



Jim Hale's Bio

Jim Hale was Executive Vice President, General Counsel and Corporate Secretary at Dayton Hudson Corporation, later renamed Target Corporation. During his 25 years there, he was responsible for legal and board matters and at various times also government affairs, corporate audit, geographic research, strategic planning, compliance and foundation giving. He led the legal team in a successful defense of a hostile takeover bid and in the acquisition and divestiture of many retail businesses, including the acquisition and preparation for the disposition of Marshall Field's.

Jim graduated from the University of Minnesota Law School, summa cum laude, in 1965 and then clerked for Chief Justice Earl Warren at the United States Supreme Court, spending a significant amount of his clerkship helping to draft the Miranda opinion.

Before joining Dayton Hudson, he practiced law at Faegre & Benson and then served as head of international mergers and acquisitions at General Mills. He has served on the boards of Tennant Company and North American Life Insurance Company.

Jim has been active in community activities in Minnesota, serving as the founding

Chair of the Fund for the Legal Aid Society, on the boards of the Minnesota Historical Society and the Carlson School of Business and as Chair of the Ordway Center for the Performing Arts and Twin Cities Public Television.

Since moving to Florida, he served on the board of the Speakers Assembly, and has been an active supporter of the Holocaust Museum of Southwest Florida. He has taught classes in corporate governance and mergers and acquisitions at Florida Gulf Coast University and is Chair of the Board of WGCU public radio and television.

Following his passion for good corporate governance, he served many years as co-chair of the Directors Forum at the University of San Diego and as Chair of the Institute for Responsible Corporate Governance at FGCU.

Jim has been recognized by the national Burton Foundation as a Legend in the Law and has received the Outstanding Achievement Award at the University of Minnesota.



Phil Garon's Bio

Phil Garon was outside corporate counsel to Dayton Hudson/Target Corporation for more than 25 years, represented it in the purchase and sale of Marshall Field's, the purchase of Rivertown Trading Company and sales of B. Dalton and Mervyn's, and advised it in the areas of corporate governance and takeover preparedness and defense. His other clients included The Travelers Companies, 3M, Cargill and Tennant and several retailers, including Fingerhut, Wilsons Leather and Funco.

Phil graduated from the University of Minnesota Law School, summa cum laude, in 1972, and began his legal career at Covington & Burling in Washington, D.C. He then practiced at Faegre & Benson (now Faegre Drinker Biddle) in Minneapolis for 40 years. He served on the Management Committee of Faegre for twelve years, including three years as its Chair. During that time, Faegre became one of the 100 largest law firms in the United States. Following his partnership at Faegre, he served as the Executive Director of the U.S. Law Firm Group.

Phil's expertise has been repeatedly recognized, most notably by the Best Lawyers in America, which named him Minneapolis Mergers & Acquisitions Lawyer of the Year in 2012, Compliance Lawyer of the Year in 2011 and Corporate Lawyer of the Year in 2009. He is a recipient of the Distinguished Law Review Alumnus Award from the University of Minnesota Law School and of the Minneapolis-St. Paul Cardozo Society Sidney Barrows Lifetime Commitment Award.

Phil is a prolific legal writer. He co-authored the Thomson Reuters treatise, *Minnesota Corporation Law and Practice*, and the seminal *William Mitchell Law Review* article comparing Delaware and Minnesota corporation laws. He has won two national Burton awards for legal writing.

Phil also has been an active alumnus of the University of Minnesota Law School, serving as a member of its Law Review Advisory Board and as a member and Chair of its Board of Visitors.