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# LEXPERT

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## Time Management by the Hour

This is my last editorial for *Lexpert Magazine* so I want to give you something useful, a piece of practical wisdom. I have learned a great deal from listening to, writing about, and working on the ranking and awards of many of the finest lawyers in Canada. There is likely much that is true and helpful to be drawn from this experience, but it will take me time to reflect on these lessons; and with any luck by that point, I will be on to my next exciting opportunity and time again will be rationed. In this moment, what is it that I want to gather up from you and return to you, thus giving you back a fraction of what you have given me? The importance of time management.

It is conceivable that the billable hour model has borne the implication for many lawyers that time is infinite. The more hours you spend, the more you make. Don't get me wrong; I believe you fill those hours with excellence of service, but still, that "more is more" is a seductive idea.

Perhaps the new alternatives in software, pricing and service models that are here with more coming might cause you to think positively — not only of what can be done in an hour but what should be done.

I'm going out on a limb here (if not now, when?) and suggesting that a time management course should be mandatory in law school even though the list is long of recommended practical and business skills courses to be added to the curriculum. After all, this is when we first learn that the law is practically infinite.

And for all of us, I say we check out the time management resources that are available. When I review the Rising Stars: Leading Lawyers Under 40 Winners' bios, I am daunted by the sheer volume of accomplishments, both professional and personal. I hope they have found time to breathe and laugh.

Thank you to each and every one of you for your time.



Jean Cumming  
Editor-in-Chief

# On the Deal Q&A: Organically Built

LGC Standards Canada wins bid for Toronto Research Chemicals in a highly specialized regulatory regime **INTERVIEW By Elizabeth Raymer**



**Matt Tevlin**  
Torkin Manes LLP



**Adrian Myers**  
Torkin Manes LLP



**Whitney Wakeling**  
Dentons Canada LLP

When LGC Standards Canada Limited purchased a majority stake in Toronto Research Chemicals Inc. (TRC) and Synfine Research in August, it gained a foothold in the burgeoning cannabis space. TRC manufactures and supplies synthetic organic biochemicals that are used as reference standards, research tools and building blocks by a global customer base across the pharmaceutical, applied and research sectors, while its division Synfine Research performs cannabis research and testing. LGC Standards Canada is a subsidiary of LGC Limited and a portfolio company of KKR & Co. Inc.

**LEXPERT:** What was especially innovative or interesting about this deal and how it was done?

**MATTHEW TEVLIN, TORKIN MANES LLP (FOR LGC STANDARDS CANADA):**

The most unique aspect of the transaction was probably the highly specialized regulatory regime that applied to each of the target companies. As producers of small

molecules, the companies were regulated by the Controlled Drugs and Substances Act and its precursor legislation, along with the Cannabis Act. In particular, as LGC is a KKR portfolio company, we needed to co-ordinate with the Ministry of Health to answer novel questions related to the applicability of the Cannabis Act to private equity sponsors of portfolio companies. This added complexity to already demanding timelines and a very competitive auction process.

**ADRIAN MYERS, TORKIN MANES LLP (FOR LGC STANDARDS CANADA):**

As soon as the file came in, it became apparent that we would need specialist advice in these unique areas. Luckily, we have a great relationship with Willms & Shier Environmental Lawyers LLP, who provided the requisite chemical regulatory advice, and Matt Maurer here at Torkin is a cannabis guru, so we were able to quickly get the requisite expertise together.

**LEXPERT:** Can you describe how the deal played out?

**NEETU OGLE, GENERAL COUNSEL AND COMPANY SECRETARY, LGC LIMITED:**

The bid process for TRC was highly competitive and, with such a tight timeframe, it was important to have LGC's internal legal team fully engaged to ensure that LGC was putting in its best possible bid. TRC is a longstanding supplier to LGC, which contributed to making LGC an appealing acquirer.

**MYERS:** The deal began with a very short, intense auction process that involved revising a share purchase agreement, drafting a shareholders' agreement, and producing a comprehensive due diligence memorandum within a two-week period.

**TEVLIN:** Once LGC won the bid and entered into exclusivity, there was tremendous pressure to get a deal signed up as soon as possible. So, while the deal did take some time to ultimately sign, there was a constant demand to find timely solutions to legal and commercial issues that came up during negotiation.

**LEXPERT:** What was LGC's interest in acquiring this majority stake in Toronto Research Chemicals?

**OGLE:** The acquisition of TRC allowed LGC to strengthen its position in the reference standards market and increased our ability to serve pharmaceutical and biotech

Congratulations to James Kosa, WeirFoulds technology lawyer, on receiving a 2019 *Lexpert* Rising Stars Award, which celebrates the achievements of Canada's leading lawyers under 40.

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**LEXPERT:** How complex was the acquisition?

**MYERS:** From a legal perspective, in addition to the technical regulatory concerns, the chief sources of complexity were found in the drafting of the shareholders' agreement, as well as negotiating some very detailed and transaction-specific concepts and clauses in the purchase agreement.



**TEVLIN:** The deal was covered by representations and warranties insurance, which expedited parts of the negotiation process, but also meant that we had to work with the insurer to help them get their heads around the technical aspects of TRC's business so as to obtain the broadest insurance package possible for LGC. The transaction also included a concurrent purchase of real estate assets and new leases, which added another layer of complexity.

**OGLE:** In addition to the main acquisition, LGC's internal legal team and Torkin Manes had to co-ordinate with legal counsel of its private equity sponsor, KKR

& Co., to ensure that they were comfortable with all of the documents and deal terms. This added another layer on to the multi-faceted transaction.

**WHITNEY WAKELING,  
DENTONS CANADA LLP  
(FOR TORONTO RESEARCH  
CHEMICALS):**

This was a complex deal that required leveraging and co-ordination of a broad range of legal experts across the law firms engaged in the matter, including corporate, tax, real estate, intellectual property, environmental, employment, chemical regulatory and cannabis experts.

**LEXPERT:** What was the atmosphere like in the boardroom?

**TEVLIN:** As with any transaction operating on short timeframes, there were contentious issues, but the parties had a great working relationship and were strongly motivated to get the deal done. Every aspect of the deal was intensely scrutinized and carefully negotiated, but

counsel on all sides were ultimately able to find practical solutions to some challenging points.

**MYERS:** With part of the Dentons team in Edmonton, the bulk of the deal teams in Toronto, and LGC Limited being headquartered in England, the deal was very close to being around the clock. But, despite some bleary eyes, there was a good rapport among the various teams.

**WAKELING:** While negotiations were often hard-fought, they were always constructive, and I got a real sense that all sides were working together to come up with solutions that allowed all parties to walk away feeling satisfied with the outcome.

**LEXPERT:** What was most memorable for you about working on this deal?

**TEVLIN:** As always, it's the people that make a transaction memorable. The team at LGC was ideal to work with. Not only were they quick to understand legal issues — which made our job easier — but they were appreciative of the time that the team was putting in to get the transaction across the finish line. Working across from counsel such as Laurence Geringer at Dentons and Matthew Cockburn at Torys also made for a memorable experience. From our perspective at Torkin Manes, given the size and scope of TRC's business, it was great to see practice groups across the firm quickly mobilize and co-ordinate to meet the aggressive timelines.

**MYERS:** A large number of people working on the transaction had vacations planned during the meat of the deal, and I think each of the principals and their respective legal teams all had holidays planned during the transaction. Incredibly, no vacations were cancelled and everyone remained responsive and available while they were away. It may have meant the occasional unhappy spouse, but it also meant that the process kept moving.

**OGLE:** As Matt said, it's the people that make a transaction memorable. There were a lot of moving pieces during this transaction, so it was memorable to watch all parties pull together to get the deal across the finish line and to bring TRC into the LGC group of companies.

**WAKELING:** I have to tip my hat to the employees at TRC who went above and beyond to get this deal done. It demanded a lot of time and energy from them outside the scope of their "day jobs," and the dedication they showed in getting it across the finish line was a true testament to the remarkable culture that management at TRC has built.

In addition to having the privilege of working closely with TRC and its staff on all aspects of this deal, we were also fortunate enough to work with and across from exceptionally talented legal teams and financial and tax advisors, and I truly appreciated getting to know the folks that helped execute this deal. 🍷

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**CANADIAN** Lawyer

# People on the Move

A snapshot of recent hires, mergers, splits and appointments across Canada **Compiled by Aidan Macnab**



**TIM HANEY**

- Dentons Canada LLP
- Calgary
- Mergers and acquisitions, securities and corporate finance

Tim Haney is taking over as managing partner of Denton Canada LLP's Calgary office. Haney is a member of the Firm's National Management Committee and co-head of the mergers and acquisitions, securities and corporate finance groups. Haney's practice focuses primarily in the sectors of energy, real estate, agribusiness and mining. Outgoing managing partner of Dentons' Calgary office Don Leitch called Haney a "strong leader, a dedicated team player" who is "known for his calm and diplomatic approach when dealing with business challenges."



**REMISSA HIRJI**

- Law Foundation of Ontario class proceedings fund
- Toronto
- Public interest class actions

Remissa Hirji has joined the Law Foundation of Ontario class proceedings fund as the group's first associate counsel. Hirji is a class actions lawyer and has successfully defended clients before Ontario and Quebec courts, as well as the Supreme Court of Canada. Hirji was elected public policy liaison for the Ontario Bar Association class actions section and works as a volunteer for Pro Bono Ontario. As associate counsel, Hirji will work with the class proceedings committee to manage the increasing number of class action funding applications, the Law Foundation of Ontario said.



**ALAN MONK**

- DLA Piper (Canada) LLP
- Vancouver
- Corporate/commercial

DLA Piper (Canada) LLP has announced that Alan Monk has re-joined the firm as associate counsel. Monk's practice focuses on mergers and acquisitions, corporate finance and securities. Monk has extensive experience in the mining sector, having worked on a variety of commercial contracts, corporate compliance and transactions. His securities practice involves private financings, IPOs, M&A and advising on continuous disclosure, corporate governance and regulatory and stock exchange compliance for TSX-listed companies. Monk will work closely with DLA Piper's mining global co-chairman Rob Seidel.

## BRITISH COLUMBIA :: VANCOUVER

**Harper Grey LLP** recently announced that it has added **Trudy Hopman, Marla Mennie, Lisa Newby** and **Ryan Chan** to the firm's family law group. "Along with their depth of expertise, they are known as thoughtful problem solvers who provide the full range of dispute resolution solutions," says Maureen Lundell, chair of Harper Grey's family law group.

## ALBERTA :: EDMONTON

**Lee Axford** has joined **DLA Piper (Canada) LLP** as an associate in the firm's Edmonton office. Axford has a corporate commercial practice, working primarily in mergers and acquisitions, commercial leas-

ing and advises a variety of public and private sector clients. Lee is called to the bar in the Caribbean nation of Grenada.

## ALBERTA :: CALGARY

Former Crown prosecutor **Jeff Wreschner** has joined **McLeod Law LLP** as an associate. Wreschner practises in the areas of general litigation, real estate and corporate commercial law. He also practised at **Masuch Albert LLP**.

**McLeod Law LLP** also recently announced that **Eugene Chen** has joined the firm's business law group. Chen has more than 20 years of experience, with a practice focused on securities, corporate finance and mergers and acquisitions.

Chen advises clients from industries such as land development, real estate, oil and gas, alternative energy, mining, biotech, cannabis, financial services, health care, manufacturing and technology.

**Ryan Zahara** is joining **MLT Aikins LLP** as a partner in the firm's Calgary office. Zahara will be a member of the insolvency and restructuring group. Zahara has extensive experience in restructuring proceedings under the Companies' Creditors Arrangement and the Bankruptcy and Insolvency Act and acts for court-appointed officers in insolvency proceedings. Zahara has worked for clients in real estate, mining, oil and gas and manufacturing. Zahara's practice also includes commercial litigation issues,



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### MARIA TASSOU

- Pallett Valo LLP
- Mississauga
- Commercial litigation and employment and labour

Maria Tassou is joining Pallett Valo LLP as senior counsel and will serve as the firm's privacy officer. Tassou will be a member of both the firm's commercial litigation and employment and labour groups. Tassou's practice involves administrative law, workplace investigations, management training and privacy law. After articling then practising at Pallett Valo from 1996 to 2007, Tassou worked for the criminal injuries compensation board, where she rose to chairwoman of the board in 2014.



### SÉBASTIEN RICHEMONT

- Fasken Martineau DuMoulin LLP
- Montreal
- Commercial litigation

Fasken Martineau DuMoulin LLP recently announced Sébastien Richeмонт will be joining the firm's Montreal office as partner in the commercial litigation group. He is leaving litigation boutique Woods LLP and has 20 years of experience in the profession, including extensive experience in class action litigation, complex contract disputes and cases concerning manufacturer's liability. Richeмонт's practice spans industries such as insurance, renewable energy, power, oil and gas and life sciences. He is also a lecturer and professor for a professional training program sponsored by the Université du Québec à Montréal.



including corporate foreclosures, enforcement actions and construction disputes.

#### ONTARIO TORONTO

Joining **Bennett Jones LLP** as a partner in Toronto is **Michael Smith**, who left his position as counsel at General Motors of Canada. Smith's practice includes class actions, product liability, recalls and commercial litigation. At his in-house role, Smith gained experience in dealer/franchise disputes, autonomous and connected vehicles, vehicle sharing, ebikes, vehicle safety, consumer product safety and emissions investigations. Before GM, Smith also spent time as a litigator at **Borden Ladner Gervais LLP**.

**Sotos LLP** has announced that **Anna Thompson-Amadei** has joined the firm as an associate in the commercial department. Thompson-Amadei's practice focuses on all aspects of the franchise disclosure practice and on the transfer process in the buying and selling of franchises and franchise systems, across many sectors. She also provides research and analyses support to other lawyers at the firm.

**WeirFoulds LLP** has announced the

addition of five new associates. **Alexandra DiCenzo**, who has experience in corporate and commercial property matters, such as real estate, construction, condominium, property management and development, joins the commercial leasing group. **Elinor Izmaylov** has joined the commercial litigation group, with a practice that includes a broad variety of commercial disputes. Also joining the commercial litigation group is **Vipal Jain**, who has experience in commercial, administrative and public law matters. Entering WeirFoulds' corporate group is **Jonathan Lee**, who practises securities law and has experience in regulation, investment funds and compliance in dealer, adviser and investment fund manager registration categories. WeirFoulds' also announced the addition of **Claire McNevin** to the firm's estates, trusts and charities group.

#### ONTARIO OTTAWA

**Bennett Jones LLP** has welcomed **John Manley**, former deputy prime minister, minister of foreign affairs, finance minister and industry minister, as senior business counsel. Manley will be a member of the

firm's public policy group. Manley was president and CEO of the Business Council of Canada and is board chairman of CIBC.

#### QUÉBEC MONTRÉAL

**Guillaume Lavoie** is joining **Torys LLP** as a partner in the firm's Montreal office. Lavoie's work includes mergers and acquisitions, private equity and venture capital transactions. Lavoie advises fund managers and investors about fund formation and has experience representing underwriters and issuers in public market transactions. "His expertise in corporate transactions brings a new dimension to our bench strength in Montréal," said Sylvie Rodrigue, managing partner of Torys' Montréal office. Lavoie was formerly a partner at **Lavery de Billy LLP**.

**Caroline Bilodeau** is joining BCF LLP as chief human resources officer. Bilodeau spent more than two decades with the National Bank of Canada before moving to the pension investment manager Investissements PSP. ☪

\* Keep us informed of your latest career news, from moves and appointments to role changes and new endeavours. We look forward to hearing from you at [lexpert.ca/peoplemoves](http://lexpert.ca/peoplemoves).

Ted Bergeron and Chris Clifford proudly announce **Warren Whiteknight** has become a **Partner** of the firm.

Warren joined Bergeron Clifford in 2014 and has distinguished himself as a lawyer, advocate for the injured, and a part of our community. Warren regularly represents his clients in court and tribunal proceedings and has an excellent track-record of achieving results both in court and in out of court settlements.

Congratulations Warren.

**Bergeron | Clifford**

INJURY LAWYERS

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Ted Bergeron and Chris Clifford proudly announce **Joseph Dart** has become a **Partner** of the firm.

Joe joined Bergeron Clifford in 2015 and has distinguished himself as a lawyer, advocate for the injured, and a part of our community. Joe represents plaintiffs in negligence, medical malpractice and auto cases.

Congratulations Joe.

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**ALLIED PROPERTIES REIT MAKES TWO ACQUISITIONS IN MONTRÉAL**

**TRANSACTION VITALS**

Closed: July 17, 2019

Transaction Type: Real Estate Acquisition

Total value: \$402.5 million



**LAURENT ROY**  
BCF BUSINESS LAW  
(FOR ALLIED REIT)



**STELLA DI CRESCA**  
OSLER, HOSKIN & HARCOURT LLP  
(FOR THE SELLERS OF 700 DLG)



**PIERRE-DENIS LEROUX**  
BLAKE, CASSELS & GRAYDON LLP  
(FOR OTERA CAPITAL INC.)

Allied Properties Real Estate Investment Trust (TSX:AP.UN) completed the acquisition of 700 de la Gauchetière Street West (“700 DLG”) and the RCA Building, 1001 Lenoir Street (“RCA Building”), both in Montréal. Allied REIT has owned, managed and redeveloped urban workspace in Montréal since 2005.

700 DLG is located in the southern portion of Montréal’s Downtown Core. The purchase price of 700 DLG was \$322.5 million.

The RCA Building is located in Saint-Henri, an emerging mixed-use neighbourhood west of Griffintown and south of Westmount, and close to El-Pro

Lofts, which Allied REIT acquired last year. The purchase price was \$80 million.

**BCF Business Law** represented Allied REIT for each acquisition, namely by a Real Estate team led by Consulting Partner Laurent Roy, and including Eleonora Eusepi, Pierre Pratte and Julie Doan. Richard Epstein and Geneviève Martin provided Competition advice.

**Osler, Hoskin & Harcourt LLP represented the sellers of 700 DLG with a team consisting of** Stella Di Cresce, Eric Choi, Nicole Cloutier and Caroline Stephens (Real Estate) and Shuli Rodal (Competition/Antitrust & Foreign Investment).

