



PRACTICE GROUP CHAIRS

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

www.GoldbergSegalla.com

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CORPORATE SERVICES AND COMMERCIAL LITIGATION

Goldberg Segalla's Corporate Services and Commercial Litigation Practice Group offers a comprehensive suite of resources designed to guide companies through any business decision, commercial interaction, transaction, legal dispute, or government investigation they may face.

From our offices strategically located in New York, Chicago, Los Angeles, Philadelphia, Miami, St. Louis, and other major business and economic centers spanning nine states, we counsel and represent global companies, regional enterprises, startups, entrepreneurs, and nonprofits across the United States and in foreign jurisdictions.

Based on our team's successful record in jurisdictions nationwide and testimonials from long-term clients and peers, Goldberg Segalla and our commercial lawyers continually earn placement in the premier annual rankings of elite lawyers and law firms across the country, including *Chambers USA*, *Best Law Firms*, and the *Best Lawyers in America*. While recognizing our Corporate Services and Commercial Litigation team as a whole and individual lawyers, *Chambers* has noted our firm is known for its "large commercial litigation team with experience across a breadth of contentious business matters," that we are "well placed to represent clients from numerous industries," and that our diverse-capability team acts for "a variety of prominent clients throughout the USA."

Our effectiveness stems largely from the exceptional collective experience of our 75-plus-member team, in which many draw on their experience serving as in-house counsel for some of the world's largest and most successful companies.

But dig deeper and talk to clients who have trusted us with their legal needs for years, and you'll find our record of success also springs from a firm-wide culture that values collaboration over competition. Our systems reward efficient service rather than hours billed, resulting in an extraordinary commitment to understanding each client's business thoroughly and providing legal work that is not only exceptional, but also mapped out strategically to help clients meet both short-term and long-term objectives.

Think of Goldberg Segalla as a trusted partner, protector, and extension of your core decision-making team — the first one to call in any time of need, and the one looking out for your interests when industry or legal developments outside your awareness could put your business at risk.

Comprehensive Services and Diverse Capabilities

Our Corporate Services and Commercial Litigation team offers these and other capabilities:

- Complex Commercial Litigation and Arbitration
- Corporate and Business Transactions
- International Commercial Transactions and Litigation
- Antitrust and Competition
- Bankruptcy, Restructuring, and Creditors' Rights
- Commercial Real Estate and Development
- Directors and Officers
- Intellectual Property
- Real Estate Litigation and Title Disputes
- White-Collar Defense and Government Investigations

Our team has built strong client relationships and deep experience in these and other industries:

- Construction
- Food and Beverage
- Health Care
- Insurance
- Life Sciences
- Retail and Hospitality
- Sports and Entertainment

COMPLEX COMMERCIAL LITIGATION AND ARBITRATION

Mindful of the costs and interruption to business that litigation brings, Goldberg Segalla aims to avoid it whenever possible by employing creative and results-oriented pre-suit negotiations and pre-answer motions to resolve disputes before they become full-fledged litigations.

However, when litigation becomes necessary, our seasoned litigators and trial attorneys utilize business-minded strategies designed to achieve our client's desired outcome in the most effective and expeditious way possible. We draw on our decades of collective experience handling commercial disputes of all sizes for businesses, senior executives, investors, financial institutions, and nonprofits in complex matters that often span a multitude of jurisdictions.

As industry leaders and our peers attest when interviewed for the premier annual rankings of elite lawyers and law firms across the country — our innovative strategies and powerful advocacy help Goldberg Segalla clients resolve high-value commercial disputes while minimizing the risks that could significantly hinder their domestic and cross-border business objectives. The foresight and value we bring to every matter earns us continual placement in *Chambers USA*, *Best Law Firms*, *Best Lawyers in America*, and other leading law firm rankings.

National Litigation and ADR Experience

Our complex commercial litigators represent both plaintiffs and defendants through trial in state and federal courts nationwide, as well as in alternative dispute resolution forums and administrative tribunals. We frequently represent clients in commercial arbitrations before the American Arbitration Association (AAA), International Chamber of Commerce (ICC), and Society of Maritime Arbitrators (SMA), among other well-known arbitration and mediation entities.

Further emphasizing our command of highly nuanced ADR procedure, several Goldberg Segalla partners serve as mediators, neutrals, and factfinders in various jurisdictions. Examples include a member of the International Institute for Conflict Prevention and Resolution's Panels of Distinguished Neutrals, ARIAS-U.S. Certified Arbitrators, and a Certified Federal Court Mediator.

