

Brad Hamilton

SHAREHOLDER

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Brad Hamilton practices in corporate, securities, business, finance, and transactions law, including public and private offerings of debt and equity securities, mergers and acquisitions, business formation and financing, venture and equity capital, business and technology transactions, international transactions, structured finance, construction, natural resources, and trademarks.

In addition to practicing law, he has been a Director, President, CEO, General Counsel and Vice-President of Corporate Development for a variety of international and domestic, public and private companies. Brad's extensive C-Suite experience provides him an understanding of business risk weighting and risk tolerance that is uncommon to many lawyers. In his law practice, Brad also provides his clients with the benefit of his years of participation and leadership in business practices around the world, and his multicultural understanding of different legal and business systems and customs.

Brad's 38 years of diverse experience encompasses a wide variety of industries, including Major League Baseball, streaming media and entertainment, and public and private businesses ranging from technology to mining.

Prior to becoming a lawyer, Mr. Hamilton was a professional snow sports instructor and race coach in Colorado, New Zealand and British Columbia.

Experience

BUSINESS AND FINANCE

Brad's experience covers a wide variety of industries, including the acquisition and startup of a Major League Baseball expansion team, representing a U.S. public-company target in a \$500 million cash merger with an Australian oil and gas company, and conducting an oil-reserve borrowing-base financing in Belize. Brad also assists his clients in developing strategic growth through drafting and implementation of indirect sales channel programs, strategic alliances, joint ventures, and licensing, co-branding, co-marketing and other strategic transactions.

CORPORATE AND SECURITIES

Brad's clients have included global venture capital and investment firms and a wide variety of entrepreneurial ventures. He assists his institutional clients in structuring and protecting their investments, and his entrepreneur business clients in starting-up their ventures, preparing them for initial and later-round financing, and going public. His practice includes capital formation, private and public equity, and debt and derivative instruments, and he has represented companies in private placements and public offerings of securities in the United States, on the Toronto and Vancouver Stock Exchanges, the London Stock Exchange, and with listings on other foreign stock exchanges.

Brad also helps his clients comply with the latest demands on corporate governance and SEC reporting requirements.

INTELLECTUAL PROPERTY & TECHNOLOGY

Brad has extensive experience representing clients in the streaming media, cyber-center, managed services, software, and telecommunications businesses, and has pursued graduate studies in telecommunications at the University of Denver. His technology practice includes agreements for telecommunications services, Internet and mobile-app content creation, hosting and access, technology and software licensing, e-commerce, broadband and streaming media, cyber-center operations, managed services, ASP, xSP, and SaaS businesses, on-line collaboration, and interactive media services. He assists his clients in identification, realization and protection of their intellectual property, and copyright and trademark matters.

He has lectured on Cyber Security, Digital Rights Management, and Terms & Conditions in Technology Agreements. Brad has also represented clients in the nuclear fuel, nano-technology, chemicals, and chip manufacturing industries, and spent several years as a member of a trade team charged with identifying and commercializing technologies developed by the military industrial complex of the former Soviet Union.

INTERNATIONAL TRANSACTIONS & OPERATIONS

Brad has lived and worked in Canada, Germany, New Zealand, and Spain. He has had extended long-term professional postings in China, Mongolia, Russia, Scandinavia, and the United Kingdom. He has also represented clients in business transactions with governmental and business entities in Australia, China, Hong Kong, Japan, Kazakhstan, Mali, Mexico, South Africa, South Korea, Switzerland, Wales, and throughout the Americas, and has represented Australian, British, Canadian, German, Malaysian, Russian, Spanish, and South Korean clients in the United States.

He helps his clients adapt to foreign legal systems and cultures when establishing international operations and joint ventures, and in complying with laws such as the Foreign Corrupt Practices Act, and the UN Convention on the International Sales of Goods. He also assists foreign clients doing business in the United States.

NATURAL RESOURCES & CONSTRUCTION

Brad has extensive experience representing real estate development companies and funds, and exploration, mining, and oil & gas companies. Brad's experience includes representing the owner respecting all bid, purchase order, procurement, logistics, engineering, and construction contracts for a \$2.5 billion mining and smelting operation and a \$500 million 265-megawatt electricity generating facility located in remote northern-Asia.

Brad implemented a hostile take-over of a producing gold mining company in Nevada, where he re-organized operations, worked out the company debt, and marketed, negotiated and sold the company for a profit. He has negotiated, drafted and implemented hundreds of agreements for construction, oil & gas leases, joint ventures, farm-ins, options, exploration, mine development, construction, royalties, production off-take, project financing, price hedging and other commodity price protection agreements.

Brad also represented an oil and gas producer in a complex resource borrowing-base financing involving collateral in four different Caribbean and Central American countries.

SPORTS AND ENTERTAINMENT

Brad advises music and recording artists on production, recording, publishing, licensing, management, agency, merchandising, distribution, and sponsorship agreements; band partnership agreements; concert promotion & venue agreements; trademark & copyright registration; and mechanical, synchronization, public performance, and print license agreements.

He advises companies and entertainment professionals on broadcast and distribution agreements, photography, film and television production agreements, film financing agreements, actor's agreements, model releases, photographer agreements, and freelance work-for-hire agreements.

