October 7 & 8, 2015
Toronto

21st Applicable toward CPD Requirement

Negotiating and Drafting Major Business Agreements

Current, practical advice on the structure of key business deals

Workshop Included:

JOINT VENTURE & STRATEGIC ALLIANCE AGREEMENTS

Participating organizations

Aecon Group Inc.
Bankers Petroleum Ltd.
Bennett Jones LLP
Blake Cassels & Graydon LLP
Cassels Brock and Blackwell LLP
CH2M HILL Canada Limited
Citibank Canada
City of Mississauga
E.I. du Pont Canada Company
Fasken Martineau DuMoulin LLP
Federal Express Canada Ltd.
Goodmans LLP
MacDonald Dettwiler and Associates Inc.
Sim & McBurney / Sim Lowman Ashton & McKay LLP
Valeant Pharmaceuticals International Inc.
Willbros Canada

Who should attend

Corporate Counsel, Legal Services VPs & Directors, Lawyers, Corporate Executives, Contract Managers, Corporate Secretaries, Commercial & Investment Bankers, Consultants, Brokers, Private Equity Investors

Course highlights

• Mastering key drafting and negotiating skills
• Determining what to disclose
• Complying with electronic contract formalities
• Understanding intellectual property rights
• Realizing effective employment agreements
• Crafting cross-border contracts strategically
• Negotiating shareholders agreements
• Planning for acquisitions and closing the deal
FACULTY

COURSE LEADERS

FRANK DELUCA
Frank Deluca is a Partner at Cassels Brock & Blackwell LLP. His practice is focused on M&As, corporate finance, corporate governance and continuous disclosure.

MARK D. PENNER
Mark Penner is a Partner Fasken Martineau DuMoulin LLP. He has expertise in the acquisition, protection and enforcement of IP rights.

MARTINA NIKOLIC DOYLE
Martina Nikolic Doyle is Corporate Counsel at Aecon Group Inc. Her work focuses on a variety of public company matters.

CAROLYN FRANCIS
Carolyn Francis is Director of Contracts, Canada at CH2M Hill Canada Limited. She has knowledge in both the commercial & government sectors and on an international basis.

PAULA IRWIN
Paula Irwin is Manager, Contracts & Subcontracts at MacDonald Dettwiler and Associates Inc. She is responsible for all aspects of contracts management.

ANDREW JONES
Andrew Jones is a Partner at Sim & McBurney / Sim Lowman Ashton & McKay LLP. He practices IP and commercial litigation.

PAUL KLASIOS
Paul Klasios is Associate General Counsel, Secretary and Director for E. I. du Pont Canada Company and its Canadian agriculture bio-tech affiliate, DuPont Pioneer.

RICHARD F.D. CORLEY
Richard F.D. Corley, a Partner at Goodmans LLP, has over 25 years experience in outsourcing transactions, technology M&A, joint ventures, cleantech and technology competition law matters.

WENDY LAW
Wendy Law is Deputy City Solicitor - Municipal Law at the City of Mississauga. She and her team are responsible for providing legal advice to council and City departments.

GARY SOLWAY
Gary Solway is a Partner at Bennett Jones LLP. His practice focuses on joint ventures, M&As, franchising & distribution arrangements and reorganizations.

BRIAN D. WYLYNKO
Brian Wylynko is Managing Director, Regional Counsel & Corporate Secretary at Federal Express Canada Ltd., responsible for all legal, government relations & regulatory matters.

CAROLYN FRANCIS
Carolyn Francis is Director of Contracts, Canada at CH2M Hill Canada Limited. She has knowledge in both the commercial & government sectors and on an international basis.

PAULA IRWIN
Paula Irwin is Manager, Contracts & Subcontracts at MacDonald Dettwiler and Associates Inc. She is responsible for all aspects of contracts management.

DANIEL YELIN
Daniel Yelin is Senior Director, Business & Legal Affairs at Valeant Pharmaceuticals International, Inc.

TARALEE ZIMMERMAN
Taralee Zimmerman is the Contracts Manager for Willbros Canada, and has worked in the fields of oil and gas, law and construction for over ten years.

CO-LECTURERS

CHARLES G. ALEXANDER
Charles Alexander is General Counsel & Corporate Secretary of Citibank Canada, a wholly owned subsidiary of Citibank, N.A.

ALEJANDRO BELTRAN
Alejandro Beltran is a Contracts Manager at Bankers Petroleum Ltd., where he leads the contracts team of the company in Canada and Alabama.

