



## Christian Gonzalez

Partner

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Forward-thinking and business-minded, Christian has built a practice of advising clients on a variety of complex issues in an ever-changing, fast-paced corporate world. He focuses on achieving client objectives by providing sound strategic advice in the areas of corporate, banking, and securities law, including mergers and acquisitions, federal securities law compliance, public and private stock offerings, venture capital and private equity, capital formation, regulatory compliance, and general corporate governance matters.

Christian has significant experience servicing financial sector clients ranging from multi-billion dollar public financial institutions to community banks and thrifts. He counsels financial institutions in strategic growth planning, holding company formation, M&A transactions, and other critical situations and has a broad range of experience in complex transactional, securities, regulatory, governance and compliance matters impacting this highly regulated and ever-evolving sector. Christian also guides venture capitalists through the various stages of financing their investments, including fund formation, rapid growth financing, and exit transactions.

He has been a resource for the firm's leadership covering the impact of Dodd-Frank Act regulations on the firm's financial sector clients. Currently, he serves on the firm's Board of Directors.

Prior to joining Dinsmore, he served as general counsel for The Ohio Division of Financial Institutions working on various regulatory and corporate matters pertaining to state-chartered financial institutions.

### Services

- Corporate & Transactional
- Capital Markets
- Private Placements
- Public Company Reporting, Compliance & Governance
- Public Offerings
- Mergers & Acquisitions
- Cybersecurity & Data Privacy

- Banking & Financial Services
- Bank Regulatory & Enforcement
- Venture Capital/Private Equity
- Environmental, Social & Governance (ESG)

## Education

- New York Law School (J.D., *with high honors*)
  - Dean's List
  - Dean's Leadership Award
  - National Order of the Barrister
  - Moot Court Association, vice chair
- Rutgers University (B.S.)
  - Finance

## Bar Admissions

- Ohio
- New York

## Affiliations/Memberships

- Columbus Bar Association
- Ohio State Bar Association
- New York State Bar Association
- Big Brothers Big Sisters, mentor
- Hispanic National Bar Association, member; executive committee, national vice president - membership; former Region 10 president

## Distinctions

- Ohio *Rising Stars*®
- Top Lawyers by *Columbus CEO* magazine
- "Top Latino Lawyers of 2019" by Latino Leader Magazine
- Lawyers of Color Power List (2020)
- HNBA Top Lawyers Under 40 Award (2020)
- *Columbus Business First* 40 Under 40 (2020)

## Languages

- Spanish

## Experience

### **Counseled Leading ULT Freezer Company through Merger**

We counseled our client, Stirling Ultracold, an innovative developer and manufacturer of ultra-low temperature (ULT) freezers for life science and biopharma research, through its merger with BioLife Solutions, Inc., a developer focused on bioproduction devices used in cell and gene therapies. Stirling's CEO saw the potential for increased demand for the company's freezers during the COVID-19 pandemic as the freezers were a direct competitor to dry ice used in storing the COVID-19 vaccine. Merging with BioLife enabled Stirling to execute an aggressive strategic plan marketing and selling its freezers. Dinsmore served as the company's general counsel since 2019, and our team of attorneys brought experience in mergers and acquisitions, labor, insurance, and life sciences, all of which was necessary to fully understand and address the company's specialized needs. We counseled our client through the merger while simultaneously defusing challenges. Our team's collective experience enabled Stirling's executives to address the company's short-term needs while also achieving its long-term goal.

### **Counseled Financial Services Holding Company through \$290 Million Merger**

Our attorneys counseled Peoples Bancorp Inc., a diversified financial services holding company, in its acquisition of Premier Financial Bancorp, Inc. and its subsidiaries. The merger, valued at roughly \$290 million, enabled Peoples to grow its reach and customer base in exiting market while expanding into such states as Maryland, Virginia and Washington D.C. Peoples regularly looks for ways to grow strategically through mergers and consolidation, and our attorneys counseled our client throughout the process, from due diligence, negotiations of the definitive agreement and preparation of the applications, registrations and filings to the SEC, Federal Reserve, and other state regulatory agencies. Because of the complexities of the public companies involved, and desire to announce the transaction in-line with earnings releases, our attorneys worked quickly and strategically, considering and planning for any possible challenges and scenarios that could arise during negotiations while simultaneously working to meet all local, stand, and federal standards.

