



PRACTICE GROUP CHAIRS

Christopher J. Belter
Direct — 716.566.5412
cbelter@goldbergsegalla.com

www.GoldbergSegalla.com

Attorney Advertising
©2017 Goldberg Segalla

BUSINESS AND COMMERCIAL

Goldberg Segalla represents local, regional, national and international businesses – including Fortune 500 companies and not-for-profit organizations – in all types of commercial transactions and disputes.

Our lawyers are highly experienced in complex business litigation and commercial transactions, enabling us to efficiently assess and counsel businesses in their day-to-day operations. In addition, our commercial trial attorneys have successfully litigated cases in state and federal courts throughout the United States as well as in administrative proceedings, arbitration and mediation. We have also represented businesses in negotiations and transactions across the country, as well as in numerous foreign jurisdictions.

This team has been recognized by Chambers and Partners for three consecutive years as one of the top in Upstate New York. The 2015, 2016, and 2017 editions of the prestigious *Chambers USA: America's Leading Lawyers for Business* rank the 15-year-old Goldberg Segalla among some of the region's oldest and most well-established law firms. The directory notes that the firm is known for its "large commercial litigation team with experience across a breadth of contentious business matters" and that it is "well placed to represent clients from numerous industries, including financial services and insurance companies, retailers and media groups."

Our experience includes:

- Complex commercial and business litigation including contract disputes, business tort and unfair competition claims and intellectual property litigation

- Drafting and interpreting commercial agreements and resolving disputes regarding licensing, construction, distribution, franchising, mergers, acquisitions, sales, divestitures and joint-venture matters

- Debtor/creditor relations, including collection, insolvency and bankruptcy proceedings

- Commercial real estate holdings, including sales, purchases, leasing, financing, development, SEQRA, environmental compliance and liability, zoning and foreclosure actions

- Corporate governance, including advising boards of directors in connection with fiduciary obligations, and advising shareholders, partners, and owners in all aspects of shareholder, partner, and owner agreements and disputes

- Not-for-profit and charitable laws and regulations, including formation, tax exempt status and financing

- Advising professional service firms (including physicians, medical groups, law firms, accounting firms, architects and surveyors) in all aspects of their operations, professional licensing, operation agreements, and owner and contractual disputes and dissolution

- Corporate and estate tax planning, wealth planning, and succession planning involving wills, estates, trusts, and succession agreements

- Corporate transactions involving structure, formation, and financing business entities and expansion

- Representation of lenders and borrowers in numerous aspects of business entity capitalization, financing and loan workouts

COMMERCIAL LITIGATION AND ARBITRATION

Commercial litigation presents clients with a variety of legal issues and business concerns, which is why we use our experience to resolve disputes timely and cost-efficiently. Our attorneys regularly represent corporations, financial institutions, partnerships, professionals, trustees, directors, officers and others involved in commercial disputes.

Our attorneys represent clients before various state and federal courts, as well as in administrative proceedings, arbitration or mediation. We also work closely with related practice groups to ensure that our clients receive appropriate representation in all areas of high-stakes business litigation.

Goldberg Segalla represents clients in an extensive range of commercial litigation, including:

- Class-action disputes
- Commercial defamation
- Contract disputes
- Corporate control and management disputes
- Employment and non-compete agreements
- Employment discrimination
- Fiduciary duty claims
- Franchising litigation
- Fraud and misrepresentation claims
- Insurance coverage
- Professional liability claims
- Shareholder derivative actions
- Theft or loss of business opportunities
- Trade secrets and restrictive covenants
- Uniform Commercial Code
- Unfair competition claims
- Warranty disputes

CORPORATE AND BUSINESS TRANSACTIONS

When you choose Goldberg Segalla for your corporate or transactional needs, you're selecting a legal partner committed not only to your organization's current well-being and immediate future, but also to its long-term profitability and sustainability.

Our Corporate and Business Transactions Practice Group provides companies and organizations of all sizes with practical legal advice and transactional guidance to help them grow and excel. Leading this team is a former inside counsel who spent 20 years in that role for a multibillion-dollar global company. Many of our team members have decades of experience advising on a broad spectrum of business matters and disputes, both in-house and as outside counsel. And, as a firm that grew from a team of seven lawyers into one of the nation's 200 largest in only 15 years, we know what it takes for businesses to succeed and to grow smartly.

