

Rescheduled

ADVANCED ISSUES IN SECURED LENDING & DEBT FINANCE:

Navigating Complex Issues & Emerging Trends

Are you confident in tackling complex issues in commercial finance?

Debt financing deals are increasingly difficult, while laws and the market continue to change. To maximize your value to clients, you must get up to speed on recent changes and trends, including:

- How to navigate the unique economics of private equity acquisition financing
- Key tax updates and considerations for multi-jurisdictional transactions involving Canada, the US, and the EU/UK
- Current issues and trends in sanctions laws for financing transactions
- Critical updates and practical strategies for the end of LIBOR
- How to manage complex actions and tackle enforcement issues

PLUS! All participants will have access to an online module providing a concise overview of core concepts on enforcing security, including a checklist and additional resources.

Program Chairs

Eric Belli-Bivar
DLA Piper (Canada) LLP

Don Waters
McMillan LLP

Date and Time

October 28, 2020
8:30 a.m. – 4:30 p.m. EDT
Webcast - Live & Interactive

Online Replay:
December 10, 2020

Location

Online
Includes 120-day on-demand access to the program archive

Register today at:

[osgoodepd.ca/
advanced](https://osgoodepd.ca/advanced)

Advanced Issues in Secured Lending & Debt Finance:

Navigating Complex Issues & Emerging Trends

Get the skills and knowledge you need to navigate the rapidly evolving commercial lending landscape.

Legal and business professionals in financial services must have a solid grasp on how to tackle difficult issues and avoid missteps. In one day, this **advanced** and **practical** program will give you the crucial knowledge, tactics and strategies needed to get up to speed and to take your skills to a new level.

You will:

- Deepen your understanding of key updates and trends impacting Fintech and SaaS lending
- Identify special property types and issues involving perfection, including electronic chattel paper, mobile assets, rolling stock, aircraft and ships
- Walk-through an enforcement proceeding, with do's and don'ts during each stage
- Learn how to develop a game plan for LIBOR transition, including assessing alternatives to LIBOR and the risk of non-compliance
- Comprehend the risk of criminal sanctions in cross-border deals
- Gain a firm grasp on how to resolve tax issues involving foreign controlled subsidiaries

Topics Include

- What Corporate Commercial Lawyers Must Understand About Enforcing Security
- Navigating the Complex Economics of Private Equity Acquisition Financing
- Key Tax Considerations & Updates
- Current Issues & Trends in Sanctions Laws & Financing
- Practical Strategies for Transition Projects on the Replacement of LIBOR
- Simplifying Complex Issues in Perfecting Securities & Special Property Types
- Special Fintech & SaaS Considerations & Trends for Financing
- Tackling Enforcement Issues: An Update for Managing Complex Actions

Who Should Attend

- Mid-level to senior lawyers in private practice, in-house, government, or procurement involved with M&A, commercial transactions, banking and finance
- Senior paralegals, law clerks, consultants – involved with M&A, commercial transactions, banking and finance
- Transaction or M&A managers or advisors, directors, or corporate banking or finance executives, chief financial officers
- Bankruptcy or insolvency professionals
- In-house counsel with companies involved in commercial lending
- Risk managers, senior management, executives, documentation or credit officers or loan officers
- Business development, business or acquisition scout, fund manager, account manager
- Due diligence professionals, or analysts working in corporate, banking or finance
- Anyone who needs a practical understanding of how to navigate key advanced issues involving commercial lending

Agenda

8:30 a.m.

Chairs' Welcome & Opening Remarks

8:45 a.m.

Navigating the Complex Economics of Private Equity Acquisition Financing

Eric Belli-Bivar

Don Waters

- Overview of the economics of private equity investing, and why it's unique
- How to deal with the unique role of sponsors in private equity lending, including how to avoid being blindsided by this unique player
- Strategic considerations when evaluating power dynamics and the parties' relative strengths
- Tackling important accounting issues, distribution and management fees
- An expert walk-through of how to prepare the complex and highly-negotiated documentation required for private equity financing, including an examination of the types of credit agreements used, how to draft key provisions, and an update on "what is market" in this rapidly evolving area

9:45 a.m.

Key Tax Considerations & Updates

Joseph McKernan

Andrew Oppenheimer

- Overview and summary of key tax issues and principles impacting financing
- Crucial updates on the rules, exceptions and relief
- Considerations for multi-jurisdictional financings, including US, EU/UK and Canadian treaties
- How to tackle cross-border lending issues, including different jurisdictions, potential "tax drag", and how to determine who will bear the risk
- Tactics to resolving tax issues involving foreign controlled subsidiaries and how a US lender can take security over a subsidiary located in Canada
- Key changes and trends in cross-border guarantees and security and the tax restrictions
- Why you must involve a tax lawyer at the beginning

10:30 a.m.

Break

10:45 a.m.

Current Issues & Trends: Sanctions Laws & Financing

Vladimir Shatiryan

- Overview and updates of the relevant laws in Canada
- Which sanctions laws apply and to whom:
 - Which sanctions laws apply in Canada? How are they related? How are they distinct?
 - To whom do sanctions law apply?
 - Which foreign laws may apply in Canada?
 - The real risk of criminal sanctions in cross-border deals
- Reaching beyond borders – examining the power and uses of legal authority granted under the *Special Economic Measures Act (SEMA)*
- Practice tips to identify and overcome troublesome areas
- What’s next? Includes additional resources

11:30 a.m.

