

## Corporate & Business

Constant involvement in the marketplace. We know that successful transactions require agility, knowledge, relationships, and the broad market and in-depth legal knowledge that one can only gain by high deal flow. We take the time to learn about your investment strategy, business challenges and future goals. We strive to identify potential issues to help you navigate the smoothest road to success. It's a true partnership that is dedicated to all facets of your business development.

Our various Corporate & Business practice groups collaborate with each other and with other practices within the firm to offer you a robust suite of legal services. From the seasoned policy advisors in our Government Affairs practice to the effectiveness of our Litigation groups, Brownstein Hyatt Farber Schreck is always there when it matters. We are redefining presence. We are redefining access. We are redefining service.

### Subpractices

- Bankruptcy & Restructuring
- Business & Corporate Advisory
- Corporate Finance
- EB-5
- Employee Benefits & Executive Compensation
- Employment
- Entertainment
- Federal & State Energy Funding
- Health Care
- American Indian Law & Policy
- Mergers & Acquisitions
- Opportunity Zones
- Private Equity
- REITs
- Securities
- Tax
- Trust & Estates

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## Recognition

**Chambers USA, 2019**

### Colorado: Corporate M&A

**What the team is known for:** Acclaimed transactional group that handles a wide range of commercial and private equity transactions for buyers and sellers. Noted for its work with clients engaged in the natural resources and the technology sector. Also advises clients from industries such as healthcare, gaming and hospitality. Provides high-level expertise on joint ventures and PPP agreements.

### Strengths:

One client described the group as “outstanding; they are deeply knowledgeable in our space, yet pragmatic and efficient.”

Other sources highlight that the firm demonstrates “a good balance of national exposure and local presence”.

**Nevada: Corporate/Commercial**

**What the team is known for:** Highly regarded practice with notable expertise in equity restructuring, financing and M&A matters. Possesses a strong bench of attorneys offering counsel to a variety of borrower and lender clients including gaming companies and financial institutions. Offers particular expertise in matters falling at the intersection of IP and corporate transactions. Displays strength in handling tender offers, note offerings and corporate governance.

**Strengths:**

Clients say: "Not only are the attorneys I work with very friendly and eager to help, I am always very impressed with their work product and intellect."

Others state: "They are extremely knowledgeable, which allows them to deliver accurate, customized advice, particularly on time-sensitive matters."

**Representative Matters**

- Represented Vigeo Investments, LLC in its investment in Pinnacle Manufacturing, LLC, a manufacturer of mobile metal tanks for the environmental, industrial and gas markets.
- Represented Prairie Dog Pet Products, LLC in the closing of its credit facility with Presidential Financial Corporation.
- Represented Guaranty Bank and Trust in a term loan and revolving credit facility for SpeedPro Imaging, a leading large format custom graphic printing company in the United States and Canada and a portfolio company of Fairfield-Maxwell.
- Represented KeyBank in a term loan and revolving credit facility for Binswanger Enterprises, LLC, a leading manufacturer of glass and aluminum products for construction, residential and automotive markets in the U.S. and a portfolio company of Grey Mountain Partners.
- Represented Victory Park Capital and its portfolio company, VPC Fuller Brush Operating Corp. in a Senior Secured Loan.
- Lead counsel to Sun Mountain Capital in documenting a term loan facility for recommissioning of a sawmill in Saratoga, Wyoming.
- Represented U.S. Geothermal Inc. in the development and construction of its \$137 million, 22-megawatt-net geothermal power plant in Oregon. Part of the project financing included negotiating a loan and a loan guarantee with the U.S. Department of Energy and the Federal Financing Bank for this leading renewable energy geothermal development company.
- Represented a public company issuer in connection with its public offering of securities issued in the private placement via a registration statement filed with the SEC.
- Represented an oil and gas public company in its successful private placement to 32 accredited investors (as defined in Regulation D) valued at \$793,732.
- Acted as local Nevada counsel in connection with offering by Reddy Ice Corporation of first lien senior secured notes and an exchange offer of second lien senior secured notes for senior discount notes of Reddy Ice Holdings, Inc.
- Served as underwriter's counsel in connection with the delivery of a total of \$239,365,000 University Enterprise Revenue Bonds. The University Revenue Bonds were delivered in three series: \$76,725,000 Tax-Exempt University Revenue Bonds Subseries 2009B-1; \$138,130,000 Taxable University Enterprise Revenue Bonds Subseries 2009B-2 (Build America Bonds -- Direct Payment) and \$24,510,000 Tax-Exempt University Enterprise Refunding Bonds Series 2009C.
- Served as underwriter's counsel in connection with the delivery of \$39,355,000 Mojave Water Agency, Revenue Certificates of Participation, Series 2009A.

