LEECH | TISHMAN

Irfan M. Dinani

Partner

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Irfan M. Dinani focuses his practice on corporate and international law, with particular emphasis on securities, cross-border transactions, and regulatory matters in North America, the United Arab Emirates, and Tanzania. He works closely with the Trusts & Estates Practice Group on Islamic estate planning initiatives for clients.

Irfan has a wealth of experience in general counsel matters, including representing private clients on mergers and acquisitions, private placements, corporate governance issues, diverse contractual matters including product supply/distribution agreements, NDAs, MSAs, letters of intent, and SaaS agreements, sophisticated transactional document review and analysis, negotiating license agreements, and preparing joint venture agreements. He routinely counsels principals, officers, directors, managers, and equity stakeholders and negotiates shareholders' agreements, operating agreements, subscription agreements, and other ancillary governing and equity transfer agreements. In addition, Irfan drafts and reviews domestic and international contracts and advises on corporate procedures and compliance.

Irfan also has experience in a range of real estate legal matters, including preparing lease templates and negotiating commercial lease terms and contracts for office, cell tower, and industrial sites.

Capabilities

Corporate
Data Privacy & Cybersecurity
Real Estate
Capital Markets (Co-Leader)
Commercial Contracts
Securities
International

Admissions

Pennsylvania
New Jersey
United Republic of Tanzania (Inactive)

Academics

J.D., Villanova University School of Law
Paralegal Certificate with emphasis in International Trade Law and Business, The Philadelphia Institute
B.A. in Political Science, Kutztown University of Pennsylvania

Languages

Gujarati
Hindi (Conversational)
Swahili

Experience

ADCA Veritas Law Group (Tanzania)
Pennsylvania Securities Commission
Air Products and Chemicals, Inc.

Representative Experience

Leech Tishman, Pittsburgh, PA (2021-Present)

- Represent a publicly traded biotechnology company as outside counsel on various domestic and international contractual matters including providing contract advice; conducting negotiations with service providers; drafting templates; revising and finalizing domestic and international master services agreements and SOWs, Software as a Service agreements, electronic medical record interface services agreements, supply and distribution agreements, and NDAs.

- Manage and supervise private equity capital raises ranging from $1 million to $40 million involving single and multiple issuers, including drafting and finalizing industry-specific private placement memoranda, subscription agreements, research and compliance with federal and blue sky legislation, conduct federal and state exemption analyses and related research.

- Negotiated with buyer's counsel, reviewed and revised transaction documents, and supervised $4.8 million asset sale of a domestic powder coated metals manufacturing business and worked with seller's external accounting team to manage due diligence process.

- Represented seller's interests in a $4.5 million minority sale of a Registered Investment Advisor, including related tax reorganization: reviewed and revised contribution and exchange agreements, operating agreement, confidentiality agreement, unit purchase agreement.
- Represented buyer's interests, counseled client on international holding structure, supervised drafting of and revised transaction documents, including acquisition and ancillary agreements, unit appreciation rights plan and award grant, for $800,000 asset purchase of a ridesharing service.
- Supervised, conducted sophisticated contract review for deadline driven winding down of autonomous vehicle startup.
- Buy- and sell-side representation on numerous LLC-related transactions, including unit redemptions, review of domestic and international agreements, and related corporate governance matters.
- Counsel diverse clients, including a faith-based financial services provider, a temporary and permanent staffing agency, a Hong Kong-based condiments manufacturer, and real estate portfolio investors, on various corporate, employment, real estate, and regulatory matters.
- For corporate governance-related matters, draft, review, analyze, amend and finalize LLC operating agreements and amendments, membership interest redemption and assignment agreements, unanimous written consents (for directors and shareholders), shareholder agreements.
- Regularly represent and counsel private clients on various commercial contracting matters in diverse industries including with respect to restricted membership interest grants, services, restrictive covenants and consultant agreements,
- Supervised applications for and preparation of legal memoranda establishing applicability of Employee Retention Credit for various logistics service providers.
- Conduct research for, supervise drafting of, and revise Islamic Estate Planning documents, including wills and trusts.

Veritas Business Ventures, Inc., Farmingdale, NY (2020-2021)

- Primary point of contact with Amazon delivery service partner owner for legal and compliance issues.
- Drafted various human resources related templates to comply with DSP's contractual obligations to Amazon Logistics.
- Supervised responses for compliance audit ensuring timelines maintained and issues satisfactorily resolved.

