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# A Conference on: SUSTAINABLE PROPERTY TRANSACTIONS:

Deal Making & Redevelopments of Contaminated Sites

November 12, 13, & 14, 2008  
Marines' Memorial Club & Hotel  
San Francisco, CA USA

Vapor Intrusion &  
Green Buildings  
Sessions In Focus



RTM Communications, Inc.  
Conference Creator & Producer  
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#### Vital presentations on:

- ❖ Affect of sustainability on commercial real estate and brownfield deals
- ❖ Alternative due diligence standards for corporate acquisitions
- ❖ Sustainable design and remediation, the metrics used in site cleanups
- ❖ Recent court environmental decisions affecting business and real estate transactions
- ❖ New developments in structuring and negotiating transactions
- ❖ Industry perspectives on FASB rules for measuring fair value for environmental contingencies
- ❖ Deal Flow—surviving the credit market impacts on real estate cycles
- ❖ EPA and Cal EPA reforms influencing brownfield deals
- ❖ Investment wetlands mitigation banking/credits
- ❖ Corporate strategies for cleaning up, revitalizing and repositioning mothballed manufacturing sites
- ❖ Land use stewardship and enforcement of institutional controls
- ❖ State reforms, tax credits, and grants addressing brownfield redevelopments
- ❖ Industry perspective on risk-based cleanups, vapor intrusion and residential development
- ❖ Innovative risk management tools for liability buyouts and guaranteed fixed price remediation transactions
- ❖ Creative public/private brownfield financings in a down turned credit market
- ❖ New trends in venture capital and innovative financing of brownfields
- ❖ Risk management strategies for closing on the middle market sites
- ❖ Vapor intrusion ASTM standard and mitigation systems/remedial alternatives
- ❖ Recent vapor intrusion litigation impacting transactions
- ❖ Climate change and environmental disclosure due diligence
- ❖ Green buildings, sustainable developments issues and brownfield sites
- ❖ Turning corporate sustainability into financial advantage
- ❖ Structuring a fully integrated sustainable property development
- ❖ One Touch<sup>PM</sup> technology innovation for vapor intrusion

RTM Communications is pleased to present a new conference on:

## SUSTAINABLE PROPERTY TRANSACTIONS:

Deal Making & Redevelopments of Contaminated Sites, Vapor Intrusion & Green Buildings Sessions in Focus

November 12, 13, & 14, 2008 v Marines' Memorial Club & Hotel v San Francisco, CA USA

Navigating complex deals involving contaminated real property and sustainable development is not for the faint of heart. Empower yourself with legal, financial, technical, risk management and sustainable development tools and educate yourself with three days of challenging and thought-provoking debate, networking, presentations and panel discussion. If there is one conference you can attend this year in this economy this is the ONE that will allow you, the practitioners, to successfully close deals and complete sustainable site redevelopments.

In the wake of a down turned capital market with the continued tightening of credit and unrest in the financial markets, environmental risk and sustainability management issues are gaining even more importance in business and real estate transactions. There are currently hundreds of billions of dollars in the U.S. deal pipeline affected by the chaos in the credit markets. Some deals will be restructured and sold, some will be postponed, and others will end up on the lenders' balance sheets. The debt crisis and the increased cost of capital are encouraging creative approaches to some of the buyout deals as well as to brownfield real estate transactions.

Acquire the tools to bracket, reduce or transfer the risks associated with contaminated property deals and to bring value to site redevelopments using sustainable standards, practices or certifications. One of the central themes of this conference is the tiered or performance based pre- and post-acquisition due diligence used by dealmakers. Real property transactions and redevelopments need to be sustainable, especially where there may be environmental issues that affect value and the materiality of the deal, such as legacy sites, climate change risk, wetland mitigation/banking or SEC disclosure issues.

In this San Francisco conference explore how complex deals involving environmental contamination and sustainable development issues can be successfully managed—how sites get cleaned up and redeveloped. Employing environmental, legal, financial/accounting and risk management tools, the corporate dealmakers have a war chest of alternative environmental due diligence techniques and risk financing methods (institutional and engineered controls, stringent environmental agreements and environmental insurance, investment wetland mitigation banking, etc.) to get the transactions done with the able involvement of in-house and outside counsel, liability buyout and guaranteed fixed price remediation programs, and equity and debt financing firms.

The goals of this San Francisco conference are for you to become better equipped to close your deals, mitigate your transactional and legacy risks, and facilitate sustainable site redevelopments.

There are also two Sessions In Focus on day three of the conference. The first Session In Focus features the risk management, science, engineering and legal challenges of dealing with vapor intrusion relative to business and real estate transactions so that you can detect and mitigate site conditions and liability issues. The second Session In Focus showcases green building design, construction, evolving underwriting standards based on the LEED certification process and monetizing carbon finance assets in real estate transactions.

This exciting and value added informative conference will host some of the industry's most effective dealmakers and participants. Please visit us at [www.RTMcomm.com](http://www.RTMcomm.com) for more details about the conference and our future RTM Webinars. You can register and pay online at [www.rtmcomm.com](http://www.rtmcomm.com).



