

FisherBroyles

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Practice Areas: Banking and Financial Services; General Corporate; International; Mergers & Acquisitions; Real Estate; Securities & Private Equity

Bar Admissions: New York; Florida

Education: Harvard Law School, J.D., 1992; Columbia University, B.A., 1989

Experience: Hughes Hubbard & Reed LLP; Mitsui, Yasuda, Wani & Maeda

Ahpaly Coradin is a corporate attorney specialized in international transactions, inbound foreign investment, and cross-border business. Ahpaly's practice focuses on counseling foreign companies, investors and estates in their US based business and strategic transactions, including general corporate; corporate finance; project finance; mergers and acquisitions; securities offerings; commercial real estate acquisitions, development and leasing; and trusts and estates. Ahpaly has advised large institutional clients, foreign government agencies, as well as small and middle market companies and high net-worth individuals, particularly from Europe, Latin America, Asia and Africa. Ahpaly advises clients in English, French, Portuguese and Spanish, and is proficient in Japanese. In addition to his transactional practice, Ahpaly is also a dispute resolution neutral in arbitration and mediation, with particular experience in bi-lingual and cross-border mediation.

Ahpaly's broad international experience includes law firms, private practice and public sector work. Before joining FisherBroyles, Ahpaly was in private practice at Coradin Law P.A.. Prior to that, Ahpaly worked as a corporate attorney at Hughes Hubbard & Reed in Miami and New York, and at Mitsui Yasuda Wani & Maeda in Tokyo. Ahpaly began his career as a law clerk for the Chief Justice of the Supreme Court of the Federated States of Micronesia and as Policy Advocate for the National Coalition for Haitian Refugees in New York.

Representative Transactions

Corporate and Commercial Transactions

- Represented largest Japanese internet service provider in its liquidation of Florida assets.
- Represented French wealth management firm in its US real estate investments and launching turnkey US asset management service for its investors in France. Negotiated a joint venture with

a property supplier and manager. Formed and represented all vehicles in acquisitions, sales, association board meetings, contractor renovations and management contracts.

- Represented Brazilian government telecommunications R&D agency in joint venture with US company.
- Counseled Japanese multinational automaker in drive shaft manufacturing joint venture with French automaker. Drafted JV agreement and interfaced with opposing counsel.
- Represented Brazilian telecom, in a joint venture with the five Andean Pact countries for the construction of a \$100 Million satellite by a French manufacturer. Negotiated and drafted joint venture agreement and satellite construction contract.
- Advised NY fund in acquisition of a subsidiary of a Canadian mining company, followed by reverse-merger with a TSX-listed mining company. Drafted and negotiated merger and JV documents. Prepared securities offerings for US and Canadian investors. Drafted and negotiated mining concession with the Government of Haiti. Counseled board of directors on corporate governance, minority rights and shareholder relations.
- Represented US solar energy company in independent power projects in Benin and Burkina Faso. Negotiated government concessions, project financing, power purchase agreements, EPC and O&M contracts. Led negotiations with ministries of energy, off-takers, international agencies, and financial institutions.
- Represented UK joint venture in early stage development of solar powered telecommunications infrastructure service in Nigeria.
- Advised Swiss company in negotiating distribution rights in Africa for a solar-powered mobile water filtration system.

Financial Services

- Counseled Japanese bank in international syndicate for \$1 Billion oil rig project financing in Pakistan. Advised on credit default risk management structure.
- Drafted multi-tranche term loan and revolving credit facilities for Mexican multinational cement manufacturer.
- Drafted documents and performed closings for European and Brazilian banks in trade financings, letter of credit backed financings, and secured and unsecured bilateral and syndicated credit facilities.
- Drafted schedules and reviewed ISDA master agreements for Brazilian bank in connection with interest-rate swap agreements and credit-default swap agreements.
- Advised Japanese automobile finance company on ¥27 Billion auto loan ABS securitization arranged by a French bank.
- Advised Japanese small business finance company on ¥100 Billion small business loan ABS securitization arranged by UK bank and insured by US insurer.

Securities

- Advised Brazilian bank on its USA PATRIOT Act compliance, including preparation of procedures for enhanced due diligence, suspicious activity reporting and currency transaction reporting.

- Advised Brazilian mining multinational on its Sarbanes-Oxley Act compliance.
- Advised various issuers in private equity offerings under Regulation D and Regulation S.
- Advised largest cocoa producer in Cameroon in \$500 Million equity and debt financing and prospective reverse-merger or Form 10 IPO.

Real Estate

- Represented French fund in acquisition of Florida residential sub-division. Negotiated purchase agreement, conducted legal due diligence, coordinated inspections, oversaw title, escrow and closing services.
- Represented Venezuelan investment group in joint venture with Israeli property owners for development of medical office building in Aventura, FL. Negotiated JV agreement and advised on proposed financial stack, including creation of EB-5 regional center program.
- Legal counsel and owner's representative for \$50 Million resort development in Haiti. Conducted programming and feasibility analysis. Prepared securities offerings. Negotiated construction financing with international bank syndicate, EPC, architecture, and hotel franchise agreements. Created hybrid ownership model in compliance with Haitian and U.S. laws, including ILSA and '33 Act. Advised board of directors on corporate strategy, governance and investor relations. Led relations with Haitian Tourism Ministry.
- Advised commercial paper trader in its launch of a distressed real estate-backed note acquisition finance program. Counseled on acquisition criteria, reviewing all security documents, note acquisition agreements and finance agreements.
- Led franchise negotiations for developer with US hotel franchisor in placing flag on new hotel construction in Miami.
- Negotiated franchise agreement with US hotel franchisor for conversion of hotel in Haiti to the first US hotel flag in Haiti.