



Chad J. Toms

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BIOGRAPHY

Mr. Toms is a Partner with Whiteford Taylor & Preston practicing in the areas of complex business litigation, community associations and business reorganization.

He frequently handles litigation matters involving common interest communities, corporate governance, fiduciary duty and bankruptcy issues. Mr. Toms is licensed to practice law in Delaware, New Jersey and Maryland and is also a Certified Public Accountant, currently inactive. He heads up the firm's Community Association practice in Delaware and the Eastern Shore and manages the firm's Bethany Beach, Delaware and Ocean City, Maryland offices. In that capacity, Mr. Toms advises common-interest community association boards on day-to-day business operations including compliance with governing documents, operating procedures, meetings (including quorum, voting and proxy issues), insurance matters, director issues and disputes, member issues and disputes, financial and real property matters. He also serves on the Advisory Council to the Delaware Common Interest Community Ombudsman.

RECOGNITIONS

- Listed in Delaware *Super Lawyers* as a "Rising Star," 2012

PRACTICES & INDUSTRIES

Director and Officer Corporate Governance

Business Reorganizations and Bankruptcy

Insolvency Litigation

Construction and Real Estate Litigation

Business Litigation

Tort & Insurance Litigation

Community Associations

Developer/Warranty Issues

Interpretation/Amendment of Governing Documents

EDUCATION

Widener University School of Law, 2001, J.D., cum laude

University of Delaware, 1995, B.A.

ADMISSIONS

Delaware
Maryland
New Jersey
U.S. District Court: District of Delaware
U.S. District Court: District of New Jersey
U.S. Court of Appeals: Third Circuit

MEMBERSHIPS & ACTIVITIES

- Certified Public Accountant (inactive)
- Member: American Bar Association
- Member: Delaware Bar Association
- Member: American Association of Attorney-Certified Public Accountants
- Member: American Bankruptcy Institute
- Chair: State of Delaware Architectural Accessibility Board
- Member: Advisory Council to the Office of the Common Interest Community Ombudsperson
- Member: Community Association Institute/ Chair of Eastern Shore Education Committee
- Board Member: MARKINC.
- Board Member: Greater Ocean City Maryland Chamber of Commerce
- Former Law Clerk to the Honorable Henry duPont Ridgely, then President Judge of the Superior Court of Delaware, later Justice of the Supreme Court of Delaware

DIRECTOR & OFFICER CORPORATE GOVERNANCE

- Practice in complex corporate and business litigation, including equitable litigation concerning Delaware entities, their directors, members, partners and other constituencies in relation to corporate governance and fiduciary duties
- Representation of institutional investor in asserting breach of fiduciary duty claims against officers and directors
- Defense of corporation in challenge of going private transaction
- Representation of minority shareholder in contested election of directors under 8 Del. C. Sec. 225
- Representation of corporation in defending demand for indemnification of former officers and directors under 8 Del. C. Sec. 145
- Successfully obtaining appointment of a receiver under 8 Del. C. Sec. 279 to wind down the affairs of a Delaware corporation

BUSINESS REORGANIZATION & BANKRUPTCY

- Representation of debtors, creditors and creditor's committees in chapter 11 cases and as trustee's counsel in chapter 7 matters

- As plan trust counsel, investigate and prosecute breach of fiduciary duty claims against officers and directors

BANKRUPTCY LITIGATION

- Representation of former officers and directors in defense of adversary proceedings asserting breach of fiduciary duties
- Representation of insured in interpleader adversary proceeding regarding the proceeds of directors and officers insurance
- Manage the prosecution of large groupings of avoidance adversary proceedings in the bankruptcy court
- Defense of international seller of communications equipment in bankruptcy adversary action seeking turnover of disputed assets

CONSTRUCTION LITIGATION

- Experience in complex real estate and construction litigation including representation of owners, contractors and subcontractors in contractual disputes, construction defects and mechanic's liens
- Defense and defeat of multi-million dollar mechanics' liens asserted upon bankruptcy estate's assets in multiple jurisdictions

REAL ESTATE LITIGATION

- Successful representation of commercial real estate developer in litigation concerning multi-million dollar projects
- Representation of landlords for commercial and multi-unit residential complex regarding landlord/tenant law and representation of real estate brokers and agents
- Representation of surety in bonding disputes
- Defense of publicly traded owner, operator & developer of multifamily housing complexes against toxic mold action
- Representation of public utility in statutory condemnation proceedings
- Prosecution of quiet title action to clear clouded title on large commercial property
- Representation of title insurance companies in various litigation matters arising from claims of title defects
- Representation of purchasers in specifically enforcing contract to purchase real

estate

BUSINESS LITIGATION

- Representation of regional material supplier in all Delaware breach of contract and collection matters
- Representation of large manufacturer in prosecution of breach of distribution agreement
- Representation of doctors and nurses in numerous claims alleging medical malpractice in state and federal courts
- Representation of credit unions in all aspects of loan enforcement and collection
- Representation of employers in various employment disputes, including obtaining temporary restraining orders and preliminary injunctions to enforce certain contractual provisions
- Representation of applicant before Delaware Board of Profession Regulations

INSURANCE COVERAGE AND DEFENSE LITIGATION

- Represent insured in interpleader action in the bankruptcy court
- Represent community association in insurance declaratory judgment action
- Counsel to primary insurance carrier in multi-million dollar insurance coverage action

COMMUNITY ASSOCIATIONS

- Representation of common interest communities, planned communities, condominium associations and homeowners associations in all aspects of Delaware law including the Delaware Uniform Common Interest Ownership Act ("DUCIOA") and the Unit Property Act

COMMUNITY ASSOCIATION LITIGATION

- Representation of community associations in litigation, enforcement actions, covenants and rules compliance, contract disputes, bankruptcy proceedings and administrative proceedings

DEVELOPER/WARRANTY ISSUES

- Negotiate and litigate developer turn-over and warranty claims

INTERPRETATION/AMENDMENT OF GOVERNING DOCUMENTS

- Counsel Delaware entities and their governing bodies on issues related to corporate governance and fiduciary duties
 - Advise community association boards in the areas of covenant enforcement, compliance with governing documents, meetings, quorum, voting, insurance, director issues and disputes, member issues and disputes, assessments and financial and real property transactions
 - Consult on amendment to community governing documents for a common interest community
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PRESENTATIONS & PUBLICATIONS

Speaker: Maryland and Delaware Law (Chesapeake Region Chapter CAI Construction Defect Seminar, May 2015)

Speaker: Working with Governing Documents (Chesapeake Region Chapter CAI/CRC Breakfast Program, March 2015)

Author and Speaker: Accounting 101 for Attorneys (National Business Institute, 2010)

Author and Speaker: Landlord Tenant Law in Delaware: Beyond the Basics (Sterling Education Services, 2009)