

# Snell & Wilmer

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## **Cortland P. Andrews**

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## **Main Bio**

Cortland Andrews represents clients in the formation and structuring of their businesses, mergers, acquisitions and divestitures, private equity and venture capital transactions, regulatory compliance, securities regulation, joint ventures, partnerships, corporate governance efforts, and other general business matters. In addition, he regularly assists and advises clients in connection with the on-going operation of their businesses, including the negotiation, preparation and management of contracts, guidance concerning institutional, state and federal regulatory compliance and the implementation of day-to-day operational tools and processes.

Cortland has represented private and public companies and private equity firms across a broad range of industries, including the following: communications; consumer lending; financial services; manufacturing; medical devices and services; oil, gas, renewable energy and natural resources; and agriculture.

## **Representative Transactions**

### ***Mergers & Acquisitions***

- Represented publicly traded company in connection with its acquisition of all the equity interests of a military and commercial vehicle truck and trailer manufacturer
- Represented private company in connection with its acquisition of equity and assets of multiple wind and solar energy producers
- Represented electric vehicle design, engineering and prototyping company in connection with its merger with industry competitor
- Represented publicly traded company in connection with its acquisition of a majority interest of a Harley-Davidson motorcycle leasing company
- Represented independent power producer in contribution of all of its assets to joint venture in exchange for equity interests in new joint venture
- Represented publicly traded company in the sale of all of its interest in a brand-named casino for approximately \$260 million
- Represented ambulatory surgical center approximately valued at \$12 million in transfer of assets to wholly-owned subsidiary and subsequent transfer of a majority equity interest to operator of healthcare facilities
- Represented publicly traded company in connection with its approximate \$30 million divestiture of its subsidiary which produced truck body and chassis components for heavy- and medium-duty

manufacturers

- Represented publicly traded holding company in the sale of all of its interest in a contract drilling and services company for approximately \$180 million
- Represented publicly traded holding company and managed due diligence process in connection with the acquisition of the majority of the membership interests in large beef processing company, for a net aggregate cash purchase price of approximately \$868 million
- Represented subsidiary of publicly traded holding company in connection with its approximate \$86 million acquisition of vineyards and a winery in Sonoma County, California
- Represented private medical information technology-based solutions company in the sale of its assets for approximately 500,000 shares (plus structured milestone payments) of the purchaser's stock
- Represented client in the sale of all of its shares for approximately \$50 million to one of the Intermountain West's largest data centers
- Represented publicly traded manufacturing company in the sale of its subsidiary which produced a broad range of drive axles, transfer cases and other specialty products for the commercial industry for approximately \$35 million
- Represented publicly traded manufacturing company in connection with its approximate \$22 million acquisition of a forged aluminum wheel manufacturing company located in South Carolina
- Represented publicly traded holding company in the sale of all of its interest in a Barbados start-up telecommunications company for approximately \$30 million
- Represented publicly traded holding company in the sale of its minority interest in a telecommunications company located in the Caribbean for approximately \$28 million
- Represented publicly traded manufacturing company in its sale of its farm equipment division which designed, manufactured and sold assembled tillage, seeders, pulverizers, field cultivators and other equipment used for field preparation and crop management for approximately \$10 million
- Represented publicly traded holding company in its sale of various business units of a master planned resort community in the Florida panhandle for approximately \$6 million
- Represented publicly trade manufacturing company in the sale of its subsidiary which manufactured and supplied commercial vehicle components for approximately \$9 million
- Assisted private company providing forage products and related services in the sale of its assets for approximately \$3 million
- Represented private company in connection with its approximate \$7 million acquisition of designer, fabricator and distributor of specialty metal products
- Represented one of the largest Intermountain West emergency vehicle and equipment companies in expanding its footprint and acquiring a regional emergency vehicle outfitter
- Represented private fitness industry client in connection with its acquisition of running shoe designer, developer and manufacturer
- Represented private movie theatre group in acquisition of 11 multiplexes

