



RICHARD F. CAMPBELL

Partner

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Dick concentrates his practice in federal income tax and business, with a particular emphasis on structuring the acquisition and disposition of commercial real estate and other business holdings. He has represented both public and private companies on acquisition and disposition transactions as well as financing and equity investments. He has represented numerous developers in connection with tax-motivated real estate syndications, including brownfields credit, low-income housing credit, new markets credit, and rehabilitation credit projects. As part of his real estate tax experience, he has structured investments in the hotel industry for more than 25 years, and created limited partnerships, limited liability companies, and real estate investment trusts (REITs). Additionally, he has represented clients in the litigation finance industry since that industry's inception in the 1980s.

Honors

- Listed, *Best Lawyers in America* (Corporate Law and Tax Law) 1991 - 2024
- *Best Lawyers' Buffalo Tax Law Lawyer of the Year*, 2014 & 2018
- Listed, *Upstate New York Super Lawyers*, 2008 - 2012

Experience

Hodgson Russ represented a local real estate developer in negotiating a \$142 million joint venture with large national private equity firm to construct senior housing projects nationwide.

A team of Hodgson Russ attorneys represented an international hotel operator in the closing of a highly complex financing package involving \$226.6 million in new CMBS mortgage and mezzanine debt. The transaction involved 17 hotels in 11 states and included the defeasance of \$100 million of existing CMBS indebtedness, a major restructuring of the existing hotel owner and management companies, the formation of 20 new entities, the movement of 11 hotel franchises and 7 management agreements, and the buyout of a strategic partner.

The Guaranty Building
140 Pearl Street
Suite 100
Buffalo, NY 14202

Practices & Industries

Business Tax
Corporate & Business
Environmental
Hotel, Hospitality & Lodging
Manufacturing
Oil & Gas
State & Local Tax
Tax Credits

Admissions

New York

Education

University at Buffalo, B.A.
University at Buffalo School of Law,
J.D., cum laude

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Hodgson Russ closed a merger transaction on behalf of a long-time, NASDAQ-listed defense and aerospace products manufacturing client. As a result of the merger, the client became a wholly owned subsidiary in a deal valued at approximately \$275 million. The closing completed a four-month project in which attorneys from many of our practices contributed in significant ways under intense time pressures and opposite some of the largest firms in the country. Our work included advising our client's board in connection with its fiduciary duties; negotiating the merger agreement; preparing a proxy statement for the special meeting of shareholders and dealings with the SEC and FINRA; defending the company and the board in two shareholder lawsuits alleging, among other things, breach of fiduciary duty by the board; appearing in federal and state court and ultimately settling the lawsuits; advising management on directors and officers insurance matters; advising the board and management on certain options and other benefit matters; handling HSR filings; and assisting on financing related to the transaction.

Hodgson Russ represented a Finnish client in the heat transfer industry in connection with the formation of worldwide joint venture company with a Texas corporation. We also represented this client in the subsequent purchase of the entire company. In addition to corporate work, we assisted this client with respect to compliance law and merger compliance matters.

Hodgson Russ attorneys represented senior management in their purchase of a leading full-service grocery retailer in upstate New York, northern Pennsylvania, and western Vermont. The grocery retailer operates 155 full-service supermarkets and has more than 15,000 associates. Hodgson Russ also represented the senior management group in the financing of this purchase.

A Hodgson Russ team represented the Buffalo Sabres and its affiliate, HARBORCENTER, in conjunction with the development of HARBORCENTER, an approximately \$200 million, 600,000-square-foot sports, retail, entertainment, parking, and hospitality complex. This first-of-its-kind mixed-used facility includes two ice rinks; a 19-story, full-service Marriott hotel; a sports-themed nightclub and restaurant; retail space; and an 800-car parking facility, all of which are connected to the existing Key Bank Center via skywalk. Hodgson Russ has worked with the Sabres on all aspects of this project from its inception, including environmental review, contract negotiations, permitting, construction, economic development incentives, financing, and tax planning.

Hodgson Russ formed a \$100 million private real estate investment trust (REIT) to acquire assets in the hospitality industry and then structured and completed the trust's first hospitality investment.

On an annual basis, Hodgson Russ attorneys prepare private placement memoranda, including tax opinions, for an independent oil and gas company to offer units to accredited investors in limited partnerships that will invest in the drilling of oil and natural gas wells.

Hodgson Russ represented a Fortune 1000 company in the acquisition of the interests and real property of a privately held specialty parts manufacturer with locations on four continents. Our responsibilities included environmental due diligence review, the management of various environmental consultants, risk analyses related to various acquired properties, and contract drafting and negotiation.

