

Maximillian J. Bodoïn

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Max Bodoïn focuses his practice on technology transactions, intellectual property licensing, electric vehicle (EV) charging systems, transportation and cutting-edge information technology (IT) solutions. He advises clients in a variety of industries, including technology, electronics, transportation, automotive, healthcare, manufacturing, energy, insurance, hospitality, professional services, education, retail, finance and real estate.

Max also has decades of experience advising public transit industry clients on procuring technology solutions, rolling stock and operational services.

Technology Transactions & Intellectual Property Licensing

Max drafts and negotiates agreements and supports clients in all aspects of technology and IP transactions, including software development and commercialization, IT outsourcing, inbound and outbound IP licensing, joint development and collaboration relationships, reseller arrangements, software-as-a-service offerings, technology procurements, customer-facing agreements and commercializing new technology and product offerings.

Transportation

Max represents several of the largest public transit agencies in North America on procuring technology, rolling stock, operational services and operations and maintenance services. His experience includes preparing contract terms and technical specifications for public procurements for fare payment systems, advertising technology, ERP platforms, automatic vehicle location and real-time schedule solutions for paratransit operations, rolling stock and operations and maintenance services. Max also supports public transit agencies throughout the procurement process itself, including by negotiating with multiple proposers and advising on compliance with U.S. Department of Transportation (DOT) and Federal Transit Administration (FTA) regulations, and state and local procurement laws and regulations.

In addition, Max represents private entities that support public transit in North America, advising them on their participation in public procurements, including reviewing

Capabilities

- Advertising & Digital Media
- Commercial Contracts & Transactions
- FinTech & Blockchain Technology
- Government Contracts
- Health Care Technology
- InsurTech
- Licensing & Transactions
- Technology
- Technology Transactions
- Transportation & Logistics

procurement documents to help evaluate legal and business risk, preparing questions and requests for clarification and negotiating contract terms with public transit agencies.

Electric Vehicle Charging Systems

Max advises clients on the development and commercialization of electric vehicle (EV) charging systems throughout North America, including: (i) assisting providers develop go-to-market strategies for new EV offerings, including traditional hardware acquisition, charging-as-a-service (CaaS), depot-as-a-service (DaaS), energy-as-a-service (EaaS), and fleet solutions; and (ii) preparing and negotiating contracts for entire turnkey solutions involving engineering, procurement, construction, payment processing, low carbon fuel standard (LCFS) credits, management and operation software, and ongoing operations and maintenance and services for EV charging systems. He also represents clients acquiring EV charging systems, providing counsel on deployment strategies and negotiating various contracts with EV charging system providers.

Education

- Boston College Law School (J.D., *with honors*)
 - Boston College Third World Law Journal, Articles Editor
- University of Pittsburgh (B.S. & B.Phil, *summa cum laude*)

Bar Admissions

- Massachusetts

Court Admissions

- All State Courts in Massachusetts
- U.S. District Court, District of Massachusetts
- U.S. District Court, District of Colorado

Memberships

- American Public Transportation Association
- Boston Bar Association
- American Bar Association
- IP Licensing Committee, Intellectual Property Owners Association
- Boston Center for Community and Justice, LeadBoston

Recognition

- Named a “Rising Star” by Massachusetts *Super Lawyers* magazine, 2008

Matters

Technology Transactions & Intellectual Property Licensing

- Represented a Fortune 100 energy company in connection with its procurement of a new enterprise resource planning (ERP) platform from Oracle. The representation involved two separate vendors and contracts, including: (i) the contract for the ERP platform implementation, which required extensive retrofitting of older systems to

allow legacy solutions and data integration with the new platform; and (ii) the ERP platform itself.

- Represented a major medical device manufacturer in connection with procuring and implementing an ERP platform from SAP. The representation involved drafting and negotiating multiple contracts to support the manufacturer's deployment of the new ERP platform in facilities operating in over sixty (60) countries, each with unique challenges and business rules, including negotiating a complex, multi-jurisdictional implementation services agreement with Deloitte.
- Represented a major U.S. casino in connection with its development of a new gaming facility. The representation included negotiating a significant number of technology-related contracts necessary to support all operations associated with the new casino, including back-end IT infrastructure, payment processing, telecommunications and customer-facing solutions.
- Served as the lead for a multi-year team secondment at a Fortune Global 10 company to support its global technology and IP group. The secondment involved acting as lead counsel on transactions involving joint IP development agreements, patent and software assignments, exclusive and non-exclusive IP licensing agreements and services agreements.
- Represented a privately held international property management company in connection with a contract for the outsourcing of various software solutions used for property management, marketing and leasing services for several hundred-thousands of residents. Key considerations included the development of bespoke functionality with associated testing and acceptance processes, service level agreements, support and maintenance obligations and information security and privacy requirements.
- Represented a global furniture retailer in licensing an inventory management solution for use across the client's retail stores throughout the United States.
- Represented a Fortune 500 food and beverage company in negotiating a contract for the annual manufacturing and delivery of billions of cans for use in consumer food products.
- Represented a leading international manufacturer of toys and games in connection with a widely publicized licensing transaction with an online social gaming service provider.
- Represented a privately held insurance broker in developing and licensing a proprietary software product for use in the aviation industry in connection with compliance with various Federal Aviation Authority (FAA) guidelines for safety management software.
- Represented a Fortune 50 retail client in licensing a dynamic discount solution used to manage the timing of payment to suppliers in order to realize discounts associated with prompt payment. The client's savings surpassed \$35 million in its first year of implementation.
- Represented a major U.S. liberal arts college in connection with its procurement of an ERP solution provided by Workday. The representation included negotiating various contracts with Workday, IBM and other providers involving the platform itself, implementation and migration support and other ancillary services.

