



canadian  
energy law  
foundation

engage . educate . energize

PRESENTS THE

10<sup>TH</sup>

Energy Law  
Fundamentals  
Seminar

Wednesday, March 14 to Friday, March 16, 2018  
Fairmont Banff Springs Hotel, Banff, Alberta

# WELCOME

On behalf of the CELF Board of Directors and the individuals on the organizing committee, it is our pleasure to present the tenth edition of the Energy Law Fundamentals Seminar. After holding the last edition of the Seminar in Calgary, you will note a change of surroundings with the short drive west on the Trans-Canada Highway to Banff, Alberta. We are very excited to transition back to a multi-day, out-of-town format, and in particular the Fairmont Banff Springs, which provides us with the opportunity to accommodate a greater number of CELF member attendees. The organizing committee is very excited with these changes, which afford greater networking opportunities for fellow practitioners both in-house and in private practice, and ensures that additional CELF members can gain access to the exceptional learning component that the Seminar has to offer.

As with past Seminars, we are pleased to offer plenary sessions which we believe are of general interest to energy lawyers as well as concurrent sessions, broken out by stream, designed to reflect Seminar participants' varying levels of experience or interests in core areas in the Energy law space. This year's plenary speakers include Nigel Bankes, Professor and Chair of Natural Resources Law from the Faculty of Law at the University of Calgary, who will discuss emerging legal issues of importance to the Energy Industry. As a compliment to Mr. Bankes' presentation and to help us better connect with our business clients, we have secured the participation of Danielle Murphy from RBC Capital Markets, who will speak to valuation of oil and gas assets and businesses. We are very pleased that representatives of the Canadian Association of Petroleum Producers have committed to provide some background

information on the industry itself, and rounding out the plenary session is a comprehensive discussion of renewable energy projects from Shaun Wrubell and Thomas Craig, of BluEarth Renewables, as well as an introduction to the midstream industry from Chris Scherman of Pembina Pipeline.

To complement a strong list of plenary sessions, our list of concurrent sessions will surely not disappoint. With the concurrent sessions, attendees can choose the stream whose content best meets their respective needs and experience, with no restriction placed on a participant's choice of session. This year's program is intended to be well-balanced and feature presentations that will be of interest to commercial, regulatory and litigation lawyers. We expect participants will find the topics and presenters to be informative and engaging regardless of which stream is chosen.

Social activities for the Seminar begin with a welcome reception on Wednesday evening. On Thursday, following the end of the formal sessions, we have planned a bowling event on-site at the Fairmont, with dinner to follow at one of the exceptional dining establishments in the town center. These events allow for strong networking opportunities so we encourage all participants to attend and enjoy themselves.

The organizing committee has put together a program we hope will be of interest to all CELF members. Please consider registering at your earliest opportunity.

Energy Law Fundamentals Seminar Co-Chairs,

**Chris Harris, Blake, Cassels & Graydon LLP**  
**John Cusano, Gowling WLG (Canada) LLP**





canadian  
energy law  
foundation

## ABOUT CANADIAN ENERGY LAW FOUNDATION

The Canadian Energy Law Foundation is a non-profit organization which has favoured improvement of knowledge and understanding of petroleum and natural gas law since its inception in 1961 and in recent years has broadened the scope of its mandate in recognition of practitioners increasingly dealing with legal issues relevant to all energy sources.

One of the primary functions of the CELF is its Annual Jasper Research Seminar in Energy Law. The CELF has devised the Energy Law Fundamentals Seminar as a supplement to the Jasper Seminar in order to expand the range of opportunities available to junior and mid-level lawyers to enhance their professional development and to expose them to the very unique community of practitioners that surrounds the CELF.

