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Christina Whittaker: Moving to Another Industry Disruptor

■ By KEVIN COSTELLOE

IRVINE — **Christina Whittaker**, who made her mark at data analytics powerhouse **Alteryx**, is about to embark on a new challenge with another industry disruptor. Later this month, she'll be joining **DoorDash**, the nation's No. 1 food delivery provider. For Whittaker, the leap feels natural as both companies are driven by innovative spirit.

"Much like Alteryx, DoorDash is an innovator in its space," she told the Business Journal. "They are moving fast, trying new things, developing new technologies. It's all very exciting."

Whittaker, a lawyer specializing in U.S. Securities and Exchange Commission (SEC) matters, also points out the two technology firms operate in very different fields.

She won the Rising Star award at the Business Journal's **General Counsel Awards** honorees presentation last November when she was vice president, corporate legal at Alteryx. She has since left the company and will be starting a new position Oct. 21 as associate general counsel, corporate securities at DoorDash.

While at Alteryx, she helped the company go public as it climbed the ranks of Orange County's most sought-after companies. It became a darling of investors as it popped over the \$10 billion market cap for a time.

Stock Falls, Then PE Buy

Private equity firms **Clearlake Capital Group** and **Insight Partners** last December announced a deal to buy Alteryx for \$4.4 billion, factoring in about \$1 billion in debt, after its phenomenal growth had started to fade.



Christina Whittaker
Associate General Counsel,
Corporate Securities
DoorDash

With Alteryx back in private hands as of March, Whittaker may not have found much more room for rising given her legal expertise.

"The core of my practice is really the public company work, doing the SEC reporting and analyzing SEC rules and stock exchange rules and regulations, and things like that," Whittaker said.

She also oversaw other matters at Alteryx, including mergers and acquisitions, stock administration, corporate governance and compliance.

At Alteryx, she had "robust discussions" with the product team, the sales team and the information security team to be able to advise across the business.

Whittaker is a graduate of **UCLA Law**

School and was a lawyer with Los Angeles-founded law firm **O'Melveny & Myers** from 2010 until 2016. She left the firm to join Alteryx.

'Congrats, Christina!'

And what does she imagine if she had stayed at Alteryx?

"I don't think that I would have had quite the momentum that I had before when we were working very closely together on a quarterly basis," she said of her former colleagues at Alteryx.

"I did find that I missed that core practice, my public company work."

After the sale of Alteryx, Whittaker stayed to clean up various legal matters she handled for the company, co-founded by OC super-

entrepreneur **Dean Stoecker**.

She left Alteryx in September after nearly eight years.

Stoecker himself congratulated her on her move to San Francisco-based DoorDash (Nasdaq: DASH).

"Congrats Christina! You are the best," he commented on her **LinkedIn** page.

Libby Duane Adams, another Alteryx co-founder, wrote: "Congratulations Christina Whittaker and well deserved! Thank you for all you do for our customers and our amazing Alteryx TEAM!!!"

Whittaker appreciates all the various positive comments.

"They all are very supportive. They understand the journey of someone who does public company work," she said.

Alteryx itself has moved its headquarters back to the more modest **Park Place** office complex near **John Wayne Airport** in Irvine, from its palatial space in **Spectrum Terrace**.

Remote Work for DoorDash

"It will be a little bit of a more narrow scope than what I had at Alteryx. But it will be around the topics that I really enjoy doing as part of my practice," she said of her new post at DoorDash.

"I'm very excited about it."

She will be working remotely from Orange County, with regular visits to company headquarters in San Francisco. She lives in Lake Forest with her family.

While DoorDash is best known for delivering restaurant meals and groceries, the third-party delivery provider also facilitates the delivery of pet supplies, gifts and flowers. ■

Jason Weintraub: Protecting Jacuzzi Innovations

■ By NANCY LUNA

IRVINE — As the top legal mind at **Jacuzzi Group**, **Jason Weintraub**'s main job is to fiercely protect the company's trademark hot tubs with their signature rounded edges.

So, when co-workers spotted a knockoff of the brand's most popular tub — the **J-300 Collection** — at a conference in Europe, they immediately notified him.

"A competitor ripped off the design," Weintraub told the Business Journal.

Jacuzzi sued the rival company, which Weintraub declined to disclose, in the U.S. and Europe. Litigating in court could have taken three years, he estimates. But his team settled in three months, saving the company thousands in legal costs this year.

"I always say our best results as a company are when our various departments collaborate and work together," Weintraub said.

Weintraub was honored last year at the Business Journal's **General Counsel Awards** for his work in the Private Company category.

In August, he was promoted to chief legal and administrative officer. He handles everything from mergers and acquisitions to trademark infringement. Under his leadership, Jacuzzi's infringement detection system was overhauled with third-party software. This year, his actions for protecting the brand have brought the number of cease and desists down from 1,500 to 2,000 per month to 1,100 per month this year. Nearly all the notices are done autonomously. This year, he implemented artificial intelligence tools to



Jason Weintraub
Chief Legal and Administrative Officer
Jacuzzi Group

find infringements more efficiently.

The lower cease and desist letters are "good because it means our efforts have been successful, and it is starting to get harder to find misuses of our mark," he told the Business Journal.

Managed 100 Pending Lawsuits

Weintraub, an Orange County native, developed an interest in law early, participating in mock trials and debate in high school. He earned a political science degree from **Stanford University** in 1996. Five years later, he earned his J.D. from **University of California, Berkeley**.

He's worked at various firms and corporate brands throughout his career, specializing early on in intellectual property issues and contracts. As the sole attorney at Irvine-based construction company **DRI Companies**, he managed 100 pending

lawsuits and reduced legal expenses by 80%. In 2009, he joined **Broadcom**, continuing his cost-cutting strategies. Weintraub then moved to Irvine-based **Taco Bell**, where he expanded his role to include international business affairs, helping the brand grow globally.

How did he make the jump from fast food to hot tubs?

Such a change isn't as difficult as one might expect, he said.

"Contracts are contracts and employee issues are employee issues, right?" he said. "Understanding how to read regulations and interpret what your compliance obligations are — good lawyers can do that whatever industry you're in. So, I feel as a lawyer, my skills are a bit more easily transferable among industries."

At Jacuzzi, Weintraub has driven \$250 million in revenue through M&A deals, including the acquisition of **Vortex Leisure**

and **Baths for Less**. The latter purchase marked Jacuzzi's entry into the bath remodel business.

Jacuzzi Debuts New Hot Tub Innovations

This year, his team's been busy writing patents for Jacuzzi's latest innovations, including hot tubs and saunas that use infrared and red-light therapy and a new water purification system.

"This was a real year for innovation for us," he said.

Jacuzzi True Water is an oxygen nanobubble system that results in water that has up to 50% to 75% less chlorine than drinking water.

The True system is "a revolutionary new way to clean the water in a hot tub," Weintraub said.

The system, which soft launched in early September, is already garnering huge demand from Jacuzzi dealers.

"We sell almost all of our products to dealers who then sell them on to consumers," he said. "Our dealers couldn't get enough. They sold them as fast as they got them. Consumers are really responding to the look and feel of the water."

The new product is already earning recognition. In late September, the True system nabbed a **2024 Octane High Tech** nomination for the category "Consumer Product Innovation." Octane is a Newport Beach accelerator for tech and medtech startups. The nomination underscored how the True system "feels like a game changer in our industry," Weintraub said. ■



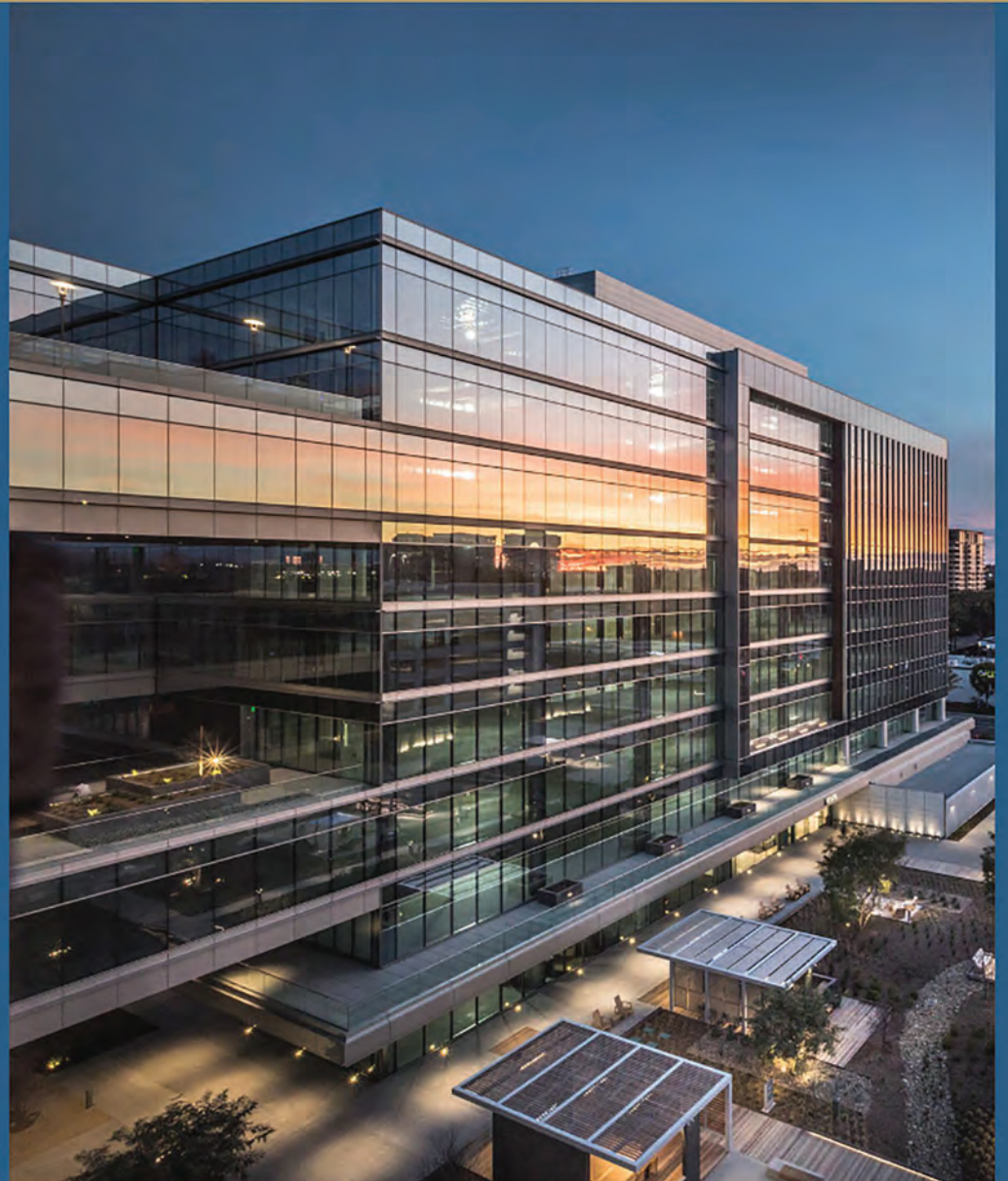
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Ryan Lindsey: Less Litigation, More Science

■ By PARIMAL M. ROHIT

IRVINE — **Ryan Lindsey** oversees multiple aspects of the law at **Edwards Lifesciences Corp.** — from writing contracts to protecting the firm's intellectual property.

The in-house attorney, who is a vice president surgical team lead for Irvine-based Edwards, earned a Business Journal **General Counsel Award** in the Specialty Counsel category in 2023.

We caught up with him to see how life at Edwards has changed this past year. One of the biggest legal transactions he worked on was the company's sale of its Critical Care unit to **Becton, Dickinson and Co.** for \$4.2 billion, which was completed in September. From there, he's made a shift in priorities.

"We've undergone changes and sold one of our business units," Lindsey told the Business Journal. "It's been a lot of work at the company to manage the change. My job has shifted a little bit, to mostly focus on



Ryan Lindsey
Vice President Surgical Team Lead
Edwards Lifesciences Corp.

being the lead lawyer for one of the remaining business units, which is our surgical business unit."

In his day-to-day role, he touches on multiple aspects of the law, such as IP, contracts and regulatory filings. Lindsey doesn't oversee as much litigation as he previously did prior to his company's business shift.

"I'm really deeply embedded in the business," Lindsey said, adding that he acts as an advisor with a legal lens.

Focusing on the transactional side of Edwards' business separates Lindsey from his colleagues in the most beneficial way possible, he told the Business Journal.

"I wake up every morning because of the company's mission to serve patients. It's a very personal thing for me," Lindsey said. "Edwards' slogan is, 'patients first,' and we really do live that. To be able to enable stuff with my education and experience, to get a contract to a hospital so we can bring innovative products that help save patients' lives is a pretty unique thing in the legal industry to be able to do that."

He's No Trojan Horse

Lindsey left the small town he grew up in just south of Portland and moved to South-

ern California, where he earned his bachelor's and Master of Arts in biology from **Occidental College**. Lindsey later earned his law degree in 2004 as a Trojan from the **University of Southern California's** Gould School of Law.

The combination of two biology degrees and legal education gave Lindsey the tools he needed to understand complex science areas while practicing law.

Lindsey had experience in patent litigation prior to joining Edwards. He split his time overseeing litigation and transactional cases at Edwards before transitioning away from trial work and focusing almost exclusively on his company's science-themed mission.

Lindsey's recognition last year was the second straight annual General Counsel award for a lawyer at Edwards, Orange County's largest medical device maker with a \$41 billion market cap (NYSE: EW). Linda Park, Edwards' associate general counsel, won the award in 2022. ■

Hyundai's In-House Legal Team: Finds Synergies

■ By EMILY SANTIAGO-MOLINA

FOUNTAIN VALLEY — **Hyundai Motor Co.**'s recently revealed collaborations are targeting the future of the automaker's vehicle development, starting with its 2025 all-electric **Ioniq 5 SUV**.

In mid-September, the Seoul-based automaker, whose North American division is based in Fountain Valley, entered into an agreement with **General Motors** (NYSE: GM) to explore possible collaborations on future vehicles and technology. A few weeks later, Hyundai announced a multiyear partnership with technology firm **Waymo**, who will provide its sixth-generation autonomous driving tech for a dedicated fleet of Ioniq SUVs.

For Hyundai Motor America's in-house legal team, the two projects have been kept "under the surface" for many months, according to Chief Legal Officer **Jason Erb**.

"I think each of these sorts of collaborations and different engagements or agreements ... make sense for the brand and where we are headed for potentially more technology in our



Jason Erb
Chief Legal Officer
Hyundai Motor North America

vehicles," Erb told the Business Journal.

He referred to the joint venture with GM as a "kickoff" to looking for "potential synergies."

"We worked on that as primary lawyers for the Hyundai side of the equation. It's an exciting project that we're still working at," Erb said. "We're working on a more formal agreement around some of those synergies.

Now, we roll up our sleeves and figure out what kind of projects are appropriate for collaboration."

Collaborating with Waymo was another strategic partnership Erb said his team helped bring together. He said both agreements were part of Hyundai's work in helping the automotive industry transition from internal combustion to electric.

"They're big inflection points for Hyundai as a brand. I think they're important cornerstones of who we try to be and where we're trying to go as an automaker," Erb said. "They're also really, really interesting for the development of our industry."

The legal team, which was honored in the In-House Legal Team category at the Business Journal's **General Counsel Awards** last year, continue to look at and prepare for other business paths Hyundai might want to go down.

"There are some other projects beneath the surface we help support and you just never

know if the two sides are going to reach agreements per se, as these are exploratory type discussions. We try to help the business engage in that process."

Working on \$8B Project

After breaking ground in fall 2022, the **Hyundai Motor Group Metaplot America** (HMGMA) in Georgia is starting production this month.

Hyundai announced in June that the plant would be dedicated to manufacturing the Ioniq 5 and was aiming to start production in the fourth quarter of 2024.

The almost \$8 billion facility, dedicated to mass-producing electric vehicles, has been a top priority for the legal team since the beginning.

Erb described the project as a "baby startup" his team has been working on alongside their regular day job.

"You help it take shape and formalize it, and so forth. Then gradually, you try to give it the right ingredients so that it operationalizes on its own," he said. ■

Paul Dechary: Leading Push into New Markets

■ By YUIKA YOSHIDA

CORONA — **Monster Beverage Corp.** is continuing its push into the adult beverage market.

The Corona-based company, known for its portfolio of energy drinks, debuted a second alcoholic product following the launch of a flavored malt drink called **The Beast Unleashed** last year. Its newest product is a hard tea that comes in four different flavors.

Monster entered the alcoholic beverage category after it acquired craft beer and hard seltzer company **Canarchy Craft Brewery Collective LLC** in February 2022 for \$300 million.

In June, the company completed a \$3 billion Ditch tender offer, resulting in the buy-back of 56 million shares at \$53 apiece.

Leading the 50-person legal team through these product launches and transactions is **Paul Dechary**, who was honored at the Business Journal's **General Counsel Awards** last



Paul Dechary
Executive VP, General Counsel
Monster Beverage Corp.

year in the public company category.

Branching out into alcoholic beverages has come with "all sorts of learning from the legal side," according to Dechary.

"Building that distribution network from the ground up was a big accomplishment," Dechary told the Business Journal.

Dechary's day-to-day consists of manag-

ing all legal matters for the \$48 billion company (Nasdaq: MNST) from corporate governance to over 16,000 registered trademarks in its portfolio.

Over the course of his nearly 17-year career at Monster, Dechary and his team have enjoyed multiple successes in the litigation space, including a win in a 2022 trademark infringement case against **Bang Energy** maker **Vital Pharmaceuticals Inc.**

Annual Fundraising Bike Ride to Cure MS

Team Monster Energy is gearing up for another **Bike MS Bay to Bay Ride**.

Dechary formed a team at the company 16 years ago to help raise money for the **National Multiple Sclerosis (MS) Society**.

The cause is close to his heart; his wife Amy was diagnosed with a debilitating dis-

ease 16 years ago.

"Last year, my wife experienced new disease activity, and we faced the uncertainty of her trying a new medication," Dechary said in a statement to donors.

He and Amy have since received guidance from a new neurologist and the **Pacific South Coast Chapter** of the National MS Society who helped her get effective new medication.

This year, Dechary and more than 50 others will be riding for Team Monster, which includes his 13-year-old daughter **Natalie** for the second year in a row.

The company team raised nearly \$150,000 in last year's bike ride, bringing their 14-year fundraising total to over \$850,000.

They're aiming to break the \$1 million mark this year and have raised \$76,500 out of their \$150,000 goal. Dechary raised almost \$40,000 of the total himself.

