



BERKELEY FORUM ON CORPORATE GOVERNANCE

SAN FRANCISCO, CALIFORNIA

OCT
10-11
2023

CONFERENCE SCHEDULE

DAY 1 OCTOBER 10, 2023

BERKELEY FORUM ON CORPORATE GOVERNANCE

8:00 AM REGISTRATION OPENS

9:00 AM WELCOME REMARKS

SPEAKERS:

JAMIE LEIGH, Partner, Cooley
ANGELI PATEL, Executive Director, Berkeley Center for Law and Business
STEVE TONSFELDT, Partner, Cooley

9:05 AM SEC ENFORCEMENT UPDATE

SPEAKER:

GURBIR GREWAL, Director of the SEC's Division of Enforcement,
U.S. Securities and Exchange Commission

MODERATOR:

STAVROS GADINIS, Professor, University of California, Berkeley

9:40 AM FINREG: THE ROAD AHEAD

SPEAKERS:

COMMISSIONER CLOEY HEWLETT, California Department of Financial
Protection & Innovation
COMMISSIONER HESTER PEIRCE, U.S. Securities and Exchange Commission

MODERATOR:

STAVROS GADINIS, Professor, University of California, Berkeley

10:15 AM BREAK

10:30 AM DREAM BIG AND WIN: TRANSLATING PASSION INTO PURPOSE
AND CREATING A BILLION-DOLLAR BUSINESS

SPEAKER:

LIZ ELTING, Founder and CEO, Elizabeth Elting Foundation

MODERATOR:

FRANK PARTNOY, Professor, University of California, Berkeley

11:05 AM THE C-SUITE: INTERVIEW WITH MARCIE FROST

SPEAKER:

MARCIE FROST, Chief Executive Officer, CalPERS

MODERATOR:

DENISE O'LEARY, Venture Capitalist

11:40 AM LUNCH

12:40 PM THE "STATE" OF DELAWARE

SPEAKERS:

RANDALL J. BARON, Partner, Robbins Geller Rudman & Dowd
HON. PAUL FIORAVANTI, Vice Chancellor, Delaware Court of Chancery
HON. KATHALEEN ST. J. MCCORMICK, Chancellor, Delaware Court of Chancery
ELENA NORMAN, Partner, Young Conaway

MODERATOR:

SHANNON EAGAN, Partner, Cooley

1:45 PM BEYOND ESG: PAST, PRESENT AND FUTURE

SPEAKERS:

DAVID BELL, Partner, Fenwick
STEVE LIPIN, Chairman & CEO, Gladstone Place Partners
SUSAN MAC CORMAC, Board Member, Berkeley Center for Law and Business

MODERATOR:

AMELIA MIAZAD, Professor, University of California, Davis

2:30 PM BREAK

3:00 PM THE GREAT DEBATE: REMOTE VS. IN-PERSON WORK

SPEAKERS:

FLO CRIVELLO, Founder and CEO, Lindy
SAHIL LAVINGIA, Founder and CEO, Gumroad

MODERATOR:

ADAM STERLING, Assistant Dean, University of California, Berkeley

3:40 PM CAPITAL MARKETS CRYSTAL BALL

SPEAKERS:

JOSHUA BLEHARSKI, Managing Director, JPMorgan Healthcare
KATE CLAASSEN, Managing Director of Technology Investment Banking,
Morgan Stanley

MODERATOR:

ALAN DENENBERG, Partner, Davis Polk

4:15 PM GLOBAL TRENDS AND IMPACT ON BUSINESS GROWTH AND INVESTMENT

SPEAKERS:

ED BATTS, Partner, Gibson Dunn
JOE BINDER, Partner, Debevoise & Plimpton LLP
PAUL KRANHOLD, Partner & Co-Chair, North America, FGS Global
FLAVIA NAVES, Commissioner, Wyoming Stable Token Commission;
former General Counsel and Corporate Secretary, Circle

MODERATOR:

ERIC JENSEN, Partner, Cooley

5:10 PM THE BIG FAIL: WHAT THE PANDEMIC REVEALED ABOUT WHO
AMERICA PROTECTS AND WHO IT LEAVES BEHIND

SPEAKER:

JOE NOCERA, Author and Journalist, The Free Press

MODERATOR:

JAMIE LEIGH, Partner, Cooley

5:40 PM CLOSING REMARKS & COCKTAIL RECEPTION

8:00 AM REGISTRATION OPENS

9:00 AM WELCOME REMARKS

SPEAKERS:

JAMIE LEIGH, Partner, Cooley
ANGELI PATEL, Executive Director, Berkeley Center for Law and Business
STEVE TONSFELDT, Partner, Cooley

9:15 AM CONVERSATION WITH OPENAI

SPEAKER:

CHE CHANG, General Counsel, OpenAI

MODERATOR:

DAVID PEINSIPP, Partner, Cooley

9:40 AM HOW GENERATIVE AI WILL CHANGE
CORPORATE TRANSACTIONS

SPEAKERS:

CHE CHANG, General Counsel, OpenAI
NADIA DUGAL, Co-founder, Tome
PETER WERNER, Partner, Cooley

MODERATOR:

ADAM BADAWI, Professor, University of California, Berkeley

10:15 AM BREAK

10:30 AM 2024 DEAL TRENDS

SPEAKERS:

WILL CONNOLLY, Co-Head, West Coast Financing Group,
and Head of Technology Equity Capital Markets, Goldman Sachs
BRADLEY LIBUIT, Vice President, Legal at Instacart
EMILY ROBERTS, Partner, Davis Polk

MODERATOR:

JON AVINA, Partner, Cooley

11:25 AM AUDIENCE CHOICE: ASK THE DEAL EXPERTS

SPEAKERS:

BEN BEERLE, Partner, Cooley
IVAN BROCKMAN, Partner, Strategic Advisory Group, PJT Partners
AMBASSADOR MICHAEL GEORGE DESOMBRE, Partner, Sullivan & Cromwell

MODERATOR:

ANGELI PATEL, Executive Director, Berkeley Center for Law and Business

12:10 PM NAVIGATING CRITICAL ISSUES AND BOARD DYNAMICS

SPEAKERS:

ANITA LYNCH, Board Member, Nasdaq U.S. Exchanges
DOMINIC PERELLA, General Counsel, Character.AI
JED REPKO, Partner, Joele Frank

MODERATOR:

SETH GOTTLIEB, Partner, Cooley

12:50 PM LIVE PODCAST: DRINKS WITH THE DEAL:
DAVID MARCUS + TRÂM PHI

SPEAKERS:

DAVID MARCUS, Senior Writer & Host of Drinks With The Deal
TRÂM PHI, SVP and General Counsel, Databricks

1:20 PM CLOSING REMARKS

SPEAKER:

ANGELI PATEL, Executive Director, Berkeley Center for Law and Business

SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



JON AVINA

Partner, Cooley

Jon's practice focuses on corporate, securities, governance and related matters for technology companies. Over the past 25 years, Jon has represented a variety of private and public companies on general corporate and transactional matters valued in the billions of dollars, including venture capital financings, public offerings and mergers and acquisitions. His clients include companies in the enterprise software, networking, internet, health and wellness, and energy and clean technology industries.

