



TERENCE W. THOMPSON

Shareholder

Gallagher & Kennedy
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My Practice

BUSINESS LAW & TRANSACTIONS - Business Entity Formation and Dissolution, Commercial Finance, Contracts and Commercial Agreements, Corporate Governance, Emerging Companies and Startups, Joint Ventures and Strategic Alliances, Mergers and Acquisitions, Tax-Exempt and Nonprofit Organizations

SECURITIES - Private Equity, Public Offerings, Securities Compliance and Reporting Obligations

SPORTS LAW

PROFESSIONAL SUMMARY

Terry's practice emphasizes corporate business mergers, acquisitions and financings and public-private projects, including strategic joint ventures, water/wastewater infrastructure development, sports facility financing and physician-hospital contracts. Terry was recognized as a 2018 Southwest Super Lawyer, and since 2011 has been consecutively recognized as a Best Lawyer by *Best Lawyers of America*. In 2019, he was awarded "Corporate Law Lawyer of the Year" by *Best Lawyers*.

Having chaired the multi-year State Bar committee project that oversaw the revision of Arizona's corporate statutes including the business corporation code, the professional corporation code, and the nonprofit corporation code, and participated in a similar project to revise Arizona's limited liability company statutes, Mr. Thompson's practice also includes advising businesses and other organizations as to various aspects of governance and operation, as well as representing nonprofit organizations, including healthcare-related organizations, country clubs, and civic and community organizations, and governmental bodies.

REPRESENTATIVE EXPERIENCE

- Representing Grand Canyon University in its acquisition of the University and conversion to a nonprofit corporation.
- Representing a major highway and general construction company in the acquisition of a Southwest construction company.
- Serving as lead counsel in the sale of a privately-held technology company to a multinational company.
- Advising with respect to reorganization of a multi-disciplinary physician practice and its related hospital and healthcare organizations.
- Negotiating agreements for construction and operation of regional and community water and wastewater transportation, treatment and distribution facilities.
- Representing the Arizona Cardinals National Football League team in financing for the University of Phoenix Stadium.
- Representing the Arizona Diamondbacks Major League Baseball team in financing for Chase Field.
- Representing large, multi-office physician practices in the negotiation of agreements with hospitals, payors, vendors and others.

EDUCATION

Harvard University
J.D., 1977
Editor, International Law Journal

University of Arizona
B.A., high distinction and honors, 1974

BAR & COURT ADMISSIONS

- Arizona, 1977
- U.S. Tax Court, 1979

ASSOCIATIONS & MEMBERSHIPS

- State Bar of Arizona, Member
- American Bar Association, Section of Business Law Committee on Corporate Laws, Arizona Liaison
- State Bar of Arizona, Limited Liability Company Statute Revision Committee, Member
- State Bar of Arizona, Business Law Section, Past Chair
- State of Arizona, Business Law Section Executive Council, Past Member
- State Bar of Arizona, Securities Regulation Section, Past Chair
- State Bar of Arizona, Mergers & Conversions Committee, Co-Chair
- State Bar of Arizona, Corporate Code Revision Committee, Past Chair
- State Bar of Arizona, Nonprofit Corporations Act Revision Committee, Past Chair
- State Bar of Arizona, Model Legal Opinion Project, Business Law Section, Past Member
- National Association of Bond Lawyers, Member
- American Health Lawyers Association, Member
- Arizona Association of Health Care Lawyers, Member
- Maricopa County Bar Association, Standards and Practices Committee, Past Member
- Selden Society, Member
- Greater Phoenix Black Chamber of Commerce, Board of Directors, Past Member
- Phoenix Bach Choir, Board of Directors, Past Member
- Boys & Girls Clubs of Metropolitan Phoenix, Executive Council, Past Member
- Great Western Bank & Trust, Advisory Board, Past Member
- Arizona Journal of International and Comparative Law, Board of Advisors
- Harvard International Law Journal, Editor
- Harvard Law Record, Staff
- Arizona House of Representatives, Legislative Aide

