

Christian Chad Warpula

Partner

Charlotte

chad.warpula@troutman.com

D 704.998.4043



OVERVIEW

Chad maintains a diversified practice advising clients on a wide variety of complex matters, including corporate, M&A, governance, private equity, securities, financings, joint ventures, commercial contracting, outsourcing, intellectual property, licensing, sponsorship, sports, franchise, and dispute resolution matters.

Chad draws on years of experience serving as a general counsel for public and private companies in a broad range of industries to provide clients with both legal and strategic guidance. Informed by this in-house perspective, he provides practical and efficient solutions to help clients navigate their legal risks and achieve their business goals. Before joining the firm in 2015, Chad was a partner at two other international law firms and served as a law clerk for a federal court judge.

REPRESENTATIVE MATTERS

General Counsel

Currently, and for more than 10 years, Chad has served as an in-house general counsel for various private and public companies, either on a full-time or interim basis. He manages in-house legal teams, strategically advises boards and senior management, oversees shareholder litigation, and handles all types of corporate, governance, investment, transactional, commercial, financial regulatory, and litigation matters. Chad also routinely serves as outside general counsel and is relied upon as the go-to senior legal advisor for numerous private and public companies managing all their legal affairs.

Corporate

Chad represents clients in connection with corporate issues, including public and private M&A transactions (ranging from \$5 million to \$12+ billion), and board representations, advising on fiduciary duties, private equity investments, securities offerings, refinancings, debt restructurings, joint ventures, and other general corporate matters. Chad is a leader in the firm's corporate practice and manages a team of attorneys from diverse disciplines that represent representation and warranty insurers in connection with underwriting M&A transactions.

- Represented a client in structuring and consummating nine consecutive reverse triangular mergers followed by drop-down of assets into a public shell, and a simultaneous initial public offering of the merged company.
- Represented a tier one supplier to Boeing in the sale of its component part business to a competitor and lead

negotiator in successful resolution of a potential billion-dollar indemnity claim.

- Represented one of the largest wholesale tire distributors in multiyear, successive roll-up acquisitions of competitors throughout the U.S., and in all types of corporate, finance, real estate, employment, contracting, and litigation matters.
- Represented a joint venture in corporate, intellectual property, and commercial contracting matters for the domestic and international distribution of applied building products and substrates.
- Represented a private client in the sale of significant real property investments, followed by forward and reverse qualified 1031 exchanges.
- Represented a national engineering, design, and government contractor in a bid to acquire military housing and development project assets out of bankruptcy and the acquisition of the construction development and engineering division of one of its largest competitors.
- Represented a stored energy supplier in reorganization and merger transactions with energy supplier.
- Successfully negotiated the sale of a client's chemical patent rights through a structured bid process.
- Represented a domestic subsidiary of German client in the carbon fiber business in its acquisition of a competitor and joint venture transaction, in international contracting and in architectural and engineering matters related to its carbon fiber facility.
- Managed sale of leading MICR ink and printer manufacturer to private equity investor.
- Represented client in development and sale of enzyme technologies to the U.S. Government, to be used in military paint applications which deactivate nerve agents, and managed all investment offerings.
- Represented leading online health information provider in numerous corporate, M&A, and contract matters, including handling its divestiture of a suite of subsidiaries and a multimillion-dollar termination, settlement, and migration services relationship with its service provider.
- Represented a top five U.S., public software license manufacturer in a merger with public competitor.
- Represented the largest realtor and home search online database provider in relationships and transactions with affiliates, and assisted in successfully reaching a multimillion-dollar settlement among numerous competitors and online multiple-listing services providers.
- Represented a North Carolina-based REIT in mergers and acquisitions, public offerings, corporate governance issues, purchase, and management of real estate asset holdings, and '34 Act filings.
- Served as part of a multidisciplinary team representing the court-appointed examiner in the Enron bankruptcy case to investigate and trace fraud through Enron's use of special purpose entities.
- Represented a mortgage company in refinancings, recapitalizations, restructurings, and regulatory issues.
- Represented a corrugated metal manufacturer in the sale of its multistate corrugated metal business to a private equity investor and carried interest of selling shareholders.
- Represented a client in the sale of its food service business to a competitor and represented manufacturer of Chinese food products in the sale of its business to private equity investors.
- Represented numerous German clients in the establishment of U.S. headquarters and the purchase of U.S. businesses.
- Represented a national electronics brand in the sale of its U.S. and Canadian-based business, and an electronics manufacturer (and its Japanese parent) in the purchase of a competitor.
- Represented an Australian-based company in its acquisition of U.S. public competitor.
- Represented the U.S. portfolio company of CRRC, a public Chinese company and the largest rolling stock manufacturer in the world, in corporate, investment, CFIUS, immigration, and structuring matters.
- Served as primary regulatory counsel on applicable state and federal laws relating to usury, financing, and factoring issues related to a client offering factoring services for real estate commissions.
- Represented a public telecommunications client in merger with public competitor.
- Represented the U.S. subsidiary of German-based textile company in the purchase of a U.S. and Mexican textile businesses and the simultaneous sale of a division of the acquired business to its German competitor,