Otera Capital Inc. (the existing Lender on the 700 DLG) was represented by Pierre-Denis Leroux from **Blake, Cassels & Graydon LLP**.

James Khazzam of **Miller Khazzam** represented the sellers of the RCA Building.



**TD BANK ANNOUNCES US\$890M SENIOR SECURED CREDIT FACILITIES IN FAVOUR OF FIRSTSERVICE**

**CLOSING DATE: JUNE 21, 2019**

FirstService Corporation completed its previously announced acquisition of approximately 95% of Global Restoration Holdings, LLC, the second largest commercial and large loss property restoration firm in North America.

The Toronto-Dominion Bank acted as agent for a syndicate of financial institutions in connection with an amended and restated US\$890,000,000 senior credit facility (including Canadian and U.S. tranches).

FirstService Corporation remains a North American leader in the property ser-

vices sector, serving its customers through two industry-leading service platforms: FirstService Residential, North America’s largest manager of residential communities; and FirstService Brands, one of North America’s largest providers of essential property services delivered through individually branded franchise systems and company-owned operations. FirstService generates more than \$2 billion in annual revenues and has more than 22,000 employees across North America. With significant insider ownership and an experienced management team, FirstService has a long-term track record of creating value and superior returns for shareholders. The common shares of FirstService trade on the NASDAQ and the Toronto Stock Exchange under the symbol FSV.

**Norton Rose Fulbright Canada LLP** in Toronto led the representation of The Toronto-Dominion Bank with a team comprised of David Amato, Mike Moher and Russell Dufault.

FirstService Corporation was represented by **Fogler, Rubinoff** with a team comprised of Elliott Vardin, John Temesvary, Stephen Bernofsky, Artem Miakichev, Jacqueline Morrison and Jennifer Humphrey and by **Ferrante & Associates** by a team comprised of Santino Ferrante and Catherine Conneely.



**CHAMPION IRON REACHES FINANCIAL CLOSE ON REFINANCING OF BLOOM LAKE MINE IN QUEBEC**

**CLOSING DATE: AUG. 16, 2019**

On Aug. 16, Champion Iron Limited, through its subsidiary Quebec Iron Ore Inc., completed a \$185-million Preferred

## INDUSTRY ANALYSIS



Metals & Mining



Pipelines



Financial



Transportation

COMPILED BY AIDAN MACNAB

Equity offering to CDPQ in addition to a US\$200-million credit facility with the Société Générale and Bank of Nova Scotia. The transaction allows for Champion Iron to take full control of its iron ore-producing assets, Bloom Lake. Champion Iron Limited is a producing iron development and exploration company, focused on developing its significant iron resources in the south end of the Labrador Trough in the province of Québec.

The lenders were represented by **Norton Rose Fulbright Canada** and Norton Rose Fulbright Australia with a team that included Alison Babbitt, Geoff Gilbert, Evan Cobb, Edward Anido, Michael Cockburn, JP Pelletier, Kelley Rourke, Lisa Koch and Shen Low.



### NORTHERN COURIER PIPELINE LIMITED PARTNERSHIP COMPLETES \$1B FINANCING FOR SALE OF INTERESTS

**CLOSING DATE:** JULY 17, 2019

Northern Courier Pipeline Limited Partnership (Northern Courier) issued \$1 billion of 3.365% senior notes (Senior Notes) with RBC Capital Markets (RBCCM) acting as sole bookrunner and global lead agent in respect of the offering of senior notes (the Offering), and TD Securities acted as co-manager. The proceeds of the Offering were paid by Northern Courier to TC Energy Corporation in connection with the indirect sale by TC Energy Corporation of an 85% equity interest in the Northern Courier Pipeline to Alberta Investment Management Corporation for additional gross proceeds of \$144

million. The Senior Notes were assigned a rating of “A (low)” (stable trend) by DBRS Limited.

Northern Courier owns the Northern Courier Pipeline System, which is comprised of a 90-kilometre insulated bitumen pipeline connecting the Fort Hills oilsands mine in the Athabasca region of Alberta (the Fort Hills Project) to a bitumen and diluent storage, blending and cooling facility located approximately 30 kilometres to the north of Fort McMurray, Alta. (the East Tank Farm), together with a parallel pipeline that delivers diluent and diesel from the East Tank Farm to the Fort Hills Project and associated bitumen and diluent storage facilities and ancillary facilities. An affiliate of TC Energy Corporation continues to be the operator of the Northern Courier Pipeline System.

**Norton Rose Fulbright Canada** advised RBCCM with a team that included Rick Borden, Jennifer Kennedy Matthew Longstaff, Kirsty Sklar, Darren Huepelsheuser, Peter Wiazowski, Kassy Corothers, Christine Dowling, Elisabeth Trotter, Joe Mooney, Mitchell Ng, John Ebbels and Amy Yang.



### CSV MIDSTREAM SOLUTIONS ACQUIRES KARR 6-18 NATURAL GAS FACILITY FROM PARAMOUNT RESOURCES

**CLOSING DATE:** AUG. 1, 2019

On Aug. 1, 2019, an affiliate of CSV Mid-

stream Solutions Corp. completed its acquisition of the Karr 6-18 natural gas facility from Paramount Resources Ltd for total consideration of approximately \$470 million. The consideration received by Paramount included approximately \$330 million in cash plus a \$140-million capital commitment to fund and complete the expansion of the facility. The acquisition was made possible through the strategic investment partnership between CSV Midstream and Northleaf Capital Partners.

**Bennett Jones LLP** was counsel to CSV Midstream Solutions Corp. and certain of its affiliates with a team led by Kieran Ryan and comprised of Patrick Maguire, Emerson Frostad and Megan Olliver (corporate), Colm Boyle and Sam Denstedt (regulatory), Beth Riley (competition), Greg Johnson (tax), John Batzel (employment) and Denise Bright (finance).

**Norton Rose Fulbright** was counsel to Paramount with a team led by Rick Borden and comprised of Wayne Fedun, Ryan Keays, Lincoln Mitchell and Thomas Savery (energy), Alan Harvie (regulatory), Rujuta Patel (competition), Darren Huepelsheuser (tax) and Correna Jones (employment).



### CAPITAL POWER COMPLETES PURCHASE OF GOREWAY POWER STATION HOLDINGS

**CLOSING DATE:** JUNE 4, 2019

Capital Power Corporation completed its acquisition of Goreway Power Station Holdings Inc., which owns the Goreway Power Station, from JERA Co., Inc. (JERA) and Toyota Tsusho Corporation for a total of \$977 million.

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The purchase price comprised \$387 million in total cash consideration, subject to working capital and other closing adjustments, and the assumption of \$590 million of project level debt. Capital Power also completed a related equity financing, which involved a \$130-million subscription receipt offering.

The Goreway Power Station is an 875 MW natural gas power generation facility in the Greater Toronto Area.

**Borden Ladner Gervais LLP** advised Capital Power Corporation with a team led by Kent Howie and M. Scott Wilson, that included Robert Eeuwes, Kristyn Annis, John Vellone, Stephen Jagers (electricity markets), Daniel Lang (tax), Denes Rothschild, Subrata Bhattacharjee (competition), Andrew Guerrisi (real estate), Carlos Cerqueira, Stefan Timms, Stephen Nguyen, Eric Little, Sarah-Ann Fogarty (corporate commercial), David Whelan, Daniel Sears (financial services), Peter Bryan (oil & gas), Lloyd McLellan, Shane Barnes, Jason Wang (securities), and Rob Weir (employment).

**Milbank LLP** and **McCarthy Tétrault** advised JERA and Toyota Tsusho Corporation. The McCarthy team was led by Suzanne Murphy, and included Seán O'Neill, Kerri Lui, George Vegh, Heloise Apesteguy-Reux, and Chanelle Bristol (power and m&a), Oliver Borgers and Jonathan Bitran (competition), Patrick McCay and Kabir Jamal (tax), Joanna Rosengarten (environment), Trevor Lawson (labour & employment), and William McCullough (real property). The Milbank team was led by Eric Silverman with

Bill Bies, Javad Asghari and Guy Waldron.



**TORONTO HYDRO CORPORATION RENEWS \$1B MEDIUM-TERM NOTE PROGRAM**

**CLOSING DATE:** JULY 30, 2019

On July 30, 2019, Toronto Hydro Corporation (THC) renewed its \$1-billion medium-term note program pursuant to the filing of a short form base shelf prospectus. Toronto Hydro is the largest municipal electricity distribution company in Canada. Conrad Sheppard, Director, Legal Services and Corporate Secretary of THC, provided legal advice, along with Andrew Grossman and Michael Viner of **Norton Rose Fulbright Canada LLP**.

**John Wilkin**, Jeremy Ozier and Jonathan York of **Blake Cassels & Graydon LLP** represented a dealer syndicate that included TD Securities, CIBC World Markets, BMO Nesbitt Burns, RBC Dominion Securities, National Bank Financial and Scotia Capital.



**OLDCASTLE BUILDING PRODUCTS ACQUIRES ABBOTSFORD CONCRETE PRODUCTS**

**CLOSING DATE:** JULY 31, 2019

On July 31, 2019, Oldcastle Building Prod-

ucts Canada, Inc. (Oldcastle) completed its acquisition of the operating assets of Abbotsford Concrete Products Ltd. (ACP) and its affiliates.

Oldcastle is a U.S. subsidiary of CRH plc., a global building products company that employs approximately 91,000 people at approximately 4,000 operating locations in 37 countries and is a leading North American manufacturer of concrete masonry, lawn, garden and paving products.

Founded in 1989, ACP is an industry leader in the manufacturing of interlocking paving stones and segmental retaining wall systems in Western Canada and is headquartered in Abbotsford, B.C.

Oldcastle was represented in house by Michael Deaton (Deputy General Counsel, CRH Americas, Inc.) and was assisted by **Kilpatrick Townsend & Stockton LLP** with a team led by Richard Cicchillo Jr. (M&A) and assisted by Kelsey Donnalley (M&A), Gary Sheehan (Environmental) and Jeffrey Reed (Tax) and **Stikeman Elliott LLP** with a team that included John Leopold, Kevin A. Custodio, Hélia Taheri and Amelia Mounsey (M&A), Luc Bernier, Adam Drori and Candace Cerone (Tax), Cheryl Rea (Employment), Natasha vandenHoven and Allyson Marta (Benefits), Jonathan Auerbach (Intellectual Property), Rachel Hutton (Environmental and Real Estate), Michael Kilby (Competition) and John Simpson (Banking).

ACP was represented by **Blake, Cassels & Graydon LLP** with a team led by Bill Maclagan, QC (Tax) and J-P Bogden (M&A) and including Patrick Whitehill



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Ted Bergeron and Chris Clifford proudly announce **Gavin Cosgrove** has become a **Partner** of the firm.

Gavin joined Bergeron Clifford in 2009 and has distinguished himself as a lawyer, advocate for the injured, and a part of our community. He will continue to represent innocent victims of negligence, auto cases and medical malpractice.

Congratulations Gavin.

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(M&A), Navin Joneja and David Dueck (Regulatory), Michael Howcroft (Employment), Jeff Merrick, Greg Umbach, Randy Bassi and Tony Magre (Real Estate), Allan Galkopf and Matt Weaver (Tax), Tony Crossman and Nardia Cernawsky (Environmental), Jacob Switzer and Sarah Manifold (Financial Services) and Troy Lehman (IP & IT).



**COMPASS  
DATACENTERS LLC  
ACQUIRES ROOT  
DATA CENTER**

**CLOSING DATE:** JULY 23, 2019

On July 23, 2019, Compass Datacenters, LLC (“Compass”) announced that it completed its acquisition of ROOT Data Center (“ROOT”), a Canadian wholesale

data centre provider, by way of share purchase.

The ROOT acquisition is the first investment by Compass outside the U.S. market since its recently announced plan to develop up to \$3 billion in new data centre campuses. The ROOT acquisition included follow-on investments from existing investors RedBird Capital Partners and Ontario Teachers’ Pension Plan, as well as from new investment partner, Azrieli Group Ltd.

ROOT, based in Montreal, gives Compass an immediate presence and customer base in one of the fastest-growing data centres markets in North America. Compass has also recently entered two other hyperscale markets, being in Northern Virginia and Phoenix. The



acquisition also adds significant scale to the Compass platform and is highly complementary to Compass’s core strategy of serving high-growth hyperscale and cloud customers with dedicated facilities delivered

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Compass serves cloud and SaaS providers, enterprises, colocation and hosting companies, and customers with distributed infrastructure requirements. Compass delivers build-to-order data centres it says are superior to competition alternatives.

ROOT is a next-generation data centre company that provides both enterprise and wholesale colocation solutions to empower the world's computer leaders. Its modular design promises optimal agility and efficiency, which enables all customers to scale their technology infrastructure and grow with confidence.

**McMillan LLP** acted as Canadian counsel to Compass with a team lead by John Clifford, and included Laura Giesbrecht and Shannon Ste. Marie (Corporate); Stephanie Hamelin and Eve Lalancette (Commercial Real Estate); Eric Friedman (Financial Services); Michel Ranger (Tax); Shari Munk-Manel (Labour & Employment); Sharon Groom (Intellectual Property); William Wu (Competition and Antitrust); Bruce McWilliam (IT/Technology); and Christopher Garrah (Corporate/Insurance).

**Wick Phillips LLP** acted as U.S. counsel to Compass with a team lead by Rob Schroeder, and included Michael Bailey, Isaac Brown, Greg Fijolek and Kelly Wray (Corporate).

**Dentons Canada LLP** acted as counsel to ROOT Data Center with a team led by Jay Duffield, and including Jamie Thomas and John Papagiannis (Corporate); Chantal Sylvestre and Ismaël Bolly (Commercial Real Estate); Michael Henriques (Financial Services); Larry Nevsky and Mark Jadd (Tax); and Adam Goodman (Competition and Antitrust).

**Torys LLP** acted as counsel to Ontario Teachers' Pension Plan.

**Riemer & Braunstein LLP** acted as counsel to KeyBank National Association.

**King & Spalding LLP** acted as counsel to Goldman Sachs Speciality Lending Group, L.P.

**Fried, Frank, Harris, Shriver & Jacobson LLP** acted as counsel to RedBird Capital Partners.



## CLIO COMPLETES US\$250M SERIES D EQUITY FINANCING

**CLOSING DATE:** SEPT. 4, 2019

Clio recently closed a US\$250-million Series D equity funding

round from leading growth equity funds TCV and JMI Equity, in the largest venture-capital investment for a Canadian company since 2000.

Clio is a global leader in cloud-based legal technology that empowers lawyers to be both client-centred and firm focused through a suite of cloud-based solutions, including legal practice management, client intake and legal CRM software. Clio serves the needs of 150,000 customers spanning 100 countries, with more than 150

integration partners, and the approval of over 66 bar associations and law societies worldwide.

**Osler, Hoskin & Harcourt LLP** represented Clio as counsel on the transaction with a team led by Mark Longo (Emerging and High Growth Companies) and including Arlene Mack (Corporate), Patrick Sullivan (Corporate), Tara Folk (Emerging and High Growth Companies), Dov Begun (Tax), Sam Ip (Technology), Jennifer Cao (Corporate), Bryce Kustra (Real Estate), Brian Thiessen (Employment), Rachel St. John (Privacy) and Manvir Rai (OslerWorks).

**Goodwin Procter LLP** acted as counsel to JMI Equity.

TCV was represented by **Stikeman Elliott LLP** in Canada, and by **Weil, Gotshal & Manges LLP** in the United States. ☪

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LITIGATION  
SNAPSHOT

In the Alberta Court of Queen's Bench, ISH Energy Ltd. sued contractor Weber Contract Services Inc., following a pipeline leak. The court awarded \$24 million in damages to ISH Energy and the case is being appealed to the Alberta Court of Appeal.

### ISH ENERGY LTD. V. WEBER CONTRACT SERVICES INC., 2019 ABQB 221

#### DECISION DATE: MARCH 28, 2019

On July 17, 2007, a pipeline leak was discovered by ISH Energy Ltd. ("ISH"), at ISH's Desan Field near Fort Nelson, B.C. An investigation revealed several leaks, which caused substantial environmental clean-up costs and pipeline repairs. ISH had contracted Weber Contract Services Inc. ("Weber"), to operate and maintain the Desan field.

ISH determined that the leaks were caused by Weber's failure to properly maintain the pipelines and by over-pressurizing the field. ISH and its insurer commenced an action in Alberta against Weber. On March 28, 2019, the Honourable Justice Gillian D. Marriott found Weber liable for the leaks and awarded ISH approximately \$24 million in damages.

#### Matter Significance and Guidance

This represents one of the largest subrogation trial awards in Canadian history and is a decision of considerable significance to the areas of oil and gas, environmental and insurance law. The decision has been appealed to the Alberta Court of Appeal.

#### BACKGROUND OF THE CASE

ISH advanced two principal liability arguments against Weber; that Weber failed to properly maintain the pipelines and that Weber's workers had closed an inlet valve at the plant, causing an over-pressurization of the lines. Professional engineer Mike Hylton was called as an expert by ISH. Hylton testified that the leaks were an instantaneous event and were caused by a combination of internal corrosion and an over-pressure occurrence. He conducted a failure assessment and found that even with the presence of severe corrosion; the pipes

would not have failed unless they were subjected to pressure in excess of the maximum operating pressure of the lines. Hylton said the most rational explanation for the over-pressure was a fully or partially closed inlet valve at the plant.

ISH also called materials engineer Eric Dowdle as an expert witness. Dowdle examined the failed sections of the pipeline and concluded that there was internal corrosion that was most likely the result of microbiologically influenced corrosion.

Regarding the maintenance of the pipelines, ISH argued that Weber was required to apply corrosion inhibitor chemicals and to regularly "pig" (pipeline inspection gauge) the lines. The trial judge rejected Weber's evidence that the chemical program was between IHS and the chemical company. ISH called as a witness a former representative of its chemical supplier, Enerchem, who attended at the Desan Field on a monthly basis from 2000 to 2003. He delivered drums of corrosion inhibitor to the Field, and testified that the Weber workers were very young, inexperienced and nonchalant in their use of the supplied chemicals. ISH reviewed the plant log books for the years prior to the leaks, revealing that each year, only one to four instances of pigging were recorded for the main line (the requirement was that this would be done 24 times per year). The trial judge found that Weber failed to pig the lines in accordance with the pigging schedule mandated by ISH, and failed to properly apply corrosion inhibitors and held these failures caused or contributed to the development of significant internal corrosion in the lines.

