

ABORIGINAL TAX AND FINANCIAL MANAGEMENT FORUM

Selecting the Best Corporate Structure for Your Joint Venture

November 18 – 19, 2009 | The Hampton Inn | Ottawa



Tax advantages available to First Nations business and government are often under used and not a fully understood resource. Proper tax planning can allow First Nation governments to foster economic development, expand community services and increase revenue streams.

Whether as part of consultation and accommodation requirements or simply good business, industries are entering into partnerships with First Nations, Inuit and Métis to develop projects and traditional lands. This shift from the traditional impact and benefit agreements (IBA) to joint ventures and partnerships requires an understanding of the importance of selecting the proper corporate structures to minimize liability and maximize benefits, especially from a tax perspective.

At this conference you will learn about:

- Various corporate structures, advantages and disadvantages
 - Liability and tax consequences for various structures
 - Governance key considerations
 - Commodity, property and HR taxation issues and options
 - Strategies for effective financial negotiations and consultations as they relate to IBA's
 - Resource, mining, forestry and energy investment tax credits
 - Strategies for structuring and financing domestic resource ventures
 - Doing business with First Nations, Inuit and Métis
 - Financing strategies for developing gaming operations on First Nation Lands
 - Update on Aboriginal taxation law: tax exemptions for First Nations
 - How commercial title insurance can increase financing options on First Nations lands
- and much more...*

Marketing Partners

CANADIAN **Lawyer**



PROGRAM CO-CHAIRS

Katherine Xilinas
Partner
Miller Thomson LLP



Maxime Faille
Partner
Gowling Lafleur Henderson LLP



KEYNOTE ADDRESS

Developing a Community Investment Program – Membertou First Nation – Case Study

Jeffrey Slivocka
Chief Executive Officer
Membertou Development Corporation - Membertou First Nation



This program has been accredited by the Law Society of Upper Canada towards the professional development requirement for certification.
Corporate & Commercial Law – 12.5 hours

ENROLL TODAY! Call 1 888 777-1707 or fax 1 866 777-1292
Register online at www.insightinfo.com/aboriginaltaxationottawa

Dear Colleague,

We are pleased to invite you to **Insight's ABORIGINAL TAX AND FINANCIAL MANAGEMENT FORUM** – Selecting the Best Corporate Structure for Your Joint Venture.

This Forum will help you understand the legal issues that impact Aboriginal taxation and economic development. Tax advantages available to First Nations business and government are often under used and not a fully understood resource. Proper tax planning can allow First Nation governments and businesses to foster economic development, expand community services and increase revenue streams.

We cover some of the key legal issues for doing business with First Nations. Find out how selecting and understanding the best corporate structure for your industry and Aboriginal joint venture will allow both parties to maximize the business opportunity.

Aboriginal communities and businesses recognize that responsible financial management is crucial not only for developing sustainable communities, but also in order to do business on a national, regional and international scale. Studies also show, however, that business structures and models need to be culturally-appropriate and reflect the culture, traditions and values of the aboriginal community if they are to be effective.

We have organized a two-day conference to address key issues facing community business leaders, as well as finance advisors and managers, in achieving operational stability and growth for the community. Whether the focus is on band operations, business ventures or financing community projects, the ability to maximize financial management opportunities in a way that respects and supports community values is a must for community leaders and financial officers.

Networking luncheons, informal breaks and question periods after each session will give attendees the opportunity to address their questions and establish important industry contacts. The conference materials prepared by the speakers will also be a valuable resource for future reference and use. Please join us for this information-packed conference, at which you can discuss issues with your colleagues and learn from the expert faculty. We look forward to seeing you in Ottawa.

Yours truly,



Katherine Xilinas

Partner

Miller Thomson LLP



Maxime Faille

Partner

Gowling Lafleur Henderson LLP

Are you a First Nation, Inuit or Métis student enrolled in a post-secondary education program? If so, we have exciting news for you: apply for one of Insight's Aboriginal Student Bursaries and attend this conference free of charge.

To find out more or to apply call us at 1-888-777-1707 today!

