



LEPISCOPO & ASSOCIATES

SERVING SAN DIEGO & ORANGE COUNTIES
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PETE LEPISCOPO, J.D., M.B.A.

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Admitted to the Bar of the U.S. Supreme Court
State Bar of California
Benefit Company Bar
U.S. Court of Appeals for the Fifth Circuit
U.S. Court of Appeals for the Ninth Circuit
U.S. District Court for the Southern District of California
U.S. District Court for the Central District of California
U.S. District Court for the Eastern District of California
U.S. District Court for the Northern District of California
U.S. District Court for the Northern District of Texas

EXECUTIVE SUMMARY

PETE LEPISCOPO is the Founder of LepiscoPO & Associates. Pete has been in private practice in San Diego and Orange Counties since being admitted to the California Bar in 1989. His primary areas of concentration have been in mergers and acquisitions (most recent \$400M and \$111M), corporate and business law, civil litigation, appeals in state and federal courts, including the U.S. Supreme Court, and state and federal constitutional law matters. For more details regarding precedent setting cases handled by Pete, please see *Notable Cases* listed below.

Pete is retained as outside general counsel, as well as advising and representing members of Congress, California legislators, individuals, corporations and businesses, government entities, non-profit organizations, churches, local legislators, professional athletes, and members of the press.

Many consumers are now making purchasing decisions based on the sustainability and social consciousness of a business. Being on the cutting-edge of legal representation, Pete will advise and guide your business formation or conversion to harmonize your products and services in order to create and maintain a sustainable and socially conscious business entity known as a benefit company. Pete is a member of the national [Benefit Company Bar Association](#), which is comprised of experienced business and corporate law attorneys who represent benefit companies throughout the country.

Pete is a member of the Bar of the U.S. Supreme Court, the Fifth and Ninth U.S. Circuit Courts of Appeal, and all U.S. District Courts in California and the U.S. District Court for the Northern District of Texas. He has acted as lead or amicus counsel in significant cases, including the California challenge to the 2010 Affordable Care Act, the Mount Soledad Veterans' War Memorial Cross case in San Diego, the Texas and Kentucky Ten Commandments cases, and the Pledge of Allegiance case (for details, please see *Notable Cases* listed below).

Prior to being admitted to the Bar, Pete was employed as a hardware and software design engineer by the Fortune 500 defense contracting firms of Scientific Atlanta, General Dynamics, and Loral Space & Communications (formerly Loral Corporation), where he worked on classified projects such as anti-submarine warfare, F-16 fighter jet, B-1 strategic bomber, and aircraft avionics test systems.

Pete's education is comprehensive in law, finance, and science, as he holds a jurisprudence doctorate, an MBA in finance, and a BS in computer science. For more details, please see below.

LEGAL CAREER HIGHLIGHTS: PRIVATE PRACTICE
(June 1989 to Present)

FOUNDER, LEPISCOPO & ASSOCIATES LAW FIRM

AND

**OUTSIDE GENERAL COUNSEL; CORPORATE AND BUSINESS
LAW; GOVERNMENT AND MUNICIPAL LAW; AND STATE AND
FEDERAL CIVIL LITIGATION**

- Pete handles mergers and acquisitions. The most recent deals within the last year were a \$400M merger (high tech company with spinout) and a \$110M acquisition of a medical organization.
- Advises corporations and business entities, churches, and other non-profit organizations regarding governance issues, as well as federal and state law compliance issues.
- Prepares and maintains articles of incorporation, bylaws, and other corporate documents and records for newly created and existing corporations, churches, and other non-profit organizations.
- Prepares IRC forms for churches and other non-profits for obtaining tax exempt status and for continued operation as a tax-exempt entity (e.g., IRC forms 1023, 990, etc.).
- Advises corporations and business entities, churches, and other non-profit organizations regarding compliance with land-use regulations, including constitutional protections for churches under RLUIPA.
- Advises corporations and business entities, churches, and other non-profit organizations regarding compliance with the Americans with Disabilities Act and California's statutory scheme protecting persons with disabilities.
- Corporate counsel representation includes advising clients on and the handling of all corporate, organizational, and business law matters, including all matters related to: preparing all corporate governance documents and corporate records; negotiating, reviewing, and drafting of commercial and business agreements; negotiating, reviewing, and

drafting of commercial lease agreements for real property; negotiating, reviewing, and drafting of commercial lease agreements for equipment and property; negotiating, reviewing, and drafting of real property documents and agreements, deeds of trust, and promissory notes; negotiating, reviewing, and drafting distributor agreements; negotiating, reviewing, and drafting executive and employment agreements; excluding litigation, handling collection of accounts receivables and other debts due to client and responding to payment demands and claims directed to client; negotiating, reviewing, and drafting loan documents and agreements; all general corporate and commercial legal matters; locating, hiring, and interfacing with and supervising other legal counsel needed to handle matters in other jurisdictions.

