

2009  
ANNUAL  
REPORT

BOND, SCHOENECK & KING, PLLC



**Bond, Schoeneck & King, PLLC** (BS&K) was founded in 1897 and since then the Firm has developed a reputation for professional excellence, integrity and success that lives on more than a century later. These hallmarks of the Firm have played an important role in attracting quality clients and legal work; have allowed us to participate in the evolution and growth of the communities we serve; and have been the basis not only for the noteworthy cases we have won, but for our acknowledged leadership in the marketplace, the breadth of our practice and the talent we offer. As a result, we have grown to a law firm of 200 lawyers with offices in New York, Florida and Kansas.

### **Departments & Practice Areas**

BS&K has 28 practice and industry groups, some of which consist of attorneys from across departmental lines who have experience and/or a common interest in these practice or industry areas. They collaborate to share information, assist each other in serving clients and market the Firm's expertise. An attorney may belong to more than one group. Participation is an excellent way for less experienced attorneys to learn about other practices, to decide upon an area that interests them, and to foster relationships with attorneys and clients who are involved in that practice.

Our high quality work product is also recognized as a great value. We offer "big city" expertise at business-friendly rates, an attraction for a varied clientele. We represent clients from across the nation in our employee benefits, intellectual property, labor and NCAA practices. Our business, higher education and litigation clients come to us from across the Northeast, while our other practice areas are leaders throughout their regional presences in New York and Florida.

### **Professional Recognition for Excellence**

BS&K has an enviable proportion of attorneys who are recognized for their outstanding expertise and experience by a number of third party rating organizations, including:

- Martindale-Hubbell has rated over 100 of the Firm's Attorneys.<sup>1</sup>
- The Best Lawyers in America® 2010<sup>2</sup> lists 63 of our Attorneys in 23 areas of law, and Ranked BS&K #1 in New York in Education Law;  
Ranked BS&K#1 in New York in Employee Benefits Law;  
Ranked BS&K#1 in New York in Environmental Law;  
Ranked BS&K#1 in New York in Labor and Employment Law;  
Ranked BS&K#1 in New York in Trusts and Estates; and  
Ranked BS&K#1 in Kansas in Sports Law.
- Super Lawyers<sup>3</sup> has recognized 42 BS&K Attorneys in New York and Florida.
- Chambers USA<sup>4</sup> has recognized 5 attorneys and BS&K's excellence in Labor and Employment and Environmental Law.

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**B**y any measure, 2009 was a turbulent year in our profession. In many respects, law firms are like any other business, and like most businesses, they were required in 2009 to respond and adapt to the challenges presented by the worst economic climate since the Great Depression. For many law firms, this meant downsizing their operations to match a reduction in the demand for their services. Unprecedented layoffs of attorneys and staff occurred across the country, including in some of the most prestigious law firms in the world. The human toll of this recession has far exceeded the loss of wealth or property, as nearly one of six employable Americans headed into 2010 without a job. Many of them were lawyers.

Our Firm fared well in 2009, for which we are most thankful. We completed a strong year by adhering to the same principles that have served us so well for 113 years: an unwavering commitment to providing our clients with exceptional and responsive legal services at a reasonable cost, and to maintaining a culture within our partnership and among our staff and associates that fosters teamwork, collegiality and mutual respect. We also recognized that we needed to respond pro-actively to the pressures faced by our clients, and we implemented strategies and policies designed to lower their costs for legal services and to add greater value to the services they received.

The result was a year of solid growth for our Firm. We continued to invest in our properties, our technologies and our people in all of our 11 Offices. Fourteen new lawyers joined us during the year, and significantly, the growth in attorneys occurred in all of our major Offices. As a result, we jumped from the 225th to the 208th largest law firm in the National Law Journal Survey of U.S. law firms, making us the second largest law firm in Upstate New York.

But numbers and rankings don't tell the story of BS&K. It is, and always has been, the bright and dedicated people behind the numbers and rankings and the diverse and amazing clients whom we are privileged to serve that tell the story. This Annual Report adds another chapter to that story. I am proud and pleased to share it with you, along with our gratitude for your continuing loyalty and support.

Sincerely,

Richard D. Hole  
Chairman, Management Committee

## Don't Eat (Or Tax) Your Seed Corn

For many years, "Don't eat your seed corn" has been an adage and a good business principle. Rather than consume your seed corn now as food, plant the seed for a future crop.

During the 2009 Legislative Session, the New York State Department of Agriculture and Markets had inserted into the Governor's proposed budget a proposed fee of 25 cents per \$100 in gross seed sales. This would be imposed on the sale of all seeds in New York and would be a great burden on New York's agriculture.

On behalf of our client, we were successful in having this onerous provision removed from the budget. There was some consideration that the Department of Agriculture and Markets would go forward with a seed initiative on its own, but in view of what happened with the budget, that effort fizzled. Our efforts saved seed purchasers a considerable amount of money and helped protect agricultural interests in New York.



## Negotiating Economic Development Program Results In \$1.8 Million in Energy Cost Subsidies for Manufacturing Client

A large Upstate New York manufacturer was faced with growing electric utility costs which threatened the continued profitability of their operations. BS&K was retained to review their situation, recommend possible avenues for relief, and to pursue and secure participation in available economic development programs addressing their needs.

Our Attorneys met with the company CEO, CFO and plant engineer to review power costs and to develop a model demonstrating what level of assistance would be necessary to bring this New York

business into competitive parity with out-of-state competitors. We assisted the company in meeting with and reviewing available programs with Empire State Development Corporation (ESDC).

Finally, it was determined that the New York Power Authority (NYPA) Industrial Incentive Program provided the most promising avenue. Meetings were arranged with NYPA officials. Our Attorneys guided the company through the NYPA application and review process and in negotiating and drafting the terms of the final memorandum of understanding with NYPA.

The result was an agreement where the company agreed to maintain employment levels in New York in exchange for up to \$1.8 million in annual energy cost subsidies for up to three years.



## M&A Practice Represents MEMS Technology Company In \$233 Million Sale To Japanese Company

Kionix, Inc. is a manufacturer of micro-electromechanical systems (MEMS) located in Ithaca, NY. The company's MEMS inertial sensors are used in numerous applications, including consumer electronics, "smart" cell phones and motion-based gaming systems, computer hard-drive protection to defend against falls, and automotive safety systems.

In 2008, after three rounds of venture/private equity financing, Kionix was at the stage of its development where the next step was to either conduct an initial public offering or find a merger partner. Responding to acquisition overtures from several potential buyers, Kionix engaged an investment banker to explore options including an IPO or an acquisition. Due to its patented technology and state-of-the-art MEMS products, there was considerable interest in Kionix. However, when the markets collapsed in the fall of 2008, the sale of Kionix was put on hold. Despite the recession, Kionix's business continued to thrive, particularly in the consumer electronics industry in Asia. In the summer of 2009, Kionix renewed discussions with Rohm Co., Ltd., based in Kyoto, Japan, a leading manufacturer of semiconductors and electronic components, whose stock is traded on the Tokyo and Osaka exchanges. These discussions resulted in a reverse merger, by which Rohm acquired all of the outstanding shares of Kionix's capital stock from Kionix's shareholders for an aggregate purchase price of approximately \$233 million. The transaction closed in November 2009.

BS&K was pleased to represent Kionix and its shareholders with structuring the transaction and negotiating the terms of the definitive merger agreement, including conducting negotiations with Rohm and its attorneys in Japan. In addition, we assisted the company in soliciting and obtaining consent for the merger and related transactions from the Kionix stockholders, in obtaining anti-trust clearance from the Federal Trade Commission, and in identifying and resolving various tax, employee benefits and other legal issues that surfaced in the transaction.

