



## Philip W. Peters

Of Counsel

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Phil is a veteran corporate attorney who specializes in complex mergers and acquisitions and handles a wide variety of business transactions. Due to the longstanding nature of his relationships with many clients, Phil is often contacted in a general outside counsel capacity to advise on material developments in the clients' business or industries as they arise.

Phil has developed and is best known for his deep knowledge in the insurance, construction, energy, and financial services industries. His clients include investment advisors and brokers and participants in the technology, wine, hospitality, media, and gaming industries. His work has addressed every facet of business law, including acquisitions, financings, executive compensation, antitrust, governance, and nonprofit work. Phil regularly works on complex shareholder, partnership, and operating agreements and enjoys the challenge of finding common ground for the different interests of the investors and management. The depth and breadth of his experience makes him an exceptionally knowledgeable, effective advisor to his clients.

Clients value the way Phil leads the legal work for them, whether as a strategist, counselor, or negotiator. He identifies and focuses on the key points that are critical to the deal and avoids devoting time, effort, and client expense on secondary issues. He applies his expertise in a calm, clear, highly result-oriented manner, and avoids over-lawyering, fixating over boilerplate, and other unproductive distractions. Phil has represented many of his clients for 30 years or more and has been told his approach is unlike any corporate attorney they've ever worked with.

Thanks to Phil's unique approach, his clients achieve their business objectives with a minimum of contention, duplicative effort, or unnecessary expense. Consistent with the remainder of Farella's business practice, he staffs his projects leanly for greater efficiency and prides himself on responsiveness.

Phil is the former chair of Farella's Commercial Department and served on the firm's Partnership Admission Committee. Throughout his career, he has taken pride in assisting with the career development of junior attorneys and managing toward a truly diverse workforce.

Phil is the California liaison to the Corporate Laws Committee of the American Bar Association and is a former co-chair of the Corporations Committee of the Business Law Section of the California State Bar Association. He is the former author of *The California Corporation: Legal Aspects of Organization and Operation*, 31-3rd C.P.S. (BNA).

### Distinctions

- *Super Lawyers*, Northern California, 2004-2006

## Experience

### Advise XL Industries in Combination With Graham Construction

Represented XL Industries Inc., a leading Northern California builder, in its combination with Graham

### Services

- Antitrust
- Business Transactions
- Energy + Infrastructure
- Mergers & Acquisitions
- Private Client
- Private Equity and Venture Capital
- Securities
- Ultra-High Net Worth

### Education

- University of California, Berkeley, School of Law (J.D., 1986)
- Tufts University (B.A., 1981)
  - . Classics

### Bar Admissions

- California

Construction, a Canadian-based employee-owned construction solutions provider.

#### **Represent Miller Family on Sale of The Silverado Vineyards**

Represented the Miller family on the sale of Napa Valley luxury wine producer The Silverado Vineyards to Foley Family Wines. The sale included a 73,000-square-foot winery and 300 acres of vineyards across Napa's Stags Leap District, Coombsville, and Yountville wine regions.

#### **Swinerton Incorporated**

Represented Swinerton Incorporated in the sale of its renewable energy division Swinerton Renewable Energy (SRE) and wholly-owned subsidiary SOLV, Inc. to private equity firm American Securities LLC. The transaction combines Swinerton's existing EPC and O&M service groups together under one company name, SOLV Energy, LLC.

#### **BTIG LLC**

Represented BTIG, a large international broker-dealer, in connection with investments in BTIG by Goldman Sachs, Credit Lyonnais and Blackstone, and in the establishment of BTIG's investment banking and asset management businesses.

#### **True-Tech Corporation**

Represented True-Tech Corporation, a manufacturing provider specializing in high precision machining, mechanical assembly and clean room assembly for semiconductor and aerospace customers, in its sale to Jabil Inc., a global manufacturing services company.

#### **The Doctors Company**

Advised The Doctors Company, the nation's largest insurer of physician and surgeon medical liability, in its nationwide roll up of medical malpractice insurers. Most recently, advised The Doctors Company in connection with a \$650 million acquisition of New York-based Hospitals Insurance Company and FOJP Service Corporation from Mount Sinai Health System, Montefiore Health System, and Maimonides Medical Center.

#### **Anchor Distilling Company**

Representation of founder of Anchor Distilling Company in connection with redemptions by Anchor following sale of Anchor Brewing and follow on representation in the establishment of San Francisco-based distilling venture with Berry Bros. & Rudd.

#### **Cenergistic, LLC**

Advised this Dallas-based energy conservation company on corporate, commercial, and executive compensation matters, along with its relationship with lead investor Kleiner Perkins.

#### **The Doctors Company Acquisition of FPIC Insurance**

Represented The Doctors Company, the nation's largest physician-owned medical malpractice insurer, in its \$362 million purchase of FPIC Insurance Group, Inc. (NASDAQ: FPIC) as lead counsel on the transactions including a complex corporate tax plan and executive compensation. The completion of this transaction marks the fifth time that The Doctors Company tapped Farella as their outside counsel for acquisition deals valued cumulatively in excess of \$1.2 billion.

#### **Swinerton Incorporated**

Advised this prominent general contractor on corporate governance, stock plan and solar energy matters.

#### **Bechtel Group, Inc.**

Represented this international engineering and construction giant on a variety of corporate and shareholder matters.

#### **The Geysers, Lake and Sonoma Counties**

Representing Calpine Corporation in connection with environmental, permitting and land use issues associated with its 725-megawatt Geysers geothermal facilities including federal lease and license renewals under NEPA, and County land use/permitting proceedings under CEQA in Lake and Sonoma Counties. We also developed environmental and emergency response actions relating to wildfires.

## **Publications**

2009 - 2018

#### **The California Corporation: Legal Aspects of Organization and Operation**

*Bloomberg BNA*

October 26, 2015

#### **Corporate Practice Portfolio Series: Doing Business in States Other Than California**

*Bloomberg BNA*

3/10/2014

#### **Law Change Paves the Way for Faster Corporate Reorganizations**

11/25/2013

#### **New Laws Bring California Into Alignment With U.S.**

*North Bay Business Journal*

12/28/2012

#### **Legislative Activities of the Corporations Committee**

## **Outside the Office**

Phil is a lifelong golfer whose goal is to play all of the legendary courses around the world. Due to prioritizing family and clients, his dream of becoming a scratch golfer has vanished like a wisp of smoke. He's been an active member of Claremont Country Club in Oakland, which is blessed by a course designed by famed architect Alistair Mackenzie.





He's also an avid reader, primarily of fiction and historical biographies, and enjoys wine and cooking for his wife and two sons.