



**Carl B. Wilkerson**  
Vice President & Chief Counsel, Securities

December 29, 2018

Cynthia Shoss, Chair, Anderson Distinguished Service Award  
Eversheds Sutherland (US) LLP  
Grace Building, 1114 Avenue of the Americas, 40th Fl, New York, NY 10036-7703

Re: Nomination of Tracy L. Rich for ALIC Anderson Award-2019

Dear Cynthia:

I respectfully nominate Tracy L. Rich for the Association of Life Insurance Counsel's Buist M. Anderson Distinguished Service Award. Tracy embodies the core elements of the ALIC: leadership in the association and the life insurance industry, active involvement in the law affecting life insurance companies, collegiality, and legal scholarship. Together, these attributes distinguish Tracy Rich as a worthy recipient of the Anderson Award.

I had the distinct pleasure of meeting Andy Anderson during my first ALIC Annual Meeting in 1987. It was a memorable experience. He went out of his way to give us a warm welcome, and to introduce us to other ALIC members. He encouraged active leadership, scholarship, and fellowship. Andy led by example and dint of his special character. Tracy embellished these important priorities through his leadership and involvement in the Association of Life Insurance Counsel.

### **1. Service to the Association of life Insurance Counsel**

Tracy served with distinction as ALIC President 2008-2009. Through his leadership, he strengthened the organization and enhanced its traditions and history. The topics and speakers at the 2009 annual meeting were varied and compelling, enabling the membership to sharpen their knowledge about rapidly evolving and important legal issues facing life insurers.

As ALIC President, he presided over the first ALIC meeting on the West Coast at the Hotel Del Coronado in San Diego, CA. This demonstrated that the membership enthusiastically supported meetings on both coasts and became the initial model for future bi-coastal meeting venues. Tracy engineered a very successful meeting with excellent topics, speakers, receptions and social events. The meeting's dinner was held outdoors under a full moon on the Coronado Beach, and was followed by a superb band that kept the dance floor full.

I experienced Tracy's leadership first hand as a member of the Board of Governors. His tenure included, among other things, a coordinated outreach to life insurers and their lawyers that were not members of the Association. I worked with Tracy on a membership development committee in which ACLI's legal section roster was compared to the Association's to identify new potential members. With the list in hand, Tracy led a coordinated outreach to new members that focused on personal

phone calls or visits to invite and welcome new members. This endeavor enlarged and enriched ALIC's roster, increased the breadth of backgrounds and reacquainted former members.

During Tracy's tenure as President, he supported an important new policy inviting Emeritus Members to attend the annual meeting and receptions without charge, in recognition of their long service to the industry and the Association. Since the inception of that inclusive policy, several Emeritus Members have attended the Annual Meetings, with attendance growing slowly each year. During the Association's 2013 Annual Meeting on the anniversary of its 100<sup>th</sup> year, a special outreach was extended to Emeritus Members to attend, which resulted in the return of about eighteen Emeritus Members, and greatly enriched the goals of collegiality and friendships that ALIC strongly values.

Tracy led by example in challenging the Membership Committee to emphasize recruitment of individuals with varied backgrounds, different size companies and representative geographic locations. Following his efforts, ALIC gained new members with valuable insights, backgrounds and experiences. The association is richer thanks to Tracy's focused leadership on membership outreach.

Tracy also provided exemplary service to the ALIC throughout his membership, including his roles as:

- Chair of ALIC's Finance Committee;
- A Member of ALIC's Nominating Committee; and,
- A Member of ALIC Distinguished Service Award Committee.

Through his active involvement and leadership in ALIC affairs, Tracy Rich has provided outstanding, dedicated service to the association. His contributions to ALIC's scholarship, collegiality and social atmosphere made the annual meetings uniquely successful.

## **2. Service to the Bar of the Life Insurance and Financial Services Industry**

In several ways, Tracy Rich provided service to the financial services industry and the bar of the life insurance industry. He is Life Fellow of the Connecticut Bar Foundation, which works in partnership with judges, attorneys, and law schools to promote understanding and improvement of the law, legal institutions, and the legal profession. An integral part of the state's legal community, the Foundation administers programs that benefit legal services agencies to provide access to justice for all people in Connecticut.

