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C U R R I C U L U M V I T A E

James M. Gaitis is a nationally recognized domestic and international arbitrator, specializing in complex oil & gas/energy industry and business disputes. A long-standing member of the Texas and Montana state bars, and a former 30-year member of the Oklahoma bar, he has over 43 years' experience as a practicing attorney, academic, and arbitrator. He is the Editor of the *The Leading Practitioners' Guide to International Oil & Gas Industry Arbitration* (2015 Juris Publishing). As the result of his tenure as the co-Editor and then the recurring Editor-in-Chief of *The College of Commercial Arbitrators Guide to Best Practices in Commercial Arbitration* (1st ed. 2006, 2d ed. 2010, 3rd ed. 2013, 4th edition 2017), and as the main contributor to all three editions of the Guide, he has literally played a leading role in crafting best practice guidance for commercial arbitrators in the United States. His advice regarding the operation and effect of various domestic and international arbitration rules, and their interrelationship with applicable law is frequently sought by legal counsel, sitting arbitrators, and arbitral institutions.

A former Distinguished Fellow and five-year Director of the College of Commercial Arbitrators and former Fellow and Chartered Arbitrator of the Chartered Institute of Arbitrators, Mr. Gaitis is also widely recognized as an authority on U.S. arbitration law and practice. He is a frequently invited speaker and lecturer, has testified in district court proceedings as an expert on arbitrator disclosures and ethics, and is the author of numerous articles relating to arbitration law, several of which have been cited repeatedly to the United States Supreme Court, as well as to various federal district courts and federal courts of appeal, and other courts such as the Supreme Courts of Texas and Puerto Rico. In private practice he served variously as lead trial counsel, in-house counsel, and special counsel for a diverse array of oil & gas

companies and private parties active in that industry. Over the past 32 years, he has been listed on a broad variety of international and domestic arbitration panels, including the AAA National Energy Panel, the AAA Construction panel, and AAA Large, Complex Case Panel, the ICDR Panel and the prestigious ICDR Energy Arbitrators List, the British Columbia International Commercial Arbitration Centre, and the CPR's Oil & Gas/Energy Panel and Cross-Border Panel. He frequently serves as a chair, party-appointed, and list-appointed arbitrator on tripartite panels, and as an emergency arbitrator, in cases involving all aspects of the oil & gas industry (downstream, midstream, upstream, international) and the energy industry, as well as in commercial cases relating to such matters as manufacturing, construction lending, engineering, sales of assets & businesses, and real property. Many of his arbitrations have involved, National Oil Companies, International Oil Companies, and Fortune 100 and *Oil & Gas Journal* Top 50 companies. His arbitrations have involved parties from South America, Europe, Africa, Asia, and North America. He was the invited Guest Editor for a special issue on energy sector appearing in the *Journal of World Energy Law & Business* (OUP/AIPN) in 2015 and has previously served at the invited Guest Editor for a similar special issue of the *Journal of Energy & Natural Resources Law* (IBA) published in 2007. On October 13, 2017 James M. Gaitis was honored for his outstanding contributions to the field of commercial arbitration by being the first individual in the 18-year history of the College of Commercial Arbitrators to be awarded the title of *Distinguished Fellow of the College of Commercial Arbitrators*.

PAST ARBITRATION PANEL/ROSTER EXPERIENCE

Fellow and Chartered Arbitrator, Chartered Institute of Arbitrators (UK)

Fellow (named "Distinguished Fellow" in October 2017), College of Commercial Arbitrators

Distinguished Neutral, National Academy of Distinguished Neutrals (Charter Member)

ICDR Panel of International Arbitrators

ICDR Panel of International Energy Arbitrators

ICDR Energy Arbitrators List

American Arbitration Association—Large, Complex Case Panel

American Arbitration Association—National Energy Panel

American Arbitration Association—Construction Panel

American Arbitration Association—National Roster of Neutrals

American Arbitration Association—Mergers & Acquisitions Panels
American Arbitration Association—Joint Ventures Panel
CPR International Institute for Conflict Prevention and Resolution—Cross- Border Panel (North America-based international arbitrators)
CPR International Institute for Conflict Prevention and Resolution—Energy, Oil and Gas Panel
British Columbia International Commercial Arbitration Centre

GENERAL ARBITRATION EXPERIENCE

1990-Present. Appointed as an arbitrator in approximately 250 domestic and international arbitrations relating to:

