

**New York
County Lawyers
Association**
**Continuing
Legal Education
Institute**

**Succession Planning and
Shareholder/Member Litigation**
NYCLA CLE Event

**February 6, 2025
5:15 pm – 8:15 pm
111 Broadway, 10th Fl
New York, NY 10006**

Approximately 80 trillion in wealth will be transferred from the baby boomers to the next generations over the next two decades. This makes succession planning and shareholder litigation one of the hottest areas of the law.

Hosted by:
New York County Lawyers Association
Committee on Corporations, LLCs and Partnerships
Gerard V. Mantese, Chair

Event Program

Drafting Considerations in Succession Planning - Gerard V. Mantese - Mantese Honigman, PC (5:15 pm – 5:45 pm)

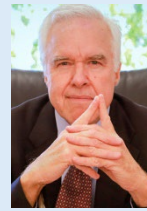
Pivotal, Recent Case Law in the Area of Shareholder and LLC Member Disputes – Peter Mahler, Esq. - Farrel Fritz (5:45 pm – 6:15 pm)

Judicial Perspectives – Justice Andrea Masley and Justice Joel Cohen – NYS Sup. Ct., Commercial Division (6:15 pm – 6:45 pm)

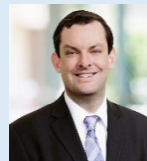
Estate Planning Issues Pertinent to Succession Planning - Michael Miller, Esq. (6:45 pm – 7:15 pm)

Resolving Shareholder, Member & Partnership Disputes: Focus on Mediation (Panel Discussion) – Simeon H. Baum, Esq. – President, Resolve Mediation Services, Inc., (Moderator), Hon. Leonard B. Austin (ret.); William Bierce, Esq. – Bierce & Kenerson, PC, Richard Lutringer, Esq. – Lutringer Mediation Associates (7:15 pm – 7:45 pm)

Valuation Issues – Nathan Gallagher, ASA – Stout (7:45 pm – 8:15 pm)



Richard Lutringer was a major law firm commercial and corporate lawyer. For several years he has primarily acted as a mediator of complex corporate, commercial and family business disputes. He has had over 250 hours of advanced training as a mediator and is certified as a Family Business Advisor by the Family Firm Institute. Disputes mediated by Mr. Lutringer range from those between members of small family owned businesses (including among the second generation), to domestic and international industrial, investment and financial companies. Mr Lutringer participates annually as a judge/mediator at the ICC Mediation Advocacy Competition. He has also mentored mediators and law students for the ABA, NYCBA, NYSBA and NY area law schools. rlutringer@mac.com; 917-345-2891 (Direct)



Nathan Gallagher is a Managing Director in Stout's Valuation Advisory group. In a career spanning over 19 years, he has provided business valuation and financial advisory services for numerous purposes including shareholder redemptions, litigation related matters, corporate transactions and planning, incentive compensation plans, estate taxes, gift taxes, income taxes, and charitable donations. He has provided valuations and co-authored expert opinions for litigation support in a number of court cases involving estate tax issues. Mr. Gallagher has valued closely-held businesses nationwide ranging from less than \$10 million to over \$1 billion within a variety of industries, including retail, manufacturing, entertainment, life sciences, real estate, business services, distribution, logistics, financial services, and others. Prior to joining Stout, Mr. Gallagher was with FMV Opinions, where he oversaw the operations of the firm's New York office and completed valuation engagements primarily for estate and gift tax purposes. ngallagher@stout.com; 949-335-4188 (Direct)



Hon. Leonard B. Austin Hon. LEONARD B. AUSTIN was appointed to the Appellate Division, Second Department as an Associate Justice in 2009. Prior to his election to the bench in 1998, Justice Austin was engaged in the private practice of law. In 1999, Justice Austin was assigned to a dedicated Matrimonial Part in Suffolk County. Thereafter, Justice Austin was assigned the Commercial Division in Nassau County until his elevation to the Appellate Division in March 2009. Having retired from the Bench in early 2022, Justice Austin is now an arbitrator/mediator with National Arbitration and Mediation (NAM). In September 2022, Justice Austin was confirmed as a member of the New York State Commission on Ethics in Lobbying and Government. He currently serves as the Commission's Acting Vice Chair.