ISH presented evidence at trial that after the leaks, witnesses observed that the leaked oil was fresh, and that the surrounding vegetation was green and unstressed. Further, the leaks on the main line were discovered only metres away from a service road which

was travelled by Weber workers several times per day. Witnesses also observed several instances of trapped, high pressure in the lines shortly after the leaks were discovered.

ISH also relied on a chart recorder, located at the plant, which showed several instances where emulsion from the main line abruptly reached zero a day before the leaks were discovered. ISH argued that the chart recorder demonstrated that the inlet valve had been closed by Weber. In addition, ISH's evidence was that it was permissible among Weber's workers to pinch or close the inlet valve at the plant.

Ultimately, the trial judge accepted the leaks were caused by a high-pressure event, occurred simultaneously, and were caused or contributed to by Weber employees closing the inlet valve and failing to properly maintain the pipelines.

ISH's argument regarding the closing of the inlet valve relied in large part on circumstantial evidence. Weber sought to defeat this aspect of ISH's claim based on the testimony of one of their plant operators. The plant operator denied ever closing the inlet valve during the relevant time period. However, it is critical to assess the credibility and reliability of such witness testimony, and the trial judge found that the operator was not an accurate witness with the details

As well, in determining causation, a court will look at all of the relevant evidence. If such witness testimony is at considerable odds with common sense, forensic evidence, and the circumstances surrounding the loss, then reliance on such evidence could cause great peril to a claim or defence.

Raj Datt of **WeirFoulds LLP** and Michael Bailey Q.C., Robert Sottile of Cozen O'Connor acted for ISH Energy Ltd.

Sigurd Delblanc, Carter D. Greschner and Robyn L. Graham of **Bryan & Company LLP** represented Weber Contract Services Inc. 



# CANNABIS LEGALIZATION – A LOOK BACK AT THE YEAR

by Jennifer McKenzie, Partner, Bereskin & Parr LLP and Amanda Branch, Associate, Bereskin & Parr LLP

**O**n October 17, 2019, the Regulations Amending the Cannabis Regulations (“Amended Regulations”) came into force legalizing three new highly anticipated classes of cannabis: edibles, topicals and extracts. The regulations require 60 days’ notice before the first sale of a new cannabis product so it is unlikely that Canadians will see these new classes on shelves until mid-December. There is a heady prediction that the edibles market alone could be a \$2.7 billion after legalization. While the numbers are speculative, as we close the first year of legalization on the traditional classes of cannabis (dried, fresh, oil, plants and plant seeds), we look back on the first year with four notable developments.

**Alliances and Investments.** The year saw the investment by alcoholic beverage companies into cannabis companies. Under the Amended Regulations, there can be no cross-promotion between alcohol and cannabis brands and cannabis edibles cannot contain added alcohol. The Amended Regulations permit ethyl alcohol in a concentration of 0.5% w/w of edible cannabis to accommodate the fact that ethyl alcohol is a by-product in fermented ingredients. It is not entirely clear whether these investments are a long term hedge on the possible migration of alcohol consumption to cannabis consumption, which is also seemingly speculative.

**Supply/ Demand.** The retail sale of cannabis is provincially regulated. Depending on the province, cannabis is sold through government owned retail outlets, privately held retail outlets or a combination of the two. The sale of cannabis on a per capita basis has varied wildly across Canada, with higher sales appearing to be directly correlated to the number of stores. Those provinces with a slow roll out of retail stores have had lower sales, and the online format does not appear to provide a complete answer since there are attendant privacy concerns with providing personal information online.

**Health Canada.** For its part, Health Canada has been steadily more publicly active as the year progressed. It started the year in late October 2018, when it was reported that Health Canada issued seven warning letters to licensed producers for violating the promotions provisions of the Cannabis Act. The names of the recipients and details of the activity

were not made public. However, the letters followed on the heels of an August 2018 press release from Health Canada wherein it stated that it was “concerned” by the decision of some producers to engage in promotional activities like the sponsorship of music and similar events, especially prior to legalization for recreational use. Under the Cannabis Act, limited promotions are permitted including sponsorships of events, however, there can be no promotion of the sponsorship, which presumably includes any sort of title or even donor mention.

Health Canada has suspended three licenses. In December 2018, Health Canada suspended the license of Winnipeg producer Bonify Medical Cannabis for several reasons including not complying with good production practices. Following an unannounced inspection in April 2019, Health Canada suspended the license of Evergreen Medicinal Supply in August 2019 after it detected a number of non-compliance issues. Then in September, the most high profile suspension occurred when CannTrust announced that its license to produce and sell had been suspended for allegedly cultivating in unlicensed rooms. These suspensions may signal greater enforcement by Health Canada.

**Trademarks.** There are now over 5000 trademark applications covering “cannabis”. Although the Cannabis Act restricts the display of “brand elements” on packaging and labelling, applicants continue to file for marks that they may not be able to use lawfully. And there appear to be good reasons for doing so including the fact that on June 17, 2019, the Trademarks Act was amended, among other ways, to dispense of “use” as a condition of getting a trademark registration.

It will be interesting to see what changes and developments “Cannabis 2.0” brings to the Canadian market and the industry. In the immediate, there will be much focus on the quantity and type of products that are available for purchase. The Amended Regulations, like the Cannabis Act, aim to protect young people and prohibit products that are appealing to young children. Health Canada will be approving edible products on a case by case basis, so it remains to be seen how broadly this will be interpreted. Demand for edibles is expected to be high, so much like the initial legalization, retailer may struggle with demand outpacing supply.

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An abstract graphic featuring several thick, curved brushstrokes in a golden-yellow hue. The strokes are layered and overlap, creating a sense of depth and movement. Scattered throughout the strokes and the surrounding white space are numerous small, glowing golden particles, some appearing as bright spots and others as faint, shimmering dots. The overall effect is one of elegance and dynamic energy.

# PRESENTING THE 2019

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**It is our pleasure to present this year's Lexpert Rising Stars: Leading Lawyers Under 40. The short biographies that appear here are taken from the nomination forms submitted. These are the words of the nominators. We trust you will be as impressed as clearly as are the nominators.**



**Aucoin, Jocelyn**  
*Senior Lawyer*

• *Clyde & Co*

Jocelyn Aucoin's strengths lie in negotiation and strategy-based legal advice, and the key to his success has been the deep personal investment he brings to the table when helping his clients. He started his career at a litigation firm in Quebec City and quickly developed a reputation for outstanding personalized service, with an acute understanding of what clients need. He brought his exceptional skills, talent and clients with him to Clyde & Co in 2017. Creative and in great demand among a loyal base of clients, he excels at building bespoke solutions that are in line with his clients' business objectives. His peers describe him as perceptive, friendly and civil, as well as persistent, honest and fair in negotiations — all traits that have allowed him to reach settlements often beyond client expectations.



**Aversa, Ian**  
*Partner*

• *Aird & Berlis LLP*

A highly skilled, technically proficient and business-savvy lawyer, Ian Aversa maintains a very active restructuring/insolvency law practice focused on the corporate and litigation aspects of restructurings/reorganizations under the CCAA, BIA and other corporate statutes, distressed M&As, and

DIP financings. He is also a regular on Toronto's Commercial List, well known and respected for both restructuring matters and other complex commercial disputes. He is an integral member (and often leads) a multi-disciplinary team on various proceedings. That Ian is frequently retained to act for court officers indicates the degree of respect he has earned as a collaborative/impartial problem solver. He has an enviable track record advising companies in distress, financial institutions and purchasers/financiers on domestic/cross-border matters and has acted in connection with some of Canada's largest restructurings. He is a passionate and dedicated leader both professionally and in his community. For the past nine years, he has served as an Executive Member of the CBA National Insolvency Law Section, organizing professional development programs and outreach initiatives and assisting with submissions regarding proposed changes to Canada's insolvency statutes.



**Banack, Adam**  
*Counsel*

• *Torys LLP*

Adam Banack was external counsel to the Department of Justice. His dedication to providing high level services to his client was remarkable. According to his nominator, "His abilities to respond to client needs were outstanding." As noted on Torys LLP's website, his representative work includes: (a) the Government of Canada, as the public authority, in its National Shipbuilding Strategy (NSS), a long-term project to renew Canada's federal fleet of combat and non-combat vessels and Canada's largest procurement initiative to date; and (b) Wataynikaneyap Power, a partner-

ship of 24 First Nation communities, in advice on selecting a transmission partner and negotiating the related partnership arrangements with FortisOntario Inc. in connection with the \$1.6-billion Wataynikaneyap Transmission Project in north-western Ontario, as well as ongoing advice to the partnership on all commercial and regulatory matters related to the development and financing of the project.



**Beaubien, Marc**  
*Partner*

• *Cox & Palmer*

Marc Beaubien's impact at the firm is felt at all levels of operation. From chairing the Real Property group to mentoring associates and articulated students, he is thorough in building relationships to build results.

His leadership on the Articling and Recruitment Committee has helped build strong working relationships with law schools and students alike. He is an active member of the Cox & Palmer Diversity and Inclusion committee. Marc demonstrates commitment to his community by giving back to organizations that helped guide his success. As Secretary of the Armbrae Academy Board, Marc is focused on helping transform students into life-long learners, critical thinkers and engaged citizens. As a member of their hiring committee, he contributes his analytic skills in conducting a nationwide search for a new Head of School. Marc currently serves as the President of the Waegwoltic Club, a not-for-profit, family-focused recreational and community hub in Halifax.

Marc provides pro bono legal services to clients of reachAbility, an organization that serves those facing barriers to inclusion and community participation with disabilities, in the area of real property law.



**Bélanger, Marie-Eve**  
*Partner*

• *McCarthy Tétrault LLP*

Marie-Eve Bélanger is a partner in the firm's Litigation Group in Montréal with a focus on civil litigation and professional liability. She frequently represents physicians in professional liability proceedings before the civil courts, including appeal courts, the Disciplinary Council of the Collège des médecins du Québec, Hospital Disciplinary Committees, the Tribunal administratif du Québec and the Professions Tribunal. Many of those cases are complex and highly emotional.

One doctor expressed his appreciation of Marie-Eve's expertise:

"I have had the good fortune of benefiting from Me Marie-Eve Bélanger's expertise and was so impressed that I am excited to share my experience of her work.

"Throughout all our interactions, she consistently demonstrated great integrity, authenticity and a high level of discernment. She relies on the firm defence of the facts, using her skills of argumentation to support them rather than to create new ones. In this way, she represents the idea of true justice."



**Bell, Jonathan**  
*Partner*

• *Bennett Jones LLP*

Among his many successes, Jon Bell worked extensively on the Sino-Forest

matter in multiple jurisdictions including Ontario, Hong Kong, Singapore and China, shepherding the company and certain independent directors through an internal investigation, an OSC investigation and regulatory proceeding, multiple class actions and, ultimately, a CCAA restructuring process that resulted in full releases for all of our clients in one of the largest frauds in Canadian history.

Jon is the lead partner responsible for Bennett Jones' relationship with Innocence Canada. In this capacity, he oversees teams of associates that manage wrongful conviction applications on a pro bono basis.

He is an active participant in the Cambridge Forum on International Enforcement of Judgement & Awards at Pennyhill Park, an annual invitation-only conference where thought leaders from jurisdictions around the world get together to discuss recent developments and the relevant laws from their respective jurisdictions.



**Brown, Kimberly**  
*Partner*

• *McCarthy Tétrault LLP*

Kim Brown practises in a specialized and complex area of tax law advising companies in all industry sectors on the tax aspects of M&A, corporate reorganizations, corporate finance, partnerships, trusts, real estate and cross-border transactions. Her recent high-profile, complex matters include: advising Fortis Inc. in connection with its acquisition of Novi, Mich.-based ITC Holdings Corp., the largest independent electric transmission company in the United States; and advising Agnico Eagle Mines Limited in connection with its acquisition with Yamana Gold Inc. of Osisko Mining Corporation.

Kim is the regional representative of the



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Young IFA Network (YIN) Committee. The IFA, or International Fiscal Association, is an international organization that deals with fiscal matters. The YIN Committee promotes participation of tax professionals during the early stages of their careers. She is also a University of Toronto Law Students' Coach to help them prepare for the Donald G.H. Bowman National Tax moot.



**Cameron, Gordon**  
Partner

• *McCarthy Tétrault LLP*

Gordon Cameron has a track record of leadership roles in significant transactions and has developed exceptional expertise and experience in corporate finance, securities, M&A, governance and general corporate matters. He was the lead Canadian M&A lawyer acting for International Paper Company in connection with its acquisition of Weyerhaeuser's fluff pulp division for approximately US\$2.2 billion. Gordon led a McCarthy's team of 25+ lawyers and paraprofessionals. He was the lead M&A lawyer acting for Pure Technologies Ltd. in connection with its competitive auction process and sale to Xylem Inc. for approximately \$510 million. Gordon is a key pillar of McCarthy's Calgary office, both from an internal and external perspective. Gordon has developed a strong profile in the Calgary legal and business community as being ethical, collegial, trustworthy, practical and results oriented. Internally, Gordon is involved in many firm initiatives such as the United Way campaign, student and lateral recruitment and the firm's technology committee, precedents committee and gay pride parade organizing committee.



**Christiaen, Alysia**  
Partner

• *Lerners LLP*

Alysia Christiaen was identified as a leader within our firm very early in her career. She is widely recognized for her leadership and involvement in the community and the legal industry. Her strength in business development has significantly increased billings for her practice and the firm at large through her mentorship of other lawyers. Alysia has advocated before the Superior Court of Justice on motions and at trial, and before administrative tribunals, including the Social Security Tribunal of Canada, the Licence Appeal Tribunal and the Health Professions Appeal and Review Board. She has argued appeals at the Divisional Court.

Her notable cases include: *Campbell v Bruce (County)* on which she was trial and appellate counsel for recovery of damages by a quadriplegic person injured at a mountain bike obstacle park.

She has been a passionate and dedicated volunteer for Parkinson Society Southwestern Ontario for more than 11 years.



**Daunais, Pierre-Paul**  
Partner

• *Stikeman Elliott LLP*

Pierre-Paul Daunais is a partner in the firm's Litigation & Dispute Resolution Group. He has acquired a broad experience in contentious issues and all aspects related to the management of complex

litigation, having conducted more than 25 hearings on the merits and more than 10 in appeal in the last 17 years, making him a highly skilled and experienced trial lawyer recognized as such by his peers. His practice focuses on business law with unique Quebec expertise in aeronautics and insurance matters, construction law, municipal law and shareholders' disputes. He is frequently called upon to act in the context of restructuring and insolvency proceedings to handle in an expedited manner litigious aspects of various contingent claims. Examples of his diversified practice include: representing C Series Aircraft Limited Partnership in the context of construction claims pertaining to the A220 plant and various aircraft seizures involving foreign governmental entities; and representing Éoliennes de l'Érable on a six-week class action trial for disturbances caused by the wind turbine project, a first litigation of its kind in Québec.



**Drew, Russel W.**  
Partner

• *DLA Piper (Canada) LLP*

Russel Drew represents clients on significant, high-value and complex transactions and has been involved in some of Canada's most notable transactions in the past years. He has appeared in *Lexpert - Big Deals* numerous times. He has particular expertise in mergers and acquisitions (public and private), corporate finance, securities and private equity/venture capital transactions. Russel is also regarded as one of the leading blockchain lawyers in Canada. His recent representative transactions include acting for: the Coca-Cola Company in connection with the sale of its Canadian bottling business to a purchaser established by Larry Tanenbaum (Kilmer Capital) and



**CONGRATULATIONS  
TO OUR RISING STAR**

**JEN HANSEN**

PARTNER, BUSINESS LAW



A trusted advisor to clients and a natural leader within the firm, Jen's standards of excellence, strategic approach, and ability to build strong relationships sets her apart. We congratulate Jen, and all of this year's Rising Stars, on this well-deserved recognition.

**Cassels**

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Junior Bridgeman (Heartland Coca-Cola Bottling Company); and Acreage Holdings, Inc. in connection with its novel arrangement valued at US\$3.4 billion with Canopy Growth Corporation, one of the most significant transactions within the North American cannabis industry to date. He is also a prolific supporter of legal education initiatives for the advancement of law students and practising lawyers and the broader community.



**Fagan, Catherine**  
*Partner*

• *Arbutus Law Group LLP*

Catherine Fagan exclusively represents Indigenous clients before the Quebec Superior Court and Court of Appeal, Federal Court, National Energy Board and various arbitrations. She worked on numerous Supreme Court of Canada cases on Aboriginal/ treaty rights.

She has successfully defended her clients in many important cases. In *Makivik Corporation v. Québec (Attorney General)* 2014, the Court of Appeal found for the Cree, Inuit and Naskapi that the government had breached treaty rights. Catherine has also represented her clients in several high-level negotiations. In 2017, she negotiated for the Cree Nation of Mistissini to take over the management of a 17,000-km<sup>2</sup> wildlife sanctuary in Northern Québec, making it the first time a First Nation is solely managing a wildlife sanctuary.

Catherine has volunteered with Lawyers without Borders (LWBC) for more than 10 years. She has worked on many projects with LWBC, including on strategic litigation and, in 2018, she travelled to Guatemala to train Indigenous lawyers on resource development negotiation strategies.



**Fellows, Andrea**  
*Vice-President, Corporate Legal*

• *Oxford Properties Group*

Andrea Fellows advises Oxford on a broad range of complex real estate transactions, development projects and corporate law matters across all asset classes in Canada, the U.S., Europe and Asia Pacific. She is the lead lawyer involved in the US\$25-billion Hudson Yards project in New York City, the largest private real estate development in North American history. She is a senior advisor on all real estate and corporate matters, partnering with the Canadian investments team on acquisitions, dispositions, financings and development projects in Ontario, Quebec, Alberta and B.C., including the recapitalization of the \$2.5-billion Fairmont Alberta and B.C. resort hotels portfolio (Banff Springs, Chateau Lake Louise, Jasper Park Lodge and Chateau Whistler). She mentors with the OMERS Connections Mentoring Program, a program for senior leaders to mentor employees across the enterprise to foster professional and personal development in corporate environments, and with the Osgoode First Generation Network.