### DAY ONE – November 12, 2008

- 7:30 - 8:15** Registration and Continental Breakfast
- 8:15 - 8:30** Conference Overview and Objectives  
**Dean Jeffery Telego**, *Conference Chairman & President, Risk Management Technologies, Inc.*
- 8:30 - 9:00** Keynote Address: Sustainable Design and Reuse of Corporate Brownfield Properties  
**Evan van Hook**, *Corporate Vice President, Health, Safety, Environment & Remediation, Honeywell Corporation*
- 9:00 - 9:30** Challenges and Strategies Facing Public/Private Financing of Contaminated Property Transactions
- ❖ Update on the Brownfields Legislative Agenda/Coalition
  - ❖ Expanded federal and state Brownfield Tax Incentives/limitations
  - ❖ New Markets Tax Credit program
  - ❖ Energy efficiency tax incentives and rehab tax credits
  - ❖ Limitations to tax incentives for financing brownfields  
**Charles Bartsch**, *Vice President, ICF International*
- 9:30 - 10:15** Surviving Credit Market Impacts on Business and Real Estate Cycles
- ❖ Emerging transactional trends in the brownfield redevelopment market
  - ❖ Acquisition, remediation, sustainable redevelopment and risk management of environmentally challenged properties—Ingersoll Rand divestiture of Schlage Lock
  - ❖ Structuring the deal, acquisition criteria and due diligence
  - ❖ Property evaluation, development options, site planning entitlement scheduling
  - ❖ Mitigating or avoiding environmental and market risks—"The Hairy Deals"
  - ❖ Accounting for sustainable green and LEED standards during the redevelopment life cycle
  - ❖ Manuscripting environmental insurance for large and small deals
  - ❖ Climate change risk in business and real estate deals  
**Mary Hashem**, *Co-Founding Partner, Brownfield Partners (Moderator)*  
**Greg Travis**, *Senior Vice President, Zurich, NA*  
**David Orleans**, *Vice President, Willis Group Holdings, Ltd.*
- 10:15 - 10:30** BREAK Refreshments Courtesy of XL Insurance  
A chance to network and review exhibits
- 10:30-11:00** EPA Enforcement Priorities Influencing Brownfield Transactions and Redevelopments
- ❖ Measuring the effectiveness of EPA's national and regional enforcement initiatives
  - ❖ Tracking post-construction completion activities, financial assurance and SEPs
  - ❖ Impact of EPA Enforcement First to ensure institutional controls at Superfund sites
  - ❖ Model agreements aimed at resolving brownfield liability issues
  - ❖ Integrating sustainability at brownfield sites
  - ❖ ER3 Initiative's redevelopment impacts, benefits of sustainable design/remediation  
**Marie Rongone**, *Supervisor, Hazardous Waste Branch, Office of Regional Counsel, US EPA Region IX*
- 11:00-11:30** Court Decisions Affecting Business and Real Estate Transactions
- ❖ Post-*Atlantic Research Corp.* and other lower court opinions impact on cost recovery and site cleanups
  - ❖ Federal district court rulings on joint and several liability under Section 107 (a)
  - ❖ Proposed rulemaking and assessing NRD from hazardous substance spills
  - ❖ Recent developments under RCRA citizen suit litigation affecting site investigations/cleanups  
**Karl Bourdeau**, *Principal, Beveridge & Diamond, P.C.*
- 11:30 – 12:00** Emerging Issues for Deal Making and Extracting Value in a Distressed Credit Market
- ❖ Trends in the financing environment, asset based and mezzanine lending, lending losses, de-leveraging, defaults

- ❖ Using bankruptcy code to address environmental liabilities in deals
- ❖ Tax law interpretations for remediation costs
- ❖ Controversial brownfield litigation and failed construction projects
- ❖ Impact of CAA cases on transactions, due diligence and climate change risk  
**Lawrence Schnapf, Special Counsel, Schulte Roth & Zabel**

**LUNCHEON** Hosted by **Holland & Knight, LLP, Zurich North America, BNA Environmental Due Diligence Guide, EDR, Inc., and Conestoga-Rovers & Associates**

**12:00 - 1:30** **Role of Sustainable Development and Climate Change Risk Affecting Business and Real Estate Transactions**  
**Lindene Patton, Climate Control Product Officer**  
*Zurich Financial Services Group*

**1:30 - 2:30** **State of Real Estate Industry, Capital Markets and Due Diligence Trends**

- ❖ Credit Crunch, current business environment and economic market metrics
- ❖ Commercial real estate market fundamentals and trends
- ❖ Web-based tools to fundamentally change the way contaminated property is managed
- ❖ Changing standards to underwriting collateral risk/environmental business risk  
**Clint Myers, Senior Analyst, Property & Portfolio Research, Inc.**  
**Dianne Crocker, Managing Director, Market Research, EDR, Inc.**  
**Derek Ezovski, Managing Director,**  
*Commercial Property Due Diligence Services, EDR, Inc.*

**2:30 - 3:30** **Environmental Risk Management Strategies for Getting the Best Value from a Brownfield Transaction**

- ❖ Life of a deal, initial feasibility analysis, budgeting for uncertainties
- ❖ Due diligence investigations, approvals, entitlements, land development interests
- ❖ Structuring the transaction, removing contingent liabilities
- ❖ Asset and liability buyout approaches for facilitating site closure
- ❖ Underwriting/manuscripting coverages and structuring a comprehensive financial assurance program

