

John Irvine

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713-826-9803

Prior to my retirement on January 1, 2020, I practiced law as a business litigator for almost 48 years. During that time, I had extensive experience representing corporate boards and board committees, officers, directors and employees in litigation and internal and governmental investigations involving, among other matters, allegations of breaches of fiduciary duties, fraud and other contract and tort claims. I also had extensive experience litigating cases for and against home owner associations (HOAs) for issues including alleged breaches of the covenants, conditions and restrictions (CCRs) of the HOAs and of Federal and state laws. I know well the importance of CCRs and their reasonable enforcement to the integrity and value of real estate developments. During my prior term on the Conservancy Board, I argued forcibly for the enforcement of the CCRs we thought appropriate and changes to those we were not enforcing. I did not want to see the Conservancy lose the enforceability of the CCRs by waiver or estoppel.

As is shown on my resume, I have served on a number of boards of directors and in positions of leadership, including:

- Management Committee, Porter Hedges, LLP;
- Management Committee, Thelen, Marin, Johnson & Bridges & Managing Partner, Houston Office;
- President/Board Member, Federal Bar Association, South Texas Chapter;
- Board, Memphis & Shelby County Bar Association, Young Lawyers Division;
- Board, Houston Bar Association, Antitrust Section;
- Board, Houston Bar Association, Securities Litigation Section;
- Board, Phoenix Club of Memphis;
- Board, Sunshine Kids of South Texas;
- Governing Board of Trustees, Houston Symphony Orchestra

Additionally, I served:

- a multi-year term on the Advisory Board of Directors of The Promontory Club, until the Board's dissolution;
- a two year term on The Conservancy's Board of Directors'; and
- on the seven member Promontory Owners and Members Group (POMG) during Promontory's bankruptcy.

My love of, and commitment to, this community is further evidenced by the fact that I have been directly responsible for at least 5, and indirectly responsible for several more families purchasing property in Promontory and becoming full members of the Club. There are a couple more in the works.

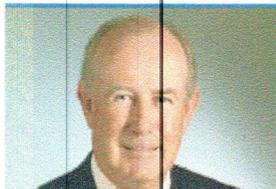
The officers and the members of the board of directors of the Promontory Conservancy owe fiduciary duties to the members of the Conservancy to assure that it is managed in the best interests of its members. These duties apply not only to the 2 elected members era of the BOD, but also to the 3 members appointed by the developer during the Control Period. As the community grows ever larger, the potential tension between various interests such as

the Conservancy, the Club, Pinnacle, separate communities such as The Double Deer Cottages and other potential development initiatives will require focus to avoid conflicts of interest.

I commit to you that I will put in the time and effort to protect the interests of the members of the Conservancy while fostering the development of the community which we love.

I would appreciate the vote and support of all members.

LAWYERS



John A. Irvine

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Houston, Texas 77002 United States

PRACTICES

Corporate Governance,
Compliance &
Investigations
Special Committees &
Boards of Directors
Alternative Dispute
Resolution
Antitrust Litigation &
Counseling
Securities Litigation
White Collar & Corporate
Internal Investigations

INDUSTRIES

Chemical & Refining
Energy
Energy - Midstream
Energy - Power
Financial Services
Real Estate

EDUCATION

J.D., Memphis State
University, 1972
B.S., Auburn University,
1969

ADMITTED

Texas
Tennessee
Ohio
United States Supreme
Court
United States Tax Court
United States Court of
Appeals Third Circuit
United States Court of
Appeals Fifth Circuit
United States Court of

John Irvine is Senior Counsel in the litigation practice group of Porter Hedges. He has more than 46 years of experience representing corporations, partnerships, and individuals in complex litigation and arbitration matters, including antitrust, securities, intellectual property, insurance, real estate, tax, white collar criminal defense, and governmental and internal corporate investigations.

John has represented both plaintiffs and defendants in litigation in both state and federal courts throughout the United States and in Europe. He has also arbitrated securities, commercial, intellectual property and employment matters before tribunals of the American Arbitration Association, the National Association of Securities Dealers, the International Chamber of Commerce, and the Municipal Securities Rulemaking Board.

For three years, he served as Assistant General Counsel-Litigation for The Mead Corporation, then a *FORTUNE* 150 company, resolving an antitrust class action, as the lead counsel in an antitrust case brought by the European Commission, managing Mead's litigation and supervising its antitrust and other compliance programs. Prior to that, John was a prosecutor and tried more than 125 felony jury trials to verdict. He also served as a law clerk to Judge Harry W. Wellford in the U.S. District Court for the Western District of Tennessee.

John has been included in *The Best Lawyers in America*®, Texas Super Lawyers in Business Litigation and has been listed in *Who's Who in the World*, *Who's Who in America*, *Who's Who in American Law*, and *Who's Who in the Southwest* for more than 25 years. John has also been featured in issues of *Super Lawyers*, *Corporate Counsel Edition Magazine* for Business Litigation.

