

T+2

Legal and Regulatory Working Group

(LRWG)

Agenda

December 3, 2015

10:30 AM ET (7:30 AM PT)

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| 1. Approval of the November 20, 2015 meeting minutes | Jamie Anderson |
| 2. Review of draft LRWG mandate | Jamie Anderson |
| 3. Issue Log – recap of process | Jamie Anderson |
| 4. Issue 005 – NI 24-101 status update | CSA representatives |
| 5. Issue 001 – NI 81-102 status update | CSA representatives |
| 6. New issues and assignment | Jamie Anderson |
| 7. Next Meeting – Thursday Dec. 17, 2015 @ 2pm | |
| 8. Other Business | |

Conference Details

Conference ID: 7312646#

Local Dial-in (416) 933-8665 Toll-free Dial-in: 1-888-402-9166

T+2 Legal and Regulatory Working Group

Minutes of the meeting held on

November 20, 2015

10:30 AM Eastern

Keith Evans of the CCMA welcomed all attendees to the first meeting of the T+2 Legal and Regulatory Working Group. He also introduced Jamie Anderson, General Counsel of the CSE as Chair of the T+2 Legal and Regulatory Working group (LRWG).

1. Introduction to CCMA

Keith Evans

Keith provided a brief historical background on the CCMA, and the good work that has been completed since its inception in 2000. He indicated the T+2 initiative would benefit greatly from the work completed over the years, particularly the work completed on NI 24-101.

2. Introduction to T+2

Keith Evans

Keith provided a brief history on what has lead to the decision to move to T+2 in Canada. He referenced the analysis completed in the US, in both 2010 by the Boston Consulting Group, and the White Paper issued in June of this year by the UST2 committee. The decision has been made, in the US, to transition from a three-day settlement period to a two-day settlement period in the third quarter of 2017. Canada has decided that we must transition at the same time as the US.

3. CCMA T+2 Committee Structure

Keith Evans

Keith provided an update on the structure to be employed to coordinate the activities associated with ensuring a smooth transition to T+2. The CCMA Board has approved the creation of the T2SC to oversee all of the activity required to meet the Q3 2017 deadline. That is, but not limited to, ensuring the identification of all rules to be reviewed for possible modification, identify process and procedural changes, industry education, industry wide testing requirements, industry standards etc. He also outlined the responsibilities of the three working groups in the areas of Operations, Legal and Communications.

4. T+2 timeline to December 31, 2015.

Keith Evans

Keith reported that the overall objective is to meet the US timeline for implementation in Q3 of 2017. Also, we must be able to complete industry wide testing by Q1 of 2017, which means all

development needs to be completed by the end of 2016. Keith indicated that this is extremely difficult, but is imperative in meeting the overall main goals of the industry. Keith indicated that since Canada is almost three years behind the US in preparations for T+2, the three working groups will need to work very hard in order to catch up. He said that fortunately we can benefit from the work already done in the US. This will help the industry to focus on the tasks to be undertaken within the industry, as well as individual firms.

5. Proposed Process

Jamie Anderson

Jamie noted that the LRWG's mandate is to ensure the industry has considered all legal and regulatory matters linked to the T+2 initiative so as to meet the 2017 deadline. This will require an across-the-board survey of the industry by type of product and type of entity, including direct and indirect market participants, service providers, regulators, and industry associations. The LRWG will not necessarily need to solve in detail every issue raised but rather document that appropriate consideration has been undertaken, ownership has been attributed, and a timeline for completion has been established. Using the common CCMA template, matters will be tracked in an Issue Log (a file containing the format was emailed to the LRWG prior to the meeting). The LRWG will report on progress to the T2SC.

6. Issues to be addressed

Jamie Anderson

Looking at the Issue Log distributed prior to the meeting, Jamie introduced LRWG – 005. This issue, the NI 24-101 will need to be looked at, as the companion policy references three-day settlement. Max Pare from the OSC indicated that the CSA has already struck an internal group to look at this National Instrument. He agreed to take on this issue. In addition, Jamie asked whether the Mutual Fund NI 81-102 should be incorporated into that same internal CSA group. Max agreed to raise the issue and report back on both issues at the next meeting.

It was noted that IIROC needed to be represented on this working group, as there are likely several areas of their regulation that will need to be addressed. Barb Amsden agreed to reach out to IIROC for representation.

Jamie said he would do some more research on rule changes and report back at the next meeting.

7. Next Meeting

Jamie thanked all in attendance for their time and said the next meeting is scheduled for December 3rd, at 10:30 AM ET.

8. Other Business

There was no other business raised at this meeting.

List of Attendees

BCSC	Barinder Sidhu
BCSC	Meg Tassie
CanDeal	Debra MacIntryre
CCMA	Keith Evans
CCMA	Barb Amsden
CEFTA (1 st Asset)	Ted Kelterborn
CIBC	Julia Tomson
Computershare	Lara Donaldson
CSE	Jamie Anderson (Chair)
GMP Securities	Joe Riga
GMP Securities	Harold Walton
Morgan Stanley	Brian Choy
OSC	Max Pare
TD Securities	Mike Hefford
TD Waterhouse	Rob Candido
Northern Trust	Scott Kelley
National Bank	Jean-Francois Caron
State Street	Rose Mark
State Street	Christine Henry
CIBC	Terry Moore
CIBC	Julia Tomson