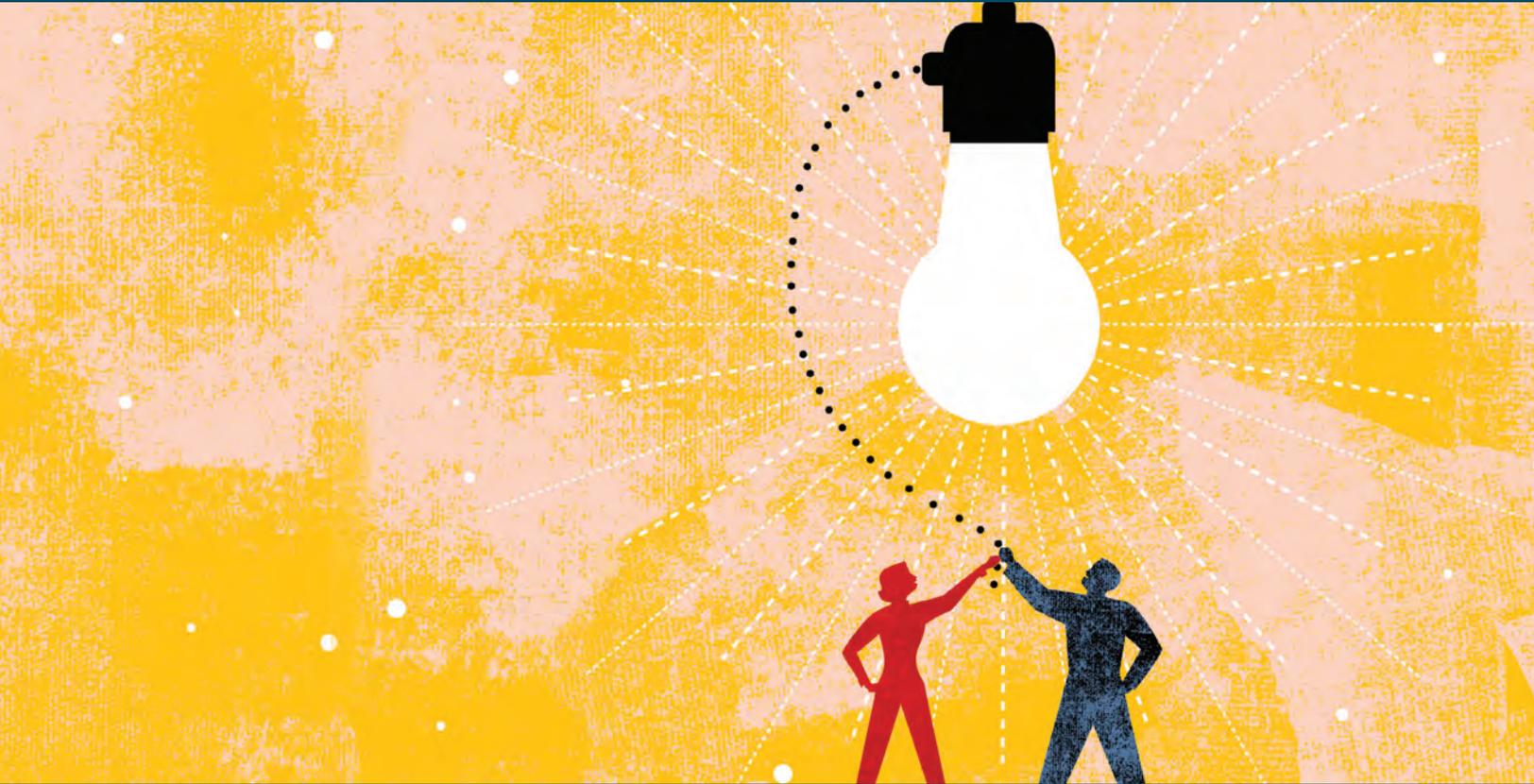


ANNUAL REPORT
2016 - 2017



Pulling Together

PULLMAN
& COMLEY LLC
ATTORNEYS

Succeeding Together



Letter from the Chairman

As I composed this letter, I realized how quickly 2016 passed, filled with many rewarding moments, some challenges and ample opportunities to represent clients with complex legal issues. This report shares the stories behind our team of talented professionals and highlights several of the strong partnerships we have developed with our clients.

The past year has been an exciting time of growth for Pullman & Comley. We added twelve attorneys to our firm, significantly expanding our capabilities in health care, corporate and family law. We moved into new and larger space in Stamford, growing our footprint in lower Fairfield County, and continued to build our presence in New Haven through a shared working environment at The Grove.

We have been involved in many innovative projects, helping our clients capitalize on opportunities in new technology and alternative energy, and facilitating developments that are renewing our cities. In addition, we have become an integral part of Connecticut's effort to attract international investment to the state. These and other stories are detailed in the pages that follow.

For all the changes that we have seen in recent months, one thing is certain - there is more change to come. Throughout our firm's nearly 100-year history, we have prided ourselves on helping our clients stay ahead of legal developments, acting as true business partners and creative



problem solvers. You can count on us to offer practical, actionable advice on navigating what lies ahead.

Over the past year we have continued to be a leader in promoting the importance of diversity, both in the legal realm and in the larger business community. Like you, our clients, we recognize the value that a range of perspectives and experiences brings to the workplace and society as a whole. We are proud to be among the original signatories of the Connecticut Bar Association's pledge to advance diversity and inclusion, and to serve

as an example to our peers.

At Pullman & Comley, inclusiveness is an essential part of our firm's fabric. We are not just colleagues; we are partners and friends, and while our firm has grown, that has remained a constant. We feel the same way about our clients. Our spirit of collaboration and culture of "Pulling Together - Succeeding Together" means that you always have access to the right team and the best that our firm has to offer. We look forward to continuing to work with you and contributing to your success in the months and years ahead.

A handwritten signature in black ink, reading "James T. Shearin". The signature is fluid and cursive, written over a light grey background.

JAMES T. SHEARIN
CHAIRMAN
PULLMAN & COMLEY, LLC

Strategic Growth

During the past year, we added new talent in the areas of health care and corporate law.

