
Faculty Bios

8th Law of Shale Plays Conference

September 6 – 7, 2017
Pittsburgh, Pennsylvania

Presented by
Institute for Energy Law
of
The Center for American and International Law
And
Energy & Mineral Law Foundation



Bridget D. Furbee | Member

PHONE (304) 933-8117
EMAIL bridget.furbee@steptoe-johnson.com
LICENSURE OH | PA | WV
EDUCATION J.D. West Virginia University

Bridget Furbee focuses her practice in the area of energy law. She is the former in-house counsel for a major Fortune 500 energy company where she was responsible for legal issues related to gas exploration and production, including the development of major new geologic plays in West Virginia, Ohio, and Pennsylvania. She has extensive experience in major transactions as well as litigation in the oil and gas industry. With over 30 years in the industry, Bridget brings a practical perspective to find legal solutions to various types of contract disputes, including joint operating agreements, farmouts, leases and gas contracts.

REPRESENTATIVE EXPERIENCE

Represented sellers and buyers in various oil and gas acquisitions, including the corporate sale of one entity worth \$3.75 Billion, and multiple transactions, each exceeding \$100 Million

Represented oil and gas operator in litigating and settling class action royalty claims

Resolved disputes and litigation between landowners and operators

Served as Counsel for seller of overriding royalty interests for \$193 Million

Represented buyer of E&P assets for \$2.5 Million

Counsel for seller of E&P company (stock and assets) for \$3.47 Billion

Negotiated and drafted various agreements involved in farmouts, joint ventures, sales and acquisitions of E&P properties, including stock and asset sales

Experienced in negotiating, preparing and analyzing various types of gas sales, marketing and transportation agreements

Worked with industry to draft proposed legislation for horizontal wells and road bonds

WORK EXPERIENCE

2012 Steptoe & Johnson PLLC
2010-2012 CONSOL Energy Inc.
2007-2010 Dominion Resources Services, Inc.
2006-2007 Dominion Transmission, Inc.
2003-2006 Jackson Kelly PLLC

1998-2002 Johnson, Simmerman & Broughton, L.C.
1994-1997 Vice President, Administration & Legal Affairs, Alamco, Inc.
1992-1994 Manager, Gas Marketing & Legal Affairs, Alamco, Inc.
1985-1991 Gas Marketing/Office Administration Manager, Alamco, Inc.
1981-1985 Alamco, Inc.

RECENT PUBLICATIONS / SPEAKING ENGAGEMENTS

Production "Irrelevant" Under Flat-Rate Leases
PA Supreme Court Eliminates More Act 13 Provisions
Pennsylvania Superior Court confirms "Dual Purpose" Lease Not Severable
West Virginia Supreme Court Rules Surface Owners Have No Right to Appeal Well Work Permits
WV Supreme Court Holds that Post-Production Expenses are Allowable Deductions on Flat-Rate Leases
"Ohio Dormant Mineral Acts & Ohio Forced Pooling"
"Holdouts and Houdinis: Partition Actions, Missing Heir Petitions & Dormant Mineral Acts"
"The Future of the U.S. Oil and Gas Industry"
"Partition Actions & Missing Heirs"
"Farmouts & JOAs"
"Employment Law from A to Z, " CLE Presenter 2006
"Problem Employees in West Virginia," CLE Presenter 2005

MEMBERSHIPS AND AWARDS

PROFESSIONAL

The Best Lawyers in America®
Chambers USA America's Leading Lawyers for Business
Energy & Mineral Law Foundation
Harrison County Bar Association

INDUSTRY/CIVIC

West Virginia Oil & Natural Gas Association, Legal Committee
Independent Oil and Gas Association of West Virginia
Member, Bridgeport Development Authority
Former Director, Harrison County CASA Program, Inc.
Council on Ministries, Bridgeport United Methodist Church
Former Director, Habitat for Humanity of Harrison County
American Association of Professional Landmen (AAPL)
Michael Late Benedum Chapter AAPL (MLBC)



Jennifer McDonough
Senior Vice President, General Counsel and Secretary
Rex Energy Corporation
State College, Pennsylvania

Jennifer McDonough is the Senior Vice President, General Counsel and Secretary for Rex Energy Corporation (Nasdaq: REXX), a Pennsylvania-based independent oil and gas producer. She is responsible for all legal, corporate secretarial, compliance, public and governmental affairs of the company. For over 16 years, Jennifer has been advising public and private companies, their management teams, and their boards on complex capital markets, securities, and corporate transactions, ethics and compliance, restructuring, fiduciary responsibilities and corporate governance matters. Before joining Rex Energy as General Counsel in 2011, she spent six years with Kennametal Inc. (NYSE: KMT), a global manufacturer and provider of engineered solutions, as Assistant General Counsel and Assistant Secretary leading all securities, finance, and executive compensation matters for legal as well as serving the Compensation and Audit Committees of the Board of Directors. Prior to that, she spent four years in private practice with Morgan Lewis, where she focused on corporate law, mergers and acquisitions, finance, and securities matters. She received her bachelor's degree in Psychology from the University of Pittsburgh and her law degree, *magna cum laude*, from Duquesne University.

Jennifer has lectured on Oil and Gas Law at Penn State University and PSU's Dickinson School of Law and is a frequent speaker on a variety of legal and corporate governance topics. She formerly served on the Board of Directors for the Western Pennsylvania Chapter of the Juvenile Diabetes Research Foundation and has counseled, pro bono, and been active in a number of other non-profit charitable organizations.

Jennifer is a proud and passionate football and lacrosse mom! In her downtime, she enjoys reading and writing, and is toying with the idea of authoring a book in the not-so-distant future. She resides in State College, Pennsylvania, where she is completely outnumbered (but rarely outmaneuvered) by the men in her life: her husband Pat, their three sons, and their dog, Louie.



Amy L. Barrette

Partner

Pittsburgh, PA v. +1.412.932.2735 f. +1.412.927.2703
ABarrette@BlankRome.com

Amy Barrette is an experienced trial lawyer who focuses her energy industry practice on oil and gas and environmental matters.

Ms. Barrette advises clients in federal and state court actions on a wide variety of issues, including alleged contamination of water supplies from natural gas drilling operations, hydraulic fracturing nuisance claims, personal injury, contract, royalty, zoning, and lease disputes, as well as environmental practices, including Act 2 remediation. She also has represented energy and other clients in negotiations with the Pennsylvania Department of Environmental Protection, EPA, and DOJ. Further, she regularly represents and advises clients in matters before the Pennsylvania Environmental Hearing Board.

In addition, Ms. Barrette has significant experience managing all aspects of litigation, arbitration, and mediation, including advising clients on their discovery obligations relative to electronically stored information.

During law school, Ms. Barrette was a member of the *Law Review*. She frequently writes and speaks on industry-related events and topics for leading legal publications and conferences.

SERVICES

Environmental
Commercial and
Corporate Litigation
Litigation

INDUSTRIES

Energy

ADMISSIONS

Pennsylvania
U.S. District Court -
Middle District of
Pennsylvania
U.S. District Court -
Western District of
Pennsylvania
United States Court of
Appeals for the Third
Circuit

MEMBERSHIPS

Allegheny County (PA)
Bar Association
Pennsylvania Bar
Association

EDUCATION

Duquesne University
School of Law, JD, cum
laude
Washington &
Jefferson College, BA,
summa cum laude

REPRESENTATIVE MATTERS

- Defending oil and gas clients against claims of methane migration and water contamination from hydraulic fracturing and natural gas drilling.
- Representing oil and gas clients in consent order negotiations with the Pennsylvania Department of Environmental Protection.
- Representing oil and gas clients in appeals before the Pennsylvania Environmental Hearing Board.
- Representing oil and gas clients in connection with lease disputes.
- Defended various oil and gas operators in quiet title actions.
- Obtained injunctive relief for an oil and gas client in connection with repeated instances of trespass on well locations.
- Representing an oil and gas client in connection with personal injury claims related to operations on natural gas well pads.
- Representing oil and gas clients in connection with EPA CERCLA requests.
- Representing oil and gas clients in connection with Pennsylvania Department of Environmental Protection enforcement actions.
- Represented a wood treatment facility in connection with EPA and DOJ allegations of RCRA violations.
- Represented an energy client in consent order negotiations preventing the closing of a coke manufacturing plant.
- Defended an internationally known forensic pathologist and medical examiner charged with 84 federal felonies; after months of trial, the defense rested without calling a single witness, and the jury was unable to reach a verdict on any of the counts.

COMMUNITY SERVICE & AFFILIATIONS

Ms. Barrette is a member of the **Marcellus Shale Coalition**'s Natural Gas Use, Water Resources, and Waste Management and Recycling subcommittees, as well as a member of the Energy & Mineral Law Foundation.

RECOGNITIONS

- 2014–2016, “Who’s Who in Energy,” listed in the *Pittsburgh Business Times*

A description of the standard or methodology on which the accolades are based can be found [here](#).



Cole T. DeLancey

North Region, Cabot Oil & Gas Corporation

Pittsburg, Pennsylvania

Cole serves as Counsel-North Region for Cabot Oil & Gas Corporation.

At Cabot, Cole's daily duties include triaging whatever legal matters arise and generally making it up as he goes. If spontaneity is the spice of life, then Cole has reached professional nirvana. He has not one but two degrees from the revered and storied educational institution that is colloquially referred to as the "Harvard on the Monongahela" (aka West Virginia University).

As a West Virginia native now living in Pennsylvania, Cole's avocation is educating the world (particularly, the greater Pittsburgh area) about the wonders of his native state and fiercely defending her reputation against disreputable individuals and widespread misconceptions (please notice his shoes).

Cole's wife, Megan, is a successful CPA and international tax consultant, but she obviously lacks good judgment as evidenced by her acceptance of his marriage proposal; each day of their marriage is a testament to her virtue of patience. Cole and Megan live with two egotistical and domineering cats. If you notice someone other than Cole moderating this panel or if you notice Cole abruptly leaving in the middle of it, it is because his wife is imminently due to give birth to their first child, and he needs to be present to receive more than his fair share of the fault and blame related to her precarious situation.

Kara S. Eaton
Frost Brown Todd LLC
Pittsburgh, Pennsylvania

Kara is a Managing Associate in Frost Brown Todd, LLC's Pittsburgh office. She concentrates her practice in commercial litigation with a particular emphasis on serving the needs of the energy industry. She has represented numerous upstream and midstream oil and gas companies in a wide variety of litigation and arbitration matters in the Marcellus Shale region, including contract disputes, lease disputes, quiet title actions, trespass and nuisance actions, and mechanics' lien claims. Her experience also includes handling oil and gas related transactional, due diligence, and title matters. Kara is a frequent speaker on a variety of topics relevant to the oil and gas industry, and was selected as a "Who's Who in Energy" honoree by the Pittsburgh Business Times in 2016.

Kara graduated *cum laude* from Washington & Jefferson College in 2004 and received her J.D. from Duquesne University School of Law in 2007. She participates in the Leadership Counsel on Legal Diversity's Mentoring Program, with an aim towards mentoring a diverse group of young aspiring attorneys. Kara is licensed to practice before all Pennsylvania state courts, all West Virginia state courts, and the U.S. District Courts for the Western District of Pennsylvania and the Southern District of West Virginia.

Kara S. Eaton, Frost Brown Todd LLC, Union Trust Building, 501 Grant Street, Suite 800, Pittsburgh, PA 15219; 412-513-4325; keaton@fbtlaw.com



Randall M. Ebner
Exxon Mobil Corporation
Irving, TX

Randall (Randy) M. Ebner is the Vice President and General Counsel of Exxon Mobil Corporation. He has been with ExxonMobil's law department since graduating Tulane Law School in 1980. He received his undergraduate degree from Bowdoin College in 1977. During his career, he has held numerous positions in the law department including litigation, transactional and management related assignments. Most recently, Mr. Ebner was Assistant General Counsel for Compliance and Corporate Law. He was elected to his current position effective November 1, 2016.

Mr. Ebner serves on the Board of Directors of the Institute for Legal Reform of the U.S. Chamber of Commerce and the National Center for State Courts. He is a member of the Board of Overseers for the RAND Institute for Civil Justice, the Steering Committee for the Civil Justice Reform Group and the Board of Trustees and Executive Committee for the Center for American and International Law. Mr. Ebner also serves on the Law Committee for the American Petroleum Institute and is co-chair of the ABA Business Law Section, Corporate Governance Committee, Corporate Counsel Perspectives Subcommittee and is a member of the Tulane Law School Dean's Advisory Board. He is a Life Fellow of the Texas Bar Foundation.



Mark Friedland
Managing Director, Chief Legal and Compliance Officer
Orion Energy Partners
New York, New York

Mr. Friedland is responsible for providing the legal and compliance oversight of the firm's operational and investment activities, as well as overseeing the legal and structuring review for investment transactions. Mr. Friedland is a member of the ESG Committee and the Valuation Committee.

Previously, Mr. Friedland was Executive Vice President – Head of Finance, Planning & Legal at K Road DG., where he originated, structured and negotiated K Road's energy storage asset platform investment.

Mr. Friedland has 19 years of power sector experience with K Road and Sithe Energies. He had direct responsibility for legal, compliance and regulatory efforts with government departments and agencies that regularly intersect with power plant development, construction, transmission and operations, in both contracted and merchant settings. He was responsible for ensuring project documentation was financeable in the capital markets, while interfacing with counsel for various project counterparties.

Prior to the above, Mr. Friedland was an Associate Director, Investment Banking (Energy and Mining) at S.G. Warburg, having started his career as a corporate attorney in Canada.

Mr. Friedland earned an MBA from the Kellogg School of Management at Northwestern University, a JD from Queen's University in Canada and BA in Philosophy from University of Toronto.



