

Opportunity Prospectus

Associate General Counsel - Marketing

Modernizing Medicine





INTRODUCTION

Thank you for your interest in reviewing the enclosed profile. The following pages describe a rare opportunity for a strategic and accomplished legal leader to ascend to the role of Associate General Counsel – Marketing at Modernizing Medicine, an innovative, fast-growing healthcare technology company located in Boca Raton, FL.

The following profile was written after meetings with the current leaders at Modernizing Medicine. This access to our client has enabled us to assess the culture of the company, the personality of the executive leadership team, and the company's goals for the leader who assumes this key role.

In applying our proprietary CustomFitSM processes, our success rate is unprecedented. Over the past three years, 96% of our placements are still employed with and producing results for our clients. This success is attributed to our ability to understand our clients' requirements, culture, and the in-depth assessment of the talent we present. We look forward to providing you our personalized services which result in success for the candidates and clients represented.

By documenting our findings in the enclosed profile, we hope to elicit positive responses from highly successful and well-matched candidates. We trust the following pages will achieve this goal and welcome the opportunity to discuss this position further.

Thank you again for your willingness to review the following prospectus, and we look forward to discussing your interest in this unique and outstanding opportunity.

CONFIDENTIALITY

We fully respect the need for confidentiality of interested parties and assure personal background information and interest will not be discussed with anyone outside of BarkerGilmore, including our clients, without prior written consent.

BARKERGILMORE LLC

BarkerGilmore builds, develops, and optimizes in-house legal and compliance teams through an unwavering commitment to quality, diversity, and long-term success.



OUR CLIENT

Modernizing Medicine

[Modernizing Medicine](#) delivers truly disruptive and transformative products and services that impact the healthcare industry. A leading provider of cloud-based, specialty-specific electronic medical record (EMR) systems, physician practice management solutions, and Revenue Cycle Management (RCM) services, this high growth company is scaling its business through strategic expansion of its products and services. Today the business provides software and services to specialty physicians in dermatology, ophthalmology, orthopedics, otolaryngology, gastroenterology, podiatry, urology, and plastic surgery throughout the United States.

The flagship EMR product, “EMA”, is an intuitive solution that’s available as a native iPad application or any web-enabled MAC or PC, adapts to each provider’s unique style of practice and can be accessed via the Internet virtually anywhere and anytime. EMA’s structured data collection, combined with a user-friendly touch-screen interface, gives providers the technology they need to efficiently run their practices.

Modernizing Medicine is a well-capitalized company based in Boca Raton, FL expanding quickly under the dynamic leadership of CEO and Co-Founder, Dan Cane. Prior to Modernizing Medicine, Dan was Co-Founder of Blackboard Inc. where he helped raise over \$150M of capital, took the company public on the NASDAQ, and eventually sold the company for over \$1.6B. Dan and Co-Founder and Chief Medical and Strategy Officer Michael Sherling, MD, MBA have led Modernizing Medicine in raising over \$300M in financing (including a \$231 million equity investment by Warburg Pincus in May 2017) fueling both organic growth and acquisitions. More than 1,000 highly energized employees are working under the leadership of a strong and motivated team to create value and aggressively grow revenues.

The senior leadership has created a fun, fast-paced, customer-centric, high-performance/high-octane culture, which fosters excellence and achievement in its people and in return supports them in driving independent decision-making and championing new ideas.



FACTORS MAKING THIS OPPORTUNITY ATTRACTIVE

- Modernizing Medicine boasts the following achievements:
 - South Florida Business Journal, Best Places to Work 2021
 - Inc. Magazine Best Workplaces of 2020
 - Inc. 5000 Fastest-Growing Private Companies in America - 2015 - 2019
 - Marketing Campaign of the Year for Telehealth - Business Intelligence Group's Public Relations & Marketing Excellence Award 2020
 - Best Use of Technology in Customer Service (Gold) - Customer Sales and Service World Awards® - 2019
 - Customer Service Department of the Year (Gold) - Customer Sales and Service World Awards – 2018
- Become a leader in an innovative pre-IPO healthcare technology company
- Opportunity to be tactical and strategic, innovative, and resourceful
- Join a team of highly talented, dynamic, and committed employees working together to build a game-changing company
- Transparent leaders at the company keep employees informed about what's working and what's not and what they need from their employees
- First Friday meeting with the founders every month, followed by happy hour
- Fun corporate culture and casual dress code (e.g., onsite yoga, treadmill workstations, various parties and activities, catered breakfast once a week and two lunches, with healthy snacks and beverages always available).



