



**WOODS | AITKEN**

## **TRANSACTIONAL SERVICES**

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DENVER | LINCOLN | OMAHA | WASHINGTON, D.C.

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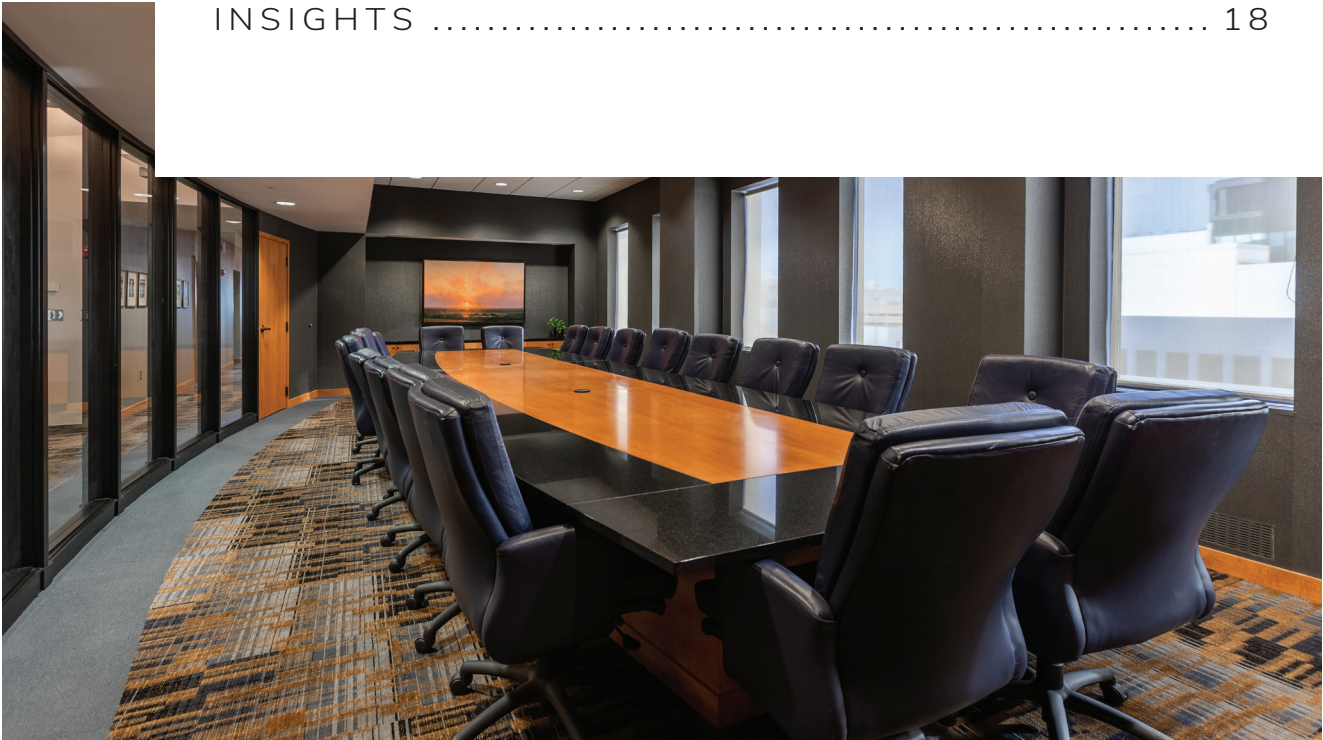
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## **WE HELP CLIENTS IDENTIFY UNIQUE CHALLENGES, MINIMIZE RISKS, AND REALIZE OPPORTUNITIES.**

The Transactional Group at Woods Aitken provides a broad range of business legal services. Our clients benefit not only from our understanding of the law, but also from our decades of experience in providing business counseling on topics that range from general corporate governance to complex business transactions.

Woods Aitken is proud to offer clients a variety of business and workplace legal solutions. We advise clients on matters that arise throughout the full evolution and life of a business, including financing and taxation, real estate, formation planning, corporate governance, business growth planning, labor and employment, multistate compliance, business succession planning and if needed, litigation. Because Woods Aitken is a full-service law firm, we are able to assemble multidisciplinary teams of attorneys with specialized expertise to address all of these issues.

As legal counsel and strategic business partners to our clients, we develop original, practical, cost-effective, and ethical solutions that are consistent with the business goals of our clients. Succeeding in business has never been easy, and today's competition, changing customer expectations, and constant technological advances are a complex reality. Woods Aitken offers legal solutions to help clients succeed and properly position themselves for the future.

