



## Corporate Representative Experience

**Leech Tishman's corporate portfolio includes a range of projects representing firms ranging in size from small start-ups to large multinational companies.**

### Corporate

We have extensive experience in general corporate matters including ordinary course commercial agreement reviews, non-disclosure agreements and other day-to-day corporate agreements.

### Capital Markets/Securities

Our corporate team has extensive capital markets and corporate governance experience. In these areas we bring to our clients a deep understanding of the relevant regulatory frameworks, the fiduciary duties imposed on directors and officers, and a refined and effective approach to corporate disclosure.

We are experienced in planning and managing effective board and committee meetings, including preparation of agendas, resolutions and minutes of meetings.

Leech Tishman has experience in matters related to securities regulation (including the '33 Act and the '34 Act).

- Experience with the reporting and disclosure requirements under the Securities Exchange Act, including quarterly and annual reporting, post-public offering compliance filings, 10-K and 10-Q reporting, proxy solicitation disclosure, and the reporting requirements imposed on directors and senior officers under Section 16 of the Securities Exchange Act.
- Experience with registered offerings under the Securities Act and private placements of securities under Securities Act registration exemptions.

### Securities Exchange Act of 1934

- Experience with securities matters, SEC filings and insider compliance filings.
  - 10-K
  - 10-Q
  - 8-K
  - Insider trading (including Forms 4 and 5)

- Work with internal disclosure committees; experience in implementing and monitoring post-Sarbanes disclosure controls and procedures.
- Serve as liaison with the SEC and New York, Philadelphia and Chicago Stock Exchanges.

### Securities Act of 1933

- Lead in-house counsel for issuance of approximately \$1.2 billion of debt securities and \$300 million of equity securities in the aggregate.

### Other Securities Experience

- Participated directly, and managed outside counsel, in the preparation and filing of registration statements and prospectus supplements for various securities issuances for a major distributor of electric energy:
  - Issued \$320M of senior notes from an existing shelf registration
  - Issued \$200M of First Mortgage Bonds from an existing shelf registration
  - New shelf registration for \$200M of debt and/or preferred stock
- Issued 1.5 million shares of 6.5% preferred stock
  - New shelf registration for \$500M of debt and/or equity
- Following full SEC review of the registration statement and Form 10-K, issued 17,250,000 shares of common stock
  - New shelf registration for \$400M of First Mortgage Bonds
- Issued \$200M of First Mortgage Bonds and \$100M of First Mortgage Public Income Notes
  - New shelf registration for \$250M of Public Debt Instruments (\$100M of which were issued as Public Income Notes)
  - Issued \$100M of Quarterly Interest Bonds from an existing shelf registration
  - Issued \$40M of Medium Term Notes from an existing shelf registration
- Represented hardware and software network assurance provider in drafting the registration statement, negotiating terms with the underwriters and the SEC, and supervising the completion of the NASDAQ Listing Application and the due diligence

- Represented locomotive product manufacturer in drafting substantial portions of the registration statement, assisting in negotiating terms with the underwriters and the SEC, and supervising the completion of the due diligence
- Drafted substantial portions of the registration statement, and negotiated and completed the NASDAQ Listing Application for a designer, manufacturer and marketer of memorialization products and brand solutions
- Drafted portions of the registration statement, drafted and negotiated the NYSE Listing Application, and completed the due diligence for a stainless steel manufacturer
- Represented publicly- held bank holding company in securities compliance for six bank merger Involvement as intermediary in multiple IRS §1031 exchange transactions
- Represented a data analytics company and related marketing and accountable care organizations in a broad range of investor, customer, regulatory, governance and organizational matters
- Represented several hospitals in the acquisition of institution-wide information systems and medical devices
  - When representing the hospital in acquiring a precision stereotactic radiosurgery system that had been ordered but not delivered from a vendor, created a rescue plan for the vendor
  - Went on to represent the vendor generally, in services including investment and commercial transactions, regulatory matters, and governance
- Represented a private equity-backed midstream company in creating a fund to invest in oil and gas midstream infrastructure
  - Performed regulatory due diligence, research, and documentation for the fund

