

Alison M. Pear

Portland, Oregon
Shareholder

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Areas of Practice & Industry Specialties

Corporate Law; Capital Markets and Securities Regulation; Fund Formation/Investment Management; Mergers and Acquisitions; Government, Regulatory & Administrative Law; Start-Ups & Early Stage Companies; Technology

Alison M. Pear is a Shareholder who specializes in corporate transactions, focusing on securities regulation, corporate governance, and mergers and acquisitions. Ms. Pear has an extensive history of representing 1934 Act reporting companies with respect to their public reporting obligations, as well as their acquisition activities and governance practices. In addition to many years in private practice, Ms. Pear spent several years as in-house counsel at a NYSE-listed publicly-traded natural gas utility where she gained valuable insight into internal corporate workings, as well risk-based and business-oriented decision-making. Ms. Pear prides herself on being able to calibrate to client needs, and being a lawyer that people want to work with. Ms. Pear also regularly represents clients in Regulation A offerings, private placements, and other corporate transactions.

Alison M. Pear is based in the Firm's Portland office, but is also a member of the California State Bar and represents clients nationwide. Since moving from Los Angeles to Portland in 2012, Ms. Pear has integrated into Portland culture by buying a kayak and attempting to raise mason bees.

Representative industries: Manufacturing, utilities, banking, life sciences, pooled investment vehicles, angel investing, agribusiness, and technology

Expertise: Mergers and Acquisitions, Securities Act of 1933, Securities Act of 1934, Regulation A, Regulation CF, Regulation D (private placements), Rule 144, Business Integrity & Compliance

Representative Matters

- Advise Nasdaq-listed accelerated filer construction manufacturing entity in filings under Securities Act of 1933 and Securities Exchange Act of 1934
- Advise several real estate related entities in their on-going reporting obligations associated with continuous Regulation A offerings
- Advise gas utility company with respect to matters related to its greenhouse gas offset program.
- Advise late-stage pet related tech start-up in securities and general corporate matters
- Advised publicly traded health foods company in matters related to corporate governance of complex international subsidiary structure
- Represented an advanced search, review, and data analytics products and services company in sell-side sale through merger for approximately \$130M cash
- Represented public company client in buy-side purchase of equity interests of an engineered precast concrete and steel fabrication-based company that develops, manufactures and distributes water, wastewater and environmental infrastructure solutions products, for approximately \$88.4 million

- Represented Oregon community bank in sell-side merger for a combination of cash and stock valued at approximately \$15M
- Represented consultant assisting local Native American tribe in acquisition of ancestral forest lands.
- Represented data service provider in exercise of right-of-first refusal with respect to private equity shareholder
- Represented non-profit that provides non-emergency medical ride services in its acquisition of a substantial portion of the assets of a for-profit provider of non-emergency medical ride services.
- Represented footwear start-up in initial SAFE financing round
- Represented pet-related tech company in Regulation CF offering
- Represented CBD brand in structuring and LLC formation
- Served as in-house counsel at a NYSE-listed publicly-traded natural gas utility, focusing on corporate governance and the administration of the company's award-winning business integrity program

