

Response to Tri-City Healthcare District's Request for Proposal



Tri-City Medical Center

District Legal Counsel for Board of Directors

J. David Bournazian
11682 El Camino Real
Suite 400
San Diego, California 92130
858.509.6000 telephone
858.224.0942 facsimile

david.bournazian@troutman.com

January 10, 2018

troutman
sanders

J. David Bournazian
david.bournazian@troutman.com

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VIA EMAIL AND PERSONAL DELIVERY

Tri-City Healthcare District
James Dagostino, Board Chairman
Attention: Terri Donnellan, Executive Assistant
4002 Vista Way
Oceanside, CA 95056

Re: Troutman Sanders LLP's Response to Request for Proposal

Dear Tri-City Healthcare District Board of Directors:

Troutman Sanders is pleased to have this opportunity to respond to the Tri-City Healthcare District's ("TCHD") request for proposal and discuss how we are able to optimally and cost effectively serve TCHD's needs as a legal partner. Troutman Sanders' dedication to clients is the core of the firm's over one-hundred year philosophy and mission. The firm and its lawyers are committed to delivering the highest caliber legal counsel to clients, always with thought, client trust, and efficiency.

As you will find in the presentation that follows, Troutman is well-known in San Diego and its local roots date back to 1973. We are a renowned contributor to the San Diego community, and our lawyers are well respected throughout San Diego County. Moreover, we are uniquely positioned as a strong healthcare, special district, and public law firm, with resources in San Diego and throughout the country.

To successfully navigate the issues that involve California government and healthcare demands, we have a uniquely experienced team. Our lawyers have held elected and appointed government positions, providing us with an insider's view of how laws and regulations affect business activities and transactions. Members of our team have served at both the Federal and California state levels. We are intimately familiar with the legal, political and economic considerations of conducting business with California government entities and can help clients understand and comply with these unique requirements. We have expertise in such areas as:

- The California Public Records Act, Brown Act and other open-government laws;
- Government contracts, including procurement advice, compliance and bid protests;
- Legislative and ballot measure strategy and drafting;

- Consensus building and coalition formation;
- Monitoring and analysis of legislative and regulatory proposals;
- Issue advocacy before legislative and executive branch leaders and staffers;
- Regulatory compliance, oversight, licensing and related filings;
- Merger and acquisition regulatory approval;
- Direction over public employee and staff issues; and,
- Healthcare district boundary expansion and guidance.

The result is an exceptional ability to achieve regulatory and policy outcomes that benefit our clients and would be a decisive addition to the Tri-City Healthcare District.

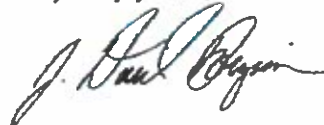
Further, the Troutman Sanders' Healthcare Practice brings decades of experience and cutting-edge knowledge to any challenge faced, whether it means advising clients on daily operations or pursuing strategic ventures. Our ability to think creatively allows us to find thoughtful solutions to our clients' legal obstacles so that they can put their focus back on pursuing innovative solutions to their own needs: delivering treatment, paying for care, as well as developing the next generation of medical care, with innovative technology and medical services provided.

We combine the significant resources, experience and legal skills of our lawyers to develop inventive and practical approaches to serving our clients in complex public healthcare markets. We counsel numerous clients regarding healthcare reform developments on the national and state levels. We also represent clients in connection with alleged violations of state attorney general matters. Our California lawyers regularly perform policy analysis and research in connection with healthcare issues, and our public entity representation in the healthcare field spans decades.

Ultimately, as we proceed together, please let me know if you have any questions regarding our response. Of course, if you determine that a meeting to discuss our proposal is of assistance, please let me know and we will absolutely meet and/or conference with the Board at any convenient time.

Thank you again for the opportunity, and we look forward to working with you.

Very truly yours,



J. David Bournazian

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TROUTMAN SANDERS – RESPONSE TO TRI-CITY HEALTHCARE DISTRICT'S REQUEST FOR PROPOSAL ("RFP")

Firm Overview

Troutman Sanders LLP is an international law firm with San Diego roots dating back to 1973. While Troutman has more than 600 lawyers in its limited liability partnership, practicing in offices located throughout the United States and Asia, Troutman's San Diego office is well known for its connection to both the local and national markets. Our San Diego office represents some of the largest companies in the world, as well as some of the most well-known local San Diego figures, such as Shawne Merriman.

Indeed, the firm's clients range from large multinational corporations to individual entrepreneurs and reflect virtually every sector and industry, including public districts and agencies. The firm's heritage of extensive experience, exceptional responsiveness and an unwavering commitment to service has resulted in strong, long-standing relationships with clients across the globe. In recognition of the firm's strong service culture, Troutman Sanders has been on the BTI Client Service A-Team for 11 consecutive years.

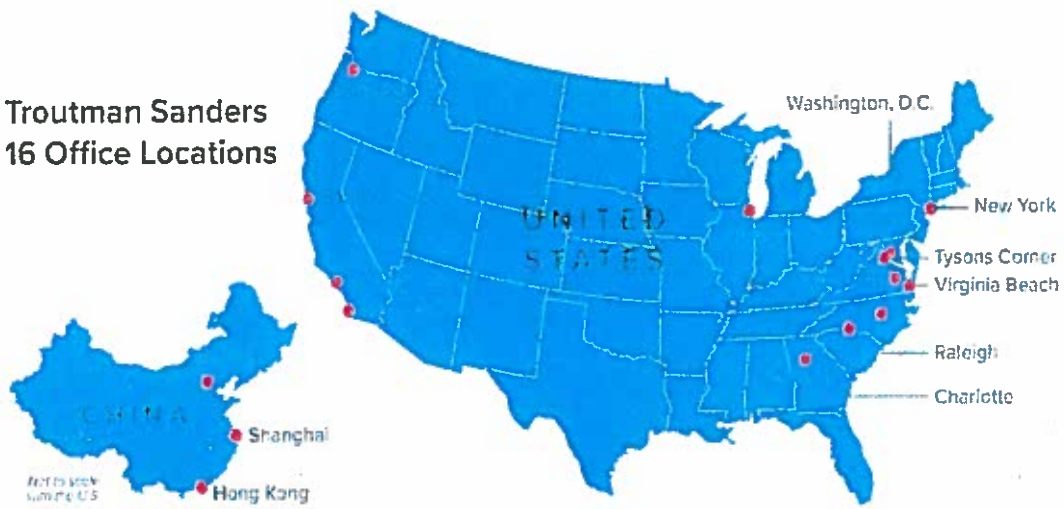
Troutman Sanders is consistently listed among the best law firms internationally. Recent rankings and achievements include:

- Ranked #67 in the 2017 *Am Law 100*.
- Recognized in 26 national and regional practices in *Chambers USA 2017*, and 66 lawyers earned individual rankings in their respective practice areas. Firm practices and lawyers received top tier rankings in more than a dozen categories.
- Ranked nationally in 35 practice areas and ranked regionally in 119 practice areas in the 2018 edition of *Best Law Firms*.
- Recognized nationally and regionally by *Best Lawyers In America*. In the 2018 edition, 130 lawyers earned rankings in their respective practice areas. 16 lawyers named "Lawyers of the Year."

As a result, TCHD will be provided with a designated team of lawyers to ensure consistency, efficiency, and superior service. To ensure that we provide seamless, direct, and timely service that addresses the needs of the District, our designated Client Relationship Partner, J. David Bournazian, will communicate regularly with the TCHD team to provide a superior level of service. Moreover, every Troutman office and lawyer, especially including those in San Diego and Southern California, will be available to the TCHD team.

Offices

**Troutman Sanders
16 Office Locations**



ATLANTA
404.885.3000

BEIJING
86.10.8573.1048

CHARLOTTE
704.998.4050

CHICAGO
312.759.1920

HONG KONG
852.2533.7888

NEW YORK
212.704.6000

ORANGE COUNTY
949.622.2700

PORTLAND
503.290.2400

RALEIGH
919.835.4100

RICHMOND
804.697.1200

SAN DIEGO
858.509.6000

SAN FRANCISCO
415.477.5700

SHANGHAI
86.21.6133.8989

TYSONS CORNER
703.734.4334

VIRGINIA BEACH
757.687.7500

WASHINGTON, DC
202.274.2950



Here in North County San Diego, Troutman Sanders' San Diego/Del Mar office is fully equipped to provide invaluable support to TCHD. Indeed, Troutman Sanders' office is located close by in Del Mar and many of our lawyers live in or near the Tri-City area which allows easy access to our local clients. The San Diego team will be available within TCHD's backyard and as desired to provide a full array of relevant experience along with a wealth of local knowledge, reputation and relationships.

