

"Learned that relationships make up a big portion of the success of the P3 system."

- Duane Zielonko,
Sprint Insight

"Gained additional knowledge."

May 27 & 28, 2010, Toronto

Attendance at this course can be reported as 10.0 hours of Continuing Professional Development (CPD) to the Law Society of British Columbia (a minimum of 2 hours will involve aspects of professional responsibility)

2nd

Structuring & Negotiating Public-Private Partnerships

SEE HOW PPP CONTRACTS ARE CHANGING - AND EXAMINE KEY CONTRACTUAL ISSUES
2-DAY COURSE + 2 LIVE INTERACTIVE WEBINARS + 15 AV LECTURES

Workshop Included: Project Pursuit and Risk Management

course highlights

- Hear from industry experts and the best legal minds in the business on how to focus negotiations and contract development so as to adequately address the real and potential risks inherently associated with this type of complex endeavour
- Look at contract management and performance monitoring and how to negotiate the contract
- Look at best practices for avoiding and resolving disputes in PPP relationships
- Cover the various aspects of negotiation and documentation of a P3 project
- Examine the risk analysis process from the bidding stage through to post-financial close and operational phases

who should attend

- Public sector officials such as Mayors, City Managers, City Solicitors and Directors and Project Managers in: Capital and Infrastructure Planning, Asset Management, Strategic Planning, Public Works, Utilities, Water and Wastewater, Transportation
- Private sector officials such as Vice-Presidents, General Managers, Directors and Project Managers in: Project and Infrastructure Finance, Infrastructure Investment and Development, Land Development and Construction

PRE-COURSE LIVE INTERACTIVE WEBINARS

INTERNATIONAL WEBINAR DISCUSSION PANEL

MAY 12, 2010 - 11 AM ET

LESSONS LEARNED FROM PUBLIC-PRIVATE PARTNERSHIP PROJECTS IN THE U.S. & U.K.

Putting together successful private public partnerships is a complex process involving a bewildering array of public policy questions, time-sensitive project management issues, financing challenges – and yes, even politics. To find out how to navigate these critical issues, we have put together an international panel of experts who have successfully completed P3s in everything from water infrastructure to transportation infrastructure projects. Find out in very practical terms the factors that led to success and how critical challenges were overcome.

- Conducting a value-for-money analysis early during the procurement process
- Screening and evaluation processes for P3 proposals
- Strategies for minimizing risk for government agencies
- Optimizing the bidding process for effective procurement
- The importance of active involvement during all phases in leading to a successful project and partnership

NATIONAL WEBINAR DISCUSSION PANEL

MAY 20, 2010 - NOON ET

ALLOCATING RISKS IN P3 PROJECTS

Sound risk management techniques are an essential part of achieving value for money in PPP projects. Whether it be a hospital in British Columbia or a water filtration plant in Ontario, risk flows throughout, from bidding to operational issues. Indeed, the goal of ensuring value for money is based on rational allocation of risk factors to those participants who are best able to manage the risks and thus minimize costs while improving performance. Join this national panel of experts for a detailed overview the role of risk in structuring P3 projects.

- What is optimal risk allocation between government and the private partner?
- Identifying and managing key risks
- How to price and transfer risk
- Changes to the risk profile in the current economy and implications for contractors
- Strategies to mitigate and manage operational risk in the context of today's economy
- Using a risk management approach to achieve value for money

WEBINAR PANELISTS

Panelists will answer your questions

INTERNATIONAL PANEL

DAVID HUNTER



David Hunter is a partner in **Bevan Brittan's** Projects practice in the U.K., with 12 years' experience in public private partnerships.

GERALD SEEBER



Jerry Seeber serves as the General Manager of **Tampa Bay Water**, the regional wholesale water supplier for the 2.5 million people living in Tampa Bay.

RICHARD F. SLIWOSKI



Richard F. Sliwoski is currently the Director of the **Commonwealth of Virginia's** Department of General Services (DGS).

GLENN STONE



Glenn Stone is a Principal in **Grant Thornton LLP (US)** and global director of project finance for Grant Thornton International.

as well as:

PHILIPPA TONER

Philippa Toner is the Senior Executive Manager, Public Private Partnerships Unit with **Leeds City Council** in the UK.

JOHN D. THOMAS

John D. Thomas is Director, Office of Major Capital Projects, **Washington Metropolitan Area Transit Authority**.

NATIONAL PANEL

SIMON CHAPMAN



Simon Chapman is Executive Vice President, Infrastructure Development for **Carillion Canada Inc.**, and has responsibility for leading Carillion's PPP business in Canada.

