

14th Tax Planning for Real Estate Transactions

The Latest Tax Developments in the Real Estate Sector

Workshop Included: *Structuring Tax Driven Real Estate Investments*

participating organizations

Altus Group Limited
Davies Ward Phillips & Vineberg LLP
Deloitte & Touche LLP
Goodmans LLP
Gowling Lafleur Henderson LLP

Michael I. Atlas, Chartered Accountant
Osler, Hoskin & Harcourt LLP
Tax Chambers
Wilson Vukelich LLP

who should attend

Real estate, tax and business lawyers, VPs, directors & managers of tax, CFOs & treasurers, accountants, real estate developers, comptrollers, corporate tax counsel, financial planners

course highlights

- Mergers and Acquisitions of REITs
- Tax Issues for Non-Resident Investors in Canadian Real Estate
- International Real Estate Acquisitions
- Tax-Deferred Transfers of Real Estate
- Structuring Tax-Driven Real Estate Investments
- Property Purchase Tax Implications
- Real Estate Transactions: HST Issues



Course Leader
Frank Baldanza,
Deloitte &
Touche LLP



Michael I. Atlas,
Chartered Ac-
countant



Michael
Bussman,
Gowling Lafleur
Henderson LLP



Sunita Doobay,
Tax Chambers



David Gibson,
Altus Group
Limited



Robert Martini,
Wilson Vukelich
LLP



Fred Purkey,
Davies Ward
Phillips & Vine-
berg LLP



Mitchell
Sherman,
Goodmans
LLP



Jack Silverson,
Osler, Hoskin &
Harcourt LLP

FACULTY

COURSE LEADER

FRANK BALDANZA

Frank Baldanza is a tax partner with **DeLoitte & Touche LLP**. He has over 25 years of tax experience including the structuring and implementation of cross border real estate investments involving private equity funds, REITs, partnerships, corporations, trusts and tax-exempt entities.

CO-LECTURERS

MICHAEL I. ATLAS

Michael I. Atlas, is a Toronto-based **Chartered Accountant** who practices as an independent consultant on tax matters, with emphasis on international tax planning, corporate reorganizations, real estate and estate planning.

MICHAEL BUSSMAN

Michael Bussmann is a tax partner at **Gowling Lafleur Henderson LLP**, specializing in commodity tax matters, including the Harmonized Sales Tax (HST) and Goods and Services Tax (GST).

SUNITA DOOBAY

Sunita Doobay is a Canadian lawyer practicing taxation at **Tax Chambers** in Toronto. Her areas of practice include corporate income taxation and succession planning.

DAVID GIBSON

David P. Gibson is Executive Vice President, Global Business Development at **Altus Group**. He has more than 25 years of experience in the property tax consulting field.

ROBERT MARTINI

Robert is a Partner at **Wilson Vukelich LLP**. He practices tax law with a focus on entrepreneurial business owners, corporate reorganizations, trusts and estate planning.

FRED PURKEY

Fred Purkey is a partner in the Taxation practice at **Davies Ward Phillips & Vineberg LLP**, focussed on the income tax aspects of reorganizations, trusts, owner-managed businesses, GST, M&As, employee compensation and personal tax & estate planning.

MITCHELL SHERMAN

Mitch Sherman is a partner in the Tax Group at **Goodmans LLP**. His taxation practice focuses on corporate and commercial transactions.

JACK SILVERSON

Jack Silverson is Partner, Taxation at **Osler, Hoskin & Harcourt LLP**. He specializes in taxation with a focus on the income tax aspects of corporate finance.

COURSE PROGRAM

LAND TRANSFER TAX IMPLICATIONS

When buying land or an interest in land, you must pay land transfer tax, normally based on the amount paid for the land, in addition to the amount remaining on any mortgage or debt assumed as part of the arrangement to buy the land. However in some cases, land transfer tax is based on the fair market value of the land. This session will focus on the tax implications associated with land transfer.

- Calculating land transfer tax and common planning techniques
- Land transfer tax rates
- Land transfer tax is based on the fair market value
- What is included in the definition of "land"

CONDO CONVERSION TRANSACTION TAX IMPLICATIONS

Converting apartment buildings into condominiums has become a popular alternative to new construction. However, poorly planned transactions can lead to significant losses for the investor. This session will review the tax rules, issues and planning opportunities that arise from condo conversion transactions.