Transportation

- Represented the Metropolitan Transportation Authority (MTA) in connection with its procurement of a new fare payment system (OMNY) to replace its existing MetroCard System. OMNY is intended to be used in connection with fare payment through multiple MTA agencies, including New York City Transit Authority, MTA Bus Company, Metro-North Railroad and Long Island Rail Road. The representation involved preparing the contract governing the development, implementation and ongoing operation of OMNY, including structures to address back-end IT systems, public-facing devices used to access the various transit modes, IP rights, the

treatment of ridership information, IT support and hosting and maintenance for OMNY. The representation also involved preparing extensive revisions to the technical specifications, analyzing and responding to proposer questions, participating in multiple rounds of negotiations, assisting in proposal evaluations, preparing and providing detailed summary updates to key decision makers and providing general guidance on the overall procurement process and associated strategies.

- Represented a major metropolitan public transportation authority in connection with a procurement for its New Electronic Payments Program. The transaction concerned the development, implementation and maintenance of a standards-based, customer-centric fare payment system for the agency's system, with interfaces to surrounding regional transportation authorities.
- Represented the MTA in connection with its public-private partnership procurement for a concessionaire to replace the MTA's existing static advertising inventory with digital screens throughout significant portions of the MTA's facilities and vehicles, including the subway, commuter rail and bus system and to otherwise sell and manage the MTA's advertising inventory. The advertising inventory is valued at more than \$3 billion during the term of the contract.
- Represented a public transportation authority in a multi-billion dollar procurement of a fleet of rolling stock. The representation involved developing contract terms and conditions consistent with industry best practices that address the evolution of new technology used in modern rolling stock, price escalation, resolution of fleet defects, warranty terms, delivery and acceptance, and the security instrument package, and supporting the authority throughout the entire procurement process, including proposal evaluation, proposer negotiations and contract execution.
- Represented multiple transportation agencies in connection with consolidating, rationalizing and modernizing standard contract terms for small and large purchases. The engagements involved analyzing and revising agency standard contract terms to bring them into compliance with applicable law and current industry best practices and to ensure that they otherwise address agency concerns without increasing Proposer pricing due to improper risk allocation. This effort shortened the procurement process by minimizing negotiations, streamlined subsequent contract management, and created uniformity among agency contracts in key areas such as data usage rights, information security, IP rights, testing and acceptance, payment terms, limits of liability and other similar issues.
- Represented a public transit agency in connection with securing an entity to operate and maintain its commuter rail system in a \$4.25 billion procurement. The representation involved developing an innovative procurement process, working with the agency and various consultants to develop the 750-plus page Request for Proposals and operating agreement, which covered every aspect of operating and maintaining the agency's commuter rail system and overseeing the procurement process.
- Represented the Puerto Rico Integrated Transit Authority (PRITA) in connection with its procurement of an operations and maintenance contractor to support fixed route bus service throughout the San Juan Metropolitan Area. The representation involved developing the Request for Proposals (RFP) and the draft O&M contract as well as supporting the proposal review and selection process.
- Represented a major bus operations and maintenance provider in connection with its participation in public procurements. The representations entailed analyzing various solicitation documents to identify any key legal and business issues that the entity should review when determining whether to submit a proposal and negotiating contract terms with the awarding authorities. Representations include solicitations in California, Texas, Washington, D.C., Maryland, Indiana, Arizona, Georgia, North Carolina and Florida.
- Represented multiple agencies in connection with the development of mobile device

solutions to facilitate purchasing fare media, mobile ticketing, planning trips and accessing account information via mobile applications.

Electric Vehicle Charging Systems

- Represented a Global Fortune 10 company in connection with its establishment and deployment of one of the largest EV charging networks globally. The representation involved developing template contract terms governing the entire turnkey solution, including the site assessments and engineering services, hardware selection and procurement, equipment installation, operations and management software licensing, payment processing services, LCFS credit capture, long-term operations and maintenance services and end user customer agreements. The representation also involved serving as lead counsel in negotiations of the prepared contract terms with over thirty customers, including numerous Fortune 100 customers and covering various deployment models, including traditional asset ownership, charging-as-a-service, depot-as-a-service, energy-as-a-service and fleet charging.
- Partnered with a client to develop and deploy a bespoke contract model and terms governing the exchange of data via the open charge point interface (OCPI) protocol among competing charge point operators CPOs and e-mobility service providers (EMSPs) to better ensure that EV drivers have a seamless experience when accessing different charging networks. The contract addressed key issues, including the charging station availability and performance metrics, the exchange of driver data, charging session authorizations and payment reconciliation among CPOs and EMSPs.
- Represented a major EV charging system provider in developing and negotiating software-as-a-service agreements for the provision of real-time charging station information to multiple automobile manufacturers for their use in populating data in their EV in-dash software systems.
- Represented a major energy provider to develop a consortium of multiple automobile manufacturers in connection with the development and deployment of an EV charging network throughout the United States. The engagement involved working with the energy provider and various automobile manufacturers to develop a business strategy and contract terms governing the design, development, procurement, deployment, management and ongoing operation of the EV charging network.
- Represented an international hotel provider negotiate multiple agreements with EV charging system providers for the procurement, installation and ongoing support of EV charging systems at various hotel properties throughout the United States.
- Represented a Fortune 500 energy company in connection with its procurement, installation and maintenance of EV charging systems at various locations in the Northeastern United States.