Since becoming Senior Counsel and working part-time, John has focused his practice on the representation of companies, audit committees and individual officers, directors and employees in governmental and internal investigations and related civil and criminal litigation, including substantial FCPA experience.

Professional / Civic Affiliations

- Martindale Hubbell AV Rated Attorney
- Member Best Lawyers in America, Commercial Litigation
- State Bars of Texas and Tennessee, Member
- Houston Bar Association, Member (Director, Antitrust Section 1990); Treasurer, Securities Litigation & Arbitration Section, 2011 -
- American Bar Association, Member of Litigation Section (Intellectual Properties Litigation Committee, Co-Chair, 1996-1999; Strategic Planning Task

Appeals Sixth Circuit
United States Court of
Appeals Ninth Circuit
United States District
Court Southern, Western,
Northern and Eastern
Districts of Texas
United States District
Court Western and Middle
Districts of Tennessee

Force, 1999-2000; Trial Practice Committee, Co-Chair, 2000-2003; Task Force on the Judiciary, 2003-2004; Committee on Corporate Counsel, Vice Chair, 1989-1991)

- Federal Bar Association, Member of South Texas Chapter (President, 2001)
- College of the State Bar of Texas, Member
- American Bar Association Foundation, Life Fellow
- Texas Bar Foundation, Life Fellow
- Houston Bar Foundation, Life Fellow
- U.S. Chambers of Commerce, former Member of the Council on Antitrust Policy for over 20 years

News

- The Best Lawyers in America 2019 Recognizes Porter Hedges
- The Best Lawyers in America 2018 Recognizes Porter Hedges
- The Best Lawyers in America 2017 Recognizes Porter Hedges
- Twenty-Two Porter Hedges Partners Listed in The Best Lawyers in America 2016

Articles

- "5th Circ. Nixes Parker Drilling Investor's FCPA Suit," Law360
- "HP's \$8.8B Accounting Scandal May Ensnare Deloitte, Others," Law360
- "DOJ Unlikely To Spend Scarce Time, Money On Olympus Case," Law360
- "Tongues Wag Over Wal-Mart's Choice Of Greenberg Traurig," Law360

Publications

- Business Litigation Alert: "Antitrust Enforcement is Alive and Well"
- "How Do The Dodd-Frank Whistleblower Provisions Change Internal Investigation Protocols?" Corporate Counsel Section Newsletter
- Business Litigation Alert: "DOJ and SEC Jointly Issue New Guidance on The Foreign Corrupt Practices Act (FCPA)"

Events

- "The Ties that Bind: Joint Defense and Common Interest Agreements in the Era of Corporate Cooperation, Data Privacy and Parallel Investigations," The 12th Annual National Institute on Securities Fraud

SUPPLEMENTAL RESUME

LIST OF QUALIFICATIONS FOR ELECTION TO THE BOARD OF DIRECTORS OF THE PROMONTORY CONSERVANCY

JOHN A. IRVINE
(713) 826-9803

1608 NEVADA ST., UNIT B
HOUSTON, TEXAS 77006

2953 WESTVIEW TRAIL
PARK CITY, UTAH 84098

DOB: August 10, 2947, Sault Ste Marie, Ontario Canada

Education:

B.S. Auburn University, 1969
J.D. University of Memphis School of Law, 1972

Employment:

Federal Law Clerk, Assistant District Attorney, and Private Practice in
Memphis, TN, 1972-1981
Assistant General Counsel, Litigation, The Mead Corporation, Dayton, Ohio, 1981-1984
Private Practice, Houston, Texas, 1984 – 2018

Professional Leadership Positions:

- American Bar Association, Litigation Section
- Memphis Bar Association
- Houston Bar Association
- Federal Bar Association, South Texas Chapter (President)
- Law Firms: Member of Management Committees, Strategic Planning Committees, Recruiting Committees, Office Managing Partner, and Chair, Litigation Practice Group

Civic and Charitable Leadership Positions:

- Former Member, Governing Board of Trustees, Houston Symphony Orchestra
- Former Director, Phoenix Club of Memphis (Boys Club)
- Former Director, Make-A-Wish Foundation, Houston and Gulf Coast
- Former President, University of Memphis Law Alumni Association
- Former Member, Board of Visitors, University of Memphis School of Law
- Former Member, Council on Antitrust Policy, US Chamber of Commerce (over 20 years)

Promontory Leadership Positions:

- Current Member, Promontory Conservancy, Board of Directors
- Current Member, Promontory Board of Directors
- Member, Steering Committee, Promontory Owners and Members Group, during Promontory bankruptcy

Relevant Professional Experience:

- Substantial experience representing corporate directors, officers and employees in securities litigation and in governmental and internal investigations;
- Substantial experience counseling regarding corporate compliance and fiduciary duties of Board members;
- Substantial experience representing numerous companies and individuals in real estate litigation, including several successful trials and subsequent appeals of cases to enforce Deed restrictions, cases to enjoin foreclosure sales, cases involving alleged breaches of real estate sales and/or development contracts and state and federal criminal cases involving real estate financing, development and regulation.