Energy/Oil & Gas Disputes

- pipeline system decommissioning and salvage value determinations
- production sharing agreements/concession agreements
- natural gas contracts (e.g., re quantity, throughput, deliverability, commitment, price redetermination/reopeners, measurement, pressure maintenance, engineering, and take-or-pay, deficiency payments, make-up rights and obligations, quality obligations)
- joint operating agreements (JOAs) (deepwater offshore, offshore, and onshore)
- COPAS accounting, joint interest billing, accounting software design
- fracking
- oil & gas drilling operations (e.g., re horizontal, unconventional, multilateral, and underbalanced drilling, completions, production)
- oil & gas drilling programs, investment programs
- farmout agreements
- oil & gas leases, assignments
- drilling programs
- the sale, acquisition, and valuation of oil & gas assets
- unitization agreements, BLM unit agreements
- gas gathering agreements, gathering system operations
- production handling agreements
- pipeline construction and maintenance
- natural gas marketing (e.g., supply commitments, open price terms, price redeterminations, indexed pricing)
- natural gas processing agreements, natural gas processing plant accounting

- natural gas processing plant construction and maintenance
- liquids storage
- oil & gas shale exploration and development
- joint venture disputes in the oil & gas industry
- sales of oil & gas companies and assets
- offshore drilling contracts, completions, and production
- natural gas, NGL, and oil measurement & allocation
- title disputes royalty, overriding royalty, and carried interests; division orders; division order title opinions; drilling title opinions
- coalbed methane measurement and gathering
- coal supply agreements
- coal-fired power plants
- electric utilities
- cogeneration supply contracts
- oil field technology development and testing
- oil field intellectual property/patents

Commercial Disputes

- commercial contracts
- bribery & corruption/ U.S. Foreign Corrupt Practices Act
- sales of goods, UCC Article 2
- UNIDROIT Principles
- business interruption insurance
- force majeure
- fiduciary duties & agency law
- accounting disputes, GAAP
- distribution agreements
- construction lending, project finance
- licensing agreements
- trusts
- franchise agreements
- fraud, tortious breach of contract
- patents
- service agreements
- manufacturing
- real estate, restrictive covenants, commercial leasing

- construction claims (defects, delays, lack of supervision)
- engineering design and defects
- antitrust, restraint of trade
- noncompete agreements
- requirements contracts
- acquisitions, sales of assets

Attended diverse arbitration seminars and programs sponsored by private domestic and international organizations, state bar associations, the ICDR, American Arbitration Association, the Chartered Institute of Arbitrators, the ICC, AIPN, ITA, IBA, ABA etc. Author and speaker on a variety of topics relating to arbitration, including matters concerning the operation of arbitration statutes and treaties (e.g., the Federal Arbitration Act, English Arbitration Act 1996, the New York and Panama Conventions) and domestic and international institutional arbitration rules (e.g., the UNCITRAL, ICC, LCIA, ICDR international rules and the AAA, CPR and JAMS domestic and international rules).

1995-99 Planning Committee & Arbitration Council, Center for Professional Responsibility, South Texas College of Law, Houston, Texas.

PRIOR PROFESSIONAL EXPERIENCE

Former trial counsel in hundreds civil court actions and regulatory proceedings, and in over 30 appeals, in matters relating to the oil & gas/energy industries.

2007-2013 Global Faculty & Honorary Lecturer, CEPMLP, University of Dundee (Scotland)--designing, directing, and teaching courses relating to international arbitration pertaining to the energy and mining industries.

2006-2007 Director, International Dispute Resolution LL.M Programme and Principal Teaching Fellow, Centre for Energy, Petroleum & Mineral Law & Policy (CEPMLP), University of Dundee (Scotland) (teaching LL.M classes in international commercial arbitration and investment arbitration, with a focus on the energy and mining industries)

6/87-6/89 Special Outside Counsel to El Paso Natural Gas Company. Responsible for the conduct, management, supervision, and coordination of contract, tort, and antitrust litigation pending in state and federal district and appellate courts involving over five billion dollars in asserted natural gas contract claims. Also served as trial

and appellate counsel, and as lead settlement negotiator, in certain of the above-described actions and proceedings.

1/80-6/86 Associate, then starting in 1982 Partner, Emery, McCandless & Gaitis, P.C. (Oklahoma City, OK). Acted as lead trial counsel for various domestic and international oil and gas clients active in the oil & gas industry as producers, mineral interest and royalty owners, drilling contractors, service companies, gas processors, and natural gas pipelines. Represented domestic and international oil and gas clients in commercial transactions with respect to their conduct and practices in the oil and gas business in the southwestern and western United States, and North America. Represented oil and gas clients, both as creditors and debtors, in bankruptcy proceedings. Representation of clients in matters pertaining to real estate transactions, real estate disputes, and plant construction disputes.

