

LOMMEN ABDO

MINNESOTA / WISCONSIN



Keith J. Broady

Areas of Practice Business Litigation, Commercial Litigation, Employment & Consulting Agreements, Estate Planning, Legal Malpractice, Mergers & Acquisitions, Probate & Trust Disputes, Professional Liability, Real Estate & Title Litigation, Real Estate Law

Office Location Minneapolis, Minnesota

Profile Keith Broady represents individuals and businesses in a wide variety of litigation and transactional matters. His commercial litigation practice includes trials and appeals and arbitrations involving real estate and construction defects, professional liability and legal malpractice defense, shareholder disputes, trade secret claims, corporate alter ego and successor liability, fraudulent transfers, probate and trust disputes, environmental claims, insurance coverage and claims. His commercial transactions practice involves the purchase, sale, leasing, financing and development of real estate, resolving title and environmental issues; mergers and acquisitions of businesses; incorporation and business formation; contracts; employment and non-competition agreements; lending and business credit.

Testimonial:

- I highly recommend Lommen Abdo Law Firm and Keith Broady. The firm and Mr. Broady are very knowledgeable and meticulous. I would recommend him to my clients but also to my family.

Keith also serves as a mediator and arbitrator. Keith has repeatedly been named to the Minnesota Super Lawyers list and is rated AV Preeminent® for the highest level of professional excellence by Martindale-Hubbell.



Education University of Minnesota, B.A., with distinction, 1976
University of Minnesota Law School, J.D., 1980

Bar Admissions Minnesota, 1980
U.S. District Court District of Minnesota, 1980
U.S. Court of Appeals Eighth Circuit, 1988
U.S. Court of Appeals Seventh Circuit, 1997



Memberships

Minnesota State Bar Association
Hennepin County Bar Association
Minnesota Statewide ADR-Rule 114 Neutrals Roster
St. Louis Park School Board, 1998 to 2005 (Elected, 1997 and 2001; Vice Chair, 2002 – 2003; Chair, 2004 – 2005)
Mentor to high school students as part of Operation Jump Start
St. Louis Park Sunrise Rotary Club

Representative Cases *In re Petition for Instructions to Construe Basic Resolution 876*, 772 N.W.2d 488 (Minn. 2009), rehearing denied Nov. 6, 2009

Advantage Consulting Group v. ADT Sec. Systems, 306 F.3d 582 (8th Cir. 2002)
Gopher Oil v. American Hardware, 599 N.W.2d 756 (Minn. App. 1999)
Safeco Insurance Co. v. Lindberg, 394 N.W.2d 146 (Minn. 1988)
Nelson v. Nelson, 415 N.W.2d 694 (Minn. App. 1987)

Published Articles

“When Attorneys Are Sued by Non-Clients: The Immunity and Privilege Rule,”
Professional Liability Defense Quarterly, September 2019
“Employment Type Claims Allowed to Proceed Based on Actions of Independent Contractor,” August 2018
“Contests Over Wills and Trusts: The Interaction Between Testamentary Capacity and Undue Influence,” April 2017
“Downloading Technology in Legal Practice: Amendments to the Rules of Professional Conduct,” June 2015
“Minnesota’s Amended Rules for Civil Cases: A Summary,” June 2013

Presentations

“Construction Litigation: Lessons From the Trenches Part II,” Minnesota Construction Association, June 2018
“Asset Purchases: Techniques and Best Practices to Avoid Successor Liability,” The Knowledge Group, 2016
“Arbitration Clauses in Employment and Other Business Contracts? If so, When?”
November 2013
“Closing the Estate” and “Estate and Ethics in Probate Practice,” Probate Practice: The Essential Basics, National Business Institute, 2008
“Environmental Issues in Real Estate Transactions,” Real Estate Law: Advanced Issues and Answers, National Business Institute, 2007
“Being Thorough to Close the Estate Without a Hitch” and “Common Issues to be Prepared for in Litigation and Probate,” National Business Institute, 2007
Frequent speaker and author of course materials:
- “Advanced Real Estate Law in Minnesota”
- “Fraudulent Transfers Under State Law”
- “Creditors’ Remedies and Bankruptcy Strategies”
- Seminars sponsored by National Business Institute and by numerous sponsors

Professional Liability

Experience. When it comes to defending legal malpractice lawsuits, accounting malpractice claims or ethics complaints, Lommen Abdo's experience in the upper Midwest is unsurpassed. For over 40 years, Lommen has aggressively represented its professional liability clients, including attorneys, accountants, medical providers, hospitals, insurance agents and other professionals in Minnesota and Wisconsin in the following matters:

- Professional negligence disputes
- Legal malpractice litigation
- Accounting malpractice actions
- Breach of fiduciary duty claims
- Ethics and disciplinary investigations and proceedings
- Directors and officers liability claims
- Professional licensing disputes
- Insurance coverage disputes

Moreover, Lommen is adept at representing professional liability clients in various forums, including trials, appeals, ethics investigations, disciplinary proceedings and arbitrations.

Professional liability clients and experts speak highly of our professional liability skills:

- Lommen Abdo attorneys have the ability to cut to the heart of the legal malpractice case, resulting in precise, creative and effective resolution strategies. They "get it," whereas many in this field simply don't. They are a huge asset in the defense of lawyers nationwide.
- Very few firms aside from Lommen Abdo have such an excellent command of this area of the law.
- Lommen Abdo is one of the best. Very creative problem solvers.
- Lommen Abdo is a tremendous firm for handling legal malpractice defense. The lawyers get great results at a fair price. They have an unmatched knowledge and expertise in the field.
- Phillip Cole is an aggressive, extremely effective advocate. He is extremely well-versed in this area of law.
- Lommen Abdo is extremely knowledgeable and effective in defending legal malpractice cases.
- Phillip Cole is an excellent defense lawyer.
- Lommen Abdo Law Firm is an outstanding law firm for the defense of legal malpractice actions.
- Lommen Abdo Law Firm is an excellent professional liability defense firm. They can handle extremely complex matters and do a fine job on complex coverage issues.
- I was engaged by Lommen Abdo Law Firm to serve as an expert witness for the defense in a legal malpractice action. The principal attorney handling the defense of the action was Phillip Cole. Mr. Cole is a highly competent attorney who represented his client with great skill and achieved an excellent result. He demonstrated a thorough understanding of both malpractice law and the highly technical area of real estate law that was at issue in the case.



