

Indigenous Ownership of Natural Resource Projects: A Framework For Partnership and Economic Reconciliation

Vivek Warriar, Bennett Jones LLP



Vivek Warriar practises primarily in the areas of infrastructure project development and private mergers and acquisitions in the energy industry. His practice encompasses the entire petroleum, natural gas and power value chain, from upstream exploration and production, to midstream transportation and processing solutions and the marketing of energy products. Recently, Vivek has been engaged as primary counsel on projects at the forefront of emerging trends in the Canadian energy industry, including the development of liquefied natural gas export facilities on both the west and east coasts of Canada, renewable energy projects across the country, joint ventures in emerging resource plays in Alberta, British Columbia and Saskatchewan and the development of crude oil rail transloading facilities throughout western Canada. He is consistently sought out by clients for the negotiation, conduct and completion of complex purchase and sale transactions and frequently advises clients in the structuring, ownership and operation of energy infrastructure projects. He also advises clients on all types of contractual issues arising from construction, procurement, participation, joint operating and service-related agreements.

Vivek is a frequent contributor to the Rocky Mountain Mineral Foundation quarterly newsletter, the India Business Law Journal and is frequently sought out by the media for his insights on emerging legal developments in the oil and gas industry. He is co-author of the Canada chapter of the Oil and Gas Law Review and taught Oil and Gas Contracts Law at the University of Calgary Faculty of Law. Vivek is extensively involved in the Calgary community, including as a member of the Board of Directors of the Canadian Energy Law Foundation, Chair of the Board of the Calgary Center for Newcomers and as a United Way volunteer.

Luke Morrison, Bennett Jones LLP



Luke Morrison is a leading commercial energy lawyer in Canada. Clients benefit from Luke's "attuned" and "dedicated, pragmatic" service approach, and his extensive experience in quarterbacking complex transactions involving oil and gas and power/renewable energy assets, particularly in the areas of: energy M&A/purchase and sale transactions, oil and gas insolvency and restructuring deals (commercial aspects), Indigenous equity ownership and joint venture/partnership transactions involving energy infrastructure, and mid- to large-scale energy project development matters.

Recognized as a leading Canadian energy practitioner by Lexpert and other publications, Luke has acted on a variety of landscape-shaping transactions in the oilpatch and the Canadian energy industry in the past two decades. His M&A activities include engagements for a variety of players, from small/mid-cap participants to international majors, state-owned companies and global funds/utilities. Luke has also acted as corporate commercial counsel on several landmark CCAA and receivership M&A transactions in the oilpatch since 2010.

Luke assists energy clients on a full spectrum of energy and agriculture project development matters, including co-ownership structuring (governance and ESG), construction, operations, commodity sale and transportation, and related transactions. He has developed specialized expertise in advising on new or emerging energy

resource development projects (such as petrochemicals, helium, hydrogen, lithium, and geothermal) and the application of new energy technologies, such as blockchain and site/facility re-purposing.

A frequent contributor on energy contract law and energy M&A issues, Luke has presented for organizations such as the Canadian Bar Association, the Petroleum Joint Venture Association, Calgary Economic Development and the Canadian Association of Petroleum Landmen. He has also been featured in publications such as Canadian Lawyer and The Lawyer's Daily in relation to commercial energy issues, and is a member of a variety of energy industry associations, including the Canadian Energy Law Foundation and the Petroleum Acquisition and Divestiture Association.

Highlights of Luke's recent mandates include:

- Canadian Utilities in connection with the sale of its interest in Alberta PowerLine to TD Greystone/IST3 Infrastruktur Global and seven Indigenous communities in Alberta for approximately \$300 million and the assumption of \$1.4 billion of debt (shortlisted for Infrastructure & Projects Deal of the Year at the 2020 at Canadian Law Awards).
- First lien agent in the CCAA proceedings of Connacher Oil and Gas.
- PricewaterhouseCoopers as receiver in connection with the sale of multiple asset packages in the receivership proceedings of Trident Exploration Corp.
- ATCO as project developer of the largest off-grid solar and storage microgrid project in Canada (which supplies power to local Indigenous communities in Fort Chipewyan, Alberta).

Ashley White, Bennett Jones LLP



Ashley White is known for her collaborative, practical and strategic approach to the negotiation, conduct and completion of complex commercial transactions. Clients come to her for her results-oriented approach in order to help generate value.

