



John D. Allison

Partner

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OVERVIEW

John Allison is a partner in the Charlotte office and represents multi-national public and private companies in a variety of complex transactions, including mergers, acquisitions, divestitures, spin-offs, investments, and joint ventures, in the technology, energy, finance, consulting, construction, retail, security, manufacturing, maritime, cosmetics, airline, and other industry sectors. His cross-border mergers and acquisitions practice often involves numerous parties and operations in multiple countries and the complex international, tax, and regulatory issues associated with those types of deals. As the operations of his clients have spread overseas, he has also gained experience handling international matters in over 40 foreign countries involving issues relating to the Foreign Corrupt Practices Act, U.S. export control laws, anti-boycott laws, bank guarantees, international treaties and conventions, Incoterms, dealer protection laws, currency exchange controls, and other matters impacting cross-border transactions.

PROFESSIONAL BACKGROUND

John served as law clerk to the Honorable Robert F. Chapman, Fourth Circuit Court of Appeals, 1991-92.

Prior to joining K&L Gates, John was an associate in the Washington, D.C. office of a national law firm.

ACHIEVEMENTS

- *The Best Lawyers in America*®, 2021 Lawyer of the Year, Mergers and Acquisitions Law - Charlotte
- *The Best Lawyers in America*®, Corporate Law, International Trade and Finance Law, Project Finance Law, Mergers and Acquisitions Law, 2008-2023
- *The Best Lawyers in America*®, 2018-2020 Lawyer of the Year, Mergers and Acquisitions Law - Charlotte
- *The Best Lawyers in America*®, 2015 Lawyer of the Year, International Trade and Finance Law - Charlotte
- North Carolina Super Lawyers, Business/Corporate Law, 2006 - 2009, 2013-2014
- North Carolina Pro Bono Honor Society, 2016 (inaugural year) - present

SPEAKING ENGAGEMENTS

- “Behind the Boilerplate -- A Closer Look at Indemnification and Exclusion of Consequential Damages,” NC Continuing Legal Education Presentation, August 2018
- “International Business Opportunities: Keys to a Successful Start,” Panelist, The Presidents' Forum of Charlotte, December 2014
- “Foreign Corrupt Practices Act: What Is It and How Not to Run Afoul of It,” North Carolina World Trade Association Export Compliance Seminar, February 2012
- “International Business Opportunities: Keys to a Successful Start,” Panelist, The Presidents' Forum of Charlotte, December 2011
- “Traps for the Unwary – Legal and Contractual Issues Doing Business Overseas,” North Carolina World Trade Association Meeting, February 2011
- “International Joint Ventures,” Association of Corporate Counsel Charlotte Chapter Meeting, October 2010
- “International Joint Ventures,” NC Bar Business Law and Corporate Counsel Section Joint Annual Meeting, February 2009
- “Select Legal Issues to Consider in Export Transactions,” North Carolina World Trade Association, Carolina West Chapter Meeting, July 2008
- “Maximizing Global Partnerships,” Panelist, NC Council for Entrepreneurial Development (CED) Globalization 2008 Conference, February 2008
- “Joint Ventures and Strategic Alliances,” NC Bar Business Law Section Annual Meeting: International Law Considerations for Corporate Counsel & Lawyers, February 2006

EDUCATION

- J.D., Emory University School of Law, 1991 (*Order of the Coif; Woodruff Fellow; Bankruptcy Developments Journal, Editor-in-Chief*)
- B.A., Davidson College, 1988 (*cum laude with Honors; Phi Beta Kappa*)

ADMISSIONS

- Bar of North Carolina
- United States Court of Appeals for the Fourth Circuit

THOUGHT LEADERSHIP POWERED BY HUB

- 4 October 2021, FTC Increases Risk For Acquirers By Extending Time For Review Beyond the Hart-Scott Waiting Period
- 13 May 2015, North Carolina General Assembly Active on Renewable Energy Issues in 2015 Long Session

OTHER PUBLICATIONS

- "Extension Of The HSR Waiting Period Increases Acquirer Risk," *Law360*, 15 October 2021
- *Doing Business in the United States: A Guidebook for Non-U.S. Companies Operating in the United States*, June 2021
- *Doing Business in the United States: A Guidebook for Foreign Companies Operating in the United States*, 2009
- *International Business Ventures: A Guidebook for Companies Operating in Foreign Jurisdictions*, June 2001
- "Selling Goods Globally and Dealer Protection Laws," *Newsletter of the North Carolina Business Association's International Law & Practice Section*, October 1999
- "Prepare for Dispute Before Signing Contract," *The Business Journal*, April 1999
- "Know Rules Before Hiring a Dealer to Sell Goods Overseas," *The Business Journal*, August 1998