Jon spends a considerable amount of time helping late-stage private companies prepare for their IPO. This includes scaling their corporate governance infrastructure, formulating the key metrics for measuring operational performance and advising on dual-class common stock capitalization structures. Select IPOs Jon has been involved in include: Freshworks, Confluent, Procore, Unity, Asana (direct listing), Snowflake, Fastly, Zoom, and Pager Duty.

ADAM BADAWI

Professor, University of California, Berkeley

Adam is a Professor of Law at UC Berkeley. He writes widely on issues of law and finance with an emphasis on corporate governance, corporate transactions, and shareholder litigation. Much of his recent work uses text analysis and machine learning to analyze debt agreements, merger documents, and shareholder class action complaints. At Berkeley Law, he teaches Contracts, Corporations, Mergers and Acquisitions, and seminars related to these topics.

His research includes "Does Voluntary Financial Disclosure Matter?"

The Case of Fairness Opinions in M&A" (forthcoming, *The Journal of Law and Economics*) (with Matthew D. Cain and Steven Davidoff Solomon), "How Informative is the Text of Securities Complaints?" (forthcoming, *Journal of Law, Economics & Organization*), "Social Good and Litigation Risk" (forthcoming, *Harvard Business Law Review*) (with Frank Partnoy); and "Is There a First-Drafter Advantage in M&A?" *California Law Review* (2019) (with Elisabeth de Fontenay) (selected as one of the top 10 corporate and securities articles of 2019 by *Corporate Practice Commentator*).

Prior to joining the faculty of Berkeley Law in 2017, Badawi was a Professor of Law at Washington University in St. Louis. He has been a Visiting Professor at Northwestern Pritzker School of Law and he served as a Bigelow Fellow at the University of Chicago Law School. Before joining the academy he was a litigator in the San Francisco office of Munger, Tolles & Olson LLP and was a law clerk to the Hon. Michael McConnell of the Tenth Circuit Court of Appeals.



RANDALL J. BARON

Partner, Robbins Geller Rudman & Dowd

Randy is a partner in the Firm's San Diego office. He specializes in securities litigation, corporate takeover litigation, and breach of fiduciary duty actions. For almost two decades, Baron has headed up a team of lawyers whose accomplishments include obtaining instrumental rulings both at injunction and trial phases, and establishing liability of financial advisors and investment banks. With an in-depth understanding of merger and acquisition and breach of fiduciary duty law, an ability to work under extreme time pressures, and the experience and willingness to take a case through trial, he has been responsible for recovering more than a billion dollars for shareholders.

Notable achievements over the years include: *In re Kinder Morgan, Inc. S'holders Litig.* (Kan. Dist. Ct., Shawnee Cnty.), where Baron obtained an unprecedented \$200 million common fund for former Kinder Morgan shareholders, the largest merger & acquisition class action recovery in history; *In re Dole Food Co., Inc. S'holder Litig.* (Del. Ch.), where he went to trial in the Delaware Court of Chancery on claims of breach of fiduciary duty on behalf of Dole Food Co., Inc. shareholders and obtained \$148 million, the largest trial verdict ever in a class action challenging a merger transaction; and *In re Rural/Metro Corp. S'holders Litig.* (Del. Ch.), where Baron and co-counsel obtained nearly \$110 million total recovery for shareholders against Royal Bank of Canada Capital Markets LLC. In *In re Del Monte Foods Co. S'holders Litig.* (Del. Ch.), he exposed the unseemly practice by investment bankers of participating on both sides of large merger and acquisition transactions and ultimately secured an \$89 million settlement for shareholders of Del Monte. Baron was one of the lead attorneys representing about 75 public and private institutional investors that filed and settled individual actions in *In re WorldCom Sec. Litig.* (S.D.N.Y.), where more than \$657 million was recovered, the largest opt-out (non-class) securities action in history. Most recently, Baron successfully obtained a partial settlement of \$60 million in *In re Tesla Motors, Inc. S'holder Litig.*, a case that alleged that the members of the Tesla Board of Directors breached their fiduciary duties, unjustly enriched themselves, and wasted corporate assets in connection with their approval of Tesla's acquisition of SolarCity Corp. in 2016.

BEN BEERLE

Partner, Cooley

Ben's practice focuses on mergers and acquisitions, joint ventures, minority investments and other complex corporate transactions, primarily in the technology and life sciences industries. He represents strategic and financial buyers and sellers in public and private acquisitions and has significant cross-border experience.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



DAVID BELL

Partner, Fenwick

David co-chairs Fenwick's corporate governance practice and authors the firm's prominent corporate governance, proxy season results and gender diversity surveys, which cover a variety of corporate governance matters and trends for the high technology and life science companies included in the Fenwick-Bloomberg Law Silicon Valley 150 List, as well as the companies included in the S&P 100 Index.

His extensive work on surveys and other research, as well as his productive relationships with founders, engineers, executives and board members at innovative technology companies inform the insightful and strategic counsel he provides to his clients.

David served as interim chief compliance officer of InVision Technologies during its Foreign Corrupt Practices Act investigation and its initial integration into General Electric, giving him valuable in-house experience in sensitive regulatory matters.

Prior to joining Fenwick, David was a commissioned officer in the United States Army Reserve where he served as a signal officer, communications security officer and psychological operations officer.

David is a Fellow of the American College of Governance Counsel.

David received his undergraduate education at the University at Buffalo, SUNY, graduating with a B.S. in business administration. He attended the Graduate School of Management at the University at Buffalo, SUNY, where he received his M.B.A. with certificates in corporate financial management and management information systems. He attended law school at the University of California at Davis where he served as symposium editor of the *Journal of International Law & Policy*, graduating Order of the Coif with a J.D. He is a member of the National Honor Society of Phi Kappa Phi.

JOE BINDER

Partner, Debevoise & Plimpton LLP

Joe Binder is a corporate partner and a member of the firm's Investment Management Group. His practice focuses on advising established and emerging sponsors on all aspects of private investment funds, including fund formation and ongoing fund and management company operations. Mr. Binder's experience includes acting for clients such as Sequoia Capital, Lightspeed Venture Partners, HarbourVest Partners, Crescent Capital Group, Stone Point Capital, Morgan Stanley, and One Rock Capital. He received a B.A. magna cum laude from Northeastern Illinois University in 2008. Prior to law school, Mr. Binder worked as a communications consultant to nonprofit organizations in New York, Washington, D.C., and Chicago.



JOSHUA BLEHARSKI

Managing Director, JPMorgan Healthcare

Josh is a Managing Director with J.P. Morgan's Healthcare Investment Banking group in San Francisco, CA. Since joining the firm in 2008, he has advised on transactions representing more than \$50 billion, with a focus on M&A and financing assignments for biotechnology companies worldwide. Immediately prior to joining J.P. Morgan, Josh worked as a senior staff scientist in a private biotechnology company developing novel vaccines for Pandemic Flu. Earlier in his career he was an academic research scientist, and conducted his post-doctoral training at the La Jolla Institute for Allergy and Immunology (LIAI) and the UCLA School of Medicine.

Josh received a BS in Biology from Duke University, a PhD from the University of California, Los Angeles, and an MBA from the Haas School of Business at the University of California, Berkeley.

IVAN BROCKMAN

Partner, Strategic Advisory Group, PJT Partners

Ivan Brockman is a Partner in the Strategic Advisory Group at PJT Partners, based in San Francisco.

