

**MICHAEL B. GREEN, ESQ.**  
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## **ADMISSIONS**

All New York State Courts; United States Supreme Court; 2<sup>nd</sup> Circuit Court of Appeals; and the US District Court for the Southern and Eastern Districts of New York

## **CONTRACT MANAGEMENT AND LEGAL EXPERIENCE**

### **NORTH SHORE – LONG ISLAND JEWISH HEALTH SYSTEM, INC.**

New York, N.Y. (6/2010 – Present)

DIRECTOR OF IT CONTRACTS

This non-profit healthcare system is one of the largest in the US employing more than 40,000 employees with an operating budget in excess of \$5 Billion dollars. This health system is comprised of over 70 affiliated facilities including 15 hospitals and 11 long term care facilities. Responsibilities include:

Serving as senior advisor to executive management on major IT related contracts for the entire health system enterprise with a total value of projects in the first six months exceeding \$100M including a \$30M, 5 year master telecom agreement.

Directing, planning and coordinating project contract activities to proactively ensure goals and objectives of large enterprise wide inpatient and outpatient Clinical Information Systems will be accomplished within prescribed time-frames, vendor budget and funding parameters.

Managing all aspects of assigned projects including the protection of confidentiality of PHI and compliance with HIPAA, ARRA, the HI-TECH Act, FERPA, HEAL grant, RHIO, CCHIT and other health care administrative and financial reporting requirements.

Coordinating and supervising activities of various teams to ensure all contracts are in compliance with applicable laws and regulations as well as that maximum ROI is achieved by leveraging best practices and strong, strategic and effective negotiation tactics.

### **MAXIMUS, Inc.**

New York, N.Y. (3/2009 – 6/2010)

DIRECTOR OF CONTRACTS & IN-HOUSE ATTORNEY

MAXIMUS, employing over 6000 persons and generating over \$700M in annual revenues, is the leading provider of software customization, consulting and administration of government, health and human services programs, including Medicaid, CHIP, Medicare, Employment Services and Education.

Initially recruited to direct and manage all contract and legal matters for its \$55M, 5-year contract with the New York City Department of Education to develop a customized Special Education Student Information and Compliance System to track over 200,000 students over a 15-20 year span per student.

Served as lead Contracts Director on all major technology and systems based contracts in the Company's Consulting, Education, ERP, Health Services and Tax Credit divisions

advising the CEO, CFO and division Presidents on contract risk analysis and mitigation through the use of best practices to maximize its return on investment.

Successfully and proactively managed projects to ensure no liquidated damages are assessed and that risks and costs associated with out of scope requests were mitigated.

Re-negotiated contracts with staffing firms and vendors by transitioning payment terms from hourly time and materials with unlimited overtime provisions to lower margin, fixed price arrangements which effectively achieved substantial savings to project budgets.

Key adviser in project management processes including scope management, deliverables acceptance process, requirements capturing and change control.

Served as Requirements Manager acting as a centralized hub interfacing with all project teams, the client and third party independent verification and validation (IV&V) to ensure no out of scope work was performed without proper change orders and additional compensation.

Primary interface between client, vendors, staffing agencies and subcontractors regarding contract administration focusing on contract compliance for each entity, change order negotiation and remaining diligent to ensure contract terms and conditions supported maximizing company business and profit goals while minimizing risks, penalties and costs.

Prepared all contract correspondence for formal submission. Maintained complete and legally compliant contract and subcontract records including change management negotiation history and final acceptance documentation.

Worked closely with company financial directors to maintain budget boundaries and ensured compliant invoice preparation and timely receipt of payments. Functioned as cost-containment filter to mitigate costs, penalties, expenses and losses.

Responded to and assisted in negotiating client RFP's and prepared, reviewed, negotiated and participated in awarding subcontract and vendor RFP's.

Ensured appropriate use and negotiation of Nondisclosure Agreements, Teaming Agreements, Subcontracts, Licensing Agreements and all other agreements. Ensured proposals were prepared and revised in accordance with corporate policy.

**PENCOM SYSTEMS INCORPORATED**, New York, N.Y. (6/1997 – 3/2009)

GENERAL COUNSEL AND DIRECTOR OF CONTRACTS

Enjoyed progressively increasing responsibility and oversight for the contract, procurement, business and legal affairs of a 35 year old conglomerate of privately held and public enterprises including computer consulting, contract programming, network and systems administration and full time technical placement services as well as software, web and Internet development, primarily in the U.S. and Canada.

