2009 Advanced Negotiating and Drafting

MAJOR BUSINESS AGREEMENTS

Delivering Legal Services as an Integral Member of the Business Team

April 27 - 28, 2009 | Casino Nova Scotia | Halifax







Get the latest practice tips on negotiating the best deal for your client for any business transaction and state of the art contract drafting by hearing from leading lawyers. They will discuss these and other hot button topics:

- Negotiating and contracting with monitors, consultants, receivers, bankruptcy trustees and insolvent debtors
- Standard, design/build and construction management contracts
- Understanding different negotiating styles
- Pension funding and other exit considerations in the employment contract
- Negotiating and drafting the opinion letter in credit and lending transactions: what can you concede, what you must require
- Examining contracts for major energy projects
- MAC clauses (material adverse change) and post closing survivability

and much more...

Marketing Partners





PROGRAM CO-CHAIRS

Lydia S. Bugden
Partner, Stewart McKelvey

F. Van W. Penick
Partner, McInnes Cooper

KEYNOTE ADDRESS

Due Diligence Requirements You Won't Find on a Lawyer Checklist

Robert G. H. Patzelt, Q.C.

Vice-President Risk Management & General Counsel Scotia Investments Limited

Distinguished Faculty of Speakers Includes:

Mary Ellen Donovan Halifax Regional Municipality

Noella Martin

Wickwire Holm

Ronald Pizzo

Arnold Pizzo McKiggan

Darrell J. Stephenson

Stewart McKelvey (Saint John)

Anthony Tam

McInnes Cooper

Steven J. Weisz

Blake, Cassels & Graydon (Toronto)



Dear Colleague,

We are pleased to be working again with Insight to present the 2009 Advanced Negotiating and Drafting MAJOR BUSINESS AGREEMENTS conference on April 27-28, 2009 in Halifax.

Business deals work best when careful attention is paid to the pre and post contract process as well as to the detailed crafting of the legal document itself. Today's business climate requires you to manage the process as well as the paper in any business undertaking. Outside counsel sets the stage for on-going relations and must ensure the agreements meet the client's objectives. In-house counsel must understand the process and the terms and ensure the agreements meet the organization's current and future needs.

We have once again assembled a group of leading practitioners who will provide detailed, need-to-know information, tips, and advice to ensure your success. Whether addressing corporate finance or employment matters, participants come away with a deeper understanding and awareness of what to consider before, during and after the deals are made.

This successful conference has proven very popular with corporate counsel, lawyers in private practice, contract administrators and business owners as well as lawyers practicing in the public sector. It is an excellent opportunity to network with colleagues and share resources and information. Conference materials include detailed papers and presentations from seasoned presenters and are considered very useful take-always for future reference.

We look forward to seeing you in April!

Lydia S. Bugden

Partner

Stewart McKelvey

F. Van W. Penick

Partner

McInnes Cooper

WHAT SOME OF LAST YEAR'S DELEGATES HAD TO SAY:

- " Extremely valuable-great for new learning, expanding existing knowledge base and benchmarking."

 Michelle Riley, New Brunswick Power Holding Corporation
- " Excellent information on new areas of law."

Jennifer Forster, Cox & Palmer

Sponsorship Opportunities

If you are interested in displaying your company's products or services to high level key decision makers within your target audience, please contact: Gene Beil 1 866 456-2020 ext. 6143 Gene.Beil@incisivemedia.com

WHO SHOULD ATTEND

- Corporate/General Counsel
- Corporate/Commercial Lawyers
- Corporate Executives
- Corporate Secretaries
- Federal, Provincial and Municipal Lawyers

- Contract Managers/Specialists
- Commercial and Investment Bankers
- Business Consultants and Brokers
- Private Equity Investors

Need additional information? Subscribe to *in*conference™.

