







# Nicoleas Mayne

## Special Counsel

 503.205.2336   
  Portland Office  
 nic.mayne@millernash.com  
 @maynenic

**“I work with creators and innovators on the cutting edge of entertainment, sports, and business, and strive to better understand my clients’ businesses and industries in order to work seamlessly as a trusted member of their team. Clients value my responsiveness, adept contract drafting and negotiating skill, and ability to provide insight and prudent counsel on industry-specific issues.”**

Nic Mayne serves as special counsel on the firm’s business law team, and helps lead the firm’s Sports, Entertainment and Media industry team. Nic works in an outside counsel role for some of the most prominent global creator industry brands; sports teams, venues, and apparel companies; agents and managers; educational institutions; NIL licensing companies; and sports and entertainment industry sponsors. He regularly reviews, drafts and negotiates a wide variety of contracts, including IP licenses and assignments (influencer and athlete name, image and likeness agreements, among others); sponsorship, signage and venue-related agreements; contractor, consulting and employment agreements; manufacturing, distribution and supply agreements; and contracts relating to buying and selling equity in various businesses. He has worked as lead counsel on multimillion dollar financing rounds for consumer products companies, advised established clients throughout the M&A process in deals ranging from the low millions to over one billion dollars, and serves as a point person for clients on an extensive assortment of business law needs.

Nic comes from a background in sports, entertainment, and advertising, and continues to work with creators, influencers, athletes, artists, teams, leagues, venues, educational institutions, and other stakeholders as outside counsel, applying his unique experiences to various business, contract, and employment issues that these clients face. Nic has worked with some of YouTube’s biggest stars on endorsement, content licensing, and consumer product startup matters, advised venues and producers on performance contracts, and counseled agents, managers and talent on business law matters. Nic is also trusted by clients to provide counsel on various advertising law issues, such as compliance issues relating to general claim substantiation and ad clearance, contests

### Education

J.D., Harvard Law School, 2018

- Board Member, Harvard Committee on Sports and Entertainment Law
- Submissions Chair, *Harvard Journal of Sports and Entertainment Law*
- Editor, *Harvard Business Law Review*

B.A., The Master’s University, *summa cum laude*, political studies

- President’s List
- Distinguished Scholar Award
- Pembina Pipeline Academic Scholarship

### Bar Admissions

Washington, 2019  
Oregon, 2018

and sweepstakes, FTC regulations, Olympic rule compliance, and team, league, and players' union policies. On the sports front, Nic was previously certified by the National Hockey League Players' Association to represent professional hockey players in their negotiations with NHL teams, and worked for two leading NHL player agencies, in the corporate partnerships space and as a player agent, working with NHL stars on playing contract, endorsement, salary arbitration, and disciplinary hearing issues, in addition to advising on NCAA regulatory compliance and assisting athletes throughout their careers and in retirement with business and nonprofit ventures. Nic has also counseled athletes in professional golf, football, and Olympic sport on sponsorship agreements and general business issues and has worked with brands on the sponsor side of influencer, signage, naming rights, and presenting sponsor agreements, and has worked on the team side, interning with the General Counsel of the NHL's Arizona Coyotes throughout law school. He is a nationally-recognized voice on NIL in college athletics, and has worked with educational institutions, collectives, and NIL licensing companies on both NIL compliance and groundbreaking deals.

While in law school, Nic was a chair on Harvard's Committee on Sports and Entertainment Law, volunteered as a mediator in local courts, and was also an active member of the Harvard Law Entrepreneurship Project, in which he counseled start-ups on entity formation, intellectual property protection, and advertising law issues. Prior to pursuing his law degree, Nic founded a marketing agency, serving sports industry clients, social media influencers, and business owners in a variety of professional services and trades.

Nic's entrepreneurial spirit and business experience is valued by start-up clients, growing businesses, and driven individuals alike. The insights Nic has gained through experience allow him to better understand his clients' goals and work collaboratively to achieve them.

