

Kathleen A. Kelley

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PRACTICE AREAS

Business Organizations & Transactions

Government Contracting

Mergers & Acquisitions

Private Equity

INDUSTRIES

Associations & Nonprofit Organizations

Retailers & Restaurateurs

Small, Emerging & Growing Businesses

Government Contracting

Kathleen Kelley is a shareholder at Bean, Kinney & Korman focusing her practice on corporate and transactional law. Her client base encompasses local business, nonprofits, government contractors, and Fortune 500 companies, and she is valued by them for her pragmatism and responsiveness and known for breadth of knowledge and collaborative mindset.

Having started her career in Delaware, Kathleen provides complex corporate and LLC services to clients throughout the region during all phases of their business lifecycle, including:

- Business formations and organizations
- Shareholder and LLC Operating Agreements
- LLC Filing Services and LLC Formation Packages
- Issuance and sale of equity ownership to investors
- Issuance of phantom ownership, stock options and other equity-based compensation to employees
- Joint ventures, including those within the government's small business contracting space
- Mergers & Acquisitions
- Owner exits and disputes
- Regulatory and compliance matters

BAR AND COURT ADMISSIONS

Virginia, 2012

U.S. District Court for the District of Delaware, 2001

Delaware, 2000

EDUCATION

Washington and Lee University School of Law, J.D., *Cum Laude*, 2000

University of Virginia, B.A., 1994

Kathleen presents regularly on government contracting matters, including issues relating to the ownership and management of Women Owned Small Businesses, 8(a) Participants and Service-Disabled Veteran-Owned Small Businesses, joint ventures, and the negotiation of Teaming Agreements and Sub-Contracts. Kathleen is also in high demand to speak and write about corporate governance issues, including management deadlocks, the limitation of liability, and “business divorces.”

In addition to her transactional and corporate law practice, Kathleen serves on the board of several non-profit organizations and volunteers at a thrift store in Vienna.



AWARDS AND HONORS

Best Lawyers in America, Business Organizations (including LLCs and Partnerships) and Corporate Law, 2021-2023

Arlington Magazine, Top Attorney – Business/Corporate, Nonprofit, 2021-2022

Washington, D.C. Super Lawyers in Business/Corporate, 2020-2022

Virginia Super Lawyers in Business/Corporate, 2020-2022

Arlington Magazine, Top Attorney – Business/Corporate, Government Contracts, 2019

Virginia Business, Legal Elite in Business Law, 2015, 2017, 2020, 2022 – Legal Elite in Corporate Counsel, 2019, 2021

Washington SmartCEO CPA & ESQ, Awards Finalist, 2015

AV Rated by Martindale-Hubbell

AFFILIATIONS

Tysons Regional Chamber of Commerce (Board Member, 2017 – 2019)

SECAF (Programs Committee, 2015 – present)

Association for Corporate Growth

Fairfax Bar Association (Chair 2015 – 2016, Business Law Section)

Delaware State Bar Association

CoroAllegro (Past-President, Board Member)

American Bar Association

EXPERIENCE

- Represented Seller in \$65 million ESOP transaction of government contractor, cash with Seller financing.
- Represented Purchaser in \$5 million Stock Purchase transaction of software services company, cash payout with SBA loan.
- Represented Seller in \$30 million Stock Purchase transaction in HVAC services, cash with equity roll-over.
- Represented Seller in \$25 million Stock Purchase transaction in software services for government entity, cash with equity roll-over.
- Represented Selling Shareholder in \$10 million Redemption Transaction. Seller sold majority ownership stake in exchange for cash, promissory note, and certain contracts to form new entity, while retaining minority ownership in corporation.
- Represented Seller of \$2 million government contractor in Membership Interest Sale transaction, cash, with earnout based on contract performance.
- Worked with numerous dental and accounting practices where we represented Sellers in Asset Sales, purchase price ranges from \$500 thousand to \$2.5 million.

- Represented combinations of nonprofit entities through Asset Acquisitions and Mergers.

