

*Rew has helped organize and operate successful businesses for more than 30 years, including contracts, acquisitions, sales, real estate, mergers, insolvency, litigation and other challenges. He helps owners, boards of directors and executives to navigate Nevada's corporate and limited liability company laws and achieve better governance.*



## Rew R. Goodenow

Shareholder | Reno

### Biography

Rew Goodenow is a former president of the State Bar of Nevada and of the National Conference of Bar Presidents and served a number of years on Parsons Behle & Latimer's board of directors. He has been lead counsel in many commercial and financial transactions. He has also been lead counsel in substantial commercial litigation matters before numerous courts and administrative bodies. A number of published court decisions list Mr. Goodenow as lead counsel for the prevailing party. He chaired the editorial board of the ABA Journal for three years. He has published extensively in magazines and treatises. Mr. Goodenow's book, *Business Entities in Nevada*, is the primary resource on that subject. An EDGAR search will show the numerous significant transactions in which Mr. Goodenow has represented companies, especially in the mining industry where he has successfully completed many mergers and acquisitions.

Currently, Mr. Goodenow serves, among other positions, as general counsel to the Board of Governors of the State Bar of Nevada. He also served as a member of the Board of Governors of the American Bar Association, where he chaired the investment committee. Mr. Goodenow also served on the board of directors of a local ski area. As the principal author of Nevada's Limited Liability Company Act, Mr. Goodenow regularly provides advice and counsel in complex transactions involving such companies. He has been engaged by the Nevada Secretary of State to advise it on the digital operating agreement, among other topics. He also currently serves on the Board of Visitors of the National Judicial College. In his spare time, Mr. Goodenow is a professional ski instructor.

### Contact information

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### Capabilities

Corporate  
Mergers & Acquisitions  
Commercial Lending  
Business Bankruptcy & Restructuring  
Business & Commercial Litigation  
Mining  
Mining & Public Lands  
Transactions & Financing  
Real Estate

### Licensed/Admitted

Nevada  
U.S. Dist. Court, District of Nevada  
U.S. Court of Appeals, 9<sup>th</sup> Circuit  
U.S. Supreme Court

## Experience

### **Royalty Recovery Claim**

Represents U.S. Subsidiary of Canadian publicly-traded company in a royalty recovery claim against a privately held company that operates a gold mine in Nevada.

### **Defending Founder from Former Business Associate**

Lead Counsel in defending founder of pharmaceutical therapy companies from action by a former business associate in connection with a dispute concerning the control of stock.

### **Acquisition of Mine**

Lead counsel in the acquisition of a Nevada mine and offered corporate governance, due diligence and transactional advising throughout the process.

### **Corporate Advice During Merger**

Provided Nevada corporate advice in connection with merger with capital market company.

### **Merger and Acquisition of Mining Company**

Represented mining company in acquisition of another mining company in conjunction with its Nevada railroad project and continues to represent them after the merger.

### **Counsels Mining Corporation**

Counsels mining corporation in the acquisition of properties; borrowing; corporate and company transactions; mining and natural resources.

### **Contractual Advice to Silver Mining Entity**

Provides ongoing contractual advice to one of North America's largest silver mining entities; specifically regarding acquiring properties, transactions, regulatory matters, and mining and mineral rights, including environmental.

### **Lead Counsel of Mining Corporation**

Lead counsel in the United States for a large mining corporation where advice was provided on contractual matters including construction contracts, labor and regulatory matters.

### **Sale of Ranch to Largest Private U.S. Landowner**

Represented the seller in the sale of an approximate 78,000-acre ranch along with extensive water rights and mineral interests to the largest private U.S. landowner.

### **Corporate Governance in Large Mine Transaction**

Acted as lead counsel and offered corporate governance guidance and transactional advising in the acquisition of the Jerritt Canyon Mine. Provided due diligence on all aspects of the large operational mine.

**Assisted in \$1.2 Million SPAC Merger**

Nevada counsel for Vintage Wine Estates in a merger with Bespoke Capital Acquisition Corp. Assisted in moving the Canadian publicly-traded SPAC to Nevada in a deal that enabled them to pay off debt and net \$124M in cash.

**Acquisition Related to Gold Mining Companies**

Principal U.S. counsel to Ely Gold in an acquisition by Gold Royalty Corporation under the Business Corporations Act (British Columbia). Retained as primary counsel for the newly-created Gold Royalty Corp. after the sale.

**Gold Mining Company Merger**

Represented Eclipse Gold Mining Corp. in acquisition by merger by Northern Vertex Mining, a Western U.S. gold producer. Continue to represent Northern Vertex Mining on properties in Nevada and Arizona.

**Acquisition of Mining and Natural Resource Properties**

Counsel West Vault Mining Inc. in the acquisition of properties; borrowing; corporate and company transactions; mining and natural resources.

**Ongoing Contractual Advice for Mining Entities**

Provide ongoing contractual advice to the Nevada-based operations of Coeur Mining, one of North America's largest silver mining entities. Provide counsel regarding acquiring properties, transactions, regulatory matters, mining and mineral rights.

**Lead Counsel for Mining Corporation**

Served as lead counsel in the U.S. for DMC Mining Services Corp. Parsons provides ongoing legal advice regarding contractual matters including construction contracts, labor and regulatory matters.

**In re Foutainebleau, Nevada Supreme Court**

Certified questions in \$150 million foreclosure priority dispute. Mr. Goodenow served as lead counsel to lenders.

**Coeur Rochester, Inc. v. Rye Patch Gold Corp., Nevada Sixth Judicial District**

Claim dispute over ownership of large operating mine. Mr. Goodenow served as lead counsel to the owner and operator, Coeur Rochester, Inc.

**Accomplishments****Professional**

Martindale-Hubbell, AV® Preeminent™ Rating

Recognized Practitioner in *Chambers USA* for General Commercial Litigation, 2018

Recognized In *Chambers Usa* for Mining & Metals, 2024 And 2025

*Best Lawyers in America* "Lawyer of the Year" in Reno for Litigation -- Bankruptcy 2016, 2018, 2022, 2023

*Best Lawyers in America*, "Best Lawyer," Reno, Bankruptcy and Creditor Debtor Rights/ Insolvency and Reorganization Law; Litigation – Bankruptcy, 2023 and 2024

*Mountain States Super Lawyers*

### Academic

University of Iowa Law School (J.D., 1988)

- Iowa Law Review, Note & Comment Editor

Tulane University (1985)

## Associations

### Professional

American College of Commercial Finance Lawyers, Fellow and Regent

Safari Club International, Legal Task Force, Chair, (2008 - Present)

Fellows of the American Bar Association, Chair (Former)

National Judicial college, Board of Visitors

### Community

Rotary Club of Reno, Past President, (2005-2006)

### Political

Nevada Republican Party, General Counsel (Former)

## Articles

"Nevada Business Entities," State Bar of Nevada, March 10, 2021

"Nevada Limited Liability Companies (Chapter 16), California Limited Liability Company Forms and Practice Manual March 9, 2021

"Receivers (Chapter 34)," Nevada Civil Practice Manual (6th ed.) March 8, 2021

"Nevada Electronic Signatures," Parsons Behle & Latimer COVID Response Center, May 5, 2020

"Natural Resources Industry Liquidity, Compliance and Operational Challenges," April 1, 2020

"Nevada COVID-19 Update," Parsons Behle & Latimer COVID Response Center, March 23, 2020

## **Presentations**

American Exploration & Mining Assoc., Annual Conference, 2022

Receivers (Chapter 34) March 8, 2021