BS&K's team of lawyers was led by Ronald C. Berger, Chair of the Firm's Mergers and Acquisitions Practice and included Philip J. Zaccheo, Courtney A. Wellar, Stephen C. Daley, Catherine A. King, David M. Hayes and Mary L. Snyder.

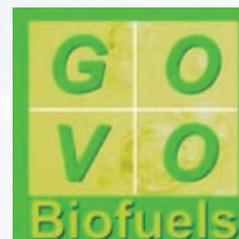
## BS&K's Securities Law Practice Group

BS&K's Securities Practice, comprised of members from the Business and Transactions, Employee Benefits, Tax and Litigation Practices, serves public and private companies, private and venture capital funds, securities brokers and dealers and investment advisors. The Practice provided Securities Law counsel to a high-tech defense company, a regional financial institution, a high-tech medical device innovator, a major Northeast development company and a hedge fund.

## Start-up Business With A (Re)Purpose

GoVo Biofuels LLC is a start-up in the Central New York region with a growing customer base that develops clean and green technologies and services to harness the power of vegetable oils. GoVo collects used vegetable oils from restaurant fryers and other sources and recycles it for use in vehicles, boilers and furnaces. GoVo trucks even run on recycled vegetable oil.

BS&K's Business and Transactions Practice assisted GoVo with its organizational needs, including revising the terms of the company's operating agreement and amended GoVo's Articles of Organization so that the company would not be required to pay an unnecessary annual fee to the registered agent. We also provided counsel with respect to various waste transporting and storage issues with the New York State Department of Environmental Conservation and the Environmental Protection Agency. We commend GoVo's early success and its environmentally friendly impact on the region.



## Syracuse Center of Excellence In Environmental And Energy Systems (SyracuseCoE)

A long-time client of BS&K, Syracuse University leads the Syracuse CoE, a collaborative organization of industry and academic institutions that is dedicated to developing environmental and energy innovations in three focus areas – clean and renewable energy, indoor environmental quality and water resources.

In early March of 2010, the Syracuse CoE officially opened its new headquarters building, located at 727 East Washington Street close to the intersection of I-81 and I-690. This showcase facility has many “green” operating features and includes the Carrier Total Indoor Environmental Quality Laboratory, a unique facility in which researchers will study how variables such as temperature, humidity and lighting impact upon human health and performance in built environments. (See <http://www.syracusecoe.org/hqbdg/features.aspx>.)

BS&K became involved in this initiative prior to the CoE being defined as a New York State Center of Excellence in 2002. In the late 1990s, a committee was formed to evaluate specific opportunities for economic development in environmental systems. This group narrowed the field of possibilities to growing areas including indoor environmental quality and energy systems.

In 2000, the initiative achieved a major milestone by establishing the New York Indoor Environmental Quality (NYIEQ) Center, an independent not-for-profit corporation, which provides a vital link between companies and academic institutions throughout the region, fostering projects that are led by industry and driven by market opportunities. The NYIEQ Center, now known as the SyracuseCoE Office for Industry Collaboration, continues with the mission of coordinating and channeling the research and development of new environmental technologies and solutions that will make Central Upstate New York a leader in IEQ research and product development.

BS&K Partner Barry R. Kogut served as Corporate Secretary for the NYIEQ Center from 2000-2006 and as a board member from 2000-2007. To ensure that activities of the SyracuseCoE were coordinated with activities taking place with broader initiatives led by the University under the SyracuseCoE brand, board members of the NYIEQ Center were designated to serve as members of the Advisory Board for SyracuseCoE. This allowed BS&K further opportunity to participate in



the development and promotion of this initiative that promises to have a profound impact upon the quality of built environments not only in CNY, but throughout the world with the associated benefit of creating economic opportunities for converting new environmental technologies into commercial products.

## Trustee Protected From Multi-Million Dollar Surcharge

One of BS&K's longest standing practice areas focuses on Estate and Financial Planning. We have been committed to helping clients transfer their assets to their families and other beneficiaries in a prudent manner with minimal tax costs. We have met this commitment by offering our clients comprehensive estate planning and administration services which reflect our expertise, experience and sensitivity to the difficult challenges estate planning and administration present to families. In some instances, litigation is necessary during the administration of an estate. As an example of our expertise in this area, two individuals who were named Co-Executors of an estate asked us to represent them in connection with a specific Petitioner's claim.

Prior to retaining us, our clients were named Preliminary Co-Executors during the pendency of protracted litigation involving the validity of the Will. This litigation ultimately resulted in the probate of the Will and our clients' appointment as Co-Executors, but lasted approximately five years, including the time following September 11, 2001 in which the stock market sustained historic losses. Under the Will, a specific brokerage account, which was invested in the stock market, was bequeathed in-kind. During the litigation, that portfolio depreciated by millions of dollars. After the completion of the litigation and the fiduciaries being named Co-Executors, the Petitioner objected to the fiduciaries' accounting and sought the Court to surcharge them personally for the losses sustained by the portfolio. The Petitioner's claims were based on a purported application of a recent statutory amendment to SCPA §1412 and the Prudent Investor Act. The Petitioner argued that the fiduciaries, as Preliminary Co-Executors, breached their fiduciary duties by failing to reinvest the portfolio in a prudent manner.



It was at this time that we were engaged to represent the Co-Executors. Our Attorneys argued that the Petitioner's position was unfounded, as the bequest in question was a specific bequest, our clients' powers were limited as Preliminary Co-Executors and, therefore, the Prudent Investor Act did not apply. Therefore, we argued, our clients were not empowered to reinvest the portfolio or prevent the losses sustained, fulfilled their fiduciary duties, and accordingly, should not be liable. The court agreed with our arguments and ruled in our favor. In addition to saving our clients over \$3,000,000, our arguments also created new and important law.

### Collegiate Sports Attorney Authors NCAA Infractions Article for UVA Sports & Entertainment Law Journal

During 2009, Kyle R. Skillman, a member of our Collegiate Sports Practice, collaborated with Professor Glenn Wong of the University of Massachusetts, Amherst, to author an article on the NCAA Infractions Appeals Committee and Process for the University of Virginia Sports & Entertainment Law Journal of the University of Virginia School of Law. The article is the most comprehensive publication to date chronicling the history of the NCAA infractions appeals process and analyzing the decisions of the Infractions Appeals Committee.



### Health Care Practice Defends Against Medicaid Recoupment Actions

In 2009, New York State government continued its aggressive pursuit of Medicaid providers for real or imagined claims of Medicaid fraud and abuse. Our Health Care Practice continued working with providers to mitigate the impact of the State government's overly aggressive positions. Members of BS&K's Health Care Practice worked with providers to improve their processes, to avoid problems that could arise, and, where appropriate, to arrange for repayments to the State Medicaid program, without incurring penalties.

In many instances, however, our clients have required defenses against aggressive recoupment actions. In one of the more notable efforts resolved in 2009, our client contracted with several County Departments of Social Services to manage transportation services for Medicaid recipients.



At one County's request, our client provided assistance to transportation providers with their Medicaid billing. The State Office of Medicaid Inspector General (OMIG) asserted our client had not properly registered with the Medicaid program to provide that billing assistance. OMIG issued a sanction letter to the client, stating that it was to be excluded from the Medicaid program for five years, and demanding payment of \$1.5 Million, every claim our client had processed on behalf of transportation providers. OMIG did not claim the transportation providers were not otherwise entitled to payment, only that our client should not have provided the billing assistance. We responded with a strong defense. After lengthy negotiations, we secured our client's continued participation in the Medicaid program and a greatly reduced payment to the Medicaid program, equal to a small fraction of what had been demanded.



