



## → Amy L. Tranckino

### Partner

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Amy Tranckino is a partner in the firm's San Diego (Del Mar) office and Practice Group Leader of the Tax, Employee Benefits and Trusts and Estates Practice Group. As a seasoned deal lawyer, clients appreciate Amy's creative, solutions-oriented approach to complex business matters, including mergers and acquisitions, tax credit financings and partnership ventures.

### Areas of Practice

#### *Business Law & Taxation*

Amy advises clients ranging from family owned businesses to public companies in many diverse industries such as organic food and beverage, healthcare, consumer goods, energy, professional services and real estate.

#### *Qualified Opportunity Funds*

Amy closely follows developments in the opportunity zone space and frequently advises developers, investors and sponsors on structuring opportunity zone transactions. Her experience includes structuring numerous qualified opportunity funds and related investments in qualified opportunity zone businesses throughout the country.

#### *Tax Credit Deals*

Amy advises developers, investors and lenders in connection with affordable housing, historic, energy and new markets tax credit projects (primary responsibility for over \$800 million in tax credit equity financings).

### Deal Experience

- Formation and restructuring of qualified opportunity funds
- Mergers and acquisitions of both private and public companies
- Cross-border transactions
- Distressed company M&A transactions, including in bankruptcies
- Tax credit transactions and structures, including flip transactions, sale-leasebacks, inverted leases and capital leases, among others
- Complex "corporate divorces" through redemptions and dissolutions
- Numerous private placements of equity and debt securities
- Joint venture(s) and strategic alliances

- Negotiation of numerous complex business and financial relationships

## Honors

Top Rated Lawyer in Taxation Law, *American Lawyer Media*

## Experience

### Opportunity Zones

- Represented LLJ Ventures in the formation of a qualified opportunity fund and related investment in a Portland-based qualified opportunity zone business.
- Represented a New York investment firm in the formation of a qualified opportunity fund and related investment in a Baltimore-based opportunity zone business.
- Represented a Chicago-based developer in the formation of a qualified opportunity fund and related investment in a Hollywood-based qualified opportunity zone business.

### Mergers and Acquisitions

- Represented Universal Services of America in its sale of an equity interest to Partners Group.
- Represented Universal Protection Service, LP, in its acquisition of all the stock of Wexler Enterprises, Inc.
- Represented Universal Protection Service, LLC, in its acquisition of assets of Castleguard Security, Inc.
- Represented the owners of The MPB Group, LLC, (the Beryl Companies) in its sale to Stericycle, Inc.
- Represented PRV Aerospace, LLC, in its acquisition of the stock of Astro Spar Inc.
- Represented Modern Healthcare, Inc., and its affiliates in its reorganization and subsequent sale of its specialty pharmacy operations to a subsidiary of Altamont Capital Partners.
- Represented Corva, LLC, and Jerry Simonsen in connection with the acquisition of common and preferred securities of Corva Holdings, LLC.
- Represented Security Forces, LLC, d/b/a Universal Protection Service in its acquisition of the assets of Regent Security Services, Inc.
- Represented Universal Services of America, Inc., in its acquisition of Security Forces, Inc.
- Represented ACT Litigation Services, Inc., in the sale of its assets to an affiliate of The Dolan Company (NYSE: DM).
- Represented Universal Protection Service in the acquisition of Shield Security and Bower Security.
- Represented Applied Computer Solutions in the sale of assets to affiliates of Pivot Acquisition and SCF Growth Equity Ltd.
- Represented Universal Protection Service in the purchase of assets from D.N. Security Services, Inc.
- Represented GHD, Inc., in the acquisitions of CSA Engineering and Arizona Engineering Company and the merger with Stearns & Wheeler, LLC.
- Represented GHD, Inc., in the acquisition of RoseWater Engineering, Inc.

- Represented Automatic Rain Company (dba Horizon) in the sale of its assets to SCP Pool Corp.
- Represented General Tire Company in connection with its acquisition of RPJ Tire Company d/b/a Parnelli Jones, Inc.
- Represented Blind Design, Inc., in connection with its acquisition of window covering business.
- Represented numerous Federal Land Bank Associations, Production Credit Associations and Agricultural Credit Associations in connection with Farm Credit Mergers.

