Scott C. Smith

Partner

Scott is a partner in the Corporate Group at Hanson Bridgett. Scott's practice focuses on institutional investors and private equity matters, mergers and acquisitions, impact investing, secured and unsecured lending, and tax.

Scott has extensive experience representing large institutional investors in a variety of different matters. Scott has successfully closed hundreds of investment transactions ranging in size from ten million dollars to well in excess of a billion. Scott has experience with virtually every fund type and asset class found on the market, including private equity, venture, hedge, real estate, energy and infrastructure, debt funds and impact funds. He has represented numerous institutional investors in connection with direct and co-investments, secondary transactions, separate accounts, custody and securities lending agreements, real estate transactions and a variety of ancillary agreements related to investment activities. Scott's clients in this area include public and private retirement systems of all sizes, universities and endowments, family offices, high net-worth individuals and corporate/strategic investors.

While focused on investor-side representation, Scott has also sat on the other side of the table and represented a number of private investment funds. Scott's focus in this area has been in the impact space and he has worked with many of the leading impact funds in the U.S., including Investors' Circle, TBL Capital, the Patient Capital Collaborative, Good Capital, Better Ventures and Mindful Capital. For these clients and others Scott handles fund formation, governance, investment transactions, mergers, acquisitions and other exits, and fund restructurings. Scott has also represented private funds in the investment and lending areas, handling numerous debt and equity transactions to a successful completion.

Scott's tax background enables him to advise investors and business in connection with a variety of different deal structure and related tax issues. His practice often involves the preparation and negotiation of complex limited partnership and limited liability company agreements. He has extensive experience with partnership tax rules and the drafting of complex allocation and distribution provisions in a variety of different contexts. His clients in this area include some of the same institutional investors referenced above, and large real estate owners and developers as well.

Finally, for many of Scott's clients he serves as outside general counsel representing them in connection with a broad array of equity financings,

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Practices/Industries

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Technology

Tax

California Benefit Corporations

Private Equity and Venture Capital

Financial Services

Cannabis Law

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loan transactions, day-to-day corporate and general contract matters as well as M&A transactions.

Publications

"Your Loan Is In or Near Default—Here's What You Should Do," *The Alliance of Chief Executives* (March 2009)

"Is it time for your business to go green?" *North Bay Business Journal* (July 2008)

"Considering Venture Capital For Your Business?" *SDForum News* (April/May 2007)

"SEC Proposes Significant New Rules," *San Francisco Business Times* (February 2007)

"Negotiating a Venture Capital Term Sheet," *SDForum News* (February/March 2006)

"The California Tax Amnesty Program—With deadlines for participation looming, what you should know before deciding to do so," *Business Brief* (March 2005)

Presentations

"Achieving Returns and Diversification through Responsible Investments," co-speaker, HIP Investor and RBC Global Asset Management (September 2017)

"Private Equity and the New Tax Laws," Deal PAVERS Private Equity and Venture Capital Investors Seminar (April 2015)

"Hedge Funds 101," Hanson Bridgett Hedge Funds Seminar (June 2014)

"Unrelated Business Taxable Income Issues for Private Equity Investors," Hanson Bridgett Private Equity Seminar (February 2014)

"Investing in Alternatives," panelist, 26th Annual: Police, Fire, Emergency Medical Services, and Municipal Employee Pension & Benefits Seminar (February 2014)

"Private Equity Funds 101," co-presenter, Hanson Bridgett Webinar (November 2013)

"Avoiding Formation and Compensation Pitfalls," co-speaker, Keiretsu Forum Entrepreneur Academy (September 2012)

"Legal Issues Facing Public Pensions," panelist, Opal Financial Group Public Funds Summit (January 2012)

"Valuation and Deal Structuring," Investors' Circle Venture Fair and Forum (May 2011)

"What's the Deal? Understanding Terms of Debt and Equity Financings," Silicon Ventures (August 2009)

"Supporting Your Employees During a Downturn," co-presenter, SF Works' Business Innovation Conversation (March 2009)

"Investor Academy on Term Sheets," Keiretsu Forum (January 2009)

"Entrepreneur Funding Boot Camp," Keiretsu Forum (January 2009, September 2008)

"Term Sheets and Deal Structuring," co-presenter, Keiretsu Forum (November 2008)

"Corporate Social Responsibility and Good Corporate Governance: Is There Room for Both?" Association of Corporate Counsel, San Francisco Bay Area Chapter (April 2008)

"Taxing Matter: Will Your Carry Get Carried Away?" West Coast Mergers and Acquisitions Conference (March 2008)

"Mergers & Acquisitions," moderator, Alternative Energy Technology Showcase (March 2008)

"Entering the Entrepreneurial World," co-presenter, Technology Ventures Corporation Center for Commercialization & Entrepreneurial Training (July 2007)

"Negotiating Venture Capital Term Sheets," co-presenter, Technology Ventures Corporation Center for Commercialization & Entrepreneurial Training (June 2007)

"Negotiating the Transaction/Structuring the Deal," Financing Renewable Energy Conference (May 2007)

"Reviewing Limited Partnership Agreements for Real Estate Funds," California Association of Public Retirement Systems (September 2006)

Professional Affiliations

Bar Association of San Francisco

State Bar of California, Partnerships & Limited Liability Companies Committee

Association For Corporate Growth

Investors' Circle

Education

LL.M., University of Houston (1996)

J.D., University of Houston (1995)

M.A., University of Southern California (1994)

B.A., California State University, Fresno (1990)

Admissions and Courts

California

Texas