



AAA Mediation.org™

**FN-4257456 MN-4257456 LN-4257456,
Esq.**

San Francisco, California



Profession

Arbitrator, Attorney, Consultant, Educator, Mediator

Work History

Self-Employed, Attorney, Mediator, 2000 - Present; Principal, Carroll Burdick & McDonough, 1995 - 1999; Principal, Bancroft & McAlister, 1993 - 1995; Principal, Hendrickson Higbie and Cole, 1983 - 1993; Associate, Tuckman, Sussman, Rose & Kalish, Associate, 1983 - 1985; Legal Counsel and Portfolio Manager of Tax Shelter Investments, 1981 - 1983.

Experience

Forty years as a business and tax lawyer and mediator. More than 20 years advising and advocating in business transactions, tax planning, and litigation. Substantial experience advising on business operations and negotiating business transactions, entity formations, mergers, acquisitions, and dissolutions of corporations, partnerships, LLCs, LLPs, and nonprofits; business tax planning and family estate planning, wills and trusts.

Counseled clients and negotiated thousands of business transactions. Negotiated partnership agreements, operating agreements, licenses, leases, purchase and sale agreements, pledge agreements, source code agreements, consulting contracts, non-competition agreements, employment agreements, employment policy manuals, security agreements and rental agreements. Advised on corporate governance, business torts, consumer matters, and premises liability, professional practice, officers and directors and other liability coverage insurance. Significant experience in medical and health care, technology, agriculture and finance industries.

Construction litigation involving an asbestos removal contractor in dispute regarding rehabilitation of a municipal museum. Negotiated and documented construction contracts for building and improvements on commercial and residential property, and private roadways. Represented and advised regarding design errors, construction defect, errors, omissions, change orders, payment disputes, damages related to delay, duty and standard of care. Advised regarding mold, hazardous materials, and other contamination, including claims against insurance providers. Advised, negotiated and documented real estate agreements for purchases and sales, leases, sublets and transfers of partial interests, investment and co-ownership interests, CC&R and HOA matters.

Intellectual property: Counseled, researched and monitored domestic and international trademark

and service marks; prepared applications for protective registration and represented clients in ownership and use challenges; represented clients in patent assignment agreements, technology license agreements, trade secret agreements and employee and consultant confidentiality agreements.

Securities: Legal and portfolio manager in a privately held securities firm. Oversaw due diligence and legal compliance for private and public tax-advantaged limited partnership investments primarily oil and gas and real estate. Earned National Association of Securities Dealer, Qualified Representative, Series 7 License. In private practice, negotiated and documented private placements and limited offerings of securities, prepared stock purchase agreements and securities compliance documents for business formations, expansions and in mergers and acquisitions.

Taxation and Estate Planning: Advised on tax matters and prepared documentation in connection with corporate mergers, acquisitions, reorganizations, employment contracts, Golden Parachutes, employee benefits, including ERISA Defined Benefit, Defined Contribution plans and other qualified and non-qualified retirement plans; counseled on tax implications of damages in employment, personal injury, and business litigation; represented clients on compliance and disputed matters with IRS, California Franchise Tax Board, California State Board of Equalization, in U.S. Tax Court and U.S. District Court.

Public Officials Ethics, Campaign Finance, and Elections: Served as Commissioner and Chair on San Francisco Ethics Commission; introduced two San Francisco ballot measures which passed into law: new rules affecting gifts, payments and campaign contributions to public officials, and campaign contribution, contributor information, and reporting requirements and established a program allowing partial public financing for candidates for public office. Conducted an election campaign as a candidate

Mediator Experience

Experienced and flexible mediator with 40 years of experience practicing law and resolving conflicts. Twenty years working full time as a neutral, mediator and arbitrator, specializing in business disputes, including in businesses in marijuana or cannabis, health care, medical providers; involving insurance, including premises underinsurance, and real estate/construction and estate/trust/will conflicts. Brings to mediation substantial experience as a business and tax lawyer: negotiating transactions; facilitating business formations, mergers, acquisitions, and dissolutions; litigation; estate planning; handling real estate and landlord/tenant matters; construction contracting; and advising on general corporate, partnership, securities, consumer, trademark and trade secret, tax and employment law. Mediated to settlement hundreds of cases involving these same subject matters with amounts in dispute ranging from millions downward. Experienced with large complex cases. Examples of mediated large complex cases: HOA and multiple homeowners in dispute over multiple issues including ownership rights, property maintenance, disability accommodations and personal safety; corporate entities in cannabis industry, shareholders and top executives in dispute over asset ownership, business operation practices, various financial concerns and buyout of founder employee, officer and shareholder; multi-family estate dispute over rights to assets, equitable division and timing of distribution, as well as allocation of asset-specific debt.

