

WILLIAMS PARKER

HARRISON DIETZ & GETZEN

ATTORNEYS AT LAW
EST. 1925

CORPORATE

Our corporate clients include both established, substantial enterprises, as well as smaller but fast-growing firms. We represent a broad range of clients through the full corporate lifecycle, including acquisitions, mergers, joint ventures, liquidations, financings, and formations. We have developed industry-specific experience in the region's core commercial sectors, including real estate development, healthcare, technology, retail and hospitality, agribusiness, and senior living facilities.

We leverage experienced attorneys across multiple areas, including labor and employment, finance, tax, healthcare, litigation, and real estate, to provide our clients with a custom-built, cross-disciplinary team capable of handling their full scope of legal needs. We also work closely with a client's other advisors, including accounting firms and investment advisors. Our membership in Ally Law, a network of business attorneys operating in all of the world's major economic centers and in many other commercially important locations, enhances both our domestic and international corporate practices.

Representative Matters:

- Negotiated \$1.5 billion platform real estate and local partner joint ventures with global private equity firms
- Negotiated \$120 million real estate development joint venture
- Negotiated a multimillion dollar investment by a venture capital firm into a physician management and billing operation with back-office support in India and provided ongoing structuring, contracting, and compliance advice
- Negotiated licensing agreement for multiacre, artificial recreational water feature utilizing Crystal Lagoons technology
- Outside general counsel to \$150 million consumer services company with operations in the United States, Europe, and Asia
- Outside general counsel to multistate pest control company
- Outside general counsel for nationwide franchisor with over 220 locations
- General counsel to several \$100 million-plus entrepreneurs and their organizations
- Provided 50-state licensing advice and ongoing general counsel to a publicly traded stored value card company
- Counsel for sale and post-closing joint venture, development, and management structure of \$80 million senior housing business and facility
- Counsel for \$50 million business disposition
- Counsel in acquisition of \$40 million multicampus senior housing business
- Counsel for \$34 million sale of software company to publicly traded company
- Representation of \$500 million REIT
- Representation of family office with more than 115 closely held businesses
- Representation of manufacturer operating in United States, Greece, France, Italy, Spain, United Kingdom, Portugal, Croatia, Bulgaria, Romania, Ukraine, South Africa, Turkey, United Arab Emirates, Australia, Thailand, and China
- Handled private placement and structuring of a pine nut processor in Russia

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Key Areas of Experience:

Mergers and Acquisitions

We assist clients in connection with mergers, stock and asset acquisitions, sales, divestitures, spin-offs, redemptions, share exchanges, acquisition of controlling or strategic interests, corporate restructurings, leveraged buyouts, joint ventures, and strategic alliances. We provide counsel on structuring; tax planning; performing due diligence; preparing, reviewing, and negotiating the transaction documents; advising on regulatory matters; assisting with financing; and closing the deal.

Outside General Counsel

Many of our clients do not have in-house legal teams, and rely on our attorneys to serve as "outside general counsel." Your attorney should be one of your key strategic business advisors. We pride ourselves on being the first call many clients make when facing important challenges and opportunities. We provide clients with strategic advice and practical counseling on a range of business matters, including those related to customers, suppliers, lenders, competitors, employees, and more. As outside general counsel we combine a trusted point of contact who knows you, your appetite for risk, and your distinct needs and goals with a team of lawyers with varied areas of experience upon which to draw to ensure you can keep your focus on the success of your business.

Corporate Governance

Our attorneys provide practical guidance to companies, boards of directors, and other key leaders on a range of corporate governance policies and procedures, including:

- Composition and operation of boards of directors and other committees
- Design and formation of advisory committees
- Change of control, procedures, and implementation
- Ethics, charters, best practices, and other policies of boards and committees
- Conflict of interest matters
- Fiduciary duties
- Executive compensation

Private Equity

Our experience with private equity includes transactions where we represent private equity funds in acquisitions of portfolio companies, add-on acquisitions, and acquisition financing, as well as representing businesses or their owners selling to private equity groups. Our experience on both sides of private equity deals enables us to understand the needs and mindsets of both the private equity fund and the entrepreneur who may be embarking on the largest business transaction of their life.

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Business Formation and Structuring

Among the many important decisions business owners face, one of the most critical is choosing the right entity structure. A corporation provides a familiar set of defined roles for shareholders, directors, and officers, while a limited liability company (LLC) combines the liability protection of a corporation with many of the economic and governing flexibilities of a partnership. Whatever type of business entity you choose, each has its own tax, financial reporting, and governance issues. Our attorneys regularly advise clients on general business law matters and on the formation and structuring of corporations, limited liability companies, partnerships, and joint ventures.

Contracts and Commercial Arrangements

Beyond simply understanding the laws that govern businesses, our attorneys learn the complex dynamics of your business to deliver personal, pragmatic approaches to achieve your objectives. We help our clients mitigate potential risks, negotiate desired terms, and create sophisticated arrangements that set the course for their businesses and establish a solid foundation from which to operate. Williams Parker attorneys regularly handle the drafting and negotiating of all types of business agreements.

Commercial Finance

No two commercial finance transactions are the same--there are always unique characteristics that can complicate a deal. We have experience structuring deals with multiple lenders, multiple layers of debt, unusual funding sources, complex capital structures, unusually tight time frames, and many other atypical factors. We represent borrowers as well as lenders, including banks, funds, and other providers of financing.

Stock Options and Other Equity-Based Compensation

Williams Parker has deep experience assisting companies at all stages of development in navigating the complexities of equity-based compensation, including stock options, restricted stock, phantom stock, and profits interests. We help our clients design an equity-based compensation program by guiding them through the various equity-based compensation structures and providing practical solutions to the multitude of related complex tax and corporate law issues. Once the design of the equity-based compensation program is complete, we assist clients in implementing the program, including preparing explanatory memorandums for program participants and, depending upon the structure of the program, drafting plan documents, award agreements, and drafting or revising entity governance documents, such as shareholder agreements or operating agreements, to accommodate the program.