

19th

Negotiating and Drafting Major Business Agreements

Current practical advice on the structure of key business deals

October 7 & 8, 2014, Toronto

Two-Day Event!

Speakers & Participating Organizations



Course Leader
Constance L. Crosby,
Cisco Systems Canada



Course Leader
Richard F.D. Corley,
Goodmans LLP



Charles G. Alexander,
Citibank Canada



I. William Berger,
Fogler Rubinoff LLP



Frank DeLuca
Cassels Brock and Blackwell LLP



Carolyn Francis,
CH2M HILL Canada Limited



Paula Irwin,
MacDonald Dettwiler and Associates Inc.



Paul Klasios,
E. I. du Pont Canada Company



Wendy Law,
City of Mississauga



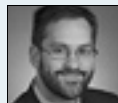
Barry Leon,
Perley-Robertson Hill & McDougall LLP



Martina Nikolic Doyle,
Aecon Group Inc.



Mark D. Penner,
Fasken Martineau DuMoulin LLP



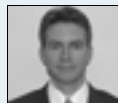
David Shaw,
Blake, Cassels & Graydon LLP



Gary Solway,
Bennett Jones LLP



Pierre Soulard,
Norton Rose Fullbright Canada LLP



Brian D. Wylynko,
Federal Express Canada Ltd.



Andrew Jones,
Sim & McBurney / Sim Lowman Ashton & McKay LLP

Workshop Included: *Joint Venture & Strategic Alliance Agreements*

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

“Learned a lot, very relevant to what I do! Would take other courses from Federated Press!”

“Benefited greatly from the course, it was a good introductory course for agreements”

“Got ideas for new and/or improved clauses,(i.e., better drafting techniques)”

COURSE LEADERS

CONSTANCE L. CROSBY

Constance Crosby is Vice-President, Legal, **Cisco Systems Canada**. Her practice focusses on IP and IT transactions, patents and licensing, as well as structuring joint ventures and mergers and acquisitions.

RICHARD F.D. CORLEY

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

CAROLYN FRANCIS

Carolyn Francis is Director of Contracts, Canada at **CH2M HILL Canada Limited**. She is responsible for all proposals, contracts, policies and general administrative requirements across Canada.

PAULA IRWIN

Paula Irwin is Manager, Contracts and Subcontracts at **MDA Corporation**. She has over 18 years of experience and is responsible for all aspects of contracts management.

PAUL KLASIOS

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

WENDY LAW

Wendy Law is the Deputy City Solicitor, Municipal Law, at the **City of Mississauga**. Her practice includes major procurement projects, and drafting and negotiating agreements.

BARRY LEON

Barry Leon is a Partner and Head of the International Arbitration Group at **Perley-Robertson, Hill & McDougall LLP**.

MARTINA NIKOLIC DOYLE

Martina Nikolic Doyle is Corporate Counsel at **Aecon Group Inc.**

MARK D. PENNER

Mark Penner is a Partner at **Fasken Martineau DuMoulin LLP**.

DAVID SHAW

David Shaw is a Partner at **Blake, Cassels & Graydon LLP**.

GARY SOLWAY

Gary Solway is a Partner at **Bennett Jones LLP**.

PIERRE SOULARD

Pierre Soulard is a Partner at **Norton Rose Fullbright Canada LLP**.

BRIAN D. WYLYNKO

Brian Wylynko is the Managing Director, Regional Counsel & Corporate Secretary at **Federal Express Canada Ltd.**

ANDREW JONES

Andrew Jones is a Partner, Barrister & Solicitor and Trade-mark Agent at **Sim & McBurney / Sim Lowman Ashton & McKay LLP**.

CO-LECTURERS

CHARLES G. ALEXANDER

Charles Alexander is General Counsel & Corporate Secretary at **Citibank Canada**.

I. WILLIAM BERGER

I. William Berger is a Partner in the Business Law Group of **Fogler Rubinoff LLP**.

FRANK DELUCA

Frank DeLuca is a Partner at **Cassels Brock and Blackwell LLP**.

COURSE PROGRAM

PANEL: PRACTICAL NEGOTIATING STRATEGIES AND TECHNIQUES FOR CONTRACTS & AGREEMENTS

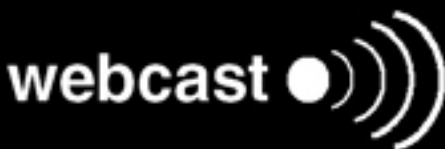
This panel discussion will share ideas and approaches on effective negotiating strategies and techniques when drafting major business agreements.

