



Bennett Jones

Bennett Jones Academy

Professional Development

2022 Calgary and Edmonton
Student Seminar Program

*“Learning is like rowing upstream:
not to advance is to drop back.”*

- Chinese Proverb

Bennett Jones Academy

Student Curriculum Calgary and Edmonton

Our Commitment to Continuing Legal Education – Substantive and Professionalism Courses 2022



We are delighted to welcome you to our Bennett Jones Academy (BJA) Curriculum, specifically designed for students, which has been created to highlight our upcoming courses in 2022. At Bennett Jones LLP, we are committed to helping our students and lawyers reach their highest potential as professionals, consistent with the firm's standard of excellence in client service. BJA is a comprehensive, integrated system that provides you with the tools, opportunities and support to excel in the legal profession.

Our student specific courses are delivered in the summer and early fall in order to ensure that our summer and articling students receive continuing legal education seminars that introduce you to the firm, the practice of law and some of the basic principles of law that will support you in your efforts to hit the ground running as a new legal professional.

The student curriculum is one part of our overall, firm-wide, BJA offerings. Our broader BJA offerings, delivered year round, are designed to build the best possible foundation and enhance the skills and knowledge of our lawyers at every stage of their careers. Our orientation and introductory programs provide you with the framework and tools for understanding the legal, business, ethical and practical issues you are likely to encounter in the first years of practice. Our professionalism courses support you as you grow into more senior supervisory and leadership roles and our advanced substantive programs help you keep abreast of developments in your area of practice and continue to hone your skills and expertise.

We believe in providing top-notch, value-added programming for our students and lawyers and are pleased to be offering a wide range of substantive and professionalism courses for 2022.

Our substantive courses range from understanding private equity transactions from both the legal and client perspectives, to trial preparation and mergers and acquisitions. Our professionalism courses include advanced transactional drafting, negotiation ethics and applying science to improve our health and wellness.

As you review this booklet, you will see that we have laid out the 2022 student sessions so you can know specifically what you will be learning and who will be delivering those sessions. We have also outlined a sampling of other courses that were offered previously or are planned for 2022 in order to provide you with a good sense of the overall BJA offerings that are provided to all students and lawyers.

We hope you will enjoy attending our courses, learning about the latest developments and trends in the law and gaining an insight into different areas of professionalism.

Hugh MacKinnon
Chairman & Chief Executive Officer

Courses at a Glance

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Practicing Law – What it Means to be a Corporate, Litigation, and Tax Lawyer

Bennett Jones Professionalism Series

Date: Summer, 2022

Lunch: 11:45 a.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:15 p.m.

Course Overview

Each of our department heads will take the opportunity to introduce you to their broad areas of practice, how their practices have evolved over the course of their careers and how all of our different practice areas work together to provide excellence in all client services.

This is also an opportunity to learn, in a casual setting, how each department functions, how work-flows, how teams are formed for particular transactions or advocacy opportunities and to get a sense of the people and culture of Bennett Jones.

Faculty



Brent W. Kraus

Partner, Co-Head of Corporate Department; Co-Head of Mergers & Acquisitions

Brent Kraus focuses on public and private mergers and acquisitions and capital market transactions, as well as corporate governance and shareholder activism.



Kenneth T. Lenz Q.C.

Partner, Co-Head of Litigation Department

Co-head of the firm's litigation department, Kenneth Lenz focuses his practice on insolvency and restructuring matters, including representing companies, receivers, monitors, acquirors, creditors and financial institutions in managing corporate reorganization and the realization of assets. Ken has in recent years acted in almost every significant restructuring in Alberta, and in many as counsel for the restructuring company under *Companies Creditors Arrangement Act* proceedings where the indebtedness and share structure are modified through a court ordered arrangement. This practice necessarily involves litigation concerning oil and gas industry agreements, lending arrangements, security enforcement and corporate governance matters.



Anu Nijhawan

Partner, Co-Head of Tax Department

Anu Nijhawan is a partner in and the co-Head of the Bennett Jones National Tax Group, based in the Calgary office. She provides client-centered and pro-active tax expertise to meet the needs of her clients in their most complex issues. She has extensive experience advising a diverse client base on the income tax aspects of corporate and partnership reorganizations, mergers and acquisitions, debt and equity financing transactions, and resource taxation issues. Her practice encompasses all aspects of income tax issues related to international structures for Canadian-based multinational corporations, on investments by non-residents in Canada, and on structuring cross-border acquisitions, divestitures, financings, and derivative transactions. Anu's practice also includes the incorporation of tax into Environmental, Social and Governance (ESG) strategies. In addition, a significant component of Anu's tax practice is devoted to structuring tax-effective employee and executive compensation programs, including cross-border and domestic stock option plans, phantom unit plans and employee stock purchase trusts.



Effective Legal Writing Workshop

Bennett Jones Professionalism Series

Date: Summer, 2022

Course: 9:00 a.m. – 12:00 p.m.

Lunch: 12:00 p.m. – 1:00 p.m.

Course Overview

Learn to write, and therefore, think better (or different, following *Apple's* advice). We use a radical example (comparing a concise, precise, and direct release with a standard version) to show how just two key principles and two key tools will improve your writing—forever. Let readers focus on your ideas, without getting lost in fuzzy language.

This Bennett Jones Academy professionalism series course will focus on:

- Writing more like you speak;
- Writing for your readers;
- Being concise; and
- Using active-voice verbs.