*Antioch College's Main Building*

### **BS&K Plays Crucial Role in Reopening of Antioch College**

Following over a 150 year history, Antioch College in Yellow Springs, Ohio suspended operations in 2008 based on financial considerations. Alumni and other affected constituencies didn't want Antioch to become just a fond memory, so efforts were undertaken to create an independent Antioch College, separate from the University.

A Task Force chaired by the President of the Great Lakes Colleges Association was created to develop a process to revitalize the College. Based on its nationally recognized Higher Education Practice, BS&K was retained to act as Special Counsel to the Task Force and its Chair.

Working with the Task Force and counsel for the University and Antioch College Continuation Corporation (ACCC), the entity created by Antioch College alumni and friends to reopen the College as an independent institution, Higher Education Practice Attorneys Philip J. Zaccheo, Roderick C. McDonald and Raymond J. Pascucci helped craft agreements memorializing the transfer of the campus and related assets by the University to ACCC. In this role, BS&K assisted the parties through negotiations, mediated and helped resolve potential disagreements, and facilitated the finalization and execution of comprehensive definitive agreements to give life to the newly independent College. On September 4, 2009, the College assets were formally transferred, enabling ACCC to embark upon the revitalization and eventual reopening of this venerable institution.

### **Helping Higher Education Institutions Deal with the Challenges of an Economic "Perfect Storm"**

Universities and colleges faced an economic "perfect storm" in 2009 that was initially triggered by the stock market crash in the fall of 2008. That crash had a serious adverse impact upon the endowments and annual operating budgets of most higher education institutions. The financial pressures facing these institutions were exacerbated by donors who had less money to contribute, and students who needed more financial aid in order to attend school. Those financial pressures caused many of the higher education institutions with whom BS&K works to examine options for reducing their payroll and benefits costs, and we worked with them to develop programs that would best meet the needs of their campuses.

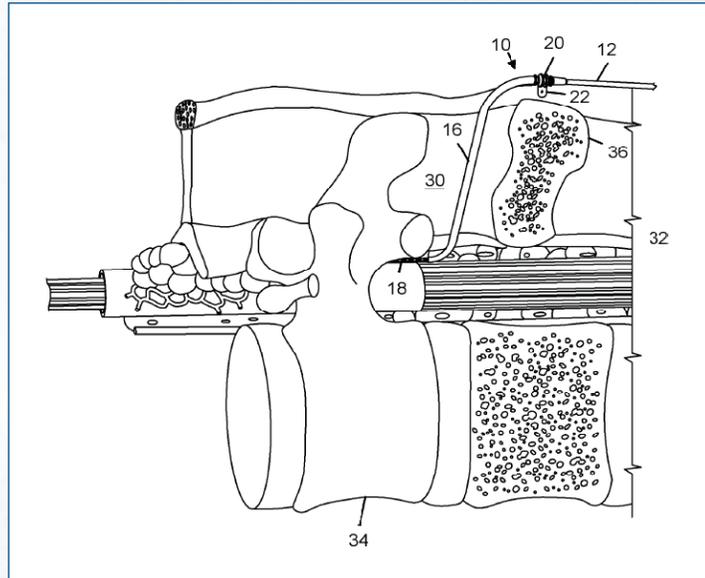
The types of programs most often used by the higher education institutions with whom we worked included (1) voluntary early retirement incentive programs, (2) involuntary position elimination programs, (3) phased retirement programs, (4) individual "tenure buyout" agreements with tenured faculty members, (5) individual separation agreements with non-faculty employees, and (6) modifications to existing benefit programs. Higher education institutions that implemented one or more of these programs in 2009 included Clarkson University, Colgate University, Cornell University, Le Moyne College, Middlebury College, Pace University, Skidmore College and Syracuse University.

The adverse impact of the global economic crisis on higher education institutions has continued into 2010, and we are currently working with several higher education institutions to develop long-term solutions that will better enable them to weather this economic "perfect storm."

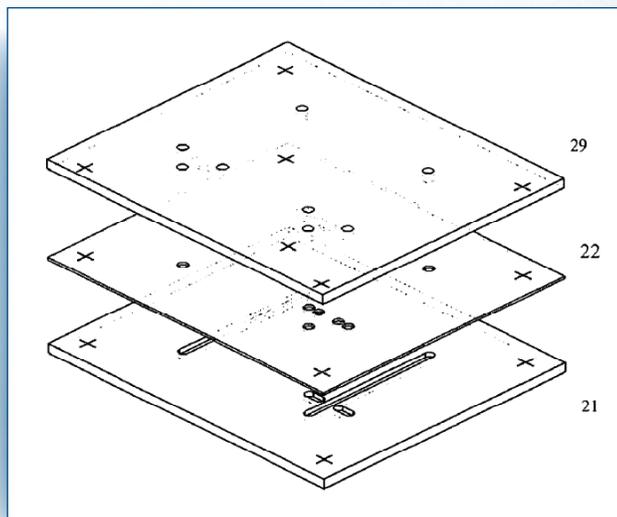
## The Intellectual Property Practice Helps Small and Large Companies Protect a Broad Range of Technologies

Whether the invention is the foundation for a local start-up company or a Fortune 500 corporation's latest groundbreaking technology, our Intellectual Property (IP) Practice can help navigate the complexities of the U.S. and foreign patent process.

In 2009, the IP Practice facilitated the issuance of over 60 patents to BS&K clients in a diverse range of technologies, including dental ceramics, medical devices, theatrical equipment, environmental systems, clean fuel technologies, electrical wiring devices, and aircraft systems, among others.



Patent US7610102  
Strain relief system for spinal cord stimulation lead



Patent US7608160  
Laminated microfluidic structures

In addition to assisting with the preparation and prosecution of patent applications, the IP Practice offers a full range of intellectual property services, including defending or prosecuting infringement litigation matters, providing patent and trademark docketing and intellectual property portfolio management, drafting licensing agreements, counseling on technology transfer transactions, and performing intellectual property due diligence investigations for mergers and acquisitions.

## BS&K Litigators Obtain \$40 Million Arbitration Award Against Merrill Lynch Financial Services

In March 2009, a panel of three arbitrators of the Financial Industry Regulatory Authority (FINRA) awarded the Trustees of the Masonic Hall & Asylum Fund \$40 Million in a claim against Merrill Lynch Financial Services. BS&K Attorneys Jonathan B. Fellows and Brian J. Butler represented the Masonic Hall & Asylum Fund in the arbitration claim. The award was one of the largest in the history of FINRA securities arbitrations.

The Trustees of the Masonic Hall & Asylum Fund operate the Masonic Care Community in Utica and other charitable facilities. Their efforts are supported by a substantial endowment fund. In 2005, upon the recommendation of their financial advisor from Advest, which later became part of Merrill Lynch, the Trustees invested over \$30 Million in managed futures through securities giant Refco. Refco filed for bankruptcy after a scandal involving its CEO. Even after this bankruptcy filing, the Trustees' investment advisor assured them that their investment in managed futures was safe. In fact, when the Trustees referred the matter to BS&K's Creditors' Rights Practice, it became clear that the investment was far from as represented, and that the Trustees' funds had been diverted into a Refco affiliate located in the Cayman Islands. BS&K Creditors' Rights Attorneys Stephen A. Donato and Joseph Zagraniczny filed claims for the Trustees both in Bankruptcy Court in the Southern District of New York and in the Cayman Islands. Their efforts forced the Refco affiliate in the Cayman Islands into a Cayman Islands liquidation proceeding. In that proceeding, Mr. Donato and Mr. Zagraniczny sat on the Liquidation Committee of the Cayman Islands entity in order to protect the Trustees' investment.

