

Gianfranco A. Pietrafesa



Partner

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(201) 498-8559

Hackensack, NJ

Practice Areas

Business Counseling

Admitted

New Jersey

New York

Southern District of New York

Supreme Court of the United States

United States Court of Appeals for the Third
Circuit

United States District Court of New Jersey

United States Tax Court

Education

Seton Hall University School of Law

Juris Doctor, 1989

Fairleigh Dickinson University

Bachelor of Science, Accounting, summa cum
laude, 1986

Gianfranco (Franco) A. Pietrafesa advises clients on corporate, business, contract, real estate, and employment matters. He represents a wide range of clients, from start-ups to established companies, and focuses on entrepreneurs and small to middle market companies that are closely-held or family-owned. His clients are in a broad range of industries, including manufacturing, distribution, technology, food and beverage, professional services, jewelry and diamonds, and construction, among others. He has significant experience representing every type of stakeholder associated with business, including companies, owners, executives, buyers, sellers, lenders, borrowers, landlords, and tenants.

Mr. Pietrafesa advises clients on choice of entity and formation of corporations, LLCs and partnerships, including the preparation and negotiation of governing documents and agreements such as shareholder, buy-sell, partnership, and LLC operating agreements. He has significant experience with, and is considered an authority on, LLC laws. He handles equity and debt financing, including private placements of securities, and investments by family, friends, angel investors, and private equity firms. Mr. Pietrafesa handles mergers and acquisitions, including asset purchases and stock purchases, joint ventures and other strategic alliances, and other corporate reorganizations, and has a working knowledge of the tax consequences associated with such transactions. He prepares, reviews and negotiates a wide variety of contracts, such as licensing, manufacturing, supply, and distribution agreements. He also advises clients on how to protect trade secrets and other confidential business information through confidentiality, non-solicitation, and non-competition agreements.

Mr. Pietrafesa advises employers on various employment matters that arise on a daily basis. Additionally, he prepares employment agreements, consulting and independent contractor agreements, employee handbooks, severance and separation agreements, and general releases. He also represents banks, private lenders, and borrowers in loan transactions, and buyers and sellers of real estate sales and purchases, and landlords and tenants in lease transactions.

For many years, Mr. Pietrafesa was a litigator and represented clients in complex and ordinary litigation in state and federal courts. He has significant experience appearing in court on orders to show cause, motions, hearings, and trials. As a business lawyer, he strategizes with the firm's litigators on corporate, business, and commercial litigation such as

breach of contract, business torts, minority shareholder oppression, deadlock, business divorces, and other disputes among business owners.

PROFESSIONAL INVOLVEMENT

Mr. Pietrafesa is a member of many professional and business organizations, and maintains leadership positions in several of them:

- Business Law Section, New Jersey State Bar Association
 - Director (2002-present)
 - Chairman (2010-2012)
 - Secretary (2008-2010)
 - Member, Business Entities Committee (2006-present)
- Hudson-Bergen Inn of Transactional Counsel
 - Vice President (2016-present)
 - Trustee (2009-present)
- Commerce and Industry Association of New Jersey
 - Member, Manufacturing Forum (2014-present)
 - Member, Family-Owned Business Forum (2017-present)
- Member, American Bar Association, Business Law Section (1990-present)
- Member, Editorial Board, *New Jersey Lawyer Magazine* (1996-2010)
- District XII Fee Arbitration Committee (Union County)
 - Chair (2003-2005)
 - Vice Chair (2002-2003)
 - Member (2001-2002)
- Member, District XII Ethics Committee (Union County) (1996-2000)

AWARDS AND RECOGNITION

Mr. Pietrafesa is well-respected by his peers, as is evidenced by his awards and recognition:

- Named to The Best Lawyers in America for Corporate Law (2006-2018)*
- Selected by The Best Lawyers in America as the Hackensack Area Corporate Law “Lawyer of the Year” (2013, 2016, 2018)*
- Named a Super Lawyer for Business/Corporate Law (2009-2012; 2014-2018); and for Business Litigation (2005)*
- Named to (201) Magazine’s “Top Lawyers in Bergen County,” for Business, Corporate & Commercial Law (2011-2018)*
- Distinguished Legislative Service Award (for work involved in New Jersey’s enactment of the NJ Revised Uniform LLC Act), New Jersey State Bar Association (2012)
- Named one of New Jersey Law Journal’s 40 Under 40 (2002)

PRESENTATIONS

Mr. Pietrafesa is a frequent speaker for legal, accounting, banking, and other professional and business organizations, firms and companies on topics such as mergers and acquisitions, buy-sell agreements, choice of entity, LLCs, contract drafting, litigation, and legal ethics. He has also taught the M&A transactional skills course at Seton Hall University School

of Law and the law of business organizations at Fairleigh Dickinson University. His more recent speaking engagements include the following:

- “What Every CFO Needs to Know About Restrictive Covenants in New Jersey,” SAX LLP, CFO Focus Group, October 2017
- “NJ LLC Potpourri,” New Jersey State Bar Association Annual Meeting and Convention, May 2017
- “NJ LLC Disputes,” New Jersey Judiciary General Equity and Civil Division Joint Education Conference, April 2017
- “Commercial Lending—A Lender’s Perspective,” Annual Business Law Symposium, Business Law Section, New Jersey State Bar Association and New Jersey Institute of Continuing Legal Education, April 2017
- “Essentials of New Jersey LLC Formation,” New Jersey Institute of Continuing Legal Education, April 2017
- “NJ LLC Act,” National Business Institute (national webinar), October 2016 and July 2015
- “Valuation Theories in General Equity Matters,” New Jersey State Bar Association Annual Meeting and Convention, May 2016
- “Arbitrating Business Disputes,” New Jersey State Bar Association Annual Meeting and Convention, May 2016
- “Oppression under NJ-RULLCA,” Seminar on Valuation Issues in General Equity Matters, New Jersey State Bar Association Annual Meeting and Convention, May 2016
- “NJ Bulk Sales Law,” Hunter Group CPAs, January 2016
- “Oppression under NJ-RULLCA,” Seminar on Overcoming Legal and Valuation Issues in Chancery, Business and Family Proceedings, New Jersey Institute of Continuing Legal Education, December 2015
- Moderator, “M&A / Representations and Warranties Insurance,” New Jersey State Bar Association Webinar, October 2015
- “Buy-Sell Agreements,” WithumSmith & Brown Tax Services Group, January 2015
- “Business Succession Planning and Buy-Sell Agreements,” Greater New Jersey Estate Planning Council, September 2014
- “For Sale: A New Jersey Business Owners Symposium — A Seller’s Guide to Preparing Your Business for Sale,” Hunter Group CPAs, September 2014
- “Document Drafting – Avoiding Hot Water When Using Boilerplate Provisions,” New Jersey Institute of Continuing Legal Education, April 2017 and March 2014

ARTICLES

Mr. Pietrafesa is a prolific writer. He has written book chapters and numerous articles on business law, litigation, and legal ethics topics that have appeared in such legal periodicals as the *New Jersey Law Journal*, *New Jersey Lawyer Magazine*, *ABA’s Trial Practice Journal*, and *DRI’s Trials and Tribulations*. His more recent articles include the following:

- “Death and the NJ LLC,” *Business Law Section Newsletter*, New Jersey State Bar Association, November 2017

- “What to Consider When Buying, Selling a Business a Business,” *Industry Insights, NJBIZ*, October 2017
- “Non-Waivable provisions Under NJ-RULLCA,” *Business Law Section Newsletter*, New Jersey State Bar Association, July 2017
- “NJ-RULLCA Provisions Requiring Unanimous Consent,” *Business Law Section Newsletter*, New Jersey State Bar Association, April 2017
- “Avoiding Legal Malpractice in LLC Formations,” *New Jersey Lawyer Magazine*, June 2016
- “Why New Jersey is Not Delaware,” *New Jersey Law Journal*, January 2016
- “The Manifestly Unreasonable Standard under NJ-RULLCA,” *Business Law Section Newsletter*, New Jersey State Bar Association, July 2014
- “Standards to Measure Good Faith and Fair Dealing under NJ-RULLCA,” *New Jersey Law Journal*, May 2014
- “New LLC Law became Effective [in New Jersey] on March 1 [2014],” *New Jersey Law Journal*, March 2014

COMMUNITY INVOLVEMENT

Mr. Pietrafesa has been an active member of his community of Hawthorne, New Jersey. He was elected to and served on the Hawthorne Board of Education for ten years, including a term as its Vice President, and was appointed to the Board of Trustees of the Louis Bay 2d Library in Hawthorne. He has served as pro bono general counsel to the St. Anthony Education Foundation, the Hawthorne Education Foundation, and the Hawthorne Soccer Association. He also coached his children in baseball, softball, basketball and soccer for many years.

ADDITIONAL INFORMATION

For a complete listing of Mr. Pietrafesa’s credentials, publications, presentations, and copies of his articles, please visit his personal website at www.gianfrancopietrafesa.com.

* Please note that no aspect of this advertisement has been approved by the New Jersey Supreme Court. For the selection methodology of Best Lawyers and Super Lawyers, please visit www.BestLawyers.com and www.SuperLawyers.com.