



Michael T. Krueger

Partner

michael.krueger@ndlf.com

Walnut Creek, CA: 925-988-3237

Blending financial acumen with in-depth legal experience, clients rely on Mike Krueger to create solutions that fuel business opportunities, minimize risk and accomplish strategic objectives to meet their short and long-term goals.

A former in-house counsel and business owner, Mike understands the ever-challenging role of avoiding potential legal and financial landmines within a company. He leverages this experience serving as general counsel for many clients who are focused on expanding their operations, products, and services by navigating them through these needs, while staying in sync with regulatory changes and technological advancements. Mike works with companies at every stage of the business life cycle to handle acquisition, sale, negotiation and exit strategies and advise on financial options and day-to-day operations.

Recognized as a California Trailblazer by *The Recorder*, Mike's overarching ability to apply cutting-edge solutions to challenging business issues drives his experience across the broad spectrum of business services. He works with established and emerging companies, family offices and individuals with a focus on business finance, real estate and development in the technology, healthcare, sports, food and beverage, and entertainment industries. He acts as a trusted advisor for complex business negotiations, real estate ventures including Opportunity Zone projects, mergers and acquisitions, bank finance and private equity transactions.

Corporate Counsel

In his capacity as outside corporate counsel, Mike helps his clients to structure and maintain a solid business foundation upon which to build and grow. He advises on corporate governance, transactional, operational, licensing and regulatory issues. His counsel includes entity formation through early stage investments and all stages of development, including corporate governance, shareholder agreements, and corporate debt/finance and lease negotiations. Mike helps clients stay competitive in a variety of industries and identifies key opportunities for growth. He advises food and restaurant industry clients on new point of sale systems to enable on-demand purchasing and helps medical and dental professionals expand their operations utilizing corporate healthcare

models. Backed by the strengths of a full-service business law firm, Mike has the bandwidth to handle unique legal issues and financial challenges encountered by emerging companies as they expand.

Opportunity Zones

Mike's understanding of Qualified Opportunity Zone Funds (QOF) and Qualified Opportunity Zone Businesses (QZB) looks beyond investment options to envision opportunities for new business models. He offers invaluable insights and service to clients interested in utilizing the recent updates to QOF and QZB regulations. He represents investors, developers, fund managers and nationwide brokerage firms in Opportunity Zone Projects. Mike draws on his knowledge and leverages the experience of other lawyers in the firm to identify unique deal structures, develop fund formation, structure investments and advise on tax planning and compliance.

Real Estate Development

A key element of his practice, Mike's knowledge of real estate finance and his keen grasp of new business models inform his experience with real estate development. He advises both commercial and residential clients in real estate development projects, representing developers in all phases of land acquisition and construction financing and representing buyers and sellers in commercial and residential real estate transactions, including leases. Mike pushes the boundaries of traditional real estate to accommodate new modalities. For food and beverage industry clients, he advised a restaurant on utilizing a ghost kitchen to grow and expand its operations, negotiated tenant improvement benefits to realign existing space, and caught the attention of the Walnut Creek City Council with ideas on how to use existing parking to facilitate dine and dash options and increase foot traffic for local businesses.

Mergers & Acquisitions

Mike represents clients on both the buyer and seller side navigate the complex negotiations and agreements involved in mergers and acquisitions, including conducting due diligence and preparing offering memoranda. He recently represented sellers in asset sales and stock acquisitions across a broad range of merger and acquisition transactions to accomplish key business objectives.

Bank Finance

Recognizing the importance of available funding to propel business forward, Mike is adept at obtaining lines of credit to foster the growth of businesses ranging from tech start-ups to emerging and established restaurants, manufacturing operations and healthcare systems. He negotiates interest rates, terms, draw periods, security agreements, and provides legal opinion letters, all while smoothly navigating the lending process on behalf of his clients.

Private Equity

Representing both start-up companies and investment organizations in early stage equity financing, Mike's experience includes preparing private placement memoranda, subscription agreements, term sheets and SEC exemption filings for early-stage companies and investors focused on the food and beverage, renewable energy

and technology industries. Demonstrating his considerable range, Mike also represents athletes in business transactions to monetize their endorsements to capitalize on business investment opportunities.

Bankruptcy and Restructuring

Mike Krueger applies his entrepreneurial spirit and legal know-how to every aspect of the business equation. Adeptly navigating the twists and turns of the business life cycle gives him a unique perspective on bankruptcy and restructuring considerations. Well-versed in the intricacies of Chapter 7, 11, and 13 bankruptcy filings, Mike has the inside track on how to approach bankruptcy in order to liquidate, reorganize or otherwise get some breathing room. He manages complex motions, out-of-court restructurings, reorganizations, creditors' meetings, and liquidation proceedings on his clients' behalf. Recognizing that bankruptcy often plays a role in business ventures, Mike has handled over 100 filings in the past decade, many for operations that have bounced back or re-emerged as a new company. Experienced across many sectors, including technology, hospitality, food services, healthcare, and real estate development, Mike helps distressed organization and individuals protect assets and applies a bottom-line approach to meet his clients' needs and business objectives.

