

GIOVANNA M. CINELLI
Practice Lead, International Trade and National Security
Morgan Lewis & Bockius LLP
giovanna.cinelli@morganlewis.com
202.739.5619 (direct dial)

Giovanna M. Cinelli is a partner with Morgan Lewis & Bockius LLP, resident in the Firm's Washington, DC office, where she leads the Firm's global International Trade and National Security practice. Throughout a career spanning more than 35 years, she has counseled clients from the defense, aerospace, financial, private equity, services, and high technology industries covering a broad range of issues affecting national security, including:

- a) Export/import investigations (civil and criminal)(unclassified and classified);
- b) Due diligence and Foreign Ownership Control and Influence (FOCI) mitigation;
- c) Committee on Foreign Investment in the United States (CFIUS) reviews;
- d) Sanctions;
- e) China and Russia geopolitical matters affecting legal/regulatory issues
- f) Post-transaction cross-border compliance;
- g) "Team Telecom" and global Foreign Direct Investment regimes;
- h) Government contracts; and
- i) Export licensing and related policies.

She has conducted hundreds of civil and criminal investigations (both unclassified and classified), managed transactional due diligence for hundreds of investments, and counseled clients through the complexities of export control changes from 1992 through the present. She has negotiated and settled more published consent agreements with the Department of State than any outside counsel.

In addition, Ms. Cinelli serves as an expert witness on national security, sanctions and export issues involving discovery requests, trial proceedings and motions practice in the United States and abroad. Recently, she led panel discussions sponsored by the National Security Institute for and with bankruptcy and district court judges regarding the loss of technology through bankruptcy court proceedings. With Ms. Camille Stewart (of Google), Ms. Cinelli co-authored comments for revisions to the Bankruptcy Rules governing court proceedings to address export and CFIUS related concerns.

In 2020 and 2021, through the Federal Judicial Center, she participated in several training sessions for bankruptcy and district court judges highlighting the CFIUS and export control risks associated with bankruptcy proceedings. In 2021, she co-presented a special training session for the same judges with Mr. Andrew Pahutski, the now former Director of Foreign Investment Reviews, Office of the Under Secretary for Acquisition and Sustainment, Department of Defense, where the judges discussed their concerns with the loss of technology or export-controlled information through bankruptcy proceedings that involve emerging and disruptive technologies.

She has worked extensively with the Departments of State, Commerce, Defense and Treasury, as well as Energy and the military services. She has been a member of the Department of State's Defense Trade Advisory Group (DTAG) since 1992 (with a break between 2008 and 2014) and has been reappointed in 2022 for her 11th term. She was a member of the Department of Commerce's Regulations and Procedures Technical Advisory Committee (RPTAC) for 8 years, ending her tenure as Vice Chair as well as a member of the Virginia/DC District Export Council since 2011. During her service on each committee, Giovanna addressed a broad range of regulatory issues involving trade, export controls, sanctions, foreign direct investment, and countries of concern, including but not limited, to the People's Republic of China, Russia, and other sanctioned countries.

In 2020, she was designated a subject matter expert for the Defense Science Board Task Force on the 21st Century Industrial Base for National Security to advise on legal and regulatory issues impacting the industrial base. She testified before the Task Force on September 15, 2020, outlining the key China related issues that limit or inhibit the Department of Defense (DOD) and the reliability of its supply chain. DOD Acquisition and Sustainment personnel consult with her regularly regarding CFIUS, export controls, supply chain and the US-China relationship overall.

Ms. Cinelli was invited to participate in the Defense Security Service (now the Defense Counterintelligence and Security Agency) Roundtable on FOCI Mitigation and has spoken on panels with US Government representatives at the DSS/DCSA Annual FOCI Conference to discuss mitigation of foreign ownership, control, and influence. She was an active member of the working group under the National Industrial Security Program Policy Advisory Committee (NISPPAC) addressing rewrites to the National Industrial Security Program Manual.

In addition to her client and Executive branch advisory work, Congress considers her a subject matter expert on CFIUS and national security issues. In April 2018, she testified before the House Financial Services Committee, Subcommittee on Monetary Policy and Trade, about revisions to the CFIUS process. Prior to her testimony, Ms. Cinelli was asked to comment on various drafts of the new CFIUS legislation and advise on the anticipated impact of changes to the CFIUS process. In December of 2017, Congressman Pittenger, then-chair of the House Parliamentary Intelligence Forum, invited her to speak to over 100 representatives of the intelligence agencies of 30 countries about CFIUS reforms and the role of export controls and cyber regulations to address current national security concerns.

