

4TH ANNUAL CORPORATE & SECURITIES COUNSEL PUBLIC COMPANY FORUM

TUESDAY, JANUARY 24, 2023

BASS
BERRY+
SIMS

EY

J.P.Morgan

KEYNOTE SPEAKER

Alfredo Porretti | Managing Director and Head of Shareholder Engagement and M&A Capital Markets for North America | J.P. Morgan | [LinkedIn](#)

Alfredo leads J.P. Morgan's North America team focused on SEAMAC. Prior to joining J.P. Morgan, Alfredo was a Managing Director and Head of the Greenhill's Shareholder Advisory Group and a senior member of Morgan Stanley's Shareholder Activism and Corporate Defense Team in New York. During his tenure, Morgan Stanley became the leading shareholder advisory team on Wall Street.

TRENDS IN SHAREHOLDER ENGAGEMENT & ACTIVISM

John Hyland | Sales Director, Capital Markets and Compliance | Broadridge Financial Solutions | [LinkedIn](#)

John Hyland regularly consults with issuers and outside counsel on best practices around proxy production, capital markets transactions, shareholder services and SEC filing (including the transition from paper to EDGAR, and then to XBRL) in his role at Broadridge Financial. He has led teams providing disclosure services for hundreds of IPO, M&A and shareholder projects. Along with a team featuring Bass Berry & Sims and EY (among others), his Nashville service team filed what at the time was the largest-ever PE-backed IPO (HCA Healthcare) in 2010. When John is not working, he is spending time with his wife, Kathy, and large family or coaching competitive sports.

Eric Knox | Member | Bass, Berry & Sims | [Website Bio](#) | [LinkedIn](#)

Working with both national and local companies in the REIT, healthcare, food and petroleum refining sectors, Eric Knox routinely counsels public and private companies on a variety of corporate and securities issues. Eric's practice involves mergers and acquisitions, corporate finance, and corporate governance and shareholder activism.

Sehrish Siddiqui | Member | Bass, Berry & Sims | [Website Bio](#) | [LinkedIn](#)

Sehrish Siddiqui counsels a wide variety of public companies primarily in the areas of corporate finance, compliance and governance. She regularly advises clients on ESG (environmental, social and governance) disclosures and related internal processes. She has served as counsel to underwriters, agents and issuers for more than 100 initial public offerings, follow-on offerings and at-the-market programs of various NYSE- and Nasdaq-traded entities. Her national and international clients include healthcare companies, real estate investment trusts, business development companies, retail and consumer product companies and investment banks.

GENERAL COUNSEL ROUNDTABLE

Robert J. DelPriore | Executive Vice President, Chief Administrative Officer & General Counsel | Mid-America Apartment Communities, Inc. | [Website Bio](#) | [LinkedIn](#)

Mr. DelPriore joined Mid-America Apartment Communities, Inc. (NYSE: MAA) in August 2013. Prior to joining MAA, Mr. DelPriore was a partner in the securities department of Baker, Donelson, Bearman, Caldwell & Berkowitz, where he worked extensively with real estate investment trusts. Mr. DelPriore graduated magna cum laude from the University of Tennessee College of Law and was elected to the Order of the Coif. He received his undergraduate degree in History from Vanderbilt University.

Jay Knight | Member, Bass | Berry & Sims | [Website Bio](#) | [LinkedIn](#)

Jay Knight is head of the firm's Capital Markets Subgroup. His practice focuses on securities offerings, mergers and acquisitions, real estate capital markets, structured finance, and the general representation of public companies and underwriters. Since his return to private practice in 2012 after having served five years in the Securities and Exchange Commission's (SEC) Division of Corporation Finance, Jay has represented both issuers and underwriters in connection with initial public offerings (IPOs), follow-on and secondary offerings, at-the-market (ATM) programs, tender offers, SPACs, de-SPACs, and mergers and acquisitions, involving companies in a wide range of industries, including healthcare, real estate (REITs), retail, life sciences, defense and restaurant, among others. During this time, he has also led a team that has served as counsel on more than 100 structured finance transactions with collateral valued in excess of \$100 billion.