That means we handle each matter — whether closing an intricate transaction or providing day-to-day counseling — with an extraordinary appreciation for your day-to-day corporate stressors, the demand to manage legal costs economically, and the real-world impact on your organization.

Corporate Law and Contracts

Business entity selection, formation, and financing
Preparation of governing documents (by-laws; meeting minutes; and shareholder, partnership, membership interest, buy-sell, and stock option agreements)
Preparation of standardized business form documents, including purchase orders, terms and conditions, acknowledgement and order processing forms, indemnification terms, distribution agreements, and UCC security agreements
Corporate record keeping and document retention
Operational issue advice
Management structure and growth, including strategic partnering
Directorial and shareholder fiduciary duties
Minority owner rights and remedies
Shareholder disputes
Advising on corporate duties and obligations pursuant to state business corporation statutes
Software and merchandising license agreements
Executive employment agreements and executive compensation
Succession planning
Corporate dissolution

Growth, Finance, and Asset Protection

Corporate and asset finance
Mergers, acquisitions, divestures, and reorganizations, including assistance with letters of intent, due diligence, and stock and asset sales and purchases
Franchise agreements
Strategic alliance agreements
Joint venture agreements
Venture capital investments
Private equity
Not-for-profit, tax-exempt formations and filing
Corporate contracts, such as non-disclosure agreements and non-compete agreements

Intellectual Property

Intellectual property management, protection, and optimization, including trademark and copyright registration and guidance on Trademark Trial and Appeal Board proceedings and the like
IP litigation
Trade secret identification and protection, including new developments under the Defend Trade Secrets Act
Trade secret misappropriation litigation
Patent, trademark, and copyright licenses
Guidance on "work-for-hire" doctrine and issues concerning employee inventions

Commercial Real Estate and Development

Preparation of letters of intent
Due diligence process
Environmental concerns, including Phase I and Phase II environmental audits
Commercial loan agreements (term, demand, and revolving) and ancillary documentation including promissory notes; opinions of counsel; and inter-creditor, subordination, errors and omissions, and security and indemnity agreements
Land use and zoning issues, including New York Article 78 actions
IRS Code §1031 “like-kind” exchanges
Commercial leases (gross leases; single, double, and triple net leases; and modified gross leases)
Construction agreements focusing on AIA contracts, owner-architect, contractor and sub-contractor, and development agreements

Stronger as a Team

By collaborating with litigators across the broad capabilities of our firm, we bring the exceptionally valuable risk-avoidance counsel that can come only from a team that also has extensive litigation, arbitration, and trial experience.

Goldberg Segalla’s Business and Commercial Practice Group has been recognized for three straight years among the top commercial litigation teams in the Upstate New York edition of the prestigious *Chambers USA*, which noted our firm acts for “a variety of prominent clients throughout the USA.”

Our internationally recognized Global Insurance Services team frequently helps corporate clients manage risk through practical and thorough insurance coverage analysis.

The firm’s experienced construction attorneys bring a comprehensive understanding of business issues, including the project financing phase, to help business clients develop innovative solutions to expedite revenue procurement and generate cash flow.

Members of our product liability team also prove invaluable to our corporate clients, as they routinely prepare owners’ manuals, warning labels, instructions, packaging, websites, and warranties to reduce the risk of claims that may be brought against a corporate client.

Goldberg Segalla’s cyber risk team offers data security advice and training, data privacy regulatory guidance, and policy and contract guidance to help prevent data breaches and minimize potential liability in the event of an incident.

Our employment and labor attorneys draft and negotiate employment, severance/separation, non-competition, non-solicitation, confidentiality, and other agreements and will often work hand-in-hand with the transactional team during the process of a corporate merger, acquisition, divestiture, or reorganization.

Contact:

Michael J. Gallagher (716.710.5808; mgallagher@goldbergsegalla.com)

Laura A. Colca (716.710.5840; lcolca@goldbergsegalla.com)

RETAIL, HOSPITALITY, AND DEVELOPMENT

Goldberg Segalla represents numerous high-profile clients in the commercial development, shopping

center, and retail industries. Our clients include some of the world's largest private and publicly traded owners and developers of shopping centers, national and international retailers, hotels and resorts, restaurants, convenience store chains, office and industrial parks, and managers of commercial properties.

