



## David A. Rosenthal

Partner

### Oakland

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### PRACTICES

Construction Law  
Employment Law and Litigation  
Public Law  
Real Estate and Business Law

### EDUCATION

J.D., University of California,  
Berkeley, Boalt Hall School of  
Law, 1985  
B.A., Stanford University, 1982

### ADMISSION

State Bar of California

### AFFILIATIONS

American Bar Association  
The Bar Association of San  
Francisco  
Alameda County Bar  
Association

*Pronouns: he, him, his*

David Rosenthal practices in the areas of general business and commercial, securities, technology, corporate, partnership, limited liability company, mergers and acquisitions, [real estate](#), public entity, and [construction law](#). He has also drafted and negotiated numerous construction industry contracts, including construction, construction management, and design, for public, private, and non-profit owners, architects, engineers, and consultants. David previously practiced with a San Francisco law firm specializing in commercial leasing and lending, as well as general corporate and public and private securities issuance. He is admitted to practice in California.

When not working, he spends his time taste-testing local ethnic foods and hiking.

### PUBLICATIONS

2023 Legal Trends  
2022 Legal Trends  
2021 Legal Trends  
2020 Legal Trends  
CALPELRA Alert: Governor Signs AB 5 What Does it Mean for Public Employers?  
2019 Legal Trends  
2018 Legal Trends  
2017 Legal Trends  
2016 Legal Trends

### REPRESENTATIVE MATTERS

#### General Business and Technology

- Represented a Northern California e-commerce company in

connection with a \$1.5 million round of angel investor funding. Work also included creating several classes of preferred stock, employee stock option and founders restricted stock purchase documents, a bridge note financing, organization of a new subsidiary, negotiating a new lease, preparing service and IP-related contracts and other general matters. Continues representing company in employee stock option, acquisition, finance, and general business matters.

#### **Corporate, Commercial, and General Business Law**

- Represented the founders of a company which purchased two regional vehicle dealerships. Continued representing the company in numerous matters, including loan renegotiations, construction and development contracts, formation of affiliated entities, subsequent dealership acquisitions and general business matters.
- Represented a company president and two other senior managers in an over \$5 million management buyout of a Northern California electronics company from its long-time founder and sole shareholder. Involvement included numerous structuring issues, seller representations and warranties, voting and co-sale agreements, lender negotiations, and other transaction terms.
- Represented the US branch of an international architectural, engineering and land planning firm in numerous design and consulting contracts in California and throughout the United States, including in connection with its initial public offering, lending, and general corporate matters.
- Represented a Northern California regional propane dealer on a wide variety of matters, including equipment purchases, corporate organization, and real estate matters.

#### **Real Estate Law**

- Represented a local investor in the potential acquisition of several local office buildings, including due diligence, purchase agreement negotiation, loan negotiation, and closing matters. Continues to represent the investor in leasing, financing, and general matters.
- Represented a major regional property owner in numerous matters, including construction contracting, sales, and leasing matters.

#### **Public Entity Transactional Law**

- Represented and continues to represent numerous public entities, including California school districts, counties, cities, irrigation, port districts, and water districts, in a broad range of business contracts, including development agreements, real and personal property leases, access and right-of-way agreements, professional services agreements, agreements to obtain computer hardware and

software, artwork procurements, and numerous construction and design contracts. He has also advised public entities on a broad range of commercial law subjects, including procurement of goods and services, Uniform Commercial Code, Bankruptcy claims, insurance, letters of credit, sales and use taxes, suretyship, and others.

- Prepared public works project manuals, construction management agreements, and design and engineering agreements, for a major Bay Area public entity as part of two major (total \$2-\$4 billion) construction programs.
- Prepared public works project manuals for numerous California school districts, counties, cities, irrigation and water districts, and other governmental entities.

#### **Construction Law**

- Prepared public works project manuals, construction management agreements, and design and engineering agreements, for a major Bay Area public entity as part of two major (total \$2-\$4 billion) construction programs.
- Drafted and negotiated numerous construction industry contracts, including for construction works of improvement, construction management, and design, for public, private, and non-profit owners, architects, engineers, consultants, and contractors.
- Advised public and private clients in multiple aspects of construction law, including bidding and other contract formation procedures, bidding and other contract formation disputes, subcontractor listing law compliance, wage and hour laws, prevailing wage laws, bonding and licensing requirements, and resolution of payment and performance disputes.