Lunch Break

12:30 p.m.

Leaving LIBOR: Practical Strategies for Transition Projects

Matthew Ayeart Stephanie Robinson

- Why LIBOR remains such a huge challenge and change in the financial market
- Key impacts and initiatives underway in Canada and in other jurisdictions
- Examining alternatives to LIBOR, including Secured Overnight Financing Rate (SOFR), and incorporating revised floating rate loans
- Developing a Game Plan – strategic and tactical considerations to chart your own implementation course in the face of ongoing uncertainty and a YE 2021 LIBOR deadline
- The risk of non-compliance by YE 2021 – your contracts will not work as drafted, your products will inevitably default to a more expensive form of borrowing, resulting in disgruntled customers and loss of your business, and increased risk of litigation – as an opening for a class-action lawsuit
- What’s next? Includes checklist and resources

1:30 p.m.

Simplifying Complex Issues in Taking Security

Patience Omokhodion

- Special types of property require special actions to ensure perfection
- Developments in electronic chattel paper
- Problem areas in perfecting security:
 - Mobile assets
 - Aircraft
 - Electronic chattel paper
 - Rolling stock
 - Ships
- Top issues and pitfalls to watch out for and how to navigate them
- Key trends and developments you need to know about and how to prepare for them

2:15 p.m.

Break

2:30 p.m.

Fintech and SaaS: Special Considerations & Trends for Financing

Donald Johnston Tony Sabeta

- Recap on lending to start-ups and Fintechs and the key players
- How lending to Fintech and SaaS compares to traditional lending – security over intangibles (‘betting on people’ to create a function that revolutionizes how the money business operates)
- Strategic considerations, tools and tips for taking security effectively
- Top issues to watch out for in Fintech and SaaS lending, and how to deal with them
- Reviewing key market updates and trends in both Canadian vs. US practices
- What’s next? Includes additional resources

3:15 p.m.

Tackling Enforcement Issues: An Update for Managing Complex Action

Chris Burr Leanne Williams

- This interactive session builds on core concepts covered in the Online Module, and delves into more complex issues and strategies to meet them, including:
- A review of enforcement proceedings by stage, including recommended ‘do’s and don’ts’, how to identify critical pivot points and avoid common pitfalls

• Before:

- Strategic considerations for assessing your enforcement and protection actions
- Examining tools and techniques – beyond intercreditor situations, including insolvency, pension, and supplier’s rights

• During:

- Examining tools and techniques
- Discussion of key topics/concepts in professionalism, ethics and best practices

• After:

- What lies beyond the first enforcement?
- Examining tools and techniques – secondary enforcement, insolvency, wrongful payments
- What’s next? Includes checklist and resources

4:15 p.m.

Wrap-up and Closing Remarks

4:30 p.m.

Program Concludes

Online Module – What Corporate Commercial Lawyers Must Know About Enforcing Security: A Litigators’ Perspective (approx. 60 mins)

Chris Burr Leanne Williams

- Designed for those who are newer to the industry or law, or those who want a succinct refresher, this online module covers core concepts and includes a valuable checklist and resources. Experienced litigators will provide a concise overview on how to navigate enforcement of security. This module gives you:
- A practical understanding of this ever-evolving and complex area
 - Troubleshooting techniques to identify key issues and to assess strategic responses and tactics
 - A walk-through of the key legal risks and concerns you have to be ready to manage
 - Best practices when negotiating drafting forbearance agreements
 - Strategies for identifying and responding to indicators of pending insolvency, restructuring, or troublesome indebtedness

Register today at:
osgoodepd.ca/advanced

Program Chairs

Eric Belli-Bivar
DLA Piper
(Canada) LLP



Don Waters
McMillan LLP



Faculty

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Tony Sabeta, B.Eng
Patent Agent, Aird & McBurney LP

Vladimir Shatiryen
Blake, Cassels & Graydon LLP

Leanne Williams
Thornton Grout Finnigan LLP

Here's what participants in our Secured Lending & Debt Finance programming had to say:

Excellent. Great instructors and excellent topics – very well put together and interesting. Facilities were top notch.

Mike Gillis, Cox & Palmer LLP

Excellent. Very informative.

Luciano Butera, Director of Legal & Risk, Canada, NextGear Capital

Excellent. Very knowledgeable speakers. Covered a lot of material efficiently.

Ari M. Shack, Affinity Law Group

Very engaging and intimate, great speakers and important practical skills and real-life examples.

Iana Namestnikova, Legal Consultant, Advanced Analytics, Deloitte

Registration Details

Fee per Delegate

\$795 plus HST

Newly Licensed (2017 – 2020): **\$397.50 plus HST**

Fees include attendance, online module, program materials and 120-day program access. Group discounts are available.

Visit www.osgoodepd.ca/group-discounts for details.

Please inquire about financial assistance.

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 14 days prior to the program date. If a cancellation request is made with less than 14 days notice, a \$75 administration fee will apply. No other refund is available.



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Eligible CPD Hours:

Program: LSO (ON): 6h 45m CPD (6h Substantive; 45m Professionalism)



Online Module: LSO (ON): 1h CPD (45m Substantive; 15m Professionalism)

This program is eligible for LAWPRO Risk Management Credit.

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