**Getzler, Matthew**  
*Partner - Tax*

• *Minden Gross LLP*

Matthew Getzler's practice encompasses a unique blend of tax and estate planning. He has a proven track record for

meeting clients' needs in a timely fashion. Early in his career, Matthew recognized the benefit of being able to take a client through all stages of a tax and estate plan (both corporate and personal), noticing an underserved and complex area of estate planning for dual citizens of Canada and the US. Recently, a client sold his business for proceeds in excess of \$400 million. Tax-planned structures had been put into place years ago; however, a number of the client's children had since become U.S. citizens, creating major tax and estate complications. Matthew assisted with the tax structuring of the deal and drafted complex wills that dovetailed with the corporate plan, incorporating advanced U.S. tax and estate tax planning and maximized both the tax benefits on the sale and the tax efficiency of the estate plan while meeting the client's non-tax goal: treating his children equally.



**Gfeller, Scott**  
*Partner*

• *Gardiner Roberts LLP*

Scott Gfeller's practice focuses on commercial litigation, but much of his work involves the defence of lawyers' negligence and title insurance claims. When a junior associate, Scott became intimately involved in several key decisions that helped shape title insurance law in Ontario and the interpretation of an indemnity agreement between title insurers and members of the Law Society of Ontario for claims arising from title insured transactions.

In late 2018, Scott was co-counsel in the successful trial of an important lawyer's negligence case where the admissibility of the plaintiffs' expert report was challenged and ultimately excluded.

Scott also acts for a Schedule I Bank

# Congratulations to 2019 Lexpert Rising Star

## Matt Maurer

We are pleased to congratulate Matt Maurer on being named a 2019 Lexpert Rising Star. The Lexpert Rising Star Awards honours lawyers who are leaders in their legal practice and community.

Matt is a partner and the vice-chair of the Cannabis Law Group at Torkin Manes. He is also an accomplished trial and appellate lawyer in the Litigation Group with over a decade of experience advocating on behalf of his business clients. With far reaching contributions in this area of law, his firm and to the community at large, Matt is an **exceptional** Rising Star. We are proud of his achievements and wish him continued success.



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and its associated brokerage and is the primary lawyer at the firm responsible for carriage of these litigation files.

He has demonstrated a passion for helping students and junior associates as they start out in the practice of law. For eight years, Scott has been a member of the firm mentorship program and acted as a firm mentor for summer and articling students.



**Gill, Laura**  
Partner

• *Bennett Jones LLP*

Laura Gill is a dynamic, sought-after, and experienced litigator. Her advocacy in complex litigation includes appearing in the Supreme Court of Canada on environmental and contractual matters; and appearing on appeals in the B.C. Court of Appeal and the Alberta Court of Appeal. She has been lead counsel in private arbitrations.

A client says of her:

“Laura is known for her exceptional skill, expertise, and strategic ability on litigation matters, particularly in the energy industry and on regulatory and environmental issues. She is a trusted advisor to energy clients for high-value, reputational, and other critical disputes.”

She has a long history of involvement with various groups. She is frequently asked to speak at professional development and client seminars, including for the Calgary Bar Association and the Canadian Energy Law Foundation. Laura regularly publishes updates on commercial law matters. She is involved with the Women’s Energy Council and recently hosted an energy industry networking event.



**Girard, Julie**  
Partner

• *Davies Ward Phillips & Vineberg LLP*

A partner in Davies’ Dispute Resolution group, Julie Girard frequently represents clients in complex, high-stakes litigation. Her clients appreciate her talent in the courtroom and her ability to plead innovative issues that have a major impact on their business. She has successfully pleaded a wide variety of cases, including an application for judicial review where the applicant sought the annulment of a government decree authorizing the extension of the Canadian Malartic Mine, one of the largest open-pit gold mines in the world; and representing two banks on class actions in connection with credit card fees.

Julie’s pro bono work has improved the way Canadian amateur athletes are supported and protected. In her representation of four sexual assault victims of their former ski coach, Julie advised her clients to reveal their identities, speak up and demand changes by sports organizations and governments. Their efforts resulted in both the Québec and the federal government making changes to prevent any form of sexual, physical and psychological abuse in sport.



**Gonsalves, Andrea**  
Partner

• *Stockwoods LLP Barristers*

Andrea Gonsalves has been actively in-

involved on a number of complex cases. She was a key member of the team at Stockwoods representing three Canadian citizens who sued the Canadian government for complicity in their detention and torture in the Middle East after Sept. 11, 2001. Also, Andrea often acts for the CBC in defending it in defamation actions, and she recently represented the Honourable Justice Patrick Smith as an intervenor in *Girouard v. Canada (Attorney General)*, in which the Federal Court of Appeal confirmed that the Canadian Judicial Council is subject to the judicial review jurisdiction of the Federal Court. In 2012, the Canadian Public Health Association awarded Andrea the Canadian Public Health Hero award for her work in successfully intervening before the Supreme Court of Canada in the *Insite* case, which found that the Minister of Health’s refusal to grant an exemption from the *Controlled Drugs and Substances Act* for a safe-injection site violated section 7 of the Charter.



**Haber, Mark**  
Director, Corporate Legal

• *Hudbay Minerals Inc.*

Mark Haber is a key member of the Hudbay team, regularly providing advice and counsel to the executive team and overseeing the legal and regulatory matters of all functional divisions of the company. He is integrally involved in the structuring, negotiating and execution of Hudbay’s diverse corporate development opportunities, including providing advice with respect to acquisitions, investments, financings, exploration and development ventures and divestitures. Recent activities in which Mark has played an integral role include: defence of a hostile proxy contest launched by Waterton Global Resources

# Congratulations



**Ian Aversa**

**2019 Lexpert Rising Star  
Award Winner**



**Congratulations, Ian, on being recognized as one of Canada's leading lawyers under 40!**

Aird & Berlis is a leading Canadian law firm serving clients across Canada and globally. We provide strategic legal and business advice to clients ranging from entrepreneurs to multinational corporations.

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Inc.; various acquisitions of Canadian public companies, including the hostile and subsequent negotiated friendly bid for Augusta Resources Corp.; and the management of a complex international arbitration and related insurance settlement in relation to the construction of Hudbay's US\$1.7-billion Constancia project.



**Hansen, Jen**  
*Partner*

• *Cassels Brock & Blackwell LLP*

Jen Hansen has a reputation as a skilled lawyer with an exceptional grasp of the complexities of significant M&A and finance transactions, with particular expertise in mining. Her standards of excellence, strategic approach and ability to forge relationships — coupled with an innate ability to navigate conflicts to get the deal done — are her key differentiators. She is the go-to lawyer on Cassels' most complex files, evidenced by her lead role in high-profile mining transactions this year for Goldcorp, Lundin Mining, and Tahoe.

According to her nominator, "She inspires confidence and distinguishes herself by skillfully combining a strategic view with precise attention to detail. Jen always has the client's unique views and objectives in mind while negotiating and working through the multitude of issues that arise in these transactions. She is a solutions-oriented legal advisor." Jen recognizes the importance of giving back and devotes considerable time to her community. In 2012, Jen initiated a relationship with Vancouver Dress for Success.



**Hilderman, Pamela**  
*Partner*

• *MLT Aikins LLP*

Pam Hilderman regularly and consistently works with the most complex corporate and commercial files in the offices of MLT Aikins LLP, and she has had significant levels of involvement with some of the most complex transactions in and out of Manitoba in recent years. In 2018, she was lead counsel for Cando Rail Services Ltd. in connection with a very significant investment by TorQuest Partners, involving a complex transaction structure, hundreds of vendor shareholders, and implementation by way of plan of arrangement. She was also among lead counsel in connection with the merger of Granny's Poultry Cooperative and Exceldor Cooperative that closed in July of 2019 involving hundreds of cooperative member owners.

Pam has a significant role in professional development, recruitment and mentorship both within MLT Aikins LLP and the broader legal community in Manitoba. She presents on various continuing education topics within MLT Aikins LLP one to two times per year and recently presented to the Manitoba Bar Association CCCA Section on Restrictive Covenants in a Corporate Transaction and Employment Context.



**Hynes, Jason**  
*Partner*

• *Bereskin & Parr LLP*

Jason Hynes' practice focuses on patent

prosecution and related enforcement, particularly for mechanical inventions and licensing matters. He works for clients of all sizes, with a specific emphasis on SMEs who need innovative IP strategies.

Jason has been managing a significant multi-jurisdictional litigation matter for a Canadian advanced manufacturing company (Copperhead Industrial) for nearly five years. He led a team in correcting an ownership issue in *Copperhead Industrial v. Canada (Attorney General)*, successfully defended Copperhead patents in two separate IPR disputes (known as patent "death squads"), and is managing parallel litigation in Alabama, Ohio and Toronto.

He is a Board Member of the Intellectual Property Institute of Canada (IPIC), and the Chair of the IPIC's Trade Policy Committee, speaking and writing regularly on issues such as NAFTA and China.

He is a Board Member at Oak Bridge Academy, a charitable school in Cambridge that provides services for children with autism.



**Joshi, Sandeep J.**  
*Associate General Counsel*

• *BMO Financial Group*

Sandeep Joshi is the go-to lawyer for BMO's complex, business-critical investigations and regulatory matters. He is an invaluable trusted advisor and business partner. In 2018, he was lead counsel for BMO in responding to the largest cyberattack and privacy breach in Canadian banking history, including related regulatory enquiries. He set the strategy and provided solutions to guide BMO through the public, real-time crisis while navigating myriad risks and stakeholder interests. Currently, Sandeep is managing the implementation of the new financial consumer protection framework — the most significant

# LYNDA TROUP

## A TDS STAR

Thompson Dorfman Sweatman LLP congratulates Lynda on being named one of Lexpert's Rising Stars: **Leading Lawyers Under 40 in Canada.**

As a partner in our Litigation and Dispute Resolution practice group, Lynda's practice includes insurance defence work as well as intellectual property litigation, estate litigation and employment law.

Lynda is a leader in the profession and a mentor to her colleagues. We are thrilled she is part of the TDS team.



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Get to know Lynda at [tdslaw.com/LKT](https://tdslaw.com/LKT)

transformation of consumer protection laws for Canadian banks.

Sandeep is a passionate and long-time advocate for stigmatized communities. He's on the Board of CAMH Engage, which focuses on fundraising for mental health and addiction — in the past three years, he personally raised more than \$30,000 for CAMH. He was Foundation Chair at HIV/AIDS hospice Casey House for six years, where he led a successful \$10-million campaign.



**Kary, Olga**  
*Partner*

• *Blake, Cassels & Graydon LLP*

Olga Kary specializes in corporate and securities law. She has been involved in a number of high-profile, complex domestic and cross-border M&A transactions, as well as both public and private capital markets offerings. Olga has taken a leading role on many complex transactions, including notably: advising WestJet Airlines on its proposed \$3.5-billion acquisition by Onex Corporation; advising Jupiter Resources on its US\$1.1-billion debt restructuring; advising Agrium on its US\$38-billion merger of equals with Potash Corporation of Saskatchewan to form Nutrien; and advising Kinder Morgan on its \$1.7-billion initial public offering of restricted voting shares of Kinder Morgan Canada Limited.

She frequently volunteers her time to present on various topics of securities and corporate law, both internally at Blakes and externally at various conferences. In addition, she also teaches a securities course — as a sessional instructor at the University of Calgary's Faculty of Law. She routinely provides pro bono legal services, including through legal aid and Blakes' formal pro bono program.



**Kates, Justin**  
*Partner*

• *DuMoulin Black LLP*

Justin Kates' precedent-setting work includes his leadership in the first cryptocurrency mining company to file a prospectus in Canada and list on the TSXV. This complex achievement took place in December 2017 and without the benefit of any precedent transactions.

Justin has one of largest cannabis practices in Western Canada with numerous multi-million-dollar financings and M&A transactions. His complex transactions in this sector include: Sproutly Canada Inc.'s recently announced JV with Moosehead, the largest independent brewery in Canada, to produce non-alcoholic cannabis-infused beverages; and StillCanna Inc.'s acquisition of Olimax NT, a CBD producer in Poland, for a total transaction value of \$30 million and its concurrent financing to raise \$24.4 million.

Justin was appointed to the TSX Venture Exchange's Local Advisory Committee in 2018. He is also an active participant in the Securities and Business Law sections of the CBA, B.C. Branch and also the Anti-Corruption Law Program at UBC.



**Khouri, Nahla**  
*Partner*

• *Miller Thomson LLP*

Nahla Khouri's practice focuses on litigating complex civil and commercial disputes.

She has successfully represented diverse clients across various industries at trials, motions, applications, arbitrations, and mediations. She has also developed significant expertise in e-discovery, and she leads documentary review teams in the context of complex multi-party litigation, class actions, and regulatory proceedings.

She anticipates client needs throughout the life cycle of a litigation file, and she empowers them through careful preparation, open communication and a "no surprises" approach to their cases. She has a deep understanding of what litigation can be like for clients, and she is consistently available for them.

Nahla balances her work in the community with leadership in the profession. She serves on the Vaughan Chamber of Commerce Business Achievement Awards Committee. She is also an Aurora Chamber of Commerce member and will serve on its board for the upcoming term.



**Konyukhova, Maria**  
*Partner*

• *Stikeman Elliott LLP*

As a litigation partner, Maria Konyukhova practises in the area of Insolvency Law and represents debtors, court-appointed officers, secured lenders and purchasers in various industries and sectors in the Canadian market and in cross-border matters with U.S. entities. Maria's mandates include acting for debtors in CCAA/BIA Proposal/CBCA proceedings: Essar Steel Algoma Inc.; and Performance Sports Group Ltd.

Maria anticipates and adapts to trends affecting her areas of work and, as demonstrated by the diversity of the clients with which she works, makes sure to tailor her practice and business development initiatives to reflect this. She regularly makes



# HELPING CLIENTS RISE AND THRIVE.

From navigating uncharted territory in blockchain technology to stickhandling major global energy deals, our latest Rising Stars are known for supporting clients through some of their most challenging – and rewarding – projects.

Each and every day, partners **Usman Sheikh** and **Laura Van Soelen** apply in-depth experience, innovative approaches and international perspectives to help clients thrive in cutting-edge sectors and untapped markets.

Congratulations, Laura and Usman, on being Gowling WLG's Lexpert Rising Stars for 2019. Learn more at [gowlingwlg.com/risingstars](http://gowlingwlg.com/risingstars)



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significant contributions to the firm's Restructuring & Insolvency Group, which continues to act on a high number of noteworthy matters.

Maria has been a guest lecturer on restructurings at the Osgoode Hall Law School LLM program, the University of Western Ontario Law School, The Advocates' Society and at numerous restructuring-related conferences.



**Kosa, James**  
Partner

• WeirFoulds LLP

James Kosa is highly involved in the various legal Bars and industry organizations in relation to IT/IP Law. For example, he handled the IP portfolio, cloud platform and software licensing agreements of an international Canadian health services technology company since its startup phase, and he assisted in the sale of the company for a purchase price that exceeded \$20 million, including the negotiation and settlement of complex intellectual property representations, warranties and indemnities. He is the current Chair of the CBA IP Section, and President of the Canadian Technology Law Association (Can-Tech Law).

James leads his team/practice by borrowing techniques that are used in the software development industry, such as: agile methodologies employing sprints for complete tasks to rapidly develop solutions and project management; and viewing the team approach as critical to success. He uses process automation tools where possible, though the practice is becoming more bespoke over time, and less suitable for process automation.



**Kuretzky, Joshua**  
Partner

• Davies Ward Phillips & Vineberg LLP

Josh Kuretzky is a partner in Davies' Private Equity, Hedge Funds & Venture Capital and M&A practices. He has extensive experience in fund formation, having been involved in many of the largest fundraisers in Canada and played a leading role in the formation of several novel fund structures. Josh also has extensive experience in private M&A and has been involved in many noteworthy and complicated M&A transactions. His transaction work includes acting for Northleaf Capital Partners in connection with the establishment of a novel evergreen fund structure for certain bank pension plans. Josh was instrumental in designing the key attributes of the structure; as well as acting for Barrick Gold on certain transactions.

He is involved in the Canadian branch of the Alternative Investment Management Association (AIMA), which represents the alternative investment industry in Canada, and he acts as co-chair of AIMA's Alternative Credit Council Canada Committee.



**Lake, Konata**  
Partner

• Torys LLP

Konata Lake shares his firm's interest in matters at the intersection of business and public policy. His work includes advising

the Province of Ontario on the privatization of Hydro One and merger of Hydro One Brampton Networks to create the second-largest electricity distributor. He negotiated the province's sale of Hydro One shares to 133 First Nations. These transactions involved many stakeholders.

He also has strong international deal skills. While seconded to OMERS Infrastructure, Konata worked on the acquisition of BridgeTex Pipeline Company, a Texan transporter of crude oil.

Konata is on the Board of Governors of York University and Finance & Investment Committees, and Board of Osgoode Hall Alumni Association and Steering Committee for the JD/MBA Alumni Association.

He has mentored many associates and was awarded the 2015 Torys Mentor Award. He co-leads Torys' Black Lawyers Affinity Group.



**Landry, Isabelle**  
Partner

• BCF Business Law

Isabelle Landry practises in the highly technical and regulated fields of environmental, administrative and municipal law. Over the course of her career, she has won and settled favourably numerous cases by teaming up with clients and analyzing every angle. For example, Isabelle recently obtained a favourable judgment in a significant case involving the expropriation of a clean water source (*Carleton-sur-Mer (Ville) c. Bernard*).

Isabelle is a member of the Urban Development Institute's Quebec Regional Board, a commercial real estate, non-profit organization reuniting industry professionals and government entities. She is on the board of Quebec Regional Council's Urban

# Congratulations

## Scott Marcinkow

### Lexpert® 2019 Rising Star Leading Lawyer Under 40

Scott is the chair of the Harper Grey Workplace Law Group and a leading advocate who excels at advising clients in complex high stakes situations.

