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FOCUS

President's Letter

Aline V. Drucker

The summer is upon us. The heat is intensifying daily and I am not referring just to our beloved basketball team. Students of all ages are out of school, the days are long but the weeks that blend into months of summer are far too short, and seem to slide right by as we navigate work, vacations, school schedules, and quality family time. While most of us have returned to work in our offices, at least for much of the time, and many have resumed a pre-pandemic type schedule, I am still trying to figure out how to gain back those atrophied muscles required to multi-task swiftly, plan travel expeditiously, and dive into many projects exuberantly confident in logistics and outcomes.

As many experts tell us, social media is toxic and dangerous. Yet I keep scrolling. Late at night, warmed by the glow of my chosen electronic device that will intensify my insomnia and surely keep sleep solely aspirational, I am excited to see friends going on wonderful vacations, to new and unexplored destinations in far reaches of the globe. I am so proud of many of my family and friends who have persevered during the last couple of years, and are now back at it, planning, and executing and thriving. Maybe someday I will join them in the camp of the fully-adulting. As so many others are off to Maui or Paris or New Zealand for their summer break, my level of planning sends me off as far as Flannigan's, for one of their legendary Mexican Monday

extravaganzas. Which is to say that I have not yet regained the muscle memory to work intensely at a job I love and appreciate, while also planning all sorts of trips and extracurricular activities alongside it. Perhaps some of you can identify with that nervous feeling that you may have forgotten how to plan ahead, book travel, anticipate the unexpected, or pack for a week-long trip in only 20 minutes, or quickly navigate an airport and its lounges and changing gates, or find an Uber in a jiffy while visiting a new city.

Let me take off some of that pressure, my fellow travelers. For those of you who are staying local for the majority of the summer and have not yet left for the mountains or the Riviera, ACC South Florida has some excellent programming in store. We have several social events being hosted by our fabulous and dedicated sponsors in Miami-Dade, Broward, and Palm Beach Counties. The end of July brings with it another Member Appreciation Day, where we honor all our in-house counsel members with special programming and treats. Now is a great time to become fully engaged with ACC, as we offer fun networking events, educational CLE programs, and an opportunity to spend time together and, perhaps, commiserate a touch about the world moving way too fast all over again.

Most notably, September 16th, we will be hosting our marquis event of the year, our annual CLE conference. The all-day event will take place at the beautiful Hard



Rock Hotel in Hollywood, FL. It is typically our largest and most well-attended event of the year, offering many hours of CLE credits, sit down networking lunch, and a chance to meet with so many of our fellow in-house counsel and sponsors. This year's theme – Casino Royale: Accepting the In-House Mission – is surely to please all those lovers of James Bond books and films, and the spy genre, in general. Please look out for emails regarding online registration for the CLE Conference and sign up to take advantage of the early bird specials and group rates for law departments.

I look forward to seeing you all there and welcoming you to our in-house legal community, under the heat of the South Florida sun.

Have a wonderful summer full of adventure and bon voyage!

Make Your Case for Contract Artificial Intelligence

By Sean Heck, Content Marketing Manager, CobbleStone Software

Organizations across industries have embraced artificial intelligence for valuable business process automation – particularly in recent years. Per a contemporary study conducted by MIT Sloan Management Review, more than 80 percent of companies view artificial intelligence (AI) as a strategic opportunity, and around 85 percent of companies view AI as a means to attain competitive advantage (Ransbotham et al., 2017).

This AI enthusiasm applies to legal operations as well. Contract artificial intelligence can foster tactical opportunities and competitive advantages for organizations seeking to manage their contracts better.

You may be enthralled by the many ways contract intelligence can improve your organization's contracting processes; however, you must position the value you see in AI-based contract management software into value stakeholders see. To that end, let's examine key features to help you make your case for contract artificial intelligence to those poised to approve your recommendation.

What Is Contract Artificial Intelligence?

Contract artificial intelligence is designed to automate various contract lifecycle management (CLM) processes so that contracting professionals can focus on strategic tasks. Contract management tasks that can be automated with contract artificial intelligence include:

- contract data extraction and data mining.
- · risk assessment.
- · statistical data analysis.
- sensitive data identification.
- · clause extraction.
- clause comparison, natural language processing, and machine learning.

