

NEW DATES!

10TH ANNUAL M&A SKILLS BOOT CAMP

Get practical! Learn to confidently structure, negotiate, and close a deal that meets your client's goals.

The M&A market is increasingly demanding and complex. You must have a clear understanding of how to navigate the vital issues that arise during transactions. Learn how to execute the deal on time and manage risks with this unique and highly praised program, featuring:

- High level instruction
- Negotiation strategies
- Templates and demonstrations
- Lively discussions with leading practitioners

Register today at:

osgoodepd.ca/mergers

Program Chair

Konata T. Lake
Torys LLP

Date and Time

September 29-30, 2020
9:00 a.m. to 5:00 p.m. both days
In Person and Webcast

Online Replay:
December 10-11, 2020

Location

Osgoode Professional
Development
1 Dundas St. West, 26th Floor
Toronto, ON

Drawing on the expertise and experience of leading lawyers and experts, including:

Program Chair



Konata T. Lake

Torys LLP

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

Program Faculty

Michael D. Amm

Torys LLP

Jason (Jake) Bullen

Cassels Brock & Blackwell LLP

Joshua Chad

McMillan LLP

Richard Corley

Goodmans LLP

Lisa Damiani

Experienced Executive and
General Counsel

Adrienne DiPaolo

Torys LLP

Claire Gowdy

McCarthy Tétrault LLP

Kevin Greenspoon

Davies Ward Phillips &
Vineberg LLP

Darryl R. Hiscocks

Torys LLP

Samantha Horn

Stikeman Elliott LLP

Jason Koskela

Manager, Office of Mergers and
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Cameron Koziskie

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Puja Kumar

Senior Director, Legal Affairs,
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Susan Nickerson

Torys LLP

Ian Palm

Gowling WLG (Canada) LLP

André Perey

Osler, Hoskin & Harcourt LLP

Molly Reynolds

Torys LLP

Ken Saddington

Goodmans LLP

Jason Saltzman

Borden Ladner Gervais LLP

Ronak Shah

Torys LLP

Matt Segal

Associate Director, Legal, OMERS
Infrastructure Management Inc.

Brodie Swartz

Vice President, Legal, OMERS
Administration Corporation

Richard Turner

Blake, Cassels & Graydon LLP

Josh Zelikovitz

Competition Law Officer,
Merger and Monopolistic Practices
Branch, Competition Bureau

10TH ANNUAL M&A Skills Boot Camp

Now in its 10th edition, this two-day, intensive boot camp from Osgoode Professional Development is designed to teach legal professionals and advisors how to run an M&A transaction from its inception through to closing.

You will benefit from nationally and internationally recognized speakers examining the latest deal trends, structures, pitfalls and opportunities in M&A. Acquire a comprehensive understanding of the key principles and techniques you need to know in order to anticipate and confidently deal with issues that may arise in a negotiated transaction.

Topics Include

- Gathering the information you need and keeping clients informed
- Understanding the ethical and professional issues that may arise in negotiating the deal
- Choosing the right structure for the transaction
- The impact of asset versus share transactions on labour, employment, pension and benefits issues
- Negotiating representations, warranties, covenants and conditions and indemnities
- Risk management and strategies for handling privacy, regulatory, and corporate governance issues
- Trends and highlights from recent deals
- Handling closing issues and post-closing logistics and disputes

Who Should Attend

- Lawyers practicing in:
 - M&A
 - Corporate/Commercial
 - Finance
 - Securities
- In-house counsel
- Investment Bankers and Private Equity Investors
- Commercial Bankers
- Experts and professionals involved in M&A negotiations and transactions
- Corporate Development Officers
- Government and regulatory representatives

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Agenda

DAY 1

September 29, 2020

9:00 a.m.

Welcome and Introduction from the Chair

Konata Lake, Torys LLP

9:10 a.m.

Overview

Claire Gowdy

McCarthy Tétrault LLP

Konata Lake

Torys LLP

- Understanding the deal and client objectives
- Efficient project management in the M&A context
- Effective client communication

Preliminary Documents

- Key negotiated clauses in confidentiality agreements and letters of intent
- Engagement letters with financial advisors
- Case law update

Ethics and Professionalism Responsibilities in M&A Transactions

- Confidentiality and privilege
- Securities trading
- Conflicts of interest
 - understanding your duties and responsibilities
 - identifying conflicts
 - techniques for managing conflicts
- Other ethical considerations
 - duty to negotiate in good faith

10:45 a.m.

Refreshment Break

11:00 a.m.

Effective Due Diligence

Jake Bullen

Cassels Brock & Blackwell LLP

- Purpose and importance
- Understanding client expectations and reporting results
- Planning and staffing
- Co-ordinating with business and financial diligence
- Spotting the “red flags” and identifying potential solutions
- Addressing and managing the potential for professional liability
- Recent developments

12:15 p.m.

Lunch

1:00 p.m.

Structuring the Deal

Kevin Greenspoon

Davies Ward Phillips & Vineberg LLP

Ken Saddington

Goodmans LLP

Jason Saltzman

Borden Ladner Gervais LLP

Experienced counsel will walk you through the most common transaction structures, including corporate and securities law considerations and tax implications.

- Factors to consider when structuring the deal
- How to determine the best structure for your transaction
- What forms can a transaction take and how do they differ?
 - Share/asset purchases
 - take-over bids
 - amalgamations
 - plans of arrangement
- Trends in deal structures

2:45 p.m.