At the same time as the BS&K Bankruptcy lawyers worked to protect the Trustees' investment in Refco, the BS&K litigators pursued an alternative recovery of the Trustees by filing a claim against the Trustees' investment advisor for negligence and misrepresentation in connection with the advice to invest in the Refco Managed Futures. Merrill Lynch retained leading national defense firm Bingham McCutchen to defend the claim. Bingham McCutchen assembled a team of three attorneys from their San Francisco and Boston offices for the trial before the three-member panel of FINRA arbitrators. The trial took place in Albany, New York, over four days in March 2009, with numerous witnesses and experts. The panel awarded a complete recovery of the Trustees' investment in the Refco Managed Futures, together with interest. Merrill Lynch paid the \$39,600,000 award without pursuing any appeal, making the Trustees whole on their investment.



*Masonic Soldiers and Sailors Memorial Hospital, originally opened in 1922, has been renovated and is now part of the Masonic Care Community's Health Pavilion in Utica, New York.*



### **Pace University Drivers and Mechanics Decertify Union**

Pace University's main campus is located in lower Manhattan with three additional campuses in Westchester County north of New York City at Briarcliff, Pleasantville and White Plains. The University operates a Transportation Department providing inter-campus shuttle services as well as charter bus trips. The drivers and mechanics in the Transportation Department were organized by the New York State United Teachers Union (NYSUT) in 2006. BS&K represented Pace in connection with litigation that arose in the context of the original organizing drive, led by Labor and Employment Law Attorneys Terry O'Neil, Raymond J. Pascucci and Lauren J. Darienzo.

We proceeded to represent Pace at the bargaining table with NYSUT in an effort to reach an initial labor agreement. Bargaining commenced in April 2008. Bargaining was continuing toward an initial agreement when in October 2009, Pace's bus drivers filed a petition with the National Labor Relations Board seeking to decertify the union as their bargaining representative. BS&K took charge of the University's information campaign leading up to an NLRB election to decide whether or not the Transportation Department employees wished to continue to be represented by NYSUT. On November 5, 2009, a majority of the drivers and mechanics voted to decertify the union and restore their direct working relationship with University managers and administrators.

### **BS&K Fights For Employers' Right to be First Responders to Sexual Harassment Claims**

BS&K is representing the New York City Chapter of the Human Resources Association of New York (HR/NY) and a number of major New York City University and Hospital employers as *amici* before New York's highest court in a case of landmark proportions. The issue before the court is whether an employer may raise as an affirmative defense to claims of sexual and other forms of harassment an employee's failure to utilize the employer's internal complaint procedure. Federal law already recognizes the importance of a statutory scheme which provides an incentive for employers to serve as "first responders" in cases of sexual harassment in the workplace, as the most effective way to eradicate workplace harassment. Supreme Court decisions in *Burlington Industries, Inc. v. Ellerth*, 524 U.S. 742 (1998) and *Faragher v. City of Boca Raton*, 524 U.S. 775 (1998) provide that an employer may have a defense to liability for certain types of workplace harassment if they have an anti-harassment policy and an internal complaint and investigation procedure which responds quickly and effectively to employee complaints. A recent decision by a federal district court in Manhattan fails to recognize a similar incentive for employers under the New York City Human Rights Law. Despite the fact that employees are best served by both strong employer policies against harassment and strong employer reaction to harassment complaints, the impact of this decision is to lessen the incentive for employers to actively fight against workplace harassment. As a result of that decision, this important question has been certified to the New York Court of Appeals for resolution.

BS&K is proud to represent responsible employers and the New York City Chapter of the Human Resources Association of New York (HR/NY) in their efforts to eradicate sexual harassment through the promotion of effective workplace procedures which inure to the benefit of all employees, rather than a system which promotes costly individual lawsuits.

## BS&K Launches Labor And Employment Law Online Blog: [www.nylaborandemploymentlawreport.com](http://www.nylaborandemploymentlawreport.com)

In June of 2009, our Labor, Employment, Employee Benefits and Immigration Law Practice launched one of the first online blogs in New York State dedicated to labor and employment law issues. The **New York Labor and Employment Law Report** is dedicated to current issues affecting both large and small employers with locations in New York State. Our Firm has one of the largest Labor and Employment Law practices in the Northeast, with 72 Labor, Employment Law, Employee Benefits and Immigration Attorneys. This ranks the Firm third in the nation among general practice firms by concentration of Labor and Employment Attorneys. The blog features timely postings on new laws, current issues and the common questions the readership will find useful.

### Faithless Servant Doctrine Upheld

Our Firm won a complete legal and moral victory for our client, William Floyd Union Free School District, in an action against its former assistant superintendent and its former treasurer under the little known rubric of “faithless servant.” New York Courts adhere to the “faithless servant” doctrine in which employees who have engaged in acts of disloyalty towards their employers may be required to return or abandon claim to employment compensation received during the period of disloyalty.

Both employees pled guilty to various counts of grand larceny, including embezzling money from the school district. Under the action, *William Floyd Union Free School District v. James A. Wright and Daniel C. Cifonelli*, Index No. 17855-06, Supreme Court, Suffolk County, the school district sought to recover the money stolen by the defendants and any deferred compensation paid to the defendants in retirement. The essence of the first cause of action was that the employees breached their fiduciary duty to the district by “committing egregious acts of disloyalty, disobedience, fraud and other misconduct” entitling the district to recover all compensation paid and benefits conferred. In the second cause of action, the district sought a declaratory judgment under the faithless servant doctrine that it would not have to continue to pay the defendants any deferred compensation benefits, health, life and dental insurance premiums, pursuant to employment and post employment contracts “based upon their materially disloyal and egregious conduct.”

The Supreme Court noted the record had “clearly and unequivocally” established the defendants were guilty of stealing and laundering school district monies. “It is a well established principle under New York law,” stated the court, “that an agent is obligated ‘to be loyal to his employer and is prohibited from acting in any manner inconsistent with this agency or trust and is at all times bound to exercise the utmost good faith and loyalty in the performance of his duties’.” New York law regarding disloyal or faithless performance of employment duties, which has been developed over a century, allows the principal to recover “from its unfaithful agent any commission paid,” and “an employer is entitled to the return of any compensation that was paid to the employee during the period of his disloyalty.” The court found that the “calculated larcenous conduct” warranted the forfeiture by Wright and Cifonelli “of any and all obligations by the plaintiff school district for payments to them with respect to life, health, dental and any other insurance for a period of ten years.” However, the Appellate Division did not agree in limiting the defendants’ forfeiture of insurance benefits to a period of ten years. It found “[w]here, as here, defendants engaged in repeated acts of disloyalty, complete and permanent forfeiture of compensation, deferred or otherwise, is warranted under the faithless servant doctrine.” The New York faithless servant doctrine can be a powerful weapon in the hands of a wronged employer.

### Unity Health System Begins \$158 Million Hospital Modernization and Expansion



2009 marked the official start to Unity Health System’s Hospital Modernization and Expansion Project. In April of 2010, the Park Ridge Living Center will move to newly constructed “cottage style” homes, located in the southwest corner of the Unity Park Ridge Campus. The vacated space will be renovated and redesigned to house high demand outpatient services, including Unity Hospital’s Physical Medicine and Rehabilitation, GI Unit and Dialysis Services. Other pre-construction work on the multi-year expansion will begin in April of 2010 and is expected to be completed in 2014. The capital project includes the construction of a fourth floor to the Hospital and will add 35 acute care medical/surgical beds. The construction also provides Unity the option to open 50 additional beds, if needed, in the future. BS&K’s Rochester Office Attorneys represented Unity in the negotiation of the construction management contract and architect’s agreement for the HUD financed project.



