

# **RWL Business and Commercial Transactions Services**

“The lawyers at Rifkin Weiner Livingston are outstanding. Not only are they thorough and dedicated to their clients’ interests, but they find creative solutions to complex legal problems. They are counselors in the truest sense of the word.”

TED ARGEROPLOS  
President, AMA Systems

# Firm Overview and RWL Practice Groups

With offices located in the state capital of Annapolis, Baltimore, and the Washington, D.C. metropolitan area, RWL provides an important link to principal business, commercial and governmental centers.

Since its founding in 1989, RWL and its many attorneys have created an impressive record of service to the state and in the practice of law. As one of Maryland's first law firms to recognize that a client's legal issues can often be addressed through a comprehensive approach that may include all of the various branches of government, RWL has established itself in the areas of business and commercial transactions, administrative law, health care law, government relations, sports franchise law, procurement law, zoning and land use, and complex litigation.

**ADMINISTRATIVE LAW AND REGULATORY COMPLIANCE**

**BUSINESS AND COMMERCIAL TRANSACTIONS**

**COMPLEX COMMERCIAL AND CIVIL LITIGATION**

**ELECTRONICALLY STORED INFORMATION (ESI)**

**MEDIATION AND DISPUTE RESOLUTION**

**SPORTS LAW, GAMING AND FACILITIES**

**STATE CONTRACTING, PROCUREMENT AND BID PROTESTS**

**WHITE COLLAR CRIMINAL DEFENSE AND INVESTIGATIONS**

# Business and Commercial Transactions

## COMPREHENSIVE BUSINESS AND COMMERCIAL TRANSACTIONS SERVICES

RWL has helped hundreds of clients take advantage of business opportunities and address their business needs, assisting them with the following types of transactions:

- Advising corporate entities and partnerships
- Entity formation and governance matters, shareholder rights
- Overseeing mergers and acquisitions
- Advising clients on the legal structure of transactions
- Financing transactions
- Drafting and reviewing a wide array of contract documents
- Negotiating deals for capital, equipment, and real property
- Representing clients on state and local government regulatory and contract matters
- Representing clients in the business, sports, health care, technology, government, real estate and construction sectors in a variety of transactions
- Advising numerous start-up technology companies on corporate, contract and technology matters.

## EXPERIENCED COUNSEL FOR NUMEROUS ENTITIES

- The Maryland Jockey Club and Preakness Stakes®
- Baltimore Orioles Limited Partnership
- Mid-Atlantic Sports Network (MASN®)
- Ripken Professional Baseball
- Mid-Atlantic Health Care, LLC
- BWI RAC, LLC
- Maryland Care, Inc.
- Joseph Smith & Sons, Inc.
- ThinkBig Networks, LLC
- The Canton Group
- And many other corporations, partnerships and enterprises

# Business and Commercial Transactions

## NOTABLE REPRESENTATIONS

- Led a negotiating team for the Maryland Jockey Club, The Stronach Group and the Preakness Stakes® for a \$375 million public/private partnership for the rebuilding of Pimlico Race Course and Laurel Park
- Represented the Baltimore Orioles and the Mid-Atlantic Sports Network in numerous contract, litigation, and regulatory issues
- Negotiated the relocation and construction of the Baltimore Orioles' Spring Training facility in Sarasota, Florida bringing together state and local officials
- Negotiated resolution to buy out a hospital stakeholder from a managed care health plan
- Represented a regional skilled nursing and rehabilitation company in the acquisition of more than a dozen skilled nursing facilities in the Mid-Atlantic region, as well as its acquisition financing and refinancing arrangements
- Acted as M&A counsel in a number of transactions during COVID, including the representation of a private multi-national company in the sale of certain technology and sports assets, a utility management company in its sale to a national competitor, and a veterinarian practice in its sale to a national group
- Represented a Mid-Atlantic scrap metal processor in connection with various matters ranging from equipment purchase and processing agreements to M&A matters
- Represented clients in real estate leasing and financing matters, including representing tenants in matters against their governmental landlords, and advice and guidance during COVID
- Represented several newspaper media companies, including in connection with contraction of operations, lease and IP matters

# Meet the Team



## **ALAN M. RIFKIN, ESQ.**

Managing Partner, Chair of Sports Law, Gaming and Facilities Practice Group and Co-Chair of Business and Commercial Transactions Practice Group

