



Bradley Rapp

SHAREHOLDER

brapp@rappandkrock.com

Education:

- J.D. Hamline University School of Law, 1993
- B.B.A., Accounting, Texas A&M University, 1989
- B.S., Political Science, Texas A&M University, 1989

Admitted to Practice

- Texas, 1993
- United States Tax Court

Professional Honors and Affiliations

- AV Peer Rated Preeminent® by Martindale Hubbel Law Directory
- Houston Christian High School Board of Trustees, Trustee (2015-Present), Branding Committee Chair (2017-Present)
- Mentor, United States Naval Academy Parents, 2017-Present
- Member, American Bar Association
- Member, Houston Bar Association
- Member, Texas Aggie Bar Association
- Member, Houston A&M Club

Brad concentrates his practice in business law, including transactions, operational and governance issues, real estate, and contract law. His practice includes general business matters; formation and financing of business ventures; entity choices and formation considerations for business entities; negotiating, documenting, and closing equity and asset acquisitions, mergers, and consolidations; business contract drafting, negotiations, and review; real estate sales, acquisitions, and foreclosures (judicial and non-judicial); negotiation and drafting of commercial and residential leases; commercial and residential loan documents for lending institutions; and planning for businesses and their owners, including asset protection and estate planning.

REPRESENTATIVE EXPERIENCE

- Represented the group of owners of a conglomerate of commercial and marine boiler companies in the negotiation and documentation of the sale of the businesses to a competitor.
- Represented the owner of an insurance brokerage business in the sale of its book of business to a competing agency.
- Represented the owner entities of over thirty (30) residential facilities and related management entities in a negotiated portfolio sale of the properties and assets.
- Represented industrial coatings company with the sale of its intellectual and proprietary formulas as an exit strategy for the owners.
- Represented a group of owners redeeming and buying out retiring and departing owners from a closely-held business.
- Represented a company in the termination and layoff of numerous employees in securing releases and waivers in exchange for negotiated severance payments.
- Represented a client with the negotiation of a new Employee Agreement as a new executive at a Fortune 500 company.
- Represented a minority owner of a business in the purchase and buy-out of the majority owner.

Entity Structuring

- Provide advice and counsel to parties on entity choices and formation structures, governing persons' relationships and processes, and equity ownership options.
- Routinely called on to construct and document the varied working relationships inside and outside of the business entity, including bylaws, company agreements, and partnership agreements; structure relationships between affiliated entities and build third-party relationships, be it employee, lenders, landlords, vendors or other contractors.

Entity Governance

- Assist entity clients with governance matters for all types of entities, including annual meetings, regular meetings, consent actions, ownership certificates, and other mandatory filings, and maintain and safe keep all records and documents as necessary.
- Document business actions for all types of entities, including appointment, removal, resignation, and termination of governing person positions within business entities.
- Work and coordinate with other professional advisors, including accountants, bankers, insurance agents, and human resource advisors to consolidate thoughts and discussions in decision-making.

Contract Law

- Negotiate and document varied contractual relationships between parties, including buy-sell agreements, employment agreements, contractor agreements, building or equipment leases, and service agreements.
- Review and advise on contracts provided to clients from an outside party, and counsel on the terms and conditions.
- Document loans and secured transactions, including promissory notes, security agreements, pledge agreements, deeds of trust, and UCC filings.

Equity and Asset Acquisitions

- Advise, negotiate, and document equity and asset transactions for all forms of entities and types of businesses, and advise on either the buyer-side or the seller-side
- Structure and effectuate recapitalizations, mergers, divisive mergers, spin-offs, and split-off transactions.

Succession Planning

- Work with current and future owners, including family members or employees, to conceive, structure and conduct a successful transition from current owners to new owners, whether it is a one-time transaction or a series of transactions over an extended period of time.
- Advise and establish stock option, equity award, "phantom stock", stock appreciation rights, and bonus plans for key employees or trusted advisors.

Employee and Contractor Matters

- Advise business entities regarding employee hires and document employee agreements, including restrictive covenants (non-compete, non-disclosure, non-solicitation, intellectual property assignments, and other matters), compensation plans, and termination rights, including separation and severance plans.
- Provide advice and negotiate for employees in their employment agreements or other business relationships and documents.
- Advise business entities and document contractual relationships with independent contractors, including counseling on the legal distinctions between employees vs. independent contractors.
- Counsel independent contractors with the various documents they encounter in their business relationships.

Estate Planning

- Counsel on the implementation and operation of business entities, including family limited partnerships, as part of an estate plan, as well as structuring and operating such entities.
- Review and advise on existing business structures and assets to be part of an adopted estate plan.