

STRATEGIC RISK MANAGEMENT

Our attorneys offer sophisticated, experienced counseling for assisting you in managing your company's risk.

Counseling

Too often, corporations are reactive and call for advice only when there is a problem. We believe that ongoing counseling more effectively and efficiently protects your company against risk and exposure. We structure a proactive relationship with you in which we learn about your business, assess your risk, advise you on creative ways to transfer that risk and help you achieve greater certainty if exposures turn into liabilities.

Our clients include companies from a diverse range of industries, such as pharmaceuticals, financial services, technology and food. With our deep knowledge of the insurance industry and alternative risk financing, our attorneys can advise on an array of risk and insurance issues:

- Risk management portfolios. Our lawyers have structured complex risk management portfolios to address risk created by, for example, directors' and officers' liability, errors and omissions liability, comprehensive general liability, employment liability, financial risk and business interruption and threats to electronic data.
- Policy negotiation. Companies need an independent third party whose obligations are solely to the company—not to an insurance company—and we provide that service. Our lawyers work closely with clients and brokers to negotiate, place and draft coverage. Because of our unique background, we can advise you on drafting and negotiating policies that will most effectively mitigate your unique risks; responding to restrictive terms desired by your insurers; and preparing for claims management when it counts most—when the policy is written.
- Alternative risk financing. By learning about your business and your goals, we can identify and craft alternative methods of managing and reducing risk, exposure and claims. For example, our attorneys have structured third-party deals that involve the liquidation of insurance assets, have set up captive insurance companies, and have identified potential tax efficiencies such as single-year write-offs.
- Risk management audit. With ongoing counseling, we provide an annual review, a “check-up,” to take a hard look at the prior and upcoming years to determine how best to manage ongoing and future risks.
- Compliance issues. Our attorneys also advise clients on conforming with government-mandated requirements related to reporting, accounting and corporate practices, including Sarbanes Oxley (SOX), Health Insurance Portability and Accountability Act (HIPAA) and Gramm-Leach-Bliley (GLB).

Mergers and Acquisitions

Both acquiring companies and target companies are concerned with exposure. But exposure does not pose a prohibitive risk if you know how to limit your exposure and reduce the costs of managing it.

When our attorneys represent target companies, we assess the nature of any risk transfer and evaluate the need for restructuring to protect the target from exposure. When our attorneys represent acquiring companies, we perform due diligence to review every aspect of the acquiring and target companies, including the current financial situation, the potential acquisition of liabilities and current and historical insurance portfolios. Our work includes the following:

- We represented a private equity firm conducting due diligence related to potential liabilities and available risk transfer mechanisms for target companies.
- We currently represent a Fortune 50 pharmaceutical company in due diligence related to a multi-billion dollar acquisition.

Our representation of both acquiring and target companies makes us uniquely able to evaluate the ongoing costs of managing the company, set a potential purchase price and reduce and manage risk from both ends.

STRATEGIC RISK MANAGEMENT (CONTINUED)

Addressing Climate Change and Global Warming

Finally, we help you look to the future. Climate change and global warming present unprecedented risks, and your company must react to the disclosure and mitigation requirements increasingly required by shareholders and insurers alike. We can help you understand and address these risks, the corporate governance steps that your company should take and any planning that your company has done to prepare for future regulatory scenarios.