

# Pamela M. MacKenzie

*Director*

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Acquisition finance, secured and unsecured REIT facilities, leveraged cash flow and asset-based loans, investor bridge facilities, credit enhancement bond transactions, debtor-in-possession facilities, intercreditor arrangements, first-lien and second-lien facilities and cross-border transactions are all part of Pam MacKenzie's experience. Pam is a Director at the firm who conducts a broad-based commercial and real estate finance practice representing leading financial institutions and sophisticated borrowers in a wide variety of transactions. Pam has significant experience lending in the retail sector, and in representing letter of credit issuers in tax-exempt industrial bond financings and with loan workouts and restructurings.

*Chambers USA* recognizes Pam as "one of the team's key finance practitioners who is extremely client-oriented with good problem-solving and negotiation skills."

Pam serves as Co-Chair of the firm's Corporate Group.

## **Accolades**

- *Chambers USA*, Banking & Finance, Massachusetts, 2020 (Band 2)
- *Chambers USA*, Banking & Finance, Massachusetts, 2019 (Band 3)
- "America's Leading Business Lawyers," *Chambers USA* 2008-2016
- "Top 50 Women Attorneys" in Massachusetts, 2004
- Massachusetts Super Lawyer, 2004 - 2005, 2013

## **Affiliations**

- Turnaround Management Association
- American Bar Association
- Massachusetts Bar Association
- Co-Chair, Commercial Finance Committee, Business Law Section of the Boston Bar Association, 2009-2010

## **Admissions**

- Massachusetts

## **Education**

- Williams College (B.A., 1985)
- Boston College Law School (J.D., *cum laude*, 1991)
  - Order of the Coif

## **Representative Matters**

### **Bank of America \$1.04B Senior Secured Working Capital Facility and Tranche B Term Loan Facility Waste Industries**

Representation of Bank of America's Environmental Services Group, as administrative agent, in a \$1.04 billion senior secured working capital facility and tranche B term loan facility for Waste Industries USA, Inc. (WI), a private solid waste disposal and environmental services company based in North Carolina with operations throughout the mid-Atlantic region and the southeastern United States. Merrill Lynch, Macquarie Capital and Wells Fargo Securities served as co-lead arrangers and joint book managers for the WI credit facilities.

### **Bank of America \$160M Term Loan Facility Finance New York**

Representation of Bank of America, N.A. as administrative agent in a \$160 million term loan facility to finance the acquisition of certain development parcels and theatre development rights on Eighth Avenue in New York.

### **Bank of America \$2.25B Loan for Progressive Waste Solutions**

Representation of Bank of America's Environmental Services Group, as global agent, in a

**Bank of America \$350M Line of Credit Canadian-Based Distributor of Computer Peripherals**

Representation of Bank of America in a \$350 million line of credit for a Canadian-based distributor of computer peripherals, with subsidiaries in more than 20 countries. This is one of numerous Canadian financings for which we have served as bank counsel, providing cross-border tax structuring and collateral advice.

**Bank of America \$45.8M Letter of Credit Facility**

Representation of Bank of America in its \$45.8 million letter of credit facility used to enhance floating rate revenue refunding bonds for a top-ranked New England based college.

**Bank of America \$783M Financing**

Representation of Bank of America as administrative agent in its \$783 million financing to one of the fastest growing independent waste management companies in the United States and Canada. This transaction is representative of numerous financings in which Pam represents Bank of America as agent in facilities to companies in the environmental services/waste management industry.

**Bank of America Services Group \$800M A Term Loan Facility for Waste Connections**

Representation of Bank of America's Environmental Services Group, as administrative agent, in a high-grade, fully-underwritten \$800 million tranche A term loan facility for Waste Connections, Inc. (WCN), a leading public environmental services and waste management company with operations in 29 states acting through 139 subsidiaries, in connection with the financing of WCN's \$1.3 billion acquisition of R360 Environmental Solutions, Inc. Merrill Lynch, JP Morgan Securities and Wells Fargo Securities served as co-lead arrangers and joint book managers for the WCN credit facility.

