

NOVEMBER 2008



## Mid-Atlantic

For and about General Counsel

An *incisivemedia* publication

### **WORK HARD, PLAY HARD**

OUTSIDE GC PHIL FRAGA SEES HIMSELF  
AS A MEMBER OF HIS CLIENTS' TEAMS

### **MAKING MARKETING PAY OFF**

### **OUR SECOND ANNUAL GC SATISFACTION SURVEY**



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## Work Hard, Play Hard

As an outside GC, Phil Fraga goes the distance to understand his clients' businesses and deliver the best results.

Daniel Casciato

Photography: Lisa Kyle

At least once or twice a week, you can usually find Phil Fraga skating furiously up and down the ice swooping in on a loose puck, trying to score a goal, or even knocking the living daylights out of an opposing defenseman. This may only be an adult recreational league, but Fraga will do everything possible to help his team to win. Just like in his day job.

"I'm a big proponent of work hard, play hard," says Fraga, a partner with the Pittsburgh-based Cohen Law Group, which provides legal services from outside general counsel to business planning to regulatory issues to clients in both the public and private sectors.

Fraga often jokes with his friends that he's a mild mannered

attorney by day and tough hockey enforcer by night.

"I think that you always need to take what you do seriously, but don't take yourself too seriously," he says.

This attitude has won over many of the firm's clients for whom Fraga manages general counsel duties.

"During my time as an in-house general counsel, just as is the case now, I've taken great pride in people characterizing my perspective and approach to situations as being a breath of fresh air relative to their expectations and prior experiences of what they've been exposed to in dealing with many attorneys in the past," he says.

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## DOING IT WELL

Earlier this year, Shawn C. Pleska, founder and president of Pittsburgh-based Commerce-Web International Inc., was looking for an attorney to represent his company who would have an interest in and a commitment to his company that was greater than a typical vendor-customer relationship. After talking to Fraga and meeting with him, he knew he was the one for the job.

“Phil is a very hands-on person,” says Pleska. “One of my first tasks for him was to compile a series of contracts that were very specific to our needs. He picked up on the nuances of our business quickly and took the time to fully understand the internal workings and processes. His questions have been focused and relevant.”

What also impressed Pleska was the fact that Fraga goes the extra mile to make sure he fully understands what it is he’s taking on.

“In law, being thorough means everything,” he says. “Phil is very committed to doing not just a good job but the right job for the task at hand. His advice has been well thought out and his contributions both noticed and appreciated. Instead of focusing on every minute, Phil looks at the bigger picture and has worked with us to achieve our objectives in a pressure-free, casual manner but with utmost professionalism.”

As with his recreational hockey team, Fraga sees himself as an integral part of his clients’ teams. He’s been part of and worked with senior management teams, boards of directors and investors.

“I find myself continually being wholeheartedly welcomed to the fray as opposed to begrudgingly being brought in only when necessary along with the usual preconceived notions of how attorneys behave,” says Fraga. “Particularly when you can win over the sales folks, you know that you’re onto something.”

Fraga wants to defy the stereotype associated with attorneys. He believes that attorneys are often viewed in a negative light — far too often justifiably so — and he’s trying to shed companies’ attitudes and perceptions about attorneys.

“I think that more attorneys need to check their egos at the door,” he says. “Your company and your clients need salespeople that can sell and technology people that can build widgets more than they need great legal minds. That doesn’t diminish our roles as general counsel, but we shouldn’t be put off by that or delude ourselves.”

Eric Bono, founder of EngineersCanSell.com, found out quickly that Fraga isn’t your typical corporate attorney.

“Phil’s background of being in the entrepreneurial pits is what originally attracted me to him — he didn’t just graduate from law school and start with a big firm; he’s been in the trenches and knows what it’s like,” says Bono. “I’d been through about five different attorneys and law firms and was just about ready to give up on the whole profession when I met Phil. He listened to what I wanted to do and could draw on his own entrepreneurial experiences to assist me.”

Bono enjoys working with Fraga because it’s not a strictly legal relationship. Fraga really understands the business.

“He offers business advice and lays out all the options to accomplish what I want to do,” he says. “A typical scenario would be for me to lay out what I want to do, and he responds with his business advice and then follows that up with what legal options are there for me,” Bono says. “An option he almost always puts out there is to urge me to just talk with the other party without his involvement as a first step — a sure sign that he’s not like many attorneys that I’ve dealt with who are just worried about billable hours.”

Bob Wiegand says that Fraga epitomizes the old adage that “actions speak louder than words.”

“Phil has an incredible work ethic, and despite his many professional successes, he has a sense of humility that speaks volumes about his character. If you have to go into battle with someone, he’s the guy you want in your foxhole,” says Wiegand, who serves as vice president and general counsel of Aslan, a diversified real estate development company specializing in residential and mixed use properties across the southern United States.

Wiegand used to work for Fraga as an attorney in one of his previous companies and later became one of his clients.

“Phil is a smart and capable attorney, but more importantly, he always keeps his client’s objectives in mind when solving a problem,” he adds. “Many attorneys whom I worked with over the years wanted to tell me what I couldn’t do and tended to focus on the black and white letter of the law. Phil not only gave me that information, but also provided creative solutions which enabled our organization to meet its corporate objectives.”

Since Fraga has served as in-house counsel of both start-up and publicly traded companies, Wiegand says that he understands that every business needs to generate revenue and manage expenses.

“Phil was outstanding at managing corporate legal expenses and positioning the legal department as a solution center rather than a black hole,” he says. “I personally have worked in several companies where the legal department was considered unresponsive and an impediment to sales. Phil always took the position that nothing was more important than helping our field personnel make the sale and close the deal.”

