

Bret A. Roge

Partner

Overview

Bret assists clients with the transactional and operational aspects of acquiring, forming, operating, owning, and structuring businesses. A problem-solver who can help companies get back on track, he is also a hard-nosed negotiator whose tireless work for clients often results in deals that surpass their highest expectations.

Bret represents privately and publicly-held corporations, nonprofit corporations, limited liability companies, and partnerships. He focuses on matters concerning business, real estate, and tax law, and has experience in corporate and partnership income and nonprofit taxation.

In addition to a broad range of experience assisting with the acquisition and disposition of businesses and business entities, Bret handles:

- Contract negotiations
- Negotiation of financing arrangements
- Business restructuring
- Certain labor matters
- Management of litigation
- Acquisition, disposition, and leasing of real property

Bret provides business and legal counsel to in-house attorneys and acts in the capacity of general counsel to businesses and nonprofits without in-house legal departments.

Experience

Facilitating a Complex Management Buyout

Bret worked closely with the management team of a paper manufacturer to conduct a highly successful — and highly complex — take-private. The process involved:

- Securing a financial partner for the management of the management team's banking requirements
- Negotiating a stock purchase agreement with the company's foreign parent and its Wall Street firm



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Industries

Cannabis

Practices

Commercial Leasing

Corporate

Project Development & Financing

Real Estate

Tax

Tax Increment Financing & Tax

Credits

- Determining an ownership structure that accommodated the differing interests of the management team and crafting a board-of-directors structure
- Navigating federal and state income tax law to obtain the desired tax treatment for the management team
- Negotiating workplace concessions from the company's unions
- Obtaining tax incremental financing from state and local authorities to help pay for a significant portion of the capital asset additions
- Minimizing the management team's potential personal exposure to liability for the company's significantly underfunded defined-benefit plan
- Minimizing the management team's exposure to existing matters before the Department of Natural Resources and the Environmental Protection Agency while putting the company in the best possible position for ongoing compliance

Helping Developers Create a Mixed-Use Suburban Development

Bret assisted a commercial real estate development group in the acquisition and development of a 66-acre mixed-use project in an area of Brookfield, Wisconsin, that had seen little development in years. The \$150 million development project, known as "The Corridor," includes office, retail, and hospitality components, along with the preservation and reuse of the historic Ruby Farm farmhouse and barn. Bret assisted in the successful acquisition of the property, negotiated with the City of Brookfield to obtain TIF funding, and drafted development agreements, utility relocation agreements, multi-party easements, and other covenants affecting the development.

Bringing High-Tech Jobs to Wisconsin

Bret worked with commercial real estate developers in the acquisition and development of a \$30 million 4-story office building for high-tech and research companies in the Milwaukee County Research Park, located in Wauwatosa, Wisconsin. He assisted in the acquisition of land and negotiated the development agreement, applied for TIF funds from the City of Wauwatosa, and negotiated a subsequent development agreement (including plans for public gathering spaces and ride-share bike stations) along with land combinations and easements required to address access and setback issues created from state takings for highway projects.

Aiding Investors in Residential Real Estate

Bret assisted a Milwaukee-based real estate investment firm and developer in the acquisition of a \$9.4 million 76-unit multi-tenant residential housing complex on Milwaukee's east side.

Helping a Company Grow — and Create Jobs

Bret helped a Milwaukee-based steel fabricator in the \$2.4 million acquisition and renovation of two adjacent properties located in a highly industrialized portion of the Milwaukee's Bay View neighborhood, a project facing numerous technical issues and requiring the cooperation of both the State of Wisconsin and the City of Milwaukee.

The project, which involved a plan to sell one property to fund the redevelopment of the other, had a larger goal of expanding the company's business and creating jobs. Bret's representation included both

the initial acquisition and subsequent sale of the second parcel, complicated title and survey issues, railroad right-of-ways, significant environmental contamination, and unique zoning overlay.

Honors & Recognitions

- Commercial Real Estate Hall of Fame, *Midwest Real Estate News*, 2020
- Leading Real Estate Lawyer, *Chambers USA*, 2008-present
- Martindale-Hubbell AV Preeminent®
- *The Best Lawyers in America*®, Business Organization and Tax Law, 1995-present
- “Lawyer of the Year” (Milwaukee), Tax Law, *The Best Lawyers in America*®, 2015
- “Wisconsin Super Lawyers” list, Business/Corporate Law, *Super Lawyers Magazine*, 2006-2008, 2011-present
- “Leading Lawyers” list, Milwaukee’s *M Magazine*, 2015
- Recipient, Elijah Watt Sells Award
- 58th and 57th Editions of Marquis *Who's Who in America*; 11th and 14th Edition of Marquis *Who's Who in American Law*; Strathmore's *Who's Who*

Professional Activities

- Member, American and Wisconsin Institute of Certified Public Accountants (CPA), Taxation Section
- Member, The State Bar of Wisconsin, Property Law and Taxation Sections
- Member, American Bar Association, Property Law and Taxation Sections
- Member, Milwaukee Bar Association
- Member, Board of Directors, Executive Committee and Revolving Loan Fund Committee, Waukesha County Economic Development Corporation
- Member, Commercial Association of Realtors
- Member, NAIOP
- Past Member, Board of Review, City of New Berlin

Education

- Marquette University Law School, Juris Doctor (J.D.), *cum laude*, 1984
- University of Wisconsin-Milwaukee, Bachelor of Business Administration (B.B.A.), *summa cum laude*, 1981
- Certified Public Accountant (CPA)

Admissions

- Wisconsin



Community Involvement

- Board of Directors, Central City Cyberschool
- Past Board Member, Next Act Theater

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