WELCOMING THE JEFFERS COWHERD TEAM

Firm Strengthens our Health Care and Corporate Law Practices

In October 2016, Pullman & Comley welcomed the attorneys from the former Jeffers Cowherd P.C., a law firm serving clients from multinational companies to entrepreneurial start-ups and nonprofit organizations. The new attorneys expand our capabilities to serve clients, particularly in corporate law and health care, and also bring to the firm an established marketing, advertising and entertainment law practice, as well as additional resources in labor and employment, education, investment management, cybersecurity and data privacy.

Karen A. Jeffers and **Stephen M. Cowherd** joined us as members of the firm. Karen has more than 30 years of experience working with clients in the health care and marketing and advertising industries, and is among a select number of leading advertising and marketing communication attorneys in the country chosen by the American Association of Advertising Agencies as a recognized legal consultant. Her general corporate and business law practice spans from mergers and acquisitions to corporate governance and employment law, while her health care experience includes transactions, hospital operations, health insurance exchanges and drafting health care legislation. Steve focuses his practice in the areas of health care and administrative law. For more than 20 years, he has represented clients



Featured in photo, from left to right: Amy E. Murray, Karen A. Jeffers, Russell F. Anderson, Stephen M. Cowherd, Karen P. Wackerman and Margaret A. Bartiromo.

before regulatory agencies and advised health care providers on issues including compliance with fraud and abuse laws, Medicare and Medicaid enrollment and reimbursement and patient rights. His broad experience also includes hospital and medical practice mergers and acquisitions, hospital-physician joint ventures and health system reorganizations.

Karen P. Wackerman and **Margaret A. Bartiromo** joined the firm as counsel. Karen is a business and finance attorney who practices in corporate law, investment management regulation and health care law. Margaret possesses broad experience in labor and employment law and counsels clients on such matters as wage and hour issues,

employment policies and manuals, discrimination and separation agreements, and advises health care providers on a range of business, governance and regulatory matters.

Two associates also joined the firm: **Russell F. Anderson** is a business and finance attorney who serves clients in the market research, marketing/advertising, technology, pharmaceutical, medical device and health care industries; and **Amy E. Murray** advises health care clients on issues relating to compliance with HIPAA, the Patient Protection and Affordable Care Act, Medicare and Medicaid, and has experience in general corporate and education law.

Strategic Growth — Health Care

Our health care clients work with a dedicated, knowledgeable team that understands the complicated ways in which the industry operates.

A POSITIVE TREND IN HEALTH CARE

Ambulatory Surgery Centers

During the past year, our new health care attorneys were at the forefront of representing clients in mergers and acquisitions as well as in a host of regulatory matters in the ever-growing ambulatory surgery center sector.

- We worked on the certificate of need (CON) proceedings and sale of an ambulatory surgery center to Merritt Healthcare and a group of physician investors in Bloomfield, CT.
- We represented a diverse group of 23 specialists investing in the Waterbury-based Naugatuck Valley Ambulatory Surgery Center in another deal in which Merritt



Healthcare also participated as the management company and as a significant equity participant.

- We represented a physician buyer and a joint venture entity in the acquisition of a facility that will lead

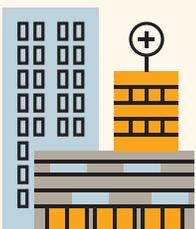
to the creation of the Greater New Haven Ambulatory Surgery Center located in Hamden, CT.

- We assisted Bridgeport Hospital in the sale of its equity interest in the Surgery Center of Fairfield County to Surgical Care Associates.

Throughout these engagements and others, we handled a variety of complex relocation, facility licensure and managed care contracting matters for clients. Our attorneys also advised on regulatory issues surrounding Connecticut's adoption of a 23-hour stay regulation for ambulatory surgery centers and the imposition of a provider tax on these facilities.

ASSISTING CARE FACILITIES

Nursing Homes Face Financial Challenges



In 2016, our bankruptcy team successfully transitioned Hebrew HealthCare's 257 bed nursing facility in

West Hartford to a new owner as part of its bankruptcy reorganization process. Hebrew HealthCare and

its four affiliates filed for Chapter 11 in August and immediately sought permission from the Bankruptcy Court to sell its skilled nursing facility. As with many skilled nursing facilities, Medicare and Medicaid rates were not keeping pace with the actual cost of providing care to its patients and residents. In December, the Bankruptcy Court approved the sale of the skilled nursing facility to The Hebrew Center for Health and

Rehabilitation, an affiliate of National HealthCare Associates.

The sale of the nursing home puts the remaining Hebrew HealthCare businesses, consisting of a hospital, an assisted living facility, a community-based geriatric program and a doctor's group, in a position to emerge from bankruptcy and operate as profitable businesses.

PROTECTING TRADEMARKS

The Connecticut Health Insurance Exchange

“Access Health CT” is the business name and registered trademark for the Connecticut Health Insurance Exchange – the state’s health insurance marketplace established under the Affordable Care Act (ACA). Most consumers recognize Access Health CT by the bright yellow and orange logo used to introduce the Exchange to the public, but some individuals search for the Exchange on the Internet using terms such as: “Connecticut insurance exchange” or “CT health insurance exchange.” Some businesses selling insurance have chosen names and website addresses to capitalize on this practice, even designing their websites to look similar to a state health insurance marketplace, in the hope of convincing unwary consumers that they should buy insurance plans using their portal or brokers.

Often, these plans are not the best plans for the consumer. In addition, consumers who purchase plans outside of Access Health CT are not eligible for any subsidies they might otherwise be entitled to under the ACA because subsidies are only available for plans purchased through the official Exchange.

Since the Exchange was established in 2012, our attorneys have assisted the Exchange in preventing these deceptive practices that can cause considerable harm to consumers. We have challenged violators under federal trademark and unfair competition laws, as well as state insurance laws. Our efforts are ongoing, since each year new opportunists surface, but thus far we have been successful in stopping all violators we have pursued.

The Connecticut Health Law Blog



The Connecticut Health Law Blog, previously published by the attorneys that joined our firm from Jeffers Cowherd, is now part of the Pullman & Comley family of blogs. It focuses on the legal developments affecting Connecticut hospitals, physician groups, pharmaceutical and medical device companies as well as other health care providers and suppliers and can be found at: cthealthlawblog.com.

