity in connection with the development of the China Lake Solar Facility at the Naval Weapons Station in California
- AES in connection with the development of the Buffalo Gap I Wind Facility, the Buffalo Gap II Wind Facility, the Buffalo Gap III Wind Facility and the initial development of the Buffalo Gap IV Wind Facility
- AES in connection with the development of the Mountain View I Wind Facility and the Mountain View II Wind Facility
- AES in connection with the development of the Lake Benton Wind Facility and the Storm Lake Wind Facility
- Puget Sound Energy, Inc. in connection with its acquisition and development of the Wild Horse Wind Facility and the Hopkins Ridge Wind Facility
- Macquarie Infrastructure Company first-ever wind power generation investment through its acquisition of the Brahms wind power project in New Mexico from BayWa r.e. Wind, LLC
- Building Energy S.p.A. establishment of a joint venture to provide solar energy services to large-scale solar power projects and the acquisition of various solar power projects, as part of its entry into the U.S. renewable energy market
- A German investor group in connection with the establishment of a $10 billion commercial property REIT and their ongoing REIT compliance issues
- Two publicly traded REITs in connection with their disclosure, capital raising, and compliance issues
- Numerous investment banks in connection with the restructuring of real estate (REIT) drop/spin transactions

Professional Activities

Lecturer

- New York University Law School
- Continuing Legal Education Program

Member

- American Bar Association
- New York Bar Association

Co-Author

- *A Comprehensive Tax Guide for Corporate Workouts* (1996-1997)

Honors & Awards

- Recommended by *The Legal 500 US* in connection with US tax matters, Renewable Energy, and project finance matters