

# Guy Amisano

General Counsel | Corporate & Technology Contracts | Strategic Legal Leadership | NY State Bar #4378402  
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## Professional Profile

General counsel and legal executive with over 15 years of experience, offering strategic legal insight rooted in Catholic ethics and natural law. Proven track record in delivering strategic legal counsel, drafting and negotiating complex contracts, particularly in technology; and ensuring compliance across diverse functions of an organization. Known for an unwavering commitment to ethical legal practice.

## Core Competencies

- **Faith-Informed Legal Strategy** – Integrated Catholic moral principles and natural law into legal policy, risk assessment, and organizational governance, particularly in contexts involving healthcare, employment, and contracting.
- **Contracting** – Drafted, reviewed, and negotiated sales agreements, partnership contracts, and vendor agreements for domestic and international transactions with private and public (government) counterparts.
- **Technology Agreements** – Handled B2B tech contracts negotiation and drafting, including SaaS agreements, traditional on-premises software licenses, data privacy/security terms, and agreements for related services. Also reviewed and negotiated inbound tech agreements.
- **Organizational Legal Programs** – Handled policy creation, procedure enforcement, internal staff training, and compliance management.
- **Compliance** – Advised on legal and regulatory compliance, ethical standards, and risk mitigation strategies.
- **Labor & Employment Law** – Handled employment and separation agreements. Guided policy development and drafted corresponding documentation. Advised on variable compensation.
- **Intellectual Property (IP)** – Oversaw protection of copyrights, trademarks, and trade secrets and guided IP strategy.
- **Outside Counsel & Litigation Management** – Selected and supervised outside counsel for representation related to litigation, M&A transactions, corporate governance, and various other legal matters.
- **Contract Management** – Structured complex contracts, handled negotiations, advised on billing terms, and liaised between the Finance and Sales Departments regarding revenue recognition.

## Professional Experience

### **Legal Consultant – Contracts and Strategic Counsel**, Elmira, NY

**2022 – Present**

- Provided outside legal support and strategic guidance across diverse sectors including healthcare, nonprofit, and hospitality.
- Drafted and reviewed contracts for two law firms, McCarthy & Akers and Soloway Schwartz, including a 15-year commercial lease for a newly-constructed healthcare facility, an agreement for management of the healthcare facility, a master service agreement for the provision of beverages to an office building, and IT terms of service.
- Conducted in-depth research on a Catholic nonprofit client's organizational history and provided guidance on contracts, copyright issues, and operational strategies.
- Provided strategic guidance to a client on key considerations and steps for evaluating a potential business partnership in the restaurant industry and provided non-legal editorial input on a screenplay with Catholic themes that is being pitched to Hollywood with multiple investors and substantial drafting time.
- Advised individual clients on contracts and other matters related to employment, independent contracting, and vendor services.

### **Counsel | Gerber Ciano Kelly Brady LLP**, Elmira, NY

**2023 – 2024**

- Reviewed and modified commercial contracts pertaining to manufacturing, IT, construction, and finance.
- Drafted and reviewed buyer-side M&A transaction documents to facilitate the transfer of legacy liabilities and corresponding insurance policies, including the acquisition of asbestos liabilities formerly held by a publicly-traded company, and formed the corresponding legal entities.

### **General Counsel | Salient Corporation**, Horseheads, NY

**2008 – 2021**

#### **Assistant Corporate Counsel**

**2006 – 2008**

- Led the legal function for a private company offering B2B business intelligence software and professional services to domestic and international customers, serving as lead counsel on deals worth tens of millions of dollars and providing comprehensive legal guidance and risk mitigation strategies.
- Led the legal function through periods of organizational growth and new product development.

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- Collaborated with the National Catholic Bioethics Center to craft employment and benefits policies that honored Catholic moral teaching while maintaining compliance and operational integrity.
- Identified abortion coverage in company health insurance policies that exceeded state mandates and had it removed.
- Drafted and negotiated contracts for software licenses, SaaS, and professional services with a diverse range of customers and channel partners, including the New York State Department of Health (a large public-sector customer generating tens of millions of dollars in revenue); a key large channel partner essential to that business; various smaller public-sector entities such as counties and other state agencies; large private-sector organizations including a major international brewer and accountable care organizations (ACOs); and smaller private-sector customers.
- Reviewed and negotiated technology agreements with vendors, including software/SaaS agreements, HIPAA-compliant hosting services agreements from AWS, and colocation services agreements.
- Reviewed and negotiated additional vendor agreements, such as marketing agreements, recruiting agreements, real estate leases and subleases, insurance agreements, independent contractor agreements, outside counsel agreements, accounting services agreements, and other professional services agreements.
- Supported the company through evolving regulatory landscapes and client data privacy concerns, including HIPAA, SOC-2, and procurement laws.
- Served as the information security officer and established HIPAA-compliant protocols.
- Effectively managed interactions with regulators from the New York State Department of Health regarding the company's handling of protected health information (PHI).
- Negotiated business associate agreements (BAAs) as part of negotiations with healthcare entities.
- Resolved day-to-day employment issues, such as employee conflicts, employee dismissal, and policy administration, in consultation with outside counsel.
- Developed comprehensive employment policies to ensure compliance with legal regulations while addressing business needs.
- Streamlined the Paid Time Off (PTO) system to enhance fairness, to improve employee awareness, and to increase overall satisfaction, all while maintaining cost-effectiveness.
- Collaborated with foreign outside counsel to establish foreign personnel as contractors.
- Initiated and oversaw the international registration process for a key trademark, facilitated by foreign legal counsel.
- Reworked fragmented processes to ensure consistency, security, and compliance.
- Developed and implemented vendor contract review procedures that were later credited by the information security officer as supporting successful SOC-2 certification.
- Partnered with the sales team to evaluate new terms and product offerings and to achieve favorable contract terms.
- Developed and implemented customer and channel partner contract templates, balancing best practices with company-specific needs.
- Helped business stakeholders to navigate procurement-driven contract constraints reported by New York State customers.
- Oversaw resolution of various disputes and litigation, such as customer, partner, and vendor contract disputes; employment disputes; and theft of intellectual property.
- Supported Board of Directors meetings by managing agendas and facilitating bylaws amendments.
- Provided strategic advice on mergers and acquisitions (M&A) affecting the company's customer base and led legal due diligence efforts on the seller's side.

**Associate Attorney** | Rossettie Rosettie & Martino LLP (formerly Rossettie, Rosettie & Martino), Corning, NY 2006  
**Law Clerk** 2005 – 2006

- Facilitated commercial loans and residential transactions, formed business entities, and assisted with estate planning.

## Education

**Juris Doctor (JD)** | Ave Maria School of Law, Ann Arbor, MI  
**Bachelor of Arts (BA)** in Political Science & Economics | Christendom College, Front Royal, VA