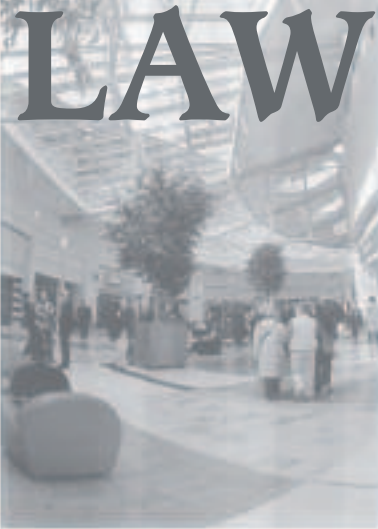


CANADIAN SHOPPING CENTRE LAW CONFERENCE



▶ Program

The Hilton Toronto
Toronto, Ontario

March 5-6, 2009



THURSDAY, MARCH 5

REGISTRATION

8:00 am – 5:30 pm

BUFFET BREAKFAST SERVED

8:00 – 8:45 am

OPENING REMARKS

8:45 – 9:00 am



MICHAEL S. HOROWITZ
ICSC 2009 Canadian Shopping Centre
Law Conference Co-Chair
Minden Gross LLP
Toronto, ON

ROUNDTABLES

9:00 – 10:30 am

REFRESHMENT BREAK

10:30 – 10:45 am

CONCURRENT SESSIONS

10:45 am – 12:00 noon

**A. “FEELING INSECURE”—SECURING THE COVENANT
IN TROUBLED TIMES: PRACTICAL ADVICE FOR
LANDLORDS & TENANTS**

How do landlords and tenants best secure their financial interests when entering into shopping centre leases? What will your financial institution require from you and what will it agree to you granting as security to third parties? This panel will explore what the differences are between various security instruments (letters of credit, letters of guarantee, indemnity agreements, cash deposits, etc.) and why, from a practical standpoint, one may be preferred over another in the circumstances of the individual lease transaction.

MODERATOR

ANNE BOUTIN
Senior Director, Legal Services
The Cadillac Fairview Corporation Limited
Montreal, QC

PANELISTS

AUBIE J. HERSCOVITCH
Partner
Phillips Friedman Kotler
Montreal, QC

Laurie J. Sanderson
Partner
Gowling Lafleur Henderson LLP
Ottawa, ON

DENNIS J. TOBIN
Partner
Gaertner Tobin LLP
Toronto, ON

**B. “THE ROAD AHEAD”—NAVIGATING THE
ENVIRONMENTAL POTHOLES IN LEASING UP
A BROWNSITE**

Redeveloping or leasing contaminated lands or premises is becoming a popular strategy for prudent landlords and tenants to lock up increasingly scarce prime retail and mixed-use sites. This panel of lawyers and developers will discuss the five most important current environmental risks in developing and leasing brownsites, how to avoid common pitfalls and some practical and creative ways to structure deals and documents to protect both tenants and landlords.

MODERATOR

DAVID R. THOMPSON
Partner
WeirFoulds LLP
Toronto, ON

PANELISTS

MARK L. MADRAS
Partner
Gowling Lafleur Henderson LLP
Toronto, ON

ANNE MORASH
Vice President Development
The Cadillac Fairview Corporation Limited
Toronto, ON

CHRIS ROBERTSON
Underwriting Manager
Zurich Financial
Toronto, ON

ROBERT B. WARREN
Partner
WeirFoulds LLP
Toronto, ON

LUNCHEON

12:00 noon – 1:00 pm
(No service after 1:00 pm)

KEYNOTE SPEAKER

1:00 – 1:45 pm

Climate and Carbon: Challenges and Opportunities

Concepts like carbon credits and greenhouse gas reporting may still sound exotic but no one can deny that environmental concerns have now clearly entered the mainstream of business and government. What challenges can this create for new retail developments in the development and construction process? What opportunities exist to identify new incentives for specific technologies, as well as cost-savings and emissions-reducing measures for existing shopping centres? What about retailers? What role are they playing in this green “climate shift”? Join Dr. Pyke as he sheds some (doubtlessly green) light on these issues.