Troutman Sanders' San Diego office practice covers a broad range of legal services including healthcare, public law, complex commercial litigation, construction law, project development and finance, labor and employment, business litigation, real estate finance, corporate, insurance, renewable energy, bankruptcy, multifamily housing finance, intellectual property, cybersecurity and financial services litigation. The San Diego office represents a diverse client base, including municipalities and special districts.

Our talented west coast lawyers are frequently ranked amongst the best across several practice areas. Publications and organizations where our San Diego lawyers have been recognized include:



In addition, the Orange County office will provide support with 45 additional local lawyers that cover a wide variety of needs for TCHD. Included among the offices are lawyers who have:

- Produced a key win that allows for the continued operation and upgrades of San Diego's historic Belmont Park at Mission Beach.
- Advised and counseled on matters regarding healthcare district laws and regulations.
- Provided advice and assistance to Boards of Directors on matters of law, including the Brown Act, Public Records Act, Government Code, Health and Safety Code, California Environmental Quality Act, and competitive bidding laws.
- Represented the County of Los Angeles in major advice matters.
- Served as lead trial counsel for national clients on healthcare issues.
- Served as lead counsel on numerous coordinated actions involving airport districts.
- Counseled lenders, developers, investors and borrowers on a variety of financings, including multi-lender and syndicated project loans.

- Served as in-house counsel to a world-renowned architectural firm.
- Represented the County of Los Angeles against the Los Angeles Unified School District for the proper allocation of property tax revenue.
- Litigated and counseled clients on a wide range of labor and employment matters.
- Represented infrastructure funds, sponsors and lenders in a wide range of project development financing.
- Served on the board of directors of the San Diego County Bar Association.

Mr. Bournazian and the nearly sixty-five (65) local Troutman lawyers will be available for regular meetings, communications, and consultations with TCHD.

Healthcare and Public Entity Practice

The Troutman Sanders Healthcare and Public Law Practice brings decades of experience and cutting-edge knowledge to any need or challenge faced by the District. Whether it means advising TCHD on daily operations or pursuing strategic ventures, our ability to think creatively allows us to find thoughtful solutions to legal obstacles so that the TCHD team can put their focus back on pursuing innovative solutions for the next generation of medical care.

As principal outside counsel to numerous healthcare organizations and hospitals, we provide day-to-day legal advice and assistance on all aspects of public healthcare operations, including corporate governance issues, regulatory compliance issues, commercial contracts and vendor agreements, directors' fiduciary and legal responsibilities, corporate formations, and an array of other public healthcare issues.

We regularly advise clients on the complex legal and policy issues that arise in the following areas:

- Accountable care and clinical integration
- Disaster preparedness and response
- Healthcare enforcement actions and investigations
- Healthcare transactions
- Health information privacy and security
- Health information technology and exchange
- Healthcare licensure and certification
- Healthcare regulatory compliance
- Healthcare reimbursement compliance and disputes

We represent clients from every part of the Healthcare sector, including:

Healthcare Providers

We recognize the demands that healthcare providers face when operating in a complex regulatory environment with significant fiscal challenges. Our depth of experience and acute awareness of these industry realities help us understand how operational decisions uniquely affect health systems, hospitals and physicians every day. We remain at the forefront of industry developments so that our clients receive optimal advice regarding emerging issues.

Health Information Technology

Technology continues to transform every aspect of healthcare. From the bedside to the boardroom, healthcare providers and payors must address complex legal and regulatory issues related to Health Information Technology (HIT). We have extensive experience negotiating complex IT contracts, navigating federal safe harbors for donation of electronic medical records (EMRs) and other HIT, and investigating and responding to health data breaches. At the national, regional, state and local levels, we have successfully worked with diverse stakeholder groups to develop the legal and governance infrastructure necessary to support a Health Information Exchange Organization (HIEO). Our HIEO clients include health systems, payors and others that develop private-sector HIEOs.

Healthcare Payors

We provide select services to several large health plans related to state bureau of insurance matters and legislative support. As payors evolve into Integrated Delivery Networks (IDNs), we advise them on the array of federal and state legal issues that apply to providers of healthcare services.

Pharma and Medical Device Manufacturers

Our Life Sciences attorneys advise a broad range of clients within the life sciences and associated technology industries on issues that arise at every stage: from product conception and development, through clinical testing and regulatory approval, to sales and marketing initiatives and post-marketing claims of product liability. We provide counsel in federal regulatory issues involving the U.S. Food and Drug Administration (FDA), Federal Trade Commission (FTC) and Department of Agriculture (USDA). We also advise clients on clinical development, intellectual property prosecution, litigation and freedom to operate, product liability litigation, International Nonproprietary Names (INN) creation and approval, compliance, commercialization, corporate matters and finance.

Government and Healthcare Experience

Troutman's Public Entity, Government and Regulatory practice counsels clients in a wide range of legal and public policy matters, including litigation and administrative appeals; telecommunications; healthcare and insurance regulation; government procurement and contracting; healthcare; licensing and permitting; legislative strategy; regulatory rulemaking;

state and local taxation; government ethics and political campaign finance law; and zoning and land use. We also advise clients on investigations and litigation. Troutman's membership is comprised of several former public officials with extensive contacts at all levels of government. This experience in government allows the Government and Regulatory practice attorneys to advocate for clients in a wide spectrum of government matters because they understand how the governmental body will perceive the issue or dispute.

Troutman further maintains an extensive lobbying group, Troutman Sanders Strategies. Each member of our team has substantial experience in the legislative and regulatory process and has a broad array of bipartisan relationships at the federal, state, and local levels. Our team is in constant contact with key policymakers on issues that impact clients. With decades of cumulative policy, strategic, and political experience on behalf of our clients, we work to identify legislative opportunities and regulatory barriers to help craft plans to generate solutions and positive results. The diverse backgrounds and bipartisan approach of our group provides the firm with numerous avenues to best serve the needs of its diverse client base.

Moreover, Troutman's California government team represents clients at the statewide level and before government bodies throughout California. We counsel clients on government contracts, land use, state and local legislative initiatives, regulatory and enforcement matters and litigation involving federal, state and local governments. Our lawyers are highly experienced in advising clients on healthcare, transportation, emerging technologies, gaming, telecommunications and election law issues, including:

- California Public Records Act, Brown Act and other open-government laws.
- Government contracts, including procurement advice, compliance and bid protests.
- Legislative and ballot measure strategy and drafting.
- Consensus building and coalition formation.
- Monitoring and analysis of legislative and regulatory proposals.
- Issue advocacy before legislative and executive branch leaders and staffers.
- Regulatory compliance, oversight, licensing and related filings.
- Merger and acquisition regulatory approval.
- License transfers accompanying changes in corporate ownership and control
- Direction over public employee and staff issues.
- Healthcare district boundary expansion and guidance.

The Troutman Difference for TCHD

At Troutman, we combine the significant resources, experience and legal skills of our lawyers in the healthcare and public entity fields to develop innovative and practical approaches to serving our clients in complex public healthcare markets. We counsel numerous clients regarding healthcare reform developments on the national and state levels. We also represent clients in connection with alleged violations of state attorney general matters. Our California lawyers regularly perform policy analysis and research in connection to healthcare issues, and avoid litigation and issues by being proactive and always being mindful of opportunities, pitfalls, and the needs of a public agency to serve its constituents.

Troutman has further been general counsel to numerous hospitals and governmental agencies throughout the United States. Indeed, Troutman lawyers have overseen the operations of community and special district hospitals throughout the country. We have also represented special districts, numerous cities, and public agencies in California. With Troutman, TCHD thus gets the benefit of both local expertise, as well as a national understanding and resource bank.

Value Add

Troutman Sanders is constantly providing advice, counsel and programs to clients, without any cost to you. Specifically, Troutman Sanders provides CLE and other in-house legal seminars to its clients and would welcome the opportunity to provide relevant programs for TCHD. We offer a range of seminars for lawyers and non-lawyers that can be hosted on-site at our clients' facilities, or in our offices, or with webinar access. We also offer non-legal seminars and presentations that provide value to companies at no extra cost.

We would be happy to discuss a set of education or training programs that would benefit the TCHD Board, staff, lawyers and other employees throughout the year.

Additionally, essential to our success is our careful collection, review, and management of documents and other electronically stored information. We work closely with eMerge, Troutman Sanders' electronic-discovery affiliate, to keep discovery costs proportional to the value of litigation matters. We take a proactive approach to electronic discovery that focuses efforts on the early identification of key documents, ultimately helping limit the overall scope and cost of discovery.

Further, because we have in-house lobbyists and experienced partners from government, we are able to often provide unique solutions to issues, as well as chart a path of successful strategies that include direct discussions with governmental agencies.

