

From: [Mike Thornberry](#)
To: [ASCC New Claims](#)
Cc: [Darby Doan](#); [Mariah Hornok](#); [Cole Riddell](#)
Subject: Claimant Tetronics (International) Limited-In Liquidation
Date: Wednesday, April 13, 2022 4:18:08 PM
Attachments: [Claim Form.pdf](#)
[Claim.pdf](#)

Dear Arkansas State Claims Commission:

Attached please find a completed Claim Form and attachment for Tetronics (International) Limited-In Liquidation vs. Arkansas Teacher Retirement System, Board of Trustees of the Arkansas Teacher Retirement System, and Arkansas Development Finance Authority.

Pursuant to Arkansas State Claims Commission Rules, the original and three copies of the attached will be mailed to 101 East Capitol Avenue, Suite 410, Little Rock, AR 72201-3823.

Please let me know if you have any questions or need anything else.

Thanks,
Mike Thornberry

Mike Thornberry | Litigation Paralegal
HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
Phone: 903-255-1000 | Fax: 903-255-0800 | Email: mthornberry@haltomdoan.com
Office Locations: Texarkana | Tyler | Plano | Marshall

The preceding email message may be confidential or protected by the attorney-client privilege. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this message in error, please (i) do not read it, (ii) reply to the sender that you received the message in error, and (iii) erase or destroy the message. Legal advice contained in the preceding message is solely for the benefit of the HALTOM & DOAN client(s) represented by the Firm in the particular matter that is the subject of this message, and may not be relied upon by any other party.

APR 16 2022

Mike Thornberry

From: Mike Thornberry
Sent: Wednesday, April 13, 2022 4:17 PM
To: 'ascc.new.claims@arkansas.gov'
Cc: Darby Doan; Mariah Hornok (mhornok@haltomdoan.com); Cole Riddell
Subject: Claimant Tetronics (International) Limited-In Liquidation
Attachments: Claim Form.pdf; Claim.pdf

RECEIVED

Dear Arkansas State Claims Commission:

Attached please find a completed Claim Form and attachment for Tetronics (International) Limited-In Liquidation vs. Arkansas Teacher Retirement System, Board of Trustees of the Arkansas Teacher Retirement System, and Arkansas Development Finance Authority.

Pursuant to Arkansas State Claims Commission Rules, the original and three copies of the attached will be mailed to 101 East Capitol Avenue, Suite 410, Little Rock, AR 72201-3823.

Please let me know if you have any questions or need anything else.

Thanks,
Mike Thornberry

Mike Thornberry | Litigation Paralegal
HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Fax: 903-255-0800 | Email: mthornberry@haltomdoan.com
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APR 16 2022

ARKANSAS STATE CLAIMS COMMISSION
-Claim Form-

RECEIVED

Please note that all sections must be completed, or this form will be returned to you, which will delay the processing of your claim.

1. Claimant's Legal Counsel - (If representing yourself (Pro Se) please check this box and proceed to section 2)

Doan Darby ddoan@haltomdoan.com
(last name) (first name) (email)
6500 Summerhill Road Texarkana TX 903-255-1000
(address) (city) (state) (zip) (primary phone)

Arkansas Bar Number: 96064

If not licensed to practice law in Arkansas, please contact the Claims Commission for more information.

1a. Claimant's Legal Counsel - (If representing yourself (Pro Se) please check this box and proceed to section 2)

Hornok Mariah mhornok@haltomdoan.com
(last name) (first name) (email)
6500 Summerhill Road Texarkana TX 903-255-1000
(address) (city) (state) (zip) (primary phone)

Arkansas Bar Number: 2020276

If not licensed to practice law in Arkansas, please contact the Claims Commission for more information.

2. Claimant

Tetronics (International) Limited – In Liquidation
(title/last name/first name or company) (email)

Pearl Assurance House, 319 Ballards Lane Finchley, London, U.K.
(address) (city) (state) (zip) (primary phone)

3. State Agency Involved: (must be an Arkansas state agency. The Arkansas Claims Commission has no jurisdiction over county, city, or other municipalities)

Arkansas Teacher Retirement System and Arkansas Development Finance Authority
(state agency involved)

4. Incident Date

April 24, 2018 and continuing

5. Claim Type

Please provide a brief explanation of your claim. If additional space is required please attach additional statements to this form.

A claim for damages and transfer avoidance under the Arkansas Uniform Voidable Transfers Act. (See attached for a more detailed explanation.)

5a. Check here if this claim involves damage to a motor vehicle.

5b. Check here if this claim involves damage to property other than a motor vehicle.

All property damage claims require a copy of your insurance declarations covering the property or motor vehicle at the time of damage.

I did not have insurance covering my property/motor vehicle at the time of damage.

All property damage claims require ONE of the following (please attach):

- 1. Invoice(s) documenting repair costs, OR
- 2. Three (3) estimates for repair of the damaged property, OR
- 3. An explanation why repair bill(s) or estimate(s) cannot be provided.
- 6. Was a state vehicle involved? (If Yes, please complete the following section)

(type of state vehicle involved)	(license number)	(driver)
----------------------------------	------------------	----------

7. Check here if this claim involves personal injury.

All personal injury claims require a copy of your medical insurance information and relevant medical bills in place at the time of the incident.

I do not have health insurance

8. Amount Sought: In excess of \$2,797,698

The undersigned certifies that to the best of my knowledge, information, and belief, this claim is not being presented for any improper purpose; this claim is warranted by existing law or by a non-frivolous argument for extending, modifying, or reversing existing law or for establishing new law; and the factual contentions have evidentiary support or, if specifically so identified, will likely have evidentiary support after a reasonable opportunity for further investigation or discovery.

Mandy
 Claimant by Counsel

ACKNOWLEDGEMENT

State of Texas
County of Bowie

On this 13th day of April, 2023, before me, the undersigned notary, personally appeared Mariah L. Hornok known to me (or satisfactorily proven) to be the person whose name is subscribed to this instrument and acknowledged that he/she executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Shelley Y. Young
Signature of Notary Public

My Commission expires: 11/25/23



**BEFORE THE
ARKANSAS STATE CLAIMS COMMISSION**

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Claimant,

vs.

**ARKANSAS TEACHER
RETIREMENT SYSTEM, BOARD OF
TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM,
AND ARKANSAS DEVELOPMENT
FINANCE AUTHORITY,**

RESPONDENTS.

CLAIM

Plaintiff Tetronics (International) Limited—In Liquidation (hereafter, “Tetronics”), by and through counsel, submits the following for its Claim against Respondents the Arkansas Teacher Retirement System (the “Retirement System”), the Board of Trustees of the Arkansas Teacher Retirement System, and Arkansas Development Finance Authority (the “Authority”):

PARTIES, JURISDICTION, AND VENUE

1. Tetronics (Company No. 00812104) is a United Kingdom limited liability company that is in the process of liquidation. Tetronics was formerly in

the business of supplying engineering and design services and equipment related to plasma recovery systems.

2. The Retirement System is a retirement system located in Arkansas, with its principal office located in Little Rock. It is an agency of the State of Arkansas.

3. Upon information and belief, all members of the Board of Trustees of the Retirement System reside in Arkansas.

4. The Authority is an agency of the State of Arkansas located in the State of Arkansas.

5. This Commission has subject matter jurisdiction pursuant to A.C.A. §19-10-204.

FACTUAL BACKGROUND

6. The Retirement System and the Authority are significant investors in an entity known as BlueOak Arkansas, LLC (“BlueOak”).

7. BlueOak entered into a contract dated March 27, 2014 by which Tetronics was to supply equipment and services related to a plasma recovery system to BlueOak.

8. On January 17, 2018, Tetronics initiated an arbitration proceeding against BlueOak alleging that BlueOak breached the contract causing millions in damages to Tetronics.

9. The arbitration proceeding resulted in an arbitral award against BlueOak and in favor of Tetronics.

10. Tetronics then moved the U.S. District Court in the Eastern District of Arkansas for confirmation of the arbitral award. That court issued Judgment in favor of Tetronics and against BlueOak in the following amounts:

£2,111,392 as damages for breach of contract

£3,080,000 as damages for a wrongful draw on a bond

£503,810 for pre-award interest

\$850,000 for legal and other costs

\$141,100 for arbitration costs and fees

(See Exhibit A, Judgment.)

11. Tetronics has made demand upon BlueOak for payment of the arbitral award and the Judgment, but to date BlueOak has not made any payments to Tetronics. (A co-respondent known as BlueOak Resources made a payment of \$142,000 for the legal and other costs portion of the Judgment, for which it was jointly liable with BlueOak.)

12. Since the time that Tetronics initiated its arbitration proceeding against BlueOak, BlueOak has made a significant amount of distributions or transfers to the Retirement System and the Authority in defraud of creditors.

These transfers include, without limitation, the following transfers to the Retirement System:

4/24/2018	\$2,120,000
6/1/2018	\$10,555.56
12/28/2020	\$667,142.96

13. BlueOak also made similar, pro rata, transfers to the Authority.

14. These transfers were made at a time when BlueOak was insolvent.

15. Respondents jointly have conspired to cause BlueOak to make distributions to the Retirement System and the Authority in defraud of creditors.

16. These distributions represent violations of the Arkansas Uniform Voidable Transfers Act (the “Act”).

17. Tetronics seeks an award in the amount of all fraudulent and voidable transfers in its favor and against the Retirement System and the Authority that were made in violation of the Act in a total amount of at least \$2,797,698.52.

Count I – Avoidance of Transfers Under the Act

18. Tetronics incorporates all paragraphs herein.

19. At all relevant times, Tetronics was a creditor of BlueOak, BlueOak was a debtor vis-à-vis Tetronics, and the Retirement System and the Authority were both insiders with respect to BlueOak as those terms are defined in the Act.

20. From some point in time in calendar year 2017 forward, BlueOak was insolvent as that term is defined in the Act.

21. Respondents conspired to cause BlueOak to make transfers to the Retirement System and the Authority, respectively, with an actual intent to hinder, delay, or defraud creditors of BlueOak including Tetronics.

22. Respondents conspired to cause BlueOak to make transfers to the Retirement System and the Authority, respectively, without BlueOak receiving a reasonably equivalent value in exchange for the transfer or obligation.

23. Respondents conspired to cause BlueOak to make transfers to the Retirement System and the Authority where the Retirement System and the Authority were insiders under the Act, BlueOak was insolvent, and the Retirement System and the Authority had reason to know that BlueOak was insolvent.

24. These transfers total in excess of \$2,797,698.

25. The Retirement System and the Authority, at all times, were well aware of BlueOak's insolvency because they received regular updates regarding the status of their respective investments in BlueOak.

26. The distributions from BlueOak to the Retirement System and to the Authority are avoidable under the Act including without limitation pursuant to ACA 4-59-204(a)(1) and (a)(2), ACA 4-59-205(a) and (b).

27. Tetronics seeks the avoidance of all such transfers under the provisions of the Act, with those transfers re-directed to Tetronics in satisfaction of its Judgment against BlueOak.

28. WHEREFORE, Tetronics respectfully requests an award in the amount of all fraudulent and voidable transfers in its favor and against the Retirement System and the Authority that were made in violation of the Act in a total amount of at least \$2,797,698.52 together with interest, costs, attorney fees, and all other relief that this Commission deems just and equitable.

Count II – Common Law Fraudulent Transfer

29. Tetronics incorporates all paragraphs herein.

30. From and after 2017 to date, BlueOak made transfers to the Retirement System and the Authority in excess of \$2,797,698 that represent fraudulent transfers that are avoidable under the common law of fraudulent transfers.

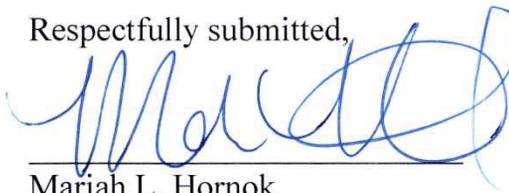
31. Such transfers were made without substantial consideration and rendered BlueOak unable to meet its obligations to its creditors including Tetronics.

32. Such transfers were made with a fraudulent intent to delay, hinder, or defraud creditors including Tetronics, and Respondents participated in the fraudulent intent to delay, hinder, or defraud creditors including Tetronics.

33. WHEREFORE, Tetronics respectfully requests an award in the amount of all fraudulent and voidable transfers in its favor and against the Retirement System that were made in violation of the Act in a total amount of at least \$2,797,698.52.

Dated: April 13, 2022

Respectfully submitted,



Mariah L. Hornok
Arkansas Bar No. 2020276
Darby V. Doan
Arkansas Bar No. 96064
Cole A. Riddell
Arkansas Bar No. 2018051
HALTOM & DOAN
6500 Summerhill Road
Texarkana, TX 75503
Phone: 903-255-1000
Facsimile: 903-255-0800
E-Mail: mhornok@haltomdoan.com
E-Mail: ddoan@haltomdoan.com
E-Mail: criddell@haltomdoan.com

Attorneys for Claimant

From: [Kathryn Irby](#)
To: piazza@gill-law.com
Bcc: [Misty Scott](#)
Subject: RE: Document Request
Date: Wednesday, April 27, 2022 11:02:00 AM
Attachments: [Tetronics claim.pdf](#)
[image001.jpg](#)

Mr. Piazza, please see attached.

Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: Sam Piazza <piazza@gill-law.com>
Sent: Tuesday, April 26, 2022 3:07 PM
To: ASCC Pleadings <ascoupleadings@arkansas.gov>
Subject: Document Request

Could you please forward any claim/complaint filed by Tetronics or Tetronics (International) Limited?

Thanks so much,

Samuel Piazza
Gill Ragon Owen, P.A.
425 West Capitol Avenue, Suite 3800
Little Rock, AR 72201
501-801-3869 (direct dial)
[REDACTED] (cell)
501-372-3359 (fax)
piazza@gill-law.com



From: [Kathryn Irby](#)
To: [Clint Rhoden](#); [ASCC New Claims](#)
Cc: [Martha Miller](#)
Subject: RE: CLAIMS COMMISSION: new claim against ATRS
Date: Wednesday, April 27, 2022 1:03:00 PM

Clint, we will do so. It will be sent in just a few minutes. Thanks!

Kathryn

From: Clint Rhoden <clintr@artrs.gov>
Sent: Wednesday, April 27, 2022 12:16 PM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; ASCC New Claims <ASCC.New.Claims@arkansas.gov>
Cc: Martha Miller <martham@artrs.gov>
Subject: Re: CLAIMS COMMISSION: new claim against ATRS

Ms. Irby,

Thank you for letting me know. Please include Martha Miller, ATRS General Counsel (martham@artrs.gov), on all correspondence as well.

Thanks,
Clint

On 4/27/22 11:07, Kathryn Irby wrote:

Mr. Rhoden, we have a claim that has been filed against ATRS and that we'll be sending to ATRS later today. Typically we would direct that to you as executive director. Please let me know if ATRS has general counsel that you would also like for us to copy.

The claim will be sent from the ascc.new.claims@arkansas.gov email that I've copied here. You may want to add it to your contacts to facilitate a quick delivery of the email to you.

Let me know if you have any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

--
Clint Rhoden
Executive Director
Arkansas Teacher Retirement System

From: [ASCC New Claims](#)
To: [Mark Conine](#); [Clint Rhoden](#); "[martham@artrs.gov](#)"
Cc: [Kathryn Irby](#)
Subject: CLAIM: Tetronics v. ADFA and ATRS, Claim No. 221189
Date: Wednesday, April 27, 2022 1:25:00 PM
Attachments: [Tetronics v. ADFA and ATRS 221189-.pdf](#)
[Claimant Tetronics \(International\) Limited-In Liquidation.msg](#)
[Tetronics Claim received by mail.pdf](#)

Dear Mr. Conine, Mr. Rhoden, and Ms. Miller, attached please find a claim that has been filed against Arkansas Development Finance Authority and Arkansas Teacher Retirement System.

Please contact Kathryn Irby with any questions.

Thank you,
Caitlin

Caitlin McDaniel

Administrative Specialist II

Arkansas State Claims Commission

101 East Capitol Avenue, Suite 410

Little Rock, Arkansas 72201

(501) 682-1619

Caitlin.McDaniel@arkansas.gov

April 27, 2022

Mr. Mark Conine (via email)
Arkansas Development Finance Authority
1 Commerce Way, Suite 602
Little Rock, Arkansas 72202

Mr. Clint Rhoden (via email)
Arkansas Teacher Retirement System
1400 West 3rd Street
Little Rock, Arkansas 72201

RE: ***Tetronics (International) Limited – In Liquidation v. Arkansas Development Finance Authority and Arkansas Teacher Retirement System***
Claim No. 221189

Dear Mr. Conine and Mr. Rhoden,

Enclosed please find a copy of the above-styled claim filed against the Arkansas Development Finance Authority and the Arkansas Teacher Retirement System. Pursuant to the Arkansas Rules of Civil Procedure, as well as Claims Commission Rule 2.2, they have **thirty days from the date of service** in which to file a responsive pleading.

Your responsive pleading should include your agency number, fund code, appropriation code, and activity/section/unit/element that this claim should be charged against, if liability is admitted, or if the Claims Commission approves this claim for payment. This information is necessary even if your agency denies liability.

Sincerely,

Kathryn Irby

ES: cmcdaniel
Enclosures

cc: Darby Doan and Mariah Hornok, *counsel for Claimant* (w/o encl.) (via email)

From: [ASCC New Claims](#)
To: ["ddoan@haltomdoan.com"](mailto:ddoan@haltomdoan.com); ["mhornok@haltomdoan.com"](mailto:mhornok@haltomdoan.com)
Bcc: ["Kathryn Irby"](#)
Subject: Tetronics v. ADFA and ATRS, Claim No. 221189
Date: Wednesday, April 27, 2022 1:26:00 PM
Attachments: [Tetronics v. ADFA and ATRS 221189-.pdf](#)

Dear Mr. Doan and Ms. Hornok, attached please find a copy of the letter sent with your claim to the Arkansas Development Finance Authority and the Arkansas Teacher Retirement System.

Thank you,
Caitlin

Caitlin McDaniel

Administrative Specialist II

Arkansas State Claims Commission

101 East Capitol Avenue, Suite 410

Little Rock, Arkansas 72201

(501) 682-1619

Caitlin.McDaniel@arkansas.gov

From: [Martha Miller](#)
To: [ASCC New Claims](#)
Cc: [Clint Rhoden](#); [Jennifer Liwo](#)
Subject: Re: CLAIM: Tetronics v. ADFA and ATRS, Claim No. 221189
Date: Wednesday, April 27, 2022 6:09:34 PM
Attachments: [martham.vcf](#)

Ms. McDaniel,

Thank you for providing a copy of this claim.

Best regards,

Martha Miller

On 4/27/2022 1:25 PM, ASCC New Claims wrote:

Dear Mr. Conine, Mr. Rhoden, and Ms. Miller, attached please find a claim that has been filed against Arkansas Development Finance Authority and Arkansas Teacher Retirement System.

Please contact Kathryn Irby with any questions.

Thank you,
Caitlin

Caitlin McDaniel

Administrative Specialist II

Arkansas State Claims Commission

101 East Capitol Avenue, Suite 410

Little Rock, Arkansas 72201

(501) 682-1619

Caitlin.McDaniel@arkansas.gov

--

Martha Miller, General Counsel
Arkansas Teacher Retirement System
(501) 682-3332
martham@artrs.gov

From: [Kathryn Irby](#)
To: [Mark Conine](#); [ASCC New Claims](#); [Clint Rhoden](#); [martham@artrs.gov](#)
Subject: Re: CLAIM: Tetronics v. ADFA and ATRS, Claim No. 221189
Date: Sunday, May 1, 2022 8:34:17 AM
Attachments: [image001.png](#)

Mr. Conine, it started when the email was sent on April 27. Thanks.

Kathryn Irby

Get [Outlook for iOS](#)

From: Mark Conine <Mark.Conine@arkansas.gov>
Sent: Friday, April 29, 2022 12:35:45 PM
To: ASCC New Claims <ASCC.New.Claims@arkansas.gov>; Clint Rhoden <clintr@artrs.gov>; martham@artrs.gov <martham@artrs.gov>
Cc: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Subject: RE: CLAIM: Tetronics v. ADFA and ATRS, Claim No. 221189

In receipt.

Please advise of when the 30 days to respond commenced. Thank you.

Mark A. Conine, CPA

President



1 Commerce Way, Suite 602
 Little Rock, Arkansas 72202
 (501) 682-5914 Direct
 (501) 773-4537 Cell
Mark.Conine@arkansas.gov

From: ASCC New Claims <ASCC.New.Claims@arkansas.gov>
Sent: Wednesday, April 27, 2022 1:26 PM
To: Mark Conine <Mark.Conine@arkansas.gov>; Clint Rhoden <clintr@artrs.gov>; martham@artrs.gov
Cc: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Subject: CLAIM: Tetronics v. ADFA and ATRS, Claim No. 221189

Dear Mr. Conine, Mr. Rhoden, and Ms. Miller, attached please find a claim that has been filed against Arkansas Development Finance Authority and Arkansas Teacher Retirement System.

Please contact Kathryn Irby with any questions.

Thank you,
Caitlin

Caitlin McDaniel

Administrative Specialist II

Arkansas State Claims Commission

101 East Capitol Avenue, Suite 410

Little Rock, Arkansas 72201

(501) 682-1619

Caitlin.McDaniel@arkansas.gov

MAY 25 2022

BEFORE THE ARKANSAS STATE CLAIMS COMMISSION

RECEIVED

TETRONICS (INTERNATIONAL)
LIMITED- In Liquidation,

CLAIMANT

VS.

ARKANSAS TEACHER
RETIREMENT SYSTEM, BOARD OF
TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM,
AND ARKANSAS DEVELOPMENT
FINANCE AUTHORITY

RESPONDENTS

ANSWER

Separate Respondents, Arkansas Teacher Retirement System and Board of Trustees of the Arkansas Teacher Retirement System (“collectively Separate Respondents”), by and through their counsel, Gill Ragon Owen, P.A., and for their Answer to the Claim filed herein, state and allege:

1. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 1 of the Claim, and therefore deny Paragraph 1 of the Claim.
2. Separate Respondents admit the allegations contained in Paragraph 2 of the Claim.
3. Separate Respondents admit the allegations contained in Paragraph 3 of the Claim.
4. Separate Respondents admit the allegations contained in Paragraph 4 of the Claim.
5. Separate Respondents admit the allegations contained in Paragraph 5 of the Claim.
6. Separate Respondents deny the allegations contained in Paragraph 6 of the Claim.
7. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 7 of the Claim, and therefore deny Paragraph 7 of the Claim.
8. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 8 of the Claim, and therefore deny Paragraph 8 of the Claim.

9. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 9 of the Claim, and therefore deny Paragraph 9 of the Claim.

10. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 10 of the Claim, and therefore deny Paragraph 10 of the Claim.

11. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 11 of the Claim, and therefore deny Paragraph 11 of the Claim.

12. Separate Respondents deny the allegations contained in Paragraph 12 of the Claim.

13. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 13 of the Claim, and therefore deny Paragraph 13 of the Claim.

14. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 14 of the Claim, and therefore deny Paragraph 14 of the Claim.

15. Separate Respondents deny the allegations contained in Paragraph 15 of the Claim.

16. Separate Respondents deny the allegations contained in Paragraph 16 of the Claim.

17. Separate Respondents deny that Claimant is entitled to an award in its favor and against Separate Respondents, and deny all other allegations contained in Paragraph 17 of the Claim.

18. Paragraph 18 of the Claim does not require a response. To the extent a response is required, Paragraph 18 of the Claim is denied.

19. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 19 of the Claim, and therefore deny Paragraph 19 of the Claim.

20. Separate Respondents are without sufficient information to admit or deny the allegations contained in Paragraph 20 of the Claim, and therefore deny Paragraph 20 of the Claim.

21. Separate Respondents deny the allegations contained in Paragraph 21 of the Claim.

22. Separate Respondents deny the allegations contained in Paragraph 22 of the Claim.
23. Separate Respondents deny the allegations contained in Paragraph 23 of the Claim.
24. Separate Respondents deny the allegations contained in Paragraph 24 of the Claim.
25. Separate Respondents deny the allegations contained in Paragraph 25 of the Claim.
26. Separate Respondents deny the allegations contained in Paragraph 26 of the Claim.
27. Separate Respondents deny the allegations contained in Paragraph 27 of the Claim.
28. Separate Respondents deny that Claimant is entitled to relief sought in Paragraph 28 of the Claim, and deny all other allegations contained in Paragraph 28 of the Claim.
29. Paragraph 29 of the Claim does not require a response. To the extent a response is required, Paragraph 29 of the Claim is denied.
30. Separate Respondents deny the allegations contained in Paragraph 30 of the Claim.
31. Separate Respondents deny the allegations contained in Paragraph 31 of the Claim.
32. Separate Respondents deny the allegations contained in Paragraph 32 of the Claim.
33. Separate Respondents deny that Claimant is entitled to relief sought in Paragraph 33 of the Claim, and deny all other allegations contained in Paragraph 33 of the Claim.
34. Separate Respondents deny all allegations contained in the Claim not admitted herein.