CHRIS PYKE, PH.D.
Director of Climate Change Services
CTG Energetics

CONCURRENT SESSIONS

1:45 – 3:00 pm

A. “TAKING THE LEED®” — GOING GREEN IN THE LEASE: POINTERS & PITFALLS



“Green Leases,” “Green Buildings,” “Sustainability,” “LEED.” Come explore the new world of “green” and learn how the greening of the shopping centre industry will affect you whether you are a landlord, tenant, developer, property manager or lender. This panel will breathe fresh air into the discussion of what it means to be “green” in a lease and the impact it has had and will continue to have on both landlords and tenants.

MODERATOR

KENNETH A. BEALLOR
Counsel
Fraser Milner Casgrain LLP
Toronto, ON

PANELISTS

DORIS L. BAUGHAN
Vice President, Legal Services, Eastern Canada
Loblaws Properties Limited
Toronto, Ontario

S. MICHAEL BROOKS, PH.D., LL.M., M.B.A.
CEO
Real Property Association of Canada
Toronto, ON

MARTA LEWYCKY
Vice President, Legal Affairs
First Capital Realty Inc.
Toronto, ON

B. “MIX MASTERS” —AN IN-DEPTH REVIEW OF CONDO/STRATA, AIRPORTS AND OTHER SPECIALTY RETAIL LEASES

In the changing world of retail development, retailers are now looking at opportunities in non-traditional shopping areas, including airports, condominium projects, hospitals and National Parks. Our group of “Masters” will take an in-depth look at the special requirements and issues that must be dealt with in a number of these unique situations.

