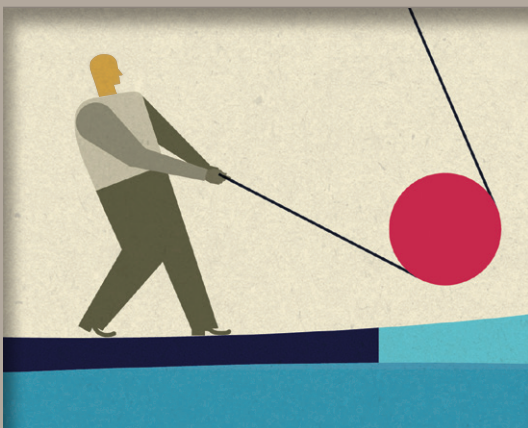


# Pulling Together



**ANNUAL REPORT**

**2015 - 2016**



**PULLMAN  
& COMLEY<sub>LLC</sub>**  
ATTORNEYS

At Pullman & Comley, “Pulling Together, Succeeding Together” is more than a tagline. It’s a reflection of our shared commitment to delivering real results to our clients through hard work and innovative thinking. It’s how we come together to give back to the communities where we live and work. And finally, it’s an expression of the culture of teamwork and collegiality that has always been the cornerstone of our success.

# Succeeding Together





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# Letter from the Chairman



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Each year, as we put our annual report together, we have the opportunity to think back over the events of the past 12 months, to celebrate successes, contemplate the challenges, and look forward to what lies ahead.

As I write this letter, I am struck not only by the breadth and depth of the legal matters we handled and the range of clients we served, but also by the qualities of this firm that make those accomplishments possible.

In 2015, our work increasingly reflected the complexities of today's global marketplace. A growing number of matters had international reach, from our work representing a major Spanish energy company on a \$3 billion merger with a Connecticut utility, to our involvement in international loans for a global insurance company, to our representation of a satellite communications firm related to a deal with the government of Turkmenistan.

We continued to represent clients bringing innovative ideas to the market, including an Israeli company using the latest hydroponics technology at a new facility in Connecticut and an energy park that will soon be the largest fuel cell facility of its kind in the world. We worked on several exciting municipal projects that are revitalizing and bringing new jobs to the state's towns and cities. And we helped our clients address the many ongoing challenges in today's economy, from changes in health care stemming from the Affordable Care Act to new developments in education law.

We are proud that for the past 97 years we have stood by our clients as counselors and friends to help them achieve their goals. Proud that as a business, we have continually evolved and grown our firm to respond to an increasingly sophisticated marketplace, and to offer our clients an even greater set of skills. Proud that as a firm, we are leaders in the community and have worked to become a strong voice for the importance of diversity in the legal profession and the workplace.

As you will read in the pages that follow, the past year was notable for many reasons. But the accomplishments in any one year do not define our law firm. Our long term success depends on our strong relationships with the clients we serve, our commitment to the communities in which we live and work, and the friendships that each of us at Pullman & Comley share with one another. Those have always been our ingredients for success.

Thank you for your business and your friendship. We look forward to working with you in the months and years ahead.

A handwritten signature in black ink, appearing to read 'James T. Shearin', written in a cursive style.

**JAMES T. SHEARIN**  
CHAIRMAN  
PULLMAN & COMLEY, LLC

# Advancing Business

Clients depend on our counsel on a wide range of transactions for every stage of their business life cycle. We are proud to partner in their efforts to create new and better ways of operating and growing their businesses.

## WASTE HEAT PUT TO GOOD USE

### Advancing the Development of Clean Power

Pullman & Comley has been selected as counsel to NuPower Thermal in the development of its district heating loop in downtown Bridgeport, a first-of-its-kind project in the United States. Instead of venting waste heat from a fuel cell into the atmosphere, NuPower plans to capture the waste heat to create hot water which will then circulate through a thermal loop to governmental, academic and office buildings in downtown Bridgeport and

the University of Bridgeport campus. At the same time, customers will save on costs creating a winning combination for the environment, for Bridgeport and for Bridgeport businesses. Pullman & Comley assists the project by drafting thermal energy supply agreements, heat offtake agreements, and contracting and vendor agreements. We have also assisted NuPower in navigating legal and regulatory issues that invariably occur when a first-time project is developed.

*“Pullman & Comley has been an invaluable resource to us in the project. Their ability to handle complex contractual issues, timely responses to issues and their understanding of the energy and utility landscape in Connecticut makes them a unique asset to the project.”*

**DANIEL DONOVAN  
CO-FOUNDER OF NUPOWER**

## LOAN SECURED BY MORE THAN 1M ACRES OF TIMBERLAND

### Helping a Lender Help a Customer

We support a unit of Metropolitan Life Insurance Company in its business of making mortgage loans to tree farm owners. When an important customer asked Metropolitan to reconfigure the structure and significantly modify the terms and covenants of a large outstanding U.S. dollar denominated loan, involving many U.S. and Canadian affiliates of the borrower, and secured by over one million acres of timberland in the United States and Canada, we were able to do so. We dealt with matters ranging from cross-border tax issues, timber inventory procedures to be followed in the management of the timberlands, the review of corporate documents from entities formed under the laws of many different jurisdictions in the United States and Canada, legal opinions from attorneys in three states and three provinces, as well as the handling of all aspects of closing, such as the logistics of filing property related documents in various U.S. and Canadian counties and provinces in a time schedule satisfactory to the parties.