The two-day bike ride kicks off Oct. 19 at **Broadcom Inc.**'s local offices in Irvine and concludes in San Diego. ■

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HOW GC'S CAN HELP THE IMPACT OF DIVORCE FOR KEY EMPLOYEES

By Paul Nelson, Esq



Divorce can significantly disrupt the lives of key employees, affecting their work performance, focus, and leadership. For executives and business owners, the demands of a divorce often spill over into the workplace, leading to challenges such as:

- 1. Lost Time:** Divorce proceedings require substantial time for legal meetings and court appearances, pulling key employees away from important work, resulting in delays and missed deadlines.
- 2. Reduced Focus:** The emotional toll of divorce can distract employees, reducing productivity and decision-making capacity, which can harm business operations.
- 3. Leadership Impact:** Personal stress can impair judgment, slowing down business growth and decision-making, affecting teams that rely on their leadership.
- 4. Financial Complications for Business Owners:** Divorce can entangle business assets, causing financial instability and ownership challenges that impact long-term business health.

MINIMIZING THE IMPACT

- 1. Legal Support:** Engaging a skilled family law attorney helps

streamline the divorce process, reducing time away from work and managing legal complexities efficiently.

- 2. Asset Protection:** Prenuptial or postnuptial agreements can protect business assets from division during divorce, safeguarding the company's financial health.

WHAT GC'S CAN DO

- 1. Referrals to Specialists:** General counsel often has connections to experienced family law attorneys who specialize in high-asset divorces and complex financial matters. By leveraging their legal network, general counsel can ensure key employees receive top-notch legal representation.
- 2. Facilitating Confidential Consultations:** General counsel can discreetly arrange meetings between key employees and expert divorce attorneys, ensuring privacy and efficiency in finding the right legal support.
- 3. Protecting Corporate Interests:** A family law attorney with business expertise can help shield company assets from being compromised during divorce proceedings, reducing potential risks to the business.



Paul Nelson is the founder of California firm Nelson Kirkman Family Law Attorneys. Certified by the State Bar of California Board of Legal Specialization in family law, he has extensive courtroom experience and knowledge of California family law, which have helped him build an impressive track record of successful outcomes for a wide range of clients. Paul is rated highly with Super Lawyers,

possesses twenty fivestar ratings with Avvo, and enjoys the highest ranking with Martindale-Hubbell.

Active in the legal community, Paul has published numerous articles

in the *Orange County Business Journal*, *Forbes*, and *Fortune*. He is a member of the Orange County Bar Association, the State Bar of California, and the J. Reuben Clark Law Society. In his free time, Paul volunteers at the Veteran's Legal Institute, working tirelessly to address obstacles keeping our military veterans from the benefits they deserve.

Paul also serves on the board of the William Gray Inn of Court, whose core principle is to promote nationwide legal excellence and ethics. Specializing in complex, high-asset family law proceedings, Paul excels at producing the most favorable outcomes for his many clients, allowing them to get on with their lives—and their business.

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Involve Your Litigation Counsel In Deals Early ... To Minimize Involving Them Later

Inhouse counsel, understandably, prefer to minimize contact with litigation counsel. If a litigator requires consultation, it often means an expensive business risk on the horizon. But consulting with a business litigator before finalizing any material contract can provide insights that safeguard against future disputes and the far greater costs that come with them. As business lawyers who often are called after the deal closed and a predictable dispute has arisen—in real estate transactions, supply contracts, M&A deals, IP transactions, etc.—here are some issues from real-life experience that justify involving litigation counsel on the front-end of commercial transactions.

1. Penalties or Liquidated Damages?

Damages for failing to comply with contract terms are often difficult and expensive to quantify, which often leads parties to including specific amounts owed in the event of a breach to avoid the task of calculating damages. If parties seek to penalize each other for non-compliance, however, they may find themselves with an illegal contract under California law. What makes a negotiated amount of damages into a penalty requires careful consideration of a number of factors that business leads may not consider. Even parties negotiating seven and eight figure contracts have run into protracted litigation over the enforceability of a payment provision in a contract that one side views as liquidated damages and the other views as a penalty. Being on the wrong side of a finding that a clause amounts to an unenforceable penalty could significantly reduce the value of a contract.

The issue of a penalty in a contract can have other unforeseen consequences because it injects an issue of California public policy into an otherwise commercial dispute. Where an issue of public policy exists, it may provide an opportunity to challenge or appeal a binding arbitral award, undermining a party's preference for alternative dispute resolution.

2. Indemnity or Defense?

Even routine vendor and service contracts get held up by seemingly boilerplate indemnity provisions that vendors and service providers require, which may expose the business to greater risk or less protection than intended. For example, business leads may understand the parties' intent when indemnity clauses include carveouts for certain conduct, such as "gross negligence." Courts, however, will not necessarily look to the negotiators to explain what they had in mind if the text of the indemnity provision seems clear—even if the court's understanding of the clause differs from the drafters. Under California law, gross negligence means "the want of even scant care or an extreme departure from the ordinary standard of conduct." Whether negligent conduct meets this heightened standard may seem obvious to the parties, but resolving the issue will ultimately depend on the trier of fact's view after an expensive evidentiary hearing.

When a claim for indemnity arises and whether it includes a duty to defend often become hotly contested. Even where parties intended to exclude negligence or gross negligence from indemnification, a party may assume a duty to defend a claim ultimately excluded from indemnification based on negligence because the complaint artfully pleaded around negligence. The defense obligation may cause a material risk greater than the duty to indemnify.

3. With Whom Are You Doing Business And What Security Are They Providing?

Pay careful attention to the definition of contracting parties. Parties often have non-operating subsidiaries and affiliates enter into contracts to limit liability without the counterparty's recognition of the scope of exposure. If the contracting party is a Trust, are you actually dealing with the Trustee? Parties also sometimes structure security for a debt as a lien on a special-purpose entity rather than the real property the entity owns, which are not one and the same. When a dispute arises, suddenly the party that made representations or warranties or entered into covenants is not the entity who should or could bear liability, or the person with authority to do the deal.

4. Litigation-Driven Implied Terms Can Fill Gaps the Parties Did Not.

An agreement or course of conduct may impose unwritten terms and obligations on the parties. The most well-known example is the implied covenant of good faith and fair dealing, which exists in all contracts. As another, lesser-known example, parties may have formed a joint venture or partnership without expressly agreeing to such a relationship in a written document. Under California law, parties may

even have formed a joint venture when they have a written contract that describes the relationship in other terms. And if a joint venture or partnership exists, the parties owe each other fiduciary duties, the breach of which can lead to punitive damages.

Business units may have a clear understanding of how the parties should operate under a contract when no dispute exists, but they may overlook the risk of silence in a commercial contract. Such risk may not necessarily mean liability, but simply increased litigation costs if a dispute arises. The existence of certain contract language that seems unnecessary may prevent a creative litigator from crafting a complaint that survives a demurrer or motion for judgment on the pleadings, increasing the time and expense of litigation, and the nuisance value of the action.

To give another example, risks of omission can be mitigated by disclaiming or specifying the scope of any intended licenses, or by specifying which if any covenants or clauses survive termination. Asking a litigator well before a deal closes how they might look for openings to impose obligations under a contract not set forth in writing could prevent having to litigate those issues in real time.

5. Choice of Law and Venue

Choice of law and venue provisions may not have the intended effect. For example, Delaware entities based in California may select Delaware law to govern their contracts and a Delaware venue but wind up subject to California law in litigation. Delaware courts applying Delaware law may still apply the law of another state with a greater connection to the parties. California courts may not enforce a venue or choice of law provision that could lead to the application of law at odds with California public policy.

Conclusion

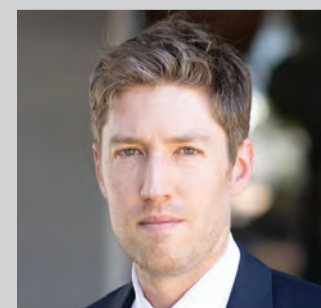
While it may feel counterintuitive for in-house counsel to seek out litigation counsel before a contract is finalized, doing so can serve as a powerful risk management strategy. This proactive approach can save organizations significant time, money, and resources in the long run.

By recognizing the value that litigators bring to the contract process, in-house counsel can foster more resilient business relationships and contribute to the overall health of their organization. Embracing collaboration with litigation experts is not merely an expense—it's an investment in safeguarding the future of the business.

Nathan Carle, a partner at Katz Ruby & Carle, specializes in business litigation with a focus on control fights and business separations, and commercial real estate disputes. He graduated Columbia Law School and was a Harlan Fiske Stone Scholar. Carle began his career practicing financial services litigation and government investigations at international law firms in New York.



Byron Ruby, a partner at Katz Ruby & Carle, specializes in intellectual property, First Amendment and business litigation. He graduated Harvard Law School with Latin Honors and earned Dean's Scholar awards in business law, federal courts, and constitutional law.





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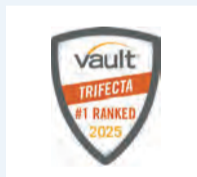
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Navigating the Legal Labyrinth: 2024 Trends in Consumer, Data Privacy, and Securities Litigation

As 2024 winds down, a notable trend endures, which is that general counsel in California face an increasingly complex web of regulations, enforcement actions, and litigation risks across multiple practice areas. Consumer litigation, data privacy, and securities litigation, in particular, pose challenges for companies that require strategic foresight and smart decision making.

Consumer Litigation & Enforcement

California companies must navigate a minefield of regulatory requirements, potential class action lawsuits, and federal and state investigations when engaged in a seemingly simple task: communicating with consumers.

The emergence of “AI-washing”—making inflated or false claims about a company’s artificial intelligence capabilities—exemplifies the nature of today’s consumer litigation risks. The SEC’s first enforcement actions related to AI misrepresentation in March 2024 signal increased regulatory scrutiny, likely to be followed by private causes of action under the California Unfair Competition Law, False Advertising Law, and Consumers Legal Remedies Act.

Recurring subscription models also continue to attract legal and regulatory attention. California’s auto-renew laws, updated in July 2022, have set a trend that’s spreading across the country. These laws mandate clear explanations of renewal terms, easy cancellation methods, and reminder notices for longer subscriptions, posing compliance challenges for many multi-state operators.

Federal oversight is also intensifying. The FTC’s proposed expansion of its rule on recurring subscription programs, announced in March 2023, aims to establish significant nationwide standards. The agency’s direct action against Amazon in June 2023, alleging deceptive Prime subscription practices, further underscores this trend.

For B2C companies, the challenge lies in striking a delicate balance between consumer convenience and regulatory compliance. A proactive strategy, plus a thorough understanding of both general and industry-specific regulations, is essential.

Data Privacy and Security

California remains at the forefront of data privacy regulation and enforcement in the United States. As businesses seek to harness data’s value, they must simultaneously contend with stringent regulatory oversight and heightened litigation risks.

The California Privacy Protection Agency (CPPA), unique in its singular focus on privacy issues, has set a rigorous standard for enforcement actions nationwide. Its inaugural cases against Sephora in 2022 and DoorDash in 2023 targeted core compliance issues, particularly website cookies and consumer opt-out rights. These actions serve as a stark warning for companies that may be vulnerable due to inadequate or improperly implemented opt-out mechanisms.

While the CPPA currently prioritizes these fundamental compliance matters, it’s not turning a blind eye to technological advancements. In March 2024, the agency pushed forward proposed regulations governing AI and automated decision-making in relation to personal information, signaling its intent to address emerging tech-related privacy concerns.

Concurrently, businesses face an uptick in private litigation under the California Invasion of Privacy Act (CIPA). Despite its 1967 origins, CIPA’s broad definitions are now being applied to contemporary web tools such as cookies, pixels, and analytics software. This has sparked a wave of lawsuits arguing that even websites offering cookie opt-outs violate CIPA’s opt-in consent requirement.

However, the legal terrain isn’t uniformly treacherous for businesses. Recent jurisprudence, exemplified by *Licea v. Old Navy, LLC* (C.D. Cal. Apr. 19, 2023), indicates growing judicial skepticism towards expansive interpretations of CIPA, particularly regarding website analytics and chat tools.

Perhaps the most vexing aspect of California’s privacy regime is the apparent discord between the California Consumer Privacy Act (CCPA) and CIPA. While the CCPA mandates opt-out choices for certain data practices, CIPA, as interpreted by some plaintiffs, effectively necessitates opt-in consent. This incongruity presents a significant hurdle for businesses striving to comply with both statutes.

Securities Litigation

The securities litigation landscape in California is rapidly evolving, particularly in three key areas: Special Purpose Acquisition Company (SPAC) litigation, representation and warranty (R&W) insurance claims, and director compensation challenges.

SPAC litigation has seen a marked transformation in recent years. Initially, cases like *In re MultiPlan Corp. Stockholders Litigation* (Del. Ch. Jan. 3, 2022) took aim at the fundamental SPAC structure. However, that legal approach has since evolved as exemplified by the Delaware Court of Chancery’s decision in *In re Hennessy Capital Acquisition Corp. IV Stockholder Litigation* (Del. Ch. May 31, 2024). This ruling dismissed claims similar to those in *MultiPlan*, prompting an increase in the more traditional Securities Exchange Act Section 10(b) and Rule 10b-5 claims. Such cases focus on alleged misrepresentations or omissions in post-public entity disclosures, signaling a shift from structural challenges to scrutiny of operational transparency.

In the M&A arena, R&W insurance has become a staple, offering valuable protection but also introducing new complexities in post-closing dispute resolution. R&W claims typically unfold in two critical phases: proving a breach has occurred and quantifying the resulting damages. Success in these cases hinges on seamless collaboration between legal counsel and financial experts, who must decipher policy language, interpret contractual obligations, and conduct thorough analyses to substantiate both the breach and its financial impact.

Director compensation practices have come under increased shareholder scrutiny since the landmark *Espinoza v. Zuckerberg* decision involving Facebook in 2016. Challenges in this area generally fall into two categories: “entire fairness” challenges and stock plan compliance disputes. The courts’ application of the entire fairness standard to director compensation decisions has raised the bar for companies seeking early dismissal of these cases. This stringent standard necessitates a fact-intensive inquiry, often making it difficult for companies to resolve these matters at the pleading stage.

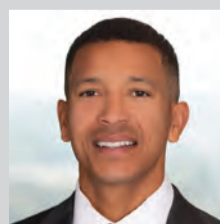
These developments in securities litigation underscore the need for companies to maintain rigorous disclosure practices, especially in the post-SPAC merger environment. They also highlight the importance of carefully structured R&W insurance policies and claims processes, as well as meticulously documented director compensation decisions. As the legal landscape continues to develop, companies must remain vigilant, adapting their practices to mitigate risks and navigate potential litigation effectively.

Conclusion

By understanding legal trends and integrating proactive compliance and risk mitigation strategies into their core business strategies, California companies can maintain their competitive edge in 2024 and build on it in years to come.

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Morgan Lewis

MANAGING RISK AND CRISIS RESPONSE: ARE YOU PREPARED?

In the middle of the night, your phone buzzes. You see it is a colleague, and one thought crosses your mind: "This cannot be good." And you are right.

Nearly every in-house legal career faces a crisis: A factory explosion, a senior executive's arrest, or an important product linked to a serious illness. Regulators investigate, lawsuits are filed, and the press is calling. You're at the center of a team looking for direction. Who do you call? What principles guide you in these moments? Based on extensive experience, we offer the following recommendations:

- **Know Who You Are:** Crisis litigation is not the time to abandon company ideals; it is an opportunity to live them. Maintaining integrity—internally and externally—is crucial. As we often remind clients, empathy is not an admission, and honesty shows strength.
- **A Clear Strategy Is Key to a Successful Outcome:** Two early decisions can profoundly impact how crisis litigation unfolds. First, define your "win." Is a defense verdict possible, or is minimizing the impact the goal? Second, gather the facts and develop the themes central to your defense. By placing the incident in the context of your company story, you remind the public and the jury that what you do is important to them and that you are more than the singular event that triggered the crisis. Establishing these objectives at the outset provides clarity to your defense and places you on a proactive, rather than reactive, footing.
- **Speak with One Voice:** Too often, PR teams huddle with executives and develop strategies based on facts known only to them. However, this can lead to situations where the news reports that "company representatives" are making statements contrary to what your CEO just said in their initial press conference, resulting in claims that the company "lied." The problem arises when the messaging plan and critical facts are not distributed in a timely manner to the customer service reps fielding concerned calls from your customers, the technicians in the field, or the sales teams trying to close a big deal.

- **Attorney-Client Privilege Does Not Make Problems Disappear:** Copying a lawyer on emails or inviting one to meetings will not magically shield you from scrutiny. The courts will not validate attempts to obscure business activities, and opposing counsel are primed to challenge such efforts, seizing the opportunity to allege a "cover-up." To avoid this, segregate unprotected "fix-the-problem" work from true legal advice and litigation-related activities, carefully track any legitimate attorney-directed work that involves operational personnel, and avoid indiscriminate "privileged" and "confidential" document headers.

No one can predict a crisis, but having a strong team and clear principles is crucial. This is why experience matters—experience that extends beyond the litigation subject matter to include the implementation of the concepts above and the ability to successfully manage a crisis as it unfolds in the courtroom, state house, and public. Are you prepared?



Collie James has litigated and tried some of the largest crisis litigation matters in the country, leading teams in cases involving the pharmaceutical, energy, manufacturing, and personal care and consumer products industries. He works regularly with clients to implement systems aimed at minimizing risk before a crisis occurs. He is the managing partner of Morgan Lewis's Orange County office and is active in his community, including coaching youth sports and serving as the Chairman of the Board of the Ocean Institute in Dana Point.

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Navigating Cybersecurity and Incident Response with Troutman Pepper's "Dear Mary"

Businesses in Orange County are increasingly confronted with a wide range of cyber threats, including email compromises, ransomware attacks, network intrusions, and zero-day exploits. Navigating the complexities of cybersecurity can be overwhelming, especially for those who have not experienced an incident before.

Troutman Pepper's new advice column, *Dear Mary*, aims to demystify cybersecurity for legal professionals. "Mary" provides direct responses to readers' questions and offers guidance on all aspects of cybersecurity, including issues related to proactive planning, incident response, and the subsequent litigation and regulatory investigations that often follow.

Readers are invited to submit questions to Mary. While the answers provided are general in nature and should not be considered legal advice, the archive of responses serves as a valuable resource of insightful and educational information for those grappling with cybersecurity topics.

According to Sadia Mirza, an Orange County-based Partner at Troutman Pepper and the brains behind Mary, this unique resource provides concise answers to pressing cyber-related questions. "For anyone who has a question and doesn't know where to turn, Mary is an excellent resource for general insights and points for consideration," says Mirza. "The best part of the column is its ability to deliver advice in simple terms that anyone can understand. You don't need to be a cybersecurity specialist to grasp Mary's insights. You can ask a question, and Mary likely has the experience to understand your concern or point you in the right direction."

An example of the some of the advice that *Dear Mary* dispenses that may be pertinent to the readers of the *Business Journal*, is this submission that asked about breach notification obligations under the California Consumer Privacy Act.

Understanding Breach Notification Obligations Under California Law: What Does the CCPA Require?

Dear Mary,

I am the privacy compliance officer at a cloud-based software company. We recently experienced an incident where, although none of our client's data was compromised, it appears that our employees' information may have been copied and removed from our environment. This information includes employees' full names, salaries, and salary schedules. All of our employees reside in California, and given the CCPA's broad definition of personal information, I am assuming notification will be required?