OVERSEEING PATIENT CARE

Conservatorship and Commitment Matters

Attorneys from our Trusts and Estates, Health Care and Litigation practices supervise and handle conservatorship and commitment matters for several large hospitals. When a patient is mentally or physically unable to manage his or her personal or financial affairs, our team secures appointment of conservators in probate court to make medical decisions and safe discharge arrangements on behalf of the patient and handle his or her financial matters, including obtaining public benefits. For patients with psychiatric illnesses, our team manages involuntary commitment proceedings to ensure that patients receive the care and treatment that they need at appropriate mental health facilities.

BOND COUNSEL FINANCING

Senior Health Care Provider Positioned for Growth



In November 2016, the firm’s Government Finance practice served as bond counsel to the State of Connecticut Health and Educational Facilities Authority on its \$115,785,000 Revenue Bonds, Masonicare Issues, Series F and G. Masonicare is the largest provider of senior health care, senior living, homecare and hospice in Connecticut.

The financing enabled Masonicare to take advantage of historically low tax-exempt interest rates and terminate prior swaps. Because of the complex structure of the transaction, the firm handled a variety of substantive questions on the deal, including Masonicare’s 501(c)(3) status, disclosure law issues relating to certain ongoing investigations at Masonicare, “qualified hedge” issues under the tax code relating to the swaps, and various variable rate, refunding, escrow and management contract tax issues. We worked closely with the Authority, Masonicare, the underwriter, letter of credit providers, the bond trustee and their respective counsel to help bring this issue to a successful and expedient closing.

Advancing Business

Our attorneys commit to a deep understanding of our clients' businesses, enabling us to anticipate their needs and support the growth and success of their operations.

BUSINESS MODEL MAKEOVER

Restructuring the USTA's Digital Platform



In 2016, our attorneys helped the United States Tennis Association (USTA) embark on a transformation of its online properties. Focused around a multi-faceted relationship with its principal technology consultant, the project included a complete restructure of the USTA's digital platform through a series of contracts with numerous software giants. Pullman attorneys partnered with USTA in-house counsel, finance,

and technology staff to shepherd the negotiations to a successful conclusion. Over the next year, USTA will not only roll out a new public-facing site, but will also rebuild its underlying infrastructure, including its web content management system as well as its analytics and member database platforms. With its innovative design and features, the new website will be a boon to tennis fans everywhere.

ACCELERATING BUSINESS GROWTH

Providing Needed Guidance to Entrepreneurs and Startups

Pullman & Comley is participating in a number of endeavors to help Connecticut entrepreneurs and startups launch and build new businesses, including:

- Assisting entrepreneurs who participate in the programs offered by reSET, a nonprofit, Hartford-based organization that supports emerging businesses in creating innovative, market-based solutions to community challenges. Our Business and Finance attorneys provide office hours to start ups, assist them with their legal questions, and provide direction on how to obtain additional resources necessary to grow their businesses and extend their market reach.



- Co-working at The Grove, a collaborative work space environment on Chapel Street in downtown New Haven. Our space at The Grove has proved invaluable in creating connections with entrepreneurs and professionals from numerous industries, and together with an active membership in the Greater

New Haven Chamber of Commerce and the New Haven Manufacturers Association, is enabling us to expand our presence in the vibrant New Haven business community.

- Taking a leadership role in Innovation Destination: Hartford, a website that has become a go-to resource for entrepreneurs throughout Greater Hartford and the State of Connecticut. Our attorneys participated in a work group organized by the MetroHartford Alliance that has been instrumental in connecting the many incubators in the region with necessary resources, ranging from legal advice to guidance on obtaining capital investment.

NORTH AMERICAN MARKET GROWTH

illy's Successful Expansion Continues



During the last several years, the firm has enjoyed working with illy caffè North America, a subsidiary of the family-owned coffee company illy caffè S.p.A., based in Trieste, Italy, as it continues its successful expansion in the North American market. Our attorneys have assisted illy in many different types of matters contributing to its growth, including real estate leasing work for its

retail coffee shops, a wide variety of contractual agreements, and internet compliance issues involving privacy policies and Terms of Use for illy's United States website.

In 2016, illy signed its largest global client, United Airlines, and became the official coffee provider to North America's third largest airline. To make this a reality, our attorneys were instrumental in facilitating illy's capital investment by orchestrating all the legal activities surrounding a significant loaned equipment agreement with United. Today, more than 30 airport lounges and 5,000 daily flights serve illy, which equates to more than 70 million cups of coffee each year.

LONG-LASTING CLIENT PARTNERSHIP

Representing Three Generations of Business Owners

For nearly 50 years, our firm has assisted Encon with smooth transitions in its ownership spanning three generations of business owners.

Our relationship with Encon began in 1970, when a licensed engineer and entrepreneur formed the company to provide design, installation and service for heating and air conditioning systems. The owner's business philosophy was to provide "quality, quality and more quality" for his customers and he instilled this philosophy in his employees.

When the time came for the founding entrepreneur to create an exit strategy, we determined that the best alternative for him was to sell the business to two key employees in a leveraged buyout. With appropriate conflict waivers, we represented the purchasers and continued to represent the founder in his other matters.

As is the case in virtually all leveraged buyouts, it was advantageous for the employee-purchasers only if they could grow the business significantly and increase its value. When they accomplished this and began to consider their future exit strategy, we worked with them to develop a program to retain two key employees and incentivize them to purchase the business in a second leveraged buyout.

When those employees purchased the business, we continued to represent the business and the purchasers, so that we then represented all three generations of the owners. The third owners of Encon continued to grow the business dramatically, and in 2016 we counseled them in the company's sale to a private equity group.

NEW PRACTICES

Serving Marketing, Advertising, Entertainment and Market Research Industries



As the amount of advertising and promotional media in the marketplace has skyrocketed over recent years, businesses have struggled to strengthen and protect their brands while abiding by advertising industry guidelines and laws. Our **Marketing, Advertising and Entertainment practice** helps assure our clients that their digital, print and broadcast advertising is compliant with intellectual property laws, privacy and publicity laws, and federal and state laws, without sacrificing their business needs or marketing goals. We advise clients on the design, development and execution of various consumer-related promotions and advertising campaigns, including those incorporating rapidly-developing technologies.

