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STATE OF OHIO

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Executive Department

OFFICE OF THE GOVERNOR

Columbus

I, Mike DeWine, Governor of the State of Ohio, do hereby appoint Mark Hatcher, from Lewis Center, Delaware County, Ohio, as a Member of the Central State University Board of Trustees for a new term beginning July 1, 2020 and ending at the close of business June 30, 2029, replacing Mark Hatcher, whose term expired.



IN WITNESS WHEREOF, I have hereunto subscribed my name and caused the Great Seal of the State of Ohio to be affixed, at Columbus, this 25th day of June in the year of our Lord, Two Thousand and Twenty.

Mike DeWine

Mike DeWine
Governor

Mark Hatcher

7465 Walker Wood Boulevard, Lewis Center, Ohio 43035 • (614) 537-8732 • markhatcherseq@gmail.com

Professional Skills Narrative:

Mark Hatcher is a highly effective licensed Ohio attorney with extensive experience in the legal and executive leadership ranks. His diverse legal and professional experience has provided him with transferable skills in the following areas: corporate governance (with a focus on higher education), strategic planning, mergers and acquisitions, business law and contracts, real estate, regulatory compliance, labor and employment law and tax (including tax-exempt organizations). He has extensive experience serving as outside general counsel for a number of clients and in those roles, he ensures the integrity of the organizations' corporate governance functions and provides cogent advice to executives and governing boards. He has experience leading teams of lawyers on complex transactions and internal investigations and he has experience working and developing relationships with regulators addressing complicated compliance matters in various sectors to achieve client goals. He is a leader at his law firm with the primary responsibility for hiring all new attorneys. His work in this space has led to a 40% increase in hiring of women attorneys and a 50% increase in hiring diverse attorneys. His work both as a practicing lawyer and as a trusted community leader has afforded him contacts at the highest level of state (Ohio), county (Franklin/Delaware) and city (Columbus) government.

Key Accomplishments:

Mark Hatcher advises public and private entities in connection with business formation, corporate governance, mergers and acquisitions, and financing. As a member of the firm's Healthcare Industry Team, he also has experience in the area of health law, assisting insurance companies, managed care organizations, hospitals and physician groups with a wide variety of corporate transactions and regulatory matters (including data privacy and cybersecurity). His transactional experience includes advising for-profit and tax-exempt organizations with issues related to asset acquisitions, mergers and joint ventures, equity and debt financings, employment, non-competition and confidentiality agreements, trust agreements, and other matters related to the governance of corporate entities. Mark started with BakerHostetler in 2005 as a Summer Associate and was elected to the partnership in 2014. During his tenure with Baker, he has served in various leadership capacities at the office and firm-wide level and he currently serves as the immediate past chair of the Diversity and Inclusion Committee and as the Hiring Partner for the Columbus Office.

- *Strategic Counselor and Leader* – Business attorney serving as outside general counsel to several mid-cap companies in the construction, medical, dental, non-profit and higher education sectors. In this capacity he has served as a strategic advisor on matters related to corporate governance, mergers and acquisitions, litigation management, IP, real estate, general contract review, labor and employment matters and tax. Also assists with development of strategies related to cybersecurity infrastructure and patient privacy matters.

- Supervise team of attorneys focused on patent portfolio management, patient litigation and related intellectual property matters including negotiation of complex SaaS agreements for a large regional electric grid operator.
- Lead attorney and part of a team involved with the acquisition and sale of large integrated health plans, including insurance companies, health maintenance organizations (also known as health insuring corporations) and third-party administrators. All of these transactions have significant regulatory requirements, including filings with the Department of Insurance in the applicable states and, in many states, with the attorneys general. Has worked with both for-profit plans and not-for-profit plans, and has assisted in structuring sales of shares, membership substitutions, affiliations of mutual insurance companies and books of business.
- Assist hospital clients in connection with acquisitions of other hospitals, affiliations with other hospitals, joint ventures with physician groups, acquisitions of physician groups, professional services agreements and establishment of provider-based operations.
- Assist with acquisitions of manufacturing, mining and production operations and facilities, including companies with manufacturing plants both in the United States and overseas. Acquisitions have involved negotiation of letters of intent and acquisition agreements, real property leasing issues, employee and labor issues, Worker Adjustment and Retraining Notification (“WARN”) Act issues, tax structuring issues, issues related to the valuation and transfer of raw materials, work in process and finished goods inventory, license agreements for intellectual property, transition services agreements, Hart-Scott Rodino (“HSR”) antitrust filings, Form 8-K public company disclosure filings, transfers of contracts of major customers, transfers of permits, close corporation agreements, noncompetition agreements, put and call agreements, Uniform Commercial Code financing statement and other lien terminations, amendments to 401(K) plans and other employee benefits plans, seller financing documents, and other issues.
- Lead attorney on matters for clients in connection with complex shareholder and insider buyouts. Been involved with management buyouts of divisions from public companies and, in several cases, has been involved in litigation among shareholders in closely held corporations or limited liability companies (LLCs). Helped resolve the matters through negotiated buyouts of one or more shareholders or members. Have also been involved in negotiating rights and obligations on behalf of both majority owners and minority owners in structuring closely held corporate and LLC documents. Also assists clients with business succession planning.
- Work with a number of clients in restructuring their organizations, which has included the combination of affiliated businesses on a tax-free basis. Has been involved with tax-free incorporations, conversions of corporate entities to LLCs and tax-free re-incorporations of entities in various states.

