WOODS OVIATT GILMAN LLP

The art of representing people®

IN THE NEWS

Spring 2020

Feature Article

Practices

- Business & Finance
- Default Servicing
- Employment & Labor
- Family Wealth & Estate Planning
- Intellectual Property
- Litigation
- Real Estate Development & Finance
- Secured Lending & Financial Recovery

Offices

Rochester, New York
1900 Bausch & Lomb Place
Rochester, New York 14604
p 585.987.2800 | f 585.454.3968

Buffalo, New York
1900 Main Place Tower
350 Main Street
Buffalo, New York 14202
p 716.248.3200 | f 716.854.5100

Phoenix, Arizona
275 N. GateWay Drive
Suite 118
Phoenix, Arizona 85034
p 602.633.1793 | f 585.362.4614

WoodsOviatt.com

COVID-19 Multidisciplinary Crisis Group Formed

Woods Oviatt Gilman LLP has assembled a multidisciplinary crisis resource group of attorneys at the firm to advise clients on all aspects of the legal implications of the COVID-19 (coronavirus disease 2019) outbreak including regulatory, labor and employment, insurance, contractual, liquidity, litigation, commercial real estate and family wealth and estate issues. Our attorneys are prepared to assist clients in the successful navigation of the significant, unique, and demanding challenges they face, both now and in the days to come, as a result of COVID-19. The attorneys in our crisis-resource group practice in a variety of disciplines; working together, their relevant experience enables them to provide thoughtful, practical, proactive, and comprehensive guidance to our clients as they confront the substantial issues impacting their businesses as a result of the COVID-19 public-health emergency. Below is a partial list of the issues we know are confronting our clients and for which we have been, and will continue to be, available to provide advice:

- ❑ Business Regulation
- ❑ Labor and Employment
- ❑ Insurance
- ❑ Existing Commercial Contracts and Risk Allocation with New Commercial Contracts
- ❑ Liquidity - Credit Facilities and Capital Calls
- ❑ Commercial Real Estate
- ❑ Litigation and Disputes
- ❑ Family Wealth and Estate Planning
- ❑ Tax

For more information and to view our latest client alerts regarding COVID-19, go to: www.woodsoviattgilman.com/practices/covid-19-multidisciplinary-crisis-group •

Insecurity Under The Secure Act

Philip L. Burke, Esq.
Partner

The SECURE ACT (the "Act") was signed into law on December 20, 2019[1] and was effective as of January 1, 2020. While there are many provisions of the Act that affect retirement plans, the focus of this article is on the distribution of "inherited" IRAs.

Inherited IRAs is a term of art which generally refers to retirement accounts passing to a named beneficiary (other than a spouse) on the death of the account owner. Prior to the passage of the SECURE ACT, if a child inherited a retirement account upon the death of a parent, the child would have to take out the "required minimum distributions" (RMDs) over the child's own lifetime. This was commonly referred to as a "stretch" distribution. For example, if the child was 60 years of age at the time of the parent's death, the RMDs would be based on the child's life expectancy (approximately 25 years under the applicable IRS life-expectancy tables) so the first RMD would be approximately 1/25 of the account value, with the RMD in the second year being 1/24 of the account value, 1/23 the next year, etc., with the denominator being reduced by one each subsequent year. The distributions are income taxable, so the stretch concept could provide significant income-tax savings early on since the initial required distributions (depending on the age of the beneficiary) would be small on a percentage basis. In this example, if the 60-year-old beneficiary had other taxable income, the additional stretch distributions from the inherited IRA would not normally have significant income-tax consequences. Also, under the prior law the beneficiary could take distributions in any amount, and pay tax on the distribution, but were only required to take distributions using the stretch concept. This allowed for smaller amounts to be taken initially, while the account continued to be invested for future growth, with larger distributions to be taken as the beneficiary became older (with, potentially, less additional taxable income from other sources, a lower tax bracket, etc.).

The only requirement is for the account to be fully distributed by the end of the 10th year. The beneficiary can elect to take installments over the 10-year period, wait until the end of the 10th year, or some other combination of scheduled withdrawals.