“Scott is an exceptional leader who gives his all to his clients, colleagues, and the causes he supports”, says Managing Partner, Jonathan Meadows. “Scott has always had enormous potential and he continues to build momentum, both professionally and in the community.”

Clients value Scott’s exceptional service. He offers practical, responsive, legal advice addressing the legal issues at hand while looking ahead at the greater implications for the business. He excels at translating complex legal issues into simple language and giving clients a clear set of options and recommendations to act on.

Congratulations, Scott, from all of us at Harper Grey on this remarkable achievement.



Harper Grey LLP

Planning Committee of the Urban Development Institute. She was the Secretary of the Association québécoise des lobbyistes promoting the ethical practice of lobbying until June 2019. She is the Secretary of the Canadian Institute of Quebec, a private non-profit organization providing access to knowledge and culture through libraries, literature and literacy and administrating the libraries of the City of Quebec.



**Law, Matthew**  
*Partner*

• *Lax O'Sullivan Lisus Gottlieb LLP*

Matthew Law's mandates include: acting as lead counsel on an arbitration in which he successfully argued that his corporate clients entered into contracts under economic duress and that the rates in those contracts should be set aside; and he is the firm's lead counsel on a high-value business interruption insurance claim.

He maintains a strong commitment to pro bono activity and professional engagement. For example, he has frequently been an instructor in the Ryerson Law Practice Program's litigation training sessions, has volunteered with Pro Bono Ontario's help centre at the Superior Court in Toronto, has participated in the Divisional Court's and Court of Appeal's amicus programs, and has coached U of T moot teams. He has also taken on several pro bono cases including: acting for two retirees with dementia who had been left destitute as a result of their broker's negligence; and acting for a recent immigrant who had been misled into guaranteeing a friend's mortgage.



**Levine, Alexis**  
*Partner*

• *Blake, Cassels & Graydon LLP*

Alexis Levine's practice focuses on financial institutions and public and political law matters, including structured financing; lender-side syndicated, hotel, equipment, asset-based and margin financing; borrower-side leveraged acquisition financings; and cannabis finance (which he helped initially develop at the firm). He launched the firm's Government & Public Sector group, with expertise in lobbying compliance, public sector conflicts of interest, election finance, security clearances, access to information matters, government approvals and legislative remedies.

He has served on the Toronto Area Committee of Legal Aid Ontario for 15 years and as an adjunct professor at Osgoode Hall Law School. He provides pro bono legal services to several organizations, including Crisis Services Canada (which operates the National Suicide Prevention Lifeline), Eli's Place and the Toronto Community Foundation. He served as founding chair of the Answering TTP Foundation; and as an active member of Blakes Legal Personnel and Student Committees



**Lewis, Atrisha**  
*Associate, Litigation*

• *McCarthy Tétrault LLP*

In early 2019, Atrisha Lewis was co-counsel on a lengthy medical malpractice jury

trial during the Law Society Benchers election and she was still able to campaign and become elected. Otherwise, she has been counsel on a number of commercial trials and has a track record of success.

Atrisha is best known in the profession for her advocacy for diversity and inclusion. She performs at a high level on every team on which she works including for her clients, for organizations on which she belongs, and on the informal initiatives that she supports. She is one of an informal group of lawyers on social media who is drawing attention to issues faced by women in law. She regularly participates in initiatives to advance racial equality in Toronto. She has written many articles for legal publications, including *Canadian Lawyer*, and is a regular presenter at conferences on substantive areas of law as well as on topics related to diversity and inclusion.



**Lucenti, Sabrina A.**  
*Partner*

• *Dooley Lucenti LLP*

Sabrina Lucenti has acted as counsel on leading cases that define Ontario law. For example, one of her first trials resulted in a decision that became a leading precedent in assessing a solicitor's duty in preparing a will. Sabrina has since acted as counsel in litigation matters that resulted in 13 other reported decisions in the areas of solicitor negligence, insurance defence and other complimentary areas of civil litigation. She is a well-respected preferred counsel for Law Pro.

She manages a very busy litigation practice while volunteering in many areas. Sabrina has individually organized and managed the Lawyers Feed the Hungry program in Simcoe County since its inception four years ago. She is actively involved

with the Advocates Society and relentlessly promotes its pillars of civility and advocacy.

Last year, the firm, with Sabrina's direction, sponsored a First Nations roundtable as part of the firm's commitment to inclusion.



**Mak, Benjamin**  
Partner

• *Ridout & Maybee LLP*

As both an engineer and a patent attorney, Benjamin Mak combines complex tech-

nical knowledge with legal principles in order to provide strategic patent advice to clients. After collaborative discussions with the inventor, who is often an expert in their respective scientific field, Benjamin is quick to learn the innovation and then translates the technical jargon into defensible patents. Benjamin tunes the appropriate patent strategy for the individual client, keeping in mind both the client economic realities and the current state of the patent landscape.

He is a regular speaker, mentor and adviser to the tech community; and chapter chair of the Institute of Electrical and Electronics Engineers Toronto Chapter, engaging with technical and business leaders in the engineering space by hosting speaker events and chairing executive meetings. He mentors and speaks at technology incubators, including The Hatchery (University

of Toronto), TechAlliance (London), Vector Institute and Ryerson.



**Maksimow, Danielle**  
Partner

• *Norton Rose Fulbright Canada LLP*

In addition to her practice representing Canadian banks and borrowers in bilateral and syndicated debt financings, Danielle Maksimow has developed a practice representing U.S. and Canadian life insurance companies purchasing



## CONGRATULATIONS SCOTT

2019 LEXPERT RISING STAR WINNER

We congratulate our partner **Scott Gfeller** on being recognized as one of Lexpert's "Rising Stars"—Leading Lawyers Under 40 recipient.

Since beginning his career as a litigator, Scott has distinguished himself through his practical, creative and proportional approach to litigation which has served his clients well.

Scott's dedication and expertise are only outdone by his outstanding client service.

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**GARDINER  
ROBERTS**



notes from Canadian issuers in the cross-border U.S. private placement market. In this area, Danielle has dealt with issuers in a wide range of industries, including oil and gas, limestone, potash and electricity.

In order to develop her significant expertise in this area, she has become actively involved in the American College of Investment Counsel. For the last eight years, she has been a member of the

ACIC's Communications Committee and has contributed bi-annual articles on Canadian law issues and cases to the ACIC's monthly newsletter. Locally, Danielle has volunteered with Calgary Legal Guidance providing (pro bono legal advice to low-income Calgarians), Habitat for Humanity, Feed the Hungry, and she is an active member and weekly volunteer at the Calgary Women's Centre, a non-profit organization.



**Marcinkow, Scott**  
*Partner*

• Harper Grey LLP

Scott Marcinkow has appeared at all levels of court in B.C., the Human Rights Tribunal, and other regulatory bodies. Recent cases include a series of high-value multi-million-dollar MSP billing audits; a \$1.5-million PharmaCare audit jeopardizing the continuing existence of a chain of pharmacies; a contentious environmental and commercial dispute with quasi-criminal implications; and an alleged criminal and several civil sexual assault and harassment cases.

He dedicates more than 100 hours each year to coaching sports, pro bono work, as a supervising lawyer with LSLAP, and in medical legal education for health professionals. This year, he has partnered with the BC Chiropractic Association to develop a comprehensive medical legal education program for its members.

Scott is Chair of the firm's Workplace Law Group, having stepped in when two senior lawyers left in 2016, turning the difficult challenge of maintaining and growing the practice into an opportunity.



**Marcus, Evan**  
*Partner, M&A and Private Equity Groups*

• Stikeman Elliott LLP

Evan Marcus has been the lead advisor on a number of Canada's most complex pri-

vate equity transactions in recent years, and he has become a go-to advisor for private equity and M&A transactions. In particular, Evan recently played a leading role advising the following clients: Brookfield Capital Partners in its 2019 sale of BGIS to CCMP; and Birch Hill Equity Partners in its 2019 sale of Sigma Systems to Hansen Technologies.

Evan is an active leader within the firm and in his community. In addition to spearheading the firm's annual involvement in the Bay Street Kicks Kids' Soccer Tournament in support of Camp Quality, an overnight summer camp for kids with cancer, Evan is also a regular member on the firm team that participates in the Enbridge Ride to Conquer Cancer in support of the Princess Margaret Cancer Centre. Dedicated to giving back to the Toronto Jewish community,

Evan is also a member of the Legal and Governance committees of the board of directors of Camp Northland B'Nai Brith, a not-for-profit overnight camp.



**Maurer, Matt**  
Partner

• *Torkin Manes LLP*

Matt Maurer is an accomplished trial and appellate lawyer managing a thriving litigation practice in a range of commercial disputes and industries. He is also Vice-

chair of the firm's Cannabis Law Group, and he has been instrumental in growing the firm's clientele in that sector.

He showed considerable foresight from first learning of the legalization of cannabis. Being a new and continually expanding industry in Canada, the regulations surrounding the legalization of cannabis are complex and continually changing.

Matt is committed to giving back to the community and has a strong focus on mentorship. For the last five years, Matt has been a teacher and assessor for the Law Society of Ontario's LPP (Law Practice Program). In keeping with his commitment to mentorship, Matt takes the development of junior lawyers very seriously and many of the firm's associates have expressed an appreciation for the experiences they have had working with him.

## Congratulations, **Matthew**.

**As a 2019 Lexpert Rising Star,** Matthew's greatest strength is his ability to see the big picture and to ensure that each piece of the puzzle is in the right place. We couldn't be more proud.

### **Matthew Getzler**

Partner

Tax Law and Wills and Estates Law

mgetzler@mindengross.com

Profile: [bit.ly/2nXx2GG](https://bit.ly/2nXx2GG)

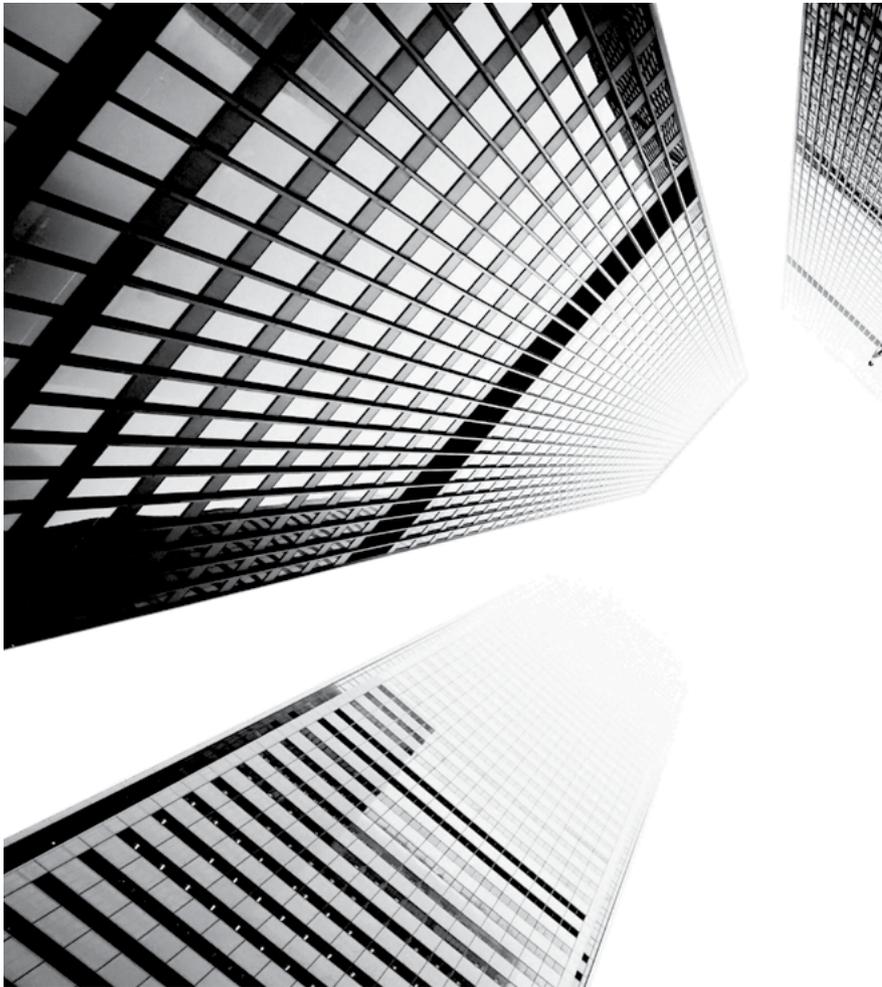


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**Mitchell, Alexander**  
*Partner*

• *Farris LLP*

Alex Mitchell is a leading labour and employment lawyer in B.C. He acts for some of the province's most significant public institutions and companies across several sectors, including post-secondary institutions, telecommunications, transportation, utilities, beverages, and real estate. He has an active litigation practice, regularly acting for employers before adminis-

trative tribunals and the courts.

He currently acts on significant human rights cases; and he is counsel on workplace investigations including allegations of harassment and discrimination. His practice involves national and international considerations. He has provided initial advice to U.S. clients transitioning to Canada, including advising a leading real estate technology company on its Canadian expansion. Alex also works with counsel from across Canada, the U.S., and abroad on executive compensation matters.

Alex has taken on pro bono matters, including acting for an employee in a lengthy dispute, which involved four Employment Standards Tribunal decisions and judicial review in the B.C. Supreme Court.



**Mooney, Bryen**  
*Partner*

• *BOYNECLARKE LLP*

Bryen Mooney manages a high-volume family law practice, with a proven track record on complex cost applications; and multiple files, some including the complexity of self-represented adverse parties. Despite her many successful court applications, Bryen has a high success rate in settling within or outside a settlement conference with the aim of helping her clients avoid a trial.

With the complexity of Bryen's practice, she has developed familiarity in all areas of law — many of her clients are business owners, require estate planning advice, or other knowledge outside the family law sphere. Bryen recognizes her clients' legal needs and supports them or refers them to a colleague better suited to advise them. Bryen has developed significant understanding of financial matters, enabling her to more effectively understand and deal with her clients' situations.

As a military spouse, Bryen understands the complexities of divorce and parenting for military families, and she has successfully pressed for increased flexibility in parenting orders.



**O'Reilly, Adrienne**  
*Partner*

• *Fasken*

Adrienne O'Reilly practises in Fasken's Calgary office in the corporate, securities

& M&A department as well as the Global Energy Group, and she has a particular focus on cross-border public transactions. She has represented several public and private issuers and is corporate secretary of a number of public and private clients. Adrienne assumes a senior role in virtually all matters in which she is engaged, and in many as lead counsel. She and her team have undertaken sophisticated cross-border reverse takeover transactions, equity and debt financings, plans of arrangement, acquisitions and proxy battles, and strategic advice.

Adrienne is also the Corporate Secretary for 100 Women Who Care Calgary, which is a cause that brings together 100 (or more) women in Calgary on a quarterly basis who care about local community causes and helps to advance those who can't due to difficult circumstances.

Adrienne also contributed a chapter to *Governing Law and Dispute Mechanism in the Petroleum Industry*.



**Paterson, Mary**  
*Partner, Litigation*

• Osler, Hoskin & Harcourt LLP

A partner in Osler's Litigation Practice Group, Mary Paterson is also cross-appointed to the Taxation Group. Her commercial litigation practice focuses on complex tax litigation, insolvency, and contract disputes

where she represents clients in business-critical matters to find pragmatic solutions. She has appeared in various levels of court and jurisdictions in Canada.

Her legendary pro bono efforts and achievements bring meaningful change to society. Passionate about access to justice, Mary incorporates pro bono programs into Osler's workstream and persuaded management to give associates billable hour credit for the work, helping Osler earn an award for its excellence in services to self-represented litigants. Mary also supports colleagues in their own pro bono endeavours.

Mary has made appearances through Pro Bono Law Ontario's Court of Appeal Amicus Program. And she acted for United Nations employees and achieved a precedent-setting outcome when an employee was awarded a widower's benefit after his same-sex partner died.



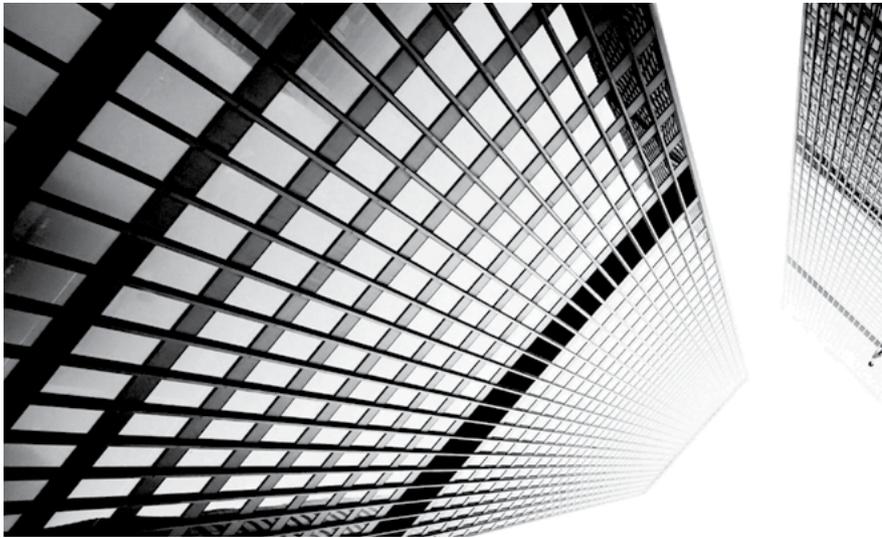
## THIS STAR IS RISING FAST.

Stockwoods congratulates our partner Andrea Gonsalves on being named one of LEXPERT's 2019 Rising Stars.

Andrea's impressive and wide-ranging practice reflects her expertise in administrative & public law, defamation and media litigation, commercial disputes and intellectual property enforcement. She is widely recognized in the Canadian legal community for the leading cases she argues, and for her teaching, writing and speaking on emerging legal issues – helping us offer clients leading-edge advice and creative solutions to the most challenging problems.

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**Perri, Sandra**  
*Vice President & Associate  
General Counsel, Litigation*  
• Sun Life

In her current role, Sandra Perri is directly involved in all of Sun Life's complex litigation matters, including a recently certified class action and an action by a current Sun Life plan sponsor alleging negligence in the course of conducting a fraud investigation.

