



## Tod Northman

### Partner

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Tod Northman has 30 years of broad business and corporate law experience in commercial law, business transactions, artificial intelligence technology, contract negotiation and dispute resolution, mergers and acquisitions, and real estate.

With a skillful combination of negotiations and corporate counseling, Tod helps guide clients through difficult situations with pragmatic advice and a can-do attitude. Tod represents publicly traded and privately held companies in diverse industries across the country and has particular expertise in the aviation and autonomous vehicles industries.

In his aviation practice, Tod represents cargo conversion companies, maintenance and repair organizations, financial institutions, high-net worth individuals, and middle-market corporations in connection with the acquisition and disposition of corporate and commercial aircraft portfolios and the related financing and/or leasing thereof. He also advises clients on conversion contracts, maintenance, service and supply contracts, leases, and FAA and DOT regulatory matters.

In his autonomous vehicles practice, Tod focuses on advising businesses on acquisitions, contract negotiation, corporate structure, artificial intelligence technology, and regulatory compliance.

### Education

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- Case Western Reserve University School of Law (J.D., cum laude, 1994); CWRU Law Review, Articles Editor; Dean Dunmore Moot Court Champion, first place for oral advocacy (1994)
- New York University (M.A., 1991); Committee on Theory and Culture, Coordinator
- Portland State University (B.A., 1988); Presidential Merit Scholarship (1984-88); Student Body President (1987-88); Portland State Vanguard, Editor (1986-87), Sports Editor (1984-86)

### **State Admissions**

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- Ohio, 2011
- Oregon, 1994
- Washington, 1995

### **Federal Admissions**

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- United States Tax Court

### **Service Areas**

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- Artificial Intelligence & Autonomous Vehicles
- Middle Market
- Real Estate
- Financial Services
- Mergers & Acquisitions
- Corporate Governance
- Privacy & Data Security
- Corporate Law
- Commercial Contracts

### **Industries Represented**

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- Real Estate
- Transportation Equipment
- Aerospace Products
- Air & Airports

## Experience

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- Represented a local retail display manufacturer in the reorganization of its corporate structure, including the acquisition of its Chinese subsidiary
- Represented a regional trucking business in the acquisition of a regional trucking company
- Represented a publicly traded company in the acquisition of a Dassault Falcon and the divestiture of two business jets
- Represented a national trucking and logistics business in the divestiture of container yards
- Represented a shareholder in the contentious divestiture of 50% ownership interest in a holding company
- Represented a lender in financing the acquisition of a thriving regional business's acquisition of its first business jet
- Represented a publicly traded company in the acquisition of a global specialty manufacturing business
- Represented a national trucking and logistics business in the sale of regional rail depots
- Represented a multi-modal transportation business in the acquisition of a regional trucking company
- Represented a regional logistics business in the acquisition of a regional logistics company
- Represented an international shipping and logistics conglomerate in the sale of shipping operations
- Represented a high-net-worth individual in the acquisition of a partial ownership stake in a growing regional aircraft business (Part 135 and Part 145 operations)
- Represented a family-owned business in the sale of its oil refinery business and real property in Southern California
- Represented an aircraft conversion company in negotiating an agreement for a mainland China-based aircraft maintenance organization to provide touch labor to convert aircraft from passenger to freighter configuration
- Represented an aircraft conversion company in negotiations with prospective customers from China, Brussels, England, Brazil, and the United States to convert aircraft from passenger to freighter configuration
- Represented an international frozen food distributor on distributorship relationships
- Represented an aircraft museum on the real-property acquisition and construction of a new museum facility and the acquisition of vintage aircraft
- Represented aircraft owners in myriad transactions to purchase, sell, lease, maintain and charter aircraft of various sizes and ages
- Advised a privately held middle-market company on structure for aircraft ownership and tax matters
- Represented aircraft conversion companies in negotiating master and one-off vendor agreements with engineering services and parts providers
- Represented a seller in the reorganization and \$28-million stock sale of a company holding three destination resorts in Oregon
- Represented a national HVAC distributor on distributorship reorganization
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Represented an engineering company in joint venture agreement negotiations to engineer and obtain regulatory certification to convert Boeing 757 aircraft from passenger to freighter configuration

- Represented an aircraft conversion company in negotiations with the Boeing Company to obtain license rights to use Boeing proprietary materials

