

New Jersey Manufacturers Retool After COVID-19

See Page 22.



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\$2.5 Million

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\$2.4 Million

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\$3.0 Million

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\$2.0 Million

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Working Together is the Recipe for Success for New Jersey Businesses

Six weeks into the COVID-19 crisis, more than 870,000 people filed for unemployment benefits.



By Anthony Russo *President*, CIANI

veryone's focus is recovery. As one of CIANJ's board members said, we want a "safe start" to rebuild our lives from the decimation of COVID-19. For the business community that means bringing our workers back, smartly opening our doors, using

the safety and hygiene protocols prescribed by the Centers for Disease Control and Prevention and producing the goods and services that will put our economy back on track.

Like many businesses across the country, CIANJ has been operating in a virtual environment with staffers working remotely from their homes and our forums moved from in-person to online. Our last live networking event was March 10—only a few days before Gov. Phil Murphy issued the executive orders imposing the shutdown and "social distancing" became a part of our everyday lives.

While we cannot meet members for an impromptu lunch or coffee to discuss issues, communication has increased and intensified. We are continually talking to members on the phone or through Zoom or Teams meetings. We learn about their struggles and update them on the latest directives from Trenton or Washington, D.C.

We quickly organized webinars with state and industry leaders to keep members abreast of the



changes in unemployment regulations, sick and family leave policies and insurance liability. Our professional service members—accountants, attorneys and bankers—provided information that helped others navigate through the loan application process to keep their doors open.

Each employer and each sector has a unique story with their own challenges and approaches to solve their problems. But there is one constant throughout all these conversations. Business owners, CEOs, and company executives all understand they cannot shoulder their problems alone. Business needs the support of other businesses to survive. We must continue to do business with each other. We must respond to our vendors, our clients and other businesses along our supply chains to stay afloat. We hear it all the time and we agree it is essential to our recovery.

New Jersey was among the hardest hit regions by COVID-19. At the peak of the pandemic, nearly 100,000 people tested positive and more than 5,000 people were killed by it. Six weeks into the crisis, more than 870,000 people filed for unemployment benefits. The numbers say it all. The road ahead is unprecedented.

But just as we were drilled on what an "essential" business is, we must commit to the essentials of business. New Jersey businesses must rally together. We must be in it together to stay in business. There is a lot of speculation over what will be the lessons we carry into the post-COVID world. Will there be new norms in the way we do business and conduct ourselves? It's uncertain. For now, the priority is recovery. Build on the power of community. Business supporting business.

Many of our members recognize it already and CIANJ will continue to be the bridge to connect businesses and share vital information for everyone to succeed. We know together we can recover. This was apparent in the immediate and generous response we received to our campaign to feed healthcare workers as they care for virus patients in the hospitals.

Fabulous Foods, a catering and events member company owned by the Luberto family in Moonachie, agreed to prepare and deliver the meals to local hospitals. Within days of starting the campaign, more than \$5,400 in donations were raised from 350 CIANJ member companies to pay for the meals.

Business understands that the way to survive and flourish is to work together.



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The Recipe for Success Can Be Complicated by Relationships

Here is a roadmap of insights and advice for these unique companies for which success or failure is all or mostly "relative(s)"



Family Business

Continued From Page 8 Compiled by John Joseph Parker Contributing Editor

n this special report, accountants, bankers and lawyers offer financial, legal and management best practices for New Jersey-based family businesses—keys to success for this generation and the next. The nuances and dynamics of steering a family business in the right direction can be best implemented early in the life cycle of the company, where short-term and long-term planning can map out the future-including a succession plan. Here is a roadmap of insights and advice for these unique enterprises for which success or failure is all or mostly "relative(s)"

ACCOUNTING



CohnReznick LLP By A George Sparacio, CPA, Partner, Tax Practice

CohnReznick assisted a family business that was owned and directed by parents passing their company on to the next gener-

ation. The value of the business was about to potentially escalate due to the pending launch of a new product line, so the older generation was wary of a potentially large estate tax issue. To remedy this, we advised the business owners to create a defective grantor trust. The trust beneficiaries from the second generation were children working in the business and the parents' goal was to pass the company to them later. The parents sold a large portion of the company stock to the trust. Because the trust was defective (disregarded for income tax purposes), there was no gain on the sale. For estate planning purposes, the bulk of the company value was removed from the estate and future company growth value was passed on to the next generation tax free. We continue to advise the second generation of business owners and will be setting up something similar so they can pass on assets to their next generation.



