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PRESENTS THE 12TH

Energy Law Fundamentals Seminar



Thursday, November 24 – Saturday, November 26, 2022
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 twelfth edition of the Energy Law Fundamentals Seminar.

This year's Seminar will be a two-day, out-of-town format, at the beautiful Fairmont Banff Springs. The organizing committee is very excited to bring conference attendees out to Banff National Park to encourage networking opportunities for both in-house and private practice practitioners while ensuring CELF members have access to the exceptional learning component that the Seminar has to offer.

As with past Seminars, we are pleased to offer plenary sessions that 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. A few of this year's plenary speakers include: David Percy, Professor of the University of Alberta's Faculty of law who will provide an overview of the legal framework supporting the ownership and development of hydrocarbon resources in the Western Canada; and Nigel Bankes, Professor of Natural Resources Law from the Faculty of Law at the University of Calgary, who will speak to the fundamentals of the Alberta electricity market.

In addition, we are fortunate to be welcoming three other plenary sessions: Dave Nikolejsin of McCarthy Tétrault LLP will provide valuable insight on hydrogen's potential to our energy diversification; Keely Cameron of Bennett Jones LLP will provide an overview of the AER's

New Liability Management Framework; and Karen Fellowes K.C. and Natasha Doelman of Stikeman Elliott LLP will present a review of key case law from several broad areas with an enlivening twist that you won't want to miss.

The concurrent sessions are intended to compliment the strong set of plenary sessions, whereby attendees can choose the session whose content best meets their respective needs and experience. 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.

Social activities for the Seminar begin with a welcome reception on Thursday evening at the Banff Springs. On Friday, following the formal sessions, we have planned a dinner at the Bluebird Restaurant & Bar, a brand new restaurant to Banff offering guests a chic mid-century mountain vibe. These events are designed to promote 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,

CAROLYN MILNE,
SHELL CANADA SERVICES LTD.

KURTIS REED,
STIKEMAN ELLIOTT LLP



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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 2022 Energy Law Fundamentals Seminar are:

- Carolyn Milne, *Shell Canada Services Ltd.*
- Kurtis Reed, *Stikeman Elliott LLP*
- Andrew Brier, *Shell Canada Services Ltd.*
- Chelsea Daku, *Stikeman Elliott LLP*
- Justin McCrae, *Imperial Oil Limited*
- Jessica Mercier, *Imperial Oil Limited*
- Julia Pasieka, *Bennett Jones LLP*
- Ashley Urch, *McCarthy Tétrault LLP*

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CELf Energy Law Fundamentals Seminar

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Schedule at a Glance

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THURSDAY, NOVEMBER 24

7:00 PM – 10:00 PM Registration & Welcome Reception
(lots of food, host bar & cocktail seating)

FRIDAY, NOVEMBER 25

7:30 AM – 8:15 AM Breakfast

8:15 AM – 8:30 AM OPENING REMARKS

8:30 AM – 9:30 AM
ALBERTA ROOM
PLENARY SESSION:
Oil and Gas Lease and Contract Fundamentals
Professor David Percy, *University of Alberta*

9:30 AM – 9:45 AM Coffee Break

9:45 AM – 10:45 AM
IVOR PETRAK ROOM
CONCURRENT SESSIONS:
1: Renewables (PPA 101)
Kimberly Howard and Kerri Howard, *McCarthy Tétrault LLP*
NEW BRUNSWICK ROOM
2: Due Diligence 101
Jasmine Lothian, *Borden Ladner Gervais LLP*

10:45 AM – 11:15 AM Coffee Break

11:15 AM – 12:15 PM
IVOR PETRAK ROOM
CONCURRENT SESSIONS:
1: Indigenous Rights and Sustainable Energy Development
Caroline O'Driscoll, *Rainforest Energy Corp.*
NEW BRUNSWICK ROOM
2: Anatomy of an Oil and Gas Asset Transaction
Stuart Money and Tasha Wood, *Burnet, Duckworth & Palmer LLP*

12:15 PM – 1:30 PM
ALBERTA ROOM
LUNCH & PLENARY SESSION: The AER's New Liability Management Framework
Keely Cameron, *Bennett Jones LLP*