### Local Counsel for Energy Merger

Pullman & Comley served as local regulatory, environmental and corporate transaction counsel in connection with the successful \$3 billion Iberdrola USA-UIL Holdings Corporation merger in 2015.



PROVIDING GUIDANCE TO PRACTITIONERS

## Professional Service Firms Seek Pullman & Comley for Seasoned Counsel



### PROFESSIONAL SERVICE

For decades, Pullman & Comley has been the go-to firm for professional services firms, assisting major firms with challenging and sensitive business transactions, regulatory compliance, licensing and litigation.

A significant number of Connecticut attorneys, in law firms, corporate legal departments and insurance agencies, turn to our Professional Liability team for risk management advice to handle their important matters.

In 2015, for example, our attorneys successfully defended an international tax and estate planning law firm against a \$10 million claim under the federal Racketeering and Corrupt Organizations Act (RICO), and a practice group in the branch office of a national law firm faced with potential claims arising from its departure from the firm and planned affiliation with another national law firm. We also worked with an insurance brokerage agency against a claim that it had negligently failed to procure proper insurance coverage.

In addition, our Business and Finance attorneys represent some of Connecticut's top accounting firms on a range of personnel practices, policies and other employment-related topics, and also provide counsel on issues regarding mergers, acquisitions and dispositions.

*“Pullman attorneys provide us with sound advice on the laws and regulations that affect personnel issues and acquisition activities, enabling us to focus our time on our professional obligation to our clients.”*

**JOSEPH A. KASK, CPA**  
**CHIEF EXECUTIVE OFFICER**  
**BLUMSHAPIRO**

BUSINESS BREAKFAST ROUNDTABLE SERIES

## Addressing the Needs of Business Owners



One of the important ways we serve clients is by keeping them informed of legal developments and other important issues that affect their business. In 2015, Pullman & Comley hosted a series of six breakfast roundtable discussions focusing on the

unique sets of opportunities and challenges in today's economy faced by owners of mid-sized businesses. The programs were designed to provide education and guidance on all facets of owning a business, from forming, operating and growing a company while accumulating wealth and security, through succession planning, to timely topics including cybersecurity and the Affordable Care Act.



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](http://www.lawfirmalliance.org).

## ASSISTING INNOVATIVE COMPANIES WITH U.S. EXPANSION

## Attracting Israeli Companies to Connecticut Soil

Israel has the highest concentration of startups and research and development centers per capita in the world, and its technology has been heralded for its innovation and ability to solve some of the world's most challenging problems. We are proud that our firm has been a driving force in Connecticut's efforts to attract Israeli companies over the past five years through our relationships with

the Connecticut Economic Resource Center and the University of Connecticut.

One example is our client, H2OFarm, an Israeli company specializing in automated factory greenhouses using the newest hydroponics technology developed in Israel. The growing facility, located in Guilford, Connecticut, uses modern agronomics and technology to maximize

plant production and profitability on crop yields grown 365 days a year. The first shipments of lettuce to the East Coast wholesale market began in late 2015; the owners hope to eventually expand the crops to include other leafy greens and herbs.

Our attorneys have handled H2OFarm's formation and corporate organization, leasing of appropriate farm land and greenhouse, labeling and trademark issues and ongoing corporate matters. We also introduced the company to a network of professionals and potential customers that will assist the company in a successful expansion in the U.S. market.

*“We would not be able to manage establishing our business in Connecticut without Pullman & Comley.”*

**IDO HELFT  
MANAGER  
H2OFARM**



### NEW TO THE TEAM



John B. D'Agostino

*In May 2015, Pullman's Real Estate practice gained partner John B. D'Agostino, whose extensive transactional experience in real estate, finance, acquisitions and sales, and other debt transactions is a significant asset to our clients. John works with such institutional investors as life insurance companies and pension funds in making U.S. and international investments in commercial real estate and natural resource assets, including equity, debt and hybrid interests. He also represents owners in leasing, developing and operating real estate, as well as acquisitions and sales. In addition to commercial real estate, John's practice includes significant transactions in debt and equity investments in timber and natural resource assets. John received his B.A. from the University of Connecticut, his J.D. from the University of Connecticut School of Law, and an LL.M. in taxation from Boston University School of Law.*