FIRST AFFIRMATIVE DEFENSE

Affirmatively pleading, the Claim fails to state claims upon which relief can be granted or factual allegations sufficient to constitute a cause of action.

SECOND AFFIRMATIVE DEFENSE

Affirmatively pleading, the Claimant has failed to join one or more indispensable and/or necessary parties.

THIRD AFFIRMATIVE DEFENSE

Affirmatively pleading, the alleged transfers set forth in paragraph 12 of the Claim do not constitute assets under the Arkansas Uniform Voidable Transfers Act.

FOURTH AFFIRMATIVE DEFENSE

Affirmatively pleading, Separate Respondents acted at all times in good faith and have in no way acted with actual intent to hinder, delay or defraud Claimant.

FIFTH AFFIRMATIVE DEFENSE

Affirmatively pleading, Arkansas common law does not recognize a claim for “common law fraudulent transfer” and, as such, that claim should be dismissed. In the event Claimant is asserting a common law fraud claim, that claim has not been pled with specificity, and therefore fails under ARCP 9(b).

SIXTH AFFIRMATIVE DEFENSE

Affirmatively pleading, the causes of action asserted in the Claim are barred by the applicable statute of limitations.

SEVENTH AFFIRMATIVE DEFENSE

Affirmatively pleading, Claimant is barred from maintaining this action because Claimant is not registered to do business in Arkansas.

EIGHTH AFFIRMATIVE DEFENSE

Affirmatively pleading, the Board of Trustees of the Arkansas Teacher Retirement System is an improper party to the Claim.

NINTH AFFIRMATIVE DEFENSE

As a separate alternative affirmative defense to the Claim, Separate Respondents allege that the Claim may be barred by any or all of the affirmative defenses contemplated by Rule 8(c) of the

Arkansas Rules of Civil Procedure including, but not limited to, accord and satisfaction, estoppel, failure of consideration, illegality, laches, license, res judicata and statute of limitations. The extent to which Claimant's claims may be barred by one or more of said affirmative defenses, not specifically set out herein, cannot be determined until Separate Respondents have had an opportunity to complete discovery. Therefore, Separate Respondents incorporate all said affirmative defenses as if fully set forth herein.

WHEREFORE, Separate Respondents respectfully requests that judgment be entered:

- A. Dismissing the Claim in its entirety; and
- C. Granting to Separate Respondents such other and further relief as the Commission

deems just and proper.

Dated: Little Rock, Arkansas

May 25, 2022

Respectfully submitted,

GILL RAGON OWEN, P.A.

Dylan H. Potts, Ark. Bar No. 2001258

Danielle W. Owens, Ark. Bar No. 2009192

Hannah Howard, Ark. Bar No. 2021212

425 West Capitol Avenue, Suite 3800

Little Rock, Arkansas 72201

(501) 376-3800

potts@gill-law.com

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**Attorneys for Arkansas Teacher Retirement System and
Board of Trustees of the Arkansas Teacher Retirement
System**

CERTIFICATE OF SERVICE

I hereby certify that on this 25th day of May, 2022, a copy of the foregoing was served via email and regular mail to the following:

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/s/ Dylan H. Potts

Dylan H. Potts

Arkansas
State Claims Commission

MAY 25 2022

RECEIVED
CLAIMANT

BEFORE THE ARKANSAS STATE CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL) LIMITED-
IN LIQUIDATION**

VS.

**ARKANSAS TEACHER RETIREMENT SYSTEM,
BOARD OF TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM, AND ARKANSAS
DEVELOPMENT FINANCE AUTHORITY**

RESPONDENT

**MOTION TO DISMISS OR, IN THE ALTERNATIVE
MOTION TO STAY PROCEEDINGS**

Comes now Separate Respondents, Arkansas Teacher Retirement System (“ATRS”) and the Board of Trustees of the Arkansas Teacher Retirement System (the “Board”), by and through its attorneys, Gill Ragon Owen, P.A., and for their Motion to Dismiss or in the Alternative, Motion to Stay Proceedings (“Motion”), state as follows:

1. On or about April 16, 2022, Claimant, Tetronics (International) Limited – In Liquidation (“Tetronics”), filed this Claim against ATRS, the Board, and the Arkansas Development Finance Authority (the “Authority”) asserting that ATRS and the Authority conspired together to facilitate the transfer of certain funds paid by BlueOak Arkansas, LLC (“BlueOak”) to ATRS and the Authority, which Tetronics claims are voidable under the Arkansas Uniform Voidable Transfers Act (“AUVTA”).

2. ATRS and the Board were served with this Claim on April 27, 2022.

3. Simultaneous to its filing of this Claim, Tetronics filed a complaint against Pinnacle Mountain Holding Company IV LLC (“PMHC”)¹ in Federal District Court (Eastern District of Arkansas), in the case styled, *Tetronics (International) Limited—In Liquidation v. Pinnacle*

¹ PMHC is wholly owned by ATRS.

Mountain Holding Company IV, LLC, Case No. 4:22-cv-365-KGB (the “PMHC Complaint”). A copy of the PMHC Complaint is attached hereto as **Exhibit 1**.

4. This Claim and the PMHC Complaint are inextricably intertwined, both seeking recovery of alleged fraudulent conveyances. Notably, the PMHC Complaint alleges that PHMC, ATRS and the Authority acted together to facilitate the transfers that Tetronics seeks to set aside through both the PHMC Complaint and this Claim.

5. This Commission cannot make an award for a claim that, as a matter of law, would be dismissed from a court of law for reasons other than sovereign immunity. Ark. Code Ann. § 19-10-204. This action would be subject to dismissal in a court of law for a variety of reasons independent from ATRS’s or the Board’s sovereign immunity.

6. This action should be dismissed under Arkansas Rule of Civil Procedure 12(b)(7), for failure to join an indispensable party per Arkansas Rule of Civil Procedure 19.

7. Pursuant to Rule 19(a), PMHC must be joined to this action if joinder is feasible. Without PMHC, “complete relief cannot be accorded among those already parties.” *See* Rule 19(a). Moreover, PMHC has such an interest in the subject of this action that disposition in its absence would impair and impede its ability to protect that interest, and those already parties are at substantial risk of incurring inconsistent obligations. *See* Rule 19(b).

8. However, PMHC cannot be joined because this Commission does not have jurisdiction over it under Ark. Code Ann. § 19-10-204. As a result, the Claim must be dismissed because in “equity and good conscious” the Claim cannot proceed without PMHC after careful analysis of the factors provided by Rule 19(b).

9. Furthermore, Tetronics lacks capacity to maintain this action. A foreign limited liability company doing business in Arkansas cannot maintain an action in this state without first

registering with the Secretary of State. Ark. Code Ann. § 4-38-902(b).² Tetronics is not, and has never been registered to do business in Arkansas. Thus, this action should be dismissed.

10. If this Commission otherwise allows this Claim to proceed, Tetronics' cause of action for "Common Law Fraudulent Transfers" must be dismissed because Arkansas does not recognize a common law cause of action for "fraudulent transfers."

11. To the extent Arkansas ever did recognize such a claim, it was otherwise superseded by the AUTVA. *See* Ark. Code Ann. § 4-59-212. Because there is no common law cause of action in Arkansas for "Common Law Fraudulent Transfer," Count II of the Claim must be dismissed.

12. Finally, all of Tetronics' claims brought under Ark Code Ann. § 4-59-205(b), as well as, any other claims brought under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) that occurred before April 16, 2018 are time barred. *See* Ark. Code Ann. § 4-59-209. These claims must be dismissed.

13. Based on the foregoing, this Claim must be dismissed. If, however, the Commission declines to dismiss Tetronics' Claim, ATRS and the Board respectfully request that the Commission stay this proceeding until the U.S. District Court for the Eastern District of Arkansas has fully adjudicated the PMHC Complaint as to avoid prejudice (including inconsistent rulings) against PMHC, ATRS and the Board.

WHEREFORE, Separate Respondents, Arkansas Teacher Retirement System and the Board of Trustees of the Arkansas Teacher Retirement System respectfully request that this Commission

² The Arkansas General Assembly amended its limited liability company laws in 2021. However, under the former statutory scheme, the law also required that foreign LLCs register with the Secretary of State before "transacting business" in this State and prohibited an unregistered foreign LLC that was "transacting business" in this state from maintaining an action in its courts. *See* Ark. Code Ann. § 4-32-1002 (Repl. 2021).

dismiss Tetronics' Claim against them, with prejudice, and to award to them all other just and proper relief to which they are entitled. Alternatively, if the Commission allows any of the Tetronics' claims to proceed, ATRS and the Board request that this Commission stay this proceeding until the PMHC Complaint is fully adjudicated by the U.S. District Court for the Eastern District of Arkansas.

Respectfully submitted,

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VS.

**ARKANSAS TEACHER RETIREMENT SYSTEM,
BOARD OF TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM, AND ARKANSAS
DEVELOPMENT FINANCE AUTHORITY**

RESPONDENTS

**BRIEF IN SUPPORT OF MOTION TO DISMISS OR, IN THE ALTERNATIVE
MOTION TO STAY PROCEEDINGS**

Comes now Separate Respondents, Arkansas Teacher Retirement System (“ATRS”) and the Board of Trustees of the Arkansas Teacher Retirement System (the “Board”), by and through its attorneys, Gill Ragon Owen, P.A., and for their Brief in Support of Motion to Dismiss or in the Alternative, Motion to Stay Proceedings (“Motion”), state as follows:

I. INTRODUCTION

Tetronics (International) Limited – In Liquidation (“Tetronics”) is a limited liability company organized under the laws of the United Kingdom not registered to do business in the State of Arkansas. It has brought this Claim against ATRS, the Board, and the Arkansas Development Finance Authority (the “Authority”) asserting that ATRS and the Authority conspired together to facilitate the transfer of certain funds paid by BlueOak Arkansas, LLC (“BlueOak”) to ATRS and the Authority, that Tetronics claims are voidable under the Arkansas Uniform Voidable Transfers Act.

Simultaneous to its filing of this Claim, Tetronics’ filed a complaint against Pinnacle Mountain Holding Company IV LLC (“PMHC”)¹ in Federal District Court (Eastern District of Arkansas),

¹ PMHC is wholly owned by ATRS.

in the case styled, *Tetronics (International) Limited—In Liquidation v. Pinnacle Mountain Holding Company IV, LLC*, Case No. 4:22-cv-365-KGB (the “PMHC Complaint”). A copy of the PMHC Complaint is attached to the Motion as **Exhibit 1**. This Claim and the PMHC Complaint are one and the same. Though Tetronics carefully excluded any mention of PMHC in its Claim, the PMHC Complaint otherwise alleges that PHMC, ATRS and the Authority acted together to facilitate the transfers that Tetronics seeks to set aside through both the PHMC Complaint and this Claim.²

The PMHC Complaint and this Claim, collectively, assert that all three parties, PMHC, ATRS and the Authority conspired together to cause the transfer of at least \$2,797,698.52 in a series of transactions dating back to 2017, with specific transfers occurring on April 24, 2018, June 1, 2018 and December 28, 2020. (PMHC Complaint ¶ 15, Claim ¶ 12). Neither the PHMC Complaint nor the Claim differentiates between what portion of the funds were received by PHMC, ATRS of the Authority. Instead, Tetronics’ asserts that a total of \$2,797,698.52 was transferred, that each party received a portion thereof, and that all three colluded together to receive their respective share of the funds.

II. LEGAL ARGUMENT

This Commission cannot make an award for a claim that, as a matter of law, would be dismissed from a court of law for reasons other than sovereign immunity. Ark. Code Ann. § 19-10-204. For the reasons set forth herein, this claim would be subject to dismissal in a court of law for a number of reasons wholly independent from ATRS’s or the Board’s sovereign immunity. As

² The PMHC Complaint is a mere copy and paste of this action before the Commission. So much so, that in the PHMC Complaint, Tetronics mistakenly prayed for all other relief against PMHC that “this Commission” deemed appropriate. (PMHC Complaint pg. 5).

a result, this Commission must also dismiss this Claim. Alternatively, in the event that the Commission declines to dismiss this action, ATRS and the Board request that the Commission stay this proceeding until the PMHC Complaint has been fully adjudicated in the U.S. District Court for the Eastern District of Arkansas.

A. This action must be dismissed for failure to join PMHC as an indispensable party.

1. PMHC is a necessary party that must be joined to this action, if joinder is feasible.

Under Arkansas Rule of Civil Procedure 12(b)(7), an action may be dismissed for failure to join an indispensable party, as provided by Arkansas Rule of Civil Procedure 19 (“Rule 19”). Determining whether an absent party is indispensable requires a two-part analysis. First, the Commission must determine whether the party is necessary to the suit and therefore, must be joined. *See* Rule 19(a). Second, if the party is necessary but joinder is not feasible, the Commission must determine if the action should proceed without the absent party, or if the action should be dismissed. *See* Rule 19(b).

Rule 19 commands that PMHC be joined as a party if: (1) complete relief cannot be accorded among ATRS, the Board or the Authority without PMHC; (2) PMHC has an interest in the subject of the litigation so that the disposition of the case without PMHC would impair or impede its ability to protect that interest; *or* (3) PMHC has an interest in the subject to the litigation so that disposition of the case without PMHC could leave ATRS, the Board or the Authority subject to a substantial risk of incurring double, multiple, or otherwise inconsistent obligations by reason of PMHC’s interest.

The applicability of any one of the above three scenarios is enough to mandate PMHC’s joinder. In this case, PMHC is so intimately intertwined in the claims asserted in this action that it

falls into all three categories. PMHC cannot be severed from this case and thus, must be joined as a party if joinder is feasible.

PMHC is necessary to accord complete relief amongst ATRS, the Board and the Authority. At the heart of the PMHC Complaint, and in turn, this Claim, is Tetronics' assertion that PMHC, ATRS and the Authority all "conspired" *together* to fraudulently convey \$2,797,698.00. (PMHC Complaint ¶¶ 18, 24, 26, fn. 1; Tetronics' Claim ¶¶ 15, 21, 23). Tetronics' allegations against each individual party cannot be separated. In fact, at least in the PMHC Complaint, Tetronics makes no effort to do so.

In the PMHC Complaint, Tetronics does not make a single claim against PMHC, ATRS or the Authority individually.³ Similarly, neither the PMHC Complaint nor this Claim parse out what portion of the \$2,797,698.00 each individual party allegedly received. The closest Tetronics comes to making an individual claim against any one of the three parties is through the allegation that PMHC "*and/or*" ATRS received certain transfers while the Authority received a pro rata portion thereof. (PMHC Complaint ¶¶ 15-16). Tetronics cannot (or has chosen not to) differentiate between the purported liability of PMHC, ATRS and the Authority. As a result, it is disingenuous to assert that complete relief can be accorded without all three together in one action.

Further, PMHC has a material interest in the subject of this Claim. An identical action has been lodged against it through the PMHC Complaint for the purported transfer of the exact same funds, in collusion with the exact same parties. The disposition of this claim would impair and impede PMHC from protecting itself and possibly subject ATRS, the Authority, the Board and PMHC to inconsistent obligations.

³ Instead, Tetronics used the phrase "[PMHC], [ATRS] and the Authority" no less than twelve (12) times in its Complaint.

The disposition of this Claim necessarily requires this Commission to make a finding that could impart wrongdoing upon PHMC, even if it is not a party to this action. Given the amorphous nature of Tetronics' claims, it's not clear where Tetronics draws the line between the parties' possible liability. Thus, final disposition of this action could result in findings that directly impact a non-parties interest (*i.e.* PMHC). Specifically, because Tetronics claims that PMHC conspired with ATRS and/or the Authority, if this Commission ultimately finds ATRS and/or the Authority liable (said liability being vigorously denied), that liability could be imposed on PHMC without having had the opportunity to contest the underlying liability before this Commission by virtue of the alleged "conspiracy".

For similar reasons, if these two actions are tried separately, there is a substantial risk of inconsistent judgments, excessive and contrary discovery, and unreasonably duplicative proceedings. Given the identical nature of the this Claim and the PMHC Complaint, the two actions will necessarily require the presentation of the same evidence and testimony of the same witnesses, including representatives of ATRS, the Board and the Authority. Practically, this would require duplicative written discovery and depositions resulting in judicial and economic waste. Furthermore, findings of fault by one adjudicator that are inconsistent with the other could lead to overlapping, or even double recovery by Tetronics.

PMHC fits squarely within the parameters contemplated by Rule 19. Thus, joining PMHC to this action is mandatory, if joinder is feasible. *See Ark. State Med. Bd. v. Bolding*, 324 Ark. 238, 243, 920 S.W.2d 825, 828 (1996).

2. Joinder is not feasible and because PMHC is indispensable, this action should be dismissed.

PMHC cannot be joined as a party to this action because the Commission does not have jurisdiction over it. This Commission only has jurisdiction over those limited causes of action

spelled out in Ark. Code Ann. § 19-10-204⁴, none of which PMHC falls under the purview of. This is presumptively the very reason that Tetronics has filed two separate complaints alleging the same claims, against the same parties, for transfers of the same funds. Rule 19(b) contemplates such a situation where a necessary party cannot otherwise be joined as a party and spells out factors that the Commission should consider in deciding to dismiss an action rather than proceed without the absent party.

Pursuant to Rule 19(b), this action should be dismissed if in “equity and good conscious” the action cannot proceed without the missing party. *See* Ark. R. Civ. Pro 19(b). In determining whether dismissal is appropriate, this Commission should consider the following factors:

(1) to what extent a judgment rendered in the person’s absence might be prejudicial to him or those already parties; (2) the extent to which, by protective provisions in the judgment, by the shaping of relief, or other measures, the prejudice can be lessened or avoided; (3) whether a judgment rendered in the person’s absence will be adequate; (4) whether the plaintiff will have an adequate remedy if the action is dismissed for nonjoinder.

PMHC, ATRS, the Board and the Authority are substantially at risk of being prejudiced if this action proceeds without PMHC. As detailed above, Tetronics clearly asserts that PMHC, ATRS and the Authority “improperly acted together to cause BlueOak to make transfers to”

⁴ Ark. Code Ann. § 19-10-204 states that this Commission has jurisdiction over the following:

- (1) A claim or action that is barred by the doctrine of sovereign immunity under Arkansas Constitution, Article 5, § 20, from being litigated in a court of general jurisdiction, except as otherwise provided by law;
- (2) A claim or action that solely addresses the receipting, processing, and reissuance of child support payments through the Arkansas Child Support Clearinghouse;
- (3) A claim or action to contest eligibility, qualification, or election to serve as a member of the House of Representatives for the purpose of making a nonbinding recommendation on the claim or action to that chamber of the General Assembly; and
- (4) A claim or action to recover reasonable attorney's fees and other litigation expenses reasonably incurred by a plaintiff who substantially prevails in an action under § 25-19-107 against the State of Arkansas or a state agency under the standard described in § 25-19-107(d)(1).

PMHC, ATRS and the Authority. (PMHC Complaint fn. 1). Given the identical nature of this Claim and the PMHC Complaint, proceeding without any one of the listed parties will lead to duplicative discovery, proceedings and possibly inconsistent adjudications. Moreover, any judgment necessarily requires a court or this Commission to make findings that effect absent parties, thus resulting in prejudicial outcomes. These potential prejudicial outcomes cannot be lessened or avoided. Just as PMHC cannot be added to this action, ATRS, the Board and the Authority cannot be added to Tetronics' federal court case against PMHC, meaning that there is no sole venue in which all parties can defend themselves.

Whether judgment without the absent party is adequate pertains to whether the interest of the courts and the public in complete, consistent and efficient settlement of controversies. *Deere & Co. v. Diamond Wood Farms*, 152 F.R.D. 158, 161 (E.D. Ark. 1993) (analyzing analogous Federal Rule of Civil Procedure 19). Proceeding in two separate actions is anything but an "efficient settlement of controversies." As discussed at length above, continuing with this Claim will lead to duplicative, and even identical, discovery and proceedings which is both a judicial and economic waste which ultimately cannot accord complete relief while risking inconsistent judgments.

This action must be dismissed even if it leaves Tetronics without a remedy against ATRS and the Board. Indeed, no one factor is determinative. Instead, the Commission is charged with carefully exercising its discretion in giving the appropriate weight to the various factors. David Newbern, John J. Watkins, D.P. Marshall, Jr. & Brandon J. Harrison, *Parties* (Mandatory joinder of parties), Ark. Civ. Prac. & Proc., 2 § 7:6 (5th ed., May 2022 Update). The columniation of these factors necessitates dismissal.

B. Tetronics has no capacity to bring this Claim and thus, it must be dismissed.

Tetronics' failure to register to do business in Arkansas bars it from maintaining this action. A foreign limited liability company doing business in Arkansas cannot maintain an action in this state without first registering with the Secretary of State. Ark. Code Ann. § 4-38-902(b).⁵ At the time of Tetronics' business dealings with BlueOak, it was doing business in the state of Arkansas. However, Tetronics was not, and has not ever been, registered to do business in this state. As a result, Tetronics' lacks capacity to bring this Claim, and it must be dismissed.

C. Tetronics' cause of action for "Common Law Fraudulent Transfers" must be dismissed.

Count II of Tetronics' Claim asserts a cause of action for "Common Law Fraudulent Transfer." Yet, Arkansas does not recognize a common law cause of action for fraudulent transfer.

Whether and to what extent a party can seek to avoid "fraudulent" transfers is a creature of statute (*i.e.* the Arkansas Uniform Voidable Transfers Act "AUVTA")⁶ and has been for decades. *See* Colleen M. Barger, *Debtor-Creditor Relations—Arkansas Fraudulent Transfer Act*, 10 U. ARK. LITTLE ROCK L. REV. 497, 499–500 (1988) There is no common law equivalent, and to the extent that there was a common law equivalent, it was superseded by the AUVTA. *See* Ark. Code Ann. § 4-59-212. Ark. Code Ann. § 4-59-212 provides:

Unless displaced by the provisions of this subchapter, the principles of law and equity, including the law merchant and the law relating to principal and agent, estoppel, laches, fraud, misrepresentation, duress, coercion, mistake, insolvency, or other validating or invalidating cause, supplement its provisions.

⁵ The Arkansas General Assembly amended its limited liability company laws in 2021. However, under the former statutory scheme, the law also required that foreign LLCs must register with the Secretary of State before "transacting business" in this State and prohibited an unregistered foreign LLC that was "transacting business" in this state from maintaining an action in its courts. *See* Ark. Code Ann. § 4-32-1002 (Repl. 2021).

⁶ Formerly the "Arkansas Fraudulent Transfers Act"

Where and to what extent a transfer can be avoided because of a party's intent to "delay, hinder, or defraud creditors" (Tetronics Claim ¶ 32) or lack of "substantial consideration" (Tetronics' Claim ¶ 31) fall squarely within, and are thus displaced by, the provisions of the AUVTA which govern, among other things, whether and to what extent a transfer made "with actual intent to hinder, delay, or defraud any creditor of the debtor" or those made without an adequate exchange in value can be avoided. *See* Ark. Code Ann. § 4-59-204. Stated another way, the AUVTA provisions governing when a party can avoid transfers directly subsumes whatever common law cause of action Tetronics is purporting to assert. While ATRS and the Board maintain that a separate common law cause of action has not existed for decades (or perhaps ever), to the extent such claim did exist, it was superseded by the AUVTA. Because there is no common law cause of action in Arkansas for "Common Law Fraudulent Transfer," Count II of the Claim must be dismissed

D. All of Tetronics' claims under Ark Code Ann. § 4-59-205(b) and any claim to set aside transfers before April 16, 2018 are time barred.

Tetronics asserts that the distributions made from BlueOak to ATRS on April 24, 2018, June 1, 2018 and December 28, 2020 are voidable pursuant to Ark. Code Ann. § 4-59-204(a)(1) and (a)(2), as well as, Ark Code Ann. § 4-59-205(a) and (b). (Tetronics' Claim ¶ 12, 26). Tetronics later asserts that BlueOak made transfers to ATRS "[f]rom and after 2017 to date," indicating that Tetronics is seeking to set aside more transfers than just those listed in Paragraph 12 of its Claim. (Tetronics' Claim ¶ 30). The applicable statute of limitations bars all of Tetronics' claims asserted under Ark Code Ann. § 4-59-205(b), and bars all other claims under the AUVTA for transfers that occurred prior to April 16, 2018.

Ark. Code Ann. § 4-59-209 sets forth the statute of limitations for claims arising under the AUVTA. It provides that all causes of action brought under Ark Code Ann. § 4-59-205(b), are extinguished if not brought within one (1) year of the transfer. Tetronics' filed its Claim on April 16, 2022. Each of the transfers delineated in Paragraph 12 of the Claim occurred well over one (1) year before this action was instituted. Indeed, the most recent transfer identified to be set aside purportedly occurred on December 28, 2020, meaning that the time period in which to bring a cause of action under section 4-59-205(b) expired nearly a year and a half ago. All of Tetronics' claims brought under Ark. Code Ann. § 4-59-205(b) must be dismissed.

Furthermore, claims brought under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) must be brought within four (4) years of the transfer. Though the transfers delineated in Paragraph 12 of the Claim, at face value, fall within this four-year window, Tetronics otherwise indicates that it is seeking to set aside transfers that date back to 2017. Because Tetronics lodged this action on April 16, 2022, any clam to set aside transfers under the identified subsections that occurred prior to April 16, 2018 (*i.e.* those transfers “[f]rom 2017”) are barred.

