

January 19 & 20, 2009 - The Sutton Place Hotel, Toronto

The Canadian Institute's

STRUCTURING, NEGOTIATING & FINANCING POWER PROJECTS

Winning Strategies for Securing Project Approvals

*A must-attend event
for all those involved
in power projects,
especially renewable
energy projects!*

CO-CHAIRS

James W. Harbell

Partner
Stikeman Elliott LLP

Glenn Zacher

Partner
Stikeman Elliott LLP

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STIKEMAN ELLIOTT LLP

see inside for details



This one of a kind conference will help you learn practical strategies for avoiding and overcoming legal challenges, and achieving project success, including:

- **Securing** project permits and approvals from federal, provincial and local level regulatory agencies
- **Financing** renewable energy projects
- **Staying** up to date on significant regulatory changes across Canada
- **Getting** a favourable environmental assessment report

***PLUS!** A Roundtable on Negotiating and Consulting with Métis and First Nations Peoples featuring Gary Lipinski, President of the Métis Nation of Ontario.*

Do not miss the post-conference *Interactive Learning Session* on January 20, 2009:

Drafting Key Power Project Agreements



Register Now - 1-877-927-7936 - CanadianInstitute.com



Are You Positioned for Success in the Rapidly Expanding Power Generation Market?

Governments throughout Canada are struggling to meet the ever increasing demand for power. As a result, generation is increasingly being undertaken through independent power projects, whose proponents face significant legal challenges and the costly risk of stalled projects.

Regardless of the energy source, it is necessary to stay informed of the latest developments impacting on energy projects. At **The Canadian Institute's Structuring, Negotiating and Financing Power Projects**, you will learn how to navigate the legal and regulatory landscape, construct successful energy projects and minimize risk in financing partnerships.

Do not miss this unique opportunity to hear leading experts share critical insights to help you:

- **Identify** project opportunities
- **Build** a strong team of legal, technical and financial professionals for your project
- **Satisfy** the duty to consult
- **Create** a tax effective structure
- **Overcome** construction issues on Crown Lands

Register now to secure your place by calling **The Canadian Institute** at **1-877-927-7936** or by visiting our website at www.CanadianInstitute.com.

We look forward to seeing you at the conference.

DISTINGUISHED FACULTY

Co-Chairs:

James W. Harbell
Partner, Stikeman Elliott LLP

Glenn Zacher
Partner, Stikeman Elliott LLP

Speakers:

Christopher Ball
Executive Vice President, Corpfinance

Thomas Brett
Partner, Gowling Lafleur Henderson LLP

Anthony Ciccone
Principal, Golder Associates Ltd.

Mike Crawley
President and CEO, AIM PowerGen

Ron Ezekiel
Partner, Fasken Martineau DuMoulin LLP

Caroline Findlay
Partner, Blake, Cassels & Graydon LLP

Michael Fox
President, Fox High Impact Consulting

Stephen J. Fyfe
Partner, Borden Ladner Gervais LLP

Glenn Grenier
Partner, Lang Michener LLP

Ted Griffith
Vice President, NATIONAL Public Relations

Valerie Helbronner
Partner, Ogilvy Renault LLP

Thomas Isaac
Partner, McCarthy Tétrault LLP

Arthur Krause
President, Environmental Communications Consulting Inc.

Gary Lipinski
President, Métis Nation of Ontario

Paul Manning
Partner
Willms & Shier Environmental Lawyers LLP

Alex Monem
Barrister & Solicitor

Hillary Thatcher
Senior Advisor, First Nation and Métis Policy
Ministry of Energy and Infrastructure

Douglas V. Tingey
Partner, Davis LLP

André Turmel
Partner, Fasken Martineau DuMoulin LLP

Workshop Leaders:

Ernest Belyea
Partner, Bennett Jones LLP

Michael R. Barrett
Partner, Bennett Jones LLP

WHO YOU WILL MEET

Professionals involved in power and renewable energy projects, including:

- Lawyers
- Independent power producers
- Renewable energy project developers
- Provincial crown corporations
- Investor-owned utilities and municipal utilities
- Power companies
- Governmental and regulatory bodies
- Energy financing/investment companies
- Energy industry associations
- Environmental consultants
- Project management consultants

Attend this one of a kind conference and network with:

- Presidents
- Vice Presidents
- CEOs
- Directors of Business Development
- In-House Counsel
- Project Managers
- Lawyers in private practice



This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification.