EisnerAmper LLP By Lisë Stewart, Principal-in-Charge, Center for Family Business Excellence

Recently, Tom, the patriarch

in a family-owned business, explained that he and his wife had built a successful company over the past 25 years and now all three of their adult children are involved. "I love my kids, and they love and care about each other, but there is no way that they can work together!" The siblings all have strong personalities and very different visions for the business-particularly in their particular departments. Over two productive meetings, we helped Tom to develop a completely new organizational structure, consisting of a central office and three separate limited liability companies (LLCs) operated by each family member. This new structure meets

the needs of both the family and the business

and will enable the siblings to work toward their

strengths, the family to maintain its harmony

and the business to continue thriving



Ernst & Young LLP By Sean M. Aylward, Managing Director, Family Enterprise Business Services

A second-generation familyowned, custom process equip-

ment manufacturer was experiencing several years of stagnant growth. The client contacted EY's Family Enterprise Business Services (FEBS) team to discuss potential external growth opportunities. We helped the client complete a go-to-market assessment, including a comprehensive review of sales and marketing activities, current revenue channels and profitability, customer relationships and the client's direct competition. Our assessment revealed that the client had ample opportunity for organic growth. After extensive market research, our FEBS team was able to quantify and prioritize the client's target markets, including identifying new industry segments for the client to pursue. This ultimately led to the development of industry-specific target customer databases and the identification of roughly 3,200 potential new customers. With a new-found focus on organic growth, the client's business increased by 39 percent over the first two years, which resulted in a 43,000-square-foot expansion project to meet the additional capacity requirements.

> Marcum LLP By Daniel Roche, CPA/ABV, ASA, Advisory Partner, National Business Valuation Service Line Leader.

Marcum's Advisory group has a long history of assisting family-owned businesses both in business valuation and dispute resolution. One recent Marcum client was a family-owned construction company, where an older generation of shareholders was trying to structure a deal enabling the younger generation to buy them out. Unfortunately, family dynamics were contentious, and litigation was threatened. Marcum was engaged to fairly value the business and assist our client in structuring a settlement that allowed them to realize full value for their shares while preserving the business for the next generation. We were able to meet the



Family Business

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condensed timeline enforced by the pending litigation by leveraging the artificial intelligence capabilities of Marcum's technology consulting group to process large amounts of data quickly and efficiently. We were able to perform the due diligence, value the business, help structure a successful settlement, and achieve a great result for both the older and younger generations.



Marks Paneth LLP By John Evans, CPA, Partner-in-Charge, New Jersey Office

The 2017 Tax Cuts and Jobs Act introduced several new international provisions into the IRC

designed to force immediate repatriation of earnings held in Controlled Foreign Corporations (CFCs) in 2017 and reduce the deferral of tax on CFC earnings going forward. As a result, individuals at a family office client were faced with incurring an unexpected tax liability of approximately \$1.75 million because of the way individuals were taxed pursuant to this new provision. Although the tax was payable in eight annual installments, it was an issue since the CFC had no intention of distributing current or future earnings in the near future. To minimize this liability, we informed these family members of a longstanding provision in IRC Sec. 962 that would allow them to elect to be taxed as a corporation and reduce repatriation tax liability to approximately \$200,000. Although there were still some issues that could eliminate some of the tax advantages of this election, we believed they would be favorably resolved and still apply to maximize the tax deferral. To date it appears we were right. In fact, the taxpayers continue to utilize IRC Sec. 962 to elect to be taxed as a corporation and mitigate other international provisions of the Act, specifically GILTI.



Mazars USA LLP By Jason Pourakis, CPA, Partner, Leader, Entrepreneurial Business Services Group

We recently had the older and younger generations of a family

business at odds over the future strategy of the business. The younger generation wanted to be more aggressive in the marketplace and the older generation was happy where the business was. Mazars, acting as moderator, brought both generations into a structured meeting around the ownership mindset, customers, and quality of management. Each family member discussed their thoughts, with our focus on "where are you today" and "where you would like to be in the future." We were able to quickly identify the

biggest gaps in the vision of the future, potential customer base wants/needs, and how to best train management to facilitate change. Mazars was able to improve the company's strategy, provide solutions on how to "close the gaps" and concrete steps to execute upon these solutions. The company took a number of actions based upon our assessment and two years after these decisions, the company has grown 10 percent to the top line, 14 percent to the bottom line, and is paying out a shareholder with operating cash flow.



