

HELEN A. WINDER
ATTORNEY AT LAW
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SUMMARY:

General Counsel with extensive advising, negotiating and contract drafting experience. Possessing sound business and legal judgment. Effective leader and consensus builder. Able to support fast paced procurement, sales, distribution, daily business operations and corporate functions effectively and solve problems creatively. Seeking a senior level in-house attorney position with a manufacturing company.

EMPLOYMENT HISTORY:

Adjunct Associate Professor, University of Minnesota Law School. January 2011 - present
Course: *Contract Drafting Seminar*. Teaching contract analysis, drafting and negotiating skills to third year law school students.

General Counsel.

Vogt Heating, Air Conditioning & Plumbing, St. Louis Park, MN. 2007-2011. Advised management, negotiated and drafted complex contracts, supported general operations including procurement, sales, risk, regulatory compliance, M&A, real estate purchase, leasing, light manufacturing and employment matters.

- Developed warranty claims process resulting in cost and labor savings of more than \$100,000 annually.
- Managed relocation project, negotiated facilities lease saving \$2.4 million over 5 years.
- Counseled management and led acquisition negotiation saving \$1.2 million in costs and gaining expanded Seller indemnifications resulting in post-closing liability savings of \$750,000.
- Developed form agreements for purchasing, sales and service.
- Managed litigation resulting in combined plaintiffs' judgment of \$2 million.

Special Counsel.

Winder Law LLC, Edina, Minnesota 1993-2005 and 2006-2007. Counseled clients, negotiated and drafted contracts and provided general legal support to businesses in heavy and medical equipment manufacturing, distribution, sales, veterinary services, information technology development and hardware manufacturing, construction and food processing. **Long term on-site and major projects include:**

Tennant Company, Golden Valley, MN. Advised management and business teams, negotiated, drafted, and managed contracts for a \$600 million NYSE international chemical and equipment manufacturing company. Provided legal services to distribution, procurement, sales, customer service, warranty, product development, international manufacturing, chemistry, compliance, risk and real estate units. Drafted and collaborated on policies and training in the areas of quality, compliance, credit/secured transactions and contracting best practices. Led negotiations, hired and managed outside attorneys.

- Worked with manufacturing engineers, procurement teams and supplier to design, negotiate and draft the first *Just In Time* agreement for critical parts with Parker Hannifin saving \$300,000 annually in inventory costs.
- Managed team in \$13 million plant closing, equipment liquidation and real estate sale, managing outside counsel and meeting all financial and time goals.
- Negotiated Green Seal and CRI national environmental certification for new chemical products from certifying agency overcoming impasses and gaining approvals for secondary sources.
- Developed RFQ, negotiated, drafted contracts, counseled cross function business team on first field deployment of wireless ordering and inventory technology valued at \$10 million.

Pillsbury Company/Diageo NA. Provided broad legal services in regulated and non-regulated areas for Pillsbury and its UK parent, Diageo, a \$33 billion consumer products company. Advised, negotiated and managed contracts and licenses internationally for compliance, risk, IT, support staff, hardware, software, Internet, telecommunications, and manufacturing.

- Negotiated, drafted, advised business managers in technology portions of joint development agreement with Haagen Dazs valued at \$110 million.
- Negotiated and drafted first of its kind agreement with Xerox for the provision of select distribution and receiving services and high technology equipment management valued at \$5 million per year.
- Negotiated pilot project, services agreement and software license valued at \$10 million, achieving additional savings of \$300,000 to Diageo.

Animal Clinic P.A./Value Vet. Negotiated and drafted primary veterinary medical service agreements with national big box retailers. Advising management, developing form agreements, managing veterinary service contracts and veterinary medical regulatory matters in eleven states for national veterinary services provider.

- Negotiated and drafted big box retailer-veterinary services agreement with Petco and SuperPetz for the provision of services in eleven states.
- Developed and negotiated local veterinary service subcontractor agreements with veterinarians in eleven states for the provision of regulated animal medical services. Coordinated state compliance requirements and facilities licensing. Appeared before regulatory bodies for approvals and permits.
- Represented veterinary and medical professionals before practice licensing boards and other regulatory agencies and advised veterinary practitioner on vaccination policies and vaccine recall.

Director of Contracts & Legal Affairs.

Artesyn Technologies, Inc., Eden Prairie, Minnesota. September 2005 to August 2006 (*Artesyn was acquired by Emerson Electric in 2006 and this position was eliminated.*) Sole in-house attorney. Provided comprehensive in-house legal support to a \$600 million NASDAQ international technology development and manufacturing company. Supported all daily operations matters. Negotiated, drafted and closed numerous high dollar transactions.

- Negotiated hardware development, licenses, manufacturing agreements with international third party manufacturers Celestica and Foxconn gaining RoHs and WEE environmental protections required by EU regulations.
- Provided training and counseling in the areas of procurement, sales, distribution, manufacturing, regulatory compliance, joint development, intellectual property, and environmental concerns.
- Developed and administered form sales and distribution agreements and policies.
- Negotiated and drafted international sales and logistics services agreements with customers and vendors.

Associate Attorney

Austin & Abrams, Minneapolis, Minnesota. 1988-1993. Transaction and litigation firm. Drafted pleadings, appeared in courts, negotiated and drafted settlements and contracts. Set national precedent regarding manufacturer's warranties. See, Zimprich v. Stratford Homes, 453 N.W.2d 557 (Minn. Ct. App. 1990).

EDUCATION, ADMISSIONS AND CERTIFICATIONS:

Licensed to practice law in Minnesota, New York and Wisconsin.

Certified Real Property Law Specialist by the Minnesota State Bar Association

University of Wisconsin Law School Juris Doctorate.

Syracuse University College of Law Visiting Student 3.95 GPA Dean's List.

University of Wisconsin-Madison Bachelors of Arts.