Deciding on Legal Department Contract Al To Present to Decision Makers

Given all the benefits that contract artificial intelligence can provide to streamline

and centralize CLM processes, it should be easy to make your case for contract intelligence within your legal team. Here are the contract AI features that can appeal to decision-makers.

Assessment of Employee Accountability

Decision-makers love to see clear **ROI** for solutions in which they invest. This calls for the readily available assessment of employee accountability. Luckily, contract intelligence can allow your legal team to easily assess whether employees are maximizing available CLM tools.

A score can be provided to contract artificial intelligence users based on their usage of available AI-based contract management software tools. As such, contract administrators can thoroughly hold employees accountable for how attentively they are leveraging contract intelligence tools at their disposal. In addition to the usage score, contract administrators can see which CLM processes and workflow tasks are lacking and being delayed. Consequently, they can make informed decisions to decrease contract lifecycle bottlenecks. Moreover, legal team accountability can be further enforced with the help of configured alerts to notify in-house counsel and their stakeholders of contract conclusion dates for timely renewals or termination. Also, the company can provide timely termination notice if desired. The risk is once the termination period passes, and the company is stuck paying on the contract for another year or longer.

Contract Data Management & Identification of Sensitive Data

Sensitive data identification and protection are crucial to critical stakeholders, decision-makers, and your legal department.

Contract artificial intelligence users can specify data points and configure system rules around those data points. Contract intelligence users can configure rules regarding sensitive data such as dates, locations, PII, PCI, monetary values, legal settlements, and more for a particular contract. A streamlined data management procedure can reduce tedious data import analysis—decreasing contract lifecycle times and increasing returns.

Statistical Contract Data Analysis & Recommendations

Contract management decision-makers want more than just a contract repository. They want to gain actionable insights from contracts, clauses, and contract language. Organizations can reap more benefits from their contracts with statistical contract data analysis and proactive recommendations with contract intelligence.

Positive, neutral, and negative facts about each contract in a CLM software system can help improve visibility and align strategy. For example, suppose a contract holds a value that is a certain percentage greater than the average contract value in AI-based contract management software. In that case, message alerts can be triggered, and workflow processes can be updated accordingly.

Contract artificial intelligence can support intelligent workflow automation that provides contract administrators with recurring, on-screen reports and recommendations that improve contract visibility and foster more informed contracting decisions.

Contract Risk Assessment

Key stakeholders know that improper contract risk assessment procedures can cost the organization time and money, resulting in negligent clause language and less than desirable business associations (to name a few harmful outcomes). This is another facet of contract management with which powerful contract artificial intelligence can help – in this case, with risk rating and mapping features.

Contract risk profile ratings can allow contract administrators and CLM software users to visualize risk variables

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easily. Based on assessed contract risk, contract intelligence can offer a risk assessment matrix for a visually engaging risk management experience.

Contract admins and users can view risk probability patterns for contract events and risk exposure that would result from risk variables. Insight into potential detrimental consequences of a risky contract event can help contract administrators more intelligently proceed with a specific contract. Visualizing the results of a contract risk event can inherently decrease risk.

Another feature decision-makers can find helpful is OFAC Search. This **contract intelligence** tool can check vendors, customers, and employees against the Office of Foreign Asset Control's national sanctions lists within the US Treasury Department for compliance. Contract administrators can configure rules to notify the contract management team in real-time if

a vendor, contract, customer, or employee meets or exceeds a set OFAC risk percentage to allow for swift risk mitigation.

Clause Comparison & Continuous Clause Improvement

Your legal team wants to add value to your organization by getting more from your clauses in the digital age. Contract AI with machine learning can locate common clauses within a document quickly so contract management professionals can compare clauses within their organization's pre-approved clause and language library. Organizations can also add clause language to training data for continuous machine learning.

Contract management AI can intelligently categorize clauses into an organization's configured clause types while presenting a percentage of confidence in that contract clause categorization.

Prepare a Powerful Case for Contract Intelligence

The contract artificial intelligence features mentioned above are just a scratch at the surface of all your organization can do for your decision-makers and your in-house legal team.

Visit <u>CobbleStoneSoftware.com/MakeYourCase</u> to learn more about contract AI and forge an ironclad case for AI-based contract management software.