### Private Equity Transactions and Private Placements

- Represented a venture capital fund, which served as the lead investor in funding rounds for various early stage companies
  - Work included Series A, B and C rounds, private placements and miscellaneous corporate matters
- Represented a steel processing startup on two separate private placements of convertible debt and equity
- Handled private placement of debt by an early stage medical device company
- Worked on a \$5.1M venture capital financing for a manufacturer of plastic closures
- Raised more than \$500,000 from several angel investors for a drug discovery company
- Prepared private placement memorandum for U.S. real estate company offering equity in a multi-use commercial development project
- Assisted technology companies in obtaining funds from Innovation Works
- Represented organizers and operators forming a nine-figure alternative energy investment fund
- Represented a U.S. engineering and manufacturing company negotiating a consensual wind-up of arrangements with its Chinese joint venture partners
- Represented a U.S. designer and builder of manufacturing equipment in organizing a Cayman subsidiary and, through it, becoming a member of a joint venture in China
- Represented an investor putting equity into a developer of a magnetic resonance breast imaging system providing high quality images over a broad field of view
- Represented a solar energy supply chain management and quality assurance advisory firm in organizing a fund to solicit investors and build and operate utility grade solar power generation facilities
- Represented a private investment firm, dedicated to constructive investing and business improvement in the lower middle market, in investing and raising capital

### Mergers & Acquisitions

- Representation of private-equity backed dermatological-focused pharmacy platform in 8+ different add-on acquisitions in various markets across the US
- Representation of private equity real estate investment firm in the acquisition of over 17 small-balance multi-family housing complexes and 4 medical office buildings in 10 different emerging submarkets
- Representation of sanitary pressure vessels fabricator in \$15M sale of flow control technology division to strategic acquirer
- Acquisition of mobile home park portfolio and related financing
- Acquisition of a Mexican plastic injection molding and assembly business
- Acquisition of numerous residential units for non-profit housing agency engaged in housing of mentally ill
- Acquisition of numerous radio stations, including office and antenna sites (owned and leased) as part of an aggressive mergers and acquisition roll-up strategy
- Acquisition and restructuring of environmental remediation enterprise
- Acquisition of assets of moving business
- Acquisition of commercial property for non-profit training offices
- Acquisition of large commercial building for union hall offices
- Acquisition of manufacturing facility for automotive industry vendor
- Acquisition of commercial office building for insurance services offices
- Acquisition of 60-acre site with the seller constructing build-to-suit call center facility
- Acquisition of a division of a Tier 1 automotive manufacturer

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- Acquisition and disposition of a large dry cleaning business
- Acquisition and disposition transactions (multiple) for a diversified private equity firm located in New York City
- Acquisition and disposition of multiple strategic water and wastewater utility systems
- Acquisition of controlling interest in a multifaceted environmental holding company
- Acquisition of assets of \$9.7M iron foundry and affiliated industrial facility
- Acquisition of a high-tech company and its subsidiaries in Latin America, Europe, and the United States; the sale price was in the nine-figure range
- Acquisition of a business unit on behalf of an oil and gas midstream service provider
- Disposition of water and wastewater utility operations to a governmental entity, including numerous parcels of real property and related improvements
- Disposition of payroll processing services division
- Disposition of majority interest in \$14M environmental remediation company  
Disposition of numerous related bottled water companies, including the assignment of a lease to real property on Whistler Mountain used for water supply and leased from the Canadian government
- Disposition of commercial warehouse and office facilities
- Disposition of retail re-development property
- Disposition of large office park complex
- Disposition of assets, including business assets and real estate, from a Pennsylvania independent convenience store distributor to an Illinois distributor
- Reorganization of a \$700M construction company involving management takeover
- \$23M sale/leaseback of active industrial facility
- Responsibility for the real estate transactions relating to a regulated water and wastewater utility with more than 3,600 fee, leasehold and easement interests
- Representation of a U.S. entity acquiring a software license and software development services from Hong Kong and Malaysian entities
- \$56.9M sale of numerous skilled nursing facilities, including real estate and operational assets, to a strategic regional acquirer
- Merger of a company providing data connectivity and managing Internet of Things (IoT) service with a wireless networks services provider specializing in Machine-to-Machine (M2M) communications. Completion of the merger resulted in the creation of an organization that is one of the sixth largest providers of M2M / IoT services globally, inclusive of carriers
- Disposition of a chain of nursing homes and related real estate for \$173M
- Disposition of a wholesale distributor/supplier of convenience stores and related real estate held by affiliated entities

