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LGBTQ BUSINESS SYMPOSIUM

October 11, 2021

LGBTQ BUSINESS SYMPOSIUM

Monday, October 11, 2021

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Authenticity Matters

LGBTQ+ BUSINESS PRACTICE GROUP
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PROUD.
EVERY DAY.



National Coming Out Day
October 11

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AGENDA

- **ENTITY FORMATION:** The multiple ways in which to setup a business and how to choose one form of entity over another
- **TAXATION:** Common tax issues faced by small business owners and what one should do to minimize or avoid them
- **REAL ESTATE:** Navigating common real estate challenges for emerging and growing businesses
- **CONTRACTS:** Contract negotiation and drafting issues faced by small businesses
- **TRADEMARKS/COPYRIGHTS/IP:** Trademarks, copyrights, and other intellectual property issues of concern to businesses
- **LGBT BUSINESS ENTERPRISE CERTIFICATION:** How to become certified as an LGBTBE and the advantages of certification

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ENTITY FORMATION



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SO YOU'VE DECIDED TO GO INTO BUSINESS...

Sole Proprietorships
Profit Corporations
Non-Profit Corporations
Limited Liability Companies
Partnerships
Special Entities

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**SO YOU HAVE
DECIDED TO GO
INTO BUSINESS...**

**SOLE
PROPRIETORSHIP**

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- The most basic form – there is no structure
- Doing business in your name
- “Hanging your own shingle”
- Personal assets are exposed to liability

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**SO YOU HAVE
DECIDED TO GO
INTO BUSINESS...**

**PROFIT
CORPORATION**

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- Formed by filing Articles of Incorporation with a state government office
- Shields shareholders, directors and officers from personal liability with some exceptions
- Taxes paid on the corporation’s income and assets
- C-Corp or S-Corp
- Identified most frequently with an “Inc.” after the name

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NON-PROFIT CORPORATIONS

Entity exists for reasons other than making a profit for shareholders

i.e. Charitable organizations, homeowners associations, clubs

Identical to profit organizations in terms of organization and formation

**SO YOU HAVE
DECIDED TO GO
INTO BUSINESS...**

**LIMITED LIABILITY
COMPANY (LLCs)**

- A hybrid of a corporation and a partnership
 - Liability protection of a corporation
 - Tax handling of a partnership
- Formed by filing Articles of Organization with a state government office
- Tax liability can be passed through to its members – members (owners) report taxable income on their personal returns (often lower than corporate tax rate)
- Flexibility
- Extremely popular

SPECIAL ENTITIES

PROFESSIONAL CORPORATION

Owned solely by one or more people with a professional license
(e.g. physician, lawyer, accountant)

HOW DO I DECIDE WHICH ENTITY TO CHOOSE?

Ownership

Taxation

Purpose

HOW DO I DECIDE WHICH ENTITY TO CHOOSE?

OPERATION

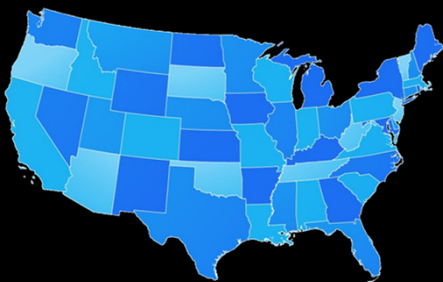
- How much time and energy is required to maintain the entity?
- How much do I need to pay each year?
- Are there documents I must file?
- Who will draft those documents and file them?

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HOW DO I DECIDE WHICH ENTITY TO CHOOSE?

LOCATION



- Where do I want to form my entity?
- Should I choose the state where my business is located, or would I benefit from forming my business in a different state that is known for being “pro-business?” (e.g. Delaware)

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HOW DO I DECIDE WHICH ENTITY TO CHOOSE?

FUTURE

- Are my business plans going to change in the future?
- Might I wish to sell the business at some point?
- Should I build in some form of flexibility in my entity?

WHO DO I CONSULT TO MAKE THE RIGHT DECISIONS?

Your attorney

Your CPA

CHANGING YOUR BUSINESS ENTITY TYPE

Documentation with your department of state
or corporate commission

Significant legal and tax implications

Should only be done after all implications are evaluated

A LITTLE HUMOR



CONCLUSION

Choosing a business entity is an essential part
of doing business

Professional advisors offer their experience and knowledge
to provide alternatives for entity formation



TAX ISSUES

ENTITY STRUCTURE

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- Sole proprietorship
- Single-member LLC
- Multi-member LLC / Partnership
- S corporation
- C corporation
- Not-for-profit corporation

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WORKER CLASSIFICATION

EMPLOYEE	INDEPENDENT CONTRACTOR/ 1099
Income tax	No withholding
Payroll tax withholding	No employer share of taxes
Employer's share of payroll taxes	

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UNDERPAYMENT OF TAXES

- Recordkeeping
- Timely deposits of payroll taxes
- Timely deposits of sales taxes
- Self-employment tax
- Business registration / Gross receipt taxes
- Salaries vs. Distributions
- Employee benefits
- Method of accounting
 - Cash vs. accrual

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MULTI-STATE ISSUES

Footprint or “nexus”

Apportioning income across multiple jurisdictions

State and local taxes

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DEDUCTIONS

- Expensing/ deductions vs. depreciation/ amortization of costs
- Start-up costs
- Business vs. personal expenses
- Mileage
- Recordkeeping
- Meals and entertainment
- Other limitations

REAL ESTATE



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DECIDING WHETHER TO PURCHASE OR LEASE REAL ESTATE

Balancing:

Flexibility

Control

Desired capital allocation

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ADVANTAGES TO PURCHASING

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- Absolute control of the development
- Flexibility to expand or contract use
- Build equity in the real estate assets
- Potential for rental income
- Value appreciation
- Potential tax advantages for depreciation and interest expense
- Full control of due diligence in connection with purchase transaction

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DISADVANTAGES OF PURCHASING

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- Upfront capital requirements
- Satisfying financing requirements
- Liquidity or cash flow constraints
- Limited flexibility
- Must sell the real estate to recover investment
- Complete liability

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ADVANTAGES TO LEASING

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- Flexibility to determine desired lease term
- Flexibility to pivot if the needs of the business changes
- Limited liability
- Limited initial investment
- Fixed/Predictable rent costs
- Tax advantages
(lease payments and lease related expenses)

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DISADVANTAGES OF LEASING

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- Limited control of the real estate
- No ownership equity from leasing
- Limited potential for rental income
- Limited control of rent increases

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SPECIAL CONSIDERATIONS

Due diligence

Insurance

Environmental assessment

Tenant improvements

Real estate sale/ Lease back

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CONTRACT NEGOTIATION & DRAFTING ISSUES



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CONTRACT NEGOTIATION & DRAFTING ISSUES

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CONTRACTS

What is a contract?

What can you negotiate?

What “must” you negotiate?

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CONTRACTS

Contract traps

Contract management and recordkeeping

When to hire a lawyer?

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TRADEMARK OVERVIEW

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WHAT IS A TRADEMARK?

Any word, name, symbol, or device, or any combination thereof, used by a person to identify and distinguish their goods from those manufactured or sold by others



WHAT IS A SERVICE MARK?