MSPC By Jon S. Gagliardi, CPA, Managing Partner

For the last 35 years, MSPC has served a family-owned international wholesale distributor of architectural hardware. The

company, established in 1964, was led by its founder until 2017. Upon his untimely death, two of his children, who already had various roles and responsibilities within the company, found themselves at the helm. Although both were already preparing for leadership roles, they weren't ready for the sudden change. Fortunately, we had routinely advised the father on tax planning and were able to fill in some of the gaps. There was initially some confusion regarding various tax strategies that were put in place before they stepped into leadership roles. Our long-standing relationship and advisory role allowed us to provide them with clear direction and support on many different levels at a time of uncertainty. Today the company is thriving under their leadership, and we are working with them to ensure success for the next generation.

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Family Business

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BANKING



Valley Bank By Josephine Savastano, Executive Vice President, Chief Lending Officer

In 2014, Valley assisted a business started in 1980 by a father and son that had since brought in

the next generation and expanded to serve additional markets. With growth came the need for a larger building. The SBA 504 program allowed the company to put down 10 percent, which freed up cash flow for new equipment and expansion plans. The bank and SBA financed the other 90 percent. When the company needed to purchase machinery and equipment in 2016, the bank provided them a \$2MM guidance line of credit with flexible financing and competitive

pricing. More recently, in 2018, the company was looking to make their first acquisition, so Valley assisted them in refinancing their first mortgage and using the cash-out funds of the mortgage to purchase their competitor. The company continues to thrive and not only grow their business, but provides existing customers with high quality and efficient services through two facilities.

LAW



Chiesa Shahinian & Giantomasi PC (CSG) By Steven A. Loeb, Esq., Member, Trusts & Estates Group

Operating in today's uncertain and tumultuous business cli-

mate and having to cope with changes in tax

law and the dynamics of business succession, family business owners seek flexibility and foresight from their legal counsel. Furthermore, given the amount of private equity in the market, making decisions on acquisitions and sales and protecting the business from creditors and predators is critical. Against this backdrop, several strategies have proven invaluable to our clients-including rollover equity transactions in cases where clients are interested in selling parts or the whole of their family business on a tax-deferred basis but wish to maintain some connection with the business; developing SERP/stock bonus plans to retain key employees; and creating trusts to ensure that the business can be transferred without significant tax implications as well as ensuring that the business remains in the family bloodline. Tactics such as these have helped ensure the continuity and prosperity of several of our privately held, family-owned clients.

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Family Business

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Gibbons P.C. By Robert F. Coyne, Esq., Director, Corporate Dept.

We represented an out-of-state, family-owned service company in the sale of half of its New Jersey-based business. The deal in-

volved rights to buy the rest of the business at a later date, at a price based on the future performance of the company. We suggested, and were able to negotiate from the buyer, a minimum floor on the future purchase price. This relieved the family of significant worry over the operation's potential expenses and debt levels and avoided fights with their new partner over control of decisions affecting the financials. Our change to the sale structure allowed the family to continue to make decisions in the best interest of the company, rather than be exclusively focused on a narrow financial formula.



Greenbaum, Rowe, Smith & Davis LLP

By W. Raymond Felton, Esq., \ Co-Managing Partner, Chair, Corporate Department

Our firm's business law practice includes the representation

of numerous family-owned businesses led by siblings, spouses, multi-generational family members or some combination of such relationships. These clients face not only the challenges that any business does, but also certain unique challenges that family relationships can foster. We have had multiple situations where, with prudent planning, we have been able to establish governance and other mechanisms that enabled productive relationships among family members within the business setting. Some of the most trying circumstances have involved the breakdown of the family dynamic (in a divorce, for example), where the former spouses decided to stay together as business partners for the good of their company. It would be presumptuous to think that lawyers can impose peace on ex-spouses who refuse to acknowledge each other, however we have found that when individuals are willing to cooperate in good faith, an agreeable resolution of operating issues can be attained. The key to success on this front is always to listen carefully to the goals and concerns of the principals involved.