- Managing Partner of RWL, which was founded in 1989 after serving as Counsel and Chief Legislative Officer to former Governor William Donald Schaefer and after previously serving in the same capacity to the Senate of Maryland.
- Well-recognized commercial and business attorney who has represented many national and international corporations and institutions for over three decades. Current areas of practice include business and commercial transactions, complex civil and commercial litigation, sports franchise and media rights, class action suits, and false claims act cases.
- Led a negotiating team for the Maryland Jockey Club, The Stronach Group and the Preakness Stakes® for a \$375 million public/private partnership for the rebuilding of Pimlico Race Course and Laurel Park
- Contributed as a consulting witness and expert for the Baltimore Orioles and the Mid-Atlantic Sport Network in an arbitration matter before Major League Baseball
- Represented the Maryland Jockey Club and The Stronach Group, owners of the Pimlico Race Course and the Preakness Stakes® in eminent domain litigation involving Baltimore City
- Represented the Tufton Group in the negotiations with a local municipal government concerning improvements to the City of Aberdeen’s Minor League Baseball Stadium, home of the Aberdeen Ironbirds
- Outside counsel to various professional sports franchises and sports networks, including: the Baltimore Orioles, Mid-Atlantic Sports Network (MASN®), Maryland Jockey Club and the Preakness Stakes®, among others
- Represented the Baltimore Orioles in negotiations with Major League Baseball concerning compensation for the Orioles in connection with the relocation of the Washington Nationals to Washington, D.C.
- Negotiated the Baltimore Orioles’ spring training facilities lease with Sarasota County, Florida
- Represents the Maryland Jockey Club, owners of the Preakness Stakes® and Pimlico Race Course in a wide variety of commercial, regulatory and litigation matters
- Represented the widow of one of the U.S. Postal workers who died as a result of contact with the now-infamous “anthrax letters” mailed to the United States Congress.

# Meet the Team



## JAMIE EISENBERG KATZ, ESQ.

Partner and Co-Chair of Business and Commercial Transactions Practice Group

- Co-Chair of Business and Commercial Transactions Practice Group and member of the firm's Sports Law, Gaming and Facilities Practice Group.
- Brings broad transactional legal experience to the firm's clients.
- Represented a diverse client base handling legal matters involving corporate, contract and transactional law, sports law, commercial real estate acquisitions, sales and leases, and civil arbitration.
- Represented businesses and its owners across various industries on life-cycle issues, from the entity formation stage, navigation of operational arrangements and contracts during its growth, as well as owner "divorces."
- Advised numerous start-up technology companies on corporate, contract and technology matters.
- As counsel to a major sports franchise and other sports and entertainment related enterprises, has handled transactional and contractual legal matters affecting all aspects of the sports and entertainment industry, such as: league compliance and team operational matters; radio and telecast broadcasting agreements; advertising and sponsorship agreements; stadium leases, stadium development, and commercial leases; concession agreements; event and facility agreements; vendor contracts; ticketing agreements; commercial financing arrangements; intellectual property in licensing agreements and trademark matters; employment and talent agreements,
- Counsel to a consortium of rental car companies operating at the Consolidated Rental Car Facility located at Baltimore Washington International Thurgood Marshall Airport for more than a decade.
- Represented a regional skilled nursing and rehabilitation company in the acquisition of more than a dozen skilled nursing facilities in the Mid-Atlantic region, as well as its acquisition financing and refinancing arrangements.
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# Meet the Team



## M. CELESTE BRUCE, ESQ.

Partner and Co-Chair of Complex  
Civil and Commercial Litigation  
Practice Group

- Twenty-five years of experience in broad-based commercial and complex civil litigation in state and federal courts and before administrative and arbitral tribunals.
- Experienced in litigating commercial, business, stockholder and partnership disputes and dissolutions, land use and zoning matters, contract disputes, fraud and fraudulent transfers, commercial bankruptcy adversarial proceedings, preferences disputes, derivative claims, employment disputes, appeals and appellate practice, and regulatory and agency adversary proceedings.
- Experienced in representation of clients on matters involving sports franchise and media rights law, business torts, corporation and partnership dissolution, corporate governance, election law and referendum issues, franchise disputes, asset purchase agreements and sales, stock purchase and sale agreements, business entity creation and dissolution, and catastrophic injury and medical malpractice.
- Member of the Maryland State Bar Association, District of Columbia Bar Association, Federal Bar Association, Montgomery County Bar Association, Women's Bar Associations of Maryland and Montgomery County, and American Bar Association.
- Immediate past president of the Federal Bar Association, Maryland Chapter and instrumental in creating and organizing the Maryland Chapter's Women in the Law Program.
- Primary Counsel in successfully litigating land use and zoning entitlements on behalf of multi-national retail corporation.
- Primary Counsel in successfully defending multi-million dollar lease termination dispute involving an off-track betting facility.
- Primary Counsel representing RSN in contract dispute with auditor.
- Primary Counsel in successfully litigating breach of employment agreements and stockholder purchase agreement on behalf of medical service provider corporation.
- Primary Counsel in successfully defending derivative and other shareholder claims on behalf of construction company, resulting in termination of claimant shareholders' rights.
- Primary Counsel in successfully defending shareholder and partnership claims against President of a software company.
- Primary Counsel in successfully litigating claims against neighboring landowner for contamination of client's site.