In short, all of Tetronics' claims under Ark Code Ann. § 4-59-205(b) and any remaining claims under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) that occurred before April 16, 2018 are barred and must be dismissed.

III. CONCLUSION

This action must be dismissed for a variety of reasons, any one of which is sufficient to warrant dismissal. PMHC is a necessary and indispensable party that cannot be joined to this action, and in equity and good conscious, this action cannot proceed without it. Even if this action could proceed, Tetronics lacks capacity to maintain the same because it has failed to register to do business in Arkansas.

To the extent that this action is allowed to proceed, Tetronics' claim for "Common Law Fraudulent Transfer" must be dismissed because such cause of action does not exist in Arkansas. Moreover, all of Tetronics' claims under Ark Code Ann. § 4-59-205(b), as well as, Tetronics' claims under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) that occurred before April 16, 2018 are time barred.

WHEREFORE, Separate Respondents, Arkansas Teacher Retirement System and the Board of Trustees of the Arkansas Teacher Retirement System respectfully request that this Commission dismiss Tetronics' Claim against them, with prejudice, and to award to them all other just and proper relief to which they are entitled. Alternatively, if the Commission allows any of the Tetronics' claims to proceed, ATRS and the Board request that this Commission stay this proceeding until the PMHC Complaint is fully adjudicated by the U.S. District Court for the Eastern District of Arkansas.

Respectfully submitted,

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/s/ Dylan H. Potts

Dylan H. Potts

FILED
U.S. DISTRICT COURT
EASTERN DISTRICT OF ARKANSAS

APR 22 2022

TAMMY H. DOWNS, CLERK

By: [Signature] DEP CLERK

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF ARKANSAS
CENTRAL DIVISION**

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Plaintiff,

vs.

**PINNACLE MOUNTAIN HOLDING
COMPANY IV LLC,**

Defendant.

Civil Action No. 4:22-cv-365-KGB

This case assigned to District Judge Baker
and to Magistrate Judge Volpe

ORIGINAL COMPLAINT

Plaintiff Tetronics (International) Limited—In Liquidation (hereafter, “Tetronics”) respectfully submits the following Complaint against Pinnacle Mountain Holding Company IV LLC (“Pinnacle”)¹, and in support thereof states as follows:

PARTIES, JURISDICTION, AND VENUE

1. Tetronics (Company No. 00812104) is a United Kingdom limited liability company that is in the process of liquidation. Tetronics was formerly in the business of supplying engineering and design services and equipment related to plasma recovery systems.

2. Tetronics’ sole member is Tetronics Holdings Limited, a United Kingdom limited liability company whose registered office is located in Swindon, United Kingdom. Tetronics Holdings Limited has only one member, Keech Furnace Technologies International Pte. Ltd., a limited liability company based and registered in Singapore. The sole member of Keech Furnace

¹ On April 13, 2022, Tetronics submitted a similar complaint to the Arkansas Claims Commission against the Arkansas Teacher Retirement System (the “Retirement System”) and the Arkansas Development Finance Authority (the “Authority”). As explained further below, Pinnacle, the Retirement System, and the Authority improperly acted together to cause BlueOak to make transfers to Pinnacle, the Retirement System, and the Authority.



Technologies International Pte. Ltd. is Valinger Holdings Pte. Ltd., also a limited liability company located and registered in Singapore. The sole member of Valinger Holdings Pte. Ltd. is Marc C. Veitch, a natural person who is domiciled in Singapore. Therefore, for purposes of diversity jurisdiction, Tetronics is domiciled in Singapore.

3. Upon information and belief, Pinnacle is a limited liability company organized under the laws of the State of Arkansas at 1400 W 3rd St, Little Rock, Arkansas 72201. Upon information and belief, the sole member of Pinnacle is the Retirement System which is domiciled in Arkansas.

4. This Court has personal jurisdiction over Pinnacle.

5. There is complete diversity between Tetronics and Pinnacle because Tetronics is domiciled in Singapore and Pinnacle is domiciled in Arkansas.

6. The matter in controversy exceeds \$75,000.00 exclusive of interest and costs.

7. As such, this Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332.

8. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b) because a substantial part of the events giving rise to the claim occurred here, and Pinnacle is located in this District.

FACTUAL BACKGROUND

9. Pinnacle, the Arkansas Teacher Retirement System (the “Retirement System”), and the Arkansas Development Finance Authority (the “Authority”) are significant investors, directly or indirectly, in an entity known as BlueOak Arkansas, LLC (“BlueOak”).

10. BlueOak entered into a contract dated March 27, 2014 by which Tetronics was to supply equipment and services related to a plasma recovery system to BlueOak.

11. On January 17, 2018, Tetronics initiated an arbitration proceeding against BlueOak alleging that BlueOak breached the contract causing millions in damages to Tetronics.

12. The arbitration proceeding resulted in an arbitral award against BlueOak and in favor of Tetronics.

13. Tetronics then moved the U.S. District Court in the Eastern District of Arkansas for confirmation of the arbitral award. On September 28, 2020, this Court issued Judgment in favor of Tetronics and against BlueOak in the following amounts:

£2,111,392 as damages for breach of contract

£3,080,000 as damages for a wrongful draw on a bond

£503,810 for pre-award interest

\$850,000 for legal and other costs

\$141,100 for arbitration costs and fees

Exhibit A.

14. Tetronics has made demand upon BlueOak for payment of the arbitral award and the Judgment, but to date BlueOak has not made any payments to Tetronics. (A co-respondent known as BlueOak Resources made a payment of \$142,000 for the legal and other costs portion of the Judgment, for which it was jointly liable with BlueOak.)

15. Since the time that Tetronics initiated its arbitration proceeding against BlueOak, BlueOak has made a significant dollar amount of distributions or transfers to Pinnacle, the Retirement System, and the Authority in defraud of creditors. These transfers include, without limitation, the following transfers to Pinnacle and/or the Retirement System:

4/24/2018	\$2,120,000
6/1/2018	\$10,555.56

12/28/2020 \$667,142.96

16. BlueOak also made similar, pro rata, transfers to the Authority.

17. These transfers were made at a time when BlueOak was insolvent.

18. Pinnacle, the Retirement System, and the Authority conspired to cause BlueOak to make distributions to them in defraud of creditors.

19. These distributions represent violations of the Arkansas Uniform Voidable Transfers Act (the "Act").

20. Tetronics seeks an award in the amount of all fraudulent and voidable transfers in its favor and against Pinnacle that were made in violation of the Act in a total amount of at least \$2,797,698.52.

Count I – Avoidance of Transfers Under the Act

21. Tetronics incorporates all paragraphs herein.

22. At all relevant times, Tetronics was a creditor of BlueOak, BlueOak was a debtor vis-à-vis Tetronics, and Pinnacle, the Retirement System, and the Authority were insiders with respect to BlueOak as those terms are defined in the Act.

23. From a relevant point in time in calendar year 2017 forward, BlueOak was insolvent as that term is defined in the Act.

24. Pinnacle, the Retirement System, and the Authority conspired to cause BlueOak to make transfers with an actual intent to hinder, delay, or defraud creditors of BlueOak, including Tetronics.

25. Pinnacle, the Retirement System, and the Authority conspired to cause BlueOak to make transfers without BlueOak receiving a reasonably equivalent value in exchange for the transfer or obligation.

26. Pinnacle, the Retirement System, and the Authority conspired to cause BlueOak to make transfers where Pinnacle, the Retirement System, and the Authority were insiders under the Act, BlueOak was insolvent, and Pinnacle, the Retirement System, and the Authority had reason to know that BlueOak was insolvent.

27. These transfers total at least \$2,797,698.

28. Pinnacle, the Retirement System, and the Authority, at all times, were well aware of BlueOak's insolvency because they received regular updates regarding the status of their respective investments in BlueOak.

29. The distributions from BlueOak to Pinnacle, the Retirement System, and the Authority are avoidable under the Act including without limitation pursuant to ACA 4-59-204(a)(1) and (a)(2), ACA 4-59-205(a) and (b).

30. Tetronics seeks the avoidance of all such transfers under the provisions of the Act, with those transfers re-directed to Tetronics in satisfaction of its Judgment against BlueOak.

WHEREFORE, Tetronics respectfully requests Judgment in the amount of all fraudulent and voidable transfers in its favor and against Pinnacle that were made in violation of the Act in a total amount of at least \$2,797,698.52 together with interest, costs, attorney fees, and all other relief that this Commission deems just and equitable.

Count II – Common Law Fraudulent Transfer

31. Tetronics incorporates all paragraphs herein.

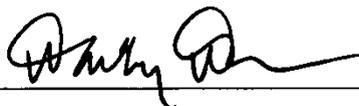
32. From and after 2017 to date, BlueOak made transfers to Pinnacle, the Retirement System, and the Authority in a total amount of at least \$2,797,698 that represent fraudulent transfers that are avoidable under the common law of fraudulent transfers.

33. Such transfers were made without substantial consideration and rendered BlueOak unable to meet its obligations to its creditors including Tetronics.

34. Such transfers were made with a fraudulent intent to delay, hinder, or defraud creditors including Tetronics, and Pinnacle, the Retirement System, and the Authority participated in the fraudulent intent to delay, hinder, or defraud creditors including Tetronics.

WHEREFORE, Tetronics respectfully requests an award in the amount of all fraudulent and voidable transfers in its favor and against Pinnacle that were made in violation of the Act in a total amount of at least \$2,797,698.52 together with interest, costs, attorney fees, and all other relief that this Court deems just and equitable.

Respectfully submitted,



Darby V. Doan
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EXHIBIT A

1. Defendant BlueOak Arkansas LLC is ordered to pay Tetronics the sum of £2,111,392 as damages for breach of contract.
2. BlueOak is ordered to pay to Tetronics the sum of £3,080,000 as damages for a wrongful draw on a bond.
3. BlueOak is ordered to pay to Tetronics pre-award interest in the amount of £503,810.
4. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$850,000 (USD) for legal and other costs.
5. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$141,100 (USD) for arbitration costs and fees.

IT IS SO ORDERED THIS 28th DAY OF SEPTEMBER, 2020.

/s/Susan Webber Wright
UNITED STATES DISTRICT JUDGE

From: [Jay Gerard](#)
To: [ASCC Pleadings](#)
Cc: [Johanna Hinkle](#); [Dylan Potts](#); [Kathryn Irby](#)
Subject: Tetronics v. ADFA, Claim No. 221189 initial filings
Date: Friday, May 27, 2022 11:21:26 AM
Attachments: [NOA.JJG.pdf](#)
[Final Answer.JJG.pdf](#)
[Final MTD.ADFA.JJG.pdf](#)
[Final MTD.BIS.JJG.pdf](#)

Attached are the Notice of Appearance, Motion to Dismiss, Brief in Support of Motion to Dismiss, and Answer for Respondent ADFA!

Julius “Jay” Gerard

Assistant Attorney General, Civil Division
Office of Arkansas Attorney General Leslie Rutledge
323 Center Street, Suite 200
Little Rock, Arkansas, 72201
Office: 501.682.3676 / Fax: 501.682.2591
julius.gerard@arkansasag.gov

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**BEFORE THE STATE CLAIMS COMMISSION
OF THE STATE OF ARKANSAS**

**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

v.

CLAIM NO. 221189

**ARKANSAS TEACHER
RETIREMENT SYSTEM, BOARD OF
TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM,
AND THE ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENTS

NOTICE OF APPEARANCE

Assistant Attorney General Julius J. Gerard hereby enters his appearance as counsel for respondent Arkansas Development Finance Authority and requests that all future service and correspondence be sent accordingly. I hereby certify that I am admitted to practice in this Court.

Respectfully submitted,

LESLIE RUTLEDGE
Attorney General

By: Julius J. Gerard
Ark. Bar No. 2017178
Assistant Attorney General
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, AR 72201
Phone: (501) 682-3676
Fax: (501) 682-2591
Email: julius.gerard@arkansasag.gov

Attorneys for Respondent

CERTIFICATE OF SERVICE

I, Julius J. Gerard, hereby certify that on May 27, 2022, I filed the foregoing with the Arkansas Claims Commission and electronically emailed a copy to the following:

Ms. Mariah L. Hornok
Darby V. Doan
Cole A. Riddell
Haltom & Doan
6500 Summerhill Road
Texarkana, TX 75503

Julius J. Gerard

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FINANCE AUTHORITY**

RESPONDENTS

ANSWER

Come now Respondent Arkansas Development Finance Authority (ADFA), by and through its counsel, Julius J. Gerard, and for their Answer to the Claim filed herein, state and allege:

1. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 1 of the Claim, and therefore deny Paragraph 1 of the Claim.

2. Respondent ADFA admits the allegations contained in Paragraph 2 of the Claim.

3. Respondent ADFA admits the allegations contained in Paragraph 3 of the Claim.

4. Respondent ADFA admits the allegations contained in Paragraph 4 of the Claim.

5. Respondent ADFA admits the allegations contained in Paragraph 5 of the Claim.

6. Respondent ADFA denies the allegations contained in Paragraph 6 of the Claim.

7. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 7 of the Claim, and therefore deny Paragraph 7 of the Claim.

8. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 8 of the Claim, and therefore deny Paragraph 8 of the Claim.

9. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 9 of the Claim, and therefore deny Paragraph 9 of the Claim.

10. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 10 of the Claim, and therefore deny Paragraph 10 of the Claim.

11. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 11 of the Claim, and therefore deny Paragraph 11 of the Claim.

12. Respondent ADFA denies the allegations contained in Paragraph 12 of the Claim.

13. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 13 of the Claim, and therefore deny Paragraph 13 of the Claim.

14. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 14 of the Claim, and therefore deny Paragraph 14 of the Claim.

15. Respondent ADFA denies the allegations contained in Paragraph 15 of the Claim.

16. Respondent ADFA denies the allegations contained in Paragraph 16 of the Claim.

17. Respondent ADFA denies that Claimant is entitled to an award in its favor and against Respondent ADFA, and deny all other allegations contained in Paragraph 17 of the Claim.

18. Paragraph 18 of the Claim does not require a response. To the extent a response is required, Paragraph 18 of the Claim is denied.

19. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 19 of the Claim, and therefore deny Paragraph 19 of the Claim.

20. Respondent ADFA is without sufficient information to admit or deny the allegations contained in Paragraph 20 of the Claim, and therefore deny Paragraph 20 of the Claim.

21. Respondent ADFA denies the allegations contained in Paragraph 21 of the Claim.

22. Respondent ADFA denies the allegations contained in Paragraph 22 of the Claim.

23. Respondent ADFA denies the allegations contained in Paragraph 23 of the Claim.

24. Respondent ADFA denies the allegations contained in Paragraph 24 of the Claim.

25. Respondent ADFA denies the allegations contained in Paragraph 25 of the Claim.

26. Respondent ADFA denies the allegations contained in Paragraph 26 of the Claim.

27. Respondent ADFA denies the allegations contained in Paragraph 27 of the Claim.

28. Respondent ADFA denies that Claimant is entitled to relief sought in Paragraph 28 of the Claim, and deny all other allegations contained in Paragraph 28 of the Claim.

29. Paragraph 29 of the Claim does not require a response. To the extent a response is required, Paragraph 29 of the Claim is denied.

30. Respondent ADFA denies the allegations contained in Paragraph 30 of the Claim.

31. Respondent ADFA denies the allegations contained in Paragraph 31 of the Claim.

32. Respondent ADFA denies the allegations contained in Paragraph 32 of the Claim.

33. Respondent ADFA denies that Claimant is entitled to relief sought in Paragraph 33 of the Claim, and denies all other allegations contained in Paragraph 33 of the Claim.

34. Respondent ADFA denies all allegations contained in the Claim not admitted herein.

FIRST AFFIRMATIVE DEFENSE

Affirmatively pleading, the Claim fails to state claims upon which relief can be granted or factual allegations sufficient to constitute a cause of action.

SECOND AFFIRMATIVE DEFENSE

Affirmatively pleading, the Claimant has failed to join one or more indispensable and/or necessary parties.

THIRD AFFIRMATIVE DEFENSE

Affirmatively pleading, the alleged transfers set forth in paragraph 12 of the Claim do not constitute assets under the Arkansas Uniform Voidable Transfers Act.

FOURTH AFFIRMATIVE DEFENSE

Affirmatively pleading, Respondent ADFA acted at all times in good faith and has in no way acted with actual intent to hinder, delay or defraud Claimant.

FIFTH AFFIRMATIVE DEFENSE

Affirmatively pleading, Arkansas common law does not recognize a claim for “common law fraudulent transfer” and, as such, that claim should be dismissed. In the event Claimant is asserting a common law fraud claim, that claim has not been pled with specificity, and therefore fails under ARCP 9(b).

SIXTH AFFIRMATIVE DEFENSE

Affirmatively pleading, the causes of action asserted in the Claim are barred by the applicable statute of limitations.

SEVENTH AFFIRMATIVE DEFENSE

Affirmatively pleading, Claimant is barred from maintaining this action because Claimant is not registered to do business in Arkansas.

EIGHTH AFFIRMATIVE DEFENSE

Affirmatively pleading, ADFA is an improper party to the Claim.

NINTH AFFIRMATIVE DEFENSE

As a separate alternative affirmative defense to the Claim, Respondent ADFA alleges that the Claim may be barred by any or all of the affirmative defenses contemplated by Rule 8(c) of the Arkansas Rules of Civil Procedure including, but not limited to, accord and satisfaction, estoppel, failure of consideration, illegality, laches, license, res judicata and statute of limitations. The extent to which Claimant's claims may be barred by one or more of said affirmative defenses, not specifically set out herein, cannot be determined until Respondent ADFA has had an opportunity to complete discovery. Therefore, Respondent ADFA incorporates all said affirmative defenses as if fully set forth herein.

WHEREFORE, Respondent ADFA respectfully requests that judgment be entered:

- A. Dismissing the Claim in its entirety; and

B. Granting to Respondent ADFA such other and further relief as the Commission deems just and proper.

Respectfully submitted,

LESLIE RUTLEDGE
Attorney General

By: Julius J. Gerard
Ark. Bar No. 2017178
Assistant Attorney General
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, AR 72201
Phone: (501) 682-3676
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Email: julius.gerard@arkansasag.gov

Attorneys for Respondent

CERTIFICATE OF SERVICE

I, Julius J. Gerard, hereby certify that on May 27, 2022, I filed the foregoing with the Arkansas Claims Commission and electronically emailed a copy to the following:

Ms. Mariah L. Hornok
Darby V. Doan
Cole A. Riddell
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6500 Summerhill Road
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Julius J. Gerard

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**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

v.

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RETIREMENT SYSTEM, BOARD OF
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TEACHER RETIREMENT SYSTEM,
AND THE ARKANSAS
DEVELOPMENT FINANCE
AUTHORITY**

RESPONDENTS

**MOTION TO DISMISS OR, IN THE ALTERNATIVE
MOTION TO STAY PROCEEDINGS**

Comes now Respondent Arkansas Development Finance Authority (ADFA), by and through its attorney, Julius J. Gerard, and for its Motion to Dismiss or in the Alternative, Motion to Stay Proceedings (“Motion”), states as follows:

1. On or about April 16, 2022, Claimant, Tetronics (International) Limited – In Liquidation (“Tetronics”), filed this Claim against ATRS, the Board, and the Arkansas Development Finance Authority (the “Authority”) asserting that ATRS and the Authority conspired together to facilitate the transfer of certain funds paid by BlueOak Arkansas, LLC (“BlueOak”) to ADFA, which Tetronics claims are voidable under the Arkansas Uniform Voidable Transfers Act (“AUVTA”).

2. ATRS and the Board were served with this Claim on April 27, 2022.

3. Simultaneous to its filing of this Claim, Tetronics filed a complaint against Pinnacle Mountain Holding Company IV LLC (“PMHC”)¹ in Federal District Court (Eastern District of Arkansas), in the case styled, *Tetronics (International) Limited—In Liquidation v. Pinnacle Mountain Holding Company IV, LLC*, Case No. 4:22-cv-365-KBG (the “PMHC Complaint”). A copy of the PMHC Complaint is attached hereto as **Exhibit 1**.

4. This Claim and the PMHC Complaint are inextricably intertwined, both seeking recovery of alleged fraudulent conveyances. Notably, the PMHC Complaint alleges that PHMC and ADFA acted together to facilitate the transfers that Tetronics seeks to set aside through both the PHMC Complaint and this Claim.

5. This Commission cannot make an award for a claim that, as a matter of law, would be dismissed from a court of law for reasons other than sovereign immunity. Ark. Code Ann. § 19-10-204. This action would be subject to dismissal in a court of law for a variety of reasons independent from ADFA’s sovereign immunity.

6. This action should be dismissed under Arkansas Rule of Civil Procedure 12(b)(7), for failure to join an indispensable party per Arkansas Rule of Civil Procedure 19.

7. Pursuant to Rule 19(a), PMHC must be joined to this action if joinder is feasible. Without PMHC, “complete relief cannot be accorded among those already parties.” *See* Rule 19(a). Moreover, PMHC has such an interest in the subject of this action that disposition in its absence would impair and impede its ability to protect

¹ PMHC is wholly owned by ATRS.

that interest, and those already parties are at substantial risk of incurring inconsistent obligations. *See* Rule 19(b).

8. However, PMHC cannot be joined because this Commission does not have jurisdiction over it under Ark. Code Ann. § 19-10-204. As a result, the Claim must be dismissed because in “equity and good conscious” the Claim cannot proceed without PMHC after careful analysis of the factors provided by Rule 19(b). *See* Ark. R. Civ. Pro 19(b).

9. Furthermore, Tetronics lacks capacity to maintain this action. A foreign limited liability company doing business in Arkansas cannot maintain an action in this state without first registering with the Secretary of State. Ark. Code Ann. § 4-38-902(b).² Tetronics is not and has never been registered to do business in Arkansas. Thus, this action should be dismissed.

10. If this Commission otherwise allows this Claim to proceed, Tetronics’ cause of action for “Common Law Fraudulent Transfers” must be dismissed because Arkansas does not recognize a common law cause of action for “fraudulent transfers.”

11. To the extent Arkansas ever did recognize such a claim, it was otherwise superseded by the AUTVA. *See* Ark. Code Ann. § 4-59-212. Because there is no common law cause of action in Arkansas for “Common Law Fraudulent Transfer,” Count II of the Claim must be dismissed.

² The Arkansas General Assembly amended its limited liability company laws in 2021. However, under the former statutory scheme, the law also required that foreign LLCs must register with the Secretary of State before “transacting business” in this State and prohibited an unregistered foreign LLC that was “transacting business” in this state from maintaining an action in its courts. *See* Ark. Code Ann. § 4-32-1002 (Repl. 2021).

12. Finally, all of Tetronics' claims brought under Ark Code Ann. § 4-59-205(b), as well as any other claims brought under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) that occurred before April 16, 2018 are time barred. *See* Ark. Code Ann. § 4-59-209. These claims must be dismissed.

13. Based on the foregoing, this Claim must be dismissed. If, however, the Commission declines to dismiss Tetronics' Claim, Respondent respectfully request that the Commission stay these proceedings until the U.S. District Court of the Eastern District of Arkansas has fully adjudicated the PMHC Complaint as to avoid prejudice (including inconsistent rulings) against Respondent.

WHEREFORE, Respondent ADFA respectfully request that this Commission dismiss Tetronics' Claim against them, with prejudice, and to award to them all other just and proper relief to which they are entitled. Alternatively, if the Commission allows any of the Tetronics' claims to proceed, ADFA requests that this Commission stay these proceedings until the PMHC Complaint is fully adjudicated by the U.S. District Court of the Eastern District of Arkansas.

Respectfully submitted,

LESLIE RUTLEDGE
Attorney General

By: Julius J. Gerard
Ark. Bar No. 2017178
Assistant Attorney General
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, AR 72201
Phone: (501) 682-3676
Fax: (501) 682-2591

Email: julius.gerard@arkansasag.gov

Attorneys for Respondent

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I, Julius J. Gerard, hereby certify that on May 27, 2022, I filed the foregoing with the Arkansas Claims Commission and electronically emailed a copy to the following:

Ms. Mariah L. Hornok
Darby V. Doan
Cole A. Riddell
Haltom & Doan
6500 Summerhill Road
Texarkana, TX 75503

Julius J. Gerard

FILED
U.S. DISTRICT COURT
EASTERN DISTRICT ARKANSAS

APR 22 2022

TAMMY H. DOWNS, CLERK

By:  DEP CLERK

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF ARKANSAS
CENTRAL DIVISION

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Plaintiff,

vs.

**PINNACLE MOUNTAIN HOLDING
COMPANY IV LLC,**

Defendant.

Civil Action No. 4:22-cv-365-KGB

This case assigned to District Judge Baker
and to Magistrate Judge Volpe

ORIGINAL COMPLAINT

Plaintiff Tetronics (International) Limited—In Liquidation (hereafter, “Tetronics”) respectfully submits the following Complaint against Pinnacle Mountain Holding Company IV LLC (“Pinnacle”)¹, and in support thereof states as follows:

PARTIES, JURISDICTION, AND VENUE

1. Tetronics (Company No. 00812104) is a United Kingdom limited liability company that is in the process of liquidation. Tetronics was formerly in the business of supplying engineering and design services and equipment related to plasma recovery systems.

