



Brian Yaworski, Q.C., ICD.D

Partner

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Brian Yaworski, Q.C., M.A., ICD.D is a partner in the firm's Calgary office. Brian's corporate and commercial practice spans energy (including oilfield services), infrastructure (including energy infrastructure and public private partnerships [P3s]), banking and financial services, aboriginal consultation, sports and entertainment law and corporate governance.

Brian has acted and continues to act as counsel and business adviser in a wide variety of matters for corporate, multinational, institutional, individual, aboriginal, government and public and private sector clients, as well as for clients in public and private domestic and international business dealings.

Brian has an interdisciplinary background in economics, business, government and law, and a broad base of academic, government, corporate governance, not-for-profit and business experience which he applies through innovative and practical approaches to problem solving in complex business negotiations and transactions and strategic planning.

His business and legal acumen includes the negotiation, structuring and implementation of transactional matters involving mergers and acquisitions, divestitures, takeovers, amalgamations, joint ventures, Canadian and United States dollar cross-border corporate debt financings and refinancings involving both the lender and the borrower, private placement of United States and Canadian dollar cross-border debt financings, syndications, corporate reorganizations and restructurings, and plans of arrangement. Brian's practice emphasis is in the corporate and commercial and oil and gas sector including conventional and unconventional oil and gas, Canadian oilsands, coal, coalbed methane, natural gas liquids, midstream assets and infrastructure (including natural gas storage facilities, deep cut straddle and extraction facilities and fractionation facilities), processing and production facilities (including construction, ownership and operation of oil and gas exploration and development facilities), pipelines, oilfield services, construction and operation of crude oil storage rail terminal facilities and transportation of crude oil, bitumen and condensate by rail in Canada and the United States.

Brian has extensive experience managing large projects involving significant legal manpower requirements and multiple jurisdictions, the most significant of which was the acquisition by Amoco Canada Petroleum of Dome Petroleum and its related corporations, including Hudson's Bay Oil and Gas, under a plan of arrangement and the related financings of Amoco Canada

RELATED SERVICES

- Aboriginal and First Nations
- Corporate
- Climate Change
- Oil and Gas
- Public Private Partnerships and PFI
- Securities and Corporate Finance
- Capital Markets

RELATED SECTORS

- Financial Services
- Mining
- Energy and Natural Resources

LANGUAGES SPOKEN

English

Petroleum.

Brian has represented and advised the boards of directors and independent committees of boards of directors; he has experience dealing with insolvent corporations and its lenders and advising boards of directors of insolvent corporations; he has served on the board of a number of public, private and not-for-profit corporations and on advisory, special and ad hoc independent committees of boards of directors of public and private corporations. He has served on audit committees, engineering reserve committees, governance committees and compensation committees of both private and public corporations. Most recently, Brian served as an independent director, Chairman of the board of directors and Chairman of the special committee of independent directors of the board of directors for strategic alternatives of a publicly traded Canadian junior oil and gas exploration company which was listed on the Toronto Stock Exchange; he had also served on, respectively, its audit, reserve, governance and compensation committees.

For over 12 years, Brian served on the Executive Management Committee and as a director of a privately owned intermediate oilwell drilling contractor which operated principally in Western Canada and had operations in the United States and in the Middle East.

In the not-for-profit sector, Brian is currently a director and officer of the Business of Hockey Institute (BHI) founded by Brian Burke (President of Hockey Operations, Calgary Flames Hockey Club) and Ritch Winter (4Sports & Entertainment Inc.); BHI is a non-profit "think tank" dedicated to improving the economics of hockey through education, research, consulting and advocacy; in conjunction with BHI's exclusive academic partner, Athabasca University (AU), BHI offers courses in AU's Executive Master of Business Administration program for an educational credential - the Certified Hockey Professional (CHP) - that identifies individuals with both experience and formal training in the business of hockey.

Brian has served as a member of and counsel to the Calgary Committee to, respectively, Canada's Men's Olympic Hockey Teams and Canada's Men's National Hockey Teams, is a past director and officer of the Seaman Hotchkiss Foundation (formerly Flames Project 75 Hockey Association, a non-profit charitable organization formed by the Calgary Flames Hockey Club) and has acted as counsel and adviser to a number of sporting groups, including Hockey Canada, the Calgary Flames Hockey Club, the Western Hockey League, the Calgary Raiders Lacrosse Club and the Business of Hockey Institute and to athletes, coaches and administrators in hockey, baseball and lacrosse.

Brian has also worked as an economist in the government sector and has extensive experience teaching economics at various universities in Canada.

Prior to entering law, Brian worked as an economist in various departments of the Government of Saskatchewan including the Department of Health, Medicare Insurance, the Saskatchewan Housing Corporation, the Highway Traffic Board and the Attorney General's Office, in the areas of, respectively, health care, housing, transportation and transportation policy, and grain handling and grain transportation. Through the Saskatchewan Attorney General's Office, Transportation Policy Branch, Brian worked as an economist for the Government of Saskatchewan on two Federal Commission Enquiries, namely, the Grain Handling and Transportation (Hall) Commission relating to grain handling and grain transportation and the Costs of Transporting Grain by Rail (Snively) Commission.

Brian has over 20 years' experience teaching microeconomics and macroeconomics at, respectively, McMaster University, the University of Saskatchewan, the University of Calgary and Mount Royal University; he has also taught energy law at the Haskayne School of Business at the University of Calgary and for several years, he taught the Canadian Association of Petroleum Landmen freehold mineral rights and leases course; he has also lectured in commercial transactions at Alberta bar admissions courses.

Brian has written and presented papers, and spoken on a variety of banking, energy and corporate and commercial matters, and has been a frequent seminar panelist and participant in banking law and energy law.

Brian has been active in political, charitable, educational, community and sports organizations.

Brian is a member of a number of associations including the Law Society of Alberta, the Canadian Bar Association, the International Bar Association, the Canadian Energy Law Foundation, the Petroleum Joint Venture Association, the Rocky Mountain Mineral Law Foundation, the Institute of Corporate Directors and the Business of Hockey Institute.

Brian has a Bachelor of Arts (Honours) in Economics from the University of Saskatchewan, a Bachelor of Administration in Finance from the University of Regina, a Master of Arts in Economics from McMaster University and a Juris Doctorate from the University of Saskatchewan. He is a graduate of the University of Toronto's Rotman School of Business, Institute of Corporate

Directors, Directors Education Program; he received the Institute of Corporate Directors, Institute-Certified Director, ICD.D designation in 2012.

Brian was appointed Queen's Counsel in Alberta in 2000.

LANGUAGES SPOKEN

- English

CREDENTIALS

Admissions

- Alberta, 1979

Recognitions

- Martindale-Hubbell, Distinguished® Peer Review Rated

Education

- J.D., University of Saskatchewan
- M.A., Economics, McMaster University
- B.A., Economics, Honours, University of Saskatchewan
- BAdmin, Finance, University of Regina
- Graduate, Rotman School of Business, Institute of Corporate Directors, Directors Education Program, ICD.D designation 2012

Memberships

- Director, Officer, and Member, Business of Hockey Institute
- Member, Institute of Corporate Directors
- Member, Canadian Energy Law Foundation
- Member, Rocky Mountain Mineral Law Foundation
- Member, Petroleum Joint Venture Association
- Member, Canadian Corporate Counsel Association
- Member, Law Society of Alberta
- Member, Canadian Bar Association
- Member, Calgary Bar Association