Regardless of the forum, our litigators efficiently and proactively represent client interests in complex litigation matters and arbitration proceedings involving:

- Breach of contract
- Partnership dissolutions
- Breach of fiduciary duties

- Commercial fraud
- Commercial defamation
- Corporate governance
- Mergers and acquisitions
- Theft of trade secrets
- Unfair competition

Highlighting our leadership in these areas, Goldberg Segalla's attorneys are regularly asked to author and present on trends in resolving complex commercial disputes. We have been featured in publications such as *Global Arbitration Review*, *Mealey's International Arbitration Report*, and DRI's *The Voice*, and have spoken at national conferences put on by National Arbitration and Mediation, the American Bar Association, and other prominent business and legal organizations.

Understanding Your Industry

When facing litigation, industry knowledge matters. Our litigators have experience representing clients across a broad range of industries, including banking and financial services, pharmaceuticals, technology, communications, renewable and traditional energy, insurance, consumer products, construction, retail, food and beverage, and manufacturing. Throughout proceedings, we partner with each of our clients to ensure our litigation strategy is always aligned with their best interests.

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 strategically.

That means we handle each matter — whether closing an intricate transaction or providing day-to-day counseling — with an extraordinary appreciation for your constant corporate stressors; the demand to manage legal costs economically; and the very real impact of legal matters and choices on your organization, your daily operations, and your bottom line. We think about *your* business needs before *our* billable hours. Eschewing these Big Law, bad business practices has been good business for us — and it can be good business for you, too. Our transactional attorneys are equipped to handle your every legal need, including:

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

Banking and Financial Services

For clients including banks, public and private corporations, corporate issuers, investors and investment companies, private equity sponsors, asset-based lenders, asset managers, credit unions, captive insurance companies, and insurance and reinsurance companies, our attorneys regularly handle high-value matters involving:

Bridge financing commitments

Acquisition financings

Mezzanine financings

Registered offerings and private placements of equity and debt securities (both high-yield and investment grade)

Debt exchange offers

Debt and equity tender offers

Secured loan transactions

Consent solicitations

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

The attorneys across all of Goldberg Segalla’s practice and industry groups are renowned in many areas of business and law, recognized as national and international thought leaders, and always working to stay at the forefront of emerging trends and issues in technology, law, and business practices. Because of our firm’s collaborative culture, our attorneys are always each other’s most valuable resources. By choosing Goldberg Segalla, you can put *all* those resources to work for your business.

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 Corporate Services and Commercial Litigation 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.

INTERNATIONAL COMMERCIAL TRANSACTIONS AND LITIGATION

Goldberg Segalla attorneys deeply understand the way new technologies and expanding international markets make it easier for successful businesses to operate beyond their earliest borders. We channel our team's extensive international business and legal experience into helping clients navigate the host of legal risks and challenges that entering these global markets, full of shifting and overlapping sets of laws and regulations, can present.

The proficiency of our team in the international business arena stems largely from the extensive in-house experience several of our Corporate Services and Commercial Litigation attorneys have. As one example, a partner on our team spent nearly 20 years as assistant general counsel at a multibillion-dollar global leader in the food service and hospitality industry.

Our skilled practitioners from various practice groups work together to formulate sophisticated, cost-efficient representation and counsel on a wide array of cross-border transactions, as well as international and multinational commercial litigation. Our team takes pride in helping our clients achieve their global objectives while managing litigation costs, other legal expenses, and risk. Companies frequently call on us for counsel on day-to-day issues and assessment of potential business opportunities for hidden risks, regulatory concerns, or other unforeseen challenges.

We understand the unique legal and business challenges facing international companies in this industry, thanks to strong, long-standing relationships with firms in Europe and Asia and a core group of attorneys who appreciate the cultural sensitivities of international business. The language capabilities among our attorneys, which allow us to provide country-specific services, include Albanian, Arabic, Croatian, French, German, Greek, Hebrew, Hindi, Italian, Korean, Malayalam, Mandarin, Marathi, Norwegian, Portuguese, Punjabi, Russian, Spanish, Swedish, Tagalog, Tamil, Thai, and Urdu. We are also active in — and recognized leaders within — international law professional organizations and bar associations.