**Marcel Ricciardelli, Senior Vice President, Underwriting,**  
*XL Insurance*

**Stuart Lichter, President, IRG, LLC**

**Joshua Sternberg, VP, Roseland Property Development**

**Chris Olson, Manager of Real Estate Reuse, BP North America**

**Christina Retallick, Senior Vice President, TRC Companies, Inc.**

**Richard Hawkinberry, Senior Vice President,**  
*Willis Environmental Practice (Moderator)*

**3:30 - 3:45** **BREAK Refreshments Courtesy of TRC and CRA**  
**A chance to network and review exhibits**

**3:45 – 4:45** **Alternative Due Diligence Practices for Corporate Acquisitions**

- ❖ Resolving environmental concerns and negotiating strategies for contaminated sites
- ❖ Selecting the most appropriate due diligence scope/standard for brownfield or M&A deals?
- ❖ Balancing pragmatic business objectives against environmental issues
- ❖ Using on-line environmental information and electronic report platforms
- ❖ Environmental disclosure mandatory and voluntary reporting of environmental liabilities, Sarbanes-Oxley, FASB rules, Carbon Disclosure Project
- ❖ Due diligence investigations, portfolio analysis for sale lease backs
- ❖ Exit strategies for mitigating comeback risks, liability buyouts/transfer solutions

**Kathleen McFadden, Senior Attorney,**  
*United Technologies Corporation*

**Alan Feldbaum, Director, M&A Advisory Services,**  
*Environmental Resource Management (ERM)*

**Julie Kilgore, Principal, Wasatch Environmental Inc.**  
*and Chair of ASTM 1527 Task Force*

**Randall Jostes, CEO and President,**  
*Environmental Liability Transfer, Inc.*

**David Mueller, Senior Managing Attorney, CNH America, LLC**

**Amy Edwards, Partner, Holland & Knight LLP (Moderator)**

**4:45 – 5:15** **Inside the Deal – Negotiating Tactics for Corporate Transactions**

- ❖ Negotiating strategies for asset, stock and real estate deals involving contaminated sites

- ❖ Structuring indemnifications, warranties and reps to protect parties
- ❖ Using appropriate due diligence to identify material environmental conditions
- ❖ Navigating the virtual data rooms, confidentiality issues
- ❖ Legacy liabilities, operations/ongoing liabilities, disclosure obligations

**Abbi Cohen, Partner, Dechert LLP**

**Walter Lohmann, Jr., Partner, Kirkland & Ellis LLP**

**5:15 – 5:45** **Lender Perspectives on Brownfield Transactions**

- ❖ Bracketing the risk, performing complete due diligence
- ❖ Negotiating and enforcing agreements/indemnities, Tale of Two Cities in CA
- ❖ Debt/bridge and mezzanine financings for land/building acquisitions, remediation cleanup costs, construction, pre-development expenses, etc.  
**Craig Carbrey, President & CEO, EnviroFinance Group**  
**Dean Jeffery Telego, Executive Co-Director,**  
*Environmental Bankers Association*

**5:45 - 7:15** **RECEPTION** Hosted by **Holland & Knight, LLP and XL Insurance**

## DAY TWO – November 13, 2008

**8:15-9:00** **Panel on Brownfield Reforms - New Proposals, Metrics, and Challenges to Revitalizing Site Cleanups**

- ❖ New initiatives and management approaches to the brownfield program
- ❖ Proposals for tiered system for smaller sites, reopeners and protection against comebacks
- ❖ Sustainable design and remediation approaches for risk based cleanups
- ❖ Public/private partnerships for financing brownfields
- ❖ Vapor intrusion effects and risk management implications for residential development
- ❖ New approaches for the employment of land use controls at urban infill projects

**Maureen Gorsen, Director, Cal EPA,**

*Department of Toxic Substance Control*

**Maziar Movassaghi, Deputy Director, Cal EPA,**

*Department of Toxic Substance Control*

**Jennifer Hernandez, Partner, Holland & Knight LLP (Moderator)**

**David Harnish, Remediation Manager, PG & E**

**9:00 – 9:45** **Doing Deals on Landfill Redevelopment Projects**

- ❖ Risks and rewards of constructing sustainable projects on closed landfills
- ❖ Designing, constructing and maintaining methane mitigation systems and proactive risk management unique to each landfill
- ❖ Working with community, municipalities, using tax incentives, and incorporating sustainable development into landfill projects
- ❖ Case studies of how to safely redevelop landfills/smart growth sites

**Michael McLaughlin, Senior Vice President, SCS Engineers**

**Gary J. Silversmith, President, P&L Investments, LLC**

**9:45 – 10:15** **Developing Ecological Assets to Maximize Value in Underutilized and Environmentally Impaired Real Estate**

- ❖ Ecological resource management and development blending financial, legal, and tax issues for real estate developments
- ❖ Enhancing the ability of entities to capitalize on ecological assets
- ❖ Employing investment wetland mitigation banking and NRD advanced restoration
- ❖ Using credits derived from wetland and upland preservation, wetland restoration

**Doug L. Lashley, President & CEO, GreenVest**

**10:15 - 10:30** **BREAK Refreshments Courtesy of Environmental Liability Transfer, Inc.**  
**A chance to network and review exhibits**

**10:30 - 11:15** **Corporate Perspective on a Complex Sustainable Property Deal for Large Urban Infill**

- ❖ Challenges to divesting legacy non-performing industrial property
- ❖ Creating value and repositioning sites for disposition and redevelopment
- ❖ Large brownfield site due diligence, screening process, site access agreements
- ❖ New developments in deal structure, P&S Agreements, and post-acquisition obligations and risk-based standards
- ❖ Rules of the road: bringing successful closure to contaminated property deals
- ❖ Integrating remediation and development schedules, monetizing environmental assets
- ❖ New trends in risk management and sustainable-development for large urban infill and mixed use developments using a brownfield and traditional developers