- Represent clients in connection with the establishment of joint venture arrangements, primarily through LLC or partnership structures, including joint ventures for investments and possess extensive knowledge of matters pertaining to the certification of Minority-Owned, Women-Owned and Veteran-Owned enterprises at the private, federal and state level.
- Represent nonprofit entities in connection with acquisitions and dispositions of other nonprofit entities, including asset acquisitions, mergers and member substitutions, structuring, legal due diligence, filings and approval of the attorney general and other regulatory authorities, and preparation of closing documents.
- Advises nonprofit clients on administration of conflict of interest, confidentiality and grant-making, including structuring grants and preparing grant agreements for contributions to charities in connection with the preparation and adoption of policies and procedures and assistance in other corporate matters.

Mark Hatcher is actively involved in the community, Mark serves in leadership roles for several organizations, including as chairman of board for the Next Generation Development Corporation (appointed by Columbus Mayor Michael Coleman and reappointed by Columbus Mayor Andrew Ginther), chairman of board of the Isabelle Ridgway Foundation, and board member and legal counsel for the Ohio Minority Supplier Development Council. In September, 2014, Mark was appointed by Ohio Governor John R. Kasich to serve as a trustee at Central State University Board where he currently serves as chairman of the Board of Trustees.

Central State University

- *Leader and Consensus Builder* – Board Chairman in charge of oversight of chief university executive (President Cynthia Jackson-Hammond). Central State University (“CSU”) is a state 4-year institution with an enrollment just over 2,000 students, 1,000 employees and a budget in excess of \$70 million. Led strategy and initiative that was responsible for changing the fiscal trajectory of the institution from “fiscal watch” to its fourth year of economic prosperity with over \$6 million in reserves. Increases in student enrollment and retention have also led to improved outcomes for the university. Recently completed a national search and coordinated an effort to identify and hire the 9th President of CSU who will begin on July 1, 2020. Strategic efforts have also led to improved relationships with the Governor’s office, state and federal legislators and the Ohio Department of Higher Education.

Columbus Next Generation

- *Community Innovator* – Board Chairman in charge of oversight of non-profit chief executive. Columbus Next Generation (“CNG”) is a subsidiary of the City of Columbus charged with facilitating urban redevelopment projects in Columbus neighborhoods. With a staff of four and a budget just shy of \$10 million, CNG has made significant inroads into the relatively new area of urban redevelopment in Columbus. Charged with facilitating public/private development relationships in some of the most challenged neighborhoods in the city, we have been successful in

fostering projects that will provide much needed housing and jobs in central city neighborhoods such as the King/Lincoln District, Linden and the Hilltop. Our efforts and responsiveness to the needs of the City has led to strong relationships with the Mayor's Office, City Council and the County Treasurer's Office.

Isabelle Ridgway Foundation

- *Change Agent and Strategist* – Board Chairman overseeing a governing board of the Columbus Foundation. Isabelle Ridgway Care Center was a 100-bed freestanding nursing home on the near-east side of Columbus, Ohio. The center had over a 100-year history dating back to the “Old Folks Home” started by Ms. Ridgway where she cared for the elderly in her personal residence. A changing regulatory climate caused the board to re-evaluate its mission a decision was made to either find a strategic partner or identify an alternative way to carry out the mission of the organization. Hatcher led an initiative that ultimately resulted in the sale of the facility and the conversion of the mission of the organization to a philanthropic one, carrying on the legacy of Ms. Ridgway without bricks and mortar. The resulting entity was the Isabelle Ridgway Foundation which serves the elderly on the near-east side by providing strategic grants to organizations which service this population in-place due to the changing regulatory landscape. As a result of our foresight, the Isabelle Ridgway Foundation has assets of about \$6 million and is currently the largest private foundation in Central Ohio serving the needs of the African-American elderly population.

