

Best practice techniques that you can apply today to your deals

4th Mastering the Real Estate Deal

Creative but practical advice to real-world problems that arise in these deals

APPLICABLE TOWARD CPD REQUIREMENT

**Workshop Included: Interactive Panel:
Step-by-Step Process for Closing The Deal**

participating organizations

Atlas Group Limited	McLean & Kerr LLP
Blake, Cassels & Graydon LLP	Miller Thomson LLP
Firm Capital Corporation	Shoppers Drug Mart Limited
First National Financial LP	Skyline International Development Inc.
Makuch & Associates	WeirFoulds LLP

who should attend

Real estate developers, property managers, banks & other lenders, real estate lawyers & brokers, accountants specializing in real estate transactions, real estate investment trusts, builders

course highlights

This highly interactive course will provide you with creative but practical solutions to real-world problems that arise in these deals, including:

- Best practice negotiating tips that you can apply today
- Key considerations & provisions when entering into real estate transaction negotiations
- Expert guidance in negotiating & structuring financing for all types of real estate transactions
- Sophisticated tax structuring techniques to deal with the tax consequences of real estate transactions
- Practical drafting techniques to successfully convert a real estate deal into a bulletproof written agreement
- Best practices for avoiding and allocating legal risks
- A panel of leading real estate experts providing insights into the critical challenges & market trends in real estate
- A step-by-step process for addressing key closing-related information presented in a hands-on workshop

"Extremely beneficial. All information presented was useful & directly applicable to my work."

"Found the examples to be interesting & relevant to my job."

"Knowledgeable speakers & excellent content - they handled questions very well."

"This course provided interesting & useful insights."



Course Leader
James (Jim) Fraser,
McLean & Kerr
LLP



John Barnoski,
Shoppers Drug
Mart Limited



Bryan Buttigieg,
Miller Thomson
LLP



Hagit Genossar,
Skyline Interna-
tional Develop-
ment Inc.



Lou Iafrate,
Atlas Group
Limited



Jeffrey Lem,
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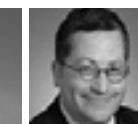
Stanley M.
Makuch,
Makuch &
Associates



Bradley N.
McLellan,
WeirFoulds
LLP



Amar Nijjar,
First National
Financial LP



Edward M.
Perlmutter,
Blake, Cassels
& Graydon LLP



Michael
Carragher,
Firm Capital
Corporation

as well as:

FACULTY

COURSE LEADER

JAMES (JIM) FRASER

James (Jim) Fraser is a partner with **McLean & Kerr LLP**, a Toronto based real property boutique law firm. He has over 35 years experience as a commercial real estate lawyer, specializing in commercial real estate acquisitions and dispositions, commercial leasing and commercial lending.

MICHAEL CARRAGHER

Michael Carragher is Vice President of Mortgage Investments at **Firm Capital Corporation**, with over 20 years experience in the real estate industry.

STANLEY M. MAKUCH

Stanley M. Makuch, B.A. (Hons.), M.A., LL.B., LL.M, of **Makuch & Associates** in Toronto, is a leading municipal and planning lawyer in Canada.

HAGIT GENOSSAR

Hagit Genossar joined Skyline as General Counsel in 2006. With 15 years of legal experience, she oversees all of **Skyline's** legal affairs and transactional work.

BRADLEY N. MCLELLAN

Brad McLellan heads the commercial real estate practice at **WeirFoulds LLP** and is a co-chair of the firm's infrastructure and public projects practice.

CO-LECTURERS

JOHN BARNOSKI

John Barnoski is Senior Director, Retail Development, Real Estate Services at **Shoppers Drug Mart**, where he directs the activities of Shoppers Drug Mart's Retail Development, Real Estate Services Division.

LOU IAFRATE

Lou Iafate is Executive VP, Business Development at **Altus Group Limited**, focussed primarily on investment properties, providing valuation & consulting advice on retail and other investment-grade real estate assets for 25 years.