– *Frowning in Fresno*

Dear Frowning,

I have been patiently waiting for this question, so thank you for this. There has been a lot of confusion surrounding the California Consumer Privacy Act (CCPA) and its implications for breach notification obligations.

First, it's important to clarify that the CCPA is primarily a privacy statute designed to provide consumers with certain rights over their "personal information" and to ensure transparency from businesses regarding their information practices. While the CCPA does broadly define "personal information," California has a separate breach notification statute, Cal. Civ. Code § 1798.82, which specifies when businesses must notify individuals of security incidents. The CCPA does not change the breach notification obligations outlined in this statute. In other words, the CCPA does not dictate

whether you need to notify individuals or regulators of a breach. You should refer to California's breach notification statute for that information.

The good news is that while the CCPA broadly defines personal information, the breach notification statute uses the term "personally identifiable information," which is more narrowly defined. Based on the details you've provided, an individual's salary or salary schedule is not considered a protected data element under this statute, so there's a chance this incident may not trigger notification. I do want to note that while the CCPA doesn't change whether notice will be required, the CCPA does allow consumers to bring an action for statutory damages in the event of a data breach due to a business's failure to implement reasonable security procedures (sidenote: I think this is the provision that may have led some to mistakenly believe that the CCPA changes breach notification obligations in California, but it does not). Before seeking these statutory damages, the consumer must provide a 30-days' written notice identifying the specific CCPA violation (i.e., the business's failure to implement reasonable security procedures). My point in sharing this information is to emphasize that if you ever need to issue a breach notice under California law, you should be mindful of this provision when drafting your notification letter or responding to any potential cure notices. The language used in these communications could come back to bite you later on.

I hope this information helps turn that frown upside down.

Cheers,
Mary

Get in Touch with Mary

If you have a cyber-related issue that's keeping you up at night, reach out to Mary or visit troutman.com/insights/dear-mary-advice-column.html with your question and she'll do her very best to provide a practical, actionable answer. Remember, while Mary's answers are general in nature, always consult with an attorney before acting on anything you read through this column.

For more information on how Troutman Pepper can help your business navigate the complexities of cybersecurity and compliance, please visit troutman.com or contact our team directly through our Privacy + Cyber practice. Together, we can unlock your business potential and ensure you stay ahead of the curve.

Sadia Mirza

Sadia leads the firm's Incidents + Investigations team, advising clients on all aspects of data security and privacy issues. She is the first point of contact when a security incident or data breach is suspected and plays a central role in her clients' cybersecurity strategies. Capitalizing on her extensive experience guiding clients through security incidents, she handles pre-incident planning and readiness, breach investigations, and litigation matters. Sadia also leverages her 360-degree knowledge of the incident response lifecycle to ensure clients can present a positive and defensible narrative to plaintiffs or regulators.





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Is Your Workplace Violence Prevention Plan In Place?

By: Roger L. Scott

In September of 2023, Governor Gavin Newsom signed into law Senate Bill 553, which amended Labor Code section 6401.7 and created new section 6401.9 to require employers (with few exceptions) to develop and implement a detailed workplace violence prevention plan and to train their employees in addressing workplace violence. Employers were required to comply by July 1, 2024.

Despite the new requirements being announced months ago and the subject of much public discussion, we know that many employers have not yet implemented a plan. Some may not have been exposed to the law's requirements. Others may not believe they are covered, or may just have put off implementing the plan because the deadline seemed far away.

Unfortunately, there is no grace period or ramp-up for enforcement. Employers who do not already have workplace violence prevention plans in place, including employee training, are out of compliance and may be subject to citation and civil penalties.

The California Department of Industrial Relations Division of Occupational Safety and Health (Cal/OSHA) has issued guidance on what must be in a workplace violence prevention plan to comply with the law.

This included an Information for Employers Fact Sheet and a model written workplace violence prevention plan.

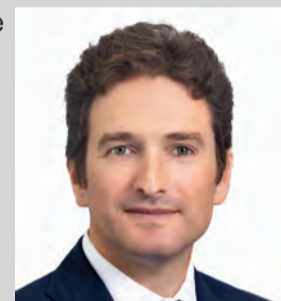
The Fact Sheet provides a general outline of key statutory requirements including:

- The required elements of a written workplace violence prevention plan
- Keeping a log of all incidents of workplace violence
- Conducting mandatory training of employees
- Record keeping requirements

And the "model plan" is just that, a model. A compliant workplace violence prevention plan is not a simple document. It must be comprehensive and meet all of the requirements of the statute. The "model plan" is a 19-page template that must still be carefully tailored to the needs of each business.

If your business has not yet implemented a workplace violence prevention plan, or if you have, but have questions about the plan, required employee training, or any of the other requirements, you should contact a skilled labor and employment attorney.

Roger Scott is a Shareholder in the Firm's Orange County Office. Roger's specialty in labor and employment has led him to develop expertise in various areas of litigation that frequently intersect with employment disputes. As a result, Roger handles a wide range of civil litigation in both federal and state courts and in arbitration including labor and employment matters, trade secret theft, business litigation, patent disputes, and class action defense. He has represented clients at trial in federal and state courts as well as arguing before the Ninth Circuit and Federal Circuit Courts of Appeals as well as the California Court of Appeal.



Roger L. Scott Shareholder (949) 224-6265 rscott@buchalter.com



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Prayers for Religious Holiday Time Off May Need To Be Accommodated By Employers

With several religious holidays approaching, employers can take steps to avoid triggering religious discrimination and reasonable accommodation lawsuits. Consistently applying paid time off rules can help to prevent discrimination, retaliation, and religious reasonable accommodation claims

Quick Hits

- Private and public employers with fifteen or more workers must accommodate reasonable requests from workers to observe religious holidays (pursuant to federal law; however, state law coverage varies and might only require one or more workers).
- Employers may avoid confusion by clearly stating leave policies and company holidays in the employee handbook.
- Employers can use online systems or software to detect patterns in approving or denying requests for leave on religious holidays.

With many religious holidays taking place in the next two months, employers are likely to see many requests for time off for religious celebrations.

Title VII of the Civil Rights Act of 1964 prohibits employers from discriminating against workers for practicing their religion unless the worker's religious practice cannot reasonably be accommodated without an undue hardship to the business. If a manager approves holiday leave requests from Christian employees, but rejects holiday leave requests from Muslim or Jewish employees, that could raise the risk of religious discrimination lawsuits.

California prohibits religious discrimination and requires reasonable accommodations. Religion is defined broadly to include every aspect of religious belief, creed, observance and practice and adds religious dress and grooming practices, including clothing, head or face coverings, jewelry, artifacts or other items that relate to a religious observance. This includes body, head and facial hair observances one must keep due to the employee's religion. Under California's Fair Employment and Housing Act (FEHA), religious creed is defined as all traditionally recognized religions and beliefs, observations or practices that are sincerely held and that occupy in the employee's life a place of importance parallel to that of traditionally recognized religions.

In June 2023, in *Groff v. DeJoy*, the Supreme Court of the United States ruled that employers cannot legally deny a valid religious accommodation request, unless they can show a substantial burden from a proposed religious accommodation. In *Groff*, an evangelical Christian postal worker sued the U.S. Postal Service for failing to accommodate his request to not work on Sundays for religious reasons. The Supreme Court held in favor of the postal worker and remanded the case to lower courts.

This decision raised the bar similar to California employers for non-California employers to invoke an undue hardship defense. A de minimis cost is no longer enough to demonstrate an undue burden. If an employee holds a sincere religious belief or practice that conflicts with a workplace policy or staffing schedule, then the employer must engage in an interactive process to see whether an accommodation can be made without substantially interfering with its overall business operations.

Some workplaces, including in the healthcare, hospitality, and transportation industries, require staffing 24/7 every day. In that situation, it may be possible to coordinate schedules so that leave requests can be honored for religious holidays. For example, non-Jewish employees may agree to work during Jewish holidays, and non-Muslim workers may agree to work during Muslim holidays. And, then, those employees might cover gaps in staffing caused by time off for Christian holidays. Compliance with the religious accommodation laws contemplates this type of interactive process and teamwork to find an appropriate solution.

If this type of shift-swapping is not possible or practical, it may be helpful for an

employer to document why that is the case.

Next Steps

Employers may wish to review their religious accommodation request procedures, leave policies, scheduling process, and related practices to ensure that managers do not engage in religious discrimination when they approve or deny leave requests. In addition, employers may wish to train managers to apply all of the time off rules consistently.

These holidays are upcoming:

The Jewish holidays Rosh Hashanah and Yom Kippur fall on October 3, 2024, and October 12, 2024, respectively. Hanukkah will be celebrated December 25 through January 2, 2025. The Hindu holiday Diwali falls on November 4, 2024. The Buddhist holiday Bodhi Day falls on December 8, 2024. The Christian holiday Christmas Day falls on December 25, 2024.

By

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Michael J. Sexton specializes in employment advice and counsel and employment litigation. He has extensive experience in all areas of employment law, including wrongful termination, discrimination, harassment, wage and hour issues, family and medical leave, disability discrimination and accommodation and employee privacy. Michael represents employers in state and federal courts in single and multi-plaintiff actions. He also defends employers against class actions and claims filed under the California Business and Professions Code Section 17200. He represents employers in various administrative agency matters, including the California Civil Rights Department, California Department of Industrial Relations and the United States Equal Employment Opportunity Commission.





New Program Opens Doors to Legal Profession

A new initiative at Irvine Valley College (IVC) is championing diversity in the legal field.

The Pathways to Law School program, which is now underway at IVC, is overseen by June McLaughlin, Esq., an IVC professor and director of its American Bar Association (ABA)-approved Paralegal Studies program.

Created to establish a pipeline of diverse legal students to reflect California's multicultural population in the workforce, the statewide initiative is a collaboration between the California Community Colleges and the State Bar of California through California LAW, a nonprofit organization.



June McLaughlin Esq.

According to McLaughlin, the student body at IVC is incredibly diverse with many students the first to attend college in their families. "Underrepresented populations often identify law as a career but for reasons beyond their control fail to make it in the legal field," she explains. "This initiative helps students transition from high school to community college, then guarantees admission to a four-year university. Pathways students also receive help with identifying and applying to law school, with their applications flagged for law school affiliates as a Pathways partner."

Well positioned to help students pursue a legal career, McLaughlin has worked for IVC since 2010 when she founded the Paralegal Studies program. She holds a J.D. from Seton Hall University, an LLM in taxation from Chapman University and an LLM in international business law from King's College, London.

Designed to generate a more diverse and representative workforce — in all

segments of society where lawyers and others in law-related careers contribute to the workforce — Pathways in Law requires commitment and dedication. "Students need not be in the IVC Paralegal Studies program, but it is recommended that they are in a law-related major," McLaughlin explains. "To remain in the program, students must take specific courses and participate in mock trial, law related events and law school tours." She anticipates accepting up to 15 students into the program this year.

One of IVC's first Pathways to Law School students is David Liu Jr., president and founding member of the IVC Mock Trial Team and an aspiring attorney who has set his sights on going to UCLA, then continuing on to law school. "For the legal field, it matters who you know as much as what you know," says Liu, a first-generation college student who immigrated here from Brazil. "Available to those who otherwise don't have opportunities, the Pathways program has helped me develop important connections and obtain an internship in a mediation firm. I am really excited about the possibilities it provides."

Further bolstering diversity and strengthening skills, IVC's paralegal program is now partnering with other IVC departments to support the growing diversity of IVC's student body — most recently the English as a Second Language (ESL) faculty to write an English for Law course. "We share resources from law classes to help provide a robust course, setting students up for success," McLaughlin explains.

According to McLaughlin, "through these partnerships and programs like Pathways to Law School, we are building support for students on their way to future jobs in the legal field as well as graduate work in law and criminal justice."

Most importantly, says Liu, for "someone like me who was not born into a family of connections and white-collar jobs, the Pathways program opens important doors to the legal profession."

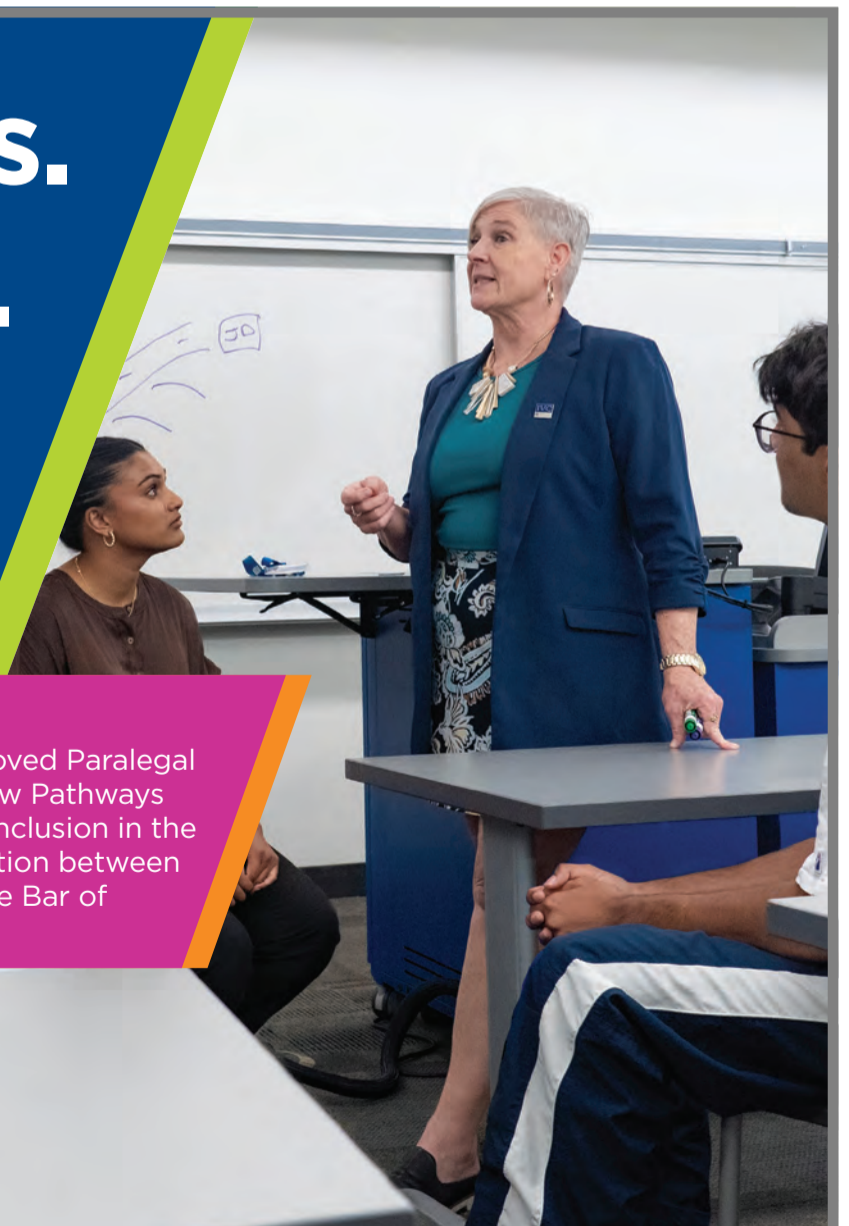
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Meet June McLaughlin.

An IVC professor and director of our ABA-approved Paralegal Studies program, June is also overseeing our new Pathways to Law School, which champions diversity and inclusion in the legal field. The statewide initiative is a collaboration between the California Community Colleges and the State Bar of California through California LAW.



Learn more at ivc.edu/ewd



Antitrust Agencies Overhaul Merger Review

The antitrust enforcement authorities are in the midst of overhauling how they review mergers, taking a close look at both the substance and the process. The two antitrust enforcement agencies in the US, the Federal Trade Commission and the Antitrust Division of the US Department of Justice, are in the process of revamping Hart-Scott-Rodino (HSR) merger filings, which are required for most transactions above certain thresholds (currently US\$119.5 million, adjusted annually for inflation).

In addition, in December 2023, the antitrust enforcement agencies released Merger Guidelines that reflect their aggressive approach to merger enforcement and could result in significantly more transactions being subject to challenge. The Merger Guidelines lay out the issues the antitrust agencies may look at when reviewing a transaction and the criteria they may use to determine whether to challenge a transaction in court. The antitrust agencies have begun implementing these principles when they investigate and challenge mergers.

Merger Filings. The antitrust agencies' proposed overhaul of the HSR filing process would dramatically increase the scope and burden of HSR filings. Once the proposal is implemented, deal timelines are likely to lengthen, and consequently, more agency investigations may result.

The proposed rule encompasses several important changes. First, the proposed changes would provide additional transparency into the terms of the transaction and the parties' strategic rationale. Second, the proposal requires the submission of a significantly broader set of documents that speak to competition. Third, the proposed rule would require parties to identify current and potential competitive overlaps. In addition, HSR filings would elicit information related to nascent competition, interlocking directorates, and labor-market competition, all areas that have been a focus of the agencies' recent enforcement initiatives.

The practical effect of the proposed rule could be to lengthen closing timelines. While the FTC cannot alter the length of the 30-day statutory waiting period for antitrust agencies to review HSR filings, additional time would be required to prepare a filing under the new regime: the FTC estimates that its overhaul could add more than 100 hours of work to the 37 hours it takes, on average, to prepare an HSR filing today. Furthermore, if the proposed changes are implemented, they would provide more openings for staff to challenge the completeness of filings and delay the start of the waiting period until complete information is submitted.

With these changes, the antitrust agencies are seeking to obtain more and better information directly from the filing parties early in their investigation, rather than relying on information that is public or that third parties provide voluntarily in response to agency requests. Moreover, the additional information obtained in the filing directly from the merging parties may enable agency staff to ask more pointed and specific questions of other industry participants, for example, to verify or undermine assertions in parties' filings or business documents.

A premise of the proposal is that the required information will facilitate quicker antitrust review by the agencies during the initial waiting period because the agencies will have better information about the competitive impacts of the transaction earlier in the 30-day window. However, because more robust filings will call out more potential overlaps and more areas for the agencies to investigate, filing parties should anticipate the expanded requests will likely lead to an uptick in agency investigations that stretch beyond the initial 30-day waiting period.