**Kathleen McFadden**, *Senior Attorney, United Technologies Corporation*  
**Stuart Miner**, *Co-Founding Partner, Brownfield Partners LLC*  
**Michael Partheymuller**, *Vice President, Carma Developers, U.S.*

**11:15 – 12:00 Innovative Approaches to Due Diligence for the Utility Industry**

- ❖ Planning due diligence based on acquisition criteria
- ❖ Factoring in climate change risk into the due diligence process
- ❖ How much is enough? GHG footprint
- ❖ Due diligence, screening process, negotiating site access and virtual data room agreements
- ❖ Balancing the pragmatics of business objectives against environmental issues and legal liabilities
- ❖ Use of mutual data rooms and environmental resources
- ❖ Employing contractual techniques and insurance contracts/recovery in coordination with due diligence
- ❖ Properly handling the disclosure of documents
- ❖ Managing the financial evaluation of environmental issues

**Laurence S. Kirsch**, *Partner, Goodwin & Procter, LLP*  
**Chuck D. Barlow**, *Assistant General Counsel-Environmental, Entergy Corporation*

**LUNCHEON Hosted by Burns and McDonnell, Environmental Liability Transfer, Inc., TRC Companies, Inc., Langan Engineering and Environmental Services, Inc. and CETCO Liquid Boot Company**

**12:00 - 1:30 The Legal Environment of Global Climate Change Risk**  
**Richard O. Faulk**, *Partner and Chair Litigation Department, Gardere Wynne Sewell, LLP*

**1:30 – 2:00 Navigating the Corporate Landscape – Integrating Sustainability and Corporate Conservation for Non-Performing Industrial Properties**

- ❖ Corporate strategy and tools for dealing with legacy industrial properties
- ❖ Refining the liability management strategy, repositioning the asset/liability
- ❖ Industry challenges to avoiding comebacks and long-term stewardship issues
- ❖ Measuring the impact of disclosure obligations and influence of sustainable development on performing and non performing assets

**Chris Olson**, *Manager of Real Estate Reuse, BP North America*

**2:00-2:25 Environmental Liability Acquisition and Redevelopment of Corporate Real Property—Case Studies**

- ❖ Holistic approach to evaluating property condition, transaction structure and liability issues
- ❖ Integrating acquisition, remediation, redevelopment and sale leaseback on acquisitions
- ❖ Drafting underlying remediation contracts and maximizing balance sheet tax benefits

**Randall Jostes**, *CEO and President, Environmental Liability Transfer, Inc.*

**2:25-2:50 Tying Together Liability Transfer and Transaction Strategies with Green Uses and Technologies**

- ❖ Exit Strategy program solutions that expedite sustainable redevelopment
- ❖ Blending fixed price remediation and liability transfer mechanisms for complex utility projects

**Cynthia Retallick**, *Senior Vice President, TRC Companies, Inc.*

**2:50 – 3:15 CRA's Environmental Liability Transfer Insurance Coverage (CELTIC)**

- ❖ CELTIC demonstrates the development of risk/liability management
- ❖ Taking project responsibility, remediating property using turn-key design/implementation, securing government sign-off, taking financial risk
- ❖ Case studies of exit strategies for contaminated property transactions

**Fred Taylor**, *Associate, Conestoga-Rovers & Associates*

**3:15 –3:30 BREAK Refreshments courtesy of TRC, CRA and ELT  
A chance to network and review exhibits**

**3:30 – 4:30 New Tools and Techniques for Integrating Sustainable Design and Remediation Metrics into Brownfield Sites**

- ❖ Incorporating sustainable design into remediation projects, process-based techniques
- ❖ Incorporating sustainability concepts and indicators in remedial decision-making activities

- ❖ Using sustainability assessment tools to measure environmental footprint, resource consumption and occupational risk
- ❖ Case studies demonstrating sustainable designs incorporate efficiency, maintainability and value through LEED, certifiable designs, performance contracting, life cycle cost analysis, energy audits, etc.
- ❖ Sustainable Remediation Forum (SURF)—process and direction
- ❖ One Touch PM—real time integration of project management information with CAD design file information/overlays

**Sheryl Telford**, *Corporate Remediation Group, DuPont*  
**Mark Knaack**, *Business Development Manager, Burns & McDonnell*

**4:30 – 5:30 Sustainability Metrics – Materiality Assessment Affecting Corporate Financial Decisions and Accountability**

- ❖ Accounting for and reporting environmental liabilities
- ❖ Determining value measurement of environmental liabilities
- ❖ Role and impact of environmental disclosure under FASB rules, FIN 47, FIN 143 and FIN 141R Business Combinations and SEC case law against corporations
- ❖ Reporting regulated data prescribed by accounting standards
- ❖ Incorporating environmental data into the investment process
- ❖ Enterprise software for environmental business risk management

**C. Gregory Rogers**, *J.D. CPA, President, Advanced Environmental Dimensions, LLC, and Counsel to Guida, Slavich & Flores*  
**Craig Modesitt**, *President & CEO, ENFOS, Inc.*  
**Jon Walker**, *Managing Director, Corporate, Legal and Government Services, EDR, Inc.*

**DAY THREE – November 14, 2008**

**SESSION IN FOCUS**

**VAPOR INTRUSION AFFECTING SUSTAINABLE SITE REDEVELOPMENT**

All types of sites can be affected by vapor intrusion (VI), especially those that have petroleum or solvent related contamination. Brownfield sites are logical candidates for VI based on their history of former commercial and industrial use affecting soils and ground water. Whether you are an environmental professional, prospective buyer/developer, seller, site owner, lender or insurer, virtually all stakeholders in a real property transaction can be adversely affected by vapor intrusion problems. With most state voluntary cleanup programs using risk-based cleanup standards and institutional controls, it is important that responsible parties and their consultants involved in site investigation, cleanup and redevelopment consider vapor intrusion pathways. One of the challenges to the use of risk-based cleanups and institutional controls is vapor intrusion reopening once - closed sites. So how widespread is the vapor intrusion exposure and are Phase I consultants using the new ASTM E 2600 standard? What is the fallout if any in the marketplace? Does the ASTM 2600 standard undermine the ASTM Phase I E 1527-05 standard?

