

## Corporate & Business Law

Our Corporate & Business Law practice group is comprised of business attorneys who have experience and expertise in advising and assisting with company and individual transactions and legal issues. We act as a trusted advisor to business owners, entrepreneurs, investors, and companies in many stages and contexts, from closely-held companies, start-up, and early-stage ventures, to mid-stage and well-established domestic, international, and publicly traded companies. Our clients look to us to assist them with the legal issues they face, from contract drafting and review, to obtaining financing, to growth and development initiatives (including buying and selling businesses), and routine day-to-day legal issues.

We take pride in our longstanding relationships with many business clients, and offer them guidance at every stage in the life of their business, including:

- Selection and formation of business entity
- Due diligence Investigations
- Stock or Membership interest purchases and sales
- Asset purchases and sales
- Contract drafting, review and negotiation
- Master Services Agreements and Service Agreements
- Supply, Manufacture, and Distribution Agreements
- Agreements among equity stakeholders, including Operating Agreements and Shareholders Agreement
- Buy-Sell Agreement and succession planning matters
- Joint ventures and new business Initiatives
- Independent Contractor and Employment Agreements
- Drafting, review, and negotiation of investment documents, including Private Placement Memoranda and Subscription Agreements
- Executive employment transition, including Severance Agreements, Separation Agreements, and C-Suite level agreements
- Executive compensation matters
- Licensing Agreements
- Redemption of business interests
- Dissolution and disposition of businesses and assets

We represent clients across a broad spectrum of regulated and non-regulated industries. Through a collaborative approach we gain a deeper understanding of our client's business, the particular needs of its industry, and the impact of changing markets. Together we identify our client's short and long-term goals and develop implementation strategies to help attain those goals. Industries in which we represent clients include:

- Accounting
- Alternative Energy
- Architecture
- Banking
- Cannabis and Cannabidiol
- Commodities and Raw Materials
- Construction
- Consumer Goods
- E-Gaming
- Energy
- Engineering
- Environmental Services
- Financial Services
- FinTech
- Food and Beverage
- Healthcare
- Heavy Equipment and Machinery
- Higher Education
- Hospitality
- Investment Advisory
- Life Sciences
- Manufacturing
- Pharmaceuticals
- Physician Practices

- Real Estate
- Securities Monitoring
- Telecommunications
- Waste and Waste Water

## Representative Matters

Our firm is proud of the results it has achieved for clients, some of which are noted here. Of course, each legal matter is unique on many levels, and past successes are not a guarantee of results in any other pending or future matters.

- Represented a national security company in a closing of a \$195 million asset-backed credit facility with a private equity group of funds
- Represented a national services company in a closing of an asset-backed credit facility of \$100 million
- Represented a national retail goods importer and distributor in the sale of its assets
- Represented a NJ builder/developer in the financing of the construction of a new office building
- Represented a hedge fund management company in a joint venture purchasing asset-backed bond portfolios
- Represented a NJ grocery chain in the purchase of another NJ location
- Represented a national defense contractor in the sale of specified assets
- Represented a utilities authority in the financing and implementation of a hydroelectric facility
- Represented several medical practices in the organization of the company ownership documentation in several sales of the medical practices
- Obtained favorable appellate decision in matter of first impression concerning net book value partnership buy-out valuation and related unconscionable value claims.
- Served as outside general counsel to the world's largest high speed passenger ferry. Addressed terminal licenses, landing leases, governmental regulatory processes, and related routine legal issues as well as acquisition and financing transactions.
- Represented a hedge fund against the trustee and securities administrator of a residential mortgage-backed securities ("RMBS") trust before the New York Appellate Division, First Department. The case concerned an issue of first impression—whether a no-action clause that requires securities-holders in an RMBS trust to obtain the permission of their fellow securities-holders before suing applies to claims seeking to enforce the right to receive payment on the securities.
- Representing major beauty supply product company in corporate and collection matters.

- Represented an SEC registered investment adviser in connection with the sale of substantially all of its assets to an unaffiliated SEC registered investment adviser.
- Represented a new subsidiary of a privately held large federal chartered banking institution in connection with its acquisition of an SEC registered investment adviser and its entry into the fee-based investment management sector.
- Represented a multi-state professional engineering and architecture firm in the sale of its equity to a public company purchaser.
- Advised the owner of an environmental services, engineering and remediation company in the sale of their stock for a combination of cash, equity and post-closing employment. Included in the sale were company subsidiaries involved with workplace training and fleet vehicle maintenance services.
- Represented two related companies involved in providing services and materials to the special event and construction industries in their internal reorganization and subsequent sale to a third party buyer for a value of approximately \$22.5 million.
- Represented the ownership group of a genetic counseling and life sciences company in their company merger with an institutional healthcare technology company for a combination of cash, promissory notes and equity.
- Represented the exclusive supplier of baked goods to a national restaurant chain in the drafting and negotiation of a long-term Supply Agreement.
- Represented a medical device manufacturer in the drafting and negotiation of a Distribution Agreement with an international distributor.
- Represented C-Suite Executives in their separation and employment negotiations, compensation discussions and onboarding.
- Represented a national pharmaceutical service provider in its negotiation of Master Services Agreements, Project Agreements, Statements of Work and Project Agreements with multiple domestic and international pharmaceutical manufacturers.
- Represented a national insurance company in its structuring, negotiation and documentation of a joint venture with their competitor targeting a new market for both parties.
- Advised a medical device manufacturer in connection with company structuring, capital raising activities and relationship agreements.
- Represented a company ownership group in their succession to the next generation of related and unrelated owners.