## Professional Activities

- Sports Lawyers' Association, Sponsorship Committee, Member
- Oregon State Bar, Member
- Washington State Bar, Member
- Multnomah Bar Association, Member

## Civic Activities

- Court Appointed Special Advocates (CASA), Board of Directors, Member
- Portland Opera, Ambassador Board, Member

## Representative Experience

### Sports, Entertainment & Media

- Drafted and assisted with negotiation of influencer and advisory agreements with NBA, WNBA, NWSL and Olympic athletes for sports recovery product company, engaging with athlete agents and agency counsel throughout the negotiation process to help client craft a mutually beneficial partnership.
- Assisted viral internet star in negotiation and drafting of multi-year pay or play television hosting deal with major television network. Advised on issues relating to client use of loan-out entity, exclusivity terms and interaction with other brand sponsorship and influencer service deals, morals clauses, and intellectual property issues including scope of name, image and likeness grants.
- Prepare client representation agreements for leading multimedia talent management company.
- Assisted award-winning YouTuber MrBeast in drafting production services agreement for new media live-stream event.
- Represented Nicole "Neekolul" Sanchez in negotiation and drafting of exclusive content creator agreement with lifestyle brand and gaming organization 100 Thieves.

- Advised major annual rodeo's governing association on corporate clean-up and recordkeeping issues.
- Drafted name, image, likeness and trademark licensing agreement for consumer products company in connection with branded product licensing deal with established TikTok influencer.
- Advised digital content focused entertainment company on out of state merger and corporate reorganization.
- Represented YouTube creator throughout negotiation and drafting of content licensing agreement.
- Assisted YouTube creator in negotiating voiceover talent agreement relating to appearance in animated major motion picture.
- Assisted online streaming series producer in preparation of participant agreements, releases and licenses.
- Advised creator and management company on revisions to production agreement for reality television series and drafted production agreement covering issues including content approval rights, revenue sharing, and executive producer credits.
- Advised venue on issues relating to ticketing agreements and state bonding requirements.
- Assisted sports recovery product company in negotiation and drafting of content license agreement with multichannel video program distributor..

### Education

- Advised NCAA member institution athletic departments on NCAA regulatory requirements and policy recommendations, including COVID-19 testing and return-to-play best practices.
- Prepared form corporate documents for university-backed corporations and limited liability companies.
- Assisted NCAA member institution in drafting and negotiating employment agreement with head coach for men's basketball team.
- Drafted sponsorship and signage agreements for NCAA member institution venue.
- Assisted university in negotiation and drafting of agreements relating to on-campus concert.

### Consumer Products & Services

- Assisted sports training product company with entity formation, consulting and confidentiality agreements, investor-related documents, and incentive plan and grant documents.
- Prepared investment offering documents for cashless casino gaming technology company.
- Assisted collectibles auction company in preparation of formation documents, consignment agreements, and buyer/seller terms and conditions.
- Prepared white-label product manufacturing agreements for consumer product manufacturer.

### Food & Beverage

- Assisted McMenamins Pubs & Breweries with various aspects of a \$20 million Preferred Stock offering. Drafted amendments to corporate documents and offering-related consents, was part of the team responsible for drafting McMenamins' offering circular, and reviewed issues relating to accredited investor certification and other SEC regulatory matters.
- Worked with national chain of family dining restaurants with various marketing and advertising related agreements, including agreements relating to social media sweepstakes contests and television ad purchasing services, as well as a variety of other general business and service related agreements.
- Advised internationally-based brewery on various issues relating to investment in U.S. based parent company, and drafted investor documents for multiple successful funding rounds.
- Represented local restaurant in purchase of assets and lease assignment for new location.
- Assisted alcoholic beverage distributor in preparation of revised operating agreement and shareholder agreements.