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William B. Bierce is an international business, technology and entrepreneurship lawyer with Bierce & Kenerson, P.C. in New York City. He assists business owners in designing and implementing exit plans for each phase in the business's life cycle. A design thinker with insights into mutually beneficial outcomes, he facilitates resolution by helping to identify and evaluate alternative structures for disputed or non-disputed joint exits, business succession and "corporate divorce" (including family business divorce). In addition to a mediator's skills, he offers collaborative deal-making techniques such as vulnerability and risk management, diversification, business process management, continuity and transition planning, global sourcing and supply chain dependencies, quality of earnings, key personnel incentives, and standing mediation or arbitration. His book **SMARTER BUSINESS EXITS** (Amazon.com; smarterbusinessexits.com) considers a variety of business ownership resolution strategies.

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Gerard V. Mantese is the CEO at Mantese Honigman, PC, with offices in Michigan, New York, and Missouri, and is the Chair of NYCLA's Committee on Corporations, LLCs and Partnerships. He is a trial attorney with a national practice in complex business litigation, focusing on business owner disputes. Mr. Mantese argued the only two oppression cases ever accepted for review by the Michigan Supreme Court. Mr. Mantese was awarded the Champion of Justice Award by the Michigan State Bar for advocating for the rights of vulnerable individuals, including survivors of domestic violence and children with autism spectrum disorder seeking to access mental health coverage from insurers. Mr. Mantese is a graduate of the Saint Louis University School of Law, where he graduated at the top of his class.

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Peter A. Mahler is a senior partner at Farrell Fritz, P.C. where he concentrates his litigation practice on business divorce cases involving dissolution and other disputes among co-owners of closely held business entities including limited liability companies, corporations, and partnerships. Peter publishes the widely followed New York Business Divorce blog which features over 900 articles. Peter also authors the Practice Commentaries for the Limited Liability Company Law and the Revised Limited Partnership Act for McKinney's Consolidated Laws of New York Annotated.

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Justice Andrea Masley is the senior judge in the Commercial Division, New York County Supreme Court --the first woman to reach that milestone -- and she serves on the Commercial Division Advisory Council. She was elected in 2016 to a fourteen-year term as a Justice of the New York State Supreme Court,

New York County. Her judicial career began with her 2007 election to the New York City Civil Court after serving for 10 years as a law clerk to Justices Ramos and Gruner Gans.

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Justice Joel Cohen was appointed to the Court of Claims by Governor Andrew Cuomo in June 2018 and was designated an Acting Supreme Court Justice in New York County by Chief Administrative Judge Lawrence K. Marks. He was assigned to the Commercial Division, New York County, as of January 1, 2019. He received

his B.A. in Economics from Binghamton University in 1983 and his J.D. summa cum laude from Georgetown University Law Center in 1986. He is a member of the Harpur Law Alumni Council and a past member of the Georgetown Law Alumni Board. Judge Cohen was a litigation partner at Davis Polk & Wardwell LLP from 1996 until June 2018, prior to which he was an associate at the firm and, earlier, a law clerk for Judge Thomas A. Clark of the United States Court of Appeals for the Eleventh Circuit.

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Michael Miller is a solo practitioner in Manhattan with a general civil practice focusing primarily on estate and trust matters and the role of fiduciaries, including executors, trustees, receivers and guardians. He is a frequent lecturer and author on issues related to the transfer of wealth, the role of the fiduciary, and

the administration of justice. Mr. Miller is a Past President of both the 70,000 member New York State Bar Association and the New York County Lawyers Association. Among other leadership roles, he has chaired the New York State Conference of Bar Leaders, and currently serves in the House of Delegates of both the New York State Bar Association and the American Bar Association. Among many awards, Mr. Miller was recipient of the American Bar Association's 2002 Pro Bono Publico Award, its highest award for pro bono service, in recognition of his leading role in the legal relief efforts in the aftermath of the 9/11 attacks. Internationally, Mr. Miller served as an Election Supervisor in war-torn Bosnia shortly after the Dayton Accords.

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Simeon H. Baum, Esq. former litigator, and President of Resolve Mediation Services, Inc., has successfully mediated over 2,000 disputes, including the highly publicized mediation of the Studio Daniel Libeskind-Silverstein Properties dispute over architectural fees

relating to the redevelopment of the World Trade Center site, Trump's \$ 1 billion suit over the West Side Hudson River development, and Archie Comics' shareholder/CEO dispute. For three decades he has played a leadership role in the Bar relating to ADR, including service as founding Chair of the Dispute Resolution Section of the New York State Bar Association, and chairing the ADR Section of the Federal Bar Association and ADR Committee of the New York County Lawyers Association. He teaches on the ADR faculty at Benjamin N. Cardozo School of Law including, for the last 25 years a class on today's topic, *Negotiation and Theory & Skills*. For over 25 years he has trained mediators for the NY State Court's Commercial Division; and frequently speaks and writes on ADR. simeonhb@mediators.com; 917-903-8882 (Direct)