# Positive Developments

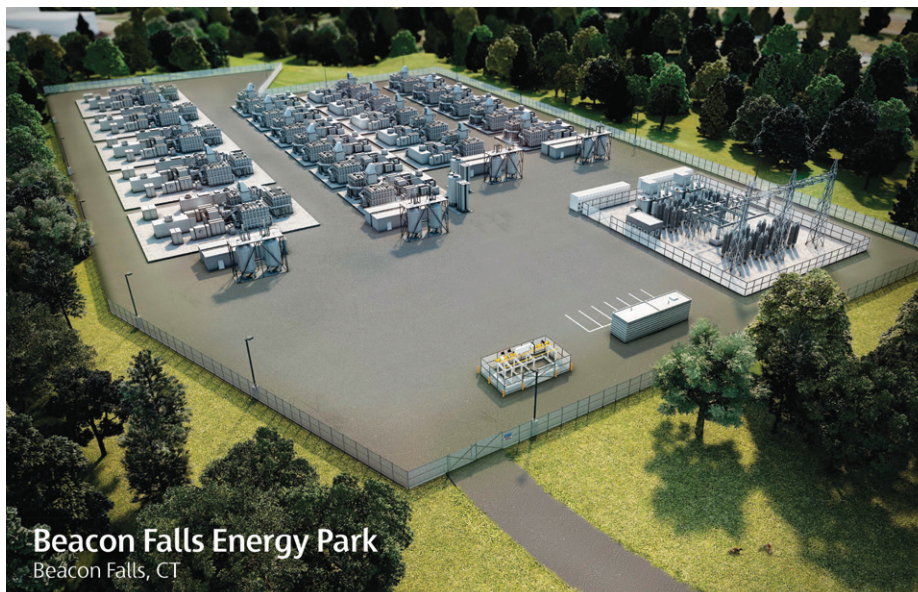
Our firm is widely recognized for providing sophisticated counsel on some of the most exciting new developments in the region. Our ability to team up effectively across practice areas is a key to our success in projects that have a positive impact on the vitality of our businesses, communities and the environment.

## ENERGY PARK WINS SITING COUNCIL APPROVAL

### Beacon Falls Fuel Cell Park to be World's Largest

Pullman & Comley's Regulatory and Energy attorneys were instrumental in obtaining the necessary Connecticut Siting Council approval for the construction, operation and maintenance of Beacon Falls Energy Park, soon to be the largest fuel cell facility of its kind in the world, and the largest Class I renewable energy facility in Connecticut. Throughout the process, our attorneys were part of a project and development team of Connecticut-based companies and were responsible for providing legal advice on all facets of development, permitting and administrative procedures.

In addition to supplying clean and reliable energy to approximately 60,000 Connecticut residents, the project will enhance the community of Beacon Falls by generating nearly \$50 million in tax revenue over the life of the project, creating additional jobs, developing a former brownfield site and enhancing utility availability for its residents. The energy park's construction, designed to be aesthetically pleasing and landscaped for minimum visibility, is slated to begin this year and will conclude in 2019.



## ATTORNEYS SECURE APPROVAL FOR CLIENT

### \$10 Million Granted to Aquarion Water



Following passage of a new law granting rate recognition for water companies that acquire small troubled water systems, our Regulatory team represented Aquarion in obtaining an award of \$10 million for its acquisition and modernization of more than 50 such water systems. After the Office of Consumer Counsel challenged the regulator's action in court, Pullman & Comley secured a remand back to the regulators to review their decision. On remand, our lawyers were able to secure full recovery of the entire amount previously granted by the regulators for our long-standing client. Pullman & Comley represents Aquarion Water Company in a variety of areas, including matters involving rates and regulation, and also provides legal support for such major transactions as mergers and acquisitions.



## CITY OF BRIDGEPORT FINANCING

## Helping a City Save Millions

In early 2016, Pullman & Comley continued its long term engagement as bond counsel to the City of Bridgeport and assisted the city's new administration with a series of financings that helped balance the current year's budget and provided over \$5.6 million in future debt service savings. The financing also generated approximately \$25 million in funding for new capital projects throughout the city.

Taking advantage of a decline in tax-exempt interest rates, 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, a short-term directly placed taxable refunding note, and a new money tax-exempt capital project series. The team went from the initial kick-off call to pricing the bonds in just six weeks.

In connection with the aggregate \$85 million financing, the firm's Government Finance attorneys participated in all facets of the

transaction, including the approval of the bonds, the drafting of the city's Official Statement, tax qualification for the bonds, including application of advanced and current refunding rules and complicated multi-purpose allocations under current IRS regulations, the negotiation of a delayed delivery bond purchase contract, the establishment of multiple escrow funds and investments for the city's refunded bonds, and securing the various debt obligations under the city's existing trust indenture.

## HIGH-END OUTLET MALL TO BE DEVELOPED

## “Haven South” to Deliver Shoreline Renaissance to West Haven



Pullman & Comley's Real Estate and Land Use, Environmental and Government Finance attorneys have been working with the mayor and officials from the City of West Haven to develop an underutilized portion of the city's shoreline on Long Island Sound. In cooperation with federal and state agencies and a private developer, West Haven is well underway in the process of turning its shoreline gateway from I-95 into a high-end shopping destination, called “Haven South,” with a planned 250,000 square

feet of retail and entertainment space, a public amphitheater, boardwalk, and kayak launch.

We are working closely with West Haven officials to structure city incentives for the developer and to assist in negotiating a package of state assistance expected to include tax incremental financing to facilitate the construction of the project. We also worked with the city project team to develop and implement a municipal development plan and negotiate and

draft pertinent project documents, which ensure that public amenities are installed and maintained and that the area is developed as promised.