However, the Act now requires that an inherited IRA must be fully withdrawn by the end of the 10th year after the death of the account holder.* There are no required minimal distributions and no "stretch" option. The only requirement is for the account to be fully distributed by the end of the 10th year. The beneficiary can elect to take installments over the 10-year period, wait until the end of the 10th year, or some other combination of scheduled withdrawals. As a result, again depending on the age of the beneficiary, the beneficiary could be subject to significant increased income taxes as a result of the 10-year requirement. In the example above, under prior law, if the inherited IRA was worth $1.0 million, the stretch distribution for a 60-year-old would be approximately 4%, or $40,000. At age 70, ten years later, the stretch RMD would be approximately $58,000 (assuming no substantial change in the value of the underlying account). Again, the balance remaining in the inherited IRA would continue to be invested and grow on a tax-deferred basis with stretch distributions continuing over the lifetime of the beneficiary. However, under the Act, the beneficiary must empty the account over within a 10-year period. Using the same example with a $1.0 million account, if the 60-year-old beneficiary decided to take the distributions equally over the 10-year period, distributions of $100,000 per year (plus changes in value in the account over time) would be taken and reported as taxable income (vs. $40,000 using the stretch option). On the other hand, if the beneficiary decided to wait until the end of the 10th year (age 70) to withdraw the funds, the entire amount would be added to the beneficiary's taxable income at that time ($1.0 million, plus growth, vs. $58,000 using the stretch option). As a result of this overall increase in taxable income to be recognized by beneficiaries of inherited IRAs, the Congressional Research Service estimates that there will be an increase in federal tax revenues of about $15.7 billion (from 2020 to 2029) just from the elimination of the stretch option (see https:crsreports.congress.gov, 12/20/19).

Because the Act is relatively new, planning options are still being developed to try and minimize these income-tax

[1] *THE SETTING EVERY COMMUNITY UP FOR RETIREMENT ENHANCEMENT ACT OF 2019.*

**NOTE: there are some exceptions to this requirement, and the stretch concept can still apply to disabled beneficiaries, minors, etc. These exceptions are beyond the scope of this article but need to be considered if/when applicable.*

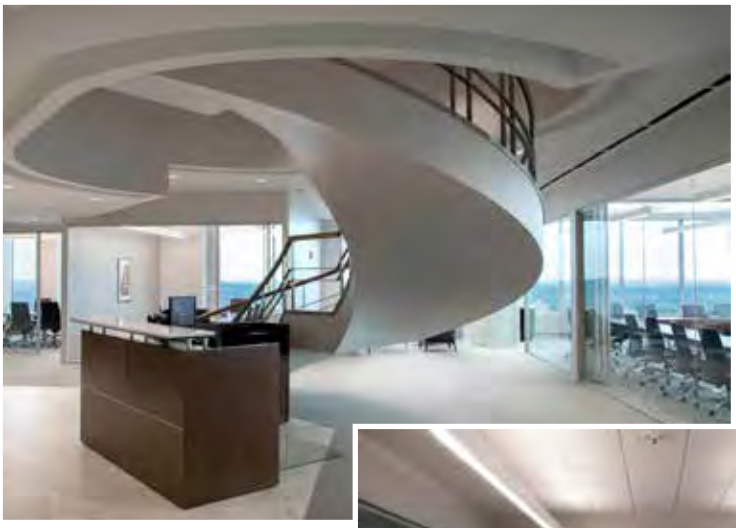
consequences. Some proposals include converting traditional IRAs to ROTH IRAs (especially where the beneficiary would be in a higher income-tax bracket), having retirement accounts paid to charities (to avoid all income taxes) and using life insurance as a "wealth replacement" vehicle so that the life insurance proceeds (which are generally free of income taxes) will be paid to the beneficiaries to replace the income taxes to be paid on the inherited IRA (or to replace the amount paid to a charity), and also reviewing lifetime withdrawals from retirement accounts to minimize taxes for both the account holder and the beneficiaries.