HONORS & AWARDS

- AV Preeminent Peer Review Rating, *Martindale-Hubbell*
- *Best Lawyers in America*®, Corporate Law, 2011-2022; Mergers & Acquisitions Law, 2016-2022
- *Best Lawyers in America*®, Phoenix Lawyer of the Year, Corporate Law, 2019
- *Southwest Super Lawyers*®, Mergers & Acquisitions, 2008, 2011-2019
- *Chambers USA*®, 2013-2021
- Arizona's Finest Lawyers, 2011
- "Best of the Bar", *The Business Journal*
- "Who's Who in America", *Marquis Who's Who*
- "Who's Who in American Law", *Marquis Who's Who*
- "Who's Who in Finance and Business", *Marquis Who's Who*
- "Who's Who in the West", *Marquis Who's Who*
- *Who's Who in the World*", *Marquis Who's Who*
- *Az Business Magazine*, Arizona's Top Lawyers - Mergers and Acquisitions, 2014
- *Az Business Magazine*, Arizona's Top Lawyers - Business/Corporate Law, 2013
- Hornbook Award, Harvard University
- Phi Beta Kappa, University of Arizona
- Phi Kappa Phi, University of Arizona
- Phi Eta Sigma, University of Arizona
- Blue Key, University of Arizona

PUBLISHED WORKS

- Arizona's New Limited Liability Company Act: An Overview, Arizona Attorney, March 1, 2019
- Reflecting on a New "AERA" in Arizona Business Law, The Arizona Business Lawyer, March 1, 2016
- Arizona Corporate Practice, (Editor-in-Chief/Lead Author), Thomson/West
- First Amended and Restated Report of the State Bar of Arizona Business Law Section Committee on Rendering Legal Opinions in Business Transactions, October 20, 2004, Arizona State Law Journal, volume 38, page 47, Spring 2006 (Co-Author)
- Banking and Lending Institution Forms, (Contributor), Warren Gorham Lamont
- Hospital-Affiliated Integrated Delivery Systems: Formation, Operation and Contracts Handbook, (Co-Author), American Academy of Hospital Attorneys
- Bankruptcy Assignment of Software Licenses, Commercial Law Journal, volume 94, number 3, page 344, Fall 1989
- Software Licenses as Personal Service Contracts, Computer/Law Journal, volume 9, number 4, page 491, Fall 1989
- Software Supplier's Rights in the User's Bankruptcy, Software Law Journal, volume 3, number 1, page 1, Winter 1989
- Securities Disclosure in Bankruptcy, The Business Lawyer, volume 39, number 3, page 855, May 1984 (Co-Author)
- The 1980 Arizona Groundwater Management Code, Arizona State Law Journal, volume 1980, number 3, page 621 (Co-Author)
- The UNCITRAL Arbitration Rules, Harvard International Law Journal, volume 17, number 1, page 141, Winter 1976
- The Definition of Aggression, The United Nations, 29th Session, Harvard International Law Journal, volume 16, number 3, page 589, Summer 1975 (Co-Author)
- Recent Developments, Harvard International Law Journal, volume 16, number 1, page 168, Winter 1975

SPEAKING ENGAGEMENTS

Terry regularly lectures locally and nationally on corporate transactions, as well as on professional responsibility and ethics, before professional and trade organizations.

Representative engagements include:

- "The New Arizona Limited Liability Company Act: Ramifications for Operating Agreements," 2020 State Bar of Arizona Annual Convention
- "The New Arizona Limited Liability Company Act: Continuation of Existing Law," State Bar of Arizona Business Law Section, May 22, 2019
- "The New Arizona Limited Liability Company Act," 2018 State Bar of Arizona Annual Convention
- "Drafting Effective Board Agendas and Unanimous Written Consents," Association of Corporate Counsel, Arizona Chapter, January 17, 2017
- "Mergers & Acquisitions: The New Arizona Entity Restructuring Act (AERA)," State Bar of Arizona Business Law Section, November 19, 2014
- "Mergers & Acquisitions: Legislation to Modernize Statutes Governing Mergers, Conversions and Other Entity-Level Transactions," State Bar of Arizona Business Law Section, March 21, 2012
- "Seven Corporate Traits of a Limited Liability Company," State Bar of Arizona Business Law Section, July 19, 2012