Faculty



Stephanie C. Mitchell, B.J.H, LL.B.

Speaker & Writing Coach, Telegram Writing Consulting

Stephanie Mitchell of Telegram Writing Consulting has both a law degree and a first-class honours degree in journalism. She works with lawyers, judges, and business leaders across Canada to help them learn to write and speak more clearly and persuasively.

Stephanie has years of experience choosing the best words as a news reporter and senior producer for CBC Radio in Western Canada. She has also worked in communications for the governments of British Columbia and Canada, and for the faculties of law at the Universities of Victoria, Alberta, and Saskatchewan.

Stephanie's writing and speaking workshops are interactive and never lead to the dreaded death by PowerPoint.



Joan Bilsland

Associate

Joan Bilsland is a corporate and research lawyer. She works primarily in corporate law, assisting energy and utility companies on questions of shareholders' rights, directors' duties and responsibilities, partnerships, including limited partnerships, and real estate transactions.

Joan's experience in legal research is complemented by her Master's of Library and Information Science, for which she completed a research project on electronic research needs of lawyers. The program gave her added insight into how people use electronic information for business purposes.

Joan is a member and former President of the Canadian Bar Association Research Lawyers Section (South). She is also an Associate American Bar Association member.



Corporate Law Overview

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 p.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

Join us for a session with our corporate law professionals covering basic corporate law topics including an overview of the process of incorporating and organizing a CBCA corporation, maintaining corporate existence and undertaking fundamental corporate changes.

This Bennett Jones Academy substantive series course will focus on:

- Factors in determining a Canadian jurisdiction for incorporation;
- Attributes of classes and series of shares;
- Meetings and resolutions of Directors and Shareholders; and
- Duties of Directors and Officers.

Faculty



John Lawless

Partner

John Lawless has a corporate law practice with a focus on mergers and acquisitions, private equity, corporate finance and securities primarily for clients in the oil and gas, energy services and technology industries.

John has represented buyers and sellers in connection with plans of arrangement, amalgamations, share purchase transactions and asset purchase transactions, including several private equity transactions. John has acted for both issuers and underwriters in connection with prospectus offerings and private placements of equity and debt securities. John also advises issuers on general corporate and securities law matters including corporate governance, continuous disclosure requirements and dealing with stock exchanges and securities commissions.



Allegra Hessels

Associate

Allegra Hessels has a general commercial transactions practice, with a focus on private and public mergers and acquisitions, commercial transactions within the energy sector, and other corporate and securities law matters.

Prior to becoming an associate at Bennett Jones, Allegra both articulated and summered with the firm.



Litigation Overview

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 p.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

The Litigation Department at Bennett Jones is vibrant and diverse. You will have the opportunity to work on a broad range of files at all levels of court in Canada as well as in both domestic and international arbitration forums. The objective of this seminar is to introduce you to the Litigation Department and provide general practice advice for students.

This Bennett Jones Academy substantive series course will focus on:

- Structure of the court system;
- Litigation practice considerations;
- Applications and Chambers practice points; and
- Litigation in practice

Faculty



Christine Plante

Partner

Christine Plante provides full-service legal advice and representation for all employment, labour and human resource needs. Her experience as corporate counsel to a large federally-regulated employer offers a unique perspective to providing client services. Christine knows the importance of providing responsive, sound, and practical legal advice.

Christine effectively represents clients at all level of court and in administrative hearings, arbitrations and mediations. She has a number of reported decisions defending wrongful and constructive dismissals and enforcing restrictive covenants.

Christine provides management support for all human resource needs including preparing employment contracts, policies and compensation plans; investigating workplace harassment, discrimination and fraud complaints; advising on drug and alcohol testing, successionship planning, dismissals and general workplace practices; guiding clients through M&A transactions, restructuring and downsizing; and, enforcing confidentiality agreements and non-competition/ non-solicitation covenants.

Christine has significant experience with various extraordinary remedies for effective fraud recovery, which overlaps with her employment practice when assisting clients in recovering assets and protecting confidential and proprietary information.



Mike Selnes

Associate

Michael Selnes practices commercial litigation in a variety of areas, with a growing specialization in bankruptcy and insolvency. Mike has represented clients before the Alberta Provincial Court, Queen's Bench Court, and Alberta Court of Appeal as well as assisting with matters before the Alberta Securities Commission and various private arbitrations. Mike has also conducted multiple mediations and pre-trial conferences and has a strong record of settling disputes.



Corporate/Commercial Energy Law - Overview

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 p.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

This session will provide students with an overview of the different areas of law and industries in which lawyers in the Energy Group practice, with emphasis on:

- the type of agreements, projects and clients typically involved in each area;
 - industry basics and terminology;
 - market trends; and
 - what it's like to practice law in these areas.
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This Bennett Jones Academy substantive series course will focus on:

- Oil & Gas
 - 3 Upstream
 - 3 Midstream
 - 3 Downstream
 - 3 M&A
 - 3 Joint Venture/Co-Ownership
- Power and Renewables
 - 3 Power/Electricity
 - 3 Other Renewables
 - 3 Emissions and Climate Change
- Engineering, Procurement and Construction
 - 3 Types of Energy Related Projects
 - 3 Contracting Models and Strategy
 - 3 Project Execution and Operations

Faculty



Julia Pasieka

Associate

Julia Pasieka has a general corporate commercial law practice with a focus on commercial transactions, mergers and acquisitions and other corporate law matters.

