

KELLY V. CARTER

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RELEVANT PROFESSIONAL EXPERIENCE

Legal & General Investment Management America, Chicago, IL

Corporate Counsel

January 2022 – June 2023

- Routinely negotiated and reviewed all third-party commercial agreements, focusing on key business risk provisions such as: privacy protections (GDPR, CCPA, GLBA, etc.), cyber security and data breach protocols, transaction tax provisions, indemnification clauses, and professional liability insurance requirements
- Routinely drafted, negotiated, and reviewed professional services and technology-related agreements, including SaaS/PaaS agreements, FinTech and RegTech master services agreements, engagement letters and related statements of work, confidentiality agreements, transitional services agreements, commercial service agreements, and M&A deal structure documents
- Drafted and implemented company legal policies regarding information governance (i.e., privacy policy), contract management, employee relocation/movement, regulatory compliance, securities class action litigation, and commercial insurance policies
- Advised U.S. & UK corporate functions (e.g., business development, product, marketing, HR, IT, compliance, distribution, real estate debt, and private credit investment) on regulatory developments and day-to-day global asset management issues

CIBC US, Chicago, IL

Managing Director

February 2018 – December 2021

- Routinely lead commercial contract negotiations with third-party vendors and drafted key risk provisions for all SaaS agreements:
 - Reviewed and negotiated SaaS agreement provisions for talent management platform services with Salesforce. The deal encompassed over \$2.5MM in transaction tax exposure
 - Reviewed and negotiated SaaS agreement provisions for security and resiliency services with IBM. The deal encompassed over \$750K in transaction tax exposure
 - Reviewed and negotiated SaaS agreement provisions for data subscription services with Bloomberg. The deal encompassed over \$125K in transaction tax exposure
- Managed post-closing target integration of newly acquired businesses and internal restructurings, focusing efforts on contract remediation of key cross-border third-party suppliers.
- Advised various business-lines, including private wealth, private credit, commodities and capital markets teams, on U.S. and cross-border tax implications of product and market expansion, and reorganizations including employee mobility and other complex operational changes

ERNST & YOUNG LLP, Chicago, IL

Senior Consultant

August 2015 - September 2017

- Developed and implemented domestic supply-chain and debt restructurings through tax strategy, planning, and compliance for corporate clients resulting in an average of \$10MM of annual state income and franchise tax savings
- Advised clients across corporate functions such as finance, tax, treasury, human resources, operations, IT and risk management on tax risks and opportunities related to acquisitions, divestitures, reorganizations, and other corporate transactions
- Drafted complex tax memorandums and expanded tax research skills through deep exploration of complex technical tax issues regarding corporate transactions
- Served as the firm's designated resource for complex Illinois Corporate Income Tax research, tax planning, and audit controversy matters and assisted clients with legislative and regulatory initiatives

{Earlier roles available upon request}

EDUCATION

WAYNE STATE UNIVERSITY LAW SCHOOL , Detroit, MI Juris Doctor Concentration: Taxation	2015
CENTRAL MICHIGAN UNIVERSITY , Mount Pleasant, MI Bachelor of Science in Business Administration Major: Accounting Information Systems	2008

BAR ADMISSIONS

State Bar of Michigan (11/2015)
State Bar of Illinois (11/2017)
United States Supreme Court (10/2019)

PROFESSIONAL MEMBERSHIPS & ACHIEVEMENTS

Illinois Bar Association (ISBA) – Corporate Law Department Council
Chicago Urban League – IMPACT Development Program – 2020 Fellow

ADJUNCT PROFESSORSHIPS

LOYOLA UNIVERSITY CHICAGO LAW SCHOOL

Courses Taught:

- Law and Accounting
- Tax Policy & Inequity

WAYNE STATE UNIVERSITY LAW SCHOOL

Courses Taught:

- Accounting for Lawyers