Author:

Sean Heck is Content Marketing Manager at CobbleStone Software

Works Cited Enholm, I. M., Papagiannidis, E., Mikalef, P.,



& Krogstie, J. (2021). Artificial intelligence and business value: A literature review. *Information Systems Frontiers*, 1-26

What Are PFAS and Why Do They Matter?

By Katherine R. English, and Irene Kennedy Quincey, Pavese Law Firm

Compliance Officers and General Counsels are now challenged to help their companies prepare for EPA's planned PFAS regulations as part of its effort to protect the public and the environment from a little understood, but long lasting class of chemicals that are widely used.

What are PFAS?

Per- and Polyfluoroalkyl Substances (PFAS) are man-made chemicals that have been used since the 1940's in such products as firefighting foam, cosmetics, non-stick cookware, water-repellant clothing, and stain resistant fabrics and carpets. Some types of PFAS, specifically perfluorooctanoic acid (PFOA) and perfluorooctane sulfonic acid (PFOS), have been phased out of production in the United States, although other countries still manufacture and use them. Other varieties of PFAS remain in production and are in use today in the United States.

PFAS are made by joining carbon and fluorine, one of the strongest bonds that can be formed in organic chemistry. The

strength of that chemical bond is why most PFAS chemicals have long half-lives, meaning that they do not readily break down in the environment. Because of their resilience, PFAS are sometimes referred to "forever chemicals" which persist in the environment where they can and do bioaccumulate in people and animals. While there has been some research about the impact of PFAS exposure, the health effects of PFAS are not well understood and more research is needed to understand this class of chemicals.

Why does PFAS matter now?

In April 2021, the Administrator of the United States Environmental Protection Agency established the EPA Council on PFAS and charged it with developing a comprehensive strategy for EPA to protect public health and the environment from the impacts of PFAS. Thereafter, the Council developed the "PFAS Strategic Roadmap" laying out a whole agency approach and setting timelines for the agency to address PFAS using every tool

at the agency's disposal based on three central directives, research, restriction, and remediation. The Council on PFAS released the PFAS Strategic Roadmap in October 2021 laying out key actions based on EPA's existing statutory authority to address the issues related to PFAS.

- (1) Full lifecycle accounting for PFAS from manufacture to use to pathways for exposure;
- (2) Prevent PFAS entering the environment;
- (3) Hold polluters and other responsible parties accountable for PFAS remediation efforts:
- (4) Pay for the research needed to understand PFAS' impacts on the environment and human health and determine ways to effectively address PFAS; and
- (5) Prioritize protection of disadvantaged communities.

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The EPA's slides on the PFAS Strategic Roadmap are available at https://www.epa.gov/system/files/documents/2021-10/slides-epa-pfas-roadmap-public-webinars.pdf

The Office of Chemical Safety and Pollution Prevention released a National Test Strategy in October 2021 to increase understanding of PFAS and potential hazards to human health and the environment.

This PFAS testing strategy uses EPA's Toxic Substances Control Act (TSCA) authority to require PFAS manufacturers to provide information on PFAS regarding the quantities of manufactured PFAS.

EPA also issued a memorandum announcing its intentions to use its Clean Water Act permitting authority to reduce discharges of PFAS at the source and to generate comprehensive monitoring information on sources of PFAS in surface waters. https://www.epa.gov/system/files/documents/2022-04/npdes_pfas-memo.pdf

The Office of Land and Emergency Management proposes regulation under the authority of the Comprehensive Environmental Response Compensation and Liability Act (CERCLA) and the Resource Conservation and Recovery Act (RCRA), specifically, designating certain PFAS as CERCLA hazardous substances to require reporting of PFAS releases, and assure that cleanup costs can be recovered by the agencies.

Why should PFAS matter to me?

This area of regulation is developing rapidly, making risk assessments associated with PFAS challenging for real estate investors and businesses. EPA uses the American Society of Testing and Materials International (ASTM) Standard E1527 as the gold standard for preparation of Phase I Environmental Assessments that satisfy "all appropriate inquiries" (AAI) required to raise the safe harbor defenses under CERCLA if the property is later found to be contaminated, triggering enforcement and cleanup. In November 2021, ASTM issued E1527-21 updating

the standard to include, among other things, a reference to PFAS. While PFAS (and other emerging contaminants) are referenced, they still are "a non- scope" consideration, meaning that a Phase I environmental assessment need not consider PFAS for the assessment to meet the AAI standard for establishing CERCLA defenses.