When completed, “Haven South” is projected to create more than 800 construction and 1,200 permanent jobs and generate more than \$3 million in annual tax revenue for the City of West Haven.

*“It has been a pleasure working with the attorneys from Pullman & Comley on the Haven South project. I have been extremely impressed with their experience not only on legal issues but also on public policy and development matters. Haven South is critical to the economic development of West Haven. The creative and practical approach taken by the Pullman & Comley lawyers has been invaluable in moving the project forward.”*

**EDWARD M. O'BRIEN**  
MAYOR  
CITY OF WEST HAVEN

# Winning at Litigation

Whether it's in a mediation, across a negotiating table, in state or federal court, or the United States Supreme Court, our litigators serve as tenacious advocates for our clients' interests and execute a range of impressive litigation strategies.

## **BANKRUPTCY TEAM PREVAILS**

### **U.S. Bankruptcy Court Grants Relief to our Client in 50 Cent Case**

In the case of Curtis Jackson III a/k/a 50 Cent, Pullman & Comley's Bankruptcy team successfully thwarted the rapper's attempt to derail the trial in the case of *Lastonia Leviston v. Curtis Jackson III*, in which Ms. Leviston was suing Mr. Jackson for his release on his commercial website of a private, intimate tape which was never intended to be disclosed or made public. A jury had concluded that Mr. Jackson must pay our creditor client Ms. Leviston \$5 million in compensatory damages. Mr. Jackson filed his bankruptcy petition in Hartford fifteen minutes before the start of a scheduled hearing on whether he must pay our client punitive damages on top of the \$5 million. On the same day that Mr. Jackson filed, our attorneys filed an emergency motion for relief from the automatic stay asking the Bankruptcy Court to allow the punitive stage of the trial to continue, despite the bankruptcy filing. Our bankruptcy team successfully obtained an expedited hearing and within the week, the Bankruptcy Court granted an order allowing the trial to proceed to conclusion.

The jury, which was being held at the request of Ms. Leviston, heard evidence the following Monday and awarded punitive damages in the amount of \$2 million for a total verdict in favor of Leviston in the amount of \$7 million.

## **INVESTIGATIVE SERVICES PRACTICE**

### **Investigations Resolve Conflict for Private and Public Sector Clients**

Faced with claims of employee or management misconduct, municipalities, businesses and educational institutions turn to Pullman & Comley for impartial, thorough and cost-effective investigations. Utilizing a team of attorneys, paralegals, litigation specialists and the prowess of a retired judge who heads our Alternative Dispute Resolution practice, we have successfully assisted many clients in obtaining an accurate and unbiased evaluation of the questionable activity and have provided recommendations for corrective action.

In one matter, a university retained Pullman & Comley to conduct an investigation into allegations of a campus assault of an undergraduate student. In another case, a municipality called on us to undertake a confidential investigation into allegations of irregularities in student testing procedures which resulted in a prompt and favorable result for the city. Most recently, we were retained by another municipality to investigate allegations that public school administrators failed to respond properly to allegations of sexual misconduct by one of their employees. Following the issuance of a 90-page report, significant disciplinary sanctions were imposed on ranking administrators. In each of these matters, our attorneys provided timely, accurate and thorough reports that assisted administrators and elected officials in identifying wrongdoing and implementing corrective action.

## **Alternative Dispute Practice Recognized**

In 2015, Pullman & Comley received the "ADR-Litigation Department of the Year" award from the Connecticut Law Tribune. Recognized for its work in serving as mediators and arbitrators in a wide range of civil matters, the firm's ADR practice is looked upon as a highly reliable and respected resource to conduct investigations into sensitive matters.



**RIGHTS TO SATELLITE ORBITAL SLOTS SOUGHT****Client Awarded \$22 Million for Lost Profits and Damages**

In 2015 we obtained a significant jury verdict for our client in a case involving a terminated transaction with the government of Turkmenistan over the rights to the orbital slots for a government-launched satellite.

In 2010, the government of Turkmenistan announced that as a major economic initiative, it planned to place a satellite in orbit to provide communication throughout the country. A prime spot for this satellite was the orbital slot located at the 23° East longitude position, controlled by an American satellite communication firm. However, Turkmenistan did not want to do business with a small, foreign

company, with no track record of success. Our client, AMG Trading, had a strong relationship with the government of Turkmenistan and knowledge of the satellite industry, and agreed to back the American firm.

Our client then acquired the exclusive rights to negotiate the use of the 23° East position with Turkmenistan. But, as evidence at trial established, no sooner was the ink dry on the agreement, than the American firm and its principal owner reneged on the deal, and over the next several months conspired with others to put into place their own deal with Turkmenistan. The firm and its principal

owner concealed those efforts from AMG Trading which, on July 4, 2011, reached a tentative agreement with the government over the use of the rights. Frustrated with the American firm's conduct, Turkmenistan ultimately decided to contract with different parties for a different orbital slot.