### ***Joint Ventures***

- Represented developer in negotiation of joint venture agreements for development with entertainment and commercial elements located in Utah County, Utah
- Represented investor in, and negotiated joint venture agreements for, a conventional class-A apartment community in Charlotte, North Carolina

- Prepared and negotiated operating and related agreements in connection with various developments, including medical office buildings, multi-use commercial projects, and agricultural businesses located throughout Utah
- Represented investor in negotiation of an operating agreement and other related joint venture documents for a technology campus consisting of class-A office space located in Utah County, Utah
- Represented investors in negotiation of joint ventures agreements for class-A multi-family use projects located in Salt Lake City, Utah and Utah County, Utah

### ***Private Placements***

- Assisted private funds in preparing offering documents and private memoranda in connection with multiple offerings
- Assisted client in formation and structuring of real estate investment fund and advised on securities and other applicable regulations

### ***SEC Periodic Reporting and Corporate Governance***

- Counsel and advise public companies on variety of reporting and disclosure issues relating to SEC disclosure
- Advised nonprofit organizations with respect to necessary actions regarding board and member meeting notices, proper meeting structure and procedures, and other governance matters
- Advised multiple private companies' boards of directors, audit committees and governance committees in connection with board and committee structure, appropriate internal and external audit procedures, and other corporate governance issues
- Advised multiple private companies' board of directors and executives in regards to conflict of interest transactions and issues, and applicable proper governance protocol and procedures
- Advised multiple private companies with respect to dissenting shareholder rights and proper procedure and protocol relating to tender offers and squeeze outs and freeze outs of minority shareholders

### ***General Contract Matters and Other***

- Negotiate and prepare various types of contracts to allow clients to conduct and operate business, including confidentiality and proprietary rights agreements, supply agreements, vendor agreements, distribution agreements, escrow agreements, license agreements, services agreements, employment and consulting agreements, leases and loan agreements
- Represented and assisted various public and private companies and individuals in connection with aircraft transactions, including issues relating to the acquisition, leasing and registration of the aircraft, the tax efficient structuring of the acquisition, ongoing aircraft management under Parts 91 and/or 135 of the Federal Aviation Regulations and other FAA regulatory matters
- Advised 501(c)(3) clients in regards to entity structure, individual state solicitation registration requirements, joint venture arrangements and general contract matters with both tax-exempt and taxable organizations
- Advised and assisted 501(c)(3) clients in regards to incorporation and filing of federal and state applications pertaining to tax exempt status and charitable solicitations

### ***Education***

- University of Florida (LL.M., Taxation)

- Brigham Young University, J. Reuben Clark Law School (J.D., *cum laude*)
  - Associate Editor, Brigham Young University Law Review
  - Executive Editor, BYU Journal of Public Law
- Brigham Young University (B.S., Construction Management)
  - Sigma Lambda Chi
  - Sigma Delta Pi
  - BYU Intercollegiate Baseball Team

## Languages

- Spanish

## Professional Memberships & Activities

- Central Utah Bar Association
- Salt Lake County Bar Association

## Representative Presentations & Publications

- "[Legal Aspects of Doing Business in North America - 2nd Edition: Utah](#)," Chapter Author, The Center for International Legal Studies (November 2012)

## Professional Recognition & Awards

- The Best Lawyers in America®
  - Corporate Law (2024)
  - Salt Lake City Lawyer of the Year, Mergers and Acquisitions Law (2024)
- Mountain States Super Lawyers®, Rising Stars Edition
  - Mergers & Acquisitions (2018-2019)
  - Business/Corporate (2016-2017)
- Utah's Legal Elite, Utah Business Magazine
  - Business & Corporate Law (2022)
  - Corporate and Securities (2020)
  - Mergers and Acquisitions (2018-2019)
  - Up and Coming (2015-2017)

## Previous Professional Experience

- Vinson & Elkins, LLP, Summer Associate, Houston, TX (2008)
- Kirton & McConkie, PC, Legal Extern (2007)

## Bar Admissions

- Utah

## Court Admissions

- Supreme Court of Utah