Courtesy of Gardner PLUS Architects, PLLC



Unity will also take occupancy of its impressive new 120,000 square foot medical office building on April 1, 2010. Unity engaged its long-time relationship with noted Rochester developer, Broadstone



Courtesy of Bergmann Associates, PC

Real Estate, LLC, to construct the cutting-edge facility on Broadstone lands adjacent to the Unity Park Ridge Campus. The Unity at Ridgeway Medical Office Building will provide the Rochester Community with needed medical services through its high-tech Spine Center and its Physical Therapy and Rehabilitation Unit. Unity at Ridgeway will also be home to, among others, the Unity Diabetes Center, a Cardiac

Rehab Unit, a Neurology Group, and Borg & Ide Imaging, PC. BS&K Attorneys assisted Unity in this \$24M development venture, including its general project negotiations with the developer, site due diligence, and the master lease and sublease negotiations.

Unity Health System provides a complete network of health care from the Unity Park Ridge Campus in the town of Greece, the Unity St. Mary’s Campus in Rochester and numerous sites across Monroe County. Services include hospital care and surgery, a family birth place, women’s health, chemical dependency, mental health, physical medicine and rehabilitation, adult day health, home care programs, retirement communities and child care, among others. ACM Medical Laboratory, a subsidiary of Unity, is a global leader in clinical trials and laboratory tests.

## Doug Miller Sports Dome Opens

In September 2009, our client, Doug Miller and Doug Miller Soccer, celebrated the Grand Opening of the Doug Miller Sports Dome just in time for the fall soccer and Upstate New York winter golf seasons. The former Rochester Rhino soccer star acquired the 31 acre site and converted the inflatable dome to a state-of-the-art indoor soccer facility for the Doug Miller Soccer Academy ([www.dougmillersoccer.com](http://www.dougmillersoccer.com)).

The Doug Miller Sports Dome ([www.dmsportsdome.com](http://www.dmsportsdome.com)) is now home to two indoor Sprinturf fields (each 37x74 yards), a driving range (with two high-tech golf simulators), Rochester Ravens FC (Women's Professional Soccer), a pro shop and pizzeria. In 2010, six additional outdoor fields and the Glacier Ridge Snow Tubing Park will be added to the complex.

BS&K Rochester Office Attorneys assisted Doug and his team in all facets of the project development, including site due diligence, the municipal approval process, New York State DEC permitting and land acquisition, as well as the IDC-induced construction and permanent loan financings.

# DOUG MILLER SPORTS DOME



## BS&K's Naples Office is Closing Agent for Renowned Developer

Tavira, the sixth of eight planned luxury towers by The Lutgert Companies in Bonita Bay, Bonita Springs, Florida, passed its final governmental inspections and closings began in late 2009. BS&K's Naples Office serves as closing agent for the developer, Tavira at Bonita Bay, Inc., an affiliate of The Lutgert Companies. Adjacent to Estero Bay Park, the 26-story condominium has 90 residences ranging from 3,517 to 4,146 square feet of air-conditioned living space, with condominium units priced from \$1,606,000.

Since the mid-1960s, The Lutgert Companies has earned a reputation for quality and excellence and continue to set the standard for the finest developments. The Lutgert portfolio of residential developments includes 17 luxury high-rise condominiums on Park Shore Beach in Naples; a total of eight luxury high-rise condominiums, at completion, in Bonita Bay; Linville Ridge, an exclusive mountaintop golf course community in North Carolina; and a partnership in The Estuary at Grey Oaks in Naples. The company's collection of commercial developments includes the award-winning Promenade at Bonita Bay, an upscale restaurant, retail and office center and the award-winning Village at Venetian Bay. In addition, the company's signature commercial developments include grocery-anchored centers such as Neapolitan Way and Crossroads Market, and Class A office buildings, such as the Northern Trust Building. The Lutgert Companies also partnered with The Barron Collier Companies to develop The Mercato, an upscale "main street" center located on a 53-acre site that both fronts and connects U.S. 41 and Vanderbilt Beach Road in North Naples. The pedestrian-friendly center includes retail and office space along with restaurants and a cinema. The Strada at Mercato is an enclave of 92 upscale condominium residences in two distinct buildings overlooking Strada Place and is being developed by The Mercato, LLP, an affiliate of the The Lutgert Companies. BS&K's Naples Office serves as closing agent for the developer.

The Lutgert Companies is a group of affiliated private companies involved in residential and commercial real estate development, residential and commercial real estate brokerage services, developer consultation, sales and marketing services, personal and commercial insurance services and title services.



*Tavira luxury towers in Bonita Bay, Florida*



## A Commitment to Diversity

BS&K has long believed in, and been committed to, promoting diversity at all levels of the Firm. We firmly believe that our individual differences and insights are an integral part of our ability to provide the highest quality legal services to our clients. We value our racial, ethnic, cultural, social, gender, sexual orientation, religious and other personal differences, and we are committed to enhancing our diversity in all respects. This commitment extends to every office, department and level of the Firm, from our lawyers to our staff. BS&K's goal is not merely to recruit exceptionally talented individuals from all backgrounds, but also to help them develop their potential to the greatest extent possible and advance to leadership positions within the Firm. We are committed to the promotion of greater diversity throughout the legal profession and in the communities where we live and practice.

The Firm's Diversity Committee, comprised of Members, Associates and Staff, is charged in the first instance to advance this policy and the Firm's diversity goals by, among other things, developing and implementing Firm-wide diversity initiatives. The Committee reports directly to the Firm's Management Committee, which has ultimate responsibility for implementation of this policy.

## BS&K Commemorated National Pro Bono Week Through Involvement In Two Syracuse Events

National Pro Bono Celebration week took place October 25-31, 2009. The Firm recognizes the importance of pro bono work in all of the communities it serves and participated in two pro bono celebratory events in Syracuse.

On Monday, October 26th, "The Tonys G" Red Carpet Awards were held at the Red House Art Theater in Syracuse. This event celebrated the completion of the Volunteer Lawyer Project Landlord Tenant Training DVD. BS&K Attorneys, including Partner and pro bono program coordinator H. J. Hubert, along with attorney Brody D. Smith and the Honorable George H. Lowe (BS&K alumnus), were featured in the training DVD. Later in the week on October 28th, BS&K's pro bono program coordinator H. J. Hubert was featured in a panel discussion, "Pro Bono: For Your Community and Your Career" at Syracuse University's College of Law.

Our Attorneys are committed to providing pro bono legal services to individuals and organizations throughout the areas where they live and work. Whether it is advising an organization on the legalities surrounding becoming a non-profit agency or helping a tenant remain in their apartment and not become homeless, these services are provided with professionalism and compassion.

## BS&K Seminars and Webinars

Our Firm has a long history of providing informative, timely seminars for our clients and the business public. Each year we add additional topics and venues that result in more valuable legal information at the fingertips of our clients and business professionals who may require our services.

In 2009 our Workplace Seminar program, held throughout New York State, dramatically exceeded the previous years' attendance numbers. We are proud and pleased to know that our clients and friends of the Firm revisit this seminar for an annual update on Labor and Employment Law issues.

And, we continued to grow our webinar offerings and saw a significant increase from 2008 in on-line attendance.



## BS&K Women's Initiative Offers Expanded Opportunities and Outreach

In support of its commitment to the recruitment, promotion and retention of women attorneys, BS&K formally created the Women's Initiative in 2008 to foster the development of the Firm's women attorneys through a variety of internal and external programs.