Instead of identifying goods, a service mark is a word, name, symbol, or device, or any combination thereof, used by a person to identify and distinguish their services from those offered by others

DESIGN MARK VS. WORD MARK

DESIGN MARK

Comprised of stylized words, letters, numbers, or a combination, or a design element

WORD MARK

Standard character word mark consisting solely of words, letters, numbers, or a combination

THE PURPOSE OF A TRADEMARK OR SERVICE MARK

Helps public differentiate between competing products, services and companies and make informed purchasing decisions

Protect the owner's investment in their reputation and goodwill

CAN ANYTHING BE A TRADEMARK?

- Trade names are not necessarily trademarks
 - Trade name is used by a person to identify a business or vocation of that person
- A trademark or service mark is adopted and used to identify the company's goods or services and distinguish them from other companies' goods or services

REGISTRATION REQUIREMENTS

Is the mark in use?

Can the mark be registered?

Is the mark distinctive?

Does the owner have rights to the mark?

REGISTRATION REQUIREMENTS

IS THE MARK IN USE?

- For a regular trademark or service mark application, the owner must show that the mark is currently used in the ordinary course of trade
- For an intent-to-use application, the owner must have a bona fide intention of using the mark in commerce and must show use in commerce within three years of filing the application

REGISTRATION REQUIREMENTS

CAN THE MARK BE REGISTERED?

Certain marks cannot be registered:

- Flag or coat of arms
- Name, signature or portrait of an individual without their consent
- Marks that are disparaging or suggest a false connection
- Deceptive

REGISTRATION REQUIREMENTS

IS THE MARK DISTINCTIVE?

- Distinctive marks are fanciful, arbitrary and suggestive and can be registered
- Descriptive marks, surnames or geographic marks are not automatically distinctive and must acquire distinctiveness before registration
 - But may be registrable on the Supplemental Register
- Generic marks cannot be registered

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REGISTRATION REQUIREMENTS

DOES THE OWNER HAVE RIGHTS TO THE MARK?

- Priority date
- Confusingly similar to a mark that is already registered or a mark in an earlier filed pending application

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STEPS FOR REGISTRATION

Clearance search: uspto.gov/trademarks/search

Gather information needed for your application:
Owner, specimen of use, goods and services covered, date of first use

Use the application form on the USPTO

COPYRIGHT OVERVIEW

WHAT IS A COPYRIGHT?

Copyright law grants legal protection for literary and artistic creations, often referred to as “works,” that are original or creative expressions, such as photographs, films, novels, music and software coding

COPYRIGHT REQUIREMENTS

Original as to the expression of thought, not the underlying idea

Fixed in material form

WHAT IS PROTECTED?

- Literary works – Books, articles, magazines
- Musical works – Songs, operas, musicals
- Dramatic works – Television, plays, film
- Artistic works – Paintings, cartoons, blue prints, computer artwork
- Photographic works – Photos, engravings
- Computer programs

WHAT IS NOT PROTECTED?

- Ideas – The work must be fixed
- Facts – Only the manner in which facts are expressed is protected

PROTECTION OVERVIEW

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- Work is automatically protected
- Protects economic rights in work
- Exclusive right to reproduce, distribute, lend, translate, perform and communicate work to public

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AUTHOR VS. OWNER

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- Author is the person who created the work
- Owner is the person who has the exclusive right to exploit the work, i.e., distribute, copy, sell
- Generally the same person unless
 - Work was created by an employee as part of their job, or
 - Work was commissioned or specially ordered

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COPYRIGHT INFRINGEMENT WHEN IS PERMISSION NOT NEEDED?

Copyright owner must give permission for the use of their works

UNLESS

Content is not protected under copyright law
Work is in public domain
Copyright has expired
Fair use doctrine

AVOIDING COPYRIGHT INFRINGEMENT

- Obtain written permission, licenses or assignments
- Educate employees so they are aware of copyright limitations



**AVOIDING LEGAL PITFALLS THAT COULD
DERAIL YOUR LGBTBE® CERTIFICATION**


What is an NGLCC-certified LGBTBE® and
who qualifies for this certification?

What is the process for becoming a certified LGBTBE®?

What are some of the common pitfalls that
result in a denial or revocation of the LGBTBE® certification?

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**NGLCC LGBTBE®
CERTIFICATION**

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- The National LGBT Chamber of Commerce (NGLCC) and its affiliate chambers are dedicated to expanding opportunities for LGBTQ+ businesses
- Part of those benefits include the NGLCC's Supplier Diversity Initiative (SDI)
- In 2020, the NGLCC issued the first ever report on the economic and social impact of U.S. LGBTQ+ businesses

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**NGLCC LGBTBE®
CERTIFICATION**

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- As part of its SDI, NGLCC has created nationwide certification standards and procedures for designating a business as an "LGBT Business Enterprise® (LGBTBE)"
- NGLCC's LGBTBE® standards and procedures are modeled after the federal standards and those of other national diverse certifying bodies
- LGBTBE® certification does not guarantee that a contract will be awarded; instead, it gives LGBTQ+ businesses a seat at the procurement table

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BECOMING AN LGBTQ+ CERTIFIED BUSINESS

Majority (at least 51%) owned, operated, managed and controlled by an LGBTQ+ person or persons who are either U.S. citizens or lawful permanent residents

Exercises independence from any non-LGBTQ+ business enterprise


Has its principal place of business (headquarters) in the United States

Has been formed as a legal entity in the United States

NGLCC LGBTBE® CERTIFICATION

How does a business prove it is owned, operated, managed and controlled by one or more members of the LGBTQ+ community?

- LGBT Status Qualifiers
- A complete list of the LGBT Status Qualifiers are published in the NGLCC's Standards and Procedures
- One than one qualifier may be required to demonstrate LGBTQ status



How to Get Certified

Certification is Easy
Just 4 Simple Steps

1. Go to My.NGLCC.org to Apply and Build Your Profile
Team NGLCC are always available if you have questions
2. Submit Supporting Documents
A full list of documents can be found on www.nglcc.org
3. Schedule and Complete an Official NGLCC Site Visit
Schedule a time for an official NGLCC site visitor to visit your business
4. National Certification Committee Review
Our monthly certification committee will review your application and if it meets our eligibility requirements... You'll become a certified LGBT Business Enterprise®

Don't Forget About NGLCC's Supplier Diversity Initiative Team
They are a great resource to help you through the certification process. And once certified, they are more than happy to work with you to grow your business.

Phone: 202.234.9181
Email: supplierdiversity@nglcc.org
Web: www.nglcc.org/get-certified

nglcc
National LGBT Chamber of Commerce

LGBTBE® CERTIFICATION PROCESS

1. Complete the online application process and pay \$400 or submit proof of chamber membership
2. Schedule a site visit
3. Await review and approval by the NGLCC National Certification Committee
4. Participate in a Certified LGBTBE® orientation webinar

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COMMON PITFALLS TO CERTIFICATION

- Demonstrating that one's business is owned, operated, managed and controlled by LGBTQ+ individuals
- Poor drafting of the business formation documents
- Lack of the LGBTQ+ person's experience, education or licensing
- Pay close attention to any venture capital or other funding by non-LGBTQ+ persons

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LGBTQ+ BUSINESS ALERT

OCTOBER 11, 2021

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Building your LGBTQ+ business: Avoiding legal pitfalls that could derail your LGBTBE® Certification

Of the 4.5% of United States adults who openly identify as lesbian, gay, bisexual, transgender or queer, [data shows](#) they are younger and less wealthy than the general population. Consequently, LGBTQ+ business owners and entrepreneurs face more challenges than most other U.S. adults.