and in all international supply and development agreements.

- Served as lead advisor to derivative trading firm, providing advice and structuring regarding preferred stock offerings.
- Served as lead counsel on public debt exchange offering for major restaurant chain holding company.
- Served as general counsel for various nonprofit entities, private charities, and public foundations, including as legal counsel to Foundation for the Carolinas, MANA Nutrition, ShareGood, and The Dale Earnhardt Foundation.

Electric Vehicle Technology + Sustainable Infrastructure

Chad has significant experience in Electric Vehicle technology matters, representing a number of EV manufacturers, EV battery manufacturers, and EV battery component suppliers in structuring and negotiating EV charging infrastructure transactions.

- Represents numerous automobile manufacturers in all of their supply chain and commercial contracting matters, including serving as the lead contract drafter and negotiator in the \$12+ billion-dollar EV battery plant joint venture between Ford Motor Company and SK Innovation, and follow-on joint ventures and partnerships.
- Represents EV manufacturers in commercial contracting matters, such as supply and purchase agreements, technology agreements, Internet of Things (IoT) licensing agreements for in-car media, joint venture agreements with German, China, and Korean-based car manufacturers, including drafting, structuring and negotiating their contracts for the build-from-scratch, testing, and homologation of electric vehicles by off-shore manufacturers.
- Represents EV manufacturers, charge point owners, site hosts, charge point operators, e-mobility service providers, utility companies, and contractors in structuring, negotiating and consummating EV charging infrastructure transactions to support public, semi-public, and private charging networks and infrastructure.
- Represents domestic and international purchasers of EV tax credits, EVs leases, and EV batteries, and providers of EV battery subscription services, including creating all U.S. form agreements for charging services, engineering, design, and construction of EV charging points, EV vehicle leasing and financing transactions, and EV battery services.

Commercial Contracting + Contract Lifecycle Management

Chad leads the commercial contracting and contract management practices at the firm, where he manages a team of dedicated commercial contracting attorneys who implement enterprise-wide contract lifecycle management solutions for domestic and international clients.

- Represents numerous domestic and international companies in successfully implementing enterprise-wide contract lifecycle management solutions and systematic contracting processes and procedures to improve the intake, administration, efficiency, cost, resources, risks, compliance, and organization of all types of contracts throughout the enterprise, including the development of templates, playbooks, clause libraries and fallback positions, the architecture of current and future state contracting workflows, the realignment of roles and responsibilities, and selection and implementation of technology solutions.
- Training, managing, and overseeing a large team of attorneys and contract attorneys throughout the firm and around the globe to manage day-to-day, high-volume commercial contracts for all types of clients and all types of contracts, including supply, procurement, sales, technology, raw materials, licensing, confidentiality, manufacturing, development, and services agreements, through the use of technology, artificial intelligence, client portals, and real-time status reports.
- Served as primary outside counsel for seven years for *Fortune* 20 banking institution in all commercial contract matters, advised chief privacy counsel on U.S. and international privacy issues, and managed international outsourcing of critical bank functions to offshore vendors.
- Served as primary outside counsel to the largest national home improvement store in drafting, structuring, negotiating, and managing hundreds of vendor, technology, licensing, manufacturing, distribution, purchase,

outsourcing, development, joint marketing, software, and operational agreements. Successfully negotiated a multimillion-dollar settlement in favor of a client under a disputed licensing relationship.

