

**Jonathan W. Smith**  
Washington University School of Law  
Campus Box 1120  
One Brookings Hall  
St. Louis, Missouri 63130  
314-935-8815  
jwsmith@wustl.edu

## **EXPERIENCE**

### **Washington University School of Law**

*Assistant Professor of Practice & Director, Entrepreneurship Clinic*

St. Louis, MO

2018 - Present

- Teach and supervise upper-level law students in transactional law practice focused on for-profit and nonprofit entrepreneurs. Oversee all aspects of student-lawyering, including client interviews; written and oral advice; contract drafting and negotiation; and filings with governmental agencies.
- Lead a weekly seminar course on substantive and practical business law issues related to the direct-client work performed by clinic students.
- Provide supervision through weekly student meetings and case rounds.

### **The City of Redwood City**

*Deputy City Attorney*

Redwood City, CA

2015 - 2018

#### *Transactions:*

- Negotiated software license agreements and SaaS agreements with emerging growth and established technology companies. Regularly gained client-favorable terms regarding intellectual property ownership, indemnification for intellectual property infringement, data security, and confidential information.
- Drafted and negotiated a wide range of contracts, including technology purchase agreements; professional services agreements; real property leases; loan documents; intercreditor and subordination agreements; art purchase agreements; and interagency funding agreements.
- Coordinated with finance staff and outside counsel on bond issuances and continuing disclosure obligations. Reviewed public disclosure documents; negotiated legal opinions; performed due diligence.

#### *Ongoing Advice and Counsel:*

- Provided in-house legal support to city staff and served as the primary point of contact for multiple departments.
- Advised city officials and staff on a wide range of subject matters, with a focus on land use, historic preservation, wireless communications infrastructure, environmental law, municipal finance, public contracting, and conflicts of interest.
- Reviewed environmental documents required under the California Environmental Quality Act, including initial studies and mitigated negative declarations.
- Provided public, in-meeting advice to the Planning Commission, the Historic Resources Advisory Committee, the Zoning Administrator, and the Library Board.
- Drafted legal memoranda to city staff about statutory and case-law developments affecting the City.

- Drafted and reviewed ordinances, resolutions, and policies. Examples include a substantial public art ordinance and a resolution authorizing a robot-delivery pilot program.

**Fenwick & West LLP**

*Associate, Summer Associate, Corporate Group*

Mountain View, CA  
2013- 2015; Summer 2012

- Represented private technology companies and investors in preferred stock and convertible debt financings. Drafted, negotiated, and reviewed financing agreements; created pro-forma capitalization tables; managed the due diligence process; directly advised company executives; drafted board and stockholder consents; managed the closing process. Transactions included early- and late-stage financings. Worked as lead associate on multiple transactions.
- Provided ongoing counsel to private companies (emerging growth and established companies). Advised on entity formation, corporate governance, equity compensation, and executive separations. Attended board meetings. Worked as primary associate contact for multiple clients.
- Provided buy- and sell-side representation in M&A transactions. Drafted, negotiated, and reviewed disclosure schedules and deal documents; managed the due diligence process; coordinated communication between company executives and Fenwick legal specialists; drafted board and stockholder resolutions; managed the closing process.
- Represented technology companies in initial public offerings. Drafted and reviewed registration statements; responded to SEC comments; managed the due diligence process; drafted board and stockholder resolutions; reviewed road-show marketing materials.
- Drafted and reviewed public company SEC filings, including forms 10-K, 10-Q, 8-K, S-3, and S-8.
- Provided pro bono representation to entrepreneurs on governance, employment, and intellectual property matters.

**City and County of San Francisco**

*Legal Intern, Office of the City Attorney (SFO)*

San Francisco International Airport  
Summer 2011

- Drafted research memoranda related to ongoing litigation matters.
- Collaborated on litigation preparation with in-house attorneys and outside counsel.
- Attended a bond closing and reviewed closing documents.

**University of Michigan**

*Graduate Student Instructor, English Department*

Ann Arbor, MI  
2005 - 2008

**Pinewood School**

*English Teacher, English Department Chair*

Los Altos Hills, CA  
2001- 2004

**EDUCATION**

**Stanford Law School**

Juris Doctor

Stanford, CA  
2013

Awards and Activities: Gerald Gunther Prize for Outstanding Performance in Corporations; Organizations and Transactions Clinic; Stanford Journal of International Law, Lead Article Editor; Volunteer Attorney Pro Bono Project

**University of Michigan**

Doctor of Philosophy, English

Ann Arbor, MI  
2010

Dissertation: *England's "Best Birthright": The Law and Theology of Inheritance in Early Modern English Literature*

**Stanford University**

Bachelor of Arts, *with distinction*, English  
*Phi Beta Kappa*

Stanford, CA  
1998

**BAR MEMBERSHIPS:** Active Member of the California Bar Association; Certified under Missouri Rule 13.06 to Supervise Clinical Law Students

**INTERESTS:** Jazz and Bluegrass Guitar, Urban Farming