Julia is currently on the board of directors of The Shakespeare Company in Calgary. Before becoming an associate at Bennett Jones, Julia summered and articulated with the firm.



Megan J. Ollivier

Associate

Megan Ollivier has a corporate commercial law practice with a focus on commercial transactions within the energy sector and private mergers and acquisitions.

Megan has experience representing energy companies on a broad range of commercial transactions in Canada, including the negotiation and drafting of purchase and sale, joint venture, joint operating and partnership agreements. She also assists clients on the negotiation and drafting of energy contracts related to the development of petroleum, natural gas, oil sands and renewable resources.

Megan regularly acts for buyers and sellers with respect to private merger and acquisition transactions, including asset and share purchase transactions, amalgamations and corporate reorganizations.

Megan is a member of the Canadian Energy Law Foundation.

Prior to becoming an associate, Megan summered and articulated at the firm.



Motions and Appearances

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 a.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

This course provides instruction on the strategy, etiquette and procedures involved in appearing in Masters' and Justices' Chambers at the Courthouse.

This Bennett Jones Academy substantive series course will focus on:

- How to prepare to make an application to the Court;
- How to present an application;
- How to deal with opposing counsel and the Court in the course of the application;
- Dealing with opposed applications; and
- What happens after the application is over?

Faculty



Keely Cameron

Associate

Keely Cameron is an experienced legal counsel with a solid business background. She has a proven track record for finding innovative solutions and generating value.

Keely helps clients on commercial litigation, employment, insolvency and regulatory matters. Keely has extensive experience on the full lifecycle of Alberta oil and gas matters from permitting to compliance to remediation and reclamation, having worked for Alberta's energy regulator for a number of years on regulatory and insolvency matters, including the Redwater Energy matter.

Keely has appeared before the Alberta Court of Queen's Bench, Court of Appeal, and Supreme Court of Canada. She has extensive experience assisting clients on issues relating to enforcing closure and liability obligations, in engaging with internal and external stakeholders, designing and implementing corporate projects, and implementing government legislation and policy.

Keely is a three-time recipient of the AER Regulatory Excellence Award and the 2018 recipient of the Canadian Lawyer Inhouse Innovation award for Litigation Management.

In 2019, Keely won the Litigation Management Award at the Western Canada General Counsel Awards held in Vancouver. She also won the Canadian Public Relations Society Bronze Award of Excellence 2019 for Canadian Issues/Crisis Management Campaign of the Year – Redwater Response.



Securities Law Overview

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 a.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

An understanding of fundamental securities law concepts is helpful in all areas of practice. Join us as professionals from the capital markets group provide an overview on concepts, terms, procedures and material documents related to the practice of securities law.

This Bennett Jones Academy substantive series course will focus on:

- A general introduction to concepts and terms, and how securities law may impact your practice;
- Procedure and key documents when conducting private placements and public offerings;
- Timelines for securities transactions; and
- Non-compliance with securities laws and enforcement by the courts and regulatory bodies.

Faculty



Harinder S. Basra

Partner

Harinder Basra practises corporate and securities law, with a particular emphasis on advising public and private companies on mergers and acquisitions, securities offerings, shareholder activism, corporate governance and general corporate matters.

His practice focuses on advising domestic and international clients on transactions in the upstream oil and natural gas industry. Harinder provides practical legal advice to a diverse group of clients, from start-ups to multinational dual-listed issuers. His clients include public and private entities, private equity funds and investment banks.

Harinder has acted for buyers and sellers on several high profile acquisitions and dispositions in the oil and natural gas industry. His extensive experience in the M&A space includes take-over bids, plans of arrangement and corporate reorganizations. Harinder has also developed an expertise advising issuers and underwriters in a wide variety of corporate finance matters, including domestic and cross-border initial public offerings, secondary offerings and new issues of equity and debt securities. He also routinely advises clients on regulatory compliance and corporate governance matters.

Harinder is a Trustee of the Calgary Zoo and has previously served on the Leadership Giving Cabinet of the United Way. Harinder is also the Chair of the Student Recruitment Committee in Calgary.



Steven Bodi

Associate

Steven Bodi practises corporate and securities law with a focus on public and private mergers and acquisitions (M&A), public and private equity & debt financings, and general corporate/commercial issues. His experience includes acting for:

- issuers and underwriters/agents in private and public equity and debt offerings, including cross-border financings, commercial paper, and medium-term note programs;
- public and private companies in M&A transactions including share and asset purchases, amalgamations and plans of arrangement; and
- founders in various matters for startup / early-stage companies including: formation, seed financings, private equity and venture capital investments, and general commercial issues and technology matters.



Due Diligence

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 p.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

Due diligence for mergers, acquisitions, securities offerings and joint venture transactions is a critical part of these transactions and articling students and junior associates play an important role in this process. This Bennett Jones substantive session course will discuss basic corporate due diligence and will highlight what to look for and how to present your findings.

This Bennett Jones Academy substantive series course will focus on:

- What is due diligence and why does it matters to our client?;
- The different types of transactions in which due diligence is conducted;
- What to look for when conducting due diligence;
- How to conduct corporate searches and review minute books and material contracts; and
- How to present findings in a concise form.

Faculty



Megan Ollivier

Associate

Megan has experience representing energy companies on a broad range of commercial transactions in Canada, including the negotiation and drafting of purchase and sale, joint venture, joint operating and partnership agreements. She also assists clients on the negotiation and drafting of energy contracts related to the development of petroleum, natural gas, oil sands and renewable resources.