## THE BUSINESSMAN WITH A LAW DEGREE

Fraga has always described himself as a businessperson and entrepreneur who just happens to have a law degree. He says he didn’t have any interest in law school coming out of his undergraduate studies, and even after obtaining his MBA. But his interest in the law grew after working with outside counsel on a number of corporate finance matters at his first job with National Steel Corp. He decided to enroll in the evening law school program at Duquesne University and earned his law degree in four years.

His MBA and legal background were a natural fit for a general counsel, and Fraga enjoyed the work. After leaving National, Fraga became de facto general counsel for Hyperion Telecommunications (now known as Level 3 Communications). He left there to become one of the founders and senior VP and GC of BroadStreet Communications.

After the dot-com and telecom sector crash that brought down BroadStreet, Fraga became general counsel at Expedient Communications, but his duties ended after the company was bought out and some of the senior management team was purged nearly three years ago.

While out looking for his next opportunity, a recruiter and friend of Fraga told him about an opportunity with a small, relatively new law firm. Although she knew that he wanted nothing to do with working at a law firm, she thought he might be willing to listen.

“She introduced me to a unique opportunity that she thought I might be interested in,” Fraga says. “I kept an open mind and hit it off tremendously with my now partner, Dan Cohen, and I also chose to view it as an entrepreneurial gig that just happened to be at a law firm, and I haven’t looked back since.”

The firm represents municipalities, counties and state associations primarily in cable and telecommunications law. Its services range from cable franchising to right-of-way management to wireless project development. In its private-sector practice, the firm represents small and medium-sized businesses in various industries, including telecommunications and technology-based firms. Services range from outside general counsel to business planning to regulatory issues.

There are three facets to Fraga's involvement with the Cohen Law Group. The first is to help the firm to continue to build the substantial core municipal cable and telecom portion of the practice. The second is to continue to grow its corporate practice through Fraga's external general counsel role. Thirdly, Cohen now has an interesting joint venture with a Pittsburgh-based technology company, Innermedia. The firm is leveraging Innermedia's core competencies with Cohen's core municipal cable and telecom practice, resulting in the creation of a public, educational and governmental access channel programming service called "PEG TV by Innermedia."

"This is a turnkey plug and play service that we jointly developed. Think of this as an access TV channel in a box," says Fraga. "The service is ideally suited for communities with an interest in having a local channel but which may not have the resources — such as no studio, no content, or no equipment — dedicated to having content on that channel that their residents are going to want to watch."

Fraga says that this recent venture has the potential to be the highest revenue generator of the firm's various practice areas.

"Furthermore, it's compelling to me personally as it's a start-up venture that is far more about running a business than it is about practicing law," he says.

Working with start-ups has personally given Fraga the entrepreneurial bug. Now, he and his wife, Elaine, are in the early stages of developing a home-based Internet retail marketing business. Fraga describes it as being predicated on a multiple stream of income with relatively low cost of entry model.

"It's a pure marketing play that involves full e-commerce capabilities built through a click and drag environment," he says, adding that he hopes for it to be up and running by the end of the year.

But he has no plans of quitting his day job anytime soon. As he looks ahead, Fraga says that he plans to continue to be vigilant in his firm's strategic new business development.

"We want to have responsible growth given the delicate balance and dynamic of even adding one more body," he says. "We have a small firm. In keeping with that, we're always looking for every opportunity to create more of a value mindset in the eyes of our clients as opposed to the staid notion of trading time for dollars."

## TEACHING METHODS

During his time as general counsel, Fraga has spent a considerable amount of time helping to develop other attorneys.

"I consider it a blessing to watch them develop and further con-

sider it the extreme compliment to hear from them how much I've been able to help them — all the while doing it in a fashion that kept things light and even managed to make for a fun environment," he says. "Spreading the wealth is important, whether that is helping others within your own company or the management teams of your clients.

"It's like that saying about teaching a man to fish rather than merely giving him a fish. You want to surround yourself with people who are at least as smart as or smarter than you and push everyone, even if it's at the expense of developing a younger person which may lead to that person leaving."

Jim Means, vice president and managing corporate counsel for Level 3 Communications, who used to work with Fraga, calls him his mentor and great friend. He recalls how Fraga always took the time to teach other attorneys, including him.

"One of Phil's most fundamental philosophies dictates that all correspondence must be properly thought out, appropriately presented in terms of context, grammar, tone and message, and have only the intended effect on the immediate reader or anyone who subsequently reads the message," he says. "E-mails are particularly troublesome in a corporate environment because so much can be lost in translation. In addition, the formalities of a signed letter seem to be lost in an e-mail."

As a result, Fraga always took the time to scour any e-mail, letter, contract, memo or even a phone message, to point out a potential issue. What was interesting, however, was that he would never say what the issue was, he would just issue a "W" — which stood for "Waldo" (of the "Where's Waldo" fame).

"If he responded to your e-mail with a W, or wrote a W on the contract you were drafting, it was your responsibility to scour the document to fix the issue," says Means. "It wasn't mean-spirited, it was meant to focus a young legal mind on the importance of precision. It eventually became a game that all of us played on each other — and it made all of us better attorneys."

Means says that Fraga fundamentally believes in the need for continuous self-improvement and to seek higher goals upon achieving existing goals.

"He is not afraid to either share knowledge or surround himself with people who know more about a subject than he does," he says. "As Phil would tell you, that ability to avoid occupational paranoia, lifts both the manager and the employee — achieving maximum benefit from the efforts and knowledge of both parties."

Means adds that Fraga also has a great sense of humor, including the ability to laugh at himself.

"I feel very strongly about the ability to find humor in literally every situation," says Fraga. "It's a priceless gift and I encourage everyone to lighten up and keep things in their proper perspective. Just like in hockey, there's a time for a free flowing game, and there's a time to drop the gloves. The trick is to know the difference." •

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