### **EXPERIENCE**

Since 1921, Woods Aitken has focused its practice of law on achieving long-term client success on local, regional, and national levels. From providing counsel on the early development of telecommunication companies in the 1900's, to representing clients on mergers and acquisitions of multimillion dollar companies today, Woods Aitken has been involved with a myriad of unique and complex business transactions in the United States.

# TRANSACTIONAL

## PRACTICE OVERVIEW

### REPRESENTATION

We counsel clients ranging from startup companies and local organizations to regional businesses and national corporations. This includes public and private companies, nonprofit organizations, financial institutions, borrowing companies, and private funds and other investors.

We recognize that many of our clients have business dealings that extend to the surrounding regions and often nationally and internationally. Woods Aitken reflects this reality with members of the Firm licensed to practice law in many jurisdictions and courts throughout the United States.

### INDUSTRIES

Representative industries we serve include:

- Advertising
- Agriculture
- Architecture
- Aviation
- Banking
- Construction
- Engineering
- Food & Beverage
- Health Care & Hospitals
- Hospitality
- Insurance
- Manufacturing
- Natural Resources & Energy
- Private Equity
- Real Estate
- Retail & Shopping Centers
- Startup Companies
- Software & Technology
- Telecommunications
- Transportation

## LEADERSHIP

Our attorneys have been and are active in national, state, and local bar association activities relating to business transactions and entity representation, real estate, labor and employment, and bankruptcy.

Woods Aitken attorneys serve with organizations such as the American Bar Association, Association for Corporate Growth, Society for Human Resource Management, Construction Financial Management Association, Associated Builders and Contractors, Commercial Real Estate Women, and Associated General Contractors of America. Our attorneys present lectures on topics pertinent to industry groups and publish articles on current issues. As discussed further herein, members of the Firm present “in-house” educational programs to our transactional clients. These programs not only inform clients of current issues, they help clients take proactive measures to protect their interests.

Several Woods Aitken attorneys have earned the distinction of being selected by their peers to be Fellows in Colleges of their area of practice.

This includes:

- American College of Real Estate Lawyers
- American College of Mortgage Attorneys
- American College of Construction Lawyers
- American College of Trial Lawyers
- The College of Labor and Employment Lawyers

## LITIGATION AND SUPPORT

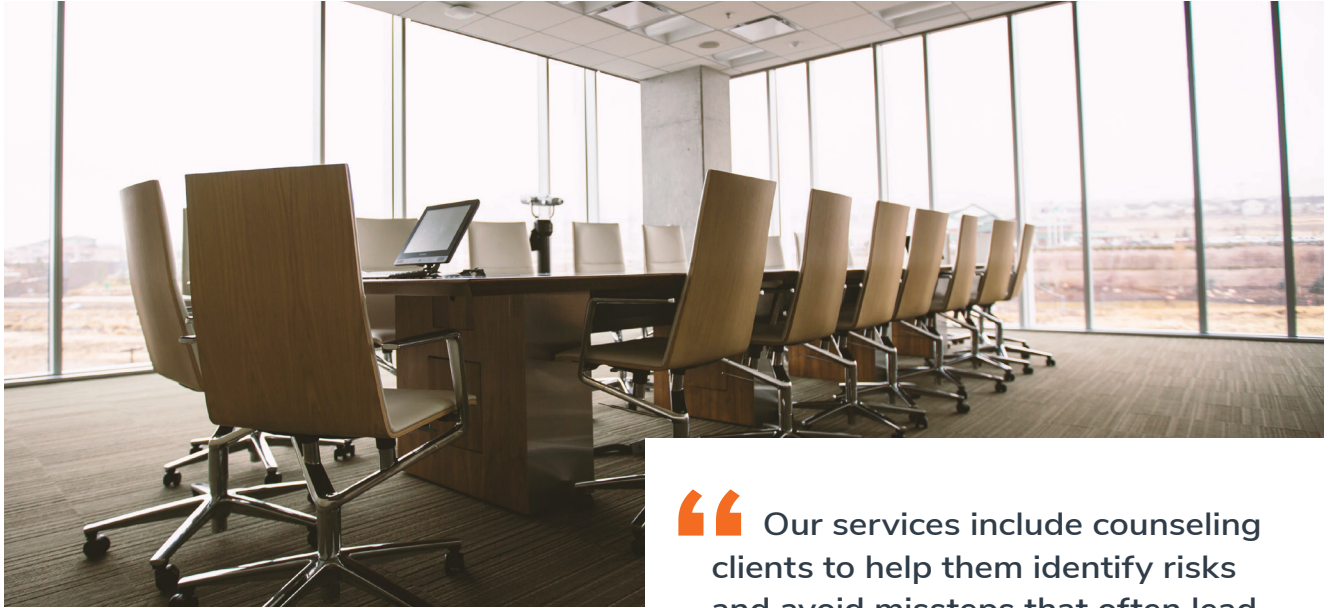
No matter the type of business or industry, companies may find themselves in a legal dispute or want to better secure their rights to payment.