Lommen Abdo's professional liability team is anchored by Barry O'Neil, who is certified as a civil trial specialist by the Minnesota State Bar Association. Additionally, many of Lommen Abdo's professional liability attorneys have been recognized as Minnesota Super Lawyers or Rising Stars, including Keith Broady, Barry O'Neil, Mike Moline, Bryan Feldhaus, Lauren Nuffort, and Kay Nord Hunt, who is the chair of Lommen Abdo's Appellate and Insurance Coverage Section, and who lends her appellate experience to professional liability and ethics matters.

Additionally, many of Lommen Abdo's professional liability attorneys have been recognized as Minnesota Super Lawyers or Rising Stars, including Keith Broady, Barry O'Neil, Mike Moline, Bryan Feldhaus, Lauren Nuffort and Kay Nord Hunt, who is the chair of Lommen Abdo's Appellate and Insurance Coverage Section, and who lends her appellate experience to professional liability and ethics matters.

Finally, Bryan Feldhaus recently obtained an LL.M. degree in Organizational Ethics & Compliance, which allows him to advise professional liability clients about internal compliance and ethics strategies and represent clients in internal investigations, ethics inquiries and disciplinary proceedings and disputes.

Members of this group include Keith Broady, Bryan Feldhaus, Kay Nord Hunt, Tom Jacobson, Mike Keyes, Michelle Kuhl, Mike Moline, Lauren Nuffort, Barry O'Neil and Brent Tunis.

To obtain more information about our professional liability services, contact Barry O'Neil at 612.336.9342/barry@lommen.com or, in Wisconsin, contact Kathleen Loucks at 612.336.9348/kloucks@lommen.com.

LOMMEN ABDO

MINNESOTA / WISCONSIN

March ___, 2020

Chairperson Sarah Stivland
ISD #834 School Board
Stillwater Area Public Schools
1875 Greeley Street South
Stillwater, MN 55082

Re: Proposed Engagement Agreement (**DRAFT**)
Our File No. 46336

Dear Ms. Stivland:

LOMMEN ABDO, P.A. ("Lommen Abdo") is pleased to have the opportunity to serve ISD #834 School District, Stillwater Area Public Schools, in connection with a compliance investigation.

We are providing this Engagement Agreement to you, which includes our updated client service practices, billing rates, and billing procedures. These practices, rates and procedures will govern our representation in this matter unless you have reached a different written understanding with us. We ask that you review this document and if acceptable, sign and return it to us. An electronic copy of this fully executed Engagement Agreement shall be deemed an original Agreement and will be provided to you upon request.

Personnel

One lawyer will generally be assigned primary responsibility for your case. When appropriate, additional lawyers may from time to time assist, or replace others. We attempt to assign lawyers and other personnel on the basis of experience, expertise, nature, scope of the issues, and time constraints imposed by the matter.

Basis for Fees

Depending on the nature of the representation, our fees for a particular matter are based upon a variety of factors. Those factors include the time spent on the matter, the novelty and difficulty of the questions involved, the experience, reputation, and abilities of the lawyers rendering the services, the amount at issue, the results obtained, time



Ms. Sara Stivland, Chair

March __, 2020

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limitations imposed by you or by the circumstances of the matter, and whether work on this matter will prevent the firm from rendering services to other clients. We are also guided, but not controlled, in setting fees by the customary hourly rates of our lawyers and legal assistants for working on comparable matters. These rates typically are adjusted annually. My time on this matter will be billed at \$325 per hour, which is my standard litigation rate. Other attorneys may also devote time and their time would be billed at their regular rates.

While we generally will be rendering bills on an hourly basis, there may be instances where we will be using prior work product or computer models, simulations or spreadsheets which have been developed specifically to perform services relative to your assignment. Since it is both for your benefit as well as ours to utilize these tools in providing services to you, the amount billed may not necessarily correlate with the time involved to perform all or part of your project. In all cases, however, the charges will be less than if we had to perform the tasks or services without the benefit of these tools.

Costs and Expenses

In addition to hourly-based fees, you will be responsible for the necessary costs and expenses required by your matter. These expenses may include, but are not limited to, filing fees or other fees required by governmental agencies, long distance telephone charges, delivery charges, photocopying and facsimile transmissions, and on-line legal research. These costs will be billed to you. We may also forward third-party invoices for costs and expenses to you for direct payment.

Monthly Invoices and Delinquent Accounts

We typically bill on a monthly basis. Payment is due upon receipt of the invoice. A Statement of Account will be forwarded to you automatically each month if you have any outstanding invoices. Like other businesses, Lommen Abdo requires accounts to be paid promptly. You must understand that no matter how your payment is designated to be applied, all payments received will first be applied against accrued late payment charges, then to costs or expenses advanced or incurred, and last to fees. We add a late payment charge to accounts not paid within thirty days of the invoice date. The late payment charge is currently assessed at a rate of 1% per month on any unpaid balance for corporations and .66% per month for individuals. In the event that an account becomes delinquent, the firm employs prudent collection procedures and the firm may discontinue representation. If an account goes unpaid for 120 days after the services are rendered, the account may be referred to an attorney for collection. By entering this

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Agreement, you also agree to pay all costs incurred by this firm in collecting on your delinquent account, including reasonable attorneys' fees.