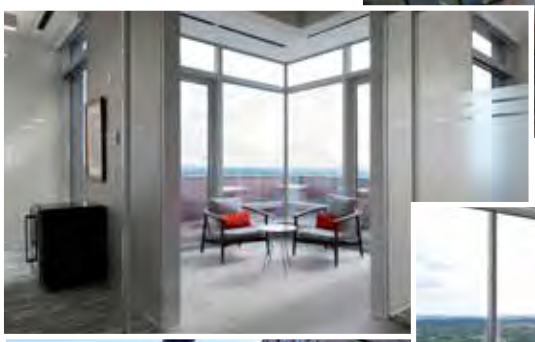
Retirement account owners need to be cognizant of these new rules and the income tax effect on the next generation. Beneficiary designations need to be reviewed. The loss of the ability for the next generation to stretch distributions from retirement accounts needs to be factored into a client's estate planning especially where those accounts constitute a significant portion of the client's overall estate. ●

Phil Burke is a Partner and Chair of the firm's Family Wealth and Estate Planning Department. He can be reached at 585-987-2850 or Pburke@woodsoviatt.com

Our New Office Space

In May of 2019, Woods Oviatt found a new home in Rochester's Legacy Tower. Our new premium space was designed to accommodate our growth and to provide an environment that fosters collaboration between attorneys and our clients. ●





New York Shield Act Requires Businesses to Adopt Data Security Policies

John F. Liebschutz, Esq.
Partner

"Data security is everyone's responsibility" is an all too familiar refrain. For New York business owners, however, it is also now a legal requirement. The "Stop Hacks and Improve Electronic Data Security Act" (the "SHIELD Act") requires New York businesses of all sizes, and businesses anywhere that own or license computer data containing private information of a New York resident, to adopt and implement data protection policies. The SHIELD Act also expands existing breach notification laws. With the enactment of the SHIELD Act, New York joins a number of other states that have adopted their own data privacy laws to fill the void left by the absence of comprehensive, uniform federal legislation.

In addition to expanding the breach notification law (Section 899-a of the New York General Business Law), the SHIELD Act adds new Section 899-bb, "Data Security Protections". That section mandates that any person or business that owns or licenses computerized data which includes private information of a New York resident, develop, implement, and maintain "reasonable safeguards" to protect the security, confidentiality, and integrity of the private information including, but not limited to, disposal of the data. The Data Security Provisions became effective on March 21, 2020.

Data Security Protection – Key Provisions:

Compliance with the "reasonable safeguards" standard requires that such person or entity either: (i) be subject to and in compliance with certain existing cybersecurity laws such as HIPAA or the Gramm-Leach-Bliley Act; or (ii) implement its own "data-security program" that includes:

(A) Reasonable administrative safeguards such as the following, in which the person or business:

1. Designates one or more employees to coordinate the security program;
2. Identifies reasonably foreseeable internal and external risks;
3. Assesses the sufficiency of safeguards in place to control the identified risks;
4. Trains and manages employees in the security program's practices and procedures;
5. Selects service providers capable of maintaining appropriate safeguards, and requires those safeguards by contract; and
6. Adjusts the security program in light of business changes or new circumstances;

(B) Reasonable technical safeguards such as the following, in which the person or business:

1. Assesses risks in network and software design;
2. Assesses risks in information processing, transmission, and storage;
3. Detects, prevents, and responds to attacks or system failures; and
4. Regularly tests and monitors the effectiveness of key controls, systems ,and procedures; and

(C) Reasonable physical safeguards such as the following, in which the person or business:

1. Assesses risks of information storage and disposal;
2. Detects, prevents, and responds to intrusions;
3. Protects against unauthorized access to or use of private information during or after the collection, transportation, and destruction or disposal of the information; and
4. Disposes of private information within a reasonable amount of time after it is no longer needed for business purposes by erasing electronic media so that the information cannot be read or reconstructed.

Somewhat relaxed standards are applicable to a "small business," defined as a person or businesses with fewer than 50 employees, less than $3 million in gross annual revenue or less than $5 million in year-end total assets. Those businesses will be in compliance if their security programs contain reasonable administrative, technical, and physical safeguards that are "appropriate for the size and complexity of the small business, the nature and scope of the small business's activities, and the sensitivity of the personal information the small business collects from or about consumers."