Merger Enforcement. The new Merger Guidelines reflect the antitrust enforcement agencies' view that more mergers than prior conventional antitrust wisdom taught may reduce competition and thus could be subject to challenge. They also place greater emphasis on market structure, expanding the use of presumptions that mergers meeting certain concentration or market share thresholds are anticompetitive. Significant changes in the Merger Guidelines include:

- For **horizontal mergers** (mergers between actual or potential competitors), the Merger Guidelines lower the market concentration threshold warranting presumptions of anticompetitive effects. Additionally, any merger resulting in a firm with a 30 percent market share will almost always trigger a presumption. This means the antitrust agencies likely will presume many more mergers to be anticompetitive than they would have in the past. Any merger that eliminates "substantial competition between firms" or increases "the risk of coordination" is subject to challenge, regardless of market concentration.
- For mergers between firms that compete in **labor markets**, competitive concerns may arise at even lower concentrations.
- For **vertical mergers** (mergers between firms at different levels of the supply chain), the antitrust agencies will infer, absent countervailing evidence, that a merged firm that controls at least a 50 percent share of a product or service that its rivals use will have the ability to foreclose rivals (limit their access to a product upon which they depend).
- The Merger Guidelines are particularly tough on so-called "**dominant firms**", which they define "based on direct evidence or market shares showing durable market power". Any merger by a dominant firm is subject to challenge if the antitrust agencies determine it may increase barriers to entry or switching costs, deprive rivals of scale, eliminate nascent competition, or otherwise "entrench [the firm's] dominant position".
- The antitrust agencies will scrutinize **patterns of acquisitions**, including both industry-wide trends towards consolidation and serial acquisitions by a single firm. **Minority investments** are likewise subject to enhanced scrutiny.

The Merger Guidelines do not have the force of law. While many courts have found past Merger Guidelines to be persuasive authority and have cited them in their decisions, it remains to be seen whether courts will find the more aggressive Merger Guidelines to be persuasive, or even whether subsequent administrations retain and follow these Merger Guidelines. At the very least, the Merger Guidelines reflect the antitrust agencies' active merger enforcement stance and portend even more in-depth merger investigations and court challenges going forward.

Companies contemplating a transaction should consult experienced antitrust counsel to help navigate this changing enforcement environment.

Julia Schiller is a partner based in O'Melveny & Myers' Washington, DC office. She helps clients navigate complex antitrust issues, drawing on her deep and varied experience in both the government and in private practice to advise clients on merger reviews, civil conduct investigations, and antitrust litigation. Julia rejoined O'Melveny from the Antitrust Division of the US Department of Justice, where she served as Counsel to the Assistant Attorney General. In that role, Julia provided oversight across a broad range of civil enforcement matters, including Bayer's US\$66 billion acquisition of Monsanto and the Division's successful challenge to the merger of Novartis and Alkermes. Julia also provides strategic advice and practical solutions on competition issues. She counsels clients on antitrust enforcement in labor markets, compliance with Section 8 of the Clayton Act, information sharing, and collaborations among competitors. Julia has litigated antitrust matters in both the government and private practice. She holds a J.D. from New York University and an A.B. from Princeton University.



Now is the time to plan for the sunset of certain tax provisions of the Tax Cuts and Jobs Act



What select tax provisions will expire on December 31, 2025?

Gift and Estate Tax Provisions

The significant gift and estate tax exemptions that took effect as part of the Tax Cuts and Jobs Act of 2017 (TCJA) are set to expire on December 31, 2025. Unless new legislation is passed – and there's no guarantee of that happening before the end of 2025, especially with a Presidential election on November 5, 2024 – exemptions will revert to their pre-TCJA levels, adjusted for inflation.

Currently, the gift and estate tax exemptions are \$13.61 million, which means you can transfer \$13.61 million, or more with proper valuation discounts, to certain irrevocable trusts for children and other beneficiaries, without later subjecting your estate to a 40% estate tax on such amount and appreciation (saving \$5.444 million or more in taxes). The exemptions are \$27.22 million for a married couple. When the TCJA expires, the exemptions are projected to go down to approximately \$7 million per person and \$14 million per couple. It is key to remember that there is no one-size-fits-all plan... whatever decisions you make must be based solely on your current circumstances, family dynamics and future goals.

Business Provisions

The 2025 expiration of key provisions from the TCJA and the Inflation Reduction Act is triggering the most intense lobbying effort on Capitol Hill in generations. Trillions of dollars are at stake. Companies and investors weighing billion-dollar business decisions hang in the balance. Individuals, families and

pass-through businesses will face more than \$1 trillion in tax increases after 2025 because of the expiration of 23 key provisions of the TCJA. Unless Congress acts, tax rates and credits will revert to pre-TCJA levels. Which provisions will be renewed, which will be changed and which proposed revenue raisers may be adopted are unclear – the only certainty is that the legislation will have an enormous impact on taxpayers.

What new taxes may be on the horizon?

President Biden's 2025 budget not only would allow the TCJA tax cuts to expire but also proposes a series of new tax increases, including on the unrealized gains of personal assets, businesses and property. The White House also is proposing to increase the corporate tax rate to 28 percent, increase the excise tax on stock buybacks to 4 percent and change trust taxation rules to make it more difficult to maintain control of a valuable family business. If Democrats sweep the November elections, each of these tax changes and more become prime candidates to be signed into law.

"It's pivotal for people to start planning now because it can take months to design and implement a solid plan and obtain appraisals to properly value transfers," said Kristin Yokomoto, partner and private wealth attorney for BakerHostetler in Orange County. "These will be unprecedented changes to the gift and estate tax rules. Now is the time to create your action plan. Don't wait until the last minute, when everyone else will be scrambling."

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PAGA Reform: What It Means for California Employers

California Governor Newsom signed legislation to reform the Private Attorneys General Act of 2004 (“PAGA”). While not a panacea, the reform brings long-awaited relief to employers who have grappled with the law’s costly penalties and scant procedural safeguards.

At a glance, the reform legislation will:

- Reduce and cap penalties;
- Create a new process for employers to cure alleged Labor Code violations and seek early resolution of PAGA claims;
- Implement new standing requirements so that PAGA plaintiffs can only prosecute alleged Labor Code violations that they personally experienced;
- Give courts the authority to limit both the scope of claims and the evidence presented at trial to ensure PAGA cases can be effectively and manageably tried;
- Increase employees’ share of any penalties that are awarded; and
- Allow employees to seek injunctive relief to compel Labor Code compliance.

Penalty Caps and Reductions

- *Penalty Caps for Good-Faith Compliance:* Penalties are capped at 15% of the maximum penalty amount if the employer took “all reasonable steps” to comply with the Labor Code provisions identified in the PAGA notice before receiving the notice or a request for personnel records from the PAGA plaintiff. Penalties are capped at 30% of the maximum penalty amount if the employer failed to take “all reasonable steps” (explained further below) to be in compliance *before* receiving the PAGA notice or records request, but does so within 60 days of receiving the notice.
- *Reduced Penalties for Derivative Violations.* PAGA penalties for wage statement violations are not recoverable if the alleged violation is derivative of an unpaid wage claim (e.g., unpaid overtime) and the violation was neither knowing nor intentional. Similarly, PAGA penalties for untimely payment of wages, also known as “waiting time penalties,” are not recoverable if claim is derivative of an unpaid wage claim and the violation was neither willful nor intentional.
- *Reduced Penalties for Wage Statement Violations.* PAGA penalties for wage statement violations are reduced from \$100 to \$25 per aggrieved employee per pay period if the employee could promptly and easily determine from the wage statement alone the information allegedly missing from the wage statement.
- *Reduced Penalties for Cured Violations.* PAGA penalties are capped at \$15 per aggrieved employee per pay period if an employer cures a violation through an early evaluation conference.
- *Reduced Penalties for Isolated Violations.* PAGA penalties are capped at \$50 per aggrieved employee per pay period if the alleged violation is due to an isolated, nonrecurring event that lasted the lesser of 30 consecutive days or four consecutive pay periods.
- *Limited Circumstances for Heightened Penalty Amount.* The heightened penalty amount of \$200 per aggrieved employee per pay period may only be assessed if, within five years preceding the alleged violation, a court or the Labor Workforce & Development Agency (“LWDA”) found the employer violated the same Labor Code provision(s) at issue or the employer’s conduct was malicious, fraudulent, or oppressive.
- *Relief for Employers with Weekly Pay Periods.* PAGA penalties are cut in half for employers with weekly pay periods, so that employers are not subject to twice as many penalties simply because they have twice as many pay periods as employers with bi-weekly pay periods.

Expanded Notice and Cure Process

The reform legislation provides a new early evaluation and cure process to expedite Labor Code compliance and resolution of PAGA claims.

Employers with 100 or more employees may request an early evaluation conference and stay of court proceedings. The employer must then submit a confidential statement identifying the Labor Code violations it disputes and the Labor Code violations it intends to cure. The plaintiff may then submit their own confidential statement explaining the factual basis for the alleged Labor Code violations, the amount of penalties claimed for each violation, the basis

for accepting or rejecting any cure proposal submitted by the employer, and a settlement demand. A neutral evaluator will then conduct a conference to determine the strengths and weaknesses of the plaintiff’s claims, whether any cure proposal by the employer should be adopted, and whether plaintiff’s claims can be settled. The employer may also file a motion with the court to approve the employer’s proposal even if the plaintiff or neutral evaluator does not agree with it.

A similar process applies to employers with less than 100 employees except those employers may initiate an early evaluation process with the LWDA within 33 days of receiving a PAGA notice, but before a PAGA lawsuit is filed. If the LWDA determines the employer’s proposal is insufficient or fails to act on it, then the employee may proceed with filing a PAGA action in court.

Enhanced Standing Requirement

Previously, a PAGA plaintiff needed only to have allegedly suffered one of the alleged Labor Code violations alleged in their lawsuit. But under the reform legislation, a plaintiff must personally experience each of the Labor Code violations alleged.

Ensuring Manageability

PAGA cases are not required to go through the class certification process, but they must still be manageable. The reform legislation gives courts the express discretion to limit the scope of claims and evidence that may be presented at trial.

Penalty Allocation

Before the reform legislation, the allegedly aggrieved employees could only recover 25% of the penalties awarded. Now, allegedly aggrieved employees will be entitled to 35% of any penalties awarded; 65% will go to the state.

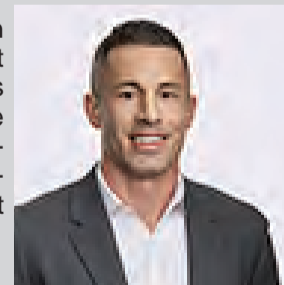
Injunctive Relief

PAGA plaintiffs may now seek injunctive relief to compel Labor Code compliance.

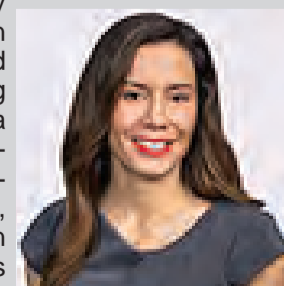
Key Takeaways for Employers

1. *Audit Wage and Hour Compliance.* The penalty caps above are only available to employers who take “all reasonable steps” to comply with the Labor Code. Reasonable steps may include: (a) conducting a Labor Code compliance audit and implementing corrective measures; (b) implementing compliant wage and hour policies; (c) training supervisors on wage and hour compliance; and (d) taking appropriate corrective action for employee non-compliance.
2. *Effective Date.* While employers may begin taking the steps described above to reduce potential future exposure, the reform legislation will not apply to PAGA claims filed before June 19, 2024.

Christian Keeney is a principal with Jackson Lewis, one of the largest labor and employment law firms in the world. Mr. Keeney focuses his practice on employment litigation, including the defense of wage and hour class and PAGA actions. He is recognized in Chambers and Partners as one of the leading labor and employment litigators in California.



Patricia Matias is a principal in Orange County at Jackson Lewis and is a co-leader of Jackson Lewis’ Hispanic resource group. Patty’s broad base of experience gained through practicing employment law for over 15 years makes her a powerful advocate for her clients. She successfully defends employers in high-stakes, single-plaintiff litigation, including discrimination, harassment, retaliation, and wrongful termination matters, as well as in complex Private Attorneys General Act and class action matters.





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Staying Compliant: Top Legal Risks for California Employers in 2024

By Alessandra C. Whipple and Todd Wulffson

California's employment landscape is undeniably complex, and the evolving laws and regulations can feel like "a riddle wrapped in a mystery inside an enigma." As companies transition back to traditional, in-office settings, employers must navigate new legislation, updated regulations, and shifting workforce expectations. In this article, we explore the top ten legal challenges California employers face in 2024 and provide practical strategies to help businesses successfully adapt to this ever-changing environment.

1. Remote Work and Returning to the Office

The transition back to the traditional office has been met with resistance, from a workforce accustomed to remote work and its benefits, such as avoiding California's notorious traffic and the competition for office amenities. While some employees are resistant to the great return, employers point to productivity concerns and cultivating company culture as key reasons for the shift back to the traditional office. Some employers have navigated this tension by maintaining a hybrid model, which comes with its own set of challenges.



Whipple

Employers must address potential liabilities related to health and safety, wage and hour compliance, and workers' compensation for remote workers. Policies on time-tracking, as well as meal and rest breaks, must be communicated and enforced consistently, regardless of where employees are located. Simple risk mitigation strategies, such as scheduling breaks for remote employees and having them verify their work hours, can help reduce legal risks. Additionally, employers should notify their workers' compensation insurers about their remote workforce to ensure claims coverage remains intact.

2. Leaves of Absence: Communication and Consistency

California's generous leave laws often leave employers wondering how long they must accommodate an employee on leave, and how to navigate return to work conversations. With the Family Medical Leave Act (FMLA), California Family Rights Act (CFRA), Fair Employment and Housing Act (FEHA), and the Americans with Disabilities Act (ADA), employers must carefully navigate the balance between accommodating employees and maintaining operational efficiency. The key to managing leave requests is developing and communicating clear policies, consistently documenting employee interactions – including return to work communications, and consistency of policy enforcement. Clear and consistent communication mitigates confusion or speculation that often serves as the gravamen of disability and failure to accommodate lawsuits.

3. Pay Transparency and Reporting Requirements

Pay transparency laws are a significant development in California, requiring employers to disclose pay scales in job postings and to current employees upon request, as well as reporting certain pay data to the state. Another wrinkle complicating the interview and hiring process is the ban on inquiring into an applicant's salary history. This interview tool was used by employers to gauge an applicant's salary expectation and to assist employers seeking to make competitive offers to attract top talent. Employers can inquire as to an employee's expectations, but must not delve into past compensation history. This shift increases the scrutiny on pay equity, compelling employers to comply and a failure to do so could lead to penalties and litigation.

4. Non-Competes, Non-Solicits, and Confidentiality Agreements

The prohibition on non-competes and related limitations on non-solicitation clauses continues to be a source of frustration for employers who wish to protect their business interests. Since SB 699 went into effect this year, California's strict stance on non-compete agreements has expanded its reach, even for those employers who conduct business outside of California. All hope is not lost, however, as employers can still safeguard their proprietary information through proper confidentiality agreements and non-solicit clauses. To comply with California's draconian view on non-competes, employers should draft clauses in such a way that the non-solicit clause is limited to preventing employee misuse of confidential information for the purposes of unlawful competition – thereby avoiding any allegation of a restriction on employee mobility. Careful drafting is essential, as overly-broad or aggressive terms may be struck down by courts and could render the entire agreement unenforceable.

5. Off-the-Clock Work and Unauthorized Overtime

California employers must be vigilant in preventing off-the-clock work and unauthorized overtime, particularly as they navigate the balance between returning to the office and managing remote work arrangements. This issue is especially common among non-exempt employees, who may feel obligated to respond to emails or take work-related calls outside of their scheduled hours simply because they have access

to company resources, such as laptops, messaging apps, or work emails on their phones. To mitigate the risk of wage and hour claims, employers should establish and enforce clear policies that explicitly prohibit off-the-clock work, ensuring compliance and protecting both the company and its employees.

6. Arbitration Agreements: Still a Good Idea?

For many years, arbitration agreements were a go-to strategy for employers looking to avoid costly litigation and unpredictable jury pools. However, recent legal developments in California, such as the passage of AB 51, which sought to prohibit mandatory arbitration agreements, have made the use of arbitration agreements less certain. While recent case law has enjoined the enforcement of AB 51, holding that the Federal Arbitration Act (FAA) preempts California AB 51, employers can be certain that efforts to impede the enforcement of arbitration agreements will continue. To thwart such efforts, employers should review their existing arbitration agreements to ensure inclusion of language that the FAA governs the agreement, and to mitigate anticipated attacks on the existence of an enforceable arbitration agreement, employers should track the method in which these agreements are provided to new hires, the way the agreements are acknowledged, and the way these agreements are maintained.



Wulffson

7. Unlimited PTO: The Good, the Bad, and the Ugly

Unlimited Paid Time Off (PTO) policies have gained popularity, but they present several challenges for employers. While these policies can be attractive to employees, they complicate the tracking of time off, managing leaves, and handling payouts upon termination. If employers choose to transition to unlimited PTO, employers must continue to track any accrued and unused PTO, as employees will be entitled to a payout of such PTO at the time of their separation. Additionally, to prevent abuse of unlimited PTO policies, such as "hush trips," known as secret vacations while allegedly working "remote," employers should implement clear remote work policies that require employees to disclose their work location and to report any trips in advance. Employers should weigh the pros and cons of implementing such policies and ensure they have clear guidelines to avoid potential wage and hour claims.

8. Requests for Personnel and Payroll Documents

California law allows employees to request access to their personnel and payroll documents, and failure to comply promptly can result in automatic penalties. This area of the law has become a fertile ground for lawsuits, as even minor delays or discrepancies can lead to significant liabilities. Employers should establish clear protocols for handling document requests to minimize the risk of penalties or litigation.

9. Training Requirements for 2024

California employers are subject to a growing number of mandatory training requirements, from sexual harassment prevention to workplace safety. In 2024, new laws have added even more layers to these requirements, including the need for training related to the prevention of workplace violence under SB 553 and pay transparency compliance. To ensure compliance, employers must stay current on all training obligations and provide employees with accessible, well-documented training programs.

10. Preparing for 2025

While it may seem premature to prepare for the 2025 legal landscape as the leaves have not even started to change color, and Southern California has not cooled to its winter, mid-60s temperature, 2025 will be upon us in a few short months and employers should be prepared. Proactive planning can mitigate risks and position employers for success as laws and regulations continue to evolve. Key areas to monitor include new developments in pay equity legislation, changes in workplace safety requirements, and shifts in employee rights related to privacy and data protection. Employers who invest in compliance strategies now, will be better equipped to navigate future challenges.

Conclusion

As California employers look to 2025 and beyond, the legal landscape continues to evolve with new regulations, court rulings, and workplace trends. By addressing these legal issues proactively, employers can reduce their risk of costly litigation and ensure compliance with California's complex and dynamic employment laws. For additional guidance, employers should consult legal professionals who specialize in California employment law to ensure they are fully prepared for the challenges ahead. If you have questions regarding compliance, please contact either author - Alessandra Whipple at awhipple@cdfllaborlaw.com or Todd Wulffson at twulffson@cdfllaborlaw.com.

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Protect Your Company's Assets

By Jeffrey M. Verdon

It can be a shocking realization to C-level executives to learn that a new lawsuit is filed every 15 minutes in this country.

Protecting assets is not just for affluent individuals. There is rarely a day that goes by when some company doesn't get embroiled in litigation that could potentially have ruinous effects on their bottom line. Businesses are continuously plagued by class action lawsuits in which plaintiff's lawyers look to pile on a community of individual plaintiffs to scare the company into a settlement or face years of costly litigation and drag on company morale.

