



Timothy G. Dietrich

Partner

Food & Agribusiness Industry Group Chair

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OVERVIEW:

Tim Dietrich provides strategic advice for businesses, financial institutions and governments in a number of areas, including organization and governance and the structuring, negotiation, and closing of corporate and commercial financial transactions. Tim continues to advise financial institutions and businesses in situations involving financial distress and to provide a wide array of advice to governments, including utilities matters.

Tim leads Barley's Food & Agribusiness Industry Group, and he is also actively involved with the firm's Senior Living Industry Group. During the years 2008 through 2013, Tim served as Barley Snyder's managing partner and initiated Barley's process improvement program called Practice Excellence. This firm-wide program focuses on quality, knowledge and service. The program also emphasizes efficiency and standardization by applying lean principles to our practice. The program began in 2008 and is being led by Practice Excellence "Champions" of each of our practice groups.

Food & Agribusiness

Tim is utilizing his knowledge of FDA, USDA and other regulatory requirements to assist clients in the food and agriculture areas with their transactional needs and compliance with the more rigorous requirements of the Food Safety Modernization Act.

Some of Tim's representative food and agribusiness successes:

- Represented buyer in multi-state, \$140 million acquisition of agricultural production and processing facilities.
- Represented food processor in development of \$330 million processing facility, including resolution of sewage treatment expansion permitting and construction issues.
- Represented food processor in development of \$40 million processing facility, including resolution of sewage treatment expansion permitting and construction issues.
- Represented food processors in facility expansions and modernizations.
- Represented food processor in addressing USDA Food Safety and Inspection Service concerns regarding Salmonella and potential recall.

- Counsel to food processor with respect to FDA testing, recall request and warning letter regarding Salmonella.
- Advising various food processing clients on food co-packing contracts.
- Counsel to lender in \$40 million secured revolving facility and \$45 million unsecured revolving facility for food processors.
- Counsel to borrower in \$83 million secured facilities for working capital and construction for food processor.
- Counsel to food and agribusiness client for long-term, joint venture organic animal feed supply agreement.
- Negotiation of contractual issues in food processing supply chain, including for organic and GRAS (generally recognized as safe) ingredients.
- Negotiation of agreements involving product development, licensing, and distribution.
- Counsel in FDA and USDA inspection settings and in connection with product recalls and insurance claims.

Business Law

Tim's practice involves general corporate counseling and representation in acquisitions and other transactions for both privately and publicly held businesses. In some instances, he serves clients in a "general counsel" role, providing representation on general business, corporate and financial matters, while also assisting in the coordination of litigation, regulatory compliance and other matters. He has devoted a significant portion of his practice to counseling businesses involved in the development, manufacturing and marketing of medical devices.

Some of Tim's representative transactions in his business practice:

- Representation of manufacturers in the formation and termination of product distribution relationships, both domestic and international.
- Negotiation of agreements involving various combinations of research and development, product development, purchasing and strategic sourcing, licensing and distribution for medical and other technologies and food and agribusiness firms.
- Representation of purchasers and sellers in corporate acquisitions, particularly asset purchases of early-stage technology firms.
- Assisting clients with critical regulatory and quality assurance matters including government inspections and recalls.
- As a member of the Senior Living Industry Group, he has advised senior living organizations on a number of matters, including complex organizational affiliations, as outlined in the Senior Living section below.

Senior Living

Tim has represented senior living facilities in various matters, including:

- Represented multiple parties in negotiation, due diligence and document drafting for multi-party affiliation of senior living facilities, including addressing Hart-Scott-Rodino clearance with the Federal Trade Commission.
- Creation of holding company structure for senior living community to facilitate innovation and services

expansion, as well as acquisitions.

- Representation of a large senior living community in acquisition of control of another non-profit CCRC and its long-term care facilities.
- Representation of multiple senior living organizations in development and construction projects, including land use approvals, design and construction contract negotiations (and disputes), and financing.
- Representation of charitable foundations affiliated with senior living communities in various regards, including establishment of scholarship fund for employees.
- Borrower counsel in approximately \$70 million financing which refinanced existing indebtedness and also financed payment for acquisition of control for previous nonprofit controlling member.

Banking

Tim works extensively with lenders and borrowers in various aspects of secured and unsecured credit transactions, including syndicated and participated loans, real estate acquisition and construction financing, asset-based transactions, acquisition financing, loan work-outs and restructurings and tax-exempt financing. The focus of Tim's lending practice is on middle market loan and small loan borrowers.

Representative transactions:

- Counsel to agent bank in a \$375 million unsecured revolving working capital credit facility for retail borrower.
- Counsel to agent bank in total of \$43 million of secured revolving facilities for working capital and land acquisition for a hardwood lumber firm.
- Counsel to publicly traded corporate borrower in a \$90 million multi-currency revolving credit facility.
- Counsel to lender in a \$25 million secured line of credit facility providing working capital for a clothing licensee/importer/manufacturer.
- Counsel to lender in secured \$40 million term debt and \$4.5 million revolving debt financings for wholesale electric generation plants.
- Represented lenders as letter of credit bank counsel in revenue bond transactions.
- Represented lenders in financing the acquisition and development of numerous commercial and residential projects in Pennsylvania, including leasehold, site condominium and credit tenant projects.

