

**WILLIAM R. CHAMBERS, J.D.**

**SUMMARY**

Seasoned legal and business professional with more than thirty-five years of experience in private law practice and in-house legal and executive operations. Regularly handles complex corporate and contractual matters including mergers and acquisitions, divestitures, joint ventures and equity and debt financings. Also has substantial experience representing technology companies handling intellectual property protection and technology development, licensing and sales transactions. Has co-founded and served on the management teams of multiple emerging companies.

**PROFESSIONAL HISTORY**

***RISK MANAGEMENT CONSULTANT      OCTOBER 2018 TO PRESENT***

As a consultant with ConstructionRisk, LLC, review professional services contracts to assist in identifying potential issues concerning the allocation of risks under the contractual agreement and to identify potential contract language that could reduce overall risk to the professional firm.

***INDEPENDENT CONSULTANT                      JANUARY 2014 TO PRESENT***

Assist early stage companies in all aspects of operations including fund raising, strategic planning, business development, technology development and contract management. In this capacity I recently served as Counsel to Capital Expert Services, LLC (“CapEx”), a District of Columbia based consulting firm that provides high level advice relating to all aspects of corporate operations and transactions. Also assisting Gainsafe, Inc., a newly formed company developing software to help food companies comply with new food safety requirements.

***LUXPHOTONICS, INC.                              JANUARY 2012 TO DECEMBER, 2013***

Co-founded and served as President of LuxPhotonics, Inc. which invented semiconductor broadband light sources for numerous commercial uses. Handled the business and legal aspects of the company’s operation working with two Ph.D. optical physicists with the ultimate goal of selling the technology to a company that can exploit the many uses of this technology. The company raised an initial seed round of funding and subsequently sold the assets of the company to an investment banking firm.

***LAW OFFICES OF WILLIAM R. CHAMBERS      SEPTEMBER, 2002 TO July 2013***

Private practice concentrating in the areas of corporate formation and development; mergers and acquisitions; corporate finance; contract law; and technology licensing and protection.

***AIROCARE, INC.                                      FEBRUARY, 2004 TO AUGUST, 2009***

In February, 2004, founded and became Vice President and General Counsel for AirOcare, Inc., which acquired the rights to a proprietary air purification technology used in the food, building care, and other industries. Actively participated in the management of all aspects of the business and served on its Board of Directors. Negotiated and handled all aspects of the sale of the Company's technology to Ingersoll Rand.

***PIPER RUDNICK LLP***

***AUGUST 1999 TO AUGUST 2002***

Partner, Member of the Business and Technology practice group specializing in the representation of information technology, e-commerce, hardware, software and telecommunications companies. Practice included regular handling of the following matters:

- Corporate formation, planning and development issues for start up and established technology companies, both private and public.
- Venture capital and other private financing, including handling federal and state securities requirements.
- Mergers and acquisitions, joint ventures and strategic relationships.
- Agreements for the development and distribution of technology.
- Intellectual property protection.

***CELERITY SYSTEMS, INC.***

***APRIL 1997 TO JULY 1999***

Vice President of Business Development and General Counsel. Worked directly with the CEO on all aspects of the operations and management of the company which developed broadband interactive hardware and software products for the delivery of broadband video and internet services.

- Participated in all aspects of strategic planning, operations, and finance.
- Responsible for forming key industry strategic alliances with companies such as Cisco, Oracle, Nortel, The Batelle Institute, and Minerva Systems.
- Responsible for the management of all customer contracts, including contracts for systems deployed in South Korea, The Peoples Republic of China, and Israel.
- Managed outside securities counsel in the completion of a \$3 million bridge financing and in Celerity's subsequent initial public offering. Following the IPO, handled all periodic filing requirements, ongoing SEC and Nasdaq compliance, and investor relations.
- Handled all General Counsel functions including preparation of corporate records, key contracts, coordination of Board of Directors and shareholder meetings, and coordination of HR functions.

***TELE-TV SYSTEMS***

***JUNE 1996 TO APRIL 1997***

Chief Technology Counsel for TELE-TV Systems, a joint venture of Bell Atlantic, Nynex, and PacTel formed to develop and implement a broadband video service for the regional bell operating companies.

- Responsible for negotiation, preparation and management of complex contracts involving the acquisition or development of cutting edge technologies for the deployment of the company's broadband communications infrastructure.
- Negotiated and managed multi-million dollar contracts with companies such as Oracle, Thomson Consumer Electronics, Panasonic, and Electronic Data Systems.
- Managed the company's program to identify, develop and protect intellectual property.
- Handled all other General Counsel functions for the systems division, including employment, leasing, litigation, and coordination of legal functions with operations, engineering and corporate management departments.
- Managed all activities of the Systems Division legal staff, coordinated activities with the Media Division legal department, and coordinated the review and approval of major contracts by the legal departments and management of each of the joint venture partners.

***VERNER, LIIPFERT, BERNHARD, MCPHERSON AND HAND – May, 1995 – June, 1996;  
WATT, TIEDER AND HOFFAR FEBRUARY, 1978 - MAY, 1995***

Partner in the corporate transactional practice of these two firms handling a broad array of corporation formation, finance, mergers and acquisitions and transactional matters. Beginning in approximately 1982, concentrated on the representation of technology companies handling development, licensing, and intellectual property matters.

### **EDUCATION**

- J.D. 1976, National Law Center, George Washington University, with honors.
- B.A. 1973, Princeton University, cum laude in Economics.

### **KEY EXPERIENCE**

- Corporate and technology law transactional specialist representing private and public companies on a broad range of corporate organizational, finance and transactional matters.
- Corporate experience includes:
  - Acted as both in-house general counsel and external general counsel for numerous private and public companies handling virtually all elements of their legal functions.
  - Handled initial corporate formations and structurings.
  - Developed and implemented plans for companies in all stages of growth, including restructurings and reorganizations.
  - Prepared stock option and other employee incentive plans.
  - Negotiated and prepared all documentation for numerous mergers and acquisitions, joint ventures and other strategic relationships.
  - Handled numerous financing transactions involving debt, venture capital and initial public offerings, including federal and state securities requirements and stock market compliance requirements.
  - Participated in numerous litigation matters and managed litigation counsel.

- Experienced in handling international matters including operations of domestic companies operating abroad and foreign companies operating in the U.S.
- Technology experience includes:
  - More than 30 years concentrating on the representation of technology companies in the areas of information technology, e-commerce, telecommunications, hardware, and software.
  - Responsible for negotiating and drafting a diverse range of complex technology-oriented agreements involving development, sale, and licensing of technology, including the handling of related intellectual property, confidentiality, warranty, support and maintenance, and indemnity issues.
  - Represent numerous e-commerce companies handling a wide variety of internet specific issues including hosting, linking, advertising, co-branding, fulfillment, intellectual property, privacy, site use terms and conditions, and warranties and disclaimers.
  - Developed and managed programs to identify and protect trademark, copyright, patent, and trade secret rights.