

LEVINE & BAKER LLP

ATTORNEYS AT LAW

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ALISA J. BAKER

RESUME AND PUBLICATIONS

PROFESSIONAL EXPERIENCE

PROFESSIONAL EMPLOYMENT

Levine & Baker LLP, San Francisco, California. Partner in boutique employment law firm, specializing in counseling sophisticated individuals on compensation-related matters including senior executive employment and severance agreements, founder issues, executive rights in mergers & acquisitions, and equity compensation. Expert witness services for equity compensation-related litigation. 2005- present.

GCA Law Partners LLP, Mountain View, California. (formerly General Counsel Associates LLP). Corporate law partner, specializing in employee benefits and executive compensation matters. 1991 - 2000; 2002-2003.

Snapfish.com Corporation, San Francisco, California. Executive Vice President and General Counsel of on-line consumer digital photography service. Responsibilities included comprehensive legal function, corporate strategy, and team management for high profile venture-backed internet start-up. 2000 - 2001.

Wilson, Sonsini, Goodrich & Rosati, P.C., Palo Alto, California. Senior Associate, Employee Benefits and Compensation Group. 1989 - 1991.

Fenwick & West, Palo Alto, California. Tax Associate, specializing in executive compensation. 1985 -1988.

Sutherland, Asbill & Brennan, Washington, D.C. Corporate Tax Associate. January - August 1984.

Dewey, Ballantine, Bushby, Palmer & Wood, New York City, New York. Summer Associate. Summer, 1982.

UNIVERSITY TEACHING EXPERIENCE

Golden Gate University, Graduate School of Taxation, San Francisco and Los Altos, California. Adjunct Lecturer, Executive Compensation. 1987 - 1993.

Santa Clara University, Santa Clara, California. Advisory Board for Certified Equity Professional Institute; member of curriculum development team/Certification Council.

Stanford University, Stanford Law School, Stanford, California. Thomas Grey Law Teaching Fellow. 1984 - 1985.

ACADEMIC HISTORY

J.D., cum laude, February 1984. Georgetown University Law Center, Washington, D.C. Associate Editor and staff member, Georgetown Law Journal, 1981 - 1983.

*M.S. in education, with distinction, 1980. Graduate School of Education, **University of Pennsylvania**, Philadelphia, Pennsylvania. Faculty Scholar, Spring - Summer, 1980.*

*M.A./B.A. cum laude, in English, 1979. Graduate School of Arts & Sciences/Faculty of Arts and Sciences, **University of Pennsylvania**, Philadelphia, Pennsylvania. Submatriculant, 1978 - 1979. Editor-in-chief, Pennsylvania Review, 1977-1978; Class of 1979 representative to University Council and Faculty Senate, 1975-1976.*

SELECTED SPEAKING ENGAGEMENTS

MyStockOptions.com (2015): equity related podcast interviews, including “Employment Issues with Stock Compensation”.

National Center for Employee Ownership/Beyster Institute Annual Conference (2005 -2008): featured panelist, equity compensation; National Center for Employee Ownership Annual Conference (2000-2004): panel moderator and featured speaker, equity compensation.

National NASPP Conference (1998-2007): featured speaker and panelist, equity compensation; Featured speaker, Silicon Valley NASPP Conference (1999, 2005).

*National E*Trade Users Conference (formerly ShareData Users Conference) (1991 – 2004): Topics ranging from basic taxation of stock options through the status of option accounting legislation; keynote speaker (2002, 2000), panelist, featured speaker and lecturer (1991-2004).*

Western Independent Bankers Annual CFO Conference (2003): featured speaker

National CMS User Conference (1998): featured speaker, basic and advanced taxation of stock options

California Personnel Network Annual Update, Monterey, California (1992, 1993): featured speaker, stock options and executive compensation

Xerox Parc Forum, Palo Alto, California (1992): guest lecturer, options in Silicon Valley

1985 - 2011: numerous invitational panels, seminars and webinars for (among others): the NASPP and its predecessor organizations (Stock Forum, ESSA); Transcentive/CMS; NCEO; Salomon Smith Barney; Tax Executives Institute (TEI); Silicon Valley Employee Benefits Association; American Electronics Association (AEA); California Society for Human Resources Management (SHERM); Silicon Valley CEO Roundtable; The CMO Club (NYC); Women In Opthomology (WIO); employee, client and law firm MCLE groups

PUBLICATIONS

BOOKS AND COMPILATIONS

The Stock Options Book, (16th Ed. 2015, previous editions published annually from 2002-2014). Revised and updated annually, *The Stock Options Book* is the core required study text for earning the Certified Equity Professional (CEP) credential from the CEP Institute of Santa Clara University.

The Law of Equity Compensation, (Baker and Rosen)(2007) A treatise on litigation related to equity compensation. Updated through articles published annually in the *Journal of Employee Ownership Law and Finance* (see below).

"*A Layperson's Glossary of Employee Stock Option Terminology*," updated and published annually in Selected Issues In Equity Compensation (annual editions 2004-2013); originally published in Stock Options - Beyond the Basics, (3d Ed. 2003.;

"*A Comprehensive Overview of Employee Stock Options and Related Plans*," in Stock Options - Beyond the Basics, (1st and 2d Eds. 1999, 2000).