- Represented the developer in the acquisition of a vacant hotel, obtaining entitlements for redevelopment of the site as a mixed-use (residential/retail), transit-oriented development; resolution of title matters; construction financing; leasing of retail space and eventual \$60.9 million sale of the project in Denver, CO.
- Served as underwriter's counsel in connection with \$130,080,000 Orange County Water District, Revenue Refunding Certificates of Participation, Series 2009A.
- Represent Signet Solar Inc. in a Department of Energy loan guarantee transaction and project financing associated with its Sun Kachina PV production facility in Belen, New Mexico.
- Represented the purchaser/redeveloper of the former Gates Factory site, which consists of 55 acres and 2 million building square feet, located at I-25 and Broadway in Denver. The firm's work for the redevelopment involved brownfields redevelopment, environmental remediation, acquisition of entitlements for a mixed-use transit-oriented development, neighborhood negotiations and structuring of public and private financing.
- Represented a local private foundation in forming a public-private joint venture with a leading medical institution and a leading educational institution with seed and support funding provided by the foundation. The venture was approved by the Colorado Commission on Higher Education and represented the first time such a not-for-profit limited liability company was formed in Colorado.
- Served as bond counsel in connection with the issuance of \$38,490,000 Santa Margarita/Dana Point Authority Bonds, Series 2009 for California's Santa Margarita Water District Improvement Districts Nos. 2, 3 and 4 General Obligation Bonds.
- Representing private equity project developer for negotiation of groundwater subscription agreements and public-private partnership to construct an 80-mile water supply pipeline in southwest Texas.
- Served as special COP counsel in connection with a \$17,735,000 lease purchase financing of the new Denver Botanic Gardens parking garage. Certificates of Participation, Series 2008B, evidenced a proportionate interest in the base rentals and other revenues under an annually-renewable lease purchase agreement between the Denver Botanic Gardens Parking Facility Trust 2008 as lessor, and the City and County of Denver as lessee.
- Served as local counsel to Quest Resource Corporation in its common stock offering.
- Represented UBS Securities in its underwriting of \$35 million in Clean Water Resources and Power Development Authority, Clean Water Revenue Bonds, 2007 Series A.
- Represented the Baptist Road Rural Transportation Authority as bond counsel in connection with its issuance of \$21.5 million of Sales and Use Tax Revenue Bonds, Series 2007.
- Represented Southern Pacific Railroad Company in selling right of ways to state and local transportation agencies for mass transit use. Negotiated shared trackage agreement for commuter rail service.

## **Publications**

- Nevada Legislature Innovates Corporation and LLC Laws
- Can The Affordable Care Act Survive The Latest Challenge?
- IRS Expands Self-Correction of Retirement Plan Errors
- Will Opportunity Zones Succeed in Stimulating Investments?
- Increased HSR Thresholds Become Effective on April 3, 2019
- The Upside of Opportunity Zones for Hotel Developers and Hotel Owners
- Ballot Boxes Driving Policy, With Big Business Implications
- Identifying Investment Contracts, From Chinchillas To Crypto
- Crypto Exchanges Could Be Next Regulatory Target
- The Increased HSR Thresholds for 2018 Became Effective on Feb. 28, 2018
- Will Your Company's Wellness Programs Be Compliant In 2019?
- Summary of Select New Laws Impacting California Employers

