



pillsbury

The New Normal: Legal Considerations and Strategies from GCs on the Frontline

May 13, 2020

GENERAL COUNSEL FORUM

GENERAL COUNSEL FORUM

Co-Chairs



Craig Chason

Corporate/M&A Partner
Pillsbury

+1.703.770.7947

craig.chason@pillsburylaw.com



Ellen Grady

Corporate/M&A Senior Counsel
Pillsbury

+1.703.770.7551

ellen.grady@pillsburylaw.com

GENERAL COUNSEL FORUM

Speakers

Moderator



Ellen Grady
Corporate/M&A
Senior Counsel,
Pillsbury

Panelists



Jon Brooks
Chief Legal Officer
and SVP, Corporate
Development,
Dovel Technologies



Jerry Howe
EVP and General
Counsel, Leidos



Zak Mahshie
General Counsel and
EVP of Compliance,
Excella



Jim Winner
EVP, Chief Legal Officer,
General Counsel and
Secretary, Peraton

GENERAL COUNSEL FORUM

Key Takeaways

- Many of the legal issues being addressed by in-house counsel teams are novel, and the laws and regulations governing those issues may not yet exist, may be ill-defined or may change, with retroactive effect.
- General counsel and in-house legal teams are providing definitive legal answers to their operations and executive teams, but also offering leadership and positive direction for their companies.
- Companies have been using multi-disciplinary teams comprised of executives, human resource professionals, legal, IT, security and regional operations employees to address COVID-19 concerns.
- The future of on-site business operations is impossible to predict, but in-house legal teams expect employees who are working remotely effectively to continue to do so for the foreseeable future.
- Expect change. The COVID-19 legal situation is continuing to evolve.

GENERAL COUNSEL FORUM

Who We Are



Craig E. Chason

Corporate/M&A Partner
Pillsbury

“Super smart, very prepared and a tough negotiator” —*Chambers*

Craig Chason, leader of Pillsbury’s Northern Virginia Office Corporate practice, advises principally in the areas of mergers and acquisitions, governance, and corporate finance for clients in the government and health care IT, defense and aerospace sectors.

Craig has extensive experience in mergers and acquisitions, private equity and venture capital financings, corporate governance and securities offerings. His M&A practice includes advising a broad range of private and public companies and private equity groups in buy-side and sell-side engagements, consolidation strategies, auction sales, divestitures and financings. Craig represents companies in strategic transactions across various industry sectors, including aerospace, defense and government services, health care/biotech, media, software/IT, energy and critical infrastructure.

GENERAL COUNSEL FORUM

Who We Are



Ellen Grady

Corporate/M&A Senior Counsel
Pillsbury

Ellen Grady advises public, private and nonprofit entities on corporate transactions, principally mergers and acquisitions, joint ventures, venture capital and private equity transactions, securities offerings, and corporate governance.

Ellen has extensive corporate transactional experience advising companies in M&A transactions, private equity and venture capital financings, securities law compliance and public and private offerings, and corporate governance. Ellen regularly represents emerging companies on a wide variety of legal matters from formation through exit, particularly equity financings. Ellen works with clients across a wide range of industry sectors, including defense and government services, health care and healthcare IT, and software and technology. Ellen has extensive experience advising Boards of Directors on corporate governance matters, including working with public company boards, and has also structured joint ventures to invest in real estate projects located in “qualified opportunity zones,” including compliance with federal securities law issues.

GENERAL COUNSEL FORUM

Who We Are



Jon Brooks

Chief Legal Officer and SVP
Dovel Technologies

Jon Brooks leads the company's legal, compliance, contracts and procurement functions, as well as drives the company's corporate development efforts to accelerate growth through M&A and other strategic transactions. He brings 20 years of transactional, legal, and compliance experience to this role.

Prior to joining Dovel, Brooks served as Vice President, Mergers and Acquisitions, and Deputy General Counsel for Engility Holdings, Inc. (NYSE:EGL). In this role he successfully led multiple transactions including Engility's sale to Science Applications International Corporation (NYSE: SAIC), valued at over \$2 billion, as well as the acquisitions of TASC, Inc. and Dynamics Research Corporation. Before Engility, Brooks was a legal and compliance executive at OSI Pharmaceuticals, Inc., a biotechnology company that was sold to Astellas Pharmaceuticals in a transaction valued at approximately \$4 billion.

Brooks received his Bachelor's degree from Harvard University, and his law degree from Boston College. Brooks is involved in a number of charitable activities, including his service on the board of directors of Byte Back, a DC-area non-profit, and as alumni board member of Boston College Law School.