ADCA Veritas Law Group, Dar es Salaam, Tanzania (2011-2020)

- Successfully represented Government of Tanzania's interests in regulatory dispute against international telecommunications provider before the Fair Competition Commission resulting in post-judgment settlement enabling GOT to increase equity to 49%, achieve $409MM debt cancellation and secure $26MM payout.
- Retainer counsel from inception, construction to completion, and operation of $25MM commercial real estate project – negotiated, reviewed and amended construction agreements, drafted leases and unit sales contracts, counseled client on shareholders' disputes, protected client's legal/business interests resulting in significant cost savings.
- Served as Tanzanian counsel for multi-jurisdictional tax restructuring and related sale of Pan African oil marketing company stake to Omani investor, including submissions to and procuring expedited approval of competition regulator; successfully facilitated sale and netted client $30MM+.
- Successfully appealed ex-parte injunction, prevented takeover by receivers, and represented defendants in multi-million dollar shareholders' derivative suit, saving client $50MM in payouts/loss of business.
- Conducted legal research to create deal structure, successfully negotiated with Russian and local counsel, drafted and finalized term sheet and royalty agreement with investor-operator in +$75MM gold mine.
- For plastic pipes manufacturer, negotiated and amended license agreement with Scandinavian licensor, drafted employment agreement templates for various employee levels and product supply/distribution agreements.
- As retainer counsel for U.S. $10MM mixed use retail and hospitality shopping center: negotiated, amended and concluded long-term lease with South African supermarket chain; drafted lease template, negotiated terms, finalized, entered into early termination settlement agreements for retail units; drafted rental template for short- and extended-stay serviced apartments; negotiated and finalized cell phone tower lease agreements with multiple mobile telephone companies; counseled client relating to business and legal issues, including recovery measures against defaulting tenants.
- Conducted legal research, reviewed transaction documents, drafted and finalized legal opinions, cross-border security sharing agreements, loan-related documents including mortgages and guarantees for East African financial institutions.

- Processed real estate acquisitions and dispositions ranging from single to multiple family dwellings, warehouses, and commercial buildings with values from hundreds of thousands to millions of US Dollars. Created deal structure to add value to client, coordinated with local, regional and national authorities to obtain clearances and approvals.

- Post-global economic crisis, counseled clients, drafted/negotiated restructuring and settlement agreements relating to domestic and UAE-based property transactions.

- Handled company formation and company secretarial matters on a retainer and ad hoc basis for domestic and international clients, including company law compliance, filing returns, amendments, and advising on shareholder and director matters.

Veritas Business Services Limited, Dar es Salaam, Tanzania (2006-2009)

- Negotiated multi-million dollar long-term hospitality and commercial building lease from initial offer to closing; improved client position by $10MM through minimizing rent increases and expanding rented space without change in consideration.

- Represented Dubai based property developer on joint venture agreement with UK-based investor; drafted MOUs and MOAs for various off-plan acquisitions, assignments, and sales; Drafted acquisition of structure and sale of shares for Sharjah labor camp; drafted legal notices, indemnity agreements and various compliance-related correspondences. Aggregate deal values exceeded $500MM.

- For Web and Domain Host drafted: E-Mail Services Agreement with national financial institution; various templates including website development agreement, web hosting agreement, web hosting and domain name sales and reseller agreements.

- Litigation consultant on termination without cause of contract relating to national FMCG distributorship agreement.

Kesaria and Company, Advocates, Dar es Salaam, Tanzania

- In connection with multi-million dollar loan syndication agreement for an Export Credit Guarantee Scheme-approved development project: drafted security sharing agreement and loan syndication agreement; revised Bank of Tanzania guarantee; represented interests of the lead bank in negotiations with other lenders, borrower and its affiliates.

Pennsylvania Securities Commission, Philadelphia, PA

- In connection with violations of securities law: conducted document review and legal research; analyzed and evaluated complex financial records and offering materials; drafted orders to show cause, exhibits, cease and desist orders, subpoenas, motions, legal memoranda, pleadings and settlement agreements; conducted sworn statements under oath; cooperated with local, state, federal and international regulatory agencies.

- Managed, analyzed, and evaluated complex financial records and offering materials, prepared legal memoranda in connection with intricate multi-million dollar fraud case.

- Responsible for multiple matters at different phases ranging from investigations to hearings.

- Formulated strategy concerning, conducted settlement negotiations.

- Researched and prepared memoranda on federal and state securities laws and regulations.

Air Products and Chemicals, Inc., Allentown, PA

- Prepared and filed Forms 8-K, 10-Q, 10-K, registration statements on Form S-3, pricing supplements on Form 424(b)(3), and amendments with Securities and Exchange Commission.

- Supervised compliance regarding underwriters' agency agreements relating to bond issuances.

- Assisted in negotiating, drafting and finalizing purchase agreements, share subscription agreements, supply contracts, disclosure schedules, exhibits, and amendments.

- Prepared filings under Hart-Scott-Rodino Anti-trust Improvements Act.

- Conducted due diligence for various domestic and international stock and equity transactions.

- Maintained data repository for divestiture in $1.5 billion waste-to-energy joint venture.

- Researched legal issues impacting company's Mexican and Asian affiliates.

- Analyzed existing Asian and Latin American joint venture agreements and scope of non-competition provisions.

- Compared affiliates' technology license agreements for transfer deals.

- Assisted in settlement of $100 million financial derivatives dispute with international bank.

- Responded to Letters Rogatory in connection with Spanish criminal trial.