Additionally, our capabilities serving firms within the **market research** industry have expanded to cover the full range of businesses in that industry, including: data analytics, custom and syndicated research, mystery shopping, pharmaceutical market research and technology services.

Economic Development

Our attorneys bring their diverse experience and insight to work with clients to make remarkable economic development contributions to our communities.

UNIVERSITY PURCHASES FORMER CORPORATE HQ

Environmental Evaluation Assists Sacred Heart Expansion

On December 16, 2016, Sacred Heart University, with the assistance of Pullman & Comley attorneys, purchased the 66-acre former General Electric world headquarters in Fairfield. The \$31.5 million purchase has been described by University President John J. Petillo as "...a transformational moment in the history of Sacred Heart University." The University plans to use the property as an innovation campus; to expand its new School of Computing, which is focused on computer engineering, computer gaming and cybersecurity; and to develop programs in STEM fields such as health and life sciences, science and technology. The University will also move certain elements of its Jack Welch College of Business to the new campus, including its new hospitality management program.

Our environmental attorneys worked closely with Sacred Heart University

Secretary and General Counsel, Michael D. Larobina, to ensure that the University had full access to the site to conduct comprehensive due diligence. With the assistance of the University's environmental consultants, we evaluated the complex environmental issues related to the site, negotiated with the GE project team regarding state and federal compliance issues, including those under the Transfer Act and RCRA, and drafted documents that accurately reflected the agreement of the parties on the allocation of responsibility for compliance, which was especially important due to the post-closing obligations retained by GE. We also made recommendations to the University to significantly limit any environmental risk. Despite the complexities and size of this transaction, the parties were able to successfully close within approximately three months of the beginning of negotiations.



MOVING BEYOND DISPUTE RESOLUTION

Investing in Green Energy



Clean Feet Investors is a Connecticut-based investment fund dedicated to investing in green energy projects. In 2016,

we were retained by Clean Feet to assist in its investment activity. At the time, the fund was working on a number of significant investment opportunities and also resolving a dispute with a company that operated and maintained some of Clean Feet's solar projects. In 2016, this dispute reached a boiling point, threatening the projects' viability and cash flow. Utilizing our significant knowledge of the alternative energy business and our extensive experience in corporate transactions, our attorneys assisted Clean Feet in re-taking possession and control of the projects and structuring a deal that allowed Clean Feet to obtain control over a significant portfolio of projects. This increased Clean Feet's potential revenue from the combined projects while maintaining their ongoing benefits. Beyond this dispute resolution, our firm has been able to assist Clean Feet with a number of other projects ranging from Solar PV installations to battery storage.

CHERRY STREET LOFTS

Factory Conversion Revitalizes Industrial District

The firm's Government Finance and Real Estate practices have been instrumental in the initial transformation of a blighted industrial property along Interstate 95 in Bridgeport. Once the site of the former North American Phonograph Company, which set the stage in the mid-1890s for the modern recording industry, the buildings were vacated in the 1980s, leaving the property to fall into decay.

In the first phase of the transformation, two of the eight buildings will be demolished and the environmentally contaminated brownfield site will be remediated. Rehabilitation of some of the remaining structures and construction on 157 residential apartments has begun, making this the first multifamily housing construction in the area in more than a decade. A community facility, a gym and a 40,000 square-foot outdoor recreational space will also be constructed on the site. Plans for the next phase of construction include an additional 150 apartments, a new home for the Great Oaks Charter School, and housing for the school's tutors.

Our attorneys worked with the developer for two years to assemble the property for the project and to close a multi-party financing transaction in order to repurpose the site. The property assembly included three parcels owned by



different entities, including the City of Bridgeport, as well as numerous easements, street abandonments and permits to facilitate parking for the project. We worked with the city and the developer to implement a favorable property tax incentive for the project. Our attorneys facilitated financing for the project from numerous sources, including: construction and permanent financing from the Connecticut Housing Finance Authority (CHFA) through a conduit bond financing; a Brownfields loan from the Connecticut Department of Economic and Community Development; a grant from the city; and the sale of federal and state historic tax credits. The bonds issued by CHFA were purchased by the AFL-CIO Housing Investment Trust, a pension trust owned by the AFL-CIO in the first-of-its-kind financing in Connecticut. The financing was completed in November, 2016, and the initial phase of the project is expected to be ready for occupancy in mid-2018.

McLEVY SQUARE'S TRANSFORMATION

Downtown Bridgeport's Renaissance Continues



Kasey Hillary

An interdisciplinary team of our Government Finance and Real Estate attorneys represented Forstone Capital in the renovation of McLevy Square, a four building, half-acre, historic site located in the heart of downtown

Bridgeport overlooking McLevy Green, the city's downtown public green space. This complex transaction, completed in May of 2016, was financed with the sale of federal and state historic tax credits; a construction/term loan from a bank; an affordable housing loan from the State Department of Housing; and a Brownfields loan from the State Department of Economic and Community Development. The completion of the project required a

team effort to close the tax credit transactions, secure state financing for the project, complete the construction loan, negotiate the construction contract, provide advice regarding sales tax exemption for historic rehabilitation work, and finalize all local approvals for the project with the city.

The rehabilitation project transforms this once iconic block into a vibrant, mixed-use complex adding 32 apartment units, a German beer hall, a premier comedy club venue and a commercial/restaurant space. The three new commercial uses will create a much-needed regional draw to the area, and will add approximately 60 to 85 new employees to the downtown workforce.

PULLMAN & COMLEY PLAYS CRITICAL ROLE

Attracting International Companies to Connecticut



With its proximity to New York and Boston, high standard of living and talented workforce, Connecticut is an attractive state for international companies looking to land in the United States. The State of Connecticut, led by the Department of Economic and Community Development with assistance from Connecticut Innovations, the Connecticut Economic Resource Center (CERC), the MetroHartford Alliance, the Jewish Federation of Greater Hartford and private businesses, is taking advantage of these attributes by launching a coordinated effort to attract its share of international companies. Pullman & Comley is proud to be one of the founders and leaders of this effort.

