

STEARNS WEAVER MILLER
WEISSLER ALHADEFF & SITTERSON, P.A.



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STEARNSWEAVER.COM

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.



FIRM OVERVIEW

Stearns Weaver Miller is a full-service law firm with more than 120 attorneys serving clients throughout Florida and nationwide. With offices in Miami, Fort Lauderdale, Tampa and Tallahassee, we serve business clients and government agencies with a focus on litigation, real estate, labor and employment, business restructuring, corporate and securities and local government representation.

REAL ESTATE

- Commercial and Residential Real Estate Development
- Distressed Property and Real Estate Debt
- Real Estate Private Equity
- Commercial Leasing
- Real Estate Finance
- Affordable Housing

CORPORATE

- Corporate and Securities
- Mergers and Acquisitions
- Commercial and Asset-Based Financing

LABOR AND EMPLOYMENT

- Employment Law Consulting
- Labor Law
- Litigation
- Immigration
- Employee Benefits

LITIGATION

- Contract Disputes
- General Liability
- Intellectual Property
- Construction and Property Management
- Lender Representation
- Product Liability
- Professional Malpractice
- Securities and Investment Disputes
- Class Action Defense
- Creditor's Rights

MUNICIPAL LAW & LAND DEVELOPMENT

- Real Estate Planning and Development
- Rezoning, Conditional Uses and Special Exceptions
- Variances and Easements
- Environmental Law
- Litigation
- Municipal Law

TAX

- Public and Private Business Entities
- Trusts and Estates
- Employee Benefits

BUSINESS RESTRUCTURING

- Bankruptcy
- Distressed Property
- Financial Restructuring and Workouts
- Trustee

INDUSTRY REACH

- Aviation and Airports
- Banking and Financial Institutions
- Construction and Development
- E-Commerce and Technology
- Healthcare
- Government Entities
- Hospitality and Leisure
- Insurance
- Pharmaceutical and Life Sciences
- Retail
- Sports and Entertainment
- Telecommunications and Logistics

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

ABOUT US



OUR CLIENTS

We are proud to represent many of the businesses that have contributed to Florida's growth over the last thirty years. Our clients range from small start-up ventures to some of the largest multinational corporations in the world, as well as some of the country's most successful individuals and entrepreneurs. We have the practical business sense to resolve complex legal problems and to understand the impact of the law and the regulatory environment on our clients' businesses. We believe that our clients' success is our business.

RANKINGS

We are committed to exceptional quality and creativity in our legal work. Because of this, we are consistently recognized as among the best law firms in Florida and we enjoy numerous accolades from top publications, including *The National Law Journal*, *Chambers and Partners USA*, and *The Best Lawyers in America*.

COMMUNITY INVOLVEMENT

While we are proud of the landmark legal victories achieved for our clients, we are equally proud of our commitment to our community. Our Firm provides financial and leadership support to a myriad of not-for-profit organizations impacting the arts, awareness, children and families, community service, education, the environment, health and wellness and legal services in our community and beyond.

STATE OF THE ART FACILITIES

Our team of accomplished trial lawyers is complimented by the full range of support staff and facilities required for trial preparation and training. This includes a state of the art simulated courtroom used to prepare witnesses for trial, as well as an in-house multimedia department dedicated to producing high-level presentation materials and audiovisual aids. We offer the highest level of preparedness to our clients and attorneys to help them to acclimate to a courtroom setting before trial even begins.

PROFESSIONAL SUPPORT

The Firm is supported by professional staff in the areas of accounting, billing, human resources, information technology, marketing and recruiting. Clerical support is provided by certified paralegals, legal secretaries, administrative assistants and office services staff. We are proud to note that we have been ranked as among the "Best Places to Work" by the *South Florida Business Journal*.

