Holland & Hart



PRACTICES

Emerging Companies
Corporate
Mergers and Acquisitions
Securities and Capital Markets
ESOPs and Employee Ownership Plans

INDUSTRIES

Aerospace and Defense
Energy and Resources
Renewable Energy and Storage
Mining
Oil and Gas
Food, Beverage, and Consumer Products
Healthcare
Fitness and Outdoor Recreation
Technology

EDUCATION

University of Kansas School of Law, J.D., 2009
Order of the Coif
Robert E. Edmonds Prize for Corporation and Securities Law
Business and Commercial Law Certificate

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

BAR ADMISSIONS

Colorado
Kansas
Texas

Mike Dill

Partner

555 17th Street, Suite 3200, Denver, CO 80202

P 303.295.8097

medill@hollandhart.com

Mike provides comprehensive legal services to all types of clients, including emerging growth companies, private and public companies, and venture capital and private equity firms.

Mike excels at helping clients start, scale, and sell companies. His practice focuses primarily on three areas: debt and equity financings; general counsel matters; and mergers, acquisitions, and strategic transactions.

His practice includes serving as outside general counsel to clients across multiple industries, with a focus in providing services to aerospace and defense, consumer products, renewable and traditional energy, manufacturing, outdoor recreation, services, and technology clients. Mike's approach to the practice of law is to always put the client first.

Mike serves as co-chair of Holland & Hart's Emerging Companies group and Fitness & Outdoor Recreation industry group, helping provide innovative, cost-effective, and practical legal advice to clients in the technology, manufacturing, and outdoor recreation industries.

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 venture capital firms. 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
- Preferred equity and debt 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

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 large consumer focused venture capital firm in connection with its lead investment in a Series A preferred equity financing for a sports apparel brand.

A venture studio fund in connection with multiple portfolio investments in consumer technology companies.

A venture capital firm in connection with multiple portfolio investments in consumer product and outdoor recreation companies.

A lead generation software and modeling platform in connection with its conversion and seed financing.

A mountain bike accessory company in connection with its reorganization and seed financing.

A venture debt firm in connection with the creating of a lending facility with an camping accessory company.

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.

A technology company in connection with the issuance of convertible notes and warrants for seed financing.

A legal software startup company in connection with the final closing of their seed financing with 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.

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 sale and issuance of multiple preferred equity financing rounds to investors.

Choice Market, a convenience store chain that combines quick service and user-friendly technology with a healthy and practical product selection, in its conversion to a Delaware corporation and in its Series A financing.

Perennial (formerly Cloud Agronomics), a measurement, reporting, and verification (MRV) platform for soil-based carbon removal, in its Series A financing and in its Series Seed financing.

BASE Education, LLC in connection with the closing of its seed financing

and a note offering.

Boreas Campers, Inc., a manufacturer of off-road camping trailers, in connection with its conversion from a Colorado limited liability company to a Delaware corporation and a Series Seed preferred stock financing.

EdCuration, Inc., an educational software marketplace provider, in its series seed preferred equity financing to investors.

IMA Financial Group, Inc. an insurance brokerage firm, in connection with the spin off and series seed preferred equity financing of Highwing, Inc., an insurance tech software company.

Juniper Unmanned, Inc. in its Series A financing and venture debt financing.

The Last Gameboard, Inc., the developer of a digital tabletop gaming platform, in connection with its Series Seed financing and subsequent bridge financings.

Vector Legal Method, Inc. in connection with the final closing of their seed financing.

Mergers, Acquisitions, and Strategic Transactions

A hospitality software booking platform in connection with the sale of the company to a private equity backed payment processing company.

A background screening company in connection with the sale of the company to a private equity backed competitor.

A multifamily roofing contracting company in connection with the sale of the company to a private equity backed competitor.

A sprinter van accessory company in connection with the sale of the company to a private equity portfolio company.

An addiction recovery and treatment clinical network in connect with the sale of the company to a private equity firm.

A software company for veterinary clinics in connection with the acquisition of another software company offering complementary solutions.

A U.S.-based subsidiary of a European company in connection with the disposition of multiple aggregates companies through the United States.

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

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

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.

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.

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.

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.

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 sale to 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.

A software installation and implementation company in connection with the sale of the company to a large publicly-traded software and services company.

Genesis Coin Inc., the first and largest Bitcoin ATM software platform worldwide, in its acquisition by early Bitcoin ATM pioneers and Bitstop founders Andrew Barnard and Doug Carrillo.

BASE Education, a student social-emotional learning (SEL) and mental health platform developed by licensed professional counselors, in its sale to 7 Mindsets, the leader in PreK-12 mindsets-based learning and well-being solutions.

Integral Consulting Inc., a national science and engineering firm providing technical solutions to complex environmental, health, economic, and

natural resource challenges, in its majority investment by Imperial Capital, a leading mid-market private equity firm.

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.

SPEAKING ENGAGEMENTS

"So You Want to Sell Your Aerospace & Defense Business," *Panelist*, October 16, 2024

"Exit Stage Right: Mastering the Art of a Business Exit," *Denver Startup Week*, September 18, 2024

RECOGNITION

- *The Best Lawyers in America*®, Corporate Law, 2023-2027; Venture Capital Law, 2023, 2027
- Colorado Super Lawyers® Rising Stars, Securities & Corporate Finance, 2019, 2023; Business/Corporate, 2018, 2024
- Outdoor Retailer Product Innovation Awards Judge, 2018, 2019

PROFESSIONAL AND CIVIC AFFILIATIONS

- ACG L20 Leadership Class Denver, Former Member
- Colorado Bar Association, Member
- Kansas Bar Association, Member
- Texas Bar Association, Member
- University of Denver, Project X-ite Advisor
- 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
- Colorado Mountain Bike Associate, Board Member