Lawyer Profiles, Rates and Term of Contract

Troutman recruits the best and brightest lawyers and other professionals, and routinely allocates work between partners, of counsel, associates, staff attorneys and paralegals with the goal of providing the highest-level service in the most cost-effective manner.

Troutman is certainly mindful of the District's needs to be cost-effective and will always work efficiently. We will not bill for travel time, administrative tasks, and can provide budgets to work through prior to tasks or assignments being undertaken.

Here, along with J. David Bournazian, we have identified a team of lawyers who are best suited to address TCHD's expressed areas of interest and under the following rates:

Lawyer	Title	Office Location	2018 Rates Discounted for TCHD
J. David Bournazian	Partner	San Diego	\$425
Jessica Lohr	Associate	San Diego	\$295
Wynter Deagle	Partner	San Diego	\$500
Mike Whitton	Partner	San Diego	\$600
Steve Gravely	Partner	National	\$600
Erin Whaley	Partner	National	\$450

Profiles of the Troutman team follow, and we offer a depth of individuals beyond those listed in this submittal who are available to the District on a host of issues from Healthcare to Corporate, Employee Benefits, Government and Regulatory, Intellectual Property, Labor and Employment, Life Sciences, Litigation, and Real Estate matters. At Troutman, we have TCHD covered.



J. David Bournazian
Partner

11682 El Camino Real
Suite 400
San Diego, California 92130
858 509 6000 telephone
858 509 6040 facsimile
david.bournazian@troutman.com

J. David Bournazian is a nationally recognized lawyer and will serve as TCHD's Client Relationship Partner. David focuses his practice on public entity and commercial advice and counsel, as well as on complex healthcare, development, corporate, coverage, class action, and employment law matters. He has a depth of experience in handling highly intricate litigation and business negotiations. David has represented numerous public entities, including special districts, school districts, counties, and well known cities in high profile matters. David has also represented hospitals in Northern and Southern California. David's experience includes:

- California Public Records Act, Brown Act and other open-government laws.
- Government contracts, including procurement advice, compliance and bid protests.
- Legislative and ballot measure strategy and drafting.
- Consensus building and coalition formation.
- Monitoring and analysis of legislative and regulatory proposals.
- Issue advocacy before legislative and executive branch leaders and staffers.
- Regulatory compliance, oversight, licensing and related filings.
- Merger and acquisition regulatory approval.
- License transfers accompanying changes in corporate ownership and control.

Practice

- Healthcare
- Public Law
- Government Contracts
- Litigation
- Labor and Employment
- Construction
- Land Use and Zoning
- Bad Faith
- Directors and Officers Insurance
- Professional Liability
- Employment Practices Liability
- Media, Technology and Cyber Liability

Education

- University of San Diego (J.D., 1996)
American Jurisprudence Awards for Academic Excellence, Professional Responsibility and Legal Ethics; "California Environmental Protection Agency. Integrated Waste Management," *California Regulatory Law Reporter* Vol. 14, Nos. 4-5 (1995)
- Rutgers University (B.A., 1991)

Bar and Court Admissions

- California

David's healthcare, construction, employment and other professional backgrounds equip him to successfully navigate all issues that involve California government and healthcare demands. David has held appointed government positions, allowing him to provide an insider's view of

how laws and regulations affect business activities and transactions. David is intimately familiar with the legal, political and economic considerations of conducting business with California government entities and can help TCHD comply with these unique requirements. David has represented the cities of Dana Point, Sierra Madre, La Habra Heights, Rolling Hills Estates, and Mission Viejo on numerous matters. David has also represented school districts and special districts on expansion efforts.

David also handles a wide variety of legal and litigation matters, including Title III and related state law lawsuits, website compliance, employment, development, and regulatory claims. David has also successfully handled multiple trade secret cases, some spanning interrelated actions over several states. David has successfully obtained recovery for his clients' claims, even for matters in which the client began the litigation as the defending party.

Representative Matters

- Lead trial attorney for national construction claims, including complex development matters for an international retailer.
- Defended class action claims involving the alleged taking of private information by a national retailer and even obtained a client recovery.
- Lead trial attorney on numerous coordinated actions involving the Los Angeles International Airport.
- Defended class action claims and class certification attempts, including numerous wage and hour class action cases, all with successful outcome.
- Obtained defense award in internationally publicized fraud and discrimination case.
- Recovered millions for a developer of a power plant, including performance bonuses based upon efficiency of operation of the power plant.
- Obtained a defense outcome for the developer of a public works project, which included false claims act allegations.
- Negotiated design development agreement for new landmark museum in Paris, France.
- Obtained multimillion-dollar result in intellectual property case involving application of foreign law.
- Successfully pursued several insurance claims to verdict and resolution at state and federal court levels, including complex contribution and recovery claims.
- Negotiated licensing agreement for \$400 million professional sports arena in New York.
- Successfully defend national retailer in website ADA accessibility claims.
- Won and defended hundreds of access claims involving countertops, aisle ways, and point of sale stations.

- Attained exceptional published result in *McLaurin v. Russell Sigler, Inc.*, 155 F.Supp.3d 1042 (2016).
- Successfully won numerous trade secret cases, including in Kentucky and California.

Professional and Community Involvement

- The Association of Business Trial Lawyers
- The American Institute of Architects
- Armenian Bar Association
- Orange County Bar Association
- Laura's House, an agency providing support to victims of domestic violence: Board Member

Work Experience

- Partner, Troutman Sanders LLP
- General Counsel, Frank Gehry and Gehry Partners, LLP
- General Counsel, International Software Company
- Executive Office of the President, United States White House



Wynter Lavier Deagle
Partner

11682 El Camino Real
Suite 400
San Diego, California 92130
858 509 6073 telephone
858 509 6040 facsimile
wynter.deagle@troutman.com

Wynter is a partner in the firm's Business Litigation practice. She is a seasoned trial attorney whose practice covers all manner of business disputes, including commercial litigation, corporate governance, fiduciary duties, class actions and First Amendment claims. She has helped numerous companies, particularly in the technology, life sciences, financial, and professional services sectors, craft business solutions to a variety of complex legal problems including business fraud, misappropriation of trade secrets, breaches of fiduciary duty, and contract disputes. Wynter has an aggressive but practical approach and litigates with a focus on helping her clients efficiently and cost-effectively achieve their business and litigation goals.

Wynter counsels directors and officers of both public and private companies on corporate governance issues and fiduciary duties. Wynter's client representation reflects the breadth of her practice. Her clients include directors and officers of manufacturing companies, medical device companies, pharmaceutical and life sciences companies, regulated broker-dealers, investment banking and asset management firms, non-profit and for-profit hospitals, and private foundations.

Wynter has extensive experience representing clients in cases involving allegations of false claims, mail fraud, false statements, public corruption, and campaign finance violations. She has also represented clients in all stages of government investigations, and has conducted internal investigations in the areas of embezzlement, fraud, and Foreign Corrupt Practices Act (FCPA) violations, among others.

A member of the International Association of Privacy Professionals, Wynter counsels clients in proactively assessing and managing risks associated with their privacy, data security, and information management practices. Wynter's practice focuses on assisting clients in the areas of data breach incident management and response and privacy related litigation, as well as responding to regulatory inquiries related to data security practices.

Practice

- Business Litigation
- Class Action Litigation
- Government Enforcement Actions and Internal Investigations
- Government and Regulatory Litigation
- Foreign Corrupt Practices Act
- Cybersecurity, Information Governance and Privacy
- Government Procurement and Contracting
- Life Sciences – Antitrust, Government Investigations and Enforcement

Education

- Northeastern University (J.D., 2007)
- Roger Williams University (B.A., 2004)

Bar and Court Admissions

- California
- Massachusetts
- New York

Representative Matters

- Successfully defended privately-held company and its executives from direct and derivative claims by shareholders for breach of fiduciary duty, usurpation of corporate opportunities, self-dealing, and breach of the duty of corporate accountability.
- Defended registration and event management company in a putative class action in California state and federal courts alleging claims for violation of the Consumers Legal Remedies Act and Unfair Competition Law. Favorably settled litigation prior to close of discovery and without certification of a class.
- Defended clinical-stage biopharmaceutical company in litigation brought by shareholder and former executive/board member for judicial determination of right to cumulative voting of shares during director elections and claims for wrongful termination, interference with prospective economic advantage, breach of contract and breach of the implied covenant of good faith and fair dealing. Successfully settled case following briefing of motion for summary judgment.
- Represented Shari Redstone in highly contentious litigations in Delaware and Massachusetts concerning the corporate governance of Viacom, Inc., including the proper composition of the Viacom Board. The settlement was hailed in the press as a complete victory for Shari Redstone and her father, Sumner Redstone. [The Los Angeles Times: "Viacom Power Struggle Ends with Shari Redstone Ushering in New Era for the Media Company"; The Los Angeles Times: "Viacom Struggle Ends: Shari Redstone at Helm: Daughter of Media Mogul 'Pulled Off the Palace Coup'"; The Wall Street Journal: "Viacom and the Redstones Call it a Day"; The New York Times: "Fight for Viacom Is Said to End with the Redstones in Control"].
- Represented board of directors of broker-dealer in internal investigation which resulted in discovery of multi-million dollar fraud by senior executives. Secured seven figure restitution award from perpetrators while ensuring that client incurred no penalties or sanctions from regulatory authorities.
- Represented Taiwanese creditor in complex civil RICO case against 34 foreign and domestic defendants. Successfully defeated over 30 motions to dismiss and multiple motions for summary judgment.
- Enforced trademark rights of former NFL player, turned entrepreneur, Shawne Merriman and his company Lights Out Holdings against infringing apparel, footwear and athletic equipment companies, including Under Armour, EastBay and Nike.
- Defended Quinton "Rampage" Jackson against defamation claims brought by former manager/trainer concerning statements made in media interviews.