Norris McLaughlin, P.A. By Oren M. Chaplin, Esq., Member, Business Law Practice

The founding owners of a closely held business were struggling with how to transition owner-

ship and management by way of an internal succession to the next generation. While some of the founders were directly related to the next generation, none of the next generation were related to each other, and the founders also had children not involved in the business. Through multiple business consulting sessions with all affected parties, and, at times, heated discussions and negotiations, we helped the company navigate the sensitive issues arising from the different generations and from the addition of non-related parties to the management and ownership group. We helped bridge the gap between the founders' need to capitalize on their exit and the next generation's need to land on a solid financial and legal foundation from which they could operate the business. The result was a series of redemption, operating and other agreements that structured the relationship between the parties and how the company will be managed into the future. Today, the founders are mostly paid out, and the business under the management and ownership of the next generation has increased revenues, expanded operations to include new products and services, and recently established a subsidiary to focus on a sub-segment of the company's target market.



Riker attorneys work with family business owners every day to

generate creative yet practical legal and tax solutions to present and future business problems. We leverage our strength across a wide array of practice areas to implement the best solutions for clients. As a recent example of our interdisciplinary team approach, Riker bankruptcy attorneys worked with a family business facing a devastating potential liability in pursuing a Chapter 11 strategy that ultimately led to a manageable settlement of the underlying claim. The business then faced two new challenges figuring out how to take advantage of tax basis in sister companies to allow for the deduction of the loss in the defendant entity, and then segregating assets to limit future exposure to similar claims. Riker tax and T&E attorneys devised a strategy to addresses both of these challenges, which was then quickly and successfully implemented by Riker corporate and tax lawyers.



A third-generation manufacturing business was at a crossroad.

Family members wanted to continue the business, but the facility was outdated and the land value had grown exponentially. Our Family Owned Real Estate team-comprised of attor-Continued On Page 16



Whether negotiating deal terms, or advising innovative tax structures, Norris McLaughlin's Business Law attorneys understand the unique dynamics involved in each transaction. Over the years, we have leveraged our skills to structure, negotiate, and close hundreds of M&A deals ranging from small-scale to complex multi-million dollar transactions.

Recognizing that no two deals are ever the same, our clients depend on us to bring unmatched industry insight, creativity, and years of front-line experience to every deal we close, ensuring the pieces of their puzzles - complicated or not - fit seamlessly together.

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Family Business

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neys from our tax, estate planning, corporate and real estate groups—sprang into action. They began with an extensive multi-state search for a new home and sought public incentives packages from the competing jurisdictions. As for the existing property, they obtained assignable redevelopment approvals and then marketed the fully entitled property for sale through a competitive bid process; a 1031 tax-free exchange into the new facility allowed the family to avoid a gain on the sale. Tax-exempt bond financing on the new plant and equipment reduced borrowing costs. And the family used the opportunity to re-evaluate their estate planning and partnership agreement. The family business is now built to last.

> Wilentz, Goldman & Spitzer, P.A. By Brett R. Harris, Esq., Shareholder, Business, Nonprofit and Technology Attorney

We often assist family businesses in the transition from one generation to the next. Some transactions have been straightforward, with stock or membership interests evenly distributed, particularly when all members

of the younger generation were involved with the company. More complex issues have arisen when not all children followed the path of their parents, and decisions had to be made about distributing assets and wealth inter-generationally in an even or appropriate way (not always yielding the same results). At times, proposed transfers across generations have proven so divisive that our clients instead elected to sell the business so as to preserve family relationships. A transfer of a family business, whether to the



next generation or outsiders, is a life-cycle event. We, as advisors. must remain cognizant that the boardroom extends into the dining room, and sometimes the best way to grow and protect a family is divesting a family business.

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COVID-19's Impact on New Jersey Construction/Remediation Projects

On April 24, 2020, the NJDEP extended the time frames for remediation under the Administrative Requirements for the Remediation of Contaminated Sites and the Technical Requirements for Site Remediation rules by 90 days.

Compiled by John Joseph Parker Contributing Editor

n light of the dangers posed by COVID-19 and to mitigate community spread of the disease, on April 8, 2020, New Jersey Governor Phil Murphy issued Executive Order 122 (EO 122), requiring, in relevant part, that all "non-essential" construction projects cease, effective April 10, 2020. Every organization operating in New Jersey should review EO 122 and other COVID-19 executive orders carefully.

