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## *Business Law*

### *Business Lawyers with Deep Experience in Corporate, Commercial, and Technology Matters*

Our business attorneys bring decades of real-world experience to helping companies find practical solutions to complex legal issues. In our business law practice, we focus on mitigating our clients' legal risks while helping them make strategic decisions that drive their businesses forward.

Our business clients range from entrepreneurs to large, publicly traded corporations. We represent entrepreneurs and companies at all stages of the business lifecycle—from entity formation through acquisitions and other dispositions. When necessary, we also represent clients in litigation and alternative dispute resolution (ADR) proceedings, in which we take the same business-minded, cost-conscious approach to protect our clients' interests.

## Our Business Law Practice

We represent entrepreneurs, start-ups, middle-market companies, large corporations, and charitable organizations in the following types of legal matters:

### Entity Formation & Counseling

Choosing among the various entity structures that are available requires a critical assessment of multiple business, legal, financial, and tax-related considerations. We guide our clients through the entity-selection process, and help our clients choose not only the most appropriate entity type but also an appropriate jurisdiction for the new entity. Our business lawyers assist clients with the formation of all types of entities, including:

- C-corporations and S-corporations
- General partnerships (GPs) and limited partnerships (LPs)
- Limited liability companies (LLCs) and professional limited liability companies (PLLCs)
- Limited liability partnerships (LLPs) and limited liability limited partnerships (LLLLPs)
- Professional corporations (PCs) and professional associations (PAs)

### Entity Acquisition, Disposition & Financing

We represent buyers, sellers, investors, lenders, and other clients in all types of acquisition, disposition, and financing transactions. This includes asset and stock sales as well as mergers, venture capital, angel investments, and debt financing transactions. In every transaction, we tailor our representation to our client's goals and the scope of the deal. We focus on proactively addressing potential issues in order to prevent unnecessary closing delays.

### Board of Directors & Governance Matters

We represent business entities as well as directors, shareholders, partners, members, and other individuals in governance-related matters. This includes the initial drafting of bylaws, shareholder agreements, partnership agreements, membership operating agreements, and other governance documents, as well as ongoing recordkeeping and compliance. We also represent clients with regard to the issuance and transfer of ownership shares, preparation of amended and restated governance documents, resolution of disputes between directors and owners, and resolution of other governance and control-related disputes.

## Partnership Agreements

Our business lawyers have represented numerous clients in the drafting and negotiation of partnerships for GPs, LPs, LLPs, and LLLPs. This includes providing representation for the partnership entity as well as representing individual partners. We also provide representation for partnership agreement amendments, the sale and transfer of partnership interests, and all other partnership transactions.

## Contracts

Contracts are the lifeblood of any business. Our attorneys also represent clients in transactions involving all types of business and commercial contracts. We have represented clients in Maryland, Virginia, Washington, D.C., and beyond with respect to the drafting and negotiation of:

- Real estate leases
- Professional services agreements
- Supplier and vendor contracts
- Contractor and subcontractor agreements
- Employment and independent contractor agreements
- Technology licensing and managed services contracts
- Licensing, franchising, and intellectual property-related agreements
- Debt and equity financing agreements (including agreements with outside investors)
- Vehicle and equipment leases (including TRAC leases)

## Charitable Organizations

In addition to representing for-profit businesses, we also have experience representing charitable organizations.

We assist our charitable organization clients with all aspects of governance, compliance and contracting, including obtaining not-for-profit status, accepting donations, contracting with vendors and other third parties, and maintaining corporate records.

## Corporations, LLCs & Partnerships

We represent corporations, LLCs, and partnerships well beyond the initial stages of formation and capitalization. In addition to providing ad hoc representation for specific corporate, LLC, and partnership matters, we also serve as outside general counsel to many of our business clients. In this role, we work closely with our clients' key stakeholders, and we use our knowledge of our clients' operational and corporate structures to anticipate potential legal issues and offer proactive solutions that mitigate the risk of litigation.

## Employment Law

Employment law issues can present challenges for companies of all sizes. We provide comprehensive employment law representation for our business clients—from drafting company policies and employment agreements to responding to allegations of workplace harassment and discrimination. Our lawyers are familiar with the state and federal laws that govern workplaces in Maryland, Virginia, Washington, D.C., and other jurisdictions, and we routinely counsel and represent employers with regard to matters such as:

- Drafting and negotiation of employment agreements
- Drafting and negotiation of independent contractor agreements
- Drafting and implementation of employment policies
- Drafting and negotiation of severance agreements
- Background checks, interviewing, and hiring practices
- Compliance with the Family Medical Leave Act (FMLA)
- Compliance with the Americans with Disabilities (ADA), Age Discrimination in Employment Act (ADEA), Title VII, federal anti-discrimination statutes, and other applicable laws
- Wage, hour and labor law issues
- Health insurance, paid time off (PTO), and other benefit policies
- Workplace harassment and discrimination claims
- Equal Employment Opportunity Commission (EEOC), Maryland Commission on Civil Rights (MCCR),

## Computer, Software & Technology Law

Within our business law practice, several of our attorneys have particular experience in computer, software, and other technology-related transactions. We represent technology owners, service providers, and companies seeking to acquire technological resources and support for operational use, data, and systems security, and other business-related needs. We work with entrepreneurs in the technology sector, software developers, and other players in the tech world. Transactions in this sector present unique legal risks and practical considerations for companies on both sides, and our attorneys rely on their extensive experience in technology-related transactions to help clients negotiate favorable terms regarding issues such as:

- License scope and permitted uses
- Software customization, feedback, and beta testing
- Access to software updates and modifications
- Support services and managed services
- Service level agreements
- Remedies for breach of payment and performance obligations

## Insurance Coverage Issues

Our attorneys have many years of experience reviewing complex insurance documents and advising clients as to whether coverage exists under a given insurance policy. We are also experienced with litigating insurance coverage disputes should the need for litigation arise.

## Consulting Agreements

Our attorneys regularly advise consultants with respect to the best legal and business practices for their consulting businesses. We routinely prepare and negotiate consulting agreements. When necessary we engage in litigation with respect to consulting agreements and services provided by consultants.

## Contact



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