



## Edward Dartley

### Partner

New York  
+1.212.536.4874

[ed.dartley@klgates.com](mailto:ed.dartley@klgates.com)

### OVERVIEW

Ed Dartley is a partner in the firm's New York office and a member of the asset management and investment funds group. Ed concentrates his practice on private equity, real estate and venture capital funds, counseling clients on fund formation, governance, and regulatory and other matters. Driven by his enthusiasm for helping others build businesses and create value, Ed focuses his efforts on emerging and middle-market private equity and other private fund managers. Ed regularly counsels on seeding and joint venture relationships, and he represents numerous international clients seeking to establish or expand their business in the United States. He also advises start-up and emerging private companies outside of the investment management industry.

As part of his practice, Ed advises in the areas of traditional and alternative energy, sustainability and impact investing, fintech, and the recently-established opportunity zone program.

Ed spent over a decade as in house counsel and chief compliance officer at an investment manager, and brings this unique perspective on how asset management works from the inside to all that he does. Ed continues to utilize this experience by providing holistic advice as regular outside counsel to a number of the firm's clients.

When possible, Ed combines his work and recreational time, fielding calls while kayaking, hiking, or skiing in New York's Catskill Mountains.

### PROFESSIONAL BACKGROUND

Prior to joining the firm, Ed was a partner in the New York office of a national law firm. Prior to that, he was counsel and chief compliance officer with a registered investment advisor with several billion dollars under management.

### ACHIEVEMENTS

- 2019 National Law Review Go-To Thought Leaders for contributions about Opportunity Zones under the Tax Cuts and Jobs Act

## SPEAKING ENGAGEMENTS

- “New Manager Forum”, May 2018
- “Private Lending and Family Offices,” May 23, 2017
- “Private Equity / Venture Capital,” Opal Marketplace Lending & Alternative Financing Summit, Dana Point CA, December 2016
- “Election 2016--Critical Issues for the IM Industry” - K&L Gates Investment Management Roundtable Series, October 2016
- “The Future of Fintech: The Emergence of Fintech Aggregators” - Lendit Europe, October 2016
- “Marketplace Lending Investment Structures, and Securitization and Secondary Markets: Marketplace Lending Investment Structures,” Marketplace Lending and Crowdfunding 2016, September 2016
- “New Manager Forum,” April 2016
- “AIMA Briefing and Regulatory Update - New York,” March 2016
- “The SEC Guidance on Determination and Verification of Accredited Investor Status: What You Need to Know in 2015,” The Knowledge Group, June 2015
- “Private Fund Compliance Forum 2015,” Private Equity International, May 2015
- “Compliance with Rule 105 Regulation M,” ACA Compliance Group, March 2015
- “ALTFI Europe Summit 2015,” February 2015

## EDUCATION

- J.D., Rutgers School of Law at Newark, 1991 (*Order of the Coif; Articles Editor, Rutgers Law Review*)
- B.A., Rutgers University, 1986

## ADMISSIONS

- Bar of New Jersey
- Bar of New York

## THOUGHT LEADERSHIP POWERED BY HUB

- 23 April 2021, To SPAC or Not to SPAC: A Continuing Conversation with Mid-Sized PE Fund Managers about the SPAC Process (Part II) (*Alerts/Updates*)
- 31 March 2021, To SPAC or Not to SPAC – Key Considerations for Mid-Sized Private Equity Managers (*Alerts/Updates*)

- 30 November 2020, Credit Opportunities Funds Recent Developments in Stressed Distressed Strategies (*Webinar*)
- 3 August 2020, Private Equity Emerging Manager Series (*Webinar*)
- 28 July 2020, Private Credit Funds: Conquering Tax Challenges for Foreign Investors (*Webinar*)
- 29 May 2020, TALF 2.0 FAQs Round Two: Questions Answered (*Alerts/Updates*)
- 13 May 2020, TALF 2.0 FAQs Released: More Questions Raised (*Alerts/Updates*)
- 1 April 2020, COVID-19: Private Equity Sponsors - Navigating Fundraising and Fund-Level Matters in Challenging Times (*Alerts/Updates*)
- 20 December 2019, Opportunity Zone Final Regulations: First Impressions (*Alerts/Updates*)
- 20 August 2019, SEC and NASAA Staffs Issue Statement and Regulatory Guidance for Opportunity Zone Funds: Understanding the Application of Securities Laws to Opportunity Zone Funds (*Alerts/Updates*)
- 21 May 2019, Senators Introduce Report-Card Legislation to Measure the Impact of Opportunity Zone Investments (*Alerts/Updates*)
- 03 May 2019, Worth the Wait: Second Round of Opportunity Zone Proposed Regulations Clears the Way for Many OZ Investments (*Alerts/Updates*)
- 18 April 2019, OZ Flash: Newly Issued Proposed Regulations and the President's Remarks are a Boon to the OZ Incentive (*Alerts/Updates*)
- 28 March 2019, Opportunity Zone Funds: Key Considerations for Private Fund Managers—Part 1 (*Alerts/Updates*)
- 12 March 2018, K&L Gates Private Equity Funds Year-in-Review – A Lookback at 2017 and the Outlook for 2018 (*Alerts/Updates*)
- 17 January 2018, SEC, NASAA, and State Regulators Caution on Cryptocurrencies and ICOs (*Alerts/Updates*)
- December 2017, A Case of the Midnight Munchees: SEC Action Signals Caution in ICO Offerings (*Alerts/Updates*)
- December 2017, United States Securities Law Compliance and Liability Implications of SEC Chairman's Statement on ICOs (*Alerts/Updates*)
- 13 December 2017, Materials from the 2017 London Investment Management Conference (*Presentations*)
- 26 October 2017, Initial Coin Offerings: Key Considerations You Absolutely, Positively Need to Know About Before Launching an ICO (*Alerts/Updates*)
- 20 March 2017, Lendit Conference 2017 (*BlogPost*)

