

## HERBERT S. WOLFSON, FCI Arb

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### Profile

Herb Wolfson is an American lawyer with more than twenty-five years of experience representing large international companies in the United Arab Emirates and the GCC region. He has a proven ability to develop practical solutions and to negotiate complex transactions. Herb Wolfson is able to read and speak Arabic, and frequently teaches and lectures on the United Arab Emirates legal system.

### Areas of Expertise

- **Arbitration and Dispute Resolution.** Sat as sole arbitrator and chairperson of the arbitral tribunal under DIAC rules in various cases in the United Arab Emirates. As counsel, represented an American company in Dubai court litigation in a complex dispute involving poaching of clients, employees and trade secrets. Represented a Dubai-based claimant in London arbitration under LCIA rules in a complex fact pattern arising out of a master warranty services agreement, obtaining a favorable settlement for the client. Represented an Afghanistan sub-contractor in London arbitration under LCIA rules against an American defense contractor. Represented an Asian consulting firm in Dubai arbitration under DIAC rules. Represented a cargo airline in Dubai arbitration under DIFC-LCIA rules. Represented an American service provider in Dubai arbitration under DIAC rules. Represented a Dubai-based service provider in Dubai arbitration under DIAC rules. Represented a French respondent in Geneva arbitration under ICC rules. Represented U.S. and U.A.E clients in connection with commercial disputes, medical malpractice claims and wrongful death cases in the courts of Abu Dhabi and Dubai. Represented a Dubai-based creditor in bankruptcy proceedings in New York. Provided cost-benefit analysis of litigation in the U.A.E. courts; formulated strategy in consultation with senior management of clients; drafted pleadings, assisted co-counsel in depositions.
- **Expert Testimony.** Testified as an expert witness on Saudi Arabian and Islamic law and legal procedure in a case in Superior Court of Delaware that led to a jury verdict of a \$416 million litigation. Researched and analyzed Egyptian law and advised client in connection with a high-profile property-law dispute in a U.S. court, thereby assisting the client in obtaining a very favorable settlement. Testified as an expert witness on U.A.E. law in various commercial disputes in courts in the United States.
- **Healthcare.** Advised an American children's hospital on medical malpractice law in Abu Dhabi and prepared a comprehensive 34-page research memorandum on *shari'a*, criminal and civil elements of malpractice law in Abu Dhabi. Advised a hospital in Abu Dhabi on medical malpractice cases, contractual and other legal issues. Represented an American hospital management company in a medical malpractice case in Abu Dhabi arising from HIV infection during a blood transfusion.

- **Education.** Advised two major American colleges on legal and regulatory issues in Abu Dhabi; advised a major American school management company on operating primary and secondary schools in the United Arab Emirates. Founder-member of the Board of Trustees of Independence Charter School, a K-8 charter school in Philadelphia offering Spanish and Arabic language instruction that was cited by *Philadelphia* magazine as one of the top 12 public schools in the city. Drafted bylaws for the school and served on its Budget Committee (2000-2003).
- **International Franchising and Network Expansion.** Represented a major U.S. retailer in negotiating license agreements for Abu Dhabi, Dubai and Kuwait and an e-commerce platform. Advised prominent North American food and beverage franchisors on transactions in the U.A.E. and other Gulf countries, including master franchise agreements, master development agreements, area development agreements, distribution agreements and agency/representation agreements. Frequently speaks at international conferences on issues relating to franchising in the United Arab Emirates.
- **General Corporate and Transactional.** Designed and supervised due diligence on acquisition targets in the United Arab Emirates; drafted and negotiated acquisition agreements, joint venture agreements, LLC operating agreements, and other documents. Represented an East Asian consortium in negotiations with an Abu Dhabi company on an industrial project in the United Arab Emirates. Provided pre-bid advice to a developer in a solar power project in Abu Dhabi. Advised oil majors; EPC contractors; architecture and engineering firms; and other multinational clients on contractual, regulatory, licensing and other legal issues in Abu Dhabi. Represented U.S. companies in public-private partnership transactions with the Government of Abu Dhabi. Represented an Indian company in a complex multi-jurisdiction cross-border acquisition. Drafted and negotiated joint venture agreements, LLC operating agreements, share purchase agreements. Performed due diligence on transactions in Saudi Arabia and Pakistan.
- **Corporate Advisory and Compliance.** Advised U.S. and international clients on compliance with U.A.E. law and on the extraterritorial impact of U.S. law, including the Foreign Corrupt Practices Act, the Iran-Libya Sanctions Act and anti-boycott issues.
- **Privatization/Infrastructure Development.** Represented U.S., European and other international developers and overseas government agencies in connection with infrastructure development and privatization transactions in the United Arab Emirates, Pakistan and India. Drafted and negotiated terms and conditions of concession agreements in BOT transactions including power purchase agreements, gas supply agreements, implementation agreements and long-term management agreements; advised senior management of developers.
- **Rule of Law.** Advised post-Taliban Government of Afghanistan on reforming its contract and commercial law. Reviewed existing legislation; presented recommendations to then-President Karzai, the Minister of Commerce, the Minister of Justice, the Minister of Foreign Affairs, the Chairman of the Judicial Reform Commission and other senior Afghan officials.

