

PULLMAN
& COMLEY_{LLC}
ATTORNEYS



Pulling
Together.

ANNUAL REPORT
2017 / 2018



Succeeding
Together.

Letter from the Chairman

As lawyers, we often have the good fortune of representing clients who hope to bring about positive change. Over the past twelve months, we were proud to help our clients make things better.

In a year in which the headlines were about division and barriers, our clients were working to bring people together - funding startup companies and businesses, delivering hundreds of jobs to the state, and expanding school facilities to support students with language-based learning differences.

As a nearly century-old business, Pullman & Comley, LLC has brought about positive change. Our lawyers serve on the state's and largest cities' business and industry associations, act as consultants to state and city agencies, author economic development legislation, and work with clients to renew and revitalize abandoned properties across the state. We have long recognized that our success is tied to the region we serve and we, like every business, must lend our talents to improve the economic climate.



As people, each of Pullman & Comley's employees stands out as a leader in her community, giving back to those less fortunate, advocating for those who cannot speak for themselves, and helping those in need. We have an amazing group of people who never say "no"; they say "how much," "where do you need me," and "what else can I do." We have raised tens of thousands of dollars in our "Dress Down Fridays" for worthy causes, we dedicate our time and questionable carpentry/painting skills to rehabbing local shelters on Martin Luther King Jr. Day, and we fundraise for nonprofit organizations like Lambda Legal, Connecticut's legal services organizations, and numerous associations that support individuals with disabilities, families in crisis and communities in need.

2017 was another year where we are proud to say our clients mattered, our firm mattered, and our people mattered. It marks another year where I get to say thank you to all who make Pullman & Comley a success - our clients who gave us the opportunity to represent them and my colleagues who make Pullman & Comley such a special firm. Thank you.



JAMES T. SHEARIN
CHAIRMAN
PULLMAN & COMLEY, LLC

Advancing Business

Our corporate attorneys provide a high-level of client service to businesses, financial institutions and boards of directors on their important and complex transactions.

DIAMONDS WITHOUT CONFLICT

Assisting a Company with Socially Responsible Gemstones



Diamonds that fuel civil wars and create human rights abuses are often called “conflict” diamonds, and have turned many couples’ thoughts of purchasing a diamond engagement ring into a difficult decision. Our client, Clean Origin, aims to revolutionize the diamond engagement ring business by offering jewelry with real diamonds that have been cultivated in ecologically-friendly foundries, rather than mined in what many consider to be inhumane, and environmentally and geopolitically unacceptable, circumstances.

Laboratory grown diamonds are almost indistinguishable from those that are mined, but can cost 25 to 50 percent less. The company’s founder is leveraging his jewelry industry experience by marrying modern direct-to-consumer marketing with his passion for freeing the world from its historic reliance on “conflict minerals.”

Pullman’s Securities Law and Emerging Businesses team has been working with this growth stage company documenting Clean Origin’s arrangements with its founders, advisory board and key suppliers and vendors, and supporting its capital raise, working with the company’s pilot program, “Clean Origin.” Our attorneys are eagerly assisting this innovative client to bring to consumers the world’s most environmentally sound and socially responsible engagement rings available today.

“Pullman & Comley’s creative thinking and sound counsel has helped Clean Origin offer our clients spectacular, customized engagement rings, without the ecological, environmental and ethical disruption of mined diamonds – inspiring many auspicious beginnings!”

ALEXANDER G. WEINDLING
FOUNDER AND CEO | CLEAN ORIGIN DIAMONDS

CROWD FUNDING PORTAL

Targets Social Impact/Health Care Sectors

Late in 2016, Pullman client RedCrow™ Crowd launched an equity crowdfunding platform dedicated to investments in health care companies with social impact potential. Our Securities Law attorneys worked with the RedCrow team to establish a funding portal under Title II of the federal Jumpstart Our Business Startups (JOBS) Act, which allows first time entrepreneurs and startup companies to raise capital using general solicitation and advertising. We helped RedCrow with the terms of use and policies for



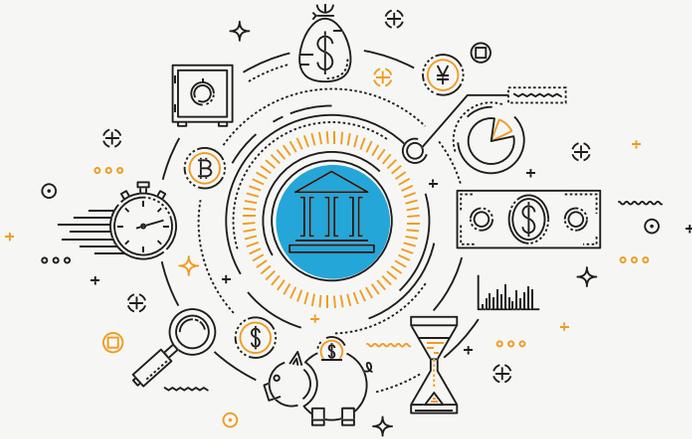
its website, and drafted the form of agreements that companies must enter into in order to market and advertise on the RedCrow platform.

Founded as a website with a mission, RedCrow has dedicated its platform to

dual missions: democratizing the fundraising process to include people otherwise shut out of early-stage investment opportunities, and bringing health care innovations to market more quickly and efficiently by effectively bridging the elusive funding gap between “friends and family” and traditional VC-type funding partners. To date, four health care companies have raised more than \$2.8 million while listed on the RedCrow site.