- Having a game plan
- Knowing who you are negotiating with
- Knowing your goals in advance
- Being reasonable
- Being 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 necessary to successfully convert an idea or term sheet into a formal written agreement that will withstand the test of time.

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



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 Quebec and accredited by another Law Society which has adopted MCLE for its members

DRAFTING AND NEGOTIATING SUCCESSFUL SERVICE AND SERVICE LEVEL AGREEMENTS

- Identifying the business interests which the SLAs are intended to advance
- Establishing appropriate SLA incentives and enforcement terms and conditions
- Identifying appropriate SLA metrics and measurement methodologies
- 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
- Governance and control issues
- Transfer restrictions, funding arrangements, exit strategies
- Dispute resolution, non-compete and confidential information provisions
- Veto rights
- Rights to nominate directors
- Preferred vs. common shares and share conditions

OUTSOURCING AGREEMENT NEGOTIATIONS

- Basic elements of outsourcing transactions, including transfers of assets and personnel
- 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 & 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

MANAGING RISK IN INTERNATIONAL & CROSS-BORDER TRANSACTIONS

- How risks in international and cross-border transactions are different
- Country risk and counter-party risk
- Negotiating in different cultures and languages
- Dangers in jurisdictions that appear familiar
- Choice of law and its limitations
- Conflict and dispute resolution options
- Choice of jurisdiction: which court(s)?
- Reasons for choosing international commercial arbitration
- Avoiding pitfalls in international arbitration provisions
- Taking advantage of investor protection treaties
- The importance -- and dangers -- of local counsel

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 trade-marks: 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 of and limitation of liability clauses, and appropriateness of certain exceptions
- Key considerations for indemnification clauses
- Reviewing indemnities and limitations of liability clauses in tandem

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

Stuart Ash
Gowling Lafleur Henderson LLP

International & Cross-Border Agreements

Dale Scott
General Electric

Electronic Contracts

Parna Sabet-Stephenson
Blake, Cassels & Graydon LLP

Outsourcing Agreement Negotiations

Lisa K. Abe-Oldenburg
Fasken Martineau DuMoulin LLP

Practical drafting techniques for Contracts and Agreements

C. Ian Kyer
Fasken Martineau DuMoulin LLP

Confidentiality Agreements and Letters of Intent

Colin K. Sam
Aecon Group Inc.

Employment Agreements

Abdul-Basit Khan
Blake, Cassels & Graydon LLP

Outsourcing Agreement Negotiations

Cheryl Slusarchuk
Blake, Cassels & Graydon LLP

Drafting and Negotiating a Successful Service Level Agreements

David Spratley
Davis LLP

Joint Venture & Strategic Alliance Agreements

Susan Tomaine
Blake, Cassels & Graydon LLP

Securing Human Capital in Business Transactions

Jennifer Russell
Roper Greycliff LLP

Negotiating Acquisition Agreements

Andrew Hung
BMO

Risk Allocation in Commercial Agreements

J.R. Beaudrie
McMillan LLP

Practical Negotiating Techniques for Contracts and Agreements

Gabor G.S. Takach
Torys LLP

Negotiating Shareholders Agreements

Kenneth N. Burnett
Miller Thomson LLP

Case study: Practical Considerations in Commercial Contracts

Sean S. Caragata
Cisco Systems, Inc.

Strategies in Drafting Contractual Provisions

Frank DeLuca
Cassels Brock & Blackwell LLP

Renegotiating Contracts

Lisa K. Abe-Oldenburg
Bennett Jones LLP

Contract Project Management

Patricia Skringer
AECON Infrastructure Group

Managing Contractual Risk

Rodger Madden
Telus

Drafting IT Agreements

Mark Johnson
Infusion Development

Competition Act and Investment Canada Act Provisions in M&A Agreements

Omar Wakil
Torys LLP

Panel Discussion: Legal Frameworks for Drafting Commercial Agreements

Pierre Soulard
Norton Rose Canada LLP

Drafting Rights, Obligations, Exclusion and Limitation Clauses

Teresa A. Reguly
Torys LLP

Legal Aspects of Tenders, Proposals, Auctions and Quotations

Daniel Chitiz
Chitiz Pathak 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. 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, M4Y 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 provided upon cancellation in writing received prior to September 23, 2014. 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 September 30, 2014

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

TO REGISTER FOR 19TH NEGOTIATING AND DRAFTING MAJOR BUSINESS AGREEMENTS

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: _____

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 WEBCAST: \$1575*
 * One user licence
 COURSE + PROCEEDINGS:
 \$1975 + \$299 = \$2274
 WEBCAST + PROCEEDINGS: \$1874
 PROCEEDINGS: \$799*
 * One user licence
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 Proceedings will be available 60 days after the course takes place
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