- Represented various apparel retailers, brands, and manufacturers in all types of commercial contracting, manufacturing, and license matters, such as VF Corporation, VANS, Tory Burch, Chico's, White House/Black Market, and Soma.

IP Transactional/Outsourcing

Chad represents clients in structuring, drafting, and negotiating multimillion-dollar transactions related to the licensing of intellectual property rights, sponsorship, advertising and marketing agreements, data rights agreements, technology transactions, privacy issues, professional services, and complex outsourcing arrangements.

- Lead negotiator in the largest multibillion-dollar international outsourcing transaction at the time, relating to the outsourcing of SABRE's airline reservation business, the transfer of underground data centers, uninterrupted transition, service level compliance, and complex revenue and expense credits.
- Represented AMTRAK, the largest train operator in the U.S., in the outsourcing of its logistics business to IBM.
- Represented Club Car in complex licensing, hardware, software, technology, and data agreements with Greg Norman and Verizon to procure direct media subscription feeds for new model golf cars.
- Successfully structured and negotiated an outsourcing transaction between two regional banks for various loan servicing obligations and provided state and federal regulatory advice related thereto.
- Negotiated and successfully consummated a "bet-the-business" international distribution relationship with a scientific research and development company on behalf of a biotechnology client.
- Represented international textile client in consummating a technology license agreement for the exclusive license of a competitor's technologies, the marketing and distribution of products incorporating such technologies, and cross-manufacturing and supply relationships between the competitors.
- Managed numerous software, supply chain management, and logistics contracts for an international leading overnight carrier.
- Represented California-based semiconductor supplier in various commercial relationships and technology partnerships.
- Structured and closed a technology licensing agreement between manufacturers of structural grid technologies for constructing concrete wall systems.
- Structured, drafted, revised, and negotiated the technology license, marketing, transfer, support, and distribution agreement for the development of ruggedized computer electronics for aircraft and military vehicle applications.

Sports/Media & Entertainment

Chad has significant sports, media, and entertainment experience, representing all types of regulatory bodies, leagues, teams, sponsors, endorsers, artists, athletes, celebrities, and licensees.

- Represented Dale Earnhardt, the legendary seven-time NASCAR Winston Cup Champion, and served for five years as general counsel & president for Dale Earnhardt, Inc., overseeing all aspects of the sports franchise.
- Represented professional leagues and teams in all types of corporate, regulatory, sponsorship, endorsement, marketing, and licensing matters, including in the sports of football, basketball, lacrosse, soccer, wrestling, Olympics, golf, and motorsports, including Dale Earnhardt, Inc., Chip Ganassi Racing, NASCAR, IndyCar, Formula 1, Richard Branson's Virgin Racing Formula E team, Charlotte Hornets, Major League Lacrosse, Charlotte Hounds, Charlotte Independence, WWE, XFL, USGA, and UFC.
- Represented professional athletes, performers, celebrities, and agencies in various athletic, sponsorship, agency, licensing, and personal ventures, including professional football players, baseball players, Olympic competitors, UFC fighters, race car drivers, supercross riders, golfers, musicians, magicians, public speakers,

radio hosts, and authors. These representations include sponsorships, endorsements, social media and speaking engagements, product lines, brand protection, real estate investments, organization and operation of nonprofit entities, aviation matters, publication and negotiation of autobiographies, and other corporate and personal matters.