Prior to joining PJT Partners, Mr. Brockman spent seven years with Blackstone's technology advisory practice in Silicon Valley, opening the firm's office there in 2008. Mr. Brockman has over 20 years of experience advising companies, financial sponsors, and VCs in all sectors of technology. Before joining Blackstone, Mr. Brockman was co-head of West Coast Technology Investment Banking for Citigroup, and led the firm's global investment banking business in enterprise systems and software.

Prior to Citigroup, he was a Vice President with Goldman Sachs' TMT investment banking group and led the firm's client relationships in software and electronics supply chain. He also practiced corporate and securities law for several years with the technology-focused firm Wilson Sonsini Goodrich & Rosati.

Mr. Brockman received a BS with distinction in Genetics from Cornell University and a JD from University of Pennsylvania Law School.



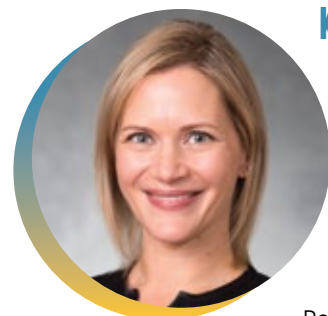
CHE CHANG

General Counsel, OpenAI

Che is the General Counsel of OpenAI. His team helps oversee legal, regulatory, and policy issues that arise from building and offering large AI models, including GPT, Dall-E, and ChatGPT. Previously, Che led the legal teams for Amazon Web Services' Artificial Intelligence, Marketplace, and Storage businesses, and before that he worked at Silicon Valley technology startups and law firms. He received his undergraduate degree in economics from University of California, Los Angeles and his J.D. from Northwestern University Pritzker School of Law.

SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



KATE CLAASSEN

Managing Director, Morgan Stanley

Kate Claassen is the Head of West Coast Investment Banking and Global Head of Internet Investment Banking. Kate has advised numerous financing and strategic transactions for leading companies including Airbnb, Amazon, Block, Intuit, Netflix, Pandora, PayPal, Uber and Zillow.

Kate received a B.A in Economics with Honors from Stanford University and an MBA from University of California, Berkeley. She lives in the Los Altos Hills with her husband Rob and their three children, Phoebe, Henry and Archie.

FLO CRIVELLO

Founder and CEO, Lindy

Flo is the founder & CEO of Lindy, an AI personal assistant helping people with their work. Prior to Lindy, Flo was born and raised in France, and spent his career in San Francisco working as a software engineer and a product manager, including at Uber, where he worked for 5 years.



WILL CONNOLLY

Co-Head, West Coast Financing Group Head of Technology Equity Capital Markets, Goldman Sachs

Will is co-head of the West Coast Financing Group and head of Technology Equity Capital Markets within Investment Banking. William is focused on the origination and execution of financing activity within the Technology sector and also advises clients on equity related matters across the Technology, Media and Telecom (TMT) industries. Previously, he was a member of the TMT Group for five years.

William joined Goldman Sachs in 2005 as an analyst and was named managing director in 2015 and partner in 2020. William earned an AB, summa cum laude, in Economics from Duke University in 2005.



ALAN DENENBERG

Partner, Davis Polk

Alan, co-head of our Northern California office, has extensive experience in corporate finance, M&A and general corporate advice.

He advises clients on a broad range of public and private equity, debt and convertible financings, including more than 60 IPOs since 2015. He represents U.S. and non-U.S. issuers and underwriters in industries including technology, life sciences, retail and consumer products. In numerous public and private M&A transactions, Alan has represented acquirers, target companies and private equity firms.

Law360 named Alan a “Capital Markets MVP” in 2019 and a “Technology MVP” three times, most recently in 2022. *Chambers USA* ranks Alan in each of capital markets, convertible securities and M&A.

Alan provides general corporate advice to clients including Accuray, Acutus Medical, AssetMark, Credo Semiconductor, CrowdStrike, Equinix, GoDaddy, Ingram Micro, Kittyhawk, McKesson, Mirion, Penumbra, PLAYSTUDIOS, QuinStreet, Smart Global, UltraClean and Xponential Fitness

AMBASSADOR MICHAEL GEORGE DESOMBRE

Partner, Sullivan & Cromwell

Ambassador Michael George DeSombre is a partner in Sullivan & Cromwell’s Mergers and Acquisitions Group. Recognized as one of the preeminent M&A and private equity lawyers in the world and a frequent speaker on the art of negotiation, Ambassador DeSombre leads the Asia Mergers & Acquisitions practice and also heads both the Korea and Southeast Asia practices for the Firm. He has focused his practice on public and private merger and acquisition transactions, leveraged buyouts, joint ventures and direct investments in China, Korea, Southeast Asia and elsewhere in Asia. Beginning in 2002 Ambassador DeSombre works out of both the Palo Alto office and the Hong Kong Office and is part of the technology M&A team in Silicon Valley. Ambassador DeSombre rejoined Sullivan & Cromwell in Fall 2021 after having served as the United States Ambassador to the Kingdom of Thailand from 2020 through 2021.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



NADIA DUGAL

Co-founder, Tome

Nadia is the co-founder of Tome, which leverages large language models to help people understand their contracts. Prior to Tome, she was a leader at Flourish Ventures, the OmidyarNetwork, and 500 Startups. She started her career as a corporate lawyer at Fenwick & West and Kirkland & Ellis. When she is not trying to change law forever, she can be spotted teaching on venture deals for Berkeley Law and for the NVCA, advising multibillion dollar venture funds, and being an almost part-time runway model.

SHANNON EAGAN

Partner in Charge, Cooley

Shannon Eagan represents corporations and individuals in complex disputes and litigation, securities class actions and breach of fiduciary duty suits, internal corporate investigations, and US Securities and Exchange Commission (SEC) investigations and actions. Her clients have included life sciences and technology companies, directors and officers of corporations, and venture capital firms. Shannon serves as both partner in charge and head of the business litigation practice for Cooley's Palo Alto office.



LIZ ELTING

Founder and CEO, Elizabeth Elting Foundation

Liz Elting, Founder and CEO of the Elizabeth Elting Foundation, is an entrepreneur, business leader, linguaphile, philanthropist, feminist, and mother. After living, studying, and working in five countries across the globe, Liz founded TransPerfect out of an NYU dorm room in 1992 and served as Co-CEO until 2018. TransPerfect is the world's largest language solutions company, with over \$1.1 billion in revenue and offices in more than 100 cities worldwide. Liz received the 2019 Charles Waldo Haskins Award for business and public service from NYU's Stern School of Business, the American Heart Association's 2020 Health Equity Leadership Award, the Alliance of Women Entrepreneurs' 2021 Vertex Award for changing the face and direction of women's high-growth entrepreneurship, the American Heart Association's 2022 Woman Changing the World Award, and Trinity College's 2022 Kathleen O'Connor Boelhouwer '85 Alumni Initiative Award. Liz has been recognized as a NOW Woman of Power & Influence, American Express' and *Entrepreneur* magazine's Woman of the Year, and one of *Forbes*' Richest Self-Made Women every year since the list's inception. Elting is the author of the upcoming book, *Dream Big and Win: Translating Passion into Purpose and Creating a Billion-Dollar Business*.



