



## Stephen L. Brodsky

CORPORATE & LITIGATION PARTNER  
OUTSIDE GENERAL COUNSEL

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## EDUCATION

### Columbia Law School

Juris Doctor, 1993  
Harlan Fiske Stone Scholar

### University of Pennsylvania

B.A., Philosophy, 1989  
*summa cum laude*  
Phi Beta Kappa

## PRACTICE AREAS

### CORPORATE | ADVISORY | OUTSIDE GENERAL COUNSEL

- Formation — LLC operating, partnership and shareholder agreements
- Contract drafting and deal negotiations
- Mergers and acquisitions, joint ventures and licensing agreements
- Operations and employment — advisory and risk mitigation
- Dispute negotiation and resolution without formal litigation

### BUSINESS LITIGATION | ARBITRATION | MEDIATION

- Contract disputes — all industries, all types
- Private company disputes — corporations, LLCs and partnerships
- Employment disputes — non-solicits | non-competes trade secrets
- Securities/Financial disputes — securities | private equity | financial instruments
- Unfair competition — trade secrets | business torts

Stephen has a broad corporate transactional and commercial litigation practice. He also serves as outside general counsel to companies in a wide variety of industries.

Stephen handles corporate transactional matters for his private company and entrepreneur clients, from start-up through maturity. He handles their formations, mergers and acquisitions, joint ventures, and other contracts. He negotiates on behalf of his clients, drafts their agreements, and advises on issues arising in connection with their day-to-day operations.

A veteran litigator and courtroom lawyer, Stephen has litigated significant cases on behalf of his corporate and individual clients in federal and state courts throughout the United States. He handles bench and jury trials and is also an accomplished appellate attorney. He also represents his clients in arbitrations, mediation and administrative proceedings before government agencies.

Stephen's practice spans industries. He has broad experience in a wide variety of matters, including private company disputes and "business divorces;" unfair competition, fraud and business torts; restrictive covenant and employment disputes;

claims involving corporate governance, officers and directors; publicly traded and privately sold securities; financial instruments and banking issues; real estate and construction projects; and breach of contract disputes of all types.

Stephen is known by his clients and peers for his practical mindset and creativity. He is rated AV® Preeminent™ by Martindale-Hubbell and is a member of the Theodore Roosevelt Inn of Court, a society of attorneys, law professors, and judges in New York.

Outside his legal practice, Stephen is a sought-after author, speaker, and educator. He regularly publishes on legal and business-related subjects in journals nationwide. He also presents continuing legal education courses to fellow attorneys, business owners and executives. He serves in multiple leadership roles in both the American Bar Association and New York State Bar Association.

Stephen is also active in nonprofit and civic work. He is a director of and outside general counsel to a New York nonprofit and involved both in national and local organizations.

## ACTIVITIES & AFFILIATIONS

### **AMERICAN BAR ASSOCIATION**

- Member, National Conference of Lawyers and Certified Public Accountants
- Co-Chair, Securities Litigation Subcommittee
- Practice Points, Editor, Commercial & Business Litigation Committee
- Co-Chair, Alternative Dispute Resolution Subcommittee (2018–2019)

### **NEW YORK STATE BAR ASSOCIATION**

- Co-Chair, Corporate Counsel Litigation Committee
- Chair, Business Organizations Law Committee
- Member, NYSBA Task Force on Covid-19 Immunity and Liability (October 2020–May 2022)
- Co-Chair, Committee on Federal Judiciary (January 2019–May 2022)

### **HONORS**

- AV® Preeminent™ rated by Martindale-Hubbell
- Theodore Roosevelt American Inn of Court, Member

### **BAR & COURT ADMISSIONS**

- New York
- U.S. District Courts for the Southern and Eastern Districts of New York; District of New Jersey; U.S. Court of Appeals for the Second, Third and Eighth Circuits

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## COMMUNITY AFFILIATIONS

- Autism Communities (Board member, Outside General Counsel)
- Autism Speaks (New York State Advocacy Ambassador)

## REPRESENTATIVE MATTERS AND CASES

Lead attorney for food company client in joint venture with celebrity music artist; negotiated joint venture, licensing, and intellectual property agreements.

*Green Growers Tech. All. LLC v Titan Bioplastics LLC et al.* (N.Y. Sup. Ct. 2022) (Defended action asserting claims for forfeiture, attachment, and breach of fiduciary duty against bioengineering company; dismissal).

*Faust v. CDS, LLC and CDS New York, LLC* (N. J. Chan. Div. 2021) (Prosecuted combined direct and derivative action asserting claims for wrongful termination, fraud, waste, and conversion; favorable settlement on eve of trial).

Corporate and advisory work for Manhattan tourist establishment and owner.

Corporate transactional and employment work for material engineering company.

*H. Stern Jewelers, Inc. v. Int'l, LLC* (N.Y. Sup. Ct. 2020) (Defended action asserting claims for fraud, mismanagement, and self-dealing against national airport retail company; favorable resolution).

*Ackerson Builders LLC v. Vol S. Davis III et al.* (N.Y. Sup. Ct. 2022) (Defended action involving construction defect and contract claims; full dismissal).

*Donaldson Inters, Inc. v. F.J. Sciame Constr. Co., Inc., et al.*, (2d Dept. 2020) (Affirming judgment and awarding interest in construction dispute).