WHO SHOULD ATTEND

- Chiefs, Leaders and Members of Aboriginal Communities and Associations
- Band Council Members and Officials
- Financial Professionals: Controllers, CFOs, VPs of Finance and Treasury, Managers of Taxation, Corporate Tax Accountants, Auditors, Investment Counsel, Economists, Brokers, Bankers
- Directors/Managers Corporate Development
- Federal, Provincial and Municipal Government Officials and Employees (e.g. INAC, Dept. of Justice, Ministry of Aboriginal Affairs)
- Legal Counsel practicing Aboriginal, Environmental and Constitutional Law
- Regulators and Environmental Policy Makers
- Business Developers and Entrepreneurs
- Academics and Professors specializing in Aboriginal, Environmental and Constitutional Law
- Senior Executives, Directors and Managers of Energy, Hydropower, Wind Power, Green Energy, Mining, Forestry, Pulp and Paper, Oil & Gas and Natural Resources Firms
- Consultants in Natural Resources and Aboriginal matters
- Aboriginal Policy and Affairs Advisors, Regulators
- Environmental, Aboriginal, Corporate, Commercial and Tax Lawyers

Need additional information? Subscribe to **inCONFERENCE™**.

Gain online access to valuable conference papers and reports from any Insight conferences – whether it's energy, environment, finance, legal, or any of the other sectors covered at **Insight** conferences by subscribing today to **inCONFERENCE™**. Delegates will receive a set of original materials as well as online access to fully searchable conference papers through **Insight's inCONFERENCE™** that will serve as an invaluable reference source. To find out more, or to receive a free trial subscription, please go to <http://inconference.insightinfo.com>

8:00 | 8:45

Registration and Continental Breakfast

8:45 | 8:50

Welcoming Remarks from Insight

8:50 | 9:00

Elder Invocation

9:00 | 9:15

Co-Chairs' Opening Remarks

Katherine Xilinas

Partner
Miller Thomson LLP

Maxime Faille

Partner
Gowling Lafleur Henderson LLP

9:15 | 10:15

Strategies for Effective Financial Negotiations and Consultations as they Relate to IBAs

R. Martin Bayer

Partner
Weaver, Simmons LLP

The interplay between IBAs and the financial implications of how IBAs are negotiated, including the structures of any businesses formed as parts of the opportunities available under an IBA are discussed, plus:

- The importance of achieving a "level playing field"
- Maximizing community benefits from IBAs
- Financial aspects to IBA implementation
- Strategies for success

10:15 | 10:30

Networking Coffee Break

10:30 | 11:30

The Impact of Tax on Aboriginal Business Structures

Mark L. Siegel

Partner
Gowling Lafleur Henderson LLP

- The application of tax to on reserve businesses
- The use of partnerships and joint ventures by on reserve businesses to expand business opportunities

- The use of business corporations wholly owned by an aboriginal government
- General tax issues affecting an aboriginal business

11:30 | 12:30

Exemption from Taxation: A Vanishing Right?

Maxime Faille

Partner
Gowling Lafleur Henderson LLP

Recent decisions suggest that the *Indian Act* exemption from taxation is becoming increasingly difficult to have recognized. Discussion will concentrate on new and innovative approaches to the taxation issue.

- History of the exemption and the importance of historical context
- The current state of the law: a critical analysis
- New approaches: the tax exemption in an era of reconciliation
- Practical tips on securing the exemption

12:30 | 1:30

Networking Luncheon

1:30 | 2:30

KEYNOTE ADDRESS

Developing a Community Investment Program – Membertou First Nation Case Study

Jeffrey Slivocka

Chief Executive Officer
Membertou Development Corporation
Membertou First Nation

- What are your fiduciary responsibilities to your community and governments?
- Developing a solid investment policy
- Assessing a risk management strategy
- Selecting an investment manager
- Effective reporting strategies

2:30 | 2:45

Networking Refreshment Break

2:45 | 3:45

Structuring Domestic Resource Ventures

Speaker to be announced

3:45 | 4:30

Pipelines, Mines, Windmills, Hydro Electric Projects: How Can Lenders and Developers Deal With Title Issues? A Title Insurer's Perspective

Suzanne Leclair B.Comm LL.B

*National Director, Commercial Services
First Canadian Title*

- What kinds of issues are associated with the various types of First Nations lands?
- What can be developed and mortgaged?
- As title insurers, what kind of title and registry issues are we being asked to insure?
- What can we solve for developers?
- What can we solve for lenders?
- Concrete examples of insured deals on First Nations lands along with precedents and materials

