

MORRIS NICHOLS ARSHT & TUNNELL



PATRICIA O. VELLA
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PRACTICE AREAS

Corporate Counseling
Contests for Corporate Control
Corporate Governance
Financings
Mergers, Acquisitions & Divestitures
Legal Opinions
Special Committees
Stockholder Activism
Benefit Corporation Governance

EDUCATION

J.D., magna cum laude, 1996,
Villanova University School of Law
Executive Editor, *Villanova Law Review*
B.S., business administration, magna
cum laude, 1992, University of
Delaware

CLERKSHIPS

Law Clerk to The Honorable Randy J.
Holland, Delaware Supreme Court,
1996-1997

ADMISSIONS

Delaware, 1996

Patricia regularly provides advice on corporate governance matters and a variety of corporate transactions for publicly traded and privately held corporations. Patricia is often called upon to advise on mergers and acquisitions, financings, asset sales and other significant transactions. Her work includes structuring complex transactions and often involves counseling boards of directors and board committees on their fiduciary duties and the technical aspects of Delaware corporate law. She also provides formal legal opinions on issues involving Delaware corporate law.

Patricia is actively involved with the American Bar Association's Mergers & Acquisitions Committee and Corporate Laws Committee, and is Co-Chair of the Subcommittee on Acquisitions of Public Companies and Co-Chair of the Joint Task Force on Governance Issues in Business Combinations.

Patricia is a member of the Council of the Corporation Law Section of the Delaware State Bar Association and, in that capacity, participates in the annual review of, and preparation of amendments to, the Delaware General Corporation Law. She was appointed by the Delaware Supreme Court to serve as a member of the court's Board on Professional Responsibility (2012-2018). In 2018, she became a fellow of the American College of Governance Counsel.

Patricia also frequently speaks on Delaware corporate law issues at corporate law seminars and symposia around the country, including the Tulane Corporate Law Institute, the University of Texas Mergers & Acquisitions Institute, the Ray Garrett Jr. Corporate and Securities Law Institute, the Northwestern Law Securities Regulation Institute and the ABA National M&A Institute.

Honors

- *Chambers USA, America's Leading Lawyers for Business*, Recognized as a leading Delaware corporate M&A practitioner (2014-2018)
- *IFLR1000 United States*, Selected as a leading Delaware lawyer in the guide to financial and corporate law firms (2018)
- *Who's Who Legal: M&A and Governance*, Listed among leading M&A lawyers (2015-2018)
- *The Best Lawyers in America* and *Best Lawyers Business Edition: Women in the Law*, Selected for inclusion for Delaware corporate governance and mergers and acquisitions (2016-2019); Named "Lawyer of the Year" for Delaware corporate governance law (2019)

Professional Activities

- American Bar Association (Business Law Section)
 - Corporate Laws Committee
 - Mergers and Acquisitions Committee

- Subcommittee on Acquisitions of Public Companies (Co-Chair)
 - Joint Task Force on Governance Issues in Business Combinations (Co-Chair)
 - Subcommittee on M&A Jurisprudence
 - Annual Survey Working Group
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- American College of Governance Counsel (Fellow)
 - Board on Professional Responsibility, Delaware Supreme Court (2012-2018)
 - Delaware State Bar Association (Council of the Corporation Law Section)

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