- Assisted used-vehicle auction company in responding to data breach involving theft of customer contact and social security information and investigations by multiple state attorney generals.

Rankings and Recognitions

- San Diego Super Lawyers: Rising Star – Business Litigation (2017)

Professional and Community Involvement

- Member, Advocacy Advisory Committee, San Diego Humane Society
- Member, International Association of Privacy Professionals
- Member, San Diego County Bar Association

Work Experience

- Partner, Troutman Sanders LLP, 2017 – present
- Partner, Mintz Levin Cohn Ferris Glovsky and Popeo, P.C., 2017
- Associate, Mintz Levin Cohn Ferris Glovsky and Popeo, P.C., 2007 - 2017



Michael J. Whitton

Partner

Managing Partner - San Diego Office

11682 El Camino Real
Suite 400
San Diego, California 92130
858 509 6002 telephone
858 224 0942 facsimile
michael.whitton@troutman.com

Mike Whitton has been practicing law for over 25 years. He advises and counsels public and private companies, real estate investment trusts, and lending and financial institutions on a variety of sophisticated and complex real estate and business transactions throughout the country. His transactional practice focuses on large-scale joint ventures, portfolio acquisitions, real estate development, and debt and equity financing and restructuring. A considerable portion of Mike's practice involves the purchase, sale, joint venture formation, and debt/equity financing for businesses with significant real estate assets, such as automobile dealerships; golf, resort and marina properties; automobile service stations; self storage businesses; manufacturing and power plants; and port storage and ship loading facilities.

Mike is considered one of the leading experts in transactions and other legal matters involving golf courses/country clubs, marinas, hotels and other resort properties. He has received numerous accolades for his work, including being named one of ten "Best Attorneys in the Golf Industry" by *Golf, Inc.* in 2011 and 2012.

Although he is known for his incisive negotiating skills and sophisticated transactional experience, Mike comes from a litigation background, which allows him to provide critical assistance to his business clients. He continues to manage litigation matters, participate in trial and is often called on to develop settlement strategies and lead mediation and settlement conferences.

Transactional Matters

- Mike represented a diversified and vertically integrated construction company in a public-private partnership that covers the design, construction, financing, maintenance, and operations of a fiber optic network comprising more than 3,000 miles of fiber optic cable with multiple redundant loops, valued at \$275 million.

Practice

- Project Development, Acquisition and Finance
- Real Estate
- Investment, Acquisition and Disposition
- Leasing
- Government Procurement and Contracting
- Renewable Energy
- Business and Contract Development
- Hospitality
- Retail Leasing
- Office and Industrial Leasing
- Joint Ventures and Investments

Education

- University of Notre Dame (J.D., 1992)
- University of Notre Dame (B.B.A., 1989)

Bar and Court Admissions

- California, 1992
- U.S. District Court for the Central District of California
- U.S. District Court for the Eastern District of California
- U.S. District Court for the Southern District of California

- Mike is working to significantly expand a client's world-wide export facilities, including the acquisition of leasehold sites, construction of new facilities, and the addition of new and reconfigured rail tracks, by working with affiliated service providers, including stevedores and labor unions, and coordinating the acquisition of necessary environmental permits.
- Mike handled work related to an extensive, three-party fiber optic infrastructure project with a major social media company utilizing one of North America's largest railroad right-of-ways between two major U.S. cities.
- Mike handled the dismantling and dissolution of a \$200 million petroleum coke terminal in the Port of Los Angeles, including over four years of complex litigation and settlement negotiations with the City of Los Angeles, labor groups, the operating management company, equipment lessors, salvage purchasers, the tax assessor, and environmental agencies, involving claims in excess of \$400 million.
- Mike is helping the Chief Executive Officers of three international companies to form a new entity, negotiating multi-party agreements for the purchase of steel from a new mill in Asia and the exclusive brokering to other international purchasers/consumers.
- Mike handled the purchase of a 221 guest room hotel on Fisherman's Wharf in San Francisco, including the negotiation of branding and management agreements.
- Mike served as lead counsel in the acquisition of multiple service station portfolios throughout the Western United States from a global petrochemical company, and the related debt and equity financing arrangements.
- Mike represented a prominent school of higher education and its Board of Trustees in merger discussions and eventual affiliation with another large university. He negotiated deal points, amended entire bylaws and advised Board members on a number of corporate governance issues.
- Mike worked on the acquisition of a power plant in the Caribbean developing a corporate organizational structure that would allow the company to avail itself of the economic benefits in the U.S. Virgin Islands, and undertook complete due diligence to acquire the plant, negotiating acquisition documents and instruments. He also negotiated fuel supply agreements and off take agreements, worked through permit issues, and coordinated rights to discharge water waste.
- Mike represented a leading self storage owner and developer in acquiring significant holdings and operations throughout California, including the related joint venture and financing deals.

Mike served as lead counsel for Arnold Palmer Golf Management in the development of a number of golf courses and country clubs in partnership with nationally recognized universities.

Litigation Matters

- On behalf of one of the largest retail petroleum operators in Northern California, Mike supervises and strategizes all aspects of real estate and operator disputes, as well as employment law matters.
- Mike managed litigation and led mediation/settlement efforts to recover a fraudulently induced investment and to defend real estate easement claims for a huge, privately-owned conglomerate of companies based in Asia. He currently leads the defense of another matter for the client involving derivative claims and breach of fiduciary duty in a shareholder/corporate dispute for the client.
- Mike represents one of the nation's premier builders of military housing units. He has supervised and strategized all aspects of various prime/sub-contractor disputes including a large class action wage and hour claim and a complex sub-contractor dispute where Mike personally engaged in a series of mediations over 18 months that resulted in very favorable settlements.
- Mike was a member of a litigation team working on discovery and pre-trial preparation involving a claim that was resolved following trial and before entry of what was to be a +\$1 billion judgment in the client's favor. He was one of three people responsible for negotiating and documenting the global settlement.
- Mike worked with the executive team of a major West Coast coal throughput facility to successfully maintain an export channel to Asia while minimizing the competition.
- Mike played a significant role in the Diocese of San Diego bankruptcy, developing a novel strategy whereby the parishioners intervened in the bankruptcy claiming the churches and schools belonged to them and not the Diocese, ultimately leading to protection of the assets for the parishioners and pressuring settlement of the case.

Professional and Community Involvement

- Burnham-Moores Center for Real Estate Policy Advisory Board Member (2017)
- California Western School of Law Board of Trustees (2014-present)
- St. Augustine High School Board of Directors(2016-present)
- National Law School Advisory Council, University of Notre Dame (2007-2010)
- Farmers Insurance Open, San Diego's PGA Tournament, Chairman (2016)
- Century Club of San Diego Member and Former Board Member (2006-present)
- United Way of San Diego County, Campaign Cabinet Member (2009-2010, 2015-present)

- San Diego Bowl Game Association Member (2017), Executive Committee for 2018 Notre Dame v. Navy Game
- Champions of Scouting, Boy Scouts of America, San Diego Imperial Council (2009-2011, 2017)
- City of Solana Beach Budget & Finance Committee (2005-2016)
- St. James Academy Advisory Board Member and Chair (2007-2014)
- Notre Dame Alumni Club of San Diego Board of Directors (2000-2010)
- Lomas Santa Fe Country Club Advisory Board of Governors (2007-2010)
- IMPACT San Diego, A LEAD San Diego Program, Class of 2012
- INFLUENCE San Diego, A LEAD San Diego Program, Class of 2011

Presentations and Speaking Engagements

- "The Business of Golf," Executive Roundtable, *San Diego Daily Transcript* (June 24, 2013).
- "Global Golf Development: Where It's Headed," *Golf, Inc.* 2008 Fall Conference, Scottsdale, Arizona (September 30, 2008).
- "Golf Community Planning Workshop: A Live Session," *Golf, Inc.* 2008 Spring Conference, Miami, FL (April 21, 2008).
- "Negotiate the Best Deal: Community vs. Golf," *Golf, Inc.* 2007 Spring Conference, Austin, Texas (March 21, 2007).

