



Carmalita "CC" Carletos-Drayton

Shareholder

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CC Drayton concentrates her practice in transactional and regulatory matters involving government entities. She has extensive experience in government contracting, economic development, commercial real estate, environmental, zoning and land use matters.

Ms. Drayton primarily represents government entities and corporations that interact with government entities. As a member of the Firm's Real Estate Group, she focuses on commercial real estate transactions involving purchase and sale agreements, development agreements, and ground leases. She often handles economic development matters related to "PILOT" (payment-in-lieu-of taxes) transactions and local and state government incentives. Her environmental law practice has an emphasis on Brownfield Agreements, and she regularly handles regulatory environmental compliance matters involving EPA Region IV and the Tennessee Department of Environment and Conservation (TDEC) for public entities and private corporations. Ms. Drayton also represents telecommunications industry clients and often appears before municipal boards and commissions on land use and zoning matters. She has extensive experience with government contracting, including handling procurement matters, bid protests, and the drafting and negotiating of government related contracts, such as public-private partnership agreements.

Prior to joining Baker Donelson, Ms. Drayton served as the senior assistant city attorney for the City of Memphis. During her 14-year tenure in the City's Law Division, she was responsible for managing the transactional department for all municipal matters, with a focus on government contracting, environmental transactions, public finance (serving as in-house disclosure counsel), grants compliance and administration, and regulatory compliance matters. Ms. Drayton was responsible for the draft and review of municipal ordinances and resolutions, and she also served as in-house counsel assigned to the Board of Adjustment, Landmarks Commission, Land Use Control Board, and Office of Planning and Development.

Ms. Drayton has prior experience in private practice, having litigated a variety of civil matters in federal and state courts, including commercial and employment lawsuits for national and midsize companies.

Ms. Drayton is a member of Baker Donelson's Board of Directors.

Representative Matters

- Represented an original equipment manufacturer (OEM) in the successful negotiation of facility subleases with supply chain vendors related to the operation of automotive manufacturing, distribution, and warehouse facilities to be located on a multibillion-dollar, six square mile industrial park.
- Assisted an international foreign company in the successful negotiation of economic development, site development, and related agreements associated with a \$3 billion electric vehicle (EV) battery manufacturing facility.
- Represented a major municipality in litigation concerning an interjurisdictional sewer services agreement in federal court and successfully obtained declaratory judgment in favor of the municipality.
- Represented a county public school district in the successful negotiation of operating and transfer agreements to municipal school districts resulting from the involuntary transfer of land required under a newly adopted state law. Also, assisted a county public school district with the draft and negotiation

of purchase and sale agreements associated with the construction of new school facilities required pursuant to the operating and transfer agreements.

- Represented a municipality during the successful negotiation of a \$2.5 million consent decree with the Department of Justice, Region IV of the United States Environmental Protection Agency (EPA), and Tennessee Department of Environment and Conservation (TDEC) for alleged violations of the Clean Water Act related to sanitary sewer overflows. Resulted in one of the lowest settlements in the state of Tennessee and EPA's Region IV.
- Served as legal project manager for all contract procurement required for implementation and compliance with an environmental consent decree based upon an estimated \$253 million to be incurred by the client in project expenditures. Procurement included negotiating and drafting of project management and construction management-at-risk agreements.
- Represented a pretreatment program in the regulation and monitoring of industrial discharges to wastewater treatment plants.
- Represented a client in enforcement actions related to a violation of a municipal storm water ordinance, pre-treatment program and sewer use ordinance.
- Represented a municipality in negotiations and appeals to TDEC regarding proposed NPDES permits to be issued for operation of wastewater treatment plants.
- Successfully negotiated the procurement of a new parking meter system for a major municipal entity.
- Successfully negotiated the procurement contracts and public finance agreements for the implementation and expanded use of red light and speed camera enforcement systems for a major municipal entity.
- Successfully negotiated an almost \$20 million incentives package for a public Fortune 500 company.
- Represented an international heat exchanger manufacturing company based in China in negotiation of incentives package totaling more than \$3 million in PILOT incentives and grant funds.
- Represented a privately held ecommerce company based in China with negotiation of PILOT and secured incentives in excess of \$1.7 million.
- Represented a global medical device manufacturing company and secured PILOT incentives in excess of \$1.9 million.
- Represented wireless telecommunications clients and cell tower companies successfully before municipal zoning and land use control boards.



Professional Honors & Activities

- Listed in *The Best Lawyers in America*[®] for Real Estate Law (2024, 2025)
- Named to Lawyers of Color's Wonderful Women inaugural list (2023)
- Named to *Memphis Business Journal's* Best of the Bar (2021)
- Named to *Memphis Business Journal's* Super Women in Business (2018)
- Member – Memphis Bar Association, Leadership Forum Graduate
- Member – American Bar Association
- Fellow – Memphis Bar Foundation
- Co-Chair Retention Committee – Baker Donelson Women's Initiative Committee
- Recruiting Committee – Baker Donelson



Publications

- "Baker's Dozen: How Do You Take a Breath?," *Women's Initiative Newsletter* (September 2020)



Speaking Engagements

- "How to Best Position Your Company's Interest: Negotiating Subcontract Agreements," PTAC – Federal Subcontractor Seminar Series, Memphis, Tennessee (May 2018)

- "Scaling M/WBES Through Bona Fide Minority-Majority Partnerships," The MMBC Continuum 2017 Economic Development Forum (June 2017)
- "Contracting with City Government," City of Memphis Risk Management Conference, Memphis, Tennessee (May 2015)
- "Environmental Issues Facing Local Governments," International Municipal Lawyer's Association Conference, Baltimore, Maryland (September 2014)



Education

- Thurgood Marshall School of Law, J.D., 1999, cum laude
 - *Thurgood Marshall Law Review*
- University of Memphis, B.A. in Political Science, 1996



Admissions

- Tennessee, 1999