*Wilmington Trust Company v. Florida First City Banks, Inc.* (S.D.N.Y. 2019) (Defended bank against claims arising from alleged debenture defaults).

*Prof. Security Broadband, Inc. v. D. Brent Franklin* (E.D.N.Y. 2016) (Represented leading security company in concurrent litigation and arbitration against former officer for non-compete violations, unlawful disclosures, and seeking share buyback; defended Board in related state action; favorable global settlement).

*Cityfront Hotel Assocs. LP. v. Maya Systems, LLC* (E.D.N.Y. 2016) and *Maya Systems, LLC* (N.Y. Sup. Ct. 2016) (Defended national furniture company against contract and manufacturing defect litigations; combined actions resolved in private arbitration; favorable result).

*Bank of Comms., New York Branch v. Ocean Develop America, Inc., et al.* (S.D.N.Y. 2016) (Represented bank in fraudulent conveyance action; plaintiff's judgment).

*Chen v. Sun, et al.*, (S.D.N.Y. 2015) (Defended action for enforcement of foreign money judgment against clients; full dismissal).

*70 West 45<sup>th</sup> Street Holding v. Waterscape Resort LLC.* (N.Y. Sup. Ct. 2014) (Represented financial company in dispute involving development of hotel and restaurant; release of escrow).

*PCCP Capital II, LLC v. HNA Prop. Holdings LLC* (N.Y. Sup. Ct. 2013) (Represented investment company in dispute involving financing of Manhattan project; favorable result).

*In re Medical Capital Holdings Corp. Secs. Litigation* (C.D. Cal., MDL No. 2145, 2008) (Prosecuted consolidated multi-district class action asserting Securities Act violations in sale of \$2 billion of privately placed collateralized notes; firm team lead member).

*In re Insurance Brokerage Antitrust Litigation*, (D. N.J., MDL No. 1663, 2004) (Prosecuted consolidated multi-district class action involving the commercial insurance industry asserting Sherman Act, RICO, and state claims; firm team lead member).

*Cayuga Indian Nation of New York v. Village of Union Springs, et al.* (N.D.N.Y. 2004) (Represented Indian tribe in development dispute; summary judgment for client).

*A&A Assocs. v. Olympic Plumb. & Heating Corp., et al.* (2d Dept. 2003) (Defended unfair competition action; affirming dismissal).

*Smith v. S&S Dundalk Engin. Works, Ltd., et al.*, (D. N.J. 2001) (Defended declaratory judgment coverage action against insurer; full dismissal).

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## RECENT SPEAKING ENGAGEMENTS

- *How to Succeed as In-House Counsel*, Moderator, New York State Bar Association, Corporate Counsel Committee (Feb. 2023)
- *Post-Closing Issues: Integration & Potential Buyer/Seller Disputes*, Faculty, WestLegal Ed., CLE (Nov. 2022)
- *Advice for ABA Editors*, American Bar Association, Panelist, Fall Leadership Conference (Oct. 2022)
- *Enforcement, Post Judgment, Proceedings and Collections*, Faculty, WestLegal Ed., CLE (Nov. 2022)
- *Resolving Shareholder Disputes*, Faculty, WestLegal Ed., CLE (Jun. 2022)
- *Lessons Learned Going In-House*, Moderator, American Bar Association, (Jan. 2022)
- *Thinking Like a Lawyer and a Business Executive*, Moderator, American Bar Association, Roundtable (Oct. 2021) *Appellate Practice 101*, Faculty, WestLegal Ed., CLE (Oct. 2021)
- *Anatomy Of A Trial*, Faculty, WestLegal Ed., CLE (Sept. 2021)
- *When Preliminary Agreements Are Enforceable: Best Practices For Commercial Transactions*, Speaker, New York State Bar Association, CLE (Jun. 2020)
- *Arbitration – Best Practices, Hot Topics and Insights*, Moderator, American Bar Association (Oct. 2019)
- *Conducting A Commercial Arbitration In New York*, Speaker, Nassau County Bar Association, CLE (Feb. 2019)

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## RECENT PUBLICATIONS

- *Writing Effectively as a Litigator*, American Bar Association, Commercial & Business Litigation Committee (Apr. 2022)
- *Fiduciary Duty Claims Involving Investment Advisers and Other Financial Professionals*, American Bar Association, chapter in reference guide, *Litigating Fiduciary Claims* (Feb. 2022)
- *Averting a Business Divorce: Lessons from the Pandemic*, American Bar Association, Commercial & Business Litigation Committee (Nov. 2021)
- *Cross-Border Arbitration: A Beneficial Alternative To Resolving International Commercial Disputes*, American Arbitration Association, *Dispute Resolution Journal* (Fall Ed. 2020)
- *Restrictive Covenants In Employment and Related Contracts*, American Bar Association, Commercial & Business Litigation Committee (Feb. 2019)
- *Best Practices When Using Term Sheets, Letters of Intent or Memoranda of Understanding in Commercial Finance Transactions*, *The Secured Lender* (Oct. 2018)
- *Protecting Venture Capital Firms Against Securities Litigation*, American Bar Association, *Securities Litigation Journal* (Aug. 2018)
- *Navigating Federal and State Law in a NY Arbitration*, *New York Law Journal* (Aug. 2018)
- *Enforcing Preliminary Agreements Under New York Federal Law*, *New York Law Journal* (Jan. 2018)