Our team convinced the jurors to award our client what it would have realized in lost profits, combined with compensatory damages, totaling nearly \$22 million. The jurors also awarded attorneys' fees to our clients under the Connecticut Unfair Trade Practices Act.

**LITIGATION TEAM PRODUCES****Concrete Results for Connecticut's Construction Industry**

Clients from all sectors of the construction industry regularly turn to our construction law and litigation team. 2015's accomplishments are a good example. After persuading the Connecticut Supreme Court to affirm a trial court judgment we won for a municipal client defeating a contractor's million dollar delay claim, we successfully represented a condominium association in a lengthy arbitration trial against the condominium developer for defective construction, winning close to \$800,000 for our client. The team also represented D'Amato Builders & Advisors, a major general contracting/construction management firm in Connecticut, in claims against the owner of several out-of-state hotel projects. Without litigation or arbitration, we produced a \$1.25 million settlement with that owner for our client. In 2015, we also negotiated several subcontracts for subcontractor clients on major public and private projects. We handled design and construction/construction management contracts for private owners, including Seabury, in connection with the major expansion of its renowned Life Plan Community in Bloomfield. We also successfully negotiated for a city Housing Authority to remove a defaulting general contractor and have the contractor's performance surety complete a project under its performance bond.

**NEW TO THE TEAM**

Jill D. Bicks

*Responding to growing demand and diverse needs in the area of family law, in September 2015 the practice welcomed Jill D. Bicks as Counsel to the Firm. Jill practices in the area of 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. Jill is recognized for providing clients throughout Fairfield County and the region with cost-effective, sophisticated representation that includes a wide variety of services tailored to their individual and family needs, including litigation, mediation and collaborative divorce. Jill received her B.S. from Cornell University School of Industrial and Labor Relations and her J.D. from New York University School of Law.*

**VICTORY FOR KLEEN ENERGY**

## A Win in the Connecticut Supreme Court



In October 2015, the Connecticut Supreme Court unanimously agreed with the position of our Energy and Regulatory attorneys that the state's Public Utilities Regulatory Authority (PURA) lacked jurisdiction to resolve a contractual pricing dispute between our client, Kleen Energy

Systems, and Connecticut Light and Power (now known as Eversource Energy). The Court thus directed judgment for Kleen Energy, reversing the trial court's ruling that: (1) PURA had the statutory authority to determine the parties' rights and obligations under their contract, and (2) our client had waived its right under the said contract to arbitrate the dispute.

**RULING ON INHERITED ASSETS**

## Divorce Case Judgment Awards Client \$750,000

In a dissolution of marriage action, our client sought a portion of the value of her husband's company. The husband had used inherited money to acquire his interest in the company, but claimed that it had no value because he had not yet received any income from the company. However, the judge concluded that the company did in fact have value, because the husband had a contract with the company that required him to be paid a specified amount. The judge awarded a portion of that value to our client, who received \$750,000 as a lump sum property judgment.

Our client's husband appealed, claiming that the trial court had improperly calculated the value of the marital estate and that the financial orders were therefore erroneous. The Appellate Court rejected his claim and affirmed the trial court's financial orders. It held that the husband's ownership interest in the company was marital property, subject to distribution under Connecticut law, because he had a right to funds the company owed him under the terms of a contract with his business partner. This case is significant in that the Appellate Court reemphasized that inherited assets are subject to distribution in divorce cases.

**ADDITIONAL**

## Noteworthy Cases

- In **McCarron v. Andrews**, our Bankruptcy attorneys successfully defeated an appeal to the Second Circuit Court of Appeals by two individual Chapter 11 debtors. The debtors had challenged the Bankruptcy Court's determination that prior fraud judgments obtained against them prior to bankruptcy must control the Bankruptcy Court's determination that the judgments are not dischargeable in bankruptcy.
- The Construction Law practice won a reversal of a \$700,000 jury verdict against a town (our client) over the proposed location of a communications equipment tower. In **Bellsite Development v. Monroe**, the Appellate Court agreed the town was not legally bound, absent the town council's formal approval, to consent to the location of the tower.



- In **Handsome v. Planning & Zoning Commission**, the Connecticut Supreme Court agreed with our Litigation attorneys that a zoning permit applicant lacked standing to appeal after having lost title to the property in a foreclosure, even though the foreclosing creditor had allowed the applicant to remain on the property and neglected to file its foreclosure certificate in the land records.
- The Property Tax and Valuation practice won an Appellate Court action relating to the town's denials of tax assessment appeals in **Chestnut Point Realty v. East Windsor** and **Kettle Brook Realty v. East Windsor** because they were served after the statutory deadline.

## What's Trending

Our attorneys are on the forefront of the latest developments in the law. We keep our clients current on legal issues facing them in today's marketplace, and develop strategies for meeting new challenges.

### **NEW BANKRUPTCY "CLAW BACK" CONCEPT**

#### **Bankruptcy Trustees Seek to Recover Tuition Payments**

A developing trend in our nation's bankruptcy courts has been the increase in lawsuits filed or threatened by bankruptcy trustees to recover tuition payments made by a student's parents when the parents later file for bankruptcy protection. The consequences of allowing this type of lawsuit to succeed are rather profound. The school that is compelled to refund a tuition payment could suspend the student's ability to take courses or sue the student for recovery of the tuition that had to be refunded.

