

# Job Description



**Job Title:** Corporate Counsel

**Reporting To:** Chief Legal Officer

**Job Function:** Legal

**Job Location:** Cleveland, Ohio

## **Summary:**

The Corporate Counsel will be responsible for providing legal support and advice to GBX Group and will assist in the management of the legal department, including, but not limited to, supervising one or more attorneys and paralegals. This role will assist in the legal aspects of private equity offerings, real estate and other joint ventures, ensure compliance with all requirements of the Securities Act of 1933, and create company privacy policies and procedures to ensure alignment with security and privacy policies throughout the organization. The Corporate Counsel must be a creative thinker with the ability to supervise multiple and complex matters and a willingness to take ownership to solve problems. This role will be a member of the Legal Group, will work closely with the Tax Group and senior executive team, and will interact with outside counsel in various states.

GBX Group is an innovative, entrepreneurial organization. Working with our investors, we are dedicated to the revitalization of historic real estate properties in some of the greatest cities in the US. Our culture is unique and very important to us. We challenge one another, work hard and truly enjoy how our work makes a difference to people in the communities we serve. We are looking for someone who is smart, driven and passionate about being part of a team that makes a real impact to join GBX as our Corporate Counsel.

## **Essential Duties and Responsibilities:**

- Assist in the management of the legal department, including, but not limited to, supervising one or more attorneys and paralegals.
- Assist Chief Legal Officer in the development of corporate legal strategy to promote and protect the company's matters.
- Manage the legal aspects of private equity offerings, including:
  - Drafting private placement memoranda and subscription documents for funds and individual project investments.
  - Preparing and negotiating operating agreements.
  - Overseeing and collaborating with outside counsel in negotiation and drafting of various agreements required for private equity transactions.
  - Prepare requisite securities filing for exempt private equity transactions.
- Interact with GBX Group's Chief Legal Officer, paralegals, tax department and outside counsel in various states, as well as with GBX Group's business development staff and senior team.
- With the consultation of outside securities counsel, ensure compliance with all requirements of the Securities Act of 1933 including compliance with all U.S. Securities and Exchange Commission reporting which includes:
  - Lead company compliance programs.
  - Coordinate with the human resources department to develop an effective compliance training program, including appropriate introductory training for new employees and ongoing training for existing staff.
  - Institute a standard reporting mechanism within the company for reporting compliance issues that may need investigation and resolution, including confidentiality measures for reporting employees and for reporting violations to outside authorities, as appropriate or required.
- Work with the Chief Legal Officer and Chief Technology Officer to update the company's privacy policies and procedures and formulating new ones, as well as reviewing all system-related information security plans throughout the company's network to ensure alignment with security and privacy policies.

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## **Education / Experience:**

- 7-10 years of transactional experience in a law firm or in-house legal department.
- J.D. from an accredited American law school required; admission to the bar of any state required (admission to Ohio bar preferred).
- Private equity and supervisory experience required.
- Knowledge of transactional partnership and tax law preferred.

## **Knowledge Skills & Abilities:**

Knowledge, skills and abilities listed below are the requirements needed to be proficient in this role.

- Demonstrate behaviors consistent with the organization's Cultural Norms and Core Values.
- Demonstrate ability and willingness to take direction and be a strong team player as a member of the legal team and a cross-functional team.
- Strong Initiative along with a willingness to jump in and solve problems.
- Ability to expeditiously provide legally sound recommendations which are consistent with good business practices and common sense.
- Strong managerial and leadership skills; constructive approach to dealing with conflict and able to influence others and achieve successful results.
- Self-directed and able to work well with individuals at all levels of the organization.
- Well-organized and hard-working with the ability to prioritize and multitask.
- Assertive, creative, and adaptable to changing conditions and a fast-paced environment.
- Results-oriented and detail-oriented with a passion to excel.
- Excellent written and verbal communication skills; knowledge of accepted business language.
- Exercise sound judgment.
- Meet deadlines.

## **Computer Skills:**

- Proficiency with Microsoft Office software (Word, Excel, PowerPoint, Outlook).
- Experience with traditional legal research software (Westlaw, RIA, etc.).
- Ability to learn proprietary software.

## **AAP/EEO Statement:**

GBX provides equal employment opportunity to all individuals regardless of their race, color, creed, religion, gender, age, sexual orientation, national origin, disability, veteran status, or any other characteristic protected by state, federal, or local law. GBX hires and promotes individuals solely on the basis of their qualifications for the job to be filled.

***The above job description is not intended to be an all-inclusive list of duties and standards of the position. Incumbents will follow any other instructions and perform any other related duties as assigned by their supervisor.***