The New Jersey Department of Environmental Protection (NJDEP) has received inquiries from regulated entities and other stakehold-

Continued On Page 20



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Environmental Update



Continued From Page 18 ers questioning whether remediation activities must stop under EO 122.

Section 2 of EO 122 defines "Essential" construction projects to include "any project that is ordered or contracted for by federal, state, county, or municipal government; or any project that must be completed to meet a deadline established by the federal government; or any work on a non-essential construction project that is required to ... remediate a site ..."

Based on these two paragraphs, construction related to site remediation projects are allowed to continue under EO 122.

Notwithstanding any of the above, all remedial activities must be conducted in accordance with the social distancing directives set forth in EO 107 and EO 122. For further information on EO 107 see the March 26, 2020 listserv "COVID-19 Update."

The NJDEP acknowledges that essential on-site staffing determinations will differ for each circumstance. In adapting operations during this time, every organization must consider arrangements that further the social distancing requirements and objectives of EO 122.

This could include staggering on-site construction activities as well as determining which construction must be accomplished immediately and which can be postponed to a later date. All efforts

should be made to minimize site activities and to protect staff, contractors and the general public.

During this Public Health Emergency and State of Emergency, the person responsible for conducting the remediation and the environmental professional (such as a retained LSRP or certified subsurface evaluator) should document all activities conducted during the remediation.

It is essential that any variation from rule or deviation from guidance is described and a thorough explanation provided, including scientific and technical rationale, that details how the remediation remains protective of public health and safety of the environment.



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New Jersey Manufacturers Retool **After COVID-19**

Some 242 New Jersey manufacturers retooled their plants to help make masks, gowns and other personal protection equipment for healthcare workers.

By Diane C. Walsh Executive VP, CIANJ

nlike many retail outlets and other hardhit industries, most New Jersey manufacturers kept their doors open and plants adapted to the new normal caused by the COVID-19 pandemic.

The New Jersey Manufacturing Extension Program (NJMEP), a private, not-for-profit that helps manufacturers stay competitive, estimated 93 percent of the state's 11,000 manufacturers were up and working during the ongoing crisis. Some 242 companies pitched in by concentrating their efforts or retooling their plants to help make the desperately needed masks, gowns and other personal protection equipment needed by healthcare workers.

CIANJ spoke with several of our member manufacturers to discuss how they were affected.

Madeleine Robinson, the CEO of LPS Industries, said it's business as usual for the most part at her packaging plant in Moonachie. The 61-year-old company founded by Robinson's late father, John P. Robinson, is considered an "essential" business as a supplier to the food and medical industry,

Their products include the specially sealed packaging used to hold virus test kits and the stand-up pouches for select food items commonly found on grocers' shelves. There's great demand for some of LPS's

products due to the dire

afflicting

situation

her workers are keeping pace. "People are nervous, but we're fine," she said. On the LPS website it's a COVID-19 update stating: "We're Open and Ready to Help." It also explains the workers are complying with the Centers for Disease Control and Prevention standards for hygiene. Robinson is also trying to do her part for

While orders have increased, Robinson said

businesses straining to stay open. Twice a week, she is buying lunch for her 200 employees from a local pizzeria or restaurant. "They're thrilled to get the business."

Salvatore Freda Jr., the president of Brewster Washers in Fairfield, said he was lucky to have found an old case of N95 masks in the back of

> his shop. His nine employees are all wearing the masks and gloves and abiding by the six-foot social distancing guidelines.

Brewster has been making round washers, shims, discs and spacers for 100 years. Honeywell recently put in a rush order for four times the size of its usual order. Freda believes the parts will be used in ventilators to fight the pandemic. "It's a rush and we're pushing forward with it," said Freda, who expects to deliver the parts in three weeks.

Triangle Manufacturing, a medical device manufacturer in Upper Saddle River that employs 215 workers, is also looking for opportunities to support the cause, said Dax Strohmeyer, the president. He responded to a call from Metronics, a ventilator manufacturer, but was unable to fill the order because Triangle does not use the specified machinery.

Meanwhile, Strohmeyer said procedures throughout his four buildings have changed, ranging from small adjustments, like staggering lunch times so the fewer workers in the cafeteria can practice social distancing, to hiring a daily cleaning service. He has also been very flexible with PTO for associates uncomfortable with coming to work and others who do not have childcare. Once some normalcy returns, Strohmeyer said he will sort through the PTO reports. But he is bracing for a "complete mess."

