

# JUDE JOSEPH NOHRA

Mobile: (330) 502-4080 • [jude@nohra.com](mailto:jude@nohra.com) <https://www.linkedin.com/in/jude-j-nohra-942a9a11/>

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## Chief Legal Officer, Chief Risk Officer & Corporate Secretary / CPA (inactive)

Experienced and personable. Highly-skilled in negotiating, documenting and closing commercial transactions involving a variety of asset types. Expertise in board governance, SEC compliance and filings, mergers, acquisitions and dispositions, due diligence, corporate finance and real estate transactions and financing. Managed all outside litigation. Exceptional combination of an entrepreneurial drive and a team-oriented approach. Extensive track record of building, developing and leading talented legal, risk management and compliance teams focused on driving culture and exceeding objectives. Willing to relocate as necessary.

### Core Competencies

Board & Corporate Governance  
Mergers and Acquisitions / Dispositions  
Real Estate Transactions and Financing  
Information Security  
Outside Counsel Management

Securities Law, 34 Act periodic reporting  
Commercial Contract Negotiation  
Enterprise Risk Management  
Vendor & Contract Management  
Team Building/Leadership

Regulatory Compliance and State Licensing  
Commercial Lending and Financing  
Internal Audit  
Privacy Regulations - GLBA, HIPAA  
CRA and BSA/AML/OFAC

### Education

Juris Doctor: Case Western Reserve University School of Law, Cleveland, Ohio, *magna cum laude* May 1997

Bachelor of Science in Business Administration: Youngstown State University, Youngstown, Ohio, June 1992

### Selected Career Achievements:

- Represented medical practice real estate holding company in development of 37,000 sq. ft. medical office building, including negotiation of all AIA agreements, bank financing, permitting and zoning appeals and issuance of port authority bonds and related documentation, including deliverance of formal legal opinion for client.
- Co-Lead the development of the Enterprise Risk Management Program at Home Savings Bank, and successfully integrated Compliance and ERM programs at Premier Bank (f/k/a First Federal Bank (2020)) and Premier Bank and Trust (2017).
- Oversaw all regulatory examinations, complaints and applications for \$7.2 billion Bank Holding Company and Bank.
- Prepared and filed all regulatory applications for Premier Bank & Trust merger (2017), achieving accepted status and approval in accordance with aggressive closing goal.
- Initiated and managed the creation and operation of an internal CRA Assessment, with CRA goals and areas requiring improvement with performance reporting and tracking.
- Determined legal and filing requirements and prepared all required applications to launch multi-state Installment Consumer Loan Sales Program.
- Served as GC/Corporate Secretary for Publicly Traded (NASDAQ) Bank Holding Co and Subsidiaries for 17 years and in various officer positions, including Director of Enterprise Risk Management (ERM), CRO and Chair of the Officer ERM Committee.
- Additionally served as Home Savings director of Trust Operations from January 2018 until merger with First Federal (2020), and served simultaneously as GC and Chief Risk Officer.
- Participated in negotiations and assisted in leading and closing \$148 million distressed asset (loan portfolio and REO sale).
- Developed risk appetite statements, Key Risk/Performance Indicators (KRI/KPI's), risk management policies and procedures, myriad risk assessments and a reporting and tracking (heatmaps) program to govern KRI/KPI performance
- Developed and maintain strong board, industry and regulatory relationships during turbulent regulatory climate.
- Governance and Financial Expert, including meeting definitional requirements of a "Financial Expert" under SEC laws and regulations.
- Promoted multiple times during the Great Recession and a difficult regulatory environment; a member of a team of executives responsible for developing, assessing and evaluating the enterprise's strategic plans and key initiatives from 2010-2014.
- Practicing Attorney for more than 25 years (1997 graduate)
- Practiced as a CPA as tax advisor, tax return preparer and auditor.

### Professional History

Finovative Solutions, LLC, Cleveland, Ohio

February 2022 to Present

#### *Chief Legal Officer and Director of Risk Management*

- Regional consulting firm that specializes in a wide variety of services, including: vendor contract review and negotiation (IT and other, including SAAS), Vendor Management, Contract Management, Enterprise Risk Management, Regulatory Compliance, Cyber Security

Insurance and Management Policy Assessments, Cybersecurity and Information Security Assessments, IT and Information Security Policy Management, IT Infrastructure and Networking.