Yet, when you ask C-suite executives what they're doing to protect their company's assets from lawsuits, the response is usually a blank stare and a comment of "nothing."

We spoke with Bob Gonda, a career finance professional having served as CFO with three large restaurant chain companies including Baja Fresh, and two privately

owned significant franchisees of Denny's, Burger King, and Carl's Jr. He is currently an independent finance consultant and board advisor.

Bob told us that he is well aware of these risks as CFO as he was involved in class action claims. To that end, he stated:

"Companies need to review and update their Directors & Officers liability insurance, Errors and Omissions insurance, EPLI, and Cyber Security insurance policies to ensure they are up to date and offering the best protection possible for the company and its owners, executives, and employees. But once a lawsuit is filed there is not much a company can do to shore up its assets. It is essential to be proactive where asset protection is involved."

The Following Strategies Can Help Protect Corporate Assets

1. Lease equipment, versus owning it, to reduce assets on the balance sheet.
2. Some corporations create separate companies for each brand that they own to

reduce exposure.

3. Create separate entities for the company's IP and then license it to the operating company so the IP is not owned by the target of a future lawsuit.
4. Consider distributing retained earnings to shareholders and stakeholders so the funds are not exposed to business liability.
5. Have the company owned by a foreign asset protection trust so the distributions are not subject to personal liability.

The bottom line is that a company's owners and executives need to be aware of their options. Asset protection must be in place

before the onset of any litigation or regulatory claim. Consider placing assets out of reach of future potential plaintiffs or convert non-exempt assets to exempt assets ahead of any future claim. This will make your company unattractive to any overly litigious plaintiff attorneys – they only get paid if they recover assets from the judgments they obtain. Asset protection planning neutralizes this.

To assess if your business is at risk and would like to obtain our firm's Lawsuit Exposure Stress Test, contact Nick Miranda at nmiranda@frblaw.com.



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Knobbe Martens

Avoid Surprises in Acquisitions with Proper IP and DPS Due Diligence

Xponential Fitness (NYSE: XPOF), a public company headquartered in Irvine, California, was founded in 2017 with one brand, Club Pilates. In the years since, Xponential Fitness has seen significant growth. Xponential's portfolio of brands includes Club Pilates, the largest Pilates brand in the United States; CycleBar, the largest indoor cycling brand in the United States; StretchLab, the largest assisted stretching brand in the United States offering one-on-one and group stretching services; YogaSix, the largest yoga brand in the United States; Pure Barre, a total body workout that uses the ballet barre to perform small isometric movements, and the largest Barre brand in the United States; Rumble, a boxing-inspired full body workout; BFT, a functional training and strength-based program; and Lindora, a leading provider of medically guided wellness and metabolic health solutions.

Xponential Fitness' Chief Legal Officer, Andrew Hagopian, started in 2023, and in just one year, along with his internal team and outside counsel, recently guided Xponential through the acquisition of its tenth brand and the disposition of two legacy brands. As an M&A lawyer by training, Andrew is well familiar with the potential for surprises in the deal process and how timely and proper due diligence is essential.

"Due diligence" refers to the investigation and analysis of information about a company (the "Target") by a prospective Purchaser. Sometimes, due diligence as to intellectual property ("IP"), primarily patents, trademarks, copyrights, trade secrets, domain names, and social media, is often not given proper attention unless it is the primary reason for the acquisition. Likewise, data, privacy and security ("DPS"), a relatively new and developing issue, may sometimes be a lower priority.

While there are always unknown risks in an acquisition, proper and timely IP and DPS due diligence can mitigate against being surprised. Due diligence of the Target's IP and DSP practices allows the Purchaser to understand all the assets and liabilities of the Target in these two areas, and to determine if there are unknown risks associated with the Target that would impact the objectives of the Purchaser or the value of the Target.

As to IP, the Purchaser needs to know the risks that are often not public knowledge, such as IP "cease and desist" letters, or knowledge of threatened or pending IP litigation. The acquisition team wants to know if any essential IP asset is at risk as soon as possible. For that to happen, IP due diligence is necessary at the start of the process, not at the end. IP-related information can seriously affect the value (and therefore the purchase price) of the Target or impact the objectives of the Purchaser. Likewise, if issues with IP risks are known early on, provisions (holdbacks, indemnification, insurance, etc.) can be timely negotiated.

IP due diligence must require the Target to identify and provide proof of ownership (free of all recorded liens) of all IP that is part of the acquisition. While the value in confirming the chain of title to real estate is familiar to many attorneys, the same holds true for IP. If the legal owner and the record owner do not match up, the acquisition team needs to know how to remedy the problem, how long will it take, and who will pay for it. If the IP has recorded liens, the acquisition team needs to know how much time and money it will take to get the liens timely released. It is common to use IP assets as collateral for loans, and banks are very diligent in recording such liens. However, they are often not as diligent in recording releases of the liens. While there usually is not a significant cost involved to remove a satisfied lien, it often takes more time to accomplish the recordal of the release than it should.

As an example, in a past acquisition, the Purchaser was requiring that the Target be the record owner of all registered trademarks prior to the closing, so that all the documents necessary for the recordal of the transfer could be signed at the time of closing. This meant that many registered trademarks needed to be updated to reflect a prior name change by the Target. It is common to record or update such changes on an "as needed" basis due to the cost. En masse "catch-up" recordals can have a significant price tag if they must be filed against several registrations in the United States and other countries. This cost can easily become an area of contention. In addition, many foreign countries require original or certified documents for recording, and it can take several weeks to obtain such documents. The recordal process itself can take several weeks. While the Target and Purchaser can agree to handle such transactions post-closing,

be aware that the process rarely (if ever) goes as planned.

There are often complex issues related to copyright ownership and title. To have ownership of all copyrightable material – logos, graphics, designs, fabric prints, software, etc. – developed or created by a third party, the Target must have a written assignment transferring ownership/title of the copyright after the work has been created.

The Purchaser also needs to know the source of all the Target's software in issue, especially any use of open source or software licensed from a third party. The pervasive nature of software and internet-related materials make copyright issues a concern in almost all acquisitions. Early knowledge of any issues allows the Purchaser to address them during the acquisition process.

In addition to the IP ownership/title issues, it is critical that the Purchaser knows what patents, trademarks, and copyrights are the subject of an agreement with a third party. If the Target has given a third party a license or consent to use certain IP, the Purchaser needs to know that in order to understand how it impacts the Purchaser's objectives. Likewise, the Purchaser needs to know if the Target has agreed not to sue, not to manufacture, sell, or provide certain goods or services, or not to operate in a certain territory.

Data privacy and data security have become very significant issues in the past few years. Proper DPS due diligence will identify any risks associated with the Target's data collection, use, disclosure, and protection practices and procedures. It will also identify if the Target has proper and adequate insurance for data breaches and cybersecurity occurrences. Just as with IP, it is essential that the Target's data privacy and data security issues be addressed at the beginning of the due diligence period. If the Target has experienced a data or privacy breach, there may be significant monetary liability as well as possible public relations issues. Knowing about any lapses or breaches early on allows the Purchaser to address them with provisions that provide it protection.

As to DPS due diligence, the Target should disclose all information the Purchaser needs to identify the data privacy and security laws applicable to the Target. Of particular importance is knowing the type of data the Target collects, how the data is used by the Target, and how the Target transfers data across territorial borders. This allows the Purchaser to determine the areas where the Target needs compliance, as well as determine any gaps in the Target's compliance. The DPS risks can vary with the various types of personal data collected (e.g., health data, children's data, sensitive data), but all can be significant.

There is one important takeaway to reduce acquisition surprises. The parties should anticipate that IP and DPS issues may be an important part of any acquisition, and they should pay attention to them from the start. This allows them time to address issues and help facilitate a timely closing.

Andrew Hagopian is the Chief Legal Officer of Xponential Fitness (NYSE: XPOF). Previously, Mr. Hagopian served in several general counsel or other legal executive roles at both publicly traded and privately held consumer and technology companies. Prior to returning to Orange County in 2022, Mr. Hagopian served as Chief Legal Officer of BetMGM, a leading online gaming and sports betting operator. Mr. Hagopian began his career in Orange County as a corporate lawyer at Gibson Dunn.



Jeffrey L. Van Hoosier is a partner in the Orange County office of Knobbe Martens, where he is Co-Chair of the Trademark Practice Group. His practice focuses on trademark selection and clearance, brand licensing, domain names, website and social media content, rights of publicity, and proceedings before the Trademark Trial and Appeal Board. He can be reached at (949) 760 0404 or jeff.vanhoosier@knobbe.com.



A man and a woman in a factory setting are looking at a tablet together. The man is wearing a blue shirt and a dark jacket, and the woman is wearing a light blue shirt. They are both wearing lanyards. In the background, there are industrial structures and a green exit sign. In the foreground, there are computer monitors displaying technical data.

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2024 General Counsel Bios

Yemi Adeyanju, VP, Division Senior Corporate Counsel Providence, Irvine

One of the things that makes Yemi Adeyanju exceptional is that she does not shy away from challenge. Right out of law school, with no legal experience except for working in the clinical program during law school, Adeyanju interviewed at the suggestion of a recruiter for an in-house position with Bon Secours Mercy Health f/k/a Catholic Health Partners (CHP) in Cincinnati, Ohio. Adeyanju's exceptionalism and rising star qualities have already propelled her to become vice president and division senior corporate counsel for Providence, the country's third-largest nonprofit health system. She has earned a national reputation as an outstanding health care attorney and someone who can combine a keen understanding of the law, sound business judgment and an acute knowledge of health care to achieve exceptional results in the constant shifting sands of the industry. She has accomplished all of this with 20 years of practice. Today, Adeyanju works in the Orange County corporate office of Providence, serving as the principal legal advisor to the South Division chief executive, management teams and boards of directors of the four service areas, which includes 17 hospitals, four medical foundations, philanthropic foundations, and related medical facilities and clinics across Northern California and Southern California.



Ellen Bancroft, EVP, Chief Legal Officer and Secretary Semtech Corporation, Irvine

Ellen Bancroft joined the company in April 2024 as executive vice president and chief legal officer. Prior to joining the Company, Ms. Bancroft served as the general counsel and corporate secretary of indie Semiconductor, a pure-play automotive fabless semiconductor company from March 2021 to May 2022. Prior to that, she was a corporate partner at the global law firm, Morgan, Lewis & Bockius LLP for eight years, serving as the office managing partner for almost six years. Before joining Morgan, Lewis & Bockius LLP, she was a partner at Dorsey & Whitney LLP and at Brobeck, Phleger & Harrison LLP. Her practice included corporate and securities transactions, mergers and acquisitions, public company reporting and compliance, corporate governance matters and risk management. Ms. Bancroft also serves on the board of directors of EACO Corporation, a publicly-traded distributor of electronic components and fasteners. Ms. Bancroft holds a BS in Business from Indiana University, Bloomington and a JD from Vanderbilt University School of Law.



Scott Becker, General Counsel & Corporate Secretary Willow Innovations, Costa Mesa

As general counsel of Willow Innovations, a high-growth consumer medtech company, Scott Becker has led multiple transformative financing transactions including an equity financing in January 2024 that one board member with 40+ years of VC experience called the most complicated financing he'd ever been a part of. Becker has built Willow's in-house legal function from the ground up and is currently overseeing a major patent enforcement lawsuit against one of Willow's competitors. Becker is a member of the senior executive team and advises the board of directors and management on a diverse array of matters spanning M&A, commercial transactions, employment law, corporate governance and litigation. Prior to joining Willow, Becker served as the lead corporate and securities attorney at Viant Technology and Vizio, where he quarterbacked Vizio's \$3.9 billion IPO in March 2021. Becker started his career at Latham & Watkins in Costa Mesa. Becker also serves on the Board of Directors of The First Tee of Orange County, a non-profit organization focused on character building and life skills lessons for youth through the game of golf.



John K. Beckley, Deputy General Counsel and Head of Litigation Automobile Club of Southern California, Costa Mesa

John Beckley leads the in-house litigation unit at the Auto Club, managing a broad range of legal matters including business, class actions, representative actions, insurance, contract, wildfire and catastrophe subrogation, real estate, and employment law. He oversees corporate litigation across multiple states, requiring a deep understanding of diverse business and employment laws. Beckley has led appellate teams at the California Supreme Court, the United States Court of Appeals, and the California Courts of Appeal, resulting in sixteen published cases on various legal topics. He has also successfully led the defense in numerous class and representative actions, including two class and representative action trials. Beyond his litigation work, Beckley has implemented community impact goals for in-house attorneys, leading to hundreds of hours of volunteer and pro bono work in 2023 and 2024. He also serves on the Orange County Bar Association Charitable Fund Board of Directors, contributing to the provision of crucial services to vulnerable populations in Orange County. Further, he serves on the Board of Directors for the California Employment Law Council that works to promote a better legal climate for California employers.



Yashina Burns, SVP, Privacy & Legal Affairs DeepIntent Inc., Irvine

Yashina Burns is a trailblazing strategist in the healthcare advertising technology industry and serves as DeepIntent's leading legal expert. Over the past seven years, she has built and scaled the company's legal team from its nascent startup origins to a fully-fledged legal department that now supports nine-figure revenues in annual revenue. Her leadership was instrumental as the company approached a near ten-figure acquisition in 2023, a testament to its market value and her strategic impact. Her deep expertise in digital advertising, privacy, and AI has made her a trusted advisor to top agencies and pharmaceutical companies. Burns has also played a significant role in developing and guiding standards in the industry as a board member of the Network Advertising Initiative (NAI), the leading self-regulatory association dedicated to responsible data collection and use for digital advertising, and as a public speaker at national events like the IAPP's Global Privacy Summit in D.C. and the NAI Summit in New York. Beyond her professional work, Burns is also a dedicated community leader, serving on the board of organizations like Community Legal Aid SoCal, SunLaw, the women's in-house non-profit network, and OCKABA and leading diversity initiatives to mentor and support women and students in the legal field.



David Cohen, General Counsel Infinite Athlete, Aliso Viejo

David S. Cohen serves as general counsel of Infinite Athlete, a Laguna Niguel-based sports technology startup revolutionizing the collection and use of sports-related data. Over a six-year period, Cohen has managed the growth of Infinite Athlete from eight employees to over 100 operating in twenty states and seven countries. As general counsel, Cohen provides strategic business, administrative, and legal advice and service to both Infinite Athlete, and its sports biomechanical testing subsidiary, BioCore. Cohen oversaw the funding and startup process, including building the business systems, legal function, insurance program, and personnel infrastructure from the ground up. Prior to becoming GC of Infinite Athlete, Cohen served as head of player operations of the Alliance of American Football, and for five years, held the role of general counsel of the Tampa Bay Buccaneers. Cohen spent nine years before that overseeing the legal department for the Los Angeles Angels and AM830 KLAA. While working in-house for the Angels and Buccaneers, Cohen was responsible for drafting and negotiating contracts with sponsors, vendors, employees, season seat holders, and suite licensees. He oversaw all organizational litigation, complex business and class action lawsuits. Cohen also oversaw human resources, security, insurance, compliance, and privacy functions for the Buccaneers.



Jacqueline Collins, Vice President Legal, General Counsel MicroVention Inc., Aliso Viejo

Jacqueline Collins joined MicroVention as its general counsel in July 2022 with responsibility for managing Legal and Intellectual Property matters for the Company globally. In her first year at MicroVention, the Company's commercial success led to a significant increase in the need for legal resources, and to accommodate this growth, Collins delivered on establishing, developing, and managing an outstanding team of in-house legal staff to meet the company's needs. The current legal team plays an integral role in the business by providing strategic advice on contracting, business development, regulatory and quality issues, employment matters, litigation, intellectual property, and corporate governance. Recently, the team led the successful purchase of a nine-story commercial building in Orange County - doubling the Company's OC footprint. The team also achieved significant success on several litigation matters. For example, Collins led the legal team that prevailed on (1) a motion for summary judgment in a product liability case; (2) achieved an injunction and settlement from former employees in a trade secret and breach of contract case, and (3) settled a long-standing patent infringement and trade secret misappropriation litigation with a competitor in United States District Court, Central District of California. MicroVention develops and markets medical devices that improve the treatment of cerebrovascular diseases and is a part of Terumo Corporation, a major worldwide medical device company headquartered in Tokyo, Japan.



Jeff Compangano, SVP, General Counsel Word & Brown Insurance Administrators, Orange

Jeff Compangano has served as the general counsel for Word & Brown Insurance Administrators Inc., for over twenty years. He leads the company's legal and data compliance departments. He proactively organizes and leads all legal matters related to intellectual property, transactional, and corporate law. He also leads the company's data security team and matters, including ensuring it obtains its most coveted HITRUST Certification. HITRUST is the benchmark for data



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security in health care and demonstrates a pledge to stay ahead of potential data breaches. Compangano has been and continues to be a vital part of all significant company dealings, including past mergers and acquisitions and the sale of several subsidiary companies.

Janet Dennerline, General Counsel

KTGY Group Inc., Irvine

Janet Dennerline is general counsel at KTGY Group, Inc. a full-service architecture, interior design, branding, and urban planning and design firm serving clients nationwide in a variety of sectors: residential, hospitality, commercial, retail, and public entities. She is a trusted partner in mitigating and construction design risks and managing and handling claims for her firm.



Janine DuMontelle, VP & General Counsel

Chapman University, Orange

Janine DuMontelle is the vice president and general counsel of Chapman University and is a trusted advisor and business partner for forming new entities, establishing new business lines, evaluating partnerships and acquisitions and assessing business risk. DuMontelle is a recognized expert in complex contracting arrangements, business process re-engineering, health science research partnerships and operations, conducting internal investigations, crisis communication, compliance and ethics. In addition to supporting Chapman's main entity and endowment, DuMontelle works with University C-Suite executives and Board leadership on a large and diverse portfolio of business interests including the University's acquisition of controlling shares in a REIT holding a 400-unit residential complex and its affiliated corporate entities, acquisition of several \$20 million+ commercial properties to establish a health science campus, the issuance of more than \$700 million in bonds, the successful resolution of a large scale environmental contamination matter, opening and running foreign and domestic corporations, the launch of an advanced research operation and compliance function, and the establishment of several film corporations that issued private offerings to finance film productions.



Nathaniel Epstein, Senior Legal Counsel

Elevance Health, Irvine

Nathaniel Epstein serves as senior legal counsel at Elevance Health where he manages complex healthcare contracts between Elevance Health and hospitals in California. He also provides legal support to the national laboratory team and oversees the credentialing of physicians within the California network. Since 2017, Epstein's been actively involved with the Youth Center of Los Alamitos, where his leadership as President (2020-2024) made a lasting impact. As president, he facilitated the acquisition of a new building for the Youth Center, which offers valuable programs in leadership, music, STEM, and mental well-being for children ages 5-13. Epstein also serves as President of the Filipino-American Lawyers of Orange County (FLOC). Under his leadership, FLOC became an official affiliate of the Orange County Bar Association (OCBA), expanded support for law students, mentored emerging Filipino attorneys, and strengthened community connections. In addition to FLOC, Epstein was the Community Outreach Chair for the OCBA's Young Lawyers Division.



