Robert L. Johnson

Partner

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One Gateway Center
Newark, NJ 07102

Practice Areas

Corporate Law

Bar Memberships

New Jersey

New York

Texas

Rob — an Assistant Counsel to the Governor of New Jersey from 2010 to 2012 who has been recognized in *The Best Lawyers in America®*— relies on his corporate training and experience to inform his comprehensive corporate practice, which features a strong focus on mergers and acquisitions. Helping business clients expand their markets and establish significant presence throughout the region, Rob represents public and private companies, commercial banks, and governmental agencies in connection with mergers and acquisitions, stock and asset purchase transactions, securities regulations, corporate governance matters, credit facilities, public finance, contract drafting, cross-border transactions, and general corporate matters. He also has represented clients in negotiations with the New Jersey Department of Banking and Insurance for specific exemptions and obtaining certain licenses.

In keeping with his service to the state of New Jersey, he handles private placements matters for the New Jersey Division of Investment, and he is assisting firm client Rowan University in its complex, high-profile acquisition of the School of Osteopathic Medicine at the University of Medicine and Dentistry of New Jersey.

Other Info About Robert

Experience

2025

- **University Hospital (Public Private Partnership (P3) and Redevelopment).** Currently represent University Hospital ("UH") in connection with its eight year **$1.8 Billion** campus

redevelopment project to replace and modernize its Newark facilities through a Public-Private Partnership (P3) structure. As part of Phase I, UH issued an RFI and RFP for a new 250,000-square-foot, ten-story Medical Office Building ("MOB") to consolidate outpatient services and house programs operated by UH, Rutgers New Jersey Medical School, and Rutgers School of Dental Medicine. Under the anticipated P3 structure, a private developer will finance, design, construct, and operate the MOB under a ground lease and lease-back arrangement, with UH as the primary tenant and no direct capital contribution. As counsel, supported UH through all procurement phases, including: (i)Drafting and structuring RFI and RFP documents to ensure compliance with New Jersey procurement and P3 statutes; (ii) Advising on delivery, financing, and risk allocation terms under the Master Development Agreement; (iii) Guiding evaluation strategy and developer selection; and (iv) Coordinating with state agencies and advisors, including the New Jersey Office of the State Comptroller. Gibbons has helped UH position the MOB project as a model for public-private collaboration in the healthcare infrastructure in New Jersey, thus advancing UH's mission to deliver accessible, high-quality care while leveraging private sector innovation and capital.

- **Atlas Copco North America (Commercial Leasing).** Represent Atlas Copco North America LLC (and its subsidiaries) in all aspects of its commercial leasing portfolio, including the negotiation and execution of office, industrial, and operational leases nationwide.
- **Atlas Copco North America (M&A).** Represented an Atlas subsidiary, Quincy Compressor LLC, in its acquisition of substantially all of the assets of Air Compressor Works, Inc. for a purchase price of **$8,000,000**, pursuant to an Asset Purchase Agreement. The transaction included the purchase of operating assets and the assumption of specified liabilities necessary to continue the business. The agreement provided for customary purchase price adjustments, an $800,000

indemnity holdback, and detailed closing conditions, including execution of key assignments, employment agreements, and landlord consents. The Seller's indemnification obligations were capped at the purchase price, subject to exceptions for fundamental representations (including title to assets, taxes, environmental compliance, and employees) and fraud, with a $25,000 deductible. The agreement also addressed employee transition, name change, and receivables collection, ensuring operational continuity and comprehensive post-closing protections for Quincy Compressor.

- Represented large multinational manufacturer as Buyer in its proposed acquisition of a target pursuant to a Stock Purchase Agreement for approximately **$61 million**. The transaction included customary purchase price adjustments for cash, debt, and working capital, along with detailed closing deliverables and seller representations. Buyer protections included a representation and warranty insurance policy and negotiated indemnification limits aligned with that coverage. The agreement also addressed employee transitions, restrictive covenants, and post-closing cooperation, providing Buyer with comprehensive risk protection and a clear post-closing framework.
- **American Maritime Services of N.J., Inc. (M&A).** Represented American Maritime Services of N.J., Inc. (the "Buyer") in its acquisition of substantially all of the assets of TRAC Services, LLC for a purchase price of $1,326,254. The acquired assets included mobile service units, tools, equipment, and related inventory used in TRAC's intermodal service operations. The agreement provided for a $291,951 holdback and customary purchase price adjustments based on inventory valuation and prorations. The transaction closed upon delivery of executed transfer documents, title to vehicles, and a related MSU Services Agreement. Buyer assumed only limited post-closing obligations associated with the purchased assets, while all pre-closing liabilities were expressly retained by the Seller. The agreement also included detailed provisions on tax allocation, confidentiality, and risk

of loss, ensuring a clean transfer of assets and strong contractual protection for the Buyer.