Strohmeyer tries to keep abreast of the latest news and information from all sources. He is in regular contact with colleagues in manufacturing and other industries. "I try to extend my network as best as possible." 🤰



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What Does Your Policy Cover Related to COVID-19 Crises?

References to the virus exclusions or definitions in your insurance policies may not be obvious.



By Barron S. Wall, ÁRM, PMC ICA Risk Management Consultants

he virus language contained in your insurance policy matters, and this may be the time to put your insurance carrier on notice that the virus COVID-

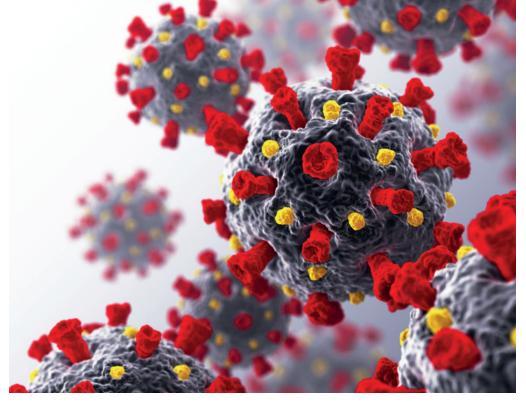
19 has affected your business.

It is necessary to find the references to the virus exclusions or definitions in your insurance policies, because they-like the virus itself-may not be obvious.

Is virus referenced in your policy language as fungi, bacteria, microorganism, contaminated, communicable disease or pollutants? Or is it simply understood that when the reference to the word "germs" is used, the definition includes the word "virus" and therefore never mentioned in your policy?

You will want to review your property insurance policy and the language that addresses the presence of this virus on your premises causing direct physical loss or damage, or not; and the issues regarding coverage for property damage and, more importantly, business income and extra expense. These coverages are at the heart of the issue that most likely will be brought to court as insurers circle the wagons to deny coverage.

Their assertion will be that there is not *direct* physical loss or damage to property or that you have



not proven that the virus is in fact present on your premises. The presence of this virus has already produced litigation, and future rulings

> will have a massive impact on the number of businesses that are closed, out of business or affected financially as a result. Of course, each particular fact pattern and the applicable policy wording will determine the outcome.

What these circumstances all have in common are the issues that affect the occupancy of the business or prevention thereof, uninhabitability, loss of function and non-use of the building or premises. Furthermore, some of the court decisions addressed the reasonable expectations that a business owner (as insurance buyer) would expect that insurance coverage would be provided, where their business was uninhabitable or unusable, especially whereby authorities ordered the business to be closed.

The coronavirus insurance claims will most likely be argued in the courts on a similar basis, when insurance buyers do not have a clear path to coverage in their insurance policies.

In order to preserve your rights and comply with your insurance policy's requirements, you should discuss with your insurance broker or legal counsel, putting your insurance carrier on notice of a coronavirus claim.

Barron S. Wall, ARM, PMC, is from ICA Risk Management Consultants, headquartered in Mahwah. Founded in 1956, ICA provides risk management consulting services on a fee-for-service basis only to clientele both publicly and privately held. ICA does not sell insurance. Mr. Wall can be reached at (201) 512-9600 or by e-mail at bswall@icarisk.com or visit www.icarisk.com.





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HEALTHCARE

Decoding COVID-19

D. Brian Nichols, Ph.D., assistant professor in the Department of Biological Sciences at Seton Hall University, discusses COVID-19's virus-host interactions and, specifically, how the virus affects people.

Compiled by John Joseph Parker Contributing Editor

s the COVID-19 pandemic continues to progress in the United States and worldwide, many are trying to better understand what the virus is and how it affects humans. D. Brian Nichols, assistant professor in the Department of Biological Sciences at Seton Hall University, has conducted extensive research on virus-host interactions and, specifically, how viruses affect the immune responses of their hosts. He recently addressed these topics as they pertain to COVID-19.

COMMERCE: COVID-19 is referred to as a "novel virus." Can you tell us what that means?

D. BRIAN NICHOLS: "Novel" in this context means that it recently emerged to affect humans. It is strongly believed that bats are the source of the current infectious agent with an unknown animal likely serving as an intermediate host. Bats harbor a wide variety of coronaviruses related to the original SARS-CoV. As the human population comes more and more in contact with these animals, risk of exposure and the risk of viruses that can infect humans goes up significantly.