PETER HALL



Peter Hall of **Giffels Partnership Solutions Inc.** is a lawyer/business developer with over 25 years experience in national and international capital infrastructure projects.

HENRY HUNTER



Henry Hunter is Manager of Utility Development for the **City of Winnipeg**. He is a professional engineer with in excess of 20 years project management/delivery experience.

DOUGLAS J. S. YOUNGER



Douglas J. S. Younger is a partner with **Aird & Berlis LLP** and Chair of the firm's National Infrastructure Team.

as well as:

EVE-MARIE LE FORT

Eve-Marie LeFort is a Director at **Partenariats public-privé Québec**.

LIVE COURSE FACULTY

COURSE LEADER

STEPHEN FURLAN



Stephen Furlan is a partner in **McCarthy Tétrault's** Financial Services Group in Toronto. He carries on a practice focused on project finance and secured lending. He has acted as lead counsel for lenders on the project financing of power projects and public private partnership infrastructure financings.

STEVE BEATTY



Steve Beatty is the Head of **KPMG's** Global Infrastructure & Projects Group for the Americas. For over twenty years, he has led many major infrastructure transactions and has advised both public and private sector clients extensively, transportation planning, PPP policy development and project financing.

GODYNE N. L. SIBAY



Godyne Sibay is a partner in the Toronto office of **McCarthy Tétrault LLP** and has extensive experience in project development including P3/AFP projects. She was lead co-counsel on one Design Build Finance Maintain and eight Build Finance hospital projects, as well as lead counsel on major development projects.

CO-LECTURERS

BRADLEY N. MCLELLAN



Bradley N. McLellan is a partner at **WeirFoulds LLP**. He is a co-chair of the firm's Infrastructure and Public Projects Practice Group and the Chair of the Commercial Real Estate Practice Group. He has acted for numerous clients in the development of significant infrastructure and other public projects.

JONATHAN B. WEISZ



Jonathan Weisz is the head of **Torys' Project Finance Practice Group**. His practice focuses on project finance, project development and secured lending. He has advised on many transactions, in particular in the energy, infrastructure and mining industries.

MARY ELLEN BENCH



Mary Ellen Bench joined the **City of Mississauga** in 2001 as City Solicitor. In 2003 the International Municipal Lawyers Association conferred upon her the designation of Local Government Fellows in recognition of demonstrated excellence in the field of local government law.

MARV HOUNJET



Marv Hounjet is Senior VP at **Forum Equity Partners Inc.**, with responsibility for business development as well as the formulation of the overall strategic direction of the company. He has over 35 years of industry experience with Johnson Controls, including performance based solutions, facilities service, operations management, financial and general business management primarily in social infrastructure.

SHAM MADHOK



Sham Madhok is a Managing Director at **PricewaterhouseCoopers** and leads PWC's Infrastructure and Project Finance practice in Ontario. She is a recognized practitioner in the public-private partnership sector and has advised on over 18 projects with a capital value of \$3.0 billion.

MORTON G. GROSS



Morton G. Gross is a senior partner at the Toronto office of **Borden Ladner Gervais LLP**. He has chaired numerous firm committees and currently chairs the National Public-Private Infrastructure Projects Group.

as well as:

GERAINT BREEZE

Geraint Breeze joined **CIBC's** project and Infrastructure Finance team in 2009 from Lloyds Banking Group, where he led their Canadian Infrastructure Finance business. Prior to Lloyds, he was a Director of project Finance at Manulife Capital.

IVAN ING

Ivan Ing is Managing Director & Co-Head of Infrastructure Finance at **National Bank Financial**.

LIVE COURSE PROGRAM

CHANGING NATURE OF PPP CONTRACTS: KEYS TO A SUCCESSFUL PPP CONTRACT

Contracts and legal agreements are at the heart of any PPP transaction. As PPPs are increasingly being used to meet the infrastructure demands of today, it has resulted in the rapid evolution of these contracts. The contract between the public and private parties plays an important role in determining the boundaries and responsibilities of the two parties. Once the negotiators have completely formulated the deal, the next step is to draft the final contract. How can you go about bullet proofing the contract to cover all eventualities? This discussion will look at how the PPP contract is changing and examine key contractual issues.

- Setting out the responsibilities and legal liabilities of the government and private partner
- Identifying clear standards of performance
- Ensuring control of costs, quality, service, deadlines, safety, community relations, compliance and operating/maintenance requirements
- Balancing risks and benefits between the local government and the private partner
- Current areas where change is taking place: financing bids, government support on financing, greater equity, direct agreements with key suppliers
- Current State of the Law Impacting PPPs: Recent Case Law

TYPES OF PPPS AND IMPACT ON NEGOTIATIONS: LEGAL STRUCTURES

There are many different forms that a public-private partnership can take. The decision on the type of PPP chosen will have major implications on negotiations and the degree of risk allocated to each party. This discussion will look at the various types of PPPs and their impact on legal and contractual issues.