AVI GARBOW

Partner

CONTACT INFO

agarbow@gibsondunn.com

T: +1 202.955.8558

F: +1 202.530.9667

Washington, D.C. Office
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306, USA

PRACTICE

- [Environmental Litigation and Mass Tort](#)
- [Administrative Law and Regulatory Practice](#)
- [Crisis Management](#)
- [White Collar Defense and Investigations](#)

EDUCATION

University of Virginia
1993 - Master of Arts

University of Virginia
1992 - Juris Doctor

University of Michigan
1988 - Bachelor of Arts

ADMISSIONS

District of Columbia Bar

Virginia Bar

BIOGRAPHY

Avi S. Garbow is a partner in the Washington, D.C. office of Gibson, Dunn & Crutcher. He is a Co-Chair of the Environmental Litigation and Mass Tort Practice Group, and a member of the White Collar Defense and Investigations, Administrative Law and Regulatory, and Crisis Management Practice Groups. He joined the firm after serving as General Counsel at the U.S. Environmental Protection Agency. Mr. Garbow was nominated by President Obama, confirmed with the unanimous consent of the Senate, and was EPA's longest-serving General Counsel, from 2013 through 2017. Before assuming that position, he served as EPA Deputy General Counsel, held positions in EPA's enforcement office, and was a distinguished federal prosecutor at the U.S. Department of Justice.

Honored by the National Law Journal as an Energy and Environmental Trailblazer in 2017, Mr. Garbow has extensive experience in the development, implementation and enforcement of environmental regulations under nearly all major environmental statutes. His practice focuses on environmental compliance, internal investigations and enforcement proceedings, litigation defense and crisis management. In addition, Mr. Garbow provides strategic counseling on matters relating to climate change and sustainability, helping clients in a wide range of industries identify and maximize business opportunities arising from changing environmental and regulatory landscapes.

Mr. Garbow's tenure as EPA's General Counsel occurred during the most advanced efforts of the federal government to address climate change, both domestically and internationally. While serving as EPA General Counsel, Mr. Garbow twice led the EPA delegation to the U.S.-China Strategic & Economic Dialogue and participated in the U.S.-China Climate Change Working Group.

Mr. Garbow successfully managed one of the most active regulatory and defensive litigation dockets among large federal agencies. Under his leadership, EPA's Office of General Counsel was recognized – for the first time ever – by *The Legal 500 U.S.* as the Best In-House Team for Environment in 2014 and in 2015, and was selected for its *GC Powerlist*, with *The Legal 500* remarking that "under the inspired leadership of Avi Garbow, the dedication that the team shows sets it apart from all others in the field." He also spearheaded significant engagement with State Attorneys General, and he helped to found the EPA/Environmental Council of States Legal Network.

Earlier in his career, Mr. Garbow served as a prosecutor in the Justice Department's Environmental Crimes Section, was appointed as a Special Assistant U.S. Attorney in the Eastern District of Virginia, and held positions in EPA's Office of Enforcement and Compliance Assurance.

Mr. Garbow received his Juris Doctor from the University of Virginia School of Law, where he received the Robert F. Kennedy Award for Public Service. He received a Masters Degree in Marine Affairs from the University of Virginia Graduate School of Arts & Sciences.



James F. Glunt

Partner

jglunt@reedsmith.com

Pittsburgh

T: 412 288 4121

F: 412 288 3063

Jay Glunt helps clients avoid employment litigation and minimize risk through regular and proactive counseling on subjects such as reductions in force, restructurings, wage/hour compliance, best practices for policies and procedures, hire/fire and disciplinary decisions, work/family balance issues, and maintaining compliance with federal, state, and local laws and regulations.

Despite best efforts, litigation cannot always be avoided. A significant aspect of Jay's practice involves management of employment litigation in state and federal trial and appellate courts, and before administrative agencies. Such litigation sometimes requires defense of a client's interests, and other times requires enforcement of a client's rights. Jay has substantial experience prosecuting restrictive covenant and trade secret injunction actions. With the rise in overtime collective actions and other employment class actions, Jay has developed specialized knowledge regarding avoidance and defense of such cases. Jay negotiates and drafts executive employment contracts and deals with issues relating to executive employment, compensation, termination, and severance. He enjoys assisting on business transactions through the review and drafting of employment forms and agreements (employment contracts, handbooks, executive compensation plans, severance plans, release agreements and restrictive covenants).

Stemming from his regular involvement with complex litigation, Jay has developed specialized knowledge and experience on matters relating to discovery of electronically stored information (ESI). The United States District Court for the Western District of Pennsylvania has recognized

Jay's ESI capabilities by authorizing Jay to serve as an e-discovery special master when appointed by the Court.

Active in the community, Jay served for 10 years as a member of the Dormont (PA) Zoning Hearing Board, and for 3 years on the board of the civic organization Sustainable Pittsburgh. He was appointed by Pennsylvania Governor Tom Corbett to serve on the Early Learning Investment Commission, a public-private partnership of business leaders serving as advocates for quality early childhood education because of the connection between early childhood investment and a strong Pennsylvania economy. Jay is a member of the Pittsburgh Downtown Partnership's Office Recruitment and Retention Committee, which works to position downtown Pittsburgh as a safe and welcoming environment for all employers. Jay teaches a semester-long Negotiation Skills workshop as an adjunct professor at the Duquesne University Law School. In 2013, Jay was elected to the Council of the ACBA's Women in the Law Division.

Jay was recognized in Philadelphia Magazine as a member of the Pennsylvania Super Lawyers Rising Star list for five consecutive years (2005-2009). Since 2011, Jay has been selected annually for inclusion in Best Lawyers in America for the practice areas of Litigation - Labor and Employment; and Employment Law - Management. Jay has also obtained a Green Belt from the Legal Lean Sigma Institute.

CAPABILITIES

Labor, Employment & Benefits

PERSPECTIVES, NEWS & EVENTS

22 June 2017

Jay Glunt Joins Reed Smith as a Partner in Pittsburgh

10 August 2013 Pittsburgh Post-Gazette

Business Forum: Quality Early Learning Fills Regional Talent Pool With Capable Workers

10 August 2013 Pittsburgh Post-Gazette

Business Forum: Quality Early Learning Fills Regional Talent Pool With Capable Workers

22 June 2017

Jay Glunt Joins Reed Smith as a Partner in Pittsburgh

AWARDS & RECOGNITION

- Best Lawyers in America
- Editor-in-chief, Volume 38 Duquesne Law Review (2000)
- Class Ambassador, Duquesne University Law School's Centennial (February 2011)
- Pennsylvania Super Lawyers Rising Star by Philadelphia Magazine (2005-2009)
- Yellow Belt certified in Legal Lean Sigma

NOTABLE QUOTES

- August 10, 2013 - Pittsburgh Post-Gazette - "Business Forum: Quality Early Learning Fills Regional Talent Pool With Capable Workers"
- January 28, 2011 - Pittsburgh Business Times - "The Importance of E-Discovery"

CREDENTIALS

Education

- Duquesne University School of Law, 2000, J.D.
- Pennsylvania State University, 1993, B.S., Architecture

Professional Admissions & Qualifications

- Pennsylvania

Court Admissions

- U.S. Supreme Court
- U.S. Court of Appeals - Third Circuit
- U.S. Court of Appeals - Sixth Circuit
- U.S. Court of Appeals - Federal Circuit
- U.S. District Court - Middle District of Pennsylvania

Professional Affiliations

- American Bar Association (Labor & Employment Section and FLSA Committee)
- Pennsylvania Bar Association (Labor & Employment Section)
- Allegheny County Bar Association (Federal Court Section; Council Member and Secretary)
- Early Learning Investment Commission (2011)
- Carnegie Museums of Pittsburgh (Individual Gifts Committee member, 2008-2010)
- Pittsburgh Chapter of the American Inns of Court (2005-present)
- Sustainable Pittsburgh, board member (2006-2009)
- United Way of Allegheny County (Agency Assessment Review, 2003-2005)
- Borough of Dormont - Zoning Hearing Board (1997-2006)

Marc A. Halbritter



SENIOR VICE PRESIDENT, BLUE RACER MIDSTREAM

After nearly a 30-year career with Dominion Resources, Marc joined Blue Racer in March 2013 and currently serves as Sr. Vice President for Business Development. Prior to that, he served as the chief legal officer for Blue Racer, as well as overseeing the marketing of natural gas liquids for the company and its customers.

An attorney by training, Marc has over 35 years' experience in the gas industry. He worked for several Dominion companies in a number of different capacities including VP of Operations, General Counsel and Managing Director for Dominion's mid-stream business.

A cum laude graduate of West Virginia University with a law degree and a bachelor's degree in accounting, Marc also passed the exam for certified public accountants. In 2016, he received a Doctorate in Humane Letters from West Virginia Wesleyan College. Prior to joining Dominion, he served for three years as an administrative law judge for the West Virginia Public Service Commission and one year as General Counsel and Vice President, Finance for Strategic Ventures, Inc.

Active in a variety of industry trade associations, and civic and charitable causes, he has served terms as president of the Granville South Homeowners Association and the West Virginia Oil and Natural Gas Association (WVONGA); Senior Warden for the Christ Church Episcopal vestry; and, from 2013 – 2016, served as Chair of the Board of Trustees for West Virginia Wesleyan College. He also serves as a director for Energize West Virginia, WVONGA and Medbrook Children's Charity.

Marc A. Halbritter, Sr. Vice President, Business Development, Blue Racer Midstream, 5949 Sherry Lane, Suite 1300, Dallas, TX 75225; Phone: 214.580.3709; Email: marc@caimanenergy.com



STEVE HEDRICK BIOGRAPHY

Steve Hedrick is President & CEO of Mid-Atlantic Technology, Research & Innovation Center (MATRIC) in South Charleston, W.Va. MATRIC delivers market-driven innovation, research, technical engineering, and technology commercialization for the chemical, energy, environmental, and advanced software sectors.

Mr. Hedrick has nearly three decades of broad-based leadership experience, with more than 20 years of experience in the petrochemical industry, leading businesses, chemical manufacturing and health, safety, environment and quality (HSEQ). Prior to MATRIC, he held numerous roles of increasing responsibility at Bayer CropScience, Bayer MaterialScience, Bayer Polymers and Lyondell and has led multiple regional and global teams to improve business results, reliability and safety systems. His entry into the chemical industry followed service as an officer in the United States Army.

Mr. Hedrick currently serves on a number of boards of directors, including the West Virginia Chamber of Commerce, Charleston Area Alliance, Advantage Valley, West Virginia Manufacturers Association, Thomas Health System, Clay Center for the Arts and Sciences of West Virginia and West Virginia Regional Technology Park Corporation. He is Chairman of the Charleston Regional Chamber of Commerce and Vice Chairman of the Charleston Area Alliance. Mr. Hedrick also sits on the Business Roundtable of West Virginia.

A native of West Virginia, he holds a B.S. in chemical engineering from the United States Military Academy at West Point, N.Y.

OUR PEOPLE

DAVID K. HENDRICKSON



214 Capitol St.
Charleston, WV 25301

Tel: (304) 346-5500
Direct: (304) 346-5508
Mobile: (304) 389-9363
Fax: (304) 346-5515
Email: daveh@handl.com



David K. Hendrickson

Bar Admissions

- West Virginia Supreme Court of Appeals
- Pennsylvania State Courts
- South Carolina State Courts
- United States District Court, Southern District of West Virginia

David K. Hendrickson, Founding Partner, has more than 34 years trial experience. He practices in the areas of product liability, toxic tort, personal injury, insurance defense, and general business litigation. He is especially knowledgeable in cases involving any known toxic substance including, but not limited to, asbestos, acrylamide, benzene, PCB, solvents, aromatic hydrocarbons, and multi-chemical sensitivities. He is also skilled in cases involving a wide range of products.

Hendrickson has extensive experience in personal injury and various insurance defense litigations. He represents corporations and employers in premises and deliberate intent claims, and manufacturers in claims of chemical exposures and all types of product liability claims. For more than 34 years, he has represented manufacturers and premises owners in mass trial litigation and has won defense verdicts in this highly specialized area.

His practice also includes litigating a variety of issues surrounding oil and gas leases. He has litigated several class actions, both in oil and gas and products liability. He mediates and arbitrates several cases a year on a variety of disputes and has acted as an expert witness.

Hendrickson is a former captain in the United States Army. He is a member of the International Academy of Trial Lawyers, The Academy of Distinguished Neutrals and has also been recognized by several national publications including, Chambers, USA, Best Lawyers in America, Super Lawyers and Litigation Magazine in the area of Corporate Litigation. He was recently named a Top 100 Lawyer by Americas Top Attorneys. The Firm has been recognized as a Tier 1 Law Firm by U.S. News and World Reports for the past several years. He currently serves on the boards of several charitable, civic and social organizations.