2024

- **(Executive Compensation).** Represented our client, a senior executive at a **major private equity firm**, in the negotiation and drafting of a retirement transition agreement. He was the first high-level executive in the history of the private equity firm to enter into such an agreement, so the terms of his agreement would serve as a model for future agreements. I sought and obtained in large part that on a termination without cause, he would receive multimillion-dollar bonus payments and continued vesting of his equity awards. Total contract value of this agreement was $30 million. This was the first type of retirement transition agreement ever created in the private equity firm's history.
- **Munson Restaurant Group LLC (Acquisition Finance).** Represented our clients, Munson Restaurant Group LLC and Munson Buffalo Restaurant Group LLC (and their respective subsidiaries), in connection with an initial term loan in the amount of $18.5 million and a development loan in the amount of $34 million (collectively the "Loan") from **MidCap Financial Trust, a Delaware statutory trust that is in alliance with Apollo Capital Management, L.P., a subsidiary of Apollo Global Management**, Inc. Proceeds from the Loan were used to acquire and develop several Buffalo Wild Wings and Buffalo Wild Wings GO restaurant chain sites across multiple states. The Buffalo Wild Wings brand/franchise was the leading sports bar chain in the United States in 2021 and is owned by Inspire Brands, Inc., a global, multibrand restaurant company.
- **Scutum North America Inc. (M&A)**. Represented our client Scutum North America Inc., a Delaware corporation ("Scutum") in connection with its proposed acquisition of the stock of Industrial Electronic Systems, Inc., a California corporation. Scutum is the US subsidiary of its French parent

company Scutum Group, which specializes in advanced safety and security solutions, covering areas like fire protection, electronic security, and digital defense. With a focus on innovation and sustainability, Scutum Group provides services across Europe and the U.S. Total transaction value was $16 million.

- **Munson Buffalo Restaurant Group LLC (M&A).** Part of a team of attorneys that represented Munson Buffalo Restaurant Group LLC, a Delaware limited liability company, and certain of its subsidiaries (collectively, the "Buyer"), in the purchase of all of the properties, business, and assets of RSQ Foods, LLC, a New York limited liability company, and its subsidiaries (collectively, the "Sellers") used and/or useful in the operation of 11 Buffalo Wild Wings restaurants located in Connecticut and New York. The purchase was accomplished through an Asset Purchase Agreement in which the Buyer acquired all of the foregoing assets from the Sellers for an upfront purchase price of approximately $37 million. This acquisition expanded the Buyer's footprint to 19 Buffalo Wild Wings sports bar locations and seven Buffalo Wild Wings to-go locations throughout Connecticut, New Jersey, New York, and Pennsylvania. The Sellers were represented by Coviello Weber & Dahill LLP, based out of White Plains, New York. The transaction closed on July 1, 2024.
- **Munson Restaurant Group LLC (Preferred Equity Investment).** Represented our client, The Munson Group LLC, the holding company for all of the Munson entities, in connection with a $15 million preferred equity investment by AQR Investment Fund IV, LLC ("AQR"), a global investment management firm. In exchange for AQR's preferred equity investment, AQR received a minority preferred membership interest in The Munson Group LLC. As of December 31, 2023, AQR had approximately $97.7 billion in client assets under management, all managed on a discretionary basis.