### **Represent Credit Union in Data Breach, Advise on Prevention**

We represented a credit union that suffered a data breach when a rogue employee made confidential information public. We assisted the client with the data breach notification process and worked with their technical staff to perform a risk analysis on the systems and data to determine how the breach may have happened. We determined the full extent of the breach, and advised the client on implementing internal controls to prevent the situation from occurring again.

### **Represented a Bank Holding Company in an Acquisition**

We counseled our client (United Bancshares, Inc.) through its merger with another bank (Benchmark Bancorp Inc.). The merger allowed our client to expand their presence in the Columbus, Ohio market. Our role included negotiating terms, drafting documents, preparing regulatory applications, preparing securities disclosures and closing the transaction.

### **Acquisition of Community Bank**

Dinsmore represented a publicly-traded community bank in its multi-million dollar merger with Ohio-based bank holding company and community bank in exchange for cash and stock of the publicly-traded community bank.

### **Purchase of two bank branches to allow for market expansion**

Represented 1st National Bank in their purchase of two Baylake Bank branches to enable them to expand their market reach into Wisconsin

### **Acquisition of Coal Mining Operation Assets**

We served as transaction counsel to Coronado Coal II LLC in an approximately \$174 million transaction involving the acquisition of the coal mining operation assets of Cliffs Logan County Coal, LLC from Cliffs Natural Resources, Inc. The assets involved in the transaction were active underground and surface mines with metallurgical and thermal reserves, preparation and loading facilities and related infrastructure. We advised the client at each step of the transaction, including the initial offer and proposed letter of intent, due diligence, negotiating the purchase agreement, transition services agreement, permit operating agreement and certain third party agreements and efficiently executing the closing of the sale. The transaction, was the firm's fourth coal asset acquisition for this client and the entities associated with it since 2012.

### **Multiple Bank and Insurance Agency Acquisitions for Peoples Bancorp, Inc.**

When Peoples Bancorp sought to expand their geographic footprint, they turned to Dinsmore for counsel. We guided Peoples Bancorp, Inc., the parent company of Peoples Bank, NA, through the acquisition of Sistersville Bancorp, Inc., the parent company of First Federal Savings Bank. We counseled the client through the transaction, beginning with due diligence, assessment of the risks and benefits and the structuring of the transaction. We also negotiated and drafted the documents for the acquisition, which included the merger of the two holding companies and the subsequent merger of the two subsidiary banks, resulting in two additional full-service bank branches for Peoples Bank located in Sistersville and Parkersburg, West Virginia. We also worked with the client to ensure compliance with banking regulators, including the Federal Reserve, the Office of the Comptroller of the Currency and various state organizations, and handled all of the regulatory application filings. We also counseled the client through transitioning and terminating employee benefits plans to ensure legal compliance and compliance with People's plans. The acquisition, which was completed for aggregate cash consideration of approximately \$9.81 million, enables the client to continue their growth into new markets and positively impact their earnings in the near future.

### **Asset Sale of Dakin Insurance Agency, a Subsidiary of LCNB Corp., to an Ohio Insurance Group**

Dinsmore & Shohl represented LCNB Corporation, an Ohio chartered bank holding company, in the sale of its insurance agency subsidiary, Dakin Insurance Agency, Inc., to Rixey-Berry Insurance, Inc. Our attorneys prepared and negotiated the asset purchase agreement. In addition, we prepared all transfer documents for the assets. The sale took LCNB Corporation out of the sale and brokerage of insurance products so that it can concentrate on its core financial institution business.

### **Nationwide Arena Ownership, Use and Management**

We served as counsel to the Franklin County Convention Facilities Authority in a transaction by which the Authority became the owner of Nationwide Arena with financing provided by the City of Columbus, Franklin County, State of Ohio and Nationwide Insurance based on casino tax revenue.

