

CANADIAN SHOPPING CENTRE ICSC 2011 LAW CONFERENCE



► Program

February 24 – 25, 2011

The Hilton Toronto
145 Richmond Street West
Toronto, ON

Earn CLE Credits!

- The Law Society of Upper Canada
- Barreau du Québec
- The Law Society of British Columbia



THURSDAY, FEBRUARY 24

REGISTRATION

8:00 am – 5:30 pm

CONTINENTAL BREAKFAST

8:00 – 8:45 am

OPENING REMARKS

8:45 – 9:00 am



Christina C. Kobi
ICSC 2011 Canadian Law Conference Program
Planning Committee Co-Chair
Minden Gross LLP
Toronto, ON



Kenneth A. Beallor
ICSC 2011 Canadian Law Conference
Program Planning Committee Co-Chair
Torkin Manes LLP
Toronto, ON

ROUNDTABLE DISCUSSIONS

9:00 – 10:30 am

Exciting, provocative, and stimulating topics will be presented in two 45 minute discussion sessions for you to share your knowledge and ideas. Led by your industry leaders.

REFRESHMENT BREAK

10:30 – 10:45 am

CONCURRENT SESSIONS

10:45 am – 12:00 noon

A. RISKY BUSINESS! NOT THE MOVIE. THE INSURANCE SEQUEL

An in-depth look at insurance provisions in a typical commercial lease and how they interrelate with other lease provisions. Our esteemed panellists will explain the various types of insurance coverage typically provided for in a commercial lease and will discuss shifting and sharing the risks—the integration of damage and destruction, waivers, releases, indemnities and insurance provisions in a commercial lease. The panel will also touch on dealing with client dishonesty or fraud in regards to insurance claims.

MODERATOR

Marie Saint-Amour
MSA
Montréal, QC

PANELLISTS

Maurice Audet
AON Reed Stenhouse Inc.
Toronto, ON

Stuart LeMesurier
McLean & Kerr LLP
Toronto, ON

David V. Westwood
Barrister & Solicitor
Toronto, ON

B. DAVID VERSUS GOLIATH— WORKING WITH AN IMBALANCE

What should a landlord be concerned about when dealing with a tenant with little operating experience? What should a tenant be concerned about when dealing with an unsophisticated landlord? What do you need to do to protect your interests when the other side has a weak balance sheet? What additional responsibilities are placed on legal professionals and their clients when the transaction suffers from an imbalance of power? Our panel of well-respected experts will explore these and other related issues providing you with solid and practical knowledge that you can apply back at the office.

MODERATOR

Joseph Grignano
Blake, Cassels & Graydon LLP
Toronto, ON

PANELLISTS

Sheldon Disenhouse
Fraser Milner Casgrain LLP
Toronto, ON

Michael Kennedy
Wickwire Holm
Halifax, NS

Mary Ormond
Cara Operations Limited
Vaughan, ON

LUNCH SERVED

12:00 noon – 1:00 pm

KEYNOTE PRESENTATION

1:00 – 1:45 pm

“CANADIAN SUCCESS STORIES”

We are pleased to host an informal discussion with three senior business representatives who will share their thoughts on what it takes to succeed in Canada from a tenant's and landlord's perspective. We will find out how they differentiate themselves from their competition, what have been their greatest successes in business, how they have conquered significant hurdles along the way, and how they have maneuvered through the economic highs and lows.

MODERATOR

Susan Rosen
Gowling Lafleur Henderson LLP
Toronto, ON

PANELLISTS

Ean Daoust
Pet Valu Canada Inc.
Toronto, ON

Fred Waks
RioCan REIT
Toronto, ON

Chip Wilson
Lululemon Athletica
Vancouver, BC

THURSDAY, FEBRUARY 24, CONTINUED

CONCURRENT SESSIONS

1:45 – 3:00 pm

A. INSIDE-OUT (MAXIMIZING THE USE OF ROOFTOPS AND WALLS)

A detailed look at the legal and practical issues relating to the use of rooftops and walls for the installation of solar panels, signage, cellular towers and other similar items from both the landlord and tenant perspectives. We will discuss the appropriate use of documentation including use of a lease as opposed to a license and the effect that license agreements may have on traditional building financing. We will also discuss the appropriateness of alternative dispute resolution when things go wrong.

MODERATOR

Cory Sherman
Sherman Brown
Toronto, ON

PANELLISTS

Lisa Borsook
WeirFoulds LLP
Toronto, ON

Alison Tortorice

ICSC Ontario Division Government Relations Committee Chair
The Cadillac Fairview Corporation Limited
Toronto, ON

Monty Warsh

Heenan Blaikie LLP
Toronto, ON

B. SWITCH, TRADE OR SELL?—LEASE TRANSFER PROVISIONS

We look at transfers, whether by way of sublease, assignment or sale of shares (change of control) and the competing interests of the landlord and tenant when drafting and reviewing transfer clauses. What is the difference between a sublease and a licence? What rights are personal to a tenant and are not transferred on an assignment? What factors should a landlord consider upon receiving a request to consent to a transfer? What conditions can or should a landlord impose as part of giving its consent to a transfer? What is the interplay with other lease terms, such as use? We will also discuss dealing with an unrepresented tenant and how Quebec's laws and practices regarding transfers differ from the common law provinces.