The group meets quarterly and at each meeting topics

of interest to women attorneys are highlighted, for example, Firm culture, the importance of community involvement and leadership skill development. In Syracuse, this information exchange has been enhanced by the creation of small mentoring groups led by women partners. The groups meet informally at lunch, dinner or for an outing.

The Women's Initiative continued to create networking opportunities

for the business communities that the Firm serves. In Syracuse, the attorneys hosted a spring golf event and a fall reception. At the fall event, discussion focused on "Women In Leadership: Understanding the Gender Difference," led by Kristin Byron, Ph.D., an assistant professor at the Whitman School of Management, Syracuse University. In Albany, the attorneys offered a summer luncheon followed by a New York City ballet performance at the Saratoga Performing Arts Center. The Syracuse and Albany attorneys supported the American Heart Association's Go Red For Women Luncheon and the Syracuse attorneys sponsored the American Red Cross "Women Who Mean Business" Event.

In 2009, a dedicated section for the Women's Initiative was added to the BS&K web site, [www.bsk.com](http://www.bsk.com), to further promote and educate web site visitors.



## Best Lawyers

Fifty of our Partners have been included in the 2009 edition of *The Best Lawyers in America*<sup>1</sup>.

Because *Best Lawyers* is based on a peer-review survey in which leading attorneys throughout the country cast votes on the legal abilities of other lawyers in their specialties, and because lawyers are not required or allowed to pay a fee to be listed, inclusion in *Best Lawyers* is considered a singular honor.

**Albany:** John M. Bagyi, Gregory J. Champion, Nicholas J. D'Ambrosio, Jr., Robert H. Feller, Richard C. Heffern, Amelia M. Klein and John A. Miller

**Buffalo:** Robert A. Doren and Daniel P. Forsyth

**Garden City:** Terry O'Neil

**Naples:** F. Joseph McMackin, III and David N. Sexton

**New York:** Michael I. Bernstein, Louis P. DiLorenzo and Stanley Schair

**Overland Park:** Richard J. Evrard, Michael S. Glazier and Stephen R. Morgan

**Syracuse:** John D. Allen, S. Paul Battaglia, Ronald C. Berger, Kevin M. Bernstein, R. Daniel Bordoni, John H. Callahan, Stephen A. Donato, Thomas G. Eron, Thomas S. Evans, John Gaal, Joseph A. Greenman, Thomas J. Grooms, Brian K. Haynes, Richard D. Hole<sup>2</sup>, H. J. Hubert, Stephen L. Johnson, Peter A. Jones, Thomas D. Keleher, Edwin J. Kelley, Jr., Barry R. Kogut, Robert A. LaBerge, Thaddeus J. Lewkowicz, James E. Mackin, Larry P. Malfitano, John G. McGowan, Henry H. Melchor, Thomas E. Myers, Virginia C. Robbins, James N. Seeley, Thomas R. Smith, Stephen J. Vollmer and Joseph Zagraniczny.

<sup>1</sup> Copyright 2008 by Woodward/White, Inc., Aiken, SC.

<sup>2</sup> Richard D. Hole was named the Syracuse Best Lawyers Corporate Lawyer of the Year.

## Super Lawyers

Forty-two of our Partners were included in the 2009 edition of *SuperLawyers* (Upstate, New York and Florida editions).

Attorneys by office are:

**Albany:** John M. Bagyi, Nicholas J. D'Ambrosio, Jr. and Richard L. Smith

**Buffalo:** Robert A. Doren, Daniel P. Forsyth and James J. Rooney

**Garden City:** Terry O'Neil

**Naples:** James D. Dati

**New York:** Michael I. Bernstein, Louis P. DiLorenzo and Dennis A. Lalli

**Rochester:** Timothy M. Fitzgerald, James Holahan, Edward P. Hourihan, Brian Laudadio and Gregory J. McDonald

**Syracuse:** John D. Allen, S. Paul Battaglia, William L. Bergan, Ronald C. Berger, R. Daniel Bordoni, John H. Callahan, Edward R. Conan, Stephen A. Donato, Thomas G. Eron, Jonathan B. Fellows, John Gaal, Joseph A. Greenman, Thomas J. Grooms, Stephen L. Johnson, Peter A. Jones, Thomas D. Keleher, Barry R. Kogut, Robert A. LaBerge, James E. Mackin, Larry P. Malfitano, John G. McGowan, George R. McGuire, Thomas E. Myers, Virginia C. Robbins, James N. Seeley and Joseph Zagraniczny.

*Super Lawyers* magazine lists New York's top lawyers who have been chosen by their peers and through the independent research of *Law & Politics* magazine. *Law & Politics*, which performs the polling, research and selection of attorneys to be included in *Super Lawyers* magazine, identifies lawyers who have attained a high degree of peer recognition and professional achievement. *Super Lawyers* magazine is a comprehensive and diverse guide to outstanding attorneys, representing a wide range of practice areas, firm sizes and geographic locations.

## BS&K Named Consumer Credit Counseling Service's Business of the Year

Consumer Credit Counseling Service of Central New York (CCCS) honored BS&K with its Business Partner of the Year award for 2009. CCCS bases its selection on many factors including commitment to outstanding customer service and business professionalism.

## OCRRA Names BS&K Blue Ribbon Recycler

Our Syracuse Office continued its green efforts in 2009 and was recognized by the Onondaga County Resource Recovery Agency (OCRRA) as a Blue Ribbon Recycler.



## Naples Office Named Fund 25 Member Firm

Attorneys' Title Insurance Fund, Inc. (The Fund) named our Naples Office a Fund 25 member firm. Fund 25 comprises the company's top 25 member firms. Fund 25 members are selected based on a formula that takes into account the level of business firms have conducted with The Fund during the previous calendar year. The Fund is one of the top ten largest title insurance companies in the United States.

## Breaking News: Rochester Office Expands in February of 2010

We are pleased to announce that Real Estate Partners Kevin V. Recchia and David L. Pieterse joined our Rochester Office in February 2010. The addition of Mr. Recchia and Mr. Pieterse brings our Rochester presence to 14 lawyers in practice areas that include real estate, litigation, construction, business restructuring, creditors' rights, bankruptcy, commercial lending, corporate and transactional, and labor and employment. We opened our Rochester Office in July 2008, and the Office has more than doubled in size since its opening in 2008. In addition, thanks to our growth, we will be moving to a new office location at Linden Oaks in Rochester in late summer of 2010.



David L. Pieterse



Kevin V. Recchia

## Vice President Biden Visits Syracuse Office

In September, our Syracuse Office was the venue for a reception hosted by Vice President Joe Biden for Bill Owens, the Democratic candidate in the special election for the 23rd Congressional District. BS&K has worked with Bill Owens' law firm in Plattsburgh, New York. (Bill was elected to represent New York's 23rd Congressional District in November 2009.) Following the reception, Vice President Biden toured our Office and took time for handshakes and photographs.



## In Memoriam

Patrick J. Maxwell was a partner in our Buffalo Office and an experienced litigator. He was a devoted father to his three sons, Patrick J. Jr., Thomas and Robert. When he wasn't at the office or meeting with clients, he could be found on the baseball and football fields and at the hockey rink attending his sons' practices and games. He had also been a coach for his sons' baseball teams.



Patrick J. Maxwell, Esq.  
December 25, 1957 – June 4, 2009

Pat was a life-long resident of the Buffalo area and attended Canisius High School where his father had also attended, and where he later sent two of his sons. Pat's outside interests included golf and following Buffalo Bills football. He attended Middlebury College in Vermont, earning a bachelor's degree in history in 1980 and graduated *cum laude* from Florida State University's College of Law in 1984.