**Energy, Manufacturing & Shipping**

- Represented Powin Energy Corporation in its \$100M asset transfer and equity financing sponsored by Trilantic Capital Partners. Powin develops battery storage and service solutions for large-scale solar generation projects. Nic drafted and organized a variety of transaction-related agreements, assisted with the diligence and disclosure process, and coordinated signing and closing deliverables.
- Prepared various purchase and sale documents for commercial products manufacturer, including terms and conditions, purchase orders, and bills of lading, and advised on Uniform Commercial Code default terms applicable to merchant-to-merchant transactions.
- Provide outside counsel support to Blount International, including drafting and reviewing supply and purchase agreements, nondisclosure agreements, and license agreements, and advise in connection with international counsel on agreements with international purchasers and suppliers located in Canada, China and other jurisdictions.

**Mergers & Acquisitions**

- Represented NewFocus Financial Group, LLC in its acquisition by EP Wealth Advisors. NewFocus is a registered investment advisory firm with offices in Vancouver, WA and San Mateo, CA, and at the time of the acquisition had over \$700 million in assets under management.
- Represented supplier of industrial automation products in stock sale to private equity-backed purchaser, drafting and assisting in negotiation of stock purchase agreement, employment agreements, and ancillary documents.
- Assisted as part of transaction team representing Glacier Bancorp, Inc. in acquisition of Heritage Bancorp, a Nevada based bank holding company with assets of approximately \$842 million.
- Drafted employment & ancillary documents in connection with our representation of People's Bank of Commerce in its merger with Willamette Community Bank.
- Drafted various transaction documents for Glacier Bancorp, Inc. in acquisition of State Bank Corp. involving \$677.7 million in assets.
- Assisted First Federal Savings & Loan Association of Port Angeles in acquisition of Bellevue branch with approximately \$77.7 million in deposits.

**Business & Corporate**

- Assist a wide range of entities and individuals in corporate formation, organization and drafting matters, including preparation of operating agreements and bylaws, shareholder and voting agreements, stock/unit purchase and sale agreements, promissory notes and security agreements, warrants, consents and resolutions, equity incentive plans and grants, and various service agreements.
- Represent a variety of startups throughout the formation and equity raising process.
- Assisted machine learning product company in conducting Series B-2 Preferred Stock offering and creation of new subsidiary venture.
- Prepare various equity raising documents, notes, warrants and shareholder agreements for hemp crop science company.
- Assisted Canadian entity in preparation of various corporate formation and investment documents for U.S. subsidiary.
- Worked with publicly-traded financial institution on various matters related to fintech start-up venture, including drafting of joint venture agreement, voting and shareholder agreement, bylaws and other early-stage documents.

## Securities

- Review and draft required and voluntary reports for public companies, including disclosures on Form 8-K, Form 10-K, Form 10-Q and transaction-related disclosures.
- Drafted environmental, social, and governance (ESG) policies for multiple publicly-traded clients, and developed board presentations on ESG best practices.

## Pro Bono

- Volunteer with Legal Aid Services of Oregon's virtual clinic. Representative matters include successfully negotiating a settlement for a virtual legal aid client involved in a property partition dispute and successfully representing former tenants in securing wrongfully withheld security deposits.
- Volunteer attorney with Oregon Volunteer Lawyers for the Arts. Assisted numerous artists and creators in matters including drafting a license agreement for a local artist relating to international use of digital artworks, advising a local recording artists regarding copyright ownership, and assisting a video game designer in negotiation of a service agreement.
- Assisted nonprofit organization in revisions to bylaws and analysis of existing governance processes.

