



PRACTICE GROUP CHAIRS

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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, divestitures, 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.