

IAN D. SHEWAN

Business Law

PARTNER

"I take great pride in knowing that my efforts as counsel contribute to my client's success in a very real way."

Direct Phone: 519.640.6334/416.867.1137

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PROFESSIONAL HISTORY

- ◆ Practice Group Leader, Business Law Group (2012 to present)
- ◆ Partner, Lernalers LLP (1992 to present)
- ◆ Member of Lernalers LLP Executive Committee (2000-2002)
- ◆ Associate lawyer, Lernalers LLP (1987-1992)

REPRESENTATIVE WORK

- ◆ Corporate Governance - includes advice regarding by-laws, shareholder and board meetings
- ◆ Co-operative Corporations Law – relevant experience includes Offering Statements, processing FIT applications, co-operative financings, co-operative joint ventures, limited partnerships and co-operative governance issues
- ◆ Corporate Finance – acted for both corporate borrowers and institutional lenders, with expertise in acting for construction companies in Infrastructure Ontario transactions
- ◆ Purchase and Sale of Businesses – significant experience in acting for both vendors and purchasers of a wide variety of businesses in various sectors including commercial, industrial, institutional, multi unit residential, retail and agricultural
- ◆ Business Agreements – expertise in drafting a wide array of agreements, including asset and share purchase and sale agreements, Shareholders' Agreements, Partnership Agreements, Joint Venture Agreements, Limited Partnership Agreements, Loan Agreements and Employment Contracts
- ◆ Corporate restructurings – relevant experience includes the implementation of succession plans for businesses
- ◆ Professional Corporations – includes expertise acting on behalf of a variety of professions with a particular emphasis on medicine and dentistry professional corporations
- ◆ Resolution of business disputes – includes expertise in both shareholder and professional disputes
- ◆ Commercial Leasing – relevant experience including acting for Landlords and Tenants for a wide variety of properties, includes shopping centres, commercial and industrial properties

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- ◆ Acted for purchaser of \$13 million edible bean processing facility.
- ◆ Resolved family shareholder dispute through successful completion of butterfly transaction

NOTEWORTHY TRANSACTIONS

- ◆ Acted for London Ontario based developer in sale of shopping mall, office building and 13 residential apartment buildings totalling approximately 2,325 units to developer syndicate for \$215,000,000.00. The Globe and Mail reported the transaction was “the highest price ever commanded in Canada for a single-site apartment sale”.
- ◆ Acted for Metropolitan Toronto based general contractor in \$150 million Infrastructure Ontario financing.
- ◆ Acted for a Southwestern Ontario based public utility in a \$75 million financing to fund capital improvements
- ◆ Acted for Southwestern Ontario based accounting firm in merger with national accounting firm
- ◆ Acted for a Southwestern Ontario based corporation in acquisition, development and financing of a commercial greenhouse operation, including negotiation of a carbon dioxide and high grade heat transfer agreement.
- ◆ Counsel to a Metropolitan Toronto based general contractor in joint venture Request For Proposal with Infrastructure Ontario.
- ◆ Acted for Southwestern Ontario based public utility in \$65 million financing to fund capital improvements with two chartered banks.
- ◆ Acted for Metropolitan Toronto based general contractor in \$60 million Infrastructure Ontario financing.
- ◆ Counsel to vendor in sale of multi-branch industrial supply business to Canadian subsidiary of publicly traded American corporation.
- ◆ Acted for a post-secondary institution in a \$30 million interest rate swap financing for construction of a residence and dining pavilion.
- ◆ Resolved shareholder dispute through purchase of minority shareholder's interest in automobile dealership
- ◆ Counsel to a Southwestern Ontario based general contractor in \$25 million Infrastructure Ontario financing.
- ◆ Acted for co-operatives in purchase of shares of cable television and internet business.
- ◆ Shareholders' dispute involving Toronto based financial services firm resolved by completion of buyout of shareholder.
- ◆ Acted for purchaser of several mobile home parks
- ◆ Acted for vendors in sale of shares of Southwestern Ontario based environmental consulting firm.
- ◆ Succession planning issue for Southwestern Ontario based construction company resolved through buy-out of other family member shareholders.
- ◆ Counsel to a Southwestern Ontario based transportation firm in shareholder buy-out.
- ◆ Acted for purchaser of \$13 million edible bean processing facility.
- ◆ Acted for Southwestern Ontario based industrial supply company in merger with Metropolitan Toronto based industrial supply company.
- ◆ Devised ground-breaking exemption order from securities regulators for a co-operative.
- ◆ Acted for purchaser of Southwestern Ontario based automobile dealership

