



Rachel Atchison



PARTNER

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503.802.5732 direct

LEGAL SERVICES

Real Estate & Land Use Law

Business & Corporate

Mergers & Acquisitions

EDUCATION

J.D., *magna cum laude*, Lewis & Clark Law School, 2013

Business Law Certificate

B.A., *magna cum laude*, Western

Washington University, 2004

BAR & COURT ADMISSIONS

Oregon State Bar

AWARDS & RECOGNITION

The Best Lawyers in America

2021, Ones to Watch – Mergers and Acquisitions Law

2021, Ones to Watch – Real Estate Law

PROFESSIONAL MEMBERSHIPS

Multnomah Bar Association

Oregon Women Lawyers

Rachel is a partner in Tonkon Torp's Business Department. She focuses her practice on various real estate matters including commercial purchases and sales, land use, and transactions involving renewable energy. Rachel's practice also includes corporate work in mergers and acquisitions, entity formation, corporate governance, and drafting and negotiating contracts.

Rachel is a 2013, *magna cum laude*, graduate of Lewis & Clark Law School, where she earned a Dean's Scholarship for academic merit and earned the Oregon State Bar Securities Section Scholarship. Rachel was voted outstanding associate editor of the Environmental Law Review and was a member of the Asian/Pacific American Student Union and the Business Law Society. As a law student, she worked as a summer associate at Tonkon Torp for two consecutive years.

Representative Matters

International Sale of Interest in Dental Equipment Company

Represented dental parts and equipment company in the sale of one-third of its interest to a public company in Japan. In a truly global transaction, the Tokyo, Japan-based investor had legal counsel in New York, with their principal attorney working out of Hawaii.

An insurer in London underwrote the representations and warranties insurance. Tonkon Torp's M&A group assembled a team of Tonkon Torp attorneys to assist in additional intellectual property, tax, and labor and employment issues important to the success of the transaction.

Complex Reverse Exchanges

Worked with the Tonkon Torp team to guide the client through a complicated reverse exchange pursuant to Section 1031 of the Internal Revenue Code, as amended, and the Treasury Regulations promulgated thereunder, which involved the purchase of 10 real property interests and the sale of one real property

interest. These carefully timed transactions also involved the client's exercise of a put option under the controlling ground lease, the termination of numerous tenancy-in-common agreements, the assumption of dozens of leases, and the coordination of tenants, counter-parties and their counsel, two title companies, and the exchange accommodation titleholder/qualified intermediary company.

Worked with the Tonkon Torp team in guiding the client through executing another complicated reverse exchange pursuant to Section 1031 of the Internal Revenue Code, as amended, and the Treasury Regulations promulgated thereunder, which involved the purchase of one real property interest far different than the rest of the client's real estate portfolio and the sale of one real property interest that the client owned for decades. These transactions also involved the client's exercise of a renegotiated put option under the controlling ground lease, the formation of a master tenant entity, a new property management agreement,

the assumption of numerous leases, and the coordination of counter-parties and their counsel, two title companies, and the exchange accommodation titleholder/qualified intermediary company.

Eastern Oregon Wind Projects Acquisition

Represented private equity firm in \$200 million acquisition and development of five utility-scale wind projects in Eastern Oregon for sale of power to prominent Idaho utility.

Acquisition of U.S. Solar Energy Development Portfolio

Represented the purchaser in the recent acquisition of a rival developer's U.S. solar energy development portfolio. Purchaser acquired 14 large-scale solar projects in the late stages of development in California and New Mexico, along with numerous early-stage projects scattered across the nation.

Presentations & Publications

"IRS Proposes New 1031 Regulations – Sculptures Are Real Property, Walls Are Not," Ear to the Ground, July 2020

"Top Three Investor-Friendly Rules from the Newest IRS Opportunity Zone Notice," Ear to the Ground, July 2020

"COVID-19 Relief for 1031 Exchanges: Deadlines Moved to July 15, 2020," Ear to the Ground, April 2020

"Opportunity Zone Investments," Oregon State Bar Securities Regulation Section, October 2019

"Urban Growth Boundary Expansions on the Rise," Ear to the Ground, October 2018

"The Sparkle of Gresham's Enterprise Zone Attracts New Diamond Factory," Ear to the Ground, June 2018

"There's an Essential Oil for That — Ambient Scenting in Commercial Real Estate Spaces," Ear to the Ground, November 2017

"The Fair-Haired Dumbbell Regulation A+ Offering," Ear to the Ground, June 2017