Publications

- Quoted, "Families, player development key to golf's growth," *San Diego Daily Transcript* (June 28, 2013).
- "Troutman Sanders attorney combines passion for golf and charity at the Century Club," *San Diego Daily Transcript* (June 28, 2013).
- Co-author, "Prescriptive Easements in California," *Real Estate Investing Wealth Magazine* (2013).
- Co-author, "Prescriptive Easements in California," *San Diego Daily Transcript* (2013).
- Quoted, "The Next Stage for Law Firms," *Our City San Diego* (Sept/Oct 2012).
- "Troutman Sanders Represents Clients from US to China," *San Diego Daily Transcript* (2012).
- Quoted, "Businesses leave downtown for North County," *San Diego Daily Transcript* (June 14, 2011).

- *San Diego Business Journal* Monthly Real Estate Question & Answers (March 23, 2005).
- Author, "Trade Secrets," *Golf, Inc.* (March 2005).

Rankings and Recognition

- Recognized in *The Best Lawyers in America*® in Real Estate Law (2018).
- Recognized as a Top Lawyer in San Diego by *San Diego Magazine* (2013).
- Named a "Transcript 10 Top Attorney" by the *San Diego Daily Transcript* (2012).
- Named one of ten "Best Attorneys in the Golf Industry" by *Golf, Inc.* (2011, 2012).
- Nominated as a "San Diego Top Influential" by the *San Diego Daily Transcript* (2010, 2011, 2013, 2014).
- Achieved an AV® Preeminent® Peer Review Rating from Martindale-Hubbell.
- Selected as California Leading Lawyer in Real Estate by *Chambers USA* (2007, 2008, 2009).
- Recipient of award from the Elite Disabled Veteran Business Enterprise Network for his "outstanding commitment and support to helping disabled veteran businesses."
- Selected as a San Diego Super Lawyer in Business/Corporate (2015-2016).

Work Experience

- Partner, Troutman Sanders LLP, 1994*-present

*merged predecessor firms:

Partner, Ross, Dixon & Bell LLP (merged 2009)

Associate, Miller, Boyko and Bell LLP (merged 2000)

Firm Management

- Troutman Sanders LLP San Diego Office Managing Partner (2009-Present)
- Troutman Sanders LLP Executive Committee, Member (2009-2014, 2016-present)
- Ross, Dixon & Bell LLP San Diego Office Managing Partner (2005-2008)
- Ross, Dixon & Bell LLP Management Committee, Member (2006-2008)



**Steven "Steve" D. Gravely
Partner**

Troutman Sanders Building
1001 Haxall Point,
15th Floor
Richmond, Virginia 23219
804.697.1308 telephone
804.698.5158 facsimile
steve.gravely@troutman.com

Steve Gravely focuses his practice in the areas of health law, information privacy and cybersecurity and emergency preparedness and response issues for critical infrastructure industries. He has represented healthcare organizations for over 20 years in a full spectrum of healthcare legal issues. Steve is certified by the International Association of Privacy Professionals (IAPP) as a Certified Information Privacy Professional in the United States (CIPP/US).

Representative Matters

Healthcare

Regulatory Compliance

- Provide on-going advice on state and federal legal and regulatory issues.
- Advise clients on complex reimbursement and payment issues.

Healthcare Mergers and Acquisitions

- Successfully represented healthcare organizations in the acquisition and sale of healthcare facilities.
- Serve as regulatory counsel to acquisitions of multi-state healthcare companies.
- Serve as regulatory counsel on financing healthcare transactions.
- Successfully merged healthcare providers into new provider entities.

Health Information Technology

- Lead Author of the Data Use Reciprocal Support Agreement in support of interoperable health data exchange using the Nationwide Health Information Network.

Practice

- Information Technology
- Cybersecurity, Information Governance and Privacy
- Health Information Privacy and Security
- Health Information Technology and Exchange
- Healthcare Transactions
- Healthcare Regulatory Compliance
- Healthcare Reimbursement Compliance and Disputes
- Healthcare Enforcement Actions and Investigations
- Accountable Care and Clinical Integration
- Disaster Preparedness and Response
- Data Centers
- Life Sciences – Regulatory Compliance

Education

- University of Richmond (J.D., 1983)
- Medical College of Virginia (M.S., 1980)
Master of Health Administration
- College of William and Mary (B.A., 1977)

Bar and Court Admissions

- Virginia

- Lead and facilitate multiple national workgroups on complex issues related to the legal structure, trust agreements and governance issues of the Nationwide Health Information Network.
- Assist with the development of Health Information Exchanges including advising on the following:
 - Legal structure,
 - Governance,
 - Privacy and security frameworks,
 - Operational policies and procedures,
 - Breach notification,
 - Data exchange agreements,
 - Advise clients on e-health issues including HIPAA Privacy and Security, FISMA, ARRA and HITECH, and
 - Provide strategic advice on emerging issues around privacy and security, "meaningful use" and health IT developments.

Healthcare Compliance

- Represented major hospital providers in several multimillion dollar federal Medicare fraud investigations negotiating successful settlements.
- Advise healthcare clients on internal investigations and voluntary disclosures.
- Serve as counsel to hospital compliance committees.

Homeland Security & Emergency Preparedness

- Lead Author of comprehensive whitepapers on key emergency preparedness issues for healthcare providers related to:
 - Alternate Care Facilities,
 - Continuity of Operations,
 - Human Resource Planning,
 - Liability and Altered Standards of Care,
 - HIPAA, and
 - EMTALA.
- Serve as lead on an Essential Services Grant for the U.S. Centers for Disease Control and Prevention (CDC) resulting in a revised Critical Resource Shortage Planning Guide,

a Critical Resource Shortage Implementation Guide and a set of Implementation Resources.

- Lead and facilitate multiple complex workgroups on legal and policy issues related to emergency preparedness and response including H1N1.
- Advise the Secure Commonwealth Panel, Health & Medical Sub-Panel on legal aspects of preparedness issues.
- Advise state hospital associations on multiple issues related to emergency preparedness and response.
- Coordinated multi-year initiative to update Virginia law on liability of healthcare providers during declared disasters resulting in passage of legislation in the 2008 Virginia General Assembly.
- Coordinated effort to update Virginia law to extend liability protection to volunteers of Medical Reserve Corps and Citizen Emergency Response Teams passed by the Virginia General Assembly in 2008.
- Coordinate, and principal author of, comprehensive rewrite of Virginia laws on quarantine and isolation which were unanimously passed by the Virginia General Assembly, 2004.
- Advise healthcare providers and public health officials on issues related to surge capacity and response to emergencies.
- Advise major electric utility on emergency preparedness issues for H1N1 and other public health emergencies.
- Serve as co-facilitator of CDC Foundation Toronto Workshop, SARS Lessons Learned by the Business Community; Toronto Canada - March 2005.
- Serve as Technical Advisor on numerous emergency preparedness table top exercises.

Presentations and Speaking Engagements

- Legal Analyst, "The ABCs of Cyber in Your Captive: Assessing Risk, Bench-Marking Exposures, and Creating Coverage," North Carolina Captive Insurance Association Annual Meeting, August 2017.
- Legal Analyst, "Healthcare Cybersecurity: Maintaining Operations when Operations Fail" UAB 37th National Symposium for Healthcare Executives, August 2017.
- Webinar, "Health Information Exchange: A National Perspective," The Intersection of Public Health and Health Care: Health Care Data and the Law in the 21st Century, Part III: Sharing Data: Modern Legal Issues and Trends, August 2017.