Mark Hatcher

7465 Walker Wood Boulevard, Lewis Center, Ohio 43035 • (614) 537-8732 • markhatcherresq@gmail.com

LEGAL EXPERIENCE

Baker & Hostetler LLP, Columbus, OH

Partner, Business Practice Group, September 2006 to Present; Hiring Partner for the Columbus Office, January 2016 to Present

- Assists managed care and integrated hospital system clients in structuring and executing mergers, acquisitions and related expansion activity and provides advice on regulatory restrictions imposed by federal and state laws.
- Represents large physician medical groups in their acquisitions by hospitals systems or private equity investors.
- Lead attorney for asset-based transactions, regulatory compliance and licensing issues for a national practice management company.
- Assists private college clients with matters related to Title IX compliance and provides advice related to compliance with laws related to endowed funds.
- Assists clients with response to security breach incidents in compliance with federal and state data privacy laws.
- Assists managed care clients with preparation and negotiation of provider agreements with hospitals, physician groups and other acute service providers.
- Serve as outside general counsel for a mid-cap construction company.
- Responsible for handling a variety of real estate acquisition, disposition, development, lending and commercial leasing transactions; advise construction clients on matters related to real property acquisition and development.
- Represents clients on issues related to joint venture formation in the context of various private, federal, state and municipal minority and women-owned business supplier programs.
- Hiring Partner responsible for the leadership and oversight of the Summer Associate Program and lateral associate hiring and member of the Coordinating Office Managing Committee.
- Chairman of the Columbus Office Diversity and Inclusion Committee and member of the firmwide Diversity Committee.

PROFESSIONAL AFFILIATIONS

- 2016 Fellow, Leadership Council on Legal Diversity
- CALIBR Global Leadership Network, Class of 2014 – Affiliate organization of the Executive Leadership Council
- National Black Lawyers: Top 100 Lawyers
- Commissioner, Supreme Court of Ohio – Commission on Continuing Legal Education, 2011 to 2015
- Ohio State Bar Association, Member of the Real Property Law Section Council
- American Bar Association, Business Law Section Member
- American Health Lawyers Association, Business Law and Governance Practice Group Member
- National Bar Association – Commercial Law Section
- Columbus Bar Association, Business/Tax Committee Member, Real Property Committee Member, Minorities in the Law Committee Member
- John Mercer Langston Bar Association – Member

AWARDS AND HONORS

- Best Lawyers in America, 2019, 2020 – Health Law
- Columbus Business First, 2019 Best Lawyers in Central Ohio
- Savoy Magazine, 2018, 2015 Most Influential Black Lawyers in America, Honoree
- Ohio Diversity Council, Leadership Excellence Award, 2017
- Ohio Minority Supplier Development Council, Chairman’s Award Recipient, 2016
- Capital University Law School African American Law Alumni Association, 2016 David D. White Award Recipient
- Lawyer of Color Magazine, 2014 Honoree
- Ohio Rising Star, 2012 - 2015 *SuperLawyers/Law and Leadership Magazine*
- American Bar Foundation, Fellow, Inducted in October, 2011
- Capital University Alumni Association – Young Alumnus of the Year, 2011
- John Mercer Langston Bar Association – Emerging Leader Award, 2010
- Capital University Law School, Black Law Students Association, Martin Luther King Image Award, 2010
- *Columbus Business First* – Forty Under 40 Award, 2009
- Who’s Who in Black Columbus, 2008 -2017, Columbus Emerging Leader Recognition, 2013

