



Jim Canfield

Partner

Syracuse

P: 315.425.2763

jcanfield@barclaydamon.com

Education

- Albany Law School, JD
- Le Moyne College, BS

Practices & Industries

- Corporate
- Energy
- Financial Institutions & Lending
- Manufacturing
- Renewable Energy
- Tax Credits

Admitted to Practice

- New York

Court Admissions

- US District Court for the Northern District of New York

Biography

Jim serves as Barclay Damon's Corporate Practice Area co-chair and co-team leader of the manufacturing team. With over 35 years of experience handling commercial, corporate, and finance law matters, he primarily concentrates his practice on commercial and corporate transactions such as mergers, acquisitions, and divestitures; commercial lending transactions on behalf of investors, lenders, and borrowers; and various other commercial transactions. He has substantial experience representing companies involved in technology commercialization, renewable energy, health care, and hospitality industries.

Jim acts as lead, local, sole, and general outside counsel for individuals and privately and publicly held companies, ranging from sole proprietorships to publicly held multinational corporations, in formations, corporate maintenance, and a wide range of transactional matters.

He has substantial experience representing companies involved in technology commercialization, renewable energy, health care, and hospitality industries as well as commercial lenders and borrowers in commercial lending transactions, including the initial structuring, modification, work-out, and restructuring of those relationships.

Jim also has substantial experience representing franchisees and potential franchisees including Planet Fitness, Baileys, Doctor's Associates Inc. (Subway), and various automobile manufactures, regarding disclosure, franchise, and other agreements, as well as underlying leases and ancillary contracts.

Bar Associations

- American Bar Association, Business Law Section
- New York State Bar Association, Business Law Section
- Onondaga County Bar Association

Representative Experience

- Represented and continues to represent a major North American-based developer, owner, and operator of hydroelectric facilities in conjunction with acquisitions throughout the United States.
- Represented a NYC-based developer, owner, and operator of nursing homes in conjunction with numerous acquisitions in the NY metro area as well as a NYC-based owner and operator of post-acute health care facilities in conjunction with numerous acquisitions in Upstate New York.
- Represents a Midwest venture-capital firm regarding financing, including traditional borrowing and subordinate positions supporting a natural-food holding company and its operating subsidiaries.
- Represents foreign-based investors in a domestic co-generation facility in conjunction with restructuring investments.
- Represents various portfolio companies owned and managed by an Ithaca-based investor that creates and implements cutting-edge intellectual property platforms into successful technology-based businesses in conjunction with structure, operations, financing, and various operational matters.
- Working with in-house counsel, represented a national manufacturer of medical devices in negotiating and consummating the sale of various segments of its business.
- Represents minority shareholders and employees of a business-documentation company in negotiating a leveraged buyout with existing shareholders, as well as required financing.
- Assisted an international utility in preparing loan documentation in furtherance of the emergency economic-loan program approved by the NYS Public Service Commission.
- Represents a large developer in project-specific acquisitions and financing matters, including construction, permanent and historic tax-credit financing, commercial lease negotiations, franchising, and other construction and operational matters.
- Represented a regional printing company and its principals in negotiating the turnover of operating assets to a secured lender, restructuring the remaining indebtedness, and

negotiating various agreements, including employment and lease agreements, with the ultimate purchaser.