KEY EXECUTIVES

DANIEL CANE, CEO AND CO-FOUNDER

Daniel is CEO and Co-Founder of Modernizing Medicine. In 2015, Daniel was named EY Entrepreneur of the Year® and honored by Florida Governor Rick Scott with the Business Ambassador Award. In 2014, the Sun Sentinel announced that Daniel earned the title of Excalibur Awards Palm Beach Small Business Leader of the Year for 2013. Most recently, he was named to the inaugural 'South Florida Ultimate CEO' list by the South Florida Business Journal in 2016. Since founding the company in 2010, Daniel has led his team to raise over \$332 million in funding and to employ over 700 employees.

Daniel has led the company through two acquisitions. In 2015, the company acquired gMed, Inc. to offer a full suite of gastroenterology-specific products and services, and in 2014 acquired Aesyntix Health, Inc., enabling Modernizing Medicine to provide revenue cycle management and inventory management to its customers.

Frequently invited to speak at various forums around the State of Florida and across the country, Daniel had the honor to present with co-founder Michael Sherling at IBM Impact 2014 during the keynote "IBM Watson and the Art of Possible – Combining Cognitive Systems with Mobile." He was the keynote speaker at the Greater Miami Chamber of Commerce's 2015 Technology Leaders of the Year awards and participated in the first TEDx Delray Beach event "The Human Experience" in 2013. At the United Nations (U.N.) headquarters in New York, he served as a panelist at the Economic and Social Council Civil Society Forum: "Building Partnerships in the Field of Education through Science, Technology and Innovation." Daniel has also spoken on South Florida Technology Alliance CEO panels and at other local technology and business events.

An entrepreneur, Daniel has a BS in Applied Economics from Cornell University, where, as an undergraduate, he co-founded Blackboard Inc., raised over \$100 million in venture capital and in 2004 helped take the company public on the NASDAQ (BBBB). In 2011, Blackboard was sold for \$1.6 billion.

Active in the local community, Daniel serves as the Vice-Chairman of the Board at the South Florida Science Center and is on the Board of Directors of the United Way of Palm Beach County. Additionally, Governor Rick Scott appointed Daniel to the Florida Atlantic University Board of Trustees for a term beginning August 2013 and ending January 2018; in 2015, he was elected as vice chair. He is an active mentor to entrepreneurs, and a member of the Business Development Board of Palm Beach County, the Boca Chamber of Commerce and several local advisory boards.

MICHAEL SHERLING, M.D., M.B.A., CHIEF MEDICAL AND STRATEGY OFFICER AND CO-FOUNDER

Dr. Michael Sherling is the Chief Medical and Strategy Officer and Co-founder of Modernizing Medicine. In 2014, Michael, along with his co-founder, Dan Cane, received the U.S. Chamber of Commerce's Leadership in Healthcare Award.

Michael is responsible for the strategy and medical innovation within Modernizing Medicine's suite of products and services for dermatology, gastroenterology, ophthalmology, orthopedics, plastic surgery, otolaryngology and urology specialties. With Dan Cane, he has developed novel software solutions for EHR, MIPS and ICD-10 automation.



Under his leadership, Modernizing Medicine has established a user base of over 12,000 providers and raised over \$332 million in capital.

Michael is a dynamic speaker and has had the honor of speaking at the 2017 Association of Dermatology Administrators & Managers (ADAM) Annual Meeting, the 2016 Dermatology Entrepreneurship Conference and 2015 Health 2.0 Conference's "Tools to Fix the Clinical User Experience."

Michael has been a practicing dermatologist since 2006. He is currently practicing in a comprehensive skin care dermatology group in Palm Beach County, Florida. Michael is board certified by the American Board of Dermatology. Prior to relocating to Florida, he was the Associate Director of Laser Medicine and Skin Health at Brigham and Women's Hospital in Boston and served as the Associate Residency Program Director for Harvard Medical School's Department of Dermatology. He has several publications in peer reviewed medical literature.

Michael obtained his BS in Biology at Brown University with honors in 1996, his MD from Yale School of Medicine with honors in 2002, and his MBA from Yale School of Management in 2002. He received his clinical training at Harvard Medical School, where he served as chief resident in dermatology.

JOSEPH HARPAZ, PRESIDENT AND CHIEF OPERATING OFFICER

Joe Harpaz serves as President and Chief Operating Officer of Modernizing Medicine. In his role, Joe leads growth and scale at Modernizing Medicine as the company aims to deliver best in class product and customer experience to make a true difference in healthcare tech.

Joe has over 20 years of experience in building and leading high growth b2b software businesses that operate in complex and regulated industries. He's known for his ability to lead and inspire large organizations while driving innovation and growth at scale.