Ashley's practice relates primarily to corporate and commercial transactions, with a specific focus on project development, joint ventures, and private mergers and acquisitions in the energy industry.

Ashley regularly represents clients in the negotiation and drafting of energy contracts relating to the development of oil & gas and renewable resources, including ownership, operation and other types of project agreements. She also advises clients on contractual issues arising from construction, procurement, and service-related agreements.

Ashley assists clients in the acquisition and divestiture of energy-related projects and assets, including the negotiation and completion of complex purchase and sale transactions, and general corporate/commercial matters in connection with corporate reorganizations.

She brings to her practice complementary experience in advising clients on, and the negotiation of, joint ventures between industry and Indigenous communities in connection with equity ownership and investments in natural resource projects in Western Canada.

Ashley is actively involved in the Calgary community, including as a committee member of the Canadian Energy Law Foundation Jasper Seminar, the premier event for energy practitioners. She is also a member of the Petroleum Acquisition and Divestiture Association. In 2020, Ashley joined the board of directors for The

Women's Centre in Calgary, and has previously served as a committee member and director on other non-profits in Calgary and Edmonton.

Stephen Buffalo, Samson Cree Nation



The Indian Resource Council (IRC) has a new President/CEO, Mr. Stephen Buffalo. Mr. Buffalo is a proud member of the Samson Cree Nation, located approximately 100 kilometres south of Edmonton, Alberta. He graduated secondary school from Athol Murray College at Notre Dame, Saskatchewan. Mr. Buffalo then went on to complete a Business Administration program at Medicine Hat College, continuing on to the University of Lethbridge, where he completed a Management Degree in 1998. He began working at Peace Hills Trust two days after his convocation.

Mr. Buffalo worked for Peace Hills Trust for 15 years. He reflects on his time with the organization stating, "Near the end of my tenure at the Trust, I felt I had reached a certain limit of job growth, I looked at the both the pros and the cons of my position and decided that it was time for a major career move." Peace Hills Trust's loss has been IRC's gain. Mr. Buffalo is great asset exemplified in his eagerness to begin work in his new position. He notes, "the oil and gas industry is very exciting, and especially for First Nations. Oil and gas are natural resources that can help them build First Nations communities." He continues, "having spent 10 years as a Regional Manager for Peace Hills Trust, I am confident in my abilities as a business leader. We need to be accountable and, at the same time, do our best to reach our mandates." The IRC supports First Nations through working with government and industry. With this mandate in mind Mr. Buffalo notes, "With all the non-renewable resources, protecting the First Nations' interests and ensuring that they maximize on their resources should be a common goal to sustainability."

When asked about the central importance of the energy and resource development for the future prosperity of First Nations people, Mr. Buffalo asserts, "Development is very important. As more and more First Nations deal with their own resource futures, this reality will lead to becoming more self-sufficient as Nations. As the development of these resources continues, more and more capacity is gained, which will allow the First Nation to maximize their investment of their own resources moving forward." It is with this spirit in mind that Mr. Buffalo believes that, "IRC must also ensure that the Federal Government is supporting, and working with, First Nations to maximize the potential benefits of their natural resources. The big picture shows First Nations becoming more of an active player in all areas of resource sector, from providing certain services all the way to equity ownership. For this to happen we need heightened communication, more capacity building and more support systems in place."

As IRC's new leader, Mr. Buffalo concludes the conversation by speaking to the firm vision he already in place for the organization, "My vision is to continue to work with the members of the IRC, to maintain a strong relationship with Indian Oil and Gas Canada (IOGC) and to work together on our mandates to ensure that First Nations are protected and maximize their benefit on their natural resources. Looking ahead the sky is the limit."

Moving Forward by Looking Back: Toward a Renewable Conservation Scheme in Alberta

Daniel Johnson, Borden Ladner Gervais LLP



Daniel Johnson is a partner in BLG's disputes group. His practice includes work before the Alberta Utilities Commission in rate and facilities matters. On the litigation side, Daniel's practice includes significant oil & gas related litigation, including product liability matters and operatorship disputes.

Matt Schneider, Borden Ladner Gervais LLP



Matthew Schneider is an associate in BLG's disputes group. Matthew maintains a broad practice, with a focus on property and public law. His experience includes energy, administrative and commercial litigation, as well as regulatory matters.

