

Clem G. Turner, Esq.

Chiesa Shahinian & Giantomasi PC
11 Times Square, 31st Floor
New York, NY 10036
cturner@csglaw.com
(212) 324-7262



Clem G. Turner is a member of the firm's Corporate & Securities Group and he heads their Alternative Capital Practice. He brings more than 20 years of experience advising clients at all stages of corporate development, representing newly formed and emerging companies, middle market growth companies and large public corporations from a broad range of industries – including technology, financial services, hospitality, real estate, manufacturing, health care, new media, software development, e-commerce and entertainment.

Clem counsels clients on a broad range of corporate and securities law matters, such as early-stage and venture capital financing, private and public equity, mergers and acquisitions, and real estate funds. In addition to broad transactional experience, serving as General Counsel and Head of Business Affairs for two emerging companies honed his ability to provide practical, value-oriented advice that is tailored to best achieve management's end goals. After their transactions have closed, Clem's clients often seek his counsel on a wide range of day-to-day matters.

Traditional Capital Transactions

Clem has significant experience counseling corporations raising capital through traditional investment methods, including: early seed capital; convertible notes and SAFEs; strategic investments and venture capital; private equity and closed-end funds; P.I.P.E.s; initial public offerings and subsequent public offerings. He has advised on all aspects corporate fund raising, including structuring, strategy and compliance with securities and corporate law. His clients have ranged from emerging entrepreneurs, raising up to \$100,000 from friends and family, to major corporations raising over \$1 billion from public markets and institutional investors. He has also assisted emerging corporations implementing Incentive Stock Option Plans, Restricted Stock Plans and Phantom Stock Plans to incentivize employees and service providers.

M&A & Joint Venture Transactions



In addition to his extensive financing experience, Clem has significant experience in mergers, joint ventures and strategic alliances. Clem has represented public companies such as Sunbeam Corporation and Varsity Brands, Inc. (formerly Riddell Sports, Inc.) with their business acquisitions, and has experience navigating the Hart Scott Rodino Act in connection with major mergers. He has represented the sale of companies to Qualified Employee Stock Option Plans (ESOPs) and has advised on joint ventures, particularly in the real estate and entertainment industries. Clem is also adept at protecting buyers and sellers in smaller acquisitions, and can tailor agreements to address their needs with a focus on value and practicality.

Alternative Capital Transactions

Recognizing that not every client can meet their capital needs solely through traditional financing methods, Clem broadened the scope of his counseling services and began advising on offshore securities offerings in connection with the EB-5 Immigrant Investor Visa Program in 2010. Since then, he has counseled numerous corporations, developers and Regional Centers raising capital through the EB-5 program. He has handled EB-5 offerings for hotels, casinos, restaurants, senior and medical facilities, residential/mixed-use facilities, manufacturers and technology companies. His experience ranges from simple “direct” \$1 million EB-5 offerings up to complex \$400 million raises with institutional investor participation. In the aggregate, Clem has counseled clients who have raised more than \$1.5 billion through the EB-5 program.

In 2013, after the passage of the JOBS Act, Clem began advising companies and real estate developers raising money through crowd financing. Clem also represents several active crowd financing platforms serving the real estate community. Clem is knowledgeable in Regulation D – 506(c), Regulation CF and Regulation A+ and can guide his clients on a compliant path as they navigate offering their equity to the public. Since the enactment of the JOBS Act, Clem’s clients have raised over \$50 million through various crowd financing platforms.

Clem’s proficiency with alternative means of raising capital also extends to the Tax Cuts and Jobs Act of 2017 and the Qualified Opportunity Zones Program. Together with the other members of the firm’s Qualified Opportunity Zones Group, Clem has counseled businesses and real estate projects located in Qualified Opportunity Zones to raise much-needed capital in a safe and compliant manner. Clem’s Qualified Opportunity Zone Fund clients are in the process of raising hundreds of millions of dollars, in the aggregate.

Clem has been selected several times as one of *EB-5 Investors Magazine’s* “Top 15 Corporate EB-5 Attorneys.” He is a sought-after commentator on the EB-5 program, and has been cited by *NPR’s Marketplace*, *The Real Deal Magazine*, *Real Estate Weekly*, *BISNOW* and *South China Morning Post*. Additionally, Clem has published several articles related to EB-5 and Crowd Financing, and routinely lectures at EB-5,



Crowd Financing and Qualified Opportunity Zone events and conferences throughout the U.S. and overseas.