

## Kelly Meltzer

(he/him)

Principal

121 SW Morrison Street  
Suite 1100  
Portland, OR 97204

T 503.553.3107  
F 503.226.0259  
kelly.meltzer@foster.com



Kelly is a transactional lawyer who advises companies and individuals in business formations, mergers and acquisitions, real estate sales and purchases, commercial leases, financing transactions and other commercial matters. He enjoys building long-term relationships and helping clients succeed.

Having practiced law for more than 20 years, Kelly serves as general counsel for dozens of companies and has advised clients on hundreds of transactions. Most of his clients are privately held businesses and their owners, including real estate brokers, developers, private equity firms, marketing and other creative firms, accountants, lawyers, arts organizations, trucking operations, food and beverage retailers and wholesalers and other dynamic companies. Kelly has particular experience with auto dealers acquiring, selling and establishing dealerships across the United States.

His broad experience yields an approach that is practical, insightful and focused on maximizing opportunities and solving problems. Kelly's practice benefits from the knowledge of business concepts he acquired while pursuing his undergraduate degree in Business Administration.

### Education

J.D., Lewis & Clark Law School, 1997

### Services

Business & Corporate  
Finance  
Beauty & Wellness  
Consumer Brands  
Family-Owned & Closely  
Held Businesses  
Food & Beverage  
Luxury Law  
Mergers & Acquisitions  
Real Estate, Land Use &  
Environmental

### Admissions

Oregon, 1997  
Washington, 2005

- *Environmental Law Review*, Member
- Certificate in Environmental and Natural Resources Law

William & Mary Law School, Summer Program, 1995

- Study Abroad Law Program, Madrid, Spain

B.S., University of Colorado, Business Administration, 1992

## Community Activities

American Red Cross Cascades Region, Former Board Member

## Experience

### Sale of Wentworth Subaru

Represented Wentworth entities in the sale of a centrally-located Portland dealership owned by the family for multiple generations, while helping to achieve the clients' goal of retaining post-closing ownership of certain ancillary real estate. The transaction involved negotiating complex deal terms and navigating manufacturer issues and buyer diligence issues.

### VergePointe Capital, LLC's investment in William Henry, LLC

Represented a private equity firm in investing in an Oregon-based company that creates and internationally sells luxury pocket knives, men's jewelry, and accessories, helping client with dynamic deal structure and negotiations while closing on a fast track.

### National marketing and distribution agreement for Live Wire! Radio

Represented a Portland-based variety radio show in its national marketing and distribution agreement with Public Radio International, facilitating future growth of the program to reach new audiences across the United States.

### Cross-border acquisition of trucking affiliate group

Represented a Canadian trucking operation in its strategic purchase of Washington-based trucking affiliates, using an unorthodox structure to purchase stock (of one company) at the same time as assets (of the other). This transaction required special attention to an environmental issue that arose at the eleventh hour and threatened to terminate the deal.

### Sale of Broadway Toyota and Broadway Kia to out-of-state buyer

Represented two affiliated Portland Rose Quarter auto dealerships in the sale of their assets and real estate, helping to optimize the clients' outcome amid unforeseen issues and protracted negotiations.

### Coava Coffee's new facility acquisition and lease of retail space

Represented a Portland-based coffee company in its acquisition of new a roasting facility location in Southeast Portland, and long term leases for several new retail locations throughout

the Portland area and in Southern California.

**Disposition of facility for Honda dealership**

Represented a property owner in the sale of a large-scale facility near Seattle, after the tenant had stopped paying rent and was in receivership. Successfully navigated the receivership issues and facilitated a fast-track sale to the party who purchased dealership assets out of receivership, enabling client to avoid potential long-term vacancy.

**Sale of LLCs to private equity firm**

Represented the owners of affiliated smoke stack testing companies in selling limited liability company membership interests to a private equity firm, helping the client negotiate and significantly improve upon the terms initially offered by the buyer.

**Lease of Oregon Ballet Theatre's new headquarters**

Represented the largest professional ballet company in Oregon in the long-term lease of its new headquarters, comprising office space, rehearsal studios, and a dance school, in Portland's South Waterfront neighborhood.

**Acquisition of regional franchise development rights**

Represented a local franchise operator in a fast-track acquisition of the regional development agent rights for a prominent national franchise company, with complicated financing partly from the franchisor and partly from the seller.

**Construction agreements for builder in substantial real estate project**

Represented a general contractor with respect to construction agreements for several phases of a large project in Portland, enabling the client to undertake construction of a mixed-use complex having approximately 200 residential units, 15,000 square feet of retail space, and 50,000 square feet of underground parking.

**Purchase of multi-brand automobile dealerships**

Represented an out-of-state buyer in the simultaneous acquisition of a Chevrolet dealership and the neighboring Chrysler Jeep Dodge RAM Fiat dealership, along with the underlying dealership facilities, in the Portland metropolitan area.

**Refinance of construction loan for new automotive dealership facility**

Represented a Washington auto dealer in obtaining a new construction loan to refinance its prior loan (which was in default), orchestrating dozens of lien payoffs, and helping the client to avoid a catastrophic foreclosure event, to finish building its facility, and to open for business.

**Venture capital funding for healthcare technology business**

Represented a medical technology company with respect to a venture capital infusion of up to \$50 million, enabling the client to enhance development and marketing of its innovative home kidney dialysis machine.

**Simultaneous spin-off and acquisition for division of outside sales company**

Represented the Pacific Northwest division of a company that provides outside sales representation to manufacturers in the semiconductor industry, with respect to a multi-dimensional transaction involving the simultaneous (a) spin-off of the Pacific Northwest division, (b) acquisition of a competitor by the new entity, and (c) establishment of ownership rights in the new entity.

**Speaking Engagements**

"Buy-Sell Transactions & the Future of the Industry," 2018 Northwest Dealership Seminar  
Panel discussion  
Portland, OR, 9.27.18