

Best practice techniques that you can apply today to your deals

5th Mastering the Real Estate Deal

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

Workshop Included: Closing the Deal



Course Leader
Stanley Makuch,
Makuch & Associates



Course Leader
Ted Perlmutter,
Blake Cassels & Graydon LLP



Bryan Buttigieg,
Miller Thomson LLP



James Fraser,
McLean & Kerr LLP



Hagit M. Genossar,
Hagit Genossar Professional Corporation



Christopher A. Harper,
City of Oshawa



Lou Iafrate,
Altus Group



Andrew Kidd,
NorthWest Properties Corporation



Jeffrey W. Lem,
Miller Thomson LLP



Bradley N. McLellan,
WeirFoulds LLP



Amar Nijjar,
First National LP

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



Jordan Slatt,
LDC Logistics Development Corporation



Rosalyn Wallace,
McMillan LLP

Participating Organizations

Altus Group
Blake Cassels & Graydon LLP
City of Oshawa
First National LP
Hagit Genossar Professional Corporation
LDC Logistics Development Corporation

Makuch & Associates
McLean & Kerr LLP
McMillan LLP
Miller Thomson LLP
NorthWest Properties Corporation
WeirFoulds LLP

Two-Day Event!

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
- Expert guidance in negotiating & structuring financing for all types of real estate transactions
- Practical drafting techniques to successfully convert a real estate deal into a bulletproof written agreement
- Leading real estate experts providing insights into the critical challenges & market trends in real estate
- Step-by-step process for addressing key closing-related information presented in a hands-on workshop

FACULTY

COURSE LEADERS

STANLEY 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.

TED PERLMUTTER

Edward M. 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.

CO-LECTURERS

BRYAN BUTTIGIEG

Bryan J. Buttigieg, Certified Specialist, Environmental Law, Partner, **Miller Thomson LLP**, practices commercial litigation and environmental law.

JAMES FRASER

James 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.

HAGIT M. GENOSSAR

Hagit M. Genossar is a Barrister and Solicitor with **Hagit Genossar Professional Corporation** which she established after more than 15 years of being a partner in large firms.

CHRISTOPHER A. HARPER

Christopher A. Harper is Manager of Real Estate with the **City of Oshawa**.

LOU IAFRATE

Lou Iafrate is Executive Vice President, Business Development, Research, Valuation & Advisory of **Altus Group Limited**.

ANDREW KIDD

Andrew Kidd is Senior Vice President at **NorthWest Properties Corporation**.

JEFFREY W. LEM

Jeffrey W. Lem, a Partner in the Real Estate Group in the Toronto/Markham offices of **Miller Thomson LLP**.

BRADLEY N. MCLELLAN

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

AMAR NIJJAR

Amar Nijjar, Assistant VP Institutional Placements & Commercial Mortgages, **First National Finance LLP**, is responsible for the origination of term, construction, high yield and mezzanine debt on all types of real estate properties.

JORDAN SLATT

Jordan Slatt is President of **LDC Logistics Development Corporation**. He has over 20 years of experience as a senior executive of logistics and real estate companies.

ROSALYN WALLACE

Rosalyn Wallace of **McMillan LLP**, is a partner in the firm's commercial real estate group. Her practice covers all aspects of commercial real estate transactions.

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 that you can apply today.

- Intricacies of negotiating on the offer
- Claims that can arise from defective agreements of purchase and sale
- Bulletproofing your real estate agreements
- Step-by-step approach to prepare documentation that sets out the terms of the deal
- 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 & structuring financing for real estate transactions.

- Understanding the priorities of lenders in today's market
- Significance of key loan provisions to both borrower and lender
- Key provisions to include in the commitment letter and loan documentation for real estate related transactions
- Tips for negotiating and documenting 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 8 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 8 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*

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

DEALING WITH CONTRACT 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

MARKET TRENDS IN REAL ESTATE DEALS

Real estate markets and the way deals are being done are constantly evolving. This session 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

NEGOTIATING WITH MUNICIPALITIES

This topic will highlight legal concerns associated with the legal authority of municipalities to enter into agreements and regulatory controls under such legislation as the Municipal Act and the Planning Act. It will also cover the political nature of negotiating with municipalities. Finally it will also address such specific issues as:

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

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
- Assessing & managing unique international risks in global real estate deals

MIXED USE DEVELOPMENTS

Though mixed-use development has moved to the mainstream, it still produces many challenges for experienced developers. This session will look at the opportunities and pitfalls for developers of mixed-use properties.