Megan regularly acts for buyers and sellers with respect to private merger and acquisition transactions, including asset and share purchase transactions, amalgamations and corporate reorganizations.



Tips for Appearing Before Regulatory Tribunals

Bennett Jones Substantive Series

Date: Summer, 2022

Lunch: 11:45 p.m. – 12:00 p.m.

Course: 12:00 p.m. – 1:00 p.m.

Course Overview

The session provides an overview of the primary boards and tribunals that the Bennett Jones regulatory group appears before. We cover the basic jurisdiction, style (degree of formality) and practice points for each tribunal.

This Bennett Jones Academy substantive series course will focus on:

- Role/Jurisdiction of Canadian/Provincial regulators;
- Degree of formality, types of evidence and expectations of each Board/Tribunal; and
- Practice tips for, and “war stories” from, each Board/Tribunal.

Faculty



Daron K. Naffin

Partner

With a practice that is directed towards energy, environmental and regulatory law, municipal planning as well as expropriation and surface rights, Daron Naffin acts for oil and gas companies, municipalities, and utilities.

Clients benefit from his experience with matters involving all aspects of energy facility applications. He is also involved in environmental matters concerned with contaminated sites and Alberta power projects.

Daron appears before the Supreme Court of Canada, all levels of the Alberta courts, the Alberta Energy Regulator (formerly, the Energy Resources Conservation Board), the Environmental Appeals Board, the Surface Rights Board, the Land Compensation Board, the Natural Resources Conservation Board, the BC Oil and Gas Commission, the BC Oil and Gas Appeals Tribunal, the BC Surface Rights Board, the National Energy Board and various municipal and expropriation tribunals.

Daron is a past president of the Alberta Expropriation Association, is a member of the International Right of Way Association (IRWA), a member of the Canadian Association of Petroleum Landmen (CAPL) and sat on the Disciplinary Hearing Panel Roster for the Real Estate Council of Alberta (RECA).



Tim Myers

Partner

Tim Myers practices in the areas of energy regulatory, utilities and rates, environmental, aboriginal, and surface rights law. Tim advises clients in relation to regulatory and environmental aspects of provincially and federally regulated energy and utility businesses and developments across Canada.

Tim has appeared before the Canada Energy Regulator (formerly the National Energy Board); various administrative tribunals in Alberta, including the Alberta Energy Regulator, Alberta Utilities Commission, Surface Rights Board, Land Compensation Board, Metis Settlement Appeal Tribunal, Environmental Appeals Board, and several municipal planning commissions and subdivision and development appeal boards; and, in British Columbia, the Oil and Gas Commission, Oil and Gas Appeal Tribunal, and Surface Rights Board. Tim has also represented clients before the Alberta Court of Queen's Bench, Alberta Court of Appeal, and the British Columbia Supreme Court.

Bennett Jones Academy 2022 Sessions for Students

Our Academy Leaders, Craig Kinsman and Annaliisa Sando, and Department Heads have designed the specific Bennett Jones Academy sessions for our summer and articling students that have been detailed in the preceding pages of this program guide. As a firm that is grounded in a "build from the ground up" mentality, we are dedicated to providing our students with the best resources with which to develop a successful and thriving legal career. From introductory substantive courses in Corporate Law and Litigation to professionalism courses on business etiquette, we provide a curriculum that encourages exposure to all of the major areas of law that we practice at Bennett Jones through the practical experiences and war stories of our associates and partners.

In May and June, we also run intensive, week-long summer and articling student boot-camp training sessions for our incoming student classes. Filled with sessions introducing students to our computer systems, library services and research department, these boot-camps are designed to provide our students with the tools they need to ensure a seamless transition from law school to legal practice. Our Academy Leader is here to ensure that you are ready to face your new career with a running start.



Bennett Jones

The following pages contain a sampling of past BJA courses offered to all of our lawyers and students from January through December of each year. Learning does not end the day we graduate from law school. We recognize that our lawyers want and need to keep learning throughout their careers. Our 2022 offerings (currently in the planning stages) will cover a wide array of substantive and professionalism topics designed to provide the ongoing professional development that our lawyers want and that excellence demands.



The Ripple Effect:

Sleep, Eat, Move and Think Better for Exponential Health and Peak Performance

Bennett Jones Professionalism Series

Course Overview

Imagine if work was a place where you went to get healthier and perform to your potential. There are problems standing in the way of making that dream a reality. The world is faced with 4 inter-related epidemics – sleeplessness, obesity, inactivity and mental illness.

Fortunately, the scientific answers to these problems are available today. Sleep soundly, eat smarter, move more and think clearly. In this workshop, Dr. Wells presents the scientific solution to these global challenges. Using stories, research and simple tactics, Dr. Wells clearly outlines how to improve your health, supercharge your life and ultimately reach your full potential.

This Bennett Jones Academy professionalism series course will focus on:

This presentation offers concrete strategies on how to get better and stay better—not just for a few weeks or a few months, but for life. Optimal well-being is obtained through a commitment to the “holy trinity” of healthy living—eating better, moving better, sleeping better. Together these lead to peak performance and exponential improvements in your health.

Faculty



Dr. Greg Wells, Ph.D.

Health & Performance Expert, Physiologist, Bestselling Author

In high performance business situations, the human mind and body have to work together for ultimate results. Dr. Greg Wells is a health and high performance expert who draws the parallels between elite athletes and top executives to help business leaders perform at the highest level, even when under the most extreme circumstances.

