



Daniel L. Schiau II

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Dan Schiau is a business attorney who focuses on the economics of each transaction.

Dan's practice spans a broad range of business areas, including mergers & acquisitions, corporate governance, private equity, real estate, and real estate & commercial finance. With a background in economics, Dan applies a practical, business-centric approach when counseling clients. His goal is to help clients see the "forest through the trees" in even the most unfamiliar transaction setting.

Dan represents buyers and sellers of various sizes and sophistication in corporate transactions. He has counseled both institutional and individual employee stock ownership plan (ESOP) trustees from the corporate perspective. He has also advised clients regarding bank mergers, including the acquisition of a national bank by a state-chartered bank and the merger of two national banks and their holding companies, in each case with publicly traded stock as part of the merger consideration. Dan's experience includes reviewing, analyzing, and interpreting complex agency regulations at the federal, state, and local levels and preparing disclosure schedules and other documents related to a reorganization and merger.

In addition to corporate purchase and sale transactions, Dan routinely counsels clients in a variety of secured financing transactions, including representing both lenders and borrowers in project-based financings, as well as real property acquisition, development, and sale transactions involving one or more parcels of land. The diversity in Dan's practice makes him a critical resource in any transaction involving financing or real estate aspects as it allows him to efficiently bridge the information gap between each side of the transaction to meet the client's needs.

A Cleveland native, Dan enjoys spending his free time with his wife Katie on Lake Erie. During football season, Dan can be found cheering on the Clemson Tigers.

Education

- Case Western Reserve University School of Law (J.D., summa cum laude, 2018); Case Western Reserve Law Review; Corporate Finance Law Alliance; Jack Cronquist Award for Outstanding Performance and Commitment to Clients, Milton A. Kramer Law Clinic
- Clemson University (B.S. in Economics, 2014); ILEAD! Program Graduate; Chi Psi Fraternity (President, 2012-2013)

State Admissions

- Ohio, 2018

Service Areas

- Financial Services
- Securities & Capital Markets
- Real Estate Finance
- Opportunity Zones
- Mergers & Acquisitions
- Corporate Law
- Middle Market
- ESOP

Experience

Mergers & Acquisitions; Investments

- Represented a privately held U.S. transportation and logistics company in the divestiture of its container yard business to a national integrated intermodal services provider
- Represented a leading air purification consumer product manufacturer and distributor in the sale of its business to a leading home environment products company
- Represented a privately held U.S. transportation and logistics company in its acquisition of substantially all of the assets of a family-owned intermodal specialist with operations based primarily in the southeastern region of the United States
- Represented the management group shareholder of a large, privately held family business specializing in manufacturing solutions in the company's buy-out of a minority shareholder
- Represented a 50% owner of a national energy brokerage in his purchase of a majority stake in the company from his partner
- Represented a leading distributor of tooling and industrial products in the sale of the business to a Fortune 50 company
- Represented Pete & Pete Container Service, Inc., a provider of waste management containers for commercial and residential use, in its acquisition of all of the assets of Boyas Excavating, Inc., an aggregate mining company and landfill operator
- Represented Luminance Holdco, Inc., a designer and distributor of lighting products and a portfolio company of Resilience Capital Partners, in its acquisition of the Emerson Air Comfort Products ceiling fan business of Emerson Electric Co.
- Represented LKD Aerospace, LLC, a global distributor, manufacturer, and MRO of aerospace components and a portfolio company of Resilience Capital Partners, in its \$25.8 million sale of Systron Donner Inertial, Inc., a world-leading manufacturer of quartz MEMS navigation products, to EMCORE Corporation, a leading provider of advanced Mixed-Signal Optics products that provide the foundation for today's leading-edge defense systems
- Represented a regional provider of emergency response, remediation, and environmental services in its sale to a national provider of environmental and emergency response services, wholly owned by a San Francisco-based private equity firm
- Represented the owners of a designer and manufacturer of engineered fall protection systems in the sale of a majority of their equity to a Chicago-based private equity group
- Represented a large non-profit organization in the divestiture of its childcare facilities

Financial Services

- Acted as placement agent counsel in multiple offerings of "Tier 2" subordinated debt
- Represented a national bank as purchaser of two bank branches, related loans, and additional loans and participations
- Represented a national bank and its holding company in the acquisition of another national bank and its holding company through a merger using a combination of cash and publicly

registered stock

- Assisted in the sale of a national bank to a state-chartered bank

ESOPs/Employee-Ownership

- Represented an institutional ESOP trustee in its sale of a majority of its interests in a national distributor of material handling and system solutions for a broad range of industries, including manufacturing, distribution, construction, food, electronics, and automobiles, to a Manhattan-based private equity firm
- Represented a newly formed worker-cooperative in its acquisition of a Cleveland-based coffee business and the cooperative's affiliate employee ownership fund in its financing of the acquisition, which involved both senior and junior debt as well as the cooperative's issuance of preferred shares
- Represented an existing worker cooperative in its acquisition of a local foam insulation business and the cooperative's affiliate employee ownership fund in its financing of the acquisition, which involved both senior debt as well as the cooperative's issuance of preferred shares
- Represented a special committee of the board of directors of a newly formed cooperative in the negotiation of various lending, subscription, and organizational documents related to the organization of the cooperative and the financing of the cooperative's acquisition of a local provider of insulation and weatherization services
- Represented an institutional ESOP trustee in the ESOP Trust's acquisition of 30% of the equity interests of a Cincinnati-based IT support and cybersecurity provider
- Represented an institutional ESOP trustee in the ESOP Trust's acquisition of 100% of the equity interests of a national provider of enterprise data management solutions
- Represented an individual ESOP trustee in the ESOP Trust's acquisition of 100% of the equity interests of a Midwestern provider of architectural planning, design, and engineering services

Real Estate Finance

- Represented Flagstar Bank as the sole lender on multiple credit facilities for a national developer and operator of self-storage facilities, both with and without construction components
- Represented TriState Capital Bank as the sole lender on a \$10.25 million credit facility for the refinancing of the Tyler Village complex in Cleveland, Ohio
- Advised KeyBank Real Estate Capital on the documentation and closing of a \$95 million senior mortgage-secured revolving credit facility, initially secured by five office properties located in Texas and including an accordion feature permitting expansion of the facility up to \$150 million

Publications & Events

SPEAKING ENGAGEMENTS

- “Addressing Corporate Governance Reforms,” Lorman Webinar (September 2019)

PUBLICATIONS

- “INSIGHT: Tesla’s Woes Increase as Stockholder Requests Records After Musk Tweets,” *Bloomberg Law* (May 2019)
- “Record Keeping and Forum Selection Can Limit ESI Requests,” *Law360* (March 2019)