You may pay by check or credit card. If you prefer to pay by check, please make your check payable to "Lommen Abdo, P.A." To pay by credit card, we accept VISA, American Express, Master Card and Discover. Attached is a credit authorization form for your convenience.

We will email monthly invoices to your email address, unless you request they be sent to you by U.S. mail.

Conflicts of Interest

We have performed a name check of our other clients to see if our representation of you would create a conflict of interest for our firm. That check was done using your name and other names you gave us before we commenced working for you. Please inform us immediately if you use other names or have affiliated companies that you wish us to check for possible conflicts.

Termination of Services

We retain the right to cease performing legal services, and to terminate our representation of you, for any reason consistent with the applicable ethical rules, including unanticipated conflicts of interest or delinquency or nonpayment of legal fees and expenses incurred on your behalf, or your failure to cooperate with us at all times during the course of our representation.

You can terminate this Agreement at any time for any reason or for no reason. If you terminate us or if we quit, you agree to pay any undisputed hourly fees and charges due through the date of termination and the Contingent Fees as they come due as hereinafter provided and any services or costs incurred, including copying charges of any files, thereafter in connection with the resultant transition to your successor counsel; and, if you request and we agree, through whatever project benchmark or assignment you want us to complete. We will, of course, extend every professional courtesy to your new counsel if we are replaced, including delivery of all files. Disputed fees and charges will be resolved by arbitration as provided in this Agreement. Unless you and we otherwise agree in writing, we shall have no obligation to retain your files beyond one year after our services conclude.

Ms. Sara Stivland, Chair

March ___, 2020

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Independent Attorney Review

We hereby advise you to seek outside counsel in connection with this agreement and your execution hereof. We cannot represent you in connection with any agreement with us and we give you no advice.

Estimates and Engagement Retainer

At your request, from time to time, we would be happy to estimate our anticipated hourly fees on particular matters but we cannot warrant that our estimates will be met, since legal costs cannot be predicted and are subject to many variables which neither we, nor you, can control.

Avoiding Disappointed Expectations and Resolving Disputes

We want to serve you well. We believe that the best way to avoid disappointments and misunderstandings is for there to be frequent and open communication between us. You understand that we make no promises or guarantees about the outcome of any matter. If a dispute between us should arise, we want to settle it quickly and fairly. We will try to do so through discussion. If we are not successful in doing so, then both parties agree to settle any dispute arising between us by prompt, confidential and binding arbitration under the auspices and pursuant to the rules of the American Arbitration Association in Minneapolis, Minnesota.

Client's Duties

You agree to be truthful to us, to cooperate and keep us fully informed of developments, to abide by this Agreement, and to pay our bills and our fees promptly.

Miscellaneous Provision

This Agreement represents the entire agreement between the parties concerned and the subject matter hereof and supersedes all prior agreements with respect thereto between the parties hereto and any of them. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors, assigns, heirs and personal representatives. This Agreement shall be subject to and governed by the laws of the State of Minnesota and all questions concerning the meaning and intention of the terms of this Agreement and concerning the validity hereof and questions relating to the performance hereunder shall be adjudged and resolved in accordance with the laws

LOMMEN ABDO, P.A.

Ms. Sara Stivland, Chair

March __, 2020

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of said state. Whenever possible, each provision of this Agreement and each related document shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement or any related document shall be prohibited by or invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity without invalidating the remainder of such provision or the remaining provisions of this Agreement or such related documents. This Agreement may not be and shall not be deemed or construed to be modified, amended, rescinded, cancelled or waived in whole or in part except by written instrument signed by the parties hereto.

Signing

If you agree, sign and return. Please indicate your approval and agreement to the scope and terms of our engagement by executing this letter and returning it to me. If you have any questions, please call me.

Questions

One of our goals is to ensure that legal services are delivered effectively and efficiently and that all billings are accurate and understandable. Please direct any questions about services or billing practices to me.

LOMMEN ABDO, P.A.

By:
Bryan R. Feldhaus

I have received and hereby accept the terms of this Engagement Agreement and Policies this _____ day of _____, 2020.

ISD #834 School Board

By: _____
Its: _____

LOMMEN ABDO, P.A.

Ms. Sara Stivland, Chair

March __, 2020

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Credit Card Authorization

For your convenience Lommen Abdo, P.A. accepts Visa, MasterCard, American Express & Discover credit cards. For credit card authorization, please complete all the information below.

Expiration
Date: _____

Amount
Charged: _____

CC NUMBER: _____ (SEC. CODE)

CARD HOLDER ADDRESS: _____

CARD HOLDER SIGNATURE: _____

Phone: _____

Email (optional): _____

Approval By Phone:

Matter#: _____



Bryan R. Feldhaus

Areas of Practice

Commercial Litigation, Complex Litigation, Compliance, Intellectual Property Litigation, Professional Liability

Office Location

Minneapolis, Minnesota

Profile

As a shareholder at Lommen Abdo, P.A., Bryan Feldhaus provides clients practical, business-savvy legal advice in three areas: he helps clients develop litigation and compliance strategies to mitigate their business risks; he analyzes and advises clients on legal, regulatory and compliance interests to improve business sustainability; and he manages and advocates for clients in litigation and regulatory proceedings to remediate liability concerns.

Bryan enjoys providing these services to clients across the legal spectrum, including in business litigation, shareholder/partnership litigation, insurance coverage disputes, professional negligence matters and intellectual property litigation. He also works on appellate matters in the Minnesota Court of Appeals, Minnesota Supreme Court and the Eighth Circuit Court of Appeals.