NATIONAL BANKING RELATIONSHIPS

Complex Deal Completed in Weeks



Members of Pullman & Comley's Commercial Finance practice successfully represented People's United Bank, N.A. in connection with several credit facilities to a regional supplier and delivery company of petroleum products.

The syndicated facility, in the aggregate amount of up to \$178 million, involved three large national banking associations, 17 affiliates and subsidiaries of the main borrower and included revolving lines of credit, capital expenditure lines of credit,

revolving swingline facilities, term loans and accordion features. Our client was the lead arranger, administrative agent, lender, and swingline lender, as well as the counterparty under an interest rate hedging transaction.

As complex as this deal was, our attorneys worked diligently with the loan officer, the bank's treasury desk, the borrower's officers and directors as well as counsel for the other banks in the syndicate and the borrower's counsel to document and close this transaction in a three-week time period.

HUMAN RESOURCES MATTERS

Training on Timely Workplace Issues



Attorney Karen P. Wackerman discusses workplace audits at our December Labor and Employment seminar.

High profile cases of sexual harassment have captured the headlines over the past year. As companies continue to work to recognize, raise awareness and eliminate harassment in the workplace, our Employment Law attorneys provide anti-harassment training and counseling to give clients the tools they need to follow proper protocols for prevention, address harassment cases and comply with the law.

In addition to anti-harassment training, we offer educational programs on diverse human resources matters ranging from properly "onboarding" employees to effectively disciplining workers and terminating employees when necessary. Through an extended contract with the Capitol Region Council of Governments (CROG), for example, we provided three separate three-hour training sessions to hundreds of Connecticut's municipal leaders on these and other topics. The training, co-sponsored by the Connecticut Conference of Municipalities, coincided with CROG's HR Portal Project and was very well received by CROG's member towns.

BANKING BUSINESS CONTINUES GROWTH



Susan D. Stanley joined the firm's Banking and Commercial Finance practice, bringing more than 30 years of extensive banking experience on matters including compliance with federal and state banking laws, mergers and acquisitions, structural

and corporate governance issues, charter conversions and holding company formations. Susan counsels clients on the regulatory and legal requirements that have an impact on banks and bank holding companies, including risk compliance, BSA/AML, Fair Lending and the Community Investment Act. She also provides advice relating to structuring and implementing state to federal charter, mutual holding company and mutual-to-stock conversions. Susan received her B. A. from Trinity College and her J.D. from the University of Connecticut School of Law.

Property Tax and Valuation

Our attorneys carefully assess the value of real estate and large items of personal property to assist commercial property owners across a spectrum of industries.

PROPERTY TAX AND VALUATION

Appraisals Factor into Business Plans



The firm's Property Tax and Valuation practice had a very successful 2017 helping its business clients obtain equitable property tax assessments on their real estate holdings throughout Connecticut and Massachusetts. With more than 85 years of collective experience, the practice's attorneys have encountered a wide variety of property types. Last year's successes include:

- Obtained a 40 percent reduction in the assessment of a large research and development facility experiencing significant functional and economic obsolescence. Total tax savings will exceed \$5 million over the revaluation cycle.
- Secured a 30 percent reduction in the assessment of a skilled nursing facility with declining net operating income due to market forces.
- Negotiated a 30 percent reduction in the assessment of a full-service gas station in a municipality with an oversupply of gas stations, including more than one that was no longer operating.
- Succeeded in reducing real estate taxes on a major suburban office building by 20 percent.
- Removed kitchen equipment and appliances from the assessments of several large multifamily properties.
- Procured a 37 percent assessment reduction on a closed anchor department store and a 20 percent assessment reduction on an operating anchor department store in recognition of

PROPERTY VALUE PUBLISHING

Attorneys Publish in Noted Guides

Pullman's Property Tax and Valuation practice has been selected by the American Bar Association (ABA) to author the Connecticut chapter in the compendium guide for eminent domain and condemnation professionals, "Fifty State Survey: The Law of Eminent Domain." The book was first published in 2011, and is scheduled for an upcoming revision. Additionally, for the past 23 years, our Property Tax and Valuation attorneys have contributed to the Connecticut chapter for the ABA's "The Property Tax Deskbook," now in its 22nd edition.



the significant challenges faced by this property type in the current retail environment.

- Reduced the assessment of a golf course by about 40 percent.
- Pursued informal and formal appeals based on equity principles that resulted in a 30 percent assessment reduction for a large multifamily residential property. The resulting tax savings will exceed \$4.6 million over the revaluation cycle.

Economic Development

From site selection through project completion, our team leverages the talent from our multidisciplinary practices to support business and community growth objectives.

FINANCING OF \$62 MILLION PROJECT

Converting Abandoned Mill into Apartments



In 2017, Pullman represented Beacon Communities in connection with the rehabilitation of the old J.R. Montgomery mill complex in Windsor Locks. The \$62 million project, Montgomery Mills, will include 160 mixed-income apartments across from the soon to be relocated train station on the new Hartford Line commuter rail. Attorneys from the firm’s Government Finance practice assisted Beacon in its negotiations with the

Town of Windsor Locks to create a Tax Increment Financing District for the project under the state’s new TIF legislation, drafted by a member of our Government Finance practice. As a result of the legislation, Windsor Locks and Beacon entered into a Credit Enhancement Agreement under which the town agreed to share with Beacon 50 percent of the new incremental real property taxes relating to the project for a

10 year term. Beacon used the promised payments by the town under the Credit Enhancement Agreement to secure an upfront \$550,000 loan. The project is primarily financed by local, state and federal grants and loans, and low income housing and historic tax credits. The firm also assisted Beacon in connection with various environmental issues relating to the old mill building, including enrolling the property in the state’s brownfield program.

