



Canadian Shopping Centre Law Conference

Metro Toronto Convention Centre | Toronto, ON

April 30 - May 1, 2018

#ICSCLaw



Canadian Shopping Centre Law Conference

MONDAY, APRIL 30

Registration

7:00 am – 6:00 pm | 700 Prefunction

Breakfast

8:00 – 8:30 am | 718 Prefunction

(No breakfast service after 8:30 am)

Welcome and Introduction

8:30 – 8:45 am | Room 718

Genevieve Wong

ICSC 2018 Canadian Shopping Centre Law Conference
Program Planning Committee Chair
Director, Retail Legal Services
Oxford Properties Group
Toronto, ON

Melissa McBain

ICSC 2018 Canadian Shopping Centre Law Conference
Program Planning Committee Vice-Chair
Partner
Daoust Vukovich LLP
Toronto, ON

Roundtable Discussions: Session 1

8:45 – 10:15 am | Room 718

For a complete list of topics and leaders, see page 8.

Networking Break

10:15 – 10:45 am | 718 Prefunction

Concurrent Sessions

10:45 – 11:45 am

A Today's Special: Specialty Leasing in the Current Retail Environment | Room 716

In today's fast-changing retail environment, there has been a significant shift towards incorporating pop-ups, new food concepts, and other uses that focus on "experiential real estate" into new and existing retail developments. In this session, the panelists will discuss pop-up shops, food halls, service-oriented tenants, and other restaurant and entertainment tenants, including both the difficulties and points of contention that typically arise in negotiating leases with such tenants, as well as the benefits and opportunities presented with having such tenants in a development, including the emerging benefit of strategic brand partnerships.

MODERATOR

Karsten Lee

Partner
WeirFoulds LLP
Toronto, ON

PANELISTS

Michael Horowitz

Partner
Minden Gross LLP
Toronto, ON

Jenna Morley

Associate
Daoust Vukovich LLP
Toronto, ON

Tina Williams

Business Development, Partnerships & Advertising
Toronto Pearson International Airport
Mississauga, ON

B The Healthy Lawyer: Raising the Bar on the Definition of Competence? | Room 714

To be a good lawyer, one has to be a healthy lawyer. Sadly, our profession is falling short when it comes to well-being. To maintain public confidence in the profession, to meet the need for innovation in how we deliver legal services, to increase access to justice, to maintain competence while practicing, and to reduce the level of toxicity that has allowed mental health and substance use disorders to fester among our colleagues, we need to address the issues openly, candidly and without fear of consequence. Our panelists will address the state of mental health in our profession and how those in our profession can help themselves, their colleagues and demystify what is a disease and not a weakness. We will address solutions, such as mindfulness, because there are steps towards a healthy career that will keep those duties to the profession and to clients satisfied.

MODERATOR

Yan A. Besner

Partner
Osler, Hoskin & Harcourt LLP
Montreal, QC

PANELISTS

Bree Buchanan, J.D.

Director, Texas Lawyers Assistance Program
State Bar of Texas
Austin, TX

Joseph L. Flanders, PhD, OPQ
Assistant Professor (Professional), McGill University
Founder & Director, MindSpace
Montreal, QC

Jeff Selby
Partner
Miller Thomson LLP
Calgary, AB

Lunch Served

11:45 am – 12:30 pm | **Room 718**
(No lunch service after 12:30 pm)

Keynote Presentation

12:30 – 1:00 pm | **Room 718**

F&B in Retail Centres: A Revolution in the Property Industry

As F&B is now being treated as an anchor, it is essential that developers consider non-traditional (or functional) formats to create a true point of difference, as a destination. This presentation will briefly cover the trends influencing F&B Master Planning and the challenges (legal and commercial) that developers now face while considering how to introduce these F&B trends across their developments.

Sam Sethi
Principal
Insite Food
Toronto, ON

Concurrent Education Workshops

1:00 – 2:00 pm

A This Is Not a Drill: D&D From the Trenches | **Room 717 A**

Panelists reveal what really happens after the fire trucks leave and the water recedes.

