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Webcast: Recent Developments in Delaware and Texas Corporate Law: What You Need to Know

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Gibson Dunn and Morris Nichols hosted a webcast addressing recent legal developments in Delaware and Texas — two jurisdictions with long-standing influence on American corporate law, each now undergoing rapid and consequential changes. While Delaware continues to shape the national dialogue on fiduciary duties and corporate governance and has demonstrated an ability to evolve, Texas has emerged as a powerful forum for corporate activity and innovation. Understanding how these legal landscapes affect businesses is critical for directors, deal professionals, and legal advisors alike. **Key Topics:**

- Notable Delaware cases impacting board processes and stockholder litigation
- Recent significant amendments to the DGCL
- Recent amendments to TBOC and state of relevant Texas case law
- Update on Texas Business Courts and other developments
- Considerations regarding litigation in the two states
- User-friendly comparison chart of Delaware and Texas law
- Practical guidance for companies and their boards

MCLE CREDIT INFORMATION: This program has been approved for credit in accordance with the requirements of the New York State Continuing Legal Education Board for a maximum of 1.0 credit hour, of which 1.0 credit hour may be applied toward the areas of professional practice requirement. This course is approved for transitional/non-transitional credit. Gibson, Dunn & Crutcher LLP certifies that this activity has been approved for MCLE credit by the State Bar of California in the amount of 1 hour. Gibson, Dunn & Crutcher LLP is authorized by the Solicitors Regulation Authority to provide in-house CPD training. This program is approved for CPD credit in the amount of 1.0 hour. Regulated by the Solicitors Regulation Authority (Number 324652). Neither the Connecticut Judicial Branch nor the Commission on Minimum Continuing Legal Education approve or accredit CLE providers or activities. It is the opinion of this provider that this activity qualifies for up to 1 hour toward your annual CLE requirement in Connecticut, including 0 hour(s) of ethics/professionalism. Application for approval is pending with the Colorado, Delaware, Illinois, Texas, Virginia, and Washington State Bars.

PANELISTS: Eric S. Klinger-Wilensky is a partner in the Wilmington, Delaware office of Morris Nichols Arsht & Tunnell. He advises corporations on a broad array of transactions, including mergers and acquisitions, spin-offs and split-offs, and capital raises. He has extensive experience representing special committees of independent directors in considering transactions involving potential conflicts of interest as well as transactions structured as tender offers followed by “medium-form” mergers. He served as a lead drafter of legislation that ultimately became Section 251(h) of the Delaware General Corporation Law (DGCL) that facilitated and led to an increase in the use of such transactions. Eric also served as a lead drafter of Section 267 of the DGCL, that allows

Related People

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non-corporate entities to be the acquiring entities in “short-form” mergers. A former clerk to Chancellor Chandler and Vice Chancellor Noble on the Delaware Court of Chancery, Eric has been actively involved in the national and local legal community, as well as firm governance. He has also served as a Lecturer in Law at the University of Pennsylvania Law School, where he has taught classes on M&A contract drafting and venture capital, and served on the Board of Trustees of the University’s Institute for Law and Economics. **Collin J. Cox** is co-partner in charge of Gibson Dunn’s Houston office, a partner in the Litigation Practice Group, and a member of the firm’s Partnership Evaluation Committee. He is widely recognized for his successes in trying complex commercial disputes and has represented both plaintiffs and defendants in a variety of subject areas, including technology trade-secrets cases, actions related to the Bernard L. Madoff fraud, fraudulent-transfer cases, royalty disputes, patent litigation, and other business crisis situations. He was named “Litigator of the Week” by *The American Lawyer* this year following the $667 million verdict obtained by his client, Energy Transfer Partners, in a notable trial against Greenpeace. Collin is a fellow of the American College of Trial Lawyers and the International Society of Barristers. He currently serves as Vice President of the Houston Bar Association, President of Houston Volunteer Lawyers, and as Chairman and President of Da Camera of Houston. **Hillary H. Holmes** is co-partner-in-charge of Gibson Dunn’s Houston office, co-chair of the Capital Markets Practice Group, and a member of the firm’s Executive Committee. She advises corporations, investment banks, and boards of directors in connection with capital raising, M&A transactions, complex situations, securities laws and corporate governance. Hillary has earned recognition as Corporate Lawyer of the Year in Houston, a Leading Dealmaker in Texas, and one of the Most Influential Women in Energy. She serves on the Corporate Laws Committee of the American Bar Association and as an officer of the Society for Corporate Governance Houston Chapter. **Julia Lapitskaya** is co-chair of Gibson Dunn’s ESG: Risk, Litigation and Reporting Practice Group and a member of the firm’s Securities Regulation and Corporate Governance Practice Group. Julia’s practice focuses on SEC, NYSE/Nasdaq and Securities Exchange Act of 1934 compliance, securities and corporate governance disclosure issues, board and committee matters, corporate governance best practices, state corporate laws, the Dodd-Frank Act of 2010, SEC regulations, investor engagement and shareholder activism matters, proxy and annual meeting matters, sustainability and corporate responsibility matters, and executive compensation disclosure issues, including as part of initial public offerings and spin-off transactions. Julia is a frequent author and speaker on securities law, Delaware law and sustainability issues and is a member of the Society for Corporate Governance. **Gerry Spedale** is a member of Gibson Dunn’s Capital Markets, M&A, and Securities Regulation and Corporate Governance Practice Groups where he advises public and private companies, investment banks and private equity groups on mergers and acquisitions, joint ventures, capital markets transactions and corporate governance. With over 30 years of experience covering a broad range of industries, Gerry focuses on the energy industry, including upstream, midstream, downstream, oilfield services, and utilities. Gerry serves on the State Bar of Texas Business Law Section Business Organizations Code Committee, which regularly reviews and proposes amendments to the TBOC. © 2025 Gibson, Dunn & Crutcher LLP. All rights reserved. For contact and other information, please visit us at www.gibsondunn.com. Attorney Advertising: These materials were prepared for general informational purposes only based on information available at the time of publication and are not intended as, do not constitute, and should not be relied upon as, legal advice or a legal opinion on any specific facts or circumstances. Gibson Dunn (and its affiliates, attorneys, and employees) shall not have any liability in connection with any use of these materials. The sharing of these materials does not establish an attorney-client relationship with the recipient and should not be relied upon as an alternative for advice from qualified counsel. Please note that facts and circumstances may vary, and prior results do not guarantee a similar outcome.

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