Recognizing these challenges, the National LGBT Chamber of Commerce (NGLCC), the only national not-for-profit advocacy organization specifically dedicated to expanding economic opportunities for LGBTQ+ businesses, has created benefits for LGBTQ+ businesses and major corporations who are invested in creating an LGBTQ-inclusive supply chain. These benefits include increased procurement opportunities, training/mentoring on best practices, scholarships, and matchmaking events for LGBTQ businesses and corporate procurement representatives. These benefits fall within what NGLCC calls its [Supplier Diversity Initiative](#).

Get to know LGBTBE® Certification

As part of its Supplier Diversity Initiative, the NGLCC has created nationwide certification standards and procedures for designating businesses as *LGBT Business Enterprises*® (LGBTBEs). Modeled after the standards and procedures adapted from 49 Code of Federal Regulations (CFR) Parts 23 and 26, and developed by other national diverse certifying bodies, including the National Minority Supplier Diversity Council (NMSDC) and the Women's Business Enterprise National Council (WBENC), [NGLCC's standards and procedures](#) describe the criteria for an LGBTQ+ business to become certified as an LGBTBE and the application process for those

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seeking certification. The NGLCC's standards and procedures ensure that the certification is a mark of distinction for LGBTBEs and is held in the highest regard by corporate procurement representatives.

Business certification is not unique to the LGBTQ+ business community. There are [differentiated certifications](#) for women, ethnic minorities, people with disabilities, veterans, and other socially and economically disadvantaged persons. Also, business certification will not guarantee that a certified LGBTBE will be awarded a contract. Instead, certification simply gives certified LGBTBEs a seat at the bidding table. But, for those looking to do business with NGLCC's 140 corporate partners and the more than 50 local, state and federal government agencies that recognize [NGLCC's LGBTBE certification](#), then getting certified is one way to grow one's business as an LGBTQ+ entrepreneur.

Qualifying as an NGLCC-certified LGBTBE

According to the [NGLCC's certification guidelines](#), any business that meets these criteria is eligible to become a certified LGBTBE:

- The business is at least 51% owned, operated, managed and controlled by a person or persons who identify as part of the LGBTQ+ community (including transgender and non-binary/gender non-conforming individuals) and are U.S. citizens or lawful permanent residents;
- The business operates independently from any non-LGBTQ+ business enterprise; and
- The business is headquartered and has been formed as a legal, for-profit entity in the United States.

Agents, brokers, non-profit organizations, manufacturer's representatives and strategic alliances are not eligible for certification as an LGBTBE. An LGBTQ+ business operating under a franchise or license agreement may be certified as an LGBTBE if it meets the above criteria, so long as the franchise or license agreement contains no provision which unreasonably restricts the ability of the LGBTQ+ owner(s) from exercising the managerial control and operational authority of the business. [Provisions which may disqualify a franchised business](#) from certification are:

- Termination of the franchise agreement by the franchisor without cause;
- Lack of ownership of receivables by the franchisee;
- Exclusive ownership of account receivables and/or contracts by the franchisor;
- Restrictions on the sale of the business below market value;
- Terms and conditions not related to the brand or systems can be altered without franchisee's notification and/or approval;
- Contracts are prepared and approved by the franchisor;

- Management decisions cannot be made independently by the franchisee;
- No financial risk is borne by the franchisee;
- Hiring and firing decisions cannot be made independently by the franchisee; and
- Equity interest in the franchise is owned by the franchisor.

How does one prove they are LGBTQ+?

To determine whether a business is 51% owned, operated, managed and controlled by a person or persons who identify as part of the LGBTQ+ community, [NGLCC requirements](#) state that an applicant submit one or more [LGBT Status Qualifiers](#). The typical LGBT Status Qualifiers are:

- A letter from an NGLCC affiliate chamber leader attesting to LGBT status of each business owner.
- A copy of a valid municipal or state license/certificate of marriage, civil union or domestic partnership.
- Three letters of reference from personal contacts on their company letterhead or stationery who:
 - have known the owner for over a year; and
 - can vouch/attest to LGBT status.
- Evidence of completed or attempted parenting or family building efforts with same-sex partners including surrogacy, adoption or in-vitro fertilization procedures.
- A physician carry letter evidencing gender reassignment or medical procedures.
- Media (publications, newspapers, articles or otherwise explicitly stating LGBT status of owner(s)).
- An attorney letter establishing LGBT status of owner(s).
- Certificates, awards or other recognition of owners as outstanding members of the LGBT community.
- Philanthropic donation receipts with same-sex partner.
- Legal petition for name/gender change.
- Joint living arrangement paperwork naming same-sex partner, including property deeds/titles, insurance (auto, health, home, etc.), phone/utility bills, wills, retirement plans, loans, lines of credit, investment holdings, hospital visitation, etc.

A complete list of the LGBT Status Qualifiers are published in the [NGLCC's Standards and Procedures](#). The NGLCC may request the submission of several LGBT Status Qualifiers to expedite the process or to unequivocally demonstrate to its National Certification Committee the LGBTQ status of the business's owner(s).

Applying for LGBTBE Certification

There are several articles the NGLCC and others have published to explain the steps an LGBTQ+ business owner must take to get certified. Examples include:

- [*Ready to grow? Here's how*](#) (NGLCC);
- [*Top 10 NGLCC Supplier Diversity Initiative questions*](#) (NGLCC);
- [*The benefits and process of becoming a certified LGBT-owned business*](#) (Forbes);
- [*How to become a certified LGBT-owned business*](#) (Invoice2go); and
- [*Obtaining & leveraging business certifications*](#) (The Seed Collective).

[According to the NGLCC](#), the basic steps for getting certified as an LGBTBE are:

- Completing the online application process, which includes building a business profile and submitting supporting documentation to verify your eligibility for the LGBTBE certification;
- Scheduling a site visit with a member of the NGLCC team to verify the information in your application and address any additional information that may be needed by the National Certification Committee;
- Waiting for the application and site visit report to be reviewed and approved by the National Certification Committee; and
- Participating in a Certified LGBTBE Orientation webinar after approval.

Typically, once the NGLCC receives the application and supporting documents are submitted, it takes the NGLCC between 60 and 90 days to complete the review and approval process. Through a Memorandum of Understanding (MOU) with other certifying bodies, such as WBENC, the NGLCC offers an [expedited process](#) (see section six) to businesses already certified by one of its MOU partners. Under the expedited process, an additional site visit is not required if one had been completed by an MOU partner.

An NGLCC LGBTBE certification remains valid for two years. Before the certification's expiration date, an LGBTBE must [complete a recertification](#) application which may require the submission of additional supporting documentation if there has been any change in the ownership and/or control of the business. Site visits will be required at least every four years and may be conducted before expiration of one's certification. Unless an extension of time is granted, an LGBTBE who fails to file a timely recertification application will have its status adjusted from *certified* to *expired* and its name will be removed from the NGLCC's Certified Supplier List.