Prior to being promoted to Vice President, Sandra was senior counsel on the Sun Life litigation team and lead internal counsel in the case of *Bezanson v. Sun Life*, a decision rendered by the Nova Scotia Supreme Court. Prior to Sun Life, Sandra was a lawyer at Torys LLP.

Sandra served on the Humewood House Board of Directors from 2015 to 2018. Humewood House helps Toronto's most vulnerable single parents and their children plan and build goals for their future. As Chair of its Governance Committee, she led a project to modernize Humewood House's by-laws and key governance policies.



**Petel, Yonatan**  
*Partner*  
• McMillan LLP

Yonatan Petel is a financial services lawyer, focused on commercial, corporate and structured finance transactions. Most recently, he implemented a forgivable loan structure, generally only used for public subsidies, to enable financial support of an international acquisition by the target's customers. In the Champlain Bridge financing, his innovative use of a Québec trust to circumvent restrictions on the assignment of Crown debts has set a precedent for future federal P3s in Québec.

Yoni is McMillan's Montréal Pro Bono partner. He advises several charities and has worked on significant pro bono matters, including as legal advisor to Fondation DonEspoir Cancer. He is a Governor of the Québec Bar Foundation, Past President of the Association Sépharade de la Banlieue Ouest de Montréal, and former Executive member of the Young Leaders at the Segal Centre for the Performing Arts.



**Plamondon, Marianne**  
*Partner*  
• Langlois Lawyers, LLP

Marianne Plamondon has been active on complex files involving individual and collective employment as well as labour relations and unjust dismissal disputes. She has experience before the civil courts, particularly in major cases involving restrictive covenants in employment contracts and employees' obligation of loyalty. She is well known for her deep knowledge of major provincial Labour and Employment Law hot topics, such as the recent legalization of cannabis, the Act to Amend the Act Respecting Labour Standards and the #metoo movement.

From 2017 to 2019, Marianne was President of the Order of Certified Human Resources Professionals (CHRP), which has more than 10,000 members in Québec. Her involvement within the professional order was filled with numerous challenges, but she made it her goal to put it under the spotlight. Marianne has worked toward changes notably to ensure the improvement of the Act respecting labour standards. She is also member of the board of directors of Ski Québec alpin.



**Podolny, Ron**  
*Partner*  
• Rochon Genova LLP

Ron Podolny has demonstrated a willingness to go the extra mile

in class action litigation.

In the recently concluded SNC-Lavalin proceeding, which resulted in a record-setting settlement for the class, Ron conducted a number of discoveries, argued complex motions and drafted materials at all stages of the litigation. Ron is also part of the Lac-Mégantic derailment team at Rochon Genova. In that ongoing proceeding, Ron has demonstrated both a mastery of the technical subject matter and an understanding of the often complex landscape of that litigation.

He has a strong commitment to legal education. He currently serves as an instructor in three courses at University of Toronto and Osgoode Hall Law Schools. His teaching covers class actions, securities litigation and other topics of vital and practical importance to future lawyers. Since its inauguration, Ron has

acted as pro bono counsel and supervising lawyer at the Osgoode Investor Protection Clinic, a unique project assisting retail investors and victims of fraud.



**Renner, Natalie Jane**  
*Partner*

• *Davies Ward Phillips & Vineberg LLP*

Natalie Renner’s record as lead counsel or a key team member in highly complex insolvencies spans multiple industries. Notable successes include acting for: (a) GSO

Capital Partners LP in the Tip Top Tailors CCAA proceedings; (b) a significant creditor in the Maple Bank of Canada’s liquidation proceedings under the WURA; (c) Elleway Acquisitions Corp. in connection with the purchase of secured indebtedness from Barclays plc and the related acquisition of the assets of iTravel 2000 through receivership; (d) Danier Leather Inc. in its proposal, receivership and bankruptcy proceedings all under the BIA; and (f) Crystallex International Corporation in its proceedings under the CCAA.

An accomplished speaker who effectively distills complex concepts, she regularly teaches insolvency and commercial law matters at the Osgoode Professional Development Program, the Osgoode Professional LLM Program, and Osgoode Hall Law School where she also teaches “Regulation of the Canadian Cannabis Industry.” She

We congratulate our partner  
**Ron Podolny**, on being named a  
**2019 Lexpert Rising Star: Leading Lawyers under 40!**

Ron’s practice is focused on class action litigation,  
including securities, competition, consumer  
protection and product liability matters.

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**Robitaille, Danielle**  
*Partner*

• *Henein Hutchison LLP*

Danielle Robitaille stands at the forefront of criminal and public law litigators. Her work involves some of the most professionally challenging cases. She is consistently sought out for these difficult briefs. She was co-counsel for the accused in *R. v. Ghomesbi*, a notable and complex trial subject to extraordinary scrutiny.

She has been counsel on the Cornwall Public Inquiry assisting an individual with standing. In April 2016, Danielle was appointed senior counsel to the Honourable Justice Michael Tulloch on the Independent Police Oversight Review.

She has been independently retained by a number of organizations to conduct sensitive and challenging internal investigations.

She is a member of the faculty at U of T's Trial Advocacy course, and of the faculty at NCLP (a week-long premier education program for the Criminal Bar), and she chairs the The Advocates' Society conference on Credibility.



**Rosner, David**  
*Partner*

• *Goodmans LLP*

David Rosner is a partner in the Competi-

tion, Antitrust and Foreign Investment Group at Goodmans. He provides strategic advice on all aspects of Canadian Competition law, particularly with respect to leading the regulatory approval process for complex mergers (including in regulated industries). David's notable recent M&A experience includes: leading the effort to obtain regulatory approval under the *Competition Act* and *Canada Transportation Act* for Onex Corporation on its proposed acquisition of WestJet Airlines Ltd.; and leading the effort to obtain regulatory approval, including under the *Investment Canada Act*, for Newmont Corporation on its merger with Goldcorp Inc.

David has been an adjunct professor at Osgoode Hall Law School (teaching the Competition Law course for four years) and served as chair of several committees of The Canadian Bar Association's National Competition Law Section. David is a frequent speaker at competition law conferences, and he writes often for leading publications.



**Rusli, Kevin**  
*Partner*

• *Blake, Cassels & Graydon LLP*

Since joining Blakes' Capital Markets group, Kevin Rusli has been a strong legal adviser to Canadian and international clients and a Blakes ambassador. He was selected out of his Associate class to second to Blakes' New York office, where he meaningfully engaged in cross-border M&A transactions and contributed to some of the firm's highest profile deals, including: BHP Billiton on its offer to acquire Potash Corporation of Saskatchewan; and Nexen Inc. in connection with its acquisition by CNOOC Limited.

He is demonstrably committed to men-

torship, community and charity. He is on the Blakes Toronto United Way Partner Campaign Committee and was co-head of the Associates United Way Campaign Committee from 2011 to 2014. He has also been an active member of the Student and Associates Committees. He is an active participant in the Blakes Diversity Networking group. Kevin is also a board member of Magicana.



**Russell, Meaghen**  
*Partner*

• *Dentons Canada LLP*

Meaghen Russell's practice involves advising and representing employers on a wide range of employment and labour matters, including complicated human rights issues, workplace accommodation, grievance arbitrations, and wrongful dismissal litigation. She also regularly assists clients with reviewing and revising workplace policies to ensure compliance with either the Ontario or federal employment legislation.

She has been able to successfully resolve a number of cases including grievances, human rights claims and claims relating to the denial of disability benefits. She has provided pro bono advice and service to a variety of important and worthwhile organizations, through such tasks as updating their volunteer and waiver agreements.

She volunteered with the Volunteer Builders from 2012 to 2015, taking on greater responsibility as Fundraising Chair and Marketing Chair. She was a committee member with Big Brothers and Big Sisters of Toronto for two years and most recently supported the United Way. She has also supported various professional activities, such as: Moot Court Judge, Filion Wakely Labour Competition, 2013-2017.



**Sanchez, Melanie**  
*Director & Associate  
 General Counsel, EMEA*

• Ontario Teachers' Pension Plan Board

Melanie Sanchez has worked with many of the world's top private equity firms as lead counsel. She has advised on major transactions including the acquisition of William Ashley, the divestiture of Macquarie's mortgage and insurance premium businesses, and the partial divestiture of Canadian Tire's financial services business. In 2014, she accepted a position as legal counsel with the Ontario Teachers' Pension Plan Board (OTPP). She immediately began working on some of the most complex matters at OTPP including the \$1.1-billion privatization of Amica. This complicated transaction demonstrated her innovative and creative approach to solving complicated legal issues.

Her skills were recognized in 2016 when she was promoted to Director & Associate General Counsel. Melanie has worked on some of the leading OTPP deals.

She is a board and executive member of the Toronto Friendship Centre, a not-for-profit that provides food and social services support for the homeless. She fought to save its budget from funding cuts, and she regularly volunteers her time to service homeless people.



**Saunders, Paul**  
*Practice Innovation Partner*

• Stewart McKelvey

The innovative solutions that Paul Saunders has developed for Stewart McKelvey and its clients, both in delivering traditional legal service, and in leading our Practice Innovation initiatives, are redefining how the firm delivers service to clients. As full-time Practice Innovation Partner, with his unique background in law, business and IT, Paul applies a powerful set of rare skills to solve highly complex legal problems.

In 2013, Paul was on the legal team that represented Sobeys in its \$5.8-billion purchase of Safeway Canada, being Canada's largest deals that year. In 2015, Paul left his thriving Corporate Law practice to spearhead some of the firm's most complex and multi-faceted strategic priorities including the firm's Practice Re-engineering, Legal Project Management (LPM), Pricing, and Profitability & Compensation Alignment initiatives.

His coaching and support have led to the identification of like-minded lawyers, staff and clients, who are increasingly engaging in practice innovation initiatives with Paul's mentorship.

Paul is on the Nova Scotia Barristers Society Law Office Management Committee.



**Shams, Mahdi**  
*Partner*

• MLT Aikins LLP

Mahdi Shams is a founding and key member of the MLT Aikins Cannabis group. He is also a member of the firm's Innovation Committee, a working committee created to identify opportunities for the firm to distinguish itself from competition and be recognized as leaders in the practice of law, deploy innovative ways to better serve the needs of our clients and achieve strategic growth. He is head of student recruitment in the firm's

Vancouver office.

He has organized numerous industry events showcasing technology and cannabis industry leaders; creating a venue for industry players to share experiences and make connections. He is a community leader within the Persian tech entrepreneur group (Noon Barbari) of Western Canada; and a pro bono volunteer on a number of startup technology companies (as advisor or director). He has presented at multiple blockchain and cannabis industry events.



**Sheikh, Usman M.**  
*Partner*

• Gowling WLG

Usman Sheikh is the National Head of Gowling's pioneering Blockchain & Smart Contract group. He oversees a blockchain team of 80-plus practitioners, which handled the world's first listing of a blockchain company. He has worked on cutting-edge mandates involving initial coin offerings (ICOs), cryptocurrency exchanges and crypto-investment funds.

Usman also leads the firm's Securities Litigation group. He represents several of the world's largest sovereign wealth funds, pension funds and asset managers in Canada's first known "opt-out" securities class action. He is counsel to one of Canada's largest banks and one of its most prominent brokers in a complex financial product litigation matter involving rate re-set preferred shares.

Usman is playing an instrumental role in building Canada's first national gay and lesbian museum. He is a project developer for the Canadian Centre for Gender + Sexual Diversity and is co-chairing the campaign to raise \$5 million.



**Sheppard, Stephanie**  
*Partner*

• *McInnes Cooper*

Stephanie Sheppard has a practice focused exclusively in labour and employment law, representing both provincially and federally regulated employers. A significant aspect of her practice involves managing labour relations matters, including grievances and arbitrations, for the Lower Churchill Project.

Stephanie was counsel for two cases that went to judicial review early in 2019; both decisions were successfully upheld by the Supreme Court of NL.

Stephanie is an active member of the Newfoundland and Labrador Organization of Women Entrepreneurs (NLOWE), presenting at the 2018 annual conference and writing for its quarterly magazine. As a management-side lawyer, Stephanie has also presented at the NL Employer's Council Annual Conference. She is a member of McInnes Cooper's Promotion of Women Committee and is the Lead Partner for Associates in NL. She is also involved with practice coaching and mentorship of associates.



**Shin, Pamela**  
*Associate Director, Legal Counsel*

• *Mastercard Foundation*

Pam Shin leads Legal and Compliance at Mastercard Foundation. In this role, she navigates and advises on the most

complex charity law issues in Canada and has: led a US\$75-million charitable credit guarantee program to help develop micro, small and medium enterprises in Africa to relieve poverty; designed and negotiated a multi-party strategic partnership across several African countries to accelerate and scale impact for the Foundation's strategy, Young Africa Works; and leads the legal aspects of the Foundation's transformation of programming to facilitate the expansion of the Foundation's reach and impact.

She also leads a cross-functional team of staff and consultants to redesign the Foundation's risk and materiality framework and charitable program approach.

Her volunteer involvement includes: having been co-chair of World Vision Canada's Diversity and Inclusion Committee; and a volunteer board member of the charity KCWA Family and Social Services Board.



**Smith, Elliot**  
*Partner*

• *Osler, Hoskin & Harcourt LLP*

Elliot Smith is a Partner in Osler's Energy, Construction & Infrastructure Group, and a Professional Engineer. His practice is focused on providing advice on all aspects of major infrastructure projects, including project development, procurement, contract negotiation and administration issues. Before joining Osler, Elliot worked in an engineering role with companies in the power and manufacturing sectors. His recent experience includes: Brookfield Properties providing construction and contract negotiation advice for the development of Brookfield Place Calgary; and Northland Power in multiple offshore wind farms projects in Europe and utility-scale solar projects in

Canada and Mexico.

He is Chair of Osler's Pride Network and espouses Osler's commitment to working with clients to promote diversity and inclusion in the workplace, including LGBTQ equality. Elliot also plays a prominent role with the Buddies in Bad Times Theatre and was co-chair of Ride to Conquer Cancer – Team Osler.



**Sunstrum, Chris**  
*Partner*

• *Goodmans LLP*

Chris Sunstrum acts for public and private buyers and sellers (domestic and foreign) reporting issuers, investors, boards of directors, special committees, investors underwriters and financial advisors in a broad range of capital markets transactions, including M&A, corporate finance transactions and complex reorganizations. He also advises bidders, targets, and shareholders involved in hostile takeover bids, proxy contests, appraisal remedies and other contested situations. His recent work includes representation of ONEX Corporation in its purchase of all issued and outstanding shares of WestJet Airlines Inc.

Chris has been instrumental in Goodmans' Client Update program, acting as both a mentor and editor throughout the process, providing relevant information to clients while helping associates gain opportunities to increase their profile, both internally and externally.

He is a regular guest lecturer at the University of Toronto's Rotman School of Management, where he teaches on various topics of commercial law, and is a frequent guest speaker on a variety of corporate and securities law issues.



**Tardif, Olivier**  
*Partner*

• *Borden Ladner Gervais LLP*

As a partner in BLG’s Financial Services Group (FSG) in Montréal, Olivier Tardif’s practice is focused on debt financings, structured financings and financial restructuring. Olivier advises on secured and unsecured syndicated loan facilities as well as bilateral financings, in transactions that range in size from tens of millions to billions of dollars. His recent public experience includes acting as lead counsel to the Toronto-Dominion Bank as administrative agent in connection with the syndicated credit facilities of Bell Canada.

He was a sessional lecturer at the Université de Montréal and most recently was an instructor at the Québec Bar School. Olivier is also a sought-after speaker and has presented at numerous conferences and seminars.

Olivier acted as Vice President of the BLG Reads to Kids Montréal Committee, a firm-wide initiative under which more than 300 professionals and employees read and volunteer at schools located in economically disadvantaged communities.



**Todd, Shane D.**  
*Partner*

• *Fasken*

Shane Todd advises employers on workplace issues and represents them in legal proceedings. He has won cases

at trial and on motions, negotiated and enforced agreements, and achieved great settlements for clients. According to Shane, “Most employment disputes can be avoided with good employment contracts.” He does both litigation and solicitors’ work, excelling at both as he fiercely represents the interests of clients.

Shane is the Chair of Fasken Pride Network, the hub of the firm’s LGBT initiatives. The network gets involved in local and community outreach, supporting organizations such as Rainbow Railway, Covenant House and 519 Church Street Community Centre. It also provides guidance on LGBT issues through educational sessions and connections to crucial resources, knowledge and support.

Shane previously served as a Board Member and Vice-Chair of VOICE for Deaf and Hard of Hearing Children.

He is also a highly praised mentor to firm associates.



**Troke, Morgan**  
*Partner*

• *McCarthy Tétrault LLP*

Morgan Troke manages a top-tier project finance practice, with an emphasis on infrastructure and renewable energy projects. Over the last decade, Morgan has advised clients on dozens of infrastructure projects across Canada. Some of his projects have been among the most high-profile projects in Canada, including the McGill University Health Centre in 2010 and the Centre Hospitalier de l’Université de Montréal in 2011.

Morgan’s achievements reached a new peak in 2018, where he led the team at McCarthy Tétrault on two award-win-

ning projects, advising: the lenders on the Gordie Howe International Bridge Project, the *Lexpert* “Deal of the Year” for 2018; and the developers on the Finch West LRT Project, the IJGlobal 2018 North America Rail Deal of the Year.

He volunteers in his community including as a coach with the North Shore Girls Soccer Club and event organizer with Mount Seymour Preschool.



**Troup, Lynda**  
*Partner*

• *Thompson Dorfman Sweatman LLP*

Lynda Troup has maintained a diverse and busy civil litigation practice over her last 16 years at Thompson Dorfman Sweatman LLP. While primarily focused in insurance defence work in her first few years of practice, she has expanded her practice to also include IP litigation, estate litigation, and employment matters. As a result of the diverse practice, she regularly appears in the Court of Queen’s Bench in Manitoba as well as the Federal Court of Canada.

Lynda has been a Bencher of the Law Society of Manitoba since 2014, is the current Vice-President, and will become the 100th President in May 2020.

