

CONTACT INFO



Partner, Calgary

(403) 267-8154

THOMAS E. VALENTINE

Practicing in Macleod Dixon's Global Resources group Tom has more than 23 years of experience in the oil and gas industry, both as a barrister and a solicitor.

Tom has recently returned from Doha, Qatar, where he was Senior Counsel (Projects) with Qatar Petroleum, the national oil and gas company for the State of Qatar.

Tom's work is focused on oil, gas (including LNG) and project facility work and includes fiscal regime work, E&P work, joint venture structuring, joint operations issues, purchase and sale agreements, and decommissioning obligations.

Education

- London School of Economics, LL.M., 1989
- Dalhousie University, LL.B., 1986
- University of British Columbia, B.A., 1983

Call To Bar

- Alberta, 1987

Affiliations

- Member, Law Society of Alberta

Publications & Presentations

- Chairman, "LNG Contracts:, Three Day Training Course", CWC School for Energy Studies, Houston, Texas, July 16-19, 2007.
- May 27, 2007 *Oilweek* Magazine: Article "*Of Goats, Sheep, Camels... AND OIL*" an interview with T. E. Valentine.

- Chairman, "LNG Contracts:, Three Day Training Course", CWC School for Energy Studies, Dubai, UAE, April 16 - 19, 2007.
- Chairman, "LNG Contracts:, Three Day Training Course", CWC School for Energy Studies, Houston, Texas, July 18-20, 2006.
- Co-Chair, "LNG: Understanding the Strategic, Commercial and Legal Fundamentals", CWC Associates Limited, Port of Spain, Trinidad, September 11 - 15, 2006.
- Presenter, "Critical Issues in LNG Project Assessment", Canadian LNG Conference, Dufour Energy and Macleod LLP, Calgary, Alberta, January 30, 2006.
- Presenter, "LNG: Understanding the Strategic, Commercial and Legal Fundamentals", The CWC School for Energy Studies, Luanda, Angola, Africa, January 23 - 27, 2006.
- Co-Chair, "LNG: Understanding the Strategic, Commercial and Legal Fundamentals", CWC Associates Limited, Port of Spain, Trinidad, October 17 - 20, 2005.
- Presenter, "LNG: Understanding the Growth Potential and Market for LNG Along the Pacific Coast", Infonex Inc., Vancouver, British Columbia, September 28 and 29, 2005.
- Chairman, "Commercial Structuring and Legal Issues -- LNG Terminals", LNG Terminal China, 2005, Guangzhou, China, July 25 - 27, 2005.
- Presenter, "Recent Developments in the Oil & Gas Legislation in Kazakhstan", Canadian Eurasia Russia Business Association, 5th Annual Energy Conference, Calgary, Alberta, June 6, 2005.
- June 2005 *Lawyers Weekly* article Calgary firms vie to gain a foothold in growing LNG market, quoting Tom Valentine.
- Chairman, "LNG Forum: Maximizing Opportunities for Development and Growth", Insight Information Conference, Calgary, Alberta, May 30 and 31, 2005.
- Presenter, North American Gas Infrastructure -- Requirements and Risks for LNG Projects, GasFair 2005, 14th Annual North American Natural Gas Market Conference and Tradeshow, Toronto, Ontario, May 17 and 18, 2005.
- Presenter; "The Growth of LNG in North America -- Critical Legal Issues in the LNG Value Chain", Canadian LNG Conference; Calgary, January, 2005.
- Presenter, "International Oil & Gas Transactions in Brazil: Critical Issues and Due Diligence", Canadian Counsel for the Americas and the Brazil-Canada Chamber of Commerce, Calgary, Alberta, October 12, 2004.
- Presenter, "Alberta Heavy Oil Industry: Fiscal Incentives and Other Government Assistance", 2004 Rio Oil & Gas Exposition and Conference, Rio de Janeiro, Brazil, October 8, 2004.
- Author, "The World is Watching: Increased Interest in Alberta's Oil Sands", *Oilweek*, October 2004.
- Author, "LNG Project: A Legal Framework", *Oilweek*, September 2004.
- Author, "Canada's West Coast Positioned for LNG Success", *Oilweek*, August 2, 2004.
- Author, "The World LNG 14 Conference: Another Success Story for Qatar", *Oilweek*, May 3, 2004.

- Presenter, "Current Issues in International Joint Venture Agreements", International Business Week: Calgary Chamber of Commerce, May, 2004.
- Presenter, "Recent Developments in the Middle East Regarding LNG", Association of International Petroleum Negotiators, Annual Conference, April, 2004, Houston, Texas.
- Presenter, "The Caspian Development Program and Amendments to the Tax Code," Canada Eurasia Energy & Industry Alliance, February, 2004.
- Presenter, "Extra Heavy Crude Oil Production in South America"; Western Canada Oil Sands Summit, January, 2004.
- Presenter, "LNG Terminal Economics: Supply Terms in the LNG Trade"; Canadian LNG Conference; Calgary, December, 2003.
- Presenter, "Business Arbitrations: Modifications Required to the Current Alternative Dispute Mechanisms"; Calgary Chamber of Commerce; Dispute Resolution Committee, the ADR Institute of Canada and the Alberta Arbitration & Mediation Society; May, 2001.
- Presenter, "Joint Oil & Gas Operations and the Audit Process"; Petroleum Accountants Society of Canada, Spring, 2001.

