

Mathilde Carrière

Partner



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Overview

Mathilde Carrière practices corporate and commercial law in Dentons' Montréal office. She is also one of the leaders of the Montreal office infrastructure and public private partnership practice and of Dentons' Construction group in Canada. For the last few years, she has been focusing her practice on large scale construction and infrastructure projects but she has also dealt extensively with mergers and acquisitions and venture capital investments.

Mathilde has developed a unique expertise in the area of procurement, construction and infrastructure in the energy, manufacturing and transportation sectors. Notably, in the context of her infrastructure and procurement practice, Mathilde has acted as lead counsel for the public authorities for the New Bridge for the St. Lawrence River project (Champlain) and for the Turcot interchange project. She represents private and public owners as well as construction companies, engineering firms and suppliers of equipment or materials. She assists them with risk analysis (cost, delay, quality) and negotiates and drafts PPP and turnkey contracts, EPC and EPCM agreements as well as contracts for project management, engineering services, construction, consulting or procurement services. She has been involved in projects in the area of mining, gaz, petroleum, road infrastructures, renewable energy, pulp and paper, and other areas. As part of her general corporate and commercial practice, Mathilde also counsels clients in connection with partnership and joint venture projects, acquisition and investment projects.

Mathilde is recognized in the 2017 edition of *The Best Lawyers in Canada* and by the 2016 *Legal 500 Canada* in the practice area of Public Procurement Law.

Experience

- **New Bridge for the St. Lawrence Corridor:** Acting as legal counsel to the Government of Canada in connection with its procurement of a public-private partnership to design, build, finance, operate, maintain and rehabilitate a new 3.4km bridge across the St. Lawrence River to replace the existing Champlain Bridge and various related components. Dentons was actively involved in all phases of the implementation of the project, from the request for qualifications to the financial close (approx. CA\$4.24 billion).
- **Turcot Interchange:** Acting as legal counsel to the Government of Québec in connection with the structuring and implementation of the request for proposals for the Turcot Project in Montreal, including drafting and negotiating the related design build contract. This CA\$3 billion project entails the reconstruction of four major

interchanges and the demolition of all existing structures.

- **East Rail Maintenance Facility:** Acting as legal counsel to a major Design-Build sub-contractor in connection with its proposal to the successful consortium retained to design, construct, finance and operate a new maintenance shed for commuter rail cars and locomotives to be located in Toronto (project value: \$400 million).
- **Peel Memorial Centre for Integrated Health and Wellness:** Acting as legal counsel to a shortlisted O&M proponent member bidding to design, build, finance and operate the new Peel Memorial Centre in Brampton, Ontario.
- **AMT:** Acting as legal counsel for the preparation of a call for tenders in connection with a design build project for train shelters, wells and other systems.
- **Cardboard Box Factory:** Acting as legal counsel to Norampac, a division of the Cascades group, in connection with their CA\$500 million project for the construction of their new cardboard box factory in Niagara Falls, New York, including the drafting and negotiation of all major contracts required for the implementation of the project, such as the project management contract, the engineering contracts, the construction and the procurement and supply agreements.
- **Refinery:** Acting as legal counsel to Petro Canada (now Suncor) in connection with a CA\$900 million project for the construction of a new coker at their existing Montreal refinery, and the related expansion required to various facilities located off site, including the negotiation and drafting of several construction contracts in EPCM mode.
- **Chemical Processing Facility:** Acting as legal counsel to Petro Canada (now Suncor) in connection with the expansion and increase in production capacity of the sulphur extraction facility of one of its suppliers, including negotiating and drafting the related EPCM agreement.
- **Terminal Storage Facility:** Acting as legal counsel to Suncor in connection with the negotiation and drafting of a multiple use EPCM agreement for the construction of various terminal storage facilities for petroleum and other bulk products.
- **Cogeneration Plant:** Acting as legal counsel to TransCanada Energy in connection with the construction of a 507 MW gas fired cogeneration plant, a CA\$600 million project, including the negotiation and drafting of the term sheet, evaluating the PPA risks, negotiation and drafting of the turnkey construction contract (EPC) and related off site construction contracts.
- **Iron Ore Production Plant:** Acting as legal counsel to an important mining company in connection with a CA\$500 million project regarding the expansion of an existing iron ore production plant, in Northern Québec, including the negotiation and drafting of the construction management contract, the engineering services contract and related construction contracts.
- **Cartier Wind Energy:** Acting as legal counsel to this major wind energy producer in Québec (with facilities in Baie-des-Sables, L'anse-à-Valleau, Carleton, etc.) in contractual matters, particularly with respects to certain aspects related to the construction and contractual obligations of suppliers (project valued at CA\$1.1 billion).
- **Cartier Wind Energy:** Acting as legal counsel to another important renewable energy producer, in connection with the construction of several wind farms totaling 1000 MW. We advised on and drafted the generic version of the Balance of Plant construction contract (BOP) and ancillary agreements.
- **Hydrokinetic Project:** Acting as legal counsel to an important international corporation in connection with a project for the installation and interconnection of hydrokinetic turbines, including the preparation of an EPCM agreement.
- **Natural Gas Power Plants:** Participating with the project teams of TransCanada Energy in the risk analysis and the review of contracts for a cogeneration plant project in Cherry Point (British Columbia) and in Portland (Ontario).
- **Windsor Essex Parkway Project:** Acting as legal counsel to one of the construction member of a shortlisted

