



Mike Dill

Partner

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Mike provides comprehensive legal services to all types of clients, including emerging growth companies, publicly-traded companies, private companies, private equity firms, venture capital firms, and others, at every stage of the corporate life cycle.

Mike excels at helping clients raise capital, complete acquisitions and divestitures, and close strategic transactions. His practice includes serving as outside general counsel to clients across multiple industries, with a focus in providing services to consumer product, energy, outdoor recreation, services, and technology clients. Mike's approach to the practice of law is to always put the client first.

Before joining Holland & Hart, Mike practiced at Haynes and Boone, LLP, an AmLaw 100 firm, in Dallas, Texas.

EXPERIENCE

Emerging Growth and Venture Capital

Mike counsels companies of all sizes regarding formation, financing (debt and equity), corporate governance, and equity compensation matters for emerging growth and startup companies. Mike regularly assists clients with the following types of transactions:

- Corporate and entity formation, conversion, and liquidation matters
- Protection of intellectual property rights in connection with entity formation and financings
- Seed and venture capital financings
- Equity compensation grants and related tax issues

Mergers, Acquisitions, and Strategic Transactions

Mike has become a trusted advisor to clients undergoing strategic transactions. Mike guides clients through the merger, acquisition, disposition or sale process in an efficient and orderly manner and provides the following types of legal services:

- Advising on complex mergers, acquisitions, and dispositions
- Drafting and negotiating merger, purchase, and sale agreements
- Conducting debt and equity financing for transactions
- Refinancing, reorganization, or recapitalizations
- Joint venture arrangements

PRACTICES

Securities and Capital Markets
 Corporate
 Mergers and Acquisitions
 Emerging Growth
 Venture Capital and Private Equity
 Employee Stock Ownership Plans (ESOPs)

INDUSTRIES

Food, Beverage, and Consumer Products
 Energy and Resources
 Mining
 Recreational and Outdoor Equipment
 Technology, Communications, and Media

EDUCATION

University of Kansas School of Law, J.D., 2009
 Order of the Coif
 Robert E. Edmonds Prize for Corporation and Securities Law
 Moot Court Council
 Finalist at Duberstein National Moot Court Competition
 Business and Commercial Law Certificate

John Brown University, B.S., 2005
cum laude
 Honors Graduate

BAR ADMISSIONS

Colorado
 Kansas
 Texas

Securities and Capital Markets

Mike has assisted clients in various industries raise billions of dollars through equity and debt offerings and advised companies on regular reporting requirements under federal securities laws. He also assists clients with various aspects of securities laws, including:

- Securities law compliance and reporting requirements
- Underwritten debt and equity offerings, including initial public offerings and secondary offerings
- Takeover defenses
- Corporate governance matters for publicly traded companies

Commercial Contract Matters

Mike acts as outside general counsel for many of his emerging growth clients and counsels clients with their commercial contracts. Mike works hand in hand with other Holland & Hart attorneys with relevant subject matter expertise to ensure his clients enjoy the contractual protections they desire and need. Mike has assisted clients with commercial contracting matters in the following industries:

- Consumer products
- Educational technology
- Energy and natural resources
- Outdoor and recreational equipment
- Technology
- Mining
- Railroads

CLIENT RESULTS

Emerging Growth, Venture Capital, and Commercial Contracts

A political application development company in connection with a seed financing.

An educational technology company with a reorganization and seed financing.

An eSports broadcasting company in connection with general corporate matters.

The formation, financing and reorganization of a natural gas marketing company.

A private consulting company in connection with a seed financing.

An technology company in connection with the adoption of organizational documents and issuance of convertible notes and warrants for seed financing.

A private appraisal company in connection with a reorganization of ownership and outstanding liabilities.

A legal software startup company in connection with the final closing of their seed financing, raising an aggregate of approximately \$1.4 million through the sale of shares of preferred stock to various angel and institutional investors.

Kokopelli Outdoor, Inc. in connection with a convertible note financing and a series seed preferred equity financing, raising approximately \$1.1 million.

ServiceCore, Inc. in connection with its Series A preferred equity financing and a related reorganization

A nationwide healthcare company in connection with its sale to an affiliate of a European private equity firm.

Guerrilla Industries, LLC in connection with a bridge convertible note financing in the amount of approximately \$1.0 million. Guerrilla Industries, LLC manufactures customizable carbon fiber mountain bikes under the Guerrilla Gravity brand in Denver, Colorado.

Revved Industries, LLC in connection with a Series A Preferred Unit financing in the amount of up to approximately \$3.2 million. Revved Industries, LLC uses advanced carbon fiber manufacturing methods for applications within the cycling industry as an OEM and OBM under the Guerrilla Gravity brand in Denver, Colorado.

encoord Inc. in its conversion from a Colorado LLC to a Delaware corporation and in the sale and issuance of the Company's approximately \$1.1 million Series Seed Preferred equity financing to its investors.