TRIBES WIN APPROVAL FROM GENERAL ASSEMBLY

Casino to be Built in East Windsor

For the first time in Connecticut’s history, a private casino has been approved to be constructed off Indian tribal lands. Pullman attorneys negotiated the casino project development agreement on behalf of the Town of East Windsor, Connecticut. Our attorneys negotiated with lawyers representing MMCT Venture, LLC, a joint venture between the



Mashantucket Pequot Tribal Nation and the Mohegan Tribe. Taking several weeks to negotiate and draft, the agreement is the foundation for the casino moving forward and has been approved by the Connecticut General Assembly. Once again, our firm’s attorneys were at the vanguard of this unique legal matter – a private commercial gaming venture.

INNOVATIVE BOND FINANCING FOR BRIDGEPORT

Balances Budget, Reduces Debt and Saves Millions



In late 2017 and early 2018, Pullman & Comley continued its long-term engagement as bond counsel to the City of Bridgeport and assisted the city's administration with an innovative four (4) series financing that helped balance the current year's budget, provides significant debt service savings in the next two fiscal years and saves more than \$48 million of future city pension payments. The financing also generated approximately

\$35 million in funding for new capital projects throughout the city.

The City of Bridgeport led a team of professionals, including Pullman & Comley, in a fast-paced, multi-closing series of bond transactions. The transaction included two series of tax-exempt refunding bonds (including a crossover refunding), a new money tax-exempt capital project series, and a federally

taxable series that was used to pay off the city's unfunded pension liability due to the Connecticut Municipal Employee Retirement System (CMERS). The pension bond series was made possible through special legislation adopted by the Connecticut General Assembly during the 2017 legislative session. With the legislation, the city effectively reduced the interest it was paying on the unfunded liability from 8 percent to 4.56 percent.

In connection with the aggregate \$194 million financing, the firm's Government Finance attorneys participated in all facets of the transaction, including the adoption of the special CMERS legislation, the approval of the bonds by the city, the drafting of the city's Official Statement, tax qualification for the bonds, and the securing of the bonds under the city's existing trust indenture.

GOODWIN SQUARE OFFICE BUILDING

Contemporary Revitalization of an Historic Hotel

Members of the firm's Real Estate practice successfully represented a local savings bank in connection with a non-revolving multiple tranche line of credit to the owner of Goodwin Square, an historic office building in downtown Hartford. The line of credit was in the maximum amount of \$20.8 million for capital and tenant improvements. The building had recently been converted into a condominium form of ownership, creating a unit consisting of the building's commercial office space and a unit consisting of a hotel and restaurant at the property. Our attorneys worked with the lender and the owner's counsel to efficiently and effectively document and close this transaction, which will assist in the redevelopment and re-purposing of office space in a prime location central to the XL Center and Bushnell Park.



Photo: Kasey Hilleary

UCONN OPENS DOWNTOWN CAMPUS

Delivering an Economic Boost to Hartford



Photo: Kasey Hilleary

After years of planning, the University of Connecticut's new downtown Hartford campus opened in August, connecting more than 3,100 students with the city's businesses, sports venues, restaurants, museums, and community organizations. The new campus comprises space in the Hartford Times anchor building, the School of Social Work on Prospect Street, and nearly 20,000 square feet in the main downtown branch of the Hartford Public Library. Our attorneys represented UConn in connection with the relocation of its West Hartford University library facilities and operations to the main branch of the Hartford Public Library.

The transaction involved drafting and negotiating two separate three-party agreements. The first was a construction agreement and included the City of Hartford as the owner of the library building, the Hartford Public Library as the library operator, and UConn as the construction contractor. The primary challenge was to construct new library facilities in an older building – some for UConn's exclusive use and other new facilities to be shared with the public – without unduly disrupting the public's use of the library. The second agreement was an operating agreement, spelling out the rights and obligations of the three parties relative to shared library operations in a common building.

“TEACHERS CORNER” – HOUSING FOR EDUCATORS

Office Conversion Creates New Apartments

The firm's Real Estate and Business Finance attorneys represented the Capital Region Development Authority, the State Department of Housing and the State Department of Economic & Community Development in closing various loan financing facilities in the total amount of more than \$8.7 million to be used for the conversion of the 379 Asylum Avenue office building in Hartford to 60 residential apartment units. The project, known as “Teachers Corner,” will be pre-marketed to local teachers and features studios as well as one- and two-bedroom apartments. It offers housing to education professionals and other individuals who wish to work and reside in a central urban location. Once completed, 30 percent of the units will be affordable, while the rest will be rented at market rates.

CHERRY STREET LOFTS: PHASE TWO

Transformation Includes New Charter School

Last year we reported on how our Government Finance and Real Estate practices were instrumental in the transformation of a blighted industrial property in Bridgeport into multifamily housing.

In the first phase of the transformation, which the firm assisted with in a financing that closed in 2016, rehabilitation and construction on 157 residential apartments has begun. At the end of 2017, the firm supported the development team with the next two phases of the project, including acquisition of additional properties for the development of the Great Oaks Charter School, housing for the school's tutors and an additional 150 residential units.

