



# Gib Masters

 Partner

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**“I like to listen and learn first, and then dive deeper to help my clients see all aspects of their matters, whether transactional risks and opportunities or the strengths and weaknesses in potential litigation. My best client relationships are ones of collaboration, in which solutions and outcomes are designed together. I am a lawyer who would rather get it right than be right.”**

Gib Masters chairs the firm’s financial services department, serving national, regional, and community banking institutions. His practice focuses on financial transactions, debtor-creditor rights, and real estate. Gib represents a variety of clients, including large multinational corporations, small businesses, and individuals, in matters of commercial secured transactions, real estate acquisition and finance, real estate investment, construction lien disputes, UCC Article 9 perfection and priority issues, foreclosure, bankruptcy and receivership proceedings, structured finance, and syndicated tenancy-in-common financings. Gib maintains insight into current trends and market terms for syndicated credits through ongoing review of numerous credit agreements for clients’ participation in large (\$250 million to \$2 billion) syndicated credits for investment-grade borrowers.

Gib also regularly counsels tribal governments and tribal enterprises in obtaining financing for infrastructure improvements, gaming facilities, and hotel properties. He understands the complex and unique intricacies of financial transactions as they relate to tribes’ unique status as sovereigns.

Prior to joining Miller Nash, Gib was a finance and reorganization partner of a large global law firm. Before that, he counseled the middle-market division of a major Chicago bank.

## Professional Activities

- American Bar Association
  - Real Estate Opinions Committee, past vice chair

## Education

J.D., Washington  
University School of Law,  
1993

B.F.A., University of  
Illinois, 1990

## Bar Admissions

Oregon, 2005  
Washington, 2000  
Illinois, inactive

## Court Admissions

U.S. District Court, District  
of Oregon

U.S. District Court,  
Western District of  
Washington

## Representative Experience

### Workouts, Foreclosures, Receiverships, & Bankruptcy

- Represented a public company to recover funds that were inadvertently wired in excess of the amounts owed. Reviewed and analyzed conflicting reports and spreadsheets from the transferee to develop a theory to contradict the transferee's defenses of reliance and lack of knowledge.
- Represented lender in connection with a collection of multiple loans secured by multiple warehouse rental properties.
- Counsel to the unsecured creditors committee in Blue Heron Paper bankruptcy.
- Assisted bank in identifying check-kiting scheme and resolved the matter without any loss for the bank.
- Obtained full recovery for secured bank lender on equipment that was sold to shell company and subsequently refinanced by unsuspecting finance company.
- Represented lender in contested receivership action involving a partially completed office building.
- Counseled lender in several strip mall receiverships.

### Timber & Agricultural Financing

- Represented the collateral agent and lead lender on \$214 million credit facilities to a Northwest timber company.
- Represented the agent and lead lender on \$200 million credit facilities for a Northwest timber and wood products company. The collateral consisted of timber and mill properties in three states.
- Represented the agent and lead lender on \$70 million term and revolving credit facilities to agricultural co-op.
- Counseled lender in \$15 million revolving and term loans to fruit company.
- Represented the agent and lead lender on \$230 million credit facilities to a Northwest timber company.
- Represented a bank in connection with a \$40 million loan to a West Coast timber company.

### Tribal Financing

- Counseled tribe on a \$625 million revolving and term credit facilities for expansion of a gaming and hotel property.
- Counseled tribe on a \$39 million construction loan facility for expansion of a gaming and hotel property.
- Counseled tribe on a \$500 million revolving credit facility.
- Counseled tribe on an \$8.5 million construction loan facility for sewer system.
- Counseled tribe on a tax revenue loan.
- Counseled bank on a loan to tribal enterprise secured by specified tax revenues.

### Borrower Financing

- Represented a Seattle public company in connection with its \$500 million revolving credit facility.
- Counseled a large family-owned winery related to a \$275 million asset based revolving facility and \$140 million of term loans from farm credit lender
- Represented a public company retailer in connection with a \$35 million asset based loan facility.

### Real Estate & Construction

- Counseled manufacturer in structuring and negotiating a complex construction loan facility to mitigate potential damages arising from use of the manufacturer's product.
- Negotiated the terms of a mezzanine debt intercreditor agreement on behalf of senior construction lenders to a cold-storage facility.
- Developed form of ground lease for public university client in advance of RFP to develop commercial property.
- Represented developer in the acquisition and sale of solar projects.

### **Publications**

- “It’s Not Nice to Pay an Invoice Twice: Payment Demands During COVID-19 by Assignees of Accounts Under UCC Section 9-406,” Miller Nash Graham & Dunn (Apr. 2020)

### **Presentations**

- “Tribal Law Update,” Oregon State Bar, Construction Law Section, Issue Spotting for Construction Lawyers CLE (Oct. 2022)
- “Financial Issues for Tribes,” Washington State Department of Financial Institutions, webinar (Mar. 2021)

### **Recognition & Honors**

- Selected for inclusion as an Oregon Super Lawyer—Rising Star, 2005