Today, legal problems can emerge from a wide spectrum of areas, including insurance coverage, COVID-19, employment, contracts, and more. Woods Aitken regularly assists businesses in handling a wide array of legal issues. From assessing the legal implications of business decisions in order to prevent legal disputes from arising, to the handling of major claims that have already developed, Woods Aitken can offer guidance at any stage.

When legal problems do arise, Woods Aitken works with each client to help them develop effective claims and defenses, and an individualized discovery and litigation strategy. Our attorneys are often able to achieve a positive resolution for our clients without involving the courts, by helping our clients develop and present positions in negotiations and prepare settlement proposals, and by utilizing alternative dispute resolution methods, such as mediation or arbitration.

If a case does proceed to litigation, our experience enables us to work with our clients to create budgets and case management plans that provide transparency and facilitate complete client understanding of the litigation process. The Firm has also developed extensive litigation support staff capabilities that facilitate cost-efficient organization, coding and processing of millions of documents and project records. Using the Firm’s extensive knowledge and resources, we can place our clients in the best possible position to obtain a positive resolution before a case proceeds to trial.

# CLIENT SERVICES



“ Our services include counseling clients to help them identify risks and avoid missteps that often lead to disputes. The best legal strategy is to proactively manage legal risks through training, education, and experienced counsel. With the ever-changing landscape of the business world, ongoing education on important aspects of their businesses is critical to our clients’ success. ”

## **IDENTIFYING AND UNDERSTANDING RISKS**

A key challenge to all businesses is the proper identification, understanding and allocation of the risks inherent to the agreements and contracts that are the basis of conducting business. Risks are inherent in almost all transactions. We help clients identify risks, balance risks against business goals and objectives, and seek to minimize risks through mitigation strategies and agreement terms.

To succeed in today's complex business environment, businesses rely on a myriad of advisors and consultants to provide expertise in various aspects of their business dealings. In this regard, Woods Aitken is the consummate team player bringing considerable experience in working with insurers, brokers, bankers, and other members of our clients' business advisory teams.

## **EDUCATIONAL SEMINARS & TRAINING**

The best legal strategy is to proactively manage legal risks through training, education, and experienced counsel. With the ever-changing landscape of the business world, ongoing education on important aspects of their businesses is critical to our clients' success. Therefore, we offer our clients the opportunity for in-house seminars—presented at no charge—providing hands-on information and advice that can be of immediate use to executive leadership, management, and employees who are critical to the success of the business. The ever-evolving presentations combine our practical experience, knowledge of the law, and latest regulatory changes into hands-on information and advice

that can be applied immediately. Presentations are designed to be short, focused, actionable, and allow ample opportunity for discussion. A small investment of time can be rewarded with critical knowledge that will pay for itself time and again.

## **BULLETINS ON CURRENT ISSUES**

With the ever-changing landscape of the law and the changing demands of today's market, ongoing communication about developments in the law is key. Woods Aitken issues E-Brief Newsletters, delivered electronically to our clients to give them updates and information about legal/regulatory issues, procedural advice, recent high-impact court decisions, interpretations of key statutes, reference to crucial resources and to share our experiences to avoid the problems experienced by others.

# TRANSACTIONAL SERVICES

## BUSINESS TRANSACTIONS

Woods Aitken has a wealth of experience in advising clients in all kinds of non-public mergers and acquisitions. Our lawyers have assisted clients in transactions throughout the United States and internationally, including: private company acquisitions and sales; acquisitions and sales of subsidiaries, divisions, and other assets; and operational and ownership restructurings. We seek to provide integrated advice to our clients concerning such matters and issues as financing, tax, real estate, environmental, litigation, intellectual property, employment, regulatory matters, and product liability. Additionally, Woods Aitken has extensive experience in advising clients in operating and joint venture structure matters and issues. We advise clients in such matters as product operating structure and the appropriate legal form, including corporate, limited liability company and partnership, to meet the client's objectives and regulatory requirements for a particular project. Lastly, Woods Aitken has significant experience in advising clients, including lending financial institutions and borrowing companies, with respect to secured and unsecured financings related to asset acquisitions, long and short-term financings, operating facilities, letters of credit, and trade and supplier financings. Our borrowing company clients find that our experience in representing lending financial institutions is very beneficial.