## Publications

- "College Athletes Starring in Bank Marketing—NIL Rule Changes Mean New Opportunities," American Bankers Association, *Bank Marketing Newsletter*, coauthor (Nov. 2022)
- "New Trend to Hire NIL General Managers Brings Benefits, Risks to Athletics Departments," *Campus Legal Advisor*, coauthor (Nov. 2022)
- "New Trend to Hire NIL General Managers Brings Benefits, Risks," *College Athletics and the Law*, coauthor (Oct. 2022)
- "Name/Image/Likeness Coming to Oregon K-12 Soon? Potential Impacts of the OSAA's NIL Decision and Why Districts Need to Pay Attention Now," Miller Nash, *News You Can Use*, coauthor (Feb. 2022)
- "Evolution of NIL—Donor Funded NIL Groups," Miller Nash, *News You Can Use*, coauthor (Nov. 2021)
- "Cooking with Ghosts," Oregon Restaurant & Lodging Association, guest blog (Aug. 2021)
- "NIL Modernization Goes Live—Potential Impacts on High School Athletes," Miller Nash, *News You Can Use*, coauthor (June 2021)
- "NCAA Name, Image, and Likeness Update: Key Considerations for NIL Policies," Miller Nash, *News You Can Use*, coauthor (June 2021)
- "NIL Update: Oregon Passes SB 5," Miller Nash, *News You Can Use*, coauthor (June 2021)
- "The American Rescue Plan Act—Key Takeaways for Employers," Miller Nash Graham & Dunn, *News You Can Use*, coauthor (Mar. 2021)
- "NCAA Name, Image, and Likeness Update," Miller Nash Graham & Dunn, *News You Can Use*, coauthor (Mar. 2021)
- "PPP Update: Temporary Changes to Increase Lending to Small Businesses and Sole Proprietors," Miller Nash Graham & Dunn, *Bank Law Monitor* (Feb. 2021)
- "COVID-19 Stimulus Package Provides Grants for Shuttered Entertainment Industry Venues and Businesses," Miller Nash Graham & Dunn, *News You Can Use* (Dec. 2020)
- "Full Court Press: Highlights from the State Legislation Forcing the Issue on NIL," *Harvard Journal of Sports and Entertainment Law*, coauthor (Aug. 2020)
- "NCAA's Name, Image and Likeness Modernization Presses Forward," Miller Nash Graham & Dunn, *IP Law Trends* (July 2020)
- "CARES Act: Loan Assistance for Small Businesses," Miller Nash Graham & Dunn, *News You Can Use* (Apr. 2020)
- "Changes to NAFTA's Intellectual Property Provisions in the USMCA," Miller Nash Graham & Dunn, *IP Law Trends* (Oct. 2018)

- “Derailing the T Train: Curbing the Abuse of Toradol in the National Football League,” *The Sports Lawyers Journal*, vol. 25 (Spring 2018)

### Presentations

- “The New Age of Sports,” Multnomah Bar Association, CLE webinar, co-presenter (Mar. 2022)
- “Right of Publicity (Name, Image and Likeness),” University of Washington Law School (Mar. 2022)
- “Hockey Panel,” New York Law School Sports Law Society, panelist (Nov. 2021)
- “Forming a Business,” Portland State University (Apr. 2021)
- “Latest Updates on PPP Loans and COVID Paid Leave Tax Credits,” Oregon Bioscience Association, Weekly Virtual Coffee Talk, co-presenter (Oct. 2020)
- “Navigating PPP Loan Forgiveness,” Entrepreneur’ Organization Seattle Chapter, webinar, co-presenter (May 2020)
- “Name, Image, and Likeness Rules Update: NCAA Final Report and Recommendations,” Miller Nash Graham & Dunn, webinar, co-presenter (May 2020)
- “NCAA Name, Image, and Likeness Rules: What Institutions Can Do Now to Prepare for the NIL Rules,” Miller Nash Graham & Dunn, webinar, co-presenter (Mar. 2020)
- “International Issues and Navigating Evolving CBD Policies and Licensing Issues When Working with Athletes,” Seattle University School of Law/*Seattle University Law Review*, CLE Symposium (Feb. 2020)
- “It’s in the Name! NIL Discussion on Rule Changes,” Sports Lawyers Association (Jan. 2020)
- “Out of Bounds: When Sports Go Beyond Entertainment,” Owen Panner Inn of Court (Mar. 2019)

### Personal Activities

Nic spends his free time exploring the West Coast with his wife Katie, son Milo, and their dog, Hobey. Born and raised in Canada, Nic has played ice hockey since he was 5 years old and still enjoys playing in a local league and watching both junior and professional teams. He is also an avid collector of sneakers, watches, and hockey memorabilia.