



firm profile

McMillan is a modern and ambitious business law firm serving public, private and not-for-profit clients across key industries in Canada, the United States and internationally. With recognized expertise and acknowledged leadership in major business sectors, we provide solutions-oriented legal advice through our offices in Vancouver, Calgary, Toronto, Ottawa, Montréal and Hong Kong. Our firm values – respect, teamwork, commitment, client service and professional excellence – are at the heart of McMillan's commitment to serve our clients, our local communities and the legal profession. For more information, please visit our website at www.mcmillan.ca.

contacts

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oil and gas

overview

Experience to Navigate Change

Making the right business decisions at the right time is essential to staying competitive and profitable in a rapidly changing Oil and Gas industry. We leverage local expertise and international relationships to help clients succeed in today's intricate economic and regulatory climate. Our leading team of professionals offers longstanding experience and knowledge of where the industry has been and where it's going. With extensive transactional and regulatory energy experience, the Firm's Oil and Gas lawyers advise clients across the entire industry — at every stage of the petroleum lifecycle.

Expertise Across Subsectors

- Explorers and producers
- Oil sands
- Transportation
- Refineries
- Petrochemical plants and facilities
- LNG plants and facilities
- Retailers
- Engineering
- Oilfield services

Consolidation and expansion are recurring themes in the Oil and Gas sector. McMillan has significant experience with complex mergers, acquisitions, divestitures and other commercial contracts and agreements. Whether you are an acquirer, a target, a board of directors, a financial advisor or an investor, we work closely with you to create effective strategies, manage deals, reduce legal risk, and negotiate terms unique to you and your business objectives.

Our Services:

- Mergers, acquisitions and divestitures
- Joint ventures and other commercial arrangements
- Securities
- Dispute resolution and litigation
- Financing
- Employment and labour
- Tax
- Stock exchange listings
- Private equity
- Cross-border
- Restructuring and insolvency



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- Environmental and regulatory matters (Aboriginal rights, Environmental Impact Assessments and water rights)

Our Oil and Gas lawyers work closely with other professionals of the Firm, drawing on their depth of knowledge in tax, securities, intellectual property and technology, employment and labour, and regulatory law. Committed to developing a deep understanding of your business and its challenges, we provide unique legal solutions that navigate change, mitigate risk and maximize business potential.

representative transactions

Corporate Finance:

- Acted for a cross border energy trust, in its \$250 million initial public offering of trust units
- Acted for the lead underwriter in the \$80 million IPO of common shares of an international Oil and Gas producer on the Toronto Stock Exchange
- Counsel to a private equity backed exploration & production company in its formation and concurrent equity capital raise transaction
- Counsel to a syndicate of underwriters in their bought deal financing of \$75 million aggregate principal amount of convertible unsecured subordinate debentures via short form prospectus
- Counsel to a TSX listed Oil and Gas company in its bought deal financing of \$90 million in subscription receipts convertible into common shares via short form prospectus
- Counsel to an exploration & production company in its initial public offering of \$70mm in common shares and listing on the TSX Venture Exchange
- Counsel to an exploration & production company in its initial public offering of \$100mm in trust units and listing on the TSX Exchange
- Counsel to a Canadian oil sands company in its initial public offering and listing on the Hong Kong Stock Exchange
- Counsel to a Canadian oil sands company in its numerous private placements of equity finance in an aggregate of \$75mm
- Acted for a leading Oil and Gas technology company in a USD\$11.5 million preferred shares funding round
- Acted for an oilfield service company in its \$66 million IPO of common shares
- Counsel to Raptor Rig Ltd., a leading technological innovator in drilling rig and coil tubing energy services, in its formation and Series A round financing.



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- Acted for Hanwei Energy Services Corp. in its listing on the TSX-V and subsequent graduation to the TSX, and a total financing of C\$77 million

Mergers & Acquisitions:

- Acted for a TSX listed Oil and Gas producer in its \$100 million acquisition by way of Plan of Arrangement
- Acted for a TSX listed Oil and Gas producer in its \$220 million acquisition of a private Oil and Gas company by way of Plan of Arrangement
- Acted for a major energy trust in the \$350 million acquisition by way of Plan of Arrangement of a public Oil and Gas company
- Counseled Waterous Energy Fund and its certain affiliates in the going-private transaction of Cona Resources Ltd., a Canadian crude oil production and development company, by way of Plan of Arrangement under the Business Corporations Act (Alberta). (Desmond Balakrishnan 2018)
- Represented a fee simple mineral title royalty company in the proposed acquisition by a publicly traded Oil and Gas exploration and production company by Plan of Arrangement
- Acting for The Williams Companies, Inc. and Williams Partners L.P. in the sale of their Canadian natural gas liquids midstream businesses to Inter Pipeline Ltd. for combined cash proceeds of C\$1.38 billion
- Represented the private equity fund Novacap TMT IV in connection with the sale of all of the assets of Onstream Pipeline Inspection Ltd. and Onstream Polymers
- Acting for a United States private equity investor in the purchase and financing of a Canadian Oil and Gas services company
- Acted for a leading oilfield technology company in a management buyout with a transaction valued at \$125 million
- Acted for a coil-tubing services company in its strategic business combination with an industry competitor by way of Plan of Arrangement, with a total transaction value of approximately \$275 million
- Counsel to a coil tubing company in its sale by way of Plan of Arrangement with a total transaction value of approximately \$130mm
- Acted as Canadian counsel for HKW Capital Partners in connection with the purchase of numerous Canadian-based portfolio companies, including Royal Camp Services Ltd., Specialized Tech Inc., Brant Screen Craft Inc., and R.S.T. Instruments Ltd.
- Represented Baker Hughes Inc. in its merger with GE Oil and Gas to create the world's 2nd-largest equipment, technology and



