

## Experience

With more than 30 years of experience in the roles of trusted advisor, outside general counsel and legal resource to closely held businesses, Peter Brosse identifies business and legal implications associated with his clients' legal options and advises them of solutions that address their business and personal needs. He represents clients in a broad scope of industries ranging from consumer and automotive companies to private equity groups and real estate developers and investors.

Peter counsels clients in matters involving business succession, ownership and management issues, contracts, contract disputes, domestic and international mergers and acquisitions, real estate purchases, construction and development, recapitalization, sales, leasing, financing (representing both lenders and borrowers) and like-kind exchanges. His practice also includes matters involving cybersecurity, energy law involving oil and gas leasing and related business transactions, renewable energy, environmental law, and computer and intellectual property law.

Peter represents lenders and borrowers in loan transactions with banks, insurance companies, capital markets, tax credit transactions, and works with agencies, including HUD, FHA and Freddie Mac. He also represents borrowers and lenders in loan workout and foreclosure transactions.

Peter frequently speaks on business issues including start-ups, succession planning, cybersecurity issues, real estate transactions and financing, and green and sustainability issues.

Peter is married with two adult children. He enjoys fishing, golf and playing basketball.

## Representative Matters

### Mergers and Acquisitions

- Represented buyer of healthcare marketing company, thereby expanding the company's capabilities offered.
- Represented entrepreneur purchaser of a gear manufacturer and negotiated SBA financing.
- Represented private equity firm in purchase of a digital marketing company.
- Represented investment group purchaser of consumer products distributor and negotiated the financing through mezzanine and SBA financing.
- Represented the sale of a distributor of automotive and heavy duty aftermarket products.
- Represented seller of men's and women's apparel and accessory company.
- Represented seller of assets for eight store brand-named furniture retail locations, together with the sale and lease back of facility and lease of a newly constructed facility.
- Represented seller of a major international chemical distributor to private equity group.
- Represented shareholders in the sale of a chemical distribution company to a major competitor.

### Peter D. Brosse Partner



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#### Phone:

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#### Practice Areas:

- Energy Law, Chair
- Business & Corporate
- Business Succession
- Real Estate
- Mergers & Acquisitions
- Finance
- Construction
- Intellectual Property
- Blockchain & Cryptocurrency
- Cybersecurity

#### Bar Admissions:

- All Ohio State Courts

#### Education:

- Ohio State University (B.S., 1981)
- University of Toledo Law School (J.D., 1984)



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A Legal Professional Association

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- Represented shareholder of an environmental compliance company to private equity rollup.
- Represented the purchaser of a masonry products manufacturer structuring seller's creditor and negotiate financing.

### Real Estate

- Represented developer of a single home subdivision in structuring the entity and negotiating the acquisition and development loan.
- Represented purchaser of 50,000 square foot shopping center and negotiated financing.
- Represented purchaser in the acquisition and development of a distressed and foreclosed single family development.
- Represented investor in 1031 exchange, sale of a shopping center and acquisition of a Delaware statutory Trust interest.
- Represented party in the sale of rental property and 1031 exchange of multifamily facility.
- Represented purchaser of a self-storage facility and structured the purchase.
- Prepared private placement documentation, structured the purchasing entity and represented the entity in the purchase of and development of condominium project in Florida.
- Represented landlord in lease of 200,000 square foot industrial facility.
- Represented owners in construction of 50,000 square foot office warehouse facility with revenue bond financing and negotiated architect and construction agreements.
- Represented tenant in the lease of manufacturing facility and negotiated lease termination with prior landlord.
- Represented owner in structuring commercial and residential condominium project.
- Represents condominium association and home owner associations with respect to operational legal issues.

### Finance

- Represented issuer in the Regulation D private placement offering to accredited and non-accredited investors as well as purchase ownership interests in development projects.
- Represented investor in recapitalization of distribution business.
- Represented lender in financing of a borrower in the acquisition of commercial real estate mortgage loan portfolio.
- Represent investor in the purchase of a minority interest in a multi-million dollar mixed use development.
- Represented issuers in a Regulation D private placement to accredited investors for acquisition of distressed hotel and hotel construction projects.
- Represented lenders in conventional real estate mortgage transactions, construction, A&D acquisition and refinance, HUD transactions and Freddie Mac loans.
- Represented lenders in acquisition loans, line of credit loans and SBA 7A loans for operating companies, hotels, distribution companies and manufacturers.
- Represented lender in construction of a combined apartment condominium complex in Northeast Ohio.

### **Succession Planning**

- Counsel owners and boards of closely-held business on establishing management succession plans in the event of death disability or retirement of owner/employee or key employees.
- Represented shareholder of a manufacturer/distributor of consumer goods in the purchase of the shares of the other 50% owner as well as structured and negotiated the financing of the acquisition.
- Assisted medium size law firm develop comprehensive succession plan for business entity and shareholders.
- Represented consumer goods corporation in recapitalization and sale to trust to transfer ownership to third generation.
- Represented financial planner in the sale of practice and clients.
- Represented retiring insurance agent in the sale in stages of the insurance agent's business to another insurance agent.
- Recapitalized restaurant group and structured Master buy-sell agreement for owners and grant of ownership to key employees.
- Prepared Master buy-sell agreement for common owners of multiple businesses and entities, established management succession plan for multiple business units, worked with insurance for financing, and structured and implemented estate plan for owners.