2. Tetronics’ sole member is Tetronics Holdings Limited, a United Kingdom limited liability company whose registered office is located in Swindon, United Kingdom. Tetronics Holdings Limited has only one member, Keech Furnace Technologies International Pte. Ltd., a limited liability company based and registered in Singapore. The sole member of Keech Furnace

¹ On April 13, 2022, Tetronics submitted a similar complaint to the Arkansas Claims Commission against the Arkansas Teacher Retirement System (the “Retirement System”) and the Arkansas Development Finance Authority (the “Authority”). As explained further below, Pinnacle, the Retirement System, and the Authority improperly acted together to cause BlueOak to make transfers to Pinnacle, the Retirement System, and the Authority.

Technologies International Pte. Ltd. is Valinger Holdings Pte. Ltd., also a limited liability company located and registered in Singapore. The sole member of Valinger Holdings Pte. Ltd. is Marc C. Veitch, a natural person who is domiciled in Singapore. Therefore, for purposes of diversity jurisdiction, Tetronics is domiciled in Singapore.

3. Upon information and belief, Pinnacle is a limited liability company organized under the laws of the State of Arkansas at 1400 W 3rd St, Little Rock, Arkansas 72201. Upon information and belief, the sole member of Pinnacle is the Retirement System which is domiciled in Arkansas.

4. This Court has personal jurisdiction over Pinnacle.

5. There is complete diversity between Tetronics and Pinnacle because Tetronics is domiciled in Singapore and Pinnacle is domiciled in Arkansas.

6. The matter in controversy exceeds \$75,000.00 exclusive of interest and costs.

7. As such, this Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332.

8. Venue is proper in this District pursuant to 28 U.S.C. § 1391(b) because a substantial part of the events giving rise to the claim occurred here, and Pinnacle is located in this District.

FACTUAL BACKGROUND

9. Pinnacle, the Arkansas Teacher Retirement System (the “Retirement System”), and the Arkansas Development Finance Authority (the “Authority”) are significant investors, directly or indirectly, in an entity known as BlueOak Arkansas, LLC (“BlueOak”).

10. BlueOak entered into a contract dated March 27, 2014 by which Tetronics was to supply equipment and services related to a plasma recovery system to BlueOak.

11. On January 17, 2018, Tetronics initiated an arbitration proceeding against BlueOak alleging that BlueOak breached the contract causing millions in damages to Tetronics.

12. The arbitration proceeding resulted in an arbitral award against BlueOak and in favor of Tetronics.

13. Tetronics then moved the U.S. District Court in the Eastern District of Arkansas for confirmation of the arbitral award. On September 28, 2020, this Court issued Judgment in favor of Tetronics and against BlueOak in the following amounts:

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Exhibit A.

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15. Since the time that Tetronics initiated its arbitration proceeding against BlueOak, BlueOak has made a significant dollar amount of distributions or transfers to Pinnacle, the Retirement System, and the Authority in defraud of creditors. These transfers include, without limitation, the following transfers to Pinnacle and/or the Retirement System:

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WHEREFORE, Tetronics respectfully requests Judgment in the amount of all fraudulent and voidable transfers in its favor and against Pinnacle that were made in violation of the Act in a total amount of at least \$2,797,698.52 together with interest, costs, attorney fees, and all other relief that this Commission deems just and equitable.

Count II – Common Law Fraudulent Transfer

31. Tetronics incorporates all paragraphs herein.

32. From and after 2017 to date, BlueOak made transfers to Pinnacle, the Retirement System, and the Authority in a total amount of at least \$2,797,698 that represent fraudulent transfers that are avoidable under the common law of fraudulent transfers.

33. Such transfers were made without substantial consideration and rendered BlueOak unable to meet its obligations to its creditors including Tetronics.

34. Such transfers were made with a fraudulent intent to delay, hinder, or defraud creditors including Tetronics, and Pinnacle, the Retirement System, and the Authority participated in the fraudulent intent to delay, hinder, or defraud creditors including Tetronics.

WHEREFORE, Tetronics respectfully requests an award in the amount of all fraudulent and voidable transfers in its favor and against Pinnacle that were made in violation of the Act in a total amount of at least \$2,797,698.52 together with interest, costs, attorney fees, and all other relief that this Court deems just and equitable.

Respectfully submitted,



Darby V. Doan
Arkansas Bar No. 96064
Cole A. Riddell
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EXHIBIT A

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5. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$141,100 (USD) for arbitration costs and fees.

IT IS SO ORDERED THIS 28th DAY OF SEPTEMBER, 2020.

/s/Susan Webber Wright
UNITED STATES DISTRICT JUDGE

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RETIREMENT SYSTEM, BOARD OF
TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM, AND
THE ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENTS

**BRIEF IN SUPPORT OF MOTION TO DISMISS OR, IN THE
ALTERNATIVE, MOTION TO STAY PROCEEDINGS**

Comes now Respondent Arkansas Development Finance Authority (ADFA), by and through its attorney, Julius J. Gerard, and for its Brief in Support of Motion to Dismiss or in the Alternative, Motion to Stay Proceedings (“Motion”), states as follows:

I. INTRODUCTION

Tetronics (International) Limited – In Liquidation (“Tetronics”) is a limited liability company organized under the laws of the United Kingdom not registered to do business in the State of Arkansas. It has brought this Claim against ATRS, the Board, and the Arkansas Development Finance Authority (the “Authority”) asserting that ATRS and the Authority conspired together to facilitate the transfer of certain funds paid by BlueOak Arkansas, LLC (“BlueOak”) to ATRS and the Authority, which Tetronics claims are voidable under the Arkansas Uniform Voidable Transfers Act.

Simultaneous to its filing of this Claim, Tetronics’ filed a complaint against Pinnacle Mountain Holding Company IV LLC (“PMHC”)¹ in Federal District Court (Eastern District of Arkansas), in the case styled, *Tetronics (International) Limited—In Liquidation v. Pinnacle Mountain Holding Company IV, LLC*, Case No. 4:22-cv-365-KBG (the “PMHC Complaint”). A copy of the PMHC Complaint is attached to the Motion as Exhibit 1. This Claim and the PMHC Complaint are one and the same. Though Tetronics carefully excluded any mention of PMHC in its Claim, the PMHC Complaint otherwise alleges that PHMC, ATRS and the Authority acted together to facilitate the transfers that Tetronics seeks to set aside through both the PHMC Complaint and this Claim.²

The PMHC Complaint and this Claim, collectively, assert that all three parties, PMHC, ATRS and the Authority conspired together to cause the transfer of at least \$2,797,698.52 in a series of transactions dating back to 2017, with specific transfers occurring on April 24, 2018, June 1, 2018 and December 28, 2020. (PMHC Complaint ¶ 15, Claim ¶ 12). Neither the PHMC Complaint nor the Claim differentiates between what portion of the funds were received by PHMC, ATRS or ADFA. Instead, Tetronics’ asserts that a total of \$2,797,698.52 was transferred, that each party

¹ PMHC is wholly owned by ATRS.

² The PMHC Complaint is a mere copy and paste of this action before the Commission. So much so, that in the PHMC Complaint in federal court, Tetronics mistakenly prayed for all other relief against PMHC that “this Commission” deemed appropriate. (PMHC Complaint pg. 5).

received a portion thereof, and that all three colluded together to receive their respective share of the funds.

II. LEGAL ARGUMENT

This Commission cannot make an award for a claim that, as a matter of law, would be dismissed from a court of law for reasons other than sovereign immunity. Ark. Code Ann. § 19-10-204. For the reasons set forth herein, this claim would be subject to dismissal in a court of law for a number of reasons wholly independent from ADFA's sovereign immunity. As a result, this Commission must also dismiss this Claims. Alternatively, in the event that the Commission declines to dismiss this action, ADFA requests that the Commission stay these proceedings until the PMHC Complaint has been fully adjudicated, in the U.S. District Court for the Eastern District of Arkansas.

A. This action must be dismissed for failure to join PMHC as an indispensable party.

1. PMHC is a necessary party that must be joined to this action, if joinder is feasible.

Under Arkansas Rule of Civil Procedure 12(b)(7), an action may be dismissed for failure to join an indispensable party per Arkansas Rule of Civil Procedure 19 ("Rule 19"). Determining whether an absent party is indispensable requires a two-part analysis. First, the Commission must determine whether the party is necessary to the suit and therefore, must be joined. Rule 19(a). Second, if the party is necessary

but joinder is not feasible, the Commission must determine if the action should proceed without the absent party, or if the action should be dismissed. *See* Rule 19(b).

Rule 19 commands that PMHC be joined as a party if: (1) complete relief cannot be accorded among ATRS, the Board or the Authority without PMHC; (2) PMHC has an interest in the subject of the litigation so that the disposition of the case without PMHC would impair or impede its ability to protect that interest; *or* (3) PMHC has an interest in the subject to the litigation so that disposition of the case without PMHC could leave ATRS, the Board or the Authority subject to a substantial risk of incurring double, multiple, or otherwise inconsistent obligations by reason of PMHC's interest.

The applicability of any one of the above three scenarios is enough to mandate PMHC's joinder. In this case, PMHC is so intimately intertwined in the claims asserted in this action that it falls into all three categories. PMHC cannot be severed from this case and thus, must be joined as a party if joinder is feasible.

PMHC is necessary to accord complete relief amongst ATRS, the Board and the ADFA. At the heart of the PMHC Complaint, and in turn, this Claim, is Tetronics' assertion that PMHC, ATRS and ADFA all "conspired" *together* to fraudulently convey \$2,797,698.00. Tetronics' allegations against each individual party cannot be separated. In fact, at least in the PMHC Complaint, Tetronics makes no effort to do so.

In the PMHC Complaint, Tetronics does not make a single claim against PMHC, ATRS or ADFA individually.³ Similarly, neither the PMHC Complaint nor this Claim parse out what portion of the \$2,797,698.00 each individual party allegedly received. The closest Tetronics comes to making an individual claim against any one of the three parties is through the allegation that PMHC “*and/or*” ATRS received certain transfers while the ADFA received a pro rata portion thereof. Notably, Tetronics cannot (or has chosen not to) differentiate between the purported liability of PMHC, ATRS and ADFA. As a result, it is disingenuous to assert that complete relief can be accorded without all three together in one action.

Further, PMHC has a material interest in the subject of this Claim. An identical action has been lodged against it through the PMHC Complaint for the purported transfer of the exact same funds, in collusion with the exact same parties. The disposition of this claim would impair and impede PMHC from protecting itself and possibly subject ATRS, ADFA, the Board and PMHC to inconsistent obligations.

The disposition of this Claim necessarily requires this Commission to make a finding that could impart wrongdoing upon PHMC, even if it is not a party to this action. Given the amorphous nature of Tetronics’ claims, it is not clear where Tetronics draws the line between the parties’ possible liability. Thus, final disposition of this action could result in findings that directly impact a non-parties interests (i.e. PMHC). Specifically, because Tetronics claims that PMHC conspired with ATRS

³ Instead, Tetronics used the phrase “[PMHC], [ATRS] and the Authority” no less than twelve (12) times in its Complaint.

and/or ADFA, if this Commission ultimately finds ATRS and/or ADFA liable (said liability being vigorously denied), that liability could be imposed on PHMC without having had the opportunity to contest the underlying liability before this Commission by virtue of the alleged “conspiracy”.

For similar reasons, if these two actions are tried separately, there is a substantial risk of inconsistent judgments, excessive and contrary discovery, and unreasonably duplicative proceedings. Given the identical nature of the this Claim and the PMHC Complaint, the two actions will necessarily require the presentation of the same evidence and testimony of the same witnesses, including representatives of ATRS, the Board and ADFA. Practically, this would require duplicative written discovery and depositions resulting in judicial and economic waste. Furthermore, findings of fault by one adjudicator that are inconsistent with the other could lead to overlapping, or even double recovery by Tetronics.

PMHC fits squarely within the parameters contemplated by Rule 19. Thus, joining PMHC to this action is mandatory if joinder is feasible. *See Ark. State Med. Bd. v. Bolding*, 324 Ark. 238, 243, 920 S.W.2d 825, 828 (1996).

2. Joinder is not feasible and because PMHC is indispensable, this action should be dismissed.

PMHC cannot be joined as a party to this action because the Commission does not have jurisdiction over it. This Commission only has jurisdiction over those limited causes of action spelled out in Ark. Code Ann. § 19-10-204⁴, none of which PMHC falls

⁴ Ark. Code Ann. § 19-10-204 states that this Commission has jurisdiction over the following:

under the purview of. This is presumptively the very reason that Tetronics has filed two separate complaints alleging the same claims, against the same parties, for transfers of the same funds. Rule 19(b) contemplates such a situation where a necessary party cannot otherwise be joined as a party and spells out factors that the Commission should consider in deciding to dismiss an action rather than proceed without the absent party.

Pursuant to Rule 19(b), this action should be dismissed if in “equity and good conscious” the action cannot proceed without the missing party. *See* Ark. R. Civ. Pro 19(b). In determining whether dismissal is appropriate, this Commission should consider the following factors:

(1) to what extent a judgment rendered in the person’s absence might be prejudicial to him or those already parties; (2) the extent to which, by protective provisions in the judgment, by the shaping of relief, or other measures, the prejudice can be lessened or avoided; (3) whether a judgment rendered in the person’s absence will be adequate; (4) whether the plaintiff will have an adequate remedy if the action is dismissed for nonjoinder.

- (1) A claim or action that is barred by the doctrine of sovereign immunity under Arkansas Constitution, Article 5, § 20, from being litigated in a court of general jurisdiction, except as otherwise provided by law;
- (2) A claim or action that solely addresses the receipting, processing, and reissuance of child support payments through the Arkansas Child Support Clearinghouse;
- (3) A claim or action to contest eligibility, qualification, or election to serve as a member of the House of Representatives for the purpose of making a nonbinding recommendation on the claim or action to that chamber of the General Assembly; and
- (4) A claim or action to recover reasonable attorney's fees and other litigation expenses reasonably incurred by a plaintiff who substantially prevails in an action under § 25-19-107 against the State of Arkansas or a state agency under the standard described in § 25-19-107(d)(1).

PMHC, ATRS, the Board and ADFA are substantially at risk of being prejudiced if this action proceeds without PMHC. As detailed above, Tetronics clearly asserts that PMHC, ATRS and ADFA “improperly acted together to cause BlueOak to make transfers to” PMHC, ATRS and ADFA. Given the identical nature of this Claim and the PMHC Complaint, proceeding without any one of the listed parties will lead to duplicative discovery, proceedings and possibly inconsistent adjudications. Moreover, any judgment necessarily requires a court or this Commission to make findings that effect absent parties, thus resulting in prejudicial outcomes. These potential prejudicial outcomes cannot be lessened or avoided. Just as PMHC cannot be added to this action, and ATRS, the Board and ADFA cannot be added to Tetronics’ federal court case against PMHC, meaning that there is no sole venue in which all parties can defend themselves.

Whether judgment without the absent party is adequate pertains to whether the interest of the courts and the public in complete, consistent and efficient settlement of controversies. *Deere & Co. v. Diamond Wood Farms*, 152 F.R.D. 158, 161 (E.D. Ark. 1993) (analyzing analogous Federal Rule of Civil Procedure 19). Proceeding in two separate actions is anything but an “efficient settlement of controversies.” As discussed at length above, continuing with this Claim will lead to duplicative, and even identical, discovery and proceedings which is both a judicial and economic waste which ultimately cannot accord complete relief while risking inconsistent judgments.

This action must be dismissed even if it leaves Tetronics without a remedy against the ADFA. Indeed, no one factor is determinative. Instead, the Commission is charged with carefully exercising its discretion in giving the appropriate weight to the various factors. David Newbern, John J. Watkins, D.P. Marshall, Jr. & Brandon J. Harrison, *Parties* (Mandatory joinder of parties), Ark. Civ. Prac. & Proc., 2 § 7:6 (5th ed., May 2022 Update). The columniation of these factors necessitates dismissal.

B. Tetronics has no capacity to bring this Claim and thus, it must be dismissed.

Tetronics' failure to register to do business in Arkansas bars it from maintaining this action. A foreign limited liability company doing business in Arkansas cannot maintain an action in this state without first registering with the Secretary of State. Ark. Code Ann. § 4-38-902(b).⁵ At the time of Tetronics' business dealings with BlueOak, it was doing business in the state of Arkansas. However, Tetronics was not, and has not ever been, registered to do business in this state. As a result, Tetronics' lacks capacity to bring this Claim, and it must be dismissed.

C. Tetronics' cause of action for "Common Law Fraudulent Transfers" must be dismissed.

⁵ The Arkansas General Assembly amended its limited liability company laws in 2021. However, under the former statutory scheme, the law also required that foreign LLCs must register with the Secretary of State before "transacting business" in this State and prohibited an unregistered foreign LLC that was "transacting business" in this state from maintaining an action in its courts. *See* Ark. Code Ann. § 4-32-1002 (Repl. 2021).

Count II of Tetronics' Claim asserts a cause of action for "Common Law Fraudulent Transfer." However, Arkansas does not recognize a common law cause of action for fraudulent transfer.

Whether and to what extent a party can seek to avoid "fraudulent" transfers is a creature of statute (*i.e.* the Arkansas Uniform Voidable Transfers Act "AUVTA")⁶ and has been for decades. *See* Colleen M. Barger, Debtor-Creditor Relations—Arkansas Fraudulent Transfer Act, 10 U. ARK. LITTLE ROCK L. REV. 497, 499–500 (1988) There is no common law equivalent, and to the extent that there was a common law equivalent, it was superseded by the AVTA. *See* Ark. Code Ann. § 4-59-212. Ark. Code Ann. § 4-59-212 provides:

Unless displaced by the provisions of this subchapter, the principles of law and equity, including the law merchant and the law relating to principal and agent, estoppel, laches, fraud, misrepresentation, duress, coercion, mistake, insolvency, or other validating or invalidating cause, supplement its provisions.

Where and to what extent a transfer can be avoided because of a party's intent to "delay, hinder, or defraud creditors" (Tetronics Claim ¶ 32) falls squarely within, and is thus displaced by, the provisions of the AUVTA which govern, among other things, whether and to what extent a transfer made "with actual intent to hinder, delay, or defraud any creditor of the debtor" can be avoided. *See* Ark. Code Ann. § 4-59-204. Stated another way, the AUVTA provisions governing when a party can avoid transfers directly subsumes whatever common law cause of action Tetronics is

⁶ Formerly the "Arkansas Fraudulent Transfers Act"

purporting to assert. While ADFA maintains that a separate common law cause of action has not existed for decades (or perhaps ever), to the extent such claim did exist, it was superseded by the AUVTA. Because there is no common law cause of action in Arkansas for “Common Law Fraudulent Transfer,” Count II of the Claim must be dismissed.

D. All of Tetronics’ claims under Ark Code Ann. § 4-59-205(b) and any claim to set aside transfers before April 16, 2018 are time barred.

Tetronics asserts that the distributions made from BlueOak to ADFA on April 24, 2018, June 1, 2018 and December 28, 2020 are voidable pursuant to Ark. Code Ann. § 4-59-204(a)(1) and (a)(2), as well as, Ark Code Ann. § 4-59-205(a) and (b). (Tetronics’ Claim ¶ 12, 26). Tetronics later asserts that BlueOak made transfers to ADFA “[f]rom and after 2017 to date,” indicating that Tetronics is seeking to set aside more transfers than just those listed in Paragraph 12 of its Claim. (Tetronics’ Claim ¶ 30). The applicable statute of limitations bars all of Tetronics’ claims asserted under Ark Code Ann. § 4-59-205(b), and bars all other claims under the AUVTA for transfers that occurred prior to April 16, 2018.

Ark. Code Ann. § 4-59-209 sets forth the statute of limitations for all claims arising under the AUVTA. It provides that all causes of action brought under Ark Code Ann. § 4-59-205(b), are extinguished if they are not brought within one (1) year of the transfer. Tetronics’ filed its Claim on April 16, 2022. Each of the transfers delineated in Paragraph 12 of the Claim occurred well over one (1) year before this action was instituted. Indeed, the most recent transfer identified to be set aside purportedly occurred on December 28, 2020, meaning that the time period in which

to bring a cause of action under section § 4-59-205(b) expired nearly a year and a half ago. All of Tetronics' claims brought under Ark Code Ann. § 4-59-205(b) must be dismissed.

Furthermore, claims brought under Ark. Code Ann. § 4-59-204(a)(1) and (a)(2) and Ark Code Ann. § 4-59-205(a) must be brought within four (4) years of the transfer. Though the transfers delineated in Paragraph 12 of the Claim at face value fall within this four-year window, Tetronics otherwise indicates that it is seeking to set aside transfers that date back to 2017. Because Tetronics lodged this action on April 16, 2022, any claim to set aside transfers under the identified subsections that occurred prior to April 16, 2018 (*i.e.* those transfers “[f]rom 2017”) are barred.

In short, all of Tetronics' claims under Ark Code Ann. § 4-59-205(b) and any remaining claims under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) that occurred before April 16, 2018 are barred and must be dismissed.

III. CONCLUSION

This action must be dismissed for a variety of reasons, any one of which is sufficient to warrant dismissal. PMHC is a necessary and indispensable party that cannot be joined to this action, and in equity and good conscious, this action cannot proceed without it. Even if this action could proceed, Tetronics lacks capacity to maintain the same because it has failed to register to do business in Arkansas.

To the extent that this action is allowed to proceed, Tetronics' claim for “Common Law Fraudulent Transfer” because such cause of action does not exist in Arkansas. Moreover, all of Tetronics' claims under Ark Code Ann. § 4-59-205(b), as well as

Tetroincs' claims under Ark. Code Ann. § 4-59-204(a)(1), (a)(2) and Ark Code Ann. § 4-59-205(a) that occurred before April 16, 2018 are time barred.

WHEREFORE, Respondent ADFA respectfully requests that this Commission dismiss Tetronics' claim against them. Alternatively, if the Commission allows any of the Tetronics' claims to proceed, ADFA requests that this Commission stay these proceedings until the PMHC Complaint is fully adjudicated by the Eastern District of Arkansas.

Respectfully submitted,

LESLIE RUTLEDGE
Attorney General

By: Julius J. Gerard
Ark. Bar No. 2017178
Assistant Attorney General
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, AR 72201
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Email: julius.gerard@arkansasag.gov

Attorneys for Respondent

CERTIFICATE OF SERVICE

I, Julius J. Gerard, hereby certify that on May 27, 2022, I filed the foregoing with the Arkansas Claims Commission and electronically emailed a copy to the following:

Ms. Mariah L. Hornok
Darby V. Doan
Cole A. Riddell
Haltom & Doan
6500 Summerhill Road
Texarkana, TX 75503

Julius J. Gerard

From: [Kathryn Irby](#)
To: tfoster@haltomdoan.com
Subject: RE: Claim No. 221189
Date: Tuesday, May 31, 2022 2:46:10 PM
Attachments: [2022-05-25 - Answer.pdf](#)
[2022-05-25 - BIS of MTD.pdf](#)
[2022-05-25 - MTD.pdf](#)

Mr. Foster, the Arkansas Rules of Civil Procedure sets out your time to respond to the MTD.

Kathryn Irby

From: Tim Foster <tfoster@haltomdoan.com>
Sent: Tuesday, May 31, 2022 9:40 AM
To: ASCC New Claims <ascc.new.claims@arkansas.gov>
Subject: RE: Claim No. 221189

Hi, I just wanted to follow up on my email below. I spoke with you last week regarding the attached documents. My law firm represents the claimant in this case and we were served with the attached papers on May 25th. I had called to find out the deadline for us to respond to the motion to dismiss but at the time of our call you hadn't received the motion to dismiss yet, so you asked me to forward it to you. Someone was supposed to get back with me regarding when the deadline to respond to the motion to dismiss but I have not heard back yet. How many days do we have to respond to the motion? I appreciate your help with this.

TIM FOSTER | Litigation Paralegal
 Office: 903-255-1000 | Email: tfoster@haltomdoan.com

From: Tim Foster
Sent: Thursday, May 26, 2022 9:44 AM
To: 'ascc.new.claims@arkansas.gov' <ascc.new.claims@arkansas.gov>
Subject: Claim No. 221189

Hi Kathryn,

I have attached the documents that I spoke with you about on the phone. We received these from respondents yesterday.

Thanks,
 Tim

TIM FOSTER | Litigation Paralegal
HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Fax: 903-255-0800 | Email: tfoster@haltomdoan.com
 Office Locations: Texarkana | Tyler | Plano | Marshall

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From: [Cole Riddell](#)
To: [ASCC Pleadings](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: Tetronics v. ATRS, et. al: Claim No. 221189; Unopposed Motion for Extension of Time
Date: Thursday, June 9, 2022 3:36:12 PM
Attachments: [Unopposed Motion for Extension of Time.pdf](#)

Hello,

Attached please find Claimant Tetronics' Unopposed Motion for Extension of Time. Please let us know if you need anything else.

