

## Attorneys

Mark J. Malaspina

Russell J. Blair

Domenico Zaino

Nicole S. King

John R. Horvack

Thomas R. Candrick, Jr.

Vincent Farisello

Michael P. Sweeney

Richard L. Street

Matthew H. Gaul

Jeffrey R. Houle

Kevin G. Palumberi

Patrick J. Hanna

Ann H. Zucker

Joseph L. Kinsella

D. Charles Stohler

Joseph Dornfried

Arthur G. Schailer

Susan L. Henebry

Gregg T. Burton

### Your life-cycle legal counsel

Carmody has been advising individuals, public and privately held companies, governmental entities and non-profit organizations on business matters for more than a century. With deep roots in the business community, we are known for bringing practical guidance and creative solutions to the most complex business issues.

With a wide range of industry experience in banking, manufacturing, national and international distribution, energy and utilities, health care, and professional services, we guide you through all stages of the business life-cycle including:

- Business formation and incorporation
- Commercial real estate
- Corporate governance
- Debt and equity financing
- Export controls
- Joint ventures (domestic and cross-border)
- Litigation
- Mergers and acquisitions
- Regulatory issues
- Tax

### Mergers, Acquisitions & Joint Ventures

#### Gain an edge in complex transactions

Carmody represents buyers and sellers from all over the world --from entrepreneurial start-ups to large multinationals -- in a variety of public and private company mergers, acquisitions, divestitures and strategic joint ventures. Our integrated, hands-on team of lawyers has experience in virtually every form of M&A deal involving technology, service, manufacturing, energy, utility and other regulated businesses, as well as governmental entities and community-based, non-profit entities.

#### Dedicated to deal-making

Clients regularly call upon us for advice and counsel regarding a variety of business transactions and relationships, including the formation of corporations, partnerships, limited liability companies, joint ventures and other forms of entities, as well as for ongoing advice regarding governance and operational issues. Our work spans acquisitions and sales of businesses, from the initial business discussions, through participation in auctions, subsequent negotiations, preparation of transaction documents,



filings under the Hart-Scott Rodino Act and closings.

### **Experienced in public company transactions**

We have substantial experience representing publicly-traded clients under the Securities Act of 1933 and the Securities Exchange Act of 1934, including preparation of offering material and registration statements, representation of underwriters in the negotiation and preparation of underwriting agreements, agreements among underwriters and other documentation. Under the Securities Exchange Act of 1934, we have represented issuers in connection with the preparation and filing of annual, quarterly and monthly reports and have advised issuers regarding public disclosure of information, representation of broker dealers in connection with registration and reporting requirements and various compliance issues.

## **Project Development & Finance**

### **Practical and creative advice that keeps projects moving**

Carmody offers a fully integrated legal team with a breadth of experience to effectively and efficiently address the many complex issues associated with project development and finance. Whether your project is conventional or cutting-edge, you can rely on our strategic counsel to achieve your project goals:

- Equity structuring
- Permitting
- Contracts
- Restructuring and refinancing of projects
- Project mergers, acquisitions, and dispositions

With particular experience in project development and financings in the power, brownfields, water and waste treatment, and commercial real estate sectors, we have the knowledge and experience to complete your project successfully and efficiently.

## **Corporate Governance**

### **Developing best practices for compliance**

Effective corporate governance today requires a proactive, holistic approach from a legal team that has broad knowledge of the complex regulatory landscape. Carmody has the experience that matters, from Dodd-Frank to Sarbanes-Oxley to the full spectrum of federal and state legislation affecting corporate obligations.

We represent public and private companies and their directors and officers in connection with all aspects of corporate governance. Leveraging the firm's full strength across all practice areas, we work with clients to develop responsible business practices that minimize risk, promote a culture of compliance, and meet the needs of audits, investigations and lawsuits.