The members of the 2018 Energy Law Fundamentals Seminar are:

- Chris Harris, Blake, Cassels & Graydon LLP
- John Cusano, Gowling WLG (Canada) LLP
- Cameron Anderson, AltaGas Ltd.
- Courtney Burton, Dentons Canada LLP
- Adrian McWilliams, Shell Canada Limited
- Zahra Allidina, Imperial Oil Limited
- Jaclyn Hesje-Platis, Norton Rose Fulbright Canada LLP
- Megan Bertram, Bennett Jones LLP
- Anh Nguyen, Spark Event Management
- Andrea Zurawicz, Spark Event Management

# SCHEDULE AT A GLANCE

## WEDNESDAY, MARCH 14, 2018

6:00 PM	Registration
7:00 PM – 10:00 PM	Welcome Reception (lots of good food, lounge & table seating)

## THURSDAY, MARCH 15, 2018

7:30 AM – 8:15 AM	Breakfast
8:15 AM	OPENING REMARKS
8:30 AM – 9:30 AM	PLENARY SESSION: Introduction to Oil and Gas Valuation (Danielle Murphy, RBC Capital Markets)
9:30 AM – 9:45 AM	Networking Break
9:45 AM – 10:45 AM	CONCURRENT SESSIONS: A: Advanced Purchase and Sale Agreements (Ben Rogers, Blake, Cassels & Graydon LLP & Christine Yick, Blake, Cassels & Graydon LLP)  B: Damages in Oil and Gas Litigation: Looking Backward and Forward (Laura Gill, Bennett Jones LLP & Mike Theroux, Bennett Jones LLP)
10:45 AM – 11:15 AM	Networking Break
11:15 AM – 12:15 PM	CONCURRENT SESSIONS: A: The Alberta Electric Industry – An Overview (Lou Cusano, Torsys LLP)  B: How to Navigate the Labyrinth of Standard Form Contracts for Marketing Commodities (Kurtis Reed, Stikeman Elliott LLP)
12:15 PM – 1:30 PM	LUNCH & PLENARY SESSION: CAPP
1:30 PM – 1:45 PM	Networking Break
1:45 PM – 2:45 PM	PLENARY SESSION: Lifecycle of a Renewable Energy Project (Shaun Wrubell, BluEarth Renewables & Thomas Craig, BluEarth Renewables)
4:00 PM – 6:00 PM	Bowling
7:00 PM	Dinner

## FRIDAY, MARCH 16, 2018

8:30 AM – 9:30 AM	Breakfast
9:30 AM – 10:30 AM	PLENARY SESSION: Emerging Trends and Issues in Energy Law (Nigel Bankes, University of Calgary)
10:30 AM – 10:45 AM	Networking Break
10:45 AM – 11:45 AM	CONCURRENT SESSIONS: A: Due Diligence in Oil and Gas Transactions (Evan Herbert, Blake, Cassels & Graydon LLP)  B: Insolvency 101 in the Energy Space (Derek Pontin, Dentons Canada LLP & John Regush, Dentons Canada LLP)
11:45 AM – 1:00 PM	LUNCH & PLENARY SESSION: Midstream Overview (Chris Scherman, Pembina Pipeline Corporation)

## SEMINAR DESCRIPTIONS

### **PLENARY SESSION:**

#### **Introduction to Oil and Gas Valuation**

**PRESENTER:** Danielle Murphy, RBC Capital Markets

This session will provide an overview of the oil and gas sector from a capital markets perspective, including a review of how Canada fits into the global energy landscape. That will be followed by an overview of the methodologies most commonly used in valuation of oil and gas assets.

### **CONCURRENT SESSION:**

#### **1A. Advanced Purchase and Sale Agreements**

**PRESENTER:** Ben Rogers, Blake, Cassels and Graydon LLP & Christine Yick, Blake, Cassels & Graydon LLP

This session will discuss the negotiation and documentation of purchase and sale transactions, including such topics as representations and warranties, risk allocation, break fees, competition law, and Investment Canada Act issues.

#### **1B. Damages in Oil and Gas Litigation: Looking Backward and Forward**

**PRESENTERS:** Laura Gill, Bennett Jones LLP & Mike Theroux, Bennett Jones LLP

Drawing from recent case law, this presentation will provide an overview of how the general principles of damages operate in an oil and gas context including types of damages sought and potential exposure. It will also identify recent trends in damages claims and practical tips for minimizing litigation risk and exposure for businesses operating in the oil and gas industry.