Thanks,

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503

Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:

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**BEFORE THE
ARKANSAS STATE CLAIMS COMMISSION**

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Claimant,

vs.

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF THE
ARKANSAS TEACHER RETIREMENT
SYSTEM, AND ARKANSAS DEVELOPMENT
FINANCE AUTHORITY,**

RESPONDENTS.

CLAIM NO. 221189

UNOPPOSED MOTION FOR EXTENSION OF TIME

Claimant Tetronics (International) Limited—In Liquidation (“Tetronics”) respectfully submits this Unopposed Motion for Extension of Time.

Tetronics’ deadline to respond to the Arkansas Teacher Retirement System’s and Board of Trustees of the Arkansas Teacher Retirement System’s Motion to Dismiss is Monday, June 13, 2022. Tetronics’ deadline to respond to the Arkansas Development Finance Authority’s Motion to Dismiss is Thursday, June 16, 2022. Tetronics respectfully requests a brief one-week extension to both of these deadlines. Counsel for Tetronics conferred with counsel for Respondents and confirmed the Respondents do not oppose Tetronics’ requested relief. As such, Tetronics requests the Claims Commission extend Tetronics’ response deadlines until Monday, June 20, 2022 and Thursday, June 23, 2022.

Respectfully submitted,

/s/ Darby V. Doan

Darby V. Doan

Arkansas Bar No. 96064

Mariah L. Hornok

Arkansas Bar No. 2020276

Cole A. Riddell

Arkansas Bar No. 2018051

HALTOM & DOAN

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Phone: 903-255-1000

Facsimile: 903-255-0800

E-Mail: ddoan@haltomdoan.com

E-Mail: mhornok@haltomdoan.com

E-Mail: criddell@haltomdoan.com

ATTORNEYS FOR CLAIMANT

CERTIFICATE OF SERVICE

The undersigned certifies that, on June 9, 2022, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail.

/s/ Darby V. Doan

Darby V. Doan

BEFORE THE ARKANSAS STATE CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL)
LIMITED–IN LIQUIDATION**

CLAIMANT

V.

CLAIM NO. 221189

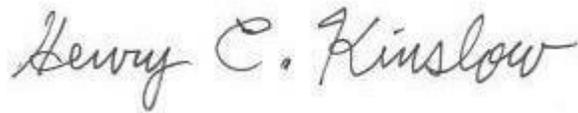
**ARKANSAS TEACHER RETIREMENT
SYSTEM AND ARKANSAS
DEVELOPMENT FINANCE
AUTHORITY**

RESPONDENT

ORDER

Now before the Arkansas State Claims Commission (the “Claims Commission”) is the unopposed motion for extension filed by Tetronics (International) Limited–In Liquidation (the “Claimant”) seeking an additional week to respond to the motions to dismiss filed by Arkansas Teacher Retirement System (ATRS) and Arkansas Development Finance Authority (ADFA). As Claimant’s motion was filed within the time period for Claimant to respond to the motions, the Claims Commission GRANTS Claimant’s motion and permits Claimant an additional week to respond to each of the motions.

IT IS SO ORDERED.



ARKANSAS STATE CLAIMS COMMISSION

Courtney Baird
Dexter Booth
Henry Kinslow, Co-Chair
Paul Morris, Co-Chair
Sylvester Smith

DATE: June 13, 2022

Notice(s) which may apply to your claim

- (1) A party has forty (40) days from the date of this Order to file a Motion for Reconsideration or a Notice of Appeal with the Claims Commission. Ark. Code Ann. § 19-10-211(a)(1). If a Motion for Reconsideration is denied, that party then has twenty (20) days from the date of the denial of the Motion for Reconsideration to file a Notice of Appeal with the Claims Commission. Ark. Code Ann. § 19-10-211(a)(1)(B)(ii). A decision of the Claims Commission may only be appealed to the General Assembly. Ark. Code Ann. § 19-10-211(a)(3).
- (2) If a Claimant is awarded less than \$15,000.00 by the Claims Commission at hearing, that claim is held forty (40) days from the date of disposition before payment will be processed. *See* Ark. Code Ann. § 19-10-211(a). Note: This does not apply to agency admissions of liability and negotiated settlement agreements.
- (3) Awards or negotiated settlement agreements of \$15,000.00 or more are referred to the General Assembly for approval and authorization to pay. Ark. Code Ann. § 19-10-215(b).

From: [Kathryn Irby](#)
To: [Cole Riddell](#); [ASCC Pleadings](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: ORDER: Tetronics v. ATRS, et. al: Claim No. 221189; Unopposed Motion for Extension of Time
Date: Monday, June 13, 2022 2:16:00 PM
Attachments: [Tetronics -- order.pdf](#)

Counselors, please see attached order entered today by the Claims Commission.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
 101 East Capitol Avenue, Suite 410
 Little Rock, Arkansas 72201
 (501) 682-2822

From: Cole Riddell <criddell@haltomdoan.com>
Sent: Thursday, June 9, 2022 3:36 PM
To: ASCC Pleadings <asccpleadings@arkansas.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: Tetronics v. ATRS, et. al: Claim No. 221189; Unopposed Motion for Extension of Time

Hello,

Attached please find Claimant Tetronics' Unopposed Motion for Extension of Time. Please let us know if you need anything else.

Thanks,

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:
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From: [Tim Foster](#)
To: [ASCC Pleadings](#)
Cc: [Darby Doan](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#); [Cole Riddell](#)
Subject: Tetronics v. ATRS, et. al - Claim No. 221189
Date: Monday, June 20, 2022 3:11:02 PM
Attachments: [2022-06-20 - Tetronics" Response to ATRS Motion to Dismiss.pdf](#)

Good afternoon,

Attached please find Claimants' Response to Respondents' Motion to Dismiss or, in the Alternative, Motion to Stay Proceedings.

Thanks,
Tim

TIM FOSTER | Litigation Paralegal
HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
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**BEFORE THE
ARKANSAS STATE CLAIMS COMMISSION**

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Claimant,

vs.

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF THE
ARKANSAS TEACHER RETIREMENT
SYSTEM, AND ARKANSAS
DEVELOPMENT FINANCE AUTHORITY,**

RESPONDENTS.

CLAIM NO. 221189

**CLAIMANT’S RESPONSE TO RESPONDENTS’ MOTION TO DISMISS OR, IN THE
ALTERNATIVE, MOTION TO STAY PROCEEDINGS**

Plaintiff Tetronics (International) Limited—In Liquidation (hereafter, “Tetronics”) respectfully requests the Commission deny Respondents’ Motion to Dismiss in its entirety.

Tetronics previously secured a multi-million dollar Judgment against BlueOak Arkansas, LLC in the U.S. District Court for the Eastern District of Arkansas. Exhibit 1. The Judgment was issued on September 28, 2020. *Id.*

Upon demand for payment of the Judgment and the underlying arbitral award, BlueOak, LLC claimed it was insolvent. After the issuance of the Judgment, BlueOak, LLC made hundreds of thousands of dollars in distributions to its various members including, specifically, the Arkansas Teachers Retirement System (the “ATRS”). It would be utterly unjust to permit ATRS to accept hundreds of thousands of dollars in distributions made by a purportedly insolvent parent entity in the face of known creditor claims.

In its Motion to Dismiss, the ATRS and the Board of Trustees of the Arkansas Teacher Retirement System (the “Board”) (together, “Respondents”) raise multiple arguments to dismiss Tetronics’ claims for technical reasons that have nothing to do with the essential unfairness of its conduct. None of the Respondents’ arguments, however, support dismissal of Tetronics’ claims.

I. Joinder is improper here, and the non-joinder of PMHC does not require dismissal of this claim.

A. PMHC is not a “necessary party” to this action.

Tetronics claims against the Respondents and the Arkansas Development Finance Authority (the “ADFA”) in this proceeding are simple and are not inextricably intertwined with the claim made by Tetronics against Pinnacle Mountain Holding Company IV LLC (“PMHC”) in federal court. They are separate claims involving separate funds and separate damages.

Respondents argue that PMHC is a necessary and indispensable party under Rule 19 because Tetronics purportedly alleges that the ATRS, the ADFA, and PMHC conspired together to obtain the challenged distributions, and that because they are alleged joint tort-feasors, they are all indispensable parties. This is incorrect.

First, PMHC is not a necessary party. Necessary parties are those who are “within the jurisdiction of the court.” *Div. 525, Ord. of Ry. Conductors of Am. v. Gorman*, 133 F.2d 273, 276 (8th Cir. 1943). Here, it is undisputed that PMHC is not within the jurisdiction of the Claims Commission. Respondents’ Brief in Support, p. 5 (“PMHC cannot be joined as a party to this action because the Commission does not have jurisdiction over it.”). Moreover, the Arkansas Supreme Court has clearly stated “joinder is proper only as to a person subject to service of process . . .” *Taylor v. Zanone Props.*, 342 Ark. 465, 473 (2000); Ark. R. Civ. P. 19(a) (“A person who is subject to service of process shall be joined . . .”); *Young v. Miller Truck Lines, LLC*, No. 2:10-CV-02200, 2012 WL 609374, at *1 (W.D. Ark. Feb. 24, 2012) (holding

joinder is only proper when the party to be joined is subject to service of process and subject to personal jurisdiction of the court.). As such, PMHC is not a necessary party, and joinder is not proper.

Second, even if PMHC was a necessary party, it is not indispensable. Joint tort-feasors are merely permissive parties to an action, they are not indispensable. *Field v Volkswagenwerk AG*, 626 F.2d 293, 298 & note 7 (3rd Cir. 1980). In that case, the court held that even where joint liability is alleged, such alleged joint liability does not make a party indispensable:

VWAG asserts that the possibility that Ivana is a joint tort-feasor is sufficient to establish her indispensability. But joint tort-feasors are merely permissive parties to an action, they are not indispensable. As the Court of Appeals for the Fifth Circuit recently held, “Rule 19, as amended in 1966, was not meant to unsettle the well-established authority to the effect that joint tort-feasors or coconspirators are not persons whose absence from a case will result in dismissal for nonjoinder.”

Id. See also *St. Vincent Infirmary Med. Ctr. v. Shelton*, 2013 Ark. 38, 10–11 (2013) (“joint tortfeasors are not considered to be necessary or indispensable parties, as all potential tortfeasors are not required to be named as defendants in a single lawsuit.”); § 1623 Application of Rule 19 in Particular Actions and Proceedings—Torts and Workers’ Compensation, 7 Fed. Prac. & Proc. Civ. § 1623 (3d ed.) (“coconspirators, like other joint tortfeasors, will not be required to be joined under Rule 19(b) if their joinder is not feasible.”).

In this proceeding, Tetronics seeks avoidance of a series of payments made by BlueOak to the ATRS. Tetronics also seeks avoidance of a separate series of payments made by BlueOak to the ADFA. Finally, in a court proceeding pending in the U.S. District Court, Tetronics seeks avoidance of a separate series of payments made by BlueOak to PMHC. In its Brief in Support, the Respondents’ assert that Tetronics’ Complaint in court against PMHC seeks to avoid “the purported transfer of the exact same funds” as are being challenged in this proceeding.

(Respondents' Brief in Support, p. 4.) This is incorrect. Tetronics separately challenges any "preference" payments that were separately made by BlueOak to three different entities. Tetronics' challenge to these separate payments can easily be adjudicated in separate legal proceedings without any prejudice to any party.¹

The mere fact that the ATRS, the ADFA, and PMHC may each have been members of BlueOak, and the mere fact that they all presumably received distributions from BlueOak, does not require that challenges to those distributions must be adjudicated in a single proceeding.

The bottom line is that Tetronics asserts a claim against the ATRS for payments made to it, Tetronics asserts a separate claim against the ADFA for payments made to it, and Tetronics asserts a separate claim against PMHC for payments made to it. These are separate claims seeking separate damages. PMHC is not necessary to adjudicate whether payments made to the ATRS or the ADFA should be avoided. Indeed, joinder is improper here because PMHC is not subject to the Commission's jurisdiction, not subject to service of process, and not a necessary party. As such, this claim cannot be dismissed for failure to join PMHC.

B. Even if PMHC were a necessary party and joinder was proper, the case should not be dismissed under ARCP 19(b)'s four factors.

Even if joinder was proper (which it is not) and PMHC was determined to be an indispensable party (which it is not), Rule 19 lists four factors to be considered in order to determine whether to dismiss an action where an indispensable party cannot be joined. The four factors are:

¹ We note that PMHC appears to be affiliated in some way with the ATRS. Discovery may disclose that transfers from BlueOak were routed through PMHC to the ATRS in which case Tetronics may attack that series of transfers as avoidable. But the fact that the ATRS may have used PMHC as a shell entity to route improper transfers likewise does not render PMHC an indispensable party.

(1) To what extent a judgment rendered in the person's absence might be prejudicial to him or those already parties; (2) the extent to which, by protective provisions in the judgment, by the shaping of relief, or other measures, the prejudice can be lessened or avoided; (3) whether a judgment rendered in the person's absence will be adequate; (4) whether the plaintiff will have an adequate remedy if the action is dismissed for nonjoinder.

Ark. R. Civ. P. 19(b). All of these factors call for *not* dismissing this proceeding.

First, the issuance of an award in this proceeding will not be prejudicial to any party. No party will suffer any prejudice as a result of PMHC's nonjoinder. Again, in this proceeding, Tetronics seeks to set aside transfers to the ATRS—not PMHC. Separately, in this proceeding, Tetronics seeks to set aside transfers to the ADFA—not PMHC. An award that sets aside transfers to the ATRS or the ADFA should have no impact on PMHC, and vice versa. In addition, Respondents have not identified any concrete, specific prejudice that they believe will result if this proceeding proceeds to an award.

The second factor also favors non-dismissal. Many forms of protective provisions in an award issued by this Commission are available to guard against any feared, nonpretextual concerns of prejudice. For example, if Respondents or PMHC are concerned that fact findings in this proceeding may become binding on PMHC, any award that is issued can expressly disclaim estoppel effect on non-parties. The availability of protective provisions also militates in favor of non-dismissal.

The third factor weighs against dismissal because it is extremely likely that any award issued in this proceeding will be adequate as to these parties. Again, the subject matter of Tetronics' claims in this proceeding are transfers made by BlueOak to the ATRS and the ADFA—not PMHC. As such, an award issued in this proceeding should be adequate to deal with those transfers.

Finally, the fourth factor is so overwhelmingly in favor of non-dismissal that its consideration should be dispositive on this issue. In this case, Claimant Tetronics will have no remedy at all if this proceeding is dismissed for nonjoinder of PMHC. As agencies of the State of Arkansas, the ATRS and the ADFA are arguably immune to suit in a court of law. Respondents' Brief in Support, p. 7 ("ATRS, the Board and the Authority cannot be added to Tetronics' federal court case against PMHC, meaning that there is no sole venue in which all parties can defend themselves.")². Therefore, if this action is dismissed, their receipt of preferential payments from BlueOak, even subsequent to a multi-million dollar Judgment entered against BlueOak, will be unreachable. If this action is dismissed due to nonjoinder, the ATRS and the ADFA will be allowed to retain improper payments that they should never have received with complete impunity. This factor alone should dictate that this proceeding should not be dismissed for nonjoinder of PMHC. *See Cronney v. Lane*, 99 Ark. App. 346, 352, 260 S.W.3d 316, 321 (2007) (holding the trial court abused its discretion by dismissing case for nonjoinder because it left appellant with no remedy).

In short, Tetronics' claims against the ATRS and the ADFA in this proceeding, and its claims against PMHC in court, are separate claims against separate parties and therefore do not render PMHC an indispensable party to this proceeding. Moreover, even if PMHC were a necessary and indispensable party (which it is not), the Rule 19 factors strongly weigh against dismissal. For these reasons, joinder is improper, and Tetronics respectfully requests denial of Respondents' Motion to Dismiss.

² Notably, Respondents and PMHC (who is represented by the same counsel that represents Respondents) both argue that their separate actions should be dismissed for failure to join a necessary and indispensable party. Respondents and PMHCC concede in both actions that joinder is impossible, and requests that both actions be dismissed. In other words, Respondents and PMHCC argue they should be immune from accepting these fraudulent transfers, leaving Tetronics with no remedy.

II. Tetronics has capacity to bring its claims.

Respondents next argue, without citing to any case law in support, that this proceeding should be dismissed because Tetronics is not authorized to do business in the State of Arkansas, citing Ark. Code Ann. § 4-38-902(b).

However, by its terms, that statute applies only to foreign limited liability companies that are doing business in the State of Arkansas. § 4-38-902(b) provides:

(b) A foreign limited liability company *doing business in this state* may not maintain an action or proceeding in this state unless it is registered to do business in this state.

Id. (emphasis added). The statute is inapplicable to foreign limited liability companies that are not doing business in Arkansas. *Eisenmayer Milling Co. v George E. Shelton Produce Co.*, 176 Ark. 620 (1928) (doing business in-state was an element of a dismissal for failure to register to do business); *Serio v Copeland Holdings, LLC*, 2017 Ark. App. 280 (2017) (material issue of fact as to whether defendant was conducting business in-state precluded summary judgment for failure to comply with former statute 4-32-1007).

Here, Tetronics does not conduct any business in Arkansas (or anywhere else for that matter). Therefore, Ark. Code Ann. § 4-38-902 does not apply to Tetronics, and there is no basis to dismiss Tetronics' claims.

In its Motion, Respondents assert, without any evidence, that at the time of Tetronics' business dealings with BlueOak, it was doing business in the state of Arkansas. Even if this assertion were true (and it is not true), the assertion is irrelevant to the application of Ark. Code Ann. § 4-38-902. It is irrelevant because this current claim is not based on the single transaction

between Tetronics and BlueOak.³ This claim is based exclusively on certain transfers of money between BlueOak and the ATRS (and the ADFA). In its Statement of Claim, Tetronics listed a number of such transfers of money to the ATRS and the dates of those transfers. (*See* Statement of Claim, paragraph 12.) Each of those listed transfers occurred long after Tetronics business dealings with BlueOak terminated. As such, Ark. Code Ann. § 4-38-902 is inapplicable because Tetronics is not currently doing business in the State of Arkansas. However, if this Commission were to look back in time, it should look no further back in time than the dates of the transfers that are the subject of this claim. Tetronics did not transact any business that had any nexus to the State of Arkansas at the time of the transfers that are the subject of this proceeding.

In addition, although Tetronics' single transaction with BlueOak is irrelevant to the application of the statute, Tetronics' single transaction with BlueOak does not constitute "doing business" in the State of Arkansas. Courts construing Ark. Code Ann. § 4-38-902 have distinguished between intrastate commerce and interstate commerce for purposes of determining whether a foreign corporation is "doing business" in the State of Arkansas as that phrase is used in the statute.

In a number of early cases the United States Supreme Court established the doctrine that a foreign corporation engaged solely in interstate commerce cannot be required to qualify to do business in any state in which it conducts activity incidental to its interstate business...Therefore, the question for determination is whether the contracts between [plaintiff] Uncle Ben's and the Arkansas farmers are the product of interstate activities or merely the result of activities which are incidental to the conduct of interstate business by [plaintiff] Uncle Ben's.

³ There was previously a case between Tetronics and BlueOak based on their business transaction, but that case has already resulted in a final, non-appealable Judgment from the U.S. District Court. The present proceeding does not rely in any way on any of the events or underlying facts and circumstances that were present in that prior case.

Uncle Ben's, Inc. v. Crowell, 482 F. Supp. 1149, 1153 (E.D. Ark. 1980) (holding that Uncle Ben's Inc., a foreign corporation not authorized to do business in Arkansas, could maintain action against farmers in Arkansas court because its activities in Arkansas were merely incidental to the conduct of interstate business).

Here, Tetronics' business interaction with BlueOak was its only project with any nexus to Arkansas, and its activities in the course of the BlueOak transaction were merely incidental to interstate business. The ATRS argument based on Ark. Code § 4-38-902 should be rejected for the additional, cumulative reason that the ATRS has not met its burden to prove that Tetronics ever "conducted business" in Arkansas, as that phrase is used in the statute.

If, for any reason, this commission concludes that Tetronics cannot continue this proceeding without registering to do business in Arkansas, then in such event Tetronics requests a brief stay of proceedings for the purpose of seeking such authorization. *Johnny's Pizza House, Inc. v Huntsman*, 311 Ark. 346, 349 (1992) (court is authorized to stay a case for purpose of allowing plaintiff to obtain a certificate of authority to transact business in Arkansas).

For all of these reasons, Respondents' arguments for dismissal under Ark. Code Ann. § 4-38-902(b) must fail.

III. Tetronics' common law claims have not been abrogated by statute.

Respondents argue Tetronics' common law claim for fraudulent transfer should be dismissed because the common law of fraudulent transfers has been displaced by the Uniform Voidable Transactions Act ("AUVTA"), citing Ark. Code Ann. § 4-59-212. That is incorrect, as that statute actually *supports* Tetronics' common law claim for fraudulent transfer. The statute provides:

Unless displaced by the provisions of this subchapter, the principles of law and equity, including the law merchant and the

law relating to principal and agent, estoppel, laches, fraud, misrepresentation, duress, coercion, mistake, insolvency, or other validating or invalidating cause, supplement its provisions.

Id. Elimination of the middle clauses make the meaning of the statute clearer:

Unless displaced by the provisions of this subchapter, *the principles of law and equity...supplement its provisions.*

Id. (emphasis added.)

In other words, the statute relied upon by Respondents actually incorporates the common law principles of law and equity into the text of the AUVTA.

The Supreme Court of Arkansas has specifically held that common law fraudulent transfer claims traditionally sound in equity: “[f]raudulent-transfer claims resound in equity and typically were held before a chancellor.” *National Bank of Ark. v River Crossing Partners, LLC*, 2011 Ark. 475 (2011). When the AUVTA incorporates “the principles of law and equity” to supplement its provisions, it also invites supplementation with common law claims for fraudulent transfer sounding in equity.

Moreover, there is nothing in the AUVTA that specifically displaces common law remedies for fraudulent transfers. The fact that the AUVTA addresses the same general subject matter as is addressed by a common law claim for fraudulent transfer does not mean that the AUVTA displaces the very common law principles of law and equity that the AUVTA expressly invites into its text. Because the AUVTA does not displace the common remedy for fraudulent transfers, Tetronics’ cause of action for Common Law Fraudulent Transfers should not be dismissed.

Finally, regarding Respondents’ argument that Tetronics’ claims under Ark. Code Ann. § 4-59-205(b) are time barred, Tetronics does not seek to avoid any transfers that are barred by the applicable statutes of limitations.

IV. Conclusion.

For all of the foregoing reasons, Tetronics respectfully requests this Commission deny Respondents' Motion in its entirety. Tetronics also respectfully requests this Commission deny Respondents' alternative request for a stay of proceedings since (i) Respondents have not cited any justification or authority for such a stay, (ii) there is no justification or authority for such a stay (for many of the same reasons discussed above why PMHC is not an indispensable party to this case), and (iii) Tetronics would be harmed by a stay of proceedings by delaying its access to the satisfaction of its judgment that it is entitled to.

Respectfully submitted,

/s/ Darby V. Doan

Darby V. Doan

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ATTORNEYS FOR CLAIMANT

CERTIFICATE OF SERVICE

The undersigned certifies that, on June 20, 2022, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail.

/s/ Darby V. Doan

Darby V. Doan

EXHIBIT 1

1. Defendant BlueOak Arkansas LLC is ordered to pay Tetronics the sum of £2,111,392 as damages for breach of contract.
2. BlueOak is ordered to pay to Tetronics the sum of £3,080,000 as damages for a wrongful draw on a bond.
3. BlueOak is ordered to pay to Tetronics pre-award interest in the amount of £503,810.
4. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$850,000 (USD) for legal and other costs.
5. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$141,100 (USD) for arbitration costs and fees.

IT IS SO ORDERED THIS 28th DAY OF SEPTEMBER, 2020.

/s/Susan Webber Wright
UNITED STATES DISTRICT JUDGE

From: [Tim Foster](#)
To: [ASCC Pleadings](#)
Cc: [Darby Doan](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#); [Cole Riddell](#)
Subject: RE: Tetronics v. ATRS, et. al - Claim No. 221189
Date: Wednesday, June 22, 2022 2:31:40 PM
Attachments: [2022-06-22 - Tetronics" Response to ADFA"s Motion to Dismiss.pdf](#)

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Good afternoon,

Attached please find Claimants' Response to Respondent ADFA's Motion to Dismiss or, in the Alternative, Motion to Stay Proceedings.

Thanks,
Tim

TIM FOSTER | Litigation Paralegal
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**CLAIMANT’S RESPONSE TO RESPONDENT ADFA’S MOTION TO DISMISS OR, IN
THE ALTERNATIVE, MOTION TO STAY PROCEEDINGS**

Plaintiff Tetronics (International) Limited—In Liquidation (hereafter, “Tetronics”) respectfully requests the Commission deny Respondent Arkansas Development Finance Authority’s (“ADFA” or “Respondent”) Motion to Dismiss in its entirety.

