

CONTACT

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PRACTICES

Real Estate
Waste & Hazardous Substances

EDUCATION

University of Pennsylvania
Yale University

BAR AND COURT ADMISSIONS

State of New York Supreme Court
District of Columbia Bar
New York State Bar
Connecticut State Bar
Colorado State Bar
U.S. Supreme Court
U.S. District Court for the District of Columbia
U.S. District Court for the District of Maryland
U.S. District Court for the District of Connecticut
U.S. District Court for the Southern District of New York
U.S. District Court for the Northern District of New York
District of Columbia Court of Appeals
State of Connecticut Supreme Court
Washington State Bar

ANDREW C. COOPER

PARTNER



Professional Background

Andrew Cooper has over twenty-five years of experience with environmental law. While he has a great deal of experience on the litigation side, he has developed considerable expertise on the environmental aspects of transactions, and currently focuses much of his practice on shepherding clients around environmental challenges to an advantageous closing. Drew frequently serves as the sole environmental attorney advising purchasers, sellers, lenders, or borrowers in transactions ranging in value from seven to ten figures. The principals in these transactions include private equity "holding" companies, manufacturers, energy companies, utilities, developers, lenders, banks, distributors, retailers, and many others in matters from straightforward real estate conveyances to the complex purchase, sale, and financing of major manufacturing companies.

Drew's extensive background in environmental litigation allows him to provide clients with a deeper understanding of where transactions can go astray. He has a track record of success with issues involving CERCLA (Superfund) contribution actions, diminution of property value claims due to alleged contamination penalty proceedings under environmental statutes, and insurance recovery litigation for environmental damage. Drew's experience encompasses litigating environmental claims and negotiating with federal and state agencies, as well as taking a number of cases to trial and many more through pretrial motions and discovery. His wide-ranging practice has encompassed both single plaintiff and mass torts, state and federal courts across the country, and private government actions. Drew is and has been involved on the steering committees of Superfund sites with a handful of potentially responsible parties ("PRPs") and those with PRPs numbering in the hundreds.

Drew provides clients with the full understanding of the assets and potential liabilities involved in each deal. This understanding allows for the appropriate shifting of the risks by use of contractual provisions, carve-outs, indemnification, escrow, and/or insurance coverage, among other tools. Beyond the transaction, Drew has developed auditing and compliance programs, dealt with necessary permitting, handled insurance claims on behalf of policyholders, supervised litigation between adjacent property owners, addressed escrow issues, and negotiated indemnification claims.

Drew has worked on deals and facilities in 44 states and abroad. Drew is always ready to discuss the best tools to use to prevent environmental liability and come out ahead in a deal and enjoys speaking to groups on how beneficial his practice can be in successfully closing a deal.

Representative Experience

Representative Transactions

- Acquisition of the business and assets of a leading developer and supplier of branded, high-quality abrasives, diamond-cutting products, and related products
- Financing on portfolio of well over one hundred gas stations and convenience stores
- Multiple transactions involving alcoholic beverage distributors
- Sale of a leading fabricator of large stainless steel process vessels
- Acquisition of a manufacturer of spring-driven hose, cord, and cable reels
- Acquisitions of distributors of tools, equipment, and consumables in the stone and concrete

construction, remodeling, and maintenance industries

- Acquisition of a leading designer and distributor of cabinetry and appliance parts
- Multiple transactions involving acquisitions and divestitures of for-profit educational institutions
- Sale of the assets of a project company maintaining ownership of a power plant development project
- Sale of a wind energy power developer with multiple active projects
- Negotiation of post-closing indemnification / escrow obligations of a major military manufacturer
- Acquisition of a high-profile consumer goods manufacturer
- Sale of a specialty automotive chemicals company
- Sale of an automotive after-market accessories company
- Sale of a lubrications systems and equipment provider
- Sale of a manufacturer of high precision motion control products
- Acquisition of a specialized courier company
- Acquisition of an injection molding and packaging business
- Acquisition of an international candy brand
- Numerous real estate deals of many sizes, transactional structures, and types — including industrial, commercial, multi-family, brownfields, etc.

Representative Cases

- *New York State Electric & Gas Corp. v. FirstEnergy Corp.* (N.D.N.Y. & 2d Cir.)
- *Consolidated Edison Company of New York, Inc. v. UGI Utilities, Inc.* (S.D.N.Y. & 2d Cir.)
- *Rochester Gas & Electric v. GPU, Inc.* (W.D.N.Y.)
- *National Telephone Cooperative Ass'n v. Exxon Corp.* (D.D.C.)
- *Foster v. United States* (D.D.C.)
- *Northwestern Mutual Life Insurance Co. v. Atlantic Research Corp.* (E.D. Va.)

Articles and Presentations

- Andrew Cooper to Address Environmental Aspects of Real Estate Transactions at REAL Professionals Network Event, REAL Professionals Network, 10/13/2020
- ["Environment & Energy Report" INSIGHT: On-Site Environmental Health, Safety During Covid-19](#), Bloomberg Law, 04/14/2020
- INSIGHT: California Industrial Companies—Your Business License Now Depends on Stormwater Permitting, Bloomberg Environment, 01/27/2020

Alerts

- Legal Challenge to Federal Ban on SEPs May Result in Change in Enforcement Policy, 10/15/2020
- PFAS — What You Need to Know in Transactions, 10/01/2020