One growing area of his practice is as compliance counsel. Bryan recently obtained an LL.M. degree in Corporate Compliance and Organizational Ethics from the University of St. Thomas School of Law, which degree focused on the intersection of corporate law, business and organizational ethics. His degree allows him to serve as compliance counsel to our corporate and business clients and will empower him to more effectively advise clients about their regulatory obligations, help clients devise and implement compliance and ethics strategies, and manage a client's litigation, regulatory investigations or enforcement proceedings to improve their business sustainability. He obtained his Cybersecurity and Privacy Law Certificate from Mitchell Hamline School of Law in 2019.

Finally, he's been successful in a variety of legal matters such as litigating patent malpractice cases, assisting with the exoneration of Koua Fong Lee, and securing a settlement for Kristen Hall for her partnership share of the popular band Sugarland. He has been recognized as an Up & Coming Attorney by *Minnesota Lawyer* and as a Rising Star by Minnesota Super Lawyers.

When Bryan is not advising clients with their litigation, compliance or ethics concerns, he's spending time with his two kids at their family cabin; or enjoying the outdoors during a round of golf or an afternoon on the slopes.





MITCHELL | HAMLINE
School of Law



Education

University of St. Thomas, B.A., biology, philosophy, 2003
University of St. Thomas School of Law, J.D., 2006; LL.M., Corporate Compliance and Organizational Ethics, 2015
Mitchell Hamline School of Law, Cybersecurity and Privacy Law Certificate, 2019

Bar Admissions

Minnesota, 2006
U.S. District Court District of Minnesota, 2006

Memberships

Federal Bar Association
American Bar Association
Minnesota State Bar Association
Hennepin County Bar Association
Hon. Jimmie V. Reyna IP Inn of Court

Published Articles

"Effective Compliance in Small-to-Midsize Businesses," *Upsize Minnesota*, May/June 2019
"Electronic Logging Devices: A Hacker's New Window to Your World?" April 2018
"Technological Literacy: The New Normal for Legal Practice," *Hennepin Lawyer*, January 2018
"Downloading Technology in Legal Practice: ABA Formal Opinion 477," *Minnesota Lawyer*, June 2017
"Contests over Wills and Trusts: The Interaction Between Testamentary Capacity And Undue Influence," May 2017
"Fourth Circuit Court of Appeals Holds Insurer Obligated to Defend Data Breach Claims Under Commercial General Liability Policy," April 2016
"Downloading Technology in Legal Practice: Amendments to the Rules of Professional Conduct," June 2015
"Minnesota's Amended Rules for Civil Cases: A Summary," June 2013
"Time to take a look at patent prosecution practices," *Minnesota Lawyer*, August 2011
"Why employers must address networking sites," *Upsize Minnesota*, April-May 2010
"Here's how to bring home revenue due," *Upsize Minnesota*, June-July 2009

Presentations

"Counseling Compliance in Small-to-Midsize Businesses (SMBs)," Minnesota CLE, October 2018
"2018 National Legal Malpractice Conference, ABA, September 2018
"Downloading Technology in Legal Practice: ABA Formal Opinion 477 & Cybersecurity Best Practices," Hennepin County Bar Association, October 2017
"Professionalism & Ethics: Downloading Technology in Legal Practice; Amendments to the Rules of Professional Conduct," Hennepin County Bar Association, September 2017
"Civil Litigation A to Z: The End Game - Making Post-Trial Motions & Initiating Appeals," Minnesota CLE, June 2017
"Minnesota Civil Practice Deskbook: Post-Trial Motion Procedures and Appeals," Minnesota CLE, June 2014

"Social Media and Your Workforce: Asset, Liability or Both? What do I do?" Lommen
Abdo Focuses on Prevention: A Seminar to Help Employers Reduce Risk and
Headaches, November 2013
"The Loss of Chance Doctrine in Minnesota: *Dickhoff v. Green*," Minnesota CLE, 2013
"Verdicts, JNOV, Post Trial Procedures and Motions," How to Litigate the Civil Case in
Minnesota, Minnesota CLE, December 2011

LOMMEN ABDO

MINNESOTA / WISCONSIN

March 11, 2020

VIA EMAIL

Mark Burns
#ISD 834 School Board
Stillwater Public School
1875 Greeley Street South
Stillwater, MN 55082
burnsm@stillwaterschools.org

Re: Proposed Engagement for Compliance Investigation
Our File No. 46336

Dear Mark:

Thank you for contacting me about the proposed engagement on behalf of the ISD #834 School Board (Stillwater Public Schools). Per your request, please find enclosed the following documents for the Board's review and consideration:

1. Proposed Engagement Agreement for Lommen Abdo, P.A.;
2. General Firm Resume for Lommen Abdo, P.A.;
3. Biographical Information for Keith J. Broady, Esq.;
4. Biographical Information for Bryan R. Feldhaus, Esq.;
5. Firm Resume (Compliance) for Lommen Abdo, P.A.; and
6. Firm Resume (Professional Liability) For Lommen Abdo, P.A.

As I previously indicated, Keith Broady and I would handle this matter on behalf of the School Board. Keith has substantial experience in commercial litigation and school board matters given his prior tenure on the St. Louis Park School Board from 1998 to 2005, including his service as Vice-Chair and Chair during that period. My experience is focused on commercial litigation, compliance and ethics, and professional liability matters. Should you require any additional information regarding our professional qualifications or Lommen Abdo, please do not hesitate to contact me.

Very truly yours,



Bryan R. Feldhaus

BRF
Enclosures



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MINNESOTA / WISCONSIN

Compliance

Insight.

To maintain sustainability in the burgeoning regulatory environment, businesses must optimize risk by balancing profitability with legal and regulatory obligations. Lommen Abdo can help your company achieve that balance by serving as outside compliance counsel and leveraging its unique legal, ethics and compliance insights for your business.