Tetronics previously secured a multi-million dollar Judgment against BlueOak Arkansas, LLC (“BlueOak”) in the U.S. District Court for the Eastern District of Arkansas. Exhibit 1. The Judgment was issued on September 28, 2020. *Id.* The ADFA and the Arkansas Teacher Retirement System (“ARTS”) are or were at all relevant times, directly or indirectly, members of and investors in BlueOak. This action seeks an award of distributions made by BlueOak to the ADFA and the ARTS when the funds distributed should have been paid to Tetronics as a judgment creditor of BlueOak.

Upon demand for payment of the Judgment and the underlying arbitral award, BlueOak claimed it was insolvent. After the issuance of the Judgment, BlueOak made hundreds of thousands of dollars in distributions to its various members including, specifically, the ADFA. It would be utterly unjust to permit the ADFA to accept hundreds of thousands of dollars in distributions made by a purportedly insolvent parent entity in the face of known creditor claims.

In its Motion to Dismiss (“Motion”), the ADFA raises multiple arguments to dismiss Tetronics’ claims for technical reasons that have nothing to do with the essential unfairness of its conduct.¹ None of the Respondent’s arguments, however, support dismissal of Tetronics’ claims.

I. Joinder is improper here, and the non-joinder of PMHC does not require dismissal of this claim.

A. PMHC is not a “necessary party” to this action.

Tetronics’ claims against the ADFA in this proceeding are simple and are not inextricably intertwined with the claim made by Tetronics against Pinnacle Mountain Holding Company IV LLC (“PMHC”) in federal court. They are separate claims involving separate funds and separate damages. In short, Tetronics is seeking to avoid any distributions by BlueOak to its members in the face of known claims for damages asserted by Tetronics. Tetronics has reviewed evidence that BlueOak made distributions to the ADFA, the ATRS, and/or PMHC, presumably ratably. Tetronics actions to recover these separate distributions to separate members of BlueOak need not be joined in a single action.

Indeed, if Tetronics sought to avoid distributions made to other BlueOak members that are domiciled in States other than Arkansas, Tetronics would have to file several actions in

¹ The ADFA’s Motion is almost identical to the motion papers filed by the ATRS and the Board. As a consequence, this Response is almost identical to Tetronics’ Response to the ATRS and Board’s motion.

several different States in order to obtain personal jurisdiction over the various members of BlueOak. But no one would suggest that an action in Florida against one member of BlueOak must be dismissed because it is “inextricably linked” with an action against the ADFA pending in Arkansas. Likewise, there is no reason that two separate actions to recover fraudulent conveyances made to different members of BlueOak must proceed in a single action or not at all.

Respondent argues that PMHC is a necessary and indispensable party under Rule 19 because Tetronics purportedly alleges that the ATRS, the ADFA, and PMHC conspired together to obtain the challenged distributions, and that because they are alleged joint tort-feasors, they are all indispensable parties. This is incorrect.

First, PMHC is not a necessary party. Necessary parties are those who are “within the jurisdiction of the court.” *Div. 525, Ord. of Ry. Conductors of Am. v. Gorman*, 133 F.2d 273, 276 (8th Cir. 1943). Here, it is undisputed that PMHC is not within the jurisdiction of the Claims Commission. Respondent’s Brief in Support, p. 5 (“PMHC cannot be joined as a party to this action because the Commission does not have jurisdiction over it.”). Moreover, the Arkansas Supreme Court has clearly stated “joinder is proper only as to a person subject to service of process . . .” *Taylor v. Zanone Props.*, 342 Ark. 465, 473, 30 S.W.3d 74, 78 (2000); Ark. R. Civ. P. 19(a) (“A person who is subject to service of process shall be joined . . .”); *Young v. Miller Truck Lines, LLC*, No. 2:10-CV-02200, 2012 WL 609374, at *1 (W.D. Ark. Feb. 24, 2012) (holding joinder is only proper when the party to be joined is subject to service of process and subject to personal jurisdiction of the court.). As such, PMHC is not a necessary party, and joinder is not proper.

Second, even if PMHC was a necessary party, it is not indispensable. Joint tort-feasors are merely permissive parties to an action, they are not indispensable. *Field v Volkswagenwerk*

AG, 626 F.2d 293, 298 & note 7 (3rd Cir. 1980). In that case, the court held that even where joint liability is alleged, such alleged joint liability does not make a party indispensable:

VWAG asserts that the possibility that Ivana is a joint tort-feasor is sufficient to establish her indispensability. But joint tort-feasors are merely permissive parties to an action, they are not indispensable. As the Court of Appeals for the Fifth Circuit recently held, “Rule 19, as amended in 1966, was not meant to unsettle the well-established authority to the effect that joint tort-feasors or coconspirators are not persons whose absence from a case will result in dismissal for nonjoinder.

Id. See also *St. Vincent Infirmary Med. Ctr. v. Shelton*, 2013 Ark. 38, 10–11, 425 S.W.3d 761, 768 (2013) (“joint tortfeasors are not considered to be necessary or indispensable parties, as all potential tortfeasors are not required to be named as defendants in a single lawsuit.”); § 1623 Application of Rule 19 in Particular Actions and Proceedings—Torts and Workers’ Compensation, 7 Fed. Prac. & Proc. Civ. § 1623 (3d ed.) (“coconspirators, like other joint tortfeasors, will not be required to be joined under Rule 19(b) if their joinder is not feasible.”).

In this proceeding, Tetronics seeks avoidance of a series of payments made by BlueOak to the ADFA. Tetronics also seeks avoidance of a separate series of payments made by BlueOak to the ATRS. Finally, in a court proceeding pending in the U.S. District Court, Tetronics seeks avoidance of a separate series of payments made by BlueOak to PMHC. In its Brief in Support, the Respondent’s assert that Tetronics’ Complaint in court against PMHC seeks to avoid “the purported transfer of the exact same funds” as are being challenged in this proceeding. (Respondent’s Brief in Support, p. 5.) This is incorrect. Tetronics separately challenges any “preference” payments that were separately made by BlueOak to three different entities.

Tetronics' challenge to these separate payments can easily be adjudicated in separate legal proceedings without any prejudice to any party.²

The mere fact that the ATRS, the ADFA, and PMHC may each have been members of BlueOak, and the mere fact that they all presumably received distributions from BlueOak, does not require that challenges to those distributions must be adjudicated in a single proceeding.

The bottom line is that Tetronics asserts a claim against the ADFA for payments made to it, Tetronics asserts a separate claim against the ATRS for payments made to it, and Tetronics asserts a separate claim against PMHC for payments made to it. These are separate claims seeking separate damages. PMHC is not necessary to adjudicate whether payments made to the ATRS or the ADFA should be avoided. Indeed, joinder is improper here because PMHC is not subject to the Commission's jurisdiction, not subject to service of process, and not a necessary party. As such, this claim cannot be dismissed for failure to join PMHC.

B. Even if PMHC were a necessary party and joinder was proper, the case should not be dismissed under ARCP 19(b)'s four factors.

Even if joinder was proper (which it is not) and PMHC was determined to be an indispensable party (which it is not), Rule 19 lists four factors to be considered in order to determine whether to dismiss an action where an indispensable party cannot be joined. The four factors are:

- (1) To what extent a judgment rendered in the person's absence might be prejudicial to him or those already parties;
- (2) the extent to which, by protective provisions in the judgment, by the shaping of relief, or other measures, the prejudice can be lessened or avoided;
- (3) whether a judgment rendered in the person's absence

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will be adequate; (4) whether the plaintiff will have an adequate remedy if the action is dismissed for nonjoinder.

Ark. R. Civ. P. 19(b). All of these factors call for *not* dismissing this proceeding.

First, the issuance of an award in this proceeding will not be prejudicial to any party. No party will suffer any prejudice as a result of PMHC's nonjoinder. Again, in this proceeding, Tetronics seeks to set aside transfers to the ADFA—not PMHC. An award that sets aside transfers to the ADFA should have no impact on PMHC, and vice versa. In addition, Respondent has not identified any concrete, specific prejudice that they believe will result if this proceeding proceeds to an award.

The second factor also favors non-dismissal. Many forms of protective provisions in an award issued by this Commission are available to guard against any feared, nonpretextual concerns of prejudice. For example, if Respondent or PMHC is concerned that fact findings in this proceeding may become binding on PMHC, any award that is issued can expressly disclaim estoppel effect on PMHC. The availability of protective provisions also militates in favor of non-dismissal.

The third factor weighs against dismissal because it is extremely likely that any award issued in this proceeding will be adequate as to these parties. Again, the subject matter of Tetronics' claims in this proceeding are transfers made by BlueOak to the ATRS and the ADFA—not PMHC. As such, an award issued in this proceeding should be adequate to deal with those transfers.

Finally, the fourth factor is so overwhelmingly in favor of non-dismissal that its consideration should be dispositive on this issue. In this case, Claimant Tetronics will have no remedy at all if this proceeding is dismissed for nonjoinder of PMHC. As agencies of the State of Arkansas, the ATRS and the ADFA are arguably immune to suit in a court of law.

Respondent's Brief in Support, p. 8 ("...ATRS, the Board and the Authority cannot be added to Tetronics' federal court case against PMHC, meaning that there is no sole venue in which all parties can defend themselves.")³. Therefore, if this action is dismissed, the ADFA's receipt of preferential payments from BlueOak, even subsequent to a multi-million dollar Judgment entered against BlueOak, will be unreachable. If this action is dismissed due to nonjoinder, the ATRS and the ADFA will be allowed to retain improper payments that they should never have received with complete impunity. This factor alone should dictate that this proceeding should not be dismissed for nonjoinder of PMHC. *See Cronney v. Lane*, 99 Ark. App. 346, 352, 260 S.W.3d 316, 321 (2007) (holding the trial court abused its discretion by dismissing case for nonjoinder because it left appellant with no remedy).

In short, Tetronics' claims against the ATRS and the ADFA in this proceeding, and its claims against PMHC in court, are separate claims against separate parties and therefore do not render PMHC an indispensable party to this proceeding. Moreover, even if PMHC were a necessary and indispensable party (which it is not), the Rule 19 factors strongly weigh against dismissal. For these reasons, joinder is improper, and Tetronics respectfully requests denial of Respondent's Motion.

II. Tetronics has capacity to bring its claims.

Respondent next argues, without citing to any case law in support, that this proceeding should be dismissed because Tetronics is not authorized to do business in the State of Arkansas, citing Ark. Code Ann. § 4-38-902(b).

³ Notably, the ADFA, the ATRS, the Board, and PMHC (who shares counsel with the ATRS and the Board) all argue that their separate actions should be dismissed for failure to join a necessary and indispensable party. Respondents and PMHCC concede in both actions that joinder is impossible, and requests that both actions be dismissed. In other words, Respondents and PMHCC argue they should be immune from liability for accepting these fraudulent transfers, leaving Tetronics with no remedy.

However, by its terms, that statute applies only to foreign limited liability companies that are doing business in the State of Arkansas. § 4-38-902(b) provides:

(b) A foreign limited liability company *doing business in this state* may not maintain an action or proceeding in this state unless it is registered to do business in this state.

Id. (emphasis added). The statute is inapplicable to foreign limited liability companies that are not doing business in Arkansas. *Eisenmayer Milling Co. v George E. Shelton Produce Co.*, 176 Ark. 620 (1928) (doing business in-state was an element of a dismissal for failure to register to do business); *Serio v Copeland Holdings, LLC*, 2017 Ark. App. 280 (2017) (material issue of fact as to whether defendant was conducting business in-state precluded summary judgment for failure to comply with former statute 4-32-1007).

Here, Tetronics does not conduct any business in Arkansas (or anywhere else for that matter). Therefore, Ark. Code Ann. § 4-38-902 does not apply to Tetronics, and there is no basis to dismiss Tetronics' claims.

In its Motion, Respondent asserts, without any evidence, that at the time of Tetronics' business dealings with BlueOak, it was doing business in the state of Arkansas. Even if this assertion were true (and it is not true), the assertion is irrelevant to the application of Ark. Code Ann. § 4-38-902. It is irrelevant because this current claim is not based on the single transaction between Tetronics and BlueOak.⁴ This claim is based exclusively on certain transfers of money between BlueOak and the ADFA (and the ATRS). In its Statement of Claim, Tetronics listed a

⁴ There was previously a case between Tetronics and BlueOak based on their business transaction, but that case has already resulted in a final, non-appealable Judgment from the U.S. District Court. The present proceeding does not rely in any way on any of the events or underlying facts and circumstances that were present in that prior case.

number of such transfers of money to the ATRS and the dates of those transfers.⁵ (*See* Statement of Claim, paragraph 12.) Each of those listed transfers occurred long after Tetronics' business dealings with BlueOak terminated. As such, Ark. Code Ann. § 4-38-902 is inapplicable because Tetronics is not currently doing business in the State of Arkansas. However, if this Commission were to look back in time, it should look no further back in time than the dates of the transfers that are the subject of this claim. Tetronics did not transact any business that had any nexus to the State of Arkansas at the time of the transfers that are the subject of this proceeding.

In addition, although Tetronics' single transaction with BlueOak is irrelevant to the application of the statute, Tetronics' single transaction with BlueOak does not constitute "doing business" in the State of Arkansas. Courts construing Ark. Code Ann. § 4-38-902 have distinguished between intrastate commerce and interstate commerce for purposes of determining whether a foreign corporation is "doing business" in the State of Arkansas as that phrase is used in the statute.

In a number of early cases the United States Supreme Court established the doctrine that a foreign corporation engaged solely in interstate commerce cannot be required to qualify to do business in any state in which it conducts activity incidental to its interstate business...Therefore, the question for determination is whether the contracts between [plaintiff] Uncle Ben's and the Arkansas farmers are the product of intrastate activities or merely the result of activities which are incidental to the conduct of interstate business by [plaintiff] Uncle Ben's.

Uncle Ben's, Inc. v. Crowell, 482 F. Supp. 1149, 1153-1154 (E.D. Ark. 1980) (holding that Uncle Ben's Inc., a foreign corporation not authorized to do business in Arkansas, could

⁵ Respondent asserts in its Brief that Tetronics provides no detail on what entity received which distributions. This is because Tetronics does not know the amount or date of distributions to the ADFA or PMHC. Tetronics knows that certain distributions listed in paragraph 12 of its Claim were made to the ATRS and presumably ADFA received distributions at or near the same dates, ratably according to its membership interest in BlueOak.

maintain action against farmers in Arkansas court because its activities in Arkansas were merely incidental to the conduct of interstate business).

Here, Tetronics' business interaction with BlueOak was its only project with any nexus to Arkansas, and its activities in the course of the BlueOak transaction were merely incidental to interstate business. The ADFA argument based on Ark. Code § 4-38-902 should be rejected for the additional, cumulative reason that the ADFA has not met its burden to prove that Tetronics ever "conducted business" in Arkansas, as that phrase is used in the statute.

If, for any reason, this commission concludes that Tetronics cannot continue this proceeding without registering to do business in Arkansas, then in such event Tetronics requests a brief stay of proceedings for the purpose of seeking such authorization. *Johnny's Pizza House, Inc. v Huntsman*, 311 Ark. 346, 349 (1992) (court is authorized to stay a case for purpose of allowing plaintiff to obtain a certificate of authority to transact business in Arkansas).

For all of these reasons, Respondent's arguments for dismissal under Ark. Code Ann. § 4-38-902(b) must fail.

III. Tetronics' common law claims have not been abrogated by statute.

Respondent argues Tetronics' common law claim for fraudulent transfer should be dismissed because the common law of fraudulent transfers has been displaced by the Uniform Voidable Transactions Act ("AUVTA"), citing Ark. Code Ann. § 4-59-212. That is incorrect, as that statute actually *supports* Tetronics' common law claim for fraudulent transfer. The statute provides:

Unless displaced by the provisions of this subchapter, the principles of law and equity, including the law merchant and the law relating to principal and agent, estoppel, laches, fraud, misrepresentation, duress, coercion, mistake, insolvency, or other validating or invalidating cause, supplement its provisions.

Id. Elimination of the middle clauses make the meaning of the statute clearer:

Unless displaced by the provisions of this subchapter, *the principles of law and equity...supplement its provisions.*

Id. (emphasis added.)

In other words, the statute relied upon by Respondent actually incorporates the common law principles of law and equity into the text of the AUVTA.

The Supreme Court of Arkansas has specifically held that common law fraudulent transfer claims traditionally sound in equity: “[f]raudulent-transfer claims resound in equity and typically were held before a chancellor.” *National Bank of Ark. v River Crossing Partners, LLC*, 2011 Ark. 475, 10 (2011). When the AUVTA incorporates “the principles of law and equity” to supplement its provisions, it also invites supplementation with common law claims for fraudulent transfer sounding in equity.

Moreover, there is nothing in the AUVTA that specifically displaces common law remedies for fraudulent transfers. The fact that the AUVTA addresses the same general subject matter as is addressed by a common law claim for fraudulent transfer does not mean that the AUVTA displaces the very common law principles of law and equity that the AUVTA expressly invites into its text. Because the AUVTA does not displace the common remedy for fraudulent transfers, Tetronics’ cause of action for Common Law Fraudulent Transfers should not be dismissed.

Finally, regarding Respondent’s argument that Tetronics’ claims under Ark. Code Ann. § 4-59-205(b) are time barred, Tetronics does not seek to avoid any transfers that are barred by the applicable statutes of limitations.

IV. Conclusion.

For all of the foregoing reasons, Tetronics respectfully requests this Commission deny Respondent's Motion in its entirety. Tetronics also respectfully requests this Commission deny Respondent's alternative request for a stay of proceedings since (i) Respondent has not cited any justification or authority for such a stay, (ii) there is no justification or authority for such a stay (for many of the same reasons discussed above why PMHC is not an indispensable party to this case), and (iii) Tetronics would be harmed by a stay of proceedings by delaying its access to the satisfaction of its judgment that it is entitled to.

Respectfully submitted,

/s/ Darby V. Doan

Darby V. Doan

Arkansas Bar No. 96064

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ATTORNEYS FOR CLAIMANT

CERTIFICATE OF SERVICE

The undersigned certifies that, on June 22, 2022, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail.

/s/ Darby V. Doan

Darby V. Doan

EXHIBIT 1

1. Defendant BlueOak Arkansas LLC is ordered to pay Tetronics the sum of £2,111,392 as damages for breach of contract.
2. BlueOak is ordered to pay to Tetronics the sum of £3,080,000 as damages for a wrongful draw on a bond.
3. BlueOak is ordered to pay to Tetronics pre-award interest in the amount of £503,810.
4. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$850,000 (USD) for legal and other costs.
5. BlueOak (jointly with affiliate BlueOak Resources) is ordered to pay Tetronics \$141,100 (USD) for arbitration costs and fees.

IT IS SO ORDERED THIS 28th DAY OF SEPTEMBER, 2020.

/s/Susan Webber Wright
UNITED STATES DISTRICT JUDGE

From: [Hannah Howard](#)
To: [ASCC Pleadings](#); ddoan@haltomdoan.com; mhornok@haltomdoan.com; criddell@haltomdoan.com
Cc: julius.gerard@arkansasag.gov; [Danielle Owens](#); [Dylan Potts](#)
Subject: Tetronics v. ATRS, et. al - Claim No. 221189
Date: Monday, June 27, 2022 2:04:46 PM
Attachments: [image001.jpg](#)
[Reply to MTD.Final.pdf](#)

You don't often get email from howard@gill-law.com. [Learn why this is important](#)

Good afternoon,

Attached please find Respondents', ATRS and the Board of Trustees of ATRS, Reply to Tetronics Response to the Motion to Dismiss filed today with the Commission.

Regards,

Hannah Webb Howard | Attorney

Gill Ragon Owen, P.A.

425 West Capitol Ave., Ste. 3800, Little Rock, AR 72201

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Arkansas
State Claims Commission

JUN 27 2022

RECEIVED

BEFORE THE ARKANSAS STATE CLAIMS COMMISSION

TETRONICS (INTERNATIONAL) LIMITED-
IN LIQUIDATION

CLAIMANT

VS.

CLAIM NO. 221189

ARKANSAS TEACHER RETIREMENT SYSTEM,
BOARD OF TRUSTEES OF THE ARKANSAS
TEACHER RETIREMENT SYSTEM, AND ARKANSAS
DEVELOPMENT FINANCE AUTHORITY

RESPONDENTS

**REPLY TO CLAIMANT’S RESPONSE
TO ATRS’ MOTION TO DISMISS OR, IN THE ALTERNATIVE
MOTION TO STAY PROCEEDINGS**

Comes now Separate Respondents, Arkansas Teacher Retirement System and the Board of Trustees of the Arkansas Teacher Retirement System (collectively “ATRS”), by and through their attorneys, Gill Ragon Owen, P.A., and for their Reply to Claimant’s, Tetronics (International) Limited in Liquidation (“Tetronics”), Response to Respondents’ Motion to Dismiss or in the Alternative, Motion to Stay Proceedings (“Motion”), state as follows:

1. **This action must be dismissed for failure to join PMHC as an indispensable party.**
 - a. **The Commission’s lack of jurisdiction over PMHC confirms that this action must be dismissed.**

Tetronics posits that Pinnacle Mountain Holding Company IV LLC (“PMHC”) is not a necessary party because this Commission does not have jurisdiction over PMHC. However, this Commission need not have jurisdiction over PMHC in order to dismiss this Claim for failure to join PMHC as an indispensable party. Instead, the Commission’s lack of jurisdiction over PMHC is proper justification for dismissing this action.

A party can be necessary and indispensable while at the same time not subject to the jurisdiction of the tribunal. *See Bailey v. Bayer CropScience L.P.*, 563 F.3d 302, 308 (8th Cir. 2009). Stated another way, jurisdiction is not a threshold requirement for a party to be necessary

to an action. Instead, lack of jurisdiction over a necessary party requires dismissal if that party is indispensable. *See Bailey*, 563 F.3d at 308.

The fact that “joinder is proper only as to a person subject to service of process,” means that a court can only join a necessary party if that party is otherwise subject to service of process. *See Taylor v. Zanone Props.*, 342 Ark. 465, 473, 30 S.W.3d 74, 78 (2000). If that party is not subject to service of process, the Commission cannot compel joinder, meaning that the Commission must then consider whether to dismiss the action under Rule 19(b). As a result, the fact that the Commission doesn’t have jurisdiction over PMHC does not change the fact that PMHC is necessary and indispensable. Instead, it confirms that PMHC cannot be joined to this action, and thus, this Commission must decide whether to dismiss this Claim under Rule 19 or proceed in PMHC’s absence. ATRS maintains that this claim must be dismissed.

b. Tetronics does not allege that ATRS and PMHC are joint tortfeasors.

Tetronics has not brought tort claims against ATRS and/or PMHC, and thus, Tetronics’ assertion that ATRS and PMHC are joint tortfeasor and thus, not necessary and indispensable fails.

Tetronics seeks to avoid a series of payments made from BlueOak to ATRS under the Arkansas Uniform Voidable Transfers Act (the “AUVTA”).¹ However, a cause of action to set aside a transaction under the AUVTA is not a tort. The AUVTA is a statutory scheme that offers a creditor the ability to set aside certain transfers made by a debtor. As the Uniform Law Commission explained in its commentary to the AUVTA, “[f]raud is not, and never has been, a necessary element of a claim for relief under the Act.” Ark. Code Ann. § 4-59-215 (cmt). The AUVTA does not sound in tort and otherwise, has no tortious component. As a result, PMHC and

¹ As described in ATRS’s Brief in Support of its Motion and in Section 3 *infra* Tetronics’ separate claim for Common Law Fraudulent Transfer must be dismissed and thus, cannot be grounds to claim PMHC and ATRS are joint tortfeasors.

the Respondents are not joint tortfeasors and Tetronics' arguments that such theory precludes dismissal under Rule 19 fails.

c. Rule 19 otherwise requires that the Claim be dismissed.

The remaining considerations under Rule 19 confirm this Claim should be dismissed. First, despite Tetronics attempt to claw back the nature of its allegations, Tetronics has not alleged “separate claims seeking separate damages” against the Respondents and PMHC (Tetronics' Resp. p. 6), and instead alleges that the Respondents and PMHC “conspired” *together* to fraudulently convey \$2,797,698.00. (PMHC Complaint² ¶ 18, 24, 26, fn. 1; Tetronics' Claim ¶ 15, 21, 23).

Second, the factors under Rule 19(b) lend support to Respondents' position that this action should be dismissed rather than allowed to proceed in PMHC's absence. Namely, Tetronics will not be without an opportunity to seek a remedy as it is still seeking relief in Federal District Court for the transfer of the exact same funds, in the exact same amount, transferred as part of the same transactions. *See* (PMHC Complaint ¶ 15, Claim ¶ 12). Thus, any claim that Tetronics is without a remedy is inaccurate. As such, this Claim cannot proceed in “equity and good conscious” without PMHC.

2. Tetronics has no capacity to bring this Claim because it failed to register to do business in Arkansas.

Tetronics asserts that Ark. Code Ann. § 4-38-902 does not bar this action because Tetronics is not *currently* doing business in Arkansas; the transactions that Tetronics seeks to set aside are between BlueOak and ATRS *not* ATRS and Tetronics; and Tetronics' dealings with BlueOak did not amount to “doing business” in Arkansas. All of these arguments fail.

² PMHC Complaint refers to the Complaint filed in *Tetronics (International) Limited—In Liquidation v. Pinnacle Mountain Holding Company IV, LLC*, Case No. 4:22-cv-365-KGB.