2023

- **The Institute for Entrepreneurial Leadership Inc. (Mergers & Acquisitions)**. Represented an existing client The Institute for Entrepreneurial Leadership Inc. ("IFEL") in connection with its acquisition of PipelineWomen LLC ("Pipeline Angels"). Pipeline Angels was one of the largest angel investment networks in the country in 2022. Since Pipeline Angels launched in 2011, approximately 540 participants have gone through its signature angel investing program and 45 participants have graduated from its signature VC-in-Residence program. Pipeline Angels members have invested millions in 120+ companies via its signature pitch summit process. The acquisition was featured in **Fortune Magazine (July 19, 2023)**. I drafted the purchase agreement which included an earn-out provision and purchase price adjustment that was extensively negotiated. I also drafted ancillary documents which included a consulting agreement and intellectual property transfer agreement.
- **Complete Document Solutions, LLC (Mergers & Acquisitions).** Represented an existing client Complete Document Solutions and its affiliates, (i) Complete Document Solutions, NY, LLC, a Delaware limited liability company, (ii) Complete Document Solutions, Maryland, LLC, a Maryland limited liability company, (iii) Complete Document Solutions, PA, LLC, a New Jersey limited liability company, (iv) Complete Document Solutions, Central Penn, LLC, a Pennsylvania limited liability company, (v) Complete Document Solutions, WC-CT, LLC, a Delaware limited liability company, and (vi) Complete Document Solutions, North, LLC, a Delaware limited liability company (collectively, the "Companies") in the sale of a minority equity stake to IRV55 LLC. This acquisition is the first step before a complete sale of the Companies to a private equity fund scheduled to incur in early 2024.
- **Advance at Harrison LLC (Joint Venture).** Represented an existing client Advance at Harrison LLC in connection with a joint venture with Ring on Hook, LLC. The joint venture was formed in order to provide for the development and

management of a restaurant concept tentatively named the Riverbend Bar & Grill in Harrison, New Jersey. I drafted the joint venture/operating agreement, contribution agreements, and corporate resolutions in connection with the joint venture.

- **New Jersey Community Capital (Commercial Finance).** Represented an existing client Community Loan Fund of New Jersey, Inc. d/b/a New Jersey Community Capital ("NJCC") in connection with additions to its existing allocations of New Markets Tax Credits for the CY2020 and CY2021 (in the amount of $40,000,000), from the Community Development Financial Institutions Fund an agency of the United States Department of Treasury. The NMTC Program incentivizes community development and economic growth through the use of tax credits that attract private investment to distressed communities.
- **Munson Restaurant Group (Commercial Finance/Acquisition Finance)**. Represented our client Munson Restaurant Group (and seven (7) of its subsidiaries) in connection with securing a multimillion-dollar loan and a development line of credit from Connect One Bank in order to acquire several "Buffalo Go" restaurant chains.

2022

- **Munson Restaurant Group (Mergers & Acquisitions, Commercial Finance, Sale of Real Property, Franchising & Distribution, and Liquor Licensing & Alcoholic Beverage Control)**. Represented our client Munson Restaurant Group (and seven (7) of its subsidiaries) in connection with the acquisition of seven (7) Buffalo Wild Wings franchises (six (6) in NJ and one (1) in Staten Island) for $26 Million U.S. Dollars ($24.9 Million plus $1.1 Million in remodel costs and inventory, etc.). The Buffalo Wild Wings brand/franchise was the leading sports bar chain in the United States in 2021 and the brand is owned by Inspire Brands, Inc., a global, multi-brand restaurant

company. This was a complex transaction that required specialized expertise in a number of different practice areas and demonstrated the firm's seamless ability to work collectively across practice groups. The transaction included a complex asset purchase agreement governing all assets owned by the seller which included the transfer of seven (7) liquor licenses, six (6) in New Jersey and one (1) in Staten Island. The timing for closing for the transaction was challenging because the liquor licenses that were being acquired were required by the local municipalities to be transferred by a date certain that was established by the resolutions of each approving municipality in advance of the closing. The transaction also included the acquisition of two (2) real estate assets by a national REIT based out of California that specializes in triple-net franchise restaurant properties, with the REIT acquiring the properties and leasing them back to our client/buyer. The transaction also included the transfer and acquisition of seven (7) franchise agreements with the Inspire Brand. I also represented our client as a borrower in order to secure a portion of the purchase price in the form of a $14 Million U.S. Dollar term loan and a development line of credit from Connect One Bank (the "lender"). Gibbons also provided employment advice, insurance advice, and tax advice to the client in order to close the transaction.