Creditors' Rights and Bankruptcy

Tim began his career as a bankruptcy lawyer and continues to give strategic advice and representation to clients facing various aspects of distressed financial situations. His creditors' rights and bankruptcy practice currently is focused on secured and unsecured creditor representation in bankruptcy proceedings, as well as loan workouts and forbearance negotiation. He has represented businesses as debtors in bankruptcy and collection proceedings, including debtor representation in workouts and distressed settings, including Chapter 11 reorganization cases resulting in plan confirmations. Outside of bankruptcy, he has represented creditors in foreclosure, confession of judgment, execution, debt sale and assignment matters. He has lectured for the Pennsylvania Bar Institute and the Eastern District of Pennsylvania Bankruptcy Conference on Chapter 11 issues.

Recent representative matters:

- Defense of pre-bankruptcy purchaser of industrial facility in a Section 548 fraudulent conveyance action brought by liquidating trustee in bankruptcy, seeking over \$6 million, which was settled for litigation costs.
- Representation of secured lender in Chapter 11 case of firm engaged in publishing, including liquidation of intellectual property rights.
- Representation and defense of secured creditor in Chapter 11 proceeding and related lender liability cases regarding failed vehicle floor plan borrower.
- Representation of secured creditors in a number of workout and Chapter 12 bankruptcy cases for agricultural operations.
- Representation of secured lender /letter of credit issuer for revenue bonds in Chapter 11 case of printer.

EDUCATION:

- Dickinson School of Law, J.D.
- Muhlenberg College, A.B., cum laude

ADMISSIONS:

- Pennsylvania
- Supreme Court of Pennsylvania
- U. S. Bankruptcy Court for the Eastern District and Middle Districts of Pennsylvania
- U. S. District Court for the Eastern and Middle Districts of Pennsylvania
- U. S. Court of Appeals for the Third Circuit
- U. S. Supreme Court

PRACTICE AREAS:

- Business
- Real Estate
- Crisis Management
- Mergers & Acquisitions
- Finance
- Creditors' Rights
- Corporate Transparency Act Response Team

INDUSTRY GROUPS:

- Food & Agribusiness
- Banking
- Senior Living

COMMUNITY INVOLVEMENT:

Helping Harvest Fresh Food Bank

Board member

The National Food Lab, Inc.

Director

Greater Reading Chamber and Economic Development Corp., d/b/a Greater Reading Chamber Alliance

Legal counsel

Berks County Chamber Foundation

Legal counsel

The Highlands at Wyomissing

Former Chair of the board of directors and director

Alvernia University, Reading, Pa.

Former Trustee

United Way of Berks County

Former board member and allocations process leadership

OTHER PROFESSIONAL EXPERIENCE:

- Clerk of Court, Estate Administrator, U.S. Bankruptcy Court for the Northern District of West Virginia (1982-1984)

MEMBERSHIPS:

- American Bankruptcy Institute
- Commercial Law League of America
- American, Pennsylvania and Berks Bar Association

RECOGNITIONS:

- The Best Lawyers in America, Banking and Finance Law, Corporate Law (2021, 2022, 2023, 2024)
- Pennsylvania Super Lawyers (2005)
- United Way of Berks County; 2004 Doran Award, 1999 June A. Roedel Legacy of Commitment Award

PRESENTATIONS:

- M&A vs. Organic Growth - Governance, Financing and Other Implications, Kairos Education Conference & Exhibit (September 2023)
Breaking Eggs, Not Businesses: A Solutions-Focused Discussion on Dealing with the Highly Pathogenic Avian Influenza Outbreak, webinar (June 2022)
- Supply Chain Management: A Study in Sustainability, Traceability, Economic, and Environmental Impact, Fifth Advanced Summit on Food Law - Regulation, Compliance and Litigation (May 2021)
- Selling Your Products: 2021 Challenges, Opportunities, Virtual Food, Ag Summit (March 2021)
- COVID-19 Vaccine: The Impact on the Food, Agribusiness Industry, webinar (December 2020)
- Allergens: The Liability Implications of Voluntary Disclosures and Recall, 4th Advanced Summit on Food Law - Regulation, Compliance and Litigation (July 2020)
- Panelist: Embracing Change, Preparing for the Future 2019 Reading Business Seminar (October 2019)
- Organic Supply Chain: Protecting Your Brand, Food; Ag Summit (February 2019)
- The Special Assets Environment, Lendicon 2018 (March 2018)
- Inspections in the Age of FSMA: What To Do If the Government Shows Up at Your Door , American Conference Institute Food Law and Regulation Boot Camp (November 2017)
- Exploring Individual Liability Through the Invocation of a Corporate Office Doctrine and Yates Memo as they Apply in the Food Industry, Food Law and Regulation Forum (May 2017)
- Current Issues in Agri-Business and Food Processing Lending, Barley Snyder LendiCon Seminar (March 2016)