As a high school student, Dr. Wells broke his neck in a freak accident while swimming in the ocean. After neurosurgery, he was told by his doctor that he would never perform as an athlete again. He went on to compete at the international level in swimming, competing in events such as the Nanisivik Marathon 600 miles north of the Arctic Circle, Ironman Canada, and the Tour D’Afrique, a grueling 11,000-kilometre event that is the longest bike race in the world.

Throughout his career, Dr. Wells has coached, trained and inspired dozens of elite athletes to win medals at the Commonwealth Games, World Championships, and the Olympics. He has also studied athletic performance in some of the most severe conditions on the planet, including the Andes Mountains and the Sahara Desert.

Currently, Dr. Wells is an associate professor in kinesiology at the University of Toronto and serves as a Senior Scientist in Translational Medicine at The Hospital for Sick Children. At Sick Kids he leads the Exercise Medicine Research Program, exploring how to use exercise to prevent, diagnose, and treat chronic illnesses in children.

A frequent contributor to *The Globe and Mail*, Dr. Wells is often used as an expert source for top media outlets including *USA Today*, ABC News, “20/20,” The Discovery Channel, TSN, CBC, and CTV. He also served as the sports medicine analyst for the Canadian Olympic Broadcast Consortium for the 2010 and 2012 Olympic Games.

He is also the bestselling author of three books *Superbodies: Peak Performance Secrets from the World’s Best Athletes*, *The Ripple Effect: Sleep Better, Eat Better, Move Better, Think Better*, and *The Focus Effect*.



Unconscious Bias 101

Bennett Jones Professionalism Series

Course Overview

How do we create a more inclusive community in our workplace? This session examines some of the ways in which we consciously and unconsciously include/exclude others. The goal of this session is to have participants better understand some of the biases they may be holding that affects their decisions, their team choices and dynamic and who they select, ranging from recruitment to performance evaluations to who is mentored and for what positions.

This Bennett Jones Academy professionalism series course will focus on:

- understanding how we make choices/how we select;
- understanding unconscious bias;
- delving into gender bias and racial bias; and
- strategies for tackling unconscious bias.

Faculty



Tanya (Toni) De Mello

Human Rights Lawyer / Certified Coach and Mediator

With a background comprising finance, management consulting, and law, Tanya ("Toni") De Mello has spent much of her career focusing on, and researching, unconscious bias. She is a human rights lawyer and a certified coach and mediator. She teaches at Ryerson University and was the Director of Human Rights there for four years.

She is currently opening Ryerson's Faculty of Law, Canada's newest law school, as the Assistant Dean of Students.

In addition to founding two NGOs, Toni has served in the United Nations High Commission for Refugees and the World Food Programme in Geneva (Switzerland), Senegal (West Africa) and Columbia (South America). Toni holds a dual Bachelor of Economics and Political Science from the University of Waterloo and was our Valedictorian in 2002; a double Master in Public Policy and Urban and Regional Planning from Princeton University; and a dual law degree from McGill University. She recently completed her doctors at the University of Toronto, where she was looking at bias in hiring in Canada.



Private Equity Series

Bennett Jones Substantive Series

Private Equity I – Introduction to Valuation: A Primer for Corporate Lawyers

Course Overview

An overview of the PE/investment management business and global PE investment trends, and will then walk through the fund formation process.

Private Equity II – M&A Transactions, Buyouts and Treasury Investments

Course Overview

This course will build on the foundation of session 1 by providing a detailed introduction to PE deal structuring, touching on the principal components that drive these types of transactions, including matters relating to economics/returns, governance, liquidity, exit rights, management incentive arrangements and special considerations that apply when dealing with public companies.

Private Equity III – Introduction to Private Equity M&A

Course Overview

This course will focus on PE-backed M&A transactions with a special focus on deal skills for the transactional lawyer. Topics to be covered in session 3 will include managing the due diligence process, structuring considerations (including the use of "rollover" equity), minimizing deal risk, representation & warranty insurance, equity commitment letters & limited guarantees (when dealing with a shell entity as purchaser) and other topics.

Private Equity IV – Private Equity Deal Structuring and Case Studies

Course Overview

This course brings Private Equity I, II, and III to life and serves as a lead in to our Mergers & Acquisitions Series. Using actual deal examples, this session will dissect why certain deals were structured in certain ways, why we used the agreements we did and why we conducted the due diligence and other legal work we did – all in the context of understanding what our clients were looking to achieve and how we helped them get there.

Faculty



John M. Mercury

Partner and Vice Chair, Clients and Industries

John Mercury, head of the firm's private equity practice group, concentrates on private investments and acquisitions, leveraged buyouts and PIPE transactions, primarily on behalf of Canadian and U.S. financial sponsors.



James T. McClary

Partner

James specializes in M&A and private equity transactions, including buyouts, venture capital, financings, restructurings and related corporate governance matters.



Matthew J. Hunt

Partner

Matt Hunt provides advice to boards of directors and special committees on public and private M&A mandates and has advised on capital markets transactions involving all levels of the capital structure.



Mia Bacic

Partner

Mia has substantial experience advising on a broad range of corporate and securities transactional and compliance matters, including public and private share and asset acquisitions and sales, equity and debt financings, corporate governance and risk management issues, stock exchange listings, and securities regulatory and registration and compliance matters.



