

# CLARK OPDAHL

Attorney, President & Shareholder

copdahl@hensonefron.com | (612) 252-2867

"The art of being a business lawyer is protecting my clients' interests—balancing risk and opportunity—while achieving their business goals."

## ABOUT ME

**I am all business, for all businesses. In my thirty plus years as a business lawyer, I have handled virtually every issue affecting or arising from the business lifecycle. Whether you have an existing business or plan to launch one—regardless of your industry—I'm here to help you.**

Clients rely on me to spot issues, assess and minimize risk, develop creative solutions, and provide pragmatic advice to execute a strategy for achieving their goals. My depth of experience ranges from reviewing and drafting all manner of contracts to negotiating complex mergers and acquisitions, and advising on wealth management issues. I have dealt with business issues from the client's chair, having worked in my family's graphic arts and advertising agency early in my career.

I am grateful to possess the unique left brain, right brain combination of logical and creative thinking. I can connect concepts that aren't necessarily related, see trends and patterns, and identify the pertinent issues to find the best solution for each client's situation.

I am also proud to serve as Henson Efron's managing partner and lead a collaborative team to achieve a common goal: providing smart solutions to clients.

## CLIENTS SAY:

"Clark is willing to go the extra mile, so everything is done right—he's meticulous."

"He is thoughtful in both actions and words and always delivers on his promises and commitments."

"Clark exudes professionalism, honesty, and integrity."

"He sees the big picture and quickly grasps the issue at hand."

## RESULTS

- Represented ABRA Auto Body & Glass LP in various asset and stock acquisition transactions, including single and multiple shop transactions ranging in purchase price and complexity
- Represented various publicly held and privately owned companies and individuals in acquisitions and divestitures of businesses up to and in excess of \$300 million
- Provided general business advice regarding wide variety of simple and complex business transactions and employee and independent contractor relationships
- Advised numerous clients on business formation issues, including choice of entity and governance issues and buy/sell and cross-purchase agreements
- Represented purchasers and sellers in private-label supply agreement and in supply agreements for purchase of millions of dollars in services, components, materials, and finished goods
- Represented lenders and borrowers in lending transactions, including secured and unsecured transactions
- Drafted multi-million dollar product development and supply agreement
- Drafted development agreement for products utilizing substantial patent portfolio
- Represented client in purchase of accounting and financial personnel placement business with earn-out feature
- Represented seller of successful co-pack manufacturing company to private equity firm
- Represented four founding shareholders in the sale of their company to a publicly traded company
- Represented a client in the sale of engineering consulting company to a publicly traded company
- Directed the sale of a business by a founding owner to the company's management group
- Represented a large truck dealership in the acquisition of a business in Cleveland, Ohio; the transaction was an asset purchase with several complex arrangements, including employment agreements and phantom ownership agreements for selling owners who were being hired to grow development of the business following the closing
- Represented shareholder in family business valued in excess of \$150 million dealing with shareholder control/dispute issues and related trust issues, and represented shareholder in sale of stock to ESOP in complex transaction involving multiple layers of financing and retained equity interests
- Represented billion-dollar company as borrower in negotiation of multi-currency credit facilities
- Represented buyer in \$100+ million merger transaction to acquire service and buying group business
- Represented seller of software as a service (SAAS) business to private equity buyer
- Represented borrower in \$800 million multi-currency lending transaction for domestic borrower and foreign subsidiaries
- Represented borrower in \$400 million bridge loan to finance acquisition of manufacturing company
- Represented syndicate of lenders in \$600,000 secured bridge loan to borrower in which lenders received warrants to purchase borrower's stock
- Represented licensors and licensees in patent licensing and trademark licensing transactions and in sales of patents and trademarks

## SERVICES

### Business Law

- Business Formation, Structuring and Joint Ventures
- Commercial Lending
- Corporate Finance and Capital Raising
- Employment and Executive Compensation
- Family-Owned Businesses and Succession Planning
- Intellectual Property Registration, Licensing, and Enforcement
- Mergers & Acquisitions (M&A)
- Securities
- Sports & Entertainment