Education

- J.D., West Virginia University College of Law, 1982
- B.A. (cum laude), West Virginia University, 1979

- United States District Court, Northern District of West Virginia
- United States Court of Military Appeals
- United States Court of Appeals, Fourth Circuit
- United States District Court, District of Maryland
- United States Court of Claims
- United States District Court, Southern District of Indiana
- Pro Hac Vice, Several States

Affiliations and Community Involvement

- Chairman of The West Virginia Regional Tech Park Board
- Trustee, West Virginia University Alumni Loyalty Permanent Endowment Fund
- Business Law Professor; West Virginia University, Jan. 2014 to current
- History Professor, West Virginia University, 2006 through 2008
- History Professor, Criminal Procedures, Marshall University 1990 through 1999;
- Member, International Academy of Trial Lawyers
- Member, West Virginia State Bar Association
- Member, Kanawha County Bar Association
- Past National President, West Virginia University Alumni Association
- Past President, Berry Hills Country Club
- Former Chairman, West Virginia Higher Education Policy Commission
- Former Legal Correspondent, WCHS-TV, The Legal Pad
- Former Member, West Virginia University Athletic Council
- Former Member, West Virginia Educational Broadcast Authority
- Former Member, West Virginia Council for Community & Technical College System of WV
- Former Member, Association of Governing Boards of Universities and Colleges

Special Recognition

- Chambers USA, America's Leading Lawyers for Business, 2007 – Present
- The Best Lawyers in America, 2005 – Present
- International Academy of Trial Lawyers (IATL), 2007 – Present
- Super Lawyers, 2007 – Present
- A.M. Best Company
- West Virginia Chapter – National Academy of Distinguished Neutrals

Articles/Speeches/Presentations

- “Conducting Interviews and Investigations for West Virginia Paralegals”
- Authored & Presented for Institute for Paralegal Education (IPE), Eau Clair, WI 54702
- Authored Article for AGB: Retention and Graduation Rates “What Does Your Report Card Say?”
- Authored Article for AGB: “What Will Become of the College Campus?”
- “Advanced Mediation Practices” West Virginia State Bar, 2015

Representative Cases

- *EQT Gathering Equity, LLC v. Fountain Place, LLC*, 2012 WL 895769 (S.D.W.Va. March 15, 2012)
- *Harper v. Carmichael Equipment, Inc.*, 2010 WL 2595070 (S.D.W.Va. June 24, 2010)
- *Nesselroad v. State Consol. Public Retirement Bd.*, 693 S.E.2d 471 (W.Va. April 15, 2010)
- *Continental Cas. Co. v. American Home Assur. Co.*, 2010 WL 1417812 (S.D.W.Va. April 02, 2010)
- *Hamrick v. A & I Co.*, 2009 WL 1077930 (S.D.W.Va. April 20, 2009)
- *Cavcon, Inc. v. Endress ± Hauser, Inc.*, 557 F.Supp.2d 706 (S.D.W.Va. May 08, 2008)
- *Massey Coal Services, Inc. v. Victaulic Co. of America*, 249 F.R.D. 477 (S.D.W.Va. April 21, 2008)
- *State ex rel. Chemtall Inc. v. Madden*, 655 S.E.2d 161 (W.Va. November 15, 2007)
- *Stand Energy Corp. v. Columbia Gas Transmission Corp.*, 521 F.Supp.2d 537 (S.D.W.Va. October 18, 2007)
- *AtlantiGas Corp. v. Columbia Gas Transmission Corp.*, 210 Fed.Appx. 244 (4th Cir.(W.Va.) December 19, 2006)
- *Roney v. Gencorp*, 2006 WL 1582363 (S.D.W.Va. June 05, 2006)
- *Benson v. CSX Transp., Inc.*, 2006 WL 1391436 (S.D.W.Va. May 17, 2006)
- *Hoffman v. Monsanto Co.*, 2006 WL 925167 (S.D.W.Va. April 07, 2006)
- *Thomas v. Wyeth*, 2005 WL 3754203 (S.D.W.Va. June 16, 2005)
- *Roberts v. Anchor Packing Co.*, 2005 WL 1201212 (S.D.W.Va. May 19, 2005)
- *State of West Virginia ex rel. Chemtall Inc. v. Madden*, 607 S.E.2d 772 (W.Va. December 02, 2004)
- *Cunningham v. Bombay Productions, Inc.*, 309 F.Supp.2d 835 (S.D.W.Va. March 23, 2004)
- *State ex rel. Mobil Corp. v. Gaughan*, 563 S.E.2d 419 (W.Va. April 25, 2002)
- *State ex rel. Allman v. MacQueen*, 551 S.E.2d 369 (W.Va. July 06, 2001)
- *Nutter v. Owens-Illinois, Inc.*, 550 S.E.2d 398 (W.Va. June 28, 2001)
- *Abbott v. A-Best Prods. Co.*, 122 F.Supp.2d 688 (N.D.W.Va. November 15, 2000)
- *Owens-Illinois, Inc. v. Meade*, 186 F.3d 435 (4th Cir.(W.Va.) August 02, 1999)
- *Bower v. Westinghouse Elec. Corp.*, 522 S.E.2d 424 (W.Va. July 19, 1999)
- *In re Roberts*, 178 F.3d 181 (3rd Cir.(Pa.) May 20, 1999)

- *In re Celotex Corp.*, 124 F.3d 619 (4th Cir.(W.Va.) September 04, 1997)
- *Shaffer v. Charleston Area Medical Center, Inc.*, 485 S.E.2d 12 (W.Va. March 19, 1997)
- *Watson v. Appalachian Power Co.*, 934 F.Supp. 191 (S.D.W.Va. August 09, 1996)
- *Cline v. White*, 393 S.E.2d 923 (W.Va. May 21, 1990)

Ryan Kelly
Sr. Portfolio Manager
ARM Energy
Pittsburgh, Pennsylvania

Mr. Kelly has over 10 years of experience in risk mitigation with the use of structured products and derivatives marketing, spanned across the fixed income, currency and commodity markets. Before joining ARM Energy in 2015, Mr. Kelly worked in various roles at PNC Bank NA, Derivatives Products Groups within capital markets, where he was responsible for managing interest rate, currency and commodity risk for all corporate and high net worth clients at PNC by structuring and trading products in effort to mitigate variable risk for each client. Mr. Kelly also played a role in the integration of Dodd-Frank, SEC Municipal Advisor Rule, and all other newly formed CFTC legislations that were implemented to increase regulation associated with the over-the-counter derivatives markets. Mr. Kelly holds Bachelor of Science degrees in Economics and Mathematics from Allegheny College in Meadville, PA.

Professional Biography



I. BOBBY MAJUMDER | PARTNER

Dallas Office Managing Partner, Firmwide Co-Chair, India Practice

DALLAS
500 North Akard Street, Suite 3300
Dallas, TX
+1.214.965.7700
BMajumder@perkinscoie.com

I. Bobby Majumder is a partner in the firm's Corporate practice and Firmwide Co-Chair of the firm's India Practice who focuses on corporate and securities transactions primarily in the following industry verticals: energy (oil & gas and coal), mining, healthcare and information technology. He represents underwriters, placement agents and issuers in both public and private offerings of securities; public and private companies in mergers and acquisitions (both cross-border and domestic); private equity funds, hedge funds and venture capital funds in connection with both their formation and their investments; and companies receiving venture capital and private equity funding.

Bobby advises established companies as well as new and emerging issuers on raising capital from both the public and private markets in the United States and Europe (including Rule 144A/Regulation S offerings). He also advises U.S. and foreign companies in connection with their SEC reporting and compliance requirements.

Bobby has extensive experience in mergers and acquisitions involving companies in the information technology, telecommunications, mining, coal, oil and gas, and health care industries. He also has extensive experience in representing private equity, hedge funds and venture capital funds in their investments in both public companies and closely held entities.

PROFESSIONAL RECOGNITION

- Named as one of the "Best Lawyers in Dallas" by *D Magazine*, 2011, 2014 - 2016
- Listed as "Who's Who in Energy" by *Dallas Business Journal*, *Houston Business Journal* and *Pittsburgh Business Journal*, 2011 - 2012
- Listed in *Law & Politics Magazine* and *Texas Monthly* as a "Texas Super Lawyer," 2014 - 2017
- Listed in *Law & Politics Magazine* and *Texas Monthly* as a "Texas Rising Star," 2005 - 2006

PROFESSIONAL LEADERSHIP

- Dallas Bar Association
- Rocky Mountain Mineral Law Foundation, Member
- The Indus Entrepreneurs (TiE), Dallas Chapter, Charter Member
- Cox School of Business, Southern Methodist University, Associates Board, Member
- State Bar of Texas Essentials of Business Law Conference, Planning Committee, Member, 2011
- University of Texas Securities Regulation and Business Law Conference, Planning Committee, Member, 2010 - 2013

COMMUNITY INVOLVEMENT

- The Atlantic Council, South Asia Center, Advisory Board Member
- Cattle Baron's Ball, Advisory Board
- Trinity University Greek Alumni Advisory Council
- Park Cities Rotary Club, Active Member
- Washington & Lee University Alumni Association, Dallas Chapter, Former Board Member
- Dallas Heart Ball, Former Board Member

EXPERIENCE

ENERGY AND MINING TRANSACTIONS

AURCANA CORPORATION

Represented Aurcana Corporation (TSX: AUN) in connection with its US \$50mm unsecured three year credit facility from Orion Mine Finance, a private equity firm, and a related Silver Offtake Agreement.

PALOMAR CAPITAL ADVISORS LTD. INVESTMENT IN MANTACOR ENERGY LLC

Represented Palomar Capital Advisors Ltd., a private equity firm based in Zurich, Switzerland, in connection with its initial US\$15 million investment in Mantacor Energy LLC, an oil and gas exploration and production company focused on the D-J (Denver-Julesburg) Basin of Colorado and the San Juan Basin in New Mexico.

GOVERNMENT OF INDIA IPO

Advised the government of India in its Rs. 3,000 crore (approximately US \$706 million) initial public offering of its first central public sector enterprise (CPSE) exchange traded fund (ETF) on the National Stock Exchange. ICICI Securities Ltd. served as financial advisor to the government of India, and Goldman Sachs Asset Management India Ltd. will manage the ETF. The ETF will hold stakes in 10 selected central public sector companies (PSCs) including the Oil and Natural Gas Company (ONGC), Coal India, the Gas Authority of India, Ltd. (GAIL), Rural Electrification Corporation, Oil India, Container Corporation of India, Power Finance Corporation, Indian Oil Corporation, Engineers India and Bharat Engineering.

FORMATION OF TWO OIL AND GAS JOINT VENTURES WITH LARGE PE SPONSOR*

Advised an E&P company in connection with the formation of two oil and gas joint ventures with a large international private equity fund in a transaction valued at an aggregate of US \$740 million. The joint ventures will focus on the production of oil and gas as well as the acquisition of working interests and royalty interests, respectively, in oil and gas properties in Pennsylvania and Ohio.

ACQUISITION OF U.S. E&P COMPANY BY TSX-LISTED OIL AND GAS COMPANY*

Represented a Toronto Stock Exchange listed E&P company in connection with their acquisition of a U.S. oil and gas company owning non-operated oil and gas assets in Texas and Oklahoma.

ACQUISITION OF SILVER AND COPPER MINING COMPLEX BY TSX-LISTED MINING COMPANY*

Advised a Toronto Stock Exchange-listed Canadian mining company in connection with its US \$43 million acquisition of a silver and copper mining complex in Texas from an AMEX-listed Canadian mining company.

ACQUISITION OF CALIFORNIA E&P COMPANY BY CANADIAN OIL AND GAS COMPANY*

Advised a Canadian E&P company in connection with its acquisition of a California headquartered oil and gas company.

ACQUISITION OF POWER TECHNOLOGY COMPANY BY U.S. PUBLIC COMPANY*

Represented a Canadian power technology company in connection with their acquisition by a U.S. public company.

FORMATION AND CAPITALIZATION OF NEW OIL FIELD SERVICES COMPANY*

Advised management team in connection with the formation of a new oil field services company and a US \$60 million private equity investment from a large private equity sponsor in the new company.

FORMATION OF AND CAPITAL RAISE FOR OIL AND GAS INVESTMENT FUND*

Advised a California-based institutional fund sponsor in connection with the formation of a US \$100 million investment fund investing in upstream oil and gas projects.

ACQUISITIONS OF U.S. METALLURGICAL COAL RESERVES*

Advised Indian integrated steel companies in connection with acquisitions of metallurgical coal reserves in the United States.

INVESTMENT IN BIOFUELS COMPANY BY UK VENTURE CAPITAL FUND*

Advised a UK-based venture capital fund in connection with its multiple financing round investment in a biofuels company in the United States.

INVESTMENT BY HEDGE FUND IN NASDAQ-LISTED OIL AND GAS COMPANY*

Advised a New York-based hedge fund in connection with its investment of US \$38 million in senior subordinated secured notes of NASDAQ-listed oil and gas company.

PRIVATE PLACEMENT BY U.S. OIL AND GAS COMPANY*

Represented a US Mid-Continent independent oil and gas exploration and production company in connection with a US \$23 million private offering of their securities.

ACQUISITIONS AND DISPOSITIONS OF OIL AND GAS RESERVES AND MINERAL LEASES*

Advising on various acquisitions and dispositions of oil and gas reserves and mineral leases in the US (Texas, Arkansas, Oklahoma, Kansas, Tennessee and West Virginia), Australia, New Zealand and Italy.

SALE OF LARGE PACKAGE OF PRODUCTION ASSETS TO OIL AND GAS COMPANY*

Represented an independent oil and gas exploration and production company in connection with the sale of a portion of their producing properties in Texas to a NYSE-listed oil and gas company.

SALE OF OIL AND GAS PORTFOLIO COMPANY BY LARGE U.S. PRIVATE EQUITY FIRM*

Advised a Dallas-based private equity firm in connection with the US \$603 million sale of its midstream oil and gas portfolio company to a unit of Fortune 100 conglomerate.

SALE OF U.S. OIL FIELD SERVICES COMPANY TO TSX-LISTED OIL FIELD SERVICES COMPANY*

Advised a U.S. mid-continent based oil field services company in connection with the US \$330 million sale of 93% of its equity interests to a Toronto Stock Exchange-listed Canadian oil field services company.

RENEWABLE ENERGY GENERATION FACILITIES JOINT VENTURE*

Advised U.S.-based manufacturer of renewable energy generation facilities in connection with the formation and capitalization of a joint venture with one of India's leading infrastructure development and finance companies to manufacture and install solar power generation facilities in India.

RULE 144A/REGULATIONS EQUITY PLACEMENT BY SILVER MINING COMPANY*

Advised a Toronto Stock Exchange-listed silver mining company in connection with its US \$46 million 144A/Regulation S brokered institutional private placement of equity and equity-linked securities.

RULE 144A/REGULATION S UNIT PLACEMENT BY SILVER MINING COMPANY*

Acted for a Toronto Stock Exchange-listed silver mining company in connection with its Rule 144A/Regulation S US \$60 million brokered institutional private placement of units.

SALE OF OIL AND GAS PRODUCTION

Acted for Silver Oak Energy, a ENCAP portfolio company, in connection with the sale of oil and gas production and related infrastructure in Madison County, Texas to a large overseas oil and gas company.

HEALTHCARE TRANSACTIONS

YES BANK LOAN TO CRYOGENIC VESSEL ALTERNATIVES

Acted for YES Bank Limited, a large India commercial bank, in connection with its US\$40,000,000 loan to a cryogenics transport and storage equipment manufacturer located in Houston.

SALE OF PORTFOLIO COMPANY TO T.H. LEE.

Represented holders of Texas-based hospice services company in connection with \$700mm sale of portfolio company of

GTCR to T.H. Lee.