At the firm, Lynda has served on the student, compensation, reduce paper initiative, and premises move committees. She has built a thriving practice that requires a team approach. She is a champion for young lawyers in the firm and ensures they receive the advice, guidance and mentorship required to succeed.



**Turney, Sarah J.**  
*Partner*

• *Fasken*

Sarah Turney specializes in real property litigation and municipal law. She is the first lawyer at Fasken to create this distinctive practice and has grown it with great success. Sarah has been counsel in successful, precedent-setting decisions, including: *Lundy v. VIA Rail Canada Inc.*, which, in the words of Justice Perell, “is a test centre for underdeveloped but very important aspects of class action procedure. . . .”

Sarah is a volunteer director on the board of Toronto’s largest business improvement area. She has maintained the role since 2016, including throughout her maternity leave.

She is passionate about legal education and mentorship. Sarah acted as duty counsel for Pro Bono Law Ontario for nearly six years, and she has been a volunteer mentor to high school students facing challenges in accessing higher education and oversees her department’s continuing legal education program. She is a mentor to students and associates at Fasken.



**Van Deurzen, Josh**  
*Partner*

• *Torys LLP*

Josh Van Deurzen’s expertise extends to P3 transactions in both Canada and the United States, and he is dually qualified in both Ontario and New York. He has advised on

more than 25 P3 transactions, including performing lead on many first-of-type and other complex projects. Examples include: City of Saint John Safe Clean Drinking Water Project; Corner Brook Long-Term Care Project; SWIFT Rural Broadband Project; and KentuckyWired Broadband Project.

Josh belongs to the Young Leaders in Infrastructure group within the Canadian Council for Public-Private Partnerships. He also has lectured at Osgoode Hall Law School on Infrastructure development and finance.

Josh participates regularly in industry conferences, including as a speaker/panelist in the BeSpatial/BeSmart’19 Executive Forum on building smart cities and communities of the future.

Josh and his wife have three young children. Josh is actively involved in his children’s school and extra-curricular sports and other activities.



**Van Soelen, Laura**  
*Partner*

• *Gowling WLG*

Laura Van Soelen has a hybrid litigation, regulatory and transactional practice that focuses on the energy (nuclear, natural gas, renewables) and property development industries.

Laura recognizes that clients’ problems are increasingly international and that best practices for managing complex risks (including project risk) require a global outlook. Laura regularly collaborates with lawyers in Asia, Europe and South America.

Laura also leads in promoting women’s involvement in energy industries by: acting as Advisory Committee Member for Women in Renewable Energy, which plans networking and instructional events,

engages in advocacy and spots issues/opportunities; and by championing the Leadership Accord on Gender Diversity developed by Electricity Human Resources Canada (EHRC).

She also volunteers at Pro Bono Law Ontario, providing advice through PBLO programs at the Small Claims Court and telephone hotlines; and Durham Continuing Education, volunteering with newcomers to Canada, teaching English skills to enable their integration into the community.



**Vandale, Joanne**  
*Partner*

• *Osler, Hoskin & Harcourt LLP*

Joanne Vandale plays a leading role in the litigation and resolution of some of the most significant tax disputes in the resource industry and the Western Canadian market. The impact of these disputes extends nationwide as they involve the general anti-avoidance rule (GAAR), cross-border transfer pricing, the scope of research and development tax credits, the tax treatment of stock options and other resource sector issues, such as those affecting offshore East Coast development.

She also has extensive experience advising non-profits on charity registrations, distribution of funds, establishing of endowment funds and settlement of charitable remainder trusts.

Joanne’s experience includes work on *Devon Canada Corporation v. The Queen*, 2018 TCC 170 — a successful appeal respecting the tax deductibility of stock option surrender payments. This decision was widely relied upon across industry participants.

She is a vital member of Osler’s Calgary tax team and always seeks to bring cohesion to the group.

# CONGRATULATIONS TO OUR PARTNER JUSTIN KATES

## 2019 Lexpert® Canada's Rising Stars Leading Lawyers Under 40

DuMoulin Black LLP is proud to see Justin recognized for the outstanding legal services he provides.

*Justin practices primarily in the areas of securities, corporate finance, mergers and acquisitions, and corporate and commercial law.*

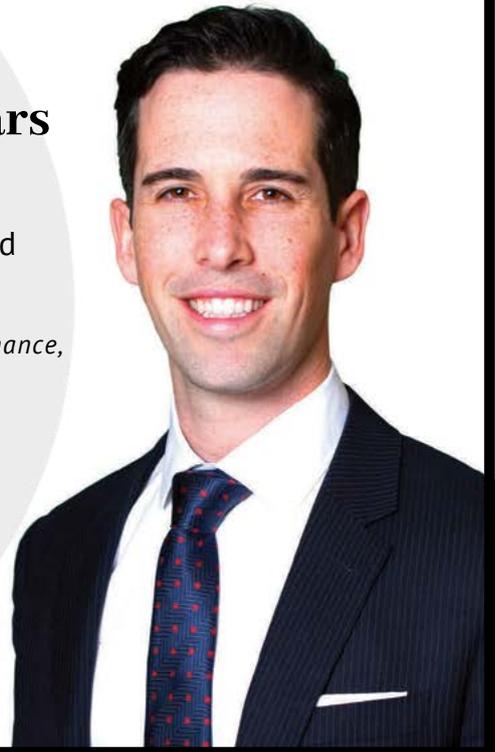
*Congratulations to Justin and all of this year's recipients.*

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**Williams, Blake**  
*Partner*

• *Bennett Jones LLP*

Blake Williams provides advice and representation on tariff/rate matters and proceedings before the National Energy Board, Alberta Utilities Commission, Yukon Utilities Board, and Northwest Territories Public Utilities Board. He also advises and represents clients in relation to facility and compensation matters and proceedings before various boards and regulators.

In addition, Blake's practice includes providing clients with advice regarding regulatory investigations and enforcement proceedings, including investigations and proceedings stemming from spills/releases, contaminated sites, and other environmental matters, as well as matters related to operational non-compliance.

Blake has volunteered with the Calgary Flames Foundation; and he is a previous committee member with KidSport Calgary. He is currently a member of the Board of Directors of the Children's Cottage Society, which is a long-standing and well-established organization in Calgary whose mission it is to prevent harm and neglect to all children and to build strong

families through support services, respite programs and crisis nurseries.



**Wong, Brendan**  
*Partner*

• *Borden Ladner Gervais LLP*

Brendan Wong has represented a wide variety of clients, whether publicly traded companies or individual investors, in obtaining urgent injunctions to address emergencies and combat fraud. Brendan began developing his expertise in this field as an associate when he obtained numerous emergency injunctions for a major motor vehicle manufacturer during the automotive crisis of 2008-2010.

Brendan is also engaged in banking and insolvency litigation, acting for major financial institutions in connection with the enforcement of security and priority disputes. His experience has led to his involvement in the first major commercial proposal proceedings in Barbados, Re Grant Hotels Inc., which involves a former Marriott resort and other beachfront property. He attended in Barbados for a trial in this ongoing matter, representing a creditor with a claim of more than US\$57 million.

Brendan served as a director and then

President of the Federation of Asian Canadian Lawyers (FACL) from 2013 to 2019.



**Wong, Roxanne**  
*Senior Associate*

• *EY Law LLP*

Roxanne Wong has spearheaded several high-profile notable complex tax controversy matters. For example, she led a Panama Papers-related project on which she directed the work of close to 200 employees in 13 global locations and was responsible for all aspects of the project from a tax perspective. She navigated the tax principles of at least 11 countries to design, develop and implement a global tax risk assessment process and standard that was to be executed in all assessment locations. To ensure a global consistent approach, Roxanne was intimately involved in the work of all assessment locations and was instrumental to the discovery of numerous sophisticated networks and structures that were designed to evade detection.

Roxanne is a passionate community contributor. Roxanne is also a committee member of EY Ascend, a network dedicated to enabling professionals of Asian descent to realize their leadership potential. 🌟

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# Cannabis: One Year Later

LAWYERS ARE ADAPTING  
TO THE UNKNOWNNS  
FOR THEIR CLIENTS  
BY LEXPERT

As legalized recreational cannabis comes to its first-year anniversary, with further products and markets opening soon, *Lexpert* checked in with busy lawyers in the sector. From deals to litigation, insurance, employment, and regulation, there is much going on. Perhaps the overarching theme is that it is difficult to answer what comes next. Lawyers are not waiting idly by.

Sherri M. Altshuler, an Aird & Berlis LLP partner, is co-Practice Group Leader of the firm's Capital Markets Group and a member of the Corporate/Commercial, Mining, Capital Pool Company, Startups and Cannabis Groups. She describes this point in time: "The sector is ripe for activity and we expect to see continued consolidation and contraction in the market. The focus of M&A activity continues to be on cultivation and retail; however, we are seeing a significant uptick in the number of infused product and extract deals, as well as an increase in technology deals. Technology is critical as companies continue to mature."







### Sherri M. Altshuler

AIRD & BERLIS LLP

**“The sector is ripe for activity and we expect to see continued consolidation and contraction in the market. The focus of M&A activity continues to be on cultivation and retail; however, we are seeing a significant uptick in the number of infused product and extract deals...”**

Altshuler connects the recreational cannabis sector with the medical one that preceded it and sees that the world is taking notice and potentially following Canada’s lead. “We have had legislation for medical cannabis since 2001 and were the first G7 nation to legalize cannabis for adult recreational use in 2018. Other countries are following our lead, and there is a global move to remove prohibition and to permit access to cannabis for medical purposes. Canadian licensed producers recognize that Canada has a population of 36 million and there are limits on potential growth looking to the Canadian market alone. We expect to see a continued bullish trend on international markets, particularly in Europe.

“This has created a lot of opportunities from a legal perspective. We have been working with clients on debt and equity investments, public listings, supply agreements, licensing agreements, IP portfolios, international corporate and tax structuring, mergers and acquisitions, joint ventures and other commercial arrangements. Without having gone through the process, some companies do not appreciate the complexities with going international, particularly when it involves emerging markets. From a regulatory perspective, there is a lot of nuance and it is fragmented.”

Bennett Jones LLP partner Aaron Sonshine practises corporate and securities law with particular emphasis on corporate finance, M&A, private equity and corporate governance matters. He breaks down the current wave of consolidation in the cannabis industries: “There will be a growing divide between ‘haves’ and the ‘have-nots’ as access to capital continues to tighten. We’re likely to see more distressed M&A and opportunistic buying by the larger and better capitalized players. We will also continue to see large and mid-market companies making acquisitions to fill gaps in their operations — by adding production facilities, extraction capability, supply chain expertise and, perhaps above all, human talent.”

Opportunities in the U.S. are on many investors’ minds. According to Sonshine, “All eyes have been on the U.S. in the past 12 months, and this trend will continue. We see more and more U.S. companies, absent viable listing options in the U.S., accessing the public markets by listing on the CSE. We’re also seeing U.S. family offices and, increasingly, U.S. institutional funds, gaining exposure to the sector by investing in Canadian LPs. Canadian LPs are looking to gain a toehold in the U.S. cannabis market, too, most recently by acquiring or partnering with U.S. hemp CBD producers.”

The production side of cannabis is becoming more and more commoditized, Sonshine says. “Products such as edibles and vapes will bring substantial new opportunities to the industry. There are vape pens coming to market that contain a few dollars’ worth of hardware and cannabis oil and retail for \$75. Next-generation products have given rise to ancillary products and services companies and attracted traditional consumer packaged goods firms looking to penetrate the sector. As Mark Twain once said, the gold rush was a great time to be in the pick-and-shovel business.”

Blakes’ lawyer Chris Nyberg is co-chair of Blakes’ Cannabis Group and his practice focuses exclusively on regulatory, commercial and financing matters under the federal Cannabis Act and the various provincial and territorial adult-use regimes.

For clients in the emerging edibles-re-



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## Matt Maurer

TORKIN MANES LLP

**“The initial lottery in Ontario was a roller coaster. Our clients were gearing up for an open application system only to have the provincial government switch to a lottery system at the 11th hour due to national product shortages. Once the lottery results were posted, it was a whirlwind. The timelines were very compressed and we were (fortunately) dealing with a lot of lottery clients all at once.”**

lated businesses, he sees the “pressure for vertical integration on commercial transactions. We’re starting to see people get very specialized in what they do; they’re saying, let’s partner with others who do what they do well.”

Torkin Manes LLP partner Matt Maurer looked back on the year that was: “The initial lottery in Ontario was a roller coaster. Our clients were gearing up for an open-application system only to have the provincial government switch to a lottery system at the 11<sup>th</sup> hour due to national product shortages. Once the lottery results were posted, it was a whirlwind. The timelines were very compressed and we were (fortunately) dealing with a lot of lottery clients all at once. Additionally, my phone, email and text were literally non-stop for two weeks from companies who were seeking to partner with the winners. In addition to the challenge of balancing the time requirements, we also had to try to navigate the regulatory waters, which were challenging.

“The Alcohol and Gaming Commission were figuring things out as we went along, and there was no established playbook to

go by. Figuring out what was acceptable to the regulator was a challenge, and one wrong step could result in the winner being disqualified, which added additional stress.”

Still, Maurer is just one example of the opportunity this sector presented for lawyers. And it was an opportunity where the distinction between litigator and solicitor wasn’t quite so rigid, especially on regulatory matters. “After many years of practicing exclusively civil litigation, I determined that cannabis was going to be a major industry and a regulated one at that,” says Maurer. “I told myself that I would learn everything I could about the law and the industry and give myself a year to see if it panned out.

“There were numerous times that I questioned what I was doing along the way, venturing so far from civil litigation,” he says. “However, I told myself that just because I had been trained as a civil litigator did not mean that I could not learn new skills. Indeed, law school taught me how to learn in general as opposed to teaching me a specific practice area. Years later, it has all panned out far better than I ever could have hoped, and it became apparent that you really can learn to do anything you want if you set your mind to it and persevere.”

On the insurance defence side, there was a great deal to anticipate and to do. Jennifer Huneault, a partner at Zuber & Company LLP, explains the proactive advice that was helpful to clients: “In advance of recreational use becoming legal, we actively met with our clients, and spoke with underwriters, risk managers, and claims managers in the insurance industry at large; offering our input on both changes that we foresaw that needed to be made to their policy offering wording, and to the policy application process. While claims will be inevitable, we recognized that a proactive approach for our clients, and the industry, in identifying new potential areas of claim and possible policy coverage issues, was an essential frontline strategy in their ability to respond to litigation that may result from recreational cannabis legalization.”

As for the emerging types of litigation, Huneault says, “The immediate area of concern for insurers was predicted to be in-

creased claims rates in the auto and homeowner insurance spheres. But there does not appear to be any sound evidence to date that claims in these areas have increased due to recreational cannabis being legalized. Based on my review of occurrences in the cannabis manufacturing and processing sectors to date, I predict that we will begin to see claims, and inevitably litigation, involving licensed producers for coverage for costs relating to product recall caused by product mislabeling, mould, and undisclosed pesticide use; and resultant product liability class actions brought by consumers alleging personal injury caused by consumption of those affected products. I think the incidence of product recall and liability claims may only increase with the legalization of edibles in October 2019.”

Insurance companies need to be ready. “The legalization of edibles brings with it a new area of unknown claims and litigation potential,” says Huneault. “The edibles industry is impressively entrepreneurial and I’ve seen everything from traditional THC-infused chocolate, candies, and cookies to THC-infused pancake mix and even individual servings of TH- infused salt and sugar packets, which would allow any meal to become an ‘enhanced’ experience. The ease with which THC may be potentially added to any edible offering by consumers understandably results in inherent risk. This is compounded by the fact that there is no standard predictability in terms of how an individual will react to THC once it’s in their system. One of the potential areas for litigation arising from the legalization of edible products will be social host liability in the event that personal injury that can be linked back to the serving of an edible to one’s guests.”

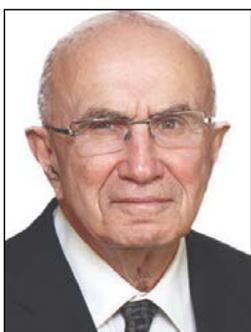
Clearly, the unknowns on the insurance side are as numerous as on the commercial side. As Nyberg says, “The biggest issue is everyone’s still learning, including the regulators, and so it is not easy to get an answer, especially federally. Clients are trying to develop on the commercial side. We’re trying to get an idea of what someone wants to do and help them to do it. We have to figure out something novel.”



Meanwhile, as Sonshine points out, “Right now there’s a much greater emphasis on operating results and financial performance. An increasingly sophisticated investor base, including strategics from the tobacco, liquor and pharma sectors, are simply demanding it. We are witnessing a handover to a second generation of management, often with greater experience managing supply chains and bringing highly regulated products to market. It remains to be seen whether these new leadership teams will remain nimble enough to respond to ever-changing regulations and market forces.”

Altshuler concludes, “Canada has taken a public policy approach to reform cannabis legislation domestically. Other countries are following our lead by adopting legitimate regulated systems. They are also watching closely to see and judge our successes and failures. As the industry matures, we will continue to see an increased emphasis on governance practices and risk management.”





Earl Cherniak  
Lerners LLP

## Persisting Tirelessly BY LEXPERT

Earl Cherniak may be 84, but his war stories are up to date. Take the case of Joe Groia, for instance. Groia retained Cherniak in 2009 and they stuck with it until 2018 when the Supreme Court of Canada decision in *Groia v. Law Society of Upper Canada* vindicated Groia. The SCC set aside a 2012 Law Society of Ontario hearing panel decision and a 2013 LSO appeal panel finding that Groia displayed “incivility” during the insider-trading trial of a former Bre-X Minerals geologist before the Ontario Securities Commission, upheld by a 2015 Divisional Court decision and a 2017 Court of Appeal ruling. Groia and Cherniak went the distance, in other words.

One can conclude that, for clients, there are so many good reasons to retain Cherniak, that the issue of his age doesn’t come up.

Cherniak exudes the Oxford Dictionary definition of indefatigable, “persisting

tirelessly” when it came to acting on *Groia*. Whether he personally ever tires or not, who knows; there is certainly no sign of it. Asked about the significance of *Groia*, Cherniak said: “It’s been cited many times. It’s a huge disincentive for law societies to take on similar claims. I couldn’t understand why they did it in the first place, especially when the initial basis to proceed was a newspaper report.”

