



Melanie Choch

SPECIAL COUNSEL

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My Assistant

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Melanie is a business and transactional attorney with over 20 years of experience. She brings a breadth of knowledge as an experienced advisor for legal, business, policy, and compliance matters. Melanie has considerable experience consulting clients on a wide variety of commercial and corporate issues across a broad range of industries. Her practice includes expertise in areas such as:

- Mergers & Acquisitions
- Commercial Transactions
- Debt and Equity Financing
- Entity Formation, Corporate Governance & Restructuring
- Procurement

Melanie received her Bachelor of Laws (Canadian J.D. equivalent) from the University of Manitoba. After a lengthy career with the law firm Gowling WLG in Calgary, Alberta, Melanie joined Alberta Health Services, the largest health authority in Canada. In her role as Senior Legal Counsel, she provided strategic and operational advice to a wide variety of corporate, operational and clinical departments.

In 2017, Melanie started her own cross-border practice providing business advisory and legal consulting services to clients in Canada and the U.S. Most recently, Melanie was General Counsel of Sagamore Capital Advisors LLC handling all legal advice, negotiation, and document preparation for clients in both the U.S. and Canada. Having permanently moved to Portland, Oregon in 2020 she now focuses her practice in the U.S. while maintaining an ongoing ancillary practice for Canadian clients.

Industries

Banking and Finance

Real Estate and Land Use

**Privately Held and Family-Owned
Businesses**

Practices

Business Law

Real Estate and Land Use

Education

B.A., University of Manitoba
Psychology

LL.B., University of Manitoba

Admissions

- Oregon State Bar
- Alberta, Canada Bar

With a career spent both in private practice and as in-house counsel, Melanie is adept at assessing the needs and objectives of an organization and finding those unique and practical solutions needed to meet a client's objectives. She is recognized for advising on decisions and executing on projects that balance strict legal analysis and interpretation with business practicalities. She is also known for being a strong collaborator and persuasive negotiator, able to close the gap in transactions or matters that are particularly adverse or subject to in-depth scrutiny by internal and external stakeholders.

Melanie takes pride in also being a legal "knowledge translator" by providing clients with an appreciation of legal issues and concepts that impact their business operations and better recognize and mitigate risk.

Melanie has serviced local, national, and international clients, from start-ups to large organizations including public, private, and not-for-profit entities. Her clients have come from a variety of industry areas including manufacturing, retail, telecommunications, food services, technology, pharmaceutical, health care, media and entertainment, professional/consulting services, farming and natural resources.

"Melanie has been a wealth of information, providing us with guidance and recommendations. Her help has been critical as we navigate through this challenging process. She has been a calming and steadying influence. Thank you!"

REPRESENTATIVE WORK

Mergers, Acquisitions, and Divestitures

- Small to large regional, interprovincial and international transactions including asset and share purchases and sales, amalgamations and mergers.
- Due diligence including analysis of corporate structure and governance, statutory compliance, contractual review and review of change of control and triggering events.
- Co-counsel on associated elements related to real estate and employment agreements.
- Review and coordination of transitional and post-closing matters such as labor and employment issues, preparation of indemnities

and releases, non-competition, confidentiality and escrow agreements.

Corporate & Commercial

- Negotiation and preparation of contracts for various commercial matters including intellectual property licensing, franchising, supply/distribution consulting and professional, etc.
- Corporate governance matters including corporate secretarial work, attendance at Board and Member/Shareholder meetings, preparation of annual meeting materials and corporate resolutions, minutes of meetings
- Preparation of corporate documents including Operating Agreements, Shareholder Agreements, Partnership Agreements, Joint Venture Agreements, Stock Option Plans, etc.
- Succession planning including Corporate Reorganizations and Capital Restructurings

Debt and Equity Financing

- Company start-ups and restructurings which are capitalized with both institutional and private investor funds.

In-House General Counsel Experience:

Commercial

- Negotiating commercial agreements (supply/purchase, service agreement, partnerships, governmental contracts, research and funding, licensing, etc.)
- Coordinate commercial projects with various departments including those supporting corporate (Finance, Policy, Audit, Insurance, etc.), operational (food services, construction, maintenance, etc.) and front line clinical or health care services (physicians, emergency/ambulatory, long term care etc.)
- Negotiate contracts with domestic and foreign vendors, suppliers and partners spanning a variety of industries and broad range of goods and services for local or regional/province-wide requirements. Examples of client departments and categories of suppliers include Information Technology, Pharmaceutical, Equipment, Consumables, Diagnostic Services, Medical Affairs (physicians), Pharmacy, Non-Surgical Healthcare Facilities, Food/Nutrition, Environmental, Emergency Medical Service (air and ground ambulatory) and Professional Services.
- Provide advice on contractual disputes

Procurement

- Development of competitive processes and documentation (RFX/RFP).
- Advisor in managing all stages of the procurement process including scoping, planning, conduct of process and implementation, communications with internal and external stakeholders, vendor bid appeals and complaints.

Policy and Risk Management

- Development of corporate policies, directive and procedures.
- Collaboration with and advice to Insurance and Audit departments on relevant legal issues.
- Address inconsistencies in order to streamline, create efficiencies and identify and mitigate risk through education and development of protocols.

Best Practices and Education

- Educating non-legal staff on legal issues and negotiation strategies.
- Development of templates
- Assist in implementing efficiencies and programs for contract management, for cross-departmental collaboration and client engagement with legal department.

ORGANIZATIONS

Professional Organizations

- Member, Executive Committee, Business Law Section, Oregon State Bar