Pat's legal career began at Hodgson Russ as an associate and he became partner within four years. He later joined Harris Beach and was with Buchanan Ingersoll & Rooney prior to joining BS&K.

Stanley Schair was a partner in our New York City Office and practiced labor and employment law. He was an active participant and leader in various New York City business, civic, educational and child welfare organizations, most notably serving on the Board of the Jewish Child Care Association for nearly three decades, and on Mayor Bloomberg's New York City Task Force on Career and Technical Education Innovation.



Stanley Schair, Esq.  
July 8, 1938 – June 12, 2009

On October 8th, 2009, a proclamation was given by the Advisory Council for Career & Technical Education honoring the inauguration of the *Stanley Schair CTE Teacher Award for Excellence and Innovation* to be awarded to the New York City teacher who most effectively carries forward the spirit of innovation, collaboration and community service that characterized the tenure of Stanley Schair on the Council. Stanley was described as having been the glue and guiding force in bringing together the Mayor's Office, the Board of Education, Industry and the various education unions in implementing this pioneering program created by State statute and Board of Education regulation to motivate students to remain in and graduate from our public schools, and to prepare them for careers and technical education.

Stanley is survived by his wife, Sandra Constantine Schair, son Adam (Julie) and daughter Alison, and grandchildren Sam, Abby and Emma. He attended St. John's University, School of Law (LL.B., 1965).

## 14 Attorneys Join Us in 2009

Our 2009 class of associates numbered seven and we welcomed seven additional lateral hires during the year.



### 2009 Associate Class

Back: Stephanie M. Campbell, Blaine T. Bettinger, Emily M. D. Brown  
Front: Kristy B. Frame, James J. Pergolizzi, Hilary L. McHugh, Nicholas A. Fusco

### 2009 Lateral Additions



David B.  
Feldman  
New York City  
Labor and  
Employment



Margo G.  
Ferrandino  
New York City  
Labor and  
Employment



James F.  
Morey  
Naples  
Property



Brian P.  
Murphy  
Garden City  
Litigation



Joseph S.  
Nacca  
Rochester  
Litigation



Ingrid S.  
Palermo  
Rochester  
Business Restructuring,  
Creditors' Rights and  
Bankruptcy



Diane M.  
Pietraszewski  
Buffalo  
Labor and  
Employment

## Six Attorneys Elected Partner in 2009



John C.  
Godsoe  
Buffalo  
Employee Benefits



Frank C.  
Mayer  
Albany  
Business



David L.  
Nocilly  
Syracuse  
Intellectual  
Property



Richard L.  
Weber  
Syracuse  
Litigation



Matthew N.  
Wells  
Syracuse  
Public Finance



Caroline M.  
Westover  
Syracuse  
Labor and  
Employment

### Litigation Partner Edward R. Conan Elected Vice President of NDNY-FCBA

BS&K Partner Edward R. Conan was elected in 2009 to serve as Vice President of the Northern District of New York - Federal Court Bar Association (NDNY-FCBA). Mr. Conan is also the CNY Region Chair of the Continuing Legal Education (CLE) Committee for the NDNY-FCBA. The mission of NDNY-FCBA is to foster the highest professional and ethical standards for those attorneys practicing in the Northern District of New York by providing continuing legal education and a liaison between the Federal Bench and the local bar, monitoring and proposing changes to the Local and Federal Rules of Civil Procedure and performing such other acts as to further enhance the standards of federal practice in the District.



### Syracuse Partner Suzanne O. Galbato Graduates Leadership Greater Syracuse Class of 2009

November 2009 marked the graduation of Syracuse Litigation Attorney and Partner Suzanne O. Galbato from the Leadership Greater Syracuse Program (LGS). Leadership Greater Syracuse is Central New York's only leadership training program dedicated to recruiting, equipping, engaging and uniting people committed to making a difference in their communities.



**Menorah Park Presents Estate and Financial Planning Attorney and Firm Partner Joseph A. Greenman with Lifetime Achievement Award**



In June, 2009, BS&K client Menorah Park honored Joseph A. Greenman with its Lifetime Achievement Award for his extensive service to the organization. Menorah Park is a senior living community in Syracuse with the mission, "... to assure maximum independence and dignity with a broad range of the highest quality health, residential and community services. Menorah Park is committed to maintaining Jewish values and traditions." Mr. Greenman has served on the Board of Directors of Menorah Park and has supported them in other capacities over the past 25 years.

**NYC Partner John S. Ho Appointed Member of NYSBA House of Delegates Representing Persons of Racial/Ethnic Diversity and Elected Vice President of the Connecticut Asian Pacific American Bar Association (CAPABA)**



Our Labor and Employment Law Attorney John S. Ho was appointed in 2009 to serve as a member of the New York State Bar Association's House of Delegates representing persons of racial and ethnic diversity. In this leadership position, Mr. Ho plays an integral role in the NYSBA's continued mission to increase the diversity of the Association and the profession of law.

Mr. Ho was also elected to the position of Vice President of the Connecticut Asian Pacific American Bar Association (CAPABA).

*CAPABA is the only association focused towards all Asian Pacific American attorneys in Connecticut. CAPABA's mission is to establish a support network for Asian Pacific American attorneys and communities and those interested in Asian Pacific American legal issues throughout the State of Connecticut.*

**Clifford G. Tsan Appointed to Serve as Member of the NYSBA House of Delegates Representing Persons of Racial and Ethnic Diversity**



Litigation Attorney Clifford G. Tsan was appointed in 2009 to serve as a member of the New York State Bar Association's House of Delegates representing persons of racial and ethnic diversity. In this leadership position, Mr. Tsan is very involved in the NYSBA's continued mission to increase the diversity of the Association and the profession of law. His term will run from June 1, 2009 to May 31, 2010. Mr. Tsan is resident in our Syracuse Office.

**Syracuse Litigation Partner Richard L. Weber Elected President of OCB Foundation**



Richard L. Weber was elected President of the Onondaga County Bar Foundation in 2009. The mission of the Onondaga County Bar Foundation (the philanthropic arm of the Onondaga County Bar Association) is to improve and promote professional ethics and responsibility; service to the public and legal community; access to the legal system for all; the administration of justice and legal research and education. The Foundation was established in 1975. Mr. Weber served as Secretary of the Foundation in 2008.

**Attorneys and staff** in all of our Offices support many community volunteer activities. The list below is a sampling of events and programs with which we were involved in 2009.

- ACS Making Strides Against Breast Cancer Rochester and Syracuse
- American Heart Association Go Red For Women Luncheon Albany and Syracuse
- American Heart Association Heart Walk Syracuse
- Corporate Volunteer Council Dictionary Day Syracuse
- Duck Race To End Racism Syracuse
- Elmwood Elementary School Reading Program Syracuse
- HATAS (Homeless and Travelers Aid Society) Home Sweet Gingerbread Home event Albany
- Susan G. Komen Race for the Cure Syracuse
- United Way of CNY Kick-off Cook-off Syracuse
- Walk for the Way Naples



### Naples Attorneys Take Lead Roles in Local Community and Civic Organizations

BS&K Attorneys are generous with their time and talents to local not-for-profit organizations. In our Naples Office, Robert C. Zundel, Jr. is the Chairman-Elect of the United Way of Collier County. Dennis C. Brown serves as a Board Member for the Community Foundation of Collier County. F. Joseph McMackin, III spends time with the Boards of the Telford Foundation and Opera Naples, Inc.



