



## E. CALVIN MATTHEWS, IV

### PARTNER

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Calvin Matthews is a partner and member of the firm's Corporate Services practice group. Serving as outside counsel to numerous corporations and corporate boards, he maintains a diverse practice with experience in a wide range of sectors. His clients include both closely held businesses and publicly traded companies across industries, large multi-state and international enterprises, and high-net-worth individuals.

Calvin takes a holistic view of a company's operations and his client's needs, hence providing optimal support and desired outcomes. His specialized approach, along with a deep understanding of his client's needs, is the result of a unique background that includes extensive experience as a corporate services attorney, successful litigator and a decade-long career in the financial industry.

He utilizes his vast knowledge and experience to thoroughly and thoughtfully represent each of his clients in their various industries. Calvin works directly with owners, boards of directors and senior management to develop strategies aimed at improving operations and minimizing risks.

Calvin regularly advises his clients on corporate structure and internal policies, member and shareholder litigations, complex class action and corporate litigation, commercial contracts, insurance, real estate, employment, M&A, corporate governance and compliance. He has extensive experience with regulatory issues, including those related to banking and financial matters.

His widely publicized cases include the representation of multiple publicly held companies against various class actions; the representation of multiple board members of an international military defense company; and the representation of the CEO and President of a national company in a \$600 million fraud scheme— the largest ever prosecuted in the state of Missouri.

### EDUCATION

- University of Tulsa College of Law (J.D.)
- Arizona State University (B.S.)
  - Finance
  - Scholar Athlete

### CHARITABLE AND CIVIC INVOLVEMENT

### SERVICES AND INDUSTRIES

Corporate  
Debt Finance  
Governance and Compliance  
Mergers and Acquisitions  
Outside Corporate Counsel  
Real Estate  
Franchising and Distribution  
Consumer Products and Services  
Financial Services and Banking  
Real Estate, Development, Construction  
Private Equity and Venture Capital

### ADMISSIONS

Missouri  
Illinois

- St. Louis Sports Commission (Board Member)
- Saint Louis Art Museum (Corporate Advisory Board)
- The St. Louis Museum of Transportation (Past Board Member)
- Loyola Academy (Past Board Member)
- Armstrong Teasdale United Way Campaign (Chairman, 2015)

## ACCOLADES

- *Missouri/Kansas Super Lawyers*®, Rising Star (2015-2016)
- NCAA National Champions, Arizona State University Men's Golf (1996)
- NCAA West Regional Champions, Arizona State University Men's Golf (1995, 1998)
- Pac-10 Champions, Arizona State University Men's Golf (1995-1998)

## BACKGROUND

Prior to joining to Armstrong Teasdale, Calvin was in private practice at another St. Louis area firm.

Before practicing law, Calvin was a NASDAQ Securities Trader for JW Genesis Financial Services, Inc. where he held a NASD Series 7, General Securities Representative License; NASD Series 55, Equity Trader Representative License; and a NASD Series 63, Uniform Securities Agent License. He also worked for ADM at the Chicago Mercantile Exchange.

## EXPERIENCE

### **\$23.4 Million Sale of Corporate Headquarters**

Represented a retail menswear holding company in the sale of its former corporate headquarters in California for \$23.4 million.

### **Renegotiation of Nearly 1,000 Retail Leases for Men's Clothing Retailer**

Completed a two-phase renegotiation of nearly 1,000 retail leases across the United States and Canada for a men's retail clothing client in connection with COVID-19 impacts and the client's emergence from Chapter 11 bankruptcy proceedings. In the first phase, we negotiated rent deferral agreements for nearly 400 retail locations in connection with the impact of COVID-19 and related government-mandated closures on the client's operations; and assisted with nearly two dozen litigation matters relating to closures in several states. In the second phase, following the client's declaration of Chapter 11 bankruptcy, we renegotiated nearly 850 retail leases assumed by the client in connection with the bankruptcy proceedings, successfully finalizing and obtaining full execution of nearly 99% of renegotiated leases submitted for legal review, nearly three times the success rate the client had originally anticipated.

### **\$137.25 Million Asset Sale for Independent Insurance Broker**

Represented a large independent insurance broker in the sale of assets in exchange for cash and equity consideration valued at up to \$137.25 million.

### **Assignment of Interests in Limited Partnerships Owning 500+ Tennessee Apartment**

## **Units**

Assisted multiple general partner entities with the assignment of their interests in approximately 20 limited partnerships that own 500+ multifamily apartment units located in the State of Tennessee. The assignments included seeking approval and consent to the transfers from approximately 100 limited partners.