- Bankruptcy Update, Barley Snyder LendiCon Seminar (March 2015)
- Consumer Preferences and Federal Responses - The Impact of Upcoming FDA and USDA Regulations on Food and Agribusiness, FEI Central Pennsylvania Chapter (May 2015)
- Protecting Yourself from the CFPB, Barley Snyder LendiCon Seminar (November 2013)

RELATED NEWS:

- New Poultry Contract Regulations Going into Effect
December 6, 2023
- Barley Snyder Partner Timothy G. Dietrich Elected to Serve on Helping Harvest's Board of Directors
July 31, 2023
- Challenge to USDA Authority to Regulate Animal Welfare Label Claims
July 19, 2022
- HPAI Update
May 23, 2022
- Preparing for another outbreak: HPAI
February 25, 2022
- Best Lawyers Honors 30 Barley Attorneys
August 25, 2021
- Lease Restructurings Now (Part 2)
October 5, 2020
- Lease Restructurings Now (Part 1)
October 2, 2020
- Nearly Thirty Barley Snyder Attorneys Named Best Lawyers
August 20, 2020
- Barley Snyder Attorney Boyle Named to Pennsylvania Hemp Steering Committee
June 3, 2020
- Families First Exemption Now Expanded to CCRC/Nursing Home Workers
March 30, 2020
- Understanding Quarantines in Pennsylvania Senior Living Facilities
March 16, 2020
- Bankruptcy Code Changes, Part 2: Small Businesses Catch a Break
August 30, 2019
- Bankruptcy Code Changes, Part 1: Family Farmer Relief Act
August 29, 2019
- Can There Still be Such a Thing as a Free (School) Lunch?
August 12, 2019

- **Knick v. Township of Scott: SCOTUS Opens Pandoras Box for Developers and Municipalities**
July 17, 2019
- **What We Learned: Five Ag Lending Takeaways from LendiCon**
April 4, 2019
- **Harder to Hide From Creditors in Pennsylvania**
March 14, 2019
- **How the Federal Government Shutdown Could Affect Your Business**
January 24, 2019
- **Agribusiness Loses Supreme Court Punts on Prop 12**
January 16, 2019
- **New FTC Guidance on Nonprofit Mergers and Acquisitions**
November 9, 2018
- **California Voters Approve New Animal Confinement Rules**
November 8, 2018
- **Poultry Processors May Qualify for Line Speed Waivers**
October 11, 2018
- **Now is the Time for FDA Food Facility Registration Renewal**
October 3, 2018
- **Barley Snyder Celebrates 10th Anniversary of Practice Excellence**
June 14, 2018
- **Food & Agribusiness 2017 Year in Review**
January 30, 2018
- **When Leaseholds and Sales Collide in Bankruptcy**
September 11, 2017
- **FDA Delays Start of New Animal Food Inspections**
August 25, 2017
- **Food Safety Plan Builder is Very Helpful, but Not the End of Your Plan**
August 23, 2017
- **Barley Snyder's Tim Dietrich Presents at National Food Conference**
June 1, 2017
- **FDA Delays Menu Compliance Date Again**
May 2, 2017
- **Menu Compliance Counts Starting May 5th**
April 17, 2017
- **Barley Snyder Tops JD Supra's 2017 Food & Beverage List**
March 21, 2017
- **Final Rule Affecting Organic Livestock and Poultry Producers Put on Hold**
February 9, 2017

- Clearing up Standards to Earn Government's Organic Seal
January 23, 2017
- New Container Weight Requirements Effective July 1, 2016
June 13, 2016
- BAD BOY GUARANTYS
March 1, 2016
- Loan Participations
March 1, 2016
- New Final USDA Rule to Reduce Salmonella and Campylobacter in Poultry
February 11, 2016
- Bankruptcy Trumps Collective Bargaining Agreement
February 8, 2016
- Key Points: Financing Leasehold Interests in Real Estate
May 4, 2015
- USDA National Organic Program Instruction on Use of Brand or Company Names Containing the Word Organic
April 21, 2015
- Pennsylvania's New Power of Attorney Law: What it could mean to confessions of judgment in commercial loan documents
February 20, 2015
- West Coast Ports Labor Turmoil Time to Dust Off That Overlooked Force Majeure Clause?
February 20, 2015
- Pennsylvania Enactment of the 2010 Amendments to UCC Article 9
July 18, 2013

RELATED RESOURCES:

- Legal Update: Supply Chain Series
March 18, 2024
- 18. Barley Snyder Legal Update Podcast: Supply Chain Disruption
May 3, 2023
- Breaking Eggs, Not Businesses: A Solutions-Focused Discussion on Dealing with the Highly Pathogenic Avian Influenza Outbreak Webinar Replay
June 7, 2022
- Wake Up with Barley: A Morning on Real Estate Webinar Replays
December 8, 2020

- 2020 Certainty in an Uncertain World Webinar Replay
October 30, 2020
- 7. COVID-19 Legal Update Podcast
May 22, 2020