Coronaviruses are RNA viruses, which means RNA is the genetic material. Unlike cellular organisms that use DNA as the genetic material,



RNA viruses replicate without significant proofreading of their genetic material. What that means is that these viruses—which reproduce themselves over and over again-make a lot of mistakes when the genetic material is copied.

Most of these mistakes lead to inactive viruses that lose the ability to infect cells, but some mistakes result in viruses that are capable of infecting new hosts. This event likely led to the emergence of the novel coronavirus, officially designated as SARS-CoV 2, the causative agent of COVID-19.

The most likely scenario at present is that humans came in contact with animals in Chinese wet markets. The large number of people in contact with exotic live animals there, combined with butchering these animals in that wet market, created what could be seen as the perfect environment where the new SARS-CoV 2 could emerge to infect humans.

Q. Being a new virus, what impact does this have on human beings and the prospects of a potential vaccine? A. Being a new virus that has never circulated in humans before means that vaccine research essentially started when the virus was identified in December 2019. Simply put, until it was identified, there was no virus to design a vaccine against. Normally, vaccines take years to be developed and go through human trials. The fact that we have a vaccine in trials is really amazing and a tribute to the hard work of the researchers who have been studying this virus. As my colleague Dr. Constantine Bitsaktsis, who studies vaccine development, has pointed out, the speed and approval for clinical trials of COVID-19 vaccines is truly unprecedented. However, evaluating the Continued On Page 28



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Healthcare



Continued From Page 26 vaccine will take time. Also, the original SARS-CoV emerged in 2003, and generating a vaccine to that virus has proven to be challenging.

Q. You specialize in understanding and characterizing virus-host interactions and viral antagonism of host immune responses. What can you tell us about the virus-host interactions of COVID-19?

A. Typically, when viruses infect a cell, the cell activates its innate immune response to attempt to eradicate viruses. The human body essentially marshals its resources to fight against what is, in essence, the invasion of a foreign entity. These responses include inflammation, inducing cell death to destroy both the cell and the virus, and activating antiviral proteins such as interferon. It can, in some ways, be considered a "shotgun" approach, with the initial immune response scattering its shot and killing everything in the vicinity of the threat.

All these efforts are in place to try and contain the infection. Eventually, in what can be thought of as "the next wave" of defense, the adaptive immune response is activated to destroy any viruses that were not killed in the initial response. The adaptive response includes B cells producing antibodies to target and neutralize remaining viruses in the body.

For viruses, the most important part of the adaptive immune response or "next wave" is the activity of cells called cytotoxic T-cells. These cells are the hunters/killers of the immune response and take more of a "rifle" approach, actively hunting down cells infected with viruses and eradicating those particular cells, thereby containing the virus.

In addition, the adaptive response creates memory immune cells, which remain after the body clears the virus and can activate the immune response much faster on a second exposure. These memory immune cells are the basis of vaccines and why it is so important to be immunized against infectious agents.

Viruses, however, are not in the habit of going quietly. Viruses have evolved complex strategies to prevent the body's immune response from activating. In the case of the original SARS-CoV, we know that it blocks the activation of several key immune pathways. By modulating the host's immune response, SARS-CoV was able to ensure a successful infection by escaping the body's defenses.

It's also important to note that things can go wrong on the defense as well. Sometimes the immune system overresponds to infection. I always tell my students to think of the immune system working best in the so-called Goldilocks zone. Too little of an immune response and the

virus is not cleared. Too much and the body's own immune response damages the body trying to clear the virus.

Q. What can you tell us about host immune responses in humans to COVID-19?

A. There's a lot we don't know at the moment. It's likely that in some individuals, the immune response is not strong enough to kill the virus, and as the virus replicates it destroys the lungs, leading to severe complications and possibly even death. In others, it seems to be that the virus induces a cytokine storm. Cytokines are produced by immune cells to communicate and coordinate responses to infectious agents.

In these patients, too much cytokines results in an immune response that damages the patient's own body, leading to severe complications. This scenario may be responsible for a number of the severe cases and even mortality among those who seem to otherwise healthy. To use the Goldilocks analogy, this would be a case of the porridge being too hot. The cytokine storm is not unique to SARS-CoV 2.