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A team of Hodgson Russ attorneys led by John J. Zak represented long-time client, Integer Holdings Corporation (NYSE: ITBR), in its successful tax-free spin-off of its subsidiary, QiG Group, LLC, which converted into Nuvectra Corporation prior to the completion of the spin-off. Nuvectra is a medical device company that is concentrated on the development and commercialization of its neurostimulation technology platform, and, in particular, its Algovita spinal cord stimulation system, for the treatment of various disorders through the stimulation of tissues associated with the nervous system. As part of the spin-off, Nuvectra received approval to list and to have its common stock traded on the NASDAQ Global Market under the symbol “NVTR.” Hodgson Russ advised on all aspects of the separation of Nuvectra from Greatbatch and the corresponding distribution of the Nuvectra shares of common stock to Greatbatch’s stockholders, including the registration of Nuvectra with the SEC, the listing of Nuvectra’s common stock on the Nasdaq Global Market, facilitating the negotiation of agreements between Nuvectra and Greatbatch to establish a framework for their post spin-off relationship; preparation of corporate governance policies and procedures for Nuvectra as a newly publicly-traded company and assisting in the separation of Greatbatch’s existing employee benefit programs and the establishment of new programs by Nuvectra. The team of Hodgson Russ attorneys consisted of Craig M. Fischer (securities regulation and corporate compliance); Christofer C. Fattey (banking and finance); Terrence M. Gilbride and Elizabeth A. Holden (real estate); Ryan M. Murphy and Richard W. Kaiser (employee benefits); Peter C. Godfrey (labor and employment); Richard F. Campbell and Andrew D. Oppenheimer (business tax); and paralegal Courtney Scanlon.

Hodgson Russ represented a large real estate brokerage firm in a tax-free spin-off and reorganization of its statewide brokerage business.

In the News

Peak Resorts Completes Acquisition Of Hunter Mountain For \$36.8 Million
The Street, January 7, 2016

Fifty-Five Hodgson Russ Attorneys Named to *Best Lawyers* 2014
August 28, 2013

Fifty-Four Hodgson Russ Attorneys Named to *Best Lawyers* 2013
August 30, 2012

Press Releases

71 Hodgson Russ Attorneys Ranked in 2023 Edition of *Best Lawyers in America*
Hodgson Russ Press Release, August 19, 2022

55 Hodgson Russ Attorneys Ranked in 2022 Edition of *Best Lawyers in America*
Hodgson Russ Press Release, August 19, 2021

55 Hodgson Russ Attorneys Ranked in 2021 *Best Lawyers in America*
Hodgson Russ Press Release, August 20, 2020

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52 Hodgson Russ Attorneys Named to Various *Best Lawyers* Listings
Hodgson Russ Press Release, August 20, 2019

48 Hodgson Russ Attorneys Named to Various *Best Lawyers* Listings
Press Release, August 15, 2018

Fifty-two Hodgson Russ Attorneys Named to 2018 *Best Lawyers* Listing, Five Included in “Lawyer of the Year” Categories
Press Release, August 15, 2017

2017 *Best Lawyers* Names Fifty-four Hodgson Russ Attorneys From Multiple Offices
Hodgson Russ Press Release, August 18, 2016

Fifty-Five Hodgson Russ Attorneys Named to *Best Lawyers* 2016, Five Honored as Buffalo 'Lawyers of the Year'
Press Release, August 17, 2015

Publications

EPA Finalizes Standards Impacting Hazardous Air Pollution Emissions at Gasoline Distribution Facilities
Hodgson Russ Environment & Energy Alert, March 29, 2024

NYSDEC Releases New Draft Guidance Related to Discharges of PFOA, PFOS and 1,4-Dioxane for Public Review and Comment
Hodgson Russ Environmental Alert , January 25, 2024

New York State Budget Notes – May 5, 2023
Hodgson Russ State and Local Tax Alert, May 5, 2023

New Jersey Tax Laws: Out with the Old and In with the New Tax Laws in 2023
Hodgson Russ SALT Alert, January 3, 2023

Tax Updates from New York City – September 2022
Hodgson Russ TriState Tax Alert , September 12, 2022

Tax Provisions of Interest in New York's 2022-23 Budget
Hodgson Russ State & Local Tax Alert, April 12, 2022

Tax Updates from New Jersey - March 2022
Hodgson Russ Tristate Tax Alert, March 28, 2022

Updated Alert on Revised ASTM Standard
Hodgson Russ Environmental Alert, March 22, 2022

New Jersey Enacts Amendments to its SALT Cap Workaround
Hodgson Russ New Jersey Tax Alert, January 21, 2022

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Tax Updates from Connecticut, New Jersey and New York City - January 2022
Hodgson Russ Tristate Tax Alert, January 18, 2022

Presentations & Events

2010 New York Summer Seminar Series
Hodgson Russ, June & July 2010

Professional Affiliations

- New York State Bar Association
- Bar Association of Erie County Tax Section

Community & Pro Bono

- Zoological Society of Buffalo, Inc. board of directors
- New Phoenix Theatre board of directors