- 20 July 2016, Bridging the Great Divide: Collaboration Considerations for Banks and Marketplace Lenders (*Alerts/Updates*)
- 3 February 2016, Securities Law Considerations in Online Marketplace Lending (*Alerts/Updates*)
- 14 January 2016, Financing Marketplace Loans: Ten Key Things to Know Before Catching the Securitization Wave (*Alerts/Updates*)

## OTHER PUBLICATIONS

- “Initial coin offerings: key US legal considerations for ICO investors and sponsors,” *Journal of Investment Compliance (JOIC)*, Vol. 19, Issue: 1, June 2018
- “Private Equity Managers: Considerations for Managers in the Middle Market,” *The Investment Lawyer*, Vol. 25, No. 5, May 2018
- “Seeding Arrangements: Structure, Approach, and the Current Market,” *Investment Lawyer*, Vol. 24, No. 12, December 2017
- “The International Comparative Legal Guide to: Lending & Secured Finance 2017,” *Marketplace Lending*, Chapter 21, 2017
- “Considerations for Investment Managers Considering Acquiring Portfolios of Online or Marketplace Loans,” *The Investment Lawyer*, Vol. 23 No. 5, May 2016
- “Fundraising Strategy: Open Dialogue,” *The Legal Special* 2015, April 2015
- “Private Equity and Valuation: Separating Hype From Reality,” *New York Law Journal*, May 2014
- “Cost and Benefits of Jobs Act’s Lifting of General Advertising Ban,” *New York Law Journal*, December 2013

## NEWS & EVENTS

- 10 November 2020, Credit Opportunities Funds - Recent Developments in Stressed-Distressed Strategies (*Event*)
- 13 July 2020, K&L Gates Asset Management and Investment Funds Practice Ranked in Three Categories, with 17 Lawyers Recommended, in The Legal 500 United States 2020 Guide (*Rankings & Recognitions*)
- 17 July 2018, K&L Gates Launches Cross-Practice Opportunity Zones Initiative (*Press Release*)
- 4 June 2018, K&L Gates Announces United Nations Capital Development Fund Initiative on Private Investment Fund Partnership (*Noteworthy Work*)
- 7 January 2016, K&L Gates Continues Growth of Investment Management Practice in New York (*Press Release*)
- 23 December 2015, K&L Gates Further Expands Investment Management Practice with Washington, D.C., Partner Addition (*Press Release*)

- 5 November 2015, K&L Gates Further Strengthens Investment Management Practice with New York Partner Addition (*Press Release*)
- 23 September 2015, K&L Gates Adds to Investment Management Practice with Boston Partner Hire (*Press Release*)
- 6 August 2015, K&L Gates Strengthens Investment Management Practice with New York Partner Addition (*Press Release*)

## AREAS OF FOCUS

- Asset Management and Investment Funds
- Emerging Managers, Seed Investors, and GP Stakes
- Hedge Funds
- Investment Advisers
- Investment Funds
- Portfolio Management, Trading, and Compliance
- Private Equity Funds
- Private Equity Transactions
- Real Estate Funds
- Renewables

## INDUSTRIES

- Financial Services
- Fintech

## EMERGING ISSUES

- Opportunity Zones (OZs)

## REPRESENTATIVE EXPERIENCE

- Serve as regular outside counsel to Gatewood Capital Partners, a private equity firm that seeds new private equity, real estate and other alternative asset managers, advising on all aspects of fund formation and structuring, seeding transactions, compliance, and other matters.

- Serve as US counsel to Stafford Capital Partners, an Australian-based private equity firm, focusing on sustainability investments.
- Serve as fund counsel to RevolverCap Partners, a private equity firm focusing on non-investment grade bank revolvers in the secondary market.
- Serve as counsel to the United Nations Capital Development Fund, in connection with its first-ever joint venture with a private investment firm to make blended financing investments to least developed countries.
- Serve as outside counsel to ICG Advisors, a registered investment adviser, advising on seed arrangements with emerging managers in a variety of asset classes and strategies.
- Serve as fund counsel to MBP Capital Management, a private equity firm focusing on multifamily properties.
- Representation of Hutton Capital Management, an asset-based lender in the alternative finance space, in numerous financing deals.
- Serve as outside counsel to Oak Street Real Estate, a private equity firm that seeds emerging real estate managers, advising on structuring and completion of seeding transactions.
- Serve as fund counsel to Linchris Capital Partners, a real estate fund manager with an integrated hotel management company and a portfolio of properties across the United States
- Serve as fund counsel to Hudson Clean Energy Partners, a renewable energy-focused private equity fund.
- Representation of multi-family office advisor McNally Capital in connection with its Opportunity Zone Fund initiative (The Capital Across America Program), including the River North development in Nashville, Tennessee, a 13-acre, 1.3 million square foot mixed use development.
- Serve as regular outside counsel to a multi-family office advisor and investment bank, focusing on sustainability, impact investing, and other sectors.
- Serve as fund counsel to a private equity firm focusing on investing in value-add and special situation middle-market office buildings in New York City.
- Serve as counsel to a fund manager in connection with the launch of its Opportunity Zone initiative including in connection with the structuring and formation of Opportunity Zone Funds