Tracy is a member of the American Bar Association and the Tax Club of Hartford. He serves as a Director of Metro Hartford Alliance, the region's business and economic development organization that drives economic prosperity by leading a collaborative and unified strategic effort to retain and create jobs and to promote the Greater Hartford Region as an exceptional place to build a business, an industry, a career and a future. He is a member of the United States Tax Court, the Federal District Courts of New York (Southern and Eastern Districts) and Connecticut, the New York State Bar, the Connecticut State Bar, and the Massachusetts State Bar. Through these bar association affiliations, Tracy helped assure that the interests of the life insurance industry were represented. His business affiliations also enabled valuable two-way dialogs on important issues of the day and helped build the economy and business industries.

Additionally, Tracy served as an Adjunct Professor of Taxation at the University of Connecticut Law School. Through this role, Tracy helped many young future lawyers understand the complex status

of life insurers under state and federal tax codes. His early career experiences at the Internal Revenue Service illuminated for law students the important framework of life company taxation. His courses served as a pillar in the unique insurance law program at the University of Connecticut Law School and gave future lawyers practical insights into “real world” issues under the law.

### **3. Service to the Life Insurance Industry, ACLI, and National or State Trade Associations, and Testimony before National and State Legislative or Regulatory Bodies**

Tracy Rich has built an impressive legal career serving the life insurance industry that spans nearly 30 years. His career also included work in both the public and private sectors. Tracy Rich served as Executive Vice President, General Counsel and Secretary of The Guardian Life Insurance Company of America since July 1, 2009 until December 2017. He led Guardian's legal, government, regulatory and compliance functions in addition to all corporate governance activities. He was Counsel of The Guardian Life Insurance Company of America beginning December 2017 and interacted with the Guardian Board of Directors and Executive Leadership Team on existing matters at the direction of the CEO guided the transition and knowledge transfer to the legal and compliance teams before his retirement in 2018.

Tracy served as an Executive Vice President and General Counsel of Phoenix Companies Inc. from 2002 to June 30, 2009 and served as its Secretary until June 30, 2009. He served as Executive VP, Corporate Secretary & General Counsel at Sentinel American Life Insurance Company. He served as an Executive Vice President and General Counsel of Phoenix Life Insurance Company (Formerly Known as Phoenix Home Life Mutual Insurance Co.), a wholly owned subsidiary of Phoenix Companies Inc. from 2002 to June 30, 2009 and served as its Secretary until June 30, 2009.

Tracy served as General Counsel at Massachusetts Mutual Life Insurance Company and Connecticut Mutual Life Insurance Company. Mr. Rich served as an Executive Vice President of PHL Variable Insurance Co., a subsidiary of Phoenix Companies Inc. until June 30, 2009. Mr. Rich served as Chief Legal Officer and Assistant Secretary of Phoenix Life Insurance Company and served as its Senior Vice President from 2000. He served as an Assistant Secretary of Phoenix Companies Inc. since 2002. He has served as Assistant Secretary of PHL Variable Insurance Co. Mr. Rich served as Senior Vice President of Phoenix Companies Inc. from 2000 to 2002 and Senior Vice President and Deputy General Counsel of Massachusetts Mutual Life Insurance Company from 1996 to 2000. He started his career as a trial attorney at the Office of the Chief Counsel with the Internal Revenue Service and then served as an associate with the law office of Robinson and Cole.

Among other things, Tracy has served in the following capacities for ACLI and life insurance trade groups:

- Chair, ACLI Deputies Committee of the Executive Committee (2005-2007)
- Chair, ACLI DOL Litigation Working Group (2017-2018);
- Member, ACLI Estate Tax Task Force (2000-2007);
- Member, ACLI Product Taxation-Federal Committee (2005-2006);
- Member, ACLI Annual Conference Advisory Committee (2009, 2010);
- Member, ACLI DOL Litigation Working Group (2015-2018);
- Member, ACLI Deputies Committee of the Executive Committee (2005-2008, 2011-2012);
- Member, ACLI Product Taxation-Federal Committee (2005-2006);
- Member, ACLI Financial Regulatory Policy Committee (2001-2004);

