

REGULATING GREENHOUSE GASES – POSITIONING YOUR COMPANY IN THE NEW CARBON ECONOMY

CALGARY Monday, June 8, 2009
TORONTO Wednesday, June 10, 2009

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Dates and Venues:

The Calgary course is being held on June 8, 2009 at
The Calgary Telus Convention Centre, 120-9th Avenue SE,
Calgary, AB T2G 0P3, Tel: (403) 261-8500

The Toronto course is being held on June 10, 2009 at
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REGULATING GREENHOUSE GASES – POSITIONING YOUR COMPANY IN THE NEW CARBON ECONOMY

Course Leaders:

Douglas Tingey

Counsel, Borden Ladner Gervais LLP

Adam Chamberlain

Partner, Borden Ladner Gervais LLP

With the election of Barack Obama and the installation of a US Administration that is actively engaging the climate change file, and steady progress towards a post-2012 Kyoto Protocol regime, the much anticipated context for meaningful federal action has arrived. The Government of Canada has signaled its intention to stay close to the Americans and create a compatible regulatory regime in Canada. The implications for Canadian industry are becoming clear, and the ability of Canadian companies to adapt and orient their businesses to this evolving regulatory context will define our times.

Course Highlights:

- The Current State of GHG Regulation
- Understanding Business Opportunities
- Evolving Directions in Regulations
- Structuring GHG Projects
- Transaction issues
- Understanding Disclosure Obligations

Calgary June 8, 2009

Toronto June 10, 2009

9:00 Introduction – *Douglas Tingey*
 More than ever, Canadians are learning that the climate change negotiations are not just about the environment, and that they are in fact business and trade negotiations that will test the fabric of our current trading relations within NAFTA and of our federation. Will Canadian businesses continue to watch from the sidelines and wait, or proactively engage the process and anticipate change and opportunity? The morning session will highlight the latter.

9:15 Regulatory Update
Calgary – Douglas Tingey and Carleigh Whitman
Toronto – Adam Chamberlain and Douglas Tingey

- Canadian Developments – from GHG Intensity to Cap and Trade
- A New North American Initiative
- International Developments (Engaging China and India and the Post-2012 Kyoto Protocol)
- The Future of Voluntary Compliance

10:30 Coffee Break

10:45 Politics, Trade and Climate Change
Calgary – Colin MacDonald and Julio Arboleda
Toronto – Greg Tereposky and Gar Knutson

- The Climate Change Negotiations as Trade Negotiations
- The Evolution of Carbon-linked Product Standards
- Canadian Constitutional Issues and the Regulation of GHG Emissions
- Lobbying – Why You Should Care and What You Can Do

12:00 Networking Lunch

1:00 Introduction

Business and Climate Change
Douglas Tingey

The afternoon session highlights the business opportunities presented by the regulation of GHG emissions.

- First, we update the state of carbon finance in Canada.
- Second, we deal with two key business contexts – the emphasis placed on carbon capture and storage, and the growing emphasis on renewable and green energy through incentivizing and facilitating low carbon energy.
- Third, we revisit the project participation approach to regulatory compliance and voluntary carbon neutrality.
- Finally, we review the application of available corporate finance techniques to business opportunities and address issues that derive from existing regulatory regimes, namely corporate disclosure and taxation.

1:10 Carbon Finance Update
Calgary – Douglas Tingey and Carleigh Whitman
Toronto – Adam Chamberlain

- Update on Carbon Markets
- Evolving Trading and Financing Opportunities
- Case Studies

1:45 Calgary

The Future of Thermal Power – Carbon Capture and Storage
Alan Ross

The major focus on GHG reduction in the future will be the ability to capture CO₂. Carbon capture and storage is considered the best technological fix, with widespread international application, proffered by both governments and industry. Given where we are now and where we need to be, how do we make this work?

1:45 Toronto

Green Energy and Low Carbon Innovation
Mark Rodger and Marc Babinski

- How, or Will the Green Energy Act be a Key Instrument in Driving Low Carbon Innovation?
- Where are the Business Opportunities?