**Bank of America's Retail and Apparel Financing**

Representation of Bank of America's Retail and Apparel group in financings for Linens 'n Things (\$150 million), Barnes & Nobles, Inc. (\$500 million), Lands' End (\$200 million), Ross Stores, Inc. (\$600 million), Brookstone (\$80 million), GameStop (\$75 million), and Claire's (\$60 million).

**Castanea Partners Acquisition Financing High End Fashion Designer and Retailer**

Representation of private equity fund Castanea Partners as borrower in its acquisition financing used to acquire a national high-end fashion designer and retailer. This represents one of numerous acquisition financings for New England based equity sponsors Pam has completed.

**CrossHarbor Capital Loan Financing Yellowstone Club**

Representation of CrossHarbor Capital in DIP Loan Financing in connection with ultimate acquisition of Yellowstone Club.

**Financial Institution LBO's, Recapitalization, Mergers and Acquisitions of Public and Private Companies**

Representation of major financial institutions in connection with sponsor group LBO's and recapitalizations, and with mergers and acquisitions of public and private companies.

**International Financial Institution \$1B Revolving Credit Facility Boston Properties**

Representation of leading international financial institution as administrative agent and lead arranger in a \$1 billion revolving credit facility to Boston Properties Limited Partnership.

**Jo-Ann Fabrics \$425M Acquisition Financing Bank of America**

Representation of Jo-Ann Fabrics in its obtaining \$425 million of acquisition financing from Bank of America and a syndicate of lenders for its purchase of the Collins & Aikman Mastercraft Group, in its mezzanine financing from GarMark Partners and in its receivables securitization facilities.

**KeyBank \$50M Term Loan Public REIT**

Representation of KeyBank National Association in a \$50 million term loan to a public REIT secured by equity interests and distribution rights of property-owning subsidiaries.

**KeyBank Revolving Credit Facilities to Public and Private REITs**

Representation of KeyBank National Association in revolving credit facilities to public and private REITs, including Heritage Property Investment Trust, Inc. (\$350 million); First Potomac Realty Investment Limited Partnership (\$125 million); and Whitestone REIT Operating Partnership, L.P. (\$50 million).

**Major Foreign Bank Acquisition Senior Secured and Mezzanine Loan Positions New York and Florida**

Representation of a major foreign bank in connection with its acquisition of senior secured and mezzanine loan positions in loans relating to trophy assets and development/construction projects located in New York and Florida.

**MMA Financial Institutional Tax Credit Funds Borrower Bridge Facilities**

Representation of various MMA Financial Institutional Tax Credit Funds as borrower in multiple substantial bridge facilities bridging investor capital calls.

**Pyramid Hotel \$250M Revolving Credit Citibank**

Representation of Pyramid Hotel Opportunity Venture II LLC in its \$250 million revolving credit facility from Citibank, N.A.

**Tweeter Home Entertainment Group \$75M Revolving Credit Facility General Electric Capital Corp.**

Representation of Tweeter Home Entertainment Group, Inc. in its \$75 million revolving credit facility with General Electric Capital Corporation and with its subsequent debtor-in-possession financing.

**Bank of America Environmental Services Group \$2.25B Multicurrency Senior Secured Working Capital Facility**

Representation of Bank of America's Environmental Services Group, as global agent, in a \$2.25B multicurrency senior secured working capital facility and tranche B term loan for Progressive Waste Solutions Ltd., (BIN), a public, vertically-integrated solid waste disposal and environmental services company based in Vaughn, Ontario and operating through 70 subsidiaries throughout the United States and Canada. Merrill Lynch, TD Securities, CIBC and JP Morgan Securities served as co-lead arrangers and joint book managers for the BIN credit facilities.