Failure to comply with the SHIELD Act is a violation of Section 349 of the General Business Law (Deceptive Acts and Practices) and the Attorney General is authorized to bring actions to enforce the Act and to obtain injunctive relief and civil monetary penalties.

Although the Act specifically provides that it does not create a private right of action, whether it will be invoked in a civil lawsuit as having created a common law duty of care is one of the many things that will need to await future judicial and administrative interpretation.

For further information on the SHIELD Act or for assistance in compliance, please contact any member of our Business Corporate and Tax Department. ●

John F. Liebschutz, Esq. is a Partner in the Firm's Business & Tax Department. He can be reached at 585-987-2869 or Jliebschutz@woodsoviatt.com.

New York's Plastic Bag Ban is Here

Greta K. Kolcon, Esq.
Partner

DID YOU KNOW?

- ***Bangladesh was the first country in the world*** to ban thin plastic shopping bags in 2002.
- ***Kenya currently has the world's toughest ban*** with fines up to $40,000 and prison sentences for manufacturing, importing or selling a plastic shopping bag.
- ***In the United States, the average person uses 365 plastic bags annually.***

According to New York State, over 23 billion plastic bags were typically used each year in the state prior to the ban.

As of March 1, 2020, plastic carryout bags were banned from distribution by anyone required to collect New York State sales tax. The Plastic Waste Reduction Law is found in Environmental Conservation Law Article 27, Title 28. According to New York State, over 23 billion plastic bags were typically used each year in the state prior to the ban.

California became the first state to pass the bill for a statewide ban on plastic bags in 2014. Vermont, Maine, Oregon, Delaware, and Connecticut have passed bans of their own, and Hawaii has a de facto statewide ban on non-biodegradable plastic bags because its major counties have all approved the ban.

The purpose of reducing the use of plastic bags is to protect our communities and environment, including our waterways and wildlife. The New York State Department of Environmental Conservation recommends that consumers keep reusable bags in their car or store them near the door so that it is easier to remember taking them on the way to the store. The Bag Waste Reduction Law applies to more than just grocery stores; it also includes clothes shopping and home-improvement stores. There are some limited exemptions on plastic carryout bags including bags used by a pharmacy to carry prescription drugs. However, stores are not required to provide bags. Some stores may have bags available for purchase, whether reusable bags or paper bags. Under the current law, cities and counties are authorized to adopt a five cent paper-carryout-bag reduction fee which means the consumers may be charged five cents for each paper carryout bag provided at checkout.

The ban on single-use plastic bags is just one step in reducing substantial reliance on plastics. Polystyrene (also known as "Styrofoam") food containers are one of the top ten most commonly littered items in the United States. Polystyrene does not biodegrade *ever*. While Vermont's laws are currently the most comprehensive of all 50 states, the current New York State budget bill includes a new statewide ban on polystyrene takeout containers which will potentially impact all New York State consumers.

The current plastic bag ban is likely just the beginning of legally mandated changes to the way consumers interact with plastic. Keep bags handy, but remember that ideally, a bag should be washable. Woods Oviatt supports environmental responsibility. While supplies last, ask your Woods Oviatt lawyer for a new Woods Oviatt cloth shopping bag. ●

Greta Kolcon is a Partner in the Firm's Litigation Group and Chair of the Firm's Environmental Practice Group.
She can be reached at 585-987-2812 or gkolcon@woodsoviatt.com

Some Dos and Don'ts When Changing Jobs

Brian D. Gwitt, Esq.
Partner

So you have decided to leave your job and take a position with a competitor (be it with an existing competitor of your employer or you are striking out on your own). You are not alone. The mobility of the current workforce has become the norm. According to a January 2018 report from the Bureau of Labor Statistics, the average worker changes jobs 10 to 15 times during his/her career. Millennials are the most mobile. A recent Gallup report advises that 21% of millennials have changed jobs within the past year, which is more than three times the number of non-millennials.

With such mobility in the workforce, it is wise to familiarize yourself with some dos and don'ts of leaving a job. We have advised numerous employees on this issue and offer the following thoughts.

Figure out the applicable rules

The obligations that an employee owes to his/her employer are determined by contract, by statute, and/or by common law. As far as contracts, many employees have written employment agreements with their employers. When deciding to leave employment, an employee's starting point should be a careful review of any applicable employment agreement or other agreement containing post-termination restrictions.