MODERATOR

CORY G. SHERMAN
Partner
Sherman Brown
Toronto, ON

PANELISTS

LISA A. BORSOOK
Partner
WeirFoulds LLP
Toronto, ON

JEFFREY H. SELBY
Partner
Parlee McLaws LLP
Calgary, AB

REFRESHMENT BREAK

3:00 – 3:15 pm

PLENARY SESSION

3:15 – 4:30 pm

NINE NIFTY TOPICS FOR 2009

MODERATOR

DENNIS DAOUST
Partner
Daoust Vukovich LLP
Toronto, ON

1. KNOW YOUR LIMITS—THE DISCOVERY RULE, LIMITATIONS AND OTHER CONFUSING STUFF

DAVID V. WESTWOOD
Barrister & Solicitor
Toronto, ON

2. LEASEHOLD MORTGAGES—THE URGENT NEED FOR A CURE

STUART W. LEMESURIER
Partner
McLean & Kerr LLP
Toronto, ON

3. TURN OFF THE LIGHTS—THE BEST GO DARK CLAUSE EVER

DEBORAH A. WATKINS
Partner
Daoust Vukovich LLP
Toronto, ON

4. CAPITAL COSTS—WHAT ARE THEY? THE GAP BETWEEN LAWYERS AND ACCOUNTANTS

MARIA RICO, C.A.
Vice-President
RioCan Real Estate Investment Trust
Toronto, ON

5. USE CLAUSES IN A SLUMPING ECONOMY— GETTING STUCK WHEN YOU NEED TO GO

STEPHEN J. MESSINGER
Partner
Minden Gross LLP
Toronto, ON

6. REDUCING SPACE IN A DOWNTURN— TOO MUCH ROOM AT THE INN

SHELDON L. DISENHOUSE
Partner
Fraser Milner Casgrain LLP
Toronto, ON

7. SUBROGATION, RELEASES, INDEMNITIES AND TRUMPING THE PRINCIPLE OF IMMUNITY

MONTY WARSH
Partner
Heenan Blaikie LLP
Toronto, ON

8. THE CASE OF THE RUN-AWAY TENANT AND THE MISMATCHED OFFER AND LEASE

JENNIFER WILLIAMS
Associate
Blake, Cassels & Graydon LLP
Vancouver, BC

9. KNOWLEDGE, ACTUAL KNOWLEDGE, THE BEST OF YOUR KNOWLEDGE—A LITTLE KNOWLEDGE CAN BE A DANGEROUS THING

WILLIAM A. ROWLANDS
Partner
Lang Michener LLP
Toronto, ON

MEMBER-SPONSORED RECEPTION

4:30 – 5:30 pm

FRIDAY, MARCH 6

REGISTRATION

8:00 am – 1:45 pm

BUFFET BREAKFAST SERVED

8:00 – 8:30 am

ROUNDTABLES

8:30 – 10:00 am

CONCURRENT SESSIONS

10:00 – 11:15 am

A. "OPERATING COSTS FOR DUMMIES (AND SMART PEOPLE TOO)"—WHAT SHOULD STAY IN AND WHAT YOU CAN TRY TO NEGOTIATE OUT

Do you ever find yourself scratching your head when trying to negotiate operating cost clauses? This panel of lawyers and business people will break down a typical shopping centre operating cost clause for you, from both the landlord's and tenant's perspective. As well, they will share their insights about the business, legal and practical reasons behind their positions.

MODERATOR

SUSAN D. ROSEN

Partner
Gowling Lafleur Henderson LLP
Toronto, ON

PANELISTS

ARIE BITTON

Lease Auditor, Retail Development
Shoppers Drug Mart
Toronto, ON

ENZO SALLESE

Counsel
Wilson Vukelich LLP
Toronto, ON

NED A. STEINMAN

Partner
Gowling Lafleur Henderson LLP
Ottawa, ON

JEFF WINICK

Associate Counsel
SmartCentres
Toronto, ON

B. "WHEN THINGS GO BAD"—PRACTICAL REMEDIES FOR LANDLORDS AND TENANTS IN DEALING WITH BANKRUPTCY, INSOLVENCY, TRUSTEES AND RECEIVERS

In the rising economy of the last few years, many of us have become rusty about what to do when an economic downturn starts to affect the retail sector. This panel will explore the respective rights, remedies and solutions available to landlords and tenants when things start to go wrong, as well as what to look for if you are acquiring locations from a troubled retailer. We will also examine the legislative framework, the choices that must be made and why the Companies' Creditors Arrangement Act has become the preferred model when things go bad.

MODERATOR

JAMES D.M. FRASER

Partner
McLean & Kerr LLP
Toronto, ON

PANELISTS

LINDA GALESSIERE

Partner
McLean & Kerr LLP
Toronto, ON

STEVEN L. GRAFF

Partner
Aird & Berlis LLP
Toronto, ON

PAMELA J. HUFF

Partner
Blake Cassels & Graydon LLP
Toronto, ON

REFRESHMENT BREAK

11:15 – 11:30 am

PLENARY SESSION

11:30 am – 12:45 pm

LEGAL UPDATE

MODERATOR

JEANNE BANKA

Partner
Daoust Vukovich LLP
Toronto, ON

PANELISTS

STEVEN L. CHAIMBERG

Partner
Lapointe Rosenstein LLP
Montreal, QC

RICHARD B. MASK

Partner
Parlee McLaws LLP
Calgary, AB

CLOSING REMARKS

12:45 – 1:00 pm



CELIA C. HITCH

ICSC 2009 Canadian Shopping Centre Law Conference Co-Chair
Barrister and Solicitor
Toronto, ON

BUFFET LUNCHEON

1:00 – 1:45 pm

CONFERENCE ADJOURNS

1:45 pm

Conference materials will be provided in CD format ONLY. The presenter handouts will also be posted to the ICSC website prior to the Conference for those who wish to download all or part of the materials.

**ICSC WOULD LIKE TO THANK
THE FOLLOWING FIRMS FOR THEIR
GENEROUS SUPPORT OF THE 2009 CANADIAN LAW
CONFERENCE RECEPTION**

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DAOUST VUKOVICH LLP

FRASER MILNER CASGRAIN LLP

GOWLING LAFLEUR HENDERSON LLP

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McLEAN & KERR LLP

MINDEN GROSS LLP

PARLEE McLAWS LLP

WEIRFOULDS LLP

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