- No Regrets: 10 Tips to Avoid Holiday Party Liability
- Employee Benefits-Related Limits for 2018
- Limit the Risks Associated with Distributing Privileged Communications Inside the Company
- Email Users Beware: Companies and Corporate Officers Should Evaluate Email Practices in Light of Delaware Chancery Court Decision
- Buyer Beware: Seventh Circuit Upholds Application of the Federal Common Law Standard of Successor Liability in an Asset Sale
- Middle Market Loan Update
- The JOBS Act and Its Impact on Capital-Raising LIVE Webcast
- Nevada Business Entities Law Update - September 2011
- Seminar on the Purchase of Distressed Notes and Loans
- Client Alert: Financial Regulatory Bill Proposes to Increase Regulation of Private Investment Funds
- Client Update: U.S. Supreme Court Partially Overturns McCain-Feingold, Allowing Corporations, Labor Unions and Non-Profits to Make Limited Expenditures from General Funds
- Client Alert: The SEC Extends the Deadline for Non-Accelerated Filers to Provide an Auditor Attestation Report on Internal Control over Financial Reporting
- Employee Benefits-Related Limits for 2010
- Client Alert: New Nevada Business License Requirements
- Client Alert: Reminder to Comply with the SEC's New E-Proxy Rules During the 2009 Proxy Season
- Client Alert: Treasury Department Announces Public-Private Partnership Investment Program for Sale and Guaranties of Purchases of Legacy Loans and Legacy Securities
- Client Alert: Delaware Supreme Court Heightens Scrutiny of Director and Officer Actions
- Tax Alert: Cancellation of Debt Relief in the American Recovery and Reinvestment Act of 2009
- Client Alert: Estate and Gift Tax Planning Opportunities for 2009
- Client Alert: Delaware Chancery Court Holds Provision in Oral LLC Agreement Unenforceable Under Statute of Frauds
- Client Alert: Delaware Chancery Court Analyzes "Material Adverse Effect" in Merger Agreement
- Employee Benefits-Related Limits for 2009
- Corporate Client Alert: Written Agreements Required for "Complete Formation" of Delaware LLCs and LPs
- Federal Legislation Rendering Certain Arbitration Clauses Unenforceable
- The Final Battle in a Two-Front War Over Judicial Death Sentencing Schemes

## **News & Events**

- Darryl Landahl Rejoins Brownstein's Health Care Practice as Shareholder
- Elizabeth Paulsen Named One of Law Week Colorado's Top Women Lawyers
- Brownstein Launches American Indian Law & Policy Group
- Brownstein Included in Law Week Colorado's 2016 Barrister's Best
- Brownstein Welcomes Robert Attai To Corporate & Business Department
- CFPB Unveils Rule on Arbitration Clauses
- Brownstein Welcomes Jonathan Bloch To Lead Nationally Recognized EB-5 Team
- Brownstein Hyatt Farber Schreck Practices and Attorneys Well Represented In 2015 Chambers Rankings
- Josh Hantman and Kristin Macdonald Receive The M&A Advisor Annual 40 Under 40 Emerging Leaders Award
- Sealing the Deal: Brownstein Key to \$2B Mexican REIT Deal
- Mexico's Largest Real Estate Transaction Closes at More Than US\$2 Billion
- Brownstein Hyatt Farber Schreck Practices and Attorneys Well Represented in Chambers 2013 Rankings

- Chambers & Partners Names Frank Schreck as a Star Individual In 2013 Global Rankings
- Alexandra Fidler Metzl Joins Corporate and Business Department at Brownstein Hyatt Farber Schreck
- Brownstein Hyatt Farber Schreck Practices, Attorneys Well Represented in Chambers Rankings
- Brownstein Hyatt Farber Schreck Grows Corporate and Business Group
- Brownstein Hyatt Farber Schreck Lands Top Chamber Spots
- Hal Stratton, Former Attorney General of New Mexico and Chairman of U.S. Consumer Product Safety Commission, Joins Brownstein
- Leading Intellectual Property Attorney Jason Firth Joins Brownstein
- 6th Annual Rocky Mountain Corporate Growth Conference
- Harrah's Entertainment Completes Buyout

## Meet The Team

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