- Member, ACLI State Policy Oversight Committee (2003);
- Member, ACLI Federal Taxation--Products Committee (1990-1995); and
- Member, ACLI Federal Taxation--Company Committee (1990-1992);

In all these representative roles, Tracy demonstrated effective leadership, substantive knowledge, diplomacy and inclusiveness. In several of the roles, he contributed to some of the most challenging issues of the day. For example, he chaired ACLI's DOL Litigation Working Group during the critical period during which the industry challenged Department of Labor's 2016 "Fiduciary Rule" in federal courts, which is briefly summarized below. These are, however, only a few examples of his many significant contributions to industry achievements.

As Chair of ACLI's DOL Litigation Working Group (2017-2018) Tracy coordinated the industry's successful appeal of Department of Labor's 2016 Fiduciary Rule." His leadership on essential issues, strategy and industry consensus on litigation ultimately enabled a successful outcome through vacatur of the fiduciary regulation. The vacatur operated on a nationwide basis as the Fifth Circuit Court of Appeals, in a 2-1 decision, issued a ruling on March 15, 2018 that reversed the judgment of the U.S. District Court, Northern District of Texas. This was followed by the June 21, 2018 [Mandate](#) enforcing Vacatur of Department of Labor's "Fiduciary Rule" in its entirety. The Department of Labor determined not to appeal the Vacatur within the permitted time period.

Because of this judicial resolution on the Fiduciary Rule, the doors were opened to develop a harmonized, consistently applies best interest standard of care across all regulatory platforms that both protected consumers and made sense for life insurers. The Securities and Exchange Commission proposed its Regulation Best Interest on April 18, 2018 and the NAIC has developed amendments to the Suitability in Annuities Transaction Model Regulation that parallel similar best interest principles. These actions were able to successfully evolve and to avoid regulatory and statutory conflicts with the DOL Fiduciary Rule due to the final Vacatur. The SEC's proposed Regulation Best Interest fully reflected all seven of the core principles advocated by ACLI's Board.

Tracy Rich also actively participated in the federal legislative process and regularly joined ACLI's industry visits to the U.S. Congress to highlight the interests of life insurers and their value to the economy and retirement and financial security. Through his rich experience at several significant life insurers, he conveyed a valuable perspective on the most challenging current issues. Through these important activities, the legislative, judicial and regulatory environment greatly improved for life insurers.

Tracy's sound leadership and judgment in serving as Chair and member of ACLI's Deputies Committee of the Executive Committee advanced and protected many important issues vital to life insurers. While Board and Executive Committee approve final actions, the Deputies Committee executes a significant amount of the work and consensus development preliminary to these final approvals. Diplomacy, inclusiveness and courtesy mark the work of the Deputies Committee in their charge.

#### **4. How this Candidate has Willingly Given Both Time and Effort to Assist Colleagues in Providing Sound Counsel and Advice to their Life Insurance Clients**

Much of the response to this criterion of the distinguished service award is subsumed in the three prior criteria described above. Tracy Rich has always been generous in sharing his time and expertise

to assist colleagues in providing sound counsel and advice to life insurance clients. He also shared his knowledge and wisdom in regular participation in industry legal seminars and presentations.

For example, Tracy was a contributor to the PLI Corporate Counsel Institute 2014, which focused on Law Department Challenges – “*Driving Efficiency and Effectiveness.*” Topics of his presentation included, among others: the optimum in-house legal team; the value of a diverse team in addressing legal issues; legal structures – what is right for your company?; effective use of in-house paralegals and other professionals; the balance and effective addition of external counsel to augment the team; interacting with and compensation of outside counsel; and building relationships with internal clients to further the value of the legal department.

In another example, Tracy participated in the 6<sup>th</sup> Annual Building Careers Symposium, *Leadership in the 21st Century: Leading Without Titles*-June 15, 2016 hosted by the Lawyers Collaborative for Diversity Associate Advisory Committee. Tracy’s panel entitled *What Level of Leadership You Are On* focused on the varying roles leaders play and the attributes and skills that make for effective leadership.