This vapor intrusion session in focus will address these questions and cover the following: 1) industry standards and practices such as the ASTM standard for VI assessments for real estate transactions, 2) the tiers for screening and assessing site conditions, methods and modeling VI pathways at petroleum and chlorinated solvent sites, 4) the effective use of remedial alternatives against sites contaminated by chlorinated VOCs and the mitigation systems/barriers currently in use and 5) case law and recent litigation affecting buyers, sellers and environmental consultants performing the investigations and site clean ups.

**8:30 - 9:00 ASTM Vapor Intrusion (VI) Standard for Real Estate Transactions**

- ❖ A cost-effective screening method as part of the environmental site assessment process
- ❖ Developing a sound and defensible technical standard
- ❖ Assessment protocol/screening tiers
- ❖ National survey results on Phase I consultants using the new ASTM E 2600
- ❖ Discussion about ASTM 2600 standard and ASTM Phase I E 1527-05 compatibility issue

**Anthony J. Buonicore**, *CEO, Buonicore Group LLC and Chairman of ASTM Task Group E50.02.06*

**9:00 - 10:00 Screening, Evaluating, Remediating and Restoring Sites Affected by Vapor Intrusion**

- ❖ Accounting for the environmental factors, mitigation systems
- ❖ Site specific modeling to screen out certain site conditions
- ❖ Risk-based screening methods for indoor chemical vapors
- ❖ Designing site investigations and remedial alternatives
- ❖ Application of advanced techniques using risk-based targets
- ❖ Using the One-Touch PM tool that ties GIS and program management at vapor intrusion sites
- ❖ Case studies focusing on remedial alternatives and closure strategies for sites contaminated by chlorinated volatile organic compounds

**Diana Y. Marquez**, Associate Toxicologist, Burns & McDonnell  
**Colleen Costello**, Principal, Langan Engineering & Environmental Services, Inc.

**10:00 -10:15 BREAK Refreshments courtesy of Risk Management Technologies, Inc., and CETCO Liquid Boot Company**

**10:15-11:15 Cutting Edge Case Law, Case Studies and Industry Perspectives on Vapor Intrusion**

- ❖ Assessing and mitigating VI at petroleum and chlorinated solvent sites
- ❖ Industry observations about EPA and States' VI guidance
- ❖ Strategies for vapor intrusion evaluation of legacy sites
- ❖ Legal and technical challenges involved in investigating and designing a VI mitigation system and making real time decisions for commercial transactions
- ❖ Landmark vapor intrusion case law and case studies

**Lawrence Schnapf**, Special Counsel, Schulte Roth & Zabel  
**Gregory Taylor**, Senior Manager, Corporate EH&S, Raytheon Company (Invited)

**11:15-12:00 Use of a Gas Vapor Barrier to Mitigate Subsurface Vapor Intrusion**

- ❖ Gas vapor barrier working with passive or active venting system
- ❖ Types of gas vapor membranes, spray-applied or sheet-applied
- ❖ Implementing membrane maintenance as required or necessary to ensure indoor air meets federal, state or local standards

**William V. Fritzsche**, Group Manager, CETCO Liquid Boot Company, Inc.

**SESSION IN FOCUS — GREEN BUILDINGS**

Sustainable development initiatives are business is transforming the real estate marketplace. New greenbuilding standards and codes for both new and renovated commercial buildings, are mandating more energy and resource efficient, economically productive and environmentally friendly commercial buildings and products. This session will delve into emerging green building market developments by examining green building design and construction standards such as LEED, Leadership in Energy and Environmental Design, and certification process and the evolving national consensus on green building investment-underwriting standards. With buildings consuming 70% of the nation's electricity and emitting about forty per cent of its greenhouse gasses (GHG), there is significant pressure to improve energy efficiency and reduce emissions. The pressure to reduce GHG emissions is driven by both regulatory and the marketplace, including local, state, regional, national and international stakeholders. States such as California along with 26 others are on the forefront of the issue; as Congress and the courts are forced to address the GHG issue in light of challenges from EPA and the Administration. The green buildings session will focus on the roadmap to curtailing GHG emissions across the country, evolving national green building underwriting/due diligence standards, showcasing LEEDs designed and constructed commercial buildings, monetizing carbon finance assets in real estate transactions, and developing LEEDs certified building on former brownfield sites.