Prompt Payment Movement Sweeps Across Canada – is the Energy Industry Ready to Comply?

Paula Olexiuk, Osler, Hoskin & Harcourt LLP



Paula is a Partner in Osler's Corporate Department specializing in energy and construction law and is Co-Chair of the firm's Construction and Infrastructure practice group. Paula's practice focuses on the construction, development, acquisition and divestiture of energy and infrastructure projects in Canada and abroad. She has experience in oil, gas, oilsands, LNG and power transactions and project development and engineering, procurement and construction matters, including negotiating and drafting asset and share purchase and sale agreements, joint venture agreements, partnership agreements, joint operating agreements, processing, transportation, storage and marketing agreements, commodity purchase and sale agreements, construction, ownership and operation agreements, engineering, procurement and construction contracts and service related agreements.

Paula's practice is complemented by experience as legal counsel to the chemicals and petroleum business unit of one of the largest publicly traded engineering companies in the world where she was responsible for advising on a broad range of business and legal issues and representing the company in the bidding, award and execution phases of its domestic and international projects.

Melanie Gaston, Osler, Hoskin & Harcourt LLP



Melanie's practice focuses on complex commercial litigation and arbitration, with a particular emphasis on construction and energy disputes. She also advises clients on disputes involving insurance law, securities, product liability, commercial leasing and municipal matters.

Acting on behalf of joint venture partners, owners, contractors and subcontractors, Melanie has extensive experience in energy, infrastructure, and pipeline operations and construction disputes. She appears before all levels of court in Alberta and in international and domestic arbitrations, as well as before mediators and various administrative tribunals.. More recently, she has been lead counsel on a number of large construction and joint venture arbitrations involving construction and joint venture disputes, compliance

audits and joint venture billing practices.

Melanie also has considerable experience in bankruptcy and insolvency law. She has acted on behalf of both debtors and creditors in various restructuring and liquidation proceedings, including bankruptcy, CCAA, and receiverships. Melanie has advised parties regarding insolvency on commodity trading contracts and joint venture assets and operations in the energy industry. Her experience also includes representing clients in respect of asset purchases from insolvent parties, claims procedures for unsecured creditors, and advice on continuing relationships between a debtor and its creditors within and after restructuring occurs.

She has worked with clients regarding various regulatory matters, including development board appeals and environmental/contaminated site investigations and issues.

In addition, Melanie advises clients in subrogation actions, coverage issues and liability defence matters in the insurance area, most frequently coverage disputes and insurance issues arising in energy projects. She also assists clients in disputes regarding commercial leasing, subleasing and landlord collections, providing advice to commercial landlords and property managers regarding tenancy issues.

Jagriti Singh, Osler, Hoskin & Harcourt LLP



Jagriti maintains a general corporate and commercial practice, with focus on construction, infrastructure and energy. She advises clients on various aspects of project development including drafting construction contracts, compliance with recent legislative changes regarding prompt payment and adjudication, and managing force majeure claims.

Prior to joining Osler, Jagriti worked at a number of full-service national law firms in New Delhi, India from which she was also seconded to Apple's India office. Prior to this experience, Jagriti was Legal Counsel at the Investment Board of the Government of Nepal.

Lesley Lee, TC Energy



Lesley joined TC Energy as Legal Counsel in July 2011 and is currently Manager, Litigation. In her 10 years with the company, Lesley has conducted and participated in numerous mediations, arbitrations and lawsuits on behalf of TC Energy throughout North America. Lesley advises a variety of internal clients in TC Energy's natural gas, oil and power business lines on matters ranging from complex commercial litigation and arbitration to construction claims, insurance disputes and employment matters. Lesley obtained her law degree at the University of Victoria. Following a Clerkship with the Alberta Court of Queen's Bench, Lesley articulated and worked at a national law firm in Calgary for three years before joining TC Energy.

The ABCs of EFCs: Eligible Financial Contracts and Energy Company Insolvency Proceedings

Ky Kvisle, Blake, Cassels & Graydon LLP



Ky's practice focuses on commercial transactions and project development primarily with respect to natural resources and industrial infrastructure. He works extensively on both international and domestic matters in the energy, agriculture, petrochemical, electricity, technology, and mining sectors. His experience includes working on numerous forms of commodities supply and trading agreements, energy derivatives agreements, mergers and acquisitions, joint ventures, EPC and supply chain agreements, corporate reorganizations, project and acquisition financings, distressed asset transactions, and infrastructure development and operational agreements.