## Publications & Events

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### SPEAKING ENGAGEMENTS

- “Piercing the LLC Veil: Avoiding Member Liability for Business Debts,” Strafford Webinar (September 2024)
- “Understanding Series LLC: Legal Formation and Tax Strategies,” myLawCLE (July 2024)
- “The Problem With a Good Idea: The Use and Misuse of Reverse Veil Piercing With LLCs,” LawPracticeCLE.com (June 2024)
- “What’s Market?,” Tucker Ellis Business Law Institute (March 2024)
- “Reverse Veil Piercing: Evaluating When an LLC’s Assets Are Subject to Claims Against a Member (2024 Edition),” myLawCLE (February 2024)
- “Cracking the CFIUS Code: What Happens to Our Deal?” Tucker Ellis In-House Counsel Summit (October 2023)
- “Reverse Veil Piercing: Evaluating When an LLC’s Assets Are Subject to Claims Against a Member,” myLawCLE (February 2023)
- “Cracking the CFIUS Code: Does Our Deal Need to Be Reported?” and “Litigation Pitfalls: Things to Consider for Every Corporate/Business Transaction,” 2023 Business Law Institute on Corporate Law and M&A, Tucker Ellis LLP (January 2023)
- “Reverse Veil Piercing: Protecting an LLC’s Assets From Claims Against a Member,” Association of Corporate Counsel (January 2023)
- “Piercing the Corporate Veil & Alter Ego Liability,” Rossdale CLE (August 2022)
- “LLC Collection: Piercing the Veil,” Lorman Webinar (March 2022)
- “Piercing the Corporate Veil: Avoiding Mistakes & Exposure,” Lorman Webinar (December 2021)
- “The Future of Artificial Intelligence and What It Means for the Legal Industry,” Ignite: Legal Tech Innovation 2021, Case Western Reserve University School of Law (July 2021)
- “Piercing the LLC Veil,” Lorman Webinar (February 2020)
- “The Halachic Implications of Driverless Car Adoption,” Cleveland State University, Cleveland, Ohio (December 2019)
- “From Shareholders to Stakeholders: Expanding the Purpose of a Corporation,” 2019 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (November 2019)
- “Addressing Corporate Governance Reforms,” Lorman Webinar (September 2019)
- “Piercing the Corporate Veil Checklist: Avoid Mistakes and Exposure,” Lorman Webinar (March 2019)
- “Piercing the LLC Veil: Avoiding Member Liability for Business Debts,” Strafford Webinar (February 2019)
- “When Your Car Is Smarter Than You,” 2018 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2018)
- “Legal and Insurance Issues Related to the Development of Automated, Autonomous, and Connected Cars,” Ohio State Bar Association, Columbus, Ohio (October 2018)
- “Legal Issues Related to the Development of Automated, Autonomous, and Connected Cars,”

Ohio State Bar Association WebCast (June 2018)

- “The Halachic Origins of Economics Damages Litigation,” Cleveland State University, Cleveland, Ohio (March 2018)
- “Third Wave of Legal AI,” 2017 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2017)
- “Do’s and Don’ts of Drones,” 2016 In-House Counsel Summit, Tucker Ellis LLP, Cleveland, Ohio (October 2016)
- “I Thought I Hired You!! Conflicts of Interest Issues for Transactional Lawyers,” Moderator, ICSC Ohio, Kentucky, Indiana, Michigan & Pennsylvania Retail Development & Law Symposium for Lawyers and Real Estate Professionals, Columbus, Ohio (March 2016)
- “Does Conscious Capitalism Need Conscious Lawyers? Advising Aspiring Benefit Corporations,” Tucker Ellis Ohio Professional Conduct Program, Cleveland, Ohio (December 2015)
- “Exit Strategies, Strategies and Drafting Tips,” Lorman Education, Portland Education (December 2007)