Served as companywide cost containment center rather than traditional cost center to maximize company's return on investment and liability exposure effectively saving the company over \$10M.

One of the four key decision makers on all major corporate initiatives along with the CFO, VP of Operations and the CEO/Founder. Advised and led bankruptcy initiatives as both debtor and creditor. Served on several bankruptcy creditor committees on behalf of company.

Guidance to parent and affiliates as well as each respective board, management and staff concerning all contract, commercial and residential lease, RFI/RFP, intellectual property and software license issues.

Drafted, reviewed, negotiated and enforced all contract issues focusing on protection of trade secrets, copyright and trademark rights. Address UCC, warranty, indemnity, liability, insurance and FAR, DFAR and ITAR provisions.

Negotiated and settled disputes involving client, employment, vendor and lease agreements, invoicing and collections, intellectual property rights and insurance claims to maximize the company's net profits.

Developed and maintained streamlined electronic contract tracking system which integrated all parties involved in the contract process, including accounting, sales, legal, marketing and management. This promoted efficient time and expense management by not only standardizing transactions but also providing key issues and requirements in an immediate and as needed basis to all departments in clear and concise language.

Counseled management on human resources materials including drafting, revising and implementing employee manuals and corporate policies, interview and termination of employment procedures, FLSA, employee stock plans, workplace conduct and misconduct, releases, settlements, non-compete and non-solicitation issues, independent contractor/employee tax status issues and reductions in force issues. Advised corporate executives on litigation matters and tight management of outside counsel saving the company more than one million dollars in demanding settlement negotiations and thorough oversight of outside counsel fees.

## **SPEAKING ENGAGEMENTS**

Speaker, Shareware Industry Conference, Rochester, NY – “Effective Contract Negotiations” and “Selling and Licensing Source Code” (July 15<sup>th</sup>, 2004).

Speaker, National Business Institute Continuing Legal Education (CLE) Course – “Advanced Internet Research Strategies for Legal Professionals” (August 19<sup>th</sup> 2005 & August 18<sup>th</sup>, 2006).

## **REPORTED WORKS AND PUBLICATIONS**

Amicus Curiae Brief submitted to the U.S. Supreme Court in U.S. v. American Library Association (the Children's Internet Protection Act “CIPA” case) (February 10<sup>th</sup>, 2003) 2003 WL 328799.

Amici Curiae Brief submitted to the U.S. Supreme Court in ACLU v. Reno (the Internet Communications Decency Act “CDA” case) (Feb. 17<sup>th</sup>, 1997) 1997 WL 74392.

*“Bridging the Analogy Gap: The Internet, The Printing Press & Freedom of Speech,”* Green, M. and Wallace, J., 20 SEAILR 711 (1997)

*“Nameless in Cyberspace: Anonymity on the Internet,”* Cato Institute Briefing Paper No. 54 (December 8<sup>th</sup>, 1999), Green, M. and Wallace, J.

*“The Specter of Pervasiveness: Pacifica, New Media, and Freedom of Speech,”* Cato Institute Briefing Paper No. 35 (February 12<sup>th</sup>, 1998), Green, M. and Wallace, J.

## **LEGAL EDUCATION**

**HOFSTRA UNIVERSITY SCHOOL OF LAW**, Uniondale, N.Y., J.D., 1997

### Publications:

*"Fair Use Doctrine of Copyright Law as Applied to the Internet,"* The Ethical Spectacle.

Research Assistant, Jonathan Wallace, Esq., Provided legal research and editing for:  
Nationally published book, Sex, Laws & Cyberspace; and

*"Extinguishing the CDA Fire: The Supreme Court's Masterful Reno v. ACLU Opinion,"*  
Journal of Information, Law & Technology.

Research Assistant, Prof. Donna Hill, Esq., Provided research and assisted in the development of computerized legal research tutorial program funded by Computer Aided Legal Institute (CALI).

**STATE UNIVERSITY OF NEW YORK**, Albany, N.Y., B.A. in Psychology/Criminal Justice

Student Representative to New York State Senate Higher Education Committee

Student Representative to SUNY Board of Trustees.

Chairman of the Board of Directors for University Auxiliary Services (the on-campus facilities, food and vendor management services corporation) with oversight on a multi-million dollar budget. Assisted in negotiation of long term and substantially high dollar agreements with vendors.