



AAA Mediation.org™

Robert A. Harris, Esq.

White Plains, New York

Primary Areas of Expertise

Complex Commercial Contracts
Financial Services
Private Equity / Fund Raising
Business Ownership Disputes
Mergers and Acquisitions
Executive Employment Disputes

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Current Employer-Title Full Time Arbitrator and Mediator

Panelist Video <https://www.adr.org/videoresume?paramName=769520242>

Professional Summary Legal career began with two decades as a commercial litigator followed by senior inhouse counsel positions in the hedge fund, financial services and real estate industries. Understand complex and emotionally charged business and employment disputes. Longstanding ADR experience includes contractual, employment, financial services and professional negligence matters encompassing many industries. Has particular affinity for disputes involving a company's owners, principals and senior level executives. In addition to participating on its general Commercial and Employment panels, serve on AAA's specialty panels for Large Complex Cases, Mergers and Acquisitions and Joint Ventures.

Profession Arbitrator, Mediator

Work History Senior Vice President and Deputy General Counsel, Radian Group Inc., 2014-2023; 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.

Experience Multiple legal careers, first as a litigator of commercial and employment disputes, followed by service as inside counsel to two financial services companies (hedge fund and real estate industries).

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. Experience also included professional negligence and malpractice matters in legal (attorneys), construction (contractors and architects) and financial services (accountants) industries.

In-house experience (2005-2010, 2012-2023) 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.

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. At Radian served as Deputy General Counsel, Real Estate Services. Responsibilities from 2012-23 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 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, encompassing recent arbitration and mediation decisions and analysis.

--Golf Dispute Resolution, tracking the intersection of golf and law, including the resolution of golf-related business disputes.

Mediator Experience

Since 1990, has provided services as a mediator and arbitrator, and has been a prominent participant in the ADR community. Served a three year term as chair of the Connecticut Bar Association's Dispute Resolution Section. Recipient of the "The Honorable Robert C. Zampano Award for Excellence in Mediation," named after a Connecticut federal judge renowned for dispute resolution skills.

Has a particular interest and expertise in disputes involving the financial services industry (e.g., hedge funds, private equity investments, investment banks and related employment matters) and disputes between owners and/or senior management in privately held partnerships, corporations and limited liability companies.

As an outgrowth of Golf Dispute Resolution (www.golfdisputeresolution.com), has experience in the resolution of golf and other sports-related business disputes.

Served as a mediator and arbitrator in disputes that have encompassed the following representative issues:

Business controversies arising out of ongoing operations and mergers, acquisitions and joint ventures, including misrepresentations and material omissions in contractual documents, usurpation of corporate and partnership opportunities, risks created by personal guaranties, the threatened termination of credit by lenders, complications created by the divorce of an owner, nepotism, non-competition provisions, and the failure to meet earn-out benchmarks.

Employment matters, especially for senior level executives, including termination and severance issues, equity participation arrangements, covenants not to compete, trade secrets, and usurpation of corporate opportunities.

The separation of physicians and other providers from medical practice groups, including attendant valuation issues, personal guaranties for corporate obligations, non-competition provisions, and real estate ownership.

Construction disputes, including delay claims, wrongful termination, deficient work, nonpayment, and failure to pay subcontractors and suppliers.

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.

Representative Issues Handled as a Mediator

Recent mediation disputes have included:

Business Ownership and Employment (financial services)

- Claims and counterclaims between investment advisory firm and a client
- Employment and related claims between a principal and the financial services holding company with which he was affiliated
- Dispute between former principal in private equity company regarding the value of his interest in a consummated transaction

Business Ownership (non-financial services)

- Practice ownership and employment rights of physicians regarding their jointly owned practice
- Valuation of equity interests of senior management team in a manufacturing company acquired by a private equity firm
- Respective financial interests of the co-owners of investment real estate
- Dispute between owners/employees of a motorcycle franchise
- Dispute regarding the economic interest of a founder of a trade show business
- Determination of rights and value of the estate of a deceased physician and the medical practice of which he was an owner

Employment and Independent Contractor (non-financial services)

- Financial interests of long-time senior employee and orthotics company employer
- Dispute between senior manager/advisor and shopping center developer
- Harassment claim brought by employees of a professional practice against one of its principals
- Claims for breach of contract by a manufacturing company's former CEO, and counterclaims alleging misconduct by the CEO and a company director
- Equity and monetary interests of a founder and senior employee terminated by a software development company
- Discrimination claims arising out of the separation of the Executive Director of a non-profit organization

Contractual Rights/Responsibilities

- Class action between petroleum products distribution company and commercial customers
- Vendor's claims regarding rights to continued presence on online marketplace
- Breach of merchant financing arrangement
- Dispute between contractor and fire escape subcontractor
- Competing claims between property manager and owner/developer of multi-family residential properties
- Indemnification dispute between amusement park owner and ride manufacturer pertaining to the cause of injuries suffered by a park visitor
- Dispute between currency trader and trading platform owner
- Claim between first and second level distributors of computer equipment

Mediator Style & Process Preferences

I believe in transparency and directness, recognizing that seemingly similar disputes can take varied paths based on the personalities and goals of the parties. I work with counsel to understand the dynamics of the particular dispute, and to determine what obstacles stand in the way of settlement. I assess whether it is most productive to involve the parties in across the table discussion, to separate the parties, to speak solely with counsel, or an evolving combination. I believe in being direct with the parties about the strengths and weaknesses of their claims and defenses and not to disingenuously tell both parties that they have "bad" arguments in order to facilitate a resolution.

Education

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

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.

Recent Publications & Speaking Engagements

REPRESENTATIVE PUBLICATIONS: "Golf Dispute Resolution," (www.golfdisputeresolution.com); "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: "Tell It to the Arbitrators and Arbitration Providers," New York State Bar Association, 2023; "Arbitration is Not Just Litigation Sitting Down," Connecticut Bar Association, 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.

WEBSITES AND BLOGS: Positively Neutral (www.positivelyneutral.com) and Golf Dispute Resolution (www.golfdisputeresolution.com).

Locations Where Parties Will Not be Charged for Travel Expenses

Provides arbitration and mediation services nationally and without travel cost in New York City, Westchester and surrounding counties, Connecticut, Boston, Philadelphia, Rhode Island, New Jersey and Delaware.

Mediation Rate

\$525 Per Hour

Languages

English

Citizenship

United States of America

Locale

White Plains, NY

The AAA's Rules provide the AAA with the authority to administer a mediation including, mediator appointment, general oversight and billing. Accordingly, mediations that proceed without AAA administration are not considered AAA mediations, even when the parties select an mediator who is on the AAA's Roster.

The information contained in this resume has been supplied solely by the individual mediator and may, or may not, be a complete recitation of their experience. The AAA assumes no responsibility for the content, completeness, accuracy, or reliability of the information contained in a mediator's resume. If you have any questions about a mediator's experience or background, you are encouraged to contact your case manager.

Mediators on the AAA Roster are not employees or agents of the AAA.