

Wes Fairbanks

Senior Associate



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Overview

Wes is a member of Dentons' Corporate group. His practice includes advising public and private companies, not-for-profit organizations and charities, partnerships, start-ups and entrepreneurs on a broad range of corporate and commercial matters, including corporate organization and governance, corporate finance and securities law, mergers and acquisitions (M&A) and other transactional matters including contract drafting and management.

Wes is also a member of the Dentons' Construction Group, where he provides advice to owners, contractors and consultants in relation to the interpretation, drafting and negotiation of various types of construction, infrastructure and procurement documents. He has experience with various procurement and construction contracting models including tenders, requests for proposals, requests for qualifications, public private partnerships, and integrated project delivery. This experience includes the preparation of industry standard form construction agreements and bespoke construction agreements and supplementary conditions in stipulated price, cost-plus, unit price, integrated project delivery, and other forms.

Experience

- **Rehabtronics Inc.:** Advising in relation to Rehabtronics' convertible debt seed financing.
- **Uproot Food Collective/Honest Dumplings Ltd.:** Advising in relation to bridge financing and acquisitions of South Island Pie Co. and Natural Kitchen Delights Chocolate.
- **Mikisew Group of Companies:** Advising with respect to the acquisition of a 5.81% indirect interest in Alberta Powerline Limited Partnership from Canadian Utilities Limited and related acquisition financing from the Bank of Montreal.
- **Cougar Drilling Solutions Inc.:** Advising with respect to Cougar Drilling Solutions Inc.'s sale of its global downhole drilling services business to TAQA Drilling Solutions Inc., a wholly owned subsidiary of Industrialization and Energy Services Company (TAQA).
- **Finning International Inc.:** Advising in relation to the wind-up of the equipment rental business and affairs of Raydon Rentals Ltd. d.b.a. The Cat Rental Store into its parent, Finning International Inc.
- **Her Majesty the Queen in Right of Alberta, by its agent Alberta Investment Management Corporation:**

Advising in respect of subordinated security in connection with private placement of CA\$30 million for Pine Cliff Energy Ltd.

- **Mikisew Group of Companies:** Advising on purchase by the Mikisew Group of Companies of all of the issued and outstanding shares of Guthrie Mechanical Services Ltd. and Guthrie Industrial Services Ltd. and acting as counsel in relation to transaction financing obtained from BMO.
- **Noralta Lodge Ltd.:** Advising on sale by Torgerson Family Trust and 989677 Alberta Ltd. of 100% of the equity interests of the company to Civeo Corporation for a total consideration of approximately CA\$367 million.
- **Leading North American Bank:** Advising the Bank, as lead arranger and administrative agent, in connection with the establishment of syndicated credit facilities (including an acquisition facility, operating facility and capex facility) in the aggregate amount of CA\$70 million for the purchaser of an Alberta company, which extracts and processes salt brine for use as a melting agent.
- **Canadian division of an international construction equipment company:** Advising on its purchase of a construction equipment rental business in the province of Saskatchewan.
- **Confidential Client:** Advising with its corporate reorganization (including an amalgamation with its subsidiaries, the sale of land and the payout of third-party mortgages) and the sale of its insurance brokerage business by way of share sale and purchase.
- **Confidential Client:** Advising in relation to the purchase of all of the issued and outstanding shares of a private engineering firm specializing in fire alarm and security systems.
- **Confidential client:** Advising in relation to the purchase of the assets of a fitness centre franchise.
- **Conuma Coal Resources Limited, a member of the ERP Group of Companies:** Advising on its US\$35 million acquisition of assets plus assumed liabilities including three surface mining coal complexes from Walter Energy Canada in this 2017 Cross Border Turnaround of the Year award winning transaction. The complexes were purchased by Walter Energy Canada from Western Energy in 2011 for over CA\$3 billion, *Turnaround Atlas Awards 2017*. The transaction also won the Restructuring Deal of the Year (US\$100 million to US\$250 million) at the 2017 *M&A Advisor Awards* (November 2017).
- **ERP Steel Works, LLC:** Advising on sale of approximately 52% of the shares of Conuma Coal Resources Ltd. to AMCI Euro-Holdings B.V.
- **Noralta Lodge Ltd.:** Advising in relation to the company's tender offer for CA\$82.2 million aggregate principal amount of senior secured lien notes.
- **Noralta Lodge Ltd.:** Advising in relation to the company's redemption of all issued and outstanding senior secured lien notes.
- **Noralta Lodge Ltd.:** Advising on a partial tender offer for CA\$56.5m of senior secured second lien notes and acting in relation to the amendment and restatement of its existing credit facility, which provided financing for the partial tender offer.
- **Up Energy (Canada) Limited:** Advising on Alberta and British Columbia law matters in relation to its acquisition of an 85.31% interest in Grande Cache Coal Corporation and Grande Cache Coal LP, Canada's second largest coking coal company, from Marubeni Coal Canada Ltd. and Winsway Enterprises Holdings Limited.

Activities and Affiliations

- Member, Law Society of Alberta
- Member, Canadian Bar Association

Presentations

- Co-presenter, “Startup finance 100: A legal perspective”, Edmonton Startup Week, October 20, 2021
- “Swimming (or Sinking) Together – An Introduction to Integrated Project Delivery Agreements”, Breakfast for the Minds: Construction Seminar , Edmonton, October 24, 2018
- “Comparing and Contrasting Common Business Structures”, Public Practitioners’ & Technicians’ Conference, June 2018
- “The Devil in the Details – Tips to Avoiding Disagreements on Rates, Overtime and Other Matters”, Breakfast for the Minds: Construction Seminar , Edmonton, May 4, 2017
- “Legal Implications for Electrical Contractors: Corporate Law”, Prepared for the Electrical Contractors Association of Alberta, 2016 - 2018
- “Assignment v. Subcontracting, ‘Pay-when-Paid Clauses’”, Breakfast for the Minds: Construction Seminar , Edmonton, April 26, 2016
- “Options for Allocating Risk in Coal Supply Agreements”, Dentons Breakfast for the Mind Series, May 2014

Areas of focus

Practices

- Corporate
- Mergers and Acquisitions
- Business Agreements and Commercial Contracts
- Corporate Governance
- Acquisition Finance
- Technology Procurement, Development and Licensing
- Intellectual Property and Technology

Industry sectors

- Construction
- HealthTech
- Technology

Education

- University of Alberta, 2013, JD (with Distinction)
- University of Alberta, 2010, BComm (Hons)

Admissions and qualifications

- Alberta, 2014