

BETH GEARING

1290 Bunsden Avenue, Mississauga, Ontario L5H 3T9
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Professional Experience

Principal and Business Lawyer
Gearing Law Professional Corporation
January, 2016 to Present

Provides high quality corporate-commercial legal advice and general counsel services on a wide range of commercial agreements and transactions including acquisitions, divestitures, corporate re-organizations, joint ventures and strategic alliances, hotel management and franchise agreements, supply and distribution agreements and other commercial agreements.

Vice President, Legal and Privacy Officer
Delta Hotels and Resorts - Toronto, Ontario
April 2013 to June 2015

Member of senior leadership team. Reporting directly to the CEO, provided strategic advice and guidance to senior management and board of directors on wide range of business and legal issues.

Partner
Soloway Wright LLP – Ottawa, Mississauga and Kingston, Ontario
January 2012 to April 2013

Trusted legal advisor to sophisticated and diverse group of clients in the real estate, hospitality and pharmaceutical industries.

Partner
Blake, Cassels & Graydon LLP - Toronto, Ontario
January 1995 to December 2011

- 15 years' experience as General Partner of one of Canada's largest and most highly regarded law firms. Corporate commercial practice included structuring, negotiating and completing mergers, acquisitions, divestitures, corporate re-organizations, joint ventures and strategic alliances, financings, outsourcings, licensing deals and supply and distribution agreements. Provided high-level and day-to-day legal advice to domestic and international businesses and start-up enterprises, principally in the food, information technology, pharmaceutical, hospitality and entertainment industries.

Education

University of Western Ontario - London, Ontario, Canada
Bachelor of Laws (LL.B.)

University of Toronto - Toronto, Ontario, Canada
Bachelor of Arts (Hons.)

Professional Affiliations

Called to Ontario Bar. Member in good standing of the Law Society of Upper Canada.

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REPRESENTATIVE EXPERIENCE

The following provides further information regarding the work experience referenced in my resume.

In-House Counsel Experience

As Vice President, Legal and Privacy Officer of Delta Hotels Limited:

- Negotiated and completed a wide range of commercial agreements and transactions, handled the legal aspects of strategic initiatives and worked side by side with the CEO, senior management and board of directors, serving as advisor on strategic and operational matters.
- Worked closely with other departments, including finance, development, asset management, marketing and IT, providing legal guidance and leadership on transactions and projects contemplated in the strategic plan.
- Significant corporate/commercial transactions and real estate experience: led and successfully executed three real estate/business acquisitions and one disposition from due diligence to closing, including purchase agreements and ancillary agreements.
- Managed and directed world-wide global intellectual property registration and protection strategy.
- Provided effective oversight, control and management of external legal counsel. Successfully managed budget of legal department. Achieved significant savings in overall external legal spend.
- Provided legal and business advice on major brand refresh initiatives including marketing initiatives and customer loyalty program. Ensured advertising, social media presence, contests and promotions complied with applicable regulations.
- Drafted and negotiated a broad range of commercial contracts including real property leases, RFPs and procurement documents, vendor supply and services agreements, litigation settlement agreements, consulting agreements, employment agreements, confidentiality agreements, term sheets, letters of intent and marketing and technology agreements (including for mobile application development, software licensing, cloud based software as a service agreements, service level agreements, media buy, advertising agency and social media monitoring).
- Involved in the planning and coordination of board of directors, board committee and shareholder meetings. Prepared meeting materials, minutes of meetings and reports to the board and shareholders.
- Ensured the organization is operating within the law and in compliance with all policies and procedures. Proactively researched, developed and implemented strategy for enterprise-wide compliance in the areas of privacy law and anti-spam (CASL).