Our corporate governance and compliance activities include:



- Compliance with the Sarbanes-Oxley Act and Other U.S. and Non-U.S. Governmental and Self-Regulator Organization Requirements
- Counseling Boards, Independent Directors and Standing and Special Board Committees
- Disclosure Matters
- D&O Insurance and Indemnification
- Internal Investigations
- Internal Investigations
- SEC and Other Regulatory Enforcement Proceedings

## Divestitures & Privatization

### Bridging gaps, breaking boundaries

Privatization is a globally recognized strategy for streamlining the public sector and promoting economic development. In this rapidly developing sector, Carmody represents both sellers and buyers in many public and private divestitures, including the leveraging of public and quasi-public assets through privatizations.

With an interdisciplinary approach, we staff these complex transactions with lead attorneys who have particular industry and geographical expertise to efficiently manage every aspect of the transaction, from due diligence to operating contracts to financing.

## Creditor Rights & Counseling

### Preserving corporate value for you and your stakeholders

Carmody represents creditors in bankruptcy cases, insolvency proceedings, and out-of-court workouts and restructurings. Drawing upon the experience of a multidisciplinary team, we represent your interests throughout the bankruptcy process, from pre-bankruptcy workout stage through bankruptcy trial proceedings to plan preparation and confirmation, as well as bankruptcy-related litigation and the acquisition of distressed debt and assets.

## Municipal & Government

### Inside the halls of government

Carmody has a long history of serving as general and special counsel to Connecticut government entities, including state and local economic development agencies, state financing authorities, universities, cities, towns and municipal authorities.

Our vast experience encompasses:

- Assessments and Taxation
- Economic Development



- Environmental Matters
- Freedom of Information Act
- Intermunicipal Relationships
- Labor and Employment
- Land Acquisitions
- Land Use
- Litigation
- Municipal Finance/Bond Counsel
- Municipal Operation
- Open Space
- Privatization
- Public Construction Projects
- Public Safety
- Solid Waste Management
- State/Municipal Relationships
- Title Examination and Resolution of Title Issues
- Transportation
- Water/Sewer
- Wetlands

## Tax Exempt Organizations and Nonprofits

### Advancing your mission

Carmody represents public charities, community foundations, private foundations and other tax-exempt organizations. We provide advice on the formation of tax-exempt organizations, apply for recognition of tax-exempt status and advise on operational and governance issues. After formation, we typically continue to serve as legal advisors to these organizations and assist with fulfillment of their mission and objectives, as well as compliance matters and preservation of the organization's tax exempt status.

## Privacy & Data Security

### We know what's at stake in data

In this Information Age, sensitive information can easily be compromised and privacy violated. As new and more rigorous federal and state regulations emerge, the reputational and strategic risk of a data breach is greater than ever before. Businesses need to be vigilant in understanding what's at stake in the areas of privacy and data security.

### Reducing risk, protecting brands

Carmody helps companies navigate the increasingly complex environment surrounding the collection, use and protection of corporate and personal data. Our integrated legal team understands the risks and benefits of the



technologies of the digital economy, such as social media, the cloud, and smartphones, and we can help you protect your brand.

We learn what sensitive information is a part of your business and how it is used. Armed with that knowledge, we develop customized policies and practices to help you avoid costly data breaches and privacy violations. We also ensure that contractual arrangements protect the integrity, availability and security of sensitive information. In the event sensitive data is lost or misappropriated, we work with you to mitigate potential exposure by managing required reporting to regulators, communicating appropriately with affected individuals, and, when necessary, by litigation.

## **E-Commerce & Information Technology**

### **Advancing the technology economy**

The digital age has transformed the way we conduct business today. From communications to commerce, businesses encounter new technology frontiers every day. With such continuous change comes new challenges, and companies need lawyers who are at the forefront of this ever-changing industry.

### **We talk tech**

Carmody attorneys have years of diverse experience addressing the distinct needs of the global technology markets. With a multidisciplinary approach, we help clients to operate successfully in today's tech-driven environment. We apply our business insights and legal skills to myriad matters:

- Developing and financing startups and emerging companies
- Protecting intellectual property
- Negotiating agreements with business partners
- Advising clients on trade, antitrust, securities and employment issues