- Drafting and litigating business agreements, finance agreements, licensing agreements, non-disclosure agreements (re: trade secrets and proprietary information), non-compete agreements, merger and acquisition agreements (non-public corporations), secured transactions (UCC-1), commercial real estate agreements, franchise agreements, buy-sell agreements, large equipment leases, and other business-related agreements.
- Advising corporate executives and management in areas relating to: corporate, business, and employment law issues; contract strategy and negotiations; intellectual property issues (i.e., non-disclosure and non-compete issues, patent issues, etc.); finance agreements and secured transactions; commercial real property transactions and litigation issues; mergers and acquisitions (private companies); governmental and regulatory matters; and publicity and media affairs relating to legal issues.
- Advise governmental entities—elected council and board members and general managers.
- Prosecute and defend eminent domain proceedings.
- Prepare and conduct special and general elections, including ballot measures
- Conduct and defend governmental bodies in civil litigation
- Conducting and managing state and federal litigations in California and other jurisdictions, including the hiring and managing of local counsel.

CONSTITUTIONAL LAW

- Litigating constitutional law issues under state and federal law: Freedom of Speech, freedom of association, freedom of press, freedom of religion, due process, and other issues under the Constitution and Bill of Rights
- Representing Members of Congress, Members of the California Legislature, and Members of the Press
- Advising legislators on pending legislation
- Analyzing pending legislation
- Preparing legal opinions to California Governor and Legislature and other state legislatures relative to issues of constitutional law
- Testifying before state legislative committees relative to pending legislation
- Providing legal commentary to print and broadcast media

NOTABLE STATE & FEDERAL CASES

Mr. Lepiscopo is a seasoned litigator and has acted as legal counsel in the following precedent-setting cases in state and federal appellate courts, including the U.S. Supreme Court:

Food and Drug Administration, et al. v. Alliance for Hippocratic Medicine, et al. and ***Danco Laboratories, LLC v. Alliance for Hippocratic Medicine, et al.***, United States Supreme Court Nos. 22A902 and 22A901, respectively (April 21, 2023) (Represented the State of West Virginia in the U.S. Supreme Court and the Fifth Circuit Court of Appeal (case no. 22-CV-223) regarding agency and regulatory action taken by the FDA that exceeded the scope of its Congressionally authorized rule making authority stay has been issued and cases will proceed through appeal in Fifth Circuit).

SB Liberty, LLC v. Isla Verde Association, Inc., 217 Cal.App.4th 272 (2013) (Establishes that California Homeowners Associations may exclude non-managing members of limited liability companies from HOA meetings).

Serafin v. Superior Court (Riverside), California Court of Appeal, Fourth District, Division Two No. E056868 (September 18, 2012) (Represented

proponents of a ballot initiative that was removed from the ballot for the November 6, 2012, General Election. The Court of Appeal issued a unanimous 3-0 decision placing the initiative back on the ballot for the November 2012 General Election).

Guatay Christian Fellowship v. County of San Diego, 670 F.3d 957 (9th Cir. December 23, 2011) (Represented small country church, the Guatay Christian Fellowship, in the 9th Circuit Court of Appeals regarding constitutional issues raised under county land use regulations and the federal Religious Land Use and Institutionalized Persons Act).

Baldwin v. Sebelius, et al., 654 F.3d 877 (9th Cir. 2011) (Represented former California Assemblyman Steve Baldwin and the Pacific Justice Institute in the 9th Circuit Court of Appeals regarding a constitutional challenge to the Individual Mandate section of President Obama's Health Care bill).

Trunk v. City of San Diego, et al., 629 F.3d 1099 (9th Cir. 2011) (Represented Pacific Justice Institute in the 9th Circuit Court of Appeals regarding the constitutionality of the Mount Soledad National Veterans War Memorial in San Diego, California).

Christian Legal Society v. Martinez, et al., 561 U.S. 661 (2010) (Represented Pacific Justice Institute in the U.S. Supreme Court regarding speech restrictions on university sponsored and financed student organizations and associations).

Newdow v. Rio Linda Union School District, 597 F.3d 1007 (9th Cir.2010)(Represented Pacific Justice Institute in the 9th Circuit Court of Appeals regarding the constitutionality of the Pledge of Allegiance, which the 9th Circuit upheld as constitutional).

Trunk v. City of San Diego, et al., 568 F.Supp.2d 1199 (S.D.Cal. 2008) (Part II: Upholding as constitutional the Mount Soledad National Veterans War Memorial, which has a Latin Cross as part of its fully integrated memorial; represented Pacific Justice in U.S. District Court).

Trunk v. City of San Diego, et al., 547 F.Supp.2d 1144 (S.D.Cal. 2007) (Part I: Article III Standing Issue leading to dismissal of City of San Diego; represented Pacific Justice in U.S. District Court regarding Mount Soledad National Veterans War Memorial, which has a Latin Cross as part of its fully integrated memorial).

Staley v. Harris County, Texas (5th Cir.2007) 485 F.3d 305 (represented Pacific Justice Instituted in the 5th Circuit Court of Appeals regarding the constitutionality of a Bible Monument displayed at Harris County Civil Courthouse).