Tracy regularly assisted colleagues through his involvement in the general counsel gatherings associated with ALIC and ACLI meetings, where peers identify issues and share solutions. This functional activity helped colleagues provide sound counsel to life insurers.

He also fulfilled this fourth criterion through his seminar writings and presentations, industry and bar association participation, and in dissecting new developments with colleagues as they rapidly arose. Through his long career at several life insurers, Tracy helped mentor young lawyers who became future leaders in the industry and helped them in providing sound counsel to their constituents.

Over the years, Tracy also served as a valued resource to different groups and industry committees, and through that role helped others resolve client matters in an efficient and effective manner. As chair to several ACLI committees, Tracy encouraged respectful discourse so that all members had a full opportunity to air perspectives in reaching a consensus. In these and other ways, Tracy Rich helped colleagues assist clients and learn collegial behavior.

### **Added Considerations**

Tracy Rich commands deep respect among life insurer colleagues because of his profound expertise, experience and courteous demeanor. He has achieved noteworthy industry and company successes through these talents and his dedicated and generous commitment. Over the arc of his 30+ years as a leading life industry lawyer, he has greatly advanced the best interests of the life insurance industry and enriched professional relationships. His open, welcoming and inclusive nature provide a valuable guide to future generations of lawyers.

### **Conclusion**

I strongly recommend Tracy L. Rich for the ALIC Distinguished Service Award. For all the reasons explained above, he fulfills the core elements of the ALIC: leadership, collegiality, industry involvement, and scholarship. Tracy’s outreach, inclusiveness, demeanor and skilled industry leadership are extremely noteworthy. He has accomplished an impressive body of work and legacy greatly enhancing the life insurance industry. Tracy embodies the characteristics that made Andy Anderson so special to the ALIC and a friend to all he met. It would be most appropriate, therefore,

Recommendation of Tracy L. Rich for ALIC 2019 ALIC Distinguished Service Award

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to present Tracy Rich with the Distinguish Service Award. Tracy has my fully endorsement for this significant award. It has been an honor and a privilege to know and work with Tracy over many years.

Please let me know if you have any questions. Thank you for your consideration.

Sincerely,

*Carl B. Wilkerson*

Carl B. Wilkerson

cc: ALIC President Deborah Bello  
ALIC Secretary-Treasurer Jason Walters  
ALIC Executive Director Kate Brunswick



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New York, NY 10004  
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January 4, 2019

Via e-mail

Cynthia Shoss, Esquire  
Chair, Anderson Distinguished Service Award  
c/o Eversheds – Sutherland LLP  
1114 Avenue of the Americas  
New York, New York 10036

Re: Nomination of Tracy Rich

Dear Cynthia:

We write in whole-hearted support of Tracy Rich's nomination for the Buist Anderson Distinguished Service Award. Tracy has been a force in the industry and at ALIC. He has made each institution he served stronger through his leadership and vision. Importantly, Tracy achieved all of his many accomplishments as a selfless and universally beloved person. For over forty years he was a mentor to all who worked with and for him, a zealous advocate for the companies he defended and a daunting adversary. Tracy always leaned-in to challenging situations and counseled his companies, his colleagues and his friends with candor and impeccable judgment and professionalism. Tracy is known within our industry as a "true gentleman".

While at Guardian Tracy led several initiatives that modernized the manner in which legal services were provided to Guardian's internal clients and enhanced the operational effectiveness of the law department. Among other notable accomplishments, under Tracy's direction the law department provided legal-side execution of an unprecedented number of mergers and acquisitions, re-engineered the office of the Corporate Secretary, developed Guardian's Compliance Department and expanded the influence of Guardian's government relations function, greatly strengthening Guardian's relationship with key state and federal regulators and legislators. At the same time, Tracy personally championed a number of projects designed to give back to the community, including increasing Guardian's diversity and inclusion and developing corporate giving and pro bono programs.

Under Tracy's leadership, the Guardian Law Department partnered with business clients to execute the largest expansion of Guardian's customer base, allowing the company to grow from approximately 5 million to 25 million customers. This included several strategic acquisitions and mergers valued in the hundreds of millions of dollars; ventures that allowed Guardian to diversify its fee-based revenue and become the second largest absence management provider in the United States. Guardian also expanded its presence in the dental insurance arena by acquiring multiple entities, including an international administrative capability of over 1700 employees, allowing Guardian to enhance its government programs while reducing administrative costs in several business units.