Through our long-standing relationships with our clients, we have developed a thorough understanding of their unique businesses, concerns, and needs. We recognize that the business environment for retail and development is extremely fluid and challenging, and we strive to provide innovative and creative legal and consulting solutions to help our clients avoid disputes and manage risk.

At Goldberg Segalla, we assist our clients in creating and implementing policies and procedures that minimize their exposure and improve the safety of their customers and employees. Our experience also allows us to offer consulting services in lease and construction contract preparation and drafting, indemnification and insurance, risk management, land-use permitting, and zoning.

Our experience includes:

Tort claims

- Defense of liability claims (including liability for violent crimes)
- Dram shop claims
- New York Labor Law (Sections 200, 240(1) and 241(6))
- Product liability
- Workers' compensation

Business disputes

- Advertising and Social Media
- Bankruptcy and collections
- Commercial leasing
- Construction defects and contract disputes
- Contract disputes
- Customs and international trade
- Employment and labor disputes (including personnel manuals, reductions in force, and defense)
- Insurance coverage
- Intellectual property (including registration, maintenance, rights, and licensing)
- Landlord – tenant and evictions
- Product recall and Consumer Product Safety Commission issues
- Transactional (including distributors, sales agents, marketing, licensing, acquisitions, and mergers)
- Zoning, environmental and land use

To help those in the retail, hospitality, hotel, and food industries understand the legal challenges facing them, minimize risk, and prevent or defend against claims, our team has created a number of easy-to-use reference guides that are complimentary and available upon request.

BANKRUPTCY AND CREDITORS' RIGHTS

The attorneys at Goldberg Segalla represent a variety of creditors, including lenders, manufacturers, builders, retailers and judgment creditors. We have broad litigation experience as well as a comprehensive working knowledge of state debtor-creditor laws and federal bankruptcy law. As a result, we can cost-effectively pursue the collection of commercial debts at every stage, from initial contract negotiations to demand letters, workout negotiations, mechanic's liens, litigation, and judgment enforcement via replevin, attachment, property execution, garnishment and foreclosure.

Our experience includes:

- Protecting and defending creditors' rights in all aspects of Chapter 7, 11, 12 and 13 bankruptcy proceedings

- Negotiating and drafting initial credit facilities designed to minimize credit risks and maximize recovery prospects in the event of default

- Drafting payment demands crafted to exploit all available leverage and encourage payment without litigation

- Counseling clients to secure their interests through security agreements, UCC filings, pledges, mortgages and other forms of collateralization

- Positioning clients for cost-effective and convenient resolution of payment disputes through contractual provisions governing jurisdiction, venue and attorneys' fees

- Evaluating the viability of collections claims against debtors before beginning collections efforts and investing resources

- Prosecuting collection litigation in local, state, federal and bankruptcy courts throughout the United States

- Defending preference claims

- Representing insurers in seeking stay relief to terminate surety and fidelity obligations

- Utilizing alternative dispute resolution through arbitration and mediation

- Identifying and reversing fraudulent conveyances of assets by debtors attempting to defraud creditors

- Selecting and implementing appropriate and cost-effective post-judgment asset investigation techniques, including debtor examinations, information subpoenas, third-party subpoenas and examinations and real estate and lien searches

- Negotiating and collateralizing workouts, repayment and forbearance agreements

BANKING AND FINANCIAL INSTITUTIONS

A broad array of financial institutions rely on Goldberg Segalla to advise them on relevant regulatory and legal concerns. Our clients include:

- Banks

- Captive insurance companies

- Credit unions

- Insurance and reinsurance companies

- Investors and investment companies

Asset-based lenders

Asset managers

Of course, we advise our financial clients on a variety of corporate transactions in an attempt to avoid litigation. But when litigation arises, our experienced trial attorneys provide timely, cost-efficient representation. Our Banking and Financial Institutions Practice Group attorneys often work with members of our Bankruptcy and Creditors' Rights Practice Group, our Corporate and Business Transactions Practice Group, and other teams to offer a full range of services. At Goldberg Segalla, we are committed to providing banking and financial institutions with legal services responsive to their business needs.