#### **2A. The Alberta Electric Industry – An Overview**

**PRESENTER:** Lou Cusano, Torys LLP

As a result of major restructuring that began in 1995, Alberta has a market driven electricity industry characterized by deregulated generation, open access to regulated transmission and distribution, an active wholesale spot market and deregulated retail competition. This session will provide an overview of the legislative framework that underpins the industry and how the industry works to deliver power to consumers.

#### **2B. How to Navigate the Labyrinth of Standard Form Contracts for Marketing Commodities**

**PRESENTER:** Kurtis Reed, Stikeman Elliott LLP

The world of marketing standard form agreements can be a maze of confirmations, special provisions, addendums and annexes that can be difficult and intimidating when first asked to draft and review. This presentation will be a primer on the basic structure of each of the GasEDI, NAESB and ISDA and key issues to consider when drafting and reviewing each of those standard form agreements.

### **PLENARY SESSION**

#### **Lifecycle of a Renewable Energy Project**

**PRESENTERS:** Shaun Wrubell, BluEarth Renewables & Thomas Craig, BluEarth Renewables

This presentation will provide an overview of the types of contracts that are involved in the various stages of a typical renewable energy project, including the acquisition, development, financing, construction and operational phases. As part of this discussion of the lifecycle of a renewable energy project, this presentation will highlight the role of in-house legal counsel, with a focus on how in-house counsel interfaces with business teams and external counsel.

## SEMINAR DESCRIPTIONS

### PLENARY SESSION

#### Emerging Trends and Issues in Energy Law

**PRESENTER:** Nigel Bankes, Professor and Chair of Natural Resources Law, Faculty of Law, University of Calgary

Drawing on posts on ABLawg, Nigel Bankes' presentation will discuss emerging trends and developments affecting the oil and gas and electricity sectors. Possible topics include: taking stock of carbon policies; NEB modernization; SCC decisions in aboriginal law affecting the energy sector; and recent case law on the operating agreement, the oil and gas lease, and royalty arrangements.

### CONCURRENT SESSION

#### 3A. Due Diligence in Oil and Gas Transactions

**PRESENTER:** Evan Herbert, Blake, Cassels and Graydon LLP

Due diligence is an important, but often overlooked, aspect of all transactions involving the acquisition of oil and gas assets. This session will provide an overview of the types of diligence that should be conducted in connection with the evaluation of oil and gas assets and will consider the practical application of the results of the diligence process in the negotiation and execution of a purchase and sale transaction.

#### 3B. Insolvency 101 in the Energy Space

**PRESENTERS:** Derek Pontin, Dentons Canada LLP & John Regush, Dentons Canada LLP

Insolvencies, at all stages of the production cycle, have been on the rise in recent years. This presentation provides an overview of the major Canadian insolvency regimes, with a focus on the procedural steps that occur upon entry into a formal insolvency process and on the effect a proceeding will have on the substantive rights of contractual counterparties and creditors.

### PLENARY SESSION

#### Midstream Overview

**PRESENTER:** Chris Scherman, Pembina Pipeline Corporation

An overview of the basics of the midstream business (gas gathering and processing, pipelines, fractionation and marketing) in Western Canada. The presentation will include a walkthrough of the midstream business, including common commercial structures and applicable agreements.



## SOCIAL EVENTS

### Registration & Welcome Reception

*The Fairmont Banff Springs Hotel (Riverview Lounge)*

**WEDNESDAY, MARCH 14 | 7:00 PM - 9:00 PM**

Join us on Wednesday night for the welcome reception that will kick-off the seminar. Before the formal sessions begin, the reception gives you a chance to connect with old friends, meet new colleagues, and have some fun. We will have plenty of food and drink ready for you as you arrive in Banff; this is a networking opportunity you surely do not want to miss!

### Bowling

*Bowling Centre, The Fairmont Banff Springs Hotel*

**THURSDAY, MARCH 15 | 4:00 PM - 6:00 PM**

Lace up your bowling shoes and join the CELF for an afternoon of friendly competition and networking at the Fairmont Banff Spring's private recreation and bowling centre. Regardless of skill level, this is a chance to have some fun, unwind from a long day of sessions, and network with the other attendees. No skills or equipment required as everything will be provided.