Kevin Maxwell | Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary | Smith & Wesson Brands, Inc. [Website Bio](#) | [LinkedIn](#)

Kevin A. Maxwell has served as Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary of Smith & Wesson Brands, Inc. (Nasdaq: SWBI) since 2021. From 2016 to 2021, he served in leadership positions within the legal department of WestRock Company, a publicly traded paper and packaging company, including as Vice President – Associate General Counsel and Assistant Secretary. From 2010 to 2016, Mr. Maxwell held a number of increasingly responsible positions with Mueller Water Products, Inc., a publicly traded water infrastructure company, including, Vice President – Assistant General Counsel and Assistant Secretary. From 2004 to 2010, he served as a corporate associate in the London and Washington, DC offices of Skadden, Arps, Slate, Meagher & Flom.

Mehgan Peetz | Chief Legal Officer, Corporate Secretary and Head of ESG | Shoals Technologies Group | [Website Bio](#) | [LinkedIn](#)

Mehgan Peetz, located in Nashville, Tennessee, is Chief Legal Officer at Shoals Technologies (Nasdaq: SHLS), a renewable energy company in Tennessee. She was formerly the Deputy General Counsel at SmileDirectClub, a publicly traded oral care company, based in Nashville, Tennessee. Prior to this role, Mehgan was an Executive at General Electric, working at GE Lighting and Current, based in Boston and Cleveland. Before the foray into company counsel, Mehgan practiced at the law firms of Ropes and Gray in Boston and Kirkland & Ellis in Chicago, primarily in private equity mergers and acquisitions and finance. Mehgan graduated cum laude from University of Michigan Law School and cum laude from the University of Notre Dame, studying psychology and pre-medicine.

SEC DEVELOPMENTS

Kevin Douglas | Member | Bass, Berry & Sims | [Website Bio](#) | [LinkedIn](#)

Kevin Douglas has deep experience representing public companies on corporate and securities laws related matters, including companies within the healthcare industry. Kevin's public company practice focuses on corporate governance matters, securities laws compliance, mergers and acquisitions, corporate finance and shareholder activism. His representative experience has ranged from providing SEC disclosure advice to the audit committee of a Fortune 100 company to representing an NYSE-listed company in connection with its \$4.3 billion acquisition by another public company to representing another NYSE-listed company in connection with its issuance of \$2.2 billion in senior notes. Kevin has also represented private companies in a wide variety of mergers and acquisition, corporate finance, and other corporate law matters. Kevin served as chair of the Corporate & Securities Practice Group from 2018-2021.

Yolanda Goettsch | General Counsel & Corporate Secretary | The Vita Coco Company, Inc. | [LinkedIn](#)

Yolanda currently serves as General Counsel & Corporate Secretary of The Vita Coco Company, Inc. (Nasdaq: COCO), a leading beverage company. In this role, she led the Legal & Compliance team through the company's initial public offering in October 2021 and transition to a public company. The Vita Coco Company is a Delaware public benefit corporation and certified B Corporation.

Prior to her current role, Yolanda was Vice President & Deputy General Counsel at Nasdaq, Inc., most recently leading the Nasdaq Stock Exchange's Listing Qualifications department. She also served as Deputy General Counsel in Nasdaq's legal group advising on SEC financial reporting, financing transactions, mergers and acquisitions, technology initiatives and corporate governance.

Prior to joining Nasdaq, Yolanda was Senior Counsel, Legal Policy in the U.S. Securities and Exchange Commission's Office of General Counsel, where she counseled the Commission on SEC rulemaking, enforcement actions and policy matters. Previously, she was in private practice in the Washington DC offices of WilmerHale and Fried, Frank, Harris, Shriver & Jacobson. Yolanda holds a J.D. from Columbia University School of Law and a B.A. from Yale University.

Brittany McCants | Counsel | Bass, Berry & Sims | [Website Bio](#) | [LinkedIn](#)

Brittany McCants has more than 10 years of experience working on executive compensation matters for both private and public companies. She focuses her practice on executive compensation matters that arise in strategic business transactions on behalf of private equity sponsors and portfolio company management, including Code Section 409A compliance, Code Section 280G analysis and parachute vote process, management rollovers, and incentive equity matters. Brittany regularly advises public companies on equity plan structures, SEC disclosure requirements, and proxy advisory firm policies. She also advises both executives and employers in the negotiation of employment, severance and incentive compensation arrangements.

Josh Trusley | Partner, Audit Services | Ernst & Young LLP | [LinkedIn](#)

Josh is based in Nashville, TN and has approximately 20 years of experience serving public and private company audit clients. He currently serves as the lead audit partner for two Nashville based public companies and multiple privately held companies.