PAUL FIORAVANTI

Vice Chancellor, Delaware Court of Chancery

The Honorable Paul A. Fioravanti, Jr. was sworn in as a Vice Chancellor of the Court of Chancery on February 10, 2020. Prior to joining the Court, Vice Chancellor Fioravanti was a director at the law firm of Prickett, Jones & Elliott, P.A. in Wilmington, Delaware, where his practice focused primarily on corporate and commercial litigation in the Court of Chancery.

Vice Chancellor Fioravanti is a Delaware native, graduating from Salesianum School in 1979. He holds a B.A. in Political Science from the University of Delaware and a J.D. from the University of Maryland School of Law, where he served as editor-in-chief of the *Maryland Law Review*. Upon graduating from law school, he served as a judicial clerk on the Court of Special Appeals of Maryland for the Honorable Ellen L. Hollander, who now serves on the United States District Court for the District of Maryland.

Prior to law school, Vice Chancellor Fioravanti was a broadcast journalist and editor in Wilmington, Philadelphia and on Capitol Hill. He previously served on the Court of Chancery Rules Committee and the Corporation Law Council of the Corporation Law Section of the Delaware State Bar Association. He is a member of the American Bar Association, the Delaware State Bar Association, and the Richard S. Rodney Inn of Court.

MARCIE FROST

Chief Executive Officer, CalPERS

As CalPERS CEO, Ms. Marcie Frost oversees a \$1.8 billion budget, an experienced team of 2,800 professionals, and three lines of business: pensions, health benefits, and investments. With an investment portfolio of about \$450 billion, CalPERS is the largest U.S. public pension plan, administering a defined benefit retirement system for 2 million California public employees and their families. CalPERS is also the nation's second-largest purchaser of public employee health care services, covering more than 1.5 million lives. She serves on the U.N. Global Investors for Sustainable Development Alliance, has been appointed as a Steward for the Council for Inclusive Capitalism at the Vatican, and represents the U.S. on the International Centre for Pension Management Board of Directors.





STAVROS GADINIS

Professor, University of California, Berkeley

Professor Gadinis' research examines questions in corporate law and financial regulation, both domestic and international. He is particularly interested in the interplay between companies and regulators, exploring the institutional framework for law enforcement, compliance, and risk management. In the last few years, he has focused on sustainability and social issues as an attempt to expand the scope of corporate governance. In *Corporate Law and Social Risk* (co-authored with Amelia Miazad) (2020 *Vanderbilt Law Review*), the focus is on stakeholder outreach as a governance system seeking to identify and address social risks for the business. In a follow-up article, *A Test of Stakeholder Capitalism* (co-authored with Amelia Miazad) they explore how corporations relied on feedback from stakeholders to address the implications of the Covid pandemic. His article *The Hidden Power of Compliance* (co-authored with Amelia Miazad) (2019 *Minnesota Law Review*) explores how extensive internal reporting within companies impacts the liability of board members. In *Collaborative Gatekeepers* (co-authored with Colby Mangels) (2016 *Washington & Lee Law Review*) he explores anti-money laundering law as a model of pro-active misconduct reporting. Gadinis' work has also traced the spread of financial standards around the world, showing how private, regulator, or government supports leads to distinct results (*Three Pathways to Global Standards*, 2015 *American Journal of International Law*). Gadinis has argued that systemic risk reforms introduced after the 2008 financial crisis has resulted in increasing the role of political appointees over independent regulators in the oversight of the financial system (2012 *California Law Review*).

Before entering into academia, Gadinis practiced corporate law for four years in Europe. Gadinis completed his S.J.D. at Harvard in May 2010. He also holds an LL.M. degree from the University of Cambridge (UK), and a law degree from Aristotle University, Greece.



SETH GOTTLIEB

Partner, Cooley

Seth's practice focuses on representing private and public companies, entrepreneurs, and venture capital investors in a broad range of corporate transactions. He counsels high-growth companies throughout their life cycle and guides them from startup through IPO or acquisition and beyond. His clients are primarily in the technology space and other high-growth industries – including software, cybersecurity, consumer products, social media, medical device and biotechnology. He also frequently represents VC firms and other investors in financings. Seth is also an adjunct professor of law at Santa Clara University School of Law where he teaches on venture capital and corporate governance.

Seth has advised clients in hundreds of private financings and M&A transactions, as well as public offerings for companies such as Snowflake, Fastly, Snap, Roku, Pure Storage, ServiceNow and Control4.

GURBIR GREWAL

Director of the SEC's Division of Enforcement, U.S. Securities and Exchange Commission

Gurbir Grewal is the Director of the SEC's Division of Enforcement. Immediately before joining the Commission, Gurbir was the Attorney General for the State of New Jersey. Prior to that, he served as the Bergen County Prosecutor, the chief law enforcement officer for New Jersey's most populous county. Earlier in his career, Gurbir served as an Assistant United States Attorney for the District of New Jersey, where he was Chief of the Economic Crimes Unit, and an Assistant United States Attorney for the Eastern District of New York, where he was assigned to the Business and Securities Fraud Unit. He was also an attorney in private practice. He holds a J.D. from the College of William & Mary, Marshall-Wythe School of Law, and a B.S. in Foreign Service from the Georgetown University School of Foreign Service.





CLOTHILDE "CLOEY" V. HEWLETT

California Department of Financial Protection & Innovation

Cloey is Commissioner of the California Department of Financial Protection & Innovation (DFPI), the State's financial regulator. Commissioner Hewlett was appointed by Governor Gavin Newsom in September 2021 and has served California under three different governors, dedicating much of her career to public service, advancing good governance, and protecting consumers.

Serving as Undersecretary of the State and Consumer Services Agency and Interim Director of the Department of General Services, she managed numerous state agencies with a wide range of oversight that included procurement, real estate, and consumer affairs. She led the team during California's 2001 energy crisis that created the Flex Your Power Campaign. During the events of Sept. 11, 2001, she was responsible for oversight of the state of California's Victims Compensation Board, providing support to survivors and families who lost loved ones during the terrorist attack. Prior to her appointment, Commissioner Hewlett served as Board Member for the Cal Alumni Association (CAA). In 2016, she became the second woman and first person of color in over 144 years to serve as Executive Director of the CAA. In her role as Executive Director and Chief Legal Officer, she was responsible for overseeing an organization that serves more than 550,000 alumni of the University of California, Berkeley.

Commissioner Hewlett began her career as a pioneer in law enforcement at the San Francisco District Attorney's office, where she prosecuted high-level crimes and conducted special investigations, including embezzlement and fraud cases. In the DA's office she was one of the first Women Peace Officers and later became a member of the San Francisco Police Commission. During her tenure in law enforcement, she worked to implement community-based policing and police officer de-escalation training. After leaving law enforcement, she went to the State Bar of California and created the Moral Character Unit for admission to practice law in California.

Commissioner Hewlett continued her path in law as a partner at K&L Gates and then Nossaman, LLP, advising national and global corporations as well as sports teams. She focused on government contracting, crisis management, appropriations, and diversity initiatives. She worked closely with financial services clients to address regulatory challenges and to ensure they provided consumer protection.

Commissioner Hewlett developed a successful community partnership model through her work on signature sports and local economic development efforts for the Santa Clara Stadium Authority and the Sacramento Kings. She served as Co-Chair of the first Community Advisory Council for the Golden 1 Center. She is committed to continuing the DFPI's equity goals to reach underserved communities through proactive consumer education, outreach, and engagement.

