

# Outside General Counsel

Your outside resource for conquering legal challenges in an ever-changing business world.

Companies of all sizes experience legal challenges. However, not every company has the resources to hire a full-time in-house lawyer to safely navigate those challenges. HCMP's Outside General Counsel ("OGC") services provides the legal support businesses need to manage and minimize risk, optimize operations, and capitalize on opportunities so that your team can focus on what matters most to you: reaching your business goals. In our role as OGC, we partner with clients to understand their company, serve as trusted advisors, and deliver tailored solutions to the unique legal issues they face.

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## Services

### Company Formations

- Entity formation
  - Ownership and management structures
  - Incentive planning
  - Capital raising and new business development
  - Debt and equity financing, including private placements, venture capital investments, and traditional loans
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### Ongoing Business Operations

- Non-disclosure agreements
  - Strategic partnerships and alliances
  - Company restructurings
  - Agreements with employees and independent contractors
  - SEC and state securities law filings and reporting obligations
  - Commercial contracts, licensing agreements, and strategic transactions
  - Corporate governance, board and shareholder resolutions, consents, directors meetings, shareholder meetings, and minutes
  - Counseling officers and directors on fiduciary duties and strategic considerations
  - Executive compensation, including stock options, restricted stock agreements, and equity and non-equity-based incentive compensation
  - Company contracts, including SaaS Service agreements, supply agreements, terms of services, and Master Services Agreements
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### Exit Transactions

- Mergers and acquisitions
  - Sales of businesses and business assets
  - Succession planning
  - Winding down and dissolution
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## **Intellectual Property and Technology**

- Trademark, copyright, trade secret, and other intellectual property protection
  - Software licensing agreements
  - Privacy and data security
  - California Consumer Privacy Act ("CCPA")
  - Website and other online activity compliance, including privacy policies, terms of use, accessibility statements, and community content
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## **Tax**

- Federal income tax analysis
  - Washington State sales, use, business & occupation, and real estate taxes
  - Partnership taxation
  - Unrelated business income tax and other taxes incurred by ERISA-subject companies
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## **Litigation**

- Litigation, arbitration, and mediation
  - Breach of contract and tort cases
  - Partnership disputes
  - Risk management
  - Insurance claims
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## **Real Estate**

- Real estate purchases and sales
  - Commercial and retail leases
  - Site targeting and selection
  - Structuring entities for development, financing, and protection of real estate projects
  - REIT formation
  - Environmental issues, including those arising with landfills, transfer stations, and other solid waste projects
  - Land use and permitting for development projects
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## **Employment**

- Counseling clients in preventative strategies to minimize exposure to liability and litigation in federal, state, and local employment-related matters
- Employment matters, including hiring, retention, and termination
- Employee handbooks

- Health and safety regulations
  - Family Leave Act
  - Interstate and remote work arrangements
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## Our Philosophy

Our top priority is to ensure that you get the most value out of our OGC service. To achieve this, we meet with clients--off the clock--to provide an overview of the work we are doing in addition to holding meetings to discuss our efforts and address any concerns.

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## Dedication to Client Service

Our clients are at the center of what we do. We are passionate about providing excellent client service, and our attorneys are dedicated to being responsive, reliable, accessible, and as knowledgeable about our clients' businesses and industries as possible.

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## How We Partner with Clients

As part of our Outside General Counsel service, we will also provide:

- Introductions to other HCMP clients who may face similar challenges, fostering a community of like-minded industry relationships to help you achieve your business goals.
  - Tailored resources to navigate challenges faced by different sectors of your business.
  - Legal assessments that summarize the services we can offer to help you achieve your strategic goals, avoid disputes and litigation, and address unexpected legal needs, such as corporate transactions.
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## Client Testimonials

"I really like the approach the people at HCMP take to working with clients. I view them as partners in our business as well as trusted advisors."

Vice President | Major Manufacturing Company

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"You know our business, you add valuable input and are great partners to work with."

Executive | National Bank Client

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"The people at HCMP work with me the way I want to work. They provide a single point person with whom I correspond directly. It works great. I am exceptionally pleased with the thoroughness of their work."

CEO | Technology Company

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"We often wondered how a law firm with such a remarkable reputation could find the time or focus to represent our trivial matter. Yet we left each meeting, conference call and email correspondence feeling like we were the firm's most important client."

Homeowner | Client

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"Thank you for being remarkable, unflappable and always two steps ahead. We simply could not have asked for a better team."

Homeowner | Client

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## Main Contacts

For more information on HCMP's Outside General Counsel service, please contact:

**A. Michael Edwards** | Attorney

206.470.7642 | [michael.edwards@hcmp.com](mailto:michael.edwards@hcmp.com)

**Matthew H. Weger** | Attorney

206.470.7650 | [matt.weger@hcmp.com](mailto:matt.weger@hcmp.com)

**Derek Woolston** | Attorney

206.470.7678 | [derek.woolston@hcmp.com](mailto:derek.woolston@hcmp.com)

**Barry Ziker** | Attorney

206.470.7678 | [barry.ziker@hcmp.com](mailto:barry.ziker@hcmp.com)