- Represented an Atlanta-based hotel owner and operator in conjunction with sale of various Upstate NY facilities.
- Represented a leading national distributor of branded consumer electronic goods to address succession issues through the granting of profits interest and in refinancing with the lender group.
- Drafted an agreement to purchase industrial hemp biomass for a cannabinoid-products company.
- Served as general outside counsel to a development company regarding the acquisition of a facility in Binghamton, New York, as well as financing the facility renovation through traditional construction financing and through the sale of federal and state historic tax credits and obtaining state and local assistance. Handled real property title issues, appropriate historic designations, and the negotiation of the master lease and other equity considerations to facilitate the financing.
- Served as general outside counsel to a nursing home and rehabilitation center regarding the acquisition of the operating assets of another residential nursing home and rehabilitation center and related real property located in New York City as well as the financing of the acquisition, including title matters and restrictions, required NYS Department of Health and Attorney General approvals, and the client acting as a receiver for the subject facility with the consent of the DOH.
- Served as general outside counsel to a NY-based owner-operator of post-acute health care facilities regarding the \$10 million acquisition of a nursing facility in Brockport, New York, and the acquisition financing, including title matters and restrictions and required NYS Department of Health and Attorney General approvals.
- Represented a hospitality software business in its \$16.6 million sale to a leading provider of software and services.
- Served as general outside counsel in financing a transaction that included equity rights to a specialized venture capital group that provides financial assistance to energy-related industries. Relevant issues included real property title, environmental, and intercreditor agreements.
- Represented a Spanish renewable energy provider regarding the restructure of its and its affiliates \$27 million in loans, converting a portion into an equity investment and restructuring the balance. Retained by the client's primary counsel to work through the labyrinth of the borrower's US companies and their charter documents as well as existing loan and security documents so as to effectuate a restructure. Also enforced collateral position when the borrower defaulted on the restructured loan.
- Served as general outside counsel to a hydroelectric power project owner and developer regarding the \$80 million

acquisition of several hydroelectric facilities located on Maine's Kennebec River. Handled real property title issues, obtaining necessary approvals of the assignment of US Federal Energy Regulatory Commission (FERC) and state regulatory licenses, and labor union issues as well as the pre-closing investigatory process with regard to potential environmental and regulatory issues and post-closing issues with management companies.

- Represented an owner, operator, and developer of hydroelectric power projects in its \$8.1 million purchase of a Virginia hydroelectric facility, including handling the status and necessary assignment of a US Federal Energy Regulatory Commission (FERC) license as well as the pre-closing investigatory process with regard to potential environmental issues and necessary post-closing connections to the electrical grid.
- Represented principals in the \$112 million sale of a majority interest in a wholesale optical lab, including confidential negotiations with a supplier, licensor, and competitor as well as extensive management provisions post-closing. Also worked with three firms representing the buyer regarding membership sale and subsequent operational matters, real estate, and anti-trust issues.
- Represented a solar project developer in obtaining a credit facility from the New York Green Bank for developing a solar energy project.
- Represented a buyer in their \$1.4 million acquisition of a company developing medical sterilization devices.
- Represented a printing company in their acquisition of a manufacturing company in Connecticut.

Prior Experience

- Hiscock & Barclay, LLP, Partner
- Hancock & Estabrook, LLP, Partner
- Ernst & Ernst LLP, Accountant

Selected Honors

- *The Best Lawyers in America*®: Banking and Finance Law, 2022–2024; Corporate Law, 2013–2024; Syracuse "Lawyer of the Year": Corporate Law, 2015, 2020, 2024
- *Chambers USA*, Upstate New York: Corporate/M&A, 2015–2023

Selected Speaking Engagements

- Frequent lecturer for legal and trade associations on corporate matters, financing, and other issues, including recent presentations regarding financing, IP, and venture capital issues for start-ups at MedTech 2018 and regarding alternative-dispute resolution alternatives to various national corporate clients.

Selected Media

- *Buffalo Business First*, "Experts Weigh in on Potential Effects of Life Storage Acquisition"
- *White New York Business Entities*, Board of Editors Member

Selected Alerts & Blog Posts

- Beneficial Ownership Reporting Requirements Under the CTA: Quarterly Reminder
- Beneficial Ownership Reporting Requirements Under CTA Effective January 1, 2024
- Final Beneficial Ownership Reporting Rules Announced
- NYS Governor Hochul Signs Amendment to Open Meetings Law
- COVID-19: NYS Business and Not-for-Profit Corporations May Hold Virtual Shareholder, Member Meetings for the Time Being