



TESSA ROLUFS TRELZ

PARTNER

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Tessa Trelz has more than 30 years of experience providing corporate transactional and ownership/governance counsel to public and private companies throughout the United States.

The focus of her practice involves buying and selling businesses, products and services, software and other intellectual property. She has extensive experience as lead counsel in mergers and acquisitions in a variety of industry sectors, most notably financial/payments, professional services and manufacturing. She also handles nondisclosure and noncompetition transactions and distributorships and outsourcing arrangements. Matters range in size and value up to hundreds of millions of dollars. Tessa provides efficient and effective analysis of, and practical solutions to, business-to-business transactional, ownership and governance issues, always keeping in mind her client's organizational goals, operational priorities and unique industry perspectives.

Tessa is particularly experienced in joint ventures and other strategic partnerships between business entities, focusing on situations in which intellectual property assets are key. She represents both vendors and users in technology services and consulting agreements, including those for data center and cloud computing environments; hosted platform, software and data solutions; software as a service and data as a service; application development, testing, and maintenance; and licensing and other technology services.

A natural leader and recognized trailblazer, after serving as the law firm's representative and a founding member of the U.S. Law Firm Group's Women's Committee, Tessa envisioned, developed and led the firm in instituting the first professional advancement program for women lawyers at a private professional services firm in the St. Louis metropolitan region in 1998. Other area firms have followed Tessa's lead and launched programs fashioned after the Armstrong Teasdale model. In recognition of her significant influence on an important industry-wide issue, the University of Missouri-St. Louis awarded Tessa its Women Trailblazer Award after she assisted the university in founding its own Women's Leadership Chancellor's Council designed to support and promote women's programs throughout the campus.

Active in firm management, Tessa served as leader of the firm's award-winning Corporate Services practice group for four years, during which she significantly advanced and distinguished the group, most notably by growing its extensive mergers and acquisitions practice – including through the addition of a legal project manager role, initiation of an M&A seminar series for clients, and development of a proprietary due diligence tool to increase efficiency and cost-effectiveness – leading to the firm

SERVICES AND INDUSTRIES

Technology Transactions

Mergers and Acquisitions

Corporate

Financial Services

Outside General Counsel

Financial Services and Banking

Manufacturing and Innovation

Technology

ADMISSIONS

Missouri

Illinois

earning a first-tier ranking for Mergers and Acquisitions in the 2018 “Best Law Firm” issue of U.S. News & World Report – Best Lawyers®. During her tenure as practice group leader, she also founded the group’s distinguished technology practice area, advanced its emerging companies practice by establishing its office in the St. Louis Cortex District, and developed a full-fledged government affairs practice housed inside of the firm’s subsidiary AT Government Strategies LLC.

EDUCATION

- Saint Louis University School of Law (J.D., *cum laude*, 1987)
 - Order of the Woolsack
 - Saint Louis University School of Law Public Law Review (Articles Editor, 1985-1987)
- University of Virginia (B.A., *with distinction*, 1981)
 - Political and Social Thought

PROFESSIONAL ACTIVITIES

- U.S. Law Firm Group (Founding Member, Women's Committee 1998-2010)
- The Missouri Bar
- Illinois State Bar Association
- American Bar Association

CHARITABLE AND CIVIC INVOLVEMENT

- Mercy Health (Mercy East Communities Board of Directors, Member 2012-2018; Mercy Foundation St. Louis, Member 2007-2014, Chair 2012-2014; Mercy Hospital St. Louis Board of Directors, Member 2013-2014)
- University of Missouri-St. Louis Chancellor’s Council (2008-present); Chancellor's Council Advocacy Committee (Member, 2008-2017; Co-Chair, present); Women's Leadership Council (Founding Chair, 2008-2012; Member, present)
- Girl Scouts of Eastern Missouri (Board Member, 2011-2014)
- Family Support Network (n/k/a Epworth) -prevention of child abuse and neglect (Board of Directors and Executive Committee (2005-2010); President (2008-2009))
- Ladue Public Schools (Parent Volunteer, 2001-2013)
- Salem in Ladue United Methodist Church Youth Ministry (Volunteer, 2000-2013)
- United Way of Greater St. Louis’ Women’s Leadership Giving Initiative (Legal Market Chair, 2000-2008)
- Zonta International-advancement of status of women worldwide (Member St. Louis Chapter, 1987-1993)