Moreover, during Tracy's tenure Guardian issued a number of innovative financial offerings, which allowed Guardian to grow capital and engage in the strategic diversification mentioned above. These efforts included a 2014 surplus note with the lowest coupon ever achieved as of that time and a 2017 60-year surplus note that included the first ever surplus note exchange program. Tracy also led the legal-side execution for the establishment of an internal venture capital investment program directed at fostering innovation and disruption at Guardian by partnering with start-up companies, including companies exploring innovations in underwriting and risk assessment.

At the same time the business was expanding, federal and state regulatory activism was increasing in response to the financial crisis. Tracy realized that enhanced corporate governance and compliance were needed to mitigate regulatory and reputational risk to the company. Tracy placed a strong emphasis on best in class practices in corporate governance, upgraded the role of the Corporate Secretary, revised the Company by-laws and completely overhauled the content and manner of board reporting. Significantly, Tracy also hired Guardian's first Corporate Chief Compliance Officer and built out the compliance function. Over time and with Guardian's changing business model, the increased regulatory pace, Tracy understood the need to mature the compliance function and was instrumental in ensuring the centralization of the function under the corporate umbrella. Centralizing the team not only reinforced the need for more defined independence of the function but continued to underscore the importance of a culture where all Guardian's employees appreciated their role in the understanding of, and accountability for mitigation of compliance risk.

The Guardian Government Affairs team was launched during Tracy's tenure. When Tracy joined Guardian there were two employees handling all lobbying work, which effectively was limited to Guardian's domestic state. Tracy led efforts to restructure Guardian's Political Action Committee, establishing the first PAC board and developing an annual PAC campaign. The Federal Affairs team and office were established in Washington DC and Guardian had an immediate impact at the federal level and as an industry advocate. As an example, Guardian played a leadership role in successfully lobbying for the Stabenow amendment to the Affordable Care Act. The Amendment allowed for separate dental coverage both inside and outside the exchanges to meet the essential health benefit requirement for pediatric oral health services and was lauded for

how it benefitted consumers who were able to keep their existing dental providers and medical plans even though such plans did not offer dental coverage. The State Government Relations team became active members in key trade associations, NCOIL, NAIC and Guaranty Associations.

Tracy also led Guardian's community service initiatives, especially in disadvantaged neighborhoods and minority communities. A leading example was the Guardian Money Management for Life Program which Tracy began in 2013 with a goal of providing 3,000 community college students across the country training in financial management to help them to complete their education and build a plan to manage their money throughout their lifetimes. Tracy personally began this program by developing partnerships with 6 community colleges, providing them with the resources to ensure that all students could experience the course completely tuition free. The program was hugely successful and has been expanded to serve 16 colleges across the country. To date, more than 4,000 students have received this education and over 120 Guardian employees have served as guest lecturers. Several students were also offered a summer internship at Guardian, putting their classroom learning to use for Guardian's policyholders.

Tracy also supported the development of a robust pro bono program whereby Guardian attorneys provide ongoing legal counsel to clients of Her Justice and the New York Legal Assistance Group, two entities that offer support in immigration, housing and tenant's rights, public benefits, domestic violence, divorce and child custody issues and other free civil legal services. Over 100 clients have been assisted and dozens of Guardian attorneys have volunteered hundreds of hours supporting these initiatives.

Tracy pioneered a number of diversity efforts at Guardian. The company's law department is split evenly by gender and several diverse employees have been hired. Tracy signed onto General Counsel Initiative to adopt ABA resolution 113 and the Company's outside counsel retention guidelines were revised to include specific requirements for law firm diversity and matter management. Tracy began the Law Department Summer Internship Program in 2011, with a mission of diversity, mentorship and inclusion. The success of the law internship program, and the first company "Intern Day" sponsored by the Law Department, commenced what is now a successful enterprise-wide internship program of over 200 students across the United States. Notably, Guardian's Law Interns were comprised of over 70% female and 40% diverse candidates.