4:30 | 5:15

Co-Management and the Misunderstanding About What It Really Is

William Paquin, M.Sc., CMC

*Certified Management Consultant
Société de William Paquin s.e.n.c./ Hartel
Financial Management Services*

- What is co-management?
- Enhancing and empowering capacity building in the First Nation community
- Achieving financial stability for self-governance

5:15

Co-Chairs' Closing Remarks and Conference Concludes For the Day

THURSDAY | NOVEMBER 19, 2009

8:00 | 9:00

Continental Breakfast

9:00 | 9:15

Co-Chairs' Opening Remarks

Katherine Xilinas

*Partner
Miller Thomson LLP*

Maxime Faille

*Partner
Gowling Lafleur Henderson LLP*

9:15 | 10:00

Governance Issues: Considerations for First Nations When Choosing Corporate Structures

Brian A. Crane Q.C.

*Partner
Gowling Lafleur Henderson LLP*

There are unique governance considerations that arise for Aboriginal governments choosing to conduct business using corporate business models. These considerations impact not only Aboriginal governance, but also the way in which industry can do business with Aboriginal people. This presentation will look at some of these considerations, including:

- How have the courts addressed the intersection of Aboriginal law with corporate business models?
- What are some effective mechanisms and procedures for incorporating Aboriginal governance models into corporate business models and discussions?
- What are some of the pitfalls to avoid when considering governance structures?

10:00 | 10:15

Networking Coffee Break

10:15 | 11:15

Selecting and Understanding the Best Corporate Structure for Your Industry and First Nations Joint Venture or Partnership

Brian McIntomny

*Partner
Fasken Martineau DuMoulin LLP*

Primary considerations in selecting a business structure:

- Economic development objectives
- Tax advantage vs. liability risk
- Corporate governance – it's about separating business and politics
- Succession issues and options
- Band governance and control issues
- Accountability to band council
- The "One Company" structure
- Other issues around implementation

11:15 | 12:00

Aboriginal Business Structures: The Importance of Culturally-Appropriate Models

Catherine Fagan

*Associate
Gowling Lafleur Henderson LLP*

In devising economic development strategies and engaging in complex business ventures, it is important that models reflect community cultural structures and values. Discussion will include:

- Theory of the Harvard Project on successful aboriginal business development
- Existing models and examples
- The use of Impact Benefit Agreements (IBAs)
- Different IBA models

12:00 | 1:00

Networking Luncheon

1:00 | 2:00

Choosing the Right Business Structure for Your Community and Project

Katherine Xilinas

Partner
Miller Thomson LLP

- First Nations and other Aboriginal communities doing business in their own capacity
- Joint ventures
- Corporations
- Trusts
- Limited partnerships and limited liability partnerships
- Métis Settlements – plus Métis agreements with industry or First Nations

2:00 | 2:15

Networking Refreshment Break

2:15 | 3:15

Legal Issues for Doing Business with First Nations

Stephen Reynolds, M.A., LL.B.

Partner
Reynolds, Dolgin Lawyers LLP

- Consultation and Accommodation legal developments

- What are Aboriginal Rights and Title?
- Recent court decisions – key impacts on mining and exploration
- The obligation to consult with First Nations

3:15 | 4:00

Financing Strategies for Developing Gaming Operations on First Nation Lands

Stephen Fay

Director, Aboriginal Banking
BMO Bank of Montreal

- Sources of capital for gaming companies
- Understanding what financial organizations are looking for when evaluating gaming investment opportunities
- Tips for financing your gaming related businesses

4:00 | 4:45

Progressive Aboriginal Relations (PAR) Program – An Effective Vehicle to Build Productive Business Relationships

Clint Davis

President and CEO
Canadian Council for Aboriginal Business

Progressive Aboriginal Relations (PAR) helps corporate Canada to engage Aboriginals as employees, partners, customers, suppliers, and community representatives.

- What is PAR?
- How does PAR benefit corporate and Aboriginal Canada?
- A PAR case study

4:45

Co-Chairs' Closing Remarks and Conference Concludes

SPONSORSHIP OPPORTUNITIES



Gain additional presence and prestige in front of senior level decision makers through Insight's sponsorship opportunities. All of our exclusive sponsorship packages include a comprehensive suite of preferential benefits. For further details, please contact Amy Leung at 416.642.6128 or Amy.Leung@incisivemedia.com

