



# BSM

## BOIS & MACDONALD

In 2001, Tom Bois & Jim Macdonald left a large international law firm to start a boutique law practice committed to taking a practical, businesslike approach to solving businesses' problems. Bois & Macdonald's core competencies are:

- Business law
- Construction
- Employment
- Environmental law, and
- Real estate law.

We provide practical business solutions to our clients' legal problems. Our attorneys are skilled and tenacious advocates, but we recognize that the most aggressive (and expensive) approach may not be the best solution to a client's problem. In every matter we handle we identify the client's primary business objective and then find and implement a solution to meet that objective. We learn our clients' business and industry. As a result:

- We are responsive.
- We respect our clients' time and communicate with clients efficiently in plain English.
- We help our clients avoid legal problems and prevent claims and lawsuits, government investigations, and support business risk management. When necessary we try clients' disputes to judges, juries and arbitrators.

Because of our deep knowledge and experience, we are economical. Instead of trying to be all things to a client, we offer deep and broad knowledge and experience in the areas of the law we know best.

We represent a wide range of businesses ranging from small family partnerships, trusts, regional businesses and multi-national corporations. Our clients include businesses in the automotive, banking, construction, electronics, health care, hospitality, insurance, legal and professional services, manufacturing, mining, oil & gas, real estate, retail, technology, transportation, and wholesale and distribution industries, as well as non-profit organizations.



## Environmental - Transactions, Compliance & Litigation

We are attorneys with technical degrees and environmental certifications who serve businesses by teaming up on deals, providing compliance counseling about government investigations and cleanups, and being advocates both prosecuting and defending environmental disputes. The legal services we provide businesses are:

### Environmental Litigation

Environmental litigation is one of Bois & Macdonald's key practice focus areas. We regularly handle lawsuits involving:

- Hazardous waste enforcement actions including soil and groundwater pollution (CERCLA, RCRA, CWA, CAA, HSAA, Prop 65)
- Allocation of environmental liabilities related to contaminated property
- Underground storage tank leaks
- Storage, transportation and disposal of hazardous materials
- Prop 65 health risk exposure, notice duties, notice liability risks, hazard communication/warnings, and representation in related litigation
- Toxic mold, mildew, chemical exposure, and indoor air contamination investigation and claims defense in state and federal court civil lawsuits
- "White Collar" criminal defense representation in environmental government agency administrative proceedings and suits seeking the imposition of fines and penalties

- California Environmental Quality Act (CEQA) counseling and representation in state superior court proceedings
- Government and private enforcement actions under federal & state environmental laws, and
- Insurance coverage disputes concerning environmental contamination.

We both prosecute for clients, and defend clients against, both private party and federal and state agency claims for recovery of cleanup costs under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), as well as handling precedent-setting cases under the Resource Conservation and Recovery Act (RCRA). We are lead counsel or participate in Joint Defense Groups for several California and Federal Superfund Sites.

Our clients include several Fortune 100 companies as well as small to medium size businesses. Our clients retain us not only to handle their lawsuits but also to solve the underlying problem that gave rise to the litigation.

We assist our clients in locating dated general liability and property insurance policies that may afford coverage for contamination that occurred many years ago. Where coverage is disputed, we aggressively pursue insurance carriers and, on many occasions, have successfully secured defense and indemnity coverage for our insured clients.

## Environmental Compliance Counseling

We routinely advise businesses on the regulations that apply to their current or planned operations. We provide experienced insider type knowledge of formal and informal agency policies and practices. We assist clients up front in identifying critical environmental issues so they can make informed business decisions before compliance, fines and penalties become an issue. When clients come to us in violation of a rule or regulation, we negotiate “safe harbors”, variances or other short-term relief that allow them to achieve compliance without having to cease operations. Our specific regulatory experience includes:

- Compliance Audits
- Contaminated Property
- Due Diligence/Real Estate Transactions
- Enforcement
- Hazardous Materials/Waste
- Proposition 65
- RCRA/Release Reporting
- Underground Storage Tanks
- Water Quality, and
- Air Quality.

We learn about the client’s business and then help them achieve compliance within their budgets and schedules. We also help clients identify practices, procedures, legislation and proposed regulations that may affect their operations.

Our environmental compliance counseling extends to local, state and federal regulations. We appear before, communicate with, negotiation and represent businesses before numerous government agencies: USEPA, CALEPA, DTSC, SWRCB, RWQCB,

DOHS, CIWMB, CARB and AQMD. Our representation involves handling environmental compliance inquiries, notices of violation, directives, clean up and abatement orders and site closure.

## “Brownfields Transactions”

Bois & Macdonald regularly assists clients with the purchase and sale of polluted properties – – “Brownfields”.

We help navigate clients’ projects through the maze of environmental obstacles. We do this by establishing and drawing upon cordial working relationships with the USEPA, California DTSC, Cal-EPA, CARB and AQMDs, California DHS, California SWRCB and RWQCBs, USTCF, CIWMB and other local regulatory agencies. Our familiarity with agency procedures and agency personnel contribute to smooth successful Brownfields deals:

Our extensive experience with issues related to contaminated property includes:

- Preparing the environmental “deal points” in purchase and sale agreements to address and allocate the environmental risks
- Managing technical consultants cost-effectively, coordinating environmental site assessments and due diligence, analyzing study results and developing a strategy to address regulatory agency concerns
- Coordinating environmental insurance underwriting for pollution cleanup “cost caps”, protection from undiscovered past risks and protection from environmental accidents during future operations
- Working with lenders to negotiate “set asides” and escrow of sale proceeds for cleanup costs, and
- Working with regulatory agencies to facilitate release reporting, negotiate the type and scope of any necessary cleanup, negotiate regulatory “safe harbor” agreements and prospective purchaser agreements, and to coordinate permit transfers.

We assist our clients and their business partners appreciate the environmental risks from Brownfields and then help make their deals happen on their terms.