

Neil Gordon | Partner

With impressive backgrounds in both corporate law and the energy industry, Neil brings a unique perspective to his work with private and public sector clients in the energy, resources, agribusiness and manufacturing sectors.

After many years as the head of the South Australian Corporate Division, Neil now leads the Energy team in the Adelaide office. He has a thorough understanding of all areas of corporate and commercial law including competition and market regulation, corporate governance, and mergers and acquisitions, as well as extensive experience in major project delivery, outsourcing and procurement.

Neil is particularly expert in the natural gas industry. He has been involved in negotiating and documenting long term, high volume, contracts for the sale and purchase of natural gas and contracts for transportation of natural gas via pipeline systems. He also advises regarding third party access to pipeline systems.

Among Neil's long standing clients are ETSA Utilities, Flinders Ports, SEA Gas, and Viterra.

EXPERTISE

Areas of expertise include:

Commercial Contracting

Neil thrives on the challenges associated with negotiating and documenting strategically significant commercial contracts. Although he deals with a wide range of clients across many industries, Neil often handles agreements associated with the marketing, supply, distribution, shipping and transportation of products, including food, wine, grain, newspapers and magazines, quarrying materials, cement and rail and aviation components. Neil brings to his practice a firm grasp of relevant regulatory, risk and compliance requirements.

Energy - Oil & Gas

Neil has a wealth of experience in the marketing, sale and transport of natural gas, and the connection, operation and maintenance of significant



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RELATED SERVICES

- Commercial Contracting
- Mergers and Acquisitions

RELATED INDUSTRIES

- Energy and Resources
- Oil and Gas

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natural gas infrastructure. Neil's first work in this area was acting for the South Australian Government when they sold the state's transmission pipeline assets to the private sector in the mid 1990s – a project that involved unbundling existing haulage arrangements and negotiating complex new long-term arrangements. Since that time Neil has continued to be a key adviser to many organisations in this important industry.

Mergers and Acquisitions

Neil is an experienced M&A lawyer. He has negotiated and documented asset and share sales and purchases in industries as diverse as cement and quarrying, food, grain, gaming and wagering, newspapers, mining and water. Neil has managed corporatisation and sale processes related to the sale of South Australian Government Assets to the private sector, and has acted for ASX listed entities in the acquisition and disposal of both companies and assets.

Qualifications

- LLB (Hons), BEc

Professional Memberships and Affiliations

- Neil is a member of the Law Council of Australia's Competition & Consumer Committee and member of the Association of International Petroleum Negotiators.

Awards and Recognition

Recommended, Energy - Best Lawyers: 2013, 2014

Recommended, Oil & Gas - Best Lawyers: 2011, 2012, 2013, 2014

Neil Gordon is '*professional, inquisitive, and responsive*' and an expert in the natural gas sector - Legal 500 Asia Pacific 2010/11

PUBLICATIONS & MEDIA

Oil & Gas in Australia and New Zealand

20 November 2013

This overview of the oil and gas sector in Australia and New Zealand summarises the policy and regulatory framework in those countries –

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upstream and downstream, onshore and offshore; taxes and royalties; environment and planning laws; workforce-related legislation; and the implications of carbon policy and regulation for the industry.

Mergers & Acquisitions Newsletter

October 2013

In this edition of Mergers & Acquisitions Newsletter, we look at:

- Ports Botany and Kembla – a case study in optimising price and risk outcomes in a competitive sale process
- Lock up devices in recapitalisation proposals – lessons from Billabong
- 'The Court is not a rubber stamp': The message from the Federal Court in respect of second court hearings for schemes
- Coppermoly Limited: Intentions of an underwriter

Lifting the lid on bid-rigging, undisclosed associates and reverse standstills in M&A transactions

29 July 2013

In our most recent Mergers & Acquisitions Newsletter, our partners explain how cases such as *Norcast v Bradken*, coupled with the Takeovers Panel's tougher stance on undisclosed association, have pushed questionable transaction practices firmly into the spotlight.

Mergers & Acquisitions Newsletter

July 2013

In this edition of Mergers & Acquisitions Newsletter, we look at:

- *Norcast v Bradken* - a cautionary tale
- The Takeovers Panel and undisclosed associates - the net is closing
- 'Disposal' standstills - an emerging trend for public M&A transactions?

