



*Partner*

## **BRIAN S. PICK**

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PHONE 775.788.2000 DIRECT 775.398.7409

### **Areas of Practice**

Corporate Finance; Corporate Law; Emerging Companies & Venture Capital; Mergers & Acquisitions; Real Estate

### **Bar Admissions**

California  
Nevada

### **Education**

J.D., cum laude, University of San Diego School of Law, 2005

B.A., with distinction, University of Nevada, Reynolds School of Journalism, 2002

### **Offices**

#### **LAS VEGAS**

2300 West Sahara Avenue, Suite 1200  
Las Vegas, NV 89102  
P: 702.873.4100 F: 702.873.9966

#### **RENO**

100 West Liberty Street, Tenth Floor  
Reno, NV 89501  
P: 775.788.2000 F: 775.788.2020

[mcdonaldcarano.com](http://mcdonaldcarano.com)

### **PROFESSIONAL BACKGROUND**

Brian regularly counsels companies at all stages of development through issues related to formation and governance, operation and management, fundraising and growth, and acquisitions and sales.

Since 2006, Brian has guided Northern Nevada and Northern California clients through commercial transactions, mergers and acquisitions, securities offerings, private equity, venture capital and other debt and equity financing transactions, the formation of complex joint ventures and pooled investment vehicles, and real estate transactions and development. Brian believes in a pragmatic and cost-effective approach, tailored to the needs of the client.

With his experience, insight and approach, Brian has represented numerous Fortune 100, Fortune 500, Fortune 1000 and NYSE and NASDAQ listed companies, along with international, national, regional and local companies on a variety of transactions, acquisitions, financings and other legal issues, and regularly serves as outside general counsel to companies at all stages of development.

Brian has been named a Mountain States Rising Star by Super Lawyers magazine in the areas of Real Estate and Business/Corporate law, and has been named one of Northern Nevada's Top 75 Attorneys by Nevada Business Magazine.

### **AREAS OF EXPERIENCE**

#### ***General Corporate Counsel***

- Served as Outside General Counsel to social media, fitness, recreational, gaming and other software companies.
- Acted as Outside General Counsel to manufacturers of recreational equipment, medical devices and other tangible goods.
- Served as Outside General Counsel to a regional grocer and various food and agricultural businesses.
- Served as Nevada counsel to, and advised, a Fortune 500 gaming company on various issues related to corporate governance, real estate and development, securities offerings and financing.
- Acted as Nevada counsel to an NYSE listed financial institution generally providing advice on various corporate governance and securities issues.
- Served as Nevada counsel to a national engineering and surveying firm primarily providing counsel on issues related to development and construction.
- Acted as Nevada counsel to a Fortune 100 company on corporate governance and issues related to corporate structure.

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### ***Mergers and Acquisitions***

- Served as M&A counsel to an international boat manufacturer in the sale of all of its stock for \$11 million to a private equity backed purchaser.
- Acted as M&A counsel to an industrial manufacturer in the \$9 million sale of its assets to a larger competitor.
- Represented an environmental services business in its \$10 million sale of its stock to an international company.
- Represented an international gaming company in its acquisition of an international game and software development company.
- Served as Nevada counsel to a NYSE listed financial institution in connection with its acquisition by a Fortune 500 financial institution and ultimately the sale by such Fortune 500 financial institution of certain assets of the NYSE listed financial institution.
- Served as lead counsel to a regulated regional consumer retail company in the sale of a division to a national wholesale and consumer retail company.
- Represented an international medical supply company as lead counsel in the sale of its stock to a private equity backed acquirer.
- Acted as lead counsel for a regional food supply company in its acquisition of the stock of a market leading company for a distinct high demand product and niche market.
- Represented a regional healthcare nonprofit in its merger with, and acquisition of, the subsidiary of a national healthcare nonprofit.

### ***Financing Transactions/Offerings***

- Served as Nevada counsel to a NASDAQ listed financial institution in connection with the negotiation and documentation of loan workouts, and foreclosure and disposition of Nevada real property collateral.
- Represented a regional grocer in connection with an \$800 million leveraged shareholder buyout involving a \$350 million term credit facility and \$350 million revolving credit facility.
- Served as lead counsel to a regional grocer in connection with its negotiation and documentation of a \$300 million credit facility.
- Served as transaction counsel to a medical device manufacturer in connection with the formation of a joint venture entity and a \$7.5 million private placement of its securities.
- Acted as outside general counsel to a Nevada subsidiary of a NASDAQ listed financial institution in connection with loan documentation, loan workouts and foreclosure and disposition of collateral.
- Served as lead counsel to an international fruit grower, processor and packer in connection with a \$150 million revolving credit facility.
- Acted as Nevada corporate counsel to an insurance company in connection with its initial public offering.
- Represented a Fortune 500 gaming company as Nevada counsel in connection with several securities and debt offerings.

### ***Real Estate***

- Represented the developer of a 1,700 acre mixed use (industrial, retail and single family residential) master planned community outside of Reno, Nevada, as formation and financing counsel.
- Served as outside general counsel to a 635 acre residential development in Reno, Nevada in connection with its formation, private offering, financing and the acquisition, development and disposition of parcels.

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- Acted as outside general counsel to the developer of a 1,300 acre resort and residential community in Napa County, California, in connection with its organization, financing, joint venture formation, development and disposition of parcels.
- Served as development counsel to a 1,300 acre master planned, mixed use community in Sparks, Nevada.
- Acted as Northern Nevada counsel to a Fortune 500 homebuilder in connection with the development of large residential communities.
- Represented a multi-billion dollar investment fund in connection with the fund's sale of residential lots to a Fortune 500 homebuilder.
- Advised a Fortune 500 gaming company on the development of a retail development and condominium hotel on the Las Vegas Strip.
- Represented a NASDAQ listed company in connection with the acquisition, development and construction of its distribution facility for the Western U.S.
- Assisted with the financing and development by a large privately-held developer of two large office and records facilities in Minnesota and Missouri for the U.S. government.
- Represented a Fortune 100 company in connection with its sale of an office building in Downtown Reno.

### ***Utility/Renewable Energy/Environmental***

- Served as Nevada real estate counsel for a Fortune 100 financial institution in connection with a multi-billion dollar credit facility for renewable energy construction.
- Assisted a Fortune 500 homebuilder with the implementation of a Habitat Conservation Plan for an endangered species in Northern Nevada.
- Negotiated and documented the extension and construction of utility services to serve a privately-operated prison in Southern Nevada for a large privately-held national utilities company.
- Advised an international publicly-traded solar energy company on various land use, development and other issues in Nevada.



### **PROFESSIONAL & COMMUNITY SERVICE**

Member, State Bar of Nevada

Member, State Bar of California

Member, Washoe County Bar Association

Member, Commercial Real Estate Development Association (NAIOP)

Member, Economic Development Authority of Western Nevada (EDAWN)

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