The firm is currently representing two universities in defending these so-called "tuition clawback" suits, which rely on fraudulent transfer law as the theory for recovery. That law generally provides that a payment for which the debtor does not receive "reasonably equivalent value" and that is made when the debtor is insolvent may be recovered as a fraudulent transfer, irrespective of the payor's intent. One of the cases tests the cutting edge defense that "reasonably equivalent value" to the parent is established based on the societal expectation of parental support with college tuition and actual economic and other value received from a child's higher education.

With many families already strapped by the mounting costs of higher education, the idea that a trustee of parents who files for personal bankruptcy can recover tuition they previously paid, putting their student-child at financial and educational risk, seems quite unsettling. It remains to be seen whether Congress or the courts will allow this burgeoning type of suit to continue.



### **MEDICAL MARIJUANA:**

#### **A Growing Business in Connecticut**

In the four years since medical marijuana was legalized in Connecticut, our attorneys have assisted the businesses that grow, dispense and provide testing services for this limited-use drug. Our Business and Finance attorneys help growers through the application and approval process and continue to represent Advanced Grow Labs, one of the four Connecticut producers, when called upon to assist with its expansion plans. Our Tax attorneys have obtained two favorable tax rulings from the Connecticut Department of Revenue Services, confirming the exemption from the Connecticut Sales and Use Tax of medical marijuana testing services. Additionally, our Labor and Employment Law attorneys stay current and advise employers grappling with whether their employment policies and practices should be modified to take into account the new statutes.

# Health Care Solutions

In a heavily regulated and rapidly changing healthcare industry, our attorneys provide experienced legal counsel, guiding clients through the maze of government regulations and negotiating corporate transactions and business matters in nearly every major area of the sector.

## OPTIMUS HEALTH CARE, INC.

### Improving Access to Health Care in Connecticut

Federally Qualified Health Care Centers (FQHCs) are community-based health centers that provide comprehensive primary and preventative health care to all individuals, regardless of their ability to pay or their health insurance status. Our client, Optimus Health Care, Inc., is the largest FQHC in Southwestern Connecticut and one of the largest in the state. It provides care in 23 health care sites in Bridgeport, Stratford and Stamford, including school-based health centers. The school-based health centers provide a full range of age-appropriate health care services to students, including primary medical, dental and behavioral health care, health and nutrition education, substance abuse counseling and case management. In all, Optimus has 75 providers and nearly 400 staff members who serve more than 50,000 patients who make 230,000 annual visits.

We have represented Optimus Health Care for nearly ten years and serve as its corporate general counsel providing advice on health care issues including: regulatory matters such as fraud and abuse, Medicare and Medicaid billing, privacy and security of patient health information; corporate governance; professional service and employment agreements with physicians and other providers; vendor contracts; 340B pharmacy contracts; risk management and compliance; and day-to-day patient and general corporate issues. We also advise Optimus Health Care on real estate and zoning, labor and employment and employee benefit matters.

*“They are responsive and thorough in their legal support; their client service is exceptional.”*

**CHAMBERS USA:  
AMERICA'S LEADING LAWYERS  
FOR BUSINESS, 2015 EDITION,  
CONNECTICUT HEALTH CARE  
RANKING**



## ECONOMIC PRESSURES TRANSFORM MEDICINE

### Assisting Physicians with Sweeping Changes

Under the pressures of economic forces, changing clinical patterns and the Affordable Care Act, medicine is undergoing dramatic and rapid change. As a result of these forces, many physician practices either are consolidating to attain critical mass or selling to hospital systems and becoming employees or independent contractors of the system.

The Health Care attorneys at Pullman & Comley have counseled hospitals and physicians in dealing with these economic pressures. We have been involved both in representing physician groups and hospital systems in negotiating merger and asset acquisition agreements, as well as negotiating appropriate employment and independent contractor agreements. Recent representations have involved radiology, dermatology, invasive cardiology and pathology practices.

# Education Matters

Today’s educational institutions face an array of legal, business and financial challenges. Our attorneys respond to our clients’ evolving needs across a full range of matters, from compliance with applicable law, to transactional matters and groundbreaking cases in state and federal courts.

## HIGH SCHOOL BUILDING PROJECT STANDS TALL

### Connecticut Supreme Court Rules in Favor of School District

In 2013, Regional School District No. 14’s voters had apparently passed via a referendum a building project involving a substantial renovation of its high school. Opponents of the project, however, sought to invalidate the referendum results due to a minor procedural error regarding “legal notice.”

Over the course of two years and two different lawsuits, Pullman & Comley School Law attorneys successfully asserted that the failure to strictly comply with the back-of-the-newspaper “legal notice” requirement should not invalidate the referendum results, especially because the violations were not substantial and there was no indication that they affected

the outcome of the referendum. In October 2015 the Connecticut Supreme Court ruled in favor of the School District. Our attorneys won this case of first impression by successfully asserting that Connecticut case law governing elections should determine this referendum matter, not stricter laws governing zoning matters and town meetings.