## Financing and Recapitalizations

- Represented Universal Services of America, Inc., in the senior debt refinancing with Comerica Bank and a mezzanine financing with Caltius Partners.
- Represented Universal Services of America, Inc., in a recapitalization with Comerica Bank and Caltius Partners.
- Represented the principal shareholders of Life Generations Healthcare, LLC, in a recapitalization.
- Represented Clark Security Products in connection with a recapitalization and merger (management buyout).

## Tax Credit Matters

- Represented corporate investor in connection of workout of distressed project involving historic tax credits and new markets tax credits.
- Represented Hitzke Development in connection with Hacienda Hills, a 60-unit affordable housing project in Desert Hot Springs, California.
- Represented Hitzke Development in connection with Citronica One, a 56-unit mixed use affordable housing project in Lemon Grove, California.
- Represented Hitzke Development in connection with Citronica Two, an 80-unit senior affordable housing project in Lemon Grove, California.
- Represented Hitzke Development in connection with the redevelopment of American Legion Post 820, a 30-unit bond financed affordable housing project in Imperial Beach, California.
- Represented Hitzke Development in connection with Parkview, an 84-unit mixed use affordable housing project in San Marcos, California.
- Represented Bank of America in connection with direct investment in-low income housing tax credit partnerships.
- Represented a leading provider of commercial real estate financing in connection with direct equity investments in bond financed low-income housing tax credit partnerships.
- Represented Infomart in connection with rehabilitation project of historic property located at U.S. Post Office Terminal Annex in Los Angeles.
- Represented AMB Property Corporation and its affiliates and subsidiaries in connection with a rehabilitation project of historic property located at Pier One in San Francisco.
- Represented Martin Building Company in connection with the rehabilitation of historic property in San Francisco.

- Represented Sempra Energy Financial (formerly Enova Financial, Inc.) in connection with total investments in excess of \$500 million in numerous regional and nationally syndicated tax credit funds such as:
  - Midland Corporate Tax Credit Fund
  - WNC California Institutional Tax Credits, L.P.
  - McDonald Corporate Tax Credit Fund
  - Sterling Corporate Tax Credit Fund
  - Sterling Acquisition, LLC
  - Boston Capital Corporation
  - Boston Financial Corporation
  - Guilford Corporate Tax Credit Fund
  - Sun America
  - NAPICO
  - Columbia Housing Partners
  - Greenwich
  - Summit
  - Key Corporation
  - Related Corporate Partners
  - Related California Corporation
  - USA Institutional Investors
- Represented a developer general partner in connection with the negotiation of a Development and Disposition Agreement with the Redevelopment Agency of the City of San Diego for the development of an affordable housing tax credit project to be located in downtown San Diego.
- Represented Whirlpool Corporation in connection with review and evaluation of three potential tax credit investments (NIPCO, Related and Boston Financial).
- Represented Community Resources and Talent Development, a non-profit developer, in the negotiation of partnership agreements, legal opinions and ancillary documents in connection with two affordable housing projects.
- Represented Imperial Corporation of America in connection with investments in affordable income housing tax credit projects, First Maine Associates and ICA Illinois.
- Represented Encinas Group as developer of affordable housing.
- Represented owner of property in bargain sale to North County Housing, a non-profit affordable housing developer.

## Energy Transactions

- Represented Taylor Made Golf Company in connection with tax credit financed fuel cell lease.
- Represented Sunlight Fund, LLC, in connection with SMUD Grant analysis.
- Represented Enerparc in connection with acquisition of solar project in San Benito, California.

- Represented an energy services provider in connection with negotiation of management service agreement and related documents incidental to potential formation of municipal utility.
- Represented management services provider in connection with billing dispute among management services providers, customers and local host utility.
- Revised energy management services company in connection with strategic alliance with a local municipality in connection with the formation of a municipal utility and acquisition and operation of the electrical distribution system at a former air force base.
- Represented an energy management services company in connection with potential joint ventures and strategic alliances relating to the development of four cogeneration desalination plants in Hawaii and Mexico.

