Holland & Hart



PRACTICES

Mergers and Acquisitions
Corporate
Environmental
Environmental Transactions
International Services
Cross-Border Transactions

INDUSTRIES

Energy and Resources
Mining
Conventional Power
Renewable Energy and Storage

EDUCATION

University of Wyoming College of Law, J.D.
with Honors
Editor-in-Chief, *Land & Water Law Review*
Order of the Coif

Arizona State University, M.P.A.

Arizona State University, B.Ed.

Loyola University, New Orleans

BAR ADMISSIONS

Colorado

Karol Kahalley

Of Counsel

555 17th Street, Suite 3200, Denver, CO 80202

P 303.290.1060

kkahalley@hollandhart.com

Karol provides practical legal advice to investors and developers of mining and natural resource operations on federal, state, private and Native American lands throughout the United States.

Karol assists clients in conducting due diligence, examining mineral title, drafting and negotiating acquisition, sale, joint venture, lease, royalty and access agreements. She advises clients on day-to-day operations and compliance with state and federal laws and regulations. She represents clients in quiet title actions, contract disputes, and defends clients in disputes with federal and state agencies. Karol's work addresses natural resources including precious minerals, uranium, coal, lithium, rare earth minerals, potash, sand, gravel, aggregates, wind, solar, and geothermal resources.

She has considerable federal Native American and tribal law experience, advising clients on tribal jurisdiction and representing clients in negotiations with tribes and before federal and tribal forums regarding leases, rights-of-way, TERO compliance, and reclamation on tribal lands.

Karol has been an active member of the Rocky Mountain Mineral Law Foundation since 1995 and has presented and published papers at the Foundation's annual and special institutes. She is an adjunct professor at the Sturm College of Law at Denver University teaching the International & Comparative Mining Law course.

EXPERIENCE

Karol has extensive experience advising clients investing in or developing mineral resources on matters including:

- Conducting due diligence for the acquisition and sale of mineral properties
- Locating and maintaining rights under federal mining claims
- Obtaining leases and mineral sales contracts on private, public, and tribal lands
- Examining title to mineral properties and preparing title opinions
- Negotiating, drafting, and interpreting a variety of agreements relating to the sale, acquisition, development, and financing of mineral operations, including joint ventures, leases, royalties, and the formation of LLCs
- Advising resource producers on mineral conveyances, mine permitting, environmental remediation, and regulatory compliance

with federal, state, and tribal laws and jurisdictional issues
- Assessing mineral assets in bankruptcy proceedings on private, public, and tribal lands

Karol deftly guides clients through federal Indian and tribal law impacting the development and financing of natural resource projects on tribal lands including:

- Negotiating agreements with tribes to meet the legal and cultural requirements applicable to mining and renewable resource operations
- Financing mining operations
- Bankruptcy issues related to operator rights held under leases and rights-of-way
- Developing agreements with and for Alaska Native Corporations
- Determining jurisdiction and navigating project development and compliance with laws and regulations whether tribal, federal, and/or state
- Determining the appropriate agreements required for obtaining mineral rights and surface access on lands within the boundaries of an Indian reservation which may be owned by tribes, allottees, private parties, or federal or state governments

CLIENT RESULTS

Native American Law

Draft lease, royalty, right-of-way, and non-disclosure agreements for solar projects on tribal lands in Colorado and New Mexico.

Provide counsel to, negotiate with agencies and tribes, and create documents for client regarding reclamation obligations and rights of access on tribal lands in New Mexico.

Successfully defend pipeline company in dispute with Indian tribe.

Advise clients on regulatory matters related to location and leasing of minerals on state, federal private and tribal lands in Colorado, Wyoming, Montana, New Mexico, Nevada and Utah.

Advise clients on the acquisition of access rights, rights-of-way and easements on tribal lands for operations in North Dakota and New Mexico.

Draft leases and mineral agreements for Alaska Native Corporation.

Advise client, as lender, on perfection of security interests in leases and other real property agreements on tribal lands in New Mexico, Arizona and North Dakota.

Advise client on bankruptcy treatment of leases and rights-of-way on tribal lands in North Dakota.

Mining

Serve as U.S. mining law expert and conduct due diligence, title evaluation and deal document preparation for:

- Uranium Energy Corp.'s two acquisitions of uranium mining interests and ISO projects at Reno Creek and North Reno Creek in the Powder River Basin, Wyoming.
- Canadian mining company's $275 million acquisition of silver mine and $22 million acquisition of gold mine in Nevada.
- Major global financial institution's $470 million financing for the purchase of coal mines in Utah and Colorado.
- Major international oil company in its acquisition of oil shale projects in the U.S.
- Major U.S. coal company in acquisition of coal mines in the Western U.S.
- Endomines AB's $31 million acquisition of TVL Gold LLC, including five gold mining projects in Idaho.
- New York law firm for their Canadian client's $16 million investment in Nevada mining project.
- Canadian law firm to assist mining client to obtain funding from investor for its Nevada mining operations.
- Multi-national law firm in their Polish client's acquisition of Canadian company with U.S. mining properties.
- Private equity firm in their evaluation of investment in lithium mining projects

Successfully negotiate settlement agreement in quiet title and trespass action over lithium mineral rights in Nevada.

Successfully defend major mining company through 9th Circuit appeal in case demanding $140 million in unpaid mineral royalties on the client's Nevada mining projects.

Provide counsel to, negotiate on behalf of, and create documents for clients in acquisition of mineral properties and leases in Colorado, Wyoming, Nevada, Montana and Utah.

Act as mining counsel for Korean investors in joint venture for development of copper mine in Arizona.

Advise clients on treatment of mineral leases, agreements and royalties in bankruptcy proceedings.

Provide ongoing counsel to Canadian and Australian mining companies for their U.S. mining projects in the Western U.S.

Advise U.S. mining company on mining operations in Peru and serve as liaison with local Peruvian counsel.

Conduct title examination and prepare title opinions on lithium, potash,

uranium, oil shale, rare earth minerals and precious metals properties in Colorado, Idaho, New Mexico, Wyoming, Nevada, Montana and Utah for use by mining companies seeking investors through public offerings on the United States, Canadian and Australian stock markets.

Create royalty agreements for clients on mining properties in South Korea and Sri Lanka.

Draft agreements and advise clients on sand and gravel mining operations in Texas and Colorado.

PUBLICATIONS

"BLM Raises Fees for Unpatented Mining Claims, Mill Sites and Tunnel Sites Impacting Payments Due September," *Mining Update*, July 3, 2024

"Renewables Need More Domestic Production of Minerals," *POWER Magazine*, March 1, 2023

"Mining Laws and Regulations 2023," *The International Comparative Legal Guide to Mining Law 2023*, September 20, 2022

PROFESSIONAL AND CIVIC AFFILIATIONS

- American Bar Association, 1995-present
- Colorado Bar Association, 1995-present
- Denver Bar Association, 1995-present
- Denver University Sturm College of Law, Adjunct Professor for International Mining Law and Policy course, 2010-present
- The Foundation for Natural Resources and Energy Law, Member, 1995-present
- Prospectors and Developers Association of Canada, Member, 2012-present
- The Foundation for Natural Resources and Energy Law, Annual Program Co-chair, Mining Section, 2018
- International Bar Association Mining Committee, Model Mine Development Agreement Project, Contributor, 2010-present, www.mmdaproject.org
- AMPLA Model Royalty Deed, Review Committee, 2013-present
- Women In Mining, 2015-present