For three years, our attorneys worked with the developer to assemble the additional property for the project and to close a financing transaction necessary to acquire the site. The property assembly included parcels owned by different entities, including the City of Bridgeport, as well as numerous easements, street abandonments and permits. We worked with the city and the developer to implement a favorable property tax incentive for the initial residential and charter school phases of the project.

We also negotiated two long-term leases with the charter school for the school facility and tutor housing. These leases will serve as security for the permanent federal and state historic tax credit financing expected to close in 2018.

Litigation Results

While our growing team of litigators are seasoned advocates in the courtroom, we counsel clients in strategies to avoid litigation and provide cost-effective solutions.

CLASS ACTION DEFENSE LITIGATION

From Insurance to Songwriter Disputes

Pullman & Comley's experience in class action cases is deep and broad, covering product liability, RICO, ERISA, antitrust, consumer protection, insurance and securities. This year we successfully defended our clients in several class action matters.

- We represented a national insurance company in two ERISA actions. In the first, we assisted in securing a dismissal for the client in a putative class action case that alleged the insurer engaged in prohibited transactions and breached its fiduciary duties by receiving revenue-sharing payments from certain investment options. In the second, we were able to secure a game-changing victory when the court denied class certification on behalf of a putative class of pension plans claiming a breach of fiduciary duty in conjunction with certain of the insurer's stable value retirement products.
- Along with our Law Firm Alliance partner, Donahue Fitzgerald LLP, we are currently representing more than 500 songwriters and copyright owners who are objecting to a proposed \$43 million settlement of hundreds of thousands of infringement claims between a putative class of copyright owners and a large music streaming company.
- Pullman represented a multi-state, licensed retail energy supplier in a class action suit in which it was accused of overcharging its customers on energy prices. After two years of litigation, and in the face of a challenge to class action standing, as well as a demonstration by the client that the plaintiff's claims were substantially inflated, the parties resolved the matter for approximately 3 percent of the plaintiff's claims.

LITIGATION INSURANCE LAW

Mitigating Risk Using "Big Data"

In addition to handling coverage disputes, the attorneys in Pullman & Comley's Insurance practice defend class actions and other litigation challenging computerized underwriting and claim handling systems. We have closely monitored the rise of "Big Data" in the insurance industry, for example, the use of products and processes that apply advanced predictive modeling techniques to underwriting and claims operations. This is a new and evolving area of insurance law, which historically has regulated the process of making insurance decisions based on human interaction. We addressed the topic at the September 2017 Northeast General Counsel Seminar of the Property Casualty Insurers Association of America, in articles for *Law360.com*, and in a comprehensive review of Big Data and insurance law that appeared in the *Journal of Internet Law*.

Our lawyers continue to address the challenges and opportunities represented by artificial intelligence, predictive analytics and "InsurTech" as a whole. We offer our clients advice on how to implement new technological tools, how to mitigate risk in the implementation of new Big Data systems, and how to advocate for those systems before regulators, courts and juries.

NEW TO THE TEAM



Robert D. ("Bert") Helfand joins our Litigation practice where he represents property casualty insurers and other financial services companies in complex litigation, including class action, securities,

consumer credit, ERISA, and RICO matters. Earlier in his career, Bert served as assistant general counsel at a leading U.S.-based insurance and investment company. He then spent 20 years in private practice conducting complex commercial litigation for insurers, manufacturers and mid-sized businesses in state, federal, and bankruptcy courts and in commercial arbitrations. He received his A.B., summa cum laude, from Princeton University and his J.D. from Columbia University School of Law.

ALTERNATIVE DISPUTE RESOLUTION PRACTICE

Celebrating Five Years of Remarkable Growth



Pullman's deep bench of mediators and arbitrators includes, from left to right: Judge Michael E. Riley (ret.), Judge Anne C. Dranginis (ret.), Judge Robert L. Holzberg (ret.), and Judge Lynda B. Munro (ret.)

In 2012, as Alternative Dispute Resolution, or "ADR," was rapidly gaining recognition as a preferred method for resolving disputes, Pullman & Comley launched a dedicated ADR practice. Today, we are the only firm in Connecticut whose expansive team of mediators and arbitrators includes four retired judges with more than 75 years of collective judicial experience in successfully resolving thousands of lawsuits by settlement or trial. During the past five years, members of our ADR team have conducted hundreds of mediations and arbitrations in an array of areas spanning commercial, employment and individual matters. Our attorneys have been recognized with numerous awards and recently, the firm was ranked by Best Lawyers "2017 Best Law Firms" in the highest tier of mediation practices in the Hartford metropolitan area.