MODERATOR

Jim Fraser
McLean & Kerr LLP
Toronto, ON

PANELLISTS

Pierre-André Hamel
Gowling Lafleur Henderson LLP
Montréal, QC

Randy Shapiro

Parlee McLaws LLP
Calgary, AB

Antonella Talarico

Sherman Brown
Toronto, ON

NETWORKING BREAK

3:00 – 3:15 pm

PLENARY SESSION

3:15 – 4:30 pm

“EIGHT IS ENOUGH”—HOT TOPICS FOR 2011

MODERATOR

Dennis Daoust
Partner
Daoust Vukovich LLP
Toronto, ON

1. Green Leases—The Value Proposition

Jim Steer
FCR Management Services LP
Toronto, ON

2. BOMA for Retail—Was It Worth Waiting For?

Ned Steinman
Ogilvy Renault LLP
Ottawa, ON

3. Partnerships and Trusts—Handle with Care

William Rowlands
McMillan LLP
Toronto, ON

4. The Lawyer as Client—Expectations of In-house Counsel

Celia Hitch
Oxford Properties Group
Toronto, ON

5. Pre Term Construction Issues—Timing Is Everything

Natalie Vukovich
Daoust Vukovich LLP
Toronto, ON

6. Oops!—Lawyer Negligence Claims

Christine Fotopolous
Borden Ladner Gervais LLP
Toronto, ON

7. Rodney Dangerfield Clauses—They Get No Respect!

Stephen Messinger
Minden Gross LLP
Toronto, ON

8. Leases in Quebec—What You Don't Know Might Hurt You

Richard Burgos
Lavery De Billy LLP
Montreal, QC

MEMBER-SPONSORED RECEPTION

4:30 – 5:30 pm

FRIDAY, FEBRUARY 25

REGISTRATION

8:00 am – 1:45 pm

CONTINENTAL BREAKFAST

8:00 – 8:30 am

ROUNDTABLE DISCUSSIONS

8:30 – 10:00 am

Take part in day two's topics with two 45 minute discussion sessions for you to share your knowledge and ideas. Led by your industry leaders.

CONCURRENT SESSIONS

10:00 – 11:15 am

A. THAT'S SPECIAL—FILM, FOOD, FITNESS AND FUN. TIPS FOR SPECIALTY LEASING TO TENANTS WITH EXTRAORDINARY NEEDS

A unique look into what sets specialty tenants apart from other retail tenants including what unique needs they have and how to address them. Our panellists from national tenants will give practical tips on how to resolve special issues that come up on film, food and fitness leases. We will also cover how to ask the right questions regarding instructions and some ways to avoid common drafting pitfalls.

MODERATOR

David Thompson

WeirFoulds LLP
Toronto, ON

PANELLISTS

Will Ramjass

McDonald's Restaurants of Canada Limited
Toronto, ON

Stephanie Ross

Goodlife Fitness
London, ON

Thomas Santram

Cineplex Entertainment LP
Toronto, ON

B. DUE DILIGENCE MINEFIELD—WHAT TO "DUE" BEFORE YOU SAY "I DO"—DO'S AND DON'TS WHEN BUYING OR SELLING A CENTRE

Our panel of experienced lawyers will discuss how to navigate a client through the due diligence process when the client seeks to acquire or dispose of a shopping centre. They will discuss the importance of reviewing the leases of major anchor tenants and small tenants alike and the preparation of "Lease Summaries".

How do you deal with potentially conflicting exclusives? Has someone been tracking renewal and/or extension options? Whose form of tenant acknowledgement or estoppel certificate should you use? What other related lease documentation may or may not be required by the purchaser and its lender? They will also discuss the importance of delegating and supervising staff and file management.

MODERATOR

Michael Horowitz

Minden Gross LLP
Toronto, ON

PANELLISTS

Abraham Costin

McCarthy Tétrault LLP
Toronto, ON

Steven Cygelfarb

Fogler, Rubinoff LLP
Toronto, ON

Jeffrey Selby

Parlee McLaws LLP
Calgary, AB

REFRESHMENT BREAK

11:15 – 11:30 am

PLENARY SESSION

11:30 am – 12:45 pm

LEGAL UPDATE

MODERATOR

Jeanne Banka

Daoust Vukovich LLP
Toronto, ON

PANELLISTS

Steven L. Chaimberg

Lapointe Rosenstein Marchand Melançon, LLP
Montréal, QC

Richard Mask

Parlee McLaws LLP
Calgary, AB

CLOSING REMARKS

12:45 – 1:00 pm

BUFFET LUNCH

1:00 – 1:45 pm

CONFERENCE ADJOURNS

1:45 pm

To Register for this conference, please visit
www.icsc.org/2011 clc

CLE/CDP CREDITS

This program has been pre-approved for CDP (continuing education) credits from the following organizations:

Law Society of Upper Canada

This program has been accredited by the Law Society for 3 hours toward the annual Professionalism Requirement and 9.5 hours toward the annual New Member Requirement.



Law Society of British Columbia

10 Hours

Barreau du Québec

9.25 Hours

Conference Materials will be provided in CD format ONLY. The conference materials will be posted on the ICSC Canadian Shopping Centre Law Conference website prior to the conference for registered attendees who wish to download.

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**ICSC 2011 CANADIAN LAW CONFERENCE
PROGRAM PLANNING COMMITTEE**

CO-CHAIRS

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COMMITTEE

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James D. M. Fraser

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Michael S. Horowitz

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MSA

Cory G. Sherman

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CANADIAN SHOPPING CENTRE
ICSC 2011 LAW CONFERENCE



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