Our capabilities in the international arena include:

- Antitrust and competition law
- Intellectual property
- Global Insurance Services
- Mergers and acquisitions
- International banking and financing
- International cyber risks and data breaches
- Joint ventures
- Commercial litigation, international arbitrations, and dispute resolution
- General corporate counsel and strategic planning
- International hospitality and retail ventures

Employment, trade, import/export, and immigration issues

International licensing, franchising, contracts, and litigation for sports and entertainment ventures

International maritime law

A small sampling of our team's international experience includes:

Representation of a Japanese life insurer in its acquisition of a U.S.-based, publicly traded, insurance holding company

Acting as counsel to one of world's largest designers of luxury handbags, shoes and apparel in connection with a \$15 million equity investment by a multi-national Chinese conglomerate

Acting as counsel to one of the world's largest vodka producers, headquartered in Russia, in connection with a prepackaged plan of reorganization involving multiple exchange offers and other debt financing transactions

Represented a Taiwanese semiconductor company in an international arbitration in Hong Kong

Represented a Taiwanese manufacturer in a patent litigation involving USB technology at the International Trade Commission

Lead counsel to a foreign national purchasing assets of an existing golf course and pro shop in Florida

Assisting with sale of New York telecommunications company to a larger European competitor

Obtained voluntary dismissal with prejudice in favor of a Japanese automotive component manufacturer sued in a product liability action involving a motor vehicle fatality

Represented an Indian pharmaceutical company in a patent litigation involving a well-known cancer drug in the Southern District of Indiana

Represented a Japanese auto manufacturer in a patent litigation involving car audio systems in the Eastern District of Texas

Represented a Japanese auto manufacturer in a patent litigation involving coatings on pistons in a car engine in the Eastern District of Michigan

ANTITRUST AND COMPETITION

Recent legislation and legal developments have led to increased attention on antitrust and competition issues in business. As a result, legal advice and representation on issues of business competition and related regulation is increasingly important for companies looking to grow and compete in a rapidly evolving, global marketplace.

The Corporate Services and Commercial Litigation team at Goldberg Segalla represents corporations and business ventures across multiple industries in all civil and criminal legal issues arising from alleged anticompetitive practices. We work closely with clients to identify potentially anticompetitive practices, and help them avoid litigation when pursuing mergers and acquisitions or devising sales and distribution policies.

When dealing with antitrust and competition litigation, our experienced attorneys recognize the nuances of antitrust matters (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 in both the civil and criminal contexts. We keep ourselves and our clients informed on developments in the law and trends in enforcement. And, because of our firm's collaborative culture, we're able to work with attorneys in our Intellectual Property, Risk and Litigation Avoidance, International

Commercial Transactions and Litigation, and other teams, to leverage the maximum experience and power for our clients, without driving up legal spending.

As a result, our antitrust and competition team has been successful across multiple jurisdictions in state and federal practice, domestically and internationally, at achieving timely, cost-efficient results for our clients.

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

- Class actions and shareholder derivative cases
- Antitrust and unfair competition litigation
- Compliance with the Sherman Act, Clayton Act, and Federal Trade Commission (FTC) Act
- Compliance with the Robinson-Patman Act and related defense litigations
- Distribution and pricing issues
- Intellectual property concerns
- Mergers and acquisitions
- Monopolization and Cartels
- Price-fixing claims
- General regulatory concerns

We deliver practical and effective solutions to the most challenging antitrust issues and are committed to achieving success for our clients. Among our successful representations, we have:

- Defended a municipal bond brokerage firm, as well as its CEO, against charges of bid rigging and price fixing brought by the Department of Justice (DOJ) Antitrust Division
- Represented a private equity fund in responding to an industry-wide investigation by the Department of Justice into price fixing and market allocation
- Advised a multi-national pharmaceutical distributor with regard to Robinson Patman exposure
- Advised numerous clients regarding market concentration in responding to FTC and DOJ Second Requests
- Advised multiple technology companies with respect to antitrust issues concerning patent applications
- Advised hotel chains on structuring agreements with travel agencies
- Asserted claims on behalf of a global commercial bank alleging concerted refusal to deal in violation of Section 1 of the Sherman Act

BANKRUPTCY, RESTRUCTURING, AND CREDITORS' RIGHTS

Goldberg Segalla's Corporate Services and Commercial Litigation attorneys have broad restructuring and litigation experience as well as a comprehensive knowledge of state debtor-creditor laws and federal bankruptcy law. We counsel creditors, trustees, official and *ad hoc* committees of creditors, corporate debtors, purchasers of distressed assets, financial institutions, manufacturers, developers, retailers, mechanics' lien claimants, and judgment creditors in all aspects of federal bankruptcy, receiverships, insolvency, state law assignment for the benefit of creditors, and collection law.