There is a [non-refundable fee](#) (\$400 for certification; \$200 for recertification) that must be paid as part of the application process. The NGLCC waives this fee for all applicants who submit proof of a valid membership with their local NGLCC-affiliated chamber of commerce.

Typically, most NGLCC-affiliated chambers charge \$200 per year to be a member, and an applicant does not necessarily need to be based locally to be a member of an affiliate chamber. Therefore, most LGBTQ+ businesses join a chamber to take advantage of the complimentary national certification.

All applicants, including those who have been certified as an NGLCC LGBTBE, must notify the NGLCC within 30 days of any substantive change in ownership or control of their business. Such change may affect their certification status. Also, the NGLCC retains the [right to revoke](#) (see section 13) one's LGBTBE certification if (a) the business is no longer a *bona fide* LGBTQ+ business in the National Certification Committee's reasonable judgment, (b) the business is engaging in practices that circumvent the intent of the NGLCC's programs or (c) the business is no longer an active one. Finally, upon written request before an eligibility determination, any applicant may withdraw an application without cause or prejudice.

Can an LGBTBE certification determination be challenged or appealed?

The NGLCC standards and procedures for its LGBTBE certification include both challenge procedures and an appeal process. The [challenge process](#) (see section 12) is for any third party who questions whether a certified LGBTBE meets the qualification criteria for certification. Any such challenge must be made in writing and include all evidence challenging the eligibility of the certified LGBTBE. Within 15 business days, the chair of the Appeals Committee will determine, based on the information provided, whether there is any reason to evaluate the challenge. If the Appeals Committee chair determines that no reason to evaluate exists, then the challenging party will be so informed and the investigation will be closed, subject to the challenging party's appeal rights. If, however, the Appeals Committee chair or the National Certification Committee chairs determine that a reason to evaluate exists, then notice of the challenge will be provided to the certified LGBTBE and a request will be made for the certified LGBTBE to provide information/documents to refute the challenge. Also, further hearings may be held. Thereafter, a written decision will be made subject to both parties' appeal rights. While the challenge is pending, the challenged LGBTBE certification shall remain in place. If the decision is made to revoke the challenged LGBTBE certification, the adversely affected party may not reapply for certification until after the revocation.

[Appeals](#) (see section 14) generally may be taken by those whose certification applications have been denied or wrongfully revoked by third parties whose challenges have not been evaluated or sustained. However, those whose LGBTBE certification was revoked because of a challenge deemed credible by the National Certification Committee chairs have no right to appeal. An appeal must be made in writing no later than 30 days from the challenged decision. All decisions of the Appeals Committee is final. If the decision of the Appeals Committee results in a denial, then the applicant may reapply for certification one year from the NGLCC's original denial letter.

Common pitfalls that result in a denial or revocation of certification

The most common problem that LGBTQ+ businesses face in getting certified is demonstrating that one's business is owned, operated, managed and controlled by at least 51% of persons who identify as part of the LGBTQ+ community. For those who are in business for themselves, this is not a problem. However, for those who conduct business with more than one person as owners, how the business is structured can create unexpected pitfalls in the certification process.

For example, consider for the moment that A and B desire to start a company. A is a Asian-American lesbian veteran and B is a African-American heterosexual male. Both agree that they should equally own, manage and control the business, and go online and register a multi-member limited liability company through LegalZoom.com, reflecting that they are 50-50 owners with the company being 100% managed by the members. A learns about the NGLCC LGBTBE certification and a similar certification program for veterans and desires to submit applications for both programs, whereas B learns about the certification available for African-Americans and desires to similarly apply for that program. However, because A and B set up their business with each being 50-50 owners, the business will not qualify for the certification programs.

After deciding they should apply for the NGLCC LGBTBE certification, A and B go back to LegalZoom and modify their ownership structure to reflect that 51% of the member interests in the company will be vested in A. However, A and B agree that no other changes will be made to their previously drafted operating agreement which includes provisions requiring both A and B manage the business. The operating agreement also includes provisions that require both A and B to agree on certain major decisions, including liquidating the company and executing contracts or expenditures over a certain dollar amount. Upon submission of the application to the NGLCC, this business will be denied certification because it fails to be operated and managed by A as the LGBTQ+ member.

Let's assume that A and B rewrite the operating agreement and delete the provisions requiring 100% member management. Instead, B is, on paper, a silent partner. Yet, the business that A and B have started is one in which A has no prior education or experience and requires certain licenses or certifications which only B holds. Upon review of the application, which requires disclosure of the applicant's resume and experience and whether the business requires any licenses or certifications to operate, the business will likely be denied certification because, again, it is not being operated by A as the LGBTQ+ member.

Finally, let's assume A and B have started a company which the NGLCC has certified, but neither A nor B have sufficient funds to continue its operations. So, they approach their friend C, a Caucasian heterosexual male, who agrees to invest \$250,000 in the business. As part of his investment, C insists on having the operating agreement re-written to provide him preferential interests which he can exercise at any time and

remove A as the managing member and replace her with B or some other person of C's sole choosing. Upon challenge by a third-party, the business's certification will likely be revoked because it is no longer being operated, managed or controlled by A as the LGBTQ+ member.

Sometimes, other factors come into play which may make these pitfalls true obstacles to obtaining certification. However, if such other factors do not exist, then all these pitfalls can be avoided through careful planning and by consulting with an attorney familiar with the LGBTBE certification requirements.

Conclusion

American corporations and government organizations have made diversity and inclusion a top priority, and many are looking to work with certified women-owned, minority-owned and LGBT-owned businesses. The NGLCC Supplier Diversity Initiative provides certified LGBTBEs with access to its network of corporate partners and their supplier diversity professionals who are interested in helping LGBTQ+ business owners grow their business. Consequently, if your business is eligible, the NGLCC LGBTBE certification can be a rewarding way to grow one's business.

Visit all of the NGLCC LGBTBE certification process details and websites referenced in this article at the following links:

- [NGLCC: Ready to grow? Here's how \(undated\)](#)
- [NGLCC: Top 10 NGLCC Supplier Diversity Initiative questions \(undated\)](#)
- [NGLCC: Get certified in four easy steps! NGLCC certification process \(undated\)](#)
- [NGLCC Standards & Procedures: Supplier Diversity Initiative & National Certification Committee \(2020\)](#)
- [Reuters: Some 4.5 percent of U.S. adults identify as LGBT: study \(Mar. 5, 2019\)](#)
- [Forbes: The benefits and process of becoming a certified LGBT-owned business \(Aug. 9, 2015\)](#)
- [Invoice2go: How to become a certified LGBT-owned business \(undated\)](#)
- [The Seed Collective: Obtaining & Leveraging Business Certifications \(Apr. 23, 2020\)](#)

For more information please contact [Ron Hicks](#) or any member of Porter Wright's [LGBTQ+ Business Practice Group](#).



Ronald L. Hicks, Jr.

partner

For more than three decades, Ron has handled complex and commercial litigation in trial and appellate courts at the state and federal level, and before arbitration and mediation panels throughout the Atlantic Coast and Midwest. As a trial and appellate lawyer, his litigation practice focuses on claims involving misappropriation of trade secrets, intellectual property disputes, breach of restrictive covenants, business competition matters, partnership and business owner disputes, contract and warranty claims, creditors' rights and fraudulent transfers, estate and fiduciary liability, insurance coverage, real estate title disputes, oil and gas litigation and telemarketing and online marketing matters. He is member of the Allegheny County Academy of Trial Lawyers and serves as an arbitrator, an early neutral evaluator and an e-discovery dispute Special Master for the U.S. District Court for the Western District of Pennsylvania.