### **Intellectual Property**

- Represented consumer products distribution company in trademark infringement claim and successfully settled matter with trademark owner.
- Negotiated application development agreement as well as prepared documentation and privacy statements for application and web site.
- Represented software developer in the development and license of software and other intellectual property assets for major home products manufacturer/marketer.
- Represented inventor in technology transfer to university-owned entity.
- Drafted marketing rights license for distributor from multinational company.

### **International**

- Negotiated joint venture with Israeli chemical manufacturer for distribution of products.
- Negotiated joint venture with German manufacturer for sale and related activities of its products.
- Represented licensee in license transaction with UK automotive products manufacturer.
- Negotiated joint venture with Chinese chemicals manufacturer.
- Negotiated license and marketing agreements with sale representatives in China and European Union.

### **Cybersecurity and Privacy**

- Represented dentist after computer system was compromised and hacked, provided notice and worked with client to ensure no liability incurred.
- Counseled digital marketing company on HIPAA and HITECH guidelines as well as business associates' obligations in connection with health care marketing programs.

- Counseled health care marketing company on privacy issues in Canada.
- Counseled manufacturer on employee policies involving company-owned devices and employee-owned devices used in the business.

### **Workouts and Creditor's Rights**

- Represented manufacturer on covenant default with lender, negotiated forbearance and covenant waiver.
- Represented real estate owner in default with CMBS lender and special servicer and entered deed in lieu of foreclosure and release from guaranty.
- Represented real estate owner in default with lender and successfully entered deed in lieu transaction and modification of loan facility.
- Represented owners and property manager of multiple property defaults with lender and successfully negotiated forbearance and orderly sale of real estate.
- Represented lender subject to cease and desist order in the sale of distressed loans to investors and hedge funds.
- Represented hedge fund in several foreclosure transactions resulting in successful recovery.
- Represented lender in workout of 15 loans with a single borrower and related entities.
- Represented receivers in connection with foreclosure of motel.
- Represented lender in the receiver sale of a manufacturing facility and shopping strip centers.

### **Energy, Green & Sustainability**

- Represented engineer in the establishment of energy audit business.
- Represented land owner on matters involving construction and tax credit for wind turbine used for a commercial facility.
- Prepared purchase power agreement for owner of wind turbine and commercial tenant.
- Counseled real estate investors on green leasing and green construction issues.
- Represented land owners in negotiation of oil and gas leases.

### **Civic and Professional Involvement**

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- Presidents Counsel (Minority Business Advocacy), Board Member and Member of Programming Committee
- American Jewish Committee Cleveland Chapter, Former Chair Energy Task Force
- Cleveland Chapter of the American Jewish Committee, Former Officer and Board Member
- LawPact, Member, Firm Representative
- Association of Corporate Growth, Member
- Northeast Ohio Chapter of the United States Green Building Council, Member
- Promise Partners (Case Western Reserve University, Weatherhead School of Management entrepreneurial group), Advisor



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## Accomplishments

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- Ohio Super Lawyer, 2016 – 2022
- 2020 Edition, *The Best Lawyers in America*©, Real Estate Law

## Presentations

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- Geauga Growth Partnership, "Succession Planning," 2016
- *Crain's* 2015 Family Business Form panelist, "Communication and Ground Rules – Enhance the Family Dynamic"
- The President's Council, Emerging Entrepreneur Event, "Importance of Legal Audits," 2014
- Meyers, Roman, Friedberg & Lewis Breakfast Briefings:
  - "Don't Let a Cyber Attack Paralyze Your Business," 2015
  - "Happy Days Are Here Again – Commercial Real Estate Lending," 2012
  - "Succession Planning: Don't Forget About Management," 2012
  - "Green Sustainability," 2009
- Profit Factor Business Conference Trade Show, "Sustainability and Leasing: What Tenants and Building Owners Can Do To Increase Their Bottom Line," 2010
- Sterling Education Services, Inc. – Cleveland and Youngstown, "Green Building and Green Leases," 2010
- Fourth Annual Statewide The Profit Factor Maximizing Your Business Potential, "Green Leasing," 2010
- Ohio Realty Advisors, "What Happens When a Borrower is in Default? An Overview," 2009
- International Conference of Shopping Centers (ICSC) Next Generation Program, "Sustainable Retail Real Estate Process COD Challenges and Opportunities in Development," 2009
- COSE Small Business Conference, "Green Leasing," 2009
- Cleveland Bar Association, "Drafting and Reviewing Real Estate Documents" (Reference Manual), "Drafting Permanent Financing Documents," 2001
- Ohio State Bar Association Continuing Legal Education Series – Cleveland and Columbus, "Drafting Permanent Financing Documents," 2001