ACCOLADES

- Honorary Doctor of Humane Letters, University of Missouri-St. Louis (May 2017)

- Named among St. Louis' Most Influential Business Women, St. Louis Business Journal (2017)
- “Inspiring St. Louisan” Award, Annual Freedom Fund Fellowship Event, St. Louis County NAACP (2013)
- *The Best Lawyers in America*®; Corporate Law, Mergers and Acquisitions Law (2013-present)
- *Missouri/Kansas Super Lawyers*®(2011-2012, 2015-present); *Super Lawyers*®Business Edition (2011-2012)
- University of Missouri-St. Louis Women Trailblazer Award recipient (2010)
- Founder and Director of the Armstrong Teasdale Program for Professional Advancement of Women (1998-2010)
- Business Practitioner Honoree, St. Louis Daily Record *Women's Justice Award* (2009)
- AV® Peer Review Rated, *Martindale-Hubbell*
- Member, Board of Directors for Aunt Sally's Praline Shops Inc., a fourth-generation family-owned retail/wholesale candy and souvenir business based in New Orleans (2010-2012)

BACKGROUND

Before entering law school in 1984, Tessa spent a college semester and, after college, three years as an assistant to a member of the U.S. House of Representatives in Washington, D.C. In that capacity she handled constituent relations relative to the federal government including the Departments of Education, Housing and Urban Development, Health and Human Services, Energy and the Federal Emergency Management Agency.

EXPERIENCE

Acquisition of Digital Giving Platform

Represented an information management and payment services client in the acquisition of a digital charitable giving platform, which allows users to make donations to faith-based and nonprofit organizations through multiple channels including a mobile app, donation by text, and at kiosks.

Counsel to Purchaser of Software Company in Strategic Expansion

Served as counsel to purchaser of Netherlands-based software company in strategic expansion of existing suite of software products serving the residential and commercial construction industries.

Counsel to Private Equity Fund in \$20 Million Equity Acquisition

Acted as counsel to a private equity fund in its \$20 million equity acquisition of a company serving various large industrial and aerospace customers. The transaction involved a complicated pre-closing tax-free reorganization, donation of a minority interest in the target company to a donor-advised fund, international distribution issues, and a representations and warranties insurance policy. Helped client achieve its goal of

closing and deploying allocated capital at year-end on an expedited basis.

\$35 Million+ Strategic Fulfillment/Transportation Contract

Served as outside counsel responsible for \$35 million+ long-term strategic fulfillment/transportation contract for international retailer.

Counsel to Financial Services Client on Strategic Alliance

Outside counsel to client in financial services sector on multiple year strategic alliance to provide suite of technology services in Asia Pacific.

Lead Outside Counsel on Long-Term Strategic Partnership

Lead outside counsel on long-term strategic partnership for provision of technology services in heavily regulated foreign payments system.

Local Counsel on Multibillion-Dollar Merger

Acted as local counsel on multibillion-dollar merger of two publicly traded international organizations.

Resolved Multinational Shareholder Dispute

Resolved a high-stakes dispute among the owners of a multinational group of companies that design, manufacture and distribute industrial equipment. The dispute involved the exercise of multiple, conflicting cross purchase provisions within governing corporate documentation as well as disputes over ownership of intellectual property and customer/vendor relationships.

Lead Counsel to Payments Processing Company

Lead counsel on successive transactions wherein client was deploying existing technology in innovative arrangements and new service lines with key business partners.

Multiple Acquisitions Support Client's Diversification Strategy

Represented a client in completing numerous acquisitions of manufacturing, distribution, construction and technology companies. These transactions ranged from several million dollars to nearly \$100 million and occurred over several years. These acquisitions supported the company's goals of diversifying its products and services offerings in its core markets as well as provided avenues for expansion into other markets.

THOUGHT LEADERSHIP

February 1, 2016

Corporate Compliance: Why you should care

LinkedIn