2:30 Coffee Break

2:45 Participating in GHG Reduction Projects – Investment-driven Compliance and Carbon-neutral Strategies
Douglas Tingey and Adam Chamberlain

- Joint Ventures
- Aggregation Funds
- Leveraging Debt and Technology
- First Nations – Moving from Consultation and Accommodation to Participation

3:30 Corporate Finance, Tax and Climate Change
Calgary – Melinda Park and Bev Gilbert
Toronto – Bev Gilbert

- Financing Issues – Limited Partnerships, CPCs and Funds
- Taxation
- Corporate Disclosure, Investor Activism, and Climate Change Litigation

4:15 Concluding Comments and Question and Answer
Douglas Tingey and Adam Chamberlain



Douglas Tingey – Course Leader

Douglas Tingey is counsel in BLG's Calgary office. His practice focuses on energy, environmental and mining, particularly in the context of business solutions related to greenhouse gas emissions, renewable energy and climate change. Currently, Douglas acts for project proponents and financiers of Kyoto Protocol Clean Development Mechanism projects in Asia and, internationally, for parties to emissions trading contracts. He also advises on issues relating to carbon finance and structuring of funds and investment vehicles intended to support the trading of carbon credits and the development of projects that create carbon credits. His Canadian clients who are active in pursuing solutions to climate change include carbon offset and voluntary emissions reduction project originators, an electric vehicle developer, a landfill technology company, an online carbon neutrality facilitator, an organic fertilizer producer and a technology company working to provide solutions to carbon capture and sequestration.



Julio Arboleda

Julio Arboleda is a partner in BLG's Calgary office and is a member of the Corporate Commercial Group. Julio has handled domestic and international matters for energy clients and brings that perspective to the current dialogue on Climate Change.



Beverly Gilbert

Beverly Gilbert is the National Leader of BLG's Commodity Tax Group. She has 19 years' experience working with energy companies to help them collect and remit the correct amount of the Canadian commodity taxes, which include the Federal Goods and Services Tax (GST) and excise tax; and the provincial sales, carbon and motive fuel taxes. She has particular expertise in advising clients on whether tax applies to GHG credits and payments made into the Alberta Climate Change and Emissions Management Fund. Beverly is a member of the Indirect Sales Tax Committee of the Canadian Association of Petroleum Producers, which provided extensive input to the BC Ministry on the implementation of the BC carbon tax.



Colin MacDonald

Colin MacDonald is a partner in the Calgary office of BLG, practicing primarily in the commercial area with an emphasis on Government Relations and Competition Law. He Chairs the Firm's National Government Relations practice group. After moving to Calgary in 1983, Colin served as in-house counsel for Canterra Energy Ltd. until 1988 with involvement in oil and gas related matters including acquisition and divestiture of oil and gas assets. Colin currently serves on a number of Boards and is the current Chair of the Calgary Olympic Development Association and is a member of the Institute of Corporate Directors (ICD). Colin was admitted to the Bar of Nova Scotia in 1980 and the Alberta Bar in 1984. He graduated from Dalhousie Law School in 1977 and prior to that received an M.A. (Economics) from McMaster University in 1974 and a Joint Honours degree (B.B.A.) in Economics and Business Administration from St. Francis Xavier University in 1973.



Melinda Park

Melinda Park is a partner of the Calgary office practicing in the area of securities and capital markets. She is also a member of the TSX Venture Exchange Local Advisory Committee in Alberta. In the past, she was also a member of the Alberta Securities Commission Securities Advisory Committee and the Alberta Securities Commission Financial Advisory Committee. Collectively, these memberships have provided her with the opportunity to participate in discussions relating to the integration of the financial new and evolving industries. Melinda's diverse practice includes assisting issuers carrying on business in the energy sector with public and private financing transactions, mergers, acquisitions and business combinations, compliance with corporate governance and continuous disclosure obligations and both public securities offerings and secondary offerings. This area of expertise includes knowledge of the regulatory framework as it pertains to financing an issuer in the energy sector.