Significant Representations

- Represented a national hotel, gaming, and entertainment company in a \$400 million note offering and asset base financing.
- Represented a Central American-based oil and gas producer in a \$42 million reserve-based loan facility.
- Represented a U.S.-based public international oil and gas producer in a \$500 million auctioned tender offer and resulting cash merger with an Australian oil and gas company.
- Owner's counsel for the engineering, design, procurement and construction of a \$2.5 billion copper and gold mining project in remote northern-Asia.
- Issuer's counsel for the documentation and implementation of a unique, patented, 'AAA' rated certificate of deposit asset securitization.
- Established the first Russian-Mongolian-United States joint venture, and authored the Dornod Joint Venture Agreement, which served as the template for the first Minerals Law of Mongolia.
- Represented the buyers of a Major League Baseball Club expansion team, coordinating negotiations among diverse ownership groups, community leaders, government and baseball officials, and hostile financiers. Represented the owners in financing, establishing and organizing the club, serving as its Secretary.
- General counsel to a start-up news, sports, and entertainment television production and streaming media company, negotiating, drafting and implementing agreements for studio architecture, design and construction, studio and mobile production, content licensing and distribution, and negotiated and managed production and broadcast agreements with one of America's most revered song and screen icons, a boxing gold medalist and super welter-weight world champion, two members of an NBA championship basketball team, Major League Soccer, the Democratic National Committee, and the Salt Lake City Winter Olympics.
- Issuer's counsel for initial public offerings in the United States, Canada, and the United Kingdom.
- Represented a European venture capital fund group in international investments.
- Represented an industrial food processing company in establishing multiple food processing joint ventures in Russia and negotiated and closed IFC/World Bank financing.

HONORS & DISTINCTIONS

- 2017-2026 Super Lawyers®
- 2017-2018 President, Jones & Keller, P.C.
- 2017 Selected as a Charter Fellow of the Construction Lawyers Society of America.
- 2016 Law Week Colorado Barrister's Best - People's Choice: Best Corporate Attorney.
- 2015 Law Week Colorado Barrister's Best - Best Corporate Attorney.

- 2014 TOP RATED Lawyers in Banking and Finance.
- AV Preeminent – Martindale-Hubbell.
- Lecture: Contract Exculpatory Provisions In The Time of Covid – Force Majeure, Impossibility, Impracticality, Frustration of Purpose, And Other Contract Hot Button Issues; CBA-CLE 2020 Business Law Institute.
- Member – ABA Mergers & Acquisitions Committee – 2021 Private Target Deal Points and 2017 Carveout Transactions Study Working Groups.
- Lecture: Recreational Marijuana, Banking, Taxation and Other Business Challenges, Colorado Law Institute; CLE International (April, 2016).
- Lecture: Legal and Business Cyber Security Risk Profiles; Denver Business Journal Business Panel Series – Managing Enterprise Risk For Your Company (October, 2015).
- Lecture: Capital Formation – Recent Developments – Federal Securities Law; JOBS Act Background, Overview and Update, Colorado Business Law Institute, Colorado Bar Association – CLE In Colorado, Inc. (October, 2013).
- Faculty for annual securities law conference to accountants and lawyers – lectured on updates to the JOBS Act and SEC Rulemaking: Jumpstart Our Business Startups Act – JOBS Act Overview and Update, Crowe Horwath, P.C. 23rd Annual SEC Conference (September, 2013).
- Lecture: “Jumpstart Our Business Startups Act – Jobs Act Overview & Update” – National Education Conference (July 30, 2013).
- Faculty, “High Level Agreements” Lorman Education, “Contract Negotiations and Preparation in the Oil and Gas Industry (2012).
- “Best Sports Lawyer” – People’s Choice, Law Week Colorado, Barrister’s Best 2010.
- Editor, Colorado Bar Association Technology Law & Policy Section Monthly Newsletter (2005-2007).
- “Securities Offering Reform 2005”, Denver Business Journal, (2005).
- Faculty, “Introduction to the Law of Computer Networks”, Colorado Bar Association “Introduction to Technology Law” continuing legal education seminar (2005).
- Faculty, “Overview of the Underlying Technology”, Colorado Bar Association “Introduction to Technology Law” continuing legal education seminar (2005).
- Lecture: “Digital Rights Management”, Colorado Bar Association Technology Law and Policy Section continuing legal education presentation (2004).
- “Web Site and Information Security: Policies and Procedures to Protect Your Business From Liability” (2004).

PROFESSIONAL & COMMUNITY AFFILIATIONS

- Chairman of the Board (2010-2016); Advisory Board (2021-present) – Dolls for Daughters and Kenzi’s Kidz
- American Bar Association
- Colorado Bar Association
- Denver Bar Association
- Canadian Bar Association (inactive)
- Construction Lawyers Society of America – Charter Fellow
- The American Society of Composers, Authors and Publishers
- Professional Ski Instructors of America
- American Association of Snowboard Instructors

ADMISSIONS

- Colorado (1983)
- U.S. District Court, District of Colorado
- Colorado State Courts

LICENSED IN

Colorado

SOCIAL MEDIA

[Blogger](#)

[LinkedIn](#)

EDUCATION

J.D., University of Kansas School of Law, Lawrence, Kansas (1983)

B.S. Journalism, University of Kansas, William Allen White School of Mass Communications & Journalism (1979)

PRACTICE AREAS

Banking, Lending & Financial Institutions

Business & Corporate

Construction Contracting

Franchise & Distribution

Healthcare Business

Intellectual Property

International Business Transactions

Mergers and Acquisitions

Natural Resources

Securities & Finance

Sports and Entertainment

Technology

BADGES