Commissioner Hewlett is a co-founder and served as the first President of Black Women Lawyers of Northern California. She has been recognized for her many significant contributions throughout her career with an assemblage of awards in recognition of her accomplishments including the Trailblazer of the Year Award by Leadership California for her significant contributions to the advancement of women in the workforce, the Black Women Lawyers of Northern California Outstanding Achievement Award, CAA's Excellence in Service Award, the Wiley Manuel Law Foundation Legal Pioneer Award, the San Francisco Business Times Forever Influential Honor Roll, the SPUR Lifetime Achievement Award, the San Francisco Police Department Award for Bravery and Women Leading Change from the National Coalition of 100 Black Women.

Commissioner Hewlett received a B.A. in Political Science from the University of California, Berkeley and a J.D. from the UC Berkeley School of Law.



ERIC JENSEN

Partner, Cooley

Eric Jensen has practiced in Silicon Valley for over 30 years as a corporate securities lawyer. He focuses on representing high growth emerging and public technology, consumer and life science companies in financings, capital markets and other corporate transactions. He also has extensive experience representing underwriters such as Goldman Sachs, JP Morgan and Morgan Stanley and a number of leading venture funds. Eric was a member of the firm's management committee from 2000 – 2018, the firm's strategy committee from 2019 to 2021, and chaired the firmwide business department from 2008 – 2012. He currently serves on Cooley's women's initiative strategy committee.

In the past five years, Eric advised on 65+ IPOs or other offerings raising over \$45 billion and has been involved in offerings for Appian, Arteris, AssetMark, Atlassian, Alteryx, Avalara, AvidXchange, C3.ai, Cardlytics, Castlight, Corsair, Coupang, Datto, DigitalOcean, DocuSign, Dutch Bros., FireEye, Forty Seven, Glu Mobile, Levi Strauss, LinkedIn, Medallia, MongoDB, MobileIron, NVIDIA, Oportun, Ping Identity, Redfin, RingCentral, SendGrid, ServiceNow, Snap, Tenable, Twilio, UiPath, Wish, Zendesk, Zulily and Zynga.

PAUL KRANHOLD

Partner & Co-Chair, North America, FGS Global

Paul Kranhold is a Partner in the San Francisco office where he manages the firm's west coast operations and a team of 50 in California. Paul has advised a number of clients on high profile investments, hostile and friendly transactions, litigation matters, government investigations, management changes, and other special situations.

Representative engagements include the merger of Sprint and T-Mobile; advising the PG&E Board of Directors on events leading up to the Chapter 11 filing, the acquisition of the Brooklyn Nets by Joe Tsai; advising Ant Group on their delayed IPO in Hong Kong; the spinout of VMWare from Dell; advising Qualcomm on its successful defense against an unsolicited takeover proposal and Didi with its acquisition of UberChina. He advised Netflix on its relations with activist investor Carl Icahn and Tesla with its acquisition of SolarCity.

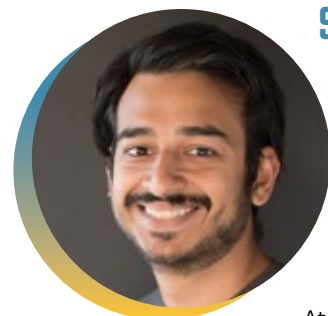
Before joining the firm, Paul was Vice President of Corporate Communications at AT&T. He began his career on the presidential campaign of George H.W. Bush and also served in the Bush Administration before moving back to his native California to join the office of Governor Pete Wilson.

Paul holds a BA in international relations and Russian studies at The George Washington University.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



SAHIL LAVINGIA

Founder and CEO, Gumroad

Sahil Lavingia is a visionary entrepreneur and creative force in the tech industry. Born on December 9, 1992, he hails from California, United States. Lavingia is best known as the founder and CEO of Gumroad, an e-commerce platform that enables creators to sell digital products directly to their audience. With a relentless passion for empowering artists and creators, he has made a significant impact on the digital landscape.

At the age of 19, Lavingia made waves when he became the second employee at

Pinterest, where he played a pivotal role in the early stages of the company's development.

However, his entrepreneurial spirit and desire for creative autonomy led him to establish Gumroad in 2011. Under his leadership, Gumroad has grown into a widely recognized platform, offering creators a simple and effective way to monetize their work and connect with their fans.

Beyond his role at Gumroad, Sahil Lavingia is an influential voice within the startup community. He has shared his insights and experiences through speaking engagements at numerous conferences and has been featured in major publications such as The New York Times and Forbes. Lavingia continues to inspire and empower creators worldwide, fostering an environment where their artistic endeavors can thrive in the digital age.

He is an avid user of ChatGPT.

JAMIE LEIGH

Partner, Cooley

Jamie is co-chair of the firm's M&A group. The strength of Jamie's practice is in its high-profile variety — a curated mix of cutting-edge public, private, buy-side, sell-side and multi-industry clients. She also regularly counsels takeover and activist defense engagements, proxy contests, joint ventures, strategic equity investments, and founder and management teams. Jamie enjoys her regular advisory role with boards of directors and special committees regarding corporate governance and strategic matters. She sits on the executive advisory board of the Berkeley Center for Law and Business. Jamie is also affiliated with the International Bar Association as a Corporate and M&A Law Committee Officer.

Jamie's representative tech clients include Uber, Tableau, Zoom, Twilio, Fastly, Sunrun, Netflix, Dropbox, Automattic, Levi Strauss & Co., Procore, Ellie Mae, Looker, Chegg and MINDBODY. Jamie's representative life sciences clients include Medivation, Arena Pharmaceuticals, Five Prime Therapeutics, Kite Pharma, Portola Pharmaceuticals, Principia Biopharma, Forty Seven, Abaxis and Dova Pharmaceuticals. Her representative investment banking clients include Qatalyst Partners, Centerview Partners and Morgan Stanley.



BRADLEY LIBUIT

Vice President, Legal at Instacart

Bradley Libuit serves as Vice President, Legal at Instacart. Bradley previously served as a Partner at Cooley LLP.

STEVEN LIPIN

Chairman and CEO, Gladstone Place Partners

Steve Lipin is founder and chief executive officer of communications advisory firm Gladstone Place Partners and a trusted advisor in the field of strategic, financial and corporate governance communications. Steve has spent over 35 years at the intersection of the corporate world, Wall Street and the media, as a leading financial journalist and top communications strategist to C-Suites and boards of directors. Steve started Gladstone Place Partners in 2017 after 16 years at Brunswick Group, where he was U.S. Senior Partner. Steve is also a lecturer at Berkeley Law.

At Gladstone Place Partners, Steve has worked on assignments such as Take-Two Interactive's \$12.7 billion acquisition of Zynga, 3G's \$7.1 billion acquisition of Hunter Douglas, Acceleron Pharma's \$11.5 billion sale to Merck, Dunkin Brands' \$11 billion sale to Inspire Brands, The Walt Disney Company's acquisition of 21st Century Fox assets, Churchill IV's combination with Lucid Motors, as well as others. Steve has worked on many landmark M&A deals such as InBev's acquisition of Anheuser-Busch, AB InBev's acquisitions of Grupo Modelo and of SAB Miller, Air Liquide's purchase of Airgas, Marriott International's acquisition of Starwood, Burger King's combination with Tim Horton's, American Airlines' sale to US Airways and many others.

