Partnerships, Limited Partnerships and Joint Ventures

Examine the key legal & business issues in establishing & managing partnerships & JVs

March 24 & 25, 2015, Toronto

Workshop Included: Transfer and Licensing of IP Rights

who should attend

In-House Counsel, Lawyers, Presidents, CEOs, CFOs, VPs, Directors, & Managers who are involved in or contemplating partnerships or joint ventures

Course Leaders

David Shaw, Blake Cassels & Graydon LLP

Richard Corley, Goodmans LLP

Lesley Bissett Baldwin, IBIS International

Rajeev Dewan, Weirfoulds LLP

Barry Leon, Perley-Robertson Hill & McDougall LLP

Jonathan Levin, Fasken Martineau DuMoulin LLP

W. Ian Palm, Gowling Lafleur Henderson LLP

Alex Porat, Litens Automotive Partnership

Jeffrey Simpson, Torkin Manes LLP

Charles Todd, Aecon Infrastructure Group

Glenn Willis, MNP LLP

Speakers & Participating Organizations

Two-Day Event!

course highlights

- Establishing termination rights: automatic or discretionary
- Determining leading risk areas and steps to take to mitigate risks
- Special considerations for international joint ventures and partnerships
- Licensing existing IP to the venture
- Key issues unique to natural resource JVs
- Legal and practical challenges in the governance of partnerships and JVs
- Initial partnership and joint venture documentation requirements
- Establishment of a comprehensive governance framework
- Different legal forms of partnerships and joint ventures
COURSE PROGRAM

STRUCTURING AND DRAFTING PARTNERSHIP & JV AGREEMENTS: KEY FEATURES AND USES

In order to fully realize the benefits of a venture, extreme care must be put into the structuring and drafting of the agreements creating the business arrangement. This session will provide an overview of the structuring considerations and pre-contractual issues associated with these types of arrangements.

- Initial partnership and joint venture documentation requirements
- Incorporating substantive issues into contractual language
- Impact of choice of law decision
- Defining the scope of the venture
- Managing and mitigating risk
- Resolving disputes
- Exit strategies

RISK MANAGEMENT ISSUES FOR PARTNERSHIPS AND JVS

Sound due diligence and effective risk management processes will enable your organization to make sound decisions before entering into a partnership or joint venture agreements. Drawing on case examples and practical advice, this session will address key risk management issues for partnerships and joint ventures.

- Determining leading risk areas and steps to take to mitigate risks
- Reducing risk through effective due diligence
- Risks associated with partnership
- Insurance issues
- Potential for unlimited personal liability

While nothing compares to the experience of attending the live event, with its enhanced networking opportunities and direct contact with leading experts, for those unable to attend in person FP provides a convenient option to still benefit from this unsurpassed learning experience:

FP’s live interactive Webcasts allow you to actively participate in events, from downloading all material distributed by lecturers to asking speakers questions.

- This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that these CPD hours are not accredited for the New Member Requirement.
- For Alberta lawyers, consider including this course as a CPD learning activity in your mandatory annual Continuing Professional Development Plan as required by the Law Society of Alberta.
- Attendance at this course can be reported as 9 hours of Continuing Professional Development (CPD) to the Law Society of B.C.
- The Barreau du Québec automatically accredits training activities held outside the Province of Quebec and accredited by another Law Society which has adopted MCLE for its members.

FACULTY

COURSE LEADERS

DAVID SHAW
David Shaw is a Partner at Blake, Cassels & Graydon LLP. His practice focuses on international and domestic joint ventures and partnerships, mergers and acquisitions, reorganizations, and franchising and distribution arrangements.

RICHARD CORLEY
Richard Corley is a Partner at Goodmans LLP. He has over 25 years of experience advising clients on complex outsourcing transactions, technology M&A, joint ventures, cleantech and technology-related competition law matters.

RAJEEV DEWAN
Rajeev Dewan is a Partner at Weifoulds LLP. His practice includes advising on cross-border transactions in and from Canada with emerging markets, specifically in relation to structuring, sourcing, and implementing cross-border financings and joint ventures.

BARRY LEON
Barry Leon is a Partner and Head of the International Arbitration Group at Perley-Robertson, Hill & McDougall LLP. He has more than 30 years of experience as counsel.

JONATHAN LEVIN
Jonathan A. Levin is a Partner at Fasken Martineau DuMoulin LLP. He practises business law, with an emphasis on corporate finance, financial restructurings, M&As, securities, financial institution law and general business law matters.