- Privatization/build-own-operate
- Build-own-operate-transfer
- Build-transfer-operate
- Lease/purchase
- Turnkey
- Developer financing
- Operations and maintenance

EFFECTIVELY NEGOTIATING THE P3 PROCESS

It is imperative that all of the parties involved in the PPP process prepare and carry out negotiations with a view to completing the project successfully and achieving a win/win situation. Everyone is responsible for helping to focus negotiations and contract development so as to adequately address the real and potential risks inherently associated with this type of complex endeavour; thus, a thorough risk analysis must be undertaken by all of the parties. There are many legal issues that must be addressed and numerous contracts to prepare. This presentation will look at issues that should be taken into account in negotiating the partnership agreement.

- Developing your business terms
- Assessing the wins from each partners' perspectives
- Understanding the value of your assets
- Preparing for your negotiations
- Determining who should be around the table

FINANCING CHALLENGES FOR PPPS IN THE CURRENT MARKET

The current credit market poses significant challenges in terms of the cost and availability of financing for PPP projects. This session will assess the status of the market, what that means for developers and bidders, what deal structures and creative solutions are available to help achieve a successful financing, and the legal and regulatory framework for project finance.

- The impact of the credit crisis on the market
- The role of regulation and a regulatory framework
- Evaluating the financial strength of a project
- How lenders assess and allocate risk
- Structuring project finance in the current market
- Considering creative solutions
- Project finance structuring: risk mitigation, consortium building and security packages
- Methods of protecting against defaulting lenders

USE OF DEBT FINANCING MECHANISMS FOR PPPS

Despite the credit crunch, many public private partnership arrangements continue to rely upon private sector debt financing. This session will look at the use of debt financing mechanisms best suited for PPPs in the current Canadian market.

- Accessing sources of and structures for debt financing for PPP projects
- Why debt financing is an attractive option for project sponsors and governments
- Which lenders are a part of the marketplace and why
- Key risk allocation issues among government proponents, private equity sponsors and providers of debt capital
- Debt financing documentation issues
- Hedging against the eventuality of rising rates

LIFE CYCLE COSTING OF P3 PROJECTS

Applying life cycle costing to PPP projects poses unique challenges in determining the lowest cost of ownership during the useful life of the asset. Life cycle costing can provide a valuable tool in assessing economic efficiency in complex infrastructure asset management. This session will outline how to utilize life cycle costing to optimize project decisions, spending and asset sustainability.

- Identifying challenges in life cycle costing implementation
- Sustainable materials procurement, useful life and component failures
- Dealing with costing uncertainties and changes in conditions
- Projecting long-term maintenance, upgrade and repair costs

LIVE COURSE PROGRAM

P3 LEARNINGS FROM START-UP TO OPERATIONS

Public private partnerships present some of the most complex contractual issues faced by parties involved in infrastructure projects today. This case study discussion will feature lessons learned from a P3 project.

- Learnings from start up to operations
- Partnering considerations
- Government considerations
- Engaging local counsel

STRUCTURING A WINNING PPP PROPOSAL

For a winning PPP proposal, it is essential that great attention be paid to your prospective customer's goals and objectives in order to create a win-win partnership. To surpass your competitors in the tendering process, your efforts require a careful and thorough study of the project specifications in order to determine how to closely meet the stated requirements of the proposal request. This presentation will deconstruct the elements of a winning PPP proposal.

- Establishing a process of collaboration with your prospective client
- Building high levels of project specification into your proposals
- Allowing for flexibility and innovation
- What can the public partner do to encourage the best possible proposals?
- Communication guidelines and objectives during the procurement process

RESOLVING DISPUTES IN PPP PROJECTS

As private-public partnerships are generally long term and complex in nature, the chances for disputes arising amongst the parties involved over the life of the arrangement is high. However the impact of these disputes can be minimized if proper procedures are put in place for handling them and steps are taken to avoid their occurrence. This session will look at best practices for avoiding and resolving disputes in PPP relationships.

- Handling disputes arising out of the operational phase of PPP contracts
- Strategies for dispute avoidance: early warning systems and taking early remedial action
- Incorporating dispute resolution and arbitration procedures into contracts at the bidding stage
- Negotiating dispute resolution clauses

MANAGING THE PPP PROCESS

Proper project management is essential for businesses looking to take part in the growing number of P3 deals that are being put together in Canada. From documenting the project to dissolving the partnership and dealing with post-termination issues, careful management of the project is key to a successful process that is generally long term and complex in nature. This session will examine best practices for the key issues in the project.