Being an out and proud member of the Pittsburgh LGBTQ+ community, Ron serves as co-chair of the firm's LGBTQ+ Business Practice Group. In this role, he represents LGBTQ+ business owners and clients across industries, often serving as outside general counsel. He advises on general corporate issues and business transactions, including entity formation and operation, contract drafting and review, document retention and destruction policies, internet and social media matters, and intellectual property concerns including trademarks, copyrights, trade secrets and warranties.

As co-chair of the firm's Election Law Practice Group, Ron has represented local, state and federal Republican candidates and political committees, serving as their general or litigation counsel. For nearly 30 years, Ron has handled a variety of election law disputes, including election contests, ballot recounts, nomination objections, absentee, mail-in and provisional ballot challenges, and other pre- and post-election litigation. In addition, he has planned and participated in Election Day operations, including for the past five presidential campaigns. He regularly provides training on Pennsylvania election processes and procedures. He is the solicitor for the Republican Committee of Allegheny County and has previously served as a deputy solicitor for the Pennsylvania Republican State Committee. He is the secretary and a member of the Board of Governors for the Republican National Lawyers Association (RNLA). In

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EDUCATION

Wake Forest University, J.D., 1987

Pennsylvania State University, B.A.,
1984

SERVICES

Litigation

- Arbitration and mediation
- Commercial litigation
- Noncompetition and trade secrets litigation
- E-Discovery
- Insurance litigation
- Professional liability
- Intellectual property litigation

Business Competition, Advice & Litigation

- Non-competition and trade secret counseling and litigation

LGBTQ+ Business

2018, RNLA awarded Ron with the Robert J. Horn Chairman's Award for his nationally distinguished service in protecting the honesty and accuracy of U.S. elections.

Ron has an AV Preeminent Rating from the *Martindale-Hubbell*® Peer Review Rating program. He was named a "Lawyer of the Year" by *Best Lawyers*® 2022 Pittsburgh, Pennsylvania in the area of Litigation – Real Estate and was ranked in the areas of Commercial Litigation, Litigation - Bankruptcy, Litigation – Construction. He was also named to the *Pennsylvania Super Lawyers*® list, included in Who's Who in American Law and named to the Order of the Barristers.

REPRESENTATIVE MATTERS

- Obtained orders striking a 24-year-old default judgment and dismissing a quiet title action claiming adverse possession of severed oil and gas rights based on such judgment, which orders were affirmed on appeal.
- Obtained, after 30 days of trial in a New Jersey state court, a \$12.8 million verdict against a client's legacy insurance companies for environmental clean-up damages.
- Enforced an employee's restrictive covenants by obtaining, following a two-day hearing in federal court, a preliminary injunction imposing a 12-month non-compete in the employee's former territory, an 18-month non-solicitation of his former employer's customers and employees, and an indefinite ban on disclosing or using in any manner the client's confidential information or other property.
- Protected a manufacturer's customer information and other trade secrets by obtaining, after a three-day evidentiary hearing in federal court, one-year and 10-year injunctions to prevent their misuse by a former salesman and a terminated dealer.
- Obtained, after two 10-day jury trials in federal court, judgments totaling over \$14 million for siblings against their brother/uncle and his wife for misappropriation and fraudulent transfer of family assets, and protecting those judgments by obtaining pre-verdict and post-judgment freeze orders, a declaratory judgment in Florida state court that a condominium was not homestead property, and a declaratory judgment in federal bankruptcy court that the judgment against the wife was not dischargeable.
- Served as lead trial and appellate counsel in *In re: Canvass of Absentee Ballots of November 2003 General Election*, 843 A.2d 1223 (Pa. 2004), in which the Pennsylvania Supreme Court declared the "in-person" delivery requirement for absentee ballots under the Pennsylvania Election Code was mandatory, resulting in a Pennsylvania Superior Court Republican candidate winning her election by 28 votes out of more than 2.25 million cast.

BAR ADMISSIONS

- Pennsylvania
- Supreme Court of Pennsylvania
- U.S. Court of Appeals for the Third Circuit
- U.S. District Court for the Western District of Pennsylvania
- U.S. District Court for the Eastern District of Pennsylvania
- U.S. District Court for the Middle District of Pennsylvania

SERVICES (CONTINUED)

Government & Regulatory Affairs

- Election law representation

Business Growth & Operation

- Business transactions
- Corporate governance
- Insurance

Energy

- Coal and mineral rights
- Oil and gas

Entrepreneurship & Startups

- Entity formation
- Operations, transactions and governance

Privacy & Data Security

- Records management and privacy policies
- Retail and web commerce
- Social media

- Supreme Court of the United States

PRESENTATIONS

- "RNLA Members Call: Election Law Changes & How COVID-19 May Impact Voting," Republican National Lawyers Association, March 27, 2020
- "How to Get Your Social Media, Email and Text Evidence Admitted (and Keep Theirs Out)," NBI, Dec. 21, 2018
- "Election Law Matters," American Inns of Court, Pittsburgh Chapter, Dec. 20, 2018
- "Pennsylvania Election Day", RNLA, October 2018
- "Leveraging Networks," ACBA's Women's Institute for Leadership in the Law, Aug. 21, 2018
- "Election Day Operations," RNLA National Election Law Seminar, Aug. 4 & 5, 2018
- "How to Get Your Social Media, Email and Text Evidence Admitted (and Keep Theirs Out)," NBI, July 31, 2018
- "Dealing with International Contracts: The Cost Savings Edition," ACC Webcast, March 7, 2018
- "Business Attorney's Guide to Information Technology," NBI, Dec. 19, 2017
- "Drafting an Asset Purchase Agreement: Key Provisions," NBI, Nov. 13, 2017
- "The Ethical Obligations of the Lawyer in a World of Increased Information and Security," RNLA National Election Law Seminar, Aug. 5, 2017
- "Legal Holds: Ten Tips to Properly Execute a Defensible Litigation Hold," ACC Small Law Office Department Webcast, May 11, 2017
- "The Rules of Evidence: A Practical Toolkit," NBI, April 28, 2017
- "Advanced Contract Drafting Techniques and Tips for Choice of Law and Venue Clauses," ACC Webcasts, Virtual Roundtable Series II, Program 3, Nov. 17, 2016
- "Dealing with 'Rambo' Litigators: How to Counter Unfair Tactics and Intimidation," ALI-CLE Webinar, Nov. 14, 2016
- "Penalty: Holding on the Offense! Everything You Need to Know About Legal Holds," ACC 2016 Annual Meeting, Oct. 18, 2016
- "How to Get Your Social Media, Email and Text Evidence Admitted (and Keep Theirs Out)," NBI, Aug. 31, 2016
- "Mock Trial – Provisional Ballot Challenges," RNLA Summer Election School, Aug. 15, 2015
- "The Rules of Evidence: A Practical Toolkit (Handling Email, Social Media and Other ESI & Ethical Considerations)," NBI, July 31, 2015
- "Being Counsel to a Campaign," RNLA Summer Election School, Aug. 10, 2014
- "Natural Gas Title Washing," Best of the Oil and Gas Law Colloquium, Jan. 23, 2014