• **LEGAL EXPERIENCE**

- 2007-Current**      **ELN ASSOCIATES FZE/EMIRATES LAW NETWORK LLC**  
*Ras al Khaimah, United Arab Emirates and Philadelphia, Pennsylvania*  
Owner and Managing Partner
- 2005-2007**      **HILAL & ASSOCIATES**  
*Abu Dhabi*  
Partner, Head of International Section
- 2004-2005**      **FERRIS & CO**  
*Dubai*  
Senior Attorney
- 1999-2004**      **LAW OFFICE OF HERBERT S. WOLFSON**  
*Philadelphia*  
Owner and Manager
- 1992-1998**      **AFRIDI & ANGELL**  
*Abu Dhabi, Dubai, New York and Islamabad*  
Associate, then Partner
- 1991-1992**      **BAKER & MCKENZIE**  
*Riyadh*  
Associate
- 1989-1990**      **KIRKPATRICK & LOCKHART**  
*Washington, DC*  
Associate, 1940 Act Practice Group

**Education**

**UNIVERSITY OF PENNSYLVANIA LAW SCHOOL**

*Philadelphia, Pennsylvania*

- J.D., 1988
- Magna cum Laude
- Order of the Coif
- Moot Court Board

**UNIVERSITY OF PENNSYLVANIA**

*Philadelphia, Pennsylvania*

- B.A., 1985
- Dual Major: International Relations/Arabic & Islamic Studies
- Magna cum Laude
- Honors in both majors

**UNIVERSITY OF PENNSYLVANIA**

*Philadelphia, Pennsylvania*

- M.A., 1991
- Arabic and Islamic Studies

## **AMERICAN UNIVERSITY IN CAIRO**

*Cairo, Egypt*

- Fellowship at the Center for Arabic Studies Abroad, 1989

### **Languages**

- Arabic: Professionally fluent
- French: Proficient in reading

### **Professional Licenses**

- Admitted to practice law in the Commonwealth of Pennsylvania, 1990
- Licensed by the Government of Ras Al Khaimah for legal consultancy, 2007

### **Arbitration Memberships**

- Fellow, Chartered Institute of Arbitrators
- Listed Arbitrator, Dubai International Arbitration Centre
- Listed Arbitrator, Cairo Regional Centre for International Commercial Arbitration
- Member, Arbitration Committee of the International Bar Association
- Member, Arab Arbitration Forum

### **Professional Organizations**

- Member, Pennsylvania Bar Association
- Member, American Bar Association
- Member, International Bar Association

### **Other**

- Volunteer judge at the Jessup Cup International Law Moot Court Competition.
- More than ten years of experience teaching intensive courses on litigation and dispute resolution; contracts; legal writing; and the legal system of the United Arab Emirates.

## **PUBLICATIONS AND LECTURES**

"The Nature of the UAE Legal System," lecture presented on April 24, 2019 at the American University in the Emirates in Dubai, United Arab Emirates.

"Blending Legal Traditions in the United Arab Emirates: Shari'a, Civil Law, and More" a lecture presented on November 29, 2018 at the University of Pennsylvania, Philadelphia, Pennsylvania.

"The Nature of the Law in the United Arab Emirates: Is the UAE a Civil Law Jurisdiction?" a lecture presented on September 26, 2017 at the NYU Abu Dhabi Institute in Abu Dhabi, United Arab Emirates.

"Arbitrating Franchise Disputes in the United Arab Emirates," a panel discussion and paper presented on May 10, 2017 at the annual joint conference of the International Bar Association and International Franchise Association in Washington, DC.

"The Impact of Economic Change on Long-Term Contracts," a lecture presented on December 7, 2015 at the First Arab Civil Code Forum at Paris-Sorbonne University, Abu Dhabi and subsequently published in The MENA Business Law Review, Issue #01 (First Quarter, 2016).

"International Agency Laws: Ignorance is Not Bliss," a panel discussion and paper presented on May 5 and May 6, 2014 at the International Franchise Association annual legal symposium in Chicago.

"How Commercial Agency Laws Impact Franchise Relationships," a panel discussion and paper presented on November 1, 2011 at the annual conference of the International Bar Association in Dubai.

"Franchising in the Middle East: Navigating the Risks and Rewards of the World's Most Interested Market," a panel discussion presented on January 27, 2010 by the American Bar Association Forum on Franchising and the ABA Center for Continuing Legal Education.

