

## Mark C. Boyland

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Admitted: NJ, NY, PA, DC, U.S. Supreme Court

Corporate Counsel, Compliance Officer, and VP Real Estate providing strategic legal, business and ethics counseling to consumer products, manufacturing, energy, technology, and other diversified public and private clients from start-up phase through national expansion, who partners with business units to proactively manage commercial agreements, compliance, corporate governance, HR and employment matters, retail development and construction, logistics and distribution, IT contracting and software development, risk management, protection of IP and data rights, M&A/capital raise initiatives, real estate portfolios, and litigation to support strategic corporate growth while complying with company policies and law.

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### Professional Experience

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<b>BENJAMIN MOORE &amp; COMPANY</b> , Montvale, NJ <i>General Counsel, VP Regulatory Compliance &amp; Real Estate; Co-Chair Policy Committee; Director, The Giving Moore Foundation</i>	2013 – 2015 <sup>1</sup>
<b>SUBURBAN PROPANE</b> , Whippany, NJ <i>Counsel: Real Estate, Labor, Compliance, Litigation, Risk, IT: <u>Finalist, NJ Biz Compliance Counsel of Year</u></i>	2011 – 2013
<b>INSTITUTE MANAGEMENT ACCOUNTANTS</b> , Montvale, NJ, 137 Countries <i>General Counsel &amp; Chief Compliance Officer, V.P. Corporate Real Estate</i>	2006 – 2010
<b>PLATFORM LEARNING</b> , New York, NY <i>Vice President, Legal, Real Estate, Compliance &amp; Government Affairs</i>	2004 – 2006
<b>SCHOLASTIC &amp; SCHOLASTIC ENTERTAINMENT INC.</b> , New York, NY <i>Senior Counsel, Real Estate, Contracts, Finance, Information Technology, Litigation</i>	1998 – 2004
<b>WEIL, GOTSHAL &amp; MANGES</b> , New York, NY <i>Senior Associate: Trade Regulation, Intellectual Property, Antitrust, International</i>	1996 – 1998
<b>U.S. DEPARTMENT OF JUSTICE ANTITRUST DIVISION</b> , Washington, D.C. <i>Senior Trial Attorney: Merger Enforcement and Products Criminal Cases</i>	1992 – 1996
<b>HOWREY &amp; SIMON</b> , Washington, D.C. <i>Associate: Antitrust, Government Contracts, Litigation</i>	1988 – 1992

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<sup>1</sup> In July 2015, I transitioned to the company's external counsel **DLA Piper** as Of Counsel.

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## Counsel Expertise

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### Transactional, Commercial Contracts, Logistics, and Media/Marketing

- Negotiate contracts, licenses, MSAs, NDAs, sales and retail deals, franchise agreements, leases, outsourcing agreements, confidentiality agreements and RFP's relating to Product Development, Brand Management and Media, Human Resources, Supply Chain/Distribution and Shipping, Information Technology and Software, Financing, Corporate Real Estate, Health & Safety, Insurance, and other corporate matters.
- Create and keep current all corporate policies and procedures across all practice areas including HR, ethics, regulatory, real estate, IT, marketing, corporate governance, and contract review, training on same and maintaining related corporate records.

### Compliance: Labor & Employment, EH&S, Other

- Ensure corporate compliance at all levels, working intimately with HR, and across subsidiaries with state, federal, and local laws and regulations pertaining to labor and employment (i.e., FLSA, FMLA, and EEOC matters), antitrust, FCPA, import/export, advertising, technology, trademark, telecommunications, safety (i.e., OSHA), and environmental (i.e., EPA, DEP, DCA), FDA, FTC matters.
- Defend state and federal governmental inquiries, author corporate guidelines, and conduct company-wide national trainings regarding labor, safety and environmental compliance, Do-Not-Call issues, antitrust complaints, ethical and whistleblower hotline matters, codes of conduct, and conflicts of interest policies; draft and maintain employee handbooks, records retention rules, e-discovery protocols, and outside counsel management guidelines.

### Corporate, M&A, Corporate Governance

- Advise Senior Management and Boards of Directors regarding corporate governance matters, including the purchase, sale and management of corporate entities, subsidiaries and joint ventures, constitution of Board committees, structuring bylaws, developing and training on corporate HR and other policies, and development of international affiliates.
- Structure strategic alliances, joint ventures, and mergers and acquisitions (from HSR filings through regulatory approval), advise on transactional financing, and prepare public securities filings and analyses and strategic plans for Board meetings.

### Intellectual Property, Branding, and Advertising

- Manage intellectual property portfolios, directing copyright processes, filing new trademark applications, internationally policing marks through cease and desist efforts.
- Protect patents and trademarks through creative branding, advertising, and marketing initiatives, and extranet-driven portfolio management systems/trademark-watch functionalities, executing global settlement agreements with adverse rights holders.

### Internal Investigations, Arbitration, and Litigation

- Manage litigations and resolve domestic and international vendor claims and government/internal investigations through careful analysis, aggressive negotiation and strategic litigation (more than 200 litigated cases, and 32 first-chair trials under Janet Reno and Eric Holder).

- Conduct investigations of suspected breaches of law and corporate policies (safety, antitrust, ethics, conduct codes, etc.), assembling evidence, selecting and managing outside counsel and insurance carriers, drafting pleadings and briefs, responding to subpoenas and discovery, and preparing witnesses for testimony.

#### Government Relations and Lobbying

- Lead advocacy re legislative and regulatory reform, and policy change, impacting corporate core businesses, by brokering governmental meetings, moderating “roundtables” with Congressional and regulatory agency leaders, testifying, and writing position statements to relevant agencies (i.e., EPA, DEP, SEC, DOL, and Governor’s offices).
- Form partnerships with government entities and relevant trade associations (i.e., the Chamber of Commerce, Small Business Administration, and state congressional leaders).

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### Education

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#### **GEORGE WASHINGTON UNIVERSITY LAW SCHOOL, Washington, D.C.**

*Juris Doctor with Honors, Concentration Land Development Law* 1988

Commendations: Clerk, Chambers of Hon. E. Bruggink, U.S. Claims Court; Best Oral Argument Award, Jessup Competition; Honors, Legal Writing (top 8% of class); Moot Court Board (top 6% of class).

Note: *Admissibility of Grand Jury Testimony: NJ’s Aberrant Approach*, 21 Rutgers L.J. 633 (1990).

#### **CORNELL UNIVERSITY, Ithaca, NY**

*Bachelor of Arts, Government/Economics (G.P.A. 3.6)* 1985

Commendations: Dean’s List (six semesters); Cornell-in-Washington Fellowship (20 students selected); Teaching appointments in College of Arts and Sciences and School of Industrial Labor Relations.

Thesis: *Joint Chiefs of Staff Reform – An Organizational Mistake*, Center for Defense Information.