

PALMIERI TYLER

ATTORNEYS
AT LAW



David D. Parr **Of Counsel**

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Mr. Parr was a founding partner of Palmieri Tyler.

As a corporate attorney, Mr. Parr advises businesses and their executives on the formation, financing and operation of joint ventures, limited partnerships and limited liability companies. His formation work includes counseling clients on securities compliance when raising equity funds privately from individual and institutional investors. He also assists clients with income tax planning issues in the partnership arena and works alongside accountants during company audits. His financing work involves structuring entities and rendering legal opinions required for conduit and other major real estate financing transactions.

Mr. Parr is often asked to act in the general counsel role for companies that do not have in-house legal departments. For start-ups, he provides legal guidance on all

corporate matters including raising capital from private sources to handling their day-to-day legal needs. He counsels seasoned companies on contractual matters, employee benefits, raising of capital for expansion, and preparing for sale or intra-family succession.

In the area of real estate, Mr. Parr represents public real estate builders, investors and hotel operators who are seeking to boost their portfolios with the acquisition of real estate assets including raw land, industrial, commercial or retail complexes.

Court Admissions

- State of California
- U.S. Tax Court
- U.S. Court of Federal Claims

Professional Memberships and Activities

- State Bar of California (Taxation and Corporations Sections)
- American Bar Association (Taxation and Corporations Sections)
- Orange County Bar Association (Taxation and Corporations Sections)

Community Involvement

- Member, Duke Alumni Association Southern California Board
- 2021-2022 Chairman of the Board of Directors of California Family Life Center - CFLC has been serving troubled youth for over thirty years in a residential setting. CFLC offers opportunities for job search, college enrollment, and independent living skills in order to provide the youth with stepping stones to a brighter future.
- Former Treasurer and Executive Board Member, Woodbridge (High School) Warrior Boosters

- Former Treasurer, Board Member, League Commissioner, Coach and Referee, AYSO Region 144 League
- Former Commissioner and Coach, Irvine Youth Basketball Association

Other Information

- Law Clerk to the United States Court of Federal Claims (Then called the Trial Division of the U.S. Court of Claims), 1977-78.

Representative Matters

General Corporate

- Represented multiple corporate clients with designing equity participation plans for key employees, including limited liability company interest purchase plan, LLC interest profit participation plan, stock option plan, stock purchase plan, and SAR plan
- Represented corporate client with restructuring of succession plan for founder, providing for retirement of founders, retention of key employees, and establishment of a legacy trust to own the corporation's stock into the future
- Represented private investor group with second round of investment in electric bicycle company including conversion of company from limited liability company to corporation
- Represented private investor group with equity investment in software company
- Represented investor/operator in purchase of health club assets from shuttered company and opening of health club business in rural Los Angeles County
- Represented restaurant operator in raising funds from investors to recapitalize, re-brand and reopen restaurant located in Hermosa Beach, California
- Represented Orange County-based insurance agency in buyout of retiring shareholder

- Represented large bank in documenting major loan for insurance premiums and collateral for the loan

Real Estate Ventures and Real Estate Financings

- Represented privately held industrial real estate development company with refinancing of industrial park through Bank of America
- Represented two individuals with purchase of industrial building in Arizona and transfer of building to a limited liability company
- Represented privately held commercial/industrial real estate development company with purchase of Las Vegas commercial property via discounted payoff of foreclosed lender utilizing pension fund equity investment, institutional mezzanine financing, and private lender loan financing for a new joint venture
- Represented home developer in documenting multiple joint venture agreements with various pension plan/institutional investors for providing equity required for financing the building of homes in Northern California, Southern California and Las Vegas area
- Represented home developer in raising funds from private investors in China to finance the building of homes on land in Southern California
- Represented residential property owner group in consolidating ownership of 25 residential properties to facilitate a blanket financing of those properties with Farmers & Merchants Bank
- Represented doctor group in its joint venture equity financing of the purchase of land and development of medical office building in Long Beach, California
- Represented limited liability company in connection with conversion to tenant-in-common arrangement and refinancing of commercial project as tenants in common
- Represented contractor in joint venture arrangement with residential developer for homebuilding project in Corona, California
- Represented private general partnerships in converting ownership to limited partnerships and limited liability companies in connection with project refinancing, to meet lenders' single purpose and special purpose requirements
- Represented dairy farmer with master financing of its farming operations in Texas through Rabobank, coordinating collateral provided by various affiliated entities

- Represented dairy farmer with sale of farmland to residential developer
- Represented investor in restructuring of joint venture to address funding of additional capital to meet lender requirements for loan extension

Hospitality Related

- Represented hotel development/management company in documenting arrangement for EB-5 financing of hotel construction on property located in Arizona
- Represented hotel development/management company in its joint venture with another hospitality company for the purchase, equity financing with pension funds, and construction funding from Bank of America of a redevelopment site in Anaheim, California
- Represented hotel development/management company in its ground lease of land, construction of hotel on the land and financing of construction, for hotel site in Arizona
- Represented hotel development/management company in its joint venture with Anaheim landowner for development and construction of hotel

Education

- Duke University, A.B. (1973)
- Georgetown University Law Center, J.D., Editor, Law and Policy of International Business (1977)

Practice Areas

- Corporate