- Represent banks and financial services companies in preparation and review of internal audit plans, cybersecurity and information security assessments, review and assessment of information security and vendor management policy and program, develop legal, compliance and risk management policies and programs.

**Attorney at Law / Nohra Consulting Services, LLC**

**January 1, 2021 to Present**

***President and Founder***

- Sole practitioner attorney providing unique expertise in a wide variety of areas, including but not limited to: entity formation and subsidiary management, strategic planning, acquisitions and dispositions, corporate, partnership and limited liability company law, banking, bank regulatory, real estate transactions and finance, compliance, board governance and non-profit governance.
- Consulting company providing a wide array of professional consulting services, including banking and risk management services of a non-legal nature.
- Represented a wide range of business clients in connection with various types of commercial and real estate transactions and financings and related matters, municipal bond offerings, acquisitions and dispositions of medical practices and ancillary businesses, entity formation and consolidation/restructuring and commercial contract negotiations. Clients included banks (including publicly held), commercial real estate investors, health care service providers, steel manufacturer and automation control systems designer.

**Premier Financial Corp. and Premier Bank**

**February 1, 2020 – December 31, 2020**

***Executive Vice President, Chief Legal Officer, Director of Enterprise Risk Management and Corporate Secretary***

Seven billion (\$7.2 B) bank holding company, bank, insurance company and trust company serving customers in Michigan, Ohio, Indiana, Pennsylvania, West Virginia and lending throughout the U.S.

- Integrated the legal department and participated in and supervised all areas under management in connection with the merger of equals, including the development of target operating models for the Legal, Risk Management and Compliance Departments.
- Developed and managed execution of Trust Department state filing process.
- Reviewed, analyzed and renegotiated myriad material agreements of successor and acquired entity as integration of systems and services were determined.
- Developed interim vendor management program and oversaw and participated in the selection, negotiation and implementation of outsourced vendor & contract management program.
- Participated in negotiation and development of bank and trust department internal audit plan engagement with outside firm and participated in the management and oversight of the Company's internal audit plan, including reviewing and participating in all exit meetings, Internal Audit Reports, Management Responses and tracking of all findings, including all regulatory findings of any type or nature.
- Prepared and filed applications for, and obtained installment sales licenses in, eight (8) different states.
- Oversaw regulatory functions following the merger, including the examination process, insurance company filings and licensing.
- Reviewed, negotiated and manage all insurance coverages for PFC, Premier Bank and Premier Insurance Group.
- Responsible for managing Legal, Enterprise Risk Management (including managing Internal Audit), Compliance (including BSA/AML, CRA and Regulatory Examinations), Information Security, Vendor Management, SOX Compliance and Business Continuity Planning for \$7.0 billion bank.
- Served on senior management committees including: Executive, ALCO, Enterprise Risk Management (Chair), CRA, Compliance, Compensation & Benefits, Information Security, Vendor Management (Chair) and Information Technology Steering Committee. Served as Corporate Secretary for Board and all Board Committees.
- Served as General Counsel & Secretary for all subsidiary entities and affiliates, including insurance group.

**United Community Financial Corp., Youngstown, Ohio**

**June 2004 – January 31, 2020**

**Home Savings Bank, Youngstown, Ohio**

***Executive Vice President, General Counsel, Chief Risk Officer and Secretary***

**April 2019 - January 31, 2020**

***Executive Vice President—Corporate Governance, General Counsel and Secretary***

**June 2013 – April 2019**

***Senior Vice President, General Counsel and Secretary***

**July 2009 – June 2013**

***Vice President, General Counsel and Secretary***

**June 2004 – July 2009**

***CRA Officer***

**August 2015 – January 31, 2020**

- Negotiated all material contracts of United Community Financial Corp. ("UCFC") and Home Savings Bank ("Home Savings") UCFC and Home Savings, including the acquisition of Ohio Legacy Corp. and Premier Bank & Trust, James & Sons Insurance (and numerous smaller agencies) and the bank's core operating and lending systems.
- Developed and managed due diligence functions of acquisitions and participated at executive level in all transactions and integrations.
- Primary manager of all UCFC and Home Savings regulatory inspections and examinations, including evaluating and responding to all regulatory reports, action plans and tracking.
- Co-led the development and oversight of an enterprise-wide Risk Management Program for UCFC and Home Savings, including the Board level ERM Committee.
- Managed Trust Department operations for nearly two years until merger closed, while serving as GC, Secretary and Chief Risk Officer.