Areas of expertise:

- Implement compliance and ethics protocols
- Mitigate legal and regulatory risks
- Complete internal investigations, regulatory examinations and filings
- Guide your company's regulatory examinations, enforcement actions and litigation
- Recommend organizational ethics protocols, corporate compliance best practices, and compliance risk and loss mitigation strategies
- Provide legal advice regarding your company's regulatory obligations such as
 - The Foreign Corrupt Practice Acts (FCPA)
 - BSA/AML regulations
 - Health Insurance Portability and Accountability Act of 1996 (HIPPA)
 - The Fair Credit Reporting Act
 - The Fair and Accurate Credit Transactions Act
 - The Food, Drug & Cosmetic Act
 - Environmental regulations
 - Data security initiatives and regulations

Additionally, Lommen Abdo can serve your business by recommending strategies to improve business performance.

Lommen Abdo's compliance team is led by Bryan Feldhaus, who holds an LL.M. degree in Corporate Compliance and Organizational Ethics from the University of St. Thomas School of Law. Mr. Feldhaus serves as outside compliance counsel by advising clients about their legal and regulatory obligations, devising and implementing compliance and ethics programs, and managing clients' internal investigations, litigation or regulatory enforcement proceedings.

To obtain more information about our services, you can contact Bryan Feldhaus at 612.336.9351/ bryan@lommen.com in Minnesota and, in Wisconsin, contact Kathleen Loucks at 612.336.9348/kloucks@lommen.com.



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MINNESOTA / WISCONSIN

Firm Resume

Lommen Abdo, P.A. is a mid-size regional law firm offering litigation and appellate services, services to businesses and entrepreneurs, and counsel to individuals. Our areas of expertise include:

Business Law & Wealth Planning Issues

- Corporate and Partnership Law
- Mergers & Acquisitions
- Financing & Securities Law
- E-commerce Issues
- Business Succession Planning
- Real Estate
- Estate Planning
- Probate
- Transportation Business Issues
- Closely Held or Family Businesses
- Compliance
- Creditors' Remedies
- Employment Law
- Shareholder/Owner Disputes

Employment Issues

- Handbooks and Personnel Policies
- Discrimination and Harassment
- Employment, Confidentiality & Non-Compete Agreements
- Professional Licensing & Discipline
- Employment Counseling & Training
- Investigations

Litigation & Appeals

- Appeals
 - Minnesota Appellate Courts
 - Wisconsin Appellate Courts
 - Seventh & Eighth Circuit Courts of Appeal
 - U.S. Supreme Court
- Commercial Litigation
- Professional Liability
- Shareholder Disputes
- Personal Injury & Wrongful Death
- Insurance Coverage Disputes
- Products Liability
- Securities Litigation
- Real Estate and Title Litigation
- Intellectual Property Litigation
- Construction Law
- Employment Disputes
- Bankruptcy Adversaries
- Family Law
- Transportation Litigation
- Will Contests, Probate and Trust Litigation
- Vaccine Injury Litigation

The firm is heralded by its peers for the quality of its legal services to corporate, government, non-profit entities, as well as individual clients, in Minnesota and Wisconsin. Martindale-Hubbell, Inc. awarded the firm its highest rating both for its legal ability and as a recommendation. Lommen Abdo integrates its legal expertise, valuable experience, state-of-the-art technology, and knowledge of both the legal system and the business and government communities in which we live to provide quality services.



Litigation and Appellate Services:

Success requires experience, expertise, preparedness, tenacity and a true client partnership. Success in the courtroom is second nature to the attorneys at Lommen Abdo. From landmark cases in legal malpractice to automobile accident claims or contract disputes to appellate advocacy, Lommen Abdo can provide you with sage and prudent counsel.

The firm's litigation practice is diverse and includes complex commercial litigation; professional liability disputes, including officers & directors and fiduciary issues; insurance coverage disputes; personal injury; property damage; subrogation claims; products liability; employment disputes, including discrimination, harassment and contract claims; environmental hazards; construction litigation; automobile and general negligence; real estate and title insurance litigation; workers' compensation; transportation litigation; creditors' rights and bankruptcy adversaries. The firm devotes substantial resources to the representation of professionals, including lawyers and accountants, in professional liability disputes and related matters.

Lommen Abdo's appellate department has handled over 600 appeals in the Minnesota and Wisconsin state courts and the federal courts. Lommen Abdo regularly associates with other law firms on appeal so they can obtain Kay Nord Hunt's expertise and experience. The Appellate Section works with virtually every area of the law. On the average, Kay Nord Hunt appears before the Minnesota Court of Appeals and the Minnesota Supreme Court 25 to 50 times a year. Ms. Hunt is also a frequent lecturer on appellate practice issues. She is one of five Minnesota attorneys who are members of the prestigious American Academy of Appellate Lawyers.

Over and over, other attorneys have identified the attorneys of Lommen Abdo as preeminent litigators and appellate advocates:

- Five Lommen Abdo attorneys are listed in the "Best Lawyers in America."
- Nine Lommen Abdo lawyers are on the Super Lawyers list: two were on the list of Top 100 Super Lawyers and Top 50 Women Super Lawyers; and one has been selected as a Rising Star by Minnesota Super Lawyers.
- Lommen Abdo is listed as one of the Best Law Firms in America in appellate and professional liability by U.S. News & World Report.
- Lommen Abdo receives the highest rating for its legal ability from Martindale-Hubbell, Inc., a primary source for information on attorneys and law firms nationwide.

Corporate, Commercial and Wealth Planning Issues:

Lommen Abdo engages in the practice of corporate law, including corporate finance and securities regulation; mergers and acquisitions; reorganizations; public and private offerings; and federal, state and local taxation. The commercial practice group engages in the prevention and resolution of clients' business problems, including counseling on operational issues that arise from clients' daily business activities such as contract or employment-related issues. Residential and commercial real estate, condemnation, municipal law, and creditors' remedies round out the major emphases of the group's practice. The members of the Corporate Commercial and Wealth Planning Section pride themselves on attaining a high degree of familiarity with each client's business. They believe that understanding and caring about what clients do enhances the level of services Lommen Abdo provides.