Real Estate, Hotels and Hospitality

- Represented Delta Hotels Limited on the successful acquisition of three long term land leases of hotels and their businesses: Delta Halifax, Delta Barrington and Delta Calgary Airport (2014). Responsibilities included drafting and negotiating term sheet, structuring the transaction, selecting and overseeing external legal counsel and reviewing and negotiating the purchase agreement and all ancillary agreements and closing documents.
- Represented Delta Hotels on the acquisition by Marriott International, Inc. of Delta Hotels' hotel management and franchising business in 2015.
- Represented Delta Hotels on the successful acquisition by Delta of three hotels in Nova Scotia and Alberta. Responsibilities included drafting and negotiating the term sheet, structuring the transaction, selecting and overseeing external legal counsel and reviewing and negotiating the purchase agreement, HMAs and all ancillary agreements and closing documents.
- Acted for Delta on the negotiation of numerous hotel management agreements including a new build hotel as part of the multi-use Edmonton's Arena District development and a new build hotel in Waterloo, Ontario.
- Represented Delta on all legal aspects of the opening of Delta's new flagship hotel in downtown Toronto, the Delta Toronto, including the hotel management agreement, all required operational agreements and in obtaining a liquor licence for the 540 room hotel.
- Represented Ottawa Sports and Entertainment Group, an Ottawa based consortium, on the public-private partnership with the City of Ottawa for the redevelopment of Lansdowne Park in Ottawa, Ontario. The project involved the renovation of the football stadium and hockey arena, home to a new Canadian Football League team (the REDBLACKS) and the Ottawa 67's, a member of the Ontario Hockey League, the formation of a master partnership and component limited partnerships, the lease of the stadium, the development of a multi-use retail component, the development and commercial lease of an office building, shared services agreements, revenue sharing agreements and reciprocal agreements.
- Represented a large Canadian real estate developer on numerous real estate joint ventures.

Mergers & Acquisitions/Cross-border

Extensive experience on a wide range of mergers, acquisitions and other domestic and cross-border business combinations for private and public companies including share and asset purchase transactions.

Responsibilities included:

- drafting and negotiating transaction documents, including asset and share purchase agreements, acquisition agreements, term sheets, confidentiality agreements, non-competition agreements, escrow agreements, shareholders agreements, employment contracts, consulting agreements and other closing documents;
- obtaining necessary regulatory approvals and other required consents;
- overseeing and reporting on legal and environmental due diligence;
- advising senior management on legal issues and communicating the progress of transactions and due diligence concerns;
- co-ordinating and overseeing work conducted internally by finance, treasury, operations and human resources personnel;
- co-ordinating, directing and overseeing work by legal teams, specialists and local counsel.

Partnership & Joint Venture Agreements

- Represented a large specialty pharmaceutical company on a collaboration with a biotech firm for the development and commercialization of a biologic drug and suite of products, including gaining the rights to the drug and other components of the product owned by entities in a number of jurisdictions.
- Structured and negotiated a joint venture for the operation of a Montreal NASCAR stock-car racing event. Represented International Speedway Corporation (NASCAR's publicly traded sister company) on its subsequent acquisition of the joint venture interest of its co-venturer.
- Represented Ottawa Sports and Entertainment Group, an Ottawa based consortium, on the public-private partnership with the City of Ottawa for the redevelopment of Lansdowne Park in Ottawa, Ontario. Drafted and negotiated agreement for a master limited partnership and component limited partnerships, and related shareholders agreements.
- Represented a large Canadian real estate developer on real estate joint ventures.

Financings

- Extensive experience in completing debt and equity financings with banks, other financial institutions and private lenders.
- Experienced in reviewing, drafting and negotiating term sheets, credit agreements, debentures, preferred share conditions, security documents, guarantees, escrow agreements and shareholders agreements.

Corporate Reorganizations & Restructurings

Broad and extensive experience in advising and guiding clients through complex corporate reorganizations and restructurings. Led and completed many of these transactions, with responsibility for directing and supervising the due diligence

investigation, overseeing the implementation of detailed working agenda and drafting reorganization documents.

Other Commercial Matters

- Experienced in drafting, negotiating and reviewing a wide variety of complex commercial contracts including management agreements, services contracts, consulting agreements, employment contracts, confidentiality agreements, real property leases, equipment leases, licensing agreements and settlement agreements.
- Significant experience in the structuring, drafting and execution of distribution and supply agreements.

Litigation

- Effectively managed complex commercial litigation and the work of external counsel. Successfully negotiated the settlement of lawsuits.
- Drafted and settled complex settlement agreements and releases.

Information Technology

Significant experience in the structuring, negotiation and drafting of IT agreements including:

- Representing Bell Canada on the extension of the outsourcing of its billing operations. As co-leader of the team, drafted and completed the outsourcing agreement and share purchase agreement. Led and completed the sale of Bell's interest in Certen, a joint venture, for \$89 million, including the transition-in to Bell of more than 180 Certen employees and contractors.
- Drafting, negotiating and completing a long term application development agreement between Intelity and Delta Hotels for the development of a customized mobile application available for iOS and Android devices. The app was successfully rolled out in 2015.
- Drafting, negotiating and completing a master services agreement, master license agreement and related service level and maintenance agreements with IdeaS for a revenue management solution implemented across Delta Hotels.
- Experience in reviewing and negotiating software license agreements, master services agreements, software as a service agreements, SLAs and statements of work for various IT products and solutions.