# Meet the Team



**BARRY L. GOGEL, ESQ.**  
Partner and Chair of Mediation and  
Dispute Resolution Practice Group

- Represents businesses, professional athletes, politicians, artists, large institutions and litigants of all levels of sophistication.
- Array of experience includes professional malpractice, complex fraud, telecast rights disputes, Lanham Act, automotive product liability, procurement bid protest and condemnation cases.
- Primary counsel is multimillion dollar fraud case brought by investor against accounting firm.
- Primary counsel in banking fraud case brought against banks who assisted client in execution of Ponzi scheme.
- Primary counsel in automotive products liability cases brought against manufacturers for faulty seatbelt design and spontaneous combustion, resulting in multimillion dollar settlements.
- Adjunct professor of Negotiations and “Sports and the Law” at the University of Maryland Francis Carey King School of Law, where he also coaches the Law School’s Alternate Dispute Resolution Team.
- Chair of RWL’s Mediation and Dispute Resolution practice.
- Former chair of the Board of Maryland Youth and the Law (MYLaw) and on its Law Links committee, which places Baltimore City high school students in law firms and legal agencies for paid summer internships.
- Member of the American Bar Association, the Maryland State Bar Association, the Baltimore City Bar Association and the American and Maryland Associations for Justice.
- Daily Record Leadership in Law Award 2020.
- Listed in Best Lawyers in America since 2013.
- Listed in Super Lawyers since 2011.
- AV Rated by Martindale Hubble since 2010.

# Meet the Team



**MICHAEL T. MARR, ESQ.**  
Partner

- Member of the firm's Complex Commercial and Civil Litigation, Class Action Litigation and False Claims Act Litigation, Business and Commercial Transactions, and White Collar Criminal Defense and Investigations practice groups.
- Over 20 years of legal experience representing a wide variety of clients including real estate and construction firms, technology companies, government contractors, health care practices and providers, law firms and individual attorneys, national and regional insurers, and business owners and executives.
- Represented clients in the state and federal courts in Virginia, Maryland, the District of Columbia, and North Carolina.
- Significant experience in alternatives to litigation in resolving parties' disputes.
- Prior to receiving law degree, was the owner of a small manufacturer, a financial planner, and a commercial real estate agent. These practical experiences allow him to provide clients with real world advice and guidance.
- Member of the Virginia State Bar, the Fairfax County, Virginia Bar Association, the McLean, Virginia Bar Association, the Maryland State Bar, the Maryland State Bar Association, and the Bar Association of Montgomery County, Maryland.
- Affiliated with the Fairfax County, Virginia Foster Care and Adoption, Department of Family Services as a foster and adoptive parent.

# Meet the Team



**GEOFFREY W. WASHINGTON,**  
**ESQ.**  
Partner

- Member of the firm's Complex Commercial and Civil Litigation and Business and Commercial Transactions practice groups.
- Over 25 years of courtroom experience, including in the areas of business and commercial litigation, shareholder/partner disputes and business separations, estates and trusts litigation, intellectual property/employment covenants litigation, and zoning matters.
- Served on the Baltimore City Board of Municipal and Zoning Appeals for over a decade, including as serving as Chair for eight years.
- Chairman of the Board of the South Baltimore Gateway Partnership since 2018, when he was appointed by Senate President Bill Ferguson.
- Past President of the Federal Hill Preparatory School Parent-Teacher Organization, Inc. from 2019-2021.
- Member of the Maryland Bar Association, Baltimore City Bar Association, Fourth Circuit Bar, Monumental Bar Association, and Washington, DC Federal Bar.
- Received the Attorney Advocate of the Year Award from the Maryland Small Business Administration in 2022.

# Meet the Team



**DEVON L. HARMAN, ESQ.**

Associate

- Associate in the firm's Business and Commercial Transactions, Complex Commercial and Civil Litigation, and Sports Law, Franchise, Facilities Media Rights and Gaming practice groups.
- Counsels the firm's business clients in the areas of mergers, acquisitions, entity formation, corporate restructuring, contract drafting and negotiation, business strategy, and intellectual property protection.
- Assists procurement counsel with government contracts at the federal, state, and local levels.
- Experienced in working with business clients in an array of regulatory compliance and complex litigation matters.
- contracts at the federal, state and local levels.
- Member of the Maryland State Bar Association.

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