**8:30 – 9:30 Environmental Due Diligence in an Era of Climate Change and Sustainable Development**

- ❖ Understanding the effects of GHG emissions on commercial, institutional and residential buildings
- ❖ State energy code, California Green Building Standards Code
- ❖ Local (San Francisco) green building initiatives affecting building codes, energy codes, and zoning
- ❖ LEEDs certification, metrics and tools of environmental due diligence
- ❖ State and federal regulation of GHG emissions
- ❖ Insurance and legal issues facing building owners/buyers and tenants

**Jennifer Hernandez**, Partner, Holland & Knight LLP  
**Amy Edwards**, Partner, Holland & Knight LLP  
**Wade Crowfoot**, Director of Climate Protection Initiatives, Office of Mayor Gavin Newsom (Invited)

**Lawrence Schnapf**, Special Counsel, Schulte Roth & Zabel

**9:30 - 10:15 National Consensus Standards for Green Building Investment Underwriting Standard**

- ❖ Value rating system for the green building industry
- ❖ Factors involved in the calculation methodology
- ❖ Building life cycle assessment, metrics
- ❖ Proforma considerations for valuing LEED certified buildings
- ❖ ENERGYSTAR and Climate Neutral standards

**Michael Italiano**, President and CEO, Market Transformation to Sustainability and Founder/Director/CEO Board, US Green Building Council

**10:15 -10:30 BREAK Refreshments courtesy of Risk Management Technologies, Inc., and CETCO Liquid Boot Company**

**10:30 – 11:00 Sustainability in Action, Business Case for Green Buildings with LEED Certification**

- ❖ Green buildings demonstrate measurable value and benefit relative to energy efficiency and reduced GHG emissions, economic, public health, and worker productivity benefits
- ❖ Green building certification mandated by states and municipalities
- ❖ Technical overview of LEED certification criteria, players and growth of LEED

**Grant French**, LEED AP, Corporate Sustainability Manager, Swinerton Family of Companies

**11:00 – 11:30 Monetizing Carbon Finance Assets in a Real Estate Transaction**

- ❖ Carbon risk management and financial implications associated with GHG emissions affecting commercial and institutional real estate
- ❖ Overview of carbon risk and opportunities facing the financial services industry
- ❖ New carbon finance products and credits
- ❖ Value creation drivers - Renewable Energy Credits, tenant green building demand, decreased energy costs cap rate
- ❖ Potential economic, incentives, grants, carbon credits created and traded

**Mark J. Bennett**, Senior Counsel, Climate Change Practice Miller Canfield

**11:30 – 12:00 Turning a Brownfield into Sustainable Property Redevelopment**

- ❖ Keystone Industrial Port Complex, USS Fairless Works brownfield site
- ❖ Manufacturing and industrial complex with green technologies and products
- ❖ Green companies, renewable energy production
- ❖ Public private partnership with multi regulatory agency cooperative effort

**Colleen Costello**, Principal, Langan Engineering & Environmental Services, Inc.

**12: 00 Conference Summation**

**Dean Jeffery Telego**, President, Risk Management Technologies, Inc.



Risk Management Technologies, Inc., (RTM) is a dynamic, innovative environmental risk management consulting firm that provides full-service, multi-disciplinary capabilities in environmental risk management, as applied to business and real property transactions. RTM also performs strategic market planning, government relations, expert testimony, regulatory analysis, and risk and insurance management consulting services. RTM offers services in environmental risk management consulting, including due diligence and remediation oversight, environmental finance and environmental risk management conferences, training and publishing through its affiliate, RTM Communications, Inc., and association management (Environmental Bankers Association).

Learn more at [www.rtmcomm.com](http://www.rtmcomm.com) or [www.envirobank.org](http://www.envirobank.org) or [www.riskmanagementtech.com](http://www.riskmanagementtech.com)

## SPONSORS

**Holland+Knight** Holland & Knight is a global law firm with more than 1,150 lawyers located in 17 U.S. and 6 international offices. The firm specializes in all aspects of law, including environmental, land use and entitlements, real estate, base closure, federal grants, tax-increment financing, and budget and appropriations. In the environment and land use area, our comprehensive environmental experience includes Brownfields redevelopment; climate change; "green building" issues; environmental insurance; permit approvals; NEPA and state equivalent reviews; and wetlands and natural resources. In 2006, a survey of more than 250 corporate counsel at Fortune 1000 companies ranked Holland & Knight as one of the nation's top three law firms for delivery of superior client service.



Founded in 1970, Langan is a 650-person professional consulting firm providing comprehensive engineering and environmental solutions for site remediation and redevelopment projects worldwide. Our core geotechnical, site/civil and environmental disciplines are supported by in-house remedial engineering, geology, hydrogeology, geochemistry, computer modeling and data visualization expertise, and broad regulatory understanding. Our experience includes gaining regulatory acceptance for cost-effective closures at difficult sites within Voluntary Cleanup, RCRA, Superfund, Brownfield, MGP, and UST programs. We achieve these closures by applying our technical expertise to establish realistic goals based on risk considerations, and our client's business objectives. [www.langan.com](http://www.langan.com).



BNA, Inc. is a leading publisher of print and electronic news and information, reporting on developments in environmental protection, safety, health care, business, labor relations, law, economics, taxation, and other public policy and regulatory issues. BNA produces more than 200 news and information services. BNA's Environmental Due Diligence Guide is a comprehensive reference service that provides a complete picture of the environmental risks involved in contaminated property transactions, and ways to reduce or avoid those risks. It also keeps on top of the latest developments in the commercial real estate industry, at EPA, in the courts, and in Congress and includes comprehensive discussion of brownfields redevelopment and summaries of state-specific environmental laws that can affect real property transactions. The Guide, which is available both in print format and on the Web, includes monthly updates to its reference service, a monthly newsletter, and weekly email memos.