MULTIPLE ACQUISITIONS OF AMBULATORY SURGERY CENTERS BY HEALTHCARE COMPANY*

Advised a California-based healthcare company in connection with multiple acquisitions of ambulatory surgery centers in California and Arizona.

ACQUISITION OF THREE HOSPITALS*

Advised a California-based health care company in connection with the acquisition of three critical access rural hospitals in Oklahoma.

FORMATION OF HEALTHCARE INVESTMENT FUND*

Advised a Texas-based institutional fund sponsor in connection with the formation of a US \$125 million investment fund investing in healthcare real estate projects.

HEALTHCARE SERVICES COMPANY RECAPITALIZATION*

Advised a healthcare services company in connection with its US \$418 million recapitalization transaction completed by a large private equity sponsor.

RECAPITALIZATION OF LIFE SCIENCES COMPANY*

Advised a Swiss private equity firm in connection with their recapitalization of a North Carolina life sciences company which manufactures and provides products and services to the pharmaceutical industry that predict in vivo behavior through the use of cell-based technologies.

REORGANIZATION BY HOSPICE SERVICES PROVIDER*

Advised a Texas-based provider of hospice services in connection with its reorganization and concurrent \$59 million leveraged recapitalization by GTCR Golder Rauner II, a Chicago-based private equity firm.

INFORMATION TECHNOLOGY AND TELECOMMUNICATIONS TRANSACTIONS

AMAZON.COM INVESTMENT IN BANKBAZAAR

Acted for Amazon.com in connection with its US\$60,000,000 investment in the Series C Preferred Stock of BankBazaar, an India online lending marketplace that gives consumers access to customized rate quotes on loans, credit cards and personal finance products.

ACQUISITION BY INDIAN SOFTWARE AND BPO COMPANY OF U.S. BPO COMPANY*

Advised a large Indian software and BPO company in connection with their US \$36 million acquisition of a Seattle-based BPO company.

ACQUISITION OF U.S. OPERATIONS OF A NORWEGIAN TELECOMS COMPANY BY CANADIAN TSX-LISTED COMPANY*

Represented a Canadian publicly-held telecommunications company listed on both the Toronto Stock Exchange and NASDAQ in connection with their acquisition of the U.S. operations of a Norwegian publicly-held telecommunications company listed on the Oslo Stock Exchange and NASDAQ.

ACQUISITION OF PAYMENT PROCESSING TECHNOLOGY COMPANY BY NASDAQ-LISTED FINANCIAL SERVICES COMPANY*

Represented a payment processing technology company in connection with their acquisition by a large NASDAQ-listed financial services company.

ADVISING SPECIAL COMMITTEE OF NASDAQ-LISTED BPO COMPANY*

Advised the independent directors of a NASDAQ-listed business process outsourcing company in connection with a follow-on investment by its control shareholder.

INFORMATION TECHNOLOGY COMPANY SUBSIDIARY FORMATION AND CAPITALIZATION IN INDIA*

Advised a NASDAQ-listed information technology company in connection with the formation and capitalization of a captive software development subsidiary in India.

INTERNET TECHNOLOGY COMPANY FOLLOW-ON PUBLIC OFFERING*

Represented a NASDAQ-listed internet technology company in connection with its US \$35 million underwritten follow-on offering.

INVESTMENT IN AN ANIMATION SOFTWARE COMPANY*

Advised a UK-based venture capital fund in connection with its US \$12 million investment in an animation software company.

LOAN BY SWISS BANK TO NASDAQ-LISTED INFORMATION TECHNOLOGY SERVICES COMPANY*

Represented a Swiss bank in connection with its senior convertible loan to a NASDAQ-listed information technology services company.

NETWORKING-EQUIPMENT MANUFACTURER FINANCING TRANSACTION*

Represented a networking-equipment manufacturer in connection with US \$12 million of venture capital financing transactions.

PIPE FINANCING TRANSACTION FOR NASDAQ-LISTED DATA CENTER COMPANY*

Acted for a NASDAQ-listed data center company in connection with a US \$55 million PIPE financing transaction.

PRIME FOCUS TECHNOLOGIES

Represented Prime Focus Technologies, a leading provider of cloud platform technology to the media content production industry, in its US\$20,000,000 acquisition of DAX Cloud, a leading provider of cloud services to the media content production industry.

ADDITIONAL INDUSTRIES

ACQUISITION BY NYSE MKT-LISTED PRECIOUS METALS SMELTER AND DEALER*

Acted for a NYSE MKT-listed precious metals smelter and dealer in connection with its acquisition of a 27-unit retail chain engaged in the sale of precious metals located in the Southeastern United States.

ACQUISITION OF PLANNED UNIT DEVELOPMENT IN HOUSTON BY REAL ESTATE DEVELOPMENT COMPANY*

Acted for a NYSE-listed real estate development company in connection with its US \$117.5 million acquisition of capital interests in three planned unit development partnerships holding real estate in the Houston, Texas metropolitan area from a NYSE-listed financial services firm.

UK INVESTMENT BANK IPO FOR IRISH COMPANY*

Acted for a UK investment bank as underwriter in connection with GBP150mm initial public offering of common shares on the AIM Market of the London Stock Exchange (and concurrent Rule 144A/Regulation S offering in the U.S.) by an Irish company engaged in the specialty lending business.

ACQUISITION BY INVESTMENT PARTNERSHIP*

Represented a NYC-based investment partnership in connection with the acquisition and TIC financing of USD \$24 million suburban office park on Long Island, NY.

VARIOUS CONVERTIBLE DEBT FINANCINGS BY INVESTMENT FUNDS*

Represented investment funds in six convertible debt financings.

FILM PRODUCTION COMPANY FINANCING AND DISTRIBUTION ARRANGEMENTS FOR FEATURE FILM*

Represented a California film production company in connection with financing and distribution arrangements with IFC Films for a feature film.

INDUSTRIAL MACHINERY MANUFACTURER SUBSIDIARY FORMATION IN INDIA*

Advised a U.S. manufacturer of industrial machinery in connection with the formation and capitalization of its subsidiary in India.

PIPE FINANCING TRANSACTIONS BY SWISS PRIVATE EQUITY FUND*

Represented a Swiss private equity fund in 16 PIPE financing transactions with over USD \$47 million invested.

PUBLICLY-HELD MORTGAGE COMPANY MBS ORIGINATION TRANSACTION*

Represented a publicly-held mortgage company in connection with a mortgage-backed securities origination transaction and related warehouse credit facilities with a large Wall Street investment bank.

PIPE FINANCING TRANSACTIONS BY GERMAN INVESTMENT COMPANY*

Represented a German investment company in nine PIPE financing transactions with over \$21 million invested.

VARIOUS VENTURE CAPITAL FINANCING TRANSACTIONS*

Represented venture capital funds in more than 18 venture capital financing transactions.

* Prior Experience

NEWS

01.2017
I. Bobby Majumder Interviewed for Lexis Practice Advisor - Expert Insights—M&A Transactions in the Oil and Gas Industry

General News

Lexis Practice Advisor

I. Bobby Majumder was interviewed for *Lexis Practice Advisor*, "Expert Insights—M&A Transactions in the Oil and Gas Industry."

12.19.2016

I. Bobby Majumder Named Managing Partner of Perkins Coie's Dallas Office

Press Releases

Perkins Coie announced today that Bobby Majumder will become Managing Partner of the firm's Dallas office, effective January 1, 2017. Bobby succeeds Steve Smith, who has served in that role since the office opened in 2010.

04.07.2014

Perkins Coie Advises Government of India in First-of-Its-Kind \$500 Million Central Public Sector ETF Initial Public Offering

Press Releases

Perkins Coie advised the government of India on the creation and initial public offering of its first central public sector enterprise (CPSE) exchange traded fund (ETF) on the National Stock Exchange.

01.15.2014

Perkins Coie Represents Palomar Capital in \$15 Million Investment in Mantacor Energy

Press Releases

Perkins Coie represented client Palomar Capital Advisors Ltd., an independent financial advisory firm based in Zurich, Switzerland, in connection with its initial \$15 million investment in Mantacor Energy LLC, an oil and gas exploration and production company focused on the D-J (Denver-Julesburg) Basin of Colorado and the San Juan Basin in New Mexico.

03.25.2013

Perkins Coie's Dallas Office Adds Five Attorneys

Press Releases

Perkins Coie is pleased to announce that Kelly D. Hine and I. Bobby Majumder have joined the firm's Dallas office as Partners. In addition, three associates have also joined the firm's Dallas office.

PUBLICATIONS

04.13.2017

How the President's Executive Order Will Affect U.S. Oil, Natural Gas and Coal Industries

Updates

President Donald Trump's recently signed Executive Order on Promoting Energy Independence and Economic Growth includes significant revisions to the regulatory landscape both (1) directly in the case of oil and natural gas extraction on federal lands and (2) directly and indirectly in the case of coal mining.

01.04.2017

India Amends Capital Gains Tax Treaty With Singapore

Updates

The Government of India amended its double taxation avoidance agreement (DTAA) with Singapore on December 30, 2016.

10.31.2016

Reserve Bank of India Permits Startups to Raise Up to \$3 Million in ECB

Updates

The Reserve Bank of India announced new rules permitting startups to raise a maximum of USD 3 million or equivalent

through external commercial borrowings (ECB) in a financial year.

08.25.2016

Indian Government Approves New India-Cyprus Tax Treaty

Updates

The Indian government approved a new India-Cyprus tax treaty on August 24, 2016 that will allow the Indian government to tax capital gains on investments routed through Cyprus.

06.20.2016

Indian Government Relaxes Restrictions on Foreign Direct Investment

Updates

The Indian government announced on June 20, 2016 new rules for foreign direct investment (FDI), allowing for up to 100% FDI in certain sectors, including defense and civil aviation.

02.19.2016

India Ratifies International Convention on Nuclear Energy Accident Liability

Updates

The government of India ratified the Convention on Supplementary Compensation (CSC) for Nuclear Damage on February 4, 2016, making India a part of the global agreement establishing standards for compensation of victims of nuclear accidents.

02.17.2016

Would the Supreme Court Stay EPA's Clean Power Plan Today?

Updates

The senior-most U.S. Supreme Court Justice, Antonin Scalia, passed away on February 13, 2016 just days after the Supreme Court, by a slim 5 to 4 majority, stayed the EPA's enforcement of the Clean Power Plan.

02.11.2016

Supreme Court's Stay on EPA's Clean Power Plan Places States in Limbo

Updates

On Tuesday, February 9, 2016, only a few weeks after the U.S. Court of Appeals for the District of Columbia Circuit denied a multistate plea to stop the U.S. EPA's Clean Power Plan, the United States Supreme Court issued a highly unusual judicial stay on the EPA's implementation of the Clean Power Plan.

06.30.2015

Impact of Supreme Court's Strike Down of EPA's MATS Rule

Updates

Yesterday, the Supreme Court, in *Michigan v. EPA*, struck down the Environmental Protection Agency's rule limiting the amount of mercury and air toxics (MATS) emitted by coal- and oil-fired power plants.

03.24.2015

New Fracking Regulations on Disclosure and Disposal Could Cost Industry \$32M Per Year

Updates

New regulations setting standards for hydraulic fracturing, commonly known as fracking, in oil and gas wells drilled on federal lands were issued recently by the Obama administration through the U.S. Department of the Interior's Bureau of Land Management.

11.10.2014

Texas Condensate to Be Exported Without Prior Approval, Testing Federal Limits

Updates

On November 5, the *Wall Street Journal* reported that Australian-based BHP Billiton Ltd. would begin exports from the United States of lightly refined natural gas condensates produced in the United States.

07.07.2014

Exports of Lightly Refined Natural Gas Condensate Approved by Federal Agency

Updates

On June 24, 2014, the Bureau of Industry and Security (**BIS**) of the Department of Commerce issued two advisory opinions (**AOs**) allowing for the export from the United States of what was reported to be "unrefined" oil.

05.05.2014

Avoiding M&A Disputes: 5 Things You Must Do on Your Next Deal

Corporate Compliance Insights

Many industry experts, professional services firms, private equity firms and corporate acquirers believe 2014 will be a busy year for mergers and acquisitions. [Read full article.](#)

Producer Vigilance Required

Articles

Energy & Mining International

PRESENTATIONS

09.15.2016

M&A Post-Closing Disputes: Minimizing and Resolving Disputes Over Working Capital Adjustments and Earnouts

Speaking Engagements

Strafford Publications, Inc. / Webinar

06.13.2016

Like-Kind Exchanges in the Oil and Gas Industry

Speaking Engagements

2016 Energy & Mineral Law Foundation (EMLF) Annual Institute/Charleston, SC

05.05.2016

Lawyers Across Borders: Significant Issues Affecting Cross-border M&A, Including Taxation and Regulatory Concerns

Speaking Engagements

DFW Association of Corporate Counsel Annual Symposium / Dallas, TX

02.12.2016

Faster, Cheaper, Better Arbitration: The Delaware Rapid Arbitration Act & Beyond

Speaking Engagements

ABA Corporate Counsel Meeting / Scottsdale, AZ

09.18.2014

Making Connections 2014

Speaking Engagements

San Antonio Making Connections 2014 / San Antonio, TX

01.30.2014

2014 Update on Doing Business in India

Seminars

Seattle, WA

08.2012

Best Practices in Cross-Border Mergers and Acquisition Transactions

Speaking Engagements

University of California Berkeley Law's International Executive Legal Education (IELE) Program / San Francisco, CA

05.2011

*International Investment in the United States: Practical Legal Considerations for International Companies
Contemplating U.S. Investments*

Speaking Engagements

Indo American Chamber of Commerce (IACC)

AREAS OF FOCUS

PRACTICES

- [Corporate Law](#)
- [Public Companies](#)
- [Mergers & Acquisitions](#)
- [India Practice](#)
- [Corporate Governance & Securities](#)
- [Capital Markets](#)
- [Energy Law](#)

INDUSTRIES

- Healthcare
- Oil & Gas

BAR AND COURT ADMISSIONS

- Texas
- West Virginia
- Supreme Court of the United States
- U.S. District Court for the Eastern District of Texas
- U.S. District Court for the Northern District of Texas
- U.S. District Court for the Southern District of West Virginia

EDUCATION

- Washington and Lee University School of Law, J.D., 1993
- Trinity University, B.A., 1990

Lisa C. McManus, Esq.
Pennsylvania General Energy Company, LLC
Warren, Pennsylvania

Ms. McManus serves as Vice-President, Legal and General Counsel at Pennsylvania General Energy, LLC in Warren.