### Real Estate

### Tax

- Executive Compensation and Employee Benefits
- Tax Planning and Compliance

## CREDENTIALS

### EDUCATION

- J.D., magna cum laude, William Mitchell College of Law, 1986
- B.A., University of Minnesota, 1978

### BAR ADMISSIONS

- Minnesota
- United States District Court for the District of Minnesota

### HONORS

- Selected to Minnesota Super Lawyers®, 2007-2018
- Hennepin County Bar Foundation, Fellow 2019 – an esteemed group of local attorneys, recognized by their peers, for dedication and commitment to increasing access to justice
- Who's Who in American Law, 11th Edition, 2000-2001; 12th Edition, 2001-2002, 13th Edition, 2002-2003; 14th Edition 2003-2004

## ADDITIONAL AREAS OF FOCUS

Employment and Executive Compensation

Securities





- Reviewed and advised clients regarding advertising issues and UCC issues
- Represented companies owned by Employee Stock Ownership Plans (ESOPs), including financing, stock buyback, and plan administration issues
- Advised manufacturing clients regarding antitrust issues, including Robinson-Patman price discrimination issues
- Drafted distribution and sales representative contracts for major manufacturers
- Advised manufacturers on termination of distributor and sales representative issues, including oversight of litigation arising out of such terminations
- Drafted and reviewed leases on behalf of commercial and industrial landlords and tenants
- Represented major property management firm acting as receiver of a property in foreclosure, including preparation and review of leases, conduct of unlawful detainer actions, and advice on receivership matters
- Drafted landfill gas sale and easement contract for privately owned landfill to permit it to take advantage of Internal Revenue Code Section 29 tax credits
- Represented developers, buyers, sellers, landlords, and tenants in real estate transactions, including purchase and lease transactions
- Represented borrowers and lenders in construction lending transactions

## ASSOCIATIONS

### PROFESSIONAL

- Legal Netlink Alliance, Executive Committee Member 2008-Present; Treasurer, 2017-Present
- Minnesota State Bar Association
- Hennepin County Bar Association, Board of Directors, Finance and Planning Committee
- Hennepin County Community Relations Committee, Co-Chair 1997-1999, Chair 1988-1990
- Hennepin County Publications Committee, Co-Chair 1990-1997

### ADDITIONAL

- Vice President, D.A. Opdahl & Associates, Inc., 1978-1986

## THOUGHT LEADERSHIP

### ARTICLES & PRESENTATIONS

- Co-Presenter, 2016 Henson Efron Seminar, "Hot Legal Topics for Accountants"
- Co-Presenter, 2015 Henson Efron Seminar, "Top 10 Changes to Minnesota LLC Act"
- Featured in Star Tribune Business Section, "Alliance is a Resource for Overseas Legal Aid," November 2, 2013
- Featured in Star Tribune Business Section: Bringing Lawyers Together, November 2, 2013
- Featured in Minneapolis-St. Paul Business Journal Workshop (small local business owners), February 2011
- Featured in St. Paul Pioneer Press "Movers" column, July 2008
- Co-Presenter, 2007 Henson Efron Seminar Series, "Advanced Choice of Entity: Tax and Non-Tax Considerations"
- Presenter and Speaker, 49th Annual MNCPA Tax Conference, "Considerations in Choosing a Business Entity"
- Co-Presenter, 2003 Henson Efron Seminar Series, co-sponsored by ADP and US Bank, "Effective Use of Buy/Sell Agreements"
- Co-Presenter, 2002 Henson Efron Seminar Series, co-sponsored by ADP and US Bank, "Choice of Entity (Tax and Non-Tax Considerations)"
- Solid Waste Association of North America: Drafting and Negotiating Issues in Landfill Gas Sale Contracts, March 1995
- U.S. Environmental Protection Agency Landfill Gas Energy Recovery Financing Workshop: Drafting and Negotiating Issues in Landfill Gas Sale Contracts, June 1995



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