Businesses rely on Goldberg Segalla to restructure their debts or maximize their recoveries through

plans of reorganization, asset sales, and the collection of commercial debts at every stage. We routinely represent creditors and debtors in contract negotiations, workouts, guaranty litigation, judgment enforcement, and commercial foreclosures.

Our experience includes:

Protecting and defending creditors' rights in all aspects of Chapter 7, 11, 12, and 13 bankruptcy proceedings involving a variety of industries, including aviation, real estate, hospitality, transportation, health care, manufacturing, residential and commercial construction, and entertainment

Representing debtors, creditors committees, trustees, assignees of assets, and other constituencies in reorganizations, liquidations, and purchases of assets

Prosecuting creditor claims for fraud, misappropriation, and in cases involving Ponzi schemes

Representing receivers in state and federal courts as general and special litigation counsel

Defending accountants, attorneys, business consultants, and other professional service providers in adversary proceedings brought by trustees, receivers, debtors, and others

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

Loan workouts for both borrowers and lenders, and prosecuting related collection actions

Defending and prosecuting preference and fraudulent transfer claims

Our bankruptcy practitioners often collaborate with other Goldberg Segalla attorneys in corporate, litigation, health care, entertainment, real estate, and capital markets to protect our clients' interests.

COMMERCIAL REAL ESTATE AND DEVELOPMENT

Procuring, managing, and selling commercial real estate involves interacting with numerous government entities, financial institutions, and other agencies across a wide range of industries.

Goldberg Segalla's commercial real estate and development team, drawing on the strength of our Corporate Services and Commercial Litigation Practice Group, combines years of multi-disciplinary experience with in-depth knowledge of state and federal real estate regulation to guide corporations of all sizes through the real estate transaction process.

Our commercial real estate and development team is here to help you with:

Preparation of letters of intent

Due diligence process

Drafting and negotiating Purchase Agreements

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

DIRECTORS AND OFFICERS

As business leaders increasingly find themselves the targets of aggrieved investor and whistleblower lawsuits — a condition that only worsens as the global markets grow more uncertain and volatile — insurers, companies, and executives turn regularly to Goldberg Segalla to handle their director and officer liability defense.

Comprising leading trial lawyers and complex commercial litigators whose breadth of knowledge, talent, and experience sets them apart, our team successfully represents directors and officers in high-value disputes throughout the U.S., in both federal and state courts, and around the world.

With members that include the current chair of the American Bar Association (ABA) Professionals, Officers, and Directors Liability Committee, and a number of complex commercial litigators trained at AmLaw100 firms but ingrained with the Goldberg Segalla ethos of providing efficient and cost-effective solutions, our team provides extraordinary capability and value when defending directors and officers, executives, and their respective enterprises.

The quality of our work in D&O professional liability lawsuits and other commercial matters continually earns our Corporate Services and Commercial Litigation Practice Group regional placement in *Chambers USA* Commercial Litigation directories and other leading law firm rankings, with *Chambers* commentary noting our team acts for “a variety of prominent clients throughout the USA.”

Our D&O clients include both public and private companies, nonprofit entities, governmental divisions, investment trusts, limited and general partnerships, and homeowner’s associations. One of the areas in which our team is particularly adept (and recognized by the *Chambers USA* editors) is financial services, where companies and officials face civil and administrative litigation brought under federal and state banking, consumer, and securities laws and regulations. We bring not only extensive experience litigating claims involving these rules and statutes, but also a thorough understanding of the individualized concerns and nuanced needs of public as well as privately held financial institutions.

While our goal is to avoid litigation whenever possible, when necessary, our attorneys prepare comprehensive, business-minded strategies to zealously defend against the claim. We employ creative and results-oriented pre-suit negotiations and pre-answer motions to resolve disputes at the earliest possible stage. Most importantly, we work with our clients to tailor and achieve cost-effective and efficient resolutions of all D&O disputes at every step along the way.

