

Charles A. Semmelhack

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“I counsel my clients on planning, implementing, and executing business, strategic, and financial transactions to accomplish their objectives.”

Mr. Semmelhack concentrates his practice in finance, corporate, and real estate transactional law. He has broad experience in negotiating and drafting diverse and complex commercial, industrial, and real estate loan documents (both from a lender and borrower perspective). Mr. Semmelhack has specific experience negotiating and drafting diverse and complex construction loan, commercial loan, and credit facility documents, including asset based and equipment financing, loan purchase and sale agreements, and loan modifications. His extensive real estate practice includes sales and acquisitions, leasing and financing of real estate, structuring of complex real estate transactions, and construction and developer issues. His experience also covers general corporate and commercial law, including stock and asset sales, mergers and acquisitions, combinations, governance, and structuring of companies.

Business & Corporate

- Real Estate
- Financial Institutions
- Construction & Development
- Mergers & Acquisitions
- Business Bankruptcy & Creditors' Rights

Mr. Semmelhack's broad real estate experience involves:

- Sales, acquisitions, leasing, financing, and structuring of complex real estate transactions including construction and developer issues
- Negotiating commercial, office, and retail leases; condominium development; title, environmental, zoning, and survey issues

- Negotiating and drafting diverse commercial real estate purchase and sale agreements, leases, ground leases, mortgages, assignments of rents and leases, SNDA's, indemnity, waiver and estoppel agreements, options, easements, and similar documentation
- Negotiating financial mortgage loan documents including commercial mortgage backed securities

Mr. Semmelhack has:

- Negotiated and drafted complex commercial contracts including manufacturing, procurement, servicing, supplier, employment, consulting, sales representative, equipment leasing, development, distribution, non-disclosure, and intellectual property agreements, as well as purchase order and invoice terms and conditions
- Been involved in the creation and documentation of corporations, trade associations, limited liability companies, partnerships and limited partnerships, and securities law involving private placements and corporate governance
- Extensive experience in equipment leasing and financing, Articles 2 and 9 of the Uniform Commercial Code, creditors' rights, bankruptcy law, intellectual property, as well as licensing including computer software, trademark, copyright, web hosting, and consulting

Representative Matters

- Lead negotiation, drafting, and due diligence review for a \$540MM stock purchase and recapitalization of a major manufacturing company, including negotiating and drafting of a recapitalization agreement and schedules thereto, stockholders' agreement, seller's representative agreement, administrative liquidation agreement, registration rights agreement, redemption agreement, escrow agreement, and loan documentation for a credit facility and other ancillary documents.
- Lead negotiation and drafting of various diverse and complex real estate purchase and development contracts for numerous real estate developers/companies regarding the multiple takedown of real estate and negotiation of financings for the development of property(ies).
- Lead negotiation for various landlord and tenant clients, including multi-national clients, regarding all aspects of their commercial, office, and retail leases, including co-tenancy issues both in the United States and Canada.
- Lead negotiation for various banking clients with respect to their private wealth lending nationwide.
- Lead negotiation for \$23MM purchase of a 208 unit apartment complex in McHenry, IL, including all purchase and sale documents and due diligence matters.
- Lead negotiation and drafting of commercial loan documents for a Chicago client for the financing of an \$8.5MM purchase of an office complex near Chicago's O'Hare Airport.
- Lead negotiation for a Chicago client to protect its interests in real estate at an office complex where the client sought to lease, through easements, the entire roof to cell phone tower operators; included negotiation of all documentation.
- Acted as lead counsel in the negotiation and drafting of a complex limited liability company agreement, which assembled twelve distributors of a major restaurant chain seeking various economies of scale with respect to information technology.
- Acted as lead counsel in the negotiation and drafting of an Asset Purchase Agreement and Real Estate Sale Contract for the \$9MM sale of an aluminum smelting plant in Alabama. As seller was a

Chapter 7 debtor in bankruptcy, the work entailed extensive involvement with the bankruptcy court regarding approvals by the court, and extensive negotiation with the seller's creditors regarding their approval of the sale.