MODERATOR

Laurie Sanderson
Partner
Gowling WLG (Canada) LLP
Ottawa, ON

PANELISTS

Zhen Lee
Director of Operations,
RBC Corporate Real Estate
Royal Bank of Canada
Toronto, ON

Nicole McGowan
Senior Counsel, RBC Law Group
Royal Bank of Canada
Toronto, ON

B Leasing in the Franchise Triangle: Who's Who When Negotiating Leases Involving Franchisors, Franchisees and Landlords | **Room 716 A**

Negotiating and drafting a lease which involves a franchise concept comes with an added layer of complexity arising from the involvement of a third party, the unique relationship between franchisee and franchisor, and the multiple documents which govern their relationship (franchise agreement, lease, and possibly an assignment, sublease, license and consent [if required]). This workshop will offer guidance on: (a) ways to structure the relationship (who is the tenant? franchisee or franchisor?), together with the pros and cons of each structure; (b) fundamental lease terms in a franchise system (e.g., optional assignment or conditional assignment clause); and (c) how to protect the interests of the franchisor, franchisee and landlord when negotiating the lease aspects of their relationship, including franchisor addendums and riders. We will also look to the workshop attendees for recent war stories and problem-solving ideas.

MODERATOR

Christina Kobi
Partner
Minden Gross LLP
Toronto, ON

PANELISTS

Richard Burgos
Partner
Lavery, deBilly
Montreal, QC

Sheldon Disenhouse
Partner
Dentons Canada LLP
Toronto, ON

Julie Robbins
Director, Legal Services
Morguard
Toronto, ON

Canadian Shopping Centre Law Conference

C Life After Death: Coping With the Aftermath of a Co-Tenancy Failure | Room 716 B

MODERATOR

Sunita Mahant

Senior Director, Legal Affairs, Operations
Ivanhoé Cambridge
Toronto, ON

PANELISTS

Michael J. Kuehn

Senior Counsel
PetsSmart
Phoenix, AZ

Doris Maida

Vice President & Senior Counsel
SmartCentres
Vaughan, ON

Susan Rosen

Partner
Gowling WLG (Canada) LLP
Toronto, ON

D The Art of Negotiation: More Than You Bargained For | Room 714 A

Lease negotiations come with their share of challenges: ambiguous offer terms, intransigent positions, different local practices and experiences, unreasonable party expectations, uncooperative counsel, difficult clients and often tight timelines. From broad strokes to fine points, join our experts for a conversation on the art of negotiation. Learn to identify opportunities, avoid common pitfalls and develop strategies for getting to agreement with your reputation intact.

MODERATOR

Ian Sutherland

Partner
Stewart McKelvey
Halifax, NS

PANELISTS

Kenneth Beallor

Partner
Torkin Manes LLP
Toronto, ON

Janet Derbawka

Partner
McMillan LLP
Vancouver, BC

Stephen Messinger

Partner
Minden Gross LLP
Toronto, ON

E Bankruptcy & Insolvency 101 Workshop: Available Now for 10 Cents on the Dollar! | Room 714 B

In uncertain times, tenants (and even landlords) may struggle and, the fact is, financial struggles can affect all entities, both big and small! But what steps do you take when these situations arise? The goal of this session is not to focus just on the epic stories but rather the fundamental concepts and procedures that you need to understand in order to navigate these rough waters. Our experienced insolvency professionals will draw on their years in the trenches by shedding light on the terminology, procedures, rights, remedies and outcomes in connection with bankruptcy and insolvency matters, with a few war stories shared along the way! From understanding the critical terms (such as “bankrupt”, “insolvent” and “receivership”), the different types of proceedings that may be commenced, timelines and stay periods, rights and remedies, to the steps you are permitted to take (and perhaps should take), this workshop will provide you with the practical knowledge you need to have a solid grasp on bankruptcy and insolvency.

