FLASTER GREENBERG
Attorneys at Law | A Professional Corporation

Mariel J. Giletto

Shareholder

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Mariel J. Giletto is a shareholder in Flaster Greenberg's Business & Corporate Department and chair of its Diversity, Equity and Inclusion Committee. Acting as outside counsel and trusted advisor for her clients for more than 15 years, Ms. Giletto works alongside business owners and their C-level managers to develop efficient processes to protect, prevent, and solve the challenges many businesses encounter. Mariel has counseled a range of businesses from small, local businesses and start-ups to large, publicly traded companies.

Mariel represents and advises companies through all aspects of the business life cycle, beginning with business formation, growth and investment strategy including financing and real estate transactions, corporate governance and compliance, to the wind-down and dissolution processes. She has a track record of successful outcomes for her business clients who operate in an array of industries from manufacturing, life sciences and banking to academia and gaming.

Mariel's innate understanding of the day-to-day realities and pressures her business clients face stems from her upbringing in a multi-generational family of entrepreneurs. As a result, she understands that the success of an organization depends on its ability to plan for the future. She combines this life experience with her legal skillset to creatively construct practical solutions to complex legal challenges tailored to suit the client's goals. She offers insights into transactions, develops effective approaches to negotiations, formulates the most productive strategies and uses all resources at her disposal to protect and defend the interests of her clients. Mariel consults with clients to plan ahead of potential problems to avoid the hassle of "cleaning up" after it is too late. Additionally, Mariel is counsel to a growing number of women-owned businesses, and is increasingly representing female business owners taking control of the family business after a traditional patriarchal ownership transitions to the younger generation.

Mariel has received her certification through the Blockchain Council as a Certified Blockchain and Law Professional.

Practice Areas

Business and Corporate Law

Real Estate and Land Use Law

Transportation Law

Cybersecurity & Data Privacy Law

Industry Groups

Sports Law

Women's Advisory Group

Admissions

New Jersey

Pennsylvania

Education

- Villanova University School of Law, J.D., 2005
  - Federal Tax Clinic
  - *Environmental Law Journal*, Member
- Rutgers University, New Brunswick, B.S., Finance, 2002

Clerkships

The Honorable Steven P. Perskie, Superior Court of New Jersey, Atlantic County, Civil Division, and Cape May County, Chancery Division

Certain notable client matters and transactions are summarized below.

Outside Corporate Counsel

- Advise companies across various industries, including global logistics, supply chain solutions, fleet management, risk management, insurance, financial and banking, real estate development, real estate brokerage, technology, life sciences, healthcare companies, general contractors, private equity, academic health systems, marketing design industry, special interest and lobbying, and gaming, on all business related and legal issues.
- Advised clients on various aspects of CARES Act, including Paycheck Protection Program and state and federal employee leave requirements.
- General Counsel to a solo entrepreneur in the medical and biotechnology industries in Southern New Jersey.
- General Counsel and advisor to supply chain logistics management companies in Southern New Jersey.
- Advisor to nationally-recognized residential real estate affordable, mixed-use, military and student housing developer.
- General Counsel to real estate brokerage company in South Jersey.
- General Counsel to various private, family-owned equity investment companies, including advice related to family trusts.

Business Transactions

- Routinely counsel various sized companies through various mergers and acquisitions, including asset and equity interest purchase agreements and advice related to structure, diligence, risk, liabilities, obligations, and financing.
- Acted as general counsel for company in connection with $400 million private equity investment.
- Represented company in connection with $90 million equity redemption from private equity owner, including refinancing of existing debt facility and creation of preferred equity interest in company.
- Negotiated and drafted equity investment and acquisition of New Jersey casinos.
- Advise family-owned, leading general contractor business in South Jersey in various private investments in diverse industries.
- Conducted full diligence review for leading academic health system in connection with a potential acquisition.
- Counseled owners of dialysis facilities in drafting and negotiations of documents related to joint ventures.
- Represent companies through issuance of various equity raises, including drafting and negotiating stock purchase agreements and revisions to corporate charters.

Gaming

- Negotiated and drafted equity investment and acquisition of New Jersey casinos.
- Represented Atlantic City property owner in successful application to New Jersey Casino Control Commission for statement of compliance.
- Represent owners of sports wagering facility in connection with New Jersey regulatory approvals and negotiation of online sports betting license agreement.

Commercial Real Estate

- Routinely represent businesses in connection with acquisition, financing, and sale of commercial real estate.

- Represented the owner of a real estate limited partnership in a springing sale of a 50% interest in a limited partnership (including the general partnership interest), in exchange for a development agreement and development plans for the associated commercial building.
- Represented owner of self-storage facilities, including creation of corporate structure and advice related to Reg. D filings.
- Represented the Seller in a $20 million asset sale of two dialysis facilities to nationally recognized dialysis provider.
- Represented the Seller in the $20 million asset sale of a nursing facility in Cherry Hill, New Jersey.
- Negotiated and drafted various purchase agreements for land condominium acquisitions in Camden, New Jersey.
- Advised clients through Garden State Growth Zone (GSGZ) & Urban Renewal PILOT agreement processes.
- Negotiated and drafted Grow NJ tax credit purchase agreements.
- Represented equity investor in entity acquisition of a $65 million student housing development in Boston, Massachusetts, including purchase, refinancing, and corporate reorganization.
- Represented seller of $90 million student housing development in Boston, Massachusetts.
- Represented equity investor in acquisition of general partner interest, including full diligence review of various complex real estate investment structures and equity interest documents.

Finance

- Represented the borrower and landlord in the refinancing of a commercial loan issued to finance office buildings leased to a Community College. The refinancing involved extensive negotiations with the tenant and the lender.
- Represented joint venture borrower in connection with $155 million syndicate financing for the construction and operation of office tower commercial space in Camden, New Jersey.
- Represented client in a joint venture of major travel wholesalers from outside the US, each with a distinct US-based market and client base.
- Represented affordable housing borrower in $37 million construction financing for mixed-use residential apartment complex in Camden, NJ.
- Counseled client and negotiated $10 million liquidity support facility in connection with guarantee obligation.
- Represented Borrower/Purchaser in acquisition and financing of $17 million multi-tenant office building in Camden, NJ.
- Represented Borrower in refinance of existing credit facility $27 million credit facility and $8.4 million construction loan amendment.
- Represented company in connection with $32 million debt refinancing and corporate restructure.

Mergers & Acquisitions

- Represented the purchaser of all the assets of a Division of a multi-national company in the stamp and stamp component industry. The purchaser was the US affiliate of an international organization and the purchase included assets in the United States and Canada. The transaction was the culmination of a multi-year negotiation and due diligence process, including extensive negotiations and complex due diligence review.

- Represented a newly formed company in the purchase of the assets of an operating sandwich meat processing and distribution business. The representation spanned multiple years, including extensive negotiations of the purchase agreement, as well as investor agreements, employment agreements with key employees, rollover equity for the seller and multiple escrows.
- Represented a newly formed private equity company in the purchase of a 92.5% interest in GS Pacific ER LLC, the owner of a shopping center in San Jose, California. The transaction included complex negotiations of the purchase agreement, operating agreement, and loan documents. Sophisticated tax analysis was involved regarding various transfer tax obligations
- Represented the purchase of an accounting practice. The transaction involved complicated issues related to professional accounting standards.
- Represented a veterinary practice in an asset sale to a private equity-backed, large veterinary rollup practice company, which also included lease and employment agreement aspects.

Corporate Governance and Compliance

- Draft formation documents, operating agreements, by-laws, partnership agreements, stock restrictions agreements, buy-sell agreements, and other governance documents.
- Draft and negotiate restrictive covenants, including non-compete and non-solicitation agreements, for C-level employees and owners.
- Draft and advise clients on privacy policies and other various compliance policies.
- Routinely advise boards of directors, board committees, individual directors, stockholders, and members on fiduciary duties, obligations and liabilities, corporate governance and compliance programs, conflict of interest issues, and obligations relating to specific transactions.

Corporate Leasing

- Routinely represent landlords and tenants in the negotiation and drafting of commercial leases, including commercial office space, retail space, and building and rooftop structures, including billboard and rooftop structure leases and all of the commercial retail leases for one of the world's most recognized casino brands.

HONORS & AWARDS

- Certified Blockchain and Law Professional, Certification through Examination & Training administered by Blockchain Council, 2022
- Leaders in Law, *NJBiz*, 2023
- Law Influencer, *ROI-NJ*, 2022
- Top Attorney List - Mergers & Acquisitions, *SJ Magazine*, 2022, 2023
- Leading Business Attorney - *South Jersey Biz*, 2022
- Voice of Business Award Recipient, Burlington County Regional Chamber of Commerce, 2020
- Best 50 Women in Business Award Recipient, *NJBiz*, 2019
- "20 Under 40" Award Recipient, *SJBiz, 2019*

- Burlington County Regional Chamber of Commerce and *Burlington County Times*, Class of 2017 Emerging Leaders

A description of the standard or methodology on which the accolades are based can be found here. No aspect of this advertisement has been approved by the Supreme Court of New Jersey.

PROFESSIONAL AFFILIATIONS

- New Jersey State Bar Association
  - Chair, Casino Law (May 2012 – May 2013)
  - Officer (May 2010 – May 2013)
- Pennsylvania Bar Association
- Atlantic County Bar Association
- Forum of Executive Women
- National Association of Women Business Owners, South Jersey Chapter (NAWBO-SJ)
  - Former Public Policy Director
- Burlington County Regional Chamber of Commerce
  - Member, Board of Directors (2024 - 2026)
  - Women's Business Network

COMMUNITY ACTIVITIES

- Burlington County Women's Advisory Council
- Rancocas Woods Business Association
  - Chair
- American Red Cross, South Jersey Chapter
  - Former Member, Board of Directors
- Alice Paul Institute
  - Fundraising Planning Committee

ARTICLES & ALERTS

Constitutional Challenges to the Corporate Transparency Act
Legal Alert (March 7, 2024)

The Corporate Transparency Act: New Reporting Requirements
LEGAL ALERT (December 4, 2023)

NJEDA Establishes Diversity Finance Advisory Board
Legal Alert (September 28, 2023)

Important Changes to Corporate Officers' Fiduciary Duties in Delaware
Legal Alert (April 25, 2023)

Authenticity Drives Profit: Supporting Diversity in Law Firms
The Legal Intelligencer (April 17, 2023)

FTC Noncompete Ban Could Harm Buyers And Sellers In M&A
Law360 (February 10, 2023)

How to Prepare Your Business for Privacy Laws Taking Effect in 2023
Legal Alert (November 29, 2022)

Benefits of Hiring Outside General Counsel: Part 1 - Efficiencies
FG Law Blog (September 26, 2022)

What You Need to Know: Women and Minority-Owned Small Businesses Energy Efficiency Stimulus Program
Legal Alert (August 1, 2022)

Flaster Greenberg Forms Women's Advisory Group
Law360 Pulse (July 19, 2022)

To Hire or Not to Hire: A Difficult Question Made Easier to Answer Courtesy of the Eighth Circuit's Ruling in CRST v. Swift
The Transportation Lawyer (February 2022)

What Businesses Need to Know about Piercing the Veil
(February 8, 2022)