consortium invited to bid on it, including the review and risk analysis relating to the partnership agreement and the review of the project agreement and related construction contract and other ancillary agreements.

- **Education Related Acquisitions:** Acting as legal counsel to an important private company active in the education sector in connection with various acquisitions, investments and commercial transactions.
- **Angel Investor Fund:** Acting as legal counsel to Investissement Québec in the context of the creation of the Fonds Capital Anges Québec, a venture capital fund structured to co-invest with angel investors.
- **Private Equity Investment Funds:** Acting as legal counsel to various institutional investors in connection with the creation of the investment fund GO Capital, Limited Partnership, a co-investment fund with an investment pool of CA\$100 million dedicated to technology start up businesses, and for the creation of Fonds CTI Life Sciences, an investment fund of CA\$100 million dedicated to biotechnology and life sciences businesses.
- **Private Equity Investment Funds:** Acting as legal counsel to various institutional investors in connection with the creation of a CA\$400 million buy-out investment fund, Novacap Industries III and with the creation of a CA\$165 million technology investment fund, Novacap Technologies III.
- **Private Equity Investment Funds:** Acting as legal counsel for various private and institutional investors in the context of their private equity investment in various venture capital funds, including Garage Technology, Propulsion Venture III, Brightsparks Venture II, Agechem Venture, iNovia Capital, Rho Canada and Genesys Capital.

Recognition

First recognized in 2016, Mathilde has been commended for her extensive knowledge and experience in a variety of respected publications, including:

- *The Legal 500 Canada:* Infrastructure and Projects; Public Procurement; Capital Markets
- *The Best Lawyers in Canada:* Public Procurement Law; Construction Law
- *The Canadian Legal Lexpert Directory:* Infrastructure Law
- *Lexpert Special Edition – Canada's Leading Lawyers:* Energy; Infrastructure
- *Martindale-Hubbell* : BV Distinguished Peer Review Rating

Honors and Awards

- Named "Lawyer of the Year" by *Best Lawyers* for Public Procurement Law, Montréal (2019)

Activities and Affiliations

- Member, Québec Bar
- Member, Canadian Bar Association
- Member, Réseau Capital
- Member, Canada's Venture Capital and Private Equity Association

Community Involvement and Pro Bono

- Member, Infrastructures, Transport and Logistics Committee, Federation of Chambers of Commerce of Quebec
- Member, Board of Directors of the YWCA Montréal, Secretary and member of the Executive Committee,

Board of Directors

- Member, Board of Directors of Investissement Québec and of the Committee on Governance (2007-2010)
- Member, Board of Directors of IQ Fier Inc. (2005-2007)
- Member, Board of Directors of Réseau Capital (1997-2000 and 2004-2007)

Areas of focus

Practices

- Commercial Contracts
- Joint Ventures
- Mergers and Acquisitions
- Project Development

Industry sectors

- Construction
- Infrastructure and PPP
- Energy
- Private Equity

Education

- University of Montréal, 1986, LLB
- Concordia University, 1983, BComm

Admissions and qualifications

- Québec, 1987

Languages

- French
- English