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

CORPORATE AND SECURITIES



Stearns Weaver Miller's Corporate and Securities Department provides counsel to clients seeking advice on business activities ranging from formation, financing and day-to-day operations to acquisitions, mergers, sales and liquidations. We are also experienced in guiding clients through the regulatory aspects of business transactions and securities offerings and filings. We assist our private equity firm clients throughout the full life cycle from formation and financing transactions to portfolio company and add-on acquisitions and their eventual disposition. We deal extensively with the Securities and Exchange Commission, the Federal Trade Commission, the Office of Thrift Supervision and the Federal Deposit Insurance Corporation. For our public company clients, we assist in the preparation of reports to stockholders, annual disclosure documents and period reports for filing with regulatory agencies. In addition, we counsel clients in connection with public offerings, proxy solicitations and proxy contests and on issues relating to the duties of officers and directors.

Range of Services

- Mergers and Consolidations
- Divestitures and Spinoffs
- Stock Acquisitions and Sales
- Asset Acquisitions and Sales
- Management Agreements
- Shared Services Agreements
- Non-Disclosure Agreements
- Shareholder Agreements
- Operating Agreements
- Non-Competition Agreements
- Employment Agreements
- Employee Compensation Issues
- Licensing Agreements
- Distribution Agreements
- Supply Agreements
- Joint Venture Agreements
- Hart-Scott-Rodino Filings
- Proxy Fights
- Tender Offers
- Exchange Offers
- Shelf Registration Statements
- Initial Public Offerings
- Follow-on Offerings
- Secondary Offerings
- 144A Offerings
- Private Placements and Syndications
- Venture Capital Financing
- Trust Preferred Offerings
- Selling Shareholder Offerings
- Disclosure Documents
- Stock Exchange Listing Applications

Top Ranked in Florida

"The Firm is considered a prominent name in the corporate field. Commentators recommend the responsive, attentive, **high-quality lawyers** on securities, SEC filings, mainstream M&A and corporate work and finance issues."

– *Chambers and Partners USA*

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

LABOR AND EMPLOYMENT



We understand that our clients are in an extremely competitive business market and that employers (large and small in both the public and private sectors) need timely, practical business-oriented advice on labor and employment issues. Our clients must deliver services faster and better to remain competitive and profitable. We also understand that “human resources” are not a commodity, but real people with real workplace problems that are often difficult for our clients to address alone. We believe that partnering with our clients to provide strategic preventive counseling, training (in English, Spanish and Creole), audits and legal representation is the best antidote to complex and challenging workplace problems.

We also believe that if our clients become involved in a lawsuit, grievance, arbitration, claim of discrimination or wrongful discharge in any legal forum, they each deserve ethical and zealous representation. We are experienced trial attorneys, not just “litigators.” We are also labor attorneys with “in the trenches” experience in dealing with unions seeking to represent blue collar, white collar and professional employees.

Range of Services

- Employment Discrimination
- Litigation Strategy
- Employment Law Consulting
- Labor Law
- Litigation
- Litigation Avoidance
- Representation before Administrative Agencies

Top Ranked in Florida

“The team comprising of 18 attorneys in Miami, Tampa and Fort Lauderdale, offers a superb service and extremely high-quality work. **The group is considered to be among the best in the state** and the lawyers have a great depth of experience across a range of areas including union avoidance issues, employment discrimination litigation, noncompete agreements, and representing clients before administrative agencies. However, its practice is by no means confined to these areas and the lawyers are also adept at dealing with a broad range of issues including increased amount of litigation of late, particularly in relation to age discrimination and wage and hour class action along with FLSA-related matters. The team has been described as **synonymous with labor and employment in Florida** and extremely experienced.”

– *Chambers and Partners USA*

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

LITIGATION



Stearns Weaver Miller represents Fortune 500 corporations, multi-national banks, professional firms, media and entertainment companies, municipalities, insurance companies, other business enterprises and individual clients in a wide variety of litigation matters throughout Florida and nationwide. More than simply “litigators,” our Litigation Department is composed of experienced and accomplished trial lawyers.

Our attorneys have tried virtually every type of business and commercial case, including cases involving the telecommunications industry, securities fraud, product liability, construction defect, lender liability, legal malpractice, commercial foreclosure, breach of contract and insurance. We specialize in class action work, and believe that we have defended more class actions than any other firm in Florida.