Launched originally as an effort to forge relationships between Connecticut and international companies, the MetroHartford Alliance's Global Business Council teamed with the Jewish Federation of Greater Hartford to introduce Israeli companies to the benefits of building their U.S. business in Connecticut. Our attorneys were at the forefront of this effort, leading the Global Business Council's Israel Subcommittee. Together, we have attracted a number of Israeli companies to Connecticut.

Building on this model, CERC has taken the leading reins of this effort and extended it to companies from Brazil, China and European countries. We continue to support these companies by offering our guidance to CERC through our board membership and to the MetroHartford Alliance through our ongoing leadership on the Global Business Council. We look forward to working with all of these organizations as they contribute to the bright future of Connecticut, and are proud to be representing a number of international companies as they launch their business, hire employees, and make Connecticut their home in the United States.

“Our medical device company from Israel recently started its operations in Connecticut with financial support from the DECD and CI. I would like to express my gratitude to Pullman & Comley for providing us with tremendous help in handling all of our legal affairs during this process. They have been great in making this transition run smoothly and painlessly.”

KOBI BENITA
CEO, NERVOMATRIX CORP.

“Building strong, lasting ties between Connecticut and Israel requires a high level of collaboration among the community, the private sector, academia and government. Pullman & Comley understands this and has been an invaluable partner in bringing Israeli businesses to Connecticut.”

HOWARD SOVRONSKY
PRESIDENT AND CEO, JEWISH FEDERATION
OF GREATER HARTFORD

KEEPING THE POWER ON

Improving the Dependability of Electric Power

Groton, Connecticut is home to one of Pfizer Inc.'s largest research facilities in the United States. This is a significant corporate asset, and after incidents when the facility unexpectedly lost power, Pfizer felt that it needed to improve the dependability of electric power at the site beyond the current sources that included on-site generation and power from the local utility. Pfizer turned to Fuel Cell Energy to install two fuel cells on the site. As part of the installation, Pfizer had to add the fuel cells to its



on-site generation, interconnected to the utility grid in Groton. As these were the first fuel cells installed in a municipally-owned electric utility territory in Connecticut, the project and interconnection requirements created first impression issues that none of the parties had anticipated. As counsel

to Pfizer in the matter, Pullman & Comley worked with both the local utility and Fuel Cell Energy to negotiate an interconnection agreement that allowed the fuel cells to be successfully installed on schedule. The interconnection agreement required unique, out-of-the-box thinking and drafting to ensure that it satisfied the needs of all of the parties involved, including Pfizer, Fuel Cell Energy and its investors, the municipally-owned utility, and the utility's power supplier.

PROPERTY TAX AND VALUATION

Expanding Our Footprint in New England

In 2016 Pullman & Comley's Property Tax and Valuation practice continued its regional expansion. With attorneys licensed in Massachusetts as well as Connecticut, the ability to practice in front of the New Hampshire Board of Tax & Land Appeals, and co-counsel relationships in Rhode Island, we have been able to provide a full complement of property tax and valuation services to property owners and taxpayers with real estate and personal property holdings throughout most of New England.

"The Property Tax and Valuation team at Pullman & Comley has been instrumental in reducing the real estate tax burden for our portfolio of Macy's and Bloomingdale's stores in Massachusetts. We are very satisfied with the constant communication and meticulous advice that the firm has provided to us at every step in the assessment appeal process."

ANDREW DEBORD
REAL ESTATE TAX MANAGER
MACY'S, INC.

BROWNFIELD LAND BANK

Offering Municipalities New Hope for Polluted Properties

Pullman & Comley has taken the lead in proposing innovative legislation to form a state-certified brownfield land bank that creates a valuable new tool for municipalities seeking to remediate and redevelop brownfield sites. Despite the great strides made by the state to reduce the barriers to brownfield remediation, a large number of municipalities have remained reluctant to acquire and redevelop brownfield sites, discouraged by internal challenges such as compliance with procurement and sale ordinances, uncertain costs, public safety concerns and political considerations. Additionally, many communities simply do not have the expertise to take on this task.

The new land bank legislation creates a viable remediation alternative for municipalities and adds another important tool to the state's brownfield redevelopment tool box. It provides a certification process for qualified non-stock corporations to acquire, manage, clean up and reposition brownfield sites for redevelopment on behalf of municipalities. In many ways, this legislation is unique and will place Connecticut at the forefront of the brownfield land bank movement throughout the country.

CYBERSECURITY COUNSELING

A Growing Global Concern



As cybersecurity and data privacy have emerged as critical concerns for both large and small businesses, we have responded by providing broad-based cybersecurity counseling that includes proactive risk mitigation, incident response and litigation. In addition to advising numerous high-technology businesses on contractual matters with cybersecurity implications, including software and cloud service agreements, our attorneys have also counseled a transportation authority on responses to a possible data breach; have advised a quasi-public corporation on consumer data privacy obligations; and have counseled a national body of state financial regulators on the intersection of data privacy and freedom-of-information law.



Pullman & Comley is an active member of the Law Firm Alliance, an international affiliation of law firms, offering our clients the advantage of local legal knowledge and global reach through the LFA network in the Americas, Europe and China.
www.lawfirmalliance.org

Litigation Matters

Handling difficult litigation matters requires a thorough knowledge of the relevant areas of law and a complete understanding of our clients' businesses.

FAMILY LAW HANDLES SIGNIFICANT CASES

Supreme Court Victories Have Far-Reaching Impact



Kasey Hilleary

The Family Law team, left to right: Terri Tamulevich, paralegal; Retired Judge Lynda B. Munro, member; Johanna S. Katz, associate; Campbell D. Barrett, member; Jill D. Bicks, member; Jon T. Kukucka, member; Meghan M. Sweeney, associate; Retired Judge Anne C. Dranginis, member; Stacie L. Provencher, paralegal.

In 2016, the Connecticut Supreme Court heard only four family law cases. Of those cases, Pullman & Comley's Family Law attorneys argued, and were victorious, in two. In the first groundbreaking decision, our attorneys overturned a ruling which would have prevented custodial parents from obtaining an upward modification of child support based on an increase in the non-custodial parent's income. The effects of this Supreme Court win were far-reaching and will impact thousands of families in the years to come.