Unfortunately, many employees cannot recall if they executed an employment agreement. Think of your first day of employment. You signed a lot of documents related to payroll, benefits, IT policies, handbooks, etc. Sometimes, employees also execute an agreement containing covenants that restricts their ability to compete or solicit customers after the termination of employment. Because so many papers are signed, and because copies are often not retained, many employees simply do not remember if they signed an employment agreement. Determining whether an employment agreement (or other agreement containing post-termination restrictions) exists is of foremost importance. Similarly, an employee should review the employer's policies and handbooks (if any) to see if any post-employment restrictions are contained in those documents.

Absent an agreement or a controlling policy, the employee's conduct is governed by statutory law and common law. The statutory law typically relates to trade-secret protections put in place at the state and federal level, which can prohibit an employee's ability to remove/use certain types of information from the employer. As to common law, an employee owes a duty of loyalty to his/her employer during the period of employment. Broadly speaking, this means that an employee must exercise the utmost good faith and loyalty in the performance of his/her duties and, while employed, may not act contrary to the employer's interests.

Preparing to compete can be proper but you cannot compete with your employer while still employed there

While still employed, an employee can prepare to compete with his/her employer. Preparation to compete can be such things as leasing office space, obtaining insurance, opening a bank account, forming a company and creating a website. The employee cannot, however, go live with his/her new business venture until after the employee actually separates from his/her employer. Further, the employee cannot engage in these preparatory activities during work hours. The activities should be engaged in during non-work hours (typically either in the evening or over the weekend). The employee should not be handling these things during business hours and while being paid by the employer. None of the employer's resources should be used in planning an exit.

Do not tell co-workers and customers until you give notice

Until your employment terminates, you should not tell any of your co-workers. You also should not tell any of your customers or clients. Talking to co-workers or customers before your employment terminates can be a breach of your duty of loyalty owed to the employer and should be avoided.

Be aware of the employer's property

Many employers provide their employees with smart phones, tablets, thumb drives, etc. If an employee has any such employer-issued property, it should be turned in (typically on the last day of employment and/or as part of your exit interview). Employers sometimes neglect to ask for the return of their property. An employee should not use this failure as a reason to keep the property. By turning the property in without being asked the employee is saving a headache later on and is maybe buying some goodwill.

The employee should avoid taking the employer's information. The term "information" should be viewed broadly and includes paper documents as well as electronic files. Because electronic data is so easily removed, many employees think it is okay to either e-mail files to themselves or to use a thumb drive to download files. Removing information owned by the employer can violate the duty of loyalty and can also violate state and/or federal trade-secret law. Many employees store music, pictures, and personal documents on their work computer because that is the primary computer that they use. The removal of such personal information can be proper and the employee should be upfront in telling the employer that the information is being removed. A simple rule of thumb is only taking out what you brought in with you.

Changing jobs is the new norm. By leaving in a professional way, an employee will (hopefully) keep his/her name in good stead in the industry and also reduce the risk of a legal fight with the former employer. ●

Brian Gwitt is a Partner and member of the firm's Litigation Department. He can be reached at 716-248-3213 or Bgwitt@woodsoviatt.com.

New Guidance on Qualified Opportunity Zones

Danielle B. Ridgely, Esq.
Associate

On December 19, 2019, the IRS issued final regulations providing guidance on the capital-gain tax breaks available for qualified opportunity zones. Under the 2017 Tax Cuts and Jobs Act, all 50 states have designated parts of lower-income communities as qualified opportunity zones. Investors who realize capital gains prior to January 1, 2027, have 180 days to invest in a qualified opportunity fund in order to obtain the following benefits:

1. ***Tax Deferral:*** An investor defers tax on the invested gain until December 31, 2026, unless the investor sells the investment in the fund.
2. ***Gain Elimination:*** An investor that holds the investment for at least five years will pay tax on only 90% of the gain. An investor that holds the investment for at least seven years (which would have required investing by December 31, 2019) will pay tax on only 85% of the gain.
3. ***No tax on future appreciation:*** If the investor holds the investment for at least ten years, then the investor will pay tax on the deferred gain in 2026, but will get a 100% step-up in basis and pay no tax on the sale of the investment before 2048.