Curtis B. Cassner, James F. Morey and James D. Dati are dedicated Rotarians, with Mr. Morey having spearheaded the organization of the Second Annual Collier County High School All Star Football game in 2009. Mr. Dati serves as President-Elect of his Rotary Club and also serves as Secretary of the Bonita Springs Assistance Office. Michael D. Gentzle organized Christmas in Naples (CIN), a 501(c)(3) organization that rehabilitates the homes of the needy, elderly and disabled through volunteer efforts and donations.

## United Way Campaign – Syracuse Office Exceeds 2008 Rankings

Although charitable giving trends were down throughout the country in 2009, our Firm remained faithful and constant with its personal and Firm-sponsored giving in each of the communities where our Attorneys and staff live and work. Our Offices take part in local United Way campaigns each year.



In Syracuse, we managed a very successful campaign and improved our contribution levels in comparison to other local businesses. BS&K ranked 14 out of 25 for the Top 25 Organizations in Total Giving and 7th out of 20 in Employee per Capital Giving. We applaud our Attorneys and staff for their continued generosity to those in need.

## BS&K Holiday E-Card Delivers More Than Seasonal Greetings

For the second year, BS&K distributed its holiday message as an animated electronic “card” as part of its “Green” efforts as a Law Office Climate Challenge Partner within the American Bar Association’s Section of Environment, Energy and Resources (SEER). And, in addition to reducing our carbon footprint, the monetary savings from eliminating the paper, printing and postage were donated to support local food banks in each of our 11 office regions.



## Future Lawyers of America

We once again sponsored an Explorer Post through the Hiawatha Seaway Council Chapter of the Boy Scouts of America. The program began in the fall with 51 students participating from local high schools. Programs are held one night per month for six months at our Syracuse Office. The Explorer Program is coordinated each year by our Associates and Marketing Events Coordinator. The February 2009 session was devoted to “Careers in the Legal Profession” and featured BS&K Attorneys and area legal professionals: Hon. Joseph E. Fahey, Onondaga County Court Judge; William J. Fitzpatrick, Onondaga County District Attorney; Joseph A. Greenman, Manlius Village Justice and Attorney at BS&K (Estate and Financial Planning); Margaret D. Needham, Onondaga County Law Department Deputy County Attorney; and Fred J.M. Price, BS&K Attorney (Intellectual Property).



## BS&K Attorneys Present Throughout NY and U.S.

In addition to presenting at BS&K sponsored seminars, many of our Attorneys speak at local, state and national meetings for a variety of professional associations. It is an honor for the Firm to have our Attorneys selected for these speaking opportunities. Some of the organizations we presented to in 2009 include:

American Agricultural Law Association	Litigation Council of America	NYS Association of Counties
Capital Region Human Resource Association	Manufacturers Association of Central New York	NYS Association of Long Term Care Administrators
College and University Professional Association for Human Resources	National Business Institute	NYS Association of Management Advocates For School Labor Affairs
Empire State Society of Association Executives	National Law Foundation	NYS Health Care Providers
Hofstra Law School	National, State and Local Society for Human Resource Management	NYS Job Service Employer Committee
International Public Management Association for Human Resources	New York State Bar Association	NYS Public Employer Labor Relations Association
	NY Association of Homes and Services for the Aging	NYS School Boards Association
	NY Conference of Mayors	Syracuse University College of Law

## Representative Client List

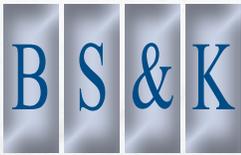
Our range of 28 practice areas allows us to provide legal services to a diverse spectrum of businesses and individuals, a sample of which includes:

84 Lumber Company	JP Morgan Chase & Co.	Sikorsky
Albany Law School	Kennedy Valve	Special Metals Corporation
AngioDynamics, Inc.	Knorr Brake	<i>a Precision Castparts Company</i>
Bank of America, N.A.	Legrand Holding	Syracuse University
Bethany Village	Lifetime Healthcare, Inc.	Terex Corporation
BorgWarner Inc.	Locust Valley Central School District	The Fountainhead Group, Inc.
Carrier Corporation	Loretto	The Research Foundation of SUNY
Citizens Bank, N.A.	Macerich Company	The Widewaters Group, Inc.
City of Mt. Vernon, NY	Magnus Precision Manufacturing, Inc.	Tickets.com
City of Yonkers	McMahon Development Group, LLC	Time Warner Entertainment
Cives Steel Corporation	MVP Healthcare	Tops Markets
Community Bank System	National Grid PLC	Troy IDA
ConMed Corporation	New Era Cap Company	United Technologies Carrier Division
Corning Incorporated	New York Racing Association	University of Kansas
Crouse Health Hospital	Otis Elevator Company	Village of Bronxville
Dresser-Rand Co.	PAETEC Communications, Inc.	Village of Hempstead
Excellus BlueCross BlueShield	Pall Corporation	Village of Rockville Centre
First Allied Corporation	Precision Castparts Corporation	Wackenhut
General Electric Company	RBS Citizens, N.A.	Welch Allyn
Hudson River Park Trust	Rochester Gas and Electric Corporation	
Iroquois Nursing Home		

## Board of Directors Service

Our Attorneys and employees serve on the Board of Directors for many organizations. Listed below are just a few they are involved in:

Albany-Colonie Regional Chamber of Commerce	Cornell Cooperative Extension of Oswego County	Literacy Volunteers of America
Alzheimer's Association	Education Foundation of Collier County	Make-A-Wish Foundation
American Red Cross	Eldercare Foundation, Inc.	March of Dimes
Audubon New York	Erie Canal Museum	Onondaga County Public Library
Boy Scouts of America	Everson Museum	Rochester General Hospital
Boys & Girls Club of Syracuse	Food Bank of CNY	Rotary Club of Bonita Springs
CNY Community Foundation	Habitat for Humanity	Syracuse Opera Company
CNY Corporate Volunteer Council	Homeless and Travelers Aid Society of the Capital District	Syracuse Stage
CNY Regional Transportation Authority	Hospice Foundation of CNY	The Salvation Army
Collier County Environmental Advisory Board	Junior Achievement of CNY	Tompkins County Chamber of Commerce
Contact Community Services	Leukemia and Lymphoma Society	United Way of CNY / Collier County
		Vera House Foundation
		YMCA of Greater Syracuse

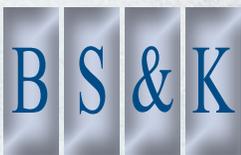


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## INDUSTRY/CLIENT GROUPS

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- Agribusiness
- Banking Services
- Climate Change and Sustainability
- Health Care
- Higher Education
- Media and Communications
- Municipalities
- Real Estate Development and Construction
- School Districts
- Small Business

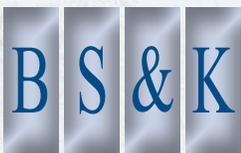


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## PRACTICE AREAS

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- Administrative, Legislative and Regulatory
- Business and Transactions
- Business Restructuring, Creditors' Rights and Bankruptcy
- Collegiate Sports
- Employee Benefits and Executive Compensation
- Environmental and Energy
- Estate and Financial Planning
- Immigration
- Intellectual Property and Technology
- Labor and Employment
- Litigation
- Mergers and Acquisitions
- OSHA
- Property
- Public Finance
- Securities
- Tax Assessment, Condemnation and Property Valuation
- Tax Law



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## BOND, SCHOENECK & KING, PLLC

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### **New York**

- Albany
- Buffalo
- Garden City
- Ithaca

### **New York**

- Oswego
- Rochester
- Syracuse
- Utica

### **Florida**

- Naples

### **Kansas**

- Overland Park

Member: Employment Law Alliance and Law Firm Alliance

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