Metropolitan Water District v. Campus Crusade for Christ (2007) 41 Cal.4th 954 (represented Pacific Justice Institute in the California Supreme Court regarding issue relating to the deprivation of the right to a jury trial in an eminent domain case).

O’Toole v. Superior Court (San Diego Community College District) (2006) 140 Cal.App.4th 488 (case relating to free speech and assembly issues on college campus).

McCreary County v. ACLU of Kentucky, 545 U.S. 844 (2005) (“*McCreary*”) and ***Van Orden v. Perry***, 545 U.S. 677 (2005) (“*Van Orden*”) (represented Pacific Justice Institute in the U.S. Supreme Court regarding the Kentucky and Texas Ten Commandments cases, respectively).

Elk Grove Unified School District v. Newdow, 542 U.S. 1 (2004) (represented Pacific Justice Institute in the Pledge of Allegiance case before the U.S. Supreme Court).

Lockyer v. City and County of San Francisco (2004) 33 Cal.4th 1055 (represented California State Senators and Assembly Members in the San Francisco Marriage cases before the California Supreme Court).

Costco Companies, Inc. v. Gallant (2002) 96 Cal.App.4th 740 (freedom of speech and petition case relating to California Supreme Court decision in *Robins v. Pruneyard* (1979) 23 Cal.3rd 899).

San Diego Unified Port District v. U.S. Citizens Patrol (1998) 63 Cal.App.4th 964 (freedom of speech case relating to political speech at the San Diego International Airport).

Springfield v. San Diego Unified Port District (So.Dist.Cal.1996) 950 F.Supp. 1482 (freedom of speech case relating to religious speech at airports).

San Diego County Gun Rights Committee v. Reno (9th Cir.1996) 98 F.3rd 1121 (constitutional challenge to 1994 Crime Bill’s firearms ban based on

2nd and 9th Amendments, and Interstate Commerce Clause in light of U.S. Supreme Court decision in *United States v. Lopez*, 514 U.S. 549 (1995).

San Diego County Gun Rights Committee v. Reno (So.Dist.Cal.1996) 926 F.Supp. 1415 (constitutional challenge to firearms ban in 1994 Crime Bill).

Council for Life Coalition v. Reno (So.Dist.Cal.1996) 856 F.Supp. 1422 (constitutional challenge under 1st Amendment (free speech and association), Interstate Commerce Clause, and Due Process Clause to 1994 Freedom of Access to Clinics Entrances Act).

Pinnock v. International House of Pancakes (So.Dist.Cal.1993) 844 F.Supp. 574, *cert.den.* 114 S.Ct. 2726 (1994) (constitutional challenge to public accommodations section of the Americans with Disabilities Act based on the Interstate Commerce Clause, Doctrine of Separation of Powers, Due Process (retroactive legislation, void for vagueness, and over-broad), and 10th Amendment).

NOTABLE MEMBERSHIPS & ASSOCIATIONS

- Federalist Society
- Committee on the Bicentennial of the Constitution
- Constitution Education Committee
- Affiliate, Alliance Defense Fund
- Affiliate, Rutherford Institute
- Legal Counsel, Pacific Justice Institute

FEDERAL & STATE BAR MEMBERSHIPS

U.S. Supreme Court

Benefit Company Bar

U.S. Circuit Court of Appeals for the 5th Circuit

U.S. Circuit Court of Appeals for the 9th Circuit

U.S. District Court for the Southern District of California

U.S. District Court for the Central District of California

U.S. District Court for the Eastern District of California

U.S. District Court for the Northern District of California

U.S. District Court for the Northern District of Texas

ENGINEERING CAREER HIGHLIGHTS:

SCIENTIFIC ATLANTA—Anti-Submarine Warfare **1985-87**

Hardware/Software Design Engineer: San Diego, California

GENERAL DYNAMICS—Electronics Division **1983-85**

Hardware/Software Design Engineer: San Diego, California

LORAL SPACE & COMMUNICATIONS (Loral Corp.)—Avionics **1981-83**

Hardware/Software Design Engineer: San Diego, California

Security clearance level: TOP SECRET. Hardware and software design and development roles supporting anti-submarine warfare instrumentation (*Scientific Atlanta*), F-16 fighter jets and B-1 strategic bomber (*General Dynamics*), and aircraft avionic test systems (*Loral Space & Communications*).

UNIVERSITY & TEACHING EXPERIENCE:

Trustee, Christian Heritage College, El Cajon, California (past Vice-Chairman of the Board; sub-committees: WASC Task Force, finance committee, and education committee)

Adjunct Professor, Grossmont-Cuyamaca College, El Cajon, California (course taught: Business Law)

Instructor—Continuing Education, Real Estate Educators of California, Sacramento, California (taught continuing education courses for real estate professionals: commercial leases, ethics, disclosure laws, and real estate sales agreements)

EDUCATION:

M.B.A. in Finance (2001), San Diego School of Business, National University

Jurisprudence Doctorate (1987), San Diego School of Law, National University

Bachelor of Science in Computer Science (1985), San Diego School of Science & Technology, National University