



BSM

BOIS & MACDONALD

In 2001, Tom Bois & Jim Macdonald left a large international law firm to start a boutique law practice committed to taking a practical, businesslike approach to solving businesses' problems. Bois & Macdonald's core competencies are:

- Business law
- Construction
- Employment
- Environmental law, and
- Real estate law.

We provide practical business solutions to our clients' legal problems. Our attorneys are skilled and tenacious advocates, but we recognize that the most aggressive (and expensive) approach may not be the best solution to a client's problem. In every matter we handle we identify the client's primary business objective and then find and implement a solution to meet that objective. We learn our clients' business and industry. As a result:

- We are responsive.
- We respect our clients' time and communicate with clients efficiently in plain English.
- We help our clients avoid legal problems and prevent claims and lawsuits, government investigations, and support business risk management. When necessary we try clients' disputes to judges, juries and arbitrators.

Because of our deep knowledge and experience, we are economical. Instead of trying to be all things to a client, we offer deep and broad knowledge and experience in the areas of the law we know best.

We represent a wide range of businesses ranging from small family partnerships, trusts, regional businesses and multi-national corporations. Our clients include businesses in the automotive, banking, construction, electronics, health care, hospitality, insurance, legal and professional services, manufacturing, mining, oil & gas, real estate, retail, technology, transportation, and wholesale and distribution industries, as well as non-profit organizations.



Business - Transactions, Compliance & Litigation

We are business attorneys who enjoy the privilege of serving businesses by teaming up on deals, providing compliance counseling about agreements and government regulations, and being advocates both prosecuting and defending business disputes. The legal services we provide businesses are:

- Counseling and representation of entrepreneurs in the formation of corporations, limited liability companies, limited liability partnerships, general partnerships, limited partnerships and joint ventures.
- Counseling and representation of businesses in defense and prosecution of claims relating to successor-in-interest liabilities.
- Counseling and representation of: buyers and sellers of commercial, retail, industrial, mining and agricultural businesses; business asset purchase or sale; and, mergers/dispositions. We both prosecute and defend business disputes arising out of non-performance/non-payment, representations, warranties, appraisals, valuations and/or indemnification commitments.
- Counseling and representation of commercial borrowers and court appointed receivers regarding financing, breaches and loan defaults, workouts and concurrent disputes relating to site entry, receiverships, pre-foreclosure, foreclosure and REO disposition proceedings.
- Counseling and representation of landlords and tenants regarding retail, commercial and industrial leases, oil and gas leases, oil field operation agreements, oil field closure and shutdown agreements, and royalties.
- Counseling and representation of equipment lessors and lessees relating to leasing transactions, personal guarantees, termination and payoff issues and disputes.
- Counseling and representation of non-profit corporations and foundations.



Construction - Transactions, Compliance & Litigation

The construction law and related land development services we provide involve all phases of development, construction and reuse consisting of:

- Contract document analysis, preparation, and negotiation.
- Counseling and representation relating to construction defect, delay and cost overrun disputes and litigation involving both public and private works projects and representation in civil lawsuits before all state and federal courts, and AAA arbitration proceedings.
- Preliminary notice, mechanics and material suppliers' liens, stop notice, and lien foreclosure transactional assistance, including document analysis, preparation, negotiation, and representation.
- Delinquent account representation, prosecution and defense.
- State Contractors License Board compliance and disciplinary defense.

Our lawyers have handled over 500 construction defect claims and lawsuits advancing and protecting the interests of owners, developers, architects, soil engineers, geologists, civil engineers, structural engineers, contractors, subcontractors, material manufacturers, material suppliers and owners.

The projects we have been involved in range from single family dwellings to multi-hundred unit planned developments; from simple retaining walls to complex soil nail wall structures; from simple concrete tilt up structures to high rise towers; from simple leach fields to electrostatic precipitators. The matters have involved both private and public works projects.



Employment - Transactions, Compliance & Litigation

We assist businesses with strategic workforce planning, regulatory compliance, and defend against a full range of suits and administrative actions brought against them by employees, unions and governmental agencies advancing employee claims. Among the labor and employment services provided are counseling and representation regarding:

- Work force enlargement and reduction strategy development and implementation, and related documentation.
- Wage, hour, rest break, meal break, overtime, sick time, vacation and leave policy development, compliance and claims defense.
- Wrongful termination and discrimination claims defense (age, sex, race, color, religion, national origin/ancestry, medical status, disability and, pregnancy status).
- Personnel policy and handbook strategic development, documentation, implementation and enforcement.
- Union organizing, collective bargaining agreements and disputes.
- Workplace investigations, ombudsman assignments, mediation and dispute resolution.



Environmental - Transactions, Compliance & Litigation

We are attorneys with technical degrees and environmental certifications who serve businesses by teaming up on deals, providing compliance counseling about government investigations and cleanups, and being advocates both prosecuting and defending environmental disputes. The legal services we provide businesses are:

- Hazardous Substance and Waste litigation representation in civil lawsuits before all state and federal courts; and, state, federal and county agencies.
- Environmental compliance counseling and planning regarding local, state and federal regulations, negotiation with and representation before government agencies (USEPA, DTSC, SWRCB, RWQCB, DOHS, CIWMB, CARB, AQMD et al.) regarding environmental compliance inquiries, notices of violation, directives, clean up and abatement orders and site closure.
- Business and Real Estate “Brownfields” Transaction Assistance, counseling and representation including deal structuring, negotiation, compliance analysis, “due diligence” investigation coordination and implementation, regulatory interaction, transactional document preparation and specialty insurance solicitation, negotiation and binder placement.
- Counseling and analysis of Prop 65 health risk exposure, notice duties, notice liability risks, hazard communication/warnings, and representation in related litigation.
- Toxic mold, mildew, chemical exposure, and indoor air contamination investigation and claims defense in state and federal court civil lawsuits.
- “White Collar” criminal defense representation in environmental government agency administrative proceedings and suits seeking the imposition of fines and penalties.
- Environmental Insurance coverage analysis and counseling, and underwriting coordination.
- California Environmental Quality Act (CEQA) counseling and representation in state superior court proceedings.



Real Estate - Transactions, Compliance & Litigation

We assist businesses with a wide range of real estate deals and compliance obligations and both prosecute and defend property dispute claims. We provide the following services:

- Counseling and preparation of deal documentation for buyers, sellers, commercial and industrial landlords and tenants and real estate brokers involved with commercial, industrial, mining and agricultural real property purchases, sales, assignments and transfers.
- Prosecution and defense of buyers and sellers in property disputes arising out of non-performance/non-payment, representations, warranties, appraisals, valuations or indemnification commitments.
- Counseling and representation of commercial borrowers regarding financing, breaches and loan defaults, workouts and concurrent disputes relating to site entry, receiverships, pre-foreclosure, foreclosure and REO disposition proceedings.
- Counseling and prosecution and defense of landlords and tenants regarding retail, commercial and industrial leases, oil and gas leases, oil field operation agreements, oil field closure and shutdown agreements, and royalties.
- Counseling and preparation of deal documentation for landlords and tenants regarding retail, commercial and industrial leases, oil and gas leases, oil field operation agreements, oil field closure and shutdown agreements, and royalties.
- Prosecution and defense of landlords and tenants in disputes regarding retail, commercial and industrial leases, oil and gas leases, oil field operation agreements, oil field closure and shutdown agreements, and royalties.