



## Daniel L. Schiau II

### Counsel

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*Dan Schiau is a true deal lawyer.*

With significant experience in M&A, finance, and real estate, Dan routinely wears multiple hats in his transactions, allowing him to effectively position and advocate in favor of client objectives. His undergraduate studies in economics play a role in Dan's deal philosophy that the most effective negotiation strategy is the one with a true practical implication behind it. This foundation allows Dan to analyze each issue from the client's viewpoint – including in the financial and accounting areas, where many other lawyers may feel uneasy.

Dan counsels a variety of private equity firms, family offices, and business owners in their most crucial transactions and throughout their businesses' lifecycles. His experience includes cross-border and domestic transactions, equity raises, debt financing, formation and structuring, leveraged buy-outs, carve-outs, founder transactions, and all manner of related issues. Dan has also developed a niche in adversarial shareholder disputes in the context of family and other closely held businesses. He recognizes that while these situations are never pleasant, having a knowledgeable strategic advisor on the corporate side can result in great outcomes for those living through such a circumstance.

In addition to corporate purchase and sale transactions, Dan routinely counsels clients in a variety of secured financing transactions, including representing both lenders and borrowers in project-based financings, as well as real property acquisition, development, and sale transactions involving one or more parcels of land. The diversity in Dan's practice makes him a critical resource in any transaction involving financing or real estate aspects as it allows him to efficiently bridge the information gap between each side of the transaction to meet the client's needs.

Dan also spends a portion of his time working in the financial institutions and employee ownership spaces, having represented both community banks and worker ownership funds at various stages in their growth cycle.

A Cleveland native, Dan enjoys spending his free time with his wife and daughters on Lake Erie. During football season, Dan can be found cheering on the Clemson Tigers.

## Education

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- Case Western Reserve University School of Law (J.D., summa cum laude, 2018); Case Western Reserve Law Review; Corporate Finance Law Alliance; Jack Cronquist Award for Outstanding Performance and Commitment to Clients, Milton A. Kramer Law Clinic
- Clemson University (B.S. in Economics, 2014); ILEAD! Program Graduate; Chi Psi Fraternity (President, 2012-2013)

## State Admissions

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- Ohio, 2018

## Certifications

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- Private Equity Certificate Program, the Wharton School of the University of Pennsylvania in collaboration with Wall Street Prep (2024)

## Service Areas

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- Financial Services
- Securities & Capital Markets
- Real Estate Finance
- Opportunity Zones
- Mergers & Acquisitions
- Corporate Law
- Middle Market
- ESOP
- Commercial Contracts
- Venture Capital
- Private Equity

## Experience

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### Mergers & Acquisitions; Investments

- Advised Kid Works Creative Learning Centers in the sale of the business to a large national operator of childcare centers, including the sale of four associated real-estate properties to a different third-party buyer, boosting transaction value for our client
- Represented a 50% shareholder group in exiting their family-owned business in the waterworks and municipal products spaces via (i) a carve-out sale of certain business lines to a specialized distributor of water, drainage, and fire protection products, and (ii) the subsequent sale of their equity in the remaining business lines to their other shareholders
- Represented a private equity sponsor and its co-investors in their divestiture of a platform company specializing in environmental consulting services to an ESOP-owned national independent vegetation management consulting firm
- Represented a foreign-owned design builder contractor in its acquisition of a U.S.-based architecture firm focused on serving the automotive market
- Represented the shareholders of a national distributor and fabricator of windows and other home improvement products in their sale of the business to large, privately held conglomerate; the combination resulted in the creation of the largest privately-held home improvement contractor in the U.S. as of the time of closing
- Represented a privately held U.S. transportation and logistics company in the divestiture of its container yard business to a national integrated intermodal services provider
- Represented a leading air purification consumer product manufacturer and distributor in the sale of its business to a leading home environment products company
- Represented a privately held U.S. transportation and logistics company in its acquisition of substantially all of the assets of a family-owned intermodal specialist with operations based primarily in the southeastern region of the United States
- Represented the management group shareholder of a large, privately held family business specializing in manufacturing solutions in the company's buy-out of a minority shareholder
- Represented a 50% owner of a national energy brokerage in his purchase of a majority stake in the company from his partner
- Represented a leading distributor of tooling and industrial products in the sale of the business to a Fortune 50 company
- Represented Pete & Pete Container Service, Inc., a provider of waste management containers for commercial and residential use, in its acquisition of all of the assets of Boyas Excavating, Inc., an aggregate mining company and landfill operator
- Represented Luminance Holdco, Inc., a designer and distributor of lighting products and a portfolio company of Resilience Capital Partners, in its acquisition of the Emerson Air Comfort Products ceiling fan business of Emerson Electric Co.
- Represented LKD Aerospace, LLC, a global distributor, manufacturer, and MRO of aerospace components and a portfolio company of Resilience Capital Partners, in its \$25.8 million sale of

