



Kirk W. Roessler

Member



Kirk is a Member with over three decades of experience in corporate, real estate, and commercial finance matters. His practice centers on resolving issues and achieving results for small and middle-market businesses and emerging enterprises with entity formation and governance; mergers, acquisitions, and dispositions; vendor and customer contractual relationships; and commercial debt and capital raises. He also represents various financial institutions in connection with their loan and equipment lease transactions, including originations, modifications, forbearance, and workout matters, including representing creditors in Chapter 11 cases. With a focus on hospitality properties, Kirk also provides practical legal advice to clients in connection with the acquisition, ownership, development, leasing, financing, and disposition of commercial real estate. Martindale-Hubbell has given Kirk an AV rating - the rating assigned only to those attorneys who maintain the highest legal skills and professional standards.



Contact Information

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Education

The Ohio State University Moritz College of Law, J.D., summa cum laude, Order of the Coif

Kenyon College, A.B. Economics, cum laude

Overview

Kirk is a Member working within the Firm's Real Estate, Banking & Finance Law, Bankruptcy/Workout, Business & Corporate Law, and Mergers & Acquisitions practice groups. With more than 30 years of experience advising clients on the legal aspects of their commercial business activities, Kirk understands the importance of working collaboratively to provide solution-based representation and cost-effective outcomes.

Kirk's business counsel covers a broad range of matters from entity formation and private placements to mergers, acquisitions, and dissolutions. He also serves as general outside counsel to small and middle market enterprises on general business matters and corporate governance, including contract and lease reviews, borrower-side lending, executive level employment agreements and incentive plans, and vendor/customer relationships.

Kirk's real-estate experience includes representing developers, landowners, and tenants in connection with the acquisition, ownership, development, leasing, financing, and disposition of commercial real estate, with a strong expertise in hospitality and real-estate financing. Kirk advises clients on hospitality transactions using both a practical

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business and legal focus regarding hotel acquisitions and dispositions, ground leasing, management agreements, franchise agreements, and capital stacks. Kirk assists owners with financing the acquisition, improvement, and rehabilitation of hotel properties, including CMBS financing, mezzanine financing, tax-incremental financing, opportunity zones, and federal historic rehabilitation tax credits.

Kirk also has experience representing different types of lenders in connection with various financing transactions, including originating C&I, construction, and commercial real-estate loans, floorplan loans, and equipment financing; modifying and amending loan documents; restructuring debt; and enforcing lender's rights and remedies. Kirk's experience representing commercial lenders with their troubled loans, including drafting forbearance and workout agreements, pursuing enforcement actions, and representing creditors in various bankruptcy proceedings, enables him to appreciate and understand the need for careful and thorough loan documentation.

Representative Matters

Mergers & Acquisitions

- Represented shareholders of residential mortgage broker in sale of equity interests for \$7.5MM to institutional asset manager focused on structured credit.
- Represented shareholders of home healthcare provider in sale of equity interests to strategic buyer for \$10MM.
- Represented private equity group in acquisition of six target companies over a two-year period.
- Represented car dealership in acquisition of two dealerships and related recapitalization and finance transactions raising \$50MM.
- Represented information technology firm in connection with strategic acquisition of target technology firm for \$14MM, plus rollover equity position in acquiring company.
- Represented manufacturing company in connection with the sale of substantially all of its assets for \$9.2MM, plus rollover equity position in acquiring company.
- Represented investment management platform focusing on various real estate and healthcare strategies in connection with acquisition of 4 assisted living facilities out of a state-court receivership.

Commercial Real Estate

- Represented hotel owner in connection with \$80MM rehabilitation project, including obtaining construction financing, capital lease financing, tax-increment financing, brownfield loan fund financing and federal historic rehabilitation tax credit investments.
- Represented owner in connection with disposition of California ski resort.
- Represented hotel owner in connection with sale of portfolio of 14 limited-service hotels located in 9 states.
- Represented real estate investor in connection with its acquisition of 5-hotel portfolio from REIT for \$95MM.
- Represented international real-estate developer in refinancing of \$133MM credit facility.
- Represented hotel owner in connection with defeasance of CMBS credit facility.
- Represented vertically integrated real estate investment company in connection with acquisition of hotel and two out-parcels leased to restaurant operators for \$13.5MM.
- Represented opportunity zone investment fund with initial capital raise and acquisition of commercial real estate and negotiating and drafting lease with anchor tenant.

Banking, Finance & Creditor's Rights

- Represented floorplan lender in connection with modification of existing \$50MM lease line of credit and establishment of two additional lease lines of credit.
- Represented commercial lender in connection with issuance of \$10MM revolving line of credit to commercial contractor.
- Represented lender in connection with combined loan sale/deed-in-lieu transactions involving \$27MM mortgage loan secured by commercial office building.

- Represented commercial lender in connection with construction loans to finance construction of dealership facilities.
- Represented commercial lender in filing and prosecution of motion to dismiss Chapter 11 case based upon bad-faith filing and subsequent negotiations resulting in confirmation of favorable Chapter 11 Plan.
- Represented public loan fund in objecting to Chapter 11 Debtor's Section 363 motion to sell substantially all of Debtor's assets and negotiations resulting in payment in full of secured claim.
- Represented commercial lender in connection with prosecution of claims against guarantor under recourse carve-out guaranty for waste to mortgaged property.
- Represented state-court receiver in connection with state-court foreclosure action resulting in sale of multi-tenant commercial office building over Borrower's objections.
- Represented probate estate and related companies controlled by probate estate in collection of commercial indebtedness owed from Chapter 11 debtor over objections and challenges from Chapter 7 Trustee and state-court receiver.

Courts & Bar Associations

- Ohio Bar (1993)
- California Bar (1988)
- Michigan Bar (1998)
- U.S. District Court Central District of California
- U.S. District Court Northern District of Ohio
- U.S. District Court Southern District of Ohio
- U.S. Court of Appeals Sixth Circuit
- U.S. Bankruptcy Court Northern District of Ohio
- U.S. Bankruptcy Court Southern District of Ohio
- Ohio State Bar Association

Practice Areas

Real Estate

Construction Law

Mergers & Acquisitions

Bankruptcy / Workout

Banking & Finance Law

Business & Corporate Law

Creditor's Rights

Contact Kirk Today!