AMAR NIJJAR

Amar Nijjar is Assistant Vice President - Institutional Placements & Commercial Mortgages at **First National Financial LP**.

BRYAN BUTTIGIEG

Bryan Buttigieg practices commercial litigation and environmental law at **Miller Thomson LLP**.

JEFFREY LEM

Jeffrey Lem is a partner in the Real Estate Group at **Miller Thomson LLP**, and has expertise in a broad range of sophisticated commercial real estate matters.

EDWARD M. PERLMUTTER

Ted Perlmutter, Partner, **Blake Cassels & Graydon LLP**, has over 25 years of commercial real estate experience focusing on acquisitions, dispositions, infrastructure/P3, joint ventures, leasing, secured financing, restructurings and realizations.

COURSE PROGRAM

NEGOTIATING AND DRAFTING SKILLS FOR DOING THE DEAL

Increased competition, changing market trends as well as evolving legal and regulatory environment can present significant challenges in the negotiation and drafting of real estate transaction agreements. This presentation will provide best practice negotiating tips and practical drafting techniques that you can apply today.

- Intricacies of negotiating on the offer
- Claims that can arise from defective agreements of purchase and sale
- Bullet proofing your real estate agreements
- Step by step approach to prepare documentation that sets out the terms of the deal in clear and concise language
- Key principles of good drafting technique
- Practical advice, real-world examples, and hands-on drafting exercises

NEGOTIATING FINANCING

Negotiating financing for a transaction is critical for laying the foundation for success in a real estate deal. While lenders often wish to utilize set loan documents that meet their own requirements, borrowers can still negotiate numerous provisions in order to maximize their financing options. This session will provide expert guidance in negotiating and structuring financing for real estate transactions.

- The main sources of capital for real estate financing and investment today
- Understanding the priorities of today's lenders
- Significance of key loan provisions to both borrower and lender
- Key provisions to include in real estate-related loan documentation
- Tips for negotiating and documenting of loan transactions

SUPPLEMENTARY COURSE MATERIAL

Federated Press is now providing delegates with access to an innovative new database containing at least 25 interactive multimedia presentations by leading experts and approximately 20 hours of lectures on the topics covered by this course, including all slides and speakers' papers. See the list of presentations on page 4.

Delegates will also receive a trial subscription to the Real Estate Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Real Estate topics as delivered at our many recent Real Estate conferences and courses.

- *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 10 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.*

TAX STRUCTURING THE TRANSACTIONS

This session focuses on sophisticated tax structuring techniques to effectively deal with the tax consequences of real estate investments and transactions.

- Tax planning techniques to minimize the after tax acquisition and financing cost
- Alternative structures and vehicles: tax impact
- Key tax considerations in holding and managing income-producing properties
- Short- and long-term strategies for deferring or eliminating tax on sale of real estate

PRACTICAL SKILLS FOR ADDRESSING DEAL THREATENING ISSUES

Being able to recognize the major obstacles to agreements and dealing with them effectively as you negotiate is essential to a successful real estate transaction. This session will provide you with practical strategies to handle a deal on the brink of collapse and will offer tips for overcoming obstacles to reaching an agreement.

- Recognizing major obstacles to agreements
- Best practices in issue resolution: techniques to overcome obstacles
- Escalating steps of response from informal to legal
- Changing competitive strategies and tactics

CONDUCTING DUE DILIGENCE

A carefully managed due diligence process is often the most effective way to mitigate risks associated with a complex real estate deal. This session will provide a roadmap for conducting effective due diligence, focusing on the key components for real estate.

- Mastering due diligence reviews: key steps in the process
- Best practices for analyzing the due diligence results and acting on them
- Due diligence considerations for the seller & purchaser
- Checklist of major issues to address in your due diligence review

ALLOCATING ENVIRONMENTAL RISK AND LIABILITY

Environmental risks, known and as yet unknown, must be carefully evaluated and allocated in order to minimize the likelihood of future liability. This session will highlight how environmental liability can arise, as well as provide best practices for avoiding and allocating environmental legal risks.