PUBLICATIONS

- "The interplay between indemnification provisions and insurance clauses in contracts for goods and services," *ACC Docket*, March 2014
- "Debunking the myths surrounding natural gas title washing: 'How can one's title be divested if natural gas was not and cannot be the subject of a proper real estate tax assessment?'," *Pennsylvania Bar Association Quarterly*, January 2014

PROFESSIONAL ASSOCIATIONS

- Litigation Counsel of America, Fellow
- Academy of Trial Lawyers of Allegheny County, Diversity Committee
- Allegheny County Bar Association, Civil Litigation Section, LGBT Rights Committee, Committee for Diversity & Inclusion, Appellate Practice Committee, Court Rules Committee, Political Action Committee, Finance Committee, Women in Law Divisions Gender Bias Committee
- Allegheny County Bar Foundation, 2016 Fellow
- Republican National Lawyers Association, Board of Governors, Secretary
- American Bar Association
- Pennsylvania Bar Association

HONORS | AWARDS

- City & State PA, Top Fifty Over 50, 2021
- Republican National Lawyers Association, 2018 Robert J. Horn Chairman's Award
- *Pennsylvania Super Lawyers*®
- *Best Lawyers*®, Pittsburgh, Pennsylvania "Lawyer of the Year," Litigation – Real Estate, 2022
- *Best Lawyers*®, Commercial Litigation, Litigation – Bankruptcy, Litigation – Construction
- Martindale-Hubbell®, AV Preeminent
- *Who's Who in American Law*®
- Order of the Barristers

COMMUNITY

- Three Rivers Business Alliance, Board of Directors, President, 2017-present, Steering Committee, 2017-2019
- Penn State University College of the Liberal Arts Alumni Society, Board of Directors, 2012-2017, Mentor, 2010-2015
- Penn State Alumni Association, Life Member
- Pennsylvania Society, Member
- Republican State Committee, Commonwealth Club, Member
- Republican Committees of Allegheny County and Pittsburgh, Solicitor, 2010-present, 2003-2008, Committeeperson Pgh. 3rd Council Dist. Ward 17, 2004-present



Theodore R. Walters

partner

Ted is a transactional and trial lawyer focusing his practice on corporate, health care, banking and real estate matters. He serves as partner-in-charge of the firm's Naples office and co-chair of the LGBTQ+ Business practice group.

Ted works with professionals with the establishment, structure, purchase, and sale of medical, dental, and veterinary practices. He assists in the creation of holding companies and conduit and professional entities, the conversion of medical and dental practices to concierge practices, and the drafting and review of real estate and equipment leases. In addition, he works to resolve labor and employment issues related to medical and dental practices, including non-compete provisions, non-solicitation provisions, and compensation, benefits and termination issues.

Ted's real estate practice encompasses residential and commercial projects, representing developers, associations, owners and lenders in planned communities, homeowners' associations, condominium associations, shopping centers and lease transactions. Ted drafts and litigates governing documents for associations and provides guidance to his clients on the ever-changing laws affecting these entities.

His experience with financial institution work includes negotiating and drafting for construction lending, secured lending, asset-based lending, bridge financing, leasing, securitizations, syndications, participations, letters of credit, and Export-Import Bank guarantees. Ted advises financial institutions on compliance issues, including the USA Patriot Act, Bank Secrecy Act, Federal Reserve regulations and state regulations. In addition to corporate transactional work such as entity formation, contract negotiation and drafting, Ted represents his clients in State and Federal court in complex civil litigation.

BAR ADMISSIONS

- District of Columbia
- Florida
- U.S. Court of Appeals for the Eleventh Circuit
- U.S. District Court for the Middle District of Florida
- U.S. District Court for the Northern District of Florida
- U.S. District Court for the Southern District of Florida

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EDUCATION

University of Miami School of Law,
J.D., 1993

The American University, B.A.,
1985

LANGUAGES

- German, *conversational*

SERVICES

Banking & Finance

- Asset-based lending
- Commercial lending
- Real estate financing
- UCC and other commercial transactions

LGBTQ+ Business

Real Estate

- Commercial and residential development
- Commercial leasing
- Condominium development and operation

- U.S. Court of International Trade
- U.S. Tax Court

PRESENTATIONS

- “Negotiating Employment Contracts: Understanding the Fine Print,” Collier County Medical Society and NCH Healthcare System, Dec. 3, 2019
- “Naples Equality Means Business,” Community Foundation of Collier County, Oct. 3, 2019
- “Q&A: Legal Concerns for Medical Practices,” Collier County Medical Society Practice Administrators Series, Sept. 18, 2019
- “Don’t Labor Over Employment Law,” Collier County Medical Society Practice Administrator Series, June 5, 2019
- “Negotiating Employment Contracts: Understanding the Fine Print,” Collier County Medical Society and NCH Healthcare System Seminar Series, Oct. 30, 2018
- “Beyond HIPAA: Practical Medical Privacy Issues,” Collier County Medical Society Practice Administrators Series, July 12, 2018
- “Legal Updates for Physicians,” Collier County Medical Society Spring General Member Meeting, March 28, 2018
- “Construction Liens and Lender Liability,” First Florida Integrity Bank Training Day, Nov. 11, 2016
- “Legal Considerations for Physicians,” Collier County Medical Society, May 24, 2016
- “Transactional War Stories and Tips for Paralegals to Avoid Transactional Blunders,” Attorneys’ Title Fund Affiliate Assembly, October 2013

PROFESSIONAL ASSOCIATIONS

- Collier County Bar Association
- American Bar Association

HONORS | AWARDS

- *Best Lawyers®*, Business Organizations (including LLCs and Partnerships), Corporate Law
- *Naples Illustrated*, Top Lawyers, Real Estate Law

COMMUNITY

- Civil Traffic Infraction Hearing Office, 20th Judicial Circuit
- Immokalee High School Mock Trial Team Attorney Coach
- 20th Judicial Circuit High School Moot Court Competition Judge
- Florida Bar International Law Certification Committee, Current Member and past Chair and Vice-Chair
- Collier Senior Resources, Former Member of Board of Directors
- Leadership Collier, Class of 2006
- American Red Cross, Collier County Chapter, past Member of Board of Directors
- Avow Hospice PAWS Committee, past Chairman
- Pelican Landing Governing Documents Task Force, Chairman

SERVICES (CONTINUED)

Real Estate

- Construction and design contracts
- Foreclosures, receiverships and workouts
- Mortgage loans and other financing
- Purchase and sale transactions
- Real estate litigation
- Title insurance

Health Care

Business Growth & Operation

- Board and committee counsel
- Business transactions
- Organization, planning and financing

International Business & Trade

- Cross-border litigation and arbitration
- International financing, including letters of credit

Labor & Employment

Litigation

- Commercial litigation
- Construction
- Real estate

Securities



Karim A. Ali

partner

Karim is an experienced corporate transactional attorney with extensive experience drafting and negotiating real estate purchase agreements, commercial leases, supply agreements, consulting agreements, service agreements and various business contracts. In addition, Karim counsels clients in connection with a range of business transactions including the purchase and sale of real estate, private placements, mergers and acquisitions, emerging and privately held companies, manufacturing facilities and electronic financial service providers. Karim also advises wireless telecommunications carriers on matters of new cell site deployment to build out legacy and state-of-the-art wireless technologies nationwide.