	Conference	Workshop
Construction Law	9 hours	
Corporate & Commercial Law	9 hours	3 hours
Civil Litigation	5 hours	3 hours
Environmental Law	5 hours	

8:00 Registration Opens and Coffee Served

9:00 Opening Remarks from the Co-Chairs

James W. Harbell

Partner, Stikeman Elliott LLP

Glenn Zacher

Partner, Stikeman Elliott LLP

9:15 Predicting Where the Energy Market is Heading to Capitalize on Project Opportunities

Thomas Brett

Partner, Gowling Lafleur Henderson LLP

Ron Ezekiel

Partner, Fasken Martineau DuMoulin LLP

- Comparing current energy markets across Canada
 - How do the different provinces work?
 - How are the different markets structured?
 - How are the different markets evolving?
 - Which market structures are most viable?
- Discussing federal, provincial and municipal incentives
 - What are the latest RFP's provincially and federally?
- Identifying business opportunities in the renewable energy industry
- Assessing regional cross-border initiatives
 - What is the impact of initiatives like WCI?

10:00 Getting up to Speed on the Regulatory Framework for Renewable Energy Projects: A Cross-Canada Update

Glenn Zacher

Partner, Stikeman Elliott LLP

André Turmel

Partner, Fasken Martineau DuMoulin LLP

Caroline Findlay

Partner, Blake, Cassels & Graydon LLP

- Reviewing the most significant regulatory developments across Canada
- Navigating Quebec's regulatory environment
 - Update on Quebec's efficiency plan
 - What significant changes are being brought by the new energy policy?
- Staying up to date on regulatory changes in Ontario
 - Bringing you up to speed on the Integrated Power System Plan hearing before the Ontario Energy Board
 - Hearing the latest on the Transmission Connection Cost Responsibility Review
- Reviewing the challenges and opportunities around BC's Energy Policy

- What does the focus on renewables as a strength mean?
- What are the recent regulatory changes that support this policy direction?

11:15 Networking and Refreshment Break

11:30 Spreading Upfront Costs over Time While Providing a Positive Cash Flow for Renewable Energy Developers

Christopher Ball

Executive Vice President, Corpfinance

Douglas V. Tingey

Partner, Davis LLP

- Overview of financing in Canada
- Reviewing innovative financing techniques and their legal and practical issues
- Structuring your project as a carbon credit project to raise equity: what you need to know
- Using carbon credits to finance renewable energy projects
 - Clarifying the state of the law in Canada on environmental credits
 - How does the federal government fit into this?
 - Will Ontario adopt a cap and trade system?
- Monetizing clean power by selling Renewable Energy Certificates from Canada to the United States
 - What is the current state of the regulatory regime?
- Understanding the role of carbon financing as an innovative financing tool
- Exploring the impact of the credit crunch on project financing
 - What trends are we seeing and how do these trends impact on financing?
 - What are lenders looking for? More security? More control over contingencies? Tighter events of default?
- Leveraging investment in renewable energy through government policies
 - What are other countries doing?

12:30 Networking Luncheon for Delegates and Speakers

1:45 Gaining Social Acceptability for Your Project by Partnering with Stakeholders

Moderator

James W. Harbell

Partner
Stikeman Elliott LLP

Panel

Ted Griffith

Vice President
NATIONAL Public Relations

Arthur Krause

President
Environmental Communications Consulting Inc.

- Working with public relations firms to harness public support and acceptance for your project
- Avoiding NIMBYism: lessons learned from leading projects
- Developing an effective, ongoing consultation program involving government, local residents and communities, indigenous groups and other stakeholders
 - Identifying stakeholders
 - How soon should you start?
 - What are the specific aims of ongoing consultation with stakeholders?
- Neutralizing objections through early engagement and education
 - Strategies for building relationships with stakeholders
- When do lobbying laws come into play?