Carleigh Whitman

Carleigh Whitman is a senior associate in the corporate/commercial group of BLG's Vancouver office. Her practice is focused on environmental, energy, and natural resources law. Carleigh provides advice to clients in matters related to environmental compliance, climate change issues, contaminated site issues and mitigation of environmental liabilities. She is also frequently involved with all aspects of electrical energy and gas transmission related projects.



Adam Chamberlain – Course Leader

Adam Chamberlain is a partner in BLG's Toronto office and National Leader of the firm's Climate Change Group. Since his call to the Ontario Bar in 1994, Adam has practiced energy and environmental law with a focus on the development of infrastructure such as energy, waste, wastewater and water supply facilities. Adam provides advice to clients ranging from private power developers to public and private developers of waste and wastewater systems. He is the Chair of the Ontario Energy Association's Environment Committee. Adam is Certified by the Law Society of Upper Canada as a Specialist in Environmental Law.



Marc Babinski

Marc Babinski is a partner in the Montréal office of Borden Ladner Gervais LLP, and is the National Leader of the firm's Innovation Sector Focus Group. Called to the Ontario Bar in 1989, Marc has worked extensively with early stage companies and venture capitalists in the commercialization of new and innovative technologies and has witnessed first-hand the interplay of entrepreneurial effort, government incentive and market demand.



Gar Knutson

The Honourable Gar Knutson is counsel in our Ottawa office practicing exclusively in the area of domestic and international government relations. Gar graduated from the University of Windsor Law School in 1981 and then received a Masters in Business Administration from the University of Western Ontario in 1983. Gar served in the Parliament of Canada for 11 years from 1993 to 2004. He served in the cabinet of both the Rt. Honourable Jean Chrétien and the Rt. Honourable Paul Martin as Secretary of State Foreign Affairs and International Trade. Currently Gar provides advice to a number of Canadian clients as well as foreign governments on a variety of issues affected by government policies. Gar also provides advice on the law of lobbying and advises and represents companies with interests in the Arabian Gulf.



Alan Ross

Alan Ross is a partner in BLG's Calgary office. Alan's practice focuses on administrative law and regulatory matters in energy and public utility contexts. He has extensive experience representing clients in energy regulatory proceedings, and he worked as in-house counsel with one of Canada's largest energy infrastructure companies. Alan was called to the Ontario Bar in 1996, the Alberta Bar in 2002, and the New York Bar in 2003.



Mark Rodger

J. Mark Rodger is a senior partner at BLG. He is also the Toronto regional leader of the Energy Markets Group. He specializes in the commercial, regulatory and government relations components of electricity and natural gas markets and infrastructure revitalization. Mark has experience in all aspects of electricity sector restructuring. He has served as counsel to a broad range of stakeholders including municipal, provincial, and national governments, large industrial, institutional and commercial energy consumers, local distribution companies, generators, energy retailers, out-of-province electricity importers and energy regulators. Mark also has corporate governance, business planning and utility M&A experience, including the first-ever long-term lease involving Ontario distribution utility. He has been counsel to municipalities and private-sector clients regarding the restructuring and commercialization of water and wastewater assets. He also has broad commercial and regulatory experience in electricity conservation and demand management including programme development and smart meter implementation initiatives. Mark has been named in the *Lexpert/ALM Guide to the Leading 500 Lawyers in Canada* since 2003 because of his expertise in the electricity field.



Greg Tereposky

Greg is a partner and member of the International Trade and Arbitration Group in BLG's Ottawa office. He has practiced international trade and investment law since 1992 and has appeared before numerous panels and tribunals in disputes under the World Trade Organization (WTO), NAFTA and the International Centre for Settlement of Investment Disputes (ICSID). Greg also provides advice and representation with respect to the full range of Canadian domestic trade laws including customs regulation, import and export restrictions, and technical standards and regulations. Greg has been repeatedly listed in *Chambers Global: The World's Leading Lawyers for Business*, *Who's Who Legal - The International Who's Who of Business Lawyers* and *The Best Lawyers in Canada*.

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