None of this is to suggest that Cherniak is unreasonable. On behalf of his client, Cherniak tried to settle the case before heading to court. But once he began down that road with Groia, there was no being defeated by defeats, as it were. “It’s what I do,” he said plainly.

Cherniak explained the *Groia* decision in more detail to the *Advocate Daily* at the time: The decision “maintains the jurisdiction of the law society to deal with



“SO I SAY TO YOU: YOU ARE NOT POWERLESS. MAKE THE MOST OF WHAT YOU HAVE BEEN GIVEN. MAKE OUR CHOSEN PROFESSION STRONGER AND BETTER, FOR YOURSELF, YOUR CHILDREN, YOUR GRANDCHILDREN, THE PUBLIC THAT WE ARE SWORN TO SERVE, AND THE COUNTRY WE LOVE.”



these cases — that’s an argument we lost — but if you look at paragraphs 71 to 76 you will see the analysis Justice Moldaver goes through as to the importance of balancing the obligation of civility with the obligation to resolutely and fearlessly defend your client, particularly but not limited to a criminal case.

“Although the SCC majority took no issue with the appeal panel’s approach to incivility — in particular, when a lawyer’s courtroom conduct warrants a finding of professional misconduct — it says the panel ‘unreasonably found Mr. Groia guilty of professional misconduct,’ awarding costs to Groia in this matter, the courts below and for the proceedings before the law society.”

Cherniak’s family members turned up to watch him in the SCC on *Groia*, but that did not mean the case was Cherniak’s SCC swan song. In fact, he is slated to join the Lerner’s LLP team in October, representing Mr. Submarine Inc. franchisees against Maple Leaf Foods Inc. and Maple Leaf Consumer Foods Inc. (*1688782 Ontario Inc. v. Maple Leaf Foods Inc., et al.*).

Somewhat ironically, but most definitely testamentary to his position in the Ontario legal lodge, Cherniak himself had been a Law Society bencher until two years before he began on *Groia*. And in recognition of his accomplishments and contributions to clients and the profession, it awarded him an honorary LLD in June 2019.

By dint of experience, he has watched the seismic changes facing the profession, espoused his own view of them (“I still call it the Law Society of Upper Canada”) and continued doing what he does. He is justly proud of Lerner’s record on pro bono, as well as on diversity and inclusion in hiring.

He remembers when Lerner’s hired Janet Stewart in 1969; at the time, it was pioneering to hire a woman lawyer. Still, the senior partner said he was going to call her “Miss Stewart”; Cherniak said he would call her Janet. Now half of the firm’s lawyers are women.

Of his own pro bono activities, he mentions representing “a group of senators on *Chaoulli*.” (*Chaoulli v. Quebec (AG)* [2005] 1 S.C.R. 791, 2005 SCC 35, in which the SC held that the Quebec Health Insurance Act and the Hospital Insurance Act prohibiting private medical insurance in the face of long wait times violated the Quebec Charter of Human Rights and Freedoms.) In an *Osgoode Hall Law Journal* article, “The Last Line of Defence for Citizens: Litigating Private Health Insurance in *Chaoulli v. Quebec*,” Christopher P. Manfredi and Antonia Maioni, after discussing other counsels’ arguments, wrote, “With somewhat more nuance, Earl Cherniak, representing the Kirby Committee, agreed that the health care system was in dire straits, but also insisted that there was a constitutional obligation for governments to deliver nec-

essary services to their residents, preferably through a ‘health care guarantee’ enforced by the federal government.”

Still, even Cherniak cannot argue that the challenges facing the profession will be easily solved. Cherniak addressed the LSO Convocation in Toronto on being awarded the LLD: He reflected on the change to the profession over the 59 years that he has practised thus far; and he compares it with the changes for the 59 years before that.

Here is an excerpt from that address:

*I have been an active, practising member of this society for 59 years almost to the day, since my call to the bar in June 1960. I have never regretted for a moment the career I chose. It has rewarded me in every possible way, and still does.*

*Had a person my equivalent in years of call been given an honorary degree at my Law Society Convocation 59 years ago at the old armouries on University Avenue, he (and it would have been a he) would have been called to the bar in 1901. That observation forms the theme of what I want to say, in the few minutes allotted to me to address you.*

*Had that man called to the bar in 1901 thought about it at that 1960 Convocation, he would have concluded that the bar that he was still a member of in 1960 had not changed much in 59 years.*

*To be sure, the world was very different in 1960 than it had been, but the practice of law was not much different at all. There*

were only 5,000 lawyers in Ontario in 1960, virtually no women and no female judges. The bar was still almost entirely made up of a homogeneous group of white male lawyers, predominately Protestant and Catholic and some Jews.

There was no Charter of Rights, civil and criminal trials took one or two days at most, and even murder trials rarely took more than one week in 1901, and in 1960. The only ground for divorce was adultery, deserted wives had virtually no rights, there was no internet, no Google, no specialization, no messaging, no photocopy, no fax, no email, no voicemail, no class actions and almost no one docketed hours. A large firm, and there were only a few of them, was composed of about 25 lawyers. Most firms had one to 10 lawyers. The one I joined had five. I still practise at that firm, but it numbers almost 130.

Fast forward to 2019. There are 50,000 plus lawyers in Ontario and counting, some firms number up to 1,000 lawyers or more, more than 50% of law school students are female and it won't be long before that percentage is the same in the profession generally. There is a wide mix of ethnicity in the bar, growing wider all the time. Just look around you.

Practically the only constant in the practice of law from 1960 to now is that we still owe allegiance to the Queen, the black gowns we wear, and Osgoode Hall. Though predicting the future is a mug's game, I will venture a prediction: The changes you will experience during the course of your practice will make the many changes in my generation pale by comparison.

As Hamlet said to his friend Horatio, "There are more things in Heaven and Earth than are dreamt of in your philosophy." More "things" are coming, they will not be dreams, and meeting the challenges will require more than philosophy.

I have no more idea of what is coming for you than I did for me in 1960. But come they will. There are some visible trends; to list just a few:

- 50% of the people on the planet are online
- artificial intelligence is here
- political upheaval is almost everywhere
- climate change and its effects

- space travel and space law
- automated dispute resolution
- outsourcing of much legal work to the developing world
- global law firms on the rise
- increasing selfrepresentation, as lawyers become even more unaffordable for many people and much else that is as unknown to us in 2019 as the changes that were coming were unknown in 1960.

Some of you will go into private practice, some to government, some to industry, some to academia, some to politics and some will use your legal skills in a myriad of other ways. Few of you will stay in one field or one firm. There are so many options. There are future judges among you, and perhaps even a future Chief Justice.

You will have to adapt, as my generation did, to the changes that are coming. Much that you learned in law school will become irrelevant. But the analytical skills and the friends you have made will be essential to your professional survival.

My message to you is a simple one.

Change must not be fought. Rather, it is to be welcomed, embraced, accommodated, managed, directed and massaged, so that the changes are for the better and not the worse. That will take some doing and constant vigilance. But if maintenance of the Rule of Law and the values we have as Canadians are the touchstones, it can be done.

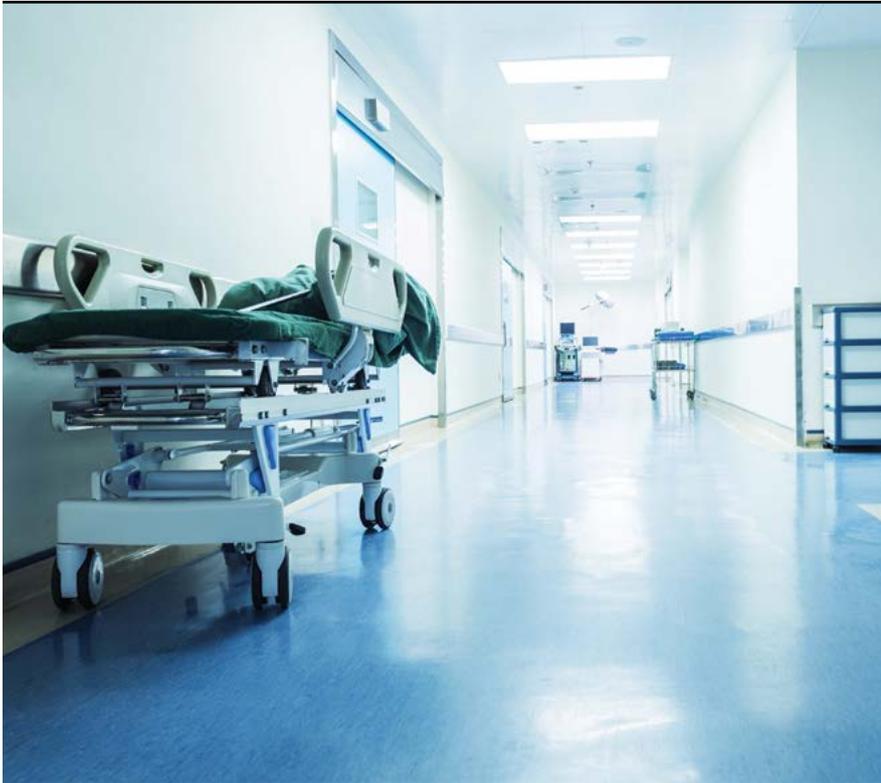
From the privileged position that you hold by entering this profession, you all have the capacity, and indeed the obligation, to see that the values that have made Canada the country that it is are maintained, and challenges to these values steadfastly opposed, come what may.

German Chancellor Angela Merkel put it well, when she spoke recently at a Harvard commencement ceremony. She said, "Democracy (and I would add the Rule of Law) cannot be taken for granted. But neither should people assume they are powerless."

So, I say to you: You are not powerless. Make the most of what you have been given. Make our chosen profession stronger and better, for yourself, your children, your grandchildren, the public that we are sworn to serve, and the country we love. ♣



"Had that man called to the bar in 1901 thought about it at that 1960 Convocation, he would have concluded that the bar that he was still a member of in 1960 had not changed much in 59 years. To be sure, the world was very different in 1960 than it had been, but the practice of law was not much different at all. There were only 5,000 lawyers in Ontario in 1960, virtually no women and no female judges."



# Contracting for Medical IT Systems – Part 1

High Stakes, But High Reward if Done Right

You're the president of a large health-care facility in Canada, perhaps a major hospital with several ancillary institutes and sites. It's an incredibly complex environment, demands are being made on you from all quarters, and, of course, you are publicly responsible for all of it working well. But money is tight, as it always is, and so you have the real challenge of making all ends meet.

As if you didn't have enough on your plate, you are told by your senior management team that the organization's clinical software systems need a major upgrade. Currently, you have what is affectionately called a "mish mash" of different systems; one supplier for your core electronic health record, another supplier for your laboratory system, yet another for oncology, and so on. And, of course, there are a hundred good reasons for this plethora of systems, all of which is interesting but completely irrelevant because it all pre-dates you assuming the leadership role nine months ago. If you are to keep your humour, let alone your sanity, you must keep looking down the road to a major IT procurement; sure, learn

some good lessons from the past, just don't get too mired in the foibles of past mistakes.

Your staff tells you there is good news — a recent market scan it conducted shows there are at least four major so-called "ERP" software vendors that now have mature product offerings in the clinical space. The ERP designation means that each supplier has a broad suite of products that can single-handedly replace the plethora of different products currently being supported by your organization's IT group. And this is the huge benefit of ERP — multiple systems but all tied together to the same product architecture, thereby making it easier to use and maintain.

The bad news — these ERP clinical systems, when you buy the entire catalogue of products, or the bulk of them, are horrendously expensive; as in, you could either buy such an IT system, or you could fund that oncology wing upgrade you so desperately need. In terms of your IT budget, this will be the largest computer-related procurement you will ever make.

On the other hand, you do get what you pay for. You will be buying IT rationality



**By George S. Takach**

across your entire hospital community for the first time. This is a huge win. Moreover, in addition to day-to-day operations improving materially, the new ERP clinical system will allow you to do some things you've never done before. You will be able to harness predictive health capabilities. You will now be able to detect patterns of disease in the community well before that could be done (if that could be done at all). For example, in one weekend, 10 patients present at emergency with similar symptoms; now you'll be able to detect that they all work at the same factory and that something is going on there. With the support of such a system, wellness more likely

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**“So, how to gear up for such a major procurement? First, you have to cobble together the right team; ideally, people who have done this before. A major ERP clinical acquisition is not an entry-level project for someone just out of IT procurement school.”**

becomes an attainable goal rather than a marketing buzzword.

### **Internal Governance**

So, how to gear up for such a major procurement? First, you have to cobble together the right team; ideally, people who have done this before. A major ERP clinical acquisition is not an entry-level project for someone just out of IT procurement school. Ideally, you will have a project manager who has the scars of past similar projects and legal counsel who has seen this movie before. The procurement lead has to be savvy to the marketing and other dynamics of big American suppliers — this is no place for rose-coloured glasses.

What about your board? Do you have a couple of IT veterans on it? If not, this is the time to recruit those people. Ideally, one is well versed in medical IT; but the other can bring a skillset from the private-sector IT world. Banks, insurance companies, telcos, and a number of other industries in the private sector have gone through these mammoth ERP projects before — having their experience to draw on can be invaluable. The key is to learn from the mistakes of others (our parents told us to learn from our own mistakes, which is good advice, but quite painful — better, by far, to learn from the mistakes of others!).

Your CFO will need some support as well. The algorithms around the financials for these large ERP clinical buys are very complex, and the suppliers make them so on purpose (sorry, no way to sugarcoat that). They could make them simpler, but there is ultimately more revenue to be had with the complexity, particularly for the unwary user. Calculating the total cost of own-

ership (TCO) over a 10- to 15-year term is difficult at the best of times with even simple systems — with clinical ERP purchases, calculating the TCO will wear out several spreadsheets before you even start to get close, it's just that complex. Then, on top of everything, you have to negotiate a meaningful discount and have to fold in financing if that is the route you are going to take. Your CFO will have to delegate some of their day job functions to others to be able to devote the serious time they will need to unravel the financial proposal, and then to negotiate a credible deal.

### **Procurement Strategy**

One of your early decisions is to determine how to approach the market for this super important procurement. Of course, as a public institution, you will be governed by a host of public procurement rules and regulations. But within those regulatory parameters you have some choices. My own strong recommendation is to have a process that includes, toward the end, a dual-track negotiation component. Under the dual-track system, at some point, you have narrowed the suppliers down to the top two. Then, with both of them, you conduct simultaneous negotiations (sometimes called “confidential commercial discussions”), after which they both submit a “best and final offer” (BAFO).

Through such a BAFO process, you and your team stand the best chance of learning very important nuances about how each supplier goes about its business, and in turn what you will have to do to prepare for each. Remember, and this is key — a major ERP clinical implementation will test your organization to the core. Its kind of like running

a marathon. You have to prepare for it if you hope to have any chance of finishing the race. And the dual-track process, capped by the BAFO, is a critical piece of preparation.

More on the marathon analogy. A very big question you need to answer is: Will you do “big bang” in terms of implementation approach, or will you do a slower, more incremental implementation? By the way, there is no right answer — there is, ideally, the process of you and your staff figuring out which is the most appropriate for you, and then going with that one. Yes, each has different cost implications; but so does picking the process that is wrong for you. It's like planning a marathon — do you go out strong and finish slower, or do you hang back and then pick up the pace at the end? Hopes of winning Olympic medals have faded because of bad strategy. If you want to see the results of bad decisions on implementations of ERP clinical systems, just search the internet — there are several high-profile ones.

Another threshold question you will need to answer is do you want a system that your organization will be hosting (a so-called “on-premise” software system), or will you be looking for the supplier to host the system (on a “software as a service” basis)? This question, and its answer, has major ramifications for you for years to come.

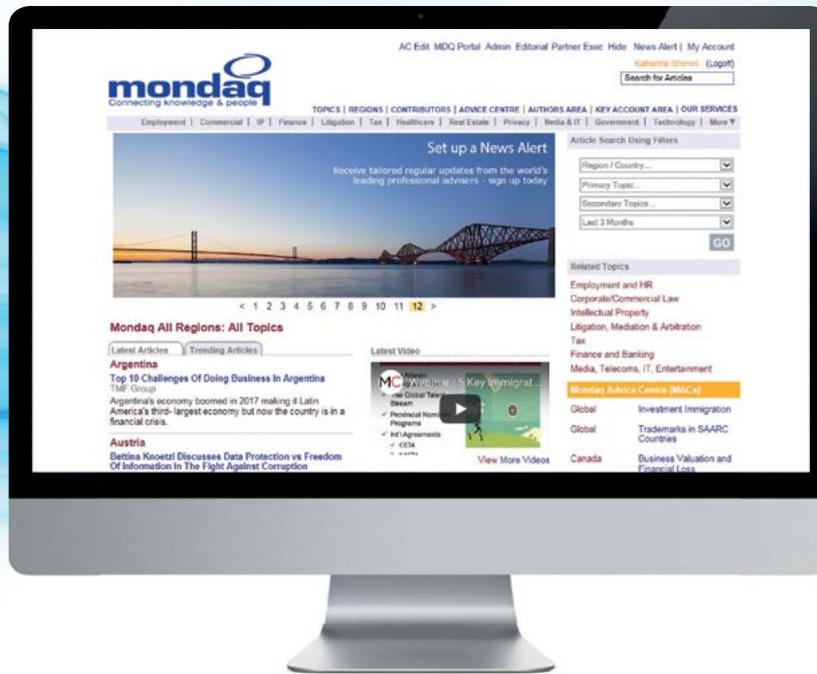
One last point on staffing. For the actual implementation, you will want to have someone on your team who has actually implemented the specific system you are acquiring. So, don't hire this person until the end of the BAFO process, when you know precisely which ERP clinical system you will be installing.

The contract you sign is also important. The standard paper presented by the suppliers will not be sufficiently robust around a number of customer concerns to adequately protect you. So, you'll have to buttress your interests with some choice additions and amendments.

Next month, a review of some of the more important provisions for the contract, in Part 2 of this two-part series. 

George Takach is a partner at McCarthy Tétrault LLP, based in its Toronto office.

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