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Bar Admissions
Maryland

Court Admissions
Court of Appeals of
Maryland

Education
University of Maryland
School of Law (J.D.,
with honors, 1984)
▪ Order of the Coif

University of
Rochester (B.S., 1970)

MELINDA B. ANTALEK

Experience

Melinda B. "Mindi" Antalek is a member of Ober|Kaler's Business and Health Law Groups. She represents all types of entrepreneurs, business entities, tax-exempt organizations and associations. In addition to providing a broad range of business advice on all legal aspects of the formation, operation and divestiture of business enterprises and nonprofit entities, she has particular experience in handling complex, contentious and multi disciplinary transactions.

Mindi's extensive experience includes business formations involving the creation of limited liability entities, for-profit and tax-exempt reorganizations; leveraged and management buyouts; business transactions such as mergers, acquisitions, business separations and reorganizations; leveraged and management buyouts; joint ventures; private securities offerings and transactions; and business continuity and succession planning.

Mindi's practice includes the negotiation and documentation of contracts, employment agreements, stockholders' agreements and non competition agreements. She also handles management agreements, real estate leases and licensing agreements for clients. Her experience in regulatory and administrative law includes minority business enterprise certification and all aspects of alcoholic beverages licensing and control in Maryland and Virginia. Mindi also mediates business disputes and has served as an expert witness in business litigation.

Many of Mindi's clients are trade associations, public and private foundations and health care providers. She represents a wide range of clients in the health care industry, including professionals and their practice groups, ambulatory surgery centers, hospitals, skilled nursing and assisted living facilities, and trade associations of health care providers. Her clients also include many closely held companies and entrepreneurs involved in a variety of other industries, including construction contractors, mortgage brokers, food processors, distributors, restaurant and hotel operators, manufacturers and providers of business and consumer services.

Active in many professional and industry groups, Mindi is a noted lecturer and writer. She is the author of several articles and publications on contracts, business formation and dissolution, and health care issues. In 2001, she was one of two lawyers invited by the U.S. Department of State to talk with a delegation of Chinese business people on how American companies pursue mergers and acquisitions as a business strategy.

Representative Cases

- Negotiated unusually favorable employment terms for continued employment of senior executives of a national health claims processor following a \$160 million acquisition of the company
- Represented a woman entrepreneur with the sale of her growing securities

technology services business to a national company, including negotiation of an employment with favorable terms resulting in an early per-payment of an earn-out as a result of defaults by the purchaser

- Represented a 40% stockholder in the sale of one of the largest privately owned businesses in its industry. The controlled auction resulted in a \$115 million purchase price that was significantly above the owner's expectations

- Represented three independent non-profit community hospitals in formation of a joint venture with two other nearby hospitals to develop a comprehensive cancer center to serve a sparsely populated region

- Led a team of Ober|Kaler attorneys representing a regional food processor and a distributor in a reorganization and recapitalization among its stockholders and investors designed to retire debt by converting debt to equity. Subsequently represented the same client in a management-led leveraged buy-out and tender offer with multiple tiers of lenders

- Helped a group of store owners form a business association to own trademarks, develop and own custom software and manage group purchasing of advertising, equipment and supplies

- Represented a large non-profit community hospital in the successful negotiation of multiple contracts with a group of specialty physicians and their related administrative management company that involved a professional services contract and the ownership of a joint venture for the operation of an on-campus facility

- Mediated a \$7 million cash settlement in a domestic matter that resulted in satisfying the obligation without having to liquidate a large regional business enterprise

- Led a team of Ober|Kaler attorneys representing a group of eight separate owners of franchised dry cleaning establishments in three different states to resolve conflicts with the franchisor and achieve independence for the store owners

- Helped minority common stockholders of a multi-state communications company acquire – at a steep discount – all of the equity of multiple venture capital investors in order to assume control of the company, avert bankruptcy and effect a turnaround

- Represented a publicly traded physician management company in the acquisition of a large regional practice of primary care physicians through a reverse triangular merger requiring Hart Scott Rodino filings

- Represented the purchaser of 23 restaurants in five states in connection with the transfer of 19 valuable liquor licenses in Maryland and Virginia

- Represented eight physician specialists in five separate practices in forming a group medical practice by merging the practices as well as merging separate ambulatory surgery center subsidiaries. Post-merger representation includes ongoing counsel on routine business and governance matters, stockholder and employee issues, and pursuit of new ventures

- Counseled a woman owned business that provides pension administration services on business continuity and succession planning tactics involving transfers of stock to valued employees

- Represented a national operator of family-oriented restaurants in obtaining liquor licenses in multiple counties in Maryland

- Represented out-of-state hotel operators with the transfer of liquor licenses in connection with acquisitions of major hotels in Baltimore's Inner Harbor and the surrounding region

- Helped structure and implement a creative judicial foreclosure proceeding to obtain ownership of partnership interests held as collateral for five HUD-insured apartment developments

Professional Memberships

- American Health Lawyers Association
- American Bar Association
 - Section on Business Law
 - Section on Health Law
- Executive Women's Network
 - Member, 1993-2004
- Maryland State Bar Association
 - Section on Business Law
 - Section on Health Law
 - Committee on Ethics
 - Member, 1992-2004
 - Chair, 1994-1995
 - Editor, "Index of Ethics Opinions," 1992-2004

Publications & Presentations

- Lecturer, Career Pathways in Urology Seminar, "The Four C's of Employment Contracts"
- Lecturer, Medical Business Solutions Anesthesia Billing and Management Seminar, "General Employment Issues: Contracts with Physicians and Senior Staff" and "Managing Physicians/Employees with Disruptive Behavior"
- Instructor and co-author, Maryland Institute For Continuing Professional Education of Lawyers (MICPEL), "Business Law Institute – Top Ten Mistakes in Closing a Deal and Writing an Opinion Letter"; "Business Divorces: Shareholder Disputes – General Partnerships and Limited Liability Partnerships under Maryland's Revised Uniform Partnership Act"; "Representing Doctors and Medical Practices in the '90's and Beyond"; "Current Ethical Issues"
- Co-author, "Basic Corporate and Partnership Law in Maryland," National Business Institute
- Lecturer, National Business Institute, Basic Corporate and Partnership Law In Maryland
- Author, "Is Your Business Headed for Dissolution in Divorce Court?" *The Daily Record*
- Instructor, Maryland State Bar Association Professional Course for new inductees to Maryland Bar
- Instructor, Ethics for Continuing Education Program for Maryland Administrative Law Judges