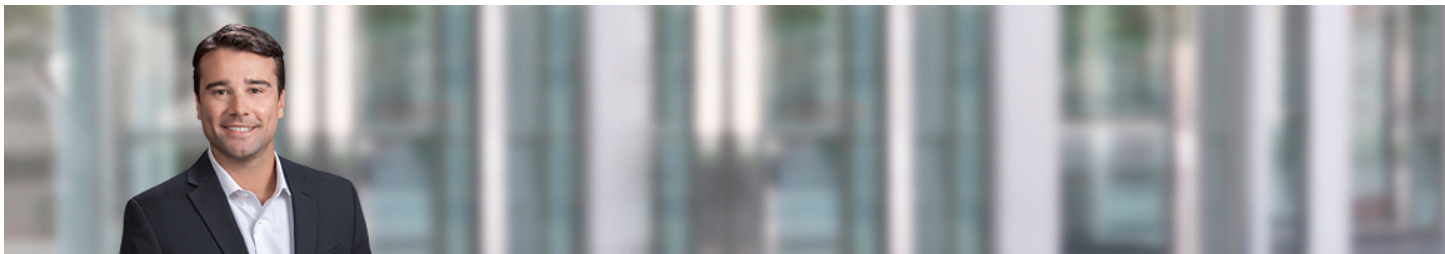


Nicholas S. Risi



Shareholder

Fort Lauderdale Office

Miami Office

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Phone: 305-789-3234

PRACTICE AREAS

Corporate

Real Estate

Mergers & Acquisitions

Tax, Trusts & Estates

Securities

Hospitality & Leisure

OVERVIEW

"Nicholas is very sharp, business-minded and very aware of the current market."

-Chambers USA 2024

Nicholas Risi is a Shareholder in the Corporate Department. His experience includes general corporate and tax matters, including mergers and acquisitions, drafting and negotiation of general corporate and finance-related agreements, corporate governance, and federal and state tax planning. Nicholas has a particular focus on the representation of clients in the real estate and hospitality industries in structuring and drafting complex joint venture arrangements, structuring and offering of interests in pooled investment funds, and sophisticated debt, equity and mezzanine financing transactions.

REPRESENTATIVE EXPERIENCE

Represented BMC – The Benchmark Management Company, LLC in a merger of “co-equals” with Pyramid Management Holdings (“Pyramid”), two companies in the hospitality and hotel management business. After the merger transaction, the combined Benchmark Pyramid hotel management business became the third largest independently managed hotel management company in the U.S., with a worldwide portfolio of 210 properties and annual operating revenue under management of more than \$3 billion. Concurrently with the merger transaction, Benchmark consummated a recapitalization and reorganization transaction pursuant to which Benchmark’s parent company obtained subordinated debt provided by Certares-Knighthead (“CK”). The proceeds of the CK facility were primarily used to redeem Benchmark’s then current preferred equity investor – Colony Capital – and to provide liquidity to etc Venues, which is a Benchmark affiliate that manages and operates conference, event, training and other venues throughout the world. In addition to the financing with CK, the transaction also required the consents or amendments to credit facilities of various parties to the transaction, including Ares as the primary lender to Pyramid and Gulf Capital, which provided a “main

street loan” to Benchmark.

Represented real estate investment firm Gencom in the acquisition of two resorts in St. Pete Beach, Florida.

Representation of clients engaged in the real estate and hotel industries in connection with their entry into joint ventures with various institutional investors, including private equity funds, hedge funds, and alternative investment managers, for single asset or portfolio acquisitions or for the establishment of real estate acquisition platforms.

Representation of clients in connection with the structuring and offering of interests in multiple real estate investment funds from \$10 million to \$250 million focused on areas including distressed single and multi-family residential assets, hotels and resorts in the U.S. and Caribbean, and core plus and value-add office and retail.

Representation of a joint venture between Duncan Hillsley Capital and Pebb Enterprises in its acquisition of Ocean Mall, a shopping center in Riviera Beach, Florida, and the financing for the acquisition. The center comprises several low-rise ocean-front buildings on leased land owned by the City of Riviera Beach.

Representation of Rescore Corp., a private REIT, in securing \$66.5 million in construction financing for the development of a 9-story residential tower with 160 rental units in the heart of San Francisco’s Mid-Market area.

Represented real estate investment group Gencom in the acquisition of a luxury resort in Costa Rica’s tourist hotspot of Guanacaste. The acquisition of Peninsula Papagayo Resort includes the Four Seasons Papagayo Hotel, a golf course, marina and beaches.

Representation of client in connection with a joint venture with a publicly registered real estate investment trust for the recapitalization of a Ritz-Carlton hotel with a valuation of over \$300 million.

Representation of a real estate investment fund client in connection with a joint venture for the assemblage, development and construction of a mixed-use real estate project including a 330 unit condominium tower, parking garage and related retail component located in East Edgewater, Miami.

Representation of client in connection with the acquisition and financing of a 19-office building portfolio with 2.1 million of net leasable square feet. The representation focused primarily on implementing a multi-tiered borrower structure and drafting and negotiating joint venture documentation.

PROFESSIONAL & COMMUNITY INVOLVEMENT

Florida House On Capitol Hill, Young Ambassadors Council

The Florida Bar

New Tax Lawyers Committee of the Florida Bar Tax Section

RECOGNITION

Chambers USA, Corporate/M&A & Private Equity (South Florida), Up and Coming, 2024-Present

Best Lawyers: Ones to Watch, 2025-Present

PUBLICATIONS & PRESENTATIONS

Land Development News Update, Publications: Update: IRS Provides Guidance for Big Capital Gains Break

Stearns Weaver Miller News Update | October 2018

NEWSROOM

Firm Announcements: 35 Stearns Weaver Miller Lawyers and 11 Practice Areas Ranked In Chambers USA 2024

| June 2024

Firm Announcements: Stearns Weaver Miller Names Three New Shareholders

| September 2016

In the Media: Stearns Weaver Team Handles CocoWalk Acquisition

Daily Business Review | | June 2015

EDUCATION

LL.M. in Taxation, University of Miami School of Law, 2010

J.D., *cum laude*, University of Miami School of Law, 2010

B.S., *cum laude*, University of Florida, 2007

ADMISSIONS

Florida