Minter Ellison Alert | Australian Government releases National Food Plan White Paper

24 June 2013

The government has recently released its National Food Plan, a roadmap for the future development of Australia's food and agriculture industry. Its key focus is on ensuring that Australia has 'a sustainable, globally competitive, resilient food supply, supporting access to nutritious and affordable food'. We review how the National Food Plan responds to the

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trends, opportunities and challenges facing Australia's food and agriculture industry in the 21st Century.

Mergers and Acquisitions Newsletter

7 March 2013

In this edition of Mergers & Acquisitions Newsletter, we look at:

- Can self-defeating conditions be used to give a bidder an option to proceed? Issues in Cathay Fortune Investments' takeover bid for Discovery Metals
- Demergers and sale transactions: Some key considerations
- Trustees! How bare is your trust?
- Future foreign investment trends in Australia's agri-secto
- Takeovers Panel publishes Index of Reasons 2006-2012

Mergers and Acquisitions Newsletter

November 2012

In this edition of Mergers & Acquisitions Newsletter, we look at:

- Rejection of approach
- Continuous disclosure - some welcome developments for M&A transactions
- Australia's agricultural sector in the spotlight

Minter Ellison Alert | Reserves and Resources Disclosure for Mining and Oil and Gas Companies: ASX Consultation on Listing Rule Amendments

26 September 2012

ASX has released a new Consultation Paper setting out draft amendments to the Listing Rules and new Guidance Notes regarding disclosure by mining and oil and gas companies listed on ASX of information regarding reserves and resources. In this Alert we provide an overview of the proposed new Listing Rules.

Mergers and Acquisitions Newsletter

13 September 2012

In this edition of Mergers & Acquisitions Newsletter, we look at:

- #continuous disclosure #social media #time for change

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- Transacting with foreign bidders – navigating potential pitfalls
- Why a lower takeover threshold won't stop major shareholders winning control
- Break fees - can these ever constitute financial assistance?

Mergers & Acquisitions Newsletter

6 June 2012

In this edition of Mergers & Acquisitions, we look at:

- 'Truth in takeovers': Can the policy inhibit price maximisation?
- Resolving valuation impasses in public M&A transactions: the rise of contingent consideration structures
- Strengthening 'put up or shut up' rules for takeovers: Should Australia follow the UK's lead?
- Takeovers Panel re-affirms guidance on rights issues
- Is a control strategy unacceptable if it is designed to take a company outside Chapter 6?
- The Panel's revised guidance on acceptable (and unacceptable) information disclosure in takeover documents

Alert – Australia's new tax regime for mining coal and iron ore – draft legislation now released

15 June 2011

On 10 June 2011 the Australian Government released the Minerals Resource Rent Tax (MRRT) Bill 2011 as exposure draft legislation for public consultation and comment. The MRRT is to apply from 1 July 2012 to the mining of iron ore and coal in Australia.

Alert – Minerals Resource Rent Tax - Government accepts Policy Transition Group recommendations

29 March 2011

The Federal Government announced on 24 March that it would accept all 98 recommendations made by the Policy Transition Group (PTG) which it set up to advise it in relation to the structure of the proposed Minerals Resource Tax (MRRT) and expanded Petroleum Rent Resource Tax (PRRT). The PTG made 94 recommendations about the MRRT and PRRT,

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and another four recommendations about the taxation treatment of mineral exploration generally.

Energy & Resources Update

November 2010

In this edition of Energy & Resources Update, we look at:

- How the new minerals resources rent tax works
- An overview of the new short term trading market for gas in NSW and SA
- Service contract liability after Deepwater Horizon
- Achieving economically efficient access for energy and resources projects
- A guide to foreign investment in Australia

Australian Tax Brief

July 2010

Government announces new mining tax regime

Australian Tax Brief

May 2010

Resource Super Profits Tax & other tax reforms for Australian Resource Projects

Energy & Resources Update

December 2009

In this edition of Energy & Resources, we look at:

- The OTN mechanism and transferring liability for fossil fuels emissions
- Legal issues in offshore geosequestration
- The evolution of subsidence management in NSW
- How and when to use termination for convenience clauses