Gain online access to valuable conference papers and reports from any Insight conferences –whether it's energy, environment, finance, legal, or any of the other sectors covered at **Insight** conferences by subscribing today to **inconference**. Delegates will receive a set of original materials as well as online access to fully searchable conference papers through **Insight's inconference** that will serve as an invaluable reference source. To find out more, or to receive a free trial subscription, please go to http://inconference.insightinfo.com

MONDAY | APRIL 27, 2009

8:00 | 8:45

Registration and Continental Breakfast

8:45 | 8:50

Welcoming Remarks from Insight

8:50 | 9:00

Welcoming Remarks from the Co-Chairs

Lydia S. Bugden

Partner

Stewart McKelvey

F. Van W. Penick

Partner

McInnes Cooper

9:00 | 10:15

Insolvency and Restructuring Agreements in an Economic Downturn

Anthony M. Tam

Partner

McInnes Cooper

Steven J. Weisz

Partner

Restructuring and Insolvency Practice Group Blake, Cassels & Graydon LLP (Toronto)

- Drafting appropriate warranty, hold back and indemnification protections to minimize insolvency risks
- Latest developments in Companies' Creditors
 Arrangements Act (CCCA) and Bankruptcy and
 Insolvency Act (BIA) case law relevant to business
 contracts and secured transactions
- Best practices in restructuring default obligations under principal business and credit agreements
- Taking advantage of distress company transaction opportunities
- Negotiating and contracting with monitors, consultants, receivers, bankruptcy trustees and insolvent debtors
- Cross-border transaction issues
- An overview of insolvency and restructuring trends in North America

10:15 | 10:30

Networking Coffee Break

10:30 | 11:15

Managing Electronic Information: IP and Technology Agreements

Patrick Fitzgerald Partner Cox & Palmer

- Types of IP and technology agreements
- The technology and IP landscape
- Information management and records protection issues relevant to IP and technology agreements

- Data explosion, the new media and portable devices
- · What is protected; what is public domain
- The business cycle and software development
- Strategies in approaching technology and IP: licensing versus acquiring business solutions
- Pitfalls to consider when contracting for technology or IP
- Protecting electronically stored information (ESI)
- Minimizing outsourcing risks
- Negotiating and drafting privacy and confidentiality protections

11:15 | 12:00

Royalty Agreements

F. Van W. Penick

Partner

McInnes Cooper

- Legal character settled by Bank of Montreal v. Dynex
- Application of **Dynex** to hard minerals
- Overriding and Net Profit Royalties
- Offshore area issues: registrability
- Onshore issues: Blue Note Mining v. Merlin
- Drafting concerns

12:00 | 1:00

Networking Luncheon

1:00 | 1:45

Impact of Corporate Law Reform on Business Contracts

Carl A. Holm, Q.C.

Partner

Wickwire Holm

- Assessing the 2008 amendments to the Nova Scotia Companies Act
- How do these amendments change business transactions practice?
- Analysis, impact and implications of the Supreme Court of Canada decision in Royal Bank of Canada v. Saulnier

1:45 | 3:00

PANEL DISCUSSION

Public-Private Partnerships in Atlantic Canada: Current Trends in Tender Bid Documents and Construction Contracts

Moderator:

Darrell J. Stephenson

Partner

Stewart McKelvey (Saint John)

Mary Ellen Donovan

Municipal Solicitor

Halifax Regional Municipality

Jonathan Huggett

J.R. Huggett Company (Vancouver)

- Standard, design/build and construction management contracts
- When to use the P3 model (public-private partnerships) and contract drafting considerations

- Latest developments and best practices in tender and bidding processes and documentation
- Sample procurement agreement clauses
- Strategic procurement in a hot construction market
- Protecting against deficiencies, delays and subcontractor defaults: indemnities, warranties, hold backs and insurance protections
- Drafting arbitration provisions

3:00 | 3:15

Networking Refreshment Break

3:15 | 4:30

Partnering Successfully with In-House Counsel

Robert G. H. Patzelt, Q.C.

Vice-President

Risk Management & General Counsel Scotia Investments Limited

Richard Stock

Partner

Catalyst Consulting

Like businesses everywhere, Atlantic Canada corporations and governments are creating or expanding their own legal departments. The most enterprising of lawyers in private practice welcome the opportunity to expand the scope of their involvement with such clients. While the growth of the corporate counsel community does result in the in-sourcing of legal work, it also contributes to the growth of private practice areas including litigation, IP, regulatory, tax, labour/employment, complex commercial work, and cross-border activity.