- Stock Purchases
- Asset Purchases
- Mergers
- Joint Ventures
- Reorganizations
- Business Succession Planning
- Estate Planning
- Financings
- Debt Issuances
- UCC Filings

## SEMINAR TRAINING EXAMPLES:

- Business Entity Selection Issues
- Structuring Your Business for Success
- LLC Workshop: Entity Taxation: Compare and Contrast; Choose, Draft and Maintain
- Building Bridges for the Future: An Estate Planning Primer
- A Lender's Guide to Knowing Your Borrower
- Term Sheets and Commitment Letters
- Security Documentation
- Anatomy of a Loan Agreement

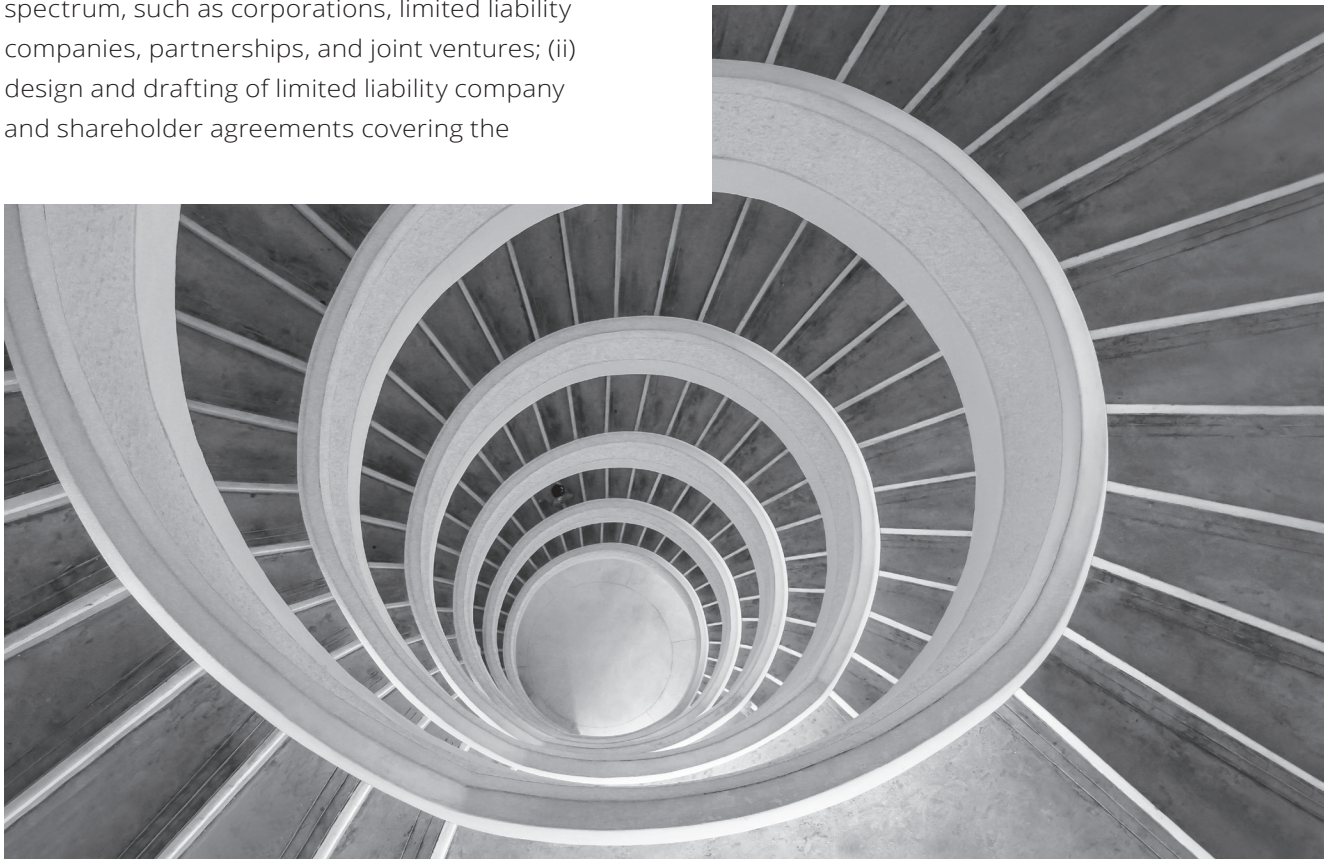


## CORPORATE GOVERNANCE

Woods Aitken attorneys serve as counsel and advisors to various business organizations and business owners across a spectrum of industries. The Firm has experience with all aspects of corporate and commercial law, including the formation, organization and restructuring of business entities, as well as corporate governance and compliance. The Firm's representative experience includes: the (i) design and implementation of corporate or company structures for business organizations and business owners across the full corporate spectrum, such as corporations, limited liability companies, partnerships, and joint ventures; (ii) design and drafting of limited liability company and shareholder agreements covering the

control of businesses by or among various business owners; (iii) design and implementation of corporations and limited liability companies with multiple shareholders/members; and (iv) management of all aspects of corporate governance including annual and special meetings and regulatory compliance.

