

BRANDEN L. LOPEZ, ESQ.

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EXECUTIVE PROFILE:

Current General Counsel. Former Commercial Real Estate and Corporate Attorney with over 16 years of experience in commercial real estate, construction, startups, loan servicing, loss mitigation, franchises, foreclosures, evictions as well as drafting and negotiating complex commercial contracts including purchase and sale agreements and leases, construction contracts, commercial and land condominium documents, real estate development from site selection, acquisition, entitlement/zoning and disposition, resolving title issues, examining surveys, easements and restrictive covenants, creating and managing corporate structures, ensuring corporate regulatory compliance, as well as loan servicing compliance, overseeing mergers and acquisitions, preparing shareholder agreements, franchise agreements, licensing agreements, privacy agreements, and employment contracts. I have represented many startup companies and franchisors. I have advised clients in estate planning and asset protection as well as the development of retail, mixed-use and multi-family complexes, hotels, medical office buildings.

SKILL HIGHLIGHTS:

- COMMERCIAL REAL ESTATE
- EXCELLENT NEGOTIATOR
- CONSTRUCTION
- CONTRACT MANAGEMENT
- LITIGATION MANAGEMENT
- STRONG LEADER
- DISPUTE RESOLUTION
- CORPORATE GENERALIST
- EMPLOYMENT
- LICENSING AGREEMENTS

CURRENT EMPLOYMENT:

CURBIO INC., POTOMAC, MD
GENERAL COUNSEL
DECEMBER 2020-PRESENT

General Counsel for a nationwide tech/construction company. This company was still in the start-up phase when I was hired and I have drafted all of the construction contracts that are currently in use in 17 states, all employment agreements, and implemented all of the policies and procedures for the construction team, sales team, human resources as well as the legal team. I report directly to the CEO and work with the web development team on implementing contracts and systems into the company's proprietary software in order to streamline the company's processes. I handle all litigation issues and manage outside counsel when necessary. I negotiate and draft loan docs for capital funding as well as licensing agreements for the company's software. Additionally, I am responsible for licensing in all jurisdictions as well as reporting all current and proposed laws that affect the construction industry nationwide as well as data privacy laws. I work with the marketing team to draft all marketing and vendor agreements including NDAs. Further, I review and negotiate all SaaS agreements for the company. I participate in the strategic planning for the company's growth as well as prepare reports for the Board of Directors. I work closely with the CFO on loss mitigation, financial filings and reporting in addition to preparing all common stock exchange agreements.

PRIOR EMPLOYMENT:

TRINITY FINANCIAL SERVICES, LLC. NEWPORT BEACH, CA
GENERAL COUNSEL
SEPTEMBER 2020-DECEMBER 2020

This was a temporary position for me to establish the legal department and create a viable business plan that complied with all regulatory lending and data and privacy laws.

General Counsel for a loan servicing company and REO property management company, Trinity Financial Services and Trojan Capital Investment (collectively, "Trinity"). I was hired because of my broad knowledge of real estate, title, foreclosures, lending, and overall business experience. During my time at Trinity, I managed the in-house legal team overseeing foreclosures, evictions, bankruptcies, litigation, and all regulatory compliance. I oversaw all

employment issues and served as the company's human resources department. Further, I handled all collateral issues and oversaw collections and promissory note sales. In addition, I worked diligently to create and update all loss mitigation policies and procedures together with employee training. I created a more accurate and comprehensive budget for the company as well as asset protection for the company's real estate holdings. I handled all title related issues that arose in the course of business as well as managed the leasing department. In addition to serving in the role of General Counsel, I served as an interim COO advising and strategizing with the President on company expansion, daily business dealings, corporate structures and procedures that promoted company culture and vision. When all systems and processes were in place, and the company had an organization business plan, I left the role to start my current position.

THE LEARNING EXPERIENCE CORP., DEERFIELD BEACH, FL
ASSOCIATE GENERAL COUNSEL
MARCH 2019-AUGUST 2020

Associate General Counsel for an international childcare franchisor, The Learning Experience Corp. ("TLE"), which is owned by Golden Gate Capital ("GGC"), a private equity firm. I was hired because of my expertise in real estate and development and was tasked to start and lead Deerfield Development Partners (a subsidiary of GGC) which is responsible for acquisition and construction of TLE's self-developed retail centers. I was the head of the site selection committee, performed site visits, and prepared and negotiated all transactional documents from Letter of Intent to Purchase and Sale Agreements. I was responsible for overseeing site and financial due diligence, such as geotechnical reports, environmental reports, ALTA surveys, civil engineering and architectural drawings, and zoning. Further, I prepared and negotiated construction contracts, analyzed all proformas, and was responsible for the title and closing process. I also oversaw the construction of the centers, licensing, entitlements, and the ultimate disposition of the real property. I worked closely with the CFO. As Associate General Counsel of TLE, I prepared and negotiated all retail leases for the company's build to suit centers (between 70-100 per year), prepared vendor agreements, formed all special purpose entities and oversaw annual report filings. I worked closely with TLE's lenders and assisted in preparing private placement memorandums as well as preparing and negotiating financing documents. I prepared the franchise disclosure documents as well as franchise agreements. I worked closely with and supervised all outside counsel both nationally and internationally. During Covid, I negotiated and drafted over 300 lease amendments within the course of 4 months.