Services

- Bankruptcy & Restructuring
- Business Organizations & Reorganizations
- Business Transactions
- Corporate Matters: Acquisitions, Securities, & Mergers
- Healthcare
- Intellectual Property - Trademarks & Licensing
- Labor & Employment
- Real Estate Transactions

Professional Affiliations

- Blossom Wealth Management, Board of Advisors
- Clean Tech Open, Mentor
- American Bar Association
- California Bar Association

Admissions

- California, 2009
- U.S. District Court, Southern District of California
- U.S. District Court, Eastern District of California

- United States Bankruptcy Court, Eastern District of California
- United States Bankruptcy Court, Northern District of California

Education

- Marian University (*B.A., 2004*)
- Valparaiso University School of Law (*J.D., 2008*)

Successes

Mergers & Acquisitions

- Represented sellers in a \$1.4M Asset Sale of a private wealth management company.
- Represented sellers in a \$20M Stock Acquisition of an environmental engineering and construction company. Complex negotiations as sellers also had several subsidiaries which required limited non-compete and licensing agreements.
- Represented sellers in a \$25M Asset Sale of dental parts manufacturer to a private equity group.

Bank Finance

- Represented a tech start-up obtain a \$20M line of credit from commercial bank. Negotiate interest rates, terms, draw periods, security agreements. Provide legal opinion letter.
- Represented a cabinet manufacturer obtain a \$25M line of credit from commercial bank institute. Negotiate interest rates, terms, draw periods, security agreements. Provide legal opinion letter.
- Represented a restaurant obtain a \$3.5M line of credit from commercial bank.
- Represented a dental corporation obtain \$15M line of credit for purpose of acquiring additional dental practices throughout California and Arizona.

Private Equity

- Represented a solar panel testing company through \$5M Series A round. Draft private placement memorandum and meet with angel investors, venture capital firms and private equity groups through Silicon Valley and San Francisco Bay Area.
- Represented a solar device company through \$1.75M friends and family and angel investment round.
- Represented a restaurant corporation raise \$6M through friends and family rounds in 3 new restaurant locations within 2 years.
- Represented a SaaS company raise \$1.8M through friends and family round.

Real Estate Development

- Represented developer in obtaining \$24,000,000 construction financing on 64-unit project in Berkeley, CA.
- Represented developer in acquisition of raw land, entitlement phase and joint venture financing for 174-unit senior living project in Martinez, CA.
- Represented buyer in a \$8.5M 800 acre golf course and residential development in Sparta, TN.
- Represented buyer and development company negotiate carry back financing from the seller, a regional bank which foreclosed on the property several years prior to transaction.
- Represented buyer in a \$3.1M 1031 exchange acquisition of commercial real estate in Vero Beach, FL with Starbucks as single tenant.
- Represented sellers of a \$7.5M commercial property with Walgreens as tenant.
- Represented buyer in a \$2.5M acquisition of Ace Hardware store, including the land and adjacent lots.
- Represented buyer in \$9M single acquisition of three separate commercial properties.

Other Transactions

- Currently representing a continuously growing restaurant concept as corporate counsel for all stages of development, including liquor licenses, craft brewing operations, corporate governance, shareholder agreements, and corporate debt/finance and lease negotiations.
- Represented NFL players in business transactions negotiating partial endorsement agreement fees as equity prior to company's IPO.
- Represented a minority business owner in entity formation, business contracting and obtain city designation where 20% of all drywall contracts through the city of San Francisco permitting department are set aside for minority business owners.
- Represented a software company from entity formation through early stage investments, negotiating licensing agreements and vendor contracts.

Publications

March 11, 2021

The American Rescue Plan Act: What Restaurants Need to Act on NOW

June 8, 2020

Congress Relaxes Several PPP Loan Requirements

May 15, 2020

Small Business Administration to Review PPP Loans Over \$2 Million

April 28, 2020

Opportunity Zones Deadlines Extended and Primed for What Comes Next

April 24, 2020

Updates to (and Re-Funding of) the Paycheck Protection Program

April 21, 2020

IRS Notice 2020-23 Offers Extended 1031 Exchange Deadline Relief

March 31, 2020

The Paycheck Protection Program Loans May Offer Relief to Small Businesses As Part of the CARES Act

March 23, 2020

***Force Majeure* is the Soup D' Jour in COVID-19 America**

November 26, 2019

2019's AB 5 Battle of California

Modern Restaurant Management

September 27, 2019

Embracing the Middleman - How to Maximize Your Lease Value in the Food Delivery App Era

July 18, 2019

We've All Heard of Opportunity Zones: Now Here's What You Need to Know to Engage

February 28, 2019

Embracing the Middle Man – Maximizing and Protecting Brands

January 30, 2019

Embracing the Middleman - Why Starbucks' Uber Eats Move Will Work

January 18, 2019

PG&E Subcontractors: Here's What the Upcoming Bankruptcy Means for You