

To: HCPA Board of Directors

From: Steve Caldeira

Subject: Outside general counsel Michael Boucher

Date: Friday, October 6, 2023

HCPA's outside general counsel, Michael Boucher, has notified me that he is voluntarily withdrawing from the partnership at his current law firm, Crowell & Moring LLP (Crowell) in Washington, D.C., and will be moving his law practice to Steptoe & Johnson LLP (Steptoe), also in Washington, D.C. Michael's last day at Crowell will be Friday, October 6, 2023, and he will become a partner at Steptoe on the next day. I highly recommend HCPA's continuing its outside general counsel relationship with Michael at his new law firm for the following reasons.

Michael has been outside general counsel to HCPA since January 2020, when he assumed the role vacated by his retiring partner, John Conner. Before then, Michael had been continuously working on legal matters for HCPA since he became an attorney in 1995.

Recently, he has provided advice and support to HCPA on a wide range of legal issues, including chemical, pest control, and consumer product regulation, litigation, corporate governance, antitrust, employment law, executive compensation, vendor contracts, and political law.

Most recently, Michael has been working with Lisa Stover, Thomas Nordby, and Daniel Watford at CLA, chair Rebecca Korwin, Treasurer Lisa Pankiewicz, and me to prepare a new spending policy for HCPA and to make corresponding amendments to HCPA's bylaws.

Michael also has been working with the same team, plus Nicholas Georges, to analyze the legal agreements governing the services provided to many industry groups for a fee by Ignite Solutions. This continuing analysis is needed for HCPA to accurately understand the revenue that it is owed by Ignite Solutions. In addition, Michael will adjust Ignite Solutions' existing legal arrangements, where needed, to ensure both efficient administration of work and a reliable stream of revenue to HCPA. Michael's ongoing work on Ignite Solutions is very important to HCPA, and I am eager not to change horses in midstream.

I understand from Michael that there are no obstacles to his continuing his legal representation of HCPA at Steptoe. Steptoe has also confirmed that there is no conflict of interest for the firm take on HCPA as a new client, which they would welcome, and there is no expectation that Steptoe will alter the billing arrangements that HCPA has had most recently with Crowell for Michael's legal services. It is for all these reasons and more that I have decided to move forward with continuing the relationship with Michael at Steptoe. I have also discussed this decision with Board Chair Rebecca Korwin, and she wholeheartedly agrees.

Michael's colleague, Nina MacLeay, also will be leaving Crowell and joining Michael at Steptoe, to support his practice, and they will both have access at the new firm to colleagues who will be able to support HCPA in all expected areas of legal need. In short, Michael ensures me (and HCPA) of a smooth transition of HCPA's legal work from Crowell to Steptoe.

I hope that this memorandum is useful to the board. We expect to sign a letter of engagement with Steptoe next week. I invite any questions about it and will be in touch when the new agreement with Steptoe is officially signed.