

# Robert A. Harris, Esq.

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| <b>Current Employer-Title</b> | Radian (NYSE: RDN) - Senior Vice President, Deputy General Counsel  |
| <b>Profession</b>             | Corporate Counsel, Arbitrator, Mediator   |
| <b>Work History</b>           | Senior Vice President and Deputy General Counsel, Radian Group Inc., 2014-Present; General Counsel, Clayton Holdings LLC (acquired by Radian Group Inc.), 2012-2014; Attorney, Levett Rockwood P.C. (now, Verrill Dana), 2011-2012; General Counsel and Chief Administrative Officer, OpHedge Investment Services LLC (now, Citco Fund Services), 2005-2010; Zeldes Needle & Cooper, 1982-2005.   |
| <b>Experience</b>             | <p>Multiple legal careers, first as a litigator of commercial and employment disputes, followed by service as inside counsel to two financial services companies.</p> <p>Litigation experience (1982-2005, 2011-2012) encompassing all aspects of the business enterprise, including mergers, acquisitions and joint ventures, employment matters (especially involving senior management's contractual, compensation, nondisclosure, noncompetition and nonsolicitation rights and obligations), supplier, client and customer relationships, financing arrangements, real estate development and ownership issues, and the contractual and fiduciary relationships existing among partners, shareholders and limited liability company members.</p> <p>In-house experience (2005-2010, 2012-Present) first involved service as general counsel, chief administrative officer and corporate secretary to OpHedge Investment Services, LLC (subsequently acquired by Citco Fund Services), a multinational hedge fund administrator that serviced some of the industry's largest and most complex hedge funds, asset managers and private equity funds. At OpHedge, had ownership of all legal matters for the company and its three international subsidiaries, and was a member of the senior management team that in five years took the company from start up to a successful exit liquidity event.</p> <p>In 2012, commenced service as general counsel to Clayton Holdings LLC (a multinational mortgage and real estate services company serving investment banks and other institutional investors) acquired by Radian Group Inc. (NYSE:RDN) in 2014. Current title at Radian is Deputy General Counsel, Real Estate Services. Responsibilities since 2012 encompassed serving as the chief legal officer for Clayton and Radian's products and services used by financial institutions, investors, GSEs and governmental entities to evaluate, acquire, securitize, service and monitor loans, real estate assets and asset-backed securities, including legal oversight of contractual, litigation, human resources, intellectual property, information technology, leasehold, mergers, acquisitions and divestitures matters</p> |

for loan due diligence, asset management, title, valuations and real estate brokerage businesses.

International experience both in private practice and as in house counsel, including representation of international clients in litigation and arbitration matters, representation of association of European medical device distributors, and oversight of legal matters for international corporate subsidiaries (Shanghai, United Kingdom and Cayman Islands), including licensing and regulatory, employment, leasehold and real estate, corporate formation and divestiture issues.

Also authors two websites/blogs/Linked In groups regarding dispute resolution:  
--Positively Neutral ([positivelyneutral.com](http://positivelyneutral.com)), encompassing recent arbitration and mediation decisions and analysis.

--Golf Dispute Resolution ([golfdisputeresolution.com](http://golfdisputeresolution.com)), tracking the intersection of golf and law, including the resolution of golf-related business disputes.

## **Alternative Dispute Resolution Experience**

Since 1990, has served as an arbitrator of disputes arising in New York City, Westchester and surrounding counties and Connecticut. Has been a prominent participant in the Alternative Dispute Resolution community, including serving a three-year term as chair of the Connecticut Bar Association's Dispute Resolution Section.

Particular experience and strength in the efficient management of complicated and sometimes contentious disputes, often involving the owners and principals of closely held and family owned businesses. Has served as an arbitrator (including serving as chair and member of three arbitrator panels) in commercial, contractual and employment disputes involving corporations, partnerships, limited liability companies, management, shareholders, investors, management, senior employees, vendors and contractors that have encompassed financial services (e.g., hedge fund, private equity, banking and asset management), professional services (e.g. medical, legal and accounting), real estate development and construction, franchise, manufacturing and information technology.