### **Assignment of Interests in Limited Partnerships Owning 700+ Kansas Apartment Units**

Assisted multiple general partner entities with the assignment of their interests in 38 limited partnerships that own approximately 700 multifamily apartment units located in the State of Kansas. The assignments included seeking approval and consent to the transfers from approximately 100 limited partners, the Kansas Housing Resources Corporation, the U.S. Department of Housing and Urban Development, and the U.S. Department of Agriculture - Rural Development.

### **Developer's Counsel for Low-Income Housing Property**

Served as developer's counsel with respect to the development of a 54-unit low-income housing tax credit property located in Oklahoma.

### **Counsel to Lender, Purchaser on \$17.6 Million Credit Facility**

Served as purchaser's and lender's counsel with respect to a \$17.6 million credit facility related to the acquisition and development of a 212-unit low-income housing tax credit project located in North Carolina.

### **Lender's Counsel on \$9.6 Million Equity Bridge Loan**

Served as lender's counsel for a \$9.6 million equity bridge loan related to the development of a 236-unit low-income housing tax credit project in Detroit, Michigan.

### **Advised on Tax Implications of Selling Partnership Interests**

Advised housing management client on the tax implications related to the sale of partnership interests and cancellation of indebtedness income, which included analyzing the tax consequences of transaction structures and financing classifications to avoid negative income tax consequences to the partners.

### **Significant Victory in Multimillion-Dollar National Class Action for Men's Retailer**

Secured a significant victory for a men's clothing retailer on a motion for summary judgment in U.S. District Court for the District of Maryland. The plaintiffs alleged that certain sales promotions were deceptive and sought certification of a California class, potentially exposing our client to hundreds of millions of dollars in damages. The Court dismissed the lawsuit finding that plaintiffs could not establish that the marketing campaign caused them damage. Earlier, the Court had dismissed requests to certify a nationwide class and a Maryland subclass for similar reasons.

### **\$2.9 Million Arbitration Outcome for Client**

Secured favorable outcome in arbitration for client in a claim by an insurance producer who claimed he owned his book of business and was entitled to more than \$2 million following a sale of the company he worked for. Following a two-day arbitration, the arbitrator found for our client and awarded \$770,000 in damages, attorney's fees and \$2.2 million in punitive damages after it was proved the claimant lied in his discovery responses and at deposition.

### **Secured Dismissal for Banking Client in Loan, Foreclosure Matter**

Secured motion to dismiss in St. Louis County Court for a Missouri state-chartered banking client. The plaintiffs claimed several million dollars in damages related to a loan and foreclosure by the client and filed claims alleging breach of contract, breach of

implied covenant of good faith and fair dealing, breach of fiduciary duty, wrongful seizure and liquidation in a prior replevin case, and a wrongful foreclosure sale. The plaintiffs voluntarily withdrew their claims and set forth new claims of negligent misrepresentation or concealment, fraudulent misrepresentation or concealment and breach of contract/third-party beneficiary. The Court granted our motion to dismiss based on arguments of res judicata and failure to state a claim, and dismissed the claims with prejudice.

#### **Advised Menswear Retailer in SMS Program Launch, Compliance**

Advised a major American menswear retailer in launch a transactional SMS program allowing them to communicate via text message with customers who have opted-in. Armstrong Teasdale navigated a strict regulatory environment by identifying regulatory requirements for SMS programs, evaluating internal business processes to streamline compliance, and drafting the requisite consent language. The program required significant cross-collaboration to meet the expected deadlines.

#### **Land Acquisition, Negotiations for Banking Client Expanding Footprint**

Negotiated the acquisition of vacant land for the development of two new branch locations for a banking company in Northwest Arkansas. Worked with a local development team to negotiate access, signage and development approvals to facilitate design and construction of the new locations.

#### **Acquisitions for Banking Client's Southern Expansion**

Completed the acquisition of two sites in Northwest and Central Arkansas to facilitate a banking client's expansion. Worked closely with a local development team to ensure local approval of the bank's intended development. In addition, the team worked through local and subdivision architectural and site plan approvals, property investigation, site plan development and access negotiations across neighboring properties to ensure the one of the sites, which has a unique topography featuring a 40-foot vertical drop from east to west, was suitable for our client's intended development.

#### **\$50 Million+ Corporate Debt Restructuring**

Advised a client in a corporate debt restructuring of more than \$50 million that allowed it to part ways with the family of its deceased founder. The restructuring included a comprehensive court-approved settlement agreement involving the payoff of several debt obligations, the release of the related security agreement, the purchase and extinguishment of a warrant to purchase over 500,000 shares of common stock of the client's holding corporation, and the release of rights under multiple purchase agreements, including a stock purchase agreement. The negotiated settlement agreement price included approximately \$17 million of debt forgiveness to the client's benefit. Also represented the client in a \$2 million revolving loan and a \$44 million term loan, handled employment agreements for the CEO and CFO, negotiated landlord consents on client leases in dozens of locations, and provided assurances to the lender on the client's employee stock ownership plan.