## PUBLICATIONS

- [Lingua Negoti Blog Posts](#)
- “FTC Revamps Antitrust Clearance Process to Address Evolved Deal Practice,” [Reuters Legal News](#) and [Westlaw Today](#) (November 2024)
- “[Hart-Scott-Rodino Filing Thresholds Jump Significantly in 2024](#),” Tucker Ellis Client Alert (March 2024)
- “‘Fiduciary Tailoring’ of the Duty of Loyalty to a Delaware Corporation Is Blessed by Court of Chancery,” [Westlaw Today](#), [Reuters Legal News](#) (May 2023)
- “[Biden Administration Seeks ‘Robust Consideration of Evolving National Security Risks](#),” [Westlaw Today](#) (October 2022)
- “[CFIUS Report Offers Valuable Lessons for Foreign Investors](#),” [Bloomberg Law](#) (September 2022)
- “[Your AI Is Scary: Explainability and Interpretability in Artificial Intelligence](#),” [The Legal Intelligencer](#) (February 2022)
- “[Experimenting Thoughtfully with Artificial Intelligence](#),” [Westlaw Expert Analysis](#) (June 2021)
- “[What to Know Before Selling Your Business to a SPAC](#),” [Bloomberg Law](#) (April 2021)
- “[‘Your AI Is Racist.’ An Accusation That Is Probably More Accurate Than You Think](#),” [Westlaw Today](#) (March 2021)
- “[The Underappreciated Advantage of Attracting Long-term, Loyal Shareholders](#),” [Westlaw Today](#) (December 2020)
- “Chapter 4: Government Regulation of the Transition to Driverless/Autonomous Cars” and “Chapter 5: Ethical Issues from the Transition to Driverless/Automated Cars,” [Driverless Cars, Urban Parking and Land Use](#), 1st Edition (2020)
- “[The Boundary of ‘Proper Purpose’ for Corporate Books and Records Review in Delaware](#),” [Business Law Today](#) (February 2020)
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- “INSIGHT: Shareholder’s Intention to Start Proxy Fight Not Enough to Inspect Corporate Books ,” *Bloomberg Law* (January 2020)
- “DOT Grants Back Development of Autonomous-Vehicle Industry,” *WardsAuto* (January 2020)
  - “INSIGHT: FTC Proposes Expanding Antitrust Reporting Requirements for Foreign Parties,” *Bloomberg Law* (January 2020)
  - “The Role of Corporate Counsel Under the Business Roundtable’s New Purpose,” *Law.com* (October 2019)
  - “INSIGHT: Shareholders to Stakeholders – The Business Roundtable Wants to Expand a Corporation’s Purpose,” *Bloomberg Law* (October 2019)
  - “Considering Environmental, Social and Governance Factors in Business and Investing Analysis: How ESG Initiatives Can Create Long-Term Value and Generate Returns,” *Corporate Compliance Insights* (July 2019)
  - “Proposed FAA Rules Would Facilitate Drone Use to Save Lives and Make Money,” *Westlaw Journal Aviation* (May 2019)
  - “Just the Facts: AV Legislation Is Necessary, but It Can’t Happen Without Research,” *Inter Alia*, Federal Bar Association Northern District of Ohio Chapter (Winter 2019)
  - “INSIGHT: Tesla’s Woes Increase as Stockholder Requests Records After Musk Tweets,” *Bloomberg Law* (May 2019)
  - “How Successful AV Development Might Play Out,” *Automotive News* (April 2019)
  - “Insight: Billions in Termination Fees at Play Over Failed Mergers,” *Bloomberg Law* (April 2019)
  - “Off We Go Into the Wild Intergalactic Yonder – Defense Department Submits Proposal for ‘Space Force’,” *Westlaw Journal – Government Contract* (April 2019)
  - “Record Keeping and Forum Selection Can Limit ESI Requests,” *Law360* (March 2019)
  - “Stop, Drop, and Think: A Futurist’s Plea for Caution in the Age of AI,” *LegalTech News*, *New York Law Journal* (March 2019)
  - “DOJ Antitrust Review Changes Unlikely to Make a Difference,” *Law360* (December 2018)
  - “Maturing Industry Landscape Reshapes Autonomous Vehicle Transactions,” *Helpful Mechanic* (November 2018)
  - “National Security Concerns Can Block or Unwind Your Real Estate Deal,” *RE Journals* (October 2018)
  - “DOT Releases Updated Guidance on Future Regulation of Autonomous Vehicles,” *Tucker Ellis Client Alert* (October 2018)
  - “Time to Jump-Start Stalled Autonomous Vehicle Regulation,” *Law360* (October 2018)
  - “Emerging Contractual Issues with Modern Chinese Manufacturing,” *Manufacturing.net* (August 2018)
  - “What to Expect When You Are Expecting (to File under HSR),” *Corporate Compliance Insights* (July 2018)
  - “New Era of Falling Space Debris, Old Treaties on Liability,” *Law360* (May 2018)
  - “The SEC’s Latest on Disclosures: New Guidance Mandates Greater Attention to Cybersecurity Planning,” *Corporate Compliance Insights* (April 2018)
  - “Changing Chinese Manufacturing Tactics Raise Contractual Concerns with Foreign Buyers,”



Tucker Ellis Client Alert (April 2018)