He has also advised many companies on shareholder activist defense and shareholder engagements, including The Walt Disney Company, Illumina, Duke Energy, Marriott, Heinz, PepsiCo, Yahoo!, Macy's, AIG, Freeport-McMoRan and Arconic, among others.

Before communications, Steve was Finance Editor for The Wall Street Journal, supervising the paper's coverage of mergers, commercial banking, private equity and corporate finance, after five years as the M&A beat reporter. He was nominated for a Pulitzer Prize and was a member of a team that won an Overseas Press Club award. He joined the Journal in 1991 to cover banking after stints at Institutional Investor and American Banker.

Born in New York City, Steve graduated from Boston College with a bachelor's degree in Economics. He is a board member of the Knight-Bagehot Fellowship in Economics and Business Journalism at Columbia Journalism School, the Columbia Journalism Review and of Youth INC. He has three children and lives in New York City with his wife.





ANITA LYNCH

Board Member, Nasdaq U.S. Exchanges

Anita is an independent corporate board director for technology and data-driven companies. With a career spanning 25 years in tech, media, retail and financial services, she has played a key role in strategies for digital transformation through her constant pursuit of innovation. She is among the first African American women to serve as Chief Data Officer for a US public company.

As a board director, Anita's expertise in technology and data provide insight to guide risk management and strategy. She believes that data-driven approaches are essential in a rapidly evolving business landscape, helping companies stay ahead of the competition and identify new growth opportunities. Her primary interests include the use of data, cybersecurity and AI to create a more trustworthy digital world through governance. She is certified in cyber risk governance and teaches data strategy at the Leavey Business School at Santa Clara University.

Recognition and speaking engagements include: the *San Francisco Business Times* "Top 100 Most Influential Women in Business"; one of the "Top 8 Female Analytics Experts" in *Forbes*. In 2022, she received the Culture Shift Award for Technology, Innovation and Social Impact in Silicon Valley. Ms. Lynch holds an MBA from the Harvard Business School, a Bachelor degree in Economics from Northwestern University, and two patents for her work on trading system algorithms at the Chicago Board of Trade.



SUSAN MAC CORMAC

Board Member, Berkeley Center for Law and Business

Susan ("Suz") is an Adjunct Professor at UC Berkeley School of Law, where she began teaching a new course on climate finance and governance in the fall of 2022 (after nine years of teaching social enterprise). She also serves as an Advisor to the Berkeley Center for Law and Business. Suz is a partner and head of the ESG and Impact practice groups at Morrison & Foerster, where she has practiced since 1996. She is also a member of the American Law Institute and an Advisor to the Restatement of Law, Corporate Governance.

Suz is known as a go-to legal resource for social enterprises (for-profit and nonprofit companies focused on social or environmental purpose), impact investors (investors interested in social or environmental returns), and mainstream companies developing environmental, social, and corporate governance policies. With deep expertise in the impact investing model, she understands the nuances of how institutional investors can craft creative solutions and structure both investments and companies to emphasize impact and returns. She co-led the drafting group for the first of the new corporate forms (the Social Purpose Corporation in California, which became the Public Benefit Corporation in Delaware), has created hybrid/tandem corporate structures and crafted debt and equity instruments that blend impact with traditional financial terms, and has used corporate law to develop creative capital markets solutions to pressing environmental problems. She also advises the boards of public and private companies on corporate governance and fiduciary duties as applied to sustainability and climate change.

Suz was a founding board member of the Sustainability Accounting Standards Board (SASB), is a member of the board of directors of Business for Social Responsibility (BSR), having served as its primary corporate counsel for 20 years, and is a contributing member of the Coalition of Environmentally Responsible Economies (Ceres) President's Council, Earth Genome Project, and the UN Environment Program Finance Initiative. Suz holds a B.A. from Williams College and received her J.D. and LL.M. degrees from Duke University School of Law.

DAVID MARCUS

Senior Writer & Host, The Deal

David Marcus is a senior writer focusing on legal issues raised by corporate transactions. David writes about the structure of merger agreements, Delaware law cases and developments and cross-border M&A. He has been a reporter at *The Deal* since its launch in 1999 and the senior writer on *Corporate Control Alert* — *The Deal's* journal of legal and financial trends in dealmaking — since 1997. A 1992 graduate of Princeton University and a 1996 graduate of the University of Virginia School of Law, he also writes about wine for *The Deal*.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



HONORABLE KATHALEEN ST. J. MCCORMICK

Chancellor, Delaware Court of Chancery

The Honorable Kathaleen S. McCormick was sworn in as Chancellor of the Court of Chancery on May 6, 2021. Chancellor McCormick first joined the court as Vice Chancellor on November 1, 2018. Prior to joining the Court, Chancellor McCormick was a partner in the Delaware law firm Young Conaway Stargatt & Taylor, LLP, where she focused her practice on litigating internal governance and corporate disputes, primarily in the Court of Chancery. Before entering private practice, Chancellor McCormick was a staff attorney with the Community Legal Aid Society, Inc. Chancellor McCormick received her undergraduate degree from Harvard and her law degree from Notre Dame Law School. She is a Delaware native and a graduate of Smyrna High.

AMELIA MIAZAD

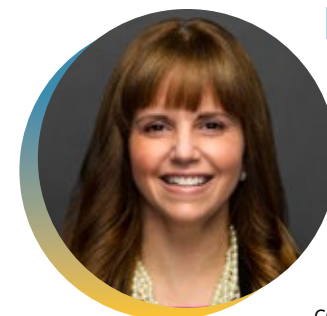
Professor, University of California, Davis

Professor Amelia Miazad is an expert on the nexus between corporate law and environmental, social and governance (ESG) issues.

Miazad's work has been published in several law reviews including *Vanderbilt Law Review (Corporate Law and Social Risk)*, *Minnesota Law Review (The Hidden Power of Compliance)*, *UC Davis Law Review (Sex, Power, and Corporate Governance)*, *UC Hastings Law Review (Prosocial Antitrust)*, and the *Journal of Corporation Law (A Test of Stakeholder Governance)*. Miazad's work has been quoted by the business and legal media including *The Financial Times*, *Politico*, *The World Economic Forum*, *Law360*, and *The Recorder*.

Before coming to UC Davis, Miazad was a Senior Research Fellow at UC Berkeley School of Law. At Berkeley Law, Miazad founded and led the Business in Society Institute. The Institute's mission is to define and advance a legal and policy agenda that encourages companies to account for stakeholders and the environment.

Miazad is a leading voice on ESG and stakeholder governance and regularly presents to audiences in the U.S. and internationally. Miazad has created and teaches a number of courses for corporate executives and board members, including *Sustainable Capitalism and ESG*. Miazad is also the creator and host of *The ESG Beat Podcast*, where she interviews both practitioners and academics on topics ranging from shareholder proposals on racial equity audits to board oversight of climate change. Miazad received her J.D. from Berkeley Law.



FLAVIA NAVES

Commissioner, Wyoming Stable Token Commission; former General Counsel and Corporate Secretary, Circle

Flavia Naves is the former General Counsel and Corporate Secretary at Circle, a global financial technology firm that enables businesses of all sizes to harness the power of stablecoins and public blockchains for payments, commerce and financial applications. Prior to her time at Circle, Flavia worked at different organizations in the SF Bay Area engaging with industries ranging from software licensing and copyrights to entertainment, e-commerce and payments. Flavia has recently been appointed a Commissioner with the State of Wyoming to its Stable Token Commission, and also advises companies as they embark in their digital assets journey.

