RWL | RIFKIN WEINER LIVINGSTON LLC

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

About RWL

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.

Where law, government and business converge, and where public policy and public opinion intersect, RWL is there to assist – using our "team approach" to navigate through the maze of Maryland laws, regulations and governmental institutions.

RWL provides our clients with sound legal and practical business advice in courtrooms, boardrooms and hearing rooms. Our attorneys regularly appear before arbitration and mediation panels, state and federal courts and appellate courts, legislative hearings, Board of Public Works, and Maryland State Board of Contract Appeals.

RWL and its attorneys have annually been included in a number prestigious law firm rating systems that rank outstanding lawyers and law firms who have achieved a high degree of peer recognition and professional achievement, including top rankings in Chambers, Best Lawyers, Super Lawyers and Martindale-Hubbell.

ADMINISTRATIVE LAW AND REGULATORY COMPLIANCE

BUSINESS AND COMMERCIAL TRANSACTIONS

CANNABIS POLICY, ADMINISTRATIVE LAW AND LITIGATION

COMPLEX COMMERCIAL AND CIVIL LITIGATION

ELECTRONICALLY STORED INFORMATION (ESI)

GOVERNMENT RELATIONS AND LOBBYING

MEDIATION AND DISPUTE RESOLUTION

NATIONAL PRACTICE DEVELOPMENT

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 advance 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

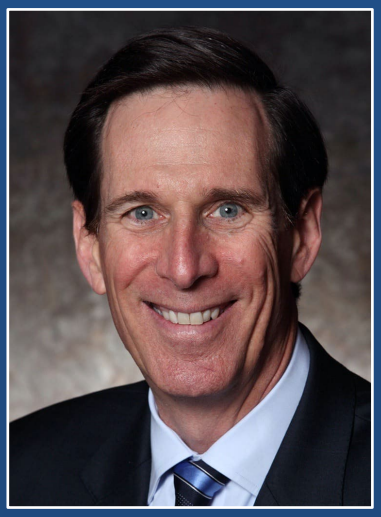
- Led a negotiating team for the Maryland Jockey Club, The Stronach Group and the Preakness Stakes® for a $375 million public/private partnership for the rebuilding of Pimlico Race Course and Laurel Park
- Represented the Baltimore Orioles and the Mid-Atlantic Sports Network in numerous contract, litigation, 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

JAMIE EISENBERG KATZ, ESQ.
Partner and Chair of Business and Commercial Transactions Practice Group

- Chair of the Business and Commercial Transactions Practice Group.
- Represents 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.
- 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.
- Advised in the transactions related to the development of the Ripken Experience at Disney World.
- Represents the Maryland Jockey Club, owners of the Preakness® Stakes and Pimlico Racecourse in a wide variety of commercial matters.
- Represents 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.”
- 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.

Meet the Team



ALAN M. RIFKIN, ESQ.
Managing Partner and Chair of Sports Law, Gaming and Facilities 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
- Adjunct professor, "Sports and the Law", at the University of Maryland Carey School of Law.
- Panel moderator for "Discussion of NCAA v. Alston" Faculty Webinar Series, University of Maryland School of Law (2021).

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.
- Represented the Baltimore Orioles with respect to telecast rights disputes related to ownership of telecast rights and to determination of telecast licensing fee.
- 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 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

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 25 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, trusts, and estates.
- Extensive experience advising commercial and professional policyholders on a variety of insurance-related issues and disputes.
- Represented clients in the state and federal courts in Virginia, Maryland, the District of Columbia, North Carolina and Florida.
- 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 HARMAN MAUNZ, ESQ.
Partner

- Partner in the firm's Business and Commercial Transactions; Complex Commercial and Civil Litigation; State Contracting, Procurement and Bid Protest; and Sports Law, Franchise, Facilities Media Rights and Gaming practice groups
- Advises and defends clients in high-stakes, civil and criminal litigation at the state and federal levels.
- Experience advising clients in an array of regulatory compliance and administrative law matters.
- Assists clients with government contracts at the federal, state and local levels.
- Member of the Maryland State Bar Association.

Meet the Team

EMILY T. GORDON
Law Clerk

- In the Firm's Administrative Law, Business and Commercial Transactions, and Complex Civil and Commercial Litigation practice groups.
- Recent graduate of the Wake Forest University School of Law, emphasizing intellectual property, transactions, and administrative law in coursework.
- Participated in the Wake Forest Law Intellectual Property Clinic, worked as a Research Assistant to a Clinical Professor of Law in Intellectual Property, and served as Symposium Editor of the Wake Forest Law Review while in law school.

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