First, to the extent that Tetronics is not currently doing business in Arkansas, this does not remedy or otherwise excuse Tetronics failure to register in Arkansas when it was doing business in this State, nor can a mere lapse in time be allowed to nullify Ark. Code Ann. § 4-38-902. Allowing such a practice would authorize foreign companies to exploit Arkansas and its resources so that it reaps all the benefits of transacting business in this State, while offering nothing in return. This cannot stand. If Tetronics was doing business in Arkansas *at any time* it was obligated to register with the Secretary of State, and its failure to do so precludes it from now bringing suit in this State. *See* Ark. Code Ann. § 4-38-902.

For this same reason, if Tetronics was ever “doing business” in Arkansas it is irrelevant that the transactions it seeks to set aside is between ATRS and BlueOak. Nothing in Ark. Code Ann. § 4-38-209 tethers its obligations to the nature of the cause of action that a foreign company brings. If Tetronics did business in Arkansas without registering with the Secretary of State, it lacks capacity to maintain this action.

Finally, Tetronics asserts that its dealings with BlueOak were its only dealings in Arkansas and, thus, merely incidental to Tetronics’ interstate activities. However, even a single transaction in this State can render a company “doing business” here whenever at least some of the work and business in a transaction is done in Arkansas, which are separate and distinct from any interstate commerce. *Kan. City Structural Steel Co. v. Arkansas*, 269 U.S. 148, 151-52, 46 S. Ct. 59, 60-61 (1925) (confirming the Supreme Court of Arkansas’s holding in *Kan. City Structural Steel Co. v. State*, 161 Ark. 483, 486, 256 S.W. 845, 845 (1923)). Tetronics was not, and has not ever been, registered to do business in this state and thus, lacks capacity to bring this Claim.

3. Fraudulent Transfers

As pled by Tetronics, its claim for common law “fraudulent” transfer is entirely subsumed—and thus, displaced—by the AUVTA. A separate cause of action for fraudulent transfer does not add to or act as a continuation of the AUVTA. Instead, the AUVTA wholly supplants any common law cause of action for same. While it’s true that the AUVTA incorporates common law principles, it also supersedes and replaces anything it displaces. *See* Ark. Code Ann. § 4-59-212. The AUVTA governs whether and to what extent a transfer made “with actual intent to hinder, delay, or defraud any creditor of the debtor” or those made without an adequate exchange in value can be avoided. *See* Ark. Code Ann. § 4-59-204. Thus, as a cause of action that seeks to set aside a transfer because of a party’s intent to “delay, hinder, or defraud creditors” (Tetronics Claim ¶ 32) or lack of “substantial consideration” (Tetronics’ Claim ¶ 31) a claim for fraudulent transfer does not supplement the AUVTA. It falls squarely within, and is thus displaced by the AUVTA.

WHEREFORE, Separate Respondents, Arkansas Teacher Retirement System and the Board of Trustees of the Arkansas Teacher Retirement System, respectfully request that this Commission dismiss Tetronics’ Claim against them, with prejudice, and to award to them all other just and proper relief to which they are entitled. Alternatively, if the Commission allows any of the Tetronics’ claims to proceed, Separate Respondents request that this Commission stay this proceeding until the PMHC Complaint is fully adjudicated by the U.S. District Court for the Eastern District of Arkansas.

Respectfully submitted,

GILL RAGON OWEN, P.A.
Dylan H. Potts, Ark. Bar No. 2001258
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**Attorneys for Arkansas Teacher Retirement System and
Board of Trustees of the Arkansas Teacher Retirement
System**

CERTIFICATE OF SERVICE

I hereby certify that on this 27th day of June, 2022, a copy of the foregoing was served via email and regular mail to the following:

Mariah L. Hornok
Darby V. Doan
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Julius J. Gerard
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, Arkansas 72201
Julius.gerald@arkansasag.gov

From: [Kathryn Irby](#)
To: [Cole Riddell](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Wednesday, September 7, 2022 1:13:00 PM
Attachments: [Tetronics \(International\) v. ADFA and ATRS -- hearing ltr.pdf](#)

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

ARKANSAS STATE CLAIMS COMMISSION

(501) 682-1619
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KATHRYN IRBY
DIRECTOR

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LITTLE ROCK, ARKANSAS
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September 7, 2022

Mr. Dylan H. Potts
Ms. Danielle W. Owens
Ms. Hannah Howard
Gill Ragon Owen, P.A.
425 West Capitol Avenue, Suite 3800
Little Rock, Arkansas 72201

(via email)

Ms. Mariah L. Hornok
Ms. Darby V. Doan
Mr. Cole Riddell
Haltom & Doan
6500 Summerhill Road, Suite 100
Texarkana, Texas 75503

(via email)

Mr. Julius J. Gerard
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, Arkansas 72201

(via email)

RE: ***Tetronics (International) Limited – In Liquidation v. Arkansas Development Finance Authority and Arkansas Teacher Retirement System***
Claim No. 221189

Dear Counselors,

The Claims Commission has scheduled a hearing on the pending motions on **Friday, January 20, 2023**, beginning at 9:00 a.m. All parties will attend via Zoom. The Zoom invitation can be found on the next page.

As this is a motion hearing, no additional prehearing documents are requested.

Sincerely,

Kathryn Irby

ES: kmirby

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: Jan 20, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

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From: [Kathryn Irby](#)
To: [Cole Riddell](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Tuesday, October 25, 2022 3:10:00 PM

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
 101 East Capitol Avenue, Suite 410
 Little Rock, Arkansas 72201
 (501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
 Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUUnZUclhSUE8wS2ZLOGVpZz09>

Meeting ID: 875 7909 1104

Passcode: 6EPTmJ

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+1 929 436 2866 US (New York)

+1 301 715 8592 US (Washington DC)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US
+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/j/kd3oe4TIYF>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Kathryn Irby](#)
To: [Cole Riddell](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Tuesday, January 31, 2023 12:38:00 PM

Counselors, **this hearing has been moved from February 10 to February 9, 2023.** The start time of the hearing will remain 9 a.m., although there are a number of matters set for that time. As stated previously, please log on no later than 8:55 a.m. to do a quick sound check. The new Zoom invitation is set out below.

If the February 9 date is unworkable for any party, please let me know, and I can move this hearing to the next available docket spot.

Thanks,
Kathryn Irby

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 9, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09>

Meeting ID: 839 9126 3511

Passcode: x9RGig

One tap mobile

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+16469313860,,83991263511#,,,,*974920# US

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+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

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+1 386 347 5053 US

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+1 564 217 2000 US

+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 689 278 1000 US

Meeting ID: 839 9126 3511

Passcode: 974920

Find your local number: <https://us06web.zoom.us/j/83991263511>

From: Kathryn Irby

Sent: Tuesday, October 25, 2022 3:10 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUnZUclhSUE8wS2ZLOGVpZz09>

Meeting ID: 875 7909 1104

Passcode: 6EPTmJ

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+13126266799,,87579091104#,,,,*124942# US (Chicago)

Dial by your location

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+1 312 626 6799 US (Chicago)
+1 646 931 3860 US
+1 929 436 2866 US (New York)
+1 301 715 8592 US (Washington DC)
+1 253 215 8782 US (Tacoma)
+1 346 248 7799 US (Houston)
+1 360 209 5623 US
+1 386 347 5053 US
+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/j/kd3oe4TIYF>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Kathryn Irby](#)
To: [Jay Gerard](#); [Cole Riddell](#); [Dylan Potts](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Tuesday, January 31, 2023 3:50:00 PM

Sure – I have space on the docket on **May 19 at 9:00 a.m.** I have moved this claim to that date. The new Zoom link is below.

Thanks,
Kathryn

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: May 19, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/86985320722?pwd=dHJPUHZHdEdlaExsUXBOT2FOT2t2UT09>

Meeting ID: 869 8532 0722

Passcode: hZ468v

One tap mobile

+13092053325,,86985320722#,,,,*572710# US

+13126266799,,86985320722#,,,,*572710# US (Chicago)

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+1 312 626 6799 US (Chicago)

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+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 507 473 4847 US

+1 564 217 2000 US

+1 669 444 9171 US

Meeting ID: 869 8532 0722

Passcode: 572710

Find your local number: <https://us06web.zoom.us/j/kPTz16J8F>

From: Jay Gerard <julius.gerard@arkansasag.gov>
Sent: Tuesday, January 31, 2023 3:48 PM
To: Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

No objection from ADFA

Get [Outlook for iOS](#)

From: Cole Riddell <criddell@haltomdoan.com>
Sent: Tuesday, January 31, 2023 3:46:03 PM
To: Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: RE: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

EXTERNAL EMAIL

Dylan and Kathryn,

No objection from Tetronics to rescheduling.

Cole

COLE RIDDELL | **HALTOM & DOAN** | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email: criddell@haltomdoan.com
 Office Locations: Texarkana | Tyler | Plano | Marshall

The preceding email message may be confidential or protected by the attorney-client privilege. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this message in error, please (i) do not read it, (ii) reply to the sender that you received the message in error, and (iii) erase or destroy the message. Legal advice contained in the preceding message is solely for the benefit of the HALTOM & DOAN client(s) represented by the Firm in the particular matter that is the subject of this message, and may not be relied upon by any other party.

From: Dylan Potts <dpotts@gill-law.com>
Sent: Tuesday, January 31, 2023 3:45 PM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Cole Riddell <criddell@haltomdoan.com>; Darby Doan <ddoan@haltomdoan.com>; Tim Foster

<tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn, I have a conflict that day. Can we reschedule?

Dylan H Potts
Gill Ragon Owen, P.A.
(501) 801-3808 (Direct)

On Jan 31, 2023, at 7:39 PM, Kathryn Irby <Kathryn.Irby@arkansas.gov> wrote:

Counselors, **this hearing has been moved from February 10 to February 9, 2023.** The start time of the hearing will remain 9 a.m., although there are a number of matters set for that time. As stated previously, please log on no later than 8:55 a.m. to do a quick sound check. The new Zoom invitation is set out below.

If the February 9 date is unworkable for any party, please let me know, and I can move this hearing to the next available docket spot.

Thanks,
Kathryn Irby

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 9, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting
<https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09>

Meeting ID: 839 9126 3511
Passcode: x9RGig
One tap mobile
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+16469313860,,83991263511#,,,,*974920# US

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+1 346 248 7799 US (Houston)
+1 360 209 5623 US
+1 386 347 5053 US
+1 507 473 4847 US
+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 689 278 1000 US

Meeting ID: 839 9126 3511

Passcode: 974920

Find your local number: <https://us06web.zoom.us/j/83991263511>

From: Kathryn Irby

Sent: Tuesday, October 25, 2022 3:10 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUnZUclhSUE8wS2ZLOGVpZz09>

Meeting ID: 875 7909 1104

Passcode: 6EPTmJ

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+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 564 217 2000 US

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUnZUclhSUE8wS2ZLOGVpZz09>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
 Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
 Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
 Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Tim Foster](#)
To: [ASCC Pleadings](#)
Cc: [Darby Doan](#); [Dylan Potts](#); [Jay Gerard](#); [Danielle Owens](#); [Hannah Howard](#); [Cole Riddell](#); [Josh Thane](#)
Subject: RE: Tetronics v. ATRS, et. al - Claim No. 221189
Date: Monday, February 6, 2023 9:58:25 AM
Attachments: [Claim No. 221189 - 2023-02-06 Notice of Appearance of J Thane.pdf](#)

You don't often get email from tfoster@haltomdoan.com. [Learn why this is important](#)

Good morning,

Attached please find the notice of appearance of Joshua R. Thane as counsel for Claimant.

Thanks,
Tim

TIM FOSTER | Litigation Paralegal
 Office: 903-255-1000 | Email: tfoster@haltomdoan.com

From: Tim Foster
Sent: Wednesday, June 22, 2022 2:31 PM
To: 'ascpleadings@arkansas.gov' <ascpleadings@arkansas.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; 'Dylan Potts' <dpotts@gill-law.com>; 'Jay Gerard' <julius.gerard@arkansasag.gov>; 'Danielle Owens' <dOwens@gill-law.com>; 'Hannah Howard' <howard@gill-law.com>; Cole Riddell <criddell@haltomdoan.com>
Subject: RE: Tetronics v. ATRS, et. al - Claim No. 221189

Good afternoon,

Attached please find Claimants' Response to Respondent ADFA's Motion to Dismiss or, in the Alternative, Motion to Stay Proceedings.

Thanks,
Tim

TIM FOSTER | Litigation Paralegal
HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Fax: 903-255-0800 | Email: tfoster@haltomdoan.com
 Office Locations: Texarkana | Marshall

The preceding email message may be confidential or protected by the attorney-client privilege. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this message in error, please (i) do not read it, (ii) reply to the sender that you received the message in error, and (iii) erase or destroy the message. Legal advice contained in the preceding message is solely for the benefit of the HALTOM & DOAN client(s) represented by the Firm in the particular matter that is the subject of this message, and may not be relied upon by any other party.

**BEFORE THE
ARKANSAS STATE CLAIMS COMMISSION**

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Claimant,

vs.

CLAIM NO. 221189

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF THE
ARKANSAS TEACHER RETIREMENT
SYSTEM, AND ARKANSAS
DEVELOPMENT FINANCE AUTHORITY,**

RESPONDENTS.

NOTICE OF APPEARANCE

Please take notice that Joshua R. Thane of the law firm HALTOM & DOAN enters his appearance as counsel of record for Claimant Tetronics (International) Limited—In Liquidation (“Tetronics”) and requests that any correspondence, motions, notices, and pleadings in this action directed to Tetronics also be served upon Joshua R. Thane at the following address:

Joshua R. Thane
HALTOM & DOAN
6500 Summerhill Road, Suite 100
Texarkana, TX 75503
Telephone: (903) 255-1000
Facsimile: (903) 255-0800
Email: jthane@haltomdoan.com

Please add the name of Mr. Thane to all service lists in this matter, including the e-filing service list.

Respectfully submitted,

/s/ Joshua R. Thane
Joshua R. Thane
Arkansas Bar No. 2008075
HALTOM & DOAN
6500 Summerhill Road, Suite 100
Texarkana, Texas 75503
Telephone: (903) 255-1000
Facsimile: (903) 255-0800
Email: jthane@haltomdoan.com

COUNSEL FOR CLAIMANT

CERTIFICATE OF SERVICE

The undersigned certifies that, on February 6, 2023, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail.

/s/ Joshua R. Thane
Joshua R. Thane

From: [Brittany Garcia](#)
To: [ASCC Pleadings](#)
Cc: [ddoan@haltomdoan.com](#); [jthane@haltomdoan.com](#); [mhornok@haltomdoan.com](#); [criddell@haltomdoan.com](#); [Justin Brascher](#)
Subject: Tetronics (International) Limited – In Liquidation v. ADFA, et al.; Claim no. 22-1189
Date: Tuesday, March 7, 2023 2:43:09 PM
Attachments: [image001.jpg](#)
[2023-03-07 - EOA by AAG JB.pdf](#)
[2023-03-07 - Mtn for Substitution of Counsel.pdf](#)
[2023-03-07 - OUT ltr to ASCC.pdf](#)

Good Afternoon,

On behalf of Assistant Attorney General Justin Brascher, please find attached correspondence and enclosures for filing in the above-referenced matter. Should you have any questions, please contact Mr. Brascher at [REDACTED]

Thank you,
Brittany

Brittany Garcia

Paralegal – Civil Litigation Department
Office of Arkansas Attorney General Tim Griffin

323 Center Street, Suite 200
Little Rock, AR 72201
Office: 501.682.3634 | Fax: 501.682.2591
brittany.garcia@arkansasag.gov | ArkansasAG.gov



CONFIDENTIALITY NOTICE: The information contained in this e-mail message and any attachment is the property of the State of Arkansas and may be protected by state and federal laws governing disclosure of private information. It may contain information that is privileged, confidential, or otherwise protected from disclosure. It is intended solely for the use of the addressee. If you are not the intended recipient, you are hereby notified that reading, copying or distributing this e-mail or the information herein by anyone other than the intended recipient is STRICTLY PROHIBITED. The sender has not waived any applicable privilege by sending the accompanying transmission. If you have received this transmission in error, please notify the sender by reply e-mail immediately, and delete this message and attachments from your computer.

IN THE ARKANSAS STATE CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

v.

CLAIM NO. 22-1189

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF
THE ARKANSAS TEACHER RETIREMENT
SYSTEM, AND THE ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENTS

NOTICE OF APPEARANCE

Assistant Attorney General Justin Brascher hereby enters his appearance as counsel for respondent Arkansas Development Finance Authority (“ADFA”) and requests that all future service and correspondence be sent accordingly. I hereby certify that I am admitted to practice in this Court.

Respectfully submitted,

TIM GRIFFIN
Attorney General

By: Justin Brascher
Arkansas Bar No. 2023029
Washington Bar No. 58371
Assistant Attorney General
Office of the Arkansas Attorney General
323 Center Street, Suite 200
Little Rock, AR 72201
Phone: (501) 503-4335
Fax: (501) 682-2591
Email: justin.brascher@arkansasag.gov

Attorneys for Respondent ADFA

CERTIFICATE OF SERVICE

I, Justin Brascher, hereby certify that on March 7, 2023, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail:

Darby V. Doan
Joshua R. Thane
Mariah L. Hornok
Cole A. Riddell
HALTOM & DOAN
6500 Summerhill Road
Texarkana, TX 75503
ddoan@haltomdoan.com
mhornok@haltomdoan.com
criddell@haltomdoan.com
jthane@haltomdoan.com

/s/ Justin Brascher
Justin Brascher

IN THE ARKANSAS STATE CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

v.

CLAIM NO. 22-1189

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF
THE ARKANSAS TEACHER RETIREMENT
SYSTEM, AND THE ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENTS

MOTION FOR SUBSTITUTION OF COUNSEL

Comes now Respondent Arkansas Development Finance Authority (“ADFA”) by and through counsel, Attorney General Tim Griffin, and Assistant Attorney General Justin Brascher, and for its Motion to Substitute Counsel, states:

1. Assistant Attorney General Jay Gerard is no longer handling this case.
2. This case has been reassigned to Assistant Attorney General Justin Brascher, who now represents Respondent ADFA and should be substituted as counsel of record.
3. Respondent ADFA requests that the Court, counsel, and Claimaint direct all future pleadings and correspondence to Justin Brascher at the Attorney General’s Office.

WHEREFORE, Respondent Arkansas Development Finance Authority respectfully requests that the Court grant the Motion for Substitution of Counsel and that Justin Brascher be substituted its counsel of record.

Respectfully submitted,

TIM GRIFFIN
Attorney General

By: Justin Brascher
 Arkansas Bar No. 2023029
 Washington Bar No. 58371
 Assistant Attorney General
 Office of the Arkansas Attorney General
 323 Center Street, Suite 200
 Little Rock, AR 72201
 Phone: (501) 503-4335
 Fax: (501) 682-2591
 Email: justin.brascher@arkansasag.gov

Attorneys for Respondent ADFa

CERTIFICATE OF SERVICE

I, Justin Brascher, hereby certify that on March 7, 2023, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail:

Darby V. Doan
 Joshua R. Thane
 Mariah L. Hornok
 Cole A. Riddell
 HALTOM & DOAN
 6500 Summerhill Road
 Texarkana, TX 75503
ddoan@haltomdoan.com
mhornok@haltomdoan.com
criddell@haltomdoan.com
jthane@haltomdoan.com

/s/ Justin Brascher
 Justin Brascher



TIM GRIFFIN

ATTORNEY GENERAL OF ARKANSAS

Justin Brascher
Assistant Attorney General

Direct Dial: (501) 503-4335
Email: justin.brascher@arkansasag.gov

March 7, 2023

Sent via E-mail

Arkansas State Claims Commission
101 E. Capitol Ave., Suite 410
Little Rock, AR 72201
ascpleadings@arkansas.gov

Re: *Tetronics (International) Limited – In Liquidation v. Arkansas Development Finance Authority and Arkansas Teacher Retirement System*
ASCC Claim No. 22-1189

Dear Sir or Madam:

Enclosed for filing, please find my Entry of Appearance and ADFA Respondent's Motion to Substitute Counsel in the above-referenced Claims Commission matter.

By copy of this letter, I am sending a copy of my Entry of Appearance and ADFA Respondent's Motion to Substitute Counsel via electronic mail to the Claimant's Attorneys of Record.

Sincerely,

A handwritten signature in blue ink that reads "Justin Brascher".

Justin Brascher
Assistant Attorney General

JB/bg

Enclosure

cc: Darby V. Doan ddoan@haltomdoan.com
Joshua R. Thane jthane@haltomdoan.com
Mariah L. Hornok mhornok@haltomdoan.com
Cole A. Riddell criddell@haltomdoan.com
ATTORNEYS FOR CLAIMANT

323 CENTER STREET, STE 200
LITTLE ROCK, ARKANSAS 72201
(501) 682-2007 | ARKANSASAG.GOV

From: [Kathryn Irby](#)
To: [Cole Riddell](#); [Jay Gerard](#); [Dylan Potts](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Monday, April 3, 2023 1:21:45 PM

Cole, thank you for the quick response. I have moved this hearing to the August 11, 2023, docket. Below is the new Zoom invitation.

Dylan, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ATRS?

Jay, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ADFA?

Thanks,
Kathryn Irby

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Aug 11, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/84688689286?pwd=b3RmN01jcTJzV1hwZW1YVHFtLzdLUT09>

Meeting ID: 846 8868 9286

Passcode: W9Vm8g

One tap mobile

+13092053325,,84688689286#,,,,*144460# US

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+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

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 +1 564 217 2000 US
 +1 669 444 9171 US

Meeting ID: 846 8868 9286

Passcode: 144460

Find your local number: <https://us06web.zoom.us/j/84688689286>

From: Cole Riddell <criddell@haltomdoan.com>

Sent: Monday, April 3, 2023 1:10 PM

To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; Jay Gerard <julius.gerard@arkansasag.gov>; Dylan Potts <dpotts@gill-law.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: RE: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn,

We understand. April 20th does not work for Tetronics due to a pre-trial and jury trial in another matter. August 11, 2023 should work for us.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503

Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:

criddell@haltomdoan.com

Office Locations: Texarkana | Tyler | Plano | Marshall

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Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, it looks like other hearings (scheduled before this one) in May will take the entirety of the day, which will necessitate moving this claim. However, I do have some recently freed up docket space on April 20 at 9am, and I would like to move this hearing to that day. If each party can have someone present to argue the pending motion to dismiss on April 20, I will send a new Zoom link for April 20. If it would be helpful, I can put this hearing first on the docket that morning.

If April 20 does not work, I will have to move this hearing to August 11. I apologize for the scheduling issues – we have a very, very full docket, and I only have my commissioners two days per month for hearings.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: Kathryn Irby
Sent: Tuesday, January 31, 2023 3:50 PM
To: Jay Gerard <julius.gerard@arkansasag.gov>; Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Sure – I have space on the docket on **May 19 at 9:00 a.m.** I have moved this claim to that date. The new Zoom link is below.

Thanks,
Kathryn

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: May 19, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/86985320722?pwd=dHJPUHZHdEdlaExsUXBOT2FOT2t2UT09>

Meeting ID: 869 8532 0722
 Passcode: hZ468v
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 +1 507 473 4847 US
 +1 564 217 2000 US
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Meeting ID: 869 8532 0722

Passcode: 572710

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Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

No objection from ADFA

Get [Outlook for iOS](#)

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Subject: RE: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

EXTERNAL EMAIL

Dylan and Kathryn,

No objection from Tetronics to rescheduling.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:
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Sent: Tuesday, January 31, 2023 3:45 PM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Cole Riddell <criddell@haltomdoan.com>; Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn, I have a conflict that day. Can we reschedule?

Dylan H Potts
Gill Ragon Owen, P.A.
(501) 801-3808 (Direct)

On Jan 31, 2023, at 7:39 PM, Kathryn Irby <Kathryn.Irby@arkansas.gov> wrote:

Counselors, **this hearing has been moved from February 10 to February 9, 2023**. The start time of the hearing will remain 9 a.m., although there are a number of matters set for that time. As stated previously, please log on no later than 8:55 a.m. to do a quick

sound check. The new Zoom invitation is set out below.

If the February 9 date is unworkable for any party, please let me know, and I can move this hearing to the next available docket spot.

Thanks,
Kathryn Irby

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 9, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting
<https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09>

Meeting ID: 839 9126 3511
Passcode: x9RGig
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Meeting ID: 839 9126 3511
Passcode: 974920
Find your local number: <https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09>

From: Kathryn Irby
Sent: Tuesday, October 25, 2022 3:10 PM
To: Cole Riddell <criddell@haltomdoan.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
Hannah Howard <howard@gill-law.com>
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting
[https://us06web.zoom.us/j/87579091104?
pwd=bkRDL2lFUUnZUclhSUE8wS2ZLOGVpZz09](https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUUnZUclhSUE8wS2ZLOGVpZz09)

Meeting ID: 875 7909 1104
Passcode: 6EPTmJ
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+13126266799,,87579091104#,,,,*124942# US (Chicago)

Dial by your location
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+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/j/kd3oe4TIYF>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetrionics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Jay Gerard](#)
To: [Dylan Potts](#); [Kathryn Irby](#); [Katie Wilson](#)
Cc: [Cole Riddell](#); [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: Re: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Monday, April 3, 2023 1:27:23 PM

Thank you. Receipt confirmed

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From: Dylan Potts <dpotts@gill-law.com>
Sent: Monday, April 3, 2023 1:25:40 PM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: Re: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

EXTERNAL EMAIL

In hearing but will respond to this shortly

Dylan H Potts
Gill Ragon Owen, P.A.
(501) 801-3808 (Direct)

On Apr 3, 2023, at 1:21 PM, Kathryn Irby <Kathryn.Irby@arkansas.gov> wrote:

Cole, thank you for the quick response. I have moved this hearing to the August 11, 2023, docket. Below is the new Zoom invitation.

