

Eugenie D. Rivers

erivers@cairncross.com

direct: 206.254.4462

fax: 206.587.2308

Introduction

Eugenie's practice includes a wide range of business, finance, securities, mergers and acquisitions, and real estate matters. Her experience includes representing both local and international companies, financial institutions, and nonprofits. Eugenie's experience also includes advising clients regarding the formation and financing of real estate projects in opportunity zones.

Eugenie has served as in-house general counsel for a community bank and has a strong accounting and commercial lending background. She often speaks on topics related to business and financing matters.

Experience & Results

- As Securities Counsel, represented an oil and gas service industry company client in a \$35 million Initial Public Offering, Nasdaq listing, holding company reorganization, bridge loan financing, and a \$25 million acquisition of a complementary product company.
- As Securities Counsel, represented wind farm developers in a \$110 million project, including a \$75 million EB-5 equity offering with multi-bank international credit facilities for the balance.
- As In-House Corporate Counsel, represented a community bank in their recapitalization, including a \$5.5 million private placement of common stock/warrant units and equity compensation plans, in compliance with bank regulatory capital directives.
- Represented numerous real estate investment groups in acquisitions and refinancing of apartment complexes and commercial/industrial properties through a combination of commercial bank financings and private equity and debt offerings.
- Represented a successful technology start-up in a complex equity compensation plan structuring and implementing, and then in a plan to wind-up in connection with a \$21 million sale of the Company.
- Represented a family-owned timber company in an innovative and complex SAR Plan to compensate non-family senior management, in compliance with IRC Section 409A.
- As General Counsel for a health care technology company, advised the Board and executive management on complex shareholder and commercial client negotiations, pre-IPO matters, and Indian subsidiaries, including strategic alliances, licensing, outsourcing, and other significant commercial and corporate agreements.
- During tech bubble, prepared IPO and follow-on public offering documents for an aerospace technology company, bio/pharma companies, and streaming media/e-commerce companies.

Education

- California State University, Sacramento (B.A., in Economics/Government)
- University of Washington School of Law (J.D.)

Admissions

- Washington
- Washington State Supreme Court
- US District Court, Western District of Washington
- US District Court, Eastern District of Washington

Awards/Honors and Organizational Memberships

- Washington State Bar Association, Securities Committee, Business Law Section, Member
- Community Bankers of Washington, Member
- Commercial Real Estate Women Northwest (CREW), Member
- Bellevue Chamber of Commerce, Member
- Real Estate Investors Association of Washington, Member
- Rated AV Preeminent by 2015 Martindale Hubbell Peer Review

Publications/Speaking Engagements

Finance:

- "Business Financing Complications," CLE, National Business Institute, Speaker, July 2018
- "Designing Equity Compensation & Employment Agreements for Startup and Emerging Growth Companies," Strafford webinar, Speaker, 2015 and 2016
- "Securities Law Issues in Real Estate LLCs," Real Property Section of the WSBA, Speaker, March 2015
- "Financial Statements: Reading Between the Numbers," CLE, The Seminar Group, Seattle and Portland, Speaker, Spring 2005
- "Private Equity and Mezzanine Debt Financing," CLE, The Seminar Group, Speaker, November 2004
- "Employee Stock Options in a Down Market," Northwest Entrepreneur Network, Seminar panel member, November 2001
- "Leveraged Buyouts and Private Equity: Positioning Your Company for Financing," CLE, The Seminar Group, Speaker, October 2001

Business:

- "Thought Leader Forum: Opportunity Zones," *Puget Sound Business Journal*, Speaker, June 2019
- "LLC Operating Agreements," CLE, National Business Institute, Speaker, December 2018
- "Federal Transactional Developments," CLE, WSBA, 38th Annual Northwest Securities Institute, Speaker, May 2018
- "Fundamental Principles of Business Contracts," CLE, NBI, Speaker, April 2016
- "LLC, S-Corp, C-Corp or Partnership," CLE, NBI, Speaker, December 2015
- "Drafting Workshop: LLC Operating Agreements," CLE, NBI, Speaker, September 2014
- "LLC vs. Inc.," CLE, NBI, Speaker, December 2011 and 2012
- "Mergers and Acquisitions – Nuts and Bolts," CLE, NBI, Speaker, December 2010

- "Advanced LLC Issues," CLEs, NBI, Speaker, December 2007 through 2009
- "LLC Trends and Developments," CLE, NBI, Speaker, February 2007 and February 2008
- "The Seamy Underbelly of Business," Presented to CEO and COO Roundtables conducted by Woods Creek, Inc. in October and December 2003, and at the Women Business Owners' seminar in April 2004

Governance:

- "New Game of Governance," Executive Peer Group Roundtable; Woods Creek, Inc., Panel member, February 2003
- "Corporate Governance and Responsibility, Public and Private: Late Breaking News," CLE, The Seminar Group, Speaker, December 2002
- "The New World of Corporate Governance and Responsibility and What it Means to You," Seminar presented by Davis Wright Tremaine, PricewaterhouseCoopers, and Morgan Stanley, Speaker, October 2002
- "Audits Post Enron: Changes in Audit Committee and CFO Duties and Liability," CFO Roundtable presented by Woods Creek, Inc., Panel member, March 2002