Careful consideration of PFAS' inclusion in ASTM standard E1527-21 is merited given the active regulatory environment relative to PFAS. As a non-scope consideration, the Phase I user would need to request that PFAS be addressed as part of the scope for the Phase I assessment as it is not included in the required scope. The addition of PFAS as a non-scope consideration is a strong signal from ASTM that although PFAS is not yet regulated by CERCLA, regulation requiring its inclusion is very likely forthcoming. Failure to address PFAS during the Phase I assessment could leave the issue of liability for PFAS outside the safe harbor defenses in CERCLA. Including PFAS in the Phase I is prudent given the lack of clarity in the requirements and costs for remediation of PFAS contamination.

Practically, a Phase I environmental assessment is a risk assessment tool for parties to a real property transaction, whether the party is a seller, a purchaser, or a lender. In its amendment to the standard, ASTM is providing these parties an opportunity to obtain a Phase I assessment for PFAS prior to implementation of PFAS regulations. While including PFAS in the AAI is not required, the risk/reward profile should be carefully considered before rejecting the option.

On March 14, 2022, EPA published notice of its intention to amend the Standards and Practices for All Appropriate Inquiries to reference ASTM International's E1527-21 "Standard Practice for Environmental Site Assessments: Phase I Environmental Site Assessment Process" and allow for its use to satisfy the requirements for conducting all appropriate inquiries under the Comprehensive Environmental Response, Compensation, and Liability Act. See 87 FR 14224.

In addition to the federal efforts to address PFAS, the Florida Department of Environmental Protection through the Division of Waste Management (DWM) is investigating potential sources and environmental impacts related PFAS. The Department's has plan for addressing PFAS and its impact on human health and the environmental at https://floridadep.gov/sites/default/files/Dynamic Plan March 2022.pdf .

PFAS are very likely going to matter, a lot, and soon.

Authors:

Katherine English is a partner with Pavese Law Firm. Her practice concentrates on agricultural, environmental and land use law with an emphasis on seeking and protecting entitlements for larger prop-



erties to maintain value and productivity. She is a native of Southwest Florida and her family has farmed here for more than 100 years. She is committed to the protection of private property rights and supporting the people who produce food and fiber and protecting the natural resources of the State of Florida through wise land management.

Irene Kennedy

Quincey is a partner with Pavese Law Firm. Her primary practice areas are Environmental Law, Governmental Law, and Agricultural Law with an emphasis on Water Law, surface



water management, wetlands protection and state and federal permitting. Prior to joining Pavese, she was the Deputy General Counsel with the South Florida Water Management District practicing in the areas of permitting, rulemaking and water policy development on major water resource issues including Water Supply Planning, Wetland Regulations, Lake Okeechobee SWIM and Everglades Protection. Irene is the recipient of the 2002 Bill Sadowski Memorial Public Service Award, the 1994 Claude Pepper Outstanding Government Lawyer Award, the 1988 Stephens/Register Award, and the 1986 and 2000 Judy Florence Memorial Outstanding Service Award.

SEC Proposes Rules Governing SPACs and De-SPAC Transactions

By Philip R. Stein & Enza G. Boderone, Bilzin Sumberg

The Special Purpose Acquisition Company ("SPAC") market is facing both a new set of rules and amendments to rules already in place under the Securities Act of 1933 and Securities Exchange Act of 1934. Last month, the U.S. Securities and Exchange Commission ("SEC") proposed rules in response to what it called an "unprecedented" surge in non-traditional IPOs by SPACs. Though the use of SPACs first became common in the 1990s, they have become far more popular in the last few years. The increased use of SPACs has largely been due to extreme market volatility caused, in part, by the pandemic. The substantial uptick in the use of SPACs has spurred growing concerns. The SEC, in announcing its proposals, cited to a number of concerns and criticisms about various aspects of the SPAC market, such as conflicts of interest, questionable sponsor compensation, inadequate and often incomplete and unreliable disclosures, poor investor returns, and lack of robust due diligence. Through the proposed rules, the SEC seeks "greater transparency and more robust investor protections [that] could assist investors in evaluating and making investment, voting, and redemption decisions with respect to these transactions."