The final regulations provide welcome guidance on the requirements for investing and operating a business in the qualified opportunity zone. Here are a few highlights for investors:

- If a partnership, S corporation, certain trusts or an estate chooses not to defer any capital gain, then the owners may defer their share of the gain within 180 days from the last day of the year, the gain transaction or the due date of the entity's return.
- A taxpayer may defer gross Section 1231 gains (instead of net Section 1231 gains) within 180 days from the gain transaction.
- A taxpayer may defer gains from installment sales within 180 days from the date the taxpayer receives payment, or the last day of the year in which the gain would be recognized.
- A taxpayer that has held an investment in an opportunity fund for at least ten years may elect to pay no tax on the gain from the sale of the fund's interest in, or assets of, the qualified opportunity-zone business (other than sales of inventory in the ordinary course of business).

Investors should also be aware that gain on a sale to an opportunity fund cannot be deferred in that same fund.

Other rules in the final regulations provide flexibility for qualified opportunity funds and their qualified opportunity-zone businesses. For example, the rules provide funds for a one-time opportunity to cure a defect in qualified opportunity zone business status. In addition, a second 31-month working capital safe harbor may be available to opportunity-zone businesses.

The final regulations provide a lot of clarity, including insight on how the IRS will apply its anti-abuse rule. Investors and qualified opportunity funds and their businesses should consult their tax advisors regarding how the final regulations may affect their specific situation. ●

Danielle Ridgely is an Associate in the firm's Business & Tax Department. She can be reached at 585-987-2914 or Dridgely@woodsoviatt.com.

Timothy Lyster Named a Partner in the Firm

Timothy P. Lyster, Esq.
Partner

Woods Oviatt is pleased to announce that **Timothy P. Lyster, Esq.** has been named a Partner in the firm the firm effective January 1, 2020. Mr. Lyster is a member of the firm's Commercial Department, where he concentrates in bankruptcy, workouts, commercial litigation, and foreclosures.

Mr. Lyster served as the Confidential Law Clerk in the United States Bankruptcy Court, Western District of New York to the Hon. Paul R. Warren, the Hon. Michael J. Kaplan, and the Hon. John C. Ninfo, II. Previously, he practiced in civil litigation in state and federal courts in New York City.

Mr. Lyster received his Juris Doctorate degree from St. John's University School of Law. He received a Bachelor of Science degree in Business and Economics from Lehigh University.

Mr. Lyster is the President of the Turnaround Management Association, Upstate New York Chapter. He is a past Secretary and past Chairperson of the Bankruptcy Committee, of the Monroe County Bar Association. He also served as President of the Board of the Directors of the Flower City Arts Center. •

New Faces at the Firm

Victoria M. Conrad is an Associate in the firm's Business & Finance Department. Victoria concentrates her practice in corporate finance, mergers and acquisitions, corporate law and governance, securities law and other business-related legal matters. Victoria received her J.D., *cum laude*, from William & Mary Law School. She received her B.S. in Government and Politics from the University of Maryland, College Park.

Michael A. de Gennaro is a Senior Counsel in the Business and Finance Department. His practice focuses on the representation of domestic and international companies in all stages of development, private equity firms, and entrepreneurs. Michael received his J.D. from Vanderbilt University Law School. He received his B.A., *summa cum laude*, from City College of the City University of New York.

George D. Dobbins is an Associate in the firm's Real Estate and Finance Department. He concentrates his practice in commercial real estate development, commercial real estate finance, commercial real estate transactions, and commercial leasing. George received his J.D. from Georgetown University Law Center, and his B.A., magna *cum laude*, from Georgetown University.

Erin E. Elmouji is an Associate in the firm's Litigation Department, where she concentrates her practice on commercial litigation. Erin has represented clients in both civil and criminal matters, including multiple white-collar and regulatory investigations. She has also litigated securities class actions and bankruptcy matters, and advised clients on large internal investigations involving the Foreign Corrupt Practices Act. Erin earned her J.D. degree, with high honors, from the George Washington University Law School in Washington, DC. She also holds M.A. and B.A. degrees from St. Bonaventure University.

