



S. BARRETT, P.C.

The Strategic Business LawyerTM



PRACTICE PROFILE

- S. Barrett, P.C. is a boutique law practice keenly focused on Strategic Business Law for start ups and small to mid sized businesses. Strategic Business Law is the fusion between sound, fundamental business practices and the law. S. Barrett, P.C. approaches the practice of law from a business centric perspective.
- In addition to the Strategic Business Law practice, S. Barrett, P.C. offers a wide variety of legal services focused on the individual. S. Barrett, P.C. possesses a core competency in Estate Planning, including Wills and Trusts, Probate, Guardianships, Powers of Attorney, Directives, and Pre and Post Nuptial Agreements.



STRATEGIC BUSINESS LAW

- S. Barrett, P.C. practices law from a business centric perspective.
 - The methodology taken with each client is designed to achieve the optimal balance between the “business owner who thinks like a lawyer” and the “lawyer who thinks like a business owner”;
 - Relying on the understanding of core business principles, strategy, business planning and operations, S. Barrett, P.C. transcends the traditional Counsel - Client relationship; creating a consultative role that adds value to the Client's overall business strategy;
 - This approach is called “Strategic Business Law”.



BUSINESS PRACTICE OVERVIEW

- S. Barrett, P.C.'s Business Law practice includes:
 - Simple and Complex Contracting;
 - Mergers and Acquisitions;
 - Corporate Governance;
 - Buy / Sell and Succession Planning;
 - Entity Formation and Conversions;
 - Employer - Side Employment Law;
 - Franchise Law;
 - Partnership Agreements;
 - Business Litigation;
 - Commercial real estate lease / purchase;
 - Virtual In-House Counsel™ Program.



BUSINESS PRACTICE SPECIFICS

■ Contracting

- Simple to complex issues ranging from basic contracts to multi party Master Services Agreements and commercial leases.

■ Mergers and Acquisitions

- Representation, analysis and structuring of a proposed Merger or Acquisition.

■ Corporate Governance

- Development and monitoring of policies that provide a framework for the proper operation of your company, consistent with your best interests and the requirements of the law.



BUSINESS PRACTICE SPECIFICS

■ Buy / Sell and Succession Planning

- Buy / Sell agreements between partners or shareholders;
- Succession planning for orderly transitioning of the business from one generation to the next or from the current owner to the employees.

■ Entity Formation and Conversions

- Advise, develop and draft entity structures such as LLC, LP, RLLP, C and S Corps, PC, GP, JV;
- Develop and draft governing and operational documentation designed to meet the legal requirements, to give your entity the optimal legal protection and to provide clear operating procedures;
- Conversion from your current entity structure to a more advantageous structure.



BUSINESS PRACTICE SPECIFICS

■ Employer - Side Employment Law

- Review, development and drafting of Employee Handbooks, forms, policies, practices and procedures;
- Draft and negotiate employment contracts, independent contractor agreements, and enforceable non-compete / non-solicitation / non-interference agreements;
- Advise, develop and implement compliant employee governance measures.

■ Franchise Law

- Review and explanation of the Franchise Disclosure Document (FDD), formerly known as the Uniform Franchise Offering Circular (UFOC);
- Compare the promises, opportunities and success stories contained in the promotional marketing materials provided by the franchisor with the representations made in the FDD;
- Negotiate purchase / operational terms.



BUSINESS PRACTICE SPECIFICS

■ Partnership Agreements

- Formation, governance, dissolution and merger of partnership entities, including GP's, LP's, RLLP's;
- Buy / Sell, operating and rights of first refusal agreements;
- Private Placement offerings for LP's.

■ Business Litigation

- Simple and complex issues ranging from contract disputes to employee matters to stock purchase agreements;
- Recognized as a “Testifying Expert” for corporate law matters.

■ Commercial Real Estate

- Lease reviews and negotiations;
- Land and project development, construction and operations.