Elizabeth K. Dylke

Partner

Elizabeth Dylke has a general corporate practice with a focus on private equity and venture capital fund formation, as well as mergers and acquisitions and corporate finance transactions.



Litigation – Expert Evidence

Bennett Jones Substantive Series

Course Overview

Expert witnesses are an essential part of every complex litigation case. Cases are won and lost on expert testimony. This presentation will cover best practices for retaining and working with experts, including how to get the most out of your expert at the least cost. Mitigation of problems arising out of the disclosure of working documents will also be addressed.

This Bennett Jones Academy substantive series course will focus on:

- Identifying the experts you need;
- Finding and retaining the expert witness;
- Preparation of expert reports and disclosure of working documents;
- Preparing your expert for trial; and
- Preparing to cross-examine the opposing experts.

Faculty



Valerie R. Prather Q.C.

Partner, Co-Head of Health

Valerie Prather's practice focuses on professional negligence and administrative law. She has appeared before various administrative tribunals, the Court of Queen's Bench and the Court of Appeal of Alberta.

Valerie's professional negligence practice concentrates on representing physicians before the courts when they are sued for medical negligence. In addition, she provides assistance to physicians in dealing with professional conduct issues before the College of Physicians and Surgeons and various hospital administrative tribunals. She is a frequent lecturer at the University of Calgary Medical School as well as at Grand Rounds and medical conferences on medico-legal matters.

In addition to her practice, Valerie is actively involved in the Moot Court program at the University of Calgary Law School and teaches advocacy to practising lawyers through the Advocates' Society.

In 2013, Valerie was named a Fellow of the American College of Trial Lawyers. She was also the recipient of the Women in Law Leadership Award for Leadership in Private Practice. In 2016, she was appointed as Queen's Counsel.



Financial Concepts and Financial Statements

Bennett Jones Substantive Series

Course Overview

Financial statements provide great insight into the financial activities of a corporation. As a lawyer practicing corporate law, tax law or commercial litigation, it is imperative that you have at least a rudimentary knowledge and understanding of how to read and analyze financial statements and how to discuss financial concepts with your clients.

This Bennett Jones Academy substantive series course will focus on:

- Balance sheets, income statements and cash flow statements;
- GAAP and IFRS;
- Identifying the asset, liability and equity sections of a balance sheet;
- Calculating EBITDA and free cash flow;
- The importance of operating cash flow;
- Calculating key ratio and income metrics, including leverage and ratios; and
- Understanding the Notes.

Faculty



Denise D. Bright

Partner

Denise Bright's practice focuses on banking, financial transactions and securities, where she acts for a variety of public and private companies, partnerships and income trusts in regard to their financing requirements. Denise has also assisted various investment and private equity funds with financing various investments.

She advises clients in public and private equity and debt financings, traditional bank financings, takeover bids, arrangements, amalgamations, private mergers and acquisitions and divestitures by way of either assets or shares. In addition, her practice includes project finance, venture and mezzanine finance, and structured finance transactions, including synthetic leasing.

In addition to having a law degree, Denise is a chartered accountant. Prior to joining Bennett Jones, she worked for an international accounting firm and in the corporate finance department of an oil and gas boutique investment bank.

Denise is a past editor of the University of Calgary Law review. In addition, she is a member of the audit committees for the Law Society of Alberta and Alberta Lawyers Insurance Association and sits on the Bennett Jones Opinion Committee.



Drafting Clearer Contracts Series

Bennett Jones Professionalism Series

Course Overview

The sessions are based on Ken's groundbreaking book, *A Manual Style for Contract Drafting*, published by the American Bar Association. This two-part webinar series is a rigorous overview of the building blocks of contract language and common sources of confusion.

This Bennett Jones Academy professionalism series course will focus on:

- Layout;
- Using defined terms;
- Ambiguity;
- Select usages and others

The focus is not on what you say in a contract but how to say clearly and concisely whatever it is you want to say.

Faculty



Ken Adams

Ken Adams focuses on the language of contracts—not what you say in a contract, but how to say it clearly and concisely. According to the Canadian periodical *The Lawyers Weekly*, “In the world of contract drafting, Ken Adams is the guru.” He’s author of *A Manual of Style for Contract Drafting*, and he gives *Drafting Clearer Contracts* presentations internationally. He’s also chief content officer of LegalSifter, Inc., a company that combines artificial intelligence and expertise to help with the contracts process.

For more information, go to www.adamsdrafting.com.



Litigation – Trial Preparation

Bennett Jones Substantive Series

Course Overview

As a litigation associate at Bennett Jones, you will have the opportunity to observe many different approaches to arguing a client's case at trial. While courtroom styles will differ, the fundamental aspects of trial preparation will be common to most cases. The objective of this seminar is to identify the key things to consider when preparing a case for trial, and to identify areas where a junior at trial can provide the most value.

This Bennett Jones Academy substantive series course will focus on:

- Presenting documentary evidence at trial and issues to consider in preparing Agreed Exhibit Books;
- Preparing Agreed Statements of Facts and Damages;
- Anticipating evidentiary issues at trial;
- Effectively preparing your witnesses; and
- Issues to consider in pre-trial communications with the trial judge.

Faculty



Andrea L. Froese

Partner

Andrea Froese is an effective, strategic advocate and negotiator for her clients in the health and policing fields and energy industry. Andrea knows the importance of having a thorough understanding of her clients' professions, businesses and goals to provide expert and practical advice to protect their legal and reputational interests.