6/78-12/79 Counsel, El Paso Exploration Company/Natural Gas Company. Responsible for in-house representation regarding state and federal district court proceedings, state regulatory proceedings and related appeals involving disputes between oil and gas producers, the implementation of the NGPA, and the drafting and negotiation of natural gas purchase contracts, farmout agreements, joint operating agreements, and unitization agreements.

CURRENT & RECENT PROFESSIONAL MEMBERSHIPS/ACTIVITIES

State Bar of Texas (1979-present)

Oklahoma Bar Association (1980-2009)

State Bar of Montana (1992-present)

Board of Editors, *Journal of World Energy Law and Business* (Oxford University Press in collaboration with the Association of International Petroleum Negotiators)

Houston International Arbitration Club

Association of International Petroleum Negotiators (AIPN) (Member, Committee Revising the AIPN Model Dispute Resolution Provision)

London Court of International Arbitration—North American Users' Council

Global Faculty Member & Honorary Lecturer, Centre for Energy, Petroleum & Mineral Law & Policy, University of Dundee, Scotland (2007-2013)

Chartered Institute of Arbitrators (Fellow & Chartered Arbitrator) (Member, Standing Subcommittee on Arbitration 2013-17)

College of Commercial Arbitrators (Member, Board of Directors: 2006—2009, 2012-2014; chair, ad hoc committee/study group on arbitrator disclosures (2008); chair, Amicus Committee (2008); Co-Chair, Editorial Committee (2010-2013))

Institute for Transnational Arbitration (Advisory Board Member)

National Academy of Distinguished Neutrals, Charter Member
(Associate Editor, Oil, Gas & Energy Law Intelligence (2006-2009)
Associate Editor, Transnational Dispute Management (2006-2009)
Task Force Member—College of Commercial Arbitrator’s Summit on Business to
Business Arbitration, 2010

EDUCATION

University of Notre Dame—BA 1976
University of Iowa College of Law—JD 1978
Note & Comment Editor, *Iowa Law Review*

LANGUAGES

English (native language)
Greek (introductory)
Russian (advanced reading)
Spanish (advanced reading)

PUBLICATIONS

Board of Editors—*The Journal of World Energy, Law & Business* (Oxford
University Press in affiliation with the AIPN) (2014-19)

Books

Editor, *The Leading Practitioners’ Guide to International Oil & Gas Industry
Arbitration* (Juris Pub 2015)

Editor-in-Chief, *The College of Commercial Arbitrators Guide to Best Practices in
Commercial Arbitration*—Fourth Edition (J. Gaitis, H. Gwyn, L. Kaster, J.
McCauley eds. Juris Pub 2017)

Editor-in-Chief, *The College of Commercial Arbitrators Guide to Best Practices in
Commercial Arbitration*—Third Edition (J. Gaitis, C. Ingwolson, V. Shelanski eds.
Juris Pub 2013)

Editor-in-Chief, *The College of Commercial Arbitrators Guide to Best Practices in
Commercial Arbitration*—Second Edition (J. Gaitis, R. Wachsmuth, C. von Kann
eds. Juris Pub 2010)

Editor, *The College of Commercial Arbitrators Guide to Best Practices in Commercial Arbitration* (C. von Kann, J. Gaitis, J. Lehrman eds. Juris Pub 2006) (co-author—Chapters 3, 5, 10, and 11)—Finalist, CPR International Institute for Conflict Prevention and Resolution 2007 Book Awards.

Book Chapters

International Arbitration in Oil, Gas, and Energy (with Thomas Walde)—*The Leading Arbitrators' Guide to International Arbitration* (3rd ed. 2014 Juris Pub.)

The Changing Landscape of International Oil & Gas Arbitration—*The Leading Practitioner's Guide to International Oil & Gas Arbitration* (James Gaitis ed. JURIS 2015)

In addition to substantively editing, revising, and generally contributing to the various chapters of *The College of Commercial Arbitrators Guide to Best Practices in Commercial Arbitration*, Mr. Gaitis is a coauthor of the following chapters of that publication:

Chapter 1—Introduction

Chapter 3—Nonneutral Arbitrators

Chapter 5—Determining Jurisdiction and Arbitrability

Chapter 8—Discovery

Chapter 12—Awards

Chapter 13—Postaward Matters

Chapter 14—Emergency Arbitrators

Chapter 16—Class Arbitrations

Chapter 18—International Arbitration (Preliminary Matters)

Chapter 19—International Arbitration (Conduct of the Proceeding)

Articles

Guest Editor, *Journal of World Energy Law & Business*, Special Issue on Energy Sector Disputes (OUP/AIPN) (2015)

Guest Editor (with Graham Coop, former General Counsel, Energy Charter Secretariat), *Journal of Energy and Natural Resources Law* (International Bar

Association), Vol. 25, No. 3 (Special Issue on Energy Dispute Settlement) (August 2007).