Environmental Data Resources, Inc. (EDR) is the leading national provider of environmental risk information services and related workflow solutions in the United States. Our current and historical databases help environmental professionals conduct Phase Is, environmental auditing, mergers & acquisitions, waste vendor audits and vapor intrusion screenings. EDR OnDemand™, an interactive, subscription-based service, offers searching by address or company name, giving you instant access to over 45 million property records. EDR has also recently launched commonground, the first global community for property due diligence professionals to communicate with each other and improve the process of real estate due diligence. For more information about EDR, visit [www.edrnet.com](http://www.edrnet.com).



The Willis Practice is comprised of seasoned, senior, professional staff with extensive "hands-on" experience in environmental engineering and science, law, finance, environmental risk identification and quantification, and environmental insurance design and placement. We focus our technical and business skills, first, to fully understand and evaluate our clients' environmental needs and second, to develop customized environmental solutions to their full range of environmental risk exposures.

The Willis Environmental Practice is the industry leader in the field of Brownfields redevelopment and environmental risk management.



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Founded in 1898, Burns & McDonnell is a full-service engineering, construction, environmental and consulting solutions firm. The company's multidisciplinary staff of more than 2,300 employee-owners represent virtually all design disciplines. Burns & McDonnell ranks in the top 25 U.S. Chemical and Soil Remediation Firms (Engineering News-Record, 2006). All of our services are offered with one mission in mind – to make our clients successful. Our Environmental Risk Transfer Strategy™ (RTS) program is designed to assist companies with environmental liabilities. The RTS program allows Burns & McDonnell to provide a guaranteed fixed-price remediation for your company's environmental cleanup obligations until regulatory closure is achieved. Before remediation begins, you will know the cost and scope of the cleanup risk that you can transfer to Burns & McDonnell. Learn more about our Environmental Risk Transfer Services at [www.burnsmcd.com](http://www.burnsmcd.com).

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Few insurers can match Zurich's technical knowledge, financial strength and commitment to the environmental and design professional liability market. Our professionals, with environmental, engineering and legal experience, can craft insurance programs to address your most sophisticated exposures. In the long run, an insurer's protection is only as good as its financial strength. Zurich's financial strength provides long-term protection to meet the insurance needs of our clients. Zurich holds ratings of AA- (stable) from Standard & Poor's and A (excellent) from A.M. Best.

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### CONESTOGA-ROVERS & ASSOCIATES

Conestoga-Rovers & Associates (CRA) provides comprehensive engineering, environmental consulting, construction, and information technology (IT) services. CRA first tackled complex environmental issues in the 1970s, establishing itself in this market with its leadership role in the Love Canal Superfund cleanup project. CRA now employs more than 2700 people in over 90 offices worldwide. CRA provides innovative and sustainable solutions, servicing all aspects of Brownfield Redevelopment, including environmental site assessments; facility decommissioning and demolition; site remediation design, construction, and oversight; and human health and ecological risk assessments. CRA's Environmental Liability Transfer Insurance Coverage (CELTIC) program provides comprehensive risk/liability management and full exit strategies for contaminated properties. CRA is a winner of the 2004 Canadian Urban Institute Brownie Award. CRA is also affiliated with Brownfield Renaissance Partners LLC, a private equity firm investing in brownfield properties throughout the U.S. and Canada. Visit us at [www.CRAworld.com](http://www.CRAworld.com).



TRC Companies, Inc. is a publicly-traded national consulting, engineering and construction management firm that provides integrated services to the environmental, energy, infrastructure and real estate markets. Incorporated in 1971, TRC provides multidisciplinary services to a broad range of commercial, industrial and governmental markets through its more than 2600 employees across more than 90 national offices. TRC's Exit Strategy program offers clients a comprehensive risk management structure to address and resolve environmental remedial liabilities and risk. TRC was unique among its peers, pioneering in the "liability transfer" structure for contaminated properties, assuming responsibility and liability for the remediation of a site, and perpetually retaining the associated financial liability and risk. TRC remains the market leader in the "liability transfer" industry having closed more than forty (40) transactions for more than one hundred (100) sites over the past eleven (11) years, representing more than \$500 million in remediation obligations and an underlying asset value of more than \$2.4 billion.

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The XL Insurance companies are global providers of risk management solutions for leading industrial and commercial businesses. As members of the XL Capital group, we offer a broad portfolio of insurance products and related services including property, casualty, professional and specialty coverages. XL's Environmental Group focuses on brownfields redevelopment projects, military base redevelopment, contaminated property remediation, real estate transactions, and fixed facilities and is an acknowledged leader in the environmental insurance market. To learn more about the Environmental Group, visit our website at [www.xlinsurance.com/environmental](http://www.xlinsurance.com/environmental).



Environmental Liability Transfer (ELT) is a comprehensive environmental liability and real estate acquisition company providing its clients complete and final environmental liability transference. By combining superlative expertise in the areas of environmental law, environmental insurance, environmental engineering, corporate indemnification and real estate redevelopment, ELT offers unique and unparalleled economic solutions for absolute transfer and removal of environmental liabilities.

Environmental Liability Transfer (ELT) is a comprehensive environmental liability and real estate

## INFORMATION

### HOTEL INFORMATION

**Marines' Memorial Club and Hotel**  
609 Sutter St.  
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Tel: (800) 562-7463 or 415-673-6672

We have been able to maintain the special "RTM Communications" rate of \$169.00, including full American breakfast and two-hour hosted cocktail reception each evening. Our room block closes October 15, 2008. The hotel is in full compliance with the Americans with Disabilities Act, has complimentary wireless in all guestrooms, a fitness center on property, and offers non-smoking rooms upon request. A room reservation at the hotel is required to register at the Early Bird Registration price, but your conference registration does not include hotel costs. If you will not need a hotel because you are local to the San Francisco area, you can still register at the Early Bird discounted price.