Previously, she maintained a private practice concentrating on oil and gas law and general business and transactional matters in St. Marys, Pennsylvania. She is the author of *Resolving Issues Involving Dormant Oil and Gas Interests*, *The Law of Oil and Gas in Pennsylvania*, Ed. Joel Burcat, Stephen W. Saunders. PBI Press, 2014; *Loss of Oil and Gas Rights Improper Use of the Action to Quiet Title*, *Pennsylvania Bar Association Quarterly* LXXXVI.3 (2015): 93-104; and numerous articles on oil and gas law.

Ms. McManus frequently lectures and plans continuing legal education programs for the Pennsylvania Bar Institute, has presented as a guest lecturer at the Pennsylvania State University, and has served as a CLE panelist on multiple courses and podcasts offered by the American Bar Association, American Inn of Courts, local bar associations, and LexisNexis. She serves on the PIOGA Board of Directors, Marcellus Shale Coalition Board of Directors, PBI Board of Directors, the PBI Oil and Gas Law Colloquium planning committee, and the Oil and Gas Advisory Committee, and is Chair of the Governance Committee and Vice-Chair of the Legal Committee of the Marcellus Shale Coalition.

Ms. McManus attended Central College in London, England, and received her B.A., summa cum laude, from Saint Vincent College and her law degree, cum laude, from the Dickinson School of Law in 1990. During law school, she served as a law clerk at the Pennsylvania Public School Employees Retirement System, and upon graduating, she was a litigation associate at Eckert Seamans Cherin & Mellott in Pittsburgh.

For ten years, Ms. McManus was a partner at Coppolo & Coppolo. Ms. McManus is past President and current Vice-President of the Justice Robert H. Jackson American Inn of Court and former secretary of the Elk County Bar Association and is a member of the American Bar Association, Pennsylvania Bar Association, Elk County Bar Association, Warren County Bar Association, American Inn of Courts, ABA Section of Environment, Energy, and Resources, PBA Shale Energy Law Committee, PBA Environmental & Energy Law Section, PBA In-House Counsel Committee, Marcellus Shale Coalition, PIOGA, Energy & Mineral Law Foundation, Rocky Mountain Mineral Law Foundation, and National Association of Women Lawyers.



Jeremy A. Mercer

Partner

Pittsburgh, PA v. +1.412.932.2732 f. +1.412.592.0959
JMercer@BlankRome.com

Jeremy Mercer is an experienced litigator who focuses his energy industry practice on oil and gas counsel and litigation.

SERVICES

Environmental
Commercial and
Corporate Litigation
Litigation
International
Litigation, Defense,
and Arbitration
Labor and Employment

INDUSTRIES

Energy
Real Estate
Real Estate - Zoning &
Land Use
Healthcare

ADMISSIONS

Ohio
Pennsylvania
Supreme Court of the
United States
U.S. District Court -
Eastern District of
Pennsylvania
U.S. District Court -
Middle District of
Pennsylvania
U.S. District Court -
Northern District of
New York
U.S. District Court -
Northern District of
Ohio

Mr. Mercer has extensive experience in the shale and hydraulic fracturing arena, including counseling on challenges regarding local zoning ordinances, defending against lease invalidity claims, and defending litigation matters alleging contamination and health effects from drilling operations, to name a few. Additionally, he has significant experience with rights-of-way and easements and has counseled clients on their obligations relative to government agencies and regulations.

Mr. Mercer's experience also includes real estate, employment, and healthcare litigation, as well as arbitrations (both international and domestic). He has represented client interests before administrative agencies, including zoning board of adjustment hearings, township supervisor meetings, historic review commission hearings, and unemployment hearings. He has wide-ranging experience in state and federal courts, including trials and preliminary injunctions. He also has experience at all levels of the federal courts and at the trial and intermediate appellate levels of the Pennsylvania courts.

In addition, Mr. Mercer has experience with AAA and ICC arbitrations as well as court-specific arbitration programs. He has been involved in a number of arbitrations, ranging from defending a U.S. subsidiary of a foreign company against multimillion dollar claims under Swiss and Pennsylvania law arising under a distributorship agreement to defending a nonprofit entity in an insurance dispute.

Further, Mr. Mercer has significant experience managing the discovery phase of litigation and arbitrations, including advising clients on their obligations relative to paper and electronic records.

Mr. Mercer previously served as a law clerk to United States Magistrate Judge Nancy A. Vecchiarelli in the United States District Court, Northern District of Ohio. He also served as law clerk to the Franklin County (Ohio) Municipal Court. He frequently writes and speaks on industry-related events and topics for leading legal publications and conferences.

REPRESENTATIVE MATTERS

- Defense of an E&P company against a multi-plaintiff litigation alleging environmental contamination, breach of contract, personal injury, negligence, strict liability, nuisance, and medical monitoring:
 - obtained a first-in-the-nation summary judgment decision finding that hydraulic fracturing is not subject to strict liability; and

U.S. District Court -
Southern District of
Ohio

U.S. District Court -
Western District of
Pennsylvania

U.S. Tax Court

United States Court of
Appeals for the Second
Circuit

United States Court of
Appeals for the Sixth
Circuit

United States Court of
Appeals for the Third
Circuit

West Virginia

MEMBERSHIPS

Allegheny County (PA)
Bar Association

Federal Bar Association
Pennsylvania Bar
Association

Washington County
Bar Association

EDUCATION

Ohio State University
Moritz College of Law,
JD, with honors

Youngstown State
University, BA, summa
cum laude

- obtained summary judgment on claims of breach of contract, personal injury, negligence, nuisance, and medical monitoring.
- Representation of E&P companies in state and federal courts involving claims of environmental contamination, breach of contract/lease, declaratory judgment, breach of duty of good faith and fair dealing, personal injury, negligence, negligence per se, strict liability, nuisance, slander of title, trespass, loss of consortium, medical monitoring, lease invalidity, ejectment, quiet title, and *force majeure* issues:
 - obtained a defense verdict in a jury trial alleging claims of fraud, fraudulent inducement, negligent inducement, tortious interference, and other tort claims related to an oil and gas lease;
 - obtained an appellate victory overturning a summary judgment order in an oil and gas lease validity dispute;
 - obtained a dismissal of declaratory judgment (the court refused to read the Pugh clause into the lease), slander of title (the statute of limitations had expired and the recording of the Memorandum of Lease did not result in an on-going tort), and breach of duty of good faith and fair dealing claims (not an independent cause of action);
 - obtained a dismissal of an entire case on the basis that shut-in payments on vertical, non-fraced, and non-producing wells perpetuated the lease into the secondary term (affirmed by the U.S. Court of Appeals for the Third Circuit);
 - defended against a class action case and a multi-plaintiff case claiming a breach of lease for the failure to pay bonus payments where drafts were issued but not funded and leases were surrendered;
 - defended against claims that a preexisting lease precluded enforcement of an oil and gas lease with an E&P company (the plaintiff voluntarily withdrew the case);
 - obtained a dismissal of all contract claims as well as anticipatory trespass, negligence per se, and gross negligence claims in a contamination and nuisance-type case related to the development of Marcellus wells near the plaintiff's property;
 - obtained a summary judgment on private nuisance, negligence, and strict liability claims related to injuries allegedly suffered as a result of nearby gas development operations;
 - obtained a summary judgment on a breach of contract action where a right-of-way holder attempted to prevent the use of a pipeline to transport non-native gas across the property;
 - obtained a voluntary dismissal of a lawsuit challenging post-production expenses;
 - prosecuted and defended quiet title actions; and
 - obtained a voluntary dismissal with prejudice of a lawsuit challenging the validity of an oil and gas lease (dismissal before the decision on a pending motion to dismiss).
- Obtained a preliminary injunction on behalf of an E&P company against an environmental activist preventing interference with operations or the entering of well sites, well pads, or access roads:
 - obtained an enforcement of stipulated injunction over the activist's subsequent objections; and
 - obtained a decision by the Pennsylvania Superior Court affirming the trial court's enforcement of the stipulated injunction.
- Advise and represent E&P and service companies regarding various issues

related to seismic testing, including:

- alleged damage to township roads during seismic testing using a vibrosis truck;
- interactions with townships (ordinance reviews, demonstrations of equipment, road usage, etc.);
- challenges to and suit regarding denial of permits; and
- interactions with landowners relative to seismic access and damage claims.
- Representation of E&P companies relative to zoning-related issues:
 - lawsuit against a township seeking damages for constitutional taking as a result of an oil and gas ordinance that prevented development within the township;
 - representation before various zoning hearing boards relative to permit applications and challenges to validity of zoning ordinances;
 - appeals of zoning hearing board decisions into courts of common pleas;
 - lawsuit challenging the procedural validity of a township ordinance; and
 - advice regarding the impact of traditional zoning principles on the township's attempted enforcement of special exception requirements for use of impoundment.
- Representation of E&P and other companies before administrative bodies:
 - Pennsylvania Environmental Hearing Board:
 - defended a permit holder in an action by a landowner against the Pennsylvania Department of Environmental Protection alleging the DEP's conclusion that the operator did not contaminate the landowner's water supply was erroneous:
 - quashed a subpoena by the landowner to the E&P company's expert for records related to work done at the sight;
 - defeated a motion for reconsideration of an order quashing the subpoena;
 - defeated a motion by the landowner for reconsideration and for sanctions;
 - defeated preliminary objections filed by the landowner to preliminary objections filed by the E&P company; and
 - obtained a dismissal of various claims asserted by the landowner and the striking of various allegations in the petition.
 - Ohio Environmental Protection Agency:
 - represented a client in an investigation related to releases at an impoundment site.
- Defense of an electric company in a multi-plaintiff litigation seeking to invalidate easements as a result of alleged non-use.
- Represented a plaintiff healthcare company involving wound care solutions in a federal court commercial litigation case against a competitor and former employees of the plaintiff.
- Defend financial institutions in numerous legal actions against them in Pennsylvania, ranging from document subpoenas to depositions and defending actual lawsuits.
- Obtained a dismissal with prejudice of a product liability action against an

- Australian part manufacturer based on lack of personal jurisdiction.
- Conducted an environmental due diligence and contract review for a buyer in a transaction involving natural gas properties in Pennsylvania and other states.
 - Provide advice on Pennsylvania law and procedure:
 - new Oil and Gas Act, including aftermath of various court decisions related thereto;
 - Dormant Oil and Gas Act;
 - Oil and Gas Conservation Act;
 - title issues associated with land potentially to be leased;
 - monitor all Pennsylvania, Ohio, and West Virginia legislative action on bills that may impact oil and gas development within those states; and
 - advise natural resources company on requirements contract under Pennsylvania law.

COMMUNITY SERVICE & AFFILIATIONS

Mr. Mercer is a Zone 12 Delegate to the Pennsylvania Bar Association House of Delegates for the Allegheny County Bar Association (and former Zone 6 Delegate for the Washington County Bar Association); a member of the Unauthorized Practice of Law Committee and the Civil Litigation, Environment and Energy Law, and Federal Court Sections for the Allegheny County Bar Association; a member of the Pennsylvania Bar Association's Judicial Administration Committee, Shale Energy Law Committee, Unauthorized Practice of Law Committee, and Federal Practice Committee's Executive Council; a member of the Federal Bar Association, Western District of Pennsylvania chapter; and a member of the Practical Law Company's Advisory Board.

RECOGNITIONS

- 2017, David T. Stephens Outstanding Alumni Award, Youngstown State University Geography Department
- 2017, Honorary Member, Gamma Theta Upsilon
- 2014–2016, "Who's Who in Energy," listed in the *Pittsburgh Business Times*

A description of the standard or methodology on which the accolades are based can be found [here](#).



Timothy M. Miller
Shareholder

T: 681-265-1361
F: 681-265-2112
tmiller@babstcalland.com

Area of Emphasis

Timothy Miller is a shareholder in the Energy and Natural Resources and Litigation groups of Babst Calland. Mr. Miller is primarily involved in general civil litigation and has tried more than 30 significant cases to jury trial conclusion in the federal courts in both the Northern and Southern Districts of West Virginia, and numerous state courts. He has significant experience with complex litigation before the West Virginia Mass Litigation Panel and the Supreme Court of Appeals of West Virginia. This experience includes defense of class actions and complex litigation related to royalty disputes, operating agreements, leases, natural gas contracts, commercial contracts, limited partnerships, securities claims, energy matters, flooding, environmental and chemical exposure. Mr. Miller has trial experience involving personal injuries, wrongful death, contract disputes, toxic torts, energy, timber and mineral law matters. In addition, he has provided corporate representation and consultation related to long-term supply agreements, termination of contracts and general business representation. Mr. Miller also has appellate experience before the West Virginia Supreme Court of Appeals and the United States Court of Appeals for the Fourth Circuit.

Mr. Miller maintains an emphasis on oil and gas, as well as natural resources and energy-related litigation. He has represented electric utilities, natural gas utilities, exploration and production companies, as well as land and timber owners and operators.

Mr. Miller has served as arbitrator and counsel in arbitration, mediation and litigation of contract claims, construction disputes, delay claims and changed site conditions.

Background

Mr. Miller graduated from West Virginia University in 1977 with a B.S. in Management. He received his J.D. from West Virginia University College of Law in 1980.

Memberships and Affiliations

Mr. Miller is admitted to the West Virginia State Bar, the United States District Courts for the Northern and Southern Districts of West Virginia, the Supreme Court of Appeals of West Virginia and the United States Court of Appeals for the Fourth Circuit. He serves as a member of the Board of Governors and chair of the Energy Law Committee of the Defense Trial Counsel of West Virginia. He is a past-president of the Energy and Mineral Law Foundation and serves on the Finance Committee. Mr. Miller is a member of the Defense Research Institute and a former panel member of the American Arbitration Association. He is currently serves as vice-chair of the United Way of Central West Virginia and as chair of the Governance Committee.