- Represented sponsors, endorsees, and promoters of leagues, arenas, stadiums, events, and athletes and managed and negotiated hundreds of sponsorship, endorsement, licensing, and distribution agreements with collective value exceeding \$1 billion, such as structuring and negotiating the title sponsorship by Bank of New York Mellon of San Francisco 49er's Levi Stadium, and representing public companies renegotiating their sponsorships of NFL, NBA, MLB, and other professional leagues.
- Represented the NASCAR industry in reorganizing their collective licensing rights and properties into NASCAR Team Properties, and successfully closed multiple acquisitions, joint ventures, and licensing transactions for trackside sales, the production of die cast replicas, and other types of licensed products.
- Represented investors in purchasing and managing professional sports teams and leagues.
- Represented SAG (Screen Actors' Guild) Pension and Health Plans in various compliance related engagements involving professional talent and athletes; handled multiple agency and representation agreements related to athletes and talent; and advised on all types of production agreements, video and photography rights agreements; music, TV and radio commercial licenses; concerts and special events; location releases, joint branding initiatives, publication scripting and distribution agreements; SAG and AFTRA rights; and rights of publicity issues.
- Served as outside general counsel for a national production facilities provider in negotiating and managing relationships for the production and broadcast of sporting events with NBC, NBC Olympics, NBC Sports, CBS, ESPN, ESPN Regional Television, Fox Sports, The Golf Channel, NASCAR, National Hot Rod Association, NBC Sports, New York City Marathon, Turner Sports, and USGA.
- Structured and successfully consummated various joint ventures between sports teams and suppliers for team operations, services, and technology alliances, and managed all types of competition-related agreements, including athlete and team agreements, development, personal services agreements, and performance-based compensation and bonus arrangements.
- Served as outside general counsel to a Los Angeles production and movie company in establishing corporate structure, production agreements, actor agreements, copyrights, and structuring equity offering which raised the necessary capital to produce and distribute the film.
- Represented a USGA-related public company in going-private transaction.
- Managed all aspects of the client's acquisition of numerous golf course developments and construction contracts and financing thereof.
- Advised clients on all legal and administrative compliance for flight operations, aircraft, financing, securitization, FAA regulations, charter certification processes, audits, sales and purchases of aircraft, charter operations, fuel purchases, and maintenance agreements.

Franchise

- Represented various franchisees in all start-up, investment, corporate, real estate, employment, and ongoing operational matters, including franchisees of Five Guys Burgers and Fries, Moe's Southwestern Grill, Newk's Express Café, Pure Barre, Gold's Gym, Signal 88 Security, and others.
- Represented existing and startup franchisors in structuring a viable franchise model in compliance with state franchise and business opportunity laws, including the preparation of Uniform Franchise Disclosure, License Agreements, Area Development Agreements, and regulatory filings and compliance.

AWARDS

- *Best Lawyers in America*®: Securities/Capital Markets Law (2025-2026)
- Thomson Reuters Stand-out Lawyer (2020-2025) – independently rated lawyers

- Member of Order of the Coif
- Named “Who’s Who Among American Law Students”

TOP AREAS OF FOCUS

- Capital Markets
- Commercial Contracting
- Corporate
- Corporate Governance
- Electric Vehicle Technology + Sustainable Infrastructure
- Franchise, Distribution + Marketing Litigation
- Intellectual Property
- Technology

ALL AREAS OF FOCUS

- Capital Markets
- Commercial Contracting
- Corporate
- Corporate Governance
- Electric Vehicle Technology + Sustainable Infrastructure
- Emerging Companies + Venture Capital
- Franchise, Distribution + Marketing Litigation
- Intellectual Property
- International
- Mergers + Acquisitions
- Patent Prosecution, Counseling + Portfolio Management
- Private Equity
- Tariff + Trade Task Force
- Technology

PROFESSIONAL/COMMUNITY INVOLVEMENT

- Sports Lawyers Association
- American Bar Association
- North Carolina Bar Association, Sports and Entertainment Section Council
- Mecklenburg County Bar Association
- Metrolina Entrepreneurial Council
- Young Entrepreneur’s Organization
- Association for Corporate Growth
- Member, The Club at Longview
- Former owner and broker-in-charge of Christian & Co., North Carolina and South Carolina real estate investment and advisory firm

EDUCATION AND CERTIFICATIONS

EDUCATION

- Wake Forest University School of Law, J.D., *cum laude*, 1998
- Harding University, B.S., *cum laude*, 1995, public administration with minor in psychology