SPACs are typically shell companies with nominal or no assets, organized for the purpose of merging with or acquiring one or more unidentified private operating companies (a "de-SPAC transaction") within a certain time frame, which is often two years. Typically, SPACs' only assets are the money raised in the SPAC's initial public offering. Investors who participate in the IPO do not know the identity of the target company to be acquired. Once the SPAC raises capital, the money goes into an interest-bearing trust account until the SPAC finds a private company looking to go public through an acquisition. When the acquisition occurs, the investors have the option of either swapping their SPAC shares for shares of the merged company or redeeming their SPAC shares, in which case they would receive back their original investment, plus accrued interest.

The most significant rules from the SEC's proposal are as follows:

- **Disclosure Requirements.** The rules would require additional disclosures to investors, within a certain time period, about the SPAC's sponsor, potential conflicts of interest, and dilution, and additional disclosures on de-SPAC transactions. Notably, each SPAC will be required to state "(1) whether it reasonably believes that the de-SPAC transaction and any related financing transaction are fair or unfair to investors, and (2) whether it has received any outside report, opinion, or appraisal relating to the fairness of the transaction." The SEC would also require certain disclosures on the prospectus cover page and in the prospectus summary of registration statements filed in connection with SPAC initial public offerings and de-SPAC transactions.
- Underwriter Liability. The rules would impose greater liability on underwriters, and would expand the pool of underwriters subject to liability by deeming anyone who has (1) acted as an underwriter of the securities of a SPAC, (2) taken steps to facilitate a de-SPAC transaction or any related financing transaction, or (3) otherwise participated (directly or indirectly) in the de-SPAC transaction, to be an underwriter within the meaning of Section 2(a)(11) of the Securities Act. The SEC's goal is to "better motivate SPAC underwriters to exercise the care necessary to ensure the accuracy of the disclosure in these transactions by affirming that they are subject to Section 11 liability for that information."
- More Securities Act Protections
 Concerning Business Combinations
 Involving SPACs. The rules also would
 deem any business combination trans action involving a reporting shell com pany, including a SPAC, that involve a
 sale of securities to the reporting shell
 company's shareholders. Moreover, the
 SEC proposes to amend a number of
 financial statement requirements appli-

- cable to transactions involving shell companies. These rules would, among other things, require financial statement reporting requirements in business combinations that are more in line with requirements for traditional IPOs.
- **Projections.** One of the proposed rules would update the SEC's guidance regarding the use of projections in Commission filings, as well as to require additional disclosure regarding projections when used in connection with business combination transactions involving SPACs.
- Target Acquisition as
 Co-Registrant. The rules would
 require that the target acquisition be a
 co-registrant when a SPAC files a registration statement on Form S-4 or Form
 F-4 for a de-SPAC transaction. These
 measures are intended to improve
 reliability of the disclosures provided
 to investors in the de-SPAC transaction by ensuring the target acquisition's
 directors and officers are held accountable to investors thereby making them
 liable for disclosures in the registration
 statement.
- Safe Harbor under the Investment Company Act of 1940. The SEC is proposing a new safe harbor under this Act which would provide that a SPAC that satisfies the conditions of the proposed rule would not be an investment company and therefore would not be subject to regulation under that Act. These conditions include: (1) the SPAC must announce a business combination within 18 months and complete the transaction within 24 months of its IPO; (2) the SPAC's assets must only consist of government securities or funds; (3) the SPAC's activities must be limited to one de-SPAC transaction in which the surviving entity will be primarily engaged in the business of the target company and have a class of securities registered; and (4) the SPAC's employees, officers and directors must be engaged in the business of the target company.

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One commissioner, Hester M. Peirce, dissented to the proposal, arguing that these rules seem designed to stop SPACs in their tracks. The dissent reflects concern among many market participants that these rules, if adopted, would chill SPAC activity. However the contemplated rules, and the other commissioners who support them, manifests a substantial countervailing concern that SPACs have proliferated because of the absence of meaningful oversight, and that their more widespread use has too often led to significant losses for investors.

The SEC is currently receiving and reviewing comments on the proposed new rules.