## Real Estate

- Acquisition of industrial property on behalf of distribution company
- Purchaser representation in real estate acquisition on behalf of meat wholesaler
- Developer representation in \$8,000,000 redevelopment of an office building involving historic tax credit investment, construction loan and bridge loan for tax credit investment
- Developer representation in \$16,750,000 redevelopment of an industrial building involving historic tax credit investment, construction loan and bridge loan for tax credit investment
- Developer representation in \$13,750,000 redevelopment of two office buildings involving historic tax credit investment, construction loan and bridge loan for tax credit investment
- Developer representation in planned nine-story commercial office building project
- Developer/land owner representation for 400+ unit planned residential community
- Water and wastewater utility company representation in negotiation of numerous development agreements with commercial and residential developers
- Developer representation with the acquisition of land from City of Pittsburgh's Urban Redevelopment Authority and related site preparation
- Developer representation in long-term ground lease and professional office building development
- Developer representation in various complex government/competitive bidding development projects
- Joint venture between major construction company and developer for \$350M enhanced use lease project
- Extensive experience negotiating AIA contracts with architect and contractors

## Financing Transactions

- Senior mortgage lender representation in \$36,000,000 acquisition and construction loan involving historic tax credits and subordinate bridge loan for historic tax credit investment
- Senior mortgage lender representation in \$24,500,000 construction loan involving historic tax credits and subordinate bridge lender of historic tax credit investment
- Senior mortgage lender representation in \$11,750,000 construction loan for redevelopment of a mixed-use project involving historic tax credits and new market income tax credits
- Borrower representation in \$25,000,000 revolving credit facility secured by all assets, including a borrowing base determined by eligible accounts receivable
- Lender representation of major commercial lender in connection with \$118M syndicated credit facilities,

- consisting of multiple tranches of debt
- Lender representation in several commercial loan transactions structured as sale leasebacks of commercial properties
- Lender representation in loan modification for rehabilitation of low-income housing project
- Lender representation of major commercial lender in large syndicated credit facilities, including related restructurings and workouts
- Borrower representation in \$12.5M refinancing of manufacturing enterprise and facilities
- Borrower representation in \$11M refinancing of large warehousing facility
- Borrower representation of foreign manufacturing concern's U.S. subsidiaries in large loan facility amendment transaction
- Borrower representation in \$4.7M Machinery and Equipment Loan Fund loan from the Pennsylvania Department of Community and Economic Development
- Borrower representation in various government funding programs including loan transactions through the Machinery and Equipment Loan Fund (MELF), Pennsylvania Industrial Development Authority (PIDA), Business in our Sites Program (BOS), Water Supply and Waste Water Infrastructure Program (PennWorks) and Building PA program
- Borrower representation of commercial developer in connection with \$17M construction loan, \$12M construction loan, \$10M secured line of credit, \$2.5M unsecured line of credit and \$3.175M mortgage loan
- Borrower representation of real estate investment and management company in connection with \$11M construction loan
- Borrower representation of Fortune 500 energy company in connection with several equipment financing transactions
- Borrower representation of chemical company in connection with several asset based revolving credit facility transactions
- Borrower representation of steel processing company in connection with \$29M construction loan, \$30M term loan and \$3.5M state and local financing
- Representation of a major food products importer pursuing various financing transactions and dealing with related tax issues
- Represented various investment managers concerning domestic and international collateralized debt obligation transactions, including required investments in equity or subordinated debt tranches
- Advised a financial institution on the structuring and execution of a collateral fund obligation issuance, with hedge fund pools being used as the underlying assets
- Represented the issuer of the first domestic investment fund using principal protection features in its structure
- Represented a banking concern in the financing and acquisition of \$100M of annuitized payments from the U.S. to buy out quotas provided to tobacco farmers
- Advised an investment advisor/consultant in the Shariah industry on its admittance to the London AIM market of its equity shares
- Represented an energy conglomerate in the structured sale of an eight-figure receivable payable by a regulated quasi-governmental entity in a 144A transaction
- Involvement in a structuring matter to accommodate various U.S. And South Asian investors looking to participate in a joint venture in China