- Annual Reporting
- Bylaws
- Operating Agreements
- Company Resolutions and Consents
- Buy-Sell Agreements



# TRANSACTIONAL SERVICES

## LABOR AND EMPLOYMENT

Woods Aitken's Labor and Employment Practice Group is highlighted for its experience advising employers in the public, construction, manufacturing, health care, and telecommunications sectors, and provides services in human resources counseling, employment litigation, and traditional labor law.

The Firm's decades-long involvement in the construction industry gives Woods Aitken a unique perspective in representing employers in construction and related fields. We understand the employment challenges our clients face because we understand how construction projects operate, the impact of workers on projects, and the challenges faced by construction employers in recruiting and retaining high-quality employees. That experience allows the Firm to serve not only private companies, but also trade groups. We take pride in the assistance we provide to groups such as this because we care about the construction industry and believe our participation in these organizations will help the industry move forward.

The Firm has strength on matters relating to OSHA, ADA, FMLA, employee termination, employee benefits, wage-hour compliance, noncompetes, and EEOC and State Commission disputes. These are matters that span the spectrum of industries as well as the private/public divide.

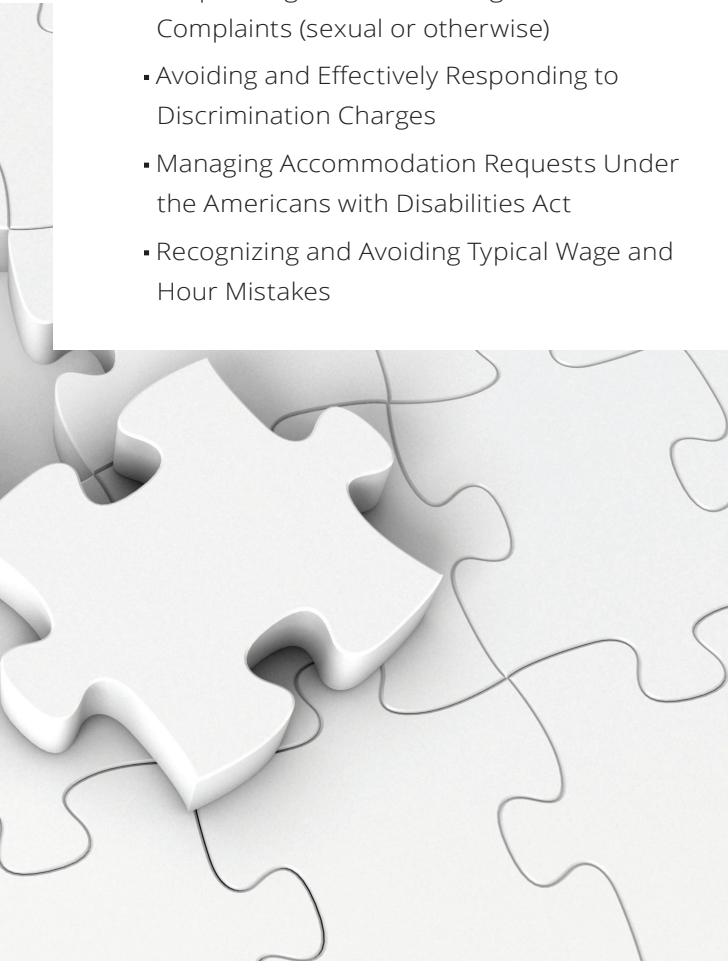
- Employment Agreements
- Consulting Agreements
- Independent Contractor Agreements
- Employee Handbooks
- I-9 Audit Representation



## SEMINAR TRAINING EXAMPLES:

- An Overview of Key Employment Law Legislation
- Managing the Poor Performer
- Protecting Yourself from Workplace Retaliation Claims
- Inadvertent Employer Mistakes that Create Liability
- Conducting Effective Investigations
- Preparing for Disciplinary Interviews and Difficult Personality Styles
- Responding to and Resolving Harassment Complaints (sexual or otherwise)
- Avoiding and Effectively Responding to Discrimination Charges
- Managing Accommodation Requests Under the Americans with Disabilities Act
- Recognizing and Avoiding Typical Wage and Hour Mistakes