### Dinner & Social Event

*Park Distillery Restaurant & Bar*

**THURSDAY, MARCH 15 | 7:00 PM**

Following bowling and a quick change, join us for dinner in the Banff town centre and enjoy the great scenery and world-class sights and sounds of Banff. We will be hosting a private CELF dinner for attendees and it will provide a great opportunity for delegates to mix and mingle.

*Transportation will be provided to and from the Fairmont Banff Springs Hotel.*

## SEMINAR REGISTRATION

**Registration Price:** **\$900.00 + GST\***

*\*In order to register, attendee must be a member of the CELF. Alternatively, attendees can be a partner, associate or employee of a firm, company or organization that is a member.*

### Registration Details

The registration fee includes:

- All seminar sessions and meals
- Transportation to & from evening social events
- Admission to evening social events and entertainment

**PLEASE NOTE:** The registration fee does not include accommodations. Booking and payment of accommodations is the responsibility of the registrant.

**Register  
Online**

Please register electronically on our secure site at  
[www.energylawfoundation.ca](http://www.energylawfoundation.ca)

### Cancellation & Refunds

The committee will issue full refunds for conference registrations less a \$75.00 administration fee for all written requests received before February 23, 2018. The CELF regrets that refunds will not be considered after this date.

Substitutions are allowed when the name of the individual substituting is submitted in writing to [seminars@energylawfoundation.ca](mailto:seminars@energylawfoundation.ca) prior to March 11, 2018 at 5:00 PM MDT.

## QUESTIONS?

**Andrea Zurawicz**

*Seminar Coordinator*

1-800-281-0697

[seminars@energylawfoundation.ca](mailto:seminars@energylawfoundation.ca)



canadian  
energy law  
foundation





## ACCOMMODATIONS

### Fairmont Banff Springs Hotel

405 Spray Ave, Banff, AB T1L 1J4

The deadline to book hotel rooms at the CELF rate has now passed. A block of rooms has been set aside and can be reserved by emailing us your full name, arrival date, departure date and number of guests to [seminars@energylawfoundation.ca](mailto:seminars@energylawfoundation.ca). We will require a credit card to hold the rooms and rooms will be allocated on a first come, first served basis.

#### Important Accommodation Information:

- Cancellations or early departures require at least 72 hours prior notice
- Fairmont Room - \$209.00

**PLEASE NOTE:** The above price does not include the 2% Tourism Improvement Fee, 5% GST, and 4% Tourism Levy. Guestrooms are also subject to an additional \$14.00 service charge to cover portage & housekeeping.

## THANK YOU TO OUR SPONSORS

**AltaGas**

**Bennett  
Jones**

*Blakes*

**BLG**  
Borden Ladner Gervais

**BD&P** | Burnet,  
Duckworth  
& Palmer LLP  
Law Firm

  
CARSCALLEN LLP

**cenovus**  
ENERGY

**Chevron**  
  
Human Energy™

**COX & PALMER**  
The difference is a great relationship.

大成 **DENTONS**

 **DLA PIPER**

 **ENBRIDGE**

**encana**

 **Imperial Oil**

**FASKEN  
MARTINEAU** 

 **GOWLING WLG**

 **Kanuka Thuringer LLP**  
BARRISTERS & SOLICITORS

**MLT AIKINS**  
WESTERN CANADA'S LAW FIRM

**mccarthy  
tetrault**

 **McDOUGALL GAULEY LLP**  
BARRISTERS • SOLICITORS

**MCINNES  
COOPER**

 **MEG ENERGY**

 **nexen**  
A CNOOC LIMITED COMPANY

 **NORTON ROSE FULBRIGHT**

**OSLER**  
Osler, Hoskin  
& Harcourt LLP

**PEMBINA**

  
**REGULATORY  
LAW CHAMBERS**



**Stikeman Elliott**

 **STEWART  
MCKELVEY**  
LAWYERS • AVOCATS

**TORYS**  
LLP

 **TransCanada**  
In business to deliver