Our team of attorneys with nationwide and global experience is here to:

- Resolve complex, high-exposure commercial and fraud-based disputes on behalf of businesses and their executives and board members

- Conduct pre-suit investigations and pre-trial settlement negotiations

- Defend against regulatory investigations and enforcement by state and federal agencies

- Litigate or arbitrate any dispute that cannot be resolved through negotiation or mediation in cases

involving single-plaintiffs or class actions, as well as derivative actions

Advise on litigation and regulatory risk, conduct internal investigations, and provide best-practices training to avoid pitfalls that can lead to litigation and regulatory action

Provide data privacy regulatory guidance on compliance with the evolving requirements placed on companies and their officials in various industries to protect their networks and data

While no two D&O suits are the same, our lawyers have a broad base of experience in the traditional risks associated with changes in corporate ownership, mergers and acquisitions (strike suits), executive compensation, IPO or private offerings, antitrust, business torts, trade practices, intellectual property and trade secrets, bankruptcy, whistleblower actions, commercial fraud, and regulatory investigations.

Goldberg Segalla's D&O attorneys are leaders in the professional discourse relating to trends and emerging issues impacting the D&O and financial institutions marketplace. For example, our team includes the chair of the American Bar Association's Professional Liability Insurance Committee (formerly the Committee on Professionals, Officers, and Directors Liability), along with nationally recognized authors and lecturers about D&O and other professional liability topics, arbitrators and mediators who handle D&O cases, and adjunct legal professors.

REAL ESTATE LITIGATION AND TITLE DISPUTES

Goldberg Segalla's Corporate Services and Commercial Litigation team offers a full range of real estate litigation services to help property owners, lenders, and title insurance companies protect their interests and advance their goals in today's volatile real estate market.

Title Insurance

With experienced real estate attorneys across our footprint, Goldberg Segalla has significant experience advising and defending both owners and lenders under title and other insurance policies. Our attorneys routinely handle matters involving:

Title and priority issue litigation concerning property line disputes, mechanic's liens, easements, notices of pendency, and adverse possession claims

Bona fide purchaser and encumbrancer status

Mortgage fraud, fraudulent real estate conveyances, and forgeries

Equity analysis surrounding mortgages, property liens, and subrogation

Property conveyance negligence actions

Incorrect, invalid, and unrecorded mortgages, home equity lines of credit, and deeds

Diminution in value analysis

Survey and property description errors

Lender underwriting procedures and title agent's due diligence

Bankruptcy proceedings involving motions to lift stays and advisory proceedings

Real estate transfers under the Religious Corporations Law, membership agreements, partnerships, and not-for-profit corporations

In rem tax proceedings and foreclosure sales

Lobbying efforts to resolve issues with prior governmental properties

Coverage investigation, response, recoupment, and litigation

Expert opinions in bad faith litigation

To advise clients on a wide range of property disputes, Goldberg Segalla's real estate team relies on its intimate knowledge of title insurance claims, the intricacies of owners' and lenders' policies, and the real property laws.

Tax Certiorari Proceedings

Goldberg Segalla's real estate team has handled many tax certiorari matters, achieving successful results for municipalities across multiple jurisdictions. We routinely oversee property tax certiorari matters for municipalities involving Real Property Tax Law (RPTL) Article 7 and Small Claims Assessment Review (SCAR), and have appeared before the court in precedent-setting cases impacting BAR and SCAR proceedings, as well as often-cited matters on property assessments.

Our tax certiorari team's experience includes:

- Defending challenges to assessments of commercial properties, including office buildings, strip malls, restaurants, major national retail stores and pharmacy chains, storage facilities, funeral homes, law offices, warehouses, auto dealerships, and glass repair and oil change shops

- Defending challenges to assessments of residential properties, including apartment complexes, condominiums, and homes

- Managing claims involving arbitrary, capricious, erroneous, and illegal actions that purportedly resulted in a selective re-assessment

- Disputes involving payment in lieu of taxes and assessments, secured tax liens in bankruptcy proceedings

- Working with municipality counsel to protect secured tax liens during debtor bankruptcy court proceedings

- Assisting municipality counsel with assessments on senior living and other residential facilities, including Civil Practice Law and Rules Article 78 proceedings in relation to selective re-assessment claims

- Advising municipalities on RPTL implications for property sales, BAR challenges, and more

Additional Real Estate Law Experience

Our team also has significant experience representing landlords and tenants in both commercial and residential eviction proceedings. We routinely handle lease disputes and help parties avoid related litigation, and we assist families, partnerships, and corporations with partitioning land during division-of-asset proceedings. In addition, our attorneys have significant experience representing condominium and homeowner's associations in matters involving declarations and by-laws in the context of foreclosure and specific performance proceedings.