## NEW TO THE TEAM

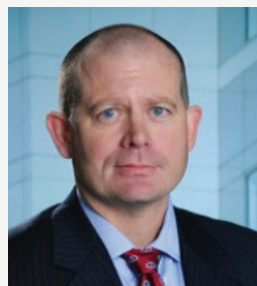
*The firm’s Labor and Employment and School Law practices were further strengthened in the fall of 2015 with the addition of partners Donald F. Houston and Stephen M. Sedor.*



Donald F. Houston

*Don represents both private and public sector management in all aspects of labor and employment matters and has significant experience representing Connecticut municipalities, school districts, private universities and businesses. He serves clients in the defense of unfair labor*

*practice, occupational safety and health and fair employment practices, as well as collective bargaining, contract administration and grievance and interest arbitration matters. He received his B.A. from Yale University and his J.D. from the University of Virginia School of Law.*



Stephen M. Sedor

*Steve focuses in the areas of education law, employment litigation and labor disputes and represents local boards of education and municipalities on a variety of matters, including a full range of collective bargaining matters. He also provides counseling and advice to public and*

*private sector employers on a wide range of labor and employment issues. He received his B.A. from Clarkson University and his J.D. from Quinnipiac University School of Law.*

**SCHOOLS MUST NAVIGATE EVOLVING LAW**

## Educating Institutions on Transgender Student Rights

The firm's Education Law attorneys are well-versed on the emerging legal considerations pertaining to transgender students in schools, colleges and universities. Connecticut has been a leader among states seeking to protect students whose gender identity is different from the gender assigned to them at birth, and the U.S. Department of Education has extended actions to

the gender-discrimination proscriptions found within Title IX of the Education Act of 1972 to transgender students. As a result, educational institutions must address questions as to how best to translate these evolving laws into practical implementation, including within the context of bathroom and locker room access as well as residential hall assignments.

In 2015, our attorneys spoke on these topics before the Connecticut Conference of Independent Colleges and subsequently at the Connecticut Association of Boards of Education's annual convention. Additionally, we addressed the unique issues confronting private and preparatory schools at meetings of the Connecticut Association of Independent Schools.

**FOSTERING RELATIONSHIPS**

## Partnerships with Charter Schools

Charter schools, schools that receive public funding but operate independently of the public school system, are a relatively new type of institution. Our School Law practice is attuned to the specific needs of these entities and has undertaken several

initiatives to serve this market. In June we launched the "Charter School Legal Issues Breakfast Forum," an informal roundtable discussion of legal issues affecting Connecticut's charter schools. Our attorneys have also presented at several conferences on the relationships

among charter schools, magnet schools, and traditional public schools and efforts to foster cooperation. Additionally, Pullman & Comley attorneys have successfully represented charter school management organizations before the Freedom of Information Commission.

**IN MEMORIAM**

## Remembering Jim White



In May 2015, we lost our longtime friend and colleague James P. White. Jim had been a partner at Pullman & Comley since 1983 and for more than 30 years focused his practice in all areas of real estate and land use matters. A dear friend and an engaging story teller, Jim always made time to catch up with co-workers and clients. Jim was an active member of his Monroe community, where he served as town attorney for many years, and was involved in numerous activities ranging from the Jaycees, the Republican Town Committee, to a Little League baseball coach. After moving to Shelton years later, Jim joined the

Shelton Economic Development Corporation and later served on its Board of Directors. Although Jim was extremely accomplished in his professional and civic life, his greatest joy was spending time with his family, including his wife, his two children and his grandchildren. He loved the game of golf and enjoyed spending hours at the golf course where he amused his many friends with endless stories. Jim was a friend to everyone at the firm and a true gentleman. His warmth, intelligence and friendship is greatly missed by all.



# Pulling Together, Succeeding Together

As the firm nears its 100th anniversary, we have remained committed to creating an environment of teamwork, mutual respect and trust in which all of our employees can excel. We are proud to celebrate each other's successes and many contributions to the legal profession.

## PULLMAN & COMLEY'S

### Commitment to Diversity and Inclusion



Left: Pullman & Comley attorneys and staff rolled up their sleeves at the former St. Margaret's School in Waterbury to commemorate this year's Dr. Martin Luther King, Jr. Day of Service.

At Pullman & Comley, we work hard to promote diversity and inclusion within the firm, the legal profession and the community. Our Diversity Committee members take leadership roles in bar associations and affinity groups that promote diversity and we host a range of diversity-related events and educational seminars.

A highlight of the year was the "Building Your Business with Diversity and Inclusion" seminar, designed to help business professionals create diversity programs that truly work and overcome challenges such as unconscious bias. The seminar's panel was comprised of corporate counsel and leaders of successful corporate diversity and inclusion initiatives who shared their

experiences in building diversity programs at their respective organizations, including Lisa Bianculli Hutter, Wells Fargo Private Bank; Ivy Thomas McKinney, Xerox; Marla Persky, WOMN LLC; and Christine Souza Smith, FactSet Research Systems, Inc. The panelists spoke specifically about what works and doesn't work, and fostered discussions about the importance of diversity and best practices in developing successful programs that have a positive impact on organizational culture, recruiting efforts and the bottom line.