Authors:

Philip R. Stein, Practice Group Leader of Bilzin Sumberg's Litigation Group, focuses his practice on complex commercial litigation and heads the firm's Homebuilder, Financial



Services, and Data Security teams. He regularly acts as lead counsel to mortgage companies, financial services companies, and large national homebuilders on a broad range of issues of importance to companies in those industries. Phil is particularly experienced in litigation involving financial fraud, other business torts, and consumer product claims; corporate

governance; trade secrets; class action defense, and professional liability issues. He has successfully represented both plaintiffs and defendants in trials, appeals, and arbitration proceedings.

Enza G. Boderone's commercial litigation practice has been heavily focused on financial services litigation, specifically mortgage-centric legal issues since the financial crisis of 2008. Her vast

experience includes



knowledge of mortgage-backed securities and all aspects of the loan origination and securitization process, indemnification claims, mortgage insurance, and high-profile commercial foreclosures.

ACC South Florida Upcoming Events

JULY

July 14 Social Event presented by Gunster

Date TBD
Member Appreciation
presented by Akerman

AUGUST

August 26
General Counsel/Chief
Legal Officer Roundtable
presented by Galloway, Johnson,
Tompkins, Burr & Smith

SEPTEMBER

September 16
ACC South Florida's 12th Annual
CLE Conference – Casino Royale:
Accepting the In-House Mission at the
Seminole Hard Rock Hotel & Casino

Welcome New Members!

Christopher Aird

Assistant General Counsel MasTec, Inc.

Huilin Bai

Associate Corporate Counsel Crescent Heights of America, Inc.

Lynn Carrillo

VP, Legal, NBCU News Group NBC Universal

Vincent Chen

Corporate Counsel Kidz Medical Services, Inc.

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Maritza Gomez

Senior Counsel, Employment Gap Inc.

Daryl Greenberg

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Corporate Counsel Health Advocates Network, Inc.

Jonathan Walder

Associate General Counsel 777 Partners

Mollie Wander

General Counsel F3EA Holdings LLC

EVENT PHOTOS

Palm Beach Progressive Dinner – Presented by Shutts & Bowen, Akerman and FordHarrison



Brewery Tasting and Tour – Presented by FordHarrison







Women's Self Defense Class in Partnership with South Florida Women's In-House Counsel Group – Presented by Jackson Lewis















Cocktail Talk CLE Seminar – Presented by White & Case

















Cocktail Talk CLE Seminar – Presented by Fisher Phillips









Axe Throwing - Presented by Littler







SAVE THE DATE! ACC South Florida 12th Annual CLE Conference – September 16, 2020 at the Seminole Hard Rock Hotel & Casino. Registration will launch mid-July.



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Miami-Dade Progressive Dinner

Saul Ewing Arnstein & Lehr LLP (Premier Sponsor) Foley & Lardner (Dessert Sponsor)

Member Appreciation Event

Akerman

Holiday Party

DLA Piper (Miami)
Barnes & Thornburg (Palm Beach)

General Counsel/CLO Dinner

FTI Consulting Shook, Hardy & Bacon, LLP

Coffee Talk CLE

Fisher & Phillips LLP Gunster Rumberger, Kirk & Caldwell White & Case LLP

Chief Legal Officer Roundtable

Galloway, Johnson, Tompkins, Burr & Smith

Mini MBA

Nelson Mullins

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Executive Director

Christina Kim



Christina Kim Executive Director

Executive Director Note

Dear Members,

Summer is here and we have some great upcoming events – socials, CLE seminars, Member Appreciation and a GC/CLO Roundtable - we hope everyone will join us for a few of them!

We are also excited to announce that our 12th Annual CLE Conference – Casino Royale: Accepting the In-House Mission - will be held fully in-person on Friday, September 16 at the Seminole Hard Rock Hotel & Casino. Our CLE Committee has been busy planning all aspects of the day including seminar topic selections, marketing, registration, etc to ensure we host the best conference for all our members, in-house colleagues and sponsors. Registration will launch in mid-July so please keep an eye out for more information.



Christina & Ben at Magic Kingdom

Our Board continues to work hard to best serve our members and sponsors. We know that the world is everchanging, and we are always open to feedback on how to improve so pls feel free to e-mail any suggestions to southflexec@accglobal.com.

Sincerely,

Christina Y. Kim

Executive Director, ACC South Florida