MODERATOR

Melissa McBain

Partner
Daoust Vukovich LLP
Toronto, ON

PANELISTS

Linda Galessiere

Partner
McLean & Kerr LLP
Toronto, ON

Douglas McIntosh

Managing Director
Alvarez & Marsal Canada ULC
Toronto, ON

Tracy Sandler

Partner, Insolvency & Restructuring
Osler, Hoskin & Harcourt LLP
Toronto, ON

Networking Break

2:00 – 2:15 pm | 718 Prefunction

Plenary Session

2:15 – 3:30 pm | Room 718

Insurance: From Start to Finish

This plenary session will cover a broad range of topics related to insurance and risk management, including a refresher on the basics as well as more in-depth discussions of issues that arise when negotiating leases and throughout their lifespan.

MODERATOR

Mary Ormond

Legal Counsel
Build Toronto Inc.
Toronto, ON

1 >> Insurance 101: A Refresher (or Intro)

What are the key issues landlords and tenants should consider when negotiating the insurance provisions in a lease? What do all those complicated insurance terms mean?

Deborah Watkins

Partner
Daoust Vukovich LLP
Toronto, ON

2 >> Everything You Need to Know About Insurance Certificates

What are insurance certificates for? What do they mean? What should you be looking for when reviewing a certificate?

Kristopher Ceelen

Risk Manager
PepsiCo Foods Canada
Mississauga, ON

3 >> Are You Released? Are You Indemnified?

How do releases and indemnities fit together? How do they tie in to the insurance provisions? What are some possible ways to allocate risk using releases and indemnities?

Jory Grad

Partner
Owens Wright LLP
Toronto, ON

4 >> Damage & Destruction in the Age of Climate Change and Major Weather Events

What do we need to be thinking about in terms of damage and destruction provisions in light of the significant weather events that have occurred across the country in recent years? How are these provisions dealt with in the aftermath of these events?

Neil Davie

Partner
Norton Rose Fulbright Canada LLP
Vancouver, BC

5 >> Unique Insurance Considerations in Leasing for Specialty Uses

Are there specific things to keep in mind for specialty use leases such as restaurants or medical uses? What should we be thinking about when negotiating a lease for a marijuana dispensary?

David Thompson

Partner
WeirFoulds LLP
Toronto, ON

Roundtable Discussions: Session 2

3:30 – 4:30 pm | Room 718

For a complete list of topics and leaders, see page 9.

Member-Hosted Reception

4:30 – 6:00 pm | 718 Prefunction

Canadian Shopping Centre Law Conference

TUESDAY, MAY 1

Registration

7:30 am – 1:00 pm | 700 Prefunction

Breakfast

7:45 – 8:15 am | 718 Prefunction

(No breakfast service after 8:15 am)

Roundtable Discussions: Session 3

8:15 – 9:45 am | Room 718

For a complete list of topics and leaders, see page 10.

Networking Break

9:45 – 10:15 am | 718 Prefunction

Concurrent Sessions

10:15 – 11:15 am

A Navigating the Weeds of Cannabis Retail in Canada | Room 716

The panel will discuss how to navigate through the cloud of smoke and the highs and lows of the legalization of cannabis and the effect it will have on retail real estate. We will discuss the impact this use may have on the retail centres both operationally and in terms of merchandise mix. In addition, we will cover how to frame the use clause to ensure compliance with laws and other matters to take into consideration when making a cannabis dispensary a tenant at a retail centre.

MODERATOR

Antonella Talarico

National Director, Legal & Lease Administration
Crombie REIT
Mississauga, ON

PANELISTS

Signe Leisk

Partner
Cassels Brock & Blackwell LLP
Toronto, Ontario

Matt Maurer

Partner
Minden Gross LLP
Toronto, ON

James Petrie

Executive Vice President and COO
Plaza Retail REIT
Fredericton, NB

B How Did We Get Here? How Tenant Financing Affects the Survival of Tenants and the Balance Sheet of the Landlord | Room 714

We've seen it more and more in the news these days: retail tenants so highly leveraged that their debt affects the viability of their business. Our panel of experienced professionals will discuss the modern world of tenant financing and how the complexities of tenant financing affect both the tenant's operations and the landlord's operations. How do the debt numbers get so high? What is actually being financed? What documents does a lender really need in the context of tenant financing, and which of them should a landlord really sign? Can a landlord control where the money actually goes? Where is the money going? Are the funds being spent on website or digital enterprise as opposed to the bricks-and-mortar stores?