Managing the corporation's portfolio of standard form contracts is an integral part of corporate counsel's practice. How can the business lawyer best assist the law department in this process?

This session will suggest how law firms can meet the challenge to offer value to sophisticated consumers of legal services. Balancing service, results and pricing takes a deft touch. Collaborative and partnering strategies will be suggested and their application to the conduct of business will be described.

4:30 | 5:15

Getting the Most for Your Client When Negotiating the Contract

Pamela Large-Moran (Charlottetown)

Mediator and Arbitrator

Principal

Conflict Resolution Services, Atlantic Canada

- Understanding the needs of the parties
- Identifying the parties' underlying undisclosed interests
- · Prioritizing the issues at stake
- Determining an appropriate forum for negotiating
- Effectively using a pre-negotiation meeting
- Setting the agenda and timetable
- Strategies for advancing your position

- Critiquing different negotiating styles
- Confronting negative tactics
- Negotiating with your own client concurrently or in the shadow of the counter-party negotiation
- · Getting the outcome your client wants

5.15

Conference Adjourns

TUESDAY | APRIL 28, 2009

8:15 | 9:00

Continental Breakfast

9:00 | 9:10

Co-Chairs' Opening Remarks

9:10 | 10:15

Employment Agreements in Recessionary Times and a Duty to Accommodate Environment

Noella Martin

Partner

Wickwire Holm

Ronald Pizzo

Partner

Arnold Pizzo McKiggan

- Key provisions in executive compensation and share purchase plans
- Stock options and bonuses
- Confidentiality, non-solicitation, non-competition and other restrictive covenants
- Duty to accommodate issues in employment contract drafting
- · Arbitration and other dispute resolution clauses
- Drafting termination clauses, notice periods and defining "cause" and "good reason"
- Pension funding and other exit considerations in the employment contract
- Perspectives of management, the employee and the trade union

10:15 | 10:30

Networking Coffee Break

10:30 | 11:30

Lending, Credit, Syndicated Facilities and Security Agreements: Closing the Financing Transaction

Lydia S. Bugden

Partner

Stewart McKelvey

Brian MacLellan, Q.C.

Partner

Wickwire Holm

- Assessing different financing models and tailoring the right one for the transaction
- Application of the new Security Transfer Act
- Types of credit facilities
- · Covenants, conditions and warranties
- Examining collateral securities: PPSA, Bank Act, bankers' acceptances, pledged collateral
- Negotiating and drafting the opinion letter: what can you concede, what you must require
- · Security interests in licenses
- Drafting tips for syndicated facilities

11:30 | 12:30

Exploring the New Frontier in Major Project Agreements

Philip Symmonds

Partner

Torys LLP (Toronto)

Scott Kraag

Partner

Torys LLP (Toronto)

- Examining contracts for major projects
- The key elements of design/build agreements and EPC contracts
- Allocating risks between owner and contractors
- Financiers' perspectives on major project agreements

12:30 | 1:30

Networking Luncheon

1:30 | 2:00

KEYNOTE LUNCHEON ADDRESS

Due Diligence Requirements You Won't Find on a Lawyer Checklist

Robert G. H. Patzelt, Q.C.

Vice-President

Risk Management & General Counsel

Scotia Investments Limited

2:00 | 2:45

The Family Unit as Corporate Client: Closely Held and Family-Owned Business Shareholder Agreements

Jeffrey Blucher

Partner

McInnes Cooper

- Reconciling the interests of majority and minority shareholders
 - transfer restrictions
 - removal of non-family shareholders
 - veto rights
 - puts and calls
 - drag along rights

- Pros and cons of unanimous versus non-unanimous shareholder agreements
- Attaching share rights or restrictions to family members only
- Creating exit triggers: shotgun clauses, piggy back rights and mandatory auctions
- Pledging or hypothecating shares
- · Use of shareholder agreements in joint ventures
- Resolving shareholder disputes through arbitration

2:45 | 3:00

Networking Refreshment Break

3:00 | 3:45

Purchase and Sale of Business Agreements

David A. Reid

Partner

Cox & Palmer

- Structure of a transaction: choosing between asset purchase and share purchase
- Key business issues from buyer's and seller's perspectives
- Impact of elimination of financial assistance tests under the Nova Scotia Companies Act
- M&A agreement models
- Representations, warranties, covenants, indemnities, express and implied conditions
- Waivers of breaches and repudiation issues
- Preparing for and managing the closing
- MAC clauses (material adverse change) and post closing survivability