In her health law practice, Andrea has over 20 years of experience representing physicians and healthcare professionals. She has defended physicians in medical negligence lawsuits at all levels of Court in Alberta, on a diverse range of medical issues and specialties. She regularly assists physicians with complaints, licensing and privileges issues and sensitive physician health and conduct matters before the College of Physicians and Surgeons of Alberta and other regulatory and administrative bodies and tribunals. In addition, Andrea provides guidance to physicians and health institutions on patient privacy and health information issues. She is an Alberta representative for a national committee on physician health and wellness issues and is the current President of the Medical Legal Society of Calgary. She is a regular speaker at national and provincial health law meetings and conferences and at the Cumming School of Medicine at the University of Calgary on medical negligence and risk management issues.

Andrea also practices in the area of policing law. She has advised Chiefs of Police, policing services and municipalities on complex legal, governance and policy issues that arise in the policing context. She has appeared on policing matters before the Courts at fatality inquiries and has represented Chiefs of Police in police discipline proceedings.

In her energy litigation practice, Andrea has represented clients in disputes involving oil sands and LNG projects in Western Canada and offshore oil and gas projects. Her energy industry experience includes matters involving purchase and sale agreements, farmout agreements and CAPL operating agreements in the Alberta Courts and at mediations and arbitrations. She has experience in assessing complex accounting and damages issues arising in the energy industry context.

Andrea has been recognized nationally by the *Canadian Legal Lexpert Directory* and *Chambers Canada*.

Prior to joining Bennett Jones, Andrea was a judicial law clerk at the Court of Queen's Bench and Court of Appeal of Alberta.



Anatomy of an Energy Transaction

Bennett Jones Substantive Series

Course Overview

What distinguishes an "energy" transaction from a general corporate transaction? A discussion of transactions involving energy assets, energy project development and providing advice on legal matters relating to unique industry conditions.

This Bennett Jones Academy substantive series course will focus on:

- Distinguishing between upstream, midstream and downstream;
- Commodities trading and marketing;
- Power Generation;
- Project structuring (Wind, Biomass, Solar, Coal fired/NG fired Cogeneration); and
- Operational Agreements.

Faculty



Thomas W. McInerney

Partner

Thomas McInerney acts for energy companies on a broad range of commercial transactions, both in Canada and internationally.

Tom assists with asset and share purchase and sale transactions, corporate/commercial reorganizations and restructurings, new project development, structuring joint ventures and partnerships, marketing arrangements and licensing, and the use of proprietary technology. He also has considerable experience with large engineering procurement and construction projects particularly within the oil sands, pipeline and power generation and transmission industries. Tom's practice has a particular emphasis on renewable power projects including solar, wind and co-gen biomass facilities, and has experience representing power project developers and owners, as well as large-scale corporate offtakers of renewable power.

Co-head of the firm's climate change and emissions trading practice, Tom also advises clients with respect to compliance issues and strategies in respect of climate change and emissions legislation in respect of both existing and new projects as well as representing project proponents, aggregators and large emitters in the marketing and sale of emissions offsets, emission performance credits, renewable energy certificates (RECs) and other emission trading credits and instruments.



Vivek T.A. Warriier

Co-Lead National Energy Industry Team

Vivek Warriier practises primarily in the areas of infrastructure project development and private mergers and acquisitions in the energy industry. His practice encompasses the entire petroleum, natural gas and power value chain, from upstream exploration and production, to midstream transportation and processing solutions and the marketing of energy products. Recently, Vivek has been engaged as primary counsel on projects at the forefront of emerging trends in the Canadian energy industry, including the development of liquefied natural gas export facilities on both the west and east coasts of Canada, renewable energy projects across the country, joint ventures in emerging resource plays in Alberta, British Columbia and Saskatchewan and the development of crude oil rail transloading facilities throughout western Canada. He is consistently sought out by clients for the negotiation, conduct and completion of complex purchase and sale transactions and frequently advises clients in the structuring, ownership and operation of energy infrastructure projects. He also advises clients on all types of contractual issues arising from construction, procurement, participation, joint operating and service-related agreements.

Vivek is a frequent contributor to the Rocky Mountain Mineral Foundation quarterly newsletter, the *India Business Law Journal* and is frequently sought out by the media for his insights on emerging legal developments in the oil and gas industry. He is co-author of the Canada chapter of the *Oil and Gas Law Review* and taught Oil and Gas Contracts Law at the University of Calgary Faculty of Law. Vivek is extensively involved in the Calgary community, including as a member of the Board of Directors of the Canadian Energy Law Foundation, Chair of the Board of the Calgary Center for Newcomers and as a United Way volunteer.



Negotiation Ethics: Winning Without Selling Your Soul

Bennett Jones Professionalism Series

Course Overview

National negotiation expert Marty Latz in this program will present a series of ethically challenging negotiation scenarios from a variety of legal negotiations and will lead a discussion/debate on each that will highlight three levels of analysis, all of which impact your reputation.

- **Morality** - *Is it right to engage in certain behavior?*
- **Ethics** - *Is it ethical and/or legal under the Rules of Professional Conduct and the laws of your jurisdiction*
- **Effectiveness** - *Does it work?*

Interspersed with your comments will be the insights provided – on video - by veteran business executives, lawyers and politicians, including former CEO and President of Dial Corp. Mal Jozoff, Vice President of AT&T Mary Upchurch, and Arizona Attorney General Terry Goddard.

