

## Todd A. Mitchell

Portland, Oregon  
Shareholder

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### **Areas of Practice & Industry Specialties**

Corporate Law; Commercial Finance; Intellectual Property Law; Energy & Natural Resources Law; Mergers and Acquisitions; Franchise Law; Start-Ups & Early Stage Companies; Family Office & Wealth Management; Technology; Apparel & Consumer Products

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Todd Mitchell is Managing Partner of Buchalter's Portland office and a member of the Firm's Corporate Practice Group. Mr. Mitchell focuses his practice on the representation of closely held and family-owned businesses in a variety of industry sectors including coffee, food products, transportation, apparel, restaurants and sporting goods companies. He also works with high-net worth individuals and family offices, as well as professional service firms such as engineers, architects and accountants. He takes an integrated and practical, common sense approach in helping clients strategically plan for the future while appropriately managing their legal risk in order to help them accomplish their short and long term business and personal goals.

Mr. Mitchell especially enjoys working with family-owned companies, companies going through a generational transition or a transition to professional management, or those looking to position their company for sale or growth through an equity event. In so doing he focuses on the client's goals, working collaboratively with the client's other professional advisors to make sure that the client or ownership group's over-arching objectives are achieved.

Mr. Mitchell counsels his clients with respect to entity formation, corporate governance, mergers and acquisitions, product development and distribution, corporate finance, executive compensation and all manner of business concerns. Through his involvement in Multilaw, an international network of law firms, he has an extensive association of international legal contacts through which he is able to provide his clients competent and reliable legal representation in 60 countries and major commercial centers around the World.

Mr. Mitchell is experienced with litigation, and as outside general counsel to his clients, he regularly manages litigation matters involving business torts, shareholder disputes, freeze-out claims, trademark and copyright infringement and related matters. He also has substantial experience working with owners of closely-held businesses resolving governance disputes, breach of fiduciary duty claims, director deadlock and other corporate governance and partnership matters. He knows how litigation can be used to effectively move these disputes to resolution, and also when litigation would not be productive and a business solution will more quickly accomplish the client's goals.

Mr. Mitchell is listed multiple times in *Best Lawyers in America* (Closely Held Companies & Family Business Law and Commercial Litigation), and has also been named to the Oregon *Super Lawyers* list from 2014 through 2018.

### **Representative Matters**

- Outside general counsel to Boyd Coffee Company, a 117 year-old family owned coffee company doing business throughout the U.S. and internationally. Areas of advice includes all manner of distribution agreements, employment matters, intellectual property concerns, contract disputes, finance, banking, etc.
- General Counsel and deal counsel to Tillamook Country Smoker, Inc. in the sale of its multi-generational

40+ year old family business to Insignia Capital Group, a Bay Area private equity firm.

- Resolution of combative shareholder deadlock in closely held apparel company without litigation.
- Negotiated buyout of 1/3 owner of multi-generational family owned business on behalf of sibling who was being frozen out of the business by two other siblings.
- Negotiation and documentation of purchase of ocean-front view property in Santa Barbara, California, coordination of all aspects of architecture and engineering to manage construction of multi-million private residence.
- Advised professional engineering and associated services firm on employee stock plan, executive compensation plan and shareholder transition plan.
- Drafted licensing agreements, distributor and manufacturing agreements, and general corporate counsel for snowboard apparel manufacturer.
- Negotiated international distributor agreement between U.S. importer and seller of well product technologies and Australian manufacturer.
- Borrower counsel for \$28 million credit facility and real estate loan refinance.
- Negotiated franchise and distributor agreement for U.S. importer/distributor of soapstone stove manufacturer based in Finland.
- Successfully defended the Estacada School District in the Oregon Tax Court from lawsuit alleging the School District improperly and unconstitutionally imposed a \$16 million school assessment levy.
- On appeal to the Washington Department of Revenue, obtained significant reduction in Business & Occupation Tax assessment for Oregon manufacturer.
- Represented international manufacturer of in-wall heating devices in risk management through the development of vendor and supplier forms of agreement, standard warranty and customer service agreements, contract management protocols and purchase order terms and conditions.
- Represented multi-owner inter-generational engineering and land use firm in the successful implementation of corporate governance procedures and protocols.
- Represented closely held manufacturer of dry beverage mixes in the financing and development of a \$4.5 million manufacturing facility.
- Represented international fair-trade, organic coffee importer and retailer in development of foundation for charitable giving.
- Represented Oregon forest products company in developing business protocols to minimize exposure and liability for Washington state tax liability associated with activities in Washington.
- Represented owner of closely held company in the purchase of animal feed mill including assessment and evaluation of environmental contamination issues.
- Represented numerous small business owners in the purchase or sale of their business, negotiation and documentation of leases, permitting, licensing, tax issues, independent contractor agreements and all other business documents.
- Represented employers and businesses in drafting non-compete, confidentiality and non-solicitation agreements in the course of merger negotiations.

## **Publications**

- 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
- 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
- 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 Client Alert COVID-19: Treasury Issues Application for SBA PPP Loan Forgiveness, *Buchalter Client Alert*, May 19, 2020

## **Education**

Mr. Mitchell earned his J.D. from Willamette University College of Law in 1997 and his B.A. from Montana State University.

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## **Bar Admissions**

- Oregon
- Washington

## **Court Admissions**

- United States District Court, District of Oregon
- United States District Court for the Western District of Washington
- United States Tax Court

## **Community**

- Oregon State Bar
- Washington State Bar, member, Corporate, Intellectual Property & Business Law Sections
- Multnomah County Bar Association
- Clark County Bar Association
- American Bar Association
- The Lawyers Campaign for Equal Justice, member, Large Firm Committee

- Friends of the Children, Board of Directors