

ASSOCIATE ATTORNEY

Grant P. Downing

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PRACTICE AREAS

Corporate and Business

EDUCATION

University of California,
Hastings College of the
Law, San Francisco
J.D., *cum laude*, 2014

University of California,
Davis
B.A., History; B.A., Political
Science, 2011
Dean's List

ADMISSIONS

California

MEMBERSHIPS

Sacramento County Bar
Association, Business
Section

OVERVIEW

Grant Downing practices corporate and business law, focused on entity formation, contract law, securities, and general business counseling and compliance.

Prior to joining Murphy Austin, Grant served as Corporate Counsel and Corporate Secretary for a refining company in the oil and gas industry with offices in North Dakota, Texas, and California. Grant's practice focused on corporate formation, contract law, business transactions, employment law, insurance, securities law, and compliance. Grant's corporate counsel experience uniquely positions him to serve clients with multi-state operations and complex business and securities issues.

Grant earned his J.D., *cum laude*, from University of California, Hastings College of the Law, San Francisco and received a B.A. in History and a B.A. in Political Science from University of California, Davis.

EXPERIENCE

Representative Matters

- Drafted corporate documents, including non-disclosure agreements, severance agreements, options to purchase real property, contracts for deed for a refinery project site and adjacent property (\$10M+), a letter of intent with a midstream engineering company covering a major rail terminal project (\$20M+), a letter of intent with a major international oil company for the purchase of crude oil, memorandums of understanding for the sale of refined products, a master services agreement with a major security services firm for project site security and consulting work, private placement memorandums and finder's fee agreements.
- Drafted Board resolutions, shareholder consents and amendment to a corporation's Articles of Incorporation to allow for staggered Board terms and the sale of a new class of Preferred stock.

- Assisted in drafting engagement and project financing agreements with major international investment banking firms as part of a \$1B institutional project financing.
- Worked with a major investment banking firm and their counsel to amend an organization's Private Placement Offering Memorandum (a \$50M Offering) as part of plan to bring the firm into the offering as an advisor and placement agent.
- Assisted an organization's in-house sales group with federal and state securities laws compliance related to obligations under the Securities Acts of 1933 and 1934 and the Regulation D Rule 506(c) exemption from registration.
- Negotiated settlement of a copyright infringement claim over an unlicensed image appearing on an organization's website, then drafted and implemented a new policy for an organization's P.R. and I.T. personnel to avoid future copyright issues.
- Assisted with drafting and filing of major project permitting documents alongside an organization's general counsel, outside counsel and engineering advisors, including a state water permit, state air quality permit, and county zoning and conditional use permits.
- Worked with an organization's outside counsel to successfully defend against legal challenges to local and state project permits brought by environmental NGO's. Assisted in drafting response briefs and associated legal research, with efforts culminating in two successful rulings in the North Dakota Supreme Court.