Mr. Miller has been ranked in Chambers USA's America's Leading Business Lawyers in the Litigation: General Commercial Section since 2013 and the Natural Resources Section since 2014. He has been named in *The Best Lawyers of America*® since 2007, and *Best Lawyers*® "Lawyer of the Year" in Oil and Gas Law in Charleston, W. Va. in 2015 and 2017. He has also been recognized as a West Virginia Super Lawyer. Mr. Miller is rated "AV Preeminent" (scoring 5 out of 5 - the highest rating for legal ability and ethical standards) by the Martindale-Hubbell Peer Review Rating System.

Publications/Presentations

Presenter, "Litigation Related to the Development of the Marcellus Shale," West Virginia College of Law Continuing Legal Education, Charleston, WV, 2011.

Co-author, presenter, "Oil and Gas Operations on Public Lands in the Marcellus Shale Region," Energy and Mineral Law Foundation, 32nd Annual Institute, Nemaquin Woodlands, PA, 2011.

Author, presenter, "Is It a Deep Well or a Shallow Well and Who Cares?," Energy and Mineral Law Foundation, 31st Annual Institute, Amelia Island, FL, 2010.

Presenter, "Overview of Legal Issues Related to Development of the Marcellus Shale," American Association of Petroleum Landmen, Winter Land Seminar, Houston, TX, 2009.

Author, presenter, "Plan for the Worst, Hope for the Best: The Role of Legal Counsel on the Crisis Management Team," Energy and Mineral Law Foundation, 29th Annual Institute, Orlando, FL, 2008.

Presenter, "Post Production Deductions," American Association of Petroleum Landmen, Annual Meeting, Chicago, IL, 2008.

Author, presenter, "Blurring the Lines Between Tort and Contract; Punitive Damages for Breach of Contract," Defense Trial Counsel of West Virginia Annual Meeting, 2008.

Co-author, presenter, "*Tawney v CNR*; Postmortem and Appeal," Energy & Mineral Law Foundation, 28th Annual Institute, Charleston, SC, 2007.

Presenter, "Royalty Litigation Update," West Virginia Oil & Natural Gas Association Spring Meeting, Glade Springs, WV, 2007.

Author, presenter, "West Virginia Flood Litigation: Land-Use Companies Across the Nation Could Be at Risk," Volume 26, Energy & Mineral Law Foundation Annual Institute Proceedings, 2005.

Presenter, "The Southern West Virginia Flood Cases-A New Problem for Landowners, Loggers and Timber Buyers," West Virginia Forestry Association, 2002.

Presenter, "Implied Lease Covenants, American Association of Petroleum Landmen," Appalachian Land Institute, 2002.



Shawn A. Morgan | Of Counsel

PHONE (304) 933-8119
EMAIL shawn.morgan@steptoe-johnson.com
LICENSURE WV
EDUCATION J.D. West Virginia University

Shawn Morgan has extensive federal court trial experience and is skilled in handling government investigations and grand jury witness appearances. A 13-year veteran of the U.S. Attorney's Office, Northern District of West Virginia, she prosecuted federal criminal cases, including those involving white collar crimes, and investigated cybersecurity breaches. Prior to serving as a federal prosecutor, she spent four years as a judicial clerk for the Honorable Irene M. Keeley and three years in private practice. She leads the firm's Cybersecurity Breach Response Team and currently serves as one of its two Privacy & Security Officers.

REPRESENTATIVE EXPERIENCE

Represented energy industry clients in contractual disputes and in defense of environmental damages claims

Defended a doctor at trial against claim of negligence alleged to have caused patient's disc herniation

Responded to incidents involving flash fires at well pads, conducted on scene investigations, and coordinated responses to regulatory agencies, including cease and desist orders

Investigated domestic and international cybersecurity and "hacking" incidents

Defended clients charged in federal and state courts in West Virginia and represented clients receiving Grand Jury subpoenas for witness testimony and subpoenas duces tecum for the production of documents

Prosecuted white collar cases involving defendants' use of computers to facilitate commission of their crimes, as well as financial offenses, such as aggravated identity theft, mail fraud, wire fraud, bank fraud, manufacturing counterfeit U.S. currency, and money laundering

Tried more than 25 federal felony cases involving violations of controlled substances and firearms laws, violent crimes, crimes against children, and financial offenses

Handled the prosecution of hundreds of criminal cases in United States District Court for the Northern and Southern Districts of West Virginia

Authored appellate briefs and presented oral arguments before Fourth Circuit Court of Appeals in numerous federal criminal cases

Conducted federal Grand Jury sessions in the Northern District of West Virginia and presented cases to federal grand juries throughout the Northern and Southern Districts of West Virginia

Represented government in prosecution of firearms case in which United States Supreme Court

interpreted the scope of convictions qualifying as "misdemeanor crimes of domestic violence"

Trained Assistant U.S. Attorneys, federal agents, and state and local law enforcement officers concerning discovery obligations in federal criminal cases

Responded to clients' potential data breaches involving ransomware and phishing attacks, providing breach notification assistance and advice on cybersecurity information-sharing

Sought preliminary injunction for health care provider to preclude former employee's use or disclosure of patients' protected health information

Conducted external investigation for client regarding alleged sexual harassment of coworker by employee

WORK EXPERIENCE

2015 Steptoe & Johnson PLLC

2014-2015 Assistant United States Attorney, United States Attorney's Office

2010-2014 Criminal Chief/Assistant United States Attorney, United States Attorney's Office

2008-2010 Branch Supervisor/Assistant United States Attorney, United States Attorney's Office

2002-2008 Assistant United States Attorney, United States Attorney's Office

1997-2002 Judicial Law Clerk, Hon. Irene M. Keeley, U.S. District Court, Northern District of West Virginia

1994-1997 Robinson & McElwee

RECENT PUBLICATIONS / SPEAKING ENGAGEMENTS

DOJ Limits "Cooperation Credit" to Companies that Play Nice in Investigations

DOJ Task Forces Target Elder Fraud in Health Care

DOT Inspector General Wants Law Changed to Allow More Prosecutions for Violations of Federal Pipeline Safety Laws

Fourth Circuit First to Examine Providers' Billing Claims in False Claims Act Liability

New DOJ Policy Seeking Individual Accountability for Corporate Wrongdoing

Steptoe & Johnson Podcast: Emergency Preparedness and Cyber Security

Steptoe & Johnson's Webcast - "Fire, Fire, Fire! How Will Your Business Respond To An Emergency?"

WV Law Enforcement Agencies Announce "Data-Driven" Approach to Thwart Health Care Fraud

"Current Professional and Personal Issues in Cybersecurity," Harrison County Bar Association, Bridgeport, WV, May 2017

"Planning Ahead: Provisions Your Response Plan Should Have," Cybersecurity & Data Privacy Law Conference, Plano, TX, January 2017

"Are You Cyber Secure?" 2016 Women & Technology WV Conference, Canaan Valley, WV, October 2016

"Individual Liability and Corporate Liability Under the Park Doctrine" - 2016 Regulatory Affairs Professionals Society (RAPS) Convergence, San Jose, CA, September 2016

"Panel Discussion on Criminal Justice System," Leadership West Virginia, July 2016

"The Cybersecurity Act and Other 'Statutes in the Weeds'" West Virginia University CLE Program, April 2016

"Federal Discovery Obligations," West Virginia State Police, 2014

"Update on Federal Criminal Law," West Virginia Narcotics Officers Association, 2012

"Firearms Trafficking in Drug Cases," National Project Safe Neighborhoods Conference, 2010

"Impact of United States v. Hayes," National NICS Users Conference, 2009

"Effective Use of Courtroom Technology in Trials," West Virginia University CLE Program, 2008

MEMBERSHIPS AND AWARDS

PROFESSIONAL

Fourth Circuit Judicial Conference

Vice President, NDWV Chapter, Federal Bar Association

President, Harrison County Bar Association

United States Attorney's Award Recipient as Outstanding NDWV Employee

ATF Honor Award, National Award Recipient, 2010

INDUSTRY/CIVIC

Member, Bridgeport, Police Civil Service Commission

Board Member, WVU Extension Service Development Council

Board Member, Harrison County United Way

Chairman, James and Derek Hotsinpillar Memorial Scholarship Fund

Club Leader, Bridgeport Chiefs 4-H Club

Board Member, North Central West Virginia Combined Federal Campaign, 2010-2015



Kirsten L. Nathanson
Crowell & Moring LLP
Washington, DC

Kirsten L. Nathanson is a partner in the Environment & Natural Resources Group at Crowell & Moring LLP, focusing on environmental litigation, enforcement defense, risk assessment, and regulatory counseling under the major federal environmental and public lands statutes. She currently serves as a member on the firm's Environment & Natural Resources Group Steering Committee. Her litigation experience encompasses citizen suit defense, regulatory challenges, remediation cost recovery and defense, Administrative Procedure Act actions, and EPA enforcement across nearly all federal environmental laws.

Among her current representative engagements, she is engaged in CERCLA contribution litigation against the United States for a major energy company, represents leading crop protection companies in ESA-FIFRA litigation challenging product registrations, serves as federal environmental counsel to several corporations across multiple facilities and CERCLA sites, including significant landfill and contaminated sediment waterway sites, represents a major coal producer in multiple citizen suit litigation matters challenging federal leasing and mine plan approval actions, and works as Clean Water Act regulatory and litigation counsel to multiple national trade associations.

Kirsten has been recognized as a leading environmental lawyer in Washington, D.C. by *Chambers and Partners USA* (2013-2017). Her experience includes federal district court motions and trial practice and federal appellate oral arguments. She is admitted to practice before the U.S. Supreme Court and numerous federal appellate and district courts nationwide.

Kirsten currently serves as co-chair of the firm's Diversity Council. Kirsten was a founding President of the Washington, D.C. Chapter of the Women's Energy Network in 2011-2012 and continues to engage in activities with both the local and national WEN organizations. She is a past president and a member of the Board of Trustees of the Energy & Mineral Law Foundation and has also led the Crowell & Moring Women Attorneys' Network.

Dragos Neacsu
Fundamentals Advisor
BP North America Gas & Power
Houston, TX

Dragos Neacsu is currently a Fundamentals Advisor at BP North America Gas & Power, based in Houston. Dragos joined BP North America Gas & Power in May 2014. One of Gas & Power's primary mandates is to monetize BP's equity production.

Dragos is responsible for generating long-term supply views on North American natural gas and natural gas liquids, as well as supporting BP's power markets views, including basin deliverability, market consumption, infrastructure developments, competing fuels and regulatory trends.

Dragos spent seven years at BG Group prior to joining BP. At BG, Dragos held a variety of analytics roles in both natural gas and power.

Dragos Neacsu holds a Bachelor's Degree in Applied Mathematics from the University of Bucharest and a Master's Degree in Mathematics from the University of Oregon.

BP North America Gas & Power currently markets and trades approximately 22 billion cubic feet per day across North America. The Gas & Power unit is also involved in the analysis of monetizing Alaska North Slope natural gas and will have accountability for marketing BP's share of northern production should this project proceed.



David P. Poole

Senior Vice President – General Counsel and Corporate Secretary
Range Resources Corporation
Fort Worth, TX

David P. Poole, is Senior Vice President – General Counsel and Corporate Secretary of Range Resources Corporation (NYSE:RRC), a Fort Worth, Texas based oil and gas exploration and production company. David joined Range in June 2008 as its first General Counsel. Prior to joining Range, from May 2004 until March 2008 he was with TXU Corp., serving last as Executive Vice President – Legal, and General Counsel. Prior to joining TXU, Mr. Poole spent 16 years with Hunton & Williams LLP and its predecessor, Worsham, Forsythe & Wooldridge as an associate, partner and managing partner of the Dallas office. David graduated from Texas Tech University with a B.S. in Petroleum Engineering and received a J.D., *magna cum laude*, from Texas Tech University School of Law where he was on the Law Review.



Ryan T. Purpura

Partner

+1 412 667 7939
 +1 412 667 7903
 rpurpura@mcguirewoods.com

EQT Plaza
 625 Liberty Avenue
 Pittsburgh, PA 15222-3142

+1 214 932 6429

2000 McKinney Avenue
 Suite 1400
 Dallas, TX 75201

JPMorgan Chase Tower
 600 Travis Street
 Houston, TX 77002-2906

PRACTICES

Energy Law
 Energy Transactions and Finance
 Corporate
 Master Limited Partnerships
 Mergers and Acquisitions
 Private Equity and Venture Capital

INDUSTRIES

Energy
 Oil and Gas
 Private Equity

Ryan T. Purpura, a partner in the Pittsburgh office, is the chair of the oil and gas section at McGuireWoods. Ryan represents oil and gas companies, private equity and hedge funds and other financial institutions in mergers and acquisitions, project finance and development and other transactions related to the energy industry. Ryan also frequently lectures on topics related to oil and gas, and has served as an adjunct professor teaching Energy Law at Duquesne University’s School of Law. Ryan’s experience includes:

- Joint ventures and other strategic combinations in connection with the development of oil and gas assets primarily in domestic shale areas
- Acquisitions and divestitures of oil and gas assets, midstream and master limited partnership assets, and oilfield service businesses
- Financing transactions including volumetric production payments, net profits interests and mineral royalty funds

He also has served as in-house counsel to two publicly-traded natural gas companies (including the first ever exploration and production master limited partnership), where he advised on a range of commercial and operations issues, including oil and gas marketing arrangements, land acquisition and development, employment matters, and litigation. Ryan also serves as outside general counsel to several E&P and midstream companies, advising them on all aspects of their operations.

Ryan is an advisory board member for Pennsylvania State University’s energy land management program and for the Institute for Energy Law. He also serves as a Trustee on the Board of Trustees of the Energy and Mineral Law Foundation. As an active member of his community, Ryan co-founded and provided legal oversight to Operation Troop Appreciation, a Pittsburgh nonprofit corporation supporting U.S. military personnel overseas.