Born and raised in Belo Horizonte, Brazil, Flavia is active in the local Brazilian community and provides mentoring to young attorneys. She has also served as a Board member to different non-profit organizations in the SF Bay Area.

Flavia obtained her legal degree from Pontifícia Universidade Católica de Minas Gerais and a certificate of US legal studies from Widener University Commonwealth Law School. She lives in San Francisco with her husband and daughters, where they enjoy the beach, hiking, and the Tahoe mountains during the winter.

JOE NOCERA

Author and Journalist, The Free Press

Joe Nocera is a columnist with The Free Press. A former executive editor at *Fortune*, he has written business columns at *Esquire*, *GQ*, the *New York Times* and *Bloomberg*. His books include "All The Devils Are Here," "Indentured," and the forthcoming "The Big Fail," about America's failed response to the pandemic. He wrote and hosted the popular podcast "The Shrink Next Door." His latest podcast is "Agatha Christie and the Dandelion Poisoner." Nocera has won many business journalism awards and was a finalist for the Pulitzer Prize in 2007.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



ELENA NORMAN

Partner, Young Conaway

Elena C. Norman, member of the Firm's Management Committee and Partner in Young Conaway's Corporate Counseling and Litigation Section, has extensive experience litigating corporate and complex business disputes, primarily in the Delaware Court of Chancery. She has litigated numerous high profile actions involving derivative claims, contests for corporate control, M&A, governance, complex contracts, alternative entities, demands for books and records, and statutory appraisal/valuation disputes. Having lived and worked in other cultures, clients and co-counsel value Ms. Norman's abilities as a creative and strategic thinker, a clear communicator, a team leader, and an astute reader of the courts and adversaries she seeks to persuade. She also regularly counsels boards of directors and senior management on Delaware corporate law.

Ms. Norman is a member of the Delaware State Bar Association's Corporation Law Council which is responsible for formulating and recommending to the Delaware Assembly amendments to the Delaware General Corporation Law. She is also a frequent speaker on Delaware corporate law issues. Ms. Norman has been named one of *Chambers USA's - America's Leading Lawyers for Business*, *Delaware Chancery*, as well as a *Best Lawyer in America®*, Corporate Governance Law.

Ms. Norman received her law degree from *Stanford Law School*, where she was an Articles Editor of the *Stanford Law Review*. She received her undergraduate degree from the University of Pennsylvania and studied English Constitutional Law and Jurisprudence at Somerville College, Oxford University. Ms. Norman also received a M.A. in Legal and Political Theory from University College London. She is admitted to practice in Delaware and New York.



DENISE O'LEARY

Venture Capitalist

Ms. O'Leary is a private venture capital investor and a corporate director. She is a member of the Board of Directors of American Airlines Group, Inc., (Chair, Compensation Committee) and Medtronic plc (Chair, Audit Committee). She has also served on the boards of US Airways, Inc. until that company's merger with American Airlines at the end of 2013, ALZA Corporation, America West Airlines Group, Inc., Calpine Corporation, Chiron Corporation, Del Monte Foods Company and numerous private companies.

Ms. O'Leary is a Citizen Regent of the Smithsonian Institution, and a current Trustee and former Chair of the Board of the University of Denver. Her additional not-for-profit experience includes serving on the boards of the Bonfils-Stanton Foundation, Connect for Health Colorado (the state health exchange), the Smithsonian National Board, and the Corporation for Supportive Housing, where she served as Chair of the Board. She also serves on the Colorado Impact Fund Advisory Board, the Stanford School of Engineering Advisory Council and the Stanford Interdisciplinary Life Sciences Council. She has been a member of the Board of Directors of Stanford Hospital and Clinics, where she served as Chair of the Board, and the Lucile Packard Children's Hospital at Stanford. She was a member of the Stanford University Board of Trustees for 15 years, during which time she was Vice Chair of the Board and Chair of the Committee on the Medical Center; she was awarded the Gold Spike for distinguished volunteer leadership in 2014. An avid equestrienne, Ms. O'Leary and her husband own Little Raven Ranch in Littleton, Colorado, a hunter-jumper boarding and training facility with thirty-five horses and two full-time trainers.

A graduate of Stanford University (BS, Industrial Engineering, 1979) and Harvard Graduate School of Business Administration (MBA, 1983), Ms. O'Leary started her career at Menlo Ventures, first as an Associate and then as a General Partner focusing primarily on healthcare and medical technology investments.

FRANK PARTNOY

Professor, University of California, Berkeley

Frank Partnoy is the Adrian A. Kragen Professor Law at the UC Berkeley School of Law and Affiliated Faculty at the Berkeley Haas School of Business and the Simons Institute for the Theory of Computing. He has written several books, dozens of scholarly articles, and more than sixty pieces in *The New York Times*, *Financial Times*, and *The Atlantic*. Partnoy has appeared on *60 Minutes* and *The Daily Show with Jon Stewart*, and has testified before both houses of Congress. He has been an international research fellow at Oxford since 2010, and is a graduate of Yale Law School.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



ANGELI PATEL

Executive Director, Berkeley Center for Law and Business

Angeli Patel is the Executive Director of the Berkeley Center for Law and Business where she focuses on convening business, government, civil society, and academia to harness the power of business to address global challenges. She also teaches Sustainable Capitalism and ESG courses for executive education and Berkeley Law students. Previously, she was an attorney in the Sustainability & ESG Advisory Practice at Paul, Weiss, Rifkind, Wharton & Garrison LLP in San Francisco where she advised clients on the governance of climate and social risks. Angeli has also previously focused on M&A and capital markets at Jones Day and advised on anti-corruption and business & human rights at the UN Global Compact Network Australia. Prior to her legal career, Angeli served at the White House Office of Management and Budget under the Obama Administration on the President's Management Agenda and served as a policy advisor at the U.S. Department of Health and Human Services on consumer privacy as well as the Ministry of Finance in Chile on government modernization. In addition to her career in law and government, Angeli leads and advises small businesses and startups. She launched her own puzzle line for women of color in 2021 and is an advisor to the DEI start-up, Mandala. In her free time, Angeli enjoys exercise, fiction reading, travel and movies.

DAVE PEINSIPP

Partner, Cooley

David Peinsipp is co-chair of Cooley's global capital markets practice group. David practices general business and corporate law, representing both emerging and public companies in a variety of matters, including capital markets transactions, Securities and Exchange Commission (SEC) reporting and compliance and corporate governance matters. He routinely represents issuers and investment banks in complex securities offerings, including IPOs, follow-on offerings, 144A offerings, PIPEs, deSPACs and direct listings. His practice also includes company formations, venture financings and general corporate matters.

David has been involved in 100+ IPOs or other offerings of debt or equity, including IPOs and direct listings for Uber, DocuSign, Stitch Fix, Snap, Warby Parker, Dutch Bros., FIGS, Root, Atlassian, Yelp, Lyell, New Relic, Wish.com, NerdWallet, Sweetgreen, Doximity, Lulu's Fashion, Expensify, Xometry, Zynga, LinkedIn, Zendesk, FireEye, MINDBODY, Livongo, Zscaler and Guardant. He is also a market leader in deSPAC transactions, having represented companies, SPAC acquirers or the financial advisors in transactions for companies like Grindr, WeWork, Grab Holdings, Hyliion, Canoo, Opendoor, Archer Aviation, Supergroup, Xos Trucks, Heliogen, and Weedmaps.