NEWS & EVENTS

- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 13 July 2021, K&L Gates Launches Expanded Guidebook on Doing Business in the United States
- 10 June 2021, K&L Gates Advises Spartacus Acquisition Corporation on Merger with NextNav
- 4 December 2020, K&L Gates Again Advises Red Ventures on Pending Sale of CNET Content Services to 1WorldSync
- 3 November 2020, K&L Gates Advises Digital Education Curriculum Provider Discovery Education on Acquisition of Mystery Science
- 18 September 2020, K&L Gates Advises Red Ventures on USD \$500 Million Acquisition of CNET Media Group from ViacomCBS

AREAS OF FOCUS

- Mergers and Acquisitions
- Construction and Infrastructure
- Construction and Infrastructure Project Funding
- Energy Storage and Distributed Resources
- Maritime
- Maritime Transactions and Finance
- Offshore Construction
- Power

INDUSTRIES

- Energy
- Technology

REPRESENTATIVE EXPERIENCE

Mergers and Acquisitions and Joint Ventures

- Represented Herc Rentals Inc. (NYSE: HRI), a Bonita Springs, Florida-based equipment rental company, in connection with its US\$175 million acquisition of all of the issued and outstanding capital stock of Cloverdale Equipment Company. Cloverdale is a full-service construction equipment rental company with branches in Michigan, Ohio, and Pennsylvania.
- Represented a global information technology consulting services firm in its acquisition of a provider of software development, cybersecurity, and cloud services for federal government departments and agencies and other clients across the United States. The Maryland-headquartered target company was integrated into our client's independent operating division working with U.S. government agencies. The acquisition strengthened our client's position in the federal market and built momentum for continued growth.
- Represented a French public company in the approximately \$500 million cross-border acquisition by merger of a digital customer engagement firm that provides data analytics, market research, enterprise architecture and other services. The acquisition involved numerous shareholders and optionholders in both domestic and foreign jurisdictions.
- Represented NEC Corporation, a multinational provider of technology services and products headquartered in Tokyo, Japan, in its approximately \$100 million acquisition of the electric grid storage division of electric battery maker A123 Energy Systems LLC, with A123 retaining its automotive battery business.

- Represented a publicly-traded French company in its acquisition of a division of a U.S. company providing receivables management business process outsourcing (BPO) solutions and its establishment of a joint venture for the commercial development of certain proprietary software. The acquired business was regulated in most states in the U.S. and had a presence in five foreign jurisdictions as well as the U.S.
- Represented one of the largest U.S. utilities in the acquisition of five project companies that were each in the process of developing a 20MW solar-powered facility in California.
- Represented one of the largest U.S. utilities in the acquisition of a project company that was in the process of developing a 24.9MW solar-powered facility in New York.
- Represented one of the largest U.S. utilities in the acquisition of numerous project companies that were in the process of developing, in the aggregate, more than 200MW of solar-powered facilities in Florida and North Carolina.
- Represented a public company in its acquisition of a manufacturer with multiple operating divisions and joint ventures in Europe, Asia and the Middle East.
- Represented Assa Abloy, a Swedish public company, in a series of acquisitions in the entrance systems industry, including acquisitions of companies with cross-border operations.
- Represented a public company in the acquisition by merger of a technology company in the security industry. The transaction involved multiple class of shareholders, optionholders and warrant holders.
- Represented a public company in the acquisition of a company that manufactures fire-rated glazing products and provides related services.
- Represented one of the five largest national banks in its staged acquisition of a leading, highly respected global investment and advisory firm through the establishment of vehicles permitting the future transfer of additional equity. The acquisition involved complex operating agreements that provided for successive changes in covenants, governance and veto rights as additional equity is acquired.
- Represented one of the five largest national banks in its acquisition of a global investment and advisory firm based in the Caribbean.
- Represented the shareholders of a Florida company in the food distribution business in its sale to another distribution company. The seller had operations and subsidiaries throughout the Caribbean.
- Represented one of the five largest national banks in outsourcing its retail remittance processing services business. The transaction involved the divestiture of processing centers throughout the nation, where the employment of the personnel located at those sites was preserved as they were transferred to the buyer/outsourcing vendor. The document-intensive negotiations involved complex issues relating to employment matters, transition services, service level agreements, preservation of customer relationships, technology refreshes, privacy, intellectual property rights and other matters.
- Represented a public company in its acquisition of a company in the construction industry. The acquisition involved the concurrent spin-off from the acquired company of two of its three divisions to an investor group

composed of certain of the shareholders of the acquired company. The spin-off required both senior, bridge financing, and subordinated financing.

- Represented a personnel outsourcing company in its merger with a subsidiary of a national bank. The merger required the approval of the Office of the Comptroller of the Currency and involved the conversion of multiple classes of stock and options into cash and options to acquire registered securities
- Represented a public company in more than 30 acquisitions over a period of a few years as part of its acquisitive “roll-up” in the equipment rental industry
- Represented the lead private equity company in the acquisition by multiple parties, with management roll over, of an equipment rental company. The acquisition required a series of shareholders and operating agreements, stock purchase agreement, management agreement, employment agreements and senior financing
- Represented a multi-national company in the drafting and negotiating of a joint venture agreement with a Canadian company for nuclear fuel handling systems
- Represented an engineering services company in the energy industry in a series of limited liability company joint ventures with various third parties for the joint pursuit of projects each with an aggregate value in excess of \$100 million
- Represented a U.S. company in the drafting and negotiating of a joint venture agreement with a South African business for the purpose of pursuing South African government privatization opportunities.