- Challenges in the planning, design and development of mixed use developments
- Evaluating overall project complexity; integration of uses; risks in entitlements, zoning and government regulations
- Design complexity, construction costs and getting the right mix of tenants
- Financial and legal structuring of mixed-use projects: demonstrating feasibility
- Best practices in integrating multiple types of use

WORKSHOP

CLOSING THE DEAL

This workshop is designed to provide insight into the effective closing of real estate financing transactions, covering 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
- 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.

Real eEstate Joint Ventures

Jeffrey Shore
Goodmans LLP

Panel Discussion: Closing the Deal

Leonard A. Gangbar
Miller Thomson LLP

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

Ned A. Steinman
Ogilvy Renault LLP

Effective Development Project Marketing

Hunter Milborne
Milborne Real Estate Inc.

Managing Risk in Real Estate Development

Joseph D. Shaw
Manulife Financial

Property Tax Impacts of Ownership

Brian Pearl
Altus Group

Challenges, Opportunities & Benefits of Adaptive Reuse

Les Klein
Quadrangle Architects Limited

Land Development Approvals Process

Dennis Wood
Wood Bull LLP

Structuring the Transaction to Allocate Environmental Liability

Gary A. Letcher
Edwards, Kenny & Bray LLP

Environmental Risk and Securities Disclosure

Paul R. Cassidy
Blake, Cassels & Graydon LLP

Negotiating & Drafting Leases to Get the Best Deal

Esther Ohayon
Ministry of Infrastructure

Environmental Risk and Securities Disclosure

C.W. Daniel Kirby
Osler, Hoskin & Harcourt LLP

Addressing Environmental Issues in Negotiating Purchase and Sale Agreements

Catherine Lyons
Goodmans LLP

Tax-Deferred Transfers of Real Estate

Mitchell J. Sherman
Goodmans LLP

Condo Conversion Transactions

Cory Yeoman
Altus Group

Mergers and Acquisitions of Real Estate investment trusts

Fred Purkey
Davies Ward Phillips & Vineberg LLP

Land Transfer Tax Implications

Glenn Ernst
Goodmans LLP

Tax Issues for Non-Resident Investors in Canadian Real Estate

Michael I. Atlas
Michael I. Atlas, Chartered Accountant

Real Estate Investments: Alternatives From a Tax Perspective

Antony Schiefer
KPMG LLP

Tax Planning for Limited Partnerships

Jeffrey R. Foreman
Grant Thornton LLP

Non-Resident Investment in Canadian Real Estate

Stephen D. Holmes
Holmes & Company

Real Estate Investments: Alternatives from a Tax Perspective

Ben Harries, LL.B., LL.M., TEP
Secure Capital Management Ltd.

Conducting a Thorough Environmental Due Diligence: How Much Is Enough?

Duff Harper
Blake, Cassels & Graydon LLP

Managing Construction Risk in Real Estate Development

Steven D. Ness
Surety Association of Canada

Developing Multi Residential Buildings

Derek A. Lobo
Derek A. Lobo & Associates (DALA)

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 No refunds will be issued after this date. November 28, 2012.

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 December 5, 2012

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

TO REGISTER FOR MASTERING THE REAL ESTATE DEAL

REGISTRATION COSTS

Name _____
 Title _____ Department _____
 Approving Manager Name _____
 Approving Manager Title _____
 Organization _____
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 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: _____

NUMBER OF PARTICIPANTS:
 COURSE: \$1975
 COURSE + PROCEEDINGS CD-ROM:
 \$1975 + \$175 = \$2150
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 NOTE: Please add 13% HST to all prices.
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