W. IAN PALM
Ian Palm is a Partner at Gowling Lafleur Henderson LLP. His practice focuses on corporate finance, M&A and private equity.

ALEX PORAT
Alex Porat is General Counsel at Litens Automotive Partnership.

JEFFREY SIMPSON
Jeffrey Simpson is a Partner at Torkin Manes LLP in the Banking, Finance and Insolvency Group. He specializes in matters before the Toronto Commercial List, a division of the Ontario Superior Court of Justice established to deal with complex commercial matters.

CHARLES TODD
Charles Todd is Commercial Director, Strategic Projects at Aecon Infrastructure Group. He is responsible for legal and commercial support of strategic infrastructure projects.

GLENN WILLIS
Glenn Willis is a Partner at MNP LLP. His area of expertise includes tax-effective structuring of acquisitions, operations and dispositions of real estate and other assets.

CO-LECTURERS

LESLEY BISSETT BALDWIN
Lesley S. Bissett-Baldwin is a Director of Worldwide Project Management at IBIS International, a global investigations, business intelligence, and risk management firm.

LEONARD CANZORI
Leonard Canzorl is a Partner at Goodmans LLP. His practice includes advising clients on international restructuring, corporate reorganizations, and reorganizations involving acquisitions, operations and dispositions of real estate.

JAY KADNICK
Jay Kadnick is a Partner at Blake, Cassels & Graydon LLP. His focus is on corporate finance and M&A, mergers and acquisitions, private equity, and business restructuring.

JASON KEE
Jason Kee is a Partner at Goodmans LLP. His practice focuses on business law, with an emphasis on corporate finance and M&A.

JANE LENNARD
Jane Lennard is a Partner at Goodmans LLP. Her practice focuses on business law, with an emphasis on corporate finance, M&A and joint ventures.

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webcast
DISPUTE RESOLUTION IN JV AND PARTNERSHIP AGREEMENTS

Partnerships, limited partnerships and joint ventures by their nature give rise to disputes recognizing the uncertainty of the future and the potential for disputes means that parties and their legal counsel need to pay attention to their contractual provisions for resolving disputes. This session will examine these matters and the factors to consider in negotiating dispute resolution provisions including the use of negotiation, mediation and arbitration as alternatives to court litigation.

- The pros and cons of negotiation, mediation, arbitration and litigation for joint venture and partnership disputes
- Special considerations for international joint ventures and partnerships
- Key factors when designing arbitration agreements
- Choice of jurisdiction and choice of governing law

EXIT STRATEGIES AND DISSOLUTION : TERMINATION MECHANISMS AND POST-EXIT CONSIDERATIONS

Partnership and joint venture agreements need to contain detailed provisions covering exit strategies, in the event that during the life of the venture the parties are unable to reconcile their differences and require mechanisms set out for the termination of the venture. This presentation will review some fundamental aspects and strategies in dealing with the termination of joint ventures and partnerships.

- The importance of designing suitable exit mechanisms
- Exit strategy options
- Establishing trigger events and how assets will be divided up
- Assessing what could go wrong in the venture
- Establishing termination rights: automatic or discretionary

INSOLVENCY AND RESTRUCTURING ISSUES

In today’s environment, all businesses must be prepared to protect and realize on assets in the event of an insolvency situation. This session will explore how to prepare for an insolvency situation from the perspective of both debtors and creditors.

- Fundamentals of bankruptcy, insolvency and restructuring law and the effect of insolvency law on partnerships
- Key recent insolvency case law
- Buying and selling assets through insolvency proceedings
- The role of the courts

INTERNATIONAL & CROSS BORDER STRUCTURING OF PARTNERSHIPS & JVS

In order to fully take advantage of emerging opportunities in the global marketplace and gain a competitive advantage on the global stage, many companies are resorting to international partnerships and joint ventures. However, international joint ventures carry with them their own unique issues and risks. This session will provide an overview of the structuring considerations and pre-contractual issues associated with international and cross-border arrangements.