MODERATOR

Angela Mockford

Lawyer
Mockford Law
St. Catharines, ON

PANELISTS

Joseph Grignano

Partner
Blake, Cassels & Graydon LLP
Toronto, ON

Deanne MacLeod

Partner
Stewart McKelvey
Halifax, NS

Cory Sherman

Lawyer
Sherman Brown
Toronto, ON

Networking Break

11:15 – 11:30 am | 718 Prefunction

Legal Update

11:30 am – 12:45 pm | Room 718

PANELISTS

Jeanne Banka

Partner
Daoust Vukovich LLP
Toronto, ON

Steven Chaimberg

Partner
Miller Thomson LLP
Montreal, QC

Randy Shapiro

Partner
Parlee McLaws LLP
Calgary, AB

Closing Remarks

12:45 – 1:00 pm | Room 718

Genevieve Wong

ICSC 2018 Canadian Shopping Centre Law Conference
Program Planning Committee Chair
Director, Retail Legal Services
Oxford Properties Group
Toronto, ON

Melissa McBain

ICSC 2018 Canadian Shopping Centre Law Conference
Program Planning Committee Vice-Chair
Partner
Daoust Vukovich LLP
Toronto, ON

Conference Adjourns

2:00 pm

Networking Lunch

1:00 – 2:00 pm | Room 718

Program information current as of April 18 2018.

PROGRAM PLANNING COMMITTEE

Genevieve Wong, ICSC 2018 Canadian Shopping Centre Law Conference Program Planning Committee Chair,
Oxford Properties Group

Melissa McBain, ICSC 2018 Canadian Shopping Centre Law Conference Program Planning Committee Vice-Chair,
Daoust Vukovich LLP

Yan A. Besner, Osler, Hoskin & Harcourt LLP

Christina Kobi, Minden Gross LLP

Karsten Lee, WeirFoulds LLP

Sunita Mahant, Ivanhoé Cambridge

Angela Mockford, Mockford Law

Mary Ormond, Build Toronto Inc.

Laurie Sanderson, Gowling WLG (Canada) LLP

Randy Shapiro, Parlee McLaws LLP

Ian Sutherland, Stewart McKelvey

Antonella Talarico, Crombie REIT

Canadian Shopping Centre Law Conference

ROUNDTABLES

SESSION 1: MONDAY, APRIL 30 | 8:45 – 10:15 am

	Topics	Roundtable Leaders
1.	Force Majeure: Triggering Mechanisms, Effect On Conditions Precedent, Economic Conditions, and What Is Included	Cathleen Brennan, Gowling WLG (Canada) LLP Natasha Carew, Gowling WLG (Canada) LLP
2.	Piercing the Corporate Veil	Sharon Addison, McLean & Kerr LLP
3.	Dealing With Difficult Clients and Legal Professionals	Neil Abbott, Gowling WLG (Canada) LLP
4.	New Record-Keeping Requirements: The New Forfeited Corporate Property Act, 2015	Candace Cooper, Daoust Vukovich LLP Ken Pimentel, Daoust Vukovich LLP
5.	The Commercial Tenancies Act: What You May Not Know or Remember	John Wolf, Blaney McMurtry LLP
6.	Co-Tenancy Issues	Katherine Garretto, Ivanhoé Cambridge
7.	Helpful Leasing Hints	Ken Beallor, Torkin Manes LLP Harvey Haber
8.	Tenants Based in the U.S.: What They Want and How They Negotiate	Mordecai Bobrowsky, Primaris REIT Marco Gammone, Aird & Berlis LLP
9.	Opening & Operating Covenants and Go-Dark Rights	Paetra Kaufmann, Daoust Vukovich LLP Jamie Paquin, Daoust Vukovich LLP
10.	Negotiating Transfer Provisions	Faruk Gafic, Aird & Berlis LLP
11.	Relocation From the Perspective of Landlord and Tenant	David Ross, McMillan LLP
12.	Outparcel Leases and Pads	Mervyn Allen, McMillan LLP
13.	Lease Due Diligence When Acquiring Income-Producing Commercial Properties	Syll Kushner, Gowling WLG (Canada) LLP
14.	Mediation and Arbitration: Does It Work or Is It More Trouble Than It's Worth?	Wolfgang Kaufmann, Daoust Vukovich LLP Dina Peat, Daoust Vukovich LLP
15.	Tenant Checklist: Top Ten Items to Review in the Landlord's Form of Offer	Steven A. Cygelfarb, Fogler Rubinoff LLP
16.	The Same but Different: Notable Differences in Retail and Office Leasing	Nelly Mosstaghimi-Tehrani, Miller Thomson
17.	One Click: The Changing Nature of Commercial Leases in the New Millennium	Stuart Chaimberg, Miller Thomson Josh Shelby, Miller Thomson
18.	Pop Goes Retail: The Advent of Pop-Up Shops and Short-Term Tenants	Josh Disenhouse, Osler, Hoskin & Harcourt LLP
19.	Drafting and Negotiating Subleases	Michael Lieberman, Norton Rose Fulbright Canada LLP
20.	Franchising Law for Commercial Leasing Professionals	Kimberley Asnani, Ivanhoé Cambridge Clark Harrop, McDonald's of Canada Restaurants