Systron Donner Inertial, Inc., a world-leading manufacturer of quartz MEMS navigation products, to EMCORE Corporation, a leading provider of advanced Mixed-Signal Optics products that provide the foundation for today's leading-edge defense systems

- Represented a regional provider of emergency response, remediation, and environmental services in its sale to a national provider of environmental and emergency response services, wholly owned by a San Francisco-based private equity firm
- Represented the owners of a designer and manufacturer of engineered fall protection systems in the sale of a majority of their equity to a Chicago-based private equity group
- Represented a large non-profit organization in the divestiture of its childcare facilities

### **Financial Services**

- Acted as placement agent counsel in multiple offerings of "Tier 2" subordinated debt
- Represented a national bank as purchaser of two bank branches, related loans, and additional loans and participations
- Represented a national bank and its holding company in the acquisition of another national bank and its holding company through a merger using a combination of cash and publicly registered stock
- Assisted in the sale of a national bank to a state-chartered bank

### **ESOPs/Employee-Ownership**

- Represented an institutional ESOP trustee in its sale of a majority of its interests in a national distributor of material handling and system solutions for a broad range of industries, including manufacturing, distribution, construction, food, electronics, and automobiles, to a Manhattan-based private equity firm
- Represented a newly formed worker-cooperative in its acquisition of a Cleveland-based coffee business and the cooperative's affiliate employee ownership fund in its financing of the acquisition, which involved both senior and junior debt as well as the cooperative's issuance of preferred shares
- Represented an existing worker cooperative in its acquisition of a local foam insulation business and the cooperative's affiliate employee ownership fund in its financing of the acquisition, which involved both senior debt as well as the cooperative's issuance of preferred shares
- Represented a special committee of the board of directors of a newly formed cooperative in the negotiation of various lending, subscription, and organizational documents related to the organization of the cooperative and the financing of the cooperative's acquisition of a local provider of insulation and weatherization services
- Represented an institutional ESOP trustee in the ESOP Trust's acquisition of 30% of the equity interests of a Cincinnati-based IT support and cybersecurity provider
- Represented an institutional ESOP trustee in the ESOP Trust's acquisition of 100% of the equity interests of a national provider of enterprise data management solutions
- Represented an individual ESOP trustee in the ESOP Trust's acquisition of 100% of the equity

interests of a Midwestern provider of architectural planning, design, and engineering services

#### **Real Estate Finance**

- Represented Flagstar Bank as the sole lender on multiple credit facilities for a national developer and operator of self-storage facilities, both with and without construction components
- Represented TriState Capital Bank as the sole lender on a \$10.25 million credit facility for the refinancing of the Tyler Village complex in Cleveland, Ohio
- Advised KeyBank Real Estate Capital on the documentation and closing of a \$95 million senior mortgage-secured revolving credit facility, initially secured by five office properties located in Texas and including an accordion feature permitting expansion of the facility up to \$150 million

#### **Publications & Events**

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##### **SPEAKING ENGAGEMENTS**

- “Powers and Pitfalls: Governance Structure and Disputes Involving Alternative Entities,” Case Western Reserve University School of Law, Cleveland, Ohio (February 2025)
- “Financial Institutions Transactions: Because That’s Where the Money Is” and “Changes at the Chancery: A 2022 Delaware Case Law Update,” 2023 Business Law Institute on Corporate Law and M&A, Tucker Ellis LLP (January 2023)
- [“Current Issues in LLCs, with Emphasis on the New Ohio Act,”](#) Case Western Reserve University School of Law Webinar (February 2022)
- “Addressing Corporate Governance Reforms,” Lorman Webinar (September 2019)

##### **PUBLICATIONS**

- [“INSIGHT: Tesla’s Woes Increase as Stockholder Requests Records After Musk Tweets,”](#) *Bloomberg Law* (May 2019)
- [“Record Keeping and Forum Selection Can Limit ESI Requests,”](#) *Law360* (March 2019)

#### **Honors**

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- 2024 Northeast Ohio Smart Business Dealmakers Rising Stars
- Best Lawyers: Ones to Watch® in America (2025)
- Ohio Super Lawyers Rising Stars® (2022–2025)