Publications

- SEC Cracks Down on Regulation A Issuers, *Buchalter Client Alert*, May 23, 2023
- Buchalter COVID-19 Client Alert: PPP Loans Now Available to Otherwise-Eligible Companies That Have Ended Their Bankruptcy Proceedings, *Buchalter Client Alert*, April 26, 2021
- Buchalter COVID-19 Client Alert: PPP Application Deadline Extended to May 31, 2021, *Buchalter Client Alert*, March 31, 2021
- Buchalter COVID-19 Client Alert: New Treasury PPP Rules Clarify Recent Changes to PPP Program, Extend Time to Obtain a PPP Loan to March 31, 2021, *Buchalter Client Alert*, January 8, 2021
- Buchalter COVID-19 Client Alert: New PPP Changes in the Stimulus Bill: Second PPP Loan for Hardest-Hit Existing PPP Borrowers, Additional Categories of Forgivable Expenses, Tax Deductibility for Expenses Paid with PPP Proceeds, Lender Liability Limitations, Simplified Forgiveness Application for Loans of \$150,000 or Less, and Other Changes, *Buchalter Client Alert*, December 28, 2020
- SEC "Harmonizes" Exempt Offering Framework, *Buchalter Client Alert*, November 9, 2020
- Buchalter COVID-19 Client Alert: New PPP Guidance Simplifies Forgiveness Application Process for Small PPP Loans of \$50,000 or Less; Clarifies Lenders' Responsibilities Regarding Review of Borrower Calculations and Documentation of Forgivable Eligible Costs for Such Small Loans, *Buchalter Client Alert*, October 13, 2020
- Buchalter COVID-19 Client Alert: SBA Issues New PPP Guidance Regarding Required Approval for a Sale of Assets or Transfer of Ownership of a PPP Borrower; Use of Escrow Accounts to Avoid Requirement of Prior SBA Approval, *Buchalter Client Alert*, October 5, 2020
- Buchalter COVID-19 Client Alert: Entrapment-by-Estoppel: A Potential Future Defense for Lenders in PPP Fraud Cases, *Buchalter Client Alert*, September 15, 2020
- SEC Amends Definition of Accredited Investor, *Buchalter Client Alert*, August 28, 2020
- Buchalter COVID-19 Client Alert: Lenders May Submit PPP Forgiveness Applications to SBA on August 10; SBA Issues New Procedural Notice with Guidance for Lender Forgiveness Review/Submission, *Buchalter Client Alert*, July 28, 2020
- Buchalter COVID-19 Client Alert: Congress Passes Extension of PPP Loan Origination to August 8 and Sends to President Trump, July 2, 2020
- Buchalter COVID-19 Client Alert: Treasury Issues New PPP Interim Final Rule, and Revised Long Form and New Short Form EZ Forgiveness Application and Instructions, *Buchalter Client Alert*, June 19, 2020
- Buchalter COVID-19 Client Alert: PPP Flexibility Act is Enacted, *Buchalter Client Alert*, June 8, 2020
- Buchalter COVID-19 Client Alert: PPP Flexibility Act Passes House, Likely Vote in Senate Next Week,

Buchalter Client Alert, May 29, 2020

- Buchalter COVID-19 Client Alert: (UPDATE) PPP Eligibility: Counting Non-U.S. Employees of Foreign Affiliates, *Buchalter Client Alert*, May 20, 2020
- Buchalter Client Alert COVID-19: Treasury Issues Application for SBA PPP Loan Forgiveness, *Buchalter Client Alert*, May 19, 2020
- Buchalter Client Alert COVID-19: Annual Shareholder Meetings in the Time of Coronavirus, *Buchalter Client Alert*, April 7, 2020
- I'm Clearly Not in Los Angeles Any More..., *Multnomah Lawyer*, January 1, 2013
- Nonlegal Considerations in Client Relations, *Los Angeles Lawyer*, September 12, 2012
- Understanding the Information Contained in EDGAR Filings, *Los Angeles Lawyer*, June 1, 2011
- An Annotated Form of Investment Banking Engagement Letter, *California Business Law Practitioner*, Fall 2010
- Performance of Due Diligence in Transactions, *Los Angeles Lawyer*, June 1, 2010

Presentations

- Speaker, "Moss Adams Workshop: Prepare for SEC New," Moss Adams Workshop, May 23, 2023
- Panelist, "Cybersecurity Controls and Processes Related to SEC Disclosure and Financial Reporting," SEC Cyber Security Panel, November 17, 2022
- Moderator, "Diversity and Inclusion: What Should We Be Asking?," OSB Corporate Counsel Section, October 27, 2022
- Presenter, "Raising Money and Planning for Growth," Pacific Northwest Defense Coalition, June 29, 2021

Education

Ms. Pear earned her J.D. at UCLA School of Law, earning *order of the coif*, and received her B.A. at the University of Pennsylvania, *magna cum laude*.

Bar Admissions

- California
- Oregon

Community

- Fundraising Committee, Pink Lemonade Project
- Past-Chair, Oregon State Bar Corporate Counsel Section
- Board of Directors, Classroom Law Project (2020- present)