Served on the San Francisco Police Commission and was a hearing officer on serious police misconduct cases, including issues of excessive force and honesty. In certain case while serving as hearing officer, facilitated settlement negotiations between officer and the Police Department. Participated in decisions on almost a hundred misconduct cases, many involving termination. Available to mediate police misconduct cases.

In addition to private practice, mediates cases for non-profit organizations, courts and government entities. Panels have included: Congress of Neutrals serving Contra Costa Courts, FINRA, California State Department of Insurance, Dispute Resolution Board Foundation, The Bar Association of San Francisco, and Marin Mediation Services. Trains and supervises mediators in Contra Costa County Superior Court cases.

Professional affiliations include American Bar Association, Alternative Dispute Resolution Section; The Mediation Society (served on Board and Executive Committee, President 2017-2018); The Association for Conflict Resolution, Commercial Section; The Bar Association of San Francisco; Dispute Resolution Board Foundation; and FINRA.

Representative Issues

Since 2003, has served exclusively as a full-time neutral. Mediated hundreds of cases, most in

Handled as a Mediator

litigation, involving a broad spectrum of claims and damages, many multiple parties and entities. For example:

Business conflicts involving division of property and assumption of debt and tax obligations in connection with the termination of LLC.

Manufacturer and distributor breach of contract issues.

Construction disputes between property owners, contractors, subcontractors, and vendors involving breach of contract for fees, costs and other damages involving claims of negligence, delays, cost overruns and inadequate performance of the terms of contract.

Real estate conflicts relating to lease issues between landlord and tenant over rental payments, property improvements, landscaping, unauthorized use of the property, tenant and third-party property damages, nuisance claims, and landlord and management company obligations, security deposits and other landlord tenant issues under commercial and residential leases.

Disputes between real estate buyers and sellers, co-owners and brokers involving breach of contract, breach of fiduciary obligation, disclosures and fees and costs disputes in real estate sales.

Estate and trust cases relating to the division of property and fiduciary obligations involving multiple individual family members, related businesses, and investment entities.

Medical and legal services professional malpractice claims and fees disputes.

Intellectual property disputes over ownership and rights to payment under the contractual assignment.

Breach of contract and negligence disputes involving technology development and services, website design, computer systems design, maintenance and repairs.

Claims of fraud, negligence and breach of fiduciary duty against corporate officers, partners in business and investment partnerships, and trustees of family estates.

Employee misconduct discipline and termination disputes in private industry and the public sector.

Securities disputes involving claims of fraud, misrepresentation, lack of disclosure and excessive fees.

Disputes over business funding structures and allocation of profits interests, including securities investments.

Claims of theft of trade secrets, copyright infringement and other misappropriation of intellectual property.

Personal injury claims arising from auto accidents, hazardous conditions to customers on business premises, workplace accidents due to unsafe conditions.

Partnership dissolution claims to money, equipment, accounts receivable and other assets and allocation of debt and other entity obligations.

Healthcare provider claims for payment for services.

Damages arising from claims of inadequate and negligence care of children at licensed childcare facility; claims of damages due to gross negligence and abuse of elderly and disabled under homecare contract and licensed facilities.

Neighborhood disputes regarding property lines, responsibility for maintenance of private roadways and loss of property value due to tree and landscape disputes.

Mediator Style & Process Preferences

I view mediation as an opportunity for parties in conflict to resolve their dispute under terms more satisfactory than their best alternative and through a process that saves them time, money, other less

tangible tolls of litigation and offers the potential of healing the relationship. At the beginning of the mediation, I ask counsel and their clients to step away from the litigation paradigm of fighting a battle, and for purposes of the mediation, to shift to a collaborative paradigm of problem solving. I encourage parties to try to understand the interests of all parties and focus on solutions to address them.

