



11TH ANNUAL M&A SKILLS BOOT CAMP

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 and practical 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:

- In-depth instruction
- Negotiation strategies
- Templates and demonstrations
- Lively discussions with leading practitioners

Register today at:

osgoodepd.ca/mergers

PROGRAM CHAIR

Adrienne DiPaolo
Torys LLP

REGISTRATION OPTIONS

February 22 and March 1, 2022:
Online, Live
9:00 a.m. – 5:00 p.m. ET both days

OR

May 3 – 4, 2022:
Online Replay

Can't make the date?
Registration includes 120-day
unlimited, online access to the
recorded program.

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

Program Chair



Adrienne DiPaolo

Torys LLP

Program Faculty

Michael D. Amm

Torys LLP

Jason (Jake) Bullen

Cassels Brock & Blackwell LLP

Jacqueline Byers

Competition Law Officer, Mergers
Intelligence and Notification Unit,
Competition Bureau

Joshua Chad

McMillan LLP

Gilles Comeau

Davies Ward Phillips & Vineberg

Richard Corley

Goodmans LLP

Lisa Damiani

Chief Legal and Regulatory Officer,
Rogers Communications

Claire Gowdy

McCarthy Tétrault LLP

Kevin Greenspoon

Davies Ward Phillips & Vineberg LLP

Darryl R. Hiscocks

Torys LLP

Samantha Horn

Stikeman Elliott LLP

Jason Koskela

Director, Office of Mergers and
Acquisitions, Ontario Securities
Commission

Puja Kumar

Vice-President, Legal Affairs, Sagard

Daniel Masliyah

Torys LLP

Daniel J. Michaluk

Borden Ladner Gervais LLP

Susan Nickerson

Torys LLP

Ian Palm

Gowling WLG (Canada) LLP

André Perey

Osler, Hoskin & Harcourt LLP

Ken Saddington

Goodmans LLP

Jason Saltzman

Borden Ladner Gervais LLP

Matt Segal

Associate Director, Legal, OMERS
Infrastructure Management Inc.

Danielle Traub

Torys LLP

Richard Turner

Blake, Cassels & Graydon LLP

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11TH ANNUAL M&A Skills Boot Camp

Now in its 11th offering, 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.

Using practical examples, case studies, templates, and precedents to guide your learning, you will gain important insights and key strategies required for M&A success from nationally and internationally recognized speakers. You will examine the latest deal trends, structures, pitfalls, and opportunities in M&A and acquire a comprehensive understanding of the key principles and strategies you must know for anticipating and confidently dealing with issues that may arise in a negotiated transaction.

Topics Include

- Key preliminary considerations in all transactions and deals
- How to gather the information you need and keep clients informed
- How to choose the right structure for the transaction
- Understanding the impact of asset versus share transactions on labour, employment, pension, and benefits issues
- Tactics when negotiating representations, warranties, covenants, conditions and indemnities
- Practical risk management and strategies for handling privacy, regulatory, and corporate governance issues
- Emerging 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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osgoodepd.ca/mergers

Agenda

MODULE 1

February 22, 2022

9:00 a.m.

Welcome and Introduction from the Chair

Adrienne DiPaolo

Torys LLP

9:10 a.m.

Managing the Transaction

Claire Gowdy

McCarthy Tétrault 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.

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

Gilles Comeau

Davies Ward Phillips & Vineberg LLP

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.

Break

3:00 p.m.

Managing Regulatory Risk

Joshua Chad

McMillan LLP

Jacqueline Byers

Competition Law Officer, Mergers Intelligence and Notification Unit, 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

Chief Legal and Regulatory Officer, Rogers Communications

- 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
- Governing law and dispute resolution
- Anti-bribery/corruption

MODULE 2

March 1, 2022

9:00 a.m.

Negotiating the Fundamentals

Daniel Masliyah

Torys LLP

Danielle Traub

Torys LLP

Using precedents and reviewing key negotiated clauses and negotiation techniques, this session will delve into:

- Representations and warranties, and how to use for obtaining information and allocating risk
- What is reasonable to ask for and why/why not?
- Due diligence to support representations and warranties
- Role of representation and warranty insurance
- 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.

Break

10:45 a.m.

Labour, Employment, and 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, and pension and benefits issues
- Key issues in employment and pensions and benefits due diligence
- Different ways employees and 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

Jason Koskela

Director, Office of Mergers and Acquisitions,
Ontario Securities Commission

Richard Turner

Blake, Cassels & Graydon LLP

- Corporate governance in M&A transactions
- Recent regulatory issues, cases and decisions
- 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
- New developments in 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.

Break

3:30 p.m.

Privacy and Cybersecurity

Daniel J. Michaluk

Borden Ladner Gervais 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

Vice-President, Legal Affairs, Sagard

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
- Payments mechanics, electronic transfers, and the Large Value Transfer System
- 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 + TAX

Newly Licensed*: 50% off regular price + TAX

**This fee applies to newly licensed professionals within the past 2 years*

Fees include attendance and electronic program materials. Group discounts are available. Visit www.osgoodepd.ca/group-discounts for details. Please inquire about financial assistance.

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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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