- Participated in development of Internal Audit Plan and management of Internal Audit Program.
- Prepared and reviewed securities filings of UCFC, including annual proxy statement, registration statements, 34 Act reports, Section 16 reports, DOQ's, press releases and other filings.
- Advised Board of Directors and executive management on legal, regulatory and corporate business issues pertaining to UCFC and Home Savings.
- Advised and worked closely with the Chairman of the Board and President and CEO to develop strong corporate governance culture and partnership between the Board and executive management teams.
- Formed joint venture for title services and oversee all operations of the title insurance company.
- Formed captive insurance company and oversee operations of captive insurance company.
- Reviewed, negotiated and manage all insurance coverages for UCFC and Home Savings.
- Proactively communicated with key shareholders on governance matters and shareholder proposals.
- Managed the legal, compliance and enterprise risk management departments (which also includes BSA/AML/OFAC function, internal audit and information and physical security).
- Performed Corporate Secretary functions for the Boards of UCFC and Home Savings and all Board Committees.
- Managed and oversaw all intellectual property of UCFC and its subsidiaries.
- Developed subsidiary governance and management policies.
- Provided oversight and development of Board and management governance programs, policies and procedures.
- Negotiated major workouts with large borrowers of Home Savings.
- Managed all outside counsel representing UCFC and Home Savings in litigation matters.
- Reviewed and approved all compliance department significant recommendations and decisions.
- Member of numerous management committees of UCFC and Home Savings, including SEC Disclosure, Executive, Compensation and Benefits, IT Steering, Compliance, Risk Management, Asset/Liability, Trust and Community Reinvestment Act Committees.

**Squire, Sanders & Dempsey L.L.P.**, Cleveland, Ohio

Sept. 1999 to May 2004

***Associate Attorney—Corporate Department***

- Represented publicly held manufacturing and bank holding companies in numerous mergers, acquisitions and securities filings, including global transactions valued at more than \$1 billion (USD) and related financings, including negotiation of \$300 MM financing.
- Advised corporate parents and underlying business units/subsidiaries of large global manufacturing companies regarding mergers and acquisitions, integration strategies, governmental approvals and licensing, agency relationships and management succession planning.
- Conducted intercompany restructurings for various publicly held manufacturing companies improving efficiencies, obtaining cost and tax savings and insulating liability.
- Represented regional and national real estate developers in their acquisition and divestiture transactions.
- Represented and advised publicly traded companies regarding SEC compliance, corporate governance and security filings.
- Negotiated leveraged buyout for privately held investors from (John) Deere & Company.
- Advised large equipment lessors in formation of companies and negotiation of commercial leases.
- Negotiated large private equity investments (\$20-40 MM) on behalf of public retirement benefit funds.

**The Honorable Paul R. Matia, Chief Judge, U.S. District Court, N. District of Ohio**

August 1997 to Sept. 1999

***Two-Year Federal Clerkship, Cleveland, Ohio***

**Anness, Gerlach & Williams, CPAs, Youngstown, Ohio,**

January 1994 to May 1996

***Senior Accountant***

**Cohen & Company, CPAs, Youngstown, Ohio**

June 1992 to January 1994

***Staff Accountant***

## **Community Involvement**

Board Member or Trustee of various past and present Foundations and Non-Profit Organizations, including The YSU Foundation (including serving as Secretary on the Executive Committee, Chair of the Governance Committee, Chair of HR Committee and member of the Audit Committee), The Youngstown Foundation (including serving as Vice Chair of the Board), St. Maron Parish Education Foundation, The Home Savings Charitable Foundation, The Daniel Price Charities Foundation, Youngstown Hearing and Speech Center (including servicing as VP of the Board, Treasurer & Secretary) and The Antonine Sisters