In the second case, our attorneys' actions resulted in a decision that consisted of three separate opinions from the Supreme Court that involved the enforceability, interpretation and application of a prenuptial agreement. This case is significant in that it helped to define how lump sum alimony payments are awarded. It resulted in a lump sum alimony payment of \$7.5 million to our client in addition to the multi-million dollar property distribution set forth in the prenuptial agreement and periodic alimony payments of \$40,000 per month.

FAMILY LAW TEAM CONTINUES GROWTH

In July 2016, Retired Appellate Court **Judge Anne C. Dranginis**, a highly regarded and recognized negotiator and litigator who served for more than 21 years on the Superior and Appellate Court benches, joined our growing Family Law practice. Judge Dranginis focuses on litigation matters involving matrimonial law, corporate compliance and governance, trial strategy, appellate law, arbitration and mediation. In addition to Family Law, she is also a member of the firm's Alternative Dispute Resolution (ADR) Practice. Judge Dranginis is a recognized leader in the legal community, and has earned numerous professional awards, most recently receiving a Professional Excellence Lifetime Achievement Award from the Connecticut Law Tribune. She received her A.B. degree from Manhattanville College, and her J.D. from the University of Connecticut School of Law.



Also joining the Family Law practice in July was associate **Meghan M. Sweeney**. Meghan represents clients statewide in matters involving divorce, property division, alimony, child support, child custody and parenting access, both in litigation and in the non-adversarial processes of collaborative divorce and mediation. Meghan received her B.A. from the University of Virginia and her J.D. from the University of Connecticut School of Law.

REAL ESTATE PARTNERSHIP DISPUTE

Defending Our Clients' Interests

Our Litigation attorneys assisted investors in Branford Manor Associates, L.P. in a complex intra-partnership dispute involving corporate governance, business tort, tax, trust, housing regulation, and injunction issues. After some 45 years of operating a 1,100-person affordable housing complex in New London together, the second- and third-generation family offices comprising the partnership could not agree on how to wind up the business. When our clients, the general partner and several of the limited partners, resolved to sell the more than \$40 million property, a group of opposed partners brought suit to enjoin the sale and to force a buyout of our clients' interests, so that they could pursue a tax-advantaged exchange without our clients' participation. In a multi-day trial, we vigorously defended the general

partner's right to sell the property. After prevailing on the injunction claim, we pursued a counterclaim of our clients' own for judicial dissolution of the partnership, and worked with our clients' out-of-state counsel to coordinate defense of a second lawsuit the other partners opened in New York. After the other side's options were progressively cut off, the parties agreed to settle the matter on terms favorable to our clients.

"Pullman & Comley's wise counsel and courtroom expertise were invaluable in obtaining a settlement on very favorable terms. I was thoroughly impressed and am very appreciative for their dedication and hard work."

JIM NICHOLSON
CHIEF EXECUTIVE OFFICER
HOLROD REALTY HOLDING CORPORATION

Court Dismisses Qui Tam Action

Attorneys in our Litigation practice represented a construction management company that handled a construction project for a housing authority. The project was funded by a federal grant and revitalized public housing in Hartford's North End. A sub-contractor that submitted an unsuccessful bid for the project later sued our client under the Federal False Claims Act, alleging that our client engaged in a fraudulent kickback scheme and obtained improper fees. The plaintiff demanded more than \$2 million in damages. Our attorneys moved to stay discovery, which the court granted, and then filed a motion to dismiss. The court granted the motion to dismiss in its entirety and dismissed the case with prejudice. The case was concluded without our client having to pay any damages or comply with the extensive discovery sought by the plaintiff.

NAMED AS MEMBERS OF THE FIRM

Two attorneys in our Litigation practice have been named Members of the Firm.



Family Law attorney **Jill D. Bicks** represents clients in domestic relations, including pre- and post-nuptial agreements, divorce, child custody, the representation of minor children as attorney or guardian *ad litem* and post-judgment enforcement or modification. She joined the firm in 2015. Jill serves as legal advisor to HBO's production company for the hit television series,

"Divorce." She received her B.S. from Cornell University School of Industrial and Labor Relations and her J.D. from New York University School of Law.



Jonathan A. Kaplan, who joined the firm in 2012, practices commercial litigation and handles a wide array of business disputes, including business torts, unfair trade practice claims, landlord-tenant real estate litigation, contract claims and bankruptcy-related litigation. He received his B.A. from Cornell University and his J.D. from the University of Connecticut School of Law.

Litigation Practice Receives Accolades



- **The Connecticut Law Tribune's** "2016 Litigation Department of the Year Award" honored our Appellate practice and its attorneys for their years of litigation and appellate advocacy in all types of matters in the state and federal appellate courts.
- **Retired Judge Lynda B. Munro** and **Retired Judge Robert L. Holzberg** received "The Best Individual Mediator and Arbitrator Reader's Choice Awards" from **The Connecticut Law Tribune** in 2016.
- **Best Lawyers 2017 "Best Law Firms"** ranked our Commercial Litigation, Intellectual Property, Labor and Employment and Securities litigation practice areas in "Tier 1" - the highest ranking in Connecticut.

Labor & Employment

Our experience and cost-effective representation of our clients' labor and employment matters is well-known, as is our ability to deliver a variety of legal services to our clients, from counseling and training to litigation.

STAY AHEAD OF LEGAL DEVELOPMENTS

Changing Laws in Labor and Employment

In 2016, our attorneys were at the forefront of advising our clients on best practices to meet the challenges presented by dramatic changes in labor and employment laws. When President Obama signed the Defend Trade Secrets Act into law in May 2016, for example, we immediately provided guidance and written alerts to our clients on how to revise their employment agreements to include appropriate disclaimer language required by the new law. Then, when the Connecticut legislature passed the "ban-the-box" legislation and modified the law on checking

Visit our blog
 "Working Together"
 for regular updates on labor,
 employment and employee
 benefits law, at
workingtogether.pullcomblog.com

applicants' credit histories, we advised clients on how to revise their employment applications to comply with the state's new requirements governing inquiries on job applicants' criminal backgrounds and credit histories.