The services offered include estate planning, business succession planning, tax planning and probate.

Transportation Issues:

The transportation lawyers at Lommen Abdo understand the moving landscape of transportation law. They provide legal advice from the board room to the loading dock on issues unique to the industry as well as those issues crossing industry borders. Through our affiliation with attorneys all over North America, the Lommen Abdo transportation lawyers can work through almost any transportation issue facing your business. Members of the transportation group include Stacey DeKalb, Bryan Feldhaus, Kay Nord Hunt, Brent Johnson, Jamie Johnson, Reid Lindquist, Lauren Nuffort, Barry O'Neil and Deb Swenson.

Lommen Abdo's attorneys have been identified as preeminent business lawyers, estate planners and corporate counsel. As noted above, our attorneys have been listed as Best Lawyers in America® and on the Super Lawyers list.

Testimonials:

- Lommen Abdo Law Firm provides valuable services at cost-effective rates to their clients. Their knowledge and experience is outstanding and only eclipsed by their compassion and desire to exceed the expectations of their clients. They have always proven to be a strong advocate for their clients. Lommen Abdo Law Firm is a great firm, made up of great people.
- Lommen Abdo Law Firm has great depth of expertise and decades of "client first" focus. They are personable and helpful in every instance. I highly recommend this firm.

At Lommen Abdo, legal acumen is a given. It's how we use it on your behalf that makes us the law firm you want to do business with. We would be pleased to answer any questions you may have about our practice or our training subsidiary. Contact any of the members of our firm or Margie Bodas, practice manager, at 612.339.8131, 800.752.4297 or margie@lommen.com. Visit our virtual office at www.lommen.com.



March 18, 2020

Ms. Sarah Stivland
Board Chair, Stillwater Area Public Schools
1875 Greely Street S.
Stillwater, MN 55082

Dear Ms. Stivland:

The purpose of this letter is to present my qualifications as an independent investigator, for consideration by the Stillwater Area Public Schools Board. My public sector Curriculum Vitae is attached.

I am an experienced labor and employment law attorney and former litigator, licensed to practice law in Minnesota since 1994. I have been conducting municipal (state, city, county, school district, college and university, etc.) and private sector employment complaint and fact-finding investigations for approximately 25 years. Since 2007, when I founded Soldo Consulting, P.C., my work is exclusively focused on conducting high-level, complex and multi-faceted employment investigations. I independently handle all aspects of an investigation. I also routinely testify about my investigation process and findings in court, and administrative and grievance hearings. Some of my published investigation work can be found online. Additional information about my work can also be found on my website at www.soldoconsulting.com and via my LinkedIn profile found at <https://www.linkedin.com/in/michelle-soldo-5976948/>.

My investigation process and resulting work product are designed to gather and assess all relevant facts, fully inform decision makers, and create an important record of the due diligence undertaken by an organization to understand and manage organizational challenges. I am well versed in and fully comply with due process and data practices requirements. I issue a detailed report which typically includes: 1) a procedural background section detailing the investigation process; 2) an investigation record section which includes all information considered that supports the findings; 3) a factual background section or addendum that provides a detailed historical or chronological account of key events; 4) a section discussing the investigation findings and factual basis for findings; and 5) a section citing all exhibits or referencing an attached exhibit list. In most cases, I also provide detailed summaries of the information provided by witnesses interviewed. In all cases, I provide electronic copies of the investigation report and exhibits and will also provide a hard copy of those documents if requested.

Mindful of cost, I offer and will extend to the Stillwater Area Public School Board, a discounted municipal rate of \$155 per hour. I bill mileage at the current IRS rate, copy charges at \$.20/per copy and bill postage costs incurred.

I do not have any prior professional or personal association with the School District, District Board members, District Administrators or staff currently identified on the District's website. While I am often referred by law firms and attorneys to conduct employment investigations, I do not have any professional or personal association with another law firm or attorney that I am presently aware would create a conflict.

Thank you for your consideration of my qualifications. I welcome the opportunity to assist your organization now or in the future.

Respectfully submitted,

Michelle M. Soldo

Michelle M. Soldo
Attorney & Investigator

MICHELLE M. SOLDO

Telephone: 651-238-3748
Email: msoldo@soldoconsulting.com

PROFESSIONAL PROFILE

- Distinguished legal career - 26 years of experience representing public, private and non-profit organizations in labor law, employment law and legal compliance matters; providing expertise and advice in the areas of human resources management, labor relations, organizational and leadership development and the investigation of employment-related complaints. Accomplished record of identifying, streamlining, developing and implementing organizational operations and risk management strategies and solutions.
 - Articulate and effective communicator with excellent team-building and interpersonal skills. Works well with individuals at all organizational levels. Recognized as creative, confident and influential problem solver and decision maker.
 - Innovative training and development professional with extensive experience in the design, delivery, evaluation, and enhancement of employer training and development programs.
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EDUCATION

- Juris Doctor - May 1994 (Cum Laude), William Mitchell College of Law, St. Paul, MN
 - Bachelors of Business Administration (Cum Laude) - June 1990, University of Minnesota, Duluth, MN
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PROFESSIONAL EXPERIENCE

Legal Consultant & Investigator
Soldo Consulting, P.C. - March 2007 to Present

- Serve as an expert resource for employers and high-level administrators with respect to labor and employment law matters, including regulatory compliance, strategic business initiatives, workforce training and development, human resource management, workplace best practices, organizational enhancement, project management, performance measurement and management, government relations and other organizational consulting functions.

Professional Training & Development Consultant
Workforce Training Consultants, LLC – January 2009 to Present

- Assist public and private sector employers to identify organizational training needs and customize and present professional training and development programs to fit those needs.