- Webinar, “Healthcare Updates and the Future of the Affordable Care Act”, June 2017.
- Webinar, “Wanna Cry Ransomware: Understanding the Cyber Attack that Rocked Healthcare Organizations Around the World,” The Cypsis Group, May 2017.
- Webinar, “Trump’s first 100 days: health and life sciences,” EY, April 2017.
- Legal Analyst, “The New Administration’s Impact on Healthcare,” HIMSS Advocacy Day, January 2017.
- Legal Analyst, “Complying with the New CMS Emergency Preparedness Rule for Medicare and Medicaid Providers and Suppliers,” Strafford CLE, January 2017.
- Legal Analyst, “Understanding the DURSA” The Sequoia Project, December 2016.
- Legal Analyst, Webinar “Connected Devices in the Healthcare Industry,” Troutman Sanders and Lockton Webinar Series, November 17, 2016.
- Legal Analyst, Missouri Hospital Association Annual Conference, October 13, 2016.
- Moderator, “Common Good - 2016 Innovation Conference,” Health Technology Forum, Stanford University, May 23, 2016.
- Legal Analyst, Webinar “Cybersecurity in the Healthcare Industry: Ransomware,” Troutman Sanders and Lockton Webinar Series, May 19, 2016.
- Co-Host, New York City MedTech Forum, March 9, 2016.
- Moderator and Legal Analyst, Webinar “Electronic Health Records (EHRs) and Interoperability: Improved Health Technology and Transformed Health Care in 2016,” The Knowledge Group, February 11, 2016.
- Legal Analyst, “Addressing Additional Risk from the ‘Internet of Things’: Lessons from the Healthcare Sector/Technological Trends in eHealth Services, Supporting Infrastructure, and What to Expect for Future Remote Monitoring Devices,” Law Seminars International, January 13, 2015.
- Legal Analyst, “Legal View with Ashleigh Banfield: *When is Quarantining Legal/Illegal?*”, CNN, October 28, 2014.
- Legal Analyst, “*The World, Hosted by Marco Werman*,” KCRW, Santa Monica, CA, October 28, 2014.
- Webinar, “Legal Agreements for Exchange,” National eHealth Collaborative, May 2011.
- Webinar, “The Trust Fabric of the NHIN: Making Exchange a Good Choice,” National eHealth Collaborative, May 2010.

- Virginia Hospital and Healthcare Association Webinar series on legal issues related to H1N1 preparedness, September - October 2009.
- Virginia Hospital and Healthcare Association Annual Hospital Forum on Emergency Preparedness, 2005 - 2009.
- U.S. Department of Health and Human Services, Office of Critical Infrastructure Protection, Workgroup on Healthcare Preparedness, September 2009.
- 19th Annual Executive Leadership Conference, American Counsel for Technology/Industry Advisory Council, October 2009.
- NACCHO Public Health Preparedness Summit, San Diego, CA, February 2009.
- Homeland Defense Journal Surge Capacity Conference, Washington, DC, October 2008.
- Indiana Hospital Emergency Preparedness Workshop, September 2008.
- Confronting the Ethics of Pandemic Influenza Planning: 2008 Summit of the States, Indianapolis, IN, July 2008.
- Henrico Doctors Hospital Medical Staff CME on Altered Standards of Care, May 2008.
- Catastrophic Event Resource Planning Workshop, May 2008.
- Virginia Health Care Association Legislative Conference, Richmond, VA, February 2008.
- Virginia Society for Healthcare Human Resources Association, Richmond, VA, October 2007.
- American Health Information Community: HIMSS 2008 Conference, Nationwide.
- Community Health Information Network: Data Use and Reciprocal Support, February 2008.
- American Bar Association/CDC Conference on XDR TB, July 2007.
- American Nurses Association Quadrennial Policy Conference, Atlanta, GA, June 2007.
- CDC Legal Preparedness Summit, Atlanta, GA, June 2007.
- New Jersey Hospital Association Pandemic Influenza Preparedness, Princeton, NJ, June 2007, January 2008.
- EUCI Pandemic Influenza Conference for Electric Utilities, Seattle, WA, May 2007.
- Harvard School of Public Health/School of Business Symposium on Pandemic Influenza, Boston, MA, May 2007.

- Conference of Emergency Preparedness Coordinators, Altered Standards of Care, Savannah, GA, March 2007.
- Atlanta Bar Association CLE - Pan Flu Planning, Atlanta, GA, November 2006.
- EEI Pandemic Influenza Conference, Washington, DC, October 2006.
- Virginia Society for Hospital Risk Management Conference, Fredericksburg, VA, September 2006.
- American Bar Association Teleconference – Pan Flu Preparedness, June 2006.
- UVA Institute for Practical Ethics and Public Life, Hospital Bio-Ethics & Pandemic Influenza, Charlottesville, VA, May 2006.
- Commonwealth of Virginia - Pandemic Influenza Summit, Breakout Session on First Responders, March 2006.
- VDH Community Based Emergency Response (CBER) Program, Speaker on Communicable Disease Containment Issues - Multiple programs throughout state during 2006.
- Louisiana Hospital Association Hospital Law Symposium, Baton Rouge, LA, November 2005.
- American Bar Association, Health Law Section, Emerging Legal Issues Conference, Disaster Preparedness Legal Issues, Orlando, FL, February 2005.
- American Public Health Association 132nd Annual Meeting & Exposition, Public Health and the Environment, Washington, DC, November 2004.
- CDC Public Health & the Law Conference in the 21st Century, Atlanta, GA, June 2004, June 2006.

Publications

- Quoted, "Nursing Home Tragedy a Grim Reminder of Looming Federal Deadline for Provider Preparedness," *Corporate Counsel*, September 19, 2017.
- Author, "Health Care Cybersecurity on Life Support," *Law360*, June 7, 2017.
- Quoted, "There's No Gray Area with Ransomware Breach Reporting," *Healthcare IT News*, June 2017.
- Co-Author, "WannaCry Ransomware: Understanding the Cyber Attack that Rocked the World," *Troutman Sanders e-Alert*, May 16, 2017.
- Interviewed, " Steve Gravely on the WannaCry Ransomware Attack and What It Means to the Healthcare Industry," *Lifars*, May 16, 2017.

- Quoted, "Global Cyberattack Exposes Big Liabilities for Simple Fixes," *Law360*, May 15, 2017.
- Co-Author, "New Mandatory PII Privacy Training for Government Contractors and Subcontractors," *Troutman Sanders e-Alert*, January 26, 2017.
- Co-Author, "Report Data Breaches on Time or Pay the Price," *Troutman Sanders e-Alert*, January 23, 2017.
- Quoted, "HHS Pact Shows Data Breach Reporting Can't Fall Off Radar," *Law360*, January 17, 2017.
- Co-Author, "21st Century Cures Act: A New Prescription for the Healthcare Industry," *Troutman Sanders e-Alert*, December 20, 2016.
- Quoted, "NIST Guide: A Security Blueprint for Connected-Device Makers," *Law360*, November 17, 2016.
- Quoted, "Web Attack Piles onto Internet of Things Security Concerns," *Law360*, October 25, 2016.
- Quoted, "ONC discusses health data risk from entities not covered by HIPAA," *eHealth Law and Policy*, August 1, 2016.
- Quoted, "Most Ransomware Attacks Are HIPAA Breaches, Feds Say," *Law360*, July 12, 2016.
- Quoted, "ONC discusses health data risk from entities not covered by HIPAA," *eHealth Law and Policy*, July 2016.
- Co-author, "Ransomware Threatens Healthcare," *Lockton Companies Whitepaper*, April 2016.
- Quoted, "FTC Offers Aid to Health Apps in Navigating Privacy Law Web," *Law360*, April 5, 2016.
- Co-Authored, "HHS Launches Phase 2 HIPAA Audits," *Troutman Sanders eAlert*, March 25, 2016.
- Co-Authored (with Keith W. Kelley, Sue S. Feldman and Dr. Brian Dixon, Editor), "Engaging and Sustaining Stakeholders: Towards Governance" (Chapter 4), *Health Information Exchange: Navigating and Managing a Network of Health Information Systems*, 1st Edition, published February 2016. [Received the *Book of the Year Award* from the Healthcare Information Management Systems Society (HIMSS)]
- Quoted, "Transactions & Negotiations: Avoiding Exclusivity Until the Time is Right," *The Ambulatory M&A Advisor*, February 5, 2016.

- Quoted, "4 Tips for Disclosing a Data Breach to Regulators," *Law360*, May 12, 2015.
- Quoted, "US ONC releases latest draft of its HIT interoperability roadmap," *eHealth Law & Policy Journal*, November 2014.
- Quoted, "The Flu, TB and Now Ebola: A Rare Legal Remedy Returns," *The New York Times*, October 26, 2014.
- Quoted, "Nurses are on front lines in Ebola fight -- are they being protected?," *Richmond Times Dispatch*, October 2014.
- Interviewed for ebook published by *FierceHealthcare*, "Security Audits: How to prepare and assure compliance," September 2014.
- Quoted, "Five Best Practices for Health Information Exchange," *Interoperability: The Path to Management and Standardizing Health Data*, November 2013.
- Co-author, "Realizing the Potential of Health Information Exchange," *BNA's Health Law Reporter*, June 2012.
- Co-author, "Bridging Medicine's Electronic Gap," *MD News Richmond*, November/December 2011.
- Co-author, *MD News*, "The Role of EHRs in Accountable Care Organizations," July/August 2011.
- Co-author, Troutman Sanders LLP. "Critical Resource Shortages: A Planning Guide." September 2009.
- Co-author, Whaley, Erin S., "The Next Step in Health Data Exchanges: Trust and Privacy in Exchange Networks," *Journal of Healthcare Information Management*, Spring 2009.
- Co-author, "Improving Cross-sectoral and Cross-jurisdictional Coordination for Public Health Emergency Legal Preparedness," *Journal of Law, Medicine and Ethics*, December 2007.
- Co-author, Whaley, Erin S., "The Greatest Good for the Greatest Number: Implications of Altered Standards of Care," American Health Lawyers Association, *Hospitals & Health Systems Rx*, December 2006.
- Co-author, Whaley, Erin S., "Emergency Preparedness and Response: Legal Issues in a Changing World", *Virginia Lawyer*, June/July 2006.
- Co-author, Whaley, Erin S., "Emergency Preparedness and Response: Legal Issues in a Changing World," *The Health Lawyer*, June 2005.