Energy Construction and Procurement

- Negotiated and drafted engineering, procurement and construction agreements for the construction of transmission lines and substations throughout the southern half of Florida as part of a \$25 billion investment in grid modernization
- Negotiated and drafted engineering, procurement and construction agreement and engineering, fabrication and delivery agreement for the construction of an LNG peak shaving facility in North Carolina
- Negotiated and drafted engineering, procurement and construction agreements for multiple nuclear-powered electric generation facilities in response to NRC Fukushima requirements. These agreements involved target pricing of projects that are released by the owner periodically based on an “open book” pricing development process.
- Negotiated and drafted engineering, procurement and construction agreement for the replacement of main steam isolation valves in a nuclear-powered electric generation facility
- Negotiated and drafted engineering, procurement and construction agreements for 20MW solar-powered electric-generation facilities in California.
- Negotiated and drafted engineered equipment purchase agreement and engineering, procurement and construction management agreement for a \$2.7 billion 630MW integrated gasification combined cycle (IGCC) electric-generation facility. This project is a first-of-its-kind scale up of the integrated gasification technology, involving negotiations of various intellectual property licenses for this technology

- Negotiated and drafted engineering, procurement and construction agreement for its \$2 billion 800MW supercritical pulverized coal electric-generation facility. This contract introduced novel methods to control costs, relying on “open book” pricing to blend fixed, target and other pricing mechanisms
- Negotiated and drafted development agreement and engineering, procurement and construction agreement for a then pending 2,200MW nuclear-fueled, electric-generation facility
- Negotiated and drafted engineering and construction agreement for the replacement of a 31.5MW hydro-electric generating station and strengthening of its dam
- Drafted form construction services agreement and form equipment design and procurement agreement for use in multi-billion dollar power plant construction project with more than 100 contractors and vendors. Negotiated terms of the same with many of such contractors and vendors
- Negotiated and drafted numerous agreements for the construction of a 620 MW combined-cycle natural gas-fueled, electric-generation facility with a projected cost of \$660 million
- Negotiated and drafted engineering and construction agreements for the construction of a 620 MW combined-cycle natural gas-fueled, electric-generation facility with a projected cost of \$710 million
- Negotiated and drafted numerous agreements for construction of flue gas desulphurization systems for retrofitting 12 coal-fired, electric-generation facility units generating 6,032 MW
- Negotiated and drafted construction agreement for a selective catalytic reduction (SCR) system for NOx reduction at three coal-fired, electric-generation facilities generating 4,892 MW
- Prepared form engineering, procurement and construction agreement, combining forms from legacy merged companies and updated terms and conditions to its standard purchase order
- Prepared equipment purchase contracts for RFPs for gas and steam turbines, air separation units, heat recovery steam generators, selective catalytic recovery systems and other significant energy-related equipment
- Provided periodic training to the purchasing group on commercial contracts and international purchasing issues, including Incoterms, export controls, customs, FCPA, UCC, international dispute resolution and letters of credit
- Prepared contractual legal guidelines for international purchasing
- Represented a German company in the engineering, procurement and construction of biogas-powered electric generation facilities in California. The biogas was produced from both cattle farms and wineries
- Negotiated and drafted numerous agreements for the construction of a 750 MW combined-cycle natural gas-fueled, electric-generation facility

Marine Terminals and Distribution Centers

- Represented one of the world's largest container terminal operators in establishing a joint venture with a diversified Venezuelan conglomerate in conjunction with the acquisition and operation of a large transportation facility in Venezuela.

- Procurement of shore-based container handling gantry cranes and rubber-tired container handling gantry cranes for a marine terminal facility in the Dominican Republic
- Sale of a partial interest in a marine terminal facility in the Dominican Republic and the negotiation of a related joint venture agreement
- Corporate, international, compliance, tax and real estate legal advice in connection with the development of a distribution and logistics center and business park at a 1,300 acre greenfield site in the United States
- Establishing a joint venture with various local partners for a marine terminal facility in Suriname
- Outsourcing agreements for the maintenance and repair work for significant operational equipment, including cranes, at various ports
- Procurement of shore-based container handling gantry cranes and rail-mounted container handling gantry yard cranes for a marine terminal facility in South Korea
- Development and construction of a large commercial free trade zone facility from a "greenfield" site in the Caribbean. This \$290 million project involved establishing a series of joint ventures with a consortium of local business leaders, limited recourse project financing, shareholders agreements (for multiple classes of stock), design/build and turnkey contract with a French construction consortium, technology licenses, and management and operations agreements