- Key aspects of negotiation and documentation of a P3 project
- Apportioning responsibility to the various stakeholders
- Outlining the steps involved in transferring the service or infrastructure from the public sector to the private sector at the beginning of the PPP and back again at the conclusion of the contract
- Anticipating and dealing with major changes that may occur late in the contract
- Provisions to deal with dissolving the partnership

WORKSHOP

Workshop Leader:

STEVE BEATTY
KPMG LLP

PROJECT PURSUIT AND RISK MANAGEMENT

All of today's project delivery models, including Public Private Partnerships, are driven by very complex contractual issues. One of the biggest challenges is how to efficiently allocate risk between the various contracting entities and provide the right incentives to promote effective risk management. This discussion will examine the risk analysis process during the project pursuit stage, as well as the latest trends in risk allocation influencing the commercial terms for typical projects and provide you with the tools and techniques to successfully negotiate fair and reasonable contracts.

- Identifying all significant risks
- Determining who is best able to manage identified risks to benefit the project
- Estimating the cost range for each risk event to determine the economic impact on the project

AV PROCEEDINGS CD

Audio/Video segments clickable slide by slide
Papers and overheads also included
Print any of the material for your own use



MULTIMEDIA PRESENTATIONS (MP CD)

Register for Structuring & Negotiating Public-Private Partnerships and we will give you free of charge a CD comprising the following taped presentations from recent Federated Press courses and conferences. Presented in their entirety with complete audio and accompanying PowerPoint slides totaling 686 minutes of expert learning, these presentations are included in the price of this year's course as are the webinars.

PPP: A Means to an End - A McGill University Health Centre Case Study
St-Clair Armitage,
McGill University Health Centre (MUHC)
Time: 43 Slides: 17

Axia NetMedia Case Study: P3 Learnings from Start-Up to Operations
Nicole Springer,
Axia NetMedia Corporation
Time: 39:39 Slides: 13

Managing the Partnership and the Process and Private Sector Engagement in the Project Proposal Development
Hon Q. Lu,
Ontario Ministry of Municipal Affairs and Housing
Time: 22 Slides: 53

Managing Risk on Construction Projects: Lessons Learned from Construction Claims
Daniel Boan,
Borden Ladner Gervais LLP
Time: 55 Slides: 40

Methods of Allocating and Managing Construction Risk
Greg Tanzola,
Sorbara Development Group
Time: 47 Slides: 12

North American Infrastructure Needs & Opportunities - Recent Experience and Prospective Developments
Gianni Ciuffo,
Deloitte & Touche LLP
Time: 65 Slides: 16

Life Cycle Costing for Transportation and Roads
Ralph Haas & Susan Tighe,
University of Waterloo
Time: 64 Slides: 89

Private Public Partnerships for Affordable Housing Development
Donna Mayer,
Canada Mortgage and Housing Corporation (CMHC)
Time: 47 Slides: 19

RFPs and Tenders: What to Use and When
Dave Fencott,
Con-Eng Contractors Ltd.
Time: 48 Slides: 15

Understanding both buyers' and sellers' positions in the tendering process
Robert J. Kennaley,
McLaughlin & Associates
Time: 60

Allocating Risk Through Insurance/ Allocating Construction Risks in Contracts
Matthew Cook,
Cook Advisory Services
Time: 53 Slides: 21

Practical Considerations: Emerging Issues in Bidding and Tendering
W. Andrew McLaughlin,
McLaughlin & Associates
Time: 50

Resolving disputes in PPP projects
Tara Mackay,
Bennett Jones LLP
Time: 48 Slides: 14

Practical solutions for deal threatening issues
Jim Hilton,
Blake Cassels & Graydon LLP;
Robert M. Putman,
Legacy Hotels Real Estate Investment Trust;
Jim Ward,
Merrill Lynch Canadian Conduit;
Silvana M. D'Alimonte,
Blake, Cassels & Graydon LLP
Time: 44

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

Cost: The attendance fee for the course is \$2075 per person and covers attendance for one person and the lecturers' presentation material as well as both webinars and the multimedia presentations listed above. The fee further includes lunch on both days, morning coffee on both days and refreshments during all breaks. You may purchase a CD containing the edited AV Proceedings of the course and webinars.

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 May 14, 2010. No refunds will be issued after this date. Please note that a 15% service charge will be held in case of a cancellation.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive a 10% discount. Groups of 7 or more from the same organization receive a 15% discount. No reduction in price if registration is received after date of webinar, but the AV Proceedings CD (with audio of webinars) will be included free.

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