



## Joseph G. De Angelis Partner

621 Capitol Mall | 18th Floor  
Sacramento, CA 95814

916.520.5308 | Direct  
[jdeangelis@downeybrand.com](mailto:jdeangelis@downeybrand.com)

### Practice Areas

Corporate Finance | Corporate Law | Emerging Companies & Venture Capital | Insurance | Mergers & Acquisitions | Nonprofit/Tax-Exempt Organizations | Taxation

For more than 20 years, Joe De Angelis has combined his legal skills and accounting background to guide his clients through complex tax planning and business transactions. His substantial experience as a certified public accountant is extremely valuable to clients requiring practical business solutions to complex legal issues.

His clients cover a breadth of industries including retailers, food processors, insurance agencies, manufacturers, landowners, contractors, professionals and trucking companies. A substantial part of Joe's practice includes assisting corporations, joint ventures and management with strategic business decisions and tax strategies from business formation, growth with debt and equity financing and, strategic alliances, through ownership succession and monetization events including mergers & acquisitions and spinoffs. Because of his dedication to understanding both the client's individual needs and industry, Joe's clients look to him as a trusted advisor in helping them meet the ever-changing demands of running a business and successfully achieving a liquidity event.

## Experience

### Mergers & Acquisitions

- Lead counsel for seller in \$9 million stock sale of military equipment supplier.
- Co-Counsel for landlord/developer in \$170 million restructuring of hotel casino operator.
- Lead counsel for buyer in \$30 million merger/consolidation of regional insurance brokerages.
- Lead counsel for seller in \$6 million cash and stock merger of construction materials supplier with NYSE listed buyer.
- Lead counsel for seller in \$30 million asset sale of regional retail food products division to private equity sponsored buyer.

- Co-Counsel for buyer in \$120 million cash merger of regional retail chain.
- Lead counsel for buying group in \$10 million asset acquisition of automobile dealer.
- Lead counsel for seller in \$25 million cash merger of building and construction products distributor with national products distributor.
- Co-counsel for selling group in \$85 million cash and stock merger transaction of international consulting company with NYSE listed buyer.
- Lead counsel for seller in \$27 million stock sale of regulated public utility to NYSE listed buyer.
- Lead counsel for buyer in \$8.5 million asset acquisition of regional transportation company by NYSE listed buyer.
- Lead counsel for buyer in \$28 million stock acquisition of food processor.
- Lead counsel for seller in \$25 million asset sale of specialty label processor to national label processor.
- Lead counsel for target company in \$5.5 million leveraged buy-out of regional construction and paving company.
- Lead counsel for selling group in \$5 million stock acquisition of regional asphalt production company by international construction materials supplier.
- Lead counsel for seller in \$35 million asset sale of transportation company to private equity sponsored buyer.

## Joint Ventures

- Lead counsel for management in \$50 million joint venture between publicly traded finance company and government contractor for development and privatization of decommissioned United States military bases.
- Lead counsel for managing partner in \$250 million multi-state pipeline development and transportation joint venture.
- Lead counsel for managing general partner in ownership restructuring of \$50 million high-rise office development.
- Lead counsel for developer in \$100 million joint venture with publicly traded finance company to develop regional retail mall.

## Tax

- Lead tax counsel for investors' committee in connection with the bankruptcy rollup of over 100 real estate and debt limited partnerships with assets in excess of \$250 million.
- Lead counsel for parent company in connection with \$20 million split-off of subsidiary engaged in farming, leasing and property development.
- Lead tax counsel for numerous taxpayers in IRS private letter rulings and technical advice memoranda.
- Lead tax counsel for target company in \$300 million stock merger of a computer device company with

NASD listed buyer.

- Lead tax counsel for parent corporation in split-up of international agricultural cooperative.
- Lead counsel distributing corporation in split-up of regional construction company,
- Special tax counsel in connection with \$250 million stock sale of regional cable television provider.

## Debt

- Financing. Debtor counsel for over \$2 billion in secured and unsecured credit facilities, mezzanine, and subordinated financing.

## Professional & Community Service

- Former General Counsel, Greater Sacramento
- Sacramento County Bar Association, Business Law & Tax Sections, Former Chair
- State Bar of California, Corporate Tax Committee, Former Chair
- Certified Public Accountant (Inactive)

## Education

- J.D., University of California at Davis School of Law, 1991
- B.S., *summa cum laude*, University of Nevada, Reno, 1985

## Honors & Rankings

- AV Preeminent<sup>®</sup> Rating by Martindale-Hubbell<sup>®</sup>
- Best Lawyers in America<sup>®</sup>, *Tax Law, Corporate Law, 2014-2020*
- *Sacramento Business Journal*, Best of the Bar, 2013-2019
- *Sacramento Magazine*, Top Lawyer, Banking & Financial Services, Business/Corporate, Mergers & Acquisitions, Securities & Corporate Finance, Tax Law, 2015-2019

## Speaking Engagements / Events

- *Anatomy of a Merger: Mergers, Acquisitions and Buyouts*, July 18, 2014