



## Practices & Industries

# General Counsel Services

## Overview

There is no substitute for access to hands-on, practical legal advice when you need it, especially coming from a lawyer who knows your business and your industry. Day Pitney General Counsel (DPGC) Services adds to your management team an experienced legal counselor who has been in the business trenches, often in your industry. We have assembled a diverse team of attorneys who have served in general counsel and senior legal positions and as owners and executives of private and public companies, funds, and investment banking firms. Armed with this real-world industry experience, your DPGC will devote the time to learn your business and will be backed by the broad legal capabilities of Day Pitney.

### Cost-Effective

Utilizing a DPGC as your legal point person typically will cost you less than hiring a full-time lawyer of comparable experience or having the range of general counsel services provided through a traditional law firm arrangement. Your cost and the scope of the engagement can be scaled to meet your budget and needs.

### Value Added to Your Business

Your DPGC becomes an integral part of your business team, available for consultation and counsel whenever your business requires. Consistent, long-term involvement in your business allows your DPGC to identify key legal issues before they become problems, discuss them with you and manage legal and other resources to help resolve them.

### Scope of GC Services

The specific list of services will be tailored for your business and to its needs. Your arrangement would address legal issues across the broad range of subjects that an active business like yours encounters, such as:

- Corporate governance and compliance oversight
- Risk management oversight
- Routine contract negotiation, drafting and administration
- Routine banking documents
- Routine commercial real estate leases
- Employment law counseling
- Senior management compensation arrangements/agreements
- Routine business registration and licensing requirements
- Routine regulatory requirements, reports, inquiries and inspections
- Intellectual property counseling
- Pre-litigation/arbitration dispute resolution counseling
- Participation in shareholder and board meetings
- Participation in strategic meetings as requested
- Supervision/evaluation of local or special counsel
- Access to domestic and international lawyer networks

### Pricing Options

DPGC services are priced to encourage early and frequent access to legal advice on the core issues that face your management team, so that your DPGC can assist in evaluating opportunities and threats and in developing alternative strategic responses and tactical legal action plans.

- **Annual Fee:** A fixed annual fee, payable monthly, covers all of your basic DPGC services. Purchase of legal services *a la carte* is also an option.
- **Legal Needs Assessment:** Your DPGC will conduct an initial legal needs assessment, following which we determine, with you the right scope of GC services for your business and annual fee. We'll periodically review with you the scope of services and fee to determine whether adjustment is appropriate.

### **Out-of-Scope Services**

When your business encounters nonroutine legal challenges—such as an acquisition or merger, major asset divestiture, financings, fundamental financial or structural reorganization, sale of the business, or significant litigation—your DPGC, armed with an intimate knowledge of your business, is ready to help you assemble the right team of financial, legal and other advisers to help you address and manage the challenge.

### **Arranging and Pricing Out-of-Scope Services**

Your DPGC will help you evaluate and select the best option for you. If it makes sense, Day Pitney LLP will provide the additional services (e.g., for acquisitions or complex litigation) at standard hourly rates or under an agreed-upon alternative fee arrangement that suits your needs in the circumstances and is designed to manage the related legal spend with as much certainty as possible.

Your DPGC, however, may often recommend using other counsel for transactions or litigation requiring specialized experience (e.g., import/export or customs matters), for routine legal functions that can be performed economically by others (e.g., most property tax appeals), or for situations in which jurisdictional familiarity is desirable (e.g., litigation in Texas, California or the United Kingdom). Your DPGC will help negotiate the fee arrangement that is right for you and then manage the legal effort on your behalf.