- Conducting environmental site investigations
- Benefits and limits in the use of contract provisions to avoid and allocate environmental liability
- Role of the regulator and whether contracting parties can contract out of regulatory liability
- Allocating environmental risk associated with brownfields and contaminated land

PANEL: MARKET TRENDS IN REAL ESTATE DEALS

Real estate markets and the way deals are being done are constantly evolving. In this session, a panel of leading real estate experts will provide you with insights into the critical challenges and market trends in the real estate industry and their impacts on deals.

- What do you need to understand about today's business environment and risks
- Impact on rising interest rates on real estate deals
- Insights into domestic and global trends and their potential impact on real estate deals
- Facing the potential of a price correction in the real estate market

REGULATORY UPDATE & CASE LAW

This session will examine the latest regulatory developments and case law and explore how they may impact real estate transactions moving forward.

- Latest regulatory developments impacting real estate deals
- Recent case law that affects doing real estate deals
- Regulatory developments on the horizon

FOREIGN INVESTMENT BY CANADIANS

Canadians looking to capitalize on global real investment opportunities need to be aware of the issues involved in these types of deals and the specialized expertise required to succeed. This session will examine key elements in foreign real estate investment by Canadians.

- Identifying and evaluating international real estate investment opportunities
- New and unfamiliar investment vehicles in the international market
- Creative forms of ownership
- Financing issues in international deals

DEALING WITH CONTRACTS BREACHES

How can companies protect themselves or minimize the impact of financial losses and/or business disruption resulting from bankruptcy, insolvency or breach of contract on their agreements? This presentation will explain why so-called "boilerplate" provisions may no longer be adequate and will discuss how to improve the parties' level of protection.

- Contemplating the possibility of bankruptcy and insolvency when negotiating real estate transactions
- Enforceability issues and damages for breach
- Grounds for rescission and practicalities of rescission when multiple parties are involved
- Foreclosure: recent developments in the law of real estate bankruptcies

NEGOTIATING WITH MUNICIPALITIES

This topic will highlight legal concerns associated with certain municipal and other regulatory controls and how they can impact real estate transactions. It will also cover the issues faced in negotiating with municipalities.

- Interim Control By-laws
- Enhanced Urban Design Controls
- Heritage Designations
- Conservation Authority Regulations
- Ontario Municipal Board Proceedings

WORKSHOP

INTERACTIVE PANEL: STEP-BY-STEP PROCESS FOR CLOSING THE DEAL

This workshop, designed to provide insight into the effective closing of real estate financing transactions, covers the step-by-step process for addressing all key closing-related information, including the assessing the due diligence process, closing preparation, typical checklists, closings documents, customs and procedures, as well as post closing monitoring.

- How to analyze the due diligence review results
- Closing strategies: preparing for the closing
- Customary costs and closing documents
- Post-closing monitoring
- Insurance issues

Your registration includes an interactive multimedia database comprising the following presentations from recent Federated Press courses and conferences. They are presented in their entirety with complete audio or video and accompanying slides. You may also purchase the multimedia proceedings of the course which will be available on CD-ROM 60 days after the course.

Conducting a thorough due diligence

Jeffrey Shore, *Scotia Capital*;
Ned Steinman, *Ogilvy Renault LLP*;
Scott Chandler, *McMillan LLP*;
Rosalyn Wallace, *Stantec Consulting Ltd.*;
Bill Roth, *Altus Group Limited*;
David Gibson, *Altus Group Limited*;
Lou Iafrate, *Miller Thomson LLP*;
Leonard Gangbar, *Goodmans LLP*

Closing the Deal

Leonard Gangbar, *Miller Thomson LLP*;
Ralph Bond, *BA Consulting Group Ltd.*;
Edward Perlmutter, *Blake Cassels & Graydon LLP*

Real Estate Joint Ventures

Jeffrey Shore,
Goodmans LLP

Allocating Environmental Risk & Liability

Bryan Buttgieg,
Miller Thomson LLP

Using Insurance to Mitigate the Costs of Environmental Risks

Adrien Pellen,
Aon Reed Stenhouse Inc.