Mark Foster, EVP, General Counsel & Corporate Secretary

American Healthcare REIT Inc. (NYSE: AHR), Irvine

Mark Foster is an Orange County native with broad-based in-house and law firm experience, as well as extensive ties to the Southern California real estate and commercial finance communities. In August 2022, Mr. Foster was appointed executive vice president, general counsel and corporate secretary of American Healthcare REIT, Inc. (NYSE: AHR), based in Irvine, California. Since assuming this role, Mr. Foster successfully oversaw a \$772.8 million initial public offering, resulting in the listing of AHR on the New York Stock Exchange in February 2024. This was the largest healthcare REIT IPO to date and one of the largest real estate IPOs in the last two years. As general counsel of AHR, Mr. Foster serves as a member of the company's senior executive team and is responsible for all legal and corporate matters related to AHR's \$4 billion+ real estate portfolio, which is comprised of outpatient medical office buildings, senior housing, integrated campuses and skilled nursing facilities, located in 38 states and the United Kingdom. He also works closely with the AHR senior executive Team on developing and implementing key corporate strategies and initiatives.



Michael Gates, City Attorney

City of Huntington Beach, Huntington Beach

Michael Gates has been a stellar in-house, general counsel for the City of Huntington Beach. Since 2014, he has saved/protected well-over \$200 million of taxpayer money through is clever, aggressive, effective lawyering. Recently, he prevailed in a massive lawsuit against the State of California, Department of Finance to recover over \$38,000,000 in money the State wrongfully withheld,

failing to reimburse the City for decades in old redevelopment loans. In addition to this recent success, Mr. Gates has successfully taken a number of cases to trial defending our police officers, including prevailing in a \$20,000,000 officer-involved shooting case last year. Finally, Mr. Gates is fighting for the character and integrity of his City and the local control authority of his City Council by actively challenging the aggressive State housing laws that seek to impose heaving, untenable burdens on the City.



Joni L. Gaudes, EVP, General Counsel

Hybrid Apparel, Cypress

Having been recruited from her GC position at ASICS America during COVID, Joni Gaudes is currently the EVP, general counsel of Hybrid Apparel, which is a full-service design, development, source, production and apparel distribution company. Hybrid has licenses with Disney, Warner Brothers, the NFL and NBA, has long standing relationships with retailers like Macy's, Target and Kohl's, with brands such as Columbia, Reef and Levi's, and owns the e-commerce brand Junk Food Clothing. Gaudes recently concluded her successful tenure as president of the Southern California Chapter of the Association of Corporate Counsel (ACC-SoCal) from 2021 to 2022. ACC-SoCal, one of the largest and most recognized chapters of ACC, serves over 1,600 members, providing resources and education for in-house counsel. Gaudes' leadership was particularly impactful as she navigated the organization through the challenges of the pandemic. Her presidency, which began in November 2021 amidst ongoing COVID concerns, was marked by the implementation of safe and effective strategies for in-person events.



Monica Glicker, Executive Director/General Counsel

Public Law Center, Santa Ana

Monica Glicker served as the directing attorney of PLC's Immigration Unit from 2018 to 2022, where she worked to strengthen PLC's partnerships with community-based and advocacy organizations serving Orange County's immigrant and refugee communities. Previously, after graduating magna cum laude from Harvard University, Glicker served as a Fulbright Fellow in the Philippines and an Americorps Member and Service Team Leader with City Year Greater Philadelphia, a non-profit organization focused on youth education and development. Glicker then graduated cum laude from Harvard Law School and clerked for the Honorable Anita B. Brody of the U.S. District Court, Eastern District of Pennsylvania. Glicker began her career in Immigration Law as an Attorney Advisor at the Immigration Court in Chicago, Illinois. A decade-long tenure practicing immigration law in private practice followed, first in Chicago, then in Seal Beach, California. Prior to joining PLC, Glicker served as a counseling attorney and adjunct lecturer in UC Irvine School of Law's Immigration Rights Clinic. As the child of immigrants from Cambodia and the Philippines, Glicker is a long-time advocate for those who must fight to be heard, working tirelessly to promote greater access to justice and community empowerment.



Kristin Godeke, Assistant General Counsel, VP

Wells Fargo Bank N.A., Fullerton

Committed to giving back to the community, Kristin Godeke currently teaches business law ethics at a Western State College of Law. She has previously chaired sub committees of the Bank's Diversity and Inclusion council and served as the chair of the Appellate and Corporate Law sections of the Orange County Bar Association. Godeke received her undergraduate degree at Occidental College and her J.D. from Western State.



Andrew Hagopian, Chief Legal Officer

XPONENTIAL Health & Wellness Brands, Irvine

Andrew Hagopian is an experienced leader of legal teams with consistently high upward feedback ratings and a proven ability to attract and retain talent. He has extensive experience in a wide array of practice areas, including public company governance, capital markets, SEC compliance, real estate, development, executive compensation, regulatory compliance, M&A and strategic transactions, litigation, crisis management, employment, privacy, and consumer protection. Mr. Hagopian has served as chief legal officer since March 2023. Previously, Mr. Hagopian served in several general counsel or other legal executive roles at both publicly-traded and privately-held growth companies. Immediately prior to joining Xponential, Mr. Hagopian served as general counsel of Newlight Technologies, Inc., a biotechnology and manufacturing start-up.



Mark Harrington, General Counsel & Corporate Secretary

PACSUN, Anaheim

Mark Harrington is currently a general counsel and corporate secretary at Pacific

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Sunwear. Harrington brings experience from previous roles at Greenwave Systems Inc, Hyperloop Transportation Technologies, Inc., United Online, Inc. and Guidance Software. Harrington holds a Master of Business Administration at Boston University.

Connie Hexun, Chief Legal Officer
Hanwha Qcells USA Corp., Irvine

Connie Shiping Hexun, chief legal officer at Hanwha Qcells USA Corp. (Qcells), is not just a leader, but a visionary deeply committed to fostering dynamic teams and driving renewable energy adoption across the United States. Under Hexun's leadership, Qcells, a rapidly growing renewable energy company under the Hanwha Group, has significantly enhanced the renewable energy sector in the US. The groundbreaking work of Hanwha Group in energy earned them a spot in TIME's 100 Influential Companies of 2024. Hexun manages a legal team of 15 professionals, providing strategic legal guidance and innovative solutions across Qcells' diverse business activities. Her leadership has been instrumental in handling the sale of many gigawatts of solar modules, the development of 10 gigawatts renewable projects, and the construction of three gigawatts renewable projects throughout the United States.

Don Ho, General Counsel
Stratus Financial LLC, Newport Beach

Don Ho is general counsel at Stratus Financial, LLC, a prominent financial institution specializing in innovative lending solutions. With over 15 years of legal experience in the finance industry, Ho has played a crucial role in shaping the company's legal framework and compliance strategies. Under his leadership, Stratus Financial, LLC has launched several successful financial products, enhancing its market competitiveness. Ho's expertise in regulatory compliance and corporate governance has been instrumental in navigating complex financial regulations, ensuring robust risk management, and maintaining Stratus Financial, LLC reputation as a reliable and customer-centric lender. His strategic vision and legal acumen have significantly contributed to the company's growth and success.

Anita Hsu, SVP & Chief Legal Officer
MBK Real Estate Companies, Irvine

Anita Hsu serves as the senior vice president and chief legal officer of MBK Real Estate Companies, a diversified real estate firm owned by Mitsui & Co., Ltd. She oversees all legal matters for MBK and its subsidiaries, including MBK Senior Living, MBK Rental Living, MBK Homes, and MBK Industrial Properties, and also acts as the company's chief compliance officer. Prior to joining MBK, Hsu was a partner at Manatt, Phelps & Phillips, LLP, where she specialized in complex real estate transactions. She also served as in-house legal counsel for an alternative energy company. Hsu earned her law degree from the University of California, Berkeley School of Law, and graduated highest honors (summa cum laude) with a Bachelor of Arts in Psychology from the same institution. She is a recipient of the prestigious Paul and Daisy Soros Fellowship for New Americans.

Wendy Huang, General Counsel
Prospera Hotels, Orange

Wendy Huang has made extensive contributions to the California legal community. She has served as the long-term co-editor-in-chief of the California Litigation Review, one of the most prominent law reviews read by California attorneys and judges. On a statewide basis, attorneys and judges rely on the Review for legal updates and analysis. As general counsel of Prospera Hotels, Huang brings over 30 years of experience to her role in overseeing Prospera's legal affairs. Huang has extensive experience representing real estate companies in high-value transactions and high stakes litigation. Prior to joining Prospera, Huang served as executive vice president and general counsel of Crown Realty & Development, as well as general counsel of Olen Properties. Huang has also served on the Executive Committees of the Litigation Sections of the California State Bar and California Lawyers Association, the Board of Directors of Women Lawyers Association of Los Angeles, and Southern California Chinese Lawyers Association. Huang has been featured as a guest speaker at numerous bar association events, law schools, bar association events, legal seminars, radio and television programs.

Monica Johnson, General Counsel
M S International Inc. ("MSI"), Orange

Serving as general counsel of M S International, Inc. ("MSI"), Monica Johnson is an accomplished executive leader with strong senior management and corporate



board and governance experience with global responsibility for MSI's legal affairs. An accomplished attorney with experience in a broad range of industries, including foodservice, retail, technology, manufacturing, and supply chain/logistics she is a valued business partner and trusted advisor on both legal and business matters. Ms. Johnson proactively works to find innovative business solutions that appropriately balance sound business judgment, thorough legal analysis and real-world considerations. Immediately prior to joining MSI, she served as chief legal officer and corporate secretary for Darigold, General Counsel at Bonduelle Americas, assistant general counsel/assistant corporate secretary at Ventura Foods, and previously served as senior counsel at Western Digital. She currently serves as a board member for the ACC Foundation and Solar Rollers. Ms. Johnson previously served on the board of the ACC-SoCal and ACC Washington. She received her JD from Southwestern University School of Law and holds a BA in Rhetoric/Communications and Political Science from U.C. Davis.

Casey Kempner, Chief Legal Officer and General Counsel
P&P Imports LLC, Irvine

Casey Kempner is the general counsel of P&P Imports LLC, where he leads a dynamic legal department consisting of three members. Under his leadership, Kempner has achieved significant legal victories, including a complete jury verdict this year in which the defendant was found guilty of willful infringement. Additionally, he successfully won a motion to dismiss a baseless patent infringement suit, further solidifying his reputation for robust legal defense. Kempner has also been instrumental in the company's growth, overseeing the expansion of P&P Imports' product portfolio to over 1,000 SKUs. His strategic guidance has resulted in the filing of over 200 patents, the registration of more than 100 trademarks, and nearly 1,000 copyright registrations, greatly enhancing the company's intellectual property portfolio. Kempner's contributions have been pivotal in securing and protecting the company's innovations and market position.

Arun Kurichety, Co-Founder & COO/General Counsel
Petalfast, Irvine

Arun Kurichety is a seasoned leader, corporate executive, and attorney with an entrepreneurial mindset. He possesses more than seventeen years of corporate transactional/restructuring experience with a focus on the cannabis/CBD industry. As a cannabis industry veteran, he has advised numerous cannabis companies, from start-ups to public, in an ever-shifting regulatory landscape. He is highly regarded for his capital markets and debt restructuring knowledge while regularly advising on corporate governance and compliance/regulatory matters. In 2020, Kurichety achieved his lifelong dream of starting his own company when he co-founded Petalfast, a go-to-market accelerator that helps cannabis brands achieve rapid growth and scale. As chief operating officer and general counsel for the privately held company, Kurichety bridges the gap between the legal and business spheres by "leading with the law" in the day-to-day management of the company. Kurichety has worked on structuring all aspects of the business, including notably leading five equity raises, and several debt transactions, as well as over seventy-five customer partnership agreements in less than three years. In addition, Kurichety ensures that the business remains compliant in an ever-changing regulatory environment. Most recently, Kurichety has led the company's expansion efforts beyond California into the states of Massachusetts and Arizona. Today, Petalfast is a 51-person team. Some of the notable cannabis brands already engaged in the Petalfast platform include Stiiizy, Bloom Brands, Lime, Maven, and Yada Yada.

Benjamin Lin, Director, Intellectual Property
Activision Blizzard Inc., Irvine

With nearly two decades of experience in the dynamic field of intellectual property law, Benjamin Lin leads a team of in-house IP professionals and outside counsel to build, implement, and manage Activision Blizzard's global IP strategies, including developing and growing its patent, trademark, and copyright portfolios. Lin's responsibilities include working with various business and product teams to execute long-term IP and brand-protection plans, as well as developing guidelines for responsible artificial intelligence practices. With a keen eye for detail and a strategic mindset, he has also successfully managed complex litigation matters, safeguarding Activision Blizzard's intellectual property rights. His strategic approach and deep understanding of the video game industry have contributed to the company's success, fostering an environment where creativity and technology thrive. Lin's enthusiasm for innovation and his passion for the gaming world continue to drive his pursuit of legal excellence in the ever-evolving realm of video games and interactive entertainment.

Edgar Martinez, Senior Counsel
loanDepot.com LLC, Irvine

Edgar Martinez is a senior counsel with loanDepot.com, LLC, an Irvine-based national mortgage lender and real estate services provider. Martinez is a versatile attorney and key member of loanDepot's legal team, supporting a range of internal





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clients across product, operations, information technology, risk, compliance, marketing, and sales departments. Before loanDepot, Martinez served as in-house litigation and compliance counsel with Healthpeak, a health care real estate investment trust. He also served as a senior counsel with American Advisors Group, a reverse mortgage lender, advising on compliance and transactional matters. Martinez began his legal career with O'Melveny & Myers, LLP's Newport Beach office, where he counseled mortgage and banking clients on regulatory compliance and defended financial services providers in consumer class actions across the country.



Jeffrey Salinger, VP, M&A Counsel
Edwards Lifesciences, Irvine

Jeff Salinger joined Edwards' legal team in 2018 from Morgan Lewis, where he represented strategic acquirors and financial sponsors in Mergers & Acquisitions, venture capital and private equity transactions. Salinger leads Edwards' strategic transactions legal function, including all M&A and investments. Over the course of his career at Edwards, Salinger has played a key role in over 50 strategic transactions, including acquisitions, divestitures, options to acquire and minority investment transactions. 2024 has shaped up to be an extremely busy year on the transactional front for Edwards, with Edwards announcing the sale of its Critical Care business for approximately \$4.2 billion to Becton Dickinson and four buy-side acquisitions with total deal value of up to approximately \$2.1 billion, in addition to numerous confidential investments.



Teddy Nguyen, Deputy General Counsel
LIBERTY Dental Plan, Tustin

Teddy Nguyen is deputy general counsel at LIBERTY Dental Plan, a national dental managed care plan and dental benefits administrator. In his role, Nguyen handles various legal issues including corporate governance, employment matters, and vendor and healthcare contracting. Before working at LIBERTY Dental Plan, Nguyen was corporate counsel at Apex Energetics, where he handled regulatory and transactional matters in the dietary supplement industry. Nguyen earned his Juris Doctor from University of California, Irvine School of Law, where he served on the UC Irvine Law Review as Lead Editor and Style Editor. He also served on the boards of the Asian Pacific American Law School Association and the Orange County Human Rights Association. Before law school, he earned his undergraduate degree from University of California, Los Angeles with a degree in Biochemistry and worked as a Validation Engineer at a pharmaceutical manufacturer. In the community, Nguyen has served on the Board of Directors and as president of the Board of the Vietnamese American Bar Association of Southern California, and also serves on the Board of Community Legal Aid SoCal.



Daniel Sanders, Director of Legal Services (Radiant Futures), Chairperson (Orange County Family Violence Council)
Radiant Futures, Fullerton

Daniel Sanders has overseen the legal services department at Radiant Futures (formerly WTLC) for over seven years, as the legal services manager and most recently as the director of legal services. He oversees a team of legal advocates and DOJ-accredited immigration representatives, who provide assistance and support to survivors of domestic violence and human trafficking. Sanders previously represented and advocated on behalf of injured workers and wrongfully terminated employees. He was a Post-Bar Intern at the Orange County Public Defender's Office, and prior to attending law school, helped empower individuals and families in the CalWORKs program. Sanders has represented Radiant Futures on the Orange County Family Violence Council in various roles since 2021. Most recently, he was named the first non-judicial officer to chair the Council. His term ends in March of 2026. He has previously held the roles of first vice-chairperson and legal issues subcommittee chair with the Council.



Jae Park, Assistant General Counsel & Senior Director
Western Digital Corporation, Irvine

Jae Park serves as Western Digital's ("WD") assistant general counsel and senior director. He joined WD in 2013 and has been a key legal partner in every material strategic transaction since his arrival at the company. Jae's primary area of expertise is on the corporate side but given his leadership abilities and collegial nature he has influence throughout the legal organization. Park is well known for his ability to cut through many details to get to the core issues of a problem. He has a strong business acumen and is well liked by his business colleagues as a true partner, and not just a legal gatekeeper like so many others can be. Park has the support of his entire organization and is well respected at WD. Park's list of accomplishments is long and varied as mentioned below. This is due partly to the very busy day-to-day operations at WD and partly to Park's amazing breadth of knowledge and influence at WD.



Peter Schneider, Chief Health Sciences Counsel
UCI Health, Orange

Peter Schneider is the chief legal officer of UCI Health and provides legal advice regarding all aspects of healthcare law to the executive leadership team of UCI Health as well as to senior UC Irvine campus academic and College of Health Sciences leadership. Schneider advises the UCI Health legal team and oversees the UCI Health Risk and Regulatory Affairs Department. He also advises the campus Student Health Center and Counseling Center. He is a member of the Health System CEO Cabinet, Governing Body Advisory Committee, Medical Staff Executive Committee, Medical Staff Credentials Committee and the Risk Management Committee. His practice includes state and federal regulatory issues, including reimbursement and fraud and abuse analysis; group purchasing; joint ventures and affiliations with various entities; physician discipline and medical staff matters; accreditation issues; internal and external investigation; acquisitions; health system strategic planning; and faculty, resident and medical student-related matters.



Jeffrey Plumer, General Counsel
Evolus Inc., Newport Beach

Jeff Plumer began his career at Evolus after its IPO in 2018, having served as the vice president of legal to Evolus' sole stockholder from 2014 to early 2018 and was promoted to general counsel of Evolus in October 2020. Earlier in his career, Plumer practiced as a corporate securities and mergers & acquisitions attorney at K&L Gates LLP. He has been a critical ingredient to Evolus' success from inception to FDA approval to ITC cases and beyond. Plumer oversees all legal and compliance matters for the company, including work which resulted in the US Food and Drug Administration's 2019 approval of Evolus' s Jeuveau™ (prabotulinumtoxinA-xvfs), the first and only neurotoxin dedicated exclusively to aesthetics and manufactured in a state-of-the-art facility using Hi-Pure™ technology. In all areas, Plumer is known for his impeccable integrity and he embodies Evolus' culture of transparency and impact.