"Company Formation and Incorporation: Past, Present and Future," lecture presented in Doha, Qatar on March 14, 2006 at a seminar entitled Commercial Law in Transition co-sponsored by the Commercial Law Development Program of the U.S. Department of Commerce, the Qatar Ministry of Justice and the Qatar Ministry of Economy and Commerce.

"Independent Power Production Projects in Afghanistan," lecture presented in Kabul, Afghanistan on August 16, 2004 at a seminar co-sponsored by Siemens and the Afghan Investment Support Agency.

"Contract Law in Afghanistan," Franchise Update, (Summer Issue 2004).

- "Construction Contracting in the Middle East," lecture presented in Kuala Lumpur, Malaysia on April 29, 2004 at a meeting of the Construction Industry Development Board of Malaysia.
- "Doing Business in the Middle East: A Legal Perspective," lecture presented in Beijing, China on April 27, 2004 at a meeting of the China Association of International Engineering Consultants.
- "Doing Business in the Middle East and Iraq: A Legal Perspective," lecture presented in Cleveland on November 18, 2003 at the November meeting of the Greater Cleveland International Lawyers Group.
- "Structures and Risks for International Business Expansion: Challenges in Developing Countries," lecture presented in San Francisco on September 17, 2003 at the 2003 Conference of the International Bar Association.
- "Governing Law and Choice of Forum in Middle East Franchising," Franchise Update, (Second Quarter 2003).
- "Islam, Islamic Law, International Law and Terrorism," lecture presented in New York on May 11, 2002 at the 2002 Spring Meeting of the American Bar Association, Section of International Law and Practice.
- "Securities Regulation in the United Arab Emirates: Analysis of Recent Developments," Middle East Executive Reports, (April 2000).
- "Qatar Establishes Doha Stock Exchange" Middle East Executive Reports, August 1995.
- "Trademark Registration: Changes in Procedures" Middle East Executive Reports, November 1994.
- "New Federal Commercial Code: Provisions on Bankruptcy" Middle East Executive Reports, December 1993.
- "U.A.E. Federal Commercial Code Record-Keeping Requirements" Middle East Executive Reports, November 1993.
- "United Arab Emirates: Implementing Regulations to Copyright Law Issued" Middle East Executive Reports, October 1993.
- "WIPO Suggestions to Bring New U.A.E. Copyright Law to International Standards" (with Charles S. Laubach), Middle East Executive Reports, July 1993.
- "United Arab Emirates: New Patent Regulations" (with Charles S. Laubach), Middle East Executive Reports, June 1993.
- "United Arab Emirates: Trademark Regulations Issued" Middle East Executive Reports, March 1993.

"Special Report on the United Arab Emirates" (with Philip J. Azar) in Ideas in the Making: A Guide to the Consolidation of Intellectual Property Legislation (Special Supplement to the International Financial Law Review, September 1992).

"Saudi Arabia: New Regulation Governing Professional Partnerships" Middle East Executive Reports, November 1991.

## TEACHING EXPERIENCE

**2006-Current**      **INFORMA MIDDLE EAST (formerly IIR Middle East)**  
*Dubai, United Arab Emirates*  
Instructor

### **Courses Taught:**

"Oil & Gas Joint Venture Agreements," an intensive seminar offering 25 hours of instruction taught in New York in December, 2018.

"Litigation and Dispute Resolution in the United Arab Emirates," an intensive seminar offering 24 hours of instruction taught in Dubai on various dates from 2011 through 2015.

"Understanding Commercial Law in the United Arab Emirates," an intensive seminar offering 24 hours of instruction taught in Dubai on various dates from 2011 through 2018.

"Introduction to Contracts," a one-day seminar taught on six occasions to the Abu Dhabi Department of Municipal Affairs in Abu Dhabi, Al Ain, Liwa and Mirfa in 2009.

"Contract Drafting for Non-Lawyers," an intensive seminar offering 24 hours of instruction taught in Dubai, Bahrain, Qatar, Egypt, Oman and Saudi Arabia on various dates from 2006 through 2019.

"Due Diligence," an intensive seminar offering 12 hours of instruction taught in Dubai and Bahrain on various dates from 2007 through 2018.

"Effective Legal Writing for Non-Lawyers," an intensive seminar offering 24 hours of instruction taught in Dubai on various dates from 2006 through 2017.

"Labor and Employment Law in the Gulf," an intensive seminar offering 12 hours of instruction taught in Dubai, Abu Dhabi and Qatar on various dates from 2009 through 2019.

**2013-2014**      **FREELANCE**

"Cross-Cultural Negotiations," an intensive seminar offering 24 hours of instruction taught in Japan on various dates in 2013 and 2014.