- Valuation and tax implications of conversions
- Provincial residential tax variances
- Risks and rewards of conversion
- Tax assessment appeal process
- Impact of Harmonized Sales Tax

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 Tax Channel, a much broader resource representing hundreds of hours of interactive multimedia lectures on leading edge Tax topics as delivered at our many recent Tax 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 11 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-DEFERRED TRANSFERS OF REAL ESTATE

A tax-deferred real estate transfer allows you to rollover all of the proceeds received from the sale of an investment property into the purchase of one or more similar properties. This session explores how to optimize benefits of tax-deferred transfers and transfers of real estate to REITs.

- Use of rollover provisions to transfer real estate to a corporation or partnership
- Transfers of real estate to a REIT
- Limits on receipt of cash proceeds
- Liquidation of partnerships owning real property
- Partitions of real property

TAX ISSUES FOR NON-RESIDENT INVESTORS IN CANADIAN REAL ESTATE

Non-resident investors have always been a major factor in the Canadian real estate scene. This session will examine the latest tax issues affecting non-resident investors in Canadian real estate.

- Review of tax rules generally applicable to non-residents investing in Canadian real estate
- Pros and cons of various ownership structures involving non-residents
- Estate planning issues regarding non-residents owning Canadian real estate
- Planning aimed at minimizing Canadian tax liability on rental income and capital gains earned by non-residents
- Creative application of tax treaties to minimize Canadian taxation on real estate capital gains

MERGERS AND ACQUISITIONS OF REAL ESTATE INVESTMENT TRUSTS

While the tax considerations applicable to corporate M&As is well understood, as they are based on an established body of relevant statutory rules and administrative practices, the tax considerations in respect of M&A involving REITs are far less clear. This session will cover the latest tax issues associated with M&As of real estate investment trusts, including structural and tax considerations.

- New legislative developments relevant to investment in or acquisition of REITs
- Mergers of REITs: achieving the merger on a tax deferred basis
- Two-stage transaction unit purchase followed by a merger
- Structuring the acquisition: asset or unit sale

MUNICIPAL PROPERTY TAXES: NEW COMPLEXITIES, PITFALLS, OPPORTUNITIES AND STRATEGIES

Municipal policy changes, legislative amendments and new case law have impacted commercial & industrial land owners & tenants alike, making the understanding of the municipal property tax regime essential to managing real estate assets in a cost effective manner. With the next province-wide Assessment Update taking place in 2012, this session will examine:

- The most recent municipal property tax changes
- What to expect in the next province-wide Assessment Update in 2012
- Trends in the manner in which properties are being assessed
- Impact of changes & improvements made to property

TAX CONSIDERATIONS IN STRUCTURING US REAL ESTATE INVESTMENTS BY CANADIAN REITS AND OTHER ENTITIES

The U.S. real estate market is looking more attractive to Canadians again as an alternative investment. This session will focus on the tax implications of purchasing US real estate from the perspective of Canadian REITs and certain other entities.

- Ownership structures
- Canadian and U.S. tax considerations on purchase, ownership & disposition
- Financing alternatives
- Current investment trends and their tax implications

REAL ESTATE TRANSACTION HST

This session will cover key issues related to the HST on real estate transactions.

- Commercial and residential real estate: HST treatment
- Impact of HST: accounting changes, amendments to existing agreements of purchase and sale, condominium budgets, construction contracts
- Transition rules: implementation and transition details
- New housing rebate applicability

PROPOSED CHANGES TO TAX TREATMENT OF REITS

In July 2011, the Department of Finance released proposed changes to the tax provisions that deal with SIFTs and REITs, in response to recent transactions it views as frustrating the policy objectives of the SIFT rules. This session will focus on the proposed changes.

- Impact of proposed changes to REITS
- Impact on transactions attempting to qualify as REITs under the existing rules
- Application of the changes to the 2011 and subsequent taxation years
- Circumstances where the changes apply to earlier taxation years

FOREIGN REAL ESTATE ACQUISITIONS

Foreign real estate is becoming a highly attractive alternative for investors looking to balance investment portfolios. But what are the tax consequences of international real estate acquisition? This session will focus on the tax implications of purchasing real estate offshore.

