

ATTORNEY BIOGRAPHY



Michael A. Refolo

Partner

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Practice Groups and Specialty Areas

Business

Mergers and Acquisitions

Securities and Venture Capital

Licensing and Technology Transfer

Mike is a partner in the Firm's Business Group and the group's former Practice Group Leader. His practice focuses on business law, including securities, mergers and acquisitions, banking and in the drafting and review of business contracts. He represents companies in all stages, from emerging and developing companies to family-owned businesses to publicly held companies, both as general counsel and in specialized transactions.

Mike represents a broad spectrum of industries, including banking, e-commerce, energy, entertainment, insurance, dental practices, veterinary practices, manufacturing, software, and wholesale distribution. Mike serves as outside general counsel for many businesses located throughout Massachusetts.

Mike has extensive experience in securities law, and serves as general counsel to SEC accelerated and SEC smaller reporting companies. He assists public companies with all SEC disclosure obligations (including 10-K, 10-Q and 8-K periodic reports, and proxy statements), capital-based financings and public offerings. He serves as counsel to emerging and established companies with private placements and venture capital transactions. He provides advice regarding resales of restricted stock under Rule 144, and with respect to DTC, OTCBB and NASDAQ.

Mike has strong transactional experience involving purchases and sales of companies of all sizes, from asset sales by small businesses to mergers and acquisitions of large highly regulated entities, such credit unions, bank holding companies and public companies. He also represents businesses with succession planning, including for family owned businesses. Mike regularly represents medical professionals, including dentists and veterinarians, with the purchase and sale of their practices.

Mike was included in the 2024 edition of *The Best Lawyers in America*® for Business Organizations (including LLCs and Partnerships). He has been recognized in *The Best Lawyers in America*® since 2021. In addition, Mike was named the *Best Lawyers*® Business Organizations (including LLCs and Partnerships) "Lawyer of the Year" in Worcester, 2022 and 2024.

Mike has written a book on the Massachusetts Uniform Commercial Code, now in its second edition. He teaches a course on UCC Article 9 as an adjunct professor with the Boston University School of Law.

Representative Matters

- Represented a majority stockholder of a manufacturing company in a \$55 million stock sale to a major foreign entity
- Represented a public company in a \$75 million merger into another public company, pursuant to an agreement and plan of merger and a tender offer regulated by the SEC
- Represented the purchaser of a controlling interest of a bank holding company, including representation before the Federal Reserve Board

Education

JD, Columbus School of Law Catholic University of America (1992)

BA, University of Virginia (1988)

Bar and Court Admissions

Massachusetts

Professional/Community Affiliations

Boston University Law School, adjunct professor

Mechanics Hall, president (2014-2016), executive vice president and secretary (2013-2014), trustee (2008-present)

Shrewsbury Electric Light & Cable Operations (SELCO), commissioner and vice chair

American Antiquarian Society, member

The Venture Forum, former member, Executive Board

Lawyers' Campaign Against Hunger, former chair

American Bar Association, Section on Business Law, Federal Regulation of Securities Committee

Worcester County Bar Association, former co-chair, Commercial/Corporate Law Section

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Representative Matters (Continued)

- Prepared start-up documents necessary for an emerging business, including stockholder agreements, operating agreements, buy-sell agreements, stock restriction agreements, and non-disclosure agreements
- Represented a veterinarian with the succession planning and the eventual sale of the veterinary practice
- Represented a family business with respect to succession planning to the family's next generation
- Drafted a software licensing and development agreement, and OEM and remarketing agreements for a software based technology company
- Advised a medical professional with a partner buy-in, including the financing for the buy-in
- Assisted numerous businesses in obtaining traditional bank financing
- Represent public companies with all SEC filing requirements including proxy statements and related materials

Publications/Presentations

- "Balancing the Multiple Roles of In-House Counsel," Massachusetts Bar Association In-House Counsel Conference, January 26, 2023 (panelist)
- "New PPP Flexibility Act Extends Forgiveness Period and Maturity Date Among other Benefits," Mirick O'Connell Client Alert, June 9, 2020
- "Paycheck Protection Program Loan Forgiveness Application and Guidance," Mirick O'Connell Client Alert, Business Group Legal Update, May 19, 2020
- "Good News for Many PPP Loan Recipients: Treasury Department Issues New Guidance on "Necessity" Certification for PPP Loan Applicants that Should Ease Concerns," Mirick O'Connell COVID-19 Legal Updates Client Alert, May 14, 2020
- "PPP Return Deadline Extended to May 14th," Mirick O'Connell COVID-19 Legal Updates Client Alert, May 7, 2020
- "Navigating your Business during a Pandemic," *On Air with Mirick O'Connell* legal podcast, April 14, 2020
- "COVID-19 and Business Interruption Insurance," Mirick O'Connell COVID-19 Legal Updates Client Alert, April 6, 2020
- "Contractual Obligations during COVID-19: Is Force Majeure the Answer?" Mirick O'Connell Client Alert, April 1, 2020
- "From Start-Up to Public Company – The USA Experience," Financial University, Moscow, Russia (October 2015) (lecturer)
- *Massachusetts Secured Transactions under Article 9 of the UCC* (Data Trace Publishing Company, Second Edition 2014, supplemented annually)(author)
- "Lessons from Hollywood – What Entrepreneurs Can Learn From the Movie on Facebook's Founding," *Worcester Business Journal*, October 2010
- "Knowhow: Legal Entities – How Choosing the Right Business Type Can Help or Hurt You," *Worcester Business Journal*, July 2009
- "Starting Your Business," WPI Annual Teen Venture Camp, June 2008
- "Freezing Out the Minority: Avoiding Disputes among Business Owners Requires Planning Ahead," *Worcester Business Journal*, March 2007