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services provider in the Oil and Gas industry with US\$32 billion in combined revenue and operations in more than 120 countries

Commercial Oil and Gas Work:

- Acted for a senior public Canadian Oil and Gas company in the structure, negotiation and implementation of a major underground gas storage arrangement in Alberta
- Retained by Petroflow Energy Corporation and Petroflow Canada Acquisition Corp. in the purchase of all issued and outstanding common shares of Equal Energy Ltd. and assisted Petroflow Energy Corporation and Petroflow Canada Acquisition Corp. in its CDN\$51M defeasance of debentures as part of the transaction
- Acting for Frontera with respect to its investment into CGX Energy Inc., which includes a farm-in agreement and a joint operating agreement with respect to the exploration and development of certain petroleum assets in Guyana
- Counsel to a major American midstream company and its various Canadian affiliates negotiating and drafting agreements for the bidding and tendering of materials and services related to the construction of facilities and pipelines, as well as agreements for the processing, transportation, purchase and sale of natural gas and natural gas liquids
- Represented Vancouver Island Gas Joint Venture, which is a joint venture among the various pulp and paper mills operating on the Sunshine Coast and Vancouver Island for the purpose of coordinating the purchase and delivery of natural gas
- Assisted in the synthetic lease financing of gas distribution utility assets
- Represented a franchisor in the petroleum marketing and distribution business in negotiating tailored franchise agreements for multiple sites with an operator that wished to join the system
- Represented a franchisor in the petroleum marketing and distribution business which also has several quick service restaurant concepts of other franchisors at its locations
- Representing petroleum suppliers in contested disputes with outgoing franchisees
- Counsel to Raptor Rig Ltd., a leading technological innovator in drilling rig and coil tubing energy services in its integrated service contracts and third-party rig contracts
- Counsel to Raptor Rig Ltd., a leading technological innovator in drilling rig and coil tubing energy services in its joint venture and financings with Halliburton



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- Advised a public vertically integrated Oil and Gas company on negotiation and drafting of master agreements for rail transportation covering multiple business segments
- Advised a publicly traded midstream company on regulatory remedies for rail service shortfalls
- Acted for a publicly traded U.S. energy company on negotiation and drafting of truck transportation agreements for operations in Canada
- Acted for a Canadian public Oil and Gas company on the structure, negotiation and implementation of an offshore production sharing arrangement with the Government of Libya
- Acted for a Canadian intermediate Oil and Gas company with offshore Oil and Gas assets in Trinidad and Tobago in securing bankruptcy/creditor protection and the company's successful emergence from such protection as a continuing going concern
- Acted for a Canadian public Oil and Gas company on the structure, negotiation and implementation of an offshore production sharing arrangement with the Government of Tunisia
- Canadian counsel to the plan sponsor of a restructuring transaction involving Frontera Energy Corporation, a Canadian exploration and production company with operations focused in Colombia and Peru

Regulatory:

- Counsel to one of North America's largest pipeline companies on the development of liquefied natural gas and natural gas liquids project developments, particularly on federal and provincial environmental assessment, BC Oil and Gas Commission permitting and aboriginal consultation
- Providing ongoing advice to Suncor regarding advertising, packaging and labelling, trademark protection and enforcement, contests and promotions, and anti-spam and privacy
- Represented the Canadian Propane Association ("CPA") in opposing subsidies for natural gas expansion in the generic proceeding (Mike Richmond, 2017)
- Represented the Haisla Nation in obtaining a liquefied natural gas export license for Cedar 1 LNG before The National Energy Board. The license will allow them to develop their own LNG export business utilizing pipeline capacity and other opportunities they have secured in negotiations with other companies planning to do business in their traditional territory
- Acted for Olco Petroleum, a major gas retailer, in connection with two class actions concerning alleged cartels to fix gasoline prices in numerous markets throughout the province of Quebec



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- Advised Oil and Gas companies on economic sanctions against Iran, Russia and North Korea
- Acting for the Williams Company Inc. in the development of the Heartland Petrochemical complex prior to its sale to Inter Pipeline
- Acted for a multinational petroleum products company in a successful Alberta Securities Commission (ASC) proceeding to challenge defamatory and unfair comparative advertising by a competitor