- Common Supervisor Mistakes that Damage Employee Relations
- Effective Interviewing and Hiring
- Effectively Managing Personal and Medical Leaves of Absence, Including Workers' Compensation and Family Medical Leave Act (FMLA) Leaves
- Struggling with an Aging Workforce? This presentation addresses real-life scenarios that employers face on a day-to-day basis managing an aging workforce and recommended practical solutions.
- EEOC and its Protection of LGBT Workers
- Harassment-Free Workplace Training
- Proceed Cautiously: OSHA and Safety Issues Ahead
- Preparing for the New National Labor Relations Board's Rules in Your Workplace



# TRANSACTIONAL SERVICES

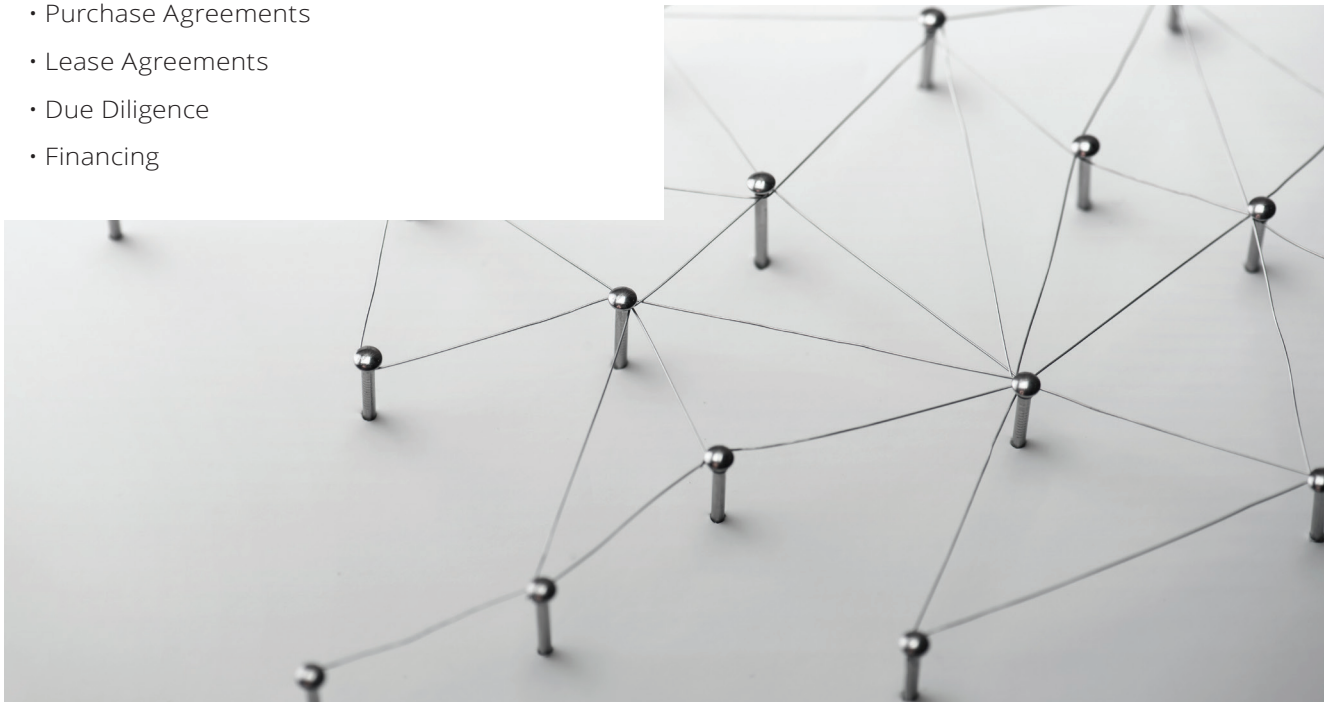
## REAL ESTATE

Woods Aitken offers a wide variety of commercial real estate services for developers, investors, landlords, property owners, lenders, and commercial tenants. The Firm has experience in assisting clients in the sale or purchase of real property from negotiating to closing, and additional experience in helping lenders and borrowers with their commercial real estate financings. In addition, we are also able to assist with development, incentive programs and tax credits, and like-kind exchanges. We also assist landlords and tenants in drafting and negotiating leases of all types of commercial real estate. Recognizing that real estate represents a significant investment whether a client is buying, selling, or leasing property, Woods Aitken attorneys can help navigate the various aspects of a real estate transaction.