During his time at Blakes, Ky spent time seconded to the Firm's offices in the Kingdoms of Bahrain and Saudi Arabia. Prior to joining Blakes, Ky obtained industry experience working in the legal department of a large Canadian-based international oil and gas company.

James Reid, Blake, Cassels & Graydon LLP



James is a Senior Associate in the Restructuring & Insolvency group at Blake, Cassels & Graydon LLP in Calgary. James' practice includes advising clients in reorganizations, corporate arrangements, receiverships, bankruptcies, security reviews and enforcement proceedings. James frequently represents secured and unsecured creditors, debtors, purchasers and court officers in domestic and cross-border cases.

James is Vice President and Treasurer of the Insolvency Section of the Canada Bar Association (Alberta South Chapter) and is a member of the Turnaround Management Association, Risk Management Association and Law Society of Alberta.

Spencer Loughlin, Blake, Cassels & Graydon LLP



Spencer returns to Blakes as an Articling Student after joining the Firm as a Summer Student in 2019. Spencer obtained his J.D. from the University of Calgary.

While completing his J.D., he attended the Dentons International Energy Law Tour, where he participated in talks with energy companies, regulators, and lawyers throughout Canada, the United States, and Mexico. Additionally, Spencer attended the International Energy Law in London program, where he stayed in London to learn about Canadian and international oil and gas production and regulation.

Spencer has experience working in the energy industry and worked in the legal department of a large midstream oil and gas company during his second year of law school.

Prior to attending law school, Spencer earned a Bachelor of Applied Science in Chemical and Biological Engineering from the University of British Columbia, graduating with Distinction on the Deans Honour List.

In his spare time, Spencer enjoys kiteboarding, mountain biking, rugby, and travelling.

The Road To Net-Zero: Opportunities For The Western Canadian Oil And Gas Industry In A Changing Energy Sector

Sean Korney, Burnet, Duckworth & Palmer LLP



Sean Korney is a Partner in Burnet, Duckworth & Palmer LLP's Energy group. Sean has extensive transactional experience including the acquisition and disposition of companies and assets, development of major projects and negotiation of corporate and commercial agreements. His practice is international in scope and he advises clients in Canada, South America, Asia, the Middle East and Africa. Sean represents a wide variety of energy industry participants including national and international oil companies, governments, equipment manufacturers, service companies and project owners and sponsors. For four consecutive years Sean has been ranked as a Global Elite Thought Leader in Energy by Who's Who Legal and is currently one of only four lawyers in Canada to be recognized in this area.

Brendan Downey, Burnet, Duckworth & Palmer LLP



Brendan Downey is a mid-level Associate in Burnet, Duckworth & Palmer LLP's Energy group. He has gained his experience across a variety of practice areas including acquisitions, mergers and divestitures, joint venture and other commercial agreements and energy-specific regulatory and constitutional matters. Brendan has been involved in the community as a Legal Research and Writing Instructor at the University of Calgary, Faculty of Law. He also has regular publications in BD&P news bulletins along with publications in various law review journals and textbooks.

Mike Henry, Burnet, Duckworth & Palmer LLP



Mike Henry is a junior Associate in Burnet, Duckworth & Palmer LLP's Energy group. Since his bar call in 2020 Mike has obtained his experience in commercial transactions, which includes acquisitions, mergers and divestitures, corporate agreement and corporate reorganization. Mike has frequent publications in the BD&P news bulletins and other energy related bulletins, blogs and webinars.

Robyn Finley, Burnet, Duckworth & Palmer LLP



Robyn Finley is a junior Associate at Burnet, Duckworth & Palmer LLP. After her bar call in 2019 Robyn joined the energy group achieving experience in energy and commercial transactions, restructuring and insolvency and competition law, and foreign investment. In addition to her practice, Robyn demonstrates her breadth of knowledge writing for BD&P's new bulletins, writing on the energy, corporate, competition and foreign investment and infrastructure and project development topics.