PRIOR EMPLOYMENT:

GREEN & PILLAY PLLC (Currently Potkin, Willamowksy & Pillay, PLLC), WASHINGTON, D.C.
COMMERCIAL ATTORNEY
NOVEMBER 2018- MARCH 2019

Commercial Real Estate Attorney representing developers through the acquisition process, closing, post-closing, development and leasing phase. I drafted LOIs, Purchase and Sale Agreements, merger documents, construction contracts, condominium documents, corporate documents, SNDAs as well as title objection letters. I advised on estate planning and drafted revocable and irrevocable land trusts as well as last wills and testaments. In addition, I represented lenders on commercial transactions and drafted all financing documents as well as opinion letters. Note: This employment was for a short period of time solely due to a move from Washington DC back to Florida and the company merged with a larger law firm.

STEWART TITLE COMPANY, INC., CORAL GABLES, FL
IN-HOUSE COUNSEL AND VICE PRESIDENT - BUSINESS DEVELOPMENT
JUNE 2012-OCTOBER 2018

Served as Vice-President for Business Development for Stewart Title Guaranty, National Commercial Services Division. My territory was the United States, Mexico and the Caribbean. My focus was on business development for the company, and I developed a tremendous network of contacts in the industry. I also developed a particular expertise in hospitality and mixed-use development.

Previously served as Vice-President and In-House Legal Counsel for all Stewart Title offices in Florida. Advised Stewart Title employees on legal issues that arose in offices around the State of Florida regarding title commitment requirements, survey issues, easements and restrictive covenants, compliance, contract disputes, FIRPTA, Dodd-Frank and CFPB, liens, judgments, corporate structure, and estate planning as well as closings. Duties at Stewart Title also included drafting and negotiating LOIs, commercial leases and purchase and sale agreements, reviewing and

drafting documents such as operating agreements, condominium documents, interpleaders, short sales and REO files.

Also provided legal and real estate training as well as lecturing and speaking on panels throughout the United States. Some of the lecture topics were: FIRPTA, Ways to Structure a Business, Probate, Ways to Take Title, and Trusts and Estate Planning. Beginning the last quarter of 2013, I presented a 3-hour class all over the state to realtors, lenders, mortgage brokers, mortgage bankers as well as title agents and auction companies on the new Dodd-Frank Legislation, specifically the CFPB and related rules and regulations.

STRICKLAND LAW FIRM, P.L., CORAL GABLES, FL
MANAGING PARTNER
OCTOBER 2006-NOVEMBER 2018

Founder and President of law firm which specialized in commercial, corporate, and real estate law. Handled all manner of commercial real estate transactions, including drafting and negotiating contracts, lease agreements, non-disclosure agreements, construction contracts, closing documents, due diligence, financial security instruments, as well as revocable and irrevocable land trusts. Represented hotel developers, owners and operators, buyers, sellers, developers, lenders, and foreign investors in all facets of complex commercial real estate transactions. Drafted documents in connection with real estate development and transactions including security instruments for banks, condominium documents for residential and commercial condominium developments, offering packages for developers and investors, opinions of title, restrictive covenants, corporate merger documents, as well as trusts and wills. Handled real estate related litigation such as quiet title suits, foreclosures, loan workouts and title insurance claims.

Further, I handled all manner of commercial and corporate transactions, including drafting shareholder agreements, operating agreements, creating corporate structures, joint ventures, partnerships, franchise agreements as well as corporate and regulatory compliance. Represented new businesses including corporate filings and drafting the corporate documents. I drafted and negotiated vendor agreements as well as employment agreements and contracts in addition to counseling and representing clients on all matters of corporate law, including mergers, acquisitions, and estate planning.

Clients ranged from individuals, businesses, real estate developers, hotel operators and institutional lenders.

EXECUTIVE TITLE INSURANCE SERVICES, INC., CORAL GABLES, FL
REAL ESTATE ATTORNEY
JUNE 2005-SEPTEMBER 2006

EDUCATION:

STETSON UNIVERSITY COLLEGE OF LAW: Juris Doctorate, *Cum Laude* (2004)

HONORS/ACTIVITIES: Member of Phi Alpha Delta; Ambassador; Member of The Student Bar Association; Member of the Publicity Committee; studied abroad in 2002 in Tallinn, Estonia, focusing on issues related to the emerging European Union; studied abroad in 2003 in Guanajuato, Mexico focusing on issues related to NAFTA and its economic impact; recipient of the William F. Blews Pro Bono Service Award.

FLORIDA STATE UNIVERSITY: Bachelor of Arts in Psychology (2001)

PROFESSIONAL ASSOCIATIONS AND MEMBERSHIPS:

THE FLORIDA BAR
DISTRICT OF COLUMBIA BAR
U.S. DISTRICT COURT SOUTHERN DISTRICT OF
FLORIDA
CIASF

LICENSES:

Title Agent License
Sommelier-Court of Master Sommeliers

PERSONAL INFORMATION:

I am goal-orientated and driven. I am a female with a traditional boy name and have some great stories to tell because of this. I have an extreme passion for travel, especially to exotic or “off the grid” places. I love documentaries, food, a bold Napa cab and football.

