

**Job Opportunity**  
**Senior Transaction Counsel**  
**Office of the Chief Counsel for Semiconductor Incentives**  
**U.S. Department of Commerce**

**Summary**

The U.S. Department of Commerce (DOC), Office of the General Counsel is seeking one or more full-time Senior Transaction Counsels for the Office of the Chief Counsel for Semiconductor Incentives. The Office of the Chief Counsel for Semiconductor Incentives provides advice and assistance to the CHIPS Program Office (CPO) within DOC. The Senior Transaction Counsel will serve as lead attorneys for the negotiation, documentation and monitoring of financial transactions involving major U.S. semiconductor investments. The CPO's mission is to catalyze long-term growth in the domestic semiconductor industry to support our national and economic security. The CPO operates the CHIPS for America Semiconductor Incentives program, which will finance major semiconductor manufacturing and related facilities through a combination of grants, loan, loan guarantees, and other transactions. Senior Transaction Counsel will be responsible for providing legal advice on all aspects of these financing transactions, working closely with program, investment, underwriting, and risk management staff to maximize the benefits and minimize the risks of each deal. Senior Transaction Counsel will be responsible for legal due diligence and reviewing, drafting and/or negotiating all transaction documents leading to closing, supervising outside counsel, and monitoring existing transactions and restructuring or collecting on defaulted loans.

The Senior Transaction Counsel is a senior (GS-14 or GS-15), full-time position. The position will report to the Chief Counsel for Semiconductor Incentives. This position is located in the Department's headquarters in Washington, D.C. The duties of this position are suitable for some telework with supervisor approval.

**Description**

The Senior Transaction Counsel is a core member of the team providing legal advice to the CPO on all semiconductor manufacturing financing transactional matters. CPO financings may take the form of grants, loans, loan guarantees, other transactions, or a mixture thereof. These transactions will include complex project finance and corporate finance transactions. Counterparties may range from multinational corporations to small- and medium-sized enterprises. Transactions will often involve very large dollar values and complex negotiation and documentation. Senior Transaction Counsel will be responsible for:

- working with other members of CPO staff to evaluate proposed transactions and other matters of programmatic significance, including sources of legal and commercial risk, and advising members of CPO staff, management and senior leadership on such matters;
- conducting (or supervising) due diligence in connection with the origination of complex debt financings;
- origination stage drafting and negotiation (or supervising the drafting and negotiation) of all finance and security documents (including, without limitation, grant agreements, credit agreements, common terms agreements, intercreditor agreements and liens,

collateral security agreements, share and asset pledges and other security arrangements);

- portfolio management of closed transactions, including disbursements, waivers and amendments, restructurings, enforcement of rights and/or dispute resolution;
- management of external counsel teams with respect to active transactions and portfolio management matters; and
- periodic assignments to special projects relating to issues of programmatic significance.

The key skills of the Senior Transaction Counsel include:

- ability to handle independently complex corporate and commercial transactions in corporate or project finance;
- familiarity with early state project development/sponsor side work and project documents;
- demonstrated ability to assume multiple roles and tasks to meet changing business needs with an ability to foresee, troubleshoot, escalate and effectively resolve conflicting issues and challenges;
- demonstrated ability to assess risk in a practical and responsible manner and make well-reasoned decisions as well as to think creatively;
- demonstrated ability to build and maintain effective working relations with clients and colleagues and to work effectively in teams;
- ability to work in a fast-paced environment with quick turnaround expectations;
- professional integrity and sound judgement in handling confidential information;
- excellent communication skill and the capacity to present both written and oral ideas clearly, concisely and persuasively at the senior levels; and
- superior legal research and writing skills.

#### **Required documents:**

A complete application consists of the following:

- **Cover letter.** Address demonstrated interests and qualifications as it relates to the position.
- **Resume showing relevant experience.** Your resume should list your educational and work experience, including the dates (mm/dd/yyyy) and provide the hours per week, if less than 40. For work in the Federal Service, please include the pay plan and grade level for the position(s).
- **Copy of law school transcript** (Unofficial copy is sufficient, but official copy must be submitted before appointment). You are not required to submit official documents at this time; copies are sufficient.
- **Certificate of bar membership and proof of good standing.** Prior to receiving an offer, you will be asked to provide a certificate of bar membership and proof of good standing.

## **Qualifications**

An Applicant must (1) be a graduate of an accredited law school with a J.D. or equivalent degree; (2) be a current member of a bar with a valid license to practice law in a state or territory of the United States, the District of Columbia, or the Commonwealth of Puerto Rico; and (3) meet the following specialized experience requirements: at least 6 years of experience practicing law, including at least 6 years of significant experience representing lenders, sponsors or borrowers in the negotiation and documentation of project finance, syndicated lending or corporate debt finance transactions.

## **Conditions of Employment**

- This position is in the excepted service.
- U.S. Citizenship is required.
- Suitable for Federal employment, as determined by background investigation.

## **How To Apply**

Qualified candidates should send their cover letter and resume to [OGCResumes@doc.gov](mailto:OGCResumes@doc.gov) with the subject line “CHIPS Transaction Counsel - [Full Name].” All other required documents e.g copy of transcript and proof of bar will be required if hired. Applications are rolling, though priority consideration will be given to applications submitted by January 8<sup>th</sup>, 2023.