John Zhou, Alberta Innovates (AI)



Dr. Z. (John) Zhou is Vice President of Clean Resources at Alberta Innovates (AI), which is consolidated from four Alberta Innovates corporations. Prior to the consolidation, John was the Acting CEO of Alberta Innovates – Energy and Environment Solutions (AI-EES). He was the former Chief Technical Officer (CTO) and Executive Director, Water and Environmental Management at AI-EES. John has 28 years of research, development, and management experience in energy industry and environmental management. John holds seven (7) US patents, two of which led to commercial success.

Before joining AI-EES, John was a business unit manager for Advanced Materials at the Alberta Research Council, and organized an international industry consortium, MARIOS (Materials and Reliability in Oil Sands). He is responsible for Alberta's strategic research and investments in Clean Energy, which includes Advanced Hydrocarbons, Cleantech, and Water and Land. Dr. Zhou is a professional geologist (APEGGA), a board member of Alberta Chamber of Resources (ACR) and Petroleum Technology Alliance of Canada (PTAC) and an Energy Futures Lab (EFL) fellow.

Recent Legislative and Regulatory Developments of Interest to Energy Lawyers

Rosa Twyman, Regulatory Law Chambers



Rosa is an energy regulatory lawyer at RLC. Rosa grew up in South Africa and was admitted to the South African Bar in 1997 starting her legal career as defence counsel in the South African criminal courts. Rosa moved to Calgary in 1999 and was admitted to the Alberta Bar in 2000. Since 2001, Rosa has exclusively practiced law in the energy industry, first as commercial oil and gas litigation counsel, and then specializing as an energy regulatory lawyer in oil, gas and electricity matters.

In addition to Rosa's regulatory hearing experience, Rosa has acted as counsel in contested court applications, trials, appeals and Supreme Court of Canada matters, including being counsel on leading upstream oil and gas issues.

Rosa and the RLC team prepare the monthly Energy Regulatory Blog, summarizing matters under the jurisdiction of the Alberta Energy Regulatory, the Alberta Utilities Commission and the Canada Energy Regulator and proceedings resulting from these regulators' decisions.

Rosa completed the University of Queen's EMBA program, graduating in May 2018.

Marlè Riley, Regulatory Law Chambers



Marle is a junior legal services provider at RLC. Marle grew up in South Africa and was admitted to the South African Advocate's Bar in 2009. Marle has more than 10 years of civil litigation experience in the South African courts, representing parties in various commercial matters during negotiations and trials. Her work included representing parties in illegal mining matters, land claims, construction disputes as well as commercial recoveries.

Marle has also appeared before Tribunals and Energy Regulators in South Africa and has represented clients in litigation stemming from the introduction of Independent Power Producers to the South African energy landscape.

Marle moved to Calgary in 2019 and joined the RLC team during December, 2020. Marle satisfied the requirements of the Federation of Law Societies of Canada ("FLSC")'s National Committee on Accreditation in 2020. Marle assists with legal research and legal support for all RLC regulatory matters.

Laura-Marie Berg, Regulatory Law Chambers



Laura-Marie is a regulatory lawyer at RLC. Laura-Marie grew up on a ranch in Southern Alberta, and was admitted to the Alberta Bar in 2000.

During her first eight years of practice, Laura-Marie practiced litigation and regulatory law with a focus on interventions on behalf of landowners. She then spent two years as counsel with the predecessor to the Alberta Energy Regulator, before moving in-house where she worked for electricity transmission and electricity generation companies for ten years, prior to moving to RLC. She has significant expertise on the permitting of energy facilities, and has also done extensive work on electricity market structure matters.

Laura-Marie has experience appearing before Alberta energy tribunals, and has also appeared before all levels of Alberta courts. She completed an LLM in Natural Resources, Energy and Environmental Law with the University of Calgary in 2019.

Laura-Marie's work at RLC has consisted of work on matters that are before the Alberta Energy Regulator, and the Alberta Utilities Commission. She has also assisted on matters before the Canada Energy Regulator.

Energy Storage: The Regulatory Landscape in Alberta

David Eeles, Norton Rose Fulbright Canada LLP



David Eeles has over 15 years' experience representing project developers, sponsors, industrial hosts and other project participants in connection with the acquisition, development, construction, financing, operation, restructuring and disposition of energy, infrastructure and industrial projects, including renewable energy projects, power plants, cogeneration plants, heavy oil upgraders and public-private partnership projects.

