

DENNIS E. KELLY
A Professional Law Corporation
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Engaged in the private practice of law, focused on public and private emergency response, information technology, contracts, transactions and financings since May 1993. Extensive experience in inter-governmental and public-private partnerships. Prior representations include: Tulane University (information technology, telecommunications, and technology transfer contracts); Pegasus Program (regional integration of justice information and public health systems for Homeland Security); the University of New Orleans (financing/structuring of UNO Research & Technology Park, and integration of justice information systems); Tyumen Oil and Gas District, Tyumen, USSR (oil & gas j/v), GTE Corp. (State of Louisiana j/v); and City of New Orleans (bond counsel and contract counsel on proposed City/Entergy j/v telecom carrier.)

CURRENT PROFESSIONAL REPRESENTATIONS:

1999-Present: Project Executive, Nationwide Pegasus Program, Jackson, MS. Nationwide law enforcement information services program providing legacy data integration and credentialing information services to law enforcement agencies in 34 states, working closely with Sheriffs and Police Departments, the FBI and other law enforcement, first responder, and intelligence entities.

1999-Present: General Counsel, Maximum Information Technology, Inc., Jackson, MS, an information services provider focused on browser-based regional information sharing and credentialing systems for local law enforcement and Homeland Security agencies, headquartered in Jackson, MS.

RELATED PRIOR PROFESSIONAL EXPERIENCE OF DENNIS E. KELLY:

1990-2008: Legal Adviser to the Government of Japan, Foreign Ministry (Consulate General for La., Ms., Tenn., Ky. & Ark.), New Orleans, LA.

1995-1999: Co-Founder, Director, Executive Vice President/General Counsel, and Secretary, American MetroComm Corporation, New Orleans, LA. Co-founded a startup competitive local exchange carrier (CLEC) with principal financial sponsorship of Goldman Sachs & Co., Cisco Systems, and Lucent Technologies, Inc., ultimately acquired by Cisco Systems and its strategic partners. In this capacity, managed the Company's investment bankers and outside counsel and strategic consultants, and was principally responsible for all legal, securities, investor relations and Board of Directors matters, including all contractual, corporate, litigation, regulatory, franchise, insurance, risk management, and employee incentives matters. Was key founder and management member in taking the Company from pre-concept to 130 employees with \$130 Million in total assets; led the Company in placing approximately \$40 million in securities with Goldman Sachs & Co. and other equity and debt investors, and in obtaining its first 6 municipal franchises and its initial FCC and state regulatory licenses; as sole Management Director, developed and led the agenda for the Company's Board of Directors.

1995-1998: Directeur and Consortium Leader, Advanced Technology Communications d'Haiti, SA, Port-au-Prince, Haiti. At the request of Motorola, Inc., led a consortium which included Motorola, Inc. and Mastec, Inc. in competitively seeking an A Band cellular license from the Government of Haiti. Consortium was successful in becoming one of two finalists for Haitian A Band cellular license, which was never awarded due to political disruption in the country.

1993-1995: Vice President & General Counsel, Imaging Technology Solutions, Inc., New Orleans, LA. Representation of early-stage imaging and workflow software publisher, responsible for all software licensing, corporate and other company legal matters; revenue responsibility for public sector accounts.

1983-1993: Founding Director and Principal, Feingerts & Kelly, PLC, New Orleans, LA. Founder of law firm engaged in private practice of law, with principal areas of practice in commercial, electric utility, municipal finance, telecommunications, technology and Federal, State and local legislative law matters, including serving as Bond Buyer Red Book-listed municipal finance counsel to state and local governments and corporate clients in Louisiana. Served as: Lead Counsel to GTE on a proposed \$30 Million State of Louisiana statewide fiber optic network (1984-1986); Lead Public Finance Counsel and Co-Lead Federal Legislative Counsel for Entergy Corporation in connection with a multi-year threatened takeover of electric utility assets by the City of New Orleans (1986-1990); Lead U.S. Corporate Counsel to the Tyumen Oil and Gas District, Tyumen, USSR on \$100 Million international oil and gas joint venture; and Lead Underwriter's Counsel, who signed Counsel's Opinion, for a \$1 Billion Louisiana Recovery District tax exempt municipal bond issue (1988), the State's largest bond issue to that date; Registered Lobbyist before the U.S. Senate.

1979-1983: Attorney, Jones, Walker, Waechter, Poitevent, Carrere & Denegre, New Orleans, Louisiana. Engaged in private practice of law in a broad range of commercial, administrative, technology, telecommunications and electric utility law matters. Representations included Entergy Corp., BellSouth and cellular and cable companies in technology, transaction and litigation matters. Handled major information technology, nuclear power, coal, and oil and gas matters for Entergy Corp.; had major representation responsibilities in foreclosure of major oil and gas developer, and freezing of Government of Iran real estate investments.