Matters have included:

- Contractual disputes between commercial entities, including complex relationships that involve multiple contracting parties involving claims of substantial damages
- Business divorces, including purchase, sale, division of ownership interests, assets, operations, management succession, indemnification, ongoing relationships and opportunities
- Mergers & Acquisitions, Joint Ventures and Strategic Relationships, and their attendant issues (e.g. breaches of representations and warranties, non-competition and non-solicitation provisions, earn-outs, employment agreements, fraud and misrepresentation, payment)
- Internal disputes between financial services companies and their principals and

employees, including portfolio managers, fund managers, investment managers and registered investment advisors

- Privately owned business disputes (e.g., including misrepresentations and material omissions in contractual documents, breach of fiduciary duties by officers, directors and/or shareholders, usurpation of corporate, company and partnership opportunities, management and principal controversies, risks created by personal guaranties, the termination of credit by lenders, complications created by the divorce of an owner, nepotism, and non-competition and non-solicitation provisions)
- The separation of professionals (e.g. physicians, attorneys, accountants) from practice groups, and attendant issues (e.g. compensation and equity valuation, breach of fiduciary duties, personal guaranties of corporate obligations, non-competition and non-solicitation agreements, and real estate ownership)
- Employment disputes, especially for senior level executives, including compensation, termination, noncompete, nonsolicitation and severance issues, equity participation arrangements, covenants not to compete, trade secrets, and usurpation of corporate opportunities
- Construction disputes, including delay claims, wrongful termination, deficient work, subcontractor and supplier performance, and payment issues.
- Professional negligence, including liability and issues involving statutes of limitation, continuing course of conduct, and causation
- Franchise matters, including offering document misrepresentation, franchise fees, lack of franchisor support, and franchisee's failure to comply with requirements.

**Professional Licenses**

Admitted to the Bar: New York (2005), Connecticut (1982); U.S. District Court: District of Connecticut (1982), Southern District of New York (2012); U.S. Court of Appeals: Second Circuit.

**Professional Associations**

American Bar Association; Connecticut Bar Association; American Bar Foundation; Connecticut Bar Foundation.

**Education**

University of Virginia (JD-1982); Haverford College (BA-1978).

**Recent Publications & Speaking Engagements**

REPRESENTATIVE PUBLICATIONS:  
"Positively Neutral"; "Golf Dispute Resolution"; "Bib Brouhaha: Golf Caddies' Lawsuit Challenges PGA Tour's Compensation and Benefit Structure," ELON LAW REVIEW, 2015; "Private Equity Firms: Centralizing the Review of Litigation Risk of Portfolio Companies," CLIENT NEWSLETTER, 2011; "Keeping Doctors Out Of The Courthouse: Why Mediation Is Well-Suited For Physicians' Business Disputes," CLIENT NEWSLETTER, 2011; Contributing writer, monthly columnist on ADR topics, CONNECTICUT LAW TRIBUNE, 2002-05; "The Passionate World of Business Divorce: Some Tips for Counsel,"

DISPUTE RESOLUTION JOURNAL, 2004; contributing author, MEDIATION PRACTICE BOOK, 2002; "Developing a Mediation Culture Among Commercial Litigators," CONNECTICUT LAWYER, 2000.

**REPRESENTATIVE SPEAKING ENGAGEMENTS:**

"Arbitration Is Not Just Litigation Sitting Down," Connecticut Bar Association Labor and Employment and Franchise Law Sections, 2023, Avoiding the Litigation Time Bomb: Successful Strategies for the Golf Industry," PGA Merchandise Show, January 2012, Orlando; Co-Chair, "An Arbitration Grand Slam, Reestablishing the Goals for Quicker, Cheaper, Better Protocols for Corporate and Transactional Counsel," Connecticut Bar Association and Westchester-Fairfield County Corporate Counsel Association, 2011; "What You Don't Know About ADR Can Hurt You," Connecticut Bar Association, 2010; "Regulation of ADR Provider Organizations," John A. Speziale Fifth Alternative Dispute Resolution Symposium, 2005; "Recent Developments in Alternative Dispute Resolution," Connecticut Bar Association, 2004; "Negotiating Skills," Connecticut Association of School Business Officials, 2004; "Contracts and ADR: Everything Transactional Attorney Needs to Know About Arbitration and Mediation But Never Bothered to Ask," Connecticut Bar Association, 2003; "Avoiding or Surviving Litigation," Chamber of Commerce, 2002; "Resolving Disputes Among Owners of Closely Held and Family Businesses," Connecticut Bar Association, 2001.

**References**

References available upon request