WHITE-COLLAR DEFENSE AND GOVERNMENT INVESTIGATIONS

Goldberg Segalla's White-Collar Defense and Government Investigations team routinely represents individuals and corporations facing a broad range of complex government investigations, internal investigations, regulatory issues, enforcement proceedings, and civil and criminal litigations.

Comprising former prosecutors, leading trial lawyers, former government officials, and former

Congressional staffers, our team has represented clients in disputes throughout the United States and around the world in both federal and state courts. We also have experience handling regulatory and administrative matters before multiple federal and state authorities, including the U.S. Department of Justice (DOJ), the Securities and Exchange Commission (SEC), the Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), and the Office of the Attorney General for the State of New York.

With offices in the main financial centers around the U.S., as well as strategic relationships throughout the world, we recognize the nuances and complexities of increasingly globalized enforcement regimes. We have experience in dealing with international regulators such as the Serious Fraud Office in the UK, extradition treaties, international forfeiture of assets, and cross-border information sharing.

We use our relationships and legal skills to find proactive solutions that mitigate risk, and when government investigations, inquiries, and enforcement actions are initiated, our lawyers offer comprehensive strategies to respond to these requests for information. When investigations and inquiries are anticipated, we assist companies in managing the process to ensure proper document preservation, review, and production, as well as conduct related forensic analysis and employee interviews to ensure the integrity of all document collection.

When inquiries and investigations develop into enforcement actions, indictments, or civil litigations, we formulate thorough, multi-faceted strategy with our clients and zealously defend against the charges and allegations. Our attorneys have counseled clients and secured victories in cases involving allegations of:

- Public corruption
- Consumer fraud
- Deceptive business practices
- Securities fraud and insider trading
- Health care fraud
- Insurance fraud
- Criminal and civil antitrust violations
- Violations of the Investment Company Act and the Investment Advisers Act
- Violations of the Foreign Corrupt Practices Act and other anti-bribery statutes
- Violations of the Robinson Patman Act
- Violations of U.S. Treasury regulations
- CERCLA violations and other environmental compliance
- Tax evasion
- Money laundering
- Mail and wire fraud

Our White-Collar Defense and Government Investigations practice draws strength from collaborating with teams across Goldberg Segalla's broad capabilities, including OSHA and Worksite Safety , Appellate, and Constitutional Law and Civil Rights . Clients facing enforcement proceedings, criminal actions, cross-border investigations, and general compliance issues benefit from this depth of experience from our lawyers who handle these matters around the U.S. and the world.

Regulatory Compliance

Goldberg Segalla provides sophisticated corporate, finance, litigation, and regulatory services for a variety of health care, insurance, and financial services companies. Our attorneys rely on decades of experience to provide forward-thinking solutions for businesses operating in today's complex regulatory environment.

FCPA and Anti-Corruption Compliance

Our team of former government officials and compliance attorneys offers clients a comprehensive anti-corruption compliance solution. We advise on specific prospective transactions, as well as general compliance with multiple, complex features of the FCPA and the UK Bribery Act, and the interplay of those laws with domestic anti-bribery laws.

The White-Collar Defense and Government Investigations team also has experience assessing internal compliance programs and creating compliance policies and presentations for both domestic and foreign companies. We also advise clients on the development and implementation of internal compliance programs to reduce the risks of a violation of anti-corruption statutes.

Internal Investigations

Goldberg Segalla regularly conducts discreet and comprehensive internal investigations for public and private companies, and their boards of directors, relating to allegations of misconduct, malfeasances, and violations of the law — including possible violations of internal controls and anti-corruption laws. This practice includes forming an internal investigation team, conducting interviews, gathering documents, and counseling clients on the findings of the investigation. We frequently counsel clients on issues that arise during internal investigations, including the benefits and drawbacks of whether to voluntarily disclose information to federal agencies such as the DOJ and the SEC.

STARTUP SERVICES

One year. One flat fee. All the time and peace of mind you need.