1975, 1977: Federal Policy Consultant, American Management Systems, Inc., Arlington, Virginia. Consultant on Federal energy and weapons procurement policy. Developed the motor gasoline strategy for Joint Chiefs of Staff Petroleum Embargo Contingency Plan; developed weapons procurements elements of the Navy's Strategic Plan for its \$50 Billion Fleet Modernization Program.

1975-1976: Overseas Private Investment Corporation, Washington, D.C. Project loan officer for Latin American/Caribbean and African agribusiness/industrial project loans. Received OPIC Special Achievement Award, 1976.

ACADEMIC BACKGROUND:

University of Virginia Law School, J.D., 1979; Member, Editorial Board, *Virginia Journal of International Law*.

Export-Import Bank of the U.S., Washington, D.C.; Graduate, Resident Bankers Professional Training Course in International Finance, July-December, 1974. Ran the Eximbank Project Finance Desk for Africa in the absence of the Eximbank Project Finance Desk Officer-Africa.

Harvard University, Graduate School of Business Administration, M.B.A. 1974; Goldman Sachs Fellow, Omicron Delta Kappa National Fellowship. President, HBS Southern Club.

Mississippi State University, B.S. (Banking & Finance) 1972 (Highest Distinction); various extracurricular activities and academic honors, including national awards from the National Association of Manufacturers, Phi Kappa Phi National Honor Society and Alpha Tau Omega Fraternity.

Graduate School of Consumer Banking, University of Virginia; Sole Undergraduate Invitee, summer session, 1971.

RECENT CIVIC ACTIVITIES:

- **Member, National Sheriffs' Association Legal Advisor's Committee and Ethics Committee**
- **President, InfraGard--New Orleans, an FBI/private sector alliance**
- **Graduate, FBI Citizens Academy**
- **Notes Editor, Harvard Business School Bulletin**
- **Year 2001 Chairman of the Board, Year 2000 President, and Member of Executive Committee and International Business Committee, World Trade Center of New Orleans**
- **Senior Executives Advisory Council, College of Business and Industry, Mississippi State University**
- **Member, Committee for A Better New Orleans, Public Safety Task Force**

SELECTED PAPERS AND PUBLICATIONS:

- **"It's Tax Protest Day, 2020. What's A Court Security Team To Do?"**, Deputy & Court Officer (Summer 2009).
- **"How Will Sheriffs Fare Under Obama?"** Sheriff (March-April 2009)
- **"Critical Next Step for Information Sharing for Hometown Security and Homeland Security: Federated Identity Management Based on Fingerprint Biometrics"**, Sheriff (Jan-Feb, 2009).
- **Presentations to National Sheriffs' Association Committees and Seminar on Pegasus Program & Emergency Responder Credentialing**, June 2007, January & June 2008, January & June, 2009.
- **"Sheriffs Speak XML"**, Sheriff Magazine (May-June 2006).
- **Report to Congress, Pegasus Program (2005).**
- **Presentation to Japan New Party Congressional Delegation** on "Information Superhighway Developments in the U.S.: Implications for Japanese Manufacturers and Policy Makers", May 4, 1994.
- **Presentation to City Council of City of New Orleans** on "Implications of Municipal Ownership of Advanced Telecommunications Facilities", December 16, 1993.
- **Paper presented to American Public Power Association Cable Communications Seminar**, "Telcos and Cable Companies: Implications of 'Bottleneck' Facility Treatment", November 5, 1993.
- **Presentation to Utility Committee and Cable Committee of the City Council of the City of New Orleans** on "Customer Controlled Load Management Fiber Optic Portion of NOPSI/LP&L Least Cost Integrated Resource Plan", October 14, 1993.
- **Presentation to Louisiana Public Facilities Authority** on "Proposed LPFA Governmental Communications System Program," June 15, 1993.
- **"The Financially Troubled Nonprofit Corporation: Potential Officer and Director Liability for Mismanagement,"** 32 La. Bar J. 280 (1985).
- **"Louisiana Laws Affecting Foreign Banking" and "Commercial Law in Louisiana,"** International Banking Study of the New Orleans Chamber of Commerce (1983).
- **"Edge Act Corporations after the International Banking Act and New Regulation K: Implications for Foreign and Regional or Smaller Banks,"** 20 Va. J. Int'l L. 37 (1979).
- **"OPIC's Finance Program: Implications of the 1978 Amendments Act,"** 18 Va. J. Int'l L. 807 (1978).

PROFESSIONAL LICENSES:

Admitted to the Bars of Louisiana and Virginia, and admitted to practice before various courts. Member of Louisiana and Virginia Bar Associations.

PERSONAL:

Born August 2, 1949 in Jackson, Mississippi, resident of New Orleans, LA since 1979. Married since 1974 to Jean Templeton Kelly, AIA, B.A. (Fine Arts), Smith College; M.Arch., University of Virginia, architect and furniture designer. Two daughters, Elizabeth, 24, and Katie, 20.
August 2009