ROUNDTABLES

SESSION 2: MONDAY, APRIL 30 | 3:30 – 4:30 pm

	Topics	Roundtable Leaders
1.	Registering Notices of Leases, Caveats, Restrictive Covenants and Other Agreements: Requirements and Timelines	Candace Cooper, Daoust Vukovich LLP Ken Pimentel, Daoust Vukovich LLP
2.	Review: Rules of Professional Conduct in the Context of Lease Negotiations	Celia Hitch, Owens, Wright LLP Natalie Vukovich, Daoust Vukovich LLP
3.	Accepting Partial Payment by a Tenant on a Default	Alex Kolandjian, Fogler, Rubinoff LLP
4.	No-Builds and Restrictions On Common Areas: What Are the Impacts that These Pose to the Shopping Centre	Doris Baughan, Loblaw Companies Limited Marta Lewycky, First Capital Realty
5.	Bankruptcy and Insolvency Law for Leasing Professionals (i.e., for Dummies)	Ken Herlin, Goodmans LLP
6.	End-of-Term Repair, Removal and Restoration Obligations: The Scope of Tenant Obligation	Robert Iaccino, Fasken Sara Reid, Fasken
7.	Drafting and Negotiating Environmentally High-Risk Sites Such as Gas Stations and Dry Cleaners	Jacquie Stevens, Willms & Shier Environmental Lawyers LLP
8.	Exclusive Covenants: Drafting and Enforcement Issues	Bram Costin, McCarthy Tétrault LLP Charlene Schafer, McCarthy Tétrault LLP
9.	Deconstructing the Option to Renew/Extend Clause: Pre-Conditions to Exercise, Meaning of “Fair Market Rent,” and Other Issues	Bianca Kratt, Parlee McLaws LLP
10.	Arbitration Clauses	Jeff Cowan, WeirFoulds LLP
11.	Subordination, Non-Disturbance and Attornment	Oliver Moore, Norton Rose Fulbright Canada LLP
12.	Construction Liens for Dummies	Leanne Fasciano, McLean & Kerr LLP Eric Gareau, Oxford Properties Group
13.	Should It Stay or Should It Go: Why the Distinction Between Chattels and Fixtures Matters	Carly Carusco, Dentons Canada LLP Tracy Loconte, Dentons Canada LLP
14.	Smart Shopping Malls: Managing Big Data and Privacy Issues	Imran Ahmad, Miller Thomson Savvas Kotsopoulos, Miller Thomson
15.	Insurance in Commercial Leasing	Ilana Cohen, Pet Value
16.	Tenant Remedies for Violation of Co-Tenancy, Kiosk Protection, No-Builds and Other Special Tenant Rights	Stephen Posen, Minden Gross LLP Benjamin Radcliffe, Minden Gross LLP
17.	Landlord’s Checklist: Top 10 Items When Working With the Tenant’s Standard Form of Lease	Darrell Gold, Robins Appleby LLP Ladislav Kovac, Robins Appleby LLP
18.	Leasing Bootcamp for Landlords: A Checklist for Leasing Transactions	Karine Aube, Oxford Properties Group