COMMISSIONER HESTER PEIRCE

U.S. Securities and Exchange Commission

Commissioner Hester M. Peirce was appointed by President Donald J. Trump to the U.S. Securities and Exchange Commission and was sworn in on January 11, 2018.

Prior to joining the SEC, Commissioner Peirce conducted research on the regulation of financial markets at the Mercatus Center at George Mason University. She was a Senior Counsel on the U.S. Senate Committee on Banking, Housing, and Urban Affairs, where she advised Ranking Member Richard Shelby and other members of the Committee on securities issues. Commissioner Peirce served as counsel to SEC

Commissioner Paul S. Atkins. She also worked as a Staff Attorney in the SEC's Division of Investment Management. Commissioner Peirce was an associate at Wilmer, Cutler & Pickering (now WilmerHale) and clerked for Judge Roger Andewelt on the Court of Federal Claims.

Commissioner Peirce earned her bachelor's degree in Economics from Case Western Reserve University and her JD from Yale Law School.

DOMINIC PERELLA

General Counsel, Character.AI

Dom Perella is General Counsel at Character.AI, one of the world's most innovative AI platforms. Character.AI is a full-stack AI computing platform that empowers users to create and interact with millions of characters. Its mission is to put AGI into the hands of its rapidly growing user base and unlock the infinite consumer possibilities of this rapidly evolving tech.

Dom previously was GC at Branch Metrics Inc., a Palo-Alto-based Series F SaaS platform. Before that he spent seven years as an executive at Snap Inc. At Snap, Dom served as Vice President, Deputy General Counsel & Chief Compliance Officer and was a member of the Leadership Team. He served as a key partner on Snap's IPO preparation and built Snap's litigation and compliance functions from scratch pre-IPO; the compliance function was named U.S. Compliance Program of the Year in 2022. He successfully resolved post-IPO investigations by the DOJ and SEC, as well as related securities actions, and interfaced with regulators globally.

Prior to his in-house career, Dom was a partner in the Supreme Court & Appellate practice at Hogan Lovells in Washington, D.C. He argued successfully before the U.S. Supreme Court and courts of appeals and wrote the winning briefs in many Supreme Court cases. Dom graduated *summa cum laude* from NYU School of Law and clerked on the U.S. Court of Appeals for the First Circuit.

Dom lives in Manhattan Beach, CA with his wife and three children. In his spare time, he advises tech startups, coaches youth soccer, and serves on the board of A Sense of Home.



SPEAKERS

BERKELEY FORUM ON CORPORATE GOVERNANCE



TRÂM PHI

SVP and General Counsel, Databricks

Trâm Phi leads the legal function at Databricks, bringing decades of legal, regulatory, and public policy experience to the leadership team. Prior to Databricks, Trâm served in a variety of executive roles, most recently as Senior Vice President, General Counsel and Secretary at DocuSign and prior to that, as Chief Legal Officer and Chief of Staff at Imperva, Inc., a provider of cyber security software and services. Trâm also served as Vice President, General Counsel and Secretary of ArcSight, Inc., a provider of enterprise threat and risk management solutions, until the acquisition of ArcSight by Hewlett-Packard Company in October 2010, and then as general counsel of HP Software, Security. Earlier in her career, Trâm served as the senior legal executive at InVision Technologies, Inc., a manufacturer of explosives detection systems, most recently as Senior Vice President and General Counsel, including following the acquisition of InVision by General Electric Company in December 2004.

EMILY ROBERTS

Partner, Davis Polk

Davis Polk partner Emily Roberts advises companies on corporate matters, including public company reporting and compliance, capital markets transactions, mergers and acquisitions and corporate governance. Her mergers and acquisitions experience includes acquisitions of public and private companies, carve-outs, joint ventures and minority investments. She has experience across a variety of industries, with a particular focus on technology and life sciences.

Emily was named among *Silicon Valley Business Journal's* "Women of Influence" in 2023 and *Daily Journal's* "Top Women Lawyers" in 2022 and 2023. She has also been recognized as a *Law360* "Rising Star: Technology" and among *The Recorder's* "Women Leaders in Tech Law."



ADAM STERLING

Assistant Dean, University of California, Berkeley

Adam Sterling is the Assistant Dean for Executive Education and Revenue Generation at Berkeley Law. In addition to his administrative duties, Adam teaches courses and oversees research on topics including venture finance, corporate governance, and ESG.

Previously he was a startup and venture capital attorney at Gunderson Dettmer and the co-founder and director of the Sudan Divestment Task Force and Conflict Risk Network. Adam's writings and work have appeared extensively in the press; including contributions to *The Wall Street Journal*, *The Financial Times*, and *The New York Times*. He has appeared on a number of broadcast news programs, including CNN's Situation Room and CNBC's Street Signs. Adam holds a JD from Berkeley Law and an MBA from Haas Business School.



STEVE TONSFELDT

Partner, Cooley

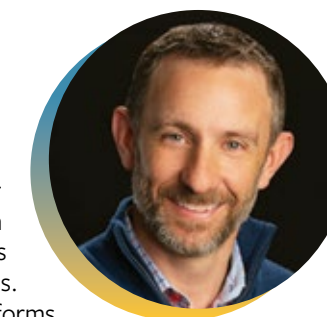
Steve Tonsfeldt represents public and private companies in domestic and cross-border M&A transactions, contested transactions, hostile takeovers and defense planning. He also advises private investors and their portfolio companies on investment and acquisition transactions, and financial advisors working with companies engaged in transactional matters. Over the past several years, Steve has led lawyer teams in acquisition transactions having an aggregate value of well over US\$100 billion. Steve's representative M&A transactions include: Absolute Software Announces \$870 Million Acquisition by Crosspoint Capital, Amazon to Acquire One Medical for \$3.9 Billion, NeoPhotonics Agrees to Sell to Lumentum for \$918 Million. Steve has been recognized by numerous legal directories and publications as a leading dealmaker. He is also a frequent speaker on corporate and M&A topics. He served on the coordinating committee for the American Bar Association's most recent Delaware Business Law Forum. Steve is a member of the advisory board of the Berkeley Center for Law and Business. Prior to law school, Steve worked as a certified public accountant with Deloitte & Touche. He also taught accounting at UC Berkeley's Haas School of Business as a graduate student instructor.

PETER WERNER

Partner, Cooley

Peter Werner is co-chair of Cooley's global emerging companies and venture capital practice group and partner-in-charge of the firm's San Francisco office. Peter's practice primarily focuses on the representation of high growth companies and their investors. He regularly assists clients with financings and mergers and acquisitions, in addition to entity formation, governance matters and securities transactions. Peter is a member of Cooley's firmwide pro bono and mental health and wellness committees. Peter also is one of the founders and curators of Cooley GO, a microsite with tools, forms, guidance and data for entrepreneurs and emerging companies.

Peter represents companies across many of the industries that are most prominent in the Bay Area and beyond startup ecosystem, including artificial intelligence, consumer products, fintech, insurtech, spacetech, enterprise software and digital health.



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