- Co-author, Whaley, Erin S., "Emergency Preparedness and Response: Legal Issues for In-House Counsel," *In-House Counselor*, May 2005.
- Co-author, Whaley, Erin S., "A Patchwork of Protection: Sources of Volunteer Immunity for Medical & Public Health Volunteers," *Health Lawyers Weekly*, April 8, 2005.
- Co-author, Whaley, Erin S., "Are Doctors at Risk When They Do the Right Thing?" *Virginia Medical Law Report*, March 2005.

Professional and Community Involvement

- American Health Lawyers Association
- American Bar Association, Health Law Section
- Health Care Compliance Association
- Health Care Financial Management Association
- American Public Health Association

Rankings and Recognitions

- Named to *Virginia Business* magazine's *Legal Elite* in Health law, 2003, 2005, 2006, 2009-2014, 2016.
- Selected by *Law & Politics* as a Virginia Super Lawyer in Healthcare Law, 2006-2016.
- Recognized in *The Best Lawyers in America* in Healthcare Law, 2010-2018.

Work Experience

- Partner, Troutman Sanders LLP, 2000–present
- Partner, McCandlish Kaine, 1987–2000
- Partner, Seawell, Dalton, Hughes & Timms, 1984–1987
- Office of the Attorney General, Commonwealth of Virginia, Summer 1982
- Office of the Chief Medical Examiner, Commonwealth of Virginia, Summer 1981

Hospital Operations

- Richmond Memorial Hospital, 1980–1982
- Southside Regional Medical Center, 1979–1980
- Blue Cross Blue Shield of Virginia, 1979
- Riverside Hospital and Healthcare System, Newport News, VA, 1977–1978
- Williamsburg Community Hospital, Williamsburg, VA, 1973–1977

Emergency Medical Services

- Williamsburg Fire Department and Rescue Squad, 1973–1977



Erin S. Whaley
Partner

Troutman Sanders Building
1001 Haxall Point
15th Floor
Richmond, Virginia 23219
804.697.1389 telephone
804.698.6065 facsimile
erin.whaley@troutman.com

Erin Whaley is a partner with Troutman Sanders LLP in Richmond, VA in the healthcare practice. She represents hospitals and other healthcare providers in the full spectrum of healthcare legal issues and has co-authored many publications on healthcare related topics. Her corporate and regulatory experience includes advising providers on healthcare operational regulatory issues including Stark, Anti-Kickback and HIPAA; corporate issues such as IT contracting, physician contracting and joint venture opportunities; and compliance issues including the design and implementation of compliance programs as well as the investigation and resolution of compliance issues.

Erin's health information technology experience includes representing providers in the negotiation of various health IT contracts including electronic health records, revenue cycle management, population health and telehealth contracts. She also represents health IT vendors on corporate and regulatory issues including customer contracting, joint ventures, funding opportunities, privacy and security compliance (including HIPAA and state laws), Anti-Kickback compliance and compliance with various state laws including corporate practice of medicine and telehealth. Her experience representing both providers and IT vendors gives her unique insights that bring benefit to her clients.

Erin also assists with the development of health information exchanges (HIEs) and advises these organizations on legal structure; governance; privacy and security frameworks; operational policies and procedures; breach notification; and data exchange agreements. Ms. Whaley assisted in drafting the

Practice

- Government and Regulatory
- Information Technology
- Senior Housing/Skilled Nursing Facility Financing
- Cybersecurity, Information Governance and Privacy
- Healthcare
- Accountable Care and Clinical Integration
- Disaster Preparedness and Response
- Healthcare Enforcement Actions and Investigations
- Health Information Privacy and Security
- Healthcare Transactions
- Health Information Technology and Exchange
- Healthcare Licensure and Certification
- Healthcare Regulatory Compliance
- Healthcare Reimbursement Compliance and Disputes
- Education
- Data Centers
- Life Sciences
- Life Sciences – Regulatory Compliance

Education

- University of Virginia (J.D., 2004)
Member, Virginia Law Women
Editor, Virginia Journal of Social Policy and the Law
- University of Virginia (M.A., 2004)
- University of Virginia (B.A., 2001)

Bar and Court Admissions

- Virginia, 2004

Data Use and Reciprocal Support Agreement (DURSA) for the eHealth Exchange and provides expert advice to clients on e-health issues including HIPAA Privacy and Security, Health Information Technology for Economic and Clinical Health Act (HITECH), the development of electronic health record donation programs, and meaningful use.

Representative Matters

Represented hospitals and other healthcare providers in full spectrum of healthcare legal issues:

Corporate and Regulatory Experience

- Advised providers on healthcare operational regulatory issues including licensure, and compliance with Stark, Anti-Kickback and False Claims Act.
- Client counseling on risk management issues, such as patient consent and medical records retention.
- Counsel physicians on the establishment of concierge medical practices.
- Represented numerous hospital systems in significant Certificate of Public Need cases.
- Counsel new and established assisted living facilities on licensure issues.
- Assist with mergers and acquisitions of various types of healthcare providers as counsel to buyers, sellers and lenders.
- Assist clients with maintenance of corporate records, including bylaws, buy-sell agreements and physician employment agreements.
- Experienced in the design and implementation of compliance programs as well as the investigation and resolution of compliance issues.

Health Information Technology

- Advise health IT companies on compliance with healthcare regulations including Stark, Anti-Kickback, False Claims Act, Beneficiary Inducement.
- Counsel health IT companies on privacy and security issues including HIPAA compliance.
- Prepare and negotiate contracts for health IT companies including license agreements, service agreements, terms of use, end user license agreements and third party vendor agreements.
- Advise telehealth companies on program development and roll-out in compliance with state licensure and reimbursement laws.
- Assist with mergers and acquisitions of health IT companies as counsel to buyers and sellers

- Negotiated contracts with EMR vendors on behalf of hospitals and other healthcare providers.
- Assist with the development of Health Information Exchanges.
- Create Electronic Health Records donation programs for hospitals to facilitate donation of software to community physicians.

Speaking Engagements and Presentations

- Speaker, "Privacy & Security Forum, Compliance and Legal - Straight Talk: Avoid These Six Potential Landmines," *HIMSS*, May 12, 2016.
- Panelist, "Bouncing Back from a Data Breach," *Troutman Sanders Executive Women's Forum*, May 2015.
- Panel Moderator, "Health IT Investment on the Rise," Private Equity Conferences, *Private Healthcare Investor New York Forum*, April 27, 2016.
- Speaker, "Cybersecurity Insurance," *HIMSS Privacy & Security Forum*, December 3, 2015.
- Panelist, "Business Associate Update: Get Your Questions Answered," *HIMSS Privacy & Security Forum*, December 2, 2015.
- Panelist, Cybersecurity Symposium & Global Corporate Compliance Workshop, *Troutman Sanders LLP*, July 22, 2015.
- Speaker, "Top Ten Things You Need to Know About Cybersecurity Insurance," *HIMSS Media & Healthcare News Presents: The Privacy & Security Forum – Protecting Data and Managing Risks*, March 5, 2015.

Publications

- Quoted, "Worried CMS overpaid your hospital for meaningful use? What to do now," *Healthcare IT News*, June 2017.
- Quoted, "There's No Gray Area with Ransomware Breach Reporting," *Healthcare IT News*, June 2017.
- Quoted, Ransomware rising, but where are all the breach reports?, *Healthcare IT News*, March 20, 2017.
- Quoted, Cybersecurity Insurance, Business Agreements Among Major Healthcare Privacy Pitfalls, *Healthcare Finance*, May 13, 2016.
- Quoted, 6 Privacy Landmines and How to Avoid Stepping on Them, *Healthcare IT News*, May 12, 2016.