NEW TO THE TEAM



*In May 2017, **Michael E. Riley**, Connecticut Superior Court Judge (ret.), joined the firm's Alternative Dispute Resolution (ADR) team after serving 13 years as a Superior Court Judge. He serves as a mediator and arbitrator in state and federal court civil matters. Prior to retiring from the bench, he served as the Administrative Judge and as Presiding Judge for civil matters in the Judicial District of Windham, and as the mediation judge in the Hartford Judicial District Mediation Center. Judge Riley is a former trial attorney with 28 years of experience representing both plaintiffs and defendants in a wide range of civil matters, including personal injury, professional malpractice, and insurance coverage disputes. He received his B.A. from the University of Connecticut and his J.D. from Western New England College School of Law.*

LITIGATION TEAM CONTINUES GROWTH



*In July 2017, **Monte E. Frank**, a highly regarded litigator, joined our Litigation practice, representing business and municipal clients on a wide range of matters including mediation and arbitration in Connecticut and other states. He is the immediate past president of both the Connecticut Bar Association (CBA)*

and the New England Bar Association, serving on the CBA's Executive Committee, and is a member of the CBA's Diversity and Inclusion Committee. He represents Connecticut in the American Bar Association (ABA) House of Delegates and serves on the ABA's Standing Committee on Gun Violence. He is a Fellow of the American Bar Foundation and the Connecticut Bar Foundation; a member of the Federal Bar Council; and a member of the National Council of Bar Presidents' Executive Council and Diversity and Inclusion Committee. Monte founded and leads Team 26 on the Sandy Hook Ride on Washington. He received his B.A. from Cornell University and his J.D. from the Cornell Law School.



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

LANDMARK DECISIONS IN FAMILY LAW

Attorney Team Set Legal Precedents



The firm’s Family law attorneys were recognized by the Connecticut Law Tribune and named the 2017 “Family Law Department of the Year, Mid-sized Firm.”

The firm’s Family Law practice remains at the leading edge of Connecticut matrimonial law, regularly litigating, mediating, arbitrating, and defending and prosecuting pre-appeals involving the most complex financial and child custody related dissolutions of marriage actions in the state. Over the past year, our attorneys were involved in the most significant cases shaping the state’s family law landscape. Of the fewer than five family law cases adjudicated by the Connecticut Supreme Court in 2017, our Family Law attorneys had two key victories. Both cases were incredibly complicated and well fought by preeminent opposing counsel.

One matter involved the interpretation of a prenuptial agreement and the broader question of whether a sizable lump sum alimony award can be ordered when a prenuptial agreement limits and defines the distribution of assets. The other addressed two different motions to modify child support and whether or not certain aspects of an executive compensation package should be included in the child support computation. In addition to these cases in the legal spotlight, our growing family law team handled scores of other matters resulting in favorable settlements for our clients.



*Family Law Attorney **Jill D. Bicks** serves as a consultant to the hit HBO series “Divorce.”*

NEW TO THE TEAM



*The start of 2018 welcomed two additional attorneys to our Family Law practice. During her 35 years of practice, **Livia D. Barndollar** has earned the reputation of a highly accomplished family law attorney, focusing her practice on litigation matters involving dissolution of marriage cases and on post judgment and appellate proceedings. She also resolves matters by informed and experienced negotiation. For years she has been actively involved in the legal community, having served as president of the Connecticut Bar Association (CBA) and chair of its Family Law Section, as well as serving as officer on numerous other CBA committees. She is a board member of Connecticut Legal Services and the Connecticut Bar Foundation. Livia serves as an editor of the Connecticut Bar Journal and the ABA Family Advocate, is a director of the American Counsel Association and has been a delegate to the ABA House of Delegates since 2006. She earned her B.A. from Trinity College and her J.D. from Villanova University School of Law.*



*Also joining the Family Law practice is associate **Kelly A. Scott**. Kelly represents clients in all areas of matrimonial and family law and has prior experience with high-net worth and high-conflict custody and financial matters. Kelly received her B. A. from Fordham University and her J.D. from the University of Connecticut School of Law.*

School Law

We counsel clients who strive to provide a sound education to their students while facing an array of legal challenges.

FIRM ASSISTS INDEPENDENT SCHOOL WITH GROWTH INITIATIVES

Transitioning Past to Present Needs

This past year was momentous for our client, Eagle Hill-Southport School. Founded in 1984, the school serves 110 students in kindergarten through 8th grade with language-based learning differences and attention issues. In May 2017, the Southport, Connecticut school purchased an historic building on the edge of its campus, expanding its footprint. The renovation of the 1880s structure, which was once the oldest continually operating bank in the United States, yielded many surprises, including hidden, 1,000 pound granite



blocks surrounding the original safe. The building will house an expanded music and art program for students and will also offer professional development opportunities for the staff and faculty, with state-of-the-art technology and communication channels. In November 2017, in recognition of its incredible

support from the Southport community and in line with a new strategic plan, the school changed its name and brand identity to "The Southport School."

Pullman & Comley assisted the school and its board with navigating the legal requirements for the historic name change, which included a restatement of its certificate of incorporation. Our attorneys also negotiated the school's line of credit and represented the school in connection with the construction contract for the centuries-old building.

INDIVIDUALS WITH DISABILITIES EDUCATION IMPROVEMENT ACT

Requirements Are Barrier to Court Actions

A Pullman & Comley School Law attorney persuaded the Connecticut Superior Court that the United States Supreme Court's recent narrowing of the requirement to exhaust administrative remedies under the Individuals with Disabilities Education Improvement Act (IDEA) did not preclude the court from dismissing an 81-count lawsuit against the Norwalk Board of Education and three of its former administrators. The litigation arose from the Board's contracting with an individual who fraudulently represented herself to be an expert in autism, with the plaintiffs alleging that she had caused the students with whom she worked to regress educationally. The court's decision was among the first in the country to interpret and apply the Supreme Court's new standard.

CELEBRATING CLIENTS, FRIENDS AND AN EDUCATION NONPROFIT

Winter Party 2018



The firm's 2018 Winter Party showcased the work of Capital City Education Alliance (CCEA), whose programs teach workforce readiness skills to Hartford middle school children. Above, Pullman attorneys and CCEA staff.