- Key features and clauses for international joint venture agreements
- International joint venture contract models
- Dealing with cultural barriers, language differences, local laws & regulatory procedures, and different employment, labour & environmental laws
- Financial and managerial structure of an international joint venture
- Impact of choice of law decision
- Taking into consideration different cultural issues in joint venture negotiation
- Defining the scope of the venture
- Duties in the pre-contractual phase
- Financial and managerial structure of an international joint venture

DETERMINING THE BUSINESS STRUCTURE TO ACHIEVE BUSINESS GOALS

One of the most significant decisions arising from a new business opportunity is choosing the appropriate vehicle for the organization and operation of the business, as each vehicle offers distinct advantages and disadvantages. As well, the choice of vehicle also determines the nature and scope of the liability to which the participants in the business will potentially be exposed. This session will examine the various business structures available and provide insight into how to determine the type of business structure that best suits your needs. This session will cover:

- Different legal forms of partnerships and joint ventures
- Factors in determining which type of business structure best suit your needs
- Advantages, disadvantages and potential risks associated with the various business structures
- Business structures best suited for international ventures

TRANSFER AND LICENCING OF IP RIGHTS

Joint venture and partnership arrangements require that issues concerning IP rights be carefully considered and analyzed from a business, strategic, financial and legal perspective. Being intangible assets, loss of IP rights is a major risk of such ventures. This presentation will look at best practices for identifying, transferring and retaining IP rights within these arrangements.

- Conducting IP due diligence
- Ascertaining the nature and scope of the claimed rights in the IP
- Setting limits on where and how IP can be used
- Placing restrictions on who controls derivative IP
- Valuation of IP and other intangible assets
**PROCEEDINGS**

The “Proceedings” is your Web repository of learning resources for this event. It includes:

- the recording of the lectures at the forthcoming event itself, including documentation, slides and audio-visual;
- 25 or more carefully selected additional lectures (below), which are intended as a recommended enrichment of the course content, with many additional topics covered.

The price of the Proceedings (one user licence) is $299 if you are attending in person or by Webcast; or $799 otherwise.

### Joint Venture & Strategic Alliance Agreements
- Susan Tomaine, Blake, Cassels & Graydon LLP
- An Silverberg, Harbour Equity Capital Corp.
- Richard Elliott, Davies Ward Phillips & Vineberg LLP
- Carmen Diges, Miller Thomson LLP
- Matthew Peters, Fraser Milner Casgrain LLP
- Lenni C. Carreiro, Sanofi-Aventis Group
- Jeffrey Shore, Goodmans LLP
- Robert Banno, Davis LLP
- Jeffrey R. Foreman, Grant Thornton LLP

### Financial Structures for International Joint Ventures: Sources, Contributions & Valuation
- Using Joint Ventures & Strategic Alliance
- Strategies to Further Mining Projects
  - Carmen Diges, Miller Thomson LLP
  - Due Diligence Essentials to Reduce Risks of
  - International Joint Ventures
  - Clark L. E. Harrop
  - Tim Hortons Inc.

### Public-Private Partnerships: An Effective Financing Vehicle
- Mark Kolke, MaxComm Realty Advisors

### International Joint Venture Governance
- Karen Jackson, Stikeman Elliott LLP

### Negotiating International Joint Ventures & Strategic Alliance Agreements
- Mark A. Trachuk, Osler, Hoskin & Harcourt, LLP

### Planning with Partnerships
- Mitchell J. Sherman, Goodmans LLP

### Partnerships in the Resource Industries: Recent Tax Issues
- Ted M. Sutcliffe, Thorsteinssons LLP

### Types of Public-Private Partnerships and Impacts on Project Structure and Negotiations
- Bradley N. McElhan, WeirFoulds LLP

### Corporate Structuring for First Nation Businesses: Limited Partnerships & Joint Ventures
- David Allardice, Miller Titerle LLP
- Yves Caron, Gowling Lafleur Henderson LLP
- Fred R. Fletche, Borden Ladner Gervais LLP
- Sunil Selby, Trellis Capital Corporation
- William Horton, William G. Horton, Professional Corporation
- Mining Joint Ventures Agreements
- Paul Fornazzari, Gowling Lafleur Henderson LLP
- International Joint Ventures
- Paul Fornazzari, Gowling Lafleur Henderson LLP

### Registration:
To reserve your place, call Federated Press toll-free at 1-800-363-0722.
In Toronto, call (416) 665-6868 or fax to (416) 665-7733.

**Location:** Courtyard by Marriott Downtown Toronto, 475 Yonge Street, Toronto, ON, M5Y 1X7

**Conditions:** Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video.

**Time:** This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at 5:00 p.m.

**Cancellation:** Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee less 15% administration fee will be issued after this date.

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**Payment must be received prior to March 17, 2015**

**TO REGISTER FOR 2ND PARTNERSHIPS, LIMITED PARTNERSHIPS AND JOINT VENTURES**

**REGISTRATION COSTS**

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