Our experience includes:

Civil rights and fraud defense

Class actions

Collateral sales and replevin actions

Commercial and business litigation claims

Commercial loan workouts and restructurings

Director and officer liability

Employment litigation

Errors and omissions

Federal and state fair lending laws

Hazardous waste remediation, compliance, permitting, and waste-management issues

Insurance claims, including safe deposit box losses

Labor and employment

Mergers and acquisitions

Negligence defense and personal injury lawsuits

Predatory lending claims

Regulatory compliance

Risk management and prevention programs

Secured transactions

Surety and fidelity bonds

Unfair and deceptive business practices

Workers' compensation

INTERNATIONAL COMMERCIAL TRANSACTIONS AND LITIGATION

Our experienced attorneys recognize that successful businesses operating beyond the United States often encounter unique legal and business concerns, including customs regulations, trade agreements, complex laws from multiple jurisdictions and cultural differences.

We offer sophisticated, cost-efficient representation and advice on a wide array of cross-border transactions, as well as international and multinational commercial litigation. At Goldberg Segalla, we pride ourselves on helping our clients achieve their global objectives while managing litigation costs, expenses and risk.

To meet the needs of our clients worldwide, our attorneys often work closely with European, Canadian, Mexican and other foreign firms. Our long-standing relationships help us customize solutions for our international clients. In addition, our attorneys are proficient in Albanian, Arabic, Croatian, French, German, Greek, Hebrew, Hindi, Italian, Korean, Malayalam, Mandarin, Marathi, Norwegian, Portuguese, Punjabi, Russian, Spanish, Swedish, Tagalog, Tamil, Thai, and Urdu, allowing us to provide country-specific services. We are also active in (and recognized leaders within) international law professional organizations and bar associations.

Our experience includes:

- General corporate counseling and strategic planning
- Regulatory compliance for agencies such as the CPSC, OSHA and NHTSA
- International distribution agreements
- International mergers and acquisitions
- Licensing of intellectual property
- Employment, trade, import/export and immigration issues
- Establishing foreign subsidiary corporations
- International financing
- Real estate purchasing and leasing
- International litigation, arbitration and mediation

ANTITRUST AND COMPETITION

At Goldberg Segalla, we represent corporations and business ventures in all civil legal issues arising from alleged anticompetitive practices. We work closely with clients to identify potentially anticompetitive practices, and to help them avoid litigation when pursuing mergers and acquisitions or devising sales and distribution policies. Our experienced attorneys recognize the complexity posed by antitrust litigation (such as the difficulties in distinguishing between aggressive competition and monopolization), and we acknowledge the tremendous burdens placed on clients by antitrust and unfair competition claims. As a result, our antitrust and competition team works hard to achieve timely, cost-efficient results for all our clients.

We advise clients regarding a full range of antitrust and competition issues, including:

- Class actions
- Compliance with the Sherman Act
- Distribution and pricing issues
- Hart-Scott-Rodino Act
- Intellectual property concerns
- Mergers and acquisitions
- Monopolization
- Price-fixing claims
- Regulatory concerns
- Robinson-Patman issues
- Shareholder derivative actions

ALCOHOLIC BEVERAGE LAW AND LICENSING

Our Alcoholic Beverage Law and Licensing Practice Group defends clients charged with violations of governing liquor and tax laws, provides consulting and regulatory advice regarding business operations and transactions, negotiates liquor license transfers, provides corporate services (such as business formation and drafting necessary corporate documents and agreements), litigates shareholder disputes and disputes between buyers and sellers. We have a proven track record of resolving cases at the state and local levels. As the alcoholic beverage industry is highly regulated, we advise our clients so that they can align their business needs with the statutory and regulatory requirements of the industry in which they operate.

SPORTS AND ENTERTAINMENT

The skilled attorneys at Goldberg Segalla can help tackle the challenges and legal needs facing professional sports leagues, teams, owners, athletes, movie studios, entertainers, and film and television production companies.

Our services include:

- Drafting, negotiating and executing contracts, including celebrity endorsement agreements and licensing deals

- Representing clients in litigation and arbitration matters related to contractual rights arising under performance agreements, endorsement agreements, royalty agreements and all other contracts

- Protecting, enforcing and litigating publicity rights, privacy rights and intellectual property rights

- Advising clients in other business ventures and contract negotiations

If you have questions for or about Goldberg Segalla's Sports and Entertainment Practice Group, please contact Joseph Hanna (716.566.5447 or jhanna@goldbergsegalla.com).

For news on the latest legal developments impacting the business of sports and entertainment, please visit our *Sports and Entertainment Law Insider* blog.