#### **\$9 Million in Sale-Leaseback Arrangements for Menswear Retailer**

Represented a retail menswear holding company in the sale and leaseback of two retail locations, in Missouri and Michigan, and a distribution center in Florida, for a total of approximately \$9 million.

#### **Handled Acquisition of \$2.3 Billion Menswear Retailer and Subsequent Litigation**

Defended clothing retailer against multiple lawsuits associated with the \$2.3 billion

acquisition of a publicly traded clothing retailer.

**\$825 Million Acquisition of Clothing Manufacturer, Retailer**

Managed the \$825 million acquisition of a manufacturer and retailer of men's and women's active and outdoor outerwear for publicly traded company.

**\$1.8 Billion Sale of International Men's Apparel Manufacturer, Retailer**

Managed the \$1.8 billion sale of publicly traded company specializing in the international manufacturing and sales of men's apparel.

**\$35 Million Sale of Bank Holding Company**

Managed the \$35 million sale of a bank holding company and state-chartered subsidiary bank.

**Outside Counsel for International, Publicly Traded Men's Apparel Company**

Serves as outside counsel for a publicly traded men's apparel company with international operations in manufacturing and retail assisting with national class actions, various corporate issues, and intellectual property matters including those relating to trade marks and patents.

**Outside Counsel for Financial Institution**

Serves as outside counsel for financial transactions, real estate, acquisitions, employment, and corporate governance matters while working daily with senior management and the board of directors.

**Outside Counsel for Affordable Housing Developer**

Serves as outside counsel for a closely held national developer and management company of affordable housing projects and related tax credit developments.

**Outside Counsel for Housing, Clean Energy Developer**

Served as outside counsel for a national developer of high-quality multifamily housing and clean energy.

**\$40 Million Financing of Apartment Community**

Managed a \$40 million financing of a 400-unit apartment community, which includes affordable housing aspects and a Freddie TEL.

**Managed Consumer Class Action Lawsuits for Major Men's Retailer**

Managed multiple consumer class action lawsuits for major men's retailer. Obtained a dismissal of one lawsuit, and have motions to dismiss pending on two additional lawsuits.

**Outside Counsel for National Real Estate Company**

Served as outside counsel for a national real estate development, management and construction company.

**\$100 Million Restructuring of Large Real Estate Development**

Managed the \$100 million restructuring of a large multipurpose commercial real estate development.

**Secured Voluntary Dismissal of Consumer Class Action Against Major Clothing Retailer**

Secured the voluntary dismissal of a consumer class action filed against a major clothing retailer in the U.S. District Court for the District of New Jersey. The plaintiff alleged that our client's sales promotions violated New Jersey consumer regulations governing advertisements, potentially exposing our client to liability for millions of dollars in statutory damages. After an appellate decision in another case confirmed the strength

of our motion to dismiss arguments, the plaintiff chose to voluntarily dismiss the lawsuit.

**Chemical Company Sold to Private Equity Group**

Managed the sale of a closely held international chemical company to a private equity group.

**Obtained Dismissal of Consumer Class Action for Retailer in Illinois**

Obtained a dismissal of putative consumer class action alleging deceptive advertising in U.S. District Court for the Northern District of Illinois. The Court granted the client's motion to dismiss, and when the plaintiff sought appellate review, the Seventh Circuit unanimously affirmed.

**Obtained Dismissal of Consumer Class Action for Clothing Retailer**

Obtained a dismissal of putative consumer class action alleging deceptive advertising in U.S. District Court for the District of New Jersey. The plaintiff claimed the retailer's advertisements were misleading because the products were not sold at the advertised regular prices often enough. The Court dismissed the case because the complaint alleged no facts showing that the plaintiff suffered any damages.

**Summary Judgment for Defense Company Directors in Class Action Suit**

Obtained summary judgment for multiple directors of the board of a publicly traded national defense company against former shareholders' putative class action claims, alleging breach of fiduciary duty and seeking millions in damages. The clients successfully moved to dismiss the case, and the Missouri Supreme Court affirmed the judgment.

**\$1.5 Million Summary Judgment for Bank in ECOA, Regulation B Case**

Successfully defeated multiple Equal Credit Opportunity Act (ECOA) and Regulation B claims and obtained summary judgment against multiple developers and guarantors in an amount exceeding \$1.5 million and secured an award of an additional \$120,000 in attorneys' fees.