RICHARD F.D. CORLEY
Richard F.D. Corley, a Partner at Goodmans LLP, has over 25 years experience in outsourcing transactions, technology M&A, joint ventures, cleantech and technology competition law matters.

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COURSE PROGRAM

PANEL: PRACTICAL NEGOTIATING STRATEGIES AND TECHNIQUES FOR CONTRACTS & AGREEMENTS

This panel discussion will share ideas and approaches on effective negotiating strategies and techniques when drafting major business agreements.

- Having a game plan
- Knowing who you are negotiating with
- Knowing your goals in advance
- Being reasonable & practical
- Understanding the big picture
- Achieving a win/win result

PRACTICAL DRAFTING TECHNIQUES FOR CONTRACTS & AGREEMENTS

This session will discuss the up-front considerations and practical drafting techniques that are important in creating a formal written agreement that reflects conceptually agreed to business principles.

- Key considerations underlying good drafting
- Effective use of boilerplate provisions and template agreements
- Risk and responsibilities: assessment & allocation
- Common pitfalls to avoid

DRAFTING AND NEGOTIATING SUCCESSFUL SERVICE AND SERVICE LEVEL AGREEMENTS

- Identifying the business interests that SLAs are intended to advance
- Establishing appropriate SLA incentives & enforcement terms
- Identifying appropriate SLA metrics & measurement methodologies

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 12 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 Québec and accredited by another Law Society which has adopted MCLE for its members.
Course Program

- Assessment and monitoring requirements
- Identifying risks including cyber risks
- Remedial activities to result from the SLA breaches
- Default and termination as a result of SLA breaches

Negotiating Shareholders’ Agreements

- Checklist of issues to consider
- Unanimous vs. non-unanimous shareholders agreements
- Rights to nominate directors
- Governance and control issues, including veto rights
- Transfer restrictions, pre-emptive rights, exit strategies
- Dispute resolution, non-compete and confidential information provisions
- Veto rights

Outsourcing Agreement Negotiations

- Basic elements of outsourcing transactions
- Customer goals and contractual requirements
- Specification of services, service level expectations and service level remedies
- Order flexibility and change process
- Jurisdictional and offshoring complexity
- Regulatory issues
- Indemnities, limitations of liability, representations and warranties
- Invoicing, payment, performance incentives, gain sharing, adjustments and credits
- Audit rights
- IP ownership protection and licensing
- Confidentiality, privacy and security

Confidentiality Agreements

- Determining what to disclose
- Timing of disclosure
- Two-way disclosure considerations
- Required disclosure to third parties
- Practical drafting considerations

Letters of Intent

In commercial transactions, letters of intent focus the parties on forging a deal, provide a helpful record of agreed terms, establish negotiation parameters and pave the way to efficient execution. This session will provide practical tips in negotiating and drafting effective letters of intent while highlighting recent legal developments interpreting them.

- Using letters of intent to save time and expense
- Fundamental elements of letters of intent: key terms to include
- Agreements to agree and enforceable obligations: the latest legal developments
- Confidentiality, assignment, no shop and standstill provisions
- Reliance on letters of intent
- Public disclosure obligations

Negotiating Acquisition Agreements

- Essential steps in a purchase transaction
- Contract structure and essential terms
- Asset purchases, stock purchases and merger agreements
- Basic tax consideration in structuring acquisitions
- Representations and warranties and covenants
- Closing the deal: conditions, pitfalls, risk, material change, termination provisions

IP Licensing Agreements

- What IP rights can be licensed?
- Key components of the license grant
- Avoiding common problems in the license grant
- Improvements: ownership and licensing
- Scope of license: avoiding common problems
- Term and termination
- Restrictions on assignment

- Licensing trademarks: the importance of quality control
- Licensing trade secrets: maintaining confidentiality
- Common representations and warranties
- Apportioning risk: indemnification and limitation of liability

Limitation & Liability Indemnities

Limitation of liability and indemnity provisions are included in most types of contracts and can have a significant impact on the remedies available as they may expand or limit exposure to risk over the course of the contract. The session will examine key considerations in the negotiation and drafting of these clauses.

