



CONTACT

jceleste@duffysweeney.com

EDUCATION

Roger Williams University
School of Law (J.D. 2000)

University of Rhode Island
(B.S. 1997 with distinction)

PRACTICE AREAS

Business Law

Construction Law

Mergers & Acquisitions

Real Estate

Shareholders Disputes

Employment Law

Banking & Finance

Hospitality

BAR AND COURT ADMISSIONS

Rhode Island (2000)

Federal District Court, RI
(2001)



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JOSHUA L. CELESTE, PARTNER

OVERVIEW

Joshua Celeste has a broad-based corporate law practice and is known for successfully navigating multi-faceted business transactions that fortify his clients' businesses and position them to prosper. He works with corporate clients on domestic and international acquisitions, dispositions, and mergers; complex restructurings and recapitalizations; and diverse governance issues. He has handled significant real estate development matters in conjunction with his corporate practice including property acquisitions; project development and construction; and leasing and financing.

Josh has counseled a variety of forward-thinking companies ranging from local, start-up private entities to national, publicly traded companies. He has handled offerings and placements of debt and equity securities, equity investments and acquisitions ranging in value from \$10 to \$100 million, venture capital financings ranging in value from \$500,000 to \$10 million, and revolving credit and term loan facilities ranging in size from \$1 to \$50 million.

The "smart, savvy and easy to deal with" Joshua Celeste is "a very strong advocate for his clients" in transactional corporate matters such as M&A and recapitalizations, and advisory matters such as corporate governance. Clients praise Celeste for "moving the ball forward" and "following through to make sure the transactions are structured properly." | Chambers USA: America's Leading Lawyers for Business 2019

"Joshua Celeste specializes in both international and domestic M&A, dispositions, restructurings and recapitalizations. He also advises on real estate matters including project development and construction. Sources praise his 'very good technical knowledge' and describe him as 'very responsive to his clients' needs." | Chambers USA: America's Leading Lawyers for Business 2018

EXPERIENCE

Josh has effectively represented clients in the following transactions:

- The members of a leading energy conservation and infrastructure company (NASDAQ) in the sale of its membership interest in a multi-million transaction.
- A hotel owner in a multi-million portfolio transaction that involved both debt and equity financing. The transactions included the acquisition of five hotel properties in New England and disposition of three hotel properties that significantly advanced and upgraded its property holdings in Maine, Massachusetts, and New Hampshire.
- The merger and consolidation of two significant Southeastern New England waste transportation and recycling businesses that doubled in size, revenue and market share.
- The sale of a leading spring and metal stamping business together with a 120,000 square foot manufacturing facility.
- The successful capitalization of a Rhode Island start-up company in the bio-technology sector through both angel and venture capital financing that allowed the company to successfully commercialize its technology on a national scale.
- The refinancing of a hotel portfolio comprised of twelve (12) hotels by a real estate private equity fund.
- The multi-million dollar private, equity-backed sale of an over-the-counter pharmaceutical maker where the seller stayed active and maintained an ownership stake. The deal involved issues of licensing and real estate at the state-of-the-art manufacturing facility in Rhode Island.
- Three major transactions in New England that expanded the holdings of a hotel ownership and management properties client including the acquisition of: vacant property plus the development and permitting of a 100-room Hilton in Maine; an existing Days Inn facility in New Hampshire; and a 130-room Best Western Plus in Massachusetts.
- An eight-figure stock deal for the sale of a software company with proprietary software for the waste industry — transfer stations, recycle facilities or collection companies — to an Ireland-based company looking to expand its US operations.
- A seven-figure offering of common stock to facilitate research and development and, ultimately, the growth and commercialization of new intellectual property in the field of label media, creating new jobs in the engineering and chemistry space and an expanded facility.
- The acquisition of medical device manufacturing business located in the Netherlands from an international conglomerate.

JOSHUA L. CELESTE, *PARTNER* continued

RECOGNITION

Joshua Celeste was recognized by *Best Lawyers* in the area of Closely Held Companies and Family Businesses Law for 2020. He was also recognized for Professional Excellence in the Law in 2019 in the area of Business Law by *Rhode Island Monthly*.

According to one source, "*he is a true business partner who makes me feel valued as a client*" | Chambers USA: America's Leading Lawyers For Business

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"Joshua Celeste specializes in advising clients on international and domestic M&A, reorganizations and debt and equity securities. Clients appreciate his connectivity, saying that he is excellent at identifying opportunities ..." | Chambers USA: America's Leading Lawyers for Business 2017



COMMUNITY

Professional & Community Involvement

- Button Hole, a non-profit initiative governed by The Golf Foundation of Rhode Island – Member, Board of Directors
- Rhode Island Infrastructure Bank – Member, Board of Directors
- March of Dimes, Rhode Island Chapter – Former Member, Board of Directors

PRESENTATIONS & PUBLICATIONS

- **"Selling A Business: Ensuring Clients Achieve Maximum Value"** was the title of a presentation by Michael Sweeney, Jean Harrington and Joshua Celeste at the Rhode Island Society of CPAs. It covered the need for strong representation from a team of legal, financial, tax and other professionals to complete the successful sale of a business in today's competitive marketplace. The group analyzed the anatomy of a sale including key market terms and concepts, negotiation tactics, and critical financial and accounting aspects of every deal. The course provided strategies from the letter of intent through closing including the use of post-closing earn-outs, net working capital PEGS and adjustments, financial statement reps and warranties plus other key areas where a CPA plays a pivotal role in the deal process. (December 2015)

My Blog Posts

- NDAs: You Can't "Un-know" Confidential Info
- Securing Equity Capital To Create A Business Enterprise

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