Ryan has been recognized as an “Emerging Leader,” *M&A Advisor*, 2016, named to "Pennsylvania Rising Stars," *Energy and Resources*, Super Lawyers, Thomson Reuters, 2014-2017 and named to "Who's Who in Energy," *Pittsburgh Business Times*, 2013-2016.

EXPERIENCE

- Represented a wide range of energy companies and investors in assessing, acquiring and/or disposing of assets and/or venture interests in multiple producing basins including the Permian and Appalachian Basins, as well as the Barnett, Marcellus and Utica Shale formations.
- Assisted publicly traded and privately held energy companies and master limited partnerships in asset acquisitions and drop downs, debt and equity financings as well as day-to-day business activities.

- Represented acquirers and joint venture participants in organizing and completing large-scale mineral title abstracting and diligence projects.

EDUCATION

- University of Pittsburgh School of Law, JD, Member, *Journal of Law and Commerce*, 2004
- University of Pittsburgh Joseph M. Katz Graduate School of Business, MBA, Finance, 2004
- The Pennsylvania State University, BS, Economics, Dean's List, 2001

ADMISSIONS

- Pennsylvania
- Ohio
- Texas
- West Virginia
- U.S. District Court for the Western District of Pennsylvania

HONORS

- Named an Energy and Environmental "Trailblazer," Oil and Gas Transactions, *The National Law Journal*, 2017
- Selected for inclusion as a "Leading Lawyer," Energy Litigation: Oil And Gas; Energy Transactions: Oil And Gas, Pennsylvania, Legal 500 US, 2017
- Selected as an "Emerging Leader," *M&A Advisor*, 2016
- Named to "Pennsylvania Rising Stars," Energy and Resources, Super Lawyers, Thomson Reuters, 2014, 2015, 2016
- Named to "Who's Who in Energy," *Pittsburgh Business Times*, 2013, 2014, 2015, 2016

PUBLICATIONS

- Co-author, "Emerging Trends in Distressed Oil Patch," *Oil & Gas Financial Journal*, October 2016

EVENTS

- Panelist, "Energy Sector & Insolvency Challenges: The Outlook for 2017," Turnaround Asset Management Association Pittsburgh Chapter Event, March 23, 2017
- Moderator, "Opportunities, Risks and New Developments in the Distressed Oil and Gas Industry," 7th Annual Law of Shale Plays Conference, September 7, 2016
- Speaker, "Oil and Gas Transactions - Negotiation and Taxation," 8th

Annual Oil and Gas Law Colloquium, July 27 – 28, 2016

- Speaker, Challenges, Risks and New Developments in the Distressed Oil & Gas Industry, March 30, 2016
- Speaker, Restructuring, Insolvency and Investment in the Oil & Gas Industry, April 16, 2015
- Speaker, "Facing the Challenges: Shale Specific Issues and the Impact on the Industry," Oil and Gas Transactions Seminar: Drilling Through the Details of Acquisitions, Divestitures and JVs, September 9, 2014
- Presenter, "The Dunham Rule Lives! The PA Supreme Court's Ruling in *Butler v. Powers* and its Effect," Pennsylvania Bar Institute, May 30, 2013
- Presenter, "Title and HBP Issues in Appalachia," 64th Annual Oil & Gas Law Conference, February 22, 2013
- Speaker, "Abstracting Titles in the Appalachian Basin," Energy & Mineral Law Foundation, March 10, 2011
- Presenter, "Emerging Trends in the Development of the Marcellus Shale," 35th Annual Kentucky Mineral Law Conference, October 13, 2010

AFFILIATIONS

- Member, Marcellus Shale Coalition
- Member, Energy & Mineral Law Foundation
- Advisory Board Member, Institute for Energy (Plano, Texas)
- Advisory Board Member, Penn State University Energy Land Management Program
- Member, Ohio Oil & Gas Association

Stephan D. Selinidis
ReedSmith LLP
Houston, TX

Stephan is a senior associate focused on litigation and dispute resolution in the energy industry. He is licensed to practice law in Texas and Oklahoma and practices in both federal and state courts across the country. Stephan has successfully represented individuals, small businesses, and Fortune 500 companies in jury trials, bench trials, administrative proceedings, arbitrations, and mediations. He has also handled matters before various Texas Courts of Appeals and the Texas Supreme Court.

Stephan represents individual investors and upstream, midstream and service companies in the energy industry on both sides of the docket. Stephan has advised clients and litigated matters involving oil and gas leases, division orders, joint operating agreements, COPAS accounting procedures, unit agreements, percentage of proceeds contracts, master service agreements, master purchase agreements, commercial oilfield service agreements, acquisition and exploration letter agreements, easements, surface and subsurface trespass, surface use, injunctions, and title disputes. As a result, Stephan has a fundamental understanding of the legal and technical issues surrounding hydrocarbon exploration and production.

His commercial and business litigation experience includes representing clients in a wide range of contract matters, business torts, and real estate disputes. More specifically, Stephan has handled complex litigation involving commercial lease disputes, mortgage disputes, indemnity, partnership disputes and dissolution, fraud, breach of fiduciary duties, and the Uniform Fraudulent Transfer Act. Stephan has also handled claims involving negligence and products liability.

Stephan is on the board of directors for a privately held company and the Galveston County Municipal Utility District No. 54. Stephan is also on the advisory board for the Institute for Energy Law and a member of Institute for Energy Law's Young Energy Professionals.

Stephan D. Selinidis
ReedSmith LLP
sselinidis@reedsmith.com
811 Main Street, Suite 1700, Houston, Texas 77002
Direct: 713.469.3815 | Fax: 713.469.3899

Curt Stambaugh
Energy Transfer Partners, L.P.
Harrisburg, Pennsylvania

Curt is Assistant General Counsel for Projects with Energy Transfer Partners handling legal issues on capital projects in the north-east United States. Curt focuses on legal, regulatory, compliance, environmental, permitting, and right of way issues on capital projects and coordinates the legal issues with the projects team. From 2015 to 2017, Curt was Assistant General Counsel for Capital Projects with Sunoco Logistics prior to their merger with Energy Transfer. Prior to joining Sunoco Logistics, Curt was a Partner at McNees Wallace & Nurick LLC, in Harrisburg, Pennsylvania, where he was the leader of the firm's Oil & Gas Group. He was managed the legal aspects of over \$6 Billion in capital projects.



Petter Stensland, CFA
Chief Investment Officer
Energy Opportunities

Petter Stensland is Chief Investment Officer of AB's Energy Opportunities Group. Prior to assuming this role, he was a portfolio manager, and before that, he was a senior high-yield analyst for seven years, covering telecom, cable, media and the energy sector. Before joining the firm in 2006, Stensland was an analyst at Barclays Capital, where he covered telecom, cable and media. He began his career at Lehman Brothers, working in investment banking and various strategy functions. Stensland holds a BS in business administration with a concentration in finance and a minor in economics from the University of Colorado, Boulder. He is a CFA charterholder.



TRAVIS J. WAHL

Partner [Columbus Office](#)

Phone [614.464.6282](tel:614.464.6282)

Fax [614.719.5025](tel:614.719.5025)

Email tjwahl@vorys.com

PRACTICE AREAS

Bankruptcy and Creditors' Rights

Finance

INDUSTRIES

Financial Services

Manufacturing

Retail

EDUCATION

Columbia University School of Law, LL.M., 1996, Harlan Fiske Stone Scholar

University of Houston Law Center, J.D., 1990, *cum laude*

Texas A&M University, B.A., Finance, 1985

BAR AND COURT ADMISSIONS

New York

Ohio

Texas (inactive)

Travis is the chair of the firm's finance, energy and real estate group and practices primarily in the areas of derivatives and finance. He has extensive experience in the representation of commercial and investment banks, financial institutional holding companies, and borrowers in the preparation and negotiation of single institution and syndicated secured and unsecured U.S. Dollar and multicurrency credit facilities, private placements, and mezzanine and second lien financings.

Travis represents numerous financial institutions and public and private companies in derivatives activities, including advising on Dodd-Frank regulatory requirements and has a broad range of experience in the negotiation of derivative transactions and structured financial products, including transactions under the ISDA Master Agreement and related schedules and annexes, including credit support documentation.

Travis also advises clients in general business transactions, including acquisitions, sales, documentary and standby letters of credit and uniform rules for collections.

Career highlights include:

- Structuring and negotiation of initial multi-currency facilities for money center banks in New York
- Representation of financial institutions, bond issuers and business counterparties in complex accelerated stock repurchase transactions, equity and commodity derivative products, as well as interest rate and foreign exchange hedge transactions
- Negotiation of multiple billion dollar syndicated credit facilities and numerous multi-million dollar securitization, receivables and asset based financing transactions, including the negotiation and structuring of intercreditor and subordination documentation
- Serving with the Ministry of International Trade and Industry at the Japan External Trade Organization in Houston, Texas as an analyst in the oil and gas and technology arenas

Travis received an LL.M as a Harlan Fiske Stone Scholar from Columbia University School of Law. He received his J.D. *cum laude* from the University of Houston Law Center and his B.A. in finance from Texas A&M University.

Before joining Vorys, Travis practiced in the area of global corporate finance in New York.

Insights

"Banking Agencies Finalize Margin and Capital Requirements," Fall 2015

"*Client Alert*: Banking Agencies Finalize Margin and Capital Requirements," November 17, 2015

VORYS

TRAVIS J. WAHL

(Continued)

"*Client Alert: Dodd Frank Compliance Date for Notification of Segregation on Horizon for Swap Dealers and Major Swap Participants,*" March 21, 2014

Honors and Awards

Columbus CEO, Top Lawyers in Columbus, 2015-2016

The Best Lawyers in America, Banking and Finance Law, 2010-2017

Events

Financial Institutions Summit

4th Annual U.S. Regional Banks FX Forum



Matt W. Warnock

Partner



Matt Warnock is a partner and chair of Bricker & Eckler's Oil & Gas practice area. Matt focuses his practice on a wide range of energy issues, including upstream and midstream transactional matters; energy policy initiatives; oil and gas litigation, including appellate work; title curative matters, including the resolution of mineral rights disputes under the Ohio Dormant Minerals Act; and serving as local counsel for producers, pipeline companies and energy generation facilities. He is available for mediations in pipeline and oil and gas matters.

Matt also appears before state and regulatory agencies, including the Public Utilities Commission of Ohio (PUCO), Ohio Power Siting Board (OPSB), and Ohio Department of Natural Resources (ODNR).

Professional & Community Activities

- Adjunct Professor, Capital University Law School, 2013-present

Presentations & Published Works

- Author, Oil and Gas Chapter of Ohio Real Estate Law (Baldwin's Ohio Practice), 2012-present
- Lead contributor, Bricker & Eckler LLP's Marcellus and Utica Shale blog, 2011- present
- Regular Contributor, Bricker & Eckler Energy Exchange
- Presenter, "Utilizing RUMAs Across Ohio," Ohio Township Association Winter Conference, January 2017
- Speaker, "Arguing – Corban: How We Got There; Where Are We Going?" EMLF Special Institute on Ohio's Dormant Minerals Act, December 2016
- Speaker, "Road Use Maintenance Agreements," Ohio Township Association Township Law Directors' Group Meeting, December 2016
- Speaker, "Ohio Dormant Mineral Act Update," EMLF Webinar, October 2016
- Speaker, "Ohio Dormant Minerals Act Update," Ohio State Bar Association's Environmental, Energy and Resources Law Seminar, April 2016
- Speaker, "Pipeline Rights of Way and Related Issues," Ohio State Bar Association, November 2015
- Speaker, "Oil and Gas Law 101," Columbus Bar Association Real Estate P.R.E.P. Series, November 2015
- Speaker, "Mineral Rights in 60 Minutes Flat," Conestoga Title Seminar, November 2015
- Speaker, "Ohio Dormant Mineral Act Update/Overview," Ohio State Bar Association Environment, Energy and Resource Law Seminar, April 2015
- Speaker, "Title Issues Relating to Oil and Gas Development in Ohio," First American Title Insurance Seminar, November 2014

CONTACT INFORMATION

614.227.2388 direct
mwarnock@bricker.com

INDUSTRIES & PRACTICES

Midstream/Pipelines
Energy, Environment & Utilities
Oil & Gas
ADR Services: Mediation & Arbitration

COLUMBUS OFFICE

Bricker & Eckler LLP
100 South Third Street
Columbus, OH 43215-4291
614.227.2300 main
614.227.2390 fax



Matt W. Warnock

Partner

Presentations & Published Works - continued

- Speaker, "Oil and Gas Law Update," Columbus Bar Association, October 2014
- Speaker, "Title Issue and Recent Case Law Developments in Ohio Dealing with Oil and Gas," the Ohio State Bar Association (OSBA) Real Property Seminar at the OSBA Annual Meeting, May 2014
- Speaker, "Hot Topics in Oil and Gas Development," Ohio Township Association Annual Meeting, February 2014
- Speaker, "Oil and Gas Leases – Be Cautious," The Ohio State Bar Association's 20th Annual Bradley J. Schaeffer Real Property Institute, Winter 2012-2014
- Speaker, "Interplay Between the Ohio Dormant Minerals Act and the Ohio Marketable Title Act," Ohio State Bar Association CLE, August 2013
- Speaker, "Natural Gas Pipeline Issues," County Commissioners' Association of Ohio, December 2013
- Speaker, "Practical Issues of Working with Title Abstractors," Ohio State Bar Association CLE, and Ohio Association for Justice Annual Meeting, Fall 2013
- Speaker, "Oil and Gas Leases in Ohio," Ohio State Bar Association Webcast, September 2013
- Speaker, "Recent Trends in Oil & Gas Leasing: An Ohio Perspective in the Marcellus and Utica Shale Plays," YPE Energy Industry Training Conference, June 2013
- Speaker, "Next Generation Shale Issues: Infrastructure, Infrastructure and More Infrastructure," 28th Annual Ohio State Bar Association Environment, Energy and Resources Law Seminar, April 2013
- Speaker, "Ohio's Marketable Title and Dormant Mineral Acts," Energy and Mineral Law Foundation Title and Development Issues in the Utica Shale – Ohio, April 2013
- Speaker, Introduction to the Ohio Power Siting Board, Dayton Bar Association, January 2013
- Speaker, "Oil and Gas Leasing 101, Utica Shale: Issues in Law, Practice and Policy," Cleveland Marshall College of Law, September 13, 2012
- Speaker, "What the Frack? Oil and Gas Leasing 101," Ohio State Bar Association Annual Meeting, May 2012
- Speaker, "The Shale Revolution," 16th Annual MEC Ohio Energy Management Conference, February 2012
- Speaker, "Welcoming Marcellus and Utica Shale Development in Ohio," Ohio Association for Career and Technical Education presentation, December 2011 and Ohio Prosecuting Attorney's Association, June 2011.
- Speaker, "Ohio House Bill 133: New Opportunities for Oil and Gas Development on State Lands," National Association of Royalty Owners, Appalachia Chapter, September 2011
- Co-author, "Property Assessed Clean Energy (PACE) Financing: The Ohio Story," published by Electricity Journal, December 2010
- Speaker, "Documenting Leadership: A Symposium on Public Executive Records in the 21st Century," Executive Records: Access and Disclosure, May 2010
- Speaker, "The U.S. EPA's Renovation, Repair & Painting Rule," March 2010
- Contributor, "ABA Climate Change, Sustainable Development, and Ecosystems," Annual Report, 2009, 2010



