# JUDE JOSEPH NOHRA

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

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

Experienced C-Suite Executive with exceptional combination of an entrepreneurial drive and a team-oriented approach. Highly-skilled in regulatory matters and, negotiating, documenting and closing business and commercial transactions involving a variety of asset types, business needs and legal structures. Extensive track record of building, developing and leading talented risk management and compliance teams focused on driving culture and exceeding objectives. Highly competent in all governance matters, both for profit and non-profit.

## Core Competencies

| | | |
|---|---|---|
| Board & Corporate Governance | Commercial Contract Negotiation | Commercial Lending and Financing |
| Enterprise Risk Management | Information Security and Internal Audit | Mergers and Acquisitions / Dispositions |
| Outside Counsel Management | Privacy Regulations - GLBA, HIPAA | Real Estate Transactions and Financing |
| Regulatory Compliance and State Licensing | Securities Laws and Regulations | Vendor & Contract Management |

## Education

Juris Doctor: Case Western Reserve University School of Law, Cleveland, Ohio, *magna cum laude* May 1997
Bachelor of Science in Business Administration (Accounting): 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 and 13,000 sq. ft. Ambulatory Surgery Center, 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 on behalf of client.
- Co-Lead the creation, development and implementation of the Enterprise Risk Management Program for Home Savings Bank.
- Determined legal and filing requirements and prepared all required applications to launch large multi-state business licensing initiative.
- Served as CLO/Corporate Secretary for publicly traded bank holding co. and subsidiaries for 17 years and in various officer positions, including Director of Enterprise Risk Management (ERM), Chief Risk Officer, Chair of the Officer Risk Committee and CRA Officer.
- Served as Home Savings Interim Director of Trust Operations from January 2018 until merger with First Federal (2020), while simultaneously serving as General Counsel, Corporate Secretary and Chief Risk Officer.
- Audit Committee Financial Expert, including meeting SEC definitional requirements of a "Financial Expert".
- Practicing Attorney for more than 27 years.
- Previously practiced as a CPA and maintained license for 15 years as financial and state tax advisor and preparer and auditor.

## Professional History

**Orthopaedic Surgery Center of Youngstown, LLC & Youngstown Orthopaedic Associates, Ltd. — January 2025 to Present**
**Chief Operating Officer and General Counsel**

- Responsible for managing and leading orthopedic practice and affiliated surgery center, along with all related real estate entities.
- Oversee and manage all clinical, administrative, compliance and support staff.
- Serve as the chief legal officer and represent the Surgery Center, Practice and affiliated real estate entities in all legal matters, negotiation of all business and contractual matters and regulatory matters.
- Analyzed and developed matrices for managing and negotiating payer contracts.
- Develop and implement strategies for growth, expense reduction and improved systems, policies and procedures.
- Serve as primary business, legal and financial advisor to the Physician Members of the Surgery Center and Practice.
- Currently developing enterprise risk management program, KRI's and KPI's, internal control policies and procedures and internal audit system.
- Ensure accurate, timely and detailed financial statements (and related tax returns) are prepared on a consistent basis for all entities.

**Jude J. Nohra, Attorney at Law, LLC / Nohra Consulting Services — January 1, 2021 to January 2025**
***President and Founder***

- Sole practitioner attorney providing expertise in a wide variety of areas, including but not limited to: acquisitions and dispositions of businesses and related assets, corporate, partnership and limited liability company law, banking, bank regulatory, real estate transactions and finance, compliance, board governance and non-profit governance.
- Consultant providing a wide array of professional advisory services, including financial, banking and risk management services.
- Provided consulting services to financial institutions with regulatory orders, MRIA's and MRA's, internal audit program enhancements and enterprise risk management programs, including at the Board level.

- 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, green energy fuels and batteries, steel manufacturer and automation control systems designer.

**Premier Financial Corp. and Premier Bank (n/k/a WesBanco)** **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.

- 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.
- 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.
- Reviewed, analyzed and renegotiated all material agreements of successor and acquired entity in connection with merger integration.
- Researched, prepared and filed applications for, and obtained installment sales licenses in, eight (8) different states for new initiative.

**United Community Financial Corp. & Home Savings Bank** Youngstown, Ohio June 2004 – January 31, 2020
***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

- Negotiated all material contracts of United Community Financial Corp. ("UCFC") and Home Savings Bank ("Home Savings"), including the acquisition of Ohio Legacy Corp. and Premier Bank & Trust, James & Sons Insurance.
- 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 creation and implementation of an enterprise-wide risk management program, 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 and analyzed and created RIA for Wealth Management Division.
- Participated in the preparation and review of all securities filings of UCFC, including financial statements and related disclosures.
- In collaboration with the Chairman of the Board and President and CEO, worked to develop strong corporate governance culture.
- Formed various subsidiaries, including a captive insurance company and managed the operations of captive insurance company.
- Managed the legal, compliance and enterprise risk management departments (which also includes anti-money laundering, internal audit and information and physical security).
- Performed Corporate Secretary functions for the Boards of UCFC and Home Savings and all Board Committees.
- 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.

## Other Professional Experience

- **Squire, Sanders & Dempsey L.L.P.**, Cleveland, Ohio — ***Associate Attorney—Corporate Department –*** September 1999 to May 2004
- **The Honorable Paul R. Matia**, **Chief Judge, U.S. District Court, N. District of Ohio** Cleveland, Ohio — ***Two-Year Federal Clerkship –*** August 1997 to Sept. 1999

**Anness, Gerlach & Williams, CPAs,** Youngstown, Ohio, — ***Senior Accountant –*** January 1994 to May 1996
**Cohen & Company, CPAs**, Youngstown, Ohio — ***Staff Accountant –*** June 1992 to January 1994

## Community Involvement

Board Member or Trustee of various past and present Foundations and Non-Profit Organizations, including The YSU Foundation (including serving currently as Vice Chair and previously as Secretary on the Executive Committee, Chair of the Governance Committee, Chair of HR Committee and current member of the Audit, Executive and Governance Committees), 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.