Mergers, Acquisitions, and Strategic Transactions

A U.S.-based subsidiary of a European company in connection with the acquisition of an aggregates company in New York for an undisclosed purchase price.

A U.S.-based subsidiary of a European company in connection with the acquisition of an engineering consulting company in California for an undisclosed purchase price.

A publicly traded mining company in its sale to an international mining company.

A cybersecurity company in connection with the acquisition of another cybersecurity company located in New England for an undisclosed purchase price.

A publicly-traded master limited partnership in connection with the acquisition of saltwater disposal wells from a private company.

A publicly-traded oil and gas exploration and production company in the disposition of a gathering system in New Mexico for an undisclosed

purchase price.

A publicly-traded oil and gas exploration and production company in the disposition of its oil and gas assets in Colorado for approximately \$910 million.

A publicly-traded limited partnership in its acquisition of certain natural gas pipelines, disposal wells and related infrastructure from a publicly-traded oil and gas exploration and production company for a purchase price of \$70 million.

A family office in its acquisition of a firearms manufacturer from an Employee Stock Ownership Plan for an undisclosed purchase price.

A publicly-traded diversified construction, energy and utility company in its disposition of a natural gas processing plant to a publicly-traded midstream energy company for an undisclosed purchase price.

Westwind Investors, LP in connection with the fund's acquisition of STI Firearms, LLC.

The owner of Mucha Brothers, Inc. (d/b/a Moots Cycles), a manufacturer of road, cross/gravel and mountain bikes, in the sale of all of the outstanding equity to another private individual.

A data collection and consulting company in connection with a strategic investment by a private equity firm.

A software reseller company in connection with the sale of its assets, including an AI-powered analytics bot to a large software analytics company.

Securities and Capital Markets Experience

A publicly traded master limited partnership in of \$500 million preferred unit financing.

A publicly traded electric and utility company in the renewal of a shelf registration statement for a dividend reinvestment plan.

A publicly-traded oil and gas exploration and production company in a registered debt offering of \$500 million of debt securities.

A publicly-traded oil and gas exploration and production company in a concurrent registered convertible debt offering of \$172.5 million of debt securities and equity offering of \$552 million of common stock.

A publicly-traded midstream company in the commencement and drawdown of a \$100 million registered at the market offering of common units.

A publicly-traded master limited partnership in an \$85 million registered offering of common units.

A publicly-traded bank and financial services company in the filing of a

shelf registration statement and resale registration statement.

PUBLICATIONS

"SEC Proposes Limited Exemption for Individual "Finders"," *Holland & Hart News Update*, Co-Author, 10/12/2020

"The Great American Outdoors Act Becomes Law," *Holland & Hart News Update*, Co-Author, 08/11/2020

"Colorado's Advanced Industry Investment Tax Credit: Reducing the Risk of Investing in Colorado Startups," Co-Author, 06/25/2019

"Colorado Rolls Out A Welcome Mat For ESOPs," *Holland & Hart News Update*, Co-Author, 04/17/2019

"New California Proposition 65 Warning Requirements Apply to the Outdoor Recreation Industry," *Holland & Hart News Update*, Co-Author, 08/08/2018

SPEAKING ENGAGEMENTS

"Debt and Equity Financing in Uncertain Times," *Panelist*, 11/18/2020

"This Land Was Made for You and Me: Diversity and Inclusion in Outdoor Rec.," *Denver Startup Week Panelist*, 9/16/2020

"Creative Approaches to Working Capital During COVID: Rethinking debt management, equity structures, and acquisitions," *Catapult Innovations Lab – Survive & Thrive Webinar*, 08/10/2020

"Exit Strategy Roundtable," *Panelist*, 11/20/2019

"Capital Formation Hot Topics," *51st Annual Rocky Mountain Securities Conference, Panelist*, Denver, CO, 05/03/2019

RECOGNITION

- Colorado Super Lawyers® Rising Stars, Business/Corporate, 2018; Securities & Corporate Finance, 2019
- Outdoor Retailer Product Innovation Awards Judge, 2018, 2019

PROFESSIONAL AND CIVIC AFFILIATIONS

- ACG L20 Leadership Class Denver, Former Member
- Catholic Lawyers Guild of Colorado, Member
- Colorado Bar Association, Member
- Kansas Bar Association, Member
- Texas Bar Association, Member
- KU Center for Entrepreneurship, Board of Advisors
- KU Law Board of Governors, Former Member
- Denver Legatus Chapter, Member

- Colorado Outdoor Recreation Advisory Group, Board Member
- Light of the World Catholic Parish, Parish Council Member