Dylan, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ATRS?

Jay, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ADFA?

Thanks,
Kathryn Irby

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: Aug 11, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

[https://us06web.zoom.us/j/84688689286?
pwd=b3RmN01jcTJzV1hwZW1YVHFtLzdLUT09](https://us06web.zoom.us/j/84688689286?pwd=b3RmN01jcTJzV1hwZW1YVHFtLzdLUT09)

Meeting ID: 846 8868 9286

Passcode: W9Vm8g

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+13126266799,,84688689286#,,,,*144460# US (Chicago)

Dial by your location

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+1 564 217 2000 US

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Passcode: 144460

Find your local number: <https://us06web.zoom.us/u/kbDuMt8KJj>

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Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-
law.com>; Hannah Howard <howard@gill-law.com>

Subject: RE: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No.

221189

Kathryn,

We understand. April 20th does not work for Tetronics due to a pre-trial and jury trial in another matter. August 11, 2023 should work for us.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503

Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email: criddell@haltomdoan.com

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Subject: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

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Kathryn Irby

Arkansas State Claims Commission

101 East Capitol Avenue, Suite 410
 Little Rock, Arkansas 72201
 (501) 682-2822

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Sent: Tuesday, January 31, 2023 3:50 PM

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 <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>

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 Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>;
 Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetrionics v. ATRS, et. al: Claim No. 221189

Sure – I have space on the docket on **May 19 at 9:00 a.m.** I have moved this claim to that date. The new Zoom link is below.

Thanks,
 Kathryn

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: May 19, 2023 09:00 AM Central Time (US and Canada)

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 pwd=dHJPUHZHdEdlaExsUXBOT2FOT2t2UT09](https://us06web.zoom.us/j/86985320722?pwd=dHJPUHZHdEdlaExsUXBOT2FOT2t2UT09)

Meeting ID: 869 8532 0722

Passcode: hZ468v

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Hannah Howard <howard@gill-law.com>

Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

No objection from ADFA

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Subject: RE: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

EXTERNAL EMAIL

Dylan and Kathryn,

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Cole

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Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email: criddell@haltomdoan.com
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Cc: Cole Riddell <criddell@haltomdoan.com>; Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

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Dylan H Potts
Gill Ragon Owen, P.A.
(501) 801-3808 (Direct)

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Meeting ID: 839 9126 3511

Passcode: x9RGig

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+1 309 205 3325 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 507 473 4847 US

+1 564 217 2000 US

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

Meeting ID: 839 9126 3511

Passcode: 974920

Find your local number: [https://us06web.zoom.us/j/83991263511?
 pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09](https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09)

From: Kathryn Irby

Sent: Tuesday, October 25, 2022 3:10 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster

<tfoster@haltomdoan.com>; Mariah Hornok

<mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay

Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;

Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No.

221189

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting
<https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUlUnZUclhSUE8wS2ZLOGVpZz09>

Meeting ID: 875 7909 1104
Passcode: 6EPTmJ
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+1 646 931 3860 US
+1 929 436 2866 US (New York)
+1 301 715 8592 US (Washington DC)
+1 253 215 8782 US (Tacoma)
+1 346 248 7799 US (Houston)
+1 360 209 5623 US

+1 386 347 5053 US
+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/j/kd3oe4TIYE>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster
<tfoster@haltomdoan.com>; Mariah Hornok

<mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Dylan Potts](#)
To: [Kathryn Irby](#); [Cole Riddell](#); [Jay Gerard](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Danielle Owens](#); [Hannah Howard](#)
Subject: RE: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Tuesday, April 4, 2023 8:39:19 AM

Kathryn,

August 11 works. Tx

Dylan H. Potts
 Gill Ragon Owen, P.A.
 Direct: (501) 801-3808

From: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Sent: Monday, April 3, 2023 1:22 PM
To: Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Dylan Potts <dpotts@gill-law.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Cole, thank you for the quick response. I have moved this hearing to the August 11, 2023, docket. Below is the new Zoom invitation.

Dylan, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ATRS?

Jay, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ADFA?

Thanks,
 Kathryn Irby

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
 Time: Aug 11, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/84688689286?pwd=b3RmN01jcTJzV1hwZW1YVHFtLzdLUT09>

Meeting ID: 846 8868 9286

Passcode: W9Vm8g

One tap mobile

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+1 305 224 1968 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 507 473 4847 US

+1 564 217 2000 US

+1 669 444 9171 US

Meeting ID: 846 8868 9286

Passcode: 144460

Find your local number: <https://us06web.zoom.us/j/84688689286>

From: Cole Riddell <criddell@haltomdoan.com>

Sent: Monday, April 3, 2023 1:10 PM

To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; Jay Gerard <julius.gerard@arkansasag.gov>; Dylan Potts <dpotts@gill-law.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: RE: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn,

We understand. April 20th does not work for Tetronics due to a pre-trial and jury trial in another matter. August 11, 2023 should work for us.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503

Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:
criddell@haltomdoan.com
Office Locations: Texarkana | Tyler | Plano | Marshall

The preceding email message may be confidential or protected by the attorney-client privilege. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this message in error, please (i) do not read it, (ii) reply to the sender that you received the message in error, and (iii) erase or destroy the message. Legal advice contained in the preceding message is solely for the benefit of the HALTOM & DOAN client(s) represented by the Firm in the particular matter that is the subject of this message, and may not be relied upon by any other party.

From: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Sent: Monday, April 3, 2023 1:07 PM
To: Jay Gerard <julius.gerard@arkansasag.gov>; Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, it looks like other hearings (scheduled before this one) in May will take the entirety of the day, which will necessitate moving this claim. However, I do have some recently freed up docket space on April 20 at 9am, and I would like to move this hearing to that day. If each party can have someone present to argue the pending motion to dismiss on April 20, I will send a new Zoom link for April 20. If it would be helpful, I can put this hearing first on the docket that morning.

If April 20 does not work, I will have to move this hearing to August 11. I apologize for the scheduling issues – we have a very, very full docket, and I only have my commissioners two days per month for hearings.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: Kathryn Irby
Sent: Tuesday, January 31, 2023 3:50 PM
To: Jay Gerard <julius.gerard@arkansasag.gov>; Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard

<howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Sure – I have space on the docket on **May 19 at 9:00 a.m.** I have moved this claim to that date. The new Zoom link is below.

Thanks,
Kathryn

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: May 19, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/86985320722?pwd=dHJPUHZHdEdlaExsUXBOT2FOT2t2UT09>

Meeting ID: 869 8532 0722

Passcode: hZ468v

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+1 305 224 1968 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

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+1 669 444 9171 US

Meeting ID: 869 8532 0722

Passcode: 572710

Find your local number: <https://us06web.zoom.us/j/kPTzl6J8E>

From: Jay Gerard <julius.gerard@arkansasag.gov>
Sent: Tuesday, January 31, 2023 3:48 PM
To: Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

No objection from ADFA

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From: Cole Riddell <criddell@haltomdoan.com>
Sent: Tuesday, January 31, 2023 3:46:03 PM
To: Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: RE: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

EXTERNAL EMAIL

Dylan and Kathryn,

No objection from Tetronics to rescheduling.

Cole

COLE RIDDELL | **HALTOM & DOAN** | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:
criddell@haltomdoan.com
Office Locations: Texarkana | Tyler | Plano | Marshall

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From: Dylan Potts <dpotts@gill-law.com>
Sent: Tuesday, January 31, 2023 3:45 PM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Cole Riddell <criddell@haltomdoan.com>; Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard

<julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn, I have a conflict that day. Can we reschedule?

Dylan H Potts
Gill Ragon Owen, P.A.
(501) 801-3808 (Direct)

On Jan 31, 2023, at 7:39 PM, Kathryn Irby <Kathryn.Irby@arkansas.gov> wrote:

Counselors, **this hearing has been moved from February 10 to February 9, 2023**. The start time of the hearing will remain 9 a.m., although there are a number of matters set for that time. As stated previously, please log on no later than 8:55 a.m. to do a quick sound check. The new Zoom invitation is set out below.

If the February 9 date is unworkable for any party, please let me know, and I can move this hearing to the next available docket spot.

Thanks,
Kathryn Irby

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 9, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting
[https://us06web.zoom.us/j/83991263511?
pwd=RVpRbjRwWHI3UnRUZXJTBk9vZUtNUT09](https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTBk9vZUtNUT09)

Meeting ID: 839 9126 3511
Passcode: x9RGig
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+16469313860,,83991263511#,,,,*974920# US

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+1 309 205 3325 US
+1 719 359 4580 US
+1 253 205 0468 US
+1 253 215 8782 US (Tacoma)
+1 346 248 7799 US (Houston)
+1 360 209 5623 US
+1 386 347 5053 US
+1 507 473 4847 US
+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 689 278 1000 US

Meeting ID: 839 9126 3511

Passcode: 974920

Find your local number: <https://us06web.zoom.us/j/83991263511>

From: Kathryn Irby

Sent: Tuesday, October 25, 2022 3:10 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetrionics v. ATRS, et. al: Claim No. 221189

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

[https://us06web.zoom.us/j/87579091104?
pwd=bkRDL2lFUhZUclhSUE8wsS2ZLOGVpZz09](https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUhZUclhSUE8wsS2ZLOGVpZz09)

Meeting ID: 875 7909 1104

Passcode: 6EPTmJ

One tap mobile

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+13126266799,,87579091104#,,,,*124942# US (Chicago)

Dial by your location

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+1 301 715 8592 US (Washington DC)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 564 217 2000 US

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/u/kd3oe4TIYF>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Cole Riddell](#)
To: [Hannah Howard](#); [Kathryn Irby](#); [Dylan Potts](#); [Jay Gerard](#); [Justin Brascher](#)
Cc: [Darby Doan](#); [Tim Foster](#); [Mariah Hornok](#); [Danielle Owens](#)
Subject: RE: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189
Date: Friday, June 9, 2023 12:51:13 PM
Attachments: [image001.jpg](#)

Thank you both.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:
criddell@haltomdoan.com
 Office Locations: Texarkana | Tyler | Plano | Marshall

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From: Hannah Howard <howard@gill-law.com>
Sent: Friday, June 9, 2023 12:47 PM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; Dylan Potts <dpotts@gill-law.com>; Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Justin Brascher <justin.brascher@arkansasag.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>
Subject: RE: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Thank you. Have a great weekend.

Hannah Webb Howard | Attorney

Gill Ragon Owen, P.A.
 425 West Capitol Ave., Ste. 3800, Little Rock, AR 72201
 Main 501.376.3800 | Fax 501.372.3359 | www.gill-law.com
howard@gill-law.com



From: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Sent: Friday, June 9, 2023 12:45 PM
To: Hannah Howard <howard@gill-law.com>; Dylan Potts <dpotts@gill-law.com>; Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Justin Brascher <justin.brascher@arkansasag.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>

Subject: Re: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Ms. Howard, your email is sufficient. Please consider this email as confirmation that the hearing has been removed from the August docket and that the claim has been placed in abeyance pending resolution of the federal lawsuit.

Kathryn Irby

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From: Hannah Howard <howard@gill-law.com>
Sent: Friday, June 9, 2023 11:46:09 AM
To: Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>; Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Justin Brascher <justin.brascher@arkansasag.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>
Subject: RE: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Director Irby,

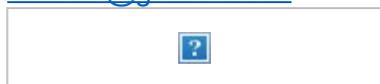
A companion case to this matter is currently, simultaneously pending in federal court (Tetronics v. Pinnacle Mountain Holding Company IV, LLC, 4:22-cv-00365-KGB). Counsel for ATRS has conferred with counsel for all other parties herein, and we are all agreeable in staying or continuing these proceedings with the Claims Commission pending final resolution of the federal court case.

Does the Commission have a preference on how we request a stay/continuance? We are happy to confer with the parties to file a Joint Motion to this effect.

Thanks,

Hannah Webb Howard | Attorney

Gill Ragon Owen, P.A.
425 West Capitol Ave., Ste. 3800, Little Rock, AR 72201
Main 501.376.3800 | Fax 501.372.3359 | www.gill-law.com
howard@gill-law.com



From: Dylan Potts <dpotts@gill-law.com>
Sent: Tuesday, April 4, 2023 8:39 AM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard

<howard@gill-law.com>

Subject: RE: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn,

August 11 works. Tx

Dylan H. Potts
Gill Ragon Owen, P.A.
Direct: (501) 801-3808

From: Kathryn Irby <Kathryn.Irby@arkansas.gov>

Sent: Monday, April 3, 2023 1:22 PM

To: Cole Riddell <criddell@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Dylan Potts <dpotts@gill-law.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Cole, thank you for the quick response. I have moved this hearing to the August 11, 2023, docket. Below is the new Zoom invitation.

Dylan, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ATRS?

Jay, will you please confirm receipt of the change in hearing date and the new Zoom invitation for ADFA?

Thanks,
Kathryn Irby

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Aug 11, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/84688689286?pwd=b3RmN01jcTJzV1hwZW1YVHFtLzdLUT09>

Meeting ID: 846 8868 9286
Passcode: W9Vm8g
One tap mobile

+13092053325,,84688689286#,,,,*144460# US
 +13126266799,,84688689286#,,,,*144460# US (Chicago)

Dial by your location

+1 309 205 3325 US
 +1 312 626 6799 US (Chicago)
 +1 646 931 3860 US
 +1 929 436 2866 US (New York)
 +1 301 715 8592 US (Washington DC)
 +1 305 224 1968 US
 +1 669 900 6833 US (San Jose)
 +1 689 278 1000 US
 +1 719 359 4580 US
 +1 253 205 0468 US
 +1 253 215 8782 US (Tacoma)
 +1 346 248 7799 US (Houston)
 +1 360 209 5623 US
 +1 386 347 5053 US
 +1 507 473 4847 US
 +1 564 217 2000 US
 +1 669 444 9171 US

Meeting ID: 846 8868 9286

Passcode: 144460

Find your local number: <https://us06web.zoom.us/j/84688689286>

From: Cole Riddell <criddell@haltomdoan.com>

Sent: Monday, April 3, 2023 1:10 PM

To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; Jay Gerard <julius.gerard@arkansasag.gov>; Dylan Potts <dpotts@gill-law.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: RE: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn,

We understand. April 20th does not work for Tetronics due to a pre-trial and jury trial in another matter. August 11, 2023 should work for us.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503
 Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:
criddell@haltomdoan.com

Office Locations: Texarkana | Tyler | Plano | Marshall

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From: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Sent: Monday, April 3, 2023 1:07 PM
To: Jay Gerard <julius.gerard@arkansasag.gov>; Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: EARLIER POSSIBLE HEARING DATE: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, it looks like other hearings (scheduled before this one) in May will take the entirety of the day, which will necessitate moving this claim. However, I do have some recently freed up docket space on April 20 at 9am, and I would like to move this hearing to that day. If each party can have someone present to argue the pending motion to dismiss on April 20, I will send a new Zoom link for April 20. If it would be helpful, I can put this hearing first on the docket that morning.

If April 20 does not work, I will have to move this hearing to August 11. I apologize for the scheduling issues – we have a very, very full docket, and I only have my commissioners two days per month for hearings.

Thanks,
 Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
 101 East Capitol Avenue, Suite 410
 Little Rock, Arkansas 72201
 (501) 682-2822

From: Kathryn Irby
Sent: Tuesday, January 31, 2023 3:50 PM
To: Jay Gerard <julius.gerard@arkansasag.gov>; Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>
Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>
Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Sure – I have space on the docket on **May 19 at 9:00 a.m.** I have moved this claim to that date. The new Zoom link is below.

Thanks,
Kathryn

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: May 19, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/86985320722?pwd=dHJPUHZHdEdlaExsUXBOT2FOT2t2UT09>

Meeting ID: 869 8532 0722

Passcode: hZ468v

One tap mobile

+13092053325,,86985320722#,,,,*572710# US

+13126266799,,86985320722#,,,,*572710# US (Chicago)

Dial by your location

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 646 931 3860 US

+1 929 436 2866 US (New York)

+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 507 473 4847 US

+1 564 217 2000 US

+1 669 444 9171 US

Meeting ID: 869 8532 0722

Passcode: 572710

Find your local number: <https://us06web.zoom.us/j/kPTz16J8E>

From: Jay Gerard <julius.gerard@arkansasag.gov>

Sent: Tuesday, January 31, 2023 3:48 PM

To: Cole Riddell <criddell@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

No objection from ADFA

Get [Outlook for iOS](#)

From: Cole Riddell <criddell@haltomdoan.com>

Sent: Tuesday, January 31, 2023 3:46:03 PM

To: Dylan Potts <dpotts@gill-law.com>; Kathryn Irby <Kathryn.Irby@arkansas.gov>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: RE: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

EXTERNAL EMAIL

Dylan and Kathryn,

No objection from Tetronics to rescheduling.

Cole

COLE RIDDELL | HALTOM & DOAN | 6500 Summerhill Rd., Suite 100, Texarkana, TX 75503

Phone: 903-255-1000 | Direct: 903-255-1007 | Fax: 903-255-0800 | Email:

criddell@haltomdoan.com

Office Locations: Texarkana | Tyler | Plano | Marshall

The preceding email message may be confidential or protected by the attorney-client privilege. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this message in error, please (i) do not read it, (ii) reply to the sender that you received the message in error, and (iii) erase or destroy the message. Legal advice contained in the preceding message is solely for the benefit of the HALTOM & DOAN client(s) represented by the Firm in the particular matter that is the subject of this message, and may not be relied upon by any other party.

From: Dylan Potts <dpotts@gill-law.com>

Sent: Tuesday, January 31, 2023 3:45 PM

To: Kathryn Irby <Kathryn.Irby@arkansas.gov>

Cc: Cole Riddell <criddell@haltomdoan.com>; Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>; Mariah Hornok <mhornok@haltomdoan.com>; Jay Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>; Hannah Howard <howard@gill-law.com>

Subject: Re: HEARING DATE CHANGE: Tetronics v. ATRS, et. al: Claim No. 221189

Kathryn, I have a conflict that day. Can we reschedule?

Dylan H Potts
Gill Ragon Owen, P.A.
(501) 801-3808 (Direct)

On Jan 31, 2023, at 7:39 PM, Kathryn Irby <Kathryn.Irby@arkansas.gov> wrote:

Counselors, **this hearing has been moved from February 10 to February 9, 2023.** The start time of the hearing will remain 9 a.m., although there are a number of matters set for that time. As stated previously, please log on no later than 8:55 a.m. to do a quick sound check. The new Zoom invitation is set out below.

If the February 9 date is unworkable for any party, please let me know, and I can move this hearing to the next available docket spot.

Thanks,
Kathryn Irby

Kathryn Irby -- Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings
Time: Feb 9, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting
[https://us06web.zoom.us/j/83991263511?
pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09](https://us06web.zoom.us/j/83991263511?pwd=RVpRbjRwWHI3UnRUZXJTbk9vZUtNUT09)

Meeting ID: 839 9126 3511
Passcode: x9RGig
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+13126266799,,83991263511#,,,,*974920# US (Chicago)
+16469313860,,83991263511#,,,,*974920# US

Dial by your location
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+1 929 436 2866 US (New York)
+1 301 715 8592 US (Washington DC)
+1 305 224 1968 US
+1 309 205 3325 US
+1 719 359 4580 US

+1 253 205 0468 US
+1 253 215 8782 US (Tacoma)
+1 346 248 7799 US (Houston)
+1 360 209 5623 US
+1 386 347 5053 US
+1 507 473 4847 US
+1 564 217 2000 US
+1 669 444 9171 US
+1 669 900 6833 US (San Jose)
+1 689 278 1000 US

Meeting ID: 839 9126 3511

Passcode: 974920

Find your local number: <https://us06web.zoom.us/j/83991263511>

From: Kathryn Irby

Sent: Tuesday, October 25, 2022 3:10 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
Hannah Howard <howard@gill-law.com>

Subject: HEARING RESCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, due to some internal scheduling issues, the Claims Commission needs to push this motion hearing from January 20, 2023, to February 10, 2023. The Claims Commission will begin its hearing on February 10 at 9:00 a.m. Please log on no later than 8:55 a.m. to do a quick sound check. Below is a new Zoom invitation for the February 10 hearing.

Let me know if there are any questions.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

The Claims Commission is inviting you to a scheduled Zoom meeting.

Topic: Claims Commission -- hearings

Time: Feb 10, 2023 09:00 AM Central Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/87579091104?pwd=bkRDL2lFUuZUclhSUE8wsS2ZLOGVpZz09>

Meeting ID: 875 7909 1104

Passcode: 6EPTmJ

One tap mobile

+13092053325,,87579091104#,,,,*124942# US

+13126266799,,87579091104#,,,,*124942# US (Chicago)

Dial by your location

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+1 312 626 6799 US (Chicago)

+1 646 931 3860 US

+1 929 436 2866 US (New York)

+1 301 715 8592 US (Washington DC)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 564 217 2000 US

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 719 359 4580 US

Meeting ID: 875 7909 1104

Passcode: 124942

Find your local number: <https://us06web.zoom.us/u/kd3oe4TIYE>

From: Kathryn Irby

Sent: Wednesday, September 7, 2022 1:14 PM

To: Cole Riddell <criddell@haltomdoan.com>

Cc: Darby Doan <ddoan@haltomdoan.com>; Tim Foster <tfoster@haltomdoan.com>;
 Mariah Hornok <mhornok@haltomdoan.com>; Dylan Potts <dpotts@gill-law.com>; Jay
 Gerard <julius.gerard@arkansasag.gov>; Danielle Owens <dOwens@gill-law.com>;
 Hannah Howard <howard@gill-law.com>

Subject: HEARING SCHEDULED: Tetronics v. ATRS, et. al: Claim No. 221189

Counselors, please see attached hearing letter and Zoom invitation.

Thanks,
 Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: [Samuel Pollock](#)
To: [Kathryn Irby](#)
Cc: [Ayanna Austin](#)
Subject: RE: Tetronics v. ADFA | Claim No. 221189
Date: Thursday, December 12, 2024 11:49:29 AM
Attachments: [image001.jpg](#)

Thank you, Ms. Irby. I do not need any of the correspondence as we still have that on file.

Samuel F. Pollock
Assistant Attorney General – Civil Litigation Division
Office: (501) 301-0186 | Fax: (501) 682-2591
Email: samuel.pollock@arkansasag.gov

From: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Sent: Thursday, December 12, 2024 11:44 AM
To: Samuel Pollock <samuel.pollock@arkansasag.gov>
Cc: Ayanna Austin <ayanna.austin@arkansasag.gov>
Subject: RE: Tetronics v. ADFA | Claim No. 221189

Mr. Pollock, please see the below Dropbox link. This includes all of the filings. It does not include correspondence about the hearing (that was removed from the docket after the claim was put into abeyance), confirmation of receipt emails, etc. Let me know if you need those.

[REDACTED]

Thanks,
Kathryn Irby

From: Samuel Pollock <samuel.pollock@arkansasag.gov>
Sent: Tuesday, December 10, 2024 7:44 AM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Cc: Ayanna Austin <ayanna.austin@arkansasag.gov>
Subject: Tetronics v. ADFA | Claim No. 221189

Ms. Irby,

Could you please send me the entire case file for the above-mentioned case? I am going to be entering a Notice of Appearance and a Motion to Substitute Counsel in the case. When our office switched case management technology, this case did not transfer well, and I am going to clean the file up.

Best regards,

Samuel F. Pollock
Assistant Attorney General – Civil Litigation Division

Office of Attorney General Tim Griffin
323 Center Street, Suite 200 | Little Rock, Arkansas 72201
Office: (501) 301-0186 | Fax: (501) 682-2591
Email: samuel.pollock@arkansasag.gov



From: [Samuel Pollock](#)
To: [ASCC Pleadings; ddoan@haltomdoan.com; mhornok@haltomdoan.com; jthane@haltomdoan.com; criddell@haltomdoan.com; potts@gill-law.com; dowens@gill-law.com; howard@gill-law.com](#)
Cc: [Ayanna Austin](#)
Subject: Entry of Appearance and Motion to Substitute Counsel | CC-22-1189
Date: Friday, January 31, 2025 2:36:54 PM
Attachments: [image001.jpg](#)
[Notice of Appearance Tetronics.pdf](#)
[Motion to Sub Counsel Tetronics.pdf](#)

Good afternoon,

Attached is an Entry of Appearance and Motion for Withdrawal and Substitution of Counsel for the above-referenced case.

Best regards,
Samuel F. Pollock
Assistant