2:45 Networking Refreshment Break

3:00 Navigating the Permit Approval Process: Lessons Learned from Successful Wind Farm Projects

Mike Crawley
President and CEO
AIM PowerGen

Valerie Helbronner
Partner
Ogilvy Renault LLP

Getting permit approval is one of the biggest challenges to renewable energy projects. In this session, hear about leading wind farm projects and learn practical strategies to successfully obtain project permits and approvals from federal, provincial and local level regulatory agencies.

4:00 Constructing Power Projects: Dealing with the "L" Word

Glenn Grenier
Partner
Lang Michener LLP

- Construction liens and litigation: an overview
- Liening Provincial and Federal Crown Land: issues and considerations
- Liening leasehold interests
- Reviewing the Ontario Court of Appeal's decision in *Kennedy v Electric* and what this case may mean for independent power project developers
- Dealing with the insolvency of a contractor or subcontractor
 - What happens and who is responsible?
- Keeping the project on track despite liens
- Strategies for dealing with delays and devastating interruptions

4:45 Co-Chairs Recap and Conference Adjourns

8:30 Coffee Served

8:45 Opening Remarks from the Co-Chairs

James W. Harbell
Partner
Stikeman Elliott LLP

Glenn Zacher
Partner
Stikeman Elliott LLP

9:00 Roundtable on Negotiating and Consulting with Métis and First Nations Peoples

Moderator

Michael Fox
President, Fox High Impact Consulting

Panel

Gary Lipinski
President, Métis Nation of Ontario

Thomas Isaac
Partner, McCarthy Tétrault LLP

Hillary Thatcher
Senior Advisor, First Nation and Métis Policy
Ministry of Energy and Infrastructure

Alex Monem
Barrister & Solicitor

- Negotiating with Aboriginal groups respecting impact and benefit, economic development, access, municipal services and other agreements
 - Best practices and industry standards
- Assessing the rights of the various Aboriginal groups that have claims in the proposed development area
 - When do you need to consult with Aboriginal groups?
 - What steps should developers take to establish efficient consultation?
- Satisfying the duty to consult
 - How does recent case law clarify the duty to consult?
 - What does the duty to consult mean?
 - When is the duty to consult triggered?

10:30 Networking and Refreshment Break

10:45 Getting Environmental Approvals Necessary for Successful Execution of Energy Projects

James W. Harbell
Partner
Stikeman Elliott LLP

ROUNDTABLE

INTERACTIVE LEARNING SESSION

Tuesday January 20, 2009

Paul Manning
Partner
Willms & Shier Environmental Lawyers LLP

Anthony Ciccone
Principal
Golder Associates Ltd.

- What triggers a federal or provincial environmental assessment?
- Running your environmental assessment: case study
- Best practices for operating the public notice process
- Preparing for public hearings: the dos and don'ts
- Getting a favourable report
 - What steps should prudent lawyers and developers take to get a favourable report?
 - How do you rectify facts?
- Making sure you have the right consultants preparing the right reports at the right time
 - What consultants should you hire and when?
- Clarifying the impact of the *Lafarge* decision on power producers when seeking environmental approvals
- Navigating the environmental consenting regime: legal and practical update
- Analyzing legal issues surrounding climate change and its implications for energy projects

12:00 Networking and Refreshment Break

12:15 Tax Planning and Financial Incentives for Power Generating Facilities

Stephen J. Fyfe
Partner
Borden Ladner Gervais LLP

- Overview of financial incentives available to independent power projects
- Creating a tax effective structure by avoiding limitations on use of tax incentives
- Discussing financial incentives for energy project developers
 - What incentives are available for wind energy project developers?
- Issuing flow-through shares to investors for wind projects
 - What expenses are eligible to qualify?
- Identifying options for structuring the project entity
- Reducing the taxable income of the project
- Understanding the tax implications of foreign investment

1:00 Closing Remarks from the Co-Chairs and Conference Concludes

2:00 p.m. to 5:00 p.m. (Registration opens at 1:30 p.m.)