Attorney and Managing Partner

Carlson and Soldo, P.L.L.P. - May 1997 to March 2008

- In May 1997, founded Carlson & Soldo, P.L.L.P., a successful labor and employment law firm that served private and public sector clients including the Minnesota Counties Insurance Trust and its 87 County members. From May 1997 through February 2007 served as firm managing partner.

Associate Attorney

Ratwik, Roszak & Maloney, P.C., Minneapolis, Minnesota, March 1995 to May 1997

- Represented public and private sector clients in employment and school law matters including: employment related litigation; grievance arbitration; investigation and defense of harassment and discrimination claims and internal complaints; negotiation, drafting and administration of collective bargaining agreements; employee discipline and discharge; investigation of employee complaints and misconduct; teacher and student disciplinary matters; special education issues; drafting and enforcement of policies and contracts; and investigation of internal complaints.

Labor Relations Specialist

Minnesota State Colleges and Universities (now MnSCU), August 1991 to March 1995

- Worked under the direction of the Vice Chancellor of Labor Relations and Vice Chancellor of Finance. Advised and represented college Presidents and labor relations and human resources personnel regarding labor and employment matters. Extensively involved in the pre-merger negotiation and consolidation of State Community College and Technical College collective bargaining agreements.

CONSULTING EXPERIENCE

Legal Representation and Consulting

- Provide labor and employment law, human resources management and regulatory compliance expertise and support to public and private employers.
- General Counsel for Community Action Partnership of Ramsey & Washington Counties, November 2007 to 2014.
- Labor Counsel and Chief Negotiator, Lakes & Pines Community Council, January 2011 to the present.

Employment Investigations

28 years of experience conducting more than 500 high-level, complex and sensitive employment investigations on behalf of public and private sector employees, providing an objective and comprehensive assessments of the issues raised. Issues investigated include:

- | | | |
|--|---|--|
| • Fraud, Financial Fraud & Theft | • Assault/Sexual Misconduct | • Discrimination (age, race, national origin, gender, sex, disability, hostile work environment, reprisal) |
| • Death Reviews/Root Cause Analysis | • Attorney, Judge, Physician, Police Officer, Firefighter & Employee Misconduct | • Inappropriate Use of Employer Property & Technology |
| • First Amendment, Title VII, ADA, OCR, EEOC, MDHR & Veterans Claims | • Litigation Risk Reviews | • Conflicts of Interest |
| | • Regulatory Compliance | |
| | • Harassment/Reprisal | |

Organizational Reviews and Risk Management Assessments

Design and conduct comprehensive organizational reviews and risk management/conflict resolution assessments for public and private sector employers. Recent projects include:

- 2019-2020 Laq Qui Parle County work environment review and assessment
- 2019-2020 Saint Louis County work environment review and assessment
- 2018 Wadena County work environment review and risk assessment
- 2018 Steele County work environment review and risk assessment
- 2015 Crow Wing County Social Services organizational review and work environmental scan
- 2013 Crow Wing County Public Works Department organizational review and risk management assessment
- 2011 City of Northfield Fire Department organizational review and risk management assessment
- 2011 Itasca County Administrative Services Department review and conflict resolution assessment
- 2011 City of Maple Grove Public Works Department organizational review and risk management assessment
- 2009 Community Action Agency-wide organizational review and risk management assessment
- 2009 City of Ames, Iowa Public Works/Lineman Operations Department conflict resolution and risk management assessment
- 2008 Dodge County Human Resources organizational review and conflict resolution assessment

Professional Coaching and Development:

Provide one-on-one coaching to public and private sector professionals who seek to improve their management/supervisory confidence and performance.

Customized Training and Development

Conduct high-impact seminars and workshops ranging from 2 hours to 16 hours in length on such topics as:

- Conducting Workplace Investigations
- Auditing Internal Policies and Procedures
- Responding to Claims Filed with the Equal Employment Opportunity Commission, MN Department of Human Rights, MN Commission on Civil Rights, & MN Occupational Safety & Health Administration
- Defending Minnesota Veteran's Preference, Civil Service Commission and Merit System Appeals
- Defending Department of Economic Security Claims
- Developing and Strengthening Hiring & Discharge Practices
- Effectively Developing & Utilizing Performance Evaluations

- Creating an Effective Performance Management (Evaluation, Discipline and Discharge) System and Record
- Minnesota Government Data Practices Act Requirements and Compliance
- Family Medical Leave Act and Americans with Disabilities Act Compliance
- Wage and Hours Laws Compliance
- Sexual Harassment Prevention
- Workplace Violence Prevention
- Diversity Training
- Team Building
- Private, Nonprofit Corporation Risk Management Strategies
- Team and Workforce Conflict Resolution

Training and development clients include:

- Minnesota Continuing Legal Education
- Board of Cooperative Educational Services of New York State (NYBOCES)
- National Public Employer Labor Relations Association (NPELRA)
- Minnesota Public Employer Labor Relations Association
- Iowa Public Labor Relations Association
- City of Ames, Iowa Human Resources, Police and Fire Departments
- Upper Midwest Labor & Emp. Law Institute
- National Business Institute
- Minnesota Association of County Administrators
- Hennepin County Court Admin. & Personnel
- Minnesota Association of County Social Workers
- City of St. Paul Mayor’s Advanced Manager Training Academy
- City of St. Paul Fire Department
- Stearns County Fire & Police Departments
- Anoka-Hennepin School District
- Washington County School District
- Minnesota Department of Administration
- Minnesota County Treasurer’s Association
- Itasca County Managers, Supervisors & Law Enforcement Personnel
- Washington County Administrators, Managers & Supervisors
- City of Woodbury

Organizations Served:

Cities

- | | | |
|------------------------|-----------------------------|-----------------------|
| • City of Minneapolis | • City of Ames, Iowa | • City of Bagley |
| • City of St. Paul | • City of Minneapolis | • City of Bloomington |
| • City of Maple Grove | • City of Maplewood | • City of Rochester |
| • City of Northfield | • City of Crystal | • City of Park Rapids |
| • City of Anoka | • City of Stillwater | • City of Blaine |
| • City of Edina | • City of Brooklyn Park | • City of Farmington |
| • City of Eden Prairie | • City of Mankato | • City of Rice Lake |
| • City of Champlin | • City of Apple Valley | • City of Richfield |
| • City of Monticello | • City of Mendota Heights * | • City of Woodbury |
| • City of Becker | • City of St. Francis | • City of Fairmont |
| • City of Cloquet | • City of Waite Park | |

Counties

- | | | |
|---------------------|--------------------|---------------------|
| • Hennepin County | • Sherburne County | • Blue Earth County |
| • Washington County | • St. Louis County | • Goodhue County |
| • Dakota County | • Ramsey County | • Houston County |
| • Itasca County | • Stearns County | • Jackson County |
| • Dodge County | • Beltrami County | • Mahnomen County |

- Mille Lacs County
- Aitken County
- Rice County
- Sibley County
- Traverse County
- Waseca County
- Wadena County
- Crow Wing County
- Steele County
- Pennington County

State of Minnesota Agencies & Other

- Minnesota Management & Budget Office
- Human Services Department
- Department of Administration
- Metropolitan Council
- Perpich Ctr. for Arts Ed.
- Public Safety Department
- Office of Enterprise Technology
- Veterans Home
- Minnesota Zoo
- Commerce Department
- Trade & Economic Development Department
- Bureau of Criminal Apprehension
- Attorney General's Office
- Council on Black Minnesotans
- Corrections Department
- Court System Education Department
- Employment and Economic Development Department
- Finance Department
- Revenue Department
- MN Human Rights Dept.
- Labor and Industry Department
- Minnesota State Lottery
- Metropolitan Council
- Metropolitan Airports Commission
- Minnesota State Colleagues & Universities
- Minnesota State Retirement Association
- Natural Resources Department
- Public Safety Department

Colleges and Universities

- Saint John's University
- College of Saint Benedict
- Saint John's Abbey
- Metropolitan State University
- Saint Cloud State University
- Winona State University
- Mankato State University
- Moorhead State University
- Anoka-Ramsey Technical College
- Rochester Technical College
- Dakota County Technical College
- Inver Hills Community College
- Normandale Community College
- Bemidji State University

School Districts/Charter Schools

- Board of Cooperative Educational Services (BOCES) of New York State (Investigation Training for NY School Superintendents, HR Directors, EO Staff and Investigators)
- Anoka-Hennepin School District
- South Washington County School District
- Liberty High Charter School
- Elom International Charter School
- Seven Hills Classical Academy Charter School

Community Action Agencies and Associations

- Community Action Partnership of Ramsey & Washington Counties
- Lakes & Pines Community Action Council
- Minnesota Community Action Partnership (MinnCAP)

PROFESSIONAL AFFILIATIONS

- Minnesota State Bar Association
- National Public Employer Labor Relations Association
- National Association of Professional Athletes

COMMUNITY INVOLVEMENT

- Volunteer advocate for victims of domestic abuse
- Volunteer mediator for victim-offender mediation programs
- Volunteer advocate for displaced children
- Volunteer advocate and speaker for Minnesota Head Start Programs
- Volunteer mentor for St. Thomas School of Law students
- Involved in outreach efforts for Compassion International

PAMELA M. HARRIS

ATTORNEY AT LAW

PROFESSIONAL BIOGRAPHY

Skilled employment law attorney representing employers since 1978. Trusted business partner. Unique blend of public and private sector experience.

Particular Legal Skills

- Issue analysis
- Legal compliance and strategy
- Employment investigations
- Manager training – group and individual
- Defense – agency and second chair litigation

Public Sector Experience

- City Council Member – City of Falcon Heights - 14 years
- Services to Minnesota State Agencies –
 - Trainer - Minnesota Department of Human Rights – 8 years
 - Trainer - Minnesota Department of Employment and Economic Development – 8 years
 - Employment Issues Investigator – 12 years

Private Sector Experience

- Employment law advisor to employers in multiple industries – 41 years
 - Counsel business owners and managers
 - Manage human resource problems: employee investigations; compensation plans; separation arrangements; employment, non-competition and independent contractor agreements; employee handbooks and personnel policies.
 - Manage litigation
 - Train managers and employee groups
 - Resolve disputes
- Board Member of Northeast Bank – 10 years
- General Counsel of Reading & Math, Inc. – 5 years

PAMELA M. HARRIS

February 24, 2020

Page 2 of 2

Education

Hamline University School of Law, St. Paul MN
J.D. cum laude 1978

University of Minnesota, Minneapolis MN
B.A. cum laude

St. Catherine University, St. Paul, MN
MLIS with honors 2014

Current Civic Commitments

Friends of Ramsey County Library – Vice President of the Board

Linnea Residential Home – Member of the Board

Beta Phi Mu library honor society – Minnesota Chapter President

Additional Details Upon Request

Steve Wischmann, CPA, CFE, CFF, MAFF, CGMA

SHAREHOLDER // AUDIT

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“In my 33 years as a CPA, I am most proud of my service to government clients and being recognized as a trusted advisor.”

// CONTACT:

Steve specializes in auditing governmental and nonprofit entities. With more than 30 years of experience, he provides expertise in governmental audits, forensic accounting and enterprise risk assessments. Steve provides service to numerous governmental audit clients such as cities, schools, colleges and universities and performs forensic accounting projects and enterprise risk assessments.

Steve received his bachelor’s degree from St. Cloud State University. He volunteers with the St. Cloud Lions and St. Cloud All City High School Marching Band.

<https://www.bergankdv.com/our-people/steve-wischmann-cpa-cfe-cff-maff-cgma/>