Karim uses his wide-ranging business experience to help companies grow and prosper.

Karim previously served as a real estate attorney at L Brands, Inc., where he negotiated a variety of real estate agreements for Victoria's Secret, Bath & Body Works, Express and The Limited, including various high profile shopping center and mixed-use developments throughout the United States. Before pursuing a legal career, Karim was a community development officer helping low-to-moderate-income communities obtain banking services, suitable lending products and critical lending-based education.

BAR ADMISSIONS

- Ohio

PRESENTATIONS

- "Ethical Considerations in the Diversity and Inclusion Space," 11th Law of Shale Plays Conference, Sept. 10, 2020
- "Returning to Work: Retail, Restaurant & Other Consumer-Facing Sectors Encountering the New Normal," Porter Wright, May 28, 2020

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EDUCATION

The Ohio State University Michael
E. Moritz College of Law, J.D., 2003

The Ohio State University Fisher
College of Business, M.B.A., 2003

Talladega College, B.A., 1996

SERVICES

Business Growth & Operation

- Business transactions
- Corporate governance

International Business & Trade

- Sales representation, distribution and licensing agreements

Mergers & Acquisitions

- Due diligence

Real Estate

- Purchase and sale transactions
- Commercial leasing

- “Practice and Career Management: Planning and Transitioning - Should I Stay or Should I Go?,” Ohio Women’s Bar Association and Foundation Annual Meeting and Conference, April 26, 2018
- “Diversity Challenges in and Leadership from Mid-Size Cities,” Symposium on the State of Diversity and Inclusion in the Legal Profession, Institute for Inclusion in the Legal Profession, Aug. 2, 2016
- “Retail Versus Office Lease Negotiations,” Ohio State Bar Association, Aug. 6 & 13, 2014
- “Mergers and Acquisitions Primer,” Ohio State Bar Association webinar, January 2014
- “Commercial Leasing,” Ohio State Bar Association, August 2012
- “Top 10 Commercial Lease Provisions,” National Business Institute (NBI), August 2012
- “Navigating Retail Lease Negotiations,” International Council of Shopping Centers (ICSC) 2012 Ohio, Kentucky, Indiana and Michigan Retail Development and Law Symposium, March 2012
- “Compliance with American with Disabilities Act,” International Council of Shopping Centers 2011 International Law Conference, October 2011
- “ADA Compliance Issues,” International Council of Shopping Centers, October 2011
- “Retail vs. Office Lease Negotiation,” Ohio State Bar Association Seminar, August 2011

PROFESSIONAL ASSOCIATIONS

- Columbus Bar Association, Minorities in the Law, Co-Chairman
- Ohio State Bar Association, Law and Leadership Institute, Facilitator
- American Bar Association, Business Law Section
- International Council of Shopping Centers

HONORS | AWARDS

- *Best Lawyers®*, Corporate Law and Real Estate Law
- *Columbus Business First*, Outstanding Diversity Champion
- *Columbus Business First*, Forty Under 40
- *Ohio Super Lawyers®*, Rising Stars Edition, 2010-2013

COMMUNITY

- Law & Leadership Institute, Board Member
- Columbus Women’s Commission, Commissioner
- Leadership Columbus, Class of 2018
- Wexner Center for the Arts, Director’s Circle Member
- Directions for Youth and Families, Inc., former Board Member
- The Ohio State University Michael E. Moritz College of Law, Adjunct Law Professor

SERVICES (CONTINUED)

Securities

Wireless & Telecommunications

Sports

Cannabis

LGBTQ+ Business



Carrie R. Garrison

associate

Carrie concentrates her practice in complex commercial and employment matters. She handles cases involving environmental and energy litigation, and intellectual property and right to publicity disputes. She has experience with parallel proceedings before state and federal courts.

Carrie assists clients with complex energy and environmental litigation involving zoning compliance in oil and gas developments, municipal law, bankruptcy law, land use and lease disputes. She has worked with clients in opposing agency reconsideration of environmental laws.

Her experience includes handling discovery and litigation related to employment contracts, right to publicity and intellectual property, including the Lanham Act. She also advocates for clients' intellectual property rights in take-down notices under the Digital Millennium Copyright Act and cease and desist letters. She has experience seeking time-sensitive relief, including preliminary injunctions and expedited discovery in commercial matters.

In addition to building her litigation practice, Carrie often counsels clients on a pro bono basis. She assisted in the representation of an individual in a criminal resentencing hearing and provided counsel to an employee in dispute with a former employer involving the ADA and Title VII.

While in law school, Carrie worked as an intern for then-Chief Judge Joy Flowers Conti of the United States District Court for the Western District of Pennsylvania. She was a member of Duquesne University School of Law's Moot Court Board and successfully briefed and argued complex environmental, energy and FERC regulatory issues at the West Virginia University Energy and Sustainability Moot Court Competition.

Carrie is an accomplished classical violinist and pianist and a passionate advocate for the arts and arts education. She is also an active member of the Pittsburgh Jewish community and serves on the Board of Directors of SteelTree, an entrepreneurial grant organization that advances the Jewish community.

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EDUCATION

Duquesne University School of Law, *magna cum laude*, J.D., 2020

Duquesne University, B.A., *summa cum laude*, 2017

Duquesne University, B.M., *magna cum laude*, 2016

SERVICES

Litigation

Business Competition, Advice & Litigation

Intellectual Property

- Copyrights

LGBTQ+ Business

BAR ADMISSIONS

- Pennsylvania
- U.S. Court of Appeals for the Third Circuit

PUBLICATIONS

- “Rogue court citation may spark legal writing changes,” *Law360 Expert Analysis*, March 11, 2021
- “Justice hasted is justice wasted: *League of Women Voters v. Commonwealth*,” *Duquesne Law Review*, Vol. 58, No. 2, 2020

PRESENTATIONS

- “Conspiracy Theory: The Viability Of “Conspiracy Jurisdiction” In Pennsylvania And Its Impact On Corporate Parties In Litigation,” Western Pennsylvania Association of Corporate Counsel of America, April 28, 2021

HONORS | AWARDS

- CALI Excellence for the Future Awards® in Civil Procedure and Drafting, Property, Election Law, Professional Responsibility, Core Competencies
- National Energy and Sustainability Moot Court Competition 2019, Octo-Finalist
- Kandy Reidboard Ehrenwerth Award

COMMUNITY

- The Greater Pittsburgh Arts Council, Lawyers for the Arts, volunteer
- SteelTree, Board of Directors
- Pittsburgh Jazz Orchestra, Board of Directors



Spencer C. Meador

associate

Spencer concentrates her practice in complex commercial litigation. Prior to joining Porter Wright, Spencer worked with a Colorado-based communications company, guiding them through contractual upgrades and reviewing compliance concerns.

In law school, Spencer served as the managing editor of the *Ohio State Law Journal*. She was also a mentor to incoming law students and taught dispute resolution to middle school children.