BAR ADMISSIONS

- North Carolina

SPEAKING ENGAGEMENTS

- Speaker, "Who's In Charge? Legal and Regulatory Overview of the Critical EV Charging Infrastructure Necessary to Sustain the Rising Demand for Electric Vehicles," EV ChargeUp 2024 Exhibition and Conference, Toronto, Canada, July 2024.
- Panelist, "When the CEO Calls – Part II," Troutman Pepper CLE Webinar, September 29, 2022.
- Speaker, "COVID-19 Impacts on Real Estate Leases," International Franchise Association 53rd Annual Legal Symposium, May 2021.
- Speaker, "Artificial Intelligence in Legal Process and Contract Lifecycle Management," Artificial Intelligence Legal Issues in the Life Sciences Seminar hosted at the McGovern Institute for Brain Research at Massachusetts Institute of Technology in Cambridge, Massachusetts, October 2019.
- Speaker, "Preparing to Sell Your Business," Carolina Business Owner Summit 2019 hosted by Bank of America Private Bank to select clients, September 2019.
- Speaker, "Best Practices and Dangerous Pitfalls in Buy-Side and Sell-Side Commercial Contracts CLE," 2012-2019.
- Speaker, "Current Market Developments in Reps & Warranties and Other Transactional Insurance CLE," May 2017.
- Speaker, "Best Practices in Legal Process and Enterprise Contract Lifecycle Management," 2010-2020.
- Speaker, "Sale of Goods: Battle of the Forms Under UCC and CISG CLE," 2015.
- Speaker, 24th Annual North American Entertainment, Sports and IP Conference, "Bounty Hunting and Other Intentional Torts in Sports," 2012.
- Speaker, The Racing Attorney Conference (TRAC), "Managing the Effect of a Changing Business Environment on Employment Agreements, Sponsorship Deals and Driver Contracts," April 2010.
- Speaker, North Carolina Central School of Law Sports and Entertainment Law Society Conference, March 2010.
- Speaker, Charlotte School of Law, "Navigating Employment Law Potholes in the Motorsports Industry," November 2009.
- Speaker, "Advertising Law in North Carolina: Privacy and Consumer Information: An Update," CLE.
- Speaker, "Online Privacy: What You Know Could Hurt You," Smart Moves in the eBusiness Arena: Reducing Risks and Reaping Rewards Seminar, Greenville, NC.
- Speaker, "Gramm-Leach-Bliley and the European Union," Information Technology Law Conference, Raleigh, NC.
- Panelist, Young Entrepreneur's Organization Presentation, "The Anatomy of a Merger and Acquisition Sale Transaction," Charlotte, NC.
- Speaker, "The Ins and Outs of Outsourcing: Strategies and Best Practices for Profitable Results," Charlotte, NC, with guest speaker, Senator Robert Dole.
- Speaker, Young Entrepreneur's Organization Presentation, "Partnership Agreements, Joint Ventures, Business

Continuity, and Keeping the Deal You Think You've Negotiated," Charlotte, NC.

PUBLICATIONS

- Co-author, "Charging Ahead: Legal, Regulatory, and Operational Considerations for EV Infrastructure Development," *Troutman Pepper*, October 1, 2024.
- Co-author, "Current Advice on Managing Resale Prices in Franchising," *The Franchise Lawyer*, Fall 2021.
- Author, "Is Coronavirus Infecting Your Commercial Contacts? Excusing and Enforcing Performance Amidst Worldwide Uncertainties," *Troutman Sanders Insights*, March 2020.
- Author, "Zero Seller Recourse Deals and Other Emerging Trends: The Latest Developments in Representation and Warranty Insurance," *Troutman Sanders Private Equity Quarterly*, April 2018.
- Author, "The Demise of Demarcation: *Agostini v. Felton* Unlocks the Parochial School Gate to State-Sponsored Educational Aid," 33 *WAKE FOREST L. REV.* 465, 1998.

MEDIA COMMENTARY

- Quoted, "Legal Tech's Predictions for Contracts and CLM in 2022," *Legaltech news*, January 6, 2022.
- Quoted, "Chico's Names Troutman Pepper Atty as Interim GC," *Modern Lawyer*, September 14, 2021.
- Quoted, "These Pro Athletes Want to Help Their Teammates' Avoid Financial Crises," *Forbes*, June 23, 2017.
- Quoted, "Pillowtex Legal, Accounting Fees to Total in the Millions," *Charlotte Business Journal*.
- Quoted, "Outsourcing: Contracting Out some Pieces of Your Business May Make Sense – If You Do Your Homework," *North Carolina Magazine*.
- Quoted, "Knowing Your Privacy Rights" (various privacy related issues), *Charlotte Business Journal*.