Canadian Shopping Centre Law Conference

ROUNDTABLES

SESSION 3: TUESDAY, MAY 1 | 8:15 – 9:45 AM

	Topics	Roundtable Leaders
1.	Drafting and Negotiating Tenant Allowance Clauses and Tenant Remedies If a Landlord Fails to Pay	Seth Zuk, Torkin Manes LLP
2.	Unique Issues for Ground Leases and When Your Landlord Is a Ground Lessee	Tamara Katz, Gardiner Roberts LLP Robert Schwartz, Gardiner Roberts LLP
3.	Management Tips for Leasing Professionals	William Rowlands, McMillan LLP
4.	Conflicts of Interest	Wolfgang Kaufmann, Daoust Vukovich LLP Dina Peat, Daoust Vukovich LLP
5.	Landlord Deposits & Tenant Bankruptcies	Brian Parker, Daoust Vukovich LLP Ken Pimentel, Daoust Vukovich LLP
6.	Landlord Rights and Remedies Against a Defaulting Tenant: A Comparative Review of Civil Law Versus Common Law	Yael Bogler, Owens Wright LLP Kevin O'Brien, De Grandpré Chait LLP
7.	Environmental Law 101: Please, Just the Basics	Janet Bobechko, Norton Rose Fulbright Canada LLP Talia Gordner, Blaney McMurtry LLP
8.	How to Deal With Abandoned Property	Faruk Gafic, Aird & Berlis LLP
9.	Successor Landlord Obligations: Are New Owners Liable for Prior Landlord Defaults or Overpayments?	Krista Chaytor, WeirFoulds LLP
10.	Environmental Insurance and Liability for Director and Officer	Rich Butler, Willms & Shier Environmental Lawyers LLP
11.	New Cannabis Regime: General Tips for Dealing With Leases for Cannabis Retailers	Robert Eisenberg, WeirFoulds LLP
12.	Tenant Renewal Rights in the Face of a Current or Past Default	Gasper Galati, Daoust Vukovich LLP Daniel Waldman, Daoust Vukovich LLP
13.	Leasehold Title Insurance: What Is It and Do I Need It?	Wayne Lipton, Stewart Title Guaranty Company Stephen Piper, Stewart Title Guaranty Company
14.	Property Taxes Update: What's New and Exciting in 2018	Melissa Muskat, Minden Gross LLP
15.	Security for Leases: Letters of Credit, Indemnity Agreements, Guarantees, and Security Deposits	Michael Lieberman, Norton Rose Fulbright Canada LLP
16.	Landlord's Remedies: Drafting for Enforcement	David Hiebert, Witten LLP Liam Kelly, Witten LLP

CLE Credits

Law Society of Upper Canada has accredited this program for "The Healthy Barber Session" for 1 professionalism hour. Attendance at other sessions and roundtables may be claimed toward the Substantive CPD requirement.

Law Society of British Columbia has accredited this program for 12.50 hours.

Barreau du Quebec has accredited this program for a total of 12.75 hours. Attendees who wish to obtain CLE credits from the Barreau du Quebec are required to sign in at the ICSC Registration Desk.

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Next Generation Conference

Reimagining Retail: A Time of Transformation and Transition

Delta Toronto | Toronto, Canada | July 25 – 27, 2018 | #ICSCNextGen

ICSC's Next Generation Conference is specifically tailored to professionals who are seeking to develop and advance their careers in the retail real estate industry. Join colleagues for world-class speakers including keynote **Galen Weston**, CEO & Executive Chairman of Loblaw Companies Limited and George Weston Limited.



Each session and activity delivers thoughtful perspectives on hot-button topics in the retail and shopping centre industries



Participate in discussions and share your knowledge and expertise with colleagues



Expand your network and make connections with peers, influencers, and thought-leaders

To learn more, visit www.icsc.org/2018NGC