### CLE

RTM also offers Continuing Legal Education Credits if you inquire in advance and prepay the fees. We have applied only to California as a courtesy, but we must notify each State in advance and meet all their individual

requirements. Please contact RTM for CLE Registration information at [info@rtmcomm.com](mailto:info@rtmcomm.com) or by calling 1-800-9NO-RISK.

### GENERAL INFORMATION

Included in the registration fee will be refreshments each day, as well as two lunches with a speaker and a reception. Each attendee will receive a comprehensive Conference Proceedings. Time will be allowed after each speaker or panel for questions from the audience. **Holland & Knight LLP** and **XL Insurance** will host the reception, held the evening of November 12. It will include refreshments and a chance to network with speakers and other attendees.

### CANCELLATIONS

All cancellations must be in writing and be postmarked by October 15, 2008, to avoid a service charge of \$595.00. No refunds or credits will be given for cancellations received after October 15, 2008. Registrants who have registered and/or signed this form (hard copy or electronic) and who do not cancel before October 15, 2008 in writing are liable for full registration fee; however, you may send a substitute. Hotel reservations must be cancelled directly with the Marines' Memorial Club and Hotel.

## SUSTAINABLE PROPERTY TRANSACTIONS: DEAL MAKING AND REDEVELOPMENTS OF CONTAMINATED SITES

The conference **SUSTAINABLE PROPERTY TRANSACTIONS: DEAL MAKING AND REDEVELOPMENTS OF CONTAMINATED SITES** will provide attendees with expert insights into buyer/seller, lender, investor, owner, developer, insurer and corporate perspectives on contaminated real property deals and redevelopment issues. Reforms and new developments associated with the Federal EPA and state guidances will be discussed. The corporate perspectives on alternative due diligence standards for M & A transactions, legacy liability management, and disposition and redevelopment of contaminated non-performing/surplus properties will be covered in this conference. Issues associated with sustainable design and remediation and green building and LEEDs certifications as well as liability issues associated with vapor intrusion will be central topics of this conference. Discussions will include the impact of Court cases affecting cost recovery and future deal flow. Emphasis will be placed on successful mandatory and voluntary risk-based cleanups, on the financing and sustainable redevelopment of former NPL and non-NPL contaminated properties, on performance-based contracting and cleanups, on the transfer and redevelopment of middle market and multi site transactions, and on market opportunities involving brownfield properties, institutional and residential properties as well as coverage for monetizing carbon finance assets in real estate transactions. Creative public/private financing programs and practices for the characterization, cleanup and redevelopment of brownfield sites will also be covered in addition to investment wetlands migration banking/credits and NRD restorations. Alternative due diligence techniques for complex deals and corporate brownfields case studies involving successful cleanups, redevelopments and use of guaranteed fixed-price remediation will be presented. Finally, there will be Sessions In Focus on Vapor Intrusion issues affecting complex contaminated property deals and a session on Green Buildings Standards for commercial properties.

### This hands-on conference is vital for:

Corporate EH&S Officer/Managers,  
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Chief Financial Officers,  
Corporate Property Managers,  
Corporate Risk Managers and Real Estate Officers,  
Chief Credit policy and Investment Banking Officers,  
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Bank Workout/OREO Officers,  
Industrial Finance Corporation Officers,  
Corporate Counsel and Real Estate Attorneys,  
Investment Bankers/Venture Capital Firms,  
Environmental, Real Estate, Bankruptcy Lawyers,  
Brownfield Redevelopment Firms,  
Life Insurance Finance Company Executives,  
Real Estate Investors, Developers and Brokers,  
Environmental Consultants and Remediation Companies,  
Environmental Insurance Underwriters/Bankers,  
City & County Managers,  
Economic development agency officials,  
Federal and State government officials,  
Sustainable Property Developers/Investors.

RTM Communications, Inc., is pleased to bring you this exciting conference. The conference will be the key place to be for practical approaches to the cleanup, financing, investing, due diligence, risk-based and sustainable design and remediation issues facing the redevelopment of commercial, industrial and public sector facility sites. Examine the program and see the impressive lineup of top-notch speakers we have produced for you.

Then please register today!



RTM Communications, Inc.  
510 King Street, Suite 410  
Alexandria, VA 22314



**SUSTAINABLE PROPERTY TRANSACTIONS:  
DEAL MAKING AND REDEVELOPMENTS OF  
CONTAMINATED SITES**

Sessions In Focus on Vapor Intrusion & Green Buildings

**November 12, 13 & 14, 2008**

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**CONFERENCE ON SUSTAINABLE PROPERTY TRANSACTIONS:  
DEAL MAKING AND REDEVELOPMENTS OF CONTAMINATED SITES  
November 12, 13, & 14, 2008** and Vapor Intrusion and Green Buildings  
Sessions in Focus

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Early Bird until October 15, requires  
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After October 15, 2008 or a room at another hotel **\$950** \_\_\_\_\_

**First time Attendee** Early Bird until October 15, 2008  
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**Payment Policy:** All payments must be received by November 10, 2008. Payments can be made by check or by credit card either on the phone or online at RTMCOMM.COM. Please make checks payable to RTM Communications, Inc. and write on the face of the check the name(s) of the attendee(s) as well as the RTM confirmation number if you received one in advance. If payment has not been received prior to the conference date, a personal credit card or check will be required at the door to gain entry; it will be processed 5 days following the conference if official payment is not received in our office before then.