This event has been noted in other great pandemics including the 1918 Spanish Flu, Avian Influenza, and the original SARS-CoV. The reasons why some individuals have an over-active immune response against severe human coro-

Continued On Page 30



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Healthcare



Continued From Page 28

naviruses such as SARS-CoV, MERS-CoV, and SARS-CoV 2 is still poorly understood. What is known is that when this event is triggered, the body's own innate immune responses in the shotgun approach to eradicate the virus trigger acute lung injury, which can, in some cases, be fatal. In a patient dealing with chronic diseases, this event may be too much to overcome and may at least partially explain why individuals with certain pre-existing conditions have higher mortality ratios.

Q. Removing for a moment age and underlying health conditions, why is the virus affecting different people so differently?

A. There's a variety of factors likely at play, many of which are still in the process of coming to light through scientific enquiry and testing. I think it is worth mentioning that most cases of COVID-19 are very mild. I am also mindful that mild means many things to different people.

In mild cases it can range from signs and symptoms akin to a severe flu, to signs and symptoms similar to that of the common cold. Many patients also report mild pneumonia, which is still significant, but does not require hospitalization.

In addition, people may become infected and never even know they have it. Many people infected with SARS-CoV 2 are completely asymptomatic and would never know they had it in the absence of a test. Fortunately, children seem to be the latter, though there have been some exceptions usually involving pre-existing conditions.

On that note, it is known that age is a factor, which can be reproduced using mice in the lab. The older the patient gets, the more likely the

risk of severe complications, with patients over 60 experiencing the most significant complications with the disease.

Q. There seems to have been some success in treating the coronavirus with some drugs, including the malaria drugs chloroquine and favipiravir. Can you tell us more about that and why these drugs may work in halting the disease in individuals?

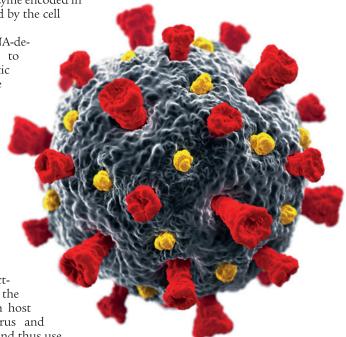
A. Favipiravir inhibits the RNA-dependent RNA polymerase of several notable RNA viruses including the influenza virus. The RNA-dependent RNA polymerase is an enzyme encoded in the viral genome and produced by the cell during infection.

The function of the RNA-dependent RNA polymerase is to replicate the viral RNA genetic material that is used to make progeny viruses. Without the RNA-dependent RNA polymerase, the virus cannot successfully replicate in the cell and produce more viruses. For that reason, this enzyme makes a very attractive target for the development of antiviral drugs because it is vital for the virus during replication and is an enzyme that is not present in a health host cell.

Therefore, drugs that directly attack this enzyme will kill the virus with minimal effects on host cells. Both the influenza virus and SARS-CoV 2 are RNA viruses and thus use a similar RNA-dependent RNA polymerase to accomplish the task of replicating the viral genetic material. That said, the influenza virus and SARS-CoV 2 are very different RNA viruses, and it is very important to note this fact.

Aside from favipiravir, there's a drug called remdesivir that also targets coronavirus RNA-dependent RNA polymerases. Remdesivir is also being evaluated as an anti-SARS-CoV 2 therapeutic agent. It's currently under trials, and both antivirals are still far too early in testing to definitively say they will reverse the increasing number of SARS-CoV 2 cases in the world. It's also important to remember that due to the nature of the SARS-CoV 2 RNA-dependent RNA polymerase making mistakes during replication, it is inevitable that drug resistant populations of viruses will emerge. The presence of the antiviral may "select" for drug resistant populations that eventually will no longer respond to treatment. Therefore, continuing research to identify novel SARS-CoV 2 inhibitors will remain a top priority for some time.

For chloroquine, it has been reported that this drug blocks the original SARS-CoV, as well as several other human coronaviruses from infecting cells. Essentially, it acts as a doorman and denies the virus entry to the area of the cell that the virus needs to complete its replication cycle. There have been some encouraging reports about chloroquine's use as a therapeutic to treat SARS-CoV 2 infections, but again, it's too early to definitely say that its use will be effective in controlling the current pandemic. There have also been reports of chloroquine toxicity in patients, so it is very clear that even if effective, chloroquine will not be a "one drug treats all" for every case of COVID-19.





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