Tiffany Scurry, Corporate Vice President, Chief Compliance Officer
Advanced Micro Devices, Santa Ana

Tiffany Scurry is a seasoned in-house counsel who joined AMD in October 2023 as corporate vice president, chief compliance officer, overseeing global Ethics, Trade and Privacy compliance programs. Before joining AMD, she spent more than 13 years at Western Digital, seven as chief compliance officer, where among other things, she steered the company to earn Ethisphere Institute's recognition as a World's Most Ethical Company®. At AMD, Scurry is responsible for guiding roadmap AI accelerator product designs to comply with emerging export regulations, implementing controls to restrict foreign access to the latest AI accelerator technologies, and partnering with U.S. regulatory and enforcement agencies to disrupt illicit diversion of U.S. technology that could infringe human rights anywhere in the world. She and her team maintain a close partnership with the U.S. Disruptive Technology Strike Force to investigate post-sale movements of old parts recovered from Russian weapons on the Ukrainian battlefield. In September, Scurry will be testifying on behalf of AMD at a U.S. Senate committee hearing on the use of U.S. semiconductor chips in Russian weapons systems against Ukraine.



Bryan Redington, VP, General Counsel
INNOCEAN USA, Huntington Beach

Bryan Redington is the VP, general counsel, Legal & Business Affairs at INNOCEAN USA, a leading global advertising agency based in Huntington Beach, California. In his current role, Redington oversees all legal and business affairs for the agency's U.S. operations, including employment, HR matters, and comprehensive oversight of creative and production-related legalities. Since joining INNOCEAN USA in May 2022 as corporate counsel and advancing to his current position in November 2023, Redington has played a pivotal role in transforming the agency's legal department. Under his leadership, the business affairs department was integrated into the legal department, resulting in a streamlined process that has significantly reduced legal expenses for clients. His oversight ensures that all agency productions, including print, TV commercials, and digital content, meet legal standards and contractual requirements.



Jeffrey Shieh, EVP, General Counsel & Head of Business Affairs
Sega of America Inc., Irvine

For the last four years, Jeff Shieh has led and grown the legal and business affairs

HOW GC'S CAN HELP THE IMPACT OF DIVORCE FOR KEY EMPLOYEES

By Paul Nelson, Esq



Divorce can significantly disrupt the lives of key employees, affecting their work performance, focus, and leadership. For executives and business owners, the demands of a divorce often spill over into the workplace, leading to challenges such as:

1. Lost Time: Divorce proceedings require substantial time for legal meetings and court appearances, pulling key employees away from important work, resulting in delays and missed deadlines.

2. Reduced Focus: The emotional toll of divorce can distract employees, reducing productivity and decision-making capacity, which can harm business operations.

3. Leadership Impact: Personal stress can impair judgment, slowing down business growth and decision-making, affecting teams that rely on their leadership.

4. Financial Complications for Business Owners: Divorce can entangle business assets, causing financial instability and ownership challenges that impact long-term business health.

MINIMIZING THE IMPACT

1. Legal Support: Engaging a skilled family law attorney helps

streamline the divorce process, reducing time away from work and managing legal complexities efficiently.

2. Asset Protection: Prenuptial or postnuptial agreements can protect business assets from division during divorce, safeguarding the company's financial health.

WHAT GC'S CAN DO

1. Referrals to Specialists: General counsel often has connections to experienced family law attorneys who specialize in high-asset divorces and complex financial matters. By leveraging their legal network, general counsel can ensure key employees receive top-notch legal representation.

2. Facilitating Confidential Consultations: General counsel can discreetly arrange meetings between key employees and expert divorce attorneys, ensuring privacy and efficiency in finding the right legal support.

3. Protecting Corporate Interests: A family law attorney with business expertise can help shield company assets from being compromised during divorce proceedings, reducing potential risks to the business.



Paul Nelson is the founder of California firm Nelson Kirkman Family Law Attorneys. Certified by the State Bar of California Board of Legal Specialization in family law, he has extensive courtroom experience and knowledge of California family law, which have helped him build an impressive track record of successful outcomes for a wide range of clients. Paul is rated highly with Super Lawyers, possesses twenty fivestar ratings with Avvo, and enjoys the highest ranking with Martindale-Hubbell.

Active in the legal community, Paul has published numerous articles

in the *Orange County Business Journal*, *Forbes*, and *Fortune*. He is a member of the Orange County Bar Association, the State Bar of California, and the J. Reuben Clark Law Society. In his free time, Paul volunteers at the Veteran's Legal Institute, working tirelessly to address obstacles keeping our military veterans from the benefits they deserve.

Paul also serves on the board of the William Gray Inn of Court, whose core principle is to promote nationwide legal excellence and ethics. Specializing in complex, high-asset family law proceedings, Paul excels at producing the most favorable outcomes for his many clients, allowing them to get on with their lives—and their business.

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2024 General Counsel Bios

department at Sega of America, Inc. as its executive vice president, general counsel and head of business affairs. In this role, he oversees a variety of domestic and international matters for the US subsidiary of the Japanese-headquartered entertainment conglomerate Sega. With a rich history spanning 75+ years, Sega is well-known for its iconic franchises like Sonic the Hedgehog, its Japanese IP franchises such as Persona and Like a Dragon, and its classic IPs such as Jet Set Radio and Crazy Taxi. Shieh supports Sega on all matters relating to its thriving video game business, as well as matters relating to its movie/television and merchandise licensing businesses. In recent years, Sega's business has grown exponentially, in many ways due to the support that the legal & business affairs team has provided.



Ako Shimada, VP, General Counsel & Corporate Secretary
Ushio America Inc., Cypress

Ako Shimada is a seasoned legal executive with over 20 years of experience shaping global corporate strategies and ensuring rigorous compliance for leading international organizations. As general counsel for Ushio America and Ushio Europe Group, she oversees legal and regulatory affairs across North America and Europe, with expertise in corporate governance, risk management, intellectual property, and complex M&A transactions. In addition to her in-house legal responsibilities, Shimada serves as an independent board director at Fujitec Co., Ltd. (6406 TYO), a leading manufacturer of elevators and escalators with global operations and a \$2.3 billion market cap (as of August 2024). She chairs the company's Nomination and Compensation Advisory Committee and leverages her international legal experience to enhance Fujitec's corporate governance and mid to long-term corporate value. Fluent in both English and Japanese, Shimada is a respected voice on international legal issues and DEIB (Diversity, Equity, Inclusion, and Belonging). Shimada has significantly impacted the legal community through her leadership roles within the Association of Corporate Counsel (ACC SoCal) and the U.S.-Japan Council.



Michelle Smith, General Counsel & Corporate Secretary
REALM IDx Inc & Ambyr Genetics Corporation, Aliso Viejo

Michelle Smith is the general counsel and corporate secretary of REALM IDx, Inc. ("REALM") and its subsidiary, Ambyr Genetics Corporation ("Ambyr"). Smith's tenure as general counsel of Ambyr began in 2017 where she initially oversaw a three-person department. Later that year, she successfully guided the sale of Ambyr to Konica Minolta and has since continued in that role post-acquisition in addition to taking on ever-expanding responsibilities, including overseeing Ambyr's compliance and corporate secretary functions. In August 2021, Smith was appointed as general counsel of REALM, further expanding her responsibilities to serve the REALM corporate family while still maintaining her role at Ambyr. Under Smith's leadership, the legal and compliance department has matured into an eight-person team, providing guidance to REALM's and Ambyr's boards of directors and executive management teams on a diverse array of matters spanning M&A, commercial transactions, employment law, corporate governance, intellectual property, compliance, and managing litigation. Most recently, Smith and her team played an instrumental role in the successful sale of a REALM subsidiary in April 2024 for over \$100 million.



Ardelle St. George, Chief Legal Officer & Secretary
ST. GEORGE & CARNEGIE: NAUTILUS GLOBAL SOLUTIONS LLC, Newport Coast

Ardelle St. George and her Law Firm, St. George & Carnegie, and her Solutions & Licensing company, NAUTILUS GLOBAL SOLUTIONS LLC., are known for a unique delivery of legal and business solutions and strategies for businesses. As chief legal officer, St. George has handled all aspects of the company's legal and related business matters, including structuring business entity, establishing governance and compliance, assisting with funding/investment opportunities, addressing branding considerations, developing avenues for product development and handling operational transactions. The company's technical expertise has been fostered by her legal and business acumen. St. George has taken on a personal mission to assist the company and vision in their quest to save lives from the debilitating effects of Type 1 diabetes. Tying her education in legal and business, as well as important trending areas of law and business, St. George has applied her knowledge and background with her expertise to move the Company forward. St. George has tied her work for the company to her interest in assisting and supporting the Orange County community in bringing innovation to the forefront while supporting its workforce development initiatives.



Jim Sytsma, Vice President, General Counsel and Corporate Secretary
Clean Energy Fuels Corporation, Newport Beach

Jim Sytsma is vice president, general counsel and corporate secretary at Clean

Energy Fuels. He has extensive experience in corporate law, governance, and compliance. Sytsma has worked for various companies including Arrow Electronics, Tandem Diabetes Care, NextGen Healthcare, Dell, and Quest Software. His skills include all aspects of the legal function at Clean Energy Fuels, including, public company reporting, corporate governance, securities, mergers and acquisitions, finance, cybersecurity, governance, litigation, energy, government contracts and executive compensation. Sytsma earned his Juris Doctor from Harvard Law School, and his Bachelor of Science from the United States Military Academy at West Point. He served as an officer in the United States Army, reaching the rank of Captain.



Young Tang, Sr. Director, Intellectual Property
MicroVention Inc., Aliso Viejo

With nearly two decades in the legal profession, Young Tang leads a talented team through the complex legal challenges of the high-tech and medical device industries. As MicroVention's senior director, intellectual property, Tang focuses on guiding his team as they manage mergers, acquisitions, and licensing transactions, and negotiate essential collaboration and commercial agreements with strategic partners. Tang's goal is to drive strategic initiatives that not only address legal needs but also align with and support the company's broader business goals. Tang led patent re-examination efforts that resulted in the cancellation of all relevant patent claims being asserted against MicroVention by a major competitor. He also led the team in successfully defending a complex patent infringement lawsuit, which ended in a full dismissal of all claims. Tang was also intimately involved in the day in day out litigation of two long-running patent and trade secret cases, helping to secure favorable confidential settlements for the company, further solidifying MicroVention's competitive position in the neuro-endovascular medical device industry.



Rajiv Tata, VP, General Counsel & Corporate Secretary
Ducommun Incorporated, Costa Mesa

Rajiv Tata is responsible for and oversees Ducommun's legal function, including contract review, employment, corporate governance, SEC compliance, real estate transactions, privacy, litigation and other policy issues, having built the company's legal team from scratch. After joining the company in 2017, he also created and developed the company's environmental, social and governance program, achieving a 37% decrease in greenhouse gas emissions and a 75% decrease in recordable safety incidents, both since 2019. In addition, Mr. Tata supports Ducommun's mergers and acquisitions team, with five successful transactions closed since 2017 and which have played a significant role in Ducommun's success and is a cornerstone of the company's future growth strategy. In 2021, Mr. Tata helped the company complete a sale-leaseback transaction of Ducommun's Gardena performance center, the first in the long history of the company, and which generated approximately \$110 million in net, after tax proceeds.



Faheem Tukhi, Senior Associate General Counsel
Chapman University, Orange

Faheem Tukhi serves as the senior associate general counsel at Chapman University. Prior to his current role, he was assistant general counsel at West Coast University/American Career College. His accomplishments include obtaining a full defense verdict in a single-chair employment arbitration and securing terminating and evidentiary sanctions against defendants in a trade secret matter, resulting in a full judgment. Tukhi has successfully resolved numerous matters brought by employees and students, either prior to a lawsuit or post-litigation, for nominal amounts and on favorable terms. He also maintains an undefeated record in complaints filed by employees and students with the EEOC, CA Civil Rights Dept., DIR, and Department of Education Office of Civil Rights.



Nadia Vazirian, Legal Counsel
Safran Cabin Inc., Huntington Beach

Nadia Vazirian serves as legal counsel at Safran Cabin Inc., an aerospace company headquartered in Huntington Beach, California with an international footprint spanning 10 additional countries. Safran Cabin specializes in the design, manufacture, and supply of aircraft interiors. Vazirian has been with the company for over two years and works within a talented legal department. In her role, Vazirian serves as the primary legal contact for the supply chain and purchasing department as well as provide support to cross-functional business teams on a range of legal issues. Vazirian's responsibility includes offering legal advice to our company's executive leadership and management to allow Safran Cabin to achieve its business goals while also meeting its legal obligations and mitigating or reducing risks. In the OC legal community, Vazirian serves as the chair-elect of the corporate counsel



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2024 General Counsel Bios

section of the Orange County Bar Association, with plans to assume the chair position in 2025.

Laura Vega, Associate General Counsel & Senior Director, Head of Legal Affairs

MicroVention Inc., Aliso Viejo

Laura Vega joined MicroVention as its associate general counsel and head of legal affairs in November of 2022 with responsibility for leading the Legal Affairs team. Vega has successfully led various corporate transactions that have increased the Company's product innovation and scope. She recruited and helped build a best-in-class legal affairs team. The team plays an integral role in the business by providing strategic advice on corporate governance, business development, commercial contracting, employment and product liability litigation, strategic initiatives, internal investigations, data protection and privacy, and regulatory affairs. Vega also successfully implemented legal technology and other tools to standardize and optimize legal department reviews across the organization providing significant cost savings. Recently, the team led the successful purchase of a nine-story commercial building in Orange County - doubling the Company's OC footprint. MicroVention develops and markets medical devices that improve the treatment of cerebrovascular diseases and is a part of Terumo Corporation, a major worldwide medical device company headquartered in Tokyo, Japan.



Ash Zahr, Head of Intellectual Property

Rivian, Irvine

Ash Zahr is responsible planning the successful IP strategy for Rivian that will give Rivian protection for various technology for the EV trucks and SUVs. In addition, Zahr's IP strategy and patent portfolio development gives Rivian the edge to compete with larger EV manufactures.



Tony Zand, General Counsel & Corporate Secretary

Pacific Hospitality Group, Irvine

Tony Zand is the general counsel and corporate secretary of Pacific Hospitality Group, a leading hotel development and management firm overseeing 12 hotels and resorts across the United States. As a key member of the executive leadership team, Zand oversees all legal matters for the company, including corporate

governance, financing, mergers and acquisitions, litigation, insurance, risk management, real estate, securities, and regulatory compliance. Since joining the organization in 2014, he has played a pivotal role in transactions exceeding \$2 billion, including hotel acquisitions, dispositions, debt placements, refinancing, and securities offerings, while actively engaging in new investment opportunities. Additionally, Zand works closely with the operations team to manage and support PHG's 1850 employees, ensuring adherence to corporate governance, debt covenants, and labor law requirements.



2024 In-House Legal Team Bios

Ambry Genetics Corporation & REALM IDx Inc., Aliso Viejo

- Michelle Smith, General Counsel & Corporate Secretary*
- Erika Christiansen, Chief Compliance Officer*
- Alex Luu, Sr. Corporate Counsel*
- Lee Meryash, Sr. Corporate Counsel*
- Brandon Cha, Corporate Counsel*
- Michelle Manu, Director, Legal Operations & Data Privacy Officer*
- Wendy Burdei, Corporate Counsel*

The REALM IDx Inc. ("REALM") Legal team serves as trusted advisors to the REALM corporate family, including genetic testing laboratory Ambry Genetics Corporation. REALM Legal provides support spanning commercial transactions (ranging from M&A to commercial contracts), compliance with complex privacy and healthcare laws, employment law, corporate governance, intellectual property, and managing litigation. Demonstrating the breadth of REALM Legal's responsibilities, REALM Legal is organized into four key functions, each of which is led by one of the REALM's General Counsel's direct reports: Contracts, Corporate Affairs (including Governance and Insurance), Employment Law & Intellectual Property, and Compliance. By working closely with key business stakeholders, REALM Legal not only protects the REALM corporate family, but also empowers its business leaders to drive scientific advances and ultimately benefit patients. Most recently, REALM Legal played an instrumental role in the successful sale of one of REALM's subsidiaries (Invicro, LLC) in April





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John Beckley

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Healthpeak, Irvine

Jeff Miller, General Counsel
Tracy Porter, Deputy General Counsel
Carol Samaan, Associate General Counsel and Corporate Secretary
Joshua Weiss, Senior Counsel
Heidi Taliaferro, Senior Counsel
Alisa Peters, Senior Counsel
Jen Manna, Senior Counsel
Jenn Arce, Counsel

Healthpeak's strategy is to invest in healthcare real estate that benefits from the universal desire for improved health. In particular, Healthpeak is focused on lab and outpatient medical, favorable sectors where they have built unique scale and deep relationships. Healthpeak has had a long history - starting as Health Care Property Investors in 1985 with an IPO on the NYSE, growing into a leading healthcare REIT, and earning its way into the S&P 500 index in 2008. Now they have over \$20 billion of owned real estate that is essential to the discovery and delivery of healthcare. Healthpeak's legal team has been instrumental to this success. While legal departments can sometimes be viewed as an impediment, Healthpeak's business teams respect and consistently seek the input of their legal team. They have proven themselves as "deal makers" who facilitate execution while still protecting the interests of the company. This was evidenced in spades this year, when Healthpeak's legal team led the legal efforts on a transformative merger with Physicians Realty Trust that closed in March 2024, approximately \$1.2 billion in asset sales and approximately \$1 billion of capital markets transactions to date, and an award-winning corporate impact program.



MicroVention Inc., Aliso Viejo

Jacqueline Collins, Vice President Law, General Counsel & Corporate Secretary
Laura Vega, Associate General Counsel & Senior Director, Head of Legal Affairs
Young Tang, Senior Director, Head of Intellectual Property
Daniel Parrish, Senior Intellectual Property Counsel
RB Van, Patent Counsel

Viet Le, Patent Agent
Matt Stokke, Senior Legal Counsel
Alex Murcia, Legal Counsel
Tamara Venditti, Senior Manager, Contracts, IP & Legal Affairs
Trung Do, Head of Legal Operations

MicroVention is a fast-growing global medical device manufacturer with a mission to improve patient care in the treatment of cerebrovascular diseases. The Company's commercial success led to a significant increase in the need for high-performing legal talent, and to accommodate this growth, MicroVention has invested in building a global legal team of 15 attorneys based in Orange County, California; Paris, France; and Beijing, China. Recruiting top talent and investing in legal operations has allowed the legal team to become an indispensable strategic partner, driving efficiency and supporting the business' long-term goals. Recently, the team led the successful purchase of a nine-story commercial building in Orange County - doubling the Company's Orange County footprint. The team also successfully settled long standing intellectual property litigation with a major competitor and achieved an injunction and damages from former employees in a trade secret and breach of contract case. MicroVention is a part of Terumo Corporation, a major worldwide medical device company headquartered in Tokyo, Japan.