We also reached out to some of Tracy's colleagues in the industry to gather their views on his nomination. His colleagues from Connecticut Mutual, MassMutual and outside counsel all concur with this nomination. Tom Hetherington's summary is representative of the feedback received:

I began working with Tracy while he was the General Counsel of the Phoenix Companies. Tracy was at the forefront of the life insurance industry in addressing the threat presented by stranger originated life insurance. At that time, he was

among the first in our industry to aggressively fight STOLI promoters and root out manufactured life insurance. Together we eliminated scores of manufactured policies and were responsible for some of the most significant legal opinions affecting the life insurance industry. In particular, Tracy was one of the first in our industry to seek to retain premiums in STOLI rescission actions. His bold action was overwhelmingly successful and led to reported opinions across the country ensuring the rights of life insurers to retain premiums in cases of fraud, or to compensate insurers for damages sustained through illicit STOLI schemes. Although his professional accomplishments are many, and the work we did together was some of the most significant and challenging of my career, I think of Tracy most often as a great mentor and friend, and a champion of diversity. Tracy has been a positive influence on the people and law firms with whom he worked and the companies and industry that he served so well.

Finally, Tracy has been a strong advocate and supporter of ALIC. As you know, Tracy served as past president, has been active on various committees and as a voice in the industry. Sean is especially grateful as Tracy supported his membership in ALIC as well as his participation at various levels including serving on the Board of Governors. As Tracy predicted, the learnings, friendships, and contacts we have made as members of ALIC provide incredible professional and personal benefits. To this day Tracy describes ALIC as the best organization he has ever belonged to. That ALIC is considering Tracy for the Buist Anderson Distinguished Service Award underscores a long tenured, mutually respectful and beneficial relationship between Tracy and ALIC.

Thank you for the opportunity to provide support of Tracy's nomination. Please do not hesitate to reach out to either of us should you have any questions.

Sincerely,

Eric Dinallo



Executive Vice President, Chief Legal Counsel

Sean Quinn



Chief Litigation Counsel

cc: Deborah Bello, Jason Walters, Kate Brunswick

January 2, 2019

To the Buist M. Anderson Distinguished Service Award Selection Committee:

I wholeheartedly support and second Carl Wilkerson's nomination of Tracy L. Rich for the ALIC Buist M. Anderson Distinguished Service Award. He is an outstanding nominee who has dedicated his life in service to the insurance industry. I have known Tracy since 1981 and am quite aware of his noble character. We have worked together as peers at a law firm and then Connecticut Mutual and subsequently as his subordinate at Phoenix. He has always exhibited the highest professionalism and ethical conduct. The timing of this award is excellent since he recently retired from The Guardian and it would be a fitting "cap" to a long, exemplary career.

I agree with Carl Wilkerson's statement: "Tracy embodies the core elements of the ALIC: leadership in the association and the life insurance industry, active involvement in the law affecting life insurance companies, collegiality, and legal scholarship." His decision to relocate the annual conference from the Greenbrier to the West Coast is an example of his excellent judgment in recognizing that our organization needed to change in order to grow and flourish. He was willing to make a tough decision for the betterment of ALIC even though he knew certain individuals would be resistant to this change. The decision made it easier to increase the participation of our colleagues on the West Coast. Further, his leadership was exhibited by little things too - his habit of introducing new members to the more seasoned lawyers during the cocktail hour and other events. Tracy was very interested in increasing the diversity of our membership (women and people of color) and encouraged those individuals to assume positions of leadership in our organization as well as other industry committees. He has a mentoring nature.

I have worked closely with Tracy over the years and he is my friend. We overlapped during much of our respective careers and I witnessed how Tracy handled many difficult situations. Although I don't play golf, it is said you can tell a lot about a person on how he/she marks the scorecard. He handled many difficult problems while never violating his core principles. Tracy has acted in a manner which commands deep respect by his peers. He has nurtured many attorneys and as General Counsel supported the other members of the department in difficult situations.

I wholeheartedly support the nomination of Tracy L. Rich for the Buist M. Anderson Distinguished Service Award. Please feel free to contact me if you have any questions.

Sincerely,

John Ruben Flores