Representative Work

- Somalia: Mr Valentine has acted as counsel to the Transitional Federal Government of Somalia with respect to the review of the State's constitution and the development of a new Petroleum Law and Regulations as well as Somali's new Production Sharing Contract.
- Kitimat LNG Inc. This project is for the permitting, financing, construction and operation of a 610 MMcf/day liquefied natural gas ("LNG") regasification terminal at Kitimat, B.C. Relevant work has included land acquisition, facility permitting, environmental review, EPC, project financing (equity and debt), LNG supply, gas purchase agreements and Terminal Use Agreements.
- Iraq (Kurdistan): Mr Valentine acts as legal counsel to a major E&P company with respect to their Kurdistan assets. Related work includes seismic services agreements, EPSA issues, and general upstream operational agreements.
- Yemen: Mr. Valentine acts as legal counsel and a Director to a Canadian E&P company active in the Malik field in the Republic of Yemen. Related work includes due diligence regarding financings, facilities use issues with the State and general energy and corporate transactions on behalf of the client with the Ministry of Energy in Sana'a.
- Indonesia: Mr Valentine recently acted for a large international merchant bank in the conduct of due diligence regarding an investment into a major offshore oil and gas field.
- Qatar: Mr. Valentine acts as counsel to a Canadian based methanol producer with respect to a joint venture with the State of Qatar for the construction of a \$600 m. methanol production facility at Ras Laffan. Relevant work includes negotiating with State Officials regarding supply rights, joint venture terms, corporate structuring, marketing and related issues.
- Qatargas II Project - A Joint Venture between Qatar Petroleum and ExxonMobil, this project involves the construction of two 7.78 MMTA liquefied natural gas (LNG) facilities for the supply of LNG into the United Kingdom. Experience includes negotiation and preparation of the Development and Fiscal Agreement (pursuant to which the participants are granted rights from the State), the Joint Venture Agreement, and the Interim Services Agreement (pursuant to which technical services are provided to the joint venture in advance of incorporation). In addition, responsible for offshore tax planning, European Union (EU) competition issues,

Engineering, Procurement and Construction (EPC) agreements and an environmental liability review in relation to a proposed terminal site.

- Oman: Mr. Valentine acts as counsel to a Barbados based trading company with respect to the purchase, transportation and sale of LNG. Under this arrangement, the LNG is purchased in Oman and sold into the distribution hub at Zebbrugge, Belgium. Related work includes tax and the associated corporate planning on behalf of the Canadian based principals of the trading company as well as negotiating and preparing the terms of the Sale and Purchase Agreement ("SPA") with the State of Oman ("Oman LNG").
- Laffan Refinery - A Joint Venture between Qatar Petroleum, Total and ExxonMobil, this project is for the construction of a condensate refinery. Experience includes completion of the Project Management Agreement for the construction of the facility, the preparation of an Interim Services Agreement, and the negotiation of the Joint Venture Agreement for project participants.
- RasGas II Projects - Two projects between Qatar Petroleum and various gas purchasers in India. One project, for 7.5 MMTA, is the largest single LNG sale in the history of the LNG industry.
- LNG Sale and Purchase Agreements (SPA) - Qatar Petroleum, through its affiliates Qatargas and RasGas, is the fastest growing supplier of LNG in the world. Related SPA experience involves negotiations with various long term LNG buyers and the drafting of the SPAs. Negotiated issues include price and price review mechanisms, diversion rights, competition issues, delivery and payment terms, payment security issues, choice of law and payment security (Guarantee) matters.
- LPG Sale and Purchase Agreements – Providing counsel to Qatar Petroleum's Liquefied Petroleum Gas (LPG) Marketing Department with respect to issues of force majeure, facility construction delays, and demurrage and related shipping issues arising under long term SPAs.
- Decommissioning – Preparation of a Ministerial Brief regarding existing international and domestic decommissioning obligations relevant to the State of Qatar together with recommendations for the implementation of a decommissioning regime for the State. Currently preparing offshore tax structure which will allow offshore oil and gas companies tax relief on pre paid decommissioning obligations.

Awards

- Mabrouk Award, Qatar Petroleum, 2003
- Martindale - Hubbell Rating, Very High to Pre-eminent
- R. P. Bamford Award for Academics, Dalhousie University, 1986
- Award of Excellence, Canadian Petroleum Law Foundation, 1985
- The Yorsh Medal for Public Speaking, University of British Columbia (Gold Medal, 1982, Bronze Medal, 1981)