3:45 | 4:30

Joint Ventures and Strategic Alliances

Colleen Keyes

Partner

McInnes Cooper

- Forms of joint ventures
- Funding joint ventures
- Transferability of joint venture interests
- Governance and control issues
- Exit strategies, including consequences of termination
- · Special legal/regulatory issues
 - taxation
 - partnerships
 - competition
 - fiduciary duties
- Examining precedent clauses joint venture agreements
- · Confidentiality, non-competes and dispute resolution

4:30

Conference Concludes

2009 Advanced Negotiating and Drafting

MAJOR BUSINESS AGREEMENTS

Delivering Legal Services as an Integral Member of the Business Team

FIVE EASY WAYS TO REGISTER Call 1 888 777-1707 | Fax 1 866 777-1292 | Internet: www.insightinfo.com Email: order@incisivemedia.com | Mail Incisive Media, 214 King Street West, Suite 300, Toronto, Ontario M5H 3S6

April 27 – 28, 2009 | Casino Nova Scotia | Halifax

[] Yes! Please register the following delegate(s) (photocopy for additional delegates) Priority Code: 9359-PDF Mr. [] Ms. [] Name Title: Area of practice: Company: **Business Address:** Province: Postal Code: City: Telephone: [E-mail: Type of Business: #of Employees: Registrant's Signature Required: REGISTRATION FEE: (Includes meals, documentation and *in*CONFERENCE[™], fully searchable online access to this conference's papers*) Please check your choice:

[] Early Bird Special 1,595.00 + HST (207.35) = 1,802.35

- (Register and pay by February 13th, 2009)
- [] Regular Conference Price: \$1,795.00 + HST (\$233.35) = \$2,028.35[] I would like to order an extra copy of the conference binder (1 conference
- binder is included in the registration fee) \$100.00 + 5% GST
- [] Payment enclosed. [] Payment to follow. (GST Reg. #856568779RT0001)
- [] Charge to my [] VISA ® [] AMEX ® [] MasterCard ®

Card Number:

Card Holder's Name:

Signature:

Date:

* Please allow 4-6 weeks after conference for activation of login and password.

Please Note: Full payment is required in advance of conference dates. Please make all cheques payable to Incisive Media. If payment is made by credit card, your credit card statement will quote "ALM Events Canada, Inc." as the vendor.

INSIGHT reserves the right to change program date, meeting place or content without further notice and assumes no liability for these changes. ©2008 Insight Information

Conference Code: LAC09359

HOTEL RESERVATIONS:

The Casino Nova Scotia is conveniently located at 1983 Upper Water Street, Halifax, NS. For overnight accommodation, please contact the Halifax Marriott Waterfront Hotel located at 1919 Upper Water Street. Tel: (902) 421-1700 or by fax (902) 428-7850.

CANCELLATION AND REFUND POLICY:

A refund (less an administration fee of \$200 plus HST) will be made if notice of cancellation is received in writing three weeks before the event. We regret that no refund will be given after this period. A substitute delegate is welcome at any time.

SPECIAL OFFER: Send 4 people for the price of 3!

Register 3 delegates for the main conference at regular price at the same time and you're entitled to register a fourth person from your organization at no charge. For other group discounts, please call 1-888-777-1707. All discounts must be redeemed when booking, discounts will not be valid or applied after this time.

INSIGHT REWARD PROGRAM: Attend multiple Insight conferences in 2009 and/or register during 2009 and save! Attend and/or register for a 2nd conference in the calendar year (January to December) and receive a 25% discount and attend and/or register for a 3rd conference and receive a 50% discount. Buy more and save!

PRIVACY POLICY: By registering for this conference, Insight will send you further information relating to this event. In addition, you may receive by mail, telephone, facsimile or e-mail information regarding other relevant products and services from either Insight OR third parties with whom we partner. If you do not wish to receive such information from either Insight or third parties, please inform us by email at privacy@incisivemedia.com or by telephone at 1 888 777-1707.