Kelly R. Gusmano is an Associate at the firm in the Family Wealth and Estate Planning Department. She concentrates her practice in the area of Elder Law, Long Term Care Planning, and Medicaid. Kelly received her J.D. degree from Syracuse University College of Law. She received her B.A. from the State University of New York at Fredonia.

Brandie Mask, Esq. is Special Counsel in the firm's Business and Finance Department. Her practice is focused in the areas of mergers and acquisitions and private-equity transactions. Prior to joining Woods Oviatt Gilman LLP, Brandie was an associate at Kirkland & Ellis LLP and Vinson & Elkins LLP, both in Houston, TX. Brandie received her J.D. from Yale Law School and her B.A., *magna cum laude*, from the University of Alabama.

Maxwell A. Slade is an Associate in the firm's Real Estate Development & Finance Department. He concentrates his practice in the areas of commercial real estate sales and acquisitions, commercial leasing, and real estate financing. Max received his J.D. degree from Cornell Law School. He received his B.A. degree, *in cursu honorum*, from Fordham University, Lincoln Center. •

Honors and Awards

William G. Bauer, Esq. was sworn in as the President-Elect for the Monroe County Bar Foundation.

Kelley Ross Brown was named a 2019 Stoneman Award Recipient by Albany Law School. This award celebrates individuals who have demonstrated a commitment to seeking change and expanding opportunities for women within the legal profession.

Jerry A. Goldman, Esq. was named a Leader in Law Attorney of the Year from *The Daily Record* in November 2019. This award honors attorneys who have shown dedication to the legal profession and a selfless, tireless, commitment to the community. Jerry is also a Board Member and Member of the Executive Committee – Jewish Federation of Greater Rochester.

Robert W. Kessler, Esq. was honored as a 50-year member of the Monroe County Bar Association.

Greta K. Kolcon, Esq. received Hofstra Law's 2019 Outstanding Women in Law award, which recognizes and celebrates women who have made meaningful and inspiring contributions to the legal community.

Nick Proukou, was named a 2019 Up & Coming Attorney by *The Daily Record*. This award is given to those who demonstrate professional accomplishment, community service and a strong commitment to the legal profession early in their careers.

David P. Shaffer, Esq. received the *Rochester Business Journal's* Forty Under 40 Award in November 2019. This award honors those under the age of 40 who have achieved professional success and who have also made significant civic contributions to the community.

Rose Umiker was named the Paralegal of the Year by Paralegal Association of Rochester (PAR). Recipients are honored for their ongoing commitment to PAR and the paralegal profession as a whole. ●

In the Community

Philip L. Burke, Esq. has been appointed Chair of the Nominating Committee for the Meritas Board. He has also been named Chair of the Advancement Committee for Geva Theatre.

Lorisa D. LaRocca, Esq. has joined the Board of Directors for Children Awaiting Parents, Inc. and was recently appointed to the Executive Committee.

Timothy P. Lyster, Esq. was recently appointed President of the Turnaround Management Association, Upstate New York Chapter. ●

2019 Holiday Donations

To celebrate the 2019 holiday season, Woods Oviatt made donations to these charitable organizations in December, in honor of our clients.

Priscilla's House

Priscilla's House is a home for female veterans that was opened in March 2017 by the Veteran's Outreach Center. The house, the first of its kind in the Monroe County area, provides permanent supportive housing for female veterans, including those with young children. The home has two 2-bedroom apartments. For more information, go to: **veteransoutreachcenter.org/residential-program**

Plymouth Crossroads

Plymouth Crossroads is a not-for-profit organization that welcomes disconnected, abused and homeless young men ages 16 to 20. They provide a safe home and caring staff that help youth develop their own plan for an independent path to their future. Their transitional program offers support for education, job training, placement, and life skills support at no cost to residents. To learn more, go to: **plymouthcrossroads.org**