TESTIMONIALS

- ◆ “Thank you for your leadership and creativity in dealing with the Town. Thank you for orchestrating an extra 2

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months for Whitchurch-Stouffville Community Energy Co-operative. I am very happy that you are in our camp!"
T. S., Whitchurch-Stouffville Community Energy Co-operative

- ◆ "...email is cheap and two dimensional but I just wanted to say thanks very much... I appreciated your diligence and your "there's a problem but here's how I plan to address it" approach to the various obstacles we encountered." *J.H., Ontario Telecommunications Association, Toronto*
- ◆ "We knew what we wanted to do and we also knew it had never been done before. ...Ian came up with the idea of trying to get an exemption from the Canadian Securities Administrators ... Ian helped us create something totally new and different for the industry that has nothing but upside for Canadian agricultural producers." *T. A., Canadian Lamb Producers Co-operative Inc.*
- ◆ "We want to thank you for all your assistance and patience as we worked through this lengthy process. I have personally appreciated all of your advice, wisdom and support. The merger ... has been very positive for us and we are excited about the future." - D.G

ACHIEVEMENTS

- ◆ Selected by his peers for inclusion in The Best Lawyers in Canada (2021)

SELECTED PRESENTATIONS/PUBLICATIONS

- ◆ Speaker, "Tricks and Traps of Farm Succession Planning", Hensall District Co-operative, February 2019
- ◆ Presenter on unusual points in the *Co-operative Corporations Act* at the April 25, 2018 "Best Practices for Co-operative Businesses" program sponsored by the Ontario Co-operative Association.
- ◆ Presenter on proposed changes to the Co-operative Corporations Act at the January 15, 2014 "Open for Business" session sponsored by the Ontario Co-operative Association
- ◆ Co-presenter with the Manager of Licensing Approvals, Financial Services Commission of Ontario on Offering Statements at May 1, 2013 "Getting Ready for your FIT Contract Offer" program sponsored by Ontario Sustainable Energy Association
- ◆ Presenter and facilitator for "So You Think You Know Your Co-operatives?" at October 30th, 2012 regional meeting of the Ontario Co-operative Association
- ◆ Presenter and facilitator, March 21, 2011 meeting of the Ontario Co-operative Association regarding the 50% Rule and par value shares
- ◆ "May the 50% Rule Rest in Peace", March 5, 2010, On Co-op newsletter, Ontario Co-operative Association ([Read online](#))
- ◆ An editor of Guide to the Ontario Co-operative Corporations Act published by the Ontario Co-operative Association
- ◆ Lecturer, Due Diligence issues in Buying and Selling a Business, Law Society of Upper Canada Continuing Legal Education Program
- ◆ Lecturer, Ontario Bar Admission Course, The Purchase and Sale of Commercial Real Estate
- ◆ Author, London Business Magazine, articles such as Shareholders' Agreements, Succession Planning for Business
- ◆ Lecturer on co-operatives in Law Society of Ontario continuing legal education program in spring, 2018

MEMBERSHIPS/COMMUNITY INVOLVEMENT

- ◆ Board Member and Member of Executive Committee of Sunshine Foundation of Canada
- ◆ Chair, Regulatory Affairs Committee of Ontario Co-operative Association

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- ◆ Former Board Member and Chair of Audit Committee, Public Accountants Council for the Province of Ontario (2011-2018)
- ◆ Former Board Chair of Hutton House Foundation
- ◆ Former Board Member, London Health Sciences Centre
- ◆ Member, Middlesex Law Association
- ◆ Member, Canadian Bar Association
- ◆ Member, Ontario Co-operative Association
- ◆ Member of Board of Hutton House Association for Adults with Disabilities (1998-2010)
- ◆ Chair of Board of Hutton House Association for Adults with Disabilities (2001-2004)

AWARDS

- ◆ Recipient of the 2015 Spirit Award from the Ontario Co-operative Association. The award is given annually to one recipient for advocacy and government relations on behalf of Ontario Co-operatives.

EDUCATION

- ◆ Admitted to Ontario Bar (1987)
- ◆ Bachelor of Laws, The University of Western Ontario (1985)
- ◆ Bachelor of Arts, Carleton University (1982)