- [“Risk Management in the Air: What You Need to Know About Insuring Your Drone,”](#) *Westlaw Journal Insurance Coverage* (March 2018)
- [“Chapter 6. Tenancy in Common – An Alternative to Partnerships or LLCs,”](#) *Advising Oregon Businesses*, Oregon State Bar Association (2017)
- [“FAA Regs Still Apply to ‘Commercial’ Drone Use,”](#) *Law360* (August 2017)
- [“Don’t Let a Data Breach Derail the Deal,”](#) *Crain’s Cleveland Business* (January 2017)
- [“Tucker Ellis, A Conscious Law Firm,”](#) *Lawyers as Changemakers: The Global Integrative Law Movement*, American Bar Association (2016)
- [“Enhancing Board Oversight of Cyber Risk – The Board’s Increasingly Important Role,”](#) *Corporate Compliance Insights* (December 2016)
- [“FAA Approves Expanded Commercial Operations for Drones; Senate Version of 2016 FAA Reauthorization Makes It Out of Committee,”](#) Tucker Ellis Client Alert (April 2016)
- [“FAA Reauthorization Bill Seeks Comprehensive Modernization of U.S. Aviation,”](#) Tucker Ellis Client Alert (February 2016)
- [“Aligning Incentives and Overcoming Short-termism: Profits with Benefits,”](#) *InsideCounsel* (January 2016)
- [“Personal View: B Corp Allows Profits with Benefits,”](#) *Crain’s Cleveland Business* (January 2016)
- [“Hobbyists Required to Register Drones,”](#) Tucker Ellis Client Alert (December 2015)
- [“Federal Task Force Recommends Drone Registration,”](#) Tucker Ellis Client Alert (December 2015)
- [“Legal Update on Drones: FAA Provides Needed Guidance to Model Airplane Hobbyists,”](#) Tucker Ellis Client Alert (September 2015)
- *Oregon State Bar Section of Real Estate and Land Use Newsletter*, Contributing Editor (1996-present)

## **MEDIA QUOTES**

- [“Calif. Trucking Bill Has Autonomous Vehicle Industry on Edge,”](#) *Law360* (May 2023)
- [“DOT’s Autonomous Vehicle Crash Stats Leave Questions,”](#) *Law360* (June 2022)
- [“Who’s Liable When Self-Driving Cars Crash?“,](#) *Law360* (April 2021)
- [“NHTSA Eyes New Self-Driving Car Regulatory Framework,”](#) *Law360* (November 2020)
- [“America’s CEOs Stated A New Goal. Now Law Firms See Opportunities in Getting Them There ,”](#) *The American Lawyer* (August 2020)
- [“Straight from the Experts: How Will AI Fit into Health and Safety in the Workplace?“,](#) *Safeopedia* (June 2019)
- [“Monthly Deep Focus: What Impact Will Artificial Intelligence \(AI\) Have on Clinical Trials?“,](#) *Rx Data News* (June 2019)
- [“AI Bias: 9 Questions Leaders Should Ask,”](#) *The Enterprisers Project* (January 2019)
- [“What Can We Learn from Australia’s Tech-Based Human Rights Challenges?“,](#) *IDG Connect* (January 2019)
- [“7 Things to Know About AI in the Data Center,”](#) *CIO* (December 2018)
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“Artificial Intelligence and the Coming of the Self-Designing Machine,” *Ars Technica* (December 2018)

- “Send in the Drones: How UAVs Are Becoming Important Tools,” *Electrical Contractor Magazine* (October 2018)
- “The Drones Are Coming,” *MarineLink* (October 2018)
- “Testing of Autonomous Vehicles Coming Soon on Ohio Roads,” *Tribune Chronicle* (June 2018)
- “Drone Test Sites Give States Expanded Regulatory Role,” *Law360* (May 2018)
- “Provisions to Watch in the House’s FAA Reauthorization,” *Law360* (April 2018)
- “4 Things to Watch in FAA Reauthorization Talks,” *Law360* (March 2018)
- “Autonomous Future Could Question Legal Ethics,” *Cleveland Jewish News* (November 2017)
- “Shrinking Airline Seat Size Tests FAA’s Regulatory Limits,” *Law360* (August 2017)
- “In-Flight E-Cigs Ruling Firms Up DOT Rulemaking Power,” *Law360* (July 2017)
- “3 Provisions to Watch in the FAA Reauthorization Bills,” *Law360* (June 2017)
- “3 Things to Watch in the Next FAA Reauthorization Bill,” *Law360* (May 2017)
- “Airline PR Woes Spotlight Air Traffic Control Reform Fight,” *Law360* (May 2017)
- “Virgin America’s Stock Price Falter as Merger with Alaska Hits Rough Patch,” *The Street* (October 2016)
- “Senate’s Vanilla FAA Funding Fix Skirts Tough Issues,” *Law360* (March 2016)
- “5 Things to Know About the FAA Reauthorization Bill,” *Law360* (February 2016)

### **In the Community**

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- Cleveland Metropolitan Bar Association
  - » Green Initiative Committee, Vice Chair
- American Bar Association, Air and Space Forum (2004–present)
- Legal Aid Society of Cleveland, Time Well Spent Honor Society
- Green Road Synagogue
  - » First Vice President (2022–present)
  - » Board of Trustees (2019–present)
- Maimonides Jewish Day School, Portland
  - » Director (2008–2011)
  - » President (2010–2011)
- Village Court Homeowners Association, Portland
  - » Director (2007–2016)
  - » Treasurer (2008–2016)