Goldberg Segalla began with seven attorneys, one vision, and enough spare wood and sawhorses to build the makeshift desks where the firm was born. Today, we're the fastest-growing law firm headquartered in the U.S., with a team of more than 350 accomplished attorneys practicing at the forefront of a wide range of fields, from sports and entertainment to toxic torts, retail, cybersecurity, employment law, and more. Most importantly, we've never wavered in our commitment to our founding principles of collaboration, professionalism, diversity, and creative client-driven service. These principles have fostered long, productive relationships with clients ranging from established multinational corporations to startups that have grown — like us — into game-changers.

That's why Goldberg Segalla offers startups a flat fee for their first year in business.

From corporate formation and financing to leasing, transactions, and intellectual property, we'll cover your legal needs while you get your fledgling business out of the nest and into the marketplace. And, as a firm that counts some of the world's largest and most successful industry leaders among our clients, we'll be ready to grow with you, every step of the way.

Our services — an investment in your success.

No matter the field, beginning a new business venture means going up against established competitors with deep pockets. Startups face financing challenges, risks associated with data breaches and new

technologies, and even employment concerns. They struggle to protect their intellectual property as well as defend against predatory litigation that established brands use to bleed out new competitors.

As a startup that's grown organically, we're proud to offer a full range of business services that we can tailor to any client's unique situation, accounting for short-term needs, long-term objectives, and the bottom line.

BUSINESS FORMATION, FINANCING, AND GENERAL COUNSEL

- Review of business plan and assistance in determining capital requirements
- Selection of business entity (LLC, S Corp, C Corp, or partnership)
- Formation and organization of LLCs, corporations, and partnerships
- Assistance with the search for investment capital, including seed and angel financing
- Communications with investors and negotiations with potential private equity/venture capital partners or purchasers
- Set up of capital structure
- Introductions to experienced professionals who can assist or answer questions on accounting, insurance, and marketing
- Advising on executive compensation issues (bonus programs, stock options, phantom stocks, etc.)
- Strategy for eventual sale or initial public offering of securities
- Mergers and acquisitions

TRANSACTIONAL

- Review and negotiation of leases for office, manufacturing, and warehouse space
- Drafting and negotiation of contracts required for business operations
- Drafting of standardized forms used for high-volume transactions (e.g., purchase orders, forms used for acknowledgement and processing of orders, warranties, and service agreements)
- Private placements of securities
- Borrowing transactions with banks and private lenders

INTELLECTUAL PROPERTY

- Filing and advising on patents, trade secrets, trademarks, and copyrights
- Advising on cease and desist letters and other intellectual property-related communication from competitors
- Licensing and portfolio management
- Litigation of intellectual property disputes and representation of clients before the U.S. Patent and Trademark Office and International Trade Commission

EMPLOYMENT AND LABOR

- Drafting and negotiation of employment agreements and non-competition agreements
- Drafting and negotiation of agreements regarding ownership of inventions, patents, or other types of intellectual property developed by an employee

Drafting compensation, paid time off, family leave, benefits, and other policies and documents
Human resources counseling and training
Ensuring compliance with the Age Discrimination Act, Americans with Disabilities Act, Fair Labor Standards Act, Family and Medical Leave Act, Occupational Safety and Health Act, and other laws and regulations
Representation before the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration, and the New York State Division of Human Rights, as well as in state and federal courts
Counsel on evolving issues including employee social media use and employment-related cyber risks such as data leaks and breaches

RISK AND LITIGATION AVOIDANCE

Identifying corporate and securities laws pertinent to your business
Development of policies and procedures to effect compliance in day-to-day business operations
Development of Product Safety Committees and Product Liability Prevention Programs
Counsel on international regulatory standards

CYBER RISK

Data security counsel and training
Data privacy regulatory guidance
Policy and contract guidance
Technology use and social media counseling
Data breach coaching, response, and crisis management
Breach-related litigation and class action defense

Serving the next generation of startup success stories

We work for companies, industries, and people that matter to us. It takes more than knowledge, reach, and resources to provide the service a startup company needs to succeed — it also takes understanding. We work hard to earn that understanding. We're interested in your business and invested in your success — and that approach makes us more effective advocates. In a long-term relationship with Goldberg Segalla, you can count on cost-efficiency, flexible fee structures, and creative solutions to help you in your earliest stages, as well as the deep and extensive experience to handle new needs as you grow.

To learn more about what our startup can do for yours, contact:

Michael J. Gallagher | mgallagher@goldbergsegalla.com | 716.710.5808
Laura A. Colca | lcolca@goldbergsegalla.com | 716.710.5840