Pencils & Paper

Pencils & Paper serves the educational and creative needs of children in the Greater Rochester Area by providing free school supplies to teachers at high-poverty schools. Schools in Monroe County in which 70% or more of students are eligible for free and reduced meals are invited to participate in the program on a school-by-school basis. Teachers from enrolled schools are then invited to shop for free school supplies once per semester. Pencils & Paper is stocked with basic classroom supplies such as pencils, paper, pens, glue, markers, art supplies, tissues, toothpaste, toothbrushes, and much, much more. To learn more, go to: **pencilsandpaper.org**

Gigi's Playhouse

The positive and uplifting environment of GiGi's Playhouse Rochester will empower those with Down syndrome and their families to reach their highest potential. GiGi's Playhouse's custom, research-based curriculum works towards advancing literacy, math skills, gross and fine motor skills, improving low muscle tone, building self-esteem, preparing for the workforce, and more, while fostering acceptance, awareness, and networking resources for parents, siblings, and the community. All programs are FREE of charge; cost will not be a barrier to achievement! For more information, go to: **gigisplayhouse.org**

CP Rochester

CP Rochester supports individuals of all ages and abilities to determine their own pathway in life. They partner with individuals, their families, and the community to fulfill each individual's right to live a productive and rewarding life. CP Rochester provides a wide range of quality health, educational, and support services in the greater Rochester area to assist individuals in achieving their goals. For more information, go to: **cprochester.org**

Novem Foundation

Novem Foundation's mission is to break the cycle of generational poverty here in our area. For more information, go to: **novemgroup.com**

WOODS OVIATT GILMAN LLP

1900 Bausch & Lomb Place | Rochester, New York 14604

The art of representing people®

WoodsOviatt.com

Areas of Practice

BUSINESS & FINANCE

- Business Counseling
- Business Succession Planning
- Corporate Governance
- Employee Benefits / Executive Compensation
- Franchising, Distributions & Dealerships
- Health Care
- Intellectual Property, Licensing & Technology
- Investment Management
- Mergers, Acquisitions, Divestitures
- Not-For-Profit & Tax-Exempt Organizations
- Private Equity & Venture Capital
- Public Companies / Securities
- Special Investigations
- Tax Controversies
- Transactional Tax Planning

EMPLOYMENT & LABOR

- Education & School Law
- Employment & Labor Litigation
- Employment & Non-Competition Agreements
- Employee Benefits / Executive Compensation
- Employment Counseling & Compliance
- Immigration Law
- Union / Collective Bargaining
- Wage & Hour Litigation
- Workplace Safety / OSHA

FAMILY WEALTH & ESTATE PLANNING

- Adoptions
- Asset Protection Planning
- Business Succession Planning
- Charitable & Foundation Planning
- Elder Law/Long-Term Health Care & Medicaid Planning
- Estate & Trust Administration
- Estate & Trust Litigation
- Estate & Trust Taxation
- Florida Estate & Trust Practice
- Family Wealth Planning
- Guardianships
- Pre/Post - Nuptial Agreements
- Retirement Benefit Planning

REAL ESTATE DEVELOPMENT & FINANCE

- Commercial Leasing
- Commercial Real Estate Development
- Commercial Real Estate Finance
- Commercial Real Estate Transactions
- Condominiums & Associations
- Construction Law
- Environmental Law & Litigation
- Land Use & Zoning
- Residential Transactions
- Section 1031 Tax Free Exchanges

LITIGATION

- Appellate Litigation
- Business Litigation
- Construction & Surety Law Litigation
- Estate & Trust Litigation
- Employment & Labor Litigation
- Education & School Law
- Environmental Law & Litigation
- Government & Municipal Law
- Insurance Coverage & Risk Management
- Insurance Defense
- Intellectual Property Litigation
- Medical Malpractice
- Products Liability / Mass & Complex Torts
- Personal Injury Litigation
- Professional Malpractice Defense
- Securities & Shareholder Litigation
- Securities Arbitration
- Tax Assessment & Condemnation
- Toxic Torts / Lead Paint Litigation

SECURED LENDING & FINANCIAL RECOVERY

- Debt Collection & Asset Recovery
- Commercial & Asset-Based Lending
- Creditors' Rights
- Financial Institution Regulatory Matters
- Financial Restructuring & Bankruptcy
- Default Servicing
- Landlord / Tenant
- Public Finance
- Real Estate Litigation