



GENERAL COUNSEL SERVICES



*Your Own Outside General Counsel,
An Experienced Ally*

Day Pitney General Counsel Services

Your Customized Outsourced General Counsel

There is no substitute for access to hands-on, practical legal advice when you need it, especially coming from a lawyer who knows your organization and your industry.

Day Pitney General Counsel Services (GC Services) are furnished by experienced attorneys who have been in the business and legal trenches, often in your industry. Many Day Pitney lawyers providing GC Services

have served in general counsel and senior legal positions and as owners and executives of private and public companies, investment funds, and investment banking firms. Day Pitney's GC Services bridges the legal services gap for many organizations by adding a seasoned partner on your team, an experienced ally providing a 360-degree perspective and legal support, functioning as your own outside General Counsel, working on a fixed budget tailored to your needs and resources, and backed by the broad legal capabilities of Day Pitney.

“Day Pitney’s GC Services bridges the legal services gap by putting a seasoned partner on your team, an experienced ally providing a 360-degree perspective and legal support—your own outside General Counsel, working on a fixed budget tailored to your needs and resources.”

*— R. Scott Beach
Chair of Corporate and Business
Law Department*

Value Added to Your Business

Your Day Pitney GC becomes an integral part of your team, available for consultation and counsel whenever required. Consistent, long-term involvement in your organization allows your Day Pitney GC to identify key legal issues before they become problems, discuss them with you and manage legal and other resources to help resolve them.

Scope of GC Services

The specific list of Day Pitney GC services for your organization will be tailored to your needs and your arrangement will address legal issues across the broad range of subjects, such as:

- Corporate governance and compliance oversight
- Risk management
- Privacy and cybersecurity advice
- Routine contract negotiation, drafting and administration
- Routine banking documents
- Routine commercial real estate leases
- Employment law counseling
- Senior management compensation arrangements/agreements drafting
- Routine business registration and licensing requirements
- Routine regulatory compliance, reports, inquiries and inspections
- Intellectual property counseling
- Pre-litigation/arbitration dispute resolution counseling
- Participation in shareholder and board meetings
- Participation in strategic meetings as requested
- Supervision/evaluation of local or special counsel
- Access to domestic and international lawyer networks

Cost-Effective

Utilizing a Day Pitney GC as your legal point person typically will cost you less than hiring a full-time lawyer of comparable experience or having the range of general counsel services provided through a traditional law firm arrangement. Your cost and the scope of the engagement can be scaled to meet your budget and needs.

Pricing Options

Day Pitney GC Services are priced to encourage early and frequent access to legal advice on the core issues that face your management team, so that your Day Pitney GC can assist in evaluating opportunities and threats and in developing alternative strategic responses and tactical legal action plans.

Annual Fee: A fixed annual fee, payable monthly, covers all of your in-scope Day Pitney GC Services. Other fee structures are also available depending upon your needs.

Legal Needs Assessment: Your Day Pitney GC will typically conduct an initial legal needs assessment, following which, together with you, we determine the right scope of GC Services for your organization and appropriate annual fee. The scope of services and fee are then reviewed periodically with you to determine if a mutually-acceptable adjustment is appropriate.

Out-of-Scope Services

When your organization encounters non-routine legal challenges – such as an acquisition or merger, major asset divestiture, financings, fundamental financial or structural reorganization, sale of the business, or litigation – your Day Pitney GC, armed with an intimate knowledge of your organization, is ready to help you assemble the right team of financial, legal and other advisers to help you address and manage the challenge.

Arranging and Pricing Out-of-Scope Services: Your Day Pitney GC will help you evaluate and select the best option for you. If it makes sense, Day Pitney will provide the additional services (e.g., for acquisitions or litigation) at standard hourly rates or under an agreed-upon alternative fee arrangement that suits your needs and is designed to manage the related legal spend with as much certainty as possible in the circumstances.

Your Day Pitney GC may recommend using other counsel for transactions or litigation requiring specialized experience (e.g., import/export or customs matters), for routine legal functions that can be performed economically by others (e.g., most property tax appeals), or for situations in which jurisdictional familiarity is desirable (e.g., litigation in Texas, California or the United Kingdom). Your Day Pitney GC will help negotiate the fee arrangement with other counsel that is right for you and then manage the legal effort on your behalf.

For more information on how Day Pitney GC Services can add value to your organization, call your primary Day Pitney contact or visit Day Pitney's General Counsel Services webpage at www.daypitney.com.

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