In addition to our practice in state and federal trial and appellate courts, we represent clients before administrative agencies and in alternative dispute resolution proceedings, including arbitration and mediation. We collaborate with attorneys in the Firm’s other departments to assure our clients a comprehensive review of the legal and practical issues in their matters.

Range of Services

- Admiralty
- Antitrust
- Aviation
- Banking
- Contracts
- Construction
- Corporate Compliance
- Creditors' Rights
- Eminent Domain and Takings
- Entertainment and Sports
- Environmental
- Finance
- First Amendment/Libel Law
- Franchise/Distributor/Dealer Litigation
- Insurance
- Intellectual Property
- Land Use
- Logistics
- Probate
- Products Liability
- Real Estate
- RICO and Fraud
- Securities
- Telecommunications
- Transportation

Top Ranked in Florida

“Stearns Weaver Miller... has tried cases in a wide variety of business and commercial cases, establishing an **impressive reputation in class action law suits**. While generally representing defendants, the team also takes on some plaintiff work and represents clients at an appellate level as well. Eugene Stearns is described as a talented, aggressive litigator, he attracts praise for his **strength in complex commercial disputes** with an emphasis on securities litigation.”

– *Chambers and Partners USA*

STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

REAL ESTATE



Stearns Weaver Miller's Real Estate Department provides clients with a broad range of representation in all areas of residential and commercial real estate development. Our goal is to represent, assist and provide business advice as requested to developers, owners, manufacturers, service providers, hotel operators, contractors, architects, and engineers in virtually every type of real estate transaction. The Department's Commercial Real Estate Lending Practice Group represents commercial and investment banks, insurance companies and other institutional lenders in connection with both the extension and collection of credit.

Range of Services

- Acquisition, Development and Financing
- Architects/Engineers Agreements
- Casinos
- Community Development Districts (CDDs)
- Commercial and Residential Leasing
- Condo-Hotels
- Condominium Conversions
- Construction Contracts
- Distribution Centers
- Environmental Issues
- Multi-family Housing
- FHA Insured Financing
- Franchises
- Government Subsidized Programs
- Homeowner Associations
- Hotels/Luxury Resorts
- Joint Ventures/Partnerships
- Leasing
- Management Agreements
- Manufacturing Facilities
- Planned Communities
- Real Estate Syndications
- REITs
- Representation of State Municipalities in Real Property Matters
- Residential and Commercial Condominiums
- Senior and Mezzanine Financing
- Title Insurance
- Warehouses
- Workouts

Top Ranked in Florida

"Home to some pretty quick-witted attorneys, this firm's real estate group is **seen time and time again on some of the big deals.** The team operates out of the Miami, Fort Lauderdale, Tampa and Tallahassee offices and **offers clients impressive coverage, both in geographical terms and in scope of experience.** It combines its transactional practice with land use and zoning expertise, **covering all the bases along the way.** In addition to representing developers and owners, the group excels as lenders' counsel on the financing of property developments."

– *Chambers and Partners USA*

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TAX



Stearns Weaver Miller's Tax Department represents clients seeking to form, reorganize and liquidate both public and private business entities. We also handle tax litigation and have successfully represented clients in substantial tax controversies with the Internal Revenue Service and the Florida Department of Revenue. We have experience guiding clients through the wide array of tax issues that confront corporations, partnerships, public and private sector pensions, limited liability companies, individuals, trusts and estates. Each of our tax attorneys has obtained an advanced legal degree in taxation.

We also counsel clients in the design, implementation and operation of employee pension plans, including 401(k) plans and ESOPs, welfare benefit plans, such as life and health insurance plans and equity-based and performance-based executive compensation plans.

Additionally, we represent individuals faced with a broad array of tax issues. Our clients include foreign investors in the United States and American investors abroad. In addition, we have served as counsel for a wide range of tax-exempt organizations.

