



## Peter A. Draugelis

Partner

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Peter's practice covers a broad spectrum of business and corporate matters, including mergers and acquisitions, finance, supply and distributorship agreements, and international business transactions. He advises clients from small entrepreneurs to Fortune 500 companies concerning forming new businesses, strategic partnering relationships, and general business issues that in-house counsel and executives face on a daily basis.

### Services

- Corporate & Transactional
- Mergers & Acquisitions
- International Business

### Education

- University of Dayton School of Law (J.D., 2000)
- The Ohio State University (B.A., 1996)

### Bar Admissions

- Ohio

### Affiliations/Memberships

- Playhouse in the Park, board member
- City of Cincinnati; Citizen Complaint Authority, board member (2017-2018)
- Southern Ohio District Export Council, board member
- Oakley Community Council, president, trustee (2008 - 2013)
- Wasson Way, director (2013-2016)
- Big Brothers & Big Sisters of Greater Cincinnati, Inc., Board of Directors, vice chairman (2012 - 2013)
- Cincinnati Academy of Leadership for Lawyers (CALL), Class XIV (2010)

- Cincinnati Public Schools, Local School Decision Making Committee for Hyde Park Elementary School (2012 - 2013)
- Hyde Park School Foundation, director
- Better Business Bureau of Cincinnati, director (2013 - 2015)
- French-American Business Alliance of Greater Cincinnati, director (2010 - 2014)
- American Bar Association
- Ohio State Bar Association
- Cincinnati Bar Association
- Dayton Bar Association

## Distinctions

- Ohio *Super Lawyers*®
  - Business/Corp (2021)
- Ohio *Rising Star*® by Law & Politics Media
- Forty Under 40, *Cincinnati Business Courier* (2011)
- *Cincy Magazine*
  - Cincy Leading Lawyer
  - Leading Lawyers Power 100 (2021)

## Experience

### **Negotiated Member Interest Purchase Agreement and Metal Supply Agreement Involving Multiple Clients**

We represented our clients through the complex negotiations of a binding membership interest purchase agreement, metal supply agreement, and associated agreements involving intellectual property rights. Our clients, UACJ Corporation and its U.S. subsidiary, Tri-Arrows Aluminum Holding Inc., opted to sell their interest in Constellium-UACJ ABS LLC, a Bowling Green, Kentucky joint venture engaged in finishing automotive body sheet, which it previously held with their joint venture partner, Constellium N.V. and Constellium U.S. Holdings I, LLC. Our team assisted with the negotiations resulting in the termination of the membership agreement, working with owners and representatives in Tokyo, Paris, New York, and Louisville. As part of the deal, we also assisted with the negotiations of a metal supply agreement ensuring that Tri-Arrows Aluminum, also our client, would remain a supplier of cold coil to the Constellium Bowling Green plant for up to five years.

### **Counseled Client During a Building Acquisition**

We were counsel on the acquisition of an \$8.5 million office building in Dayton, Ohio for a rapidly growing, privately-owned company that provides services across the United States.

### **AGNL Blimp L.L.C. Syndicated Loan Transaction**

Represented US Bank as arranging bank in syndicated loan of \$120 million to AGNL Blimp L.L.C. as borrower for construction of new Goodyear Tire & Rubber Company global headquarters. Worked with Royal Bank of Scotland as participating bank in loan process. The borrower will purchase port authority bonds with proceeds from the loan as well as numerous sources of public and private funding and pledge the bonds as collateral to the bank. This transaction required a detailed and thorough understanding of bond finance law, including creative structuring to ensure the lender was fully secured ahead of all other sources of funding. Additionally, because borrower closed on the bond transaction before the loan transaction, Dinsmore had to retro-fit the loan document provisions to match the bond documents and work to assign the borrower's rights to the bank in case of a default to mitigate client's risk and exposure.

### **Represented Biotech Client During a Stock and Real Property Sale to a Strategic Buyer**

We assisted our client with a sale of stock and a piece of real property to a strategic buyer. We assisted in all phases of the transaction, including negotiation, documentation and closing the deal. This enabled our client to retire at the right time and maximize the sale price of the business.

### **Acquisition of Regional Transportation Businesses**

Dinsmore & Shohl has acted as lead U.S. counsel for all acquisitions of regional transit companies for one of the largest transit companies in the world. Our firm has completed a multitude of these acquisitions with a total aggregate value far in excess of \$100 million.

### **Deal Counsel to GE in Sale of Business**

When GE Water and Process Technologies Division sought to make a strategic sale of its membrane and laboratory filter product lines, they turned to Dinsmore. The client wanted to sell the business, which included a number of products central to the water processing industry, such as syringe filters, capsule and cut disc filters, transfer membranes, flat sheet membranes and roll stock microporous membranes. We served as the lead deal counsel, advising the client at every step of the transaction, including negotiating and drafting the terms of the agreements, performing internal due diligence, and handling the closing. We also worked closely with the client to advise on the environmental aspects of the transaction, ensuring that the applicable regulations and policies were in order. As part of the transaction, we also counseled the client on assigning its interests in its leased facility in Westborough, Massachusetts to the buyer, Maine Manufacturing, as well as guiding the client through signing a long-term supply agreement with the purchaser. The deal was completed to the satisfaction of the client, and enabled it to divest itself of a business no longer core to their business.