- Served as primary attorney with respect to the \$3MM purchase of an office complex in Oak Brook, Illinois.
- Served as primary attorney for the simultaneous sale of 37 parcels of real estate in Cook County, Illinois for a bank client.
- Acted as lead counsel in the negotiation and drafting of a purchase and sale agreement for a 300 lot subdivision in Sandwich, Illinois.
- Acted as lead counsel in the negotiation and drafting of a purchase and sale agreement for a 150 lot subdivision for Lighthouse Pointe in Illinois.
- Serve as counsel to a number of developers with respect to their purchase and sale of real estate, and related financing and development, including condominium development.
- Lead negotiation for a Chicago lender of \$6.5MM to finance the purchase and development of land in Florida for a shopping center, including construction loan and end financing. We also lead negotiation of the loan restructuring due to the downturn in Florida real estate.
- Lead negotiation for the Restaurant Finance Group of a bank vendor financing company regarding loan facilities for the purchase and construction of Applebee's and KFC franchises throughout country.
- Lead negotiation for restaurant client with respect to all of its restaurant leases in multiple downtown Chicago locations.
- Lead negotiation for a manufacturing client of office leases for its Elk Grove Village and Collar County locations.
- Lead negotiation and drafting of documentation for a \$29MM credit facility for a publicly traded contract manufacturing company and its subsidiaries, including negotiation and drafting of loan and security agreement and schedules thereto, promissory notes, joint and several guarantees, subordination agreements, indemnity agreements and landlord waivers, along with other corporate documentation and consents, including director consents.
- Lead negotiation and drafting of Facilities and Data Processing Management Services Outsourcing Agreement for a major client that provided for the outsourcing of all of the operation, maintenance, management, and processing of the client's computer system to a third party.
- Served as primary attorney for a client with respect to negotiating and drafting of licensing agreements, including computer software, and trademark and copyright applications and issues.
- Lead negotiation of a \$7MM asset sale agreement for sale of Chicago division of large, diversified consulting company.
- Served as primary attorney for a client with respect to the drafting and review of a purchase order, invoice, and quotation terms and conditions of purchase for certain firm clients. The work involved extensive UCC Article 2, 8, and 9 issues.
- Lead negotiation and drafting of loan documentation for \$15MM commercial real estate mortgage involving commercial mortgage backed securities, including negotiation and drafting of mortgage, promissory note, assignment of rents and leases, environmental indemnity agreement, guaranty of recourse obligations, asbestos operations and maintenance agreement, escrow agreement, subordination agreement, lock box agreement, and other ancillary documents.

- Lead negotiation of the complex asset purchase of a distribution facility in Ohio, including negotiation and drafting of joint venture agreement, asset purchase agreement, management services agreement, purchase of real estate, and negotiation of terms of credit facility.
- Lead negotiation of complex asset sale agreement of equipment leasing company.
- Served as primary attorney with respect to the \$6MM sale of part of the real estate at a manufacturing facility in Illinois, which involved the sharing of facilities between seller and buyer, complex cross easement agreements, and division of land and zoning issues.
- Lead negotiation of multiple Stock Purchase Agreements for the \$5MM purchase of all of the stock in various filter manufacturing companies in Indiana.
- Lead negotiation for \$15MM direct loan for a franchisee to finance the equipment purchase and development of restaurant sites for its franchise business. Real estate aspects of the loan transaction involved multiple takedowns and placements of mortgages in five states.
- Served as primary attorney for a Chicago client with respect to negotiation and drafting of equipment leases and financing, including negotiation and drafting of loan documentation with respect to leveraged leases, including notes, security agreements, collateral assignments and notices of assignment. The work involved extensive UCC Article 9 issues.
- Lead negotiation and drafting of commercial loan documents in Illinois for a:
 - \$9.5MM construction loan facility for self-storage facility in Glen Ellyn, Illinois.
 - \$15.4MM construction loan facility for senior assisted living facility in Wheaton, Illinois.
 - \$25.4MM acquisition loan facility for purchase of shopping center in Chicago, Illinois.
 - \$7.1MM term loan facility for self-storage facility in Chicago, Illinois.
 - \$2.4MM acquisition loan facility for purchase of shopping center in Lockport, Illinois.
 - \$6.7MM acquisition loan facility for purchase of self-storage in Elk Grove Village, Illinois.
 - \$11MM term loan facility for self-storage facility in Chicago, Illinois.
- Lead negotiation and drafting of commercial loan documents in Florida for a:
 - \$5.3MM construction loan facility for self-storage facility in Orlando, Florida.
 - \$4.4MM construction loan facility for self-storage facility in Orlando, Florida.
 - \$9.9MM construction loan facility for self-storage facility in West Palm Beach, Florida.
 - \$4.8MM construction loan facility for self-storage facility in Tampa, Florida.
 - \$6MM construction loan facility for self-storage facility in Jacksonville, Florida.
- Lead negotiation and drafting of commercial loan documents in Texas for a:
 - \$12.58MM construction loan facility for senior assisted living facility in Houston, Texas.
 - \$13.8MM construction loan facility for senior assisted living facility in Overland Park, Texas.
 - \$5.3MM acquisition loan facility for purchase of self-storage in Pasadena, Texas.
- Lead negotiation and drafting of commercial loan documents in California for a:
 - \$13.35MM construction loan facility for self-storage facility in Los Angeles, California.
 - \$8.5MM construction loan facility for self-storage facility in Petaluma, California.
- Lead negotiation and drafting of commercial loan documents in Wisconsin for a:
 - \$3MM construction loan facility for residential subdivision development in Merton, Wisconsin.
 - \$7MM acquisition and construction loan facility for hotel facility in Middleton, Wisconsin.
- Lead negotiation and drafting of commercial loan documents for a:

- \$5.1MM construction loan facility for self-storage facility in Phoenix, Arizona.
- \$14.4MM construction loan facility for senior assisted living facility in Fort Collins, Colorado.
- \$13MM term loan facility for self-storage facility in Philadelphia, Pennsylvania.

Education

- University of Wisconsin Law School, 1985
 - J.D., *cum laude*
 - *Law Journal*, Senior Editor and Writer, 1983-1985
- Northwestern University, 1982
 - B.A., with distinction, Economics

Memberships

- Chicago Bar Association

Admissions

- Illinois, 1985
- California, 2004
- Wisconsin, 1985

Professional Achievements

- Illinois *Leading Lawyers*, 2010-2021
- Illinois *Super Lawyers*, 2012-2013