Health Care

Our innovative team helps clients navigate the maze of health care law for a broad range of health care providers and businesses in related fields.

MEDICAL MARIJUANA

Cultivators, Municipalities and Employers Seek Answers



As the medical and recreational marijuana industry continues to expand in the Northeast, our attorneys have helped marijuana cultivators, dispensaries, municipalities and employers contend with respecting certified patients' rights while balancing workplace safety issues.

Our Corporate and Land Use attorneys have assisted Connecticut marijuana growers with regulatory issues and facility siting, as well as corporate governance, corporate structuring, tax issues and protection of clients' intellectual property interests. As communities have begun considering their response to the expansion of the industry, we have consulted with municipal and economic development professionals and lectured before trade associations on municipal regulations, zoning considerations that impact the siting of cultivation and dispensing facilities, and review of federal law as it affects all municipalities participating in this industry.

In addition, numerous employers that have robust safety and health programs and engage in post hire drug and alcohol testing and drug screening for safety sensitive jobs have consulted with our Labor and Employment attorneys. We guide employers on the legal implications of employee medical marijuana use and how to navigate the balance of state and federal laws.

CONNECTICUT CHILDREN'S MEDICAL CENTER

New Lease Fosters Hartford Growth

In one of the largest lease transactions for office space in downtown Hartford in 2017, members of the firm's Real Estate practice assisted the Connecticut Children's Medical Center (CCMC) in leasing more than 110,000 square feet in Hartford Square North, located at 10 Columbus Boulevard in downtown Hartford. By moving its administrative headquarters to the new location from its former location in East Hartford and several smaller offices around the Greater Hartford area, CCMC became

an anchor tenant in what is known as the "Candy Cane Building." The lease is anticipated to provide CCMC with more than \$1 million annually in savings over its initial 14+ year term.

Our attorneys worked through, negotiated, drafted and redrafted the complex and complicated lease agreement alongside the in-house legal and business operations teams at CCMC to ensure that the transaction provided our client with the flexibility and stability

needed to achieve the consolidation and relocation of more than 400 employees to the new building. Among other things, the transaction brought hundreds of jobs to Hartford's growing downtown business district and created a central point of operations for CCMC closer to its main hospital campus on Washington Boulevard in Hartford. The new lease also provided our client with more room to expand needed clinical services at its main hospital location.

CONCIERGE MEDICINE

The Future of Health Care

Economic and lifestyle trends are changing the way family medicine is practiced, resulting in the growth of what is known as “concierge,” “boutique” or “retainer” practices. These practice models generally offer extra services and increased availability of physicians to a smaller number of patients. In return for more personalized care, these practices typically charge membership fees for non-clinical services and may or may not participate in insurance.

Throughout 2017, members of the firm’s Health Care team worked with clients transitioning to these types of practices.

For one group, we established a new physician-owned company to contract with patients to provide the concierge services. This offered our client a creative solution to several complex reimbursement and compliance issues while still meeting the physicians’ goals of maintaining sole control of their practice.



Another group wanted to focus exclusively on patient care. There, we assisted the client in entering into a joint venture with an independent company to provide the non-clinical concierge services. This partnership with lay experts who specialize in marketing and managing primary care practices provided our client with the sophisticated business partner they sought without violating corporate practice of medicine laws.

A third client chose a different way to form a concierge practice by opting out of participating with any third-party payors, including Medicare and all other insurance and payment programs. Reimbursement under this model relies solely on private contracts with patients in which the patient pays the physician directly for professional care. Our attorneys carefully draft these contracts to make it clear that the physicians are not engaged in providing health insurance to patients.

ELIZABETH “BETTY” M. PFRIEM

Firm Supports Philanthropic Vision

Pullman & Comley is proud of the 40-year relationship we built with Elizabeth “Betty” Pfried, a quiet but influential woman who led a life of selfless giving to organizations in the Greater Bridgeport area. Our relationship with the Pfried family began in the 1950s, when Fred Comley and Dwight Fanton represented them with corporate matters relating to *The Bridgeport Post*, in which the Pfried family was a principal owner. Later, in the 1970s, the firm represented Betty and her husband, John, to advise them in their personal and business interests. When John died in 1983, Betty devoted herself full-time to philanthropic endeavors with the area’s charitable and educational entities.

With the assistance of our Trusts and Estates attorneys, she established the Elizabeth M. Pfried Foundation to further her charitable undertakings. The trustees of the Foundation,

including one of our attorneys, are committed to developing and instituting a mission to support children and young adults in need, as well as many charitable institutions and events, including the Barnum Festival and the Barnum Museum; the Greater Bridgeport Symphony; Regional Youth Adult Social Action Partnership (RYASAP); the Bridgeport Public Education Fund; Bridgeport Hospital; St. Vincent’s Hospital; Housatonic Community College; Fairfield University and Sacred Heart University.

Betty Pfried passed away in April, 2017, but her legacy will continue through the efforts of her foundation.



Energy & Regulatory

Attorneys in this practice area deliver focused results to clients facing a climate of increased mergers and ever-changing regulatory requirements.

SUPPORTING CLEAN ENERGY PROJECTS

Cutting Edge of Renewable Energy



Recognizing the issues surrounding climate change, the New England states, along with several other states in the Northeast, have taken several steps to curtail emissions from traditional electric power plants and to promote renewable energy. Our attorneys were involved in a wide variety of cutting edge energy issues over the past year.