Range of Services

- Banking Issues
- Bankruptcy Tax Planning
- Employee Benefits
- Estate Planning
- Executive Compensation
- Foreign Taxation
- Individual Tax Planning
- Insurance Issues
- Mergers and Reorganizations
- Public Offerings and Syndications
- Real Estate Ventures
- Tax-Exempt Organizations

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MUNICIPAL LAW AND LAND DEVELOPMENT



Stearns Weaver Miller's Municipal Law and Land Development Department provides day-to-day counsel to public entities on issues such as land use, real estate, affordable housing, litigation, utilities and labor and employment. We represent and assist local government agencies with drafting and implementation of comprehensive plans, contracts, land development regulations, ordinances and resolutions and interlocal agreements involving the coordination of growth management planning, delivery of governmental services, annexations and incorporations.

The department is fully integrated with other practice areas in order to provide counsel on matters which may arise in the course of business operations or transactions, including complex disputes of various natures and other challenges, including constitutional claims.

Attorneys in the group include a current City Attorney for the City of Marathon, current City Attorney for the City of Doral, a former Miami-Dade County Commissioner and a former Miami-Dade County Attorney. The Firm's in-house land use consultant worked for Hillsborough County Government for over fourteen years.

Range of Services

- Administrative Hearings and Litigation
- Bulk Water and Wastewater Agreements
- Code Compliance
- Comprehensive Planning
- Concurrency
- Eminent Domain/Inverse Condemnation
- Environmental
- Governmental Litigation
- Impact Fees
- Incorporation and Transition Issues
- Joint Project Agreements
- Lobbying
- Permit Enforcement Proceedings
- Public Procurement
- Public/Private Transactions
- Real Estate Transactions
- Telecommunications
- Utility Fee Challenges
- Utility Relocation Agreements
- Utility Service Agreements
- Utility Territory Disputes

Top Ranked in Florida

"The team operates out of Miami, Tampa and Fort Lauderdale. **The group regularly represents some of the state's biggest matters** including several mixed-use projects in downtown Miami and land use-related disputes in which attorneys **represented various Florida cities.**"

– *Chambers and Partners USA*

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BUSINESS RESTRUCTURING



Stearns Weaver Miller's Business Restructuring Department counsels clients throughout the State of Florida and has represented clients in connection with many of the state's largest bankruptcies. We have both the trial skills and the business acumen necessary to successfully resolve bankruptcy issues through negotiation or litigation.

When representing creditors, particularly secured creditors in foreclosure proceedings, we do not allow the filing of bankruptcy proceedings to intimidate or delay our clients in pursuing their rights and obtaining expeditious results. Our creditor practice includes the representation of United States and foreign banks and other institutional creditors. With aggressive yet practical counsel, we have achieved excellent results for our clients in workouts and bankruptcy reorganizations.

Range of Services

Our Business Restructuring Department includes representation of large national and regional companies in Chapter 11 reorganization proceedings. We represent airlines, manufacturing and retail concerns, financial institutions and one of the nation's largest hotel management concerns. We also handled two of the largest Chapter 11 reorganizations ever administered in the Southern District of Florida. We provide counsel on a broad range of matters, including:

- Assignment for the Benefit of Creditors
- Bankruptcy Litigation and Appeals
- Chapter 11 Reorganizations
- Chapter 7 Liquidations
- Credit Committees and Trustees
- Financial Restructuring and Workouts
- Pre-Bankruptcy Planning
- Representation of Creditors' Committees
- Service as Court-Appointed Examiners and Trustees

Top Ranked in Florida

"...recommended because they litigate hard but they can also compromise when necessary, in order to achieve the most successful resolution to a case. Patricia Redmond receives glowing reviews from market commentators as an **incredibly bright, resourceful** and experienced lawyer who always comes up with **creative solutions**...Group head, Harold Moorefield is well prepared and intelligent and clients are impressed with his market standing and ability to think quickly on his feet. Drew Dillworth covers a vast amount of insolvency work, while acting as a bankruptcy trustee. Drew demonstrates a **quick grasp of complicated issues and strong skills in the courtroom.**"

– *Chambers and Partners USA*