Our labor law practitioners actively assisted our clients in navigating through the National Labor Relations Board's aggressive stances on social media, confidentiality of employer information and defending NLRA claims. This complemented our very active labor contract negotiation work in which we negotiate cutting-edge collective bargaining agreements for our public and private management clients. Helping our clients stay ahead of legal developments is a critical part of our practice, and in a year when we anticipate even greater change, we view it as essential.

Providing Sought-After Commentary on Emerging Immigration Issues

In 2016, we shared insights with the Connecticut Technology Council on recruiting foreign-national technology graduates, and spoke on prospective changes in immigration law with the incoming presidential administration before the Connecticut Bar Association's Labor & Employment Section. Serving clients across numerous industries, the firm's growing Immigration practice extends to all forms of business- and employment-based immigration, as well as many family immigration issues. Over the past year, we advised clients on matters including visa options for founders establishing new business operations in the United States, workforce-authorization issues arising from multi-national mergers, and visas for Canadian cross-border commuters. We welcome invitations to share our perspective and experience on immigration issues with clients and industry and professional groups in what promises to be a dynamic year in immigration law.



HIGHER EDUCATION PRACTICE

Answering Needs of Colleges and Universities

Pullman & Comley's work with educational institutions extends beyond the K-12 classrooms to the campuses of several colleges and universities. Within the last year, attorneys from across the firm have partnered with college and university administrators on a variety of issues, including:

- Successfully defending a university in a "tuition clawback" lawsuit brought by a Chapter 7 bankruptcy trustee to recover payments made by the debtor or parents for their child's undergraduate tuition payments made in the four years preceding the parents' bankruptcy. Also currently defending another institution of higher education in a case where the Chapter 7 Trustee is suing to claw back tuition payments.
- Reviewing a university's varsity athletics program for compliance with Title IX's nondiscrimination require-



- ments – i.e., equal accommodation of the athletic interests and abilities of both sexes, and equal athletic benefits.
- Assisting a college in negotiating a "payment in lieu of taxes" agreement with local tax authorities, updating the college's bylaws and entering into alliances with local organizations to expand opportunities for the college's students.

- Significantly expanding the footprint of a university with assistance from our real estate and environmental attorneys.
- Advising colleges on employee benefits programs, including 403(b) and 457 plans.

THE FIRM WELCOMES TWO LABOR AND EMPLOYMENT ATTORNEYS



Melinda B. Kaufmann, counsel, practices in the areas of education law and labor and employment. She advises boards of education on all aspects of their operations and represents them before state and federal agencies and in federal and state court matters. Melinda received her B.S. from the University of Albany; her M.S. from the College of Saint Rose; and her J.D. from William and Mary Law School.



Martha M. Royston joins the firm as an associate, focusing her practice on counseling clients in, and litigating, employment law matters. She also handles complex commercial litigation. Martha received her B.A. from Bowdoin College and her J.D. from Boston College Law School.

Expanding Our Space in Stamford



In November 2016, the firm moved from Four Stamford Plaza to larger office space at Two Stamford Plaza, 281 Tresser Boulevard. The move transpired to accommodate the firm's growth and leverage ongoing opportunities for developing partnerships in lower Fairfield County.

Pulling Together, Succeeding Together

Pullman & Comley attorneys and staff share a commitment to working together as friends and colleagues, an integrated team providing outstanding legal counsel and services to our clients and our communities.

GROVE W. STODDARD

Celebrating a 50 Year Career with Pullman & Comley

As 2016 drew to a close, we bestowed a sincere thank you to **Grove W. Stoddard**, who retired in the same year he celebrated his 50th anniversary at the firm. Grove began his career at Pullman & Comley (then known as Pullman, Comley, Bradley & Reeves) immediately following his graduation from law school. In his early career, he, like many of that era, was a general practitioner but later specialized in consumer lending compliance and earned a reputation for being the “go-to” compliance expert for banks throughout the state.

Within the firm, Grove was a natural leader. In the late 1970s, Grove helped



modernize the firm and established many of our corporate governance practices. He served as chairman of Pullman & Comley and was recognized for the dedication he brought to the job, his sense of fairness and the fact that he always placed the long-term good of the firm first.

Grove had active roles within the Bar Association and has always been involved in numerous community activities and with his family. A Fairfield citizen for more than 50 years, Grove is known as a skilled and caring lawyer ready to help his many friends and neighbors. We will miss seeing Grove on a daily basis, but his contributions to the firm are an integral part of our history.

“Grove is a gentleman, a skilled practitioner, a Pullman & Comley loyalist and a possessor of a very keen sense of humor.”

COLLIN P. BARON
MEMBER, PULLMAN & COMLEY

Two Former Summer Associates Join Firm



In the fall of 2016, the firm welcomed two new associates, both of whom were graduates of our Summer Associate Program: **Michael J. Marafito**, who practices in litigation, family law and property tax and valuation; and **Keinan J. Meginniss**, who practices in business and finance. Michael received his B.S. from Eastern Connecticut State University and his J.D.



from Quinnipiac University School of Law. Keinan received his A.B. from Georgetown University and his J.D. from Georgetown University Law Center.



The firm’s 2017 Winter Party in Hartford attracted more than 500 clients, friends and guests and highlighted the work of the Aurora Foundation for Women and Girls which works to empower women and girls in Greater Hartford. The photo above features Pullman & Comley attorneys and Aurora Foundation staff.

DIVERSITY & INCLUSION SUMMIT

Pledging Our Commitment to Diversity

In 2016, Pullman & Comley participated in the Connecticut Bar Association (CBA) Inaugural Diversity & Inclusion Summit and signed a collective pledge to reaffirm our ongoing commitment to advancing diversity and inclusion within our firm and within the Connecticut legal community as a whole.

As part of the pledge, signed by nearly two dozen legal leaders in the state, the firm has agreed to fully participate in the CBA's Diversity and Inclusion Plan, which provides benchmarking tools and implementation goals for the next six years and beyond. We are proud to be part of this evolutionary process that will have a positive impact on the just application of the law and strengthens the public's trust in the administration of justice.



The May 2016 Women's Networking Tea, held at the Stamford Museum and Nature Center, highlighted the work of Project Return, a secure environment that empowers young women in crisis to rebuild their lives. Pictured above are Pullman & Comley attorneys and Project Return staff.