International Oil & Gas Disputes--Arbitration Implications Arising from Assignments of Contracts to Foreign Parties--State Bar of Texas, Oil & Gas Disputes CLE, 2015

Finality, Functus Officio, and Ripeness: The Interlocutory Arbitral Award Conundrum, 17 Journal of the American College of Construction Lawyers, No.2 (August 2013)

Assessing the Risks in the Use of Interim and Partial Final Awards, JAMS Global Engineering and Construction Newsletter (May 2012)

Clearing the Air on "Manifest Disregard" and Choice of Law in Commercial Arbitration: A Reconciliation of Wilko, Hall Street, and Stolt-Nielsen, 22 Am. Rev. Int'l Arb. 21-43 (2011)

Unraveling the Mystery of Wilko v. Swan: Traditional American Arbitration Vacatur Law and the Accidental Demise of Party Autonomy, 7 Pepperdine Dispute Resolution Law Journal 1-63 (2007)

The Federal Arbitration Act: Risks and Incongruities Relating to the Issuance of Interim and Partial Final Awards in Domestic and International Arbitration, 16 Am Rev. Int'l Arb pp. 1-135 (2006)

International and Domestic Arbitration Procedure: The Need for a Rule Providing a Limited Opportunity for Arbitral Reconsideration of Reasoned Awards, 15 Am. Rev. Int'l Arb. 9-105 (2004)

Non-neutral Arbitrators, 4 J. Am. Arb. 369-81 (2005) (with Richard Chernick and Robert Davidson)

The Ongoing Federalization of Commercial Arbitration in Montana, The Montana Lawyer, Vol. 30, No. 7 (April 2005)

Reexamining Finality: How to Revise Institutional Practice Rules to Allow for Reconsideration of Reasoned Arbitration Awards (Pt. I), Alternatives (the monthly publication of the CPR International Institute for Conflict Prevention and Resolution), Vol. 23, No. 7, p. 113 (2005).

It's time to Provide Parties a Limited Opportunity to Seek Rehearing on Reasoned Arbitration Awards (Pt. II), *Alternatives* (the monthly publication of the CPR International Institute for Conflict Prevention and Resolution), Vol. 23, No. 8, p. 132 (2005).

SPEAKING ENGAGEMENTS

Emergency Arbitrators in U.S.-based Domestic and Commercial Arbitrations, annual meeting of the College of Commercial Arbitrators) (October 2017, Minneapolis)

AIPN/ICDR Annual Oil & Gas Dispute Resolution Conference (October 26 &27, 2016—Houston)

Appointing Party-appointed Arbitrators in Multi-Party Energy Arbitrations in the U.S., Second Annual Canadian Program of the Energy Bar Association (Calgary-October 9, 2015)

International Oil & Gas Disputes (Houston—Oil & Gas Disputes 2015 (Texas State Bar) Jan. 8-9, 2015—luncheon speaker, Jan. 9)

Arbitrating International Oil & Gas Commercial Upstream Disputes, AIPN/ICDR Annual Conference on International Oil & Gas Dispute Resolution (Calgary—October 2014)

Guest commentator--Emergency Arbitrators--International Arbitration Club of New York (New York—May 2014)

Review and recognition of international interlocutory arbitral rulings, International Arbitration Club of New York (New York--November 2013)

Finality and Ripeness--The Evolving Reviewability of Interlocutory Arbitral Awards, Annual Meeting of the American College of Construction Lawyers (Coral Gables, February 2013)

Contemporary Issues in Commercial Arbitration, Annual Meeting of the College of Commercial Arbitrators (San Francisco, October 2008)

Making Arbitration Work, Spring Meeting, American College of American Trial Lawyers (Tucson, March 2008)

Risks and Incongruities in the Issuance of Interim and Partial Final Awards—Annual Meeting of the College of Commercial Arbitrators (New York, October 2007)

Energy Sector Dispute Resolution (Panel discussion sponsored by the U.S./Mexican Bar Association and the CPR)—Border Energy Forum (San Diego, October 2007)

Specialized Arbitration & Advocacy Skills in International Oil & Gas Disputes—An Annual CEPMLP Five-Day Seminar (Seminar director/speaker) (St. Andrews, Scotland, UK August 2007)

Best Practices in Commercial Arbitration—Juris Conferences (Washington, D.C. May 2007)

Meeting Co-Chair, Annual Meeting of the College of Commercial Arbitrators (Seattle, October 2005)

Best Practices in Commercial Arbitration—Annual Meeting ABA DR Section (Los Angeles, April 2005)