This Bennett Jones Academy professionalism series course will focus on:

- Ethically avoid answering certain questions and sharing strategic information
- Skillfully and ethically play your leverage cards
- Use agents to insulate yourself
- Maintain objectivity and professionalism in difficult negotiations
- Solidify current and future relationships

Faculty



Martin Latz

Founder and CEO of Latz Negotiation Institute and ExpertNegotiator Planning & Management Software

Martin Latz is one of the nation's leading experts and instructors on negotiating techniques. Since 1995, he has taught over 85,000 lawyers and business professionals how to more effectively negotiate and his programs have consistently received the highest praise. A Harvard Law honors graduate, Marty will help make you a better negotiator.

An Adjunct Professor – Negotiation at Arizona State University College of Law since 1995, Marty also advises and negotiates on behalf of a wide range of private and public entities. From 1993–1995, he negotiated for the White House nationally and internationally on the White House Advance Teams.

Marty is the author of *Gain the Edge! Negotiating to Get What You Want* and has appeared as a negotiation expert on CBS' *The Early Show* and such national business shows as *Your Money* and *Fox Business*. He also writes a monthly negotiation column for *The Arizona Republic*.



Effective Brief Writing

Bennett Jones Substantive Series

Course Overview

Applications, trials, and appeals are won or lost on written argument. In the COVID-era of virtual hearings and growing desk applications, written advocacy is more important than ever.

This Bennett Jones Academy substantive series course will focus on:

- Best practices for writing submissions, briefs, and factums;
- What not to do and how to fix it; and
- Introduction to the new process for internal brief reviews starting in Calgary.

Faculty



Scott H. D. Bower

Partner

National Co-Head of the Legal Research and Opinions group, Scott Bower advises clients in complex corporate, commercial, securities and energy litigation matters. He appears before all levels of court in Canada and before administrative tribunals.

Scott's experience in dispute resolution includes assisting businesses who are contemplating or facing traditional court proceedings as well as those considering arbitration or mediation. He handles matters including energy ownership and royalty disputes before the Supreme Court of Canada and has also appeared before that court assisting clients with constitutional cases.

Scott advises police agencies on policing and administrative law and has done so for over 29 years. His clients include police services, chiefs of police, police commissions, and municipalities throughout Western Canada.

An active member of the community, Scott has served as a volunteer director and president for Calgary Legal Guidance, a charitable organization providing free legal services to the disadvantaged, a director of BlockWatch, and currently is a member of the Joint Law Society of Alberta and Canadian Bar Association Legislative Review Committee. Scott is also an Associate American Bar Association member.



Ciara J. Mackey

Partner

Ciara Mackey helps clients navigate their most complex litigation and contractual disputes by providing practical advice and compelling advocacy, legal research, and writing skills.

Ciara's practice focuses on commercial and energy litigation, and she is regularly involved in disputes relating to breach of contract, professional negligence, breach of fiduciary duty, fraud recovery, defamation, and intellectual property rights. She also represents medical professionals sued for malpractice or facing professional disciplinary matters.

Ciara has appeared before all levels of court in Alberta on civil claims and judicial review of administrative tribunal decisions, and has experience in alternative dispute resolution. In addition, she has served as legal counsel to the Court of Appeal of Alberta.

During law school, Ciara was actively involved with the Health Law Institute at the University of Alberta and has published and presented on issues of health law, technology, and policy. In 2011, Ciara was awarded the George Bligh O'Connor Silver Medal in Law from the University of Alberta.

Seminar Locations

All courses will take place in the 45th Floor Boardrooms in Calgary and the MacKinnon or Jones Boardrooms in Edmonton.

Calgary Office:

4500 Bankers Hall East, 855 - 2nd Street S.W.
Calgary AB T2P 4K7

Edmonton Office:

3200 Telus House, South Tower, 10020 - 100 Street
Edmonton AB T5J 0N3

Academy Leaders



Craig M. Kinsman

Director, Professional Development (Alberta)

403.298.3211

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Craig Kinsman is the Director, Professional Development (Alberta). Craig is responsible for all aspects of the associate programs and professional development generally in the Calgary and Edmonton offices.

Prior to joining Bennett Jones, Craig was a Mentor in Residence at the University of Calgary's Faculty of Law. He has also been Executive Director of the Alberta Lawyers' Assistance Society and Executive Director of the Canadian Bar Association (Alberta).

While actively practising, Craig was Staff Lawyer (Practice Review) at the Law Society of Alberta, in-house counsel in Yemen for a large, Calgary-based oil and gas company, and an associate at another large Calgary-based law firm.



Annaliisa Sando

Director, Student Recruitment and Programs (Alberta)

403.298.4479

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Annaliisa Sando is the Director, Student Recruitment and Programs (Alberta). She is responsible for managing the recruitment of Law Students, and the Summer and Articling Student Programs, in Calgary and Edmonton. Annaliisa is actively involved in law school recruitment activities, interviewing students, performance reviews, and mentoring.

Prior to her current role, Annaliisa maintained a general corporate commercial practice for several years at a large Calgary-based law firm, and then at a medium-sized Calgary firm. In her role as an associate lawyer, Annaliisa advised clients on a broad range of matters including corporate organization and restructuring, mergers and acquisitions, new business start-ups, and shareholder disputes. Annaliisa gained in-house legal experience during secondments to a large oil and gas company, as well as a major Canadian airline.



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For more information about our courses, or if you would like to suggest any additional topics, please contact us at your convenience.



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with their most complex legal matters.