In addition, for the third straight year, we co-sponsored with People's United Bank the "Celebrating Diversity in the Greater Bridgeport Business Community" event that featured the work of women- and minority-owned businesses. This event continues to gain momentum, with more than 200 area business owners, community leaders and nonprofit representatives coming together to network.

CLIENTS AND FRIENDS

## Heat Up Winter Party 2016



Above: Pullman & Comley attorneys and Bridge Family Center staff.

The firm's annual Winter Party provides an opportunity for our attorneys to celebrate the relationships we have with clients, new acquaintances and long-time friends. This

year's party took place at the historic Gershon Fox Building in Downtown Hartford where more than 500 guests gathered amidst the elegant art deco and refined old Hollywood ambiance. The event highlighted the work of two Hartford-based nonprofit organizations, including The Bridge Family Center, which offers a safe haven for children and families in crisis, and Capitol Squash, whose mission is to empower youth of Hartford to reach their potential as athletes, students and engaged citizens.

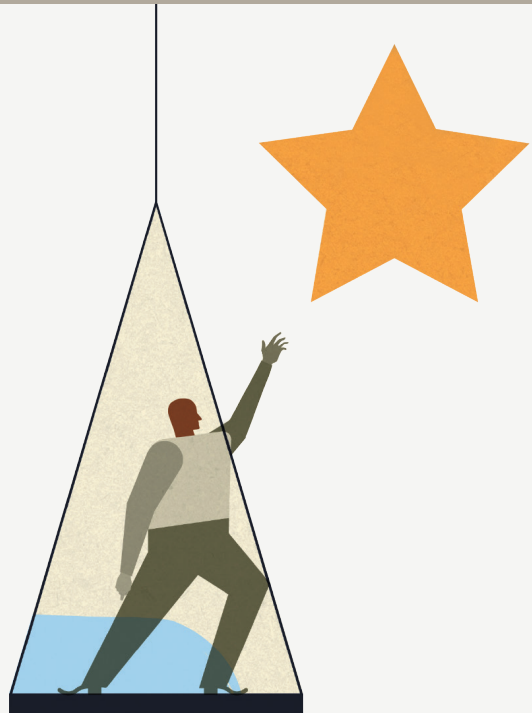
SUPPORTING

## Art in the Community

Students from the Artists Collective, an interdisciplinary arts and cultural institution based in Hartford's North End, provided the colorful illustrations for Pullman & Comley's 2015 holiday ecard. The Collective's programs represent a non-traditional approach to arts



education, and provide children with positive role models and social skills training, while also helping them to stimulate critical thinking, develop self-esteem and self-awareness. Since its inception, the Collective has trained thousands of youth in all arts disciplines.



PULLMAN & COMLEY ATTORNEYS

## Recognized for Outstanding Achievements

Client victories are not the only successes we celebrate within the firm. This year, several of our attorneys were recognized for outstanding achievements in the legal profession:

The Connecticut Economic Development Association honored **Michael J. Andreana** with its "Member of the Year" award, in particular recognizing his efforts in drafting and promoting Connecticut's new tax increment financing (TIF) legislation.

**Lee D. Hoffman** and **James "Tim" Shearin** were honored for their distinguished accomplishments in the legal profession and each received a Professional Excellence Award from the Connecticut Law Tribune. Lee was awarded the 2015 Attorney of the Year Award, primarily noted for the role he has played in Connecticut's renewable energy projects, including the state's first commercial wind project. Tim received the Lifetime Achievement Award for the indelible mark he has left on the Connecticut legal community over the course of his career. In particular, his work advocating for organizations that provide legal services to the needy was highlighted.

**Diane W. Whitney** was named a "2015 New England Top 25 Women Super Lawyer" and was featured on the cover of the New England 2015 Super Lawyers magazine. An accompanying feature article highlighted Diane's career and her common-sense solutions to legal problems.

For nearly 20 years, the Women's Leadership Initiative has provided opportunities for women professionals to celebrate the spirit of camaraderie, build business contacts, and enhance professional development. An important aspect of the Initiative is to enrich the lives of women in our communities with educational programming and networking events, and by supporting the work of local nonprofit organizations. The May 2015 Women's Networking Tea, held at The Meadowlands in Darien, highlighted the work of Optimus Health Care, which provides



Above: Pullman & Comley attorneys and Optimus Health Care staff.



complete primary care services and health education to more than 50,000 patients in medically underserved communities in southwestern Connecticut. The October networking event, held at the Old State House in Hartford, featured The Children's Law Center, a unique organization whose core service is providing legal advocates to children in highly contentious family court cases, serving nearly 3,000 people last year.

### ANIMOSITY BOWL XLII

## Associates Remain Undefeated

For the sixth year running, the Associates defeated the Partners, 39-27. Although the Partners made a field adjustment to zone defense to combat the Associates' high-powered offense, it came too late to avoid the inevitable. Undeterred, the Partners vowed next year to make sure compensation changes are scheduled to be announced on the Monday after game day.



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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