1:30 PM – 1:45 PM Coffee Break

1:45 PM – 2:45 PM
ALBERTA ROOM
PLENARY SESSION:
Hydrogen – Hype and Reality
Dave Nikolejsin, *McCarthy Tétrault LLP*

2:45 PM – 3:45 PM
ALBERTA ROOM
PLENARY SESSION:
The Alberta Electricity Market - Fundamentals
Professor Nigel Bankes, *University of Calgary*

3:45 PM – 4:00 PM Remarks

4:00 PM – 6:00 PM Break

6:00 PM Buses Depart for Bluebird Restaurant

7:00 PM – 10:00 PM DINNER
Bluebird Restaurant

9:00 PM Buses Depart for Fairmont Banff Springs

SATURDAY, NOVEMBER 26

10:00 AM – 11:00 AM
ALBERTA ROOM
BRUNCH & PLENARY SESSION:
Recent Judicial Decisions of Interest to Energy Lawyers
Karen Fellowes K.C. & Natasha Doelman, *Stikeman Elliott LLP*

11:00 AM – 11:15 AM
ALBERTA ROOM
Closing Remarks

Seminar Descriptions

FRIDAY, NOVEMBER 25

PLENARY SESSION:

Oil and Gas Lease and Contract Fundamentals

PRESENTER: Professor David Percy, *University of Alberta*

David Percy will provide an overview of the legal framework supporting the ownership and development of hydrocarbon resources in the Western Canadian Sedimentary Basin with a focus on emerging legal issues.

CONCURRENT SESSIONS:

1A. Renewables (PPA 101)

PRESENTERS: Kimberly Howard, *McCarthy Tétrault LLP* and Kerri Howard, *McCarthy Tétrault LLP*

Renewable power purchase agreements (PPAs) are becoming an increasingly popular way for a variety of entities including corporations, institutions and municipalities to achieve their renewable energy goals.

Kim Howard and Kerri Howard will provide the basics of corporate PPAs, practical tips on how to structure a PPA and the common commercial terms included in them.

1B. Due Diligence 101

PRESENTER: Jasmine Lothian, *Borden Ladner Gervais LLP*

Caveat Emptor...translation, let the buyer beware! In the Oil and Gas context, due diligence goes beyond a legal/corporate review and is primarily concerned with the condition of the assets, title review, environmental issues and regulatory matters to determine whether, and on what terms, to execute the transaction. Jasmine Lothian will provide an overview of the key steps, common issues and items to look for in the due diligence process in an oil and gas transaction.

CONCURRENT SESSIONS:

2A. Indigenous Rights and Sustainable Energy Development

PRESENTER: Caroline O'Driscoll, *Rainforest Energy Corp.*

An overview of the underpinnings and evolving recognition of Indigenous rights within Canada's legal system from pre-Confederation to present day, including discussion of recent case law and current legal issues that directly impact the relationship between Indigenous rights and sustainable energy development in Canada.

2B. Anatomy of an Oil and Gas Asset Transaction

PRESENTER: Stuart Money, *Burnet, Duckworth & Palmer LLP*

From confidentiality agreements and data room due diligence to contract negotiation, regulatory approvals, ROFRs and ultimately closing the deal, there are many components to an oil and gas transaction. Stuart Money will provide an overview of the key steps, common issues and frequently negotiated clauses that she encounters in her day to day corporate practice.

PLENARY SESSION

The AER's New Liability Management Framework

PRESENTER: Keely Cameron, *Bennett Jones LLP*

In 2021, three years after the release of the Supreme Court of Canada's Redwater Energy Decision, the Alberta Energy Regulator commenced the implementation of a new holistic liability regime to better ensure that liabilities are addressed. This session will provide an overview of the new regime, how it is being implemented and provide tips for addressing some of the challenges that the regime poses.



Seminar Descriptions

PLENARY SESSION

Hydrogen – Hype and Reality

PRESENTER: Dave Nikolejsin, *McCarthy Tétrault LLP*

This session will start with a short “Hydrogen 101” to level set the audience. We will explore the “colors” of Hydrogen and why they matter. That will lead to a more detailed look at the Canadian and North American landscape for Hydrogen. We will examine Hydrogen from a policy (hype) perspective and also the projects, programs and regulatory (reality) perspectives.