- **American Maritime Services of N.J., Inc. (Corporate).** Represented our client American Maritime Services of N.J., Inc., d/b/a as Integrated Industries Inc. in a joint venture named IC GA LLC, a Delaware limited liability company ("Joint Venture") with ITE Management an investment firm that targets transportation and industrial assets, companies, and related services with $4 billon of real assets under management. The Joint Venture was created for the purpose of engaging in the business of chassis refurbishing.
- **Shekinah Group in connection (Corporate).** Represented our client Shekinah Group LLC in connection with the

formation of a joint venture called LaGuardia USA, LLC ("Joint Venture"). Negotiated lease agreement for the Joint Venture with LaGuardia Hospitality Group, LLC ("Sublessor"), as part of a Concessions Development and Management Lease Agreement between Sublessor, and Delta Air Lines, Inc. ("Delta"). Delta leased to Sublessor certain premises in Terminal C of LaGuardia Airport (the "Terminal") including but not limited to premises located within Concourse E in the Terminal, for use by Sublessor to provide food and beverage, retail and news concession services for patrons of the Terminal.

- **New Jersey Community Capital (Commercial Finance).** Represented Community Loan Fund of New Jersey, Inc. d/b/a New Jersey Community Capital ("NJCC") in connection with an allocation of New Markets Tax Credits for the CY2021 allocation of $40,000,000, from the Community Development Financial Institutions Fund an agency of the United States Department of Treasury. The NMTC Program incentivizes community development and economic growth through the use of tax credits that attract private investment to distressed communities.
- **American Maritime Services of N.J., Inc. (Commercial Finance).** Represented our client American Maritime Services of N.J., Inc., d/b/a as Integrated Industries Inc., in connection with a $2,000,000 commercial loan facility from Lakeland Bank.
- **American Maritime Services of N.J., Inc. (Corporate and Cross Border).** Represented our client American Maritime Services of N.J., Inc., d/b/a as Integrated Industries Inc., in connection with a joint venture named C&C Houston Bayport, LLC with Medlog (USA) Inc. Medlog is a global logistics and supply chain operator that presently operates in 70 countries.
- **Shekinah Group in connection (Corporate)**. Represented our client Shekinah Group LLC in connection with the formation of a joint venture named Villa Vision One, LLC ("Joint Venture"), with the Villa Restaurant Group, a global

multi-brand restaurant operator and franchisor. The Joint Venture was formed to develop and operate certain food and beverage concessions at the Newark Liberty International Airport.

Education

Seton Hall University School of Law, J.D.

- Thurgood Marshall School of Law

Rice University, B.A.

- Leadership Rice Participant
- Academic All-Conference WAC
- 1st Team WAC Men's College Basketball
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Recognition

Recognized in BINJE's "Best Black Business Leaders" in New Jersey for 2026

Recognized by Best Lawyers®, 2026-2027 Editions: Corporate Law

Recipient, Mel Narol Award, presented by *NJSBA,* 2025

Included on the *NJBIZ* "Leaders in Law" List, 2024

Recipient, Black Leadership Award, presented by *Profiles in Diversity Journal,* 2023

Included on various *ROI-NJ* "Influencers" lists, 2020 – 2024

Recipient, "WOCCON Volunteer of the Year" by the Institute for Entrepreneurial Leadership (IFEL), 2022

Recipient, "Exemplary Service Award," presented by Seton Hall University School of Law, 2022

Included on the *New Jersey Law Journal* "Diverse Attorneys of the Year" list, 2021

Recipient, "Volunteer of the Year Award," presented by the Institute for Entrepreneurial Leadership (IFEL), 2021

Recipient, "Oliver Randolph Award," presented by the Garden State Bar Association, 2020

Included on the inaugural *Profiles in Diversity Journal* "Black Leaders Worth Watching" list, 2020

Included on the *New Jersey Law Journal* "New Leaders of the Bar" list, 2014

Professional Affiliations

JumpStart New Jersey Angel Network
Board member

New Jersey State Bar Association
Banking Law Section
Co-Chair, Diversity Committee, 2025-2026

American Bar Foundation
Fellow

Garden State Bar Foundation
Trustee

New Jersey Economic Development Authority
Member, Diversity Finance Advisory Board

Civic Activities

Defend the Dream, a Kansas City Non-Profit Organization

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