Attorneys from our energy group provided due diligence support for the purchase of three solar projects under development in Connecticut. When completed, the projects will provide a total of approximately 90 megawatts, enough to power roughly 90,000 homes. The Pullman team reviewed and advised on regulatory, land use, environmental and real estate matters associated with the purchase.

- Our practice group chair testified before Connecticut's Council on Environmental Quality and before the Connecticut General Assembly on the complex land use issues associated with the development of renewable energy projects on environmentally sensitive lands, such as core forests and farmlands.
- Our attorneys were also instrumental in providing due diligence support for a significant investor in a major natural gas-fueled combined cycle electric generating facility currently under construction in Connecticut. The facility will generate enough energy to power nearly 800,000 homes.

UNION OF TWO INDUSTRY LEADERS

Eversource Energy Acquisition of Aquarion Water Company



In an acquisition that combined New England's largest energy company with the region's largest private water company, Eversource Energy recently completed an acquisition of Aquarion Water Company for a value of \$1.675 billion. Our client, Aquarion, is highly respected in the water industry for reliability and top customer favorability ratings.

Recognized as the top U.S. utility for its energy efficiency programs, Eversource provides sustainable energy solutions and power to customers in Connecticut, Massachusetts and New Hampshire – the same states in which Aquarion serves nearly 230,000 customers. Following the transaction, Aquarion now operates as a subsidiary of Eversource, enabling it to retain ownership of its reservoirs, infrastructure and water treatment plants, while accessing additional resources to fund water system improvements.

The firm's Regulatory and Energy attorneys were instrumental in the transaction and helped to gain the necessary regulatory approvals for the sale from Connecticut's Public Utilities Regulatory Authority (PURA). The deal is the first recent acquisition of a U.S. water company by a large electric utility. Some analysts have suggested that this may encourage similar acquisitions as electric utilities seek growth opportunities to counter diminished demand for electricity and uncertainty stemming from regulatory approvals of electric transmission projects.

FREEDOM OF INFORMATION COMMISSION

Rules in Favor of Torrington Water Company

Pullman & Comley has been front and center in a groundbreaking matter that has far-reaching implications for the water, electric and natural gas industries – as well as public utilities in general. Our Energy attorneys have been working to protect Torrington Water Company's water supply from the routing of a major sewer main which would send an estimated 110,000 gallons of raw sewage each day within 500 feet of a drinking water reservoir.

During the course of the case, our attorneys filed a Freedom of Information Act (FOIA) request to the Connecticut Department of Energy and Environmental Protection and the sewer district to obtain additional information regarding the proposed sewer line.



What resulted was a retaliatory FOIA request by the sewer district for Torrington Water Company documents relating to the project. The sewer district argued that Torrington Water Company was the functional equivalent of a governmental entity, making it subject to state Freedom of Information laws. The Connecticut Freedom of Information Commission found that Torrington Water is a privately-funded stock corporation and that the provision of water is not a governmental function. Therefore, Torrington Water is not subject to FOIA. This decision preserves the sanctity of private enterprise and should prove useful to fend off other claims that public utilities are subject to FOIA.

PULLMAN ATTORNEYS ASSIST IN DRAFTING LEGISLATION

At the Forefront of Brownfield Land Bank Movement

Pullman & Comley attorneys, in coordination with the State Brownfield Working Group, the Department of Economic and Community Development, the Department of Energy and Environmental Protection, the Office of Policy Management and the Commerce Committee of the General Assembly, were instrumental in the creation of a new law that provides greater flexibility and incentives to municipalities for cleaning and redeveloping contaminated sites. The chair of our Real Estate and Land Use practice, who is also co-chair of the State Brownfield Working Group, drafted the initial legislation and worked with legislative leadership to educate them on the benefits of brownfield land banks and refine the legislation.

The new law allows land banks to serve a number of municipalities, while ensuring



that only qualified entities possessing the necessary resources and expertise will be able to enter into land banking agreements to redevelop abandoned and contaminated properties. The agreements give each municipality the ability to control the remediation, transfer and redevelop any property which is transferred to the land bank, without incurring the liability, costs and other challenges associated with owning and managing a brownfield site.

We are currently representing the first brownfield land bank certified under the new legislation. This land bank has already entered into an agreement with a Connecticut municipality and is overseeing the remediation and redevelopment of a brownfield site in that municipality.

"We chose Pullman & Comley because of their unique blend of access, credibility, perseverance and expertise. They understood the value that the Land Bank could have for the State and spent many hours with regulators and state and local representatives working to foster the legislation. With their continuing counsel, we will help create jobs, generate taxes and support environmental restoration."

ARTHUR BOGEN
PRESIDENT,
CONNECTICUT BROWNFIELD LAND BANK

Pulling Together, Succeeding Together

Our 99-year history exemplifies a solid commitment to the legal profession, our communities and one another.

HERBERT H. MOORIN

Celebrating a Career Spanning 56 Years



From 1961 until the day he retired, Herb Moorin graced the firm and its clients with his boundless friendship, significant legal accomplishments and exceptional record of public service. Herb has been one of the backbones of the firm, founding our Employee Benefits practice in the 1980s, while working tirelessly to assist his trusts and estates clients. He was instrumental

in many of the firm's most forward-thinking decisions, including the expansion of our commercial and corporate based practices. Devoted to the firm and its success, Herb trained countless associates, now partners, who owe their talents to him. Throughout his career, he dedicated significant time to volunteer agencies, particularly those that enable individuals to realize their full potential.