Drafting Key Power Project Agreements

Ernest W. Belyea
Partner, Bennett Jones LLP

Michael R. Barrett
Partner, Bennett Jones LLP

- Overview of Power Purchase Agreements
- Identifying provisions common to all Power Purchase Agreements
- Allocating risk in Power Purchase Agreements
- Overcoming the challenges of contract management for long term contracts
- Reviewing significant issues in related contracts, including:
 - Financing
 - Equipment Supply
 - Engineering, Procurement and Construction
- Allocations of ownership of environmental attributes, carbon trading and renewable energy certificates

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STIKEMAN ELLIOTT LLP

Stikeman Elliott represents a broad range of energy industry clients in Oil and Gas, Electricity and Alternative

Energy. We have experience in traditional sectors such as wind, solar and hydroelectric power, in addition to emerging areas such as ethanol, biomass and methane powered projects. Our wealth of knowledge offers participants an in-depth understanding of legislation and regulation, and particularly of the implications of energy market reforms.

Sponsorship & Exhibition Opportunities

Maximize your organization's visibility in front of key decision-makers in your target market. For more information, contact Senoir Business Development Executive **Andrew Thompson** at **416-927-0718 ext. 232**, toll-free **1-877-927-0718 ext. 232** or by email at **a.thompson@CanadianInstitute.com**



About The Canadian Institute

For over 20 years, **The Canadian Institute's** conferences, summits and executive briefings have provided the business intelligence that Canadian decision makers need, to respond to challenges and opportunities both here at home and around the world. With a view to provide information on the leading edge, **The Canadian Institute** operates as a think tank – monitoring trends and developments in all major industry sectors. Headquartered in Toronto, **The Canadian Institute** produces over 180 events attended by thousands of senior executives from across the country. For more information, visit www.CanadianInstitute.com.



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**STRUCTURING, NEGOTIATING & FINANCING
 POWER PROJECTS**

Winning Strategies for Securing Project Approvals

Top Reasons to Attend

- ✓ Gain tips on drafting and negotiating key project agreements
- ✓ Learn how to get environmental approvals necessary for the successful execution of energy projects
- ✓ Develop strategies to engage stakeholders and garner public support for your project

REGISTRATION FORM

To expedite your registration, please mention your Priority Service Code

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STEP 1

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For group discounts please call 1-877-927-7936

FEE PER DELEGATE	Register & Pay by December 22, 2008	Register & Pay after December 22, 2008
<input type="checkbox"/> Conference Only	\$1895 + 5% GST = \$1989.75	\$2095 + 5% GST = \$2199.75
<input type="checkbox"/> Conference + Interactive Learning Session	\$2390 + 5% GST = \$2509.50	\$2590 + 5% GST = \$2719.50
<input type="checkbox"/> I am attending, please add the conference materials CD-ROM to my order \$195 + \$15.95 (S & H) (+ applicable taxes)		

STEP 2

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STEP 3

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I have enclosed my cheque for \$ _____ including GST made payable to
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ADMINISTRATIVE DETAILS

VENUE: THE SUTTON PLACE HOTEL
 ADDRESS: 955 BAY STREET ON
 TEL.: 416-924-9221

Hotel Reservations

For information on hotel room availability and reservations, please contact The Sutton Place at 416-924-9921. When making your reservation, please ask for "The Canadian Institute's Corporate Rate".

Program Materials

Conference participants will receive a comprehensive set of conference materials prepared by the speakers, as an excellent reference source after the conference. If you have paid and are unable to attend, the conference materials will be shipped to you upon request only. Request must be received within 30 days upon conclusion of the conference.

Payment Policy

Payment must be received in full by the conference date. All discounts will be applied to the Conference Only fee (excluding add-ons), cannot be combined with any other offer, and must be paid in full at time of order. Group discounts available to individuals employed by the same organization.

Cancellation and Refund Policy

You must notify us by email at least 48 hrs in advance if you wish to send a substitute participant. Delegates may not "share" a pass between multiple attendees without prior authorization. If you are unable to find a substitute, please notify **The Canadian Institute** in writing no later than 10 days prior to the conference date and a credit voucher will be issued to you for the full amount paid. Credit Vouchers are valid for 1 year and are redeemable against any other **Canadian Institute** conference. If you prefer, you may request a refund of fees paid less a 25% service charge. No credits or refunds will be given for cancellations received after 10 days prior to the conference date. **The Canadian Institute** reserves the right to cancel any conference it deems necessary and will, in such event, make a full refund of any registration fee, but will not be responsible for airfare, hotel or other costs incurred by registrants. No liability is assumed by The Canadian Institute for changes in program date, content, speakers or venue.

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