- Determining what indemnities to include
- Exclusions and limitation of liability clauses, and appropriateness of certain exceptions
- Key considerations for indemnification clauses
- Reviewing indemnities and limitations of liability clauses in tandem

Drafting Effective Employment Agreements

This discussion will look at recent developments in the area of employment law and the impact that the evolving legal landscape has had on the negotiation, drafting and management of employment contracts, including:

- Business strategies regarding employment agreements, particularly in the context of the sale of a business
- Strategies for protection of IP and goodwill of the business in an employment context
- Special clauses such as non-competes, non-solicit and change of control provisions
- Termination provisions, notices and releases
- Dispute resolution and enforcement of rights

Taking Exception to RFP Terms and Conditions

- Raising concerns about the provisions of the RFP prior to the deadline for submission of proposals
- Steps in effectively taking exception to RFP terms and conditions
- Common grounds for taking exception
- Providing alternative language for those provisions
- How to avoid providing grounds to reject the proposal

International & Cross-Border Agreements

- Pre-negotiation due diligence and preparations: local laws, regulatory compliance, local customs and culture
- Use of local and Canadian counsel
- Key contract terms and provisions: choice of law, choice of jurisdiction, risk and indemnification, conflict and dispute resolution and client protection strategies
- Strategies for cross-jurisdictional joint ventures
- Effectively dealing with local laws and governmental requirements
- Identifying and managing special risks in international transactions
- Negotiating with non-English speakers

Workshop

Joint Venture & Strategic Alliance Agreements

- Complexities inherent in negotiating and drafting joint venture documents
- Legal forms of joint ventures
- Common elements of joint venture agreements
- Defining the scope of the venture
- Degree of participation and management of roles of each party
- Contribution of capital and ownership rights to property
- Division of the profits and losses
- Transferability of joint venture interests
- Exit strategies and consequences of termination
- Dispute resolution
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.

### IP Licensing Agreements
- Kenneth McKay
- Sim & McBurney Sim, Lowman, Ashton & McKay LLP
- Parna Sabet-Stephenson
- Blake, Cassels & Graydon LLP
- Bull, Housser & Tupper LLP

### Managing contractual risk
- Rodger Madden
- TELUS Communications Company
- Negotiating technology consulting agreements
- Robert C. Plasentin
- Sierra Systems Group Inc.
- Negotiating preliminary agreements
- Steven Robertson
- Goodmans LLP

### Outsourcing Agreement negotiations
- Lisa K. Abe-Oldenburg
- Bennett Jones LLP
- Practical negotiating techniques for contracts & agreements
- Donald Eng
- Overwaitea Food Group
- Negotiating IT contracts Accenture way Advanced strategies toolkit
- Elena V. Reshetnikova
- Accenture Inc.

### Managing risk in International & Cross-Border Agreements
- Derek S.T. Baldwin
- IBIS Corporation
- Negotiating shareholder’s agreements
- Daniel Steiner
- Stikeman Elliot LLP Barristers & Solicitors
- Drafting and negotiating a successful service level agreement
- Jessica J.N. Van Hoogeveen
- Eigen Development Ltd.

### IT Contracts
- Elisabeth Symons
- Mann Symons LLP
- Joint venture & strategic alliance agreements
- Corin Bowman
- Westport Innovations Inc.
- Understanding, preventing & detecting fraud
- Caroline Hillyard
- Grant Thornton LLP

### Drafting effective Employment Agreement
- Abdul-Basit Khan
- WeirFoulds LLP
- International & cross-border agreements
- Jonathan C. Lotz
- Lotz & Company
- Intellectual property clauses
- Shehryar Butt
- MacDonal, Dettwiler & Associates Inc.

### Limitation & liability indemnity
- Bradley Limpert
- Ridout & Maybee LLP
- Various approaches to the negotiation of complex IT agreements
- J. Fraser Mann
- Mann Symons LLP
- Resolving disputes
- Daniel Chitiz
- Chitiz Pathak LLP

### Confidentiality agreements and letters of intent
- Martina Nikolic
- Aeon Group Inc.
- Key components of the license grant
- Janet Grove
- Drafting and negotiating a successful service level agreement
- Caroline Hillyard
- Grant Thornton LLP

### Electronic contracts
- Janet Grove
- Overwaitea Food Group

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**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. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

**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.

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**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 registration fee will be provided upon cancellation in writing received prior to September 24, 2015. No refunds will be issued after this date.

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- **NUMBER OF PARTICIPANTS:**
  - COURSE: $1975
  - WEBCAST: $1575*
  - * One user licence

- **WEBCAST + PROCEEDINGS:**
  - $1975 + $299 = $2274

- **WEBCAST + PROCEEDINGS: $1874**

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  - * One user licence

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Proceedings will be available 60 days after the course takes place

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