- Purchase Agreements
- Lease Agreements
- Due Diligence
- Financing

## SEMINAR TRAINING EXAMPLES:

- Real Estate Purchase Agreements
- Lease Terms and Conditions
- Real Estate Acquisition Due Diligence Process
- Recent Leasing Cases – Lessons to be Learned
- Commercial Real Estate Broker's Lien Act
- Real Estate Titles in Bankruptcy
- Loan Workouts
- Negotiating Commercial Leases
- 1031 Like-Kind Exchanges
- Commercial Real Estate Lease Agreements
- Rent/Operating Expenses
- Co-Working Arrangements
- Remedies for Default
- Lease Enforcement and Evictions





## COMMERCIAL CONTRACT DRAFTING AND REVIEW

Woods Aitken has extensive experience in drafting and reviewing a wide range of commercial contracts. As many of our clients seek to grow and expand their businesses, we are often called on as trusted advisors to draft and review commercial contracts critical to the businesses of our clients. Whether a client is seeking counsel related to drafting a contract, or simply asking for a review of a contract prior to execution, the Firm's deep bench of transactional attorneys bring an unmatched level of experience and skill when helping our clients assess risk and properly negotiate such contracts to allow them to achieve their goals.

- Non-Disclosure Agreements
- Licensing, Sales, and Distribution Agreements
- Joint Development Agreements
- Service and Production Agreements
- Property and Equipment Lease Agreements

## BANKRUPTCY

Woods Aitken has represented corporate clients as well as individuals in all chapters of bankruptcy—Chapters 7, 9, 11, 12 and 13—primarily acting as creditor's counsel and trustee's counsel. The Firm possesses extensive experience in large and small corporate and individual bankruptcies. Members of the Firm have served as officers and on committees of the Bar Association Sections concerned with bankruptcy law and are also involved in planning and participating in bankruptcy law seminars. The Firm offers extensive experience in case management of

information and documentation in large, complex bankruptcy cases, including preparation of schedules, statements of financial affairs, plans and disclosure statements, and preparation, filing and prosecution of claims. The Firm also has experience in preference and asset recovery actions.

## TELECOMMUNICATIONS

Throughout its 100-year history, Woods Aitken has represented telecommunication companies with respect to their need for legal services. While the telecommunications industry has experienced transformative changes over the last century, among the areas of legal representation that have been "constants" for the industry have been mergers and acquisitions, financings to support the capital-intensive nature of telecommunications, and negotiation and drafting of contracts relating to many facets of telecommunications. The Firm primarily represents small to mid-sized privately or cooperatively owned wireline telecommunications companies located in Nebraska as well as several other states.

- Administrative and Regulatory Proceedings
- Interconnection Agreements

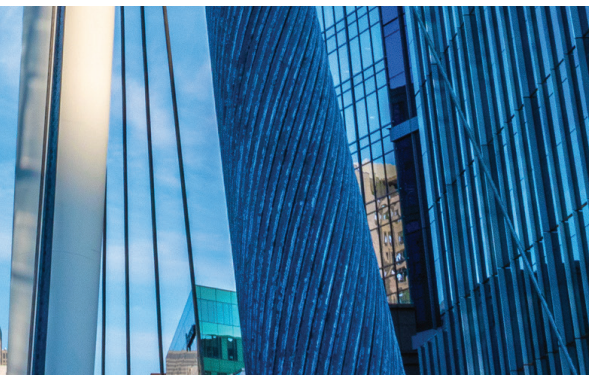
# EXPERIENCE

## REPRESENTATION



### **BUSINESS TRANSACTIONS:**

- Woods Aitken represented an international agricultural manufacturer of center-pivot irrigation systems and technology in its acquisition of a large aluminum and steel pipe manufacturing facility.
- Woods Aitken represented the shareholders of a regional telecommunications provider in their sale of 100% of their issued and outstanding equity to a market competitor.
- Woods Aitken represented a private aviation company in the disposition of its fixed based and maintenance repair and overhaul operations.
- Woods Aitken represented the holding company of a major telecommunications provider in a sell-side auction process, culminating in the sale of certain subsidiaries to a strategic buyer.
- Woods Aitken represented the minority owner of an engineering and construction firm in the sale of its equity to one of the world's largest fiberglass composite manufacturers.



- Woods Aitken represented a Nebraska-based financial services and banking company in the sale of its insurance business and sale of its real estate brokerage business.
- Woods Aitken represented a regional financial services and banking company in several transactions including documentation of loans and loan agreements.
- Woods Aitken represented a regional financial services and banking company in several transactions detailing the creation of a credit facility.
- Woods Aitken represented the sole shareholder of a Colorado-based asphalt company in its sale of stock to an employee.

- Woods Aitken represented a Nebraska-based advertising agency in several transactions, including the sale of principal owner stock to an employee group.
- Woods Aitken represented an Iowa-based manufacturing company in its sale of assets and real estate.
- Woods Aitken represented a contact center operation firm in a stock acquisition transaction.
- Woods Aitken represented a Nebraska-based financial services and banking company in several transactions pertaining to the failure and closure of the business of a substantial customer.