We were intimately involved in all aspects of the transaction and took primary responsibility for drafting and negotiating the \$42.5 million purchase agreement providing for the sale and restructuring of the existing arena ownership. Further, we negotiated and prepared the other major agreements between the Blue Jackets,

Nationwide and OSU that provided, amongst other items (i) the team's continued use of the arena as its "home ice" through 2039, and (ii) the shared management and allocation of expenses for the arena.

The transaction marked one of the largest ventures between the private and public sectors in recent history in Central Ohio and made a significant statement within the Columbus community.

#### **Acquisition by LCNB Corp. of Eaton National Bank and Trust**

We served as deal counsel for LCNB Corp., the holding company of LCNB National Bank, through a stock and cash transaction that enabled it to acquire First Capital Bancshares, Inc., Chillicothe, Ohio, and its subsidiary, Citizens National Bank. We counseled the client through all aspects of the transaction, from pre-transaction planning and due diligence to negotiating deal terms to drafting documents, including advising the client on applicable state and federal application and compliance procedures. The transaction, which is valued at approximately \$19 million, enables LCNB to expand its market reach, as Citizens National Bank operated six full-service branches in Ross and Fayette Counties, Ohio.

#### **Nationwide Arena**

As questions swirled around the economic future of the Columbus Blue Jackets, representatives of Franklin County, the City of Columbus, The Ohio State University (OSU), Nationwide Insurance and the Franklin County Convention Facilities Authority (CFA) formed a working committee to examine potential ways to help the Blue Jackets and keep them in Central Ohio. Along with OSU athletics, the Blue Jackets are one of the city's biggest entertainment draws, and ensuring the viability of the team, along with Nationwide Arena, is important to not only the franchise's future, but also the city's economic health.

Dinsmore was the firm chosen to represent the CFA to negotiate and close this complex, multi-layered transaction. Dinsmore worked with the CFA and the other parties to develop a structure that allowed the CFA to take direct ownership of Nationwide Arena while allowing certain operating and capital expenses to be shared among the parties. To undertake this expense-sharing relationship, a non-profit entity called Columbus Arena Management (CAM) was formed as a joint undertaking by the CFA, Blue Jackets, Nationwide and OSU to operate and manage Nationwide Arena.

Dinsmore was intimately involved in all aspects of the transaction and took primary responsibility for drafting and negotiating the \$42.5 million purchase agreement providing for the sale and restructuring of the existing arena ownership. Further, Dinsmore negotiated and prepared the other major agreements between the Blue Jackets, Nationwide and OSU that provided, amongst other items (i) the team's continued use of the arena as its "home ice" through 2039, and (ii) the shared management and allocation of expenses for the arena. This transaction is projected to increase the arena's viability as the financial stakes and responsibilities are now shared among a number of entities through CAM. Additionally, the Blue Jacket's cost of occupancy is being reduced, which will enable them to better compete financially with other franchises.

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history in Central Ohio and made a significant statement within the Columbus community. In addition to ensuring the long-term viability of the Blue Jackets, Nationwide Arena and surrounding geographic areas, it also represents the coming together of several organizations and entities, each of which brought essential components to the transaction. In so doing, the CFA was able to build a better future for Columbus.

Dinsmore is proud and honored to have had the opportunity and responsibility to manage the process and provide counsel at each step.

## **Publications**

November 1, 2021

**Federal Trade Commission Updates Cybersecurity “Safeguards Rule” for Financial Institutions**

March 26, 2021

**Five Assessments That Every Bank Acquirer Should Make**

Bank Director

September 11, 2020

**Everybody in the Pool! – The SEC expands the definition of Accredited Investor**

March 31, 2020

**Bank Guide to CARES Act SBA Lending Program**

Revised April 3, 2020

January 7, 2020

**A Proxy Season Guide to 2020**

March 18, 2019

**12 Questions Directors Should Ask About New Bank Activities**

Bank Director

November 14, 2016

**Bank websites are the new focus under Title III of the Americans with Disabilities Act**

April 11, 2016

**Community Bank Corporate Governance - Dollars and (Common) Sense**

March 26, 2015

**SEC Regulation A+**

February 3, 2015

**Regulatory Relief for Small Creditors on the Way**

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October 17, 2014

**Deadline Looming to Amend Your Tax Allocation Agreement**

January 5, 2012

**Community Banks and Compliance with FINRA Rule 6490**