Advanced Negotiating For Real Estate Transactions

George M. Valentini, *Osler, Hoskin & Harcourt LLP*;
Don Ross, *MCAP*

Drafting & Negotiating Skills: Real Estate Transaction Documents

Rosalyn Wallace,
McMillan LLP

Negotiating With Municipalities

Stanley Makuch,
Makuch & Associates

Pre-acquisition Due Diligence

Andrew Kidd, *CRBE Global Consulting*

Brownfields Redevelopment

Andrew Panko,
Associated Brownfields Inc.

Site Assembly: Use Of Conditional Contracts & Options

Edward M. Perlmutter,
Blake, Cassels & Graydon LLP

Land Development Approvals Process

Dennis Wood,
Wood Bull LLP

Negotiating Tactics For Real Estate Purchasing Transactions

Chris Huband & John Hutmacher,
Blake, Cassels & Graydon LLP

Development Financing

Jim Neilas & Drew Clark,
Neilas Inc.

Marketing And Leasing

Hunter Milborne,
Milborne Real Estate Inc.

Implementation (Design, Permits, & Construction)

Jeff Murva,
PHA Project Management

Commercial Leasing Issues In A Tightening Market

Luc Corneli,
High Peak Leasehold Limited

Trends In Commercial Lease Negotiations

Jordan Slatt,
LDC Logistics Development Corporation

Doing the Deal: Practical Skills for Addressing Deal Threatening Issues

Jordan Slatt,
LDC Logistics Development Corporation

Negotiating Skills for Real Estate Transactions : Doing the Deal in Today's Environment

Ned Steinman,
Ogilvy Renault LLP

Manging Risk in Real Estate Development

Joseph Shaw,
Manulife Financial

Overcoming Obstacles For Agreement

Delee Fromm,
Fromm & Goodhand

Bargaining For The Best Financing Terms

George Mejeury, *MCAP*;
Michael Cooper, *Dundee Reit*

Building Relationships With Your Business Partners: A Financing Perspective

Don Ross, *MCAP*;
George M. Valentini, *Osler, Hoskin & Harcourt LLP*

Negotiation Strategies

Delee Fromm,
Fromm & Goodhand

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: Metropolitan Hotel, 108 Chestnut Street, Toronto, Ontario, M5G 1R3

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. Multimedia proceedings with all slides and handouts can be purchased separately on a CD-ROM which will also include the course material.

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 4:00 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 will be provided upon cancellation in writing received prior to January 17, 2012. No refunds will be issued after this date.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

Payment must be received prior to January 23, 2012

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733

TO REGISTER FOR MASTERING THE REAL ESTATE DEAL

Name _____

Title _____ Department _____

Approving Manager Name _____

Approving Manager Title _____

Organization _____

Address _____

City _____ Province _____ Postal Code _____

Telephone _____ Fax _____ e-mail _____

Please bill my credit card: ☐ AMEX ☐ VISA ☐ Mastercard

_____ Expiration date: ____ / ____

Signature : _____

Payment enclosed: ☐ Please invoice. PO Number: _____

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MAIL COMPLETED FORM WITH PAYMENT TO:
Federated Press P.O. Box 4005, Station "A"
Toronto, Ontario M5W 2Z8

MRED1201/E

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:

COURSE: \$1975

COURSE + PROCEEDINGS CD-ROM:
\$1975 + \$175 = \$2150

PROCEEDINGS CD-ROM: \$599

NOTE: Please add 13% HST to all prices.

Proceedings CD-ROM will be available 60 days after the course takes place

Enclose your cheque payable to Federated Press in the amount of:

GST Reg. # R101755163
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For additional delegates please duplicate this form and follow the normal registration process