- Tax effective ownership structures for international real estate
- Canadian and foreign tax on purchase, usage and disposition
- Financing alternatives for tax effective international acquisitions
- Foreign ownership restrictions & foreign tax regimes

WORKSHOP

STRUCTURING TAX DRIVEN REAL ESTATE INVESTMENTS

Tax considerations are a key driver behind the choice of structure through which real estate is held. This session will explore why particular structures are utilized to hold Canadian real estate and how those structures are implemented in a tax-efficient manner.

- Review of alternative structures and vehicles: comparing direct investment and investing through partnerships
- Tax results arising from the use of alternative structures
- Holding and managing of income-producing properties: tax considerations
- Tax planning for limited partnerships

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.

Real Estate Transaction Harmonized Sales Tax Issues
Terry Barnett,
Thorsteinssons LLP

Raising and Structuring Finance for Property Development
Brian Kennedy,
People's Trust Company

The REIT Exception to the New Tax on Income Trusts
Walter Pela,
KPMG LLP

Tax Issues in Donations & Eco-Gifting of Land
Henry Wiebe,
BDO Dunwoody LLP

Tax Planning for Real Estate Transactions in Troubled Times
Tony L. Tse,
KPMG LLP

Non-Resident Investment in Canadian Real Estate
Stephen Holmes,
Holmes & Company

Planning for the Tax Effective Sale of Real Estate
Ralph Burgess,
Peer Financial Ltd.

Municipal Property Taxes: New Complexities, Pitfalls, Opportunities and Strategies
Jeff Cowan,
Weirfoulds LLP

Tax Issues for Non-Resident Investors in Canadian Real Estate
Christopher Falk,
McCarthy Tétrault LLP

Joint Ventures, Syndicates & Partnerships
David W. Ross,
Burnet, Duckworth & Palmer LLP

Tax Deferred Transfers
Sandra Mah,
McCarthy Tétrault LLP

Real Estate Investing Alternatives
Dennis Auger,
KPMG LLP

SIFT Rules and REIT Mergers
Frank S. Schober,
Fasken Martineau DuMoulin LLP

Investing & Holding US Real Estate
Johnson Tai,
PricewaterhouseCoopers LLP

Real Estate Investments: Alternatives From A Tax Perspective
Anthony Schiefer,
KPMG LLP

Mergers And Acquisitions Of Real Estate Investment Trusts
Jack Silverson,
Osler, Hoskin & Harcourt LLP

Tax-Deferred Transfers Of Real Estate
Richard Weiland,
Clark Wilson LLP

Land Transfer Tax
Glenn Ernst,
Goodmans LLP

Apartment Update: Latest Trends In This Emerging Sector
Derek A. Lobo,
Derek A. Lobo & Associates

Condo Conversion Transactions
Cory Yeoman & Brian Pearl,
Altus Group

Understanding & Applying The Property Transfer Tax
Bruce E. Hallsor,
Crease Harman LLP

Property Tax Issues Facing Developers
James D. Fraser,
Lawson Lundell LLP

Structuring Purchases Of U.S. Vacation Property
Michael J. Beninger,
Bennett Jones LLP

Tax Planning For Limited Partnerships
Jeffrey Foreman,
Grant Thornton LLP

International Real Estate Acquisitions
Stephen D. Holmes,
Holmes & Company

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: Novotel Toronto Centre Hotel, 45 The Esplanade, Toronto, ON, M5E 1W2

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 16, 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

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TO REGISTER FOR TAX PLANNING FOR REAL ESTATE TRANSACTIONS

Name _____
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 Approving Manager Name _____
 Approving Manager Title _____
 Organization _____
 Address _____
 City _____ Province _____ Postal Code _____
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 Please bill my credit card: AMEX VISA Mastercard
 # _____ Expiration date: ____ / ____
 Signature : _____
 Payment enclosed: Please invoice. PO Number: _____

REGISTRATION COSTS

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
 PROCEEDINGS CD-ROM: \$599
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