Mr. Eeles has acted as the lead lawyer on a number of such projects, and acts for clients on a wide range of legal matters—from responding to and/or drafting competitive bid documentation, to structuring and creating legal entities to own and operate projects, to drafting and negotiating all manner of key project documents.

In the oil sands area, Mr. Eeles represented OPTI Canada, the joint developer of a C\$6.1 billion steam-assisted gravity drainage and heavy oil upgrading project in northern Alberta, which included negotiating and drafting several fixed-price and reimbursable construction contracts, and also included a secondment period during which standard project procurement and construction documents were developed. Mr. Eeles has also represented the owners of multiple SAGD oil sands projects in negotiating and drafting their FEED and EPC contracts.

Mr. Eeles also represents other energy industry participants on a wide variety of project development matters. In the electricity area he recently represented the Alberta Electric System Operator on the development of the Fort McMurray West 500 kV Transmission Project, an approximately 500 km, \$1.4 billion, high-voltage transmission line project between Edmonton and Fort McMurray. He works extensively in construction law, where he represents various participants in public-private partnership projects and other construction-related matters.

Matthew Keen, Norton Rose Fulbright Canada LLP



Matt Keen is an energy regulatory lawyer who practises in the inter-related areas of energy law, environmental assessment and permitting, tolls and tariffs, and issues concerning Indigenous peoples. He appears before tribunals such as the British Columbia Utilities Commission, Environmental Appeal Board, Alberta Utilities Commission, and the National Energy Board of Canada.

Matt has extensive experience with major industrial facility applications and the associated environmental assessment and permitting processes – most notably pipeline and powerline transmission facilities, upstream hydrocarbon developments, and downstream LNG infrastructure. He has participated in environmental assessment, joint review panel, and Royal Commission processes on behalf of major pipeline, energy and large industrial proponents.

He has also represented clients in a broad spectrum of toll and tariff proceedings concerning electricity, natural gas and crude oil pipelines, in BC, Alberta and Ontario. He has acted for pipeline shippers and major industrial electricity customers, as well as utilities and energy trading companies. Before joining us in 2011, Matt practised at a prominent national law firm in Calgary for five years, and clerked at the Alberta Court of Appeal and the

Alberta Court of Queen's Bench as part of his articles. He also briefly worked for a large oil and gas producer before law school and holds an undergraduate chemical engineering degree.

Ryan Taylor, Norton Rose Fulbright Canada LLP



Ryan Taylor is a corporate and commercial lawyer with a focus on electricity regulation, energy and natural resources.

Ryan assists our clients in a number of ways. He helps with asset transactions, electricity infrastructure projects, and the regulation of public utilities. Ryan's practice includes drafting submissions, agreements and transactional documents, advising on regulatory matters, analyzing contracts, conducting due diligence and title review, managing and organizing transactional closings, and preparing research memoranda.

Alexander Baer, Norton Rose Fulbright Canada LLP



Alexander Baer practises in the energy group, where he assists clients and senior lawyers on matters involving the regulation of public utilities, environmental law and aboriginal law. Alex has acted for clients in regulatory proceedings before the British Columbia and Alberta utilities commissions, in proceedings before the British Columbia Environmental Appeal Board, in an arbitration under Chapter 11 of NAFTA regarding a dispute over developing a resource project, and in proceedings before the British Columbia Supreme Court.

Recent Judicial Development of Interest to Energy Lawyers

Sean Fairhurst, Dentons LLP



Sean Fairhurst (He/Him/His) is a partner in our Litigation and Dispute Resolution group. His practice focuses largely on commercial and employment litigation matters for a variety of clients, ranging from closely held family businesses to large multi-national corporations and municipalities.

A sought-after advocate, Sean has significant litigation experience in the context of agri-business, construction, oil and gas, employment and real estate. He has represented parties at all levels of court in Alberta, the Superior Court of Ontario and the Supreme Court of British Columbia, as well as a wide range of regulatory tribunals and private arbitrations/mediations.

To his successful litigation practice, Sean has integrated alternative dispute resolution, recognizing that not all matters are suited for the traditional court-streamed process. A strategic and “out of the box” thinker, Sean is skilled at assessing each client’s situation before choosing the ideal resolution method for them. He has an exceptional track record in both ADR and court representation, and always keeps his clients’ best interest top of mind.