Prior to Modernizing Medicine, Joe spent over a decade at Thomson Reuters and was behind the vision, strategy, and leadership of the highest growth business in the company. As managing director of the corporate market, Joe led the industry-leading Onesource™ Corporate tax technology business with nearly \$600m in global revenues. Through Joe's leadership, Onesource partnered with major software vendors including Netsuite, Oracle, SAP, Microsoft amongst others, and is implemented by experts at Deloitte, KPMG, PWC, E&Y as well many global system integrators and regional consultancies.

Earlier in his career, Joe founded Immediattech and the GoFileRoom™ cloud workflow solution and was recognized as an industry innovator multiple times in accounting technology's "40 under 40." Acquired by Thomson Reuters in 2005, GoFileRoom™ is utilized by the leading professional services firms in the industry and was the first true web based multi-tenant platform for managing workflow and document management for accounting firms. Joe has also served on the board of a digital healthcare company focused on quality metrics and workflow solutions for medical imaging providers and payers, which was acquired in 2017.

Joe is well known as an industry thought leader, is a frequent public speaker and a regular contributor on Forbes.com.

Joe has a degree in Electrical & Computer Engineering from Carnegie Mellon University and a Masters in Finance from the City University of NY, Zicklin School of Business.



MICHELLE SCHEER, CHIEF FINANCIAL OFFICER

Michelle Scheer serves as Chief Financial Officer, overseeing all finance and accounting functions for Modernizing Medicine.

Michelle brings more than 20 years of financial, operational and strategic experience to her role as Chief Financial Officer. She is a highly accomplished finance leader and business partner with established success in driving business strategy to accelerate growth and improve financial results. Michelle was honored by *Treasury & Risk* as one of their 2012 picks for 30 outstanding corporate finance executives under age 40 (“30 under 40” list).

Before joining Modernizing Medicine, Michelle spent over a decade at Thomson Reuters. During her tenure, she served as the Chief Financial Officer for Tax & Accounting, the company’s highest growth division. Michelle also served as Treasurer of Thomson Reuters, where she led the evolution of the company’s capital strategy and completed the sale of the IP & Science business, among other initiatives.

Prior to Thomson Reuters, Michelle spent more than 10 years at General Motors in various treasury and finance roles, including business development, global pension funding and analysis, foreign exchange risk management, debt capital markets and investor relations.

MARK FLEISHER, SENIOR EVP AND GENERAL COUNSEL

Mark serves as Senior Executive Vice President and General Counsel. Mark has over twenty years of experience of providing legal representation to technology companies. Prior to joining Modernizing Medicine, Mark was a partner with K&L Gates LLP, an international law firm. Prior to K&L Gates, Mark served as Of Counsel with the firm Broad and Cassel and as an associate in the Silicon Valley offices of Latham & Watkins LLP and Wilson Sonsini Goodrich & Rosati, P.C. Mark also previously served as Director, Legal—North America for Avanex Corporation, which was a Silicon Valley based provider of photonic processing solutions. Mark received an A.B. degree from Duke University and a J.D. degree from Harvard Law School.



THE OPPORTUNITY

Title: Associate General Counsel – Marketing

Reports To: Senior Executive Vice President and General Counsel

Location: Boca Raton, FL or Remote

Purpose: Modernizing Medicine is looking for an experienced marketing attorney to join its growing team. The Associate General Counsel will, among other things, provide legal advice on matters relating to marketing and advertising. The Associate General Counsel will interface daily with in-house colleagues and senior business executives. This individual will be working in an energetic, dynamic, and highly creative environment along with a group of talented, passionate, and successful individuals.

Functional Responsibilities:

- Advise the marketing team with respect to legal and regulatory issues for advertising initiatives.
- Review advertising and digital marketing collateral and provide legal advice with respect to same.
- Draft, review and negotiate a variety of agreements requested by the marketing team.
- Provide general legal support to the marketing and advertising teams while also partnering with a wide range of cross functional teams to advise on legal issues.
- Collaborate with subject matter experts in the Modernizing Medicine Legal Department to analyze legal risks.
- Develop and drive implementation of measures to mitigate risk, increase speed and efficiency, and advance the long-term goals of Modernizing Medicine.

Qualifying Competencies & Skills:

- 6+ years of relevant legal experience
- J.D. from highly reputable law school and admitted to at least one state bar
- Top-tier law firm experience is required
- Experience representing companies in the healthcare space is a plus.
- Excellent oral and written communication skills
- Proactive and able to function effectively in environment of rapidly changing demands
- Highly intelligent problem-solver, with the ability to work in a fast-paced, innovative environment and at all levels of the organization
- Excellent education credentials



CONTACT INFORMATION

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