The mediation belongs to the parties and their legal counsel, and they control the outcome. As the mediator, I structure the mediation with the input of the parties and their counsel, facilitate the communications and negotiations of the participants, and keep the process progressing in an efficient and effective manner. My approach is flexible, changing according to the evolving circumstances of each case. I aim to make sure that the process is fair, respectful and that all participants are heard. I see my role primarily as a facilitator who helps parties and counsel think of and explore all possible options for resolution and handle the emotional challenges often present when working out conflict. I can take on a more evaluative role which is usually well into the mediation. When requested by the parties, I will formulate a mediator's proposal.

I commit to parties in mediation to use my best efforts to work as hard as possible to resolve their conflict. I thoroughly prepare for mediation by reading the statements and reviewing the evidence provided by the parties, as well as conducting conferences with each side before the first session. I ask counsel and parties to also thoroughly prepare for mediation, to determine if there is information they require to make settlement decisions, and to provide as much information as they feel comfortable to me and the other counsel and parties. If the case does not settle after the first session, I continue to mediate the dispute, whether that means continuing by email and telephone negotiations and/or additional in-person sessions, as long as the parties are engaged in the process.

An unwavering commitment to confidentiality, honesty and ethical behavior underlies my services.

Education

Golden Gate University (JD./ MBA in Taxation, 1981) including studies at Cambridge University, England, in International Law, Comparative Law and Legal History (1979)
University of Maryland (MA. Health Education, 1977)
Towson State University (B.S., Magna Cum Laude 1973)

Professional Licenses

Admitted to Bar, California, 1982

Professional Associations

The Mediation Society, President (2018-2019) and Board member from 2014 to present.
Association for Conflict Resolution
Bar Association of San Francisco
Dispute Resolution Board Foundation
State Bar of California
American Bar Association, ADR Section
Queen's Bench
California Women Lawyers
Association for Dispute Resolution of Northern California
San Francisco Women Lawyers Alliance, President (1990)
San Francisco Women Tax Lawyers (Vice President 1987)

Recent Publications & Speaking Engagements

Speaking engagements on various mediation, general business and tax topics to such organizations as:

The Mediation Society, California Women Lawyers Association, the Continuing Education of the Bar, Commercial Real Estate Women, National Association of Women Business Owners, Women Construction Owners and Executives, Chamber of Commerce.

"You May Want to Mediate Your Dispute: Why Businesses Like Mediation," Westside Observer, a monthly newsletter of the West of Twin Peaks and West Portal community.

Monthly column on construction, general business and tax topics for Law Talk in Turning Point, a monthly newsletter for Women Construction Owners and Executives, USA.

A series of articles on tax topics for Commercial Property Guide. Authored Chapter 4: Tax Classification of Limited Liability Partnership, Limited Liability Partnerships, Formation, Operation

and Conversion, John Wiley & Sons, Inc. 1997).

Build Strong Work Relationships and Protect Your Bottom Line, Daily Pacific Builder (March 1996).

Editor, Tax Exchange (Golden Gate University tax alumni newsletter) (1990).

Ninth Circuit Survey, Golden Gate University Law Review—Starker II: Non-recognition of Like-Kind Exchanges is Stretched to New Limits, vol. 10, no. 1, p. 493 (1980); The Davis Decision: Expansion of Nonrecognition of Involuntary Conversions, vol. 10, no. 1, p. 507 (1980).

Mediation Rate	\$500 Per Hour
Languages	English
Citizenship	United States of America
Locale	San Francisco, CA

The AAA's Rules provide the AAA with the authority to administer a mediation including, mediator appointment, general oversight and billing. Accordingly, mediations that proceed without AAA administration are not considered AAA mediations, even when the parties select an mediator who is on the AAA's Roster.

The information contained in this resume has been supplied solely by the individual mediator and may, or may not, be a complete recitation of their experience. The AAA assumes no responsibility for the content, completeness, accuracy, or reliability of the information contained in a mediator's resume. If you have any questions about a mediator's experience or background, you are encouraged to contact your case manager.

Mediators on the AAA Roster are not employees or agents of the AAA.