West Coast University/American Career College, Irvine

Scott Casanover, General Counsel
Audrey Kaplan, Vice President of Compliance
Steph Lamb, Assistant General Counsel
Henry Wojtusik, Legal Assistant

West Coast University is a private postsecondary educational institution, founded in 1909, that specializes in educating and training bachelor credentialed nurses. Accredited by WSCUC, WCU has campuses in Los Angeles, Anaheim and Ontario, as well as schools in Texas and Florida. WCU has long been a leading provider of nursing education in California, offering a wide range of undergraduate and graduate educational opportunities, including a baccalaureate nursing program, through which students earn a Bachelor of Science in Nursing. Today, WCU has the largest BSN program in the State of California, graduating nearly

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Jacqueline Collins

Vice President & General Counsel
Award Nominee for
General Counsel of the Year

Laura Vega

Associate General Counsel &
Sr. Director Legal Affairs
Award Nominee for Rising Star

Young Tang

Sr. Director, Intellectual Property
Award Nominee for Rising Star



Terumo Neuro Legal Team

Nominated for In-House Legal
Team of the Year



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forty percent of California's Bachelor credentialed nurses. Founded in 1978, American Career College has three campuses in Southern California, located in Los Angeles, Anaheim, and Ontario, and is accredited by the Accrediting Bureau of Health Education Schools. As a leading provider of health care training in California, ACC offers training in 12 programs in the allied health profession, including medical assistant, dental assisting, vocational nursing and associate degree in nursing. In its 43 years of existence, ACC has enjoyed the privilege of watching over 75,000 of its students graduate and provide valuable health care services in the communities in Southern California in which they serve.



Xponential Fitness, Irvine

Andrew Hagopian, Chief Legal Officer

Rick Zakhar- VP of Legal Affairs, Corporate & Securities

Maggie McQuade- VP of Legal Affairs, Litigation & Information Management

Pamela Dragomanovich, VP of Legal Affairs- Commercial Contracts

Evan Hearnberger, VP of Legal Affairs- Franchising

Andrew Hagopian has served as chief legal officer since March 2023. Previously, Mr. Hagopian served in several general counsel or other legal executive roles at both publicly-traded and privately-held growth companies. Immediately prior to joining Xponential, Mr. Hagopian served as general counsel of Newlight Technologies, Inc., a biotechnology and manufacturing start-up. From 2021-2022, Mr. Hagopian was chief legal officer of BetMGM, a leading privately held sports betting entertainment company partially owned by MGM Resorts International. Prior to that, Mr. Hagopian held several in-house roles at MGM Resorts International, most recent of which was a four-year tenure as Chief Corporate Counsel. Mr. Hagopian started his career at Gibson, Dunn & Crutcher, serving as a corporate attorney from 2005 to 2011. Mr. Hagopian received a B.S. degree from USC Marshall School of Business, and a J.D. from Georgetown University Law Center.



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on his nomination as public company general counsel of the year by the *Orange County Business Journal*.

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Private Wealth Advisor
jstaples@coopermcmanus.com

coopermcmanus.com
9870 Research Drive, Irvine, CA 92618

Meet the Judges:



Jason Anderson - Shareholder, *Stradling Yocca Carlson & Rauth*

Jason Anderson represents business owners and managers of closely held businesses in disputes over ownership, management and control, and the future direction of the businesses. Ironically, these disputes typically arise due to his clients' success as owners and managers. Anderson has successfully litigated these issues in courts in California and Delaware, and in private arbitration. Outside the court room, Anderson employs an aggressive, strategic and practical approach to negotiating a separation of business owners' interests when resolving these sometimes highly contentious disputes, commonly referred to as a business divorce. Anderson views his best outcomes as those that save businesses money and reputational damage in order to ensure long-term growth and success.



Colin Davis - Partner, *Gibson Dunn & Crutcher LLP*

Colin B. Davis is a partner in the Orange County office of Gibson, Dunn & Crutcher where he practices in the firm's Litigation Department. Davis' practice focuses on complex business and commercial litigation, with an emphasis on merger and acquisition and securities litigation. Davis represents public and private companies and their officers and directors in stockholder class actions, stockholder derivative actions, and appraisal actions, as well as related litigation in state and federal courts throughout the country. Davis also represents clients in a wide variety of other types of business litigation, including post-closing merger and acquisition disputes involving earnout provisions, fraud, and other contractual breaches. Additionally, Davis has represented clients in connection with governmental investigations and enforcement actions brought by the SEC, the Department of Justice, and other regulatory and enforcement agencies.



Caroline Djang - Shareholder, *Buchalter*

Caroline Djang is an Irvine-based shareholder in Buchalter's Insolvency and Financial Law practice group and Co-Chair of the Orange County Litigation practice group. Djang has vast experience representing creditors, trustees, debtors, and committees in bankruptcy cases and adversary proceedings. Djang is a certified mediator and a Chapter 11 Subchapter V Trustee for the Central District of California. Djang serves as president of the Orange County Women Lawyers Association and on the Board of Directors of the Orange County Bar Association. Djang's honors include being named by SuperLawyers Magazine in their lists of Top 100 Southern California Attorneys, Top 50 Women, Top 50 Orange County; the Los Angeles Times as a Banking and Finance Visionary; and The Best Lawyers in America® for Litigation, Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization.



Paul J. Fraidenburgh - Partner, *Pillsbury Winthrop Shaw Pittman LLP*

Paul Fraidenburgh is an accomplished trial lawyer who focuses his practice on representing clients in high-stakes commercial litigation, arbitration and regulatory compliance matters. As lead counsel, Fraidenburgh has tried to conclusion numerous high-stakes business disputes. He has prevailed on behalf of clients in the United States Court of Appeals for the Ninth Circuit and at the state Supreme Court level. Fraidenburgh represents clients ranging from government agencies to Fortune 100 companies across a wide range of industries, including technology, aviation, real estate, energy, sports and entertainment.



Michelle M. Gourley - Partner, *Gibson Dunn & Crutcher LLP*

Michelle M. Gourley is a partner in the Orange County office of Gibson, Dunn & Crutcher and is a member of the firm's Mergers and Acquisitions and Private Equity Practice Groups. Gourley is a corporate transactional lawyer whose experience includes advising both strategic companies and private equity clients (including their portfolio companies) in connection with public and private merger transactions, stock and asset sales, joint ventures, strategic partnerships, and other complex corporate transactions. Gourley works with clients across a wide range of industries, and has extensive experience working with life sciences companies (pharma and medical device) and media, technology and entertainment companies.



Steve Hanle - Partner, *Stradling Yocca Carlson & Rauth*

Steve Hanle is a technology litigator who has dedicated his 30 year career to safeguarding the rights of patent holders and defending competitors accused of infringement. In high-stakes situations, his strategic and practical approach aggressively protects the years of research and development his clients have poured into the technologies behind innovative medical devices, pharmaceuticals, telecommunications, optical advancements, automotive, and mechanical processes. Hanle melds aggressive, strategic and practical approaches to achieve victories in court that translate to victories for his clients' businesses. He has an outstanding record of winning cases on summary judgment, thereby avoiding the expense of trial. But, when necessary, Hanle goes the distance, winning cases before juries, judges and on appeal. Hanle also regularly leverages interim victories in litigation to achieve ideal settlements for his clients.



Michael I. Katz - Managing Partner, *Katz Ruby & Carle LLP*

A formidable force in litigation and trial, Michael Katz's three decades of experience and strategic acumen have resulted in numerous landmark victories. As a former IP and business litigation partner at Morrison Foerster, Katz's leadership in many high stakes cases and trials make him an unparalleled asset to the firm's clients. Katz has represented a broad range of clients across many high-tech industries, including semiconductor, software, medical devices, healthcare, and biotech, as well as in traditional manufacturing, energy and agricultural sectors. His corporate clients range from Fortune 100 companies to successful family-run or regional business. He has also represented famous individuals such as Chuck Yeager, and the estates of Marilyn Monroe and the Marx Brothers. While Katz enjoys a reputation for zealously representing his clients in court, many of his repeat clients rely on him to resolve discretely intractable problems to avoid litigation.



Christian Keeney - Principal, *Jackson Lewis P.C.*

Christian Keeney is an equity principal with Jackson Lewis P.C., one of the largest labor and employment law firms in the world. Keeney focuses his practice on employment litigation, including the defense of wage and hour class and PAGA actions, as well as cases involving discrimination, harassment, and retaliation. He is recognized in Chambers and Partners as one of the leading labor and employment litigators in California.



Nikole Kingston - Partner, *O'Melveny & Myers LLP*

Nikole Kingston is an experienced M&A lawyer who represents a broad range of clients, including start-up, emerging growth, and Fortune 500 companies, as well as private equity firms, family owned entities, and individual owners, shareholders, and principals. She counsels companies with operations and interests in a broad range of industries, including health care, technology, personal care products, general consumer products, manufacturing, food, and agriculture, and has represented her clients in a wide range of business transactions, including stock and asset acquisitions, mergers, going-private transactions, minority investments, leveraged buyouts, joint ventures, related financings, spin-offs, and tender offers. Kingston serves as O'Melveny's Firmwide Hiring Partner, responsible for managing recruiting efforts across O'Melveny's 18 offices and is also an adjunct professor at The University of California, Irvine School of Law teaching Mergers & Acquisitions.

**Gloria Lee - Partner, *Rutan & Tucker LLP***

Gloria Lee is the firm's client relations partner and responsible for the strategic growth of business development opportunities for the Firm's attorneys and the implementation of client relationship initiatives for the Firm. Prior to becoming the firm's client relations partner, Lee focused on the financing and development of commercial, residential and resort properties. Her practice included representing lenders, developers, landlords and tenants in all aspects of real estate transactions, including real estate secured financings, acquisitions, dispositions, title review and due diligence analysis. She also has experience with the structuring, development and regulation of residential, commercial, condominium, timeshare, and fractional use planned developments and associations.

**Patricia Matias - Principal, *Jackson Lewis P.C.***

Patricia Matias is an equity principal in the Orange County office of Jackson Lewis P.C. She successfully defends employers in high-stakes, single-plaintiff litigation, including discrimination, harassment, retaliation, and wrongful termination matters, as well as in complex Private Attorneys General Act and class action matters. In addition to litigation, Matias provides practical advice regarding personnel policies and decisions, performs workplace investigations, conducts audits, and provides management training. She is featured in the 2025 edition of The Best Lawyers in America for her exceptional work in Employment Law - Management.

**Paul J. Nelson, CFLS - Founder, *Nelson Kirkman Law Office***

Paul J. Nelson is the founder of California firm Nelson Kirkman Family Law Attorneys. Certified by the State Bar of California Board of Legal Specialization in family law, he has extensive courtroom experience and knowledge of California family law, which has helped him build an impressive track record of successful outcomes for a wide range of clients. Nelson has seen (in his clients) and felt (personally) the pain of divorce, and seeks to help others prepare for and navigate the legal landscape of splitting up. Nelson holds an AV Preeminent® rating with Martindale-Hubbell®, the highest possible score for both legal ability and ethical standards. When not practicing law, Nelson enjoys spending time with his wife and four daughters. He is also an avid cyclist, world traveler, and excellent golfer.

**Mark D. Peterson - Partner, *O'Melveny & Myers LLP***

Mark Peterson is a partner in O'Melveny & Myers' Corporate Department, based in Newport Beach. He assists clients whenever they are exploring complex acquisitions, dealing with board-level issues, or seeking practical, business-savvy legal advice, because few understand the market and business pressures of the GC role like Peterson. He began his career at O'Melveny, and then spent 14 years in-house, serving as general counsel and chief legal officer of several public and private companies. Peterson subsequently returned to O'Melveny as a corporate and securities partner, and his clients comprise a diverse group of companies in industries including consumer products, healthcare, life sciences, medical devices, and technology. Peterson holds a J.D. from the University of California at Berkeley, and a B.S. from Brigham Young University. He serves as Board Chairman of USA Volleyball Foundation, and as a Board Member of the Forum for Corporate Directors and the UCI Audit Committee Summit.

**Wendy Peterson - General Counsel, *Knobbe Martens***

Wendy Peterson is general counsel to the Firm and handles all of its internal legal matters. Prior to joining Knobbe Martens in 2002, Peterson was general counsel of Wynn Oil Company, a manufacturer of automotive additives and provider of service contracts, and assistant general counsel of Parker-Hannifin Corporation's Seal Group, a manufacturer of rubber and engineered plastic products. From 1993 to 2000, Peterson was assistant general counsel of Wynn's International, Inc., a publicly-held corporation traded on the NYSE. From 1995 to 2000, Peterson also served as corporate secretary to Wynn's International. From 1985 to 1993, Peterson was a corporate and securities law attorney with O'Melveny & Myers. At O'Melveny, Peterson's practice focused on mergers and acquisitions, equity and debt financings, SEC compliance and general corporate law advice.

**Richard Reisman - Publisher, *Orange County Business Journal***

Richard Reisman is publisher of the Orange County Business Journal. Reisman joined the Business Journal in 1990. Since then, the publication's acceptance by the business community has been dramatic. Paid circulation and advertising volume has grown significantly, making it possibly the top Business Journal in the country. Prior to the business journal, Reisman was director of marketing for the Orange County edition of The Los Angeles Times. Earlier in his career, Reisman practiced law in San Francisco and Washington, D.C. While in private practice in Washington, Reisman served as special counsel to the House Ethics Committee. Reisman holds an MBA from UCLA, where he was awarded the R.C. Baker Foundation Fellowship, and a law degree from George Washington University, where he graduated with honors. Reisman is listed in "Who's Who in America" and has served on numerous boards.

**Michael J. Sexton - Shareholder, *Ogletree Deakins***

Michael J. Sexton specializes in employment advice and counsel and employment litigation. He has extensive experience in all areas of employment law, including wrongful termination, discrimination, harassment, wage and hour issues, family and medical leave, disability discrimination and accommodation and employee privacy. Sexton represents employers in state and federal courts in single and multi-plaintiff actions. He also defends employers against class actions and claims filed under the California Business and Professions Code Section 17200. He represents employers in various administrative agency matters, including the California Department of Fair Employment and Housing, California Department of Industrial Relations and the United States Equal Employment Opportunity Commission.

**Vince Verde - Shareholder, *Ogletree Deakins***

Vince M. Verde is the head of the Ogletree's Trial Practice Group. He is a litigator and former prosecutor with extensive jury and non-jury trial experience. He has tried and won jury trials in multiple jurisdictions and represents employers in state and federal courts in single and multi-plaintiff actions. He founded Ogletree's Orange County office and was instrumental in the creation of Ogletree Trial University. His diverse practice includes the representation of regional and national clients in all phases of litigation involving employment, labor matters, commercial disputes, insurance and coverage matters, including D&O, E&O, health and disability. He has handled claims involving unfair competition, trade secret and non-compete matters, work place violence, intellectual property rights, class action lawsuits and claims against insurance agents and brokers.

**Peter Villar - Partner, *Troutman Pepper***

Peter Villar is a seasoned trial attorney who has successfully tried and defended dozens of high-stakes commercial disputes across the U.S. including several of the largest cases in the Central District of California. Villar represents companies across a spectrum of industries including private equity, technology, aerospace, apparel, manufacturing, energy, finance, life sciences, and real estate, and has litigated claims of securities fraud, breach of fiduciary duty, unfair competition, among others. Villar also has served on the board of directors of the Association of Business Trial Lawyers, Federal Bar Association, and Constitutional Rights Foundation. Additionally, Villar was recognized as a Best Lawyer in America "Lawyer of the Year" (2023) in the area of Securities Litigation.

**Todd R. Wulffson - Managing Partner, *CDF Labor Law LLP***

Todd R. Wulffson is the Orange County Office Managing Partner of CDF Labor Law LLP, a California-based defense labor, employment and immigration law firm with offices throughout the state. Wulffson has focused his practice on counseling and defending businesses in labor and employment matters for over 30 years. In addition to private practice, from 2006-2010, he served as general counsel and SVP of Human Resources to Palace Entertainment. Wulffson is also a frequent speaker, author and resource to employers with workforces in California on employment-related matters ranging from terminations, sexual harassment, pay practices, and classification of employees.



Congratulations 2024 Nominees

The 14th annual General Counsel Awards will be presented at a gala dinner celebration for GC's who have made a significant contribution to the success of their companies.

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 City of Huntington Beach / **Michael Gates**
 Clean Energy Fuels Corporation / **Jim Sytsma**
 Ducommun Incorporated / **Rajiv Tata**
 Evolus Inc. / **Jeffrey Plumer**
 Semtech Corporation / **Ellen Bancroft**
 XPONENTIAL Health & Wellness Brands /
Andrew Hagopian

Private Companies

Chapman University / **Janine DuMontelle**
 Hanwha Qcells USA Corp. / **Connie Hexun**
 Hybrid Apparel / **Joni L. Gaudes**
 Infinite Athlete / **David Cohen**
 KTG Y Group, Inc. / **Janet Dennerline**
 M S International, Inc. ("MSI") / **Monica Johnson**
 MBK Real Estate Companies / **Anita Hsu**
 MicroVention, Inc. / **Jacqueline Collins**
 P&P Imports LLC / **Casey Kempner**
 Pacific Hospitality Group / **Tony Zand**
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 Petalfast / **Arun Kurichety**
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 REALM IDx, Inc. & Ambry Genetics Corporation /
Michelle Smith
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 Stratus Financial, LLC / **Don Ho**
 Ushio America Inc. / **Ako Shimada**
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Jeffrey Compangano

Specialty Counsels

Activision Blizzard, Inc. / **Benjamin Lin**
 Advanced Micro Devices / **Tiffany Scurry**
 Automobile Club of Southern California /
John K. Beckley
 INNOCEAN USA / **Bryan Redington**
 Radiant Futures / **Daniel Sanders**
 Rivian Automotive / **Ash Zahr**
 UCI Health / **Peter Schneider**
 Wells Fargo Bank, N.A. / **Kristin Godeke**

Rising Stars

Chapman University / **Faheem Tukhi**
 DeepIntent, Inc. / **Yashina Burns**
 Edwards Lifesciences / **Jeffrey Salinger**
 Elevance Health / **Nathaniel Epstein**
 LIBERTY Dental Plan / **Teddy Nguyen**
 loanDepot.com, LLC / **Edgar Martinez**
 MicroVention, Inc. / **Laura Vega**
 MicroVention, Inc. / **Young Tang**
 Providence / **Yemi Adeyanju**
 Safran Cabin Inc. / **Nadia Vazirian**
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Ardelle St.George
 Western Digital Corp. / **Jae Park**
 Willow Innovations / **Scott Becker**

In-House Legal Teams

Ambry Genetics Corporation & REALM IDx, Inc.
 Healthpeak
 MicroVention, Inc.
 West Coast University/American Career College
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Dinner Gala & Awards Program

November 14, 2024
 6:30 - 8:30 p.m.
 Irvine Marriott
 *Tickets: \$285 /
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