"Herb has a brilliant mind and an incredible sense of humor. His leadership helped shape our firm and was inspirational to our commitment to community service. It was my privilege to practice law with Herb."

D. ROBERT "ROB" MORRIS
CHAIR OF PULLMAN & COMLEY'S TAX AND
EMPLOYEE BENEFITS PRACTICES

NANCY D. LAPERA

Firm's 1st Woman Partner



Our good friend and colleague, Nancy D. Lapera, chair of the Employee Benefits practice, and in 1988, the first woman named member at Pullman & Comley, retired in early 2018.

After securing her law degree, Nancy practiced her nearly 40-year career with our firm, developing an extraordinary mastery of the nuances and complexity of ERISA and a keen ability to stay on top of the ever expanding array of regulations. Throughout her career, she counseled employers and individuals on all aspects of retirement plans, benefit plans and benefit arrangements, while also providing guidance to many of the firm's other practice areas and clients. She served as chair of the firm's Women's Leadership Initiative and supported the advancement of women and organizations that enriched their lives.

The limits of Nancy's patience and kindness are boundless and we will miss Nancy on both a personal and professional level.

"It will be difficult to replace Nancy's legal skills and impossible to replace her bright smile and ready laugh, which are always present and never dimmed even under the stress of ongoing demands and tight time constraints."

COLLIN BARON
CHAIR OF PULLMAN & COMLEY'S
HEALTH CARE PRACTICE

DIVERSITY AND INCLUSION

Firm Continues to Lead the Way

Throughout the year, our Diversity and Inclusion Committee worked continuously to create innovative opportunities for the advancement of diversity within the firm and in our communities, while furthering our commitment to the Connecticut Bar Association's Diversity and Inclusion Pledge.

In October, the firm's Diversity Committee partnered with our Women's Leadership Initiative to host, "Agent for Change: The Power of Diversity in Leadership." Held at The Yard Goats Club House in Hartford, the event featured guest speaker Kelli Masters, an attorney with our Law Firm

Alliance partner firm Fellers Snider, who runs a professional sports agency and was the first woman to sign a first-round NFL draft pick. Kelli's inspiring story of building a successful business in a traditionally male-dominated field kicked off an engaging discussion on the importance of diversity and inclusion.

In November, we co-hosted the fifth annual "Celebrating Diversity in the Greater Bridgeport Business Community" with People's United Bank and six supporting partner organizations.

ANIMOSITY BOWL XLIV

Partners End Seven Year Dry Spell



For the first time in seven years, the Partners managed a stunning defeat of the Associates by a score of 20-13. And, thanks to a “no aggression rule” that was implemented for the November matchup, no player in this year’s rivalry event made an appearance on the Injured Reserve List following the game.



MORRIS W. BANKS

Lifetime Achievement



Pullman attorney Morris “Moe” W. Banks was honored at the *Connecticut Law Tribune’s* Annual Awards 2017 ceremony with the prestigious Lifetime Achievement Award. Over a 52-year span, Moe has been at the forefront of mergers and acquisition activities, raising money through venture capital financings and providing tax advice and succession planning advice to his clients. Through it all, he finds time to educate the next generation, and give back to the community.

“Moe taught me by example that the best practitioners are those that remain humble and recognize that we are all constantly students of the law and need to respect the traps and pitfalls for the unwary.”

ANDY GLASSMAN
CHAIR OF PULLMAN & COMLEY’S
BUSINESS AND FINANCE PRACTICE

H. WILLIAM SHURE

Watergate Reunion

In 1973, a young partner in a New Haven firm took a 10-month leave of absence to serve in Washington D.C. as the assistant minority counsel to the 1973 Select Committee on Presidential Campaign Activities, known informally as the Senate Watergate Committee. Forty-five years later, H. William “Bill” Shure, a commercial finance partner at Pullman since 1996, returned to Washington in June, 2017, to commemorate the 45th anniversary of the 1972 Watergate break-in.

The Select Committee was established in February 1973 to investigate campaign activities related to the presidential election of 1972. Bill’s role on the Committee was to conduct pre-interviews of all the witnesses and brief the senators on their testimonies.

Bill Shure is pictured here (top left) with Senate Watergate Committee members and staff.

Decades later, the Senate Watergate investigation remains one of the most significant congressional inquiries in U.S. history. After the Committee’s work had ended, Bill continued to forge lifelong friendships with Howard Baker, vice chairman of the Committee, Sam Ervin, and Lowell Weicker, the sole survivor of the seven Watergate Committee members and the former governor of Connecticut.



Our Women’s Leadership Initiative celebrated its 20th anniversary in 2017 honoring The Center for Family Justice (CFJ) at its annual Women’s Networking Event in Fairfield County. Appearing in photo are Pullman attorneys and CFJ staff.

**ANNUAL REPORT
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LOCATIONS

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PRACTICES

Alternative Dispute Resolution

Bankruptcy, Creditors' Rights and Financial Restructuring

Business and Finance

Automotive Dealers
Banking
Commercial Finance
Emerging Business and Venture Capital
Market Research
Marketing, Advertising and Entertainment
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

Appellate
Collaborative Divorce
Litigation, Custody and Finance
Pre and Post Nuptial Agreements
Trial Strategy Consultation

Government Finance

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

Health Care

Biotechnology, Pharmaceutical and Life Science
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

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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