PLENARY SESSION

The Alberta Electricity Market - Fundamentals

PRESENTER: Professor Nigel Bankes, *University of Calgary*

Nigel is an emeritus professor of law for the University of Calgary from 1984 to 2021 and has taught courses in property law, oil and gas law, energy law and international environmental law. Within the context of recent market and regulatory changes in Alberta and drawing on his always timely ABlawg posts, Nigel Bankes’ will provide an overview of the fundamentals of Alberta’s Electricity Market. Topics will include: Generation, transmission, distribution, and retail; Historical economic regulation of electricity in Alberta; The renewable electricity program (REP) and current incentives for renewable energy; and others.

SATURDAY, NOVEMBER 26

BRUNCH & PLENARY SESSION:

Recent Judicial Decisions of Interest to Energy Lawyers

PRESENTERS: : Karen Fellowes K.C. & Natasha Doelman, *Stikeman Elliott LLP*

Recently presented at the CELF Jasper Research Seminar with outstanding reviews, Karen and Natasha will review key case law from several broad areas, including: Aboriginal law, Administrative law, Employment and Labour, Contractual interpretation, Tax law, Corporate and Securities law, Bankruptcy and Insolvency, and Constitutional law. In each area of law, the presenters will provide insight on the significance and potential implications of these decisions on the Canadian energy industry.

The authors will also canvas more specific topics, such as: economic interests and the Crown’s duty to consult; the Canada Revenue Agency’s priority ranking in the restructuring process; the ability of Receivers to disclaim an agreement in the bankruptcy process and unilaterally impose go-forward terms on a secured party; royalties qualifying as an interest in land; the application of set-off in relation to joint-interest holdings; the evolution of the “reverse vesting order”; Provincial control over resources; the distinction between “owner” and “employer” in construction projects; and supply-chain/interprovincial and international border concerns arising from the pandemic and related protests.



Social Events

Registration & Welcome Reception

The Fairmont Banff Springs Hotel (Riverview Lounge)

THURSDAY, NOVEMBER 24 | 7:00 PM - 10:00 PM

Join us on Thursday night for a 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. There will be 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!

Dinner & Social Event

Bluebird

FRIDAY, NOVEMBER 25 | 7:00 PM

Join us for dinner at Banff's newest happy place, Bluebird, a wood-fired steakhouse with a deep love for cocktails and dinner parties. Inspired by the charming comfort of mid-century ski chalets, dinner is served under the 50-foot ceilings of an iconic Banff building. The restaurant menu, overseen by Justin Leboe, chef and proprietor of Pigeonhole and Model Milk in Calgary, combines a love for rich Alpine culture and the classic comfort foods that were born of a simpler time.

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

After Hours

Rose & Crown

FRIDAY, NOVEMBER 25 | 10:00 PM

Head over to the Rose & Crown, Banff's oldest pub, for post-dinner drinks, live music, and dancing. Please note that this event is not included in the seminar registration fee.



Seminar Registration

Registration Price: **\$1,250 + GST***

**In order to register, attendee must be a member of the CELF, or 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 (except Rose & Crown)

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

Please register electronically on our secure site at 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 **NOVEMBER 1, 2022**. 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 prior to **NOVEMBER 23, 2022 AT 5:00 PM MDT**.

QUESTIONS?

Andrea Zurawicz

Seminar Coordinator

1-800-281-0697

seminars@energylawfoundation.ca



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CELf Energy Law Fundamentals Seminar

Accommodations

Fairmont Banff Springs Hotel

405 Spray Ave, Banff, AB T1L 1J4

1(800) 441-1414

www.fairmont.com/banff-springs/

A block of rooms have been set aside at a special rate for attendees on a first come, first served basis. You may call the Fairmont Banff Springs Hotel directly at 1(800) 441-1414 to make your reservation, stating that you are a member of the "Canadian Energy Law Foundation."

Alternatively, book online [here](#)

Important Accommodation Information:

- All hotel bookings and cancellations are the responsibility of the registrant
- Cancellations or early departures require at least 72 hours prior notice
- The group rate is available until **THURSDAY, NOVEMBER 3, 2022**
- Fairmont Room - \$229.00

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.



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