The following values are representative of the transactional matters in which Woods Aitken has been involved in recent years.



# EXPERIENCE

## REPRESENTATION

### REAL ESTATE:

- Woods Aitken represented a Nebraska-based life insurance company in its investing, acquisition, and leasing of real estate.
- Woods Aitken represented a Nebraska-based real estate development company in a like-kind exchange transaction for property in Council Bluffs, Iowa.
- Woods Aitken represented a real estate development company in financing arrangements for a multifamily apartment complex, including a construction loan, equity investment, and a tax increment financing (TIF) loan.
- Woods Aitken represented a real estate development company in financing arrangements for a multifamily apartment complex, including like-kind exchange funds and capital contributions to acquire property, a construction loan, TIF loan, and a loan through a city clean energy program.
- Woods Aitken represented a federal historic tax credit investor in a building renovation project, consisting of state historic tax credits, capital contributions, and loans.

The following values are representative of the real estate matters in which Woods Aitken has been involved in recent years.





- Woods Aitken represented a developer in a 160-acre mixed use project along a major corridor in Omaha, Nebraska. The project included a large national retailer, local retailers, hotel, office, and multifamily apartments. Representation included preparation and negotiation of documents for the sale of parcels, financing of the multifamily apartments, preparation of covenants and easements for the development, and property owner association documents.
- Woods Aitken represented a real estate developer on a blighted neighborhood revitalization project, including the assemblage and acquisition of real estate parcels, construction financing, and federal and state low-income housing tax credits.
- Woods Aitken represented a nonprofit real estate developer in its development of an affordable housing project in Omaha, Nebraska. WA represented the developer with its construction financing and federal and state low-income tax credits.
- Woods Aitken represented an individual real estate developer in the refinancing of several multifamily apartment complexes in Lincoln, Nebraska.
- Woods Aitken represented a real estate development company in its acquisition of an industrial warehouse facility, expanding its affiliate manufacturing company.
- Woods Aitken represented a regional financial services and banking company on its first location in Omaha, Nebraska. WA represented the client on real estate acquisition and lease matters.
- Woods Aitken represented a shopping center landlord in Lincoln, Nebraska, with legal review and lease negotiation for national and local tenants.
- Woods Aitken represented a real estate developer in a high-rise luxury condominium project. WA assisted in a property acquisition, organizational matters, financing matters, contract matters, and construction matters.
- Woods Aitken represented a large regional restaurant chain in lease negotiations for new and existing locations, as well as acquisitions and leasing for non-store locations.

# INSIGHTS

## PUBLICATIONS

### BREAKING NEW GROUND THROUGH PUBLICATIONS

Our attorneys address emerging issues in the law through writing and publication of articles and commentaries. The challenge of publication is in looking at old issues in new ways, connecting with the industry's innovators, making complex concepts practical, and pushing ourselves in new directions to better serve our clients.

#### LABOR & EMPLOYMENT

**Erin Ebeler Rolf, et al.**, Labor and Employment Risk in the Real World: A Practical Guide to Understanding Recent Trends and Laws Intersecting the Construction Industry, The Construction Lawyer, Publication of the American Bar Association Forum on Construction Law, Volume 41, Number 1, Winter 2021.

**Pamela J. Bourne (Ed.) and Erin Ebeler Rolf, et al.**, Employment at Will: A State-by-State Survey (2nd ed.), Bloomberg BNA, 2017.

**Erin Ebeler Rolf, et al.**, The Construction Lawyer's Guide to Labor and Employment Law (2nd ed.), American Bar Association Book Publishing, 2016.

#### REAL ESTATE

**Michael D. Matejka, et al.**, Nebraska Title Standards, Nebraska State Bar Association, 2019.

**Michael D. Matejka (Ed.) and Kaylen K. Akert, et al.**, Nebraska Real Estate Practice Manual, Nebraska State Bar Association, 2017.

#### BUSINESS TRANSACTIONS

**Andrew B. Koszewski and Cooper J. Overcash,** Commercial Impracticability and the COVID-19 Pandemic: What to Do If Your Contract Is Silent, The Nebraska Lawyer, 2021.

**Andrew B. Koszewski, et al.**, Nebraska Court Update: Nebraska Supreme Court Holds Promissory Estoppel Is Not an Exception to the Credit-Agreements Statute of Frauds, Nebraska Banker, 2015.

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DEDICATED TO **RESULTS.**  
COMPELLED BY **INTEGRITY.**





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