BUSINESS PRACTICE SPECIFICS

■ Virtual In House Counsel™ Program

- No matter the size of your business, there is a need for sound legal advice on a regular basis to handle day-to-day corporate legal matters;
- S. Barrett, P.C. recognize that many small to mid-sized businesses do not have the financial resources necessary to hire a full time in-house counsel or to retain a large firm to handle matters on a transaction by transaction basis;
- As a result, many businesses forego retaining counsel on a regular basis or at the front end of a project, which often results in greater complication and crippling long-term expense;
- For this very reason, S. Barrett, P.C. has developed a Virtual In House Counsel™ Program (VIHC).



BUSINESS PRACTICE SPECIFICS

- Virtual In House Counsel™ Program, continued:
 - A set number of hours per month will be established depending on the particularized needs of the client for assisting the business with their legal and strategic needs;
 - VIHC provides the benefit of having your own in-house counsel, but does so at a fraction of the cost, since it provides significant savings over standard billing rates;
 - Additionally, time and costs are saved since S. Barrett, P.C. is familiar with the client's background and the client has almost immediate access to S. Barrett, P.C. in the conduct of day-to-day business;
 - If a VIHC client exceeds its established hours in a given month, any additional hours are billed at a discounted rate.



ESTATE PLANNING PRACTICE

- S. Barrett, P.C.'s Estate Planning practice exists to help our clients achieve their goal of orderly carrying out their wishes for the distribution of their estate upon death. We also assist in the planning of quality of life issues should you become incapacitated. S. Barrett, P.C. uses a variety of legal tools to make sure you have the estate plan that is right for you, including:
 - **Will:** A will is the basis for an estate plan; and depending on your unique situation, can serve as the entire estate plan. We assist our clients in the design of both simple and complex wills, document drafting, and execution.
 - **Statutory Durable Power of Attorney:** A Durable Power of Attorney allows you (principal) to designate a person (agent) to carry out a broad range of financial transactions on your behalf in the event that you become incapacitated. The types of transactions typically include dealing with your personal property, business operations, banking and investment transactions.
 - **Medical Power of Attorney:** A Medical Power of Attorney allows you (principal) to appoint a person (agent) to make any and all health care decisions on your behalf in the event that you become incapacitated. Incapacity must be certified in writing by your physician.
 - **HIPAA Release and Authorization:** This document allows for the release of your health care records to your agent under a Medical Power of Attorney. The agent can receive the immediate release of your health care information and need not wait until the principals physician determines incapacity.



ESTATE PLANNING PRACTICE

■ Estate Planning, continued:

- **Physician Directives:** Also known as a Living Will, this document sets forth your requirements to withhold or withdraw life sustaining procedures in the event of a terminal or irreversible condition.
- **Designation of Guardian:** A Declaration of Guardian in the event of later incapacity of need of guardian allows you to appoint a guardian of you and/or your estate in the event you become incapacitated and require a guardian. In addition, this document serves as an additional measure to avoid a guardianship dispute among family members.
- **Appointment of Guardian for Minor Children:** This Appointment allows you to designate the guardian for your minor child or children in the event of your death or incapacity.
- **Trusts:** Trusts can be created within a will, known as a testamentary trust, which only comes into existence after probate. Another type of trust is known as a living trust and is created by a separate document (not the will) and comes into existence immediately upon its execution and funding. There are a number of Trusts that can be used to fit your unique situation and goals.
- **Pre Nuptial and Post Nuptial Agreements:** Agreements between prospective spouses and actual spouses to contractually determine the disposition of assets upon divorce or death.



WHAT SETS S. BARRETT, P.C. APART FROM OTHER FIRMS

- S. Barrett, P.C. has developed a unique formulation: blend the practice of business law with the core fundamentals of strategic management. The result is called Strategic Business Law.
- Strategic Business Law is practicing law from a business-centric perspective. Before determining the best legal approach to solve everyday and complex challenges, S. Barrett, P.C. will rely on our understanding of substantive business principles; strategy, business planning and financial acumen to develop and foster a creative consultative role that adds value to the client's overall business strategy.
- Non taxed based Estate Planning for individuals to provide your family with the comfort and peace in knowing that you have planned for future contingencies and that your final wishes will be carried out.



CONTACT S. BARRETT, P.C.

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