Refreshment Break

3:00 p.m.

Managing Regulatory Risk

Joshua Chad

McMillan LLP

Josh Zelikovitz

Competition Law Officer, Merger and Monopolistic Practices Branch, Competition Bureau

- The statutory framework for review of M&A transactions
- The Competition Bureau’s review process, and the practical implications of how Bureau administrative processes overlay the statutory framework
- Considerations in planning the *Competition Act* clearance processes
- Covenants, representations and warranties concerning the *Competition Act* clearance process and allocation of the risks of the regulatory process
- The typical give and take between buyer and seller – who has responsibility for what, who can make decisions about what, when can a buyer walk because of a *Competition Act* problem
- Planning the M&A process with the *Competition Act* process in mind
- The *Investment Canada Act* process and how it can affect your deal

4:00 p.m.

Managing Risk in International Transactions

Michael D. Amm

Torys LLP

Lisa Damiani

Experienced Executive and General Counsel

- What is different about international deals?
- Determining the role of Canadian and foreign counsel in international deals
- Structuring and tax planning issues

- Managing the Hart-Scott-Rodino Act pre-merger notification and review process and other regulatory approvals
- Foreign investment review/national security considerations –
- U.S. *Foreign Investment and National Security Act* of 2007
- Securities law issues – takeover bids, proxy rules and MJDS
- Recent Delaware case law developments relating to M&A and directors’ duties
- Governing law and dispute resolution
- Anti-bribery/corruption

DAY 2

September 30, 2020

9:00 a.m.

Negotiating the Fundamentals

Cameron Koziskie

Torys LLP

Brodie Swartz

OMERS

This session will, using precedents, review key negotiated clauses and negotiation techniques. Topics include:

- Representations and warranties
- How representations and warranties are used to obtain information and allocate risk
- What is reasonable to ask for and why/why not?
- Due diligence to support representations and warranties
- Survival
 - effect of closing
 - conventional periods
- Covenants and conditions
- Implications of failure to perform
 - covenants to be satisfied prior to/after closing

- Conditions of closing
 - what is appropriate?
- Indemnities
- When is indemnification appropriate?
 - risk allocation when uncertainty exists
 - damages for failure to perform
- Limits
 - deductibles, baskets and caps
- Enforceability issues

10:30 a.m.

Refreshment Break

10:45 a.m.

Labour, Employment, Pensions and Benefits Issues in the M&A Process

Darryl R. Hiscocks

Torys LLP

Susan Nickerson

Torys LLP

- The impact of asset versus share transactions on labour, employment, pension and benefits issues
- Key issues in employment, pensions and benefits due diligence
- Different ways employees, pensions and benefits are handled in acquisition transactions
- Impact of collective agreements in acquisition transactions
- Termination and severance issues
- Successor employer legislation issues
- Management incentive agreements
- Emerging issues and trends

12:00 p.m.

Lunch

12:45 p.m.

Corporate Governance Matters and Regulatory Update

Adrienne DiPaolo

Torys LLP

Jason Koskela

Manager, Office of Mergers and Acquisitions, Ontario Securities Commission

Richard Turner

Blake, Cassels & Graydon LLP

- Corporate governance in M&A transactions
- Proposed amendments to take-over bid regime
- Shareholder activism and proxy contests

1:45 p.m.

Highlights from Recent Deals

Samantha Horn

Stikeman Elliott LLP

Ian Palm

Gowling WLG (Canada) LLP

André Perey

Osler, Hoskin & Harcourt LLP

- Sources of deal points information
- Trends in Canadian, US and European deals
- Earn-outs
- Escrows
- MAE/MAC
- Remedies
 - break fees
 - specific performance
- Indemnification
 - survival periods
 - sandbagging
 - deductibles, baskets and caps
 - types of losses
- Representation and warranty insurance

2:30 p.m.

IT and IP Ownership

Richard Corley

Goodmans LLP

- Key issues in IT and IP due diligence
- Establishing and implementing a due diligence plan
- Avoiding common IT/IP pitfalls
- Assessing IP ownership and exposure
- Open source and other software licences
- Emerging issues and trends

3:15 p.m.

Refreshment Break

3:30 p.m.

Privacy

Molly Reynolds

Torys LLP

Ronak Shah

Torys LLP

- A review of key privacy and cybersecurity issues
- Data/technology related due-diligence considerations
- Understanding recent trends in data-intensive M&A transactions

4:15 p.m.

Closing and Post Closing Logistics

Puja Kumar

Senior Director, Legal Affairs, Fiera Capital

Matt Segal

Associate Director, Legal, OMERS Infrastructure Management Inc.

- The dynamics and logistics of closing
 - anticipating issues and logjams
 - orchestrating the closing
- Developing the closing agenda
- Escrow agreements and holdbacks
- Reporting to the client
- Handling post-closing disputes

Here's what
past participants
have said about
this program:

*“Very well organized.
Excellent content.”*

*“Great content and
materials.”*

*“Particularly helpful to
my practice.”*

*“Thorough review of the
practical necessities of
an M&A transaction,
including the roles of
the lawyers and clients.”*

Registration Details

Fee Per Delegate

\$1,795 plus HST

Newly Licensed (2017 – Present): \$897.50 plus HST

Fees include attendance, program materials, lunch and break refreshments. 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.

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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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