Attending the Lawyers for Collaborative Diversity Spring 2016 Networking Event hosted by Pullman & Comley, are: James (Tim) Shearin, chairman, Pullman & Comley; Carolyn Hebsgaard, executive director, Lawyers Collaborative for Diversity, Inc.; and Jessica Grossarth, chair, Pullman & Comley's Diversity Committee, and member of the LCD board of directors.

Pullman & Comley Attorneys Recognized for Outstanding Achievements

We value the dedication that our attorneys provide to each of our clients, the legal profession and our communities. We would like to acknowledge some of those who were recognized during the year for their accomplishments:

- **Jessica Grossarth** was recognized by the Fairfield County Business Journal and named a "Champion of Diversity" for her contributions fostering a greater understanding of diversity in the business environment.
- **Nancy A. D. Hancock** was named a 2016 Woman of FIRE by The Commercial Record. She was selected for the annual award, which honors females in the Finance, Insurance and Real Estate (FIRE) industries for achieving excellence and making a difference in these traditionally male-dominated industries.
- **Fred L. Klein** was honored as a recipient of the 2016 STEM Award at the annual Connecticut Yankee Council, Boy Scouts of America's STEM/ Environmental Award Reception for his outstanding character and service to Connecticut's science, technology, engineering, mathematics and environmental industries, which build a better world for future generations of young people.
- **Michael N. LaVelle** was honored by The Kennedy Center, one of Connecticut's largest community rehabilitation organizations, with the "Evelyn M. Kennedy Award" for dedication and exceptional service to persons with disabilities. Additionally, Mick has been recognized as a *JD Supra Top Author* for his thought leadership writing in our labor and employment blog, "Working Together."
- **John F. Stafstrom, Jr.** was inducted into the Junior Achievement of Western Connecticut's Dr. George R. Dunbar Free Enterprise Hall of Fame for his enduring contributions in the area of private enterprise and for demonstrating exceptional dedication to his community.

COMMITMENT TO COMMUNITY

Helping Others is “Who We Are”



This year, as in years past, the firm’s attorneys and staff dedicated hours of their time to helping others in the community.

- In December 2016, the Regional Youth Adult Social Action Partnership (RYASAP) honored the firm with its Good-

speed-Pfriem Volunteer Award,

for demonstrating outstanding volunteer efforts in the communities we serve. RYASAP works to ensure the safe and healthy development of young adults and families by actively engaging organizations, public officials and community leaders around important issues that matter most to the Greater Bridgeport region.

- Members of our Real Estate practice represented Connecticut Counseling Centers, Inc. (CCC) in its acquisition of a commercial building in Waterbury for a new clinic that provides substance abuse and related treatment services. The new clinic in Waterbury was essential to meet the growing demands of the community facing the opioid abuse epidemic sweeping the nation. Our attorneys represented CCC in acquiring the property, coordinating the efforts to obtain the necessary permits and approvals, and in closing loans with its lender to cover a portion of the new clinic’s costs.

“Volunteering is built into the nature of who we are as a firm. We’re very proud of the commitment of so many colleagues who give their time and passion to helping neighbors and improving the communities in which we work and live”

JAMES (TIM) SHEARIN
CHAIRMAN, PULLMAN & COMLEY

- Several of our attorneys are members of the Connecticut Veterans Legal Center and assist veterans with a variety of legal issues. In one matter, two of the firm’s attorneys have been assisting a Vietnam veteran who was recently denied benefits for symptoms related to PTSD. In another instance, our attorneys are assisting a veteran in a complicated appeal, dating back more than 50 years, to establish that certain mental health conditions under treatment were service-connected.
- In the fall of 2016, Pullman & Comley joined the Pro Bono Institute, an organization comprised of many of the country’s largest and most successful firms that are dedicated to the mission of encouraging pro bono services. As part of our pledge, the firm has made a commitment of spending at least 3 percent of its annual billable hours on pro bono work.



ANIMOSITY BOWL XLIII

Associates Remain Undefeated

For the seventh straight year, the Associates defeated the Partners, 7-0, in a hard-fought defensive battle which resulted in two broken collar bones, one ACL tear, and a torn calf muscle. The partners, all showing their ages, sacrificed nothing shy of life and limb and put forth an amazing effort. In the end, however, one lone touchdown enabled the Associates to claim victory. Note: The firm has secured an endorsement on its insurance policy to cover future injuries.

From left to right: Rob Morris – strained Achilles; Tim Shearin – broken collar bone #1, George Kasper – broken collar bone #2.

ANNUAL REPORT 2016 - 2017

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PRACTICES

Bankruptcy, Creditors' Rights and Financial Restructuring

Business and Finance

Automotive Dealers
Banking
Commercial Finance
Emerging Business and Venture Capital
Mergers and Acquisitions
Private Equity
Securities and Antitrust
Tax

Condominiums, Residential Associations and Community Organizations

Education Law

Colleges, Universities and
Independent Schools
School Law

Environmental

Brownfield Redevelopment
Environmental Law and Litigation

Family Law

Government Finance

Governmental Financing
Public/Private Development Financing
Tax Credit Financing
Underwriter, Credit Enhancer and
Trustee Representation

Health Care

Hospitals and Health Care Institutions
Physicians and Other
Health Care Practitioners

Intellectual Property and Technology

Labor, Employment Law and Employee Benefits

Employee Benefits
Immigration
Labor and Employment Counseling,
Training and Litigation
Union Issues

Litigation

Alternative Dispute Resolution
Antitrust Litigation
Appellate
Business Disputes
Construction
Cybersecurity and Privacy
Insurance
Probate Litigation
Professional Liability
Real Estate Litigation
Securities Litigation
White Collar, Criminal Defense
and Corporate Investigations

Municipal Law

Town Governments,
Departments and Authorities

Nonprofit Organizations

Property Tax and Valuation

Real Estate

Land Use
Real Estate Acquisitions and Sales
Real Estate Finance
Real Estate Leasing
Residential, Commercial and
Community Development Projects

Regulatory, Energy and Telecommunications

Alternative Energy
Energy Procurement and Use
Green Development
Power Development
Telecommunications
Water

Trusts and Estates

Estate Planning
Probate and Estate Administration
Probate Disputes

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