GENERAL COUNSEL FORUM

Who We Are



Jerry Howe

EVP and General Counsel
Leidos

Jerald S. Howe, Jr. is a Leidos executive vice president and the company's general counsel. Howe has responsibility for legal, contracts, corporate governance, environmental health and safety, and administrative oversight of the ethics and compliance and internal audit functions. He joined Leidos in July 2017 after serving as partner at Fried, Frank, Harris, Shriver & Jacobson LLP (Fried Frank) where he was a member of the firm's government contracts, mergers and acquisitions (M&A), and aerospace and defense practices.

Howe is an accomplished leader who has demonstrated solid ethics and integrity throughout his nearly 35 years of experience advising and representing clients (including Leidos) in government contracts litigation, investigations, and bid protests as well as in M&A and private equity transactions. His experience includes the aerospace, defense, intelligence, and government services sectors.

Before joining Fried Frank, Howe was the senior vice president and general counsel at TASC, a leading aerospace and defense company. In this position, he oversaw the company's legal affairs, corporate development and M&A, ethics and compliance programs, government relations, and security. Previously, he was owner and principal of InSequitur LLC, a consulting firm, and executive vice president of the Olive Group. Howe also served as senior vice president and general counsel of Veridian Corporation, a publicly traded company that served the intelligence community, military, and homeland defense agencies.

GENERAL COUNSEL FORUM

Who We Are



Zak Mahshie

General Counsel
and EVP of Compliance
Excella

Zak Mahshie is General Counsel and EVP of Compliance at Excella, Inc. – the leading agile software development firm in the DC area. He provides strategic guidance to the Board of Directors and the executive team on M&A, litigation, employment, contracts negotiation/management, federal contracting, corporate governance, and compliance matters. Zak also oversees the strategy and operations of several non-legal functions, including Facilities, IT, Security, and Quality Management.

Prior to his career as in-house counsel, Zak graduated from Boston College with a degree in Computer Science and served in various roles in consulting firms from developer to manager, giving him a unique perspective on the technology professional services industry.

He received his JD from the George Mason Scalia Law School magna cum laude, where he was an editor of the George Mason Law Review.

GENERAL COUNSEL FORUM

Who We Are



Jim Winner

EVP, Chief Legal Officer,
General Counsel and Secretary
Peraton

Jim comes from GardaWorld Federal Services, where he was CLO, general counsel and secretary. Jim previously worked as a corporate director and assistant general counsel at Northrop Grumman, where he was lead operations counsel for Northrop Grumman's cyber intelligence, civil solutions and information security lines of business. Earlier, he served in legal, contracts and procurement executive leadership roles for Exelis and ITT Corporation. He also practiced law with Barnes & Thornburg LLP, and worked as in-house counsel for Rolls-Royce Corporation and Cummins Inc.

Prior to joining the private sector, Jim honorably served as an Air Force Judge Advocate and Systems Acquisition Officer. Jim worked across multiple legal disciplines, including trial and appellate litigation, and began his active duty career at the Space and Missile Systems Center as a systems acquisition officer, where he supported major U.S. government satellite and space launch programs. His other military assignments included Deputy Staff Judge Advocate, Holloman Air Force Base, NM; Appellate Defense Counsel, Bolling Air Force Base, Washington, DC; Senior Area Defense Counsel, Keesler Air Force Base, MS; and Assistant Staff Judge Advocate, Keesler Air Force Base, MS.

Jim is a distinguished graduate of the U.S. Air Force Academy and Loyola Law School, Los Angeles, and is licensed to practice law in California, Colorado, Virginia, and Washington, D.C. Jim is a board member of the Northern Virginia Chamber of Commerce and was named the 2016 National Capital Region Outstanding Chief Legal Officer by the Association of Corporate Counsel.

GENERAL COUNSEL FORUM

Steering Committee



Julie Bowen

SVP for Strategic Engagements,
General Counsel and Corporate
Secretary, MITRE



Jon Brooks

Chief Legal Officer and SVP,
Corporate Development,
Dovel Technologies



Craig Chason

Corporate/M&A Partner,
Pillsbury



Spiro Fotopoulos

General Counsel, Cognosante



Ellen Grady

Corporate/M&A Senior Counsel,
Pillsbury



Jerry Howe

EVP and General Counsel,
Leidos



Zak Mahshie

General Counsel and EVP of
Compliance, Excella



Michele St. Mary

Vice President, General Counsel –
Communication Systems,
L3Harris Technologies



Chris Schehr

EVP, Secretary, General
Counsel and Corporate
Secretary, DCS Corporation



Jim Winner

EVP, Chief Legal Officer,
General Counsel and
Secretary, Peraton



Grant Thornton

pillsbury

GENERAL COUNSEL FORUM

General Counsel Forum

If you have any questions about how COVID-19 impacts you or your business, or the Pillsbury General Counsel Forum, please contact us.

Craig Chason craig.chason@pillsburylaw.com

Ellen Grady ellen.grady@pillsburylaw.com