PUBLISHED ARTICLES

- Deadlock Provisions in Agreements – Say No to the Rochambeau Method
- The Top Five Mistakes in Drafting LLC Agreements
- Significant Amendments to Delaware General Corporation Law Enacted

BLOGS

- COVID Impact on GovCon Deals in 2020
Business Insights, Monday July 20, 2020
- Online Board Meetings – What to Know When Social-Distancing Requires Your Meetings to Go Virtual
Business Insights, Thursday April 16, 2020
- Ownership Interests in an LLC – The Options are Endless!
Business Insights, Tuesday October 29, 2019
- Do You Really Need a Letter of Intent?
Business Insights, Wednesday September 18, 2019

SPEAKING ENGAGEMENTS

- Deadlock-Breaking Mechanisms in Real Estate LLCs: Avoiding Litigation When Members and Managers Fail to Agree
Wednesday, September 7, 2022
- Essentials of Business Law – Dealing with Drafting Deadlocks
Webcast, Friday, March 4, 2022
- Mind Your Business: Coordinating Business and Estate Plans to Preserve Value
Online, Tuesday, April 20, 2021
- Deadlock-Breaking Mechanisms in Real Estate LLCs: Avoiding Litigation When Members and Managers Fail to

- Agree
Webinar, Thursday, February 27, 2020
- Deadlock-Breaking Mechanisms in LLCs: Avoiding Litigation and Dissolution When Members and Managers Fail to Agree
Webinar, Thursday, January 16, 2020
 - LLC or S-Corp
Teleconference, Thursday, December 19, 2019
 - Mergers & Acquisitions in the Federal Marketplace
Tower Club, Tysons Corner, VA, Thursday, May 16, 2019
 - 7th Annual NoVA B2G Matchmaking Conference & Small Business Expo
Inova Center for Personalized Health, Fairfax, VA, Tuesday, May 7, 2019
 - SECAF Awards Gala
McLean, VA, Thursday, May 2, 2019
 - Deadlock-Breaking Mechanisms in LLCs: Avoiding Litigation and Dissolution When Members and Managers Fail to Agree
Strafford Live CLE Webinar, Tuesday, August 14, 2018
 - Becoming WOSB Certified
Community Business Partnership :: 6564 Loisdale Ct., Ste. 600 Springfield VA 22150, Monday, August 13, 2018
 - Deadlock Breaking Mechanisms in Real Estate LLCs
Strafford Live CLE Webinars, Thursday, February 22, 2018
 - Blueprint of a Deal: M&A 101
Virginia State Bar - Construction Public Law Section, Friday, November 3, 2017
 - Business Contracts: Top 10 Most Costly Mistakes, Preliminary Contract Considerations
NBI, Tuesday, October 17, 2017
 - Contract Boilerplate: Transactional vs. Litigator
Fairfax Bar Association, Monday, March 30, 2015
 - Shareholder and Member Rights: Drafting, Disputes & Dilemmas
Fairfax Bar Association, Thursday, March 13, 2014
 - The Current State of Fiduciary Duties in Delaware: Corporations and LLCs
Holland & Knight, Monday, October 21, 2013

NEWS

- Twenty-one Attorneys from Bean, Kinney & Korman Recognized as Top Attorneys for 2022 by Arlington Magazine Thursday October 13, 2022
- Sixteen Attorneys from Bean, Kinney & Korman Listed in 2023 Best Lawyers in America and Six Attorneys Listed in Best Lawyers: Ones to Watch Thursday August 18, 2022
- 2022 Super Lawyers Thursday May 5, 2022
- Bean, Kinney & Korman Represents RenXTech LLC in a Transaction with Buchanan & Edwards Inc. Monday November 29, 2021
- Twenty-eight Attorneys from Bean, Kinney & Korman Recognized as Top Attorneys for 2021 by Arlington Magazine Thursday October 21, 2021
- Fifteen Attorneys from Bean, Kinney & Korman Listed in 2022 Best Lawyers in America and Five Attorneys Listed in Best Lawyers: Ones to Watch Thursday August 19, 2021
- Bean, Kinney & Korman Represents Finley Asphalt in a Transaction with Shoreline Equity Partners Friday July 2, 2021
- 2021 Super Lawyers Thursday May 6, 2021
- Bean Kinney & Korman Represents Highlight Technologies, Inc. in a Sale to an Employee-Owned Stock Ownership Plan Thursday April 22, 2021
- Bean, Kinney & Korman Represents Farm Market iD in Acquisition by DTN Friday February 26, 2021
- Thirteen Attorneys from Bean, Kinney & Korman Listed in 2021 Best Lawyers in America and Three Attorneys Listed in Best Lawyers: Ones to Watch Thursday August 20, 2020

- 2020 Super Lawyers
Thursday May 7, 2020
- Twenty-six Attorneys from Bean, Kinney & Korman
Recognized as Top Attorneys by *Arlington Magazine*
Friday October 18, 2019
- Kathleen Kelley quoted in “Private Players” – discussing
federal nonprofit status for Virginia nonstock corporations
Style Weekly, Tuesday April 9, 2019