- Author, "Privacy Risk Considerations In Healthcare IT Investments," *Law360*, (October 2015).
- Co-author, "Realizing the Potential of Health Information Exchange," *BNA's Health Law Reporter*, (June 2012).
- Co-author with Gravely, Stephen D., "Bridging Medicine's Electronic Gap," *MD News Richmond*, (November/December 2011).
- Co-author, *MD News*, "The Role of EHRs in Accountable Care Organizations," (July/August 2011).
- Co-author, Troutman Sanders Healthcare Practice Group, Continuity of Operations: Financial Sustainability For Healthcare Facilities In Disasters (July 2009).
- Co-author, Gravely, Steven D., The Next Step in Health Data Exchanges: Trust and Privacy in Exchange Networks, *Journal of Healthcare Information Management*, Spring 2009.
- Co-author, Troutman Sanders Healthcare Practice Group, EMTALA Compliance In Disaster Circumstances (March 2007).
- Co-author, Troutman Sanders Healthcare Practice Group, Sharing Information During Disasters: HIPAA Implications (April 2007).
- Co-author, Gravely, Steven D., Emergency Preparedness and Response: Legal Issues in a Changing World, *The Health Lawyer*, June 2005.
- Co-author, Gravely, Steven D., Emergency Preparedness and Response: Legal Issues for In-House Counsel, *In-House Counselor*, May 2005.
- Co-author, Gravely, Steven D., A Patchwork Of Protection: Sources Of Volunteer Immunity For Medical & Public Health Volunteers, *Health Lawyers Weekly*, April 8, 2005.
- Co-author, Gravely, Steven D., Are Doctors At Risk When They Do the Right Thing? *Virginia Medical Law Report*, March 2005.

Professional and Community Involvement

- American Health Lawyers Association
- American Bar Association, Health Law Section
- Virginia State Bar 10th Circuit Representative
- Virginia State Bar – Chair Wills for Heroes

Rankings and Recognitions

- Selected as a "Rising Star" in Healthcare Law by *Law & Politics' Virginia Super Lawyers Magazine* (2013-2016).



Jessica Lohr
Associate

11682 El Camino Real
Suite 400
San Diego, California 92130
858 509 6044 telephone
858 509 6040 facsimile
jessica.lohr@troutman.com

Jessica Lohr is a San Diego resident and an associate in the firm's Consumer Financial Services practice, with a primary focus in Financial Services Litigation. She represents clients in federal and state court, both at the trial and appellate level in the areas of complex litigation and business disputes, financial services litigation, and consumer litigation. Jessica is a part of the firm's national practice defending consumer facing companies of all types in defense of individual and class action claims, including claims under the Fair Credit Reporting Act ("FCRA"), Fair Debt Collection Practices Act ("FDCPA"), Telephone Consumer Protection Act ("TCPA"), the California Credit Reporting and Agencies Act ("CCRAA"), and the California Fair Debt Collection Practices Act ("CFDPCA").

Jessica has handled individual and class action cases in many states, including California, Arizona, Nevada, Texas, New York, New Jersey, Alabama, Virginia, Minnesota, Florida, Maine, Illinois, and Pennsylvania. Jessica also has substantial experience handling general commercial disputes in both state and federal court in California.

After receiving her undergraduate degree in Accounting, Jessica graduated *summa cum laude* from the James E. Rogers College of Law in 2014. In law school she served as a senior board member for the Arizona Law Review and as the President of the Business Law Society. Before joining the firm, Jessica served as a judicial law clerk to the Honorable Janis L. Sammartino, United States District Judge for the Southern District of California, where she handled a diverse range of federal cases, including FCRA, TCPA, and FDCPA cases.

Jessica provides analysis and commentary on developments in the consumer financial services industry, with a focus on cybersecurity, information governance, and privacy through the Consumer Financial Services Law Monitor Blog at cfslawmonitor.com.

Practice

- Cybersecurity, Information Governance and Privacy
- Business Litigation
- Consumer Financial Services
- Financial Services Litigation

Education

- University of Arizona (J.D., *summa cum laude*, 2014)
- University of Arizona (B.S., *magna cum laude*, 2011)

Bar and Court Admissions

- California
- U.S. District Court for the Southern District of California
- U.S. District Court for the Northern District of California
- U.S. District Court for the Eastern District of California
- U.S. District Court for the Central District of California
- U.S. Court of Appeals for the Ninth Circuit

Representative Matters

- Counsel for national background screening companies in defense of putative class action and single-plaintiff FCRA cases in both state and federal court. Obtained summary judgment in individual FCRA case in federal court.
- Counsel for national reseller of consumer reports in defense of putative class action and single-plaintiff FCRA cases. Obtained summary judgment in individual FCRA case in federal court.

- Counsel for automotive finance company in defense of single-plaintiff FCRA, FDCPA, CCRAA, and CFDCPA cases.
- Counsel for numerous national banking institutions and mortgage loan servicers in defense of putative class action and single-plaintiff cases arising from origination or servicing of mortgages.
- Counsel for national consumer reporting agencies and public records vendors in connection with investigative actions brought by federal regulators.
- Counsel for companies that have experienced unauthorized access to consumer data or have been named as defendants in class actions and before regulators.
- Counsel for major national insurance company in defense of contract disputes with providers and in defense of multiple ERISA lawsuits involving claims for benefits.
- Counsel for online event registration and management software company in business litigation and contract disputes.
- Counsel for international importer of steel products in business litigation disputes.
- Counsel for regional fuel wholesaler and retailer in business litigation and contract disputes.
- Counsel for international retailer in business litigation and contract disputes.

Professional and Community Involvement

- California State Bar
- San Diego County Bar Association
- Volunteer attorney in guardianship cases with the San Diego Volunteer Lawyers Program
- Animal Legal Defense Fund

Work Experience

- Associate, Troutman Sanders LLP, 2015 to present, U.S. District Court for the Southern District of California, 2014 to 2015.

Legal Approach

Troutman Sanders is deeply committed to thoroughly understanding our clients, their business goals and the challenges particular to their industries. We align our strategy with our client's business strategy in order to successfully help them achieve their objectives.

We will partner with TCHD and listen to your business and legal needs – learning the ins and outs of your business. We will utilize this information to provide you with outstanding service while delivering a high-end work product.

As part of the collaboration process, we will conduct periodic discussions with TCHD on staffing, quality of services, efficiency and effectiveness in the handling of matters, cost-effectiveness and, if applicable, areas in need of improvement. Our Client Relationship partner, David Bournazian will be the person to whom comments and feedback would be made. David will attend meetings as requested and will always be available to the District Staff and Board of Directors. We believe that feedback is what ensures a successful client relationship; and through regular client check-ins, we continuously evaluate the level of satisfaction for our most valuable clients.

Ultimately, Troutman Sanders client approach is straightforward: (1) establish a strong working relationship with the client and understand their business and its needs; (2) ensure that advice is always timely, on point and delivered with open lines of communication; and, (3) become the client's long-term, trusted adviser. Your interests are what drive Troutman.

References

Troutman Sanders provides the following references and certainly can provide more and additional information upon request (as we typically keep client contact information confidential):

1. Mary Zweifel
President and Chief Executive Officer
Sheltering Arms Physical Rehabilitation Centers
8254 Atlee Road
Mechanicsville, VA 23116
(804) 342-4325 (Direct)
mzweifel@shelteringarms.com
2. David Crutchfield
VP & Chief Information Officer
Conway Medical Center
300 Singleton Ridge Road/P.O. Box 829
Conway, SC 29528
david.crutchfield@cmc-sc.com

3. Mariann Yeager
Chief Executive Officer
The Sequoia Project
8300 Boone Boulevard
Vienna, VA 22182
(571) 327-3637 (Office)
myeager@sequoiaproject.org
4. Sally Na
General Counsel
Virginia Hospital Center
1701 N. George Mason Drive
Arlington, VA 22205
5. Jim Hale
Fairlawn Surgery Center, LLC
2602 Franklin Road, SW
Roanoke, VA 24014
6. Shauna Clark
City Manager
City of La Habra Heights
1245 North Hacienda Road
La Habra Heights, CA 90631

Disclosures

Troutman Sanders does not have any conflicts with Tri-City Healthcare District. Further, Troutman Sanders has no regulatory action, tax liens or legal sanction issues whatsoever.

Conclusion

Troutman Sanders is uniquely positioned to provide the TCHD team with significant resources, experience and legal skills of our lawyers to develop innovative and practical approaches to serving our clients in complex public healthcare markets. We counsel numerous clients regarding healthcare developments on the national and state levels. We also represent clients in connection with alleged violations of state attorney general matters. Our lawyers are here for TCHD to perform policy analysis in connection with healthcare issues, and provide the public compliance advice so needed, without risk of undesired ramifications. We plan for a partnership that will be filled with wisdom, efficiency, and always in the best interests of the District.

Thank you again for this opportunity, and we look forward to working with you.