BAR ADMISSIONS

- Ohio

PROFESSIONAL ASSOCIATIONS

- Columbus Bar Association
- Ohio State Bar Association

HONORS | AWARDS

- Phi Sigma Alpha, Political Science honor society, 2014-2017

COMMUNITY

- Olivet Nazarene University Alumni Association
- Tenant Advocacy Program, Legal Aid Society of Columbus

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EDUCATION

The Ohio State University Michael E. Moritz College of Law, J.D., *cum laude*, 2020

Olivet Nazarene University, B.A., *summa cum laude*, 2017

SERVICES

Litigation

- Construction

LGBTQ+ Business

Environmental

Energy



Liane H. Rousseau

senior associate

Liane focuses her practice on all aspects of intellectual property. Her experience across a wide range of industries allows her to provide her clients with comprehensive services that protect their products, services and intellectual assets.

Liane has extensive litigation experience in federal courts and with the U.S. Trademark Trial and Appeal Board. She also routinely provides advice to clients concerning brand protection, trademark registration, licensing agreements and trademark, trade dress and copyright enforcement and defense.

With a background in privacy and data security, Liane has deep knowledge in litigation, records management and privacy policies. She also understands the operations and governance of intellectual property as it relates to entrepreneurship and startups.

BAR ADMISSIONS

- Ohio

PROFESSIONAL ASSOCIATIONS

- Cincinnati Intellectual Property Law Association, Vice President
- Cincinnati Bar Association
- Ohio Women's Bar Association

HONORS | AWARDS

- *Best Lawyers: Ones to Watch*, Litigation – Intellectual Property, 2021 - 2022

COMMUNITY

- Women of Cincy, Board of Directors, 2021

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EDUCATION

The Ohio State University Michael
E. Moritz College of Law, J.D., 2015

University of Chicago, B.A., 2012

SERVICES

Intellectual Property

- Copyrights
- Enforcement, disputes and litigation
- Intellectual property audits and strategies
- Technology and intellectual property transfers and licensing
- Trademarks and service marks

Entrepreneurship & Startups

Privacy & Data Security

SERVICES (CONTINUED)

Business Competition, Advice & Litigation

- Competitive interference claims
- Non-compete, non-solicitation, non-recruitment and non-disclosure agreements
- Non-competition and trade secret counseling and litigation

Litigation

- Intellectual property litigation



Michael T. Sullivan

partner

For more than 23 years, Mike has provided legal guidance to telecommunications companies in connection with issues relating to federal, state and local law, including representation in state regulatory proceedings, and federal district and appellate court cases across the nation.

Mike has more than two decades of experience working with wireline and wireless telecommunications companies on issues relating to structure access, rights-of-way, interconnection, colocation, intercarrier compensation and rate-setting.

Mike has represented clients in a wide range of commercial disputes, including antitrust, consumer fraud, breach of contract and warranty, toxic tort, and securities litigation.

WIRELESS & TELECOMMUNICATION

Mike's current practice focuses on representing telecommunications companies in negotiations and litigation with respect to pole attachment, conduit, right-of-way and easement agreements, in the capacity both as pole owners and attachers, with an emphasis on deployment of next generation small cell wireless technologies. He provides legal guidance to telecommunications companies on a nationwide basis regarding their rights and obligations as respects access to poles, ducts and other structures with respect to investor-owned utilities, municipalities and municipally owned utilities, cooperatives and electric membership corporations, and private parties.

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EDUCATION

Harvard University Law School,
J.D., *cum laude*, 1993

Duke University, A.B., *summa cum laude*, 1990

SERVICES

Wireless & Telecommunications

Litigation

- Antitrust litigation
- Arbitration and mediation
- Commercial litigation
- Securities litigation

Antitrust & Consumer Protection

LGBTQ+ Business

Since 1996, Mike has litigated contested hearings before regulatory agencies as well as in state and federal courts across the country. He has represented telecommunications companies in arbitrations, cost dockets, intercarrier compensation and access disputes, and consumer complaint cases brought before state utility commissions and in state and federal court. In addition, Mike has represented telecommunications entities in Sections 251 and 252 and Section 271 proceedings before the Federal Communications Commission and in related state and federal court litigation.

Representative Matters

- Negotiated pole attachment, right-of-way and easement agreements for national telecommunications company in its capacity as pole owner and wireline and wireless attacher, with investor-owned utilities, municipalities, cooperatives and private parties
- Analyzed draft ordinances regarding regulation of small cell wireless attachments
- Served as lead counsel for telecommunications company in litigation against municipally owned utility regarding nondiscriminatory rates and terms for pole access, from evidentiary hearings before state utilities commission through appeal to Texas Supreme Court
- Represented wireless telecommunications company in pre-litigation dispute with major tower company regarding deployment of nationwide first responder broadband network
- Represented telecommunications companies in various easements and rights of way disputes
- Represented incumbent local exchange carrier in disputes regarding access to its ducts and conduits as well as access to its network maps and records
- Served as lead counsel to incumbent local exchange carriers in two lawsuits against prepaid calling providers for evasions of originating switched access charges

LITIGATION

For more than 25 years, Mike has represented clients in a wide range of commercial disputes, including antitrust, consumer fraud, breach of contract and warranty, toxic tort, and securities litigation, as well as trusts and estate litigation. Mike is experienced in all aspects of commercial litigation, including oral and written discovery, fact and expert depositions, preparation of expert reports, brief writing, oral argument, negotiating and drafting settlement agreements, and pre-trial and trial preparation.

Representative Matters

- Represented linen supply company in RICO case and nation-wide class action litigation alleging consumer fraud and deceptive trade practices
- Represented international bank in connection with Enron litigation. Served as counsel for bank in several related cases in which the client had assumed lead responsibility among numerous co-defendants, responsible for developing discovery, expert witness and trial strategies and coordinating with other co-defendants
- Served as lead counsel to incumbent local exchange carriers in two lawsuits against prepaid calling providers for evasion of originating switched access charges
- Represented international chemical company in multi-district vitamins antitrust litigation
- Served as lead counsel for incumbent local exchange carrier in litigation against municipally owned utility regarding nondiscriminatory rates and terms for access to poles, from evidentiary hearing before Public Utilities Commission of Texas through appeal to Texas Supreme Court
- Handled pre-trial preparation and jury selection in asbestos cases pending in state courts in Madison County, Illinois, on behalf of multinational chemical company
- Served as lead counsel for a Canadian manufacturer of tractor trailer panel in a breach of warranty case in federal court in Wisconsin

- Represented state hospital association in challenge to emergency rules promulgated by Illinois Health Facilities Planning Board

BAR ADMISSIONS

- Illinois
- U.S. Court of Appeals for the Fifth Circuit
- U.S. Court of Appeals for the Seventh Circuit
- U.S. District Court for the Northern District of Illinois
- U.S. District Court for the Northern District of Florida

PROFESSIONAL ASSOCIATIONS

- American Bar Association, Section of Public Utility, Communications and Transportation Law

COMMUNITY

- Cabrini Green Legal Aid, Pro bono Volunteer, 2017-2019
- City of Chicago, Special Service Area #22, Commissioner, 2016-present; Treasurer, 2018-2020
- Legal Council for Health Justice, formerly AIDS Legal Council of Chicago, Director, 2010-2018; Board Vice President, 2014-2016, Board President 2016-2018
- Chicago Market, A Community Coop, Director, 2015-2017
- About Face Theatre, Director, 2005-2011; Board Secretary 2006-2008; Board Vice President 2008-2011