### **Membership purchase agreement of media holding company subsidiary**

We served as transaction counsel in advising the seller in the sale of the membership interests in iNet Interactive, LLC to Penton Media. iNet is an information services company and Dinsmore leveraged our experience in representing technology and information services companies to advise the seller at every phase of the transaction, including the selection and negotiation of an investment banker, managing the auction process, structuring the transaction, negotiating the transaction documents, advising on tax related matters, due diligence preparation, and closing the transaction, all to the satisfaction of our client.

### **Mergers and Acquisitions - Chemical Products Industry**

Represented clients in the chemical products industry with respect to mergers and acquisitions, including:

\$65 million divestiture of chemical product line for Fortune 50 multinational conglomerate.

\$3.5 million acquisition of water sensor R&D business for Fortune 50 multinational conglomerate.

\$14.7 million divestiture of chemical additives business for Fortune 50 multinational conglomerate.

## **Mergers and Acquisitions - Miscellaneous Industries**

Represented clients in a variety of industries with respect to mergers and acquisitions, including:

\$8 million acquisition of specialty printing business.

\$5.8 million acquisition of 15 retail stores by franchisor from franchisee.

\$1.8 million acquisition of digital printing business.

\$20 million acquisition of closed transit transportation business.

\$2 million acquisition of laundromat business.

\$2.5 million acquisition of after-market computer parts business.

## **Mergers and Acquisitions - Technology Industry**

Represented technology industry clients with respect to mergers and acquisitions, including:

\$3.5 million acquisition of software design company for publicly traded (NYSE) document service provider.

\$2.5 million buy-out of co-owner for software consulting company.

\$1.5 million acquisition of competitor for software consulting company.

## **Mergers and Acquisitions - Health Care Industry**

Represented clients in the health care industry with respect to mergers and acquisitions, including:

\$27 million divestiture of 11 long term care nursing home facilities.

\$4.7 million acquisition of competitor for home infusion and specialty care pharmacy provider.

\$12 million acquisition of competitor for home infusion and specialty care pharmacy provider.

\$4 million divestiture of pediatric private nursing duty business.

\$6.4 million acquisition of competitor for home infusion and specialty care pharmacy provider.

\$5.5 million acquisition of competitor for home infusion and specialty care pharmacy provider.

## **Financing - Syndicate Loans**

Represented administrative agent bank in a \$73,000,000 term loan facility for the construction of a manufacturer's international headquarters.

Represented participant bank in an \$11,000,000 term and revolving commercial loan facility for an industrial and retail clothing manufacturer.

Represented documentation agent bank in a \$40,000,000 revolving commercial loan facility for a clinical research and drug and medical device development company.

Represented participant bank in a \$750,000,000 revolving commercial loan facility for a newspaper and periodical publishing company.

Represented documentation agent bank in a \$550,000,000 revolving commercial loan facility for an interactive media company.

Represented documentation agent bank in a \$100,000,000 revolving commercial loan facility for an online recruiting company.

Represented syndication agent bank in a \$175,000,000 revolving commercial loan facility for a diversified plumbing and long term care company.

Represented participant bank in a \$23,000,000 term and revolving commercial loan facility for a packaging company.

Represented participant bank in a \$25,000,000 term and revolving commercial loan facility for a clinical research organization.

## **Financing - General**

Represents lenders and borrowers in commercial financing transactions of various sizes.

## **International**

Represented U.S. companies and foreign-owned companies with U.S. subsidiaries with respect to U.S. export controls, Commerce Department regulations, and Office of Foreign Assets Control regulations.

Represented British software and technology companies for U.S. licenses and agreements, tax, employment, immigration, entity formation, leasing and related matters.

Represented U.S. companies with respect to distribution agreements for countries in Europe, Asia, North America, South America, and Australia.

Represented private manufacturer of paint applicators in German joint venture.

### **Cross-Border Financial Institutions Lending and Regulations**

We routinely close inbound and outbound cross-border loans and guarantees, and the sale of other treasury management and capital market products, while working closely with foreign counsel to ensure regulatory compliance and enforceability.

### **OFAC/Embargoed Countries/Denied Parties Licenses and Investigations/Export Control/FCPA**

Represent numerous clients in determining the legality of transactions with U.S. embargoed countries / OFAC, FCPA and on Export Controls.

### **Representation of European Software and Technology Companies**

We frequently represent a number of European software and technology companies with respect to U.S. licenses and agreements, tax, employment, immigration, entity formation, leasing and related matters. Our large pool of similarly-situated clients increases our speed and efficiency.

### **Financial Institutions International Regulation**

To ensure regulatory compliance and enforceability, we canvas more than 50 countries in detail regarding treasury management, capital markets and other bank products that could relate to parties in these countries.

### **Acquisition of Payroll Services Company**

Dinsmore represented a private buyer in the acquisition of a controlling interest in a payroll and related services company and corresponding private securities offering under Regulation D.

### **Foreign Corrupt Practices Act, Anti-Bribery and Anti-Money Laundering Compliance**

We routinely assist public companies, their subsidiaries and private companies in creating effective compliance programs. We recently concluded, on an efficient basis, providing contract provisions, re-drafting international sales and distribution contracts, creating and suggesting training power points and software modules, drafting third-party and employee periodic compliance questionnaires and certificates, advising on internal audit functions and related procedures and revamping client compliance policies. We were proud to add significant value to the client's compliance and prevention efforts.