PUBLICATIONS & PRESENTATIONS

- Understanding Corporate Governance – Boardroom Bound Executive Training, November 2017
- Diversity and Inclusion Strategies for Legal Organizations and Understanding Implicit Bias – Baker Hostetler, February 2017
- Getting Along – Managing Integration Issues Post-Transaction – Ohio Minority Supplier Development Council, January 2017
- Legal Issues for Minority Business Enterprises – Ohio Minority Supplier Development Council, March 2015
- HIPAA Final Rule – Implications for Institutional Review Boards – Columbus Community Clinical Oncology Program, August 2014
- Legal Implications of Joint Ventures and Minority Business Enterprises – State of Ohio Department of Development, August 2012
- The Basics of M&A – Considerations for New Lawyers – Columbus Bar Association – New Lawyers CLE, November 2011
- Legal Implications of Joint Ventures – Presentation at the Ohio Business Opportunity Fair, South Central Ohio Minority Supplier Development Council, May 2011
- New Lawyer Spotlight, *Columbus Bar Lawyers Quarterly*, Winter 2010
- Ethical Considerations for Young Attorneys Contemplating Nonprofit Board Membership, *Columbus Bar Lawyer’s Quarterly*, Fall 2009
- HIPAA Privacy & Security Expansion / FTC Red Flags Rule – Understanding the Changing Landscape, Columbus Bar Association – Presentation to the Health Law Committee, May 2009
- FTC Delays Enforcement of the Red Flags Rule Again, *Baker Hostetler Health Law Update*, May 2009
- Privacy – Sweeping Expansion of HIPAA Requirements to Significantly Impact Business Associates, *Baker Hostetler Health Law Update*, March 2009
- Each One, Teach One, *Columbus Bar Briefs*, Columbus Bar Association, Spring 2005

COMMUNITY SERVICE

- Central State University, Board of Trustees – Board Chairman, Appointed by Ohio Governor John R. Kasich, September, 2014 to Present
- Next Generation Development Corporation / City of Columbus– Board Chairman, Re-Appointed by Columbus Mayor, Andrew Ginther, 2013 to Present
- United Way of Central Ohio, Diversity and Inclusion Advisory Council Member, 2018 to Present
- Isabelle Ridgway Foundation, Trustee and Chairman, 2009 to Present

- Columbus Community Clinical Oncology Program, Institutional Review Board Member, 2009 to Present
- Ohio Minority Supplier Development Council, Director, 2008 to Present
- Capital University Law School, Dean's Board of Counselors, 2011 to 2015
- Ohio Physicians Health Program, Trustee, 2011 to 2015
- Ohio Department of Education – Community School Sponsor Review Panel – Panel Member – Appointed by Ohio Education Superintendent Richard Ross, August, 2015
- Martin Luther King Performing and Cultural Arts Complex, Trustee, 2010 to 2014
- Community Capital Development Corporation, Loan Review Committee Member, 2009 to 2014
- Capital University Law School, African American Law Alumni Association, Board Member, 2009 to 2014
- Fifth Class of Fellows, African-American Leadership Academy, United Way of Central Ohio and The Academy for Leadership and Governance, 2008 - 2009
- National Black Law Students Association, National Corporate Relations Director, 2005-2006
- United Way of Central Ohio, Project Diversity, Program Graduate, 2000

EDUCATION

Capital University Law School, Columbus, OH

*Master of Laws in Business and Taxation, May 2006 – with Honors
Concentration in Finance and Corporate Governance*

Capital University Law School, Columbus, OH

Juris Doctor, January 2006 - Cum Laude

- *Capital University Law Review, Business Editor, 2004-06*
- Order of the Curia

Tiffin University, Tiffin, OH

Master of Criminal Justice, Concentration in Justice Administration, August 2001

The Ohio State University, Columbus, OH

Bachelor of Arts, Criminology, August 1997

BAR ADMISSIONS

Ohio, November, 2006

United States Tax Court, 2008

GOVERNOR'S APPOINTMENTS TO BOARDS AND COMMISSIONS

Date: 6/25/2020

Name of Appointee: Mr. Mark Hatcher
Address: 7465 Walker Wood Blvd.
Lewis Center, OH 43035
Delaware County
(H) -
(W) - 6144624765
(M) - 6145378732

Name of Commission: Central State University Board of Trustees
Contact: Laura L. Wilson, General Counsel and Secretary to the Board
Office of General Counsel/Board Office
1400 Brush Row Rd. / PO Box 1004
Wilberforce, OH 45384
937-376-6629 x6013

Term Begins: 7/1/2020
Term Ends: 6/30/2029
Party Affiliation: Republican
Senate Confirmation: Appointed by the Governor, confirmed by the Senate
Financial Disclosure: Confidential disclosure required
Vice: Mark Hatcher