On September 8, 2021, she testified before the US-China Economic and Security Review Commission on emerging technology, export controls and CFIUS gaps related to China's global reach, providing a pragmatic and legal framework for the challenging national security issues embedded within this relationship.

From 2017 through the present, members of Congress and professional staff sought her input on proposed legislative changes to the export control process as well. She has informally advised and continues to advise Commissioners from the US-China

Economic and Security Review Commission regarding areas of sensitivity related to supply chain, cyber security and gaps in the export control process, as well as CFIUS mitigation requirements.

Since 2016, she has been a subject matter expert at various meetings and seminars at the Center for Strategic and International Studies (CSIS) addressing CFIUS, technology transfer and related national security issues through a variety of CSIS' meetings, working groups, seminars, and conferences. In 2017, Ms. Cinelli participated in a Council on Foreign Relations closed workshops regarding the impact of Chinese foreign direct investment (FDI) in the United States and led panels that identified the key issues related to the national security implications of Chinese FDI in the United States. The Government Accountability Office (GAO) interviewed her for several investigations and reviews regarding CFIUS, its effectiveness and the impact of FDI in specific sectors. In 2022, she was invited to participate in closed war game regarding the impact of quantum sensing, communications and computing on the complex US-China relationship.

In 2021 and 2022, Ms. Cinelli participated in a number of working groups led by Rhodium, The Atlantic Council, and the Center for New American Security to address the complex issue of outbound investment review regimes. She has provided input to various studies published in this area and is involved in reviewing a number of proposed bills designed to address the balance between necessary outbound investment reviews and the way parties invest abroad. She has published extensively on both inbound and outbound investments regimes as well as the pitfalls from establishing a regime without a review of past experiences in the US.

Since 2019, she has been invited to provide her perspective to the European Union foreign direct investment offices, working under the new EU FDI regime, as well as to METI's Director General regarding Japan's approach to FDI. She has been consulted on the impact of the proposed outbound investment regimes and the anticipated effect, if any, on global investment flows. Since 2018, she has been invited to speak to the Keidanren, Japan's business roundtable organization comprised of the leading companies in Japan, on key issues related to CFIUS and export controls.

Ms. Cinelli is recognized as a global leader in the field, have written two book chapters and dozens of articles while practicing law and serving as a US Naval Reserve Intelligence Officer. The Governments of Australia, as well as Japan consider her a subject matter expert regarding the critical intersection of CFIUS, export controls, supply chain, China, and global changes to foreign direct investment regimes on national security interests.

Ms. Cinelli has appeared on CNN's *Burden of Proof* and MSNBC's *Hardball with Chris Matthews* as an expert in international technology transfer, arms exports, and related national security issues. She has been interviewed by *Inside Defense*, *The American Lawyer*, Reuters, the *Wall Street Journal*, Law 360, Bloomberg, Bloomberg Law and *The Capital Forum* regarding the impact of geopolitical changes on US national security and foreign policy interests.

Ms. Cinelli continues to be ranked by Chambers USA, Chambers Global and Chambers Lawyers Research as a “Leader in Their Field” for export controls, sanctions and CFIUS. She was also named a 2012-2014 Washington, DC “Super Lawyer.” In 2019, Global Investigations Review named Giovanna one of the top 25 sanctions lawyers “to have on speed dial” in the US and in DC and in 2020, 2021, 2022 and 2023 Foreign Investment Watch named Giovanna one of the top 10 US and Global Leaders for CFIUS.

From 2015-2016, she was the Chairwoman of Women in Aerospace, the US’ premier organization focused on addressing leadership and educational opportunities for women in the aerospace and aviation fields. She is one of the organization’s Past Presidents and served as a Board Member through 2017. She is a Visiting Fellow at the National Security Institute of George Mason University and a member of the Foundation for the Defense of Democracy’s Cyber Innovation Laboratory’s Advisory Board.

Concurrent with her legal career, Ms. Cinelli served as a US Naval Reserve Intelligence Officer specializing in former Soviet submarine platforms and international security issues. She holds a Masters’ Degree in International Relations from the College of William and Mary and an E.E. Certificate in National Security and International Security from the John F. Kennedy School of Government at Harvard University. She graduated from Catholic University School of Law where she was Editor-in-Chief of the Health Law Journal. In her spare time, she is a competitive amateur concert pianist and a violinist with the Washington Opera Society.

DB1/ 105623984.1