Josh currently serves as the Tennessee Audit Operations Leader where he has oversight of EY audit personnel in Tennessee and operations of the audit practice. Josh previously served in EY's national network that assists audit teams and clients with the implementation of the new revenue recognition standard. He has organized and co-led the EY's Nashville based controller network since 2012 and previously served as EY's Tennessee assurance leader for the deployment of data analytics in the execution of financial audit statement procedures with intent of increasing the efficiency and effectiveness of financial statement audit procedures for both private and public companies.

He has extensive experience in areas such as SEC reporting, business combinations, inventory valuation, impairment, leases, supply chain, derivatives, revenue recognition, global income tax and IT integration into business processes. His experience includes assisting clients with initial public offerings and subsequent secondary offerings, and other various debt offerings.

During his career, he has also been actively involved in the implementation of US Sarbanes-Oxley Act standards. Josh also has experience assisting non-audit clients in implementing initiatives such as robotics process automation to improve finance and reporting processes.

STATE OF THE MARKET: MERGERS & ACQUISITIONS

Scott Bell | Member | Bass, Berry & Sims | [Website Bio](#) | [LinkedIn](#)

Scott Bell's practice encompasses a wide array of corporate and transactional matters, including mergers and acquisitions, private equity and venture capital financings, securities offerings and securities law compliance, shareholder activism defense and general corporate governance and strategic issues. His practice includes advising clients on mergers and acquisitions, venture capital and private equity financing, corporate finance, and corporate governance and shareholder activism.

Sean Gaffney | Executive Vice President and Chief Legal Officer | Addus HomeCare | [Website Bio](#) | [LinkedIn](#)

Sean Gaffney became Executive Vice President and Chief Legal Officer of Addus HomeCare (Nasdaq: ADUS) in April, 2019. Immediately prior to joining Addus, Mr. Gaffney served as General Counsel at Encompass Health – Home Health & Hospice, the fourth largest U.S. provider of skilled home care services. Before Encompass, he was Executive Vice President of Corporate Development, General Counsel and Secretary of BroadJump, LLC, a software start-up producing innovative hospital cost-reduction technology. Mr. Gaffney earned his law degree from Boston University School of Law where he was a G. Joseph Tauro Scholar and served as managing editor of the Boston University International Law Journal. Mr. Gaffney received his Bachelor's Degree from The University of Dallas.

Rodney M. Miller | Vice Chairman, Mergers and Acquisitions Group | J.P. Morgan

Mr. Miller is a Vice Chairman in JPMorgan's Mergers and Acquisitions Group, having joined the firm in October 2007 after spending 20 years at Credit Suisse. Prior to his current position, Mr. Miller was Head of Mergers and Acquisitions for North America and Head of the Financial Sponsor Mergers and Acquisitions effort at Credit Suisse. Other managerial roles included co-heading the Credit Suisse Global Energy Group. Mr. Miller has more than 20 years of experience in all aspects of financial advisory services. He has advised both domestic and international clients on a broad variety of assignments including mergers, acquisitions, divestitures, proxy contests, hostile transactions, special committee assignments, and debt and equity capital raisings.

Rodney is a Certified Public Accountant. Mr. Miller is a Trustee for the Council of the University of Chicago Graduate School of Business. He is a Dean's Advisory Council member for the Kelley School of Business at Indiana University.

Patricia A. Ryan | Chief Legal Officer | Trean Insurance Group | [Website Bio](#) | [LinkedIn](#)

Ms. Ryan has served as Chief Legal Officer and Corporate Secretary of Trean Insurance Group (Nasdaq: TIG) since September of 2021. Prior to joining Trean, Ms. Ryan served as Chief Legal Officer and Head of Employee Engagement for HDI Global Insurance Company. Ms. Ryan was a partner in the law firm of Johnson & Bell, LLC and was acting as outside general counsel for American Overseas Group, a publicly traded Bermuda domiciled insurance holding company, for whom she previously served as Executive Vice President and General Counsel as well as an Officer and Director of its operating subsidiaries. Ms. Ryan also held positions in the legal departments of Allianz and QBE Insurance Company. Ms. Ryan holds a BA in Economics and History from the University of Illinois in Urbana Champaign, and a JD from Loyola University of Chicago.