Giving Employees Their Share: A Practical Guide to Option Plans and Equity Incentives, text for students of the Certified Equity Professional Institute of Santa Clara University (1998, 1999, 2000, 2001)

"*Tax Aspects of Stock Options*," originally published in R. Whitman (ed.), Estate Planning and Administration Service (Warren, Gorham & Lamont: 1989); revised and reprinted by Santa Clara University and CEPI, 1992 - 1996.

Executive Compensation and Employee Benefits, textbook for L.L.M. students (Golden Gate University: 1989, rev. 1992).

ARTICLES AND RELATED PUBLICATIONS

"*Negotiating and Structuring Your Stock Compensation*," online article in three parts for **myStockOptions.com**, *Part III* (2010), *Part II* (2007); *Part I* (2006).

"*Equity Compensation Legal Update*," 20 **Journal of Employee Ownership Law and Finance** 3 (Summer 2008)(with C. Zwerling).

"*Equity Compensation Legal Update*," 19 **Journal of Employee Ownership Law and Finance** 53 (Summer 2007)(with C. Rosen and C. Zwerling).

"*Equity Compensation Legal Update*," 18 **Journal of Employee Ownership Law and Finance** 53 (Spring 2006)(with Corey Rosen).

"*The Miller Case: Not So Tragic*," op-ed article in **The Recorder** (8/19/05)(with Richard E. Levine).

"*Equity Compensation Legal Update*," 17 **Journal of Employee Ownership Law and Finance** 3 (Spring 2005)(with Corey Rosen).

"*Equity Compensation Legal Update*," 16 **Journal of Employee Ownership Law and Finance** 59 (Spring 2004)(with Corey Rosen).

"*Fundamentals of Employee Stock Purchase Plans*," online column in three parts for **myStockOptions.com** (2002-2003).

"*Post-Enron Issues for Stock Options*," 14 **Journal of Employee Ownership Law and Finance** 91 (October 2002).

"*Post DotCom Syndrome not an incurable disease*," viewpoint column in **The San Francisco Chronicle**, May 5, 2002.

"*Making the Most of Your Options*," monthly on-line column published by the **National Center for Employee Ownership** (1999-2000).

"*Withholding FICA on ESPP Options*," **NASPP Advisor**, July-August 1998.

"*Stock Options and Congress: Are We Done Yet?*" **CMS Solutions**, Winter 1998.

"*Legislative Initiatives in Equity Compensation*," in Executive Decisions and Capital Ideas (Share Data User Conference Proceedings 1997).

"*Understanding Rule 144*," in Options, Exercises and All that Jazz (Share Data User Conference Proceedings 1996).

"*Into the Grey Zone and Beyond: Protecting Your Legal Interests in the New Multimedia Environment*," in Proceedings (Computer Game Developers Conference 1997).

"*The Lex Files*" column in **The Cursor**, Spring/Summer 1997 (with John Hollingsworth).

"*Operating an International Stock Plan*," in Options, Exercises and All that Jazz (Share Data User Conference Proceedings 1996).

"*Preparing for Your IPO*" in Proceedings (Share Data User Conference 1995).

"*International Aspects of Employee Stock Plans*," in Blazing New Trails in Equity Compensation (Share Data User Conference Proceedings 1994).

"*Legal Trends Affecting Computer Game Development*," in Proceedings (Computer Game Developers Conference 1993).

"*Stock Options - A Perk That Built Silicon Valley*," **The Wall Street Journal**, June 23, 1992.

"*Keeping Compensation Incentives Intact*," *The San Francisco Legal Recorder: Intellectual Properties Magazine*, May 1992.

"*Legal Issue Spotting for Computer Game Deals*," in Proceedings (Computer Game Developers

Conference 1992).

"Tracking Qualifying Dispositions of ESPP Stock," **Issues and Options**, January 1992.

"Are Disqualifying Dispositions of Statutory Stock Options Subject to Withholding?" 72 **Journal of Taxation** 218 (April 1990) (with Renee. Deming).

"Incentive Stock Options Continue To Be A Viable Choice Despite TRA '86," 68 **Journal of Taxation** 164 (March 1988).

PROFESSIONAL BOARDS AND MEMBERSHIPS

Bar Memberships: California (1985); Washington, D.C. (1984) (Inactive); U. S. Tax Court (1985)

American College of Employee Benefits Counsel: Fellow, 2009- present.

Northern California Super Lawyer: 2013- 2015; Top Northern California Women Lawyers ,2013-2015

National Center for Employee Ownership: member Stock Option Advisory Board, 2001 - present; editorial board, **The Journal of Employee Ownership Law and Finance**, 2001- 2009.

MyStockOptions.com: member, Advisory Board, 2003 to present.

MyNQDC.com: member, Advisory Board, 2010 to present

National Board of Certified Option Advisors: member, Advisory Board, 2003 to 2005

Certified Equity Professional Institute: Founding member of Advisory Board, 1991 -2000; Member, Certification Council (1998 -1999).

Silicon Valley Employee Benefits/Compensation Association: Board of Directors, 1995-1996

National Association of Stock Plan Professionals (Stock Forum, ESSA) : member since 1990.

OTHER

Three Girls Theatre Company, Inc.: Producing Artistic Director, 2011 to present.

Playground, Inc.: Member, Board of Directors 2011-2012.

San Francisco Child Abuse Prevention Center: Member, Board of Directors 2007 – 2010.

429 Productions LLP: Producer/Director, Talk Show Live: San Francisco 2007-2008

CONTACT INFORMATION:

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