Matt W. Warnock

Partner

Presentations & Published Works - continued

- Author, "What an Ohio Oil and Gas Producer or Affiliated Industry Company Needs to Know About an OSHA Inspection," September 2009
- Contributor, "Municipal Electric Aggregation: A Valuable Tool to Enhance Residential and Small Customer Access to Retail Markets," Capturing the Power of Electric Restructuring, American Bar Association, July 2009
- Author, "Stifling Gubernatorial Secrecy: Application of Executive Privilege to State Executive Officials," 35 Cap. U.L. Rev. 893, September 2007

Awards & Recognitions

- Recognized, ChambersUSA, Natural Resources & Environment with an Up and Coming Ranking, 2016–2017; Associate to Watch ranking, 2014–2015
- Listed, Best Lawyers in America (Energy Law; Oil and Gas Law), 2016–2017
- Rising Star, Ohio Super Lawyers (Energy & Natural Resources; Utilities), 2014–2017
- Listed, "Who's Who in Energy," Columbus Business First, 2013–2015

Bar Admissions & Activities

- Participant, Ohio Supreme Court Mentoring Program, 2015-present
- Member, Ohio State Bar Association, Natural Resources Law Committee, 2013-present
- Member, Energy & Mineral Law Foundation, 2012-present
- Member, Ohio Oil and Gas Association, 2012-present
- Member, National Association of Royalty Owners, 2011-2014
- Member, Chief Justice Thomas J. Moyer American Inn of Court, 2010-2014
- Admitted, State of Ohio; U.S. District Court, Northern District of Ohio and Southern District of Ohio
- Extern, Legal Office of former Ohio Governor Strickland and the Criminal Division of the U.S. Attorney's Office

Education

- Ohio Wesleyan University (B.S. with honors, history, summa cum laude, 2004); Phi Beta Kappa; Mortar Board
- Capital University (J.D., summa cum laude, 2007); Staff Member, Capital University Law Review

Experience

Security of school bonds

Assisted an Ohio school district in the issuance of bonds in which the perceived security for the bonds was threatened by the financial woes of the county's largest employer and taxpayer. Our attorneys provided timely and critical information to the bond rating agency and investors regarding how oil and gas leases and mineral rights are valued for property tax purposes and the potential impact of a bankruptcy filing on the payment of property taxes for the bonds.



Matt W. Warnock

Partner

Experience - continued

Multiple lawsuits filed in Ohio Courts of Common Pleas to obtain survey access under Ohio law for \$2

Obtained injunctive relief for pipeline company client as trial counsel in 11 Ohio courts of common pleas in proceedings against landowners and organized opposition, allowing client access to property to conduct civil, cultural, environmental and cultural survey activities required for FERC application process in conjunction with the client's construction of a \$2 billion, 255-mile interstate natural gas pipeline originating in Ohio. The complexity of issues in these matters required sophisticated organization, detailed planning, and fine-tuned litigation management skills.

Cases:

NEXUS Gas Transmission, LLC v. Haubert, Columbiana C.P. No. 2015CV275 (June 2, 2015)

NEXUS Gas Transmission, LLC v. Sprague, Erie C.P. No. 2015 CV 0349 (Oct. 29, 2015)

NEXUS Gas Transmission, LLC v. Sean S. Shinaberry Trust, Fulton C.P. No. 15CV000154 (July 17, 2015)

NEXUS Gas Transmission, LLC v. Snyder, Fulton C.P. No. 16CV128 (July 7, 2016)

NEXUS Gas Transmission, LLC v. Patricia A. Wolf, Trustee, Huron C.P. No. CVH20150491 (July 21, 2015)

NEXUS Gas Transmission, LLC v. Karen M. Fridenstein & Kristin H. McDonough, Trustees, Lorain C.P. No. 15CV186926 (July 15, 2015)

NEXUS Gas Transmission, LLC v. Pandey Farm, LLC, Lorain C.P. No. 15CV186926 (Sept. 4, 2015)

NEXUS Gas Transmission, LLC v. Hozakski, Lorain C.P. No. 16 CV 189911 (July 5, 2016)

NEXUS Gas Transmission, LLC v. Lonnie Perry Farms Ltd., Lucas C.P. No. CI201503111 (June 25, 2015)

NEXUS Gas Transmission, LLC v. Houston, Medina C.P. No. 15CIV0636 (Oct. 6, 2015)

NEXUS Gas Transmission, LLC v. Ohms Acres LLC, Sandusky C.P. No. 15CV535 (June 15, 2015)

NEXUS Gas Transmission, LLC v. Scott L. Rathfelder, Trustee, Sandusky C.P. No. 15CV908 (Sept. 17, 2015)

NEXUS Gas Transmission, LLC v. Scott L. Rathfelder, Trustee, Sandusky C.P. No. 15CV908 (Sept. 29, 2015)

NEXUS Gas Transmission, LLC v. Destefano, Stark C.P. No. 2015CV01586 (July 31, 2015)

NEXUS Gas Transmission, LLC v. Camelback, Ltd., Stark C.P. No. 2015CV01586 (Sept. 2, 2015)

NEXUS Gas Transmission, LLC v. Linhart, Stark C.P. 2015CV02073 (Oct. 7, 2015)

NEXUS Gas Transmission, LLC v. Srock, Wayne C.P. No. CVC-H 000304 (Aug. 10, 2015)

NEXUS Gas Transmission, LLC v. Adkins, Wayne C.P. No. CVC-H 000304 (Oct. 14, 2015)

NEXUS Gas Transmission, LLC v. North, Wayne C.P. No. 2016 CVC-H 000327 (July 6, 2016)

NEXUS Gas Transmission, LLC v. Griffith, Wood C.P. No. 15 CV 330 (July 14, 2015)

NEXUS Gas Transmission, LLC v. Sprague, 6th Dist. Erie No. E-15-069, 2016-Ohio-4901 (July 7, 2016)

Federal eminent domain proceeding to construct \$450 million natural gas pipeline

Obtained a temporary restraining order and preliminary injunction on an expedited timeline authorizing a natural gas pipeline company to access property subject to acquisition by eminent domain to conduct tree clearing activities in advance of moratoriums imposed on such activities in order to protect migratory birds and endangered bat species; contempt orders against property owners refusing to honor the order permitting access for tree clearing activities; and immediate injunctive relief against landowners refusing to permit access to their property via eminent domain for construction of a 75-mile natural gas pipeline in eastern Ohio. Also, negotiated settlements with landowners who permitted access and complex, technical settlements with public utilities to resolve overlapping easement situations.



Matt W. Warnock

Partner

Experience - continued

Oil and gas lease negotiation in southeastern Ohio

Formed and worked with the Southeastern Ohio Landowners Association (SEOLA) to combine the acreage of landowners in five southeastern counties in order to negotiate oil and gas leases with multiple energy companies. SEOLA blossomed into the longest-lasting and most successful landowners group in Ohio with a dozen deals closed with eight different oil and gas companies, involving approximately 70,000 acres and more than \$300 million in upfront, per-acre bonus payments to SEOLA landowners.

Acquisition of rural natural gas pipeline system

Represented a natural gas utility in the negotiation and acquisition of a rural natural gas pipeline system in eastern Ohio. The transaction involved the completion of due diligence and negotiation of a complicated asset purchase agreement and corresponding escrow agreement.

Oil and gas transactional assistance

Provided representation to a bank trustee controlling nearly 4,000 acres of mineral rights in eastern Ohio. Beginning with the negotiation of an above-market-value oil and gas lease, which resulted in an initial payment to the trust of tens of millions of dollars, we provided related legal services, including the completion of title curative work, lease maintenance activities and the negotiation of ancillary agreements.

Oil and gas class action

Successfully obtained complete relief for a client through settlement by intervening in an appeal of a certified class action to relieve the client from any obligations under an expired oil and gas lease at issue in the case and to avoid application of the trial court's tolling order against landowners with the form oil and gas lease at the heart of the class action.

Construction and operation of an 800 MW natural gas-fired combined-cycle power plant

Provided comprehensive legal counsel to Clean Energy Future regarding the construction and operation of an 800 MW natural gas-fired combined-cycle power plant in northeast Ohio (Lordstown, Mahoning County, Ohio). We successfully represented the client through all phases of the Ohio Power Siting Board, including public hearings, OPSB staff investigations and an adjudicatory hearing, which resulted in the issuance of a certificate from the OPSB. In addition to the regulatory work, the firm served as Ohio counsel responsible for assisting with a closing in excess of \$890 million of debt and equity financing for the construction of the project. This transaction involved extensive counsel on real estate, environmental and tax issues, including: real estate due diligence; title curative work; property acquisition and easement negotiations; document preparation; and work with lenders, equity investors, oil and gas companies, and the title insurer on title commitment and title insurance policy matters. Bricker continues to serve as Ohio counsel on the project, providing advice on all state regulatory, environmental and real estate matters.

API government affairs and lobbying activities

Represent API-Ohio, a state affiliate office of the American Petroleum Institute in governmental affairs and lobbying activities before the Ohio General Assembly, the Governor's Office and related statewide executive agencies. The firm has participated in high-profile and successful lobbying efforts regarding proposed legislative changes to the oil and gas severance tax and other oil and gas statutes in Ohio. In addition, we played an active role in numerous rule-makings before the Ohio Department of Natural Resources, including the horizontal well-site construction rules and emergency/incident notification rules. The firm has also been involved in negotiating various rule packages before Ohio EPA, the Ohio Department of Commerce and the Public Utilities Commission of Ohio relating to incident notifications, air emissions from compressors and other facilities, and call before you dig procedures.



PRACTICE AREAS

Finance

EDUCATION

University of Cincinnati College of Law, J.D., 2007, *cum laude*

Capital University, B.A., 2004, *summa cum laude*

BAR AND COURT ADMISSIONS

Ohio

NANCY NICOLE "NICI" WORKMAN

Partner [Columbus Office](#)

Phone [614.464.8368](#)

Fax [614.719.4852](#)

Email nnworkman@vorys.com

Nici is a partner in the Vorys Columbus office and a member of the finance, energy and real estate group. Her practice focuses on commercial and structured finance matters, representing both lenders and large corporate borrowers in a wide range of financing transactions including syndicated and multi-currency credit facilities, asset-based lending facilities, acquisition financings, structured and mezzanine financings, mortgage warehousing facilities, and securitizations.

In addition, Nici regularly represents financial institutions, investment managers and commercial end-users, including public companies, energy companies, manufacturing companies and retailers, in connection with over-the-counter derivative transactions under the ISDA Master Agreement and its related suite of documents, including drafting and negotiating related Schedules and Credit Support Annexes, and various regulatory matters in connection with derivative transactions, including the negotiation of Futures and Options Agreements and Cleared Derivatives Transactions Addenda with FCMs in connection with mandatory derivatives clearing under Dodd-Frank. Nici has also represented numerous retail clients of the firm in connection with commercial transactions and related agreements, including credit facilities, derivatives transactions, synthetic lease transactions, distribution agreements, equipment leases and other general commercial matters.

Nici has been recognized multiple times on the Ohio Super Lawyers Rising Stars list for banking and finance law.

Career highlights include:

- Representing a variety of national and regional banks and public company borrowers in connection with syndicated, multicurrency and asset-based revolving and term loan facilities
- Regularly representing financial institutions and commercial end users in connection with derivative transactions and, mostly recently, regulatory matters arising under or in connection with Title VII of Dodd-Frank, including reporting and recordkeeping, clearing and margin issues

Nici is a member of the Vorys' Women's Initiative Steering Committee and co-chairs the Women's Initiative Advancement Subcommittee.

Nici received her J.D. *cum laude* from the University of Cincinnati College of Law, where she was a member of the Moot Court Board, and her B.A. in Economics *summa cum laude* from Capital University.

NANCY NICOLE "NICI" WORKMAN

(Continued)

Insights

"Banking Agencies Finalize Margin and Capital Requirements," Fall 2015

"*Client Alert: Banking Agencies Finalize Margin and Capital Requirements,*" November 17, 2015

"*Client Alert: Dodd Frank Compliance Date for Notification of Segregation on Horizon for Swap Dealers and Major Swap Participants,*" March 21, 2014

"What Indemnification Means to You," *Scotsman Guide (Comm. Edition)*, April 2010

"Default Decisions – What are the Options When a Tenant Files for Bankruptcy," *Commercial Investment Real Estate Magazine*, January 1, 2010

Professional and Community Activities

Capital University Alumni Advisory Board, Member, 2014-present

President, Capital University Alumni Varsity C Association, 2016-Present

Member, International Energy Credit Association, 2016-Present

Community Capital Development Corporation, Former Member of the Board of Directors, 2012-2014

Honors and Awards

Ohio Super Lawyers Rising Stars, Banking, 2014, 2017

Events

Financial Institutions Summit