## General Corporate

- Acting as general counsel for numerous middle market companies in various industries.

## Articles

- New Disclosure Requirements Enacted For Publicly Traded Corporations Incorporated or Qualified To Do Business In California  
11.04.2002
- Amy has contributed to numerous publications, including:
  - *Smart Growth in the San Francisco Bay Area: Effective Local Approaches*, a study commissioned by the San Francisco District Council of the Urban Land Institute, May 30, 2003
  - Serving as one of the draftsmen of the Drafting Committee for *The Report on Legal Opinions Concerning California Limited Liability Companies*, February 2000, by the Partnerships and Limited Liability Companies Committee of the Business Law Section of the State Bar of California
  - Editing consultant for CEB publications: *Business Start Up Manual: Selecting and Forming the Appropriate Entity*, Chapters on S Corporations, C Corporations and Professional Corporations, 1996; and *Commercial Sales and Leases*, Chapter on Changes in Terms and Performance, 1993;
  - Course materials entitled "A Developer's Guide to the Low Income Housing Tax Credit"
- Amy's articles relating to tax credits and other tax incentives for redevelopment were published in business and real estate publications, including *Real Estate Southern California*, *The San Diego Daily Transcript* and *National Real Estate Investor*.

## Corporate and Securities Law Blog Posts

- "The CARES ACT – Tax Relief," March 27, 2020
- Opportunity Zones Update NEW PROPOSED TREASURY REGULATIONS (Part III), July 10, 2019
- Opportunity Zones Update: NEW PROPOSED TREASURY REGULATIONS (PART II), May 21, 2019

- Opportunity Zones Update: NEW PROPOSED TREASURY REGULATIONS (PART I), April 24, 2019
- Pre-Liquidity California Personal Income Tax Planning for Owners of Closely Held Businesses, March 2019
- Opportunity Zones Update, November 8, 2018

## Speaking Engagements

Amy is a frequent speaker at continuing legal education and other seminars on historic and affordable housing tax credits and business law. Past presentations and panel participations include: Novogradac & Company, LLC's New Markets Tax Credit Conference (2004, 2005), Novogradac & Company's Historic Tax Credit Conference (2003, 2004), Novogradac & Company's 10th Annual Tax Credit Developers Conference (2004), the Continuing Education of the Bar (CEB) Advanced Course of Study, 2001 Mergers and Acquisitions (2001), the Tax Section of the San Diego County Bar Association, Acquiring or Disposing of an S Corporation (1997), Directors' Round Table Conference For Corporate Counsel, Protecting Proprietary Information (1997), the State Bar and Business Law Section, California's Revised Uniform Partnership Act (1996), the State Bar Annual Education Section Institute, Choice of Entity (1995), Public Counsel, Tax Credit Workshop (1992), Orange County Building Industry Association, Low and Moderate Income Housing - Building for Profit (1990) and a continuing education program sponsored by the Real Estate Section of the Los Angeles County Bar Association.

## Events

COVID-19 and the Law: What Companies Need to Know About The \$2.2 Trillion Stimulus Package  
Webinar, 04.03.2020

The Real Estate Opportunity Zone Meeting  
04.09.2019

## Memberships

Adjunct Member, Partnerships and Limited Liability Companies Committee, Business Law Section, State Bar of California

Member, San Diego County Bar Association

Member, local historic preservation societies in San Diego, Los Angeles and San Francisco, California

## Practices

Tax

Corporate Tax

Hedge Funds and Private Equity

Real Estate Tax

## Industries

Aerospace, Defense & Government Services

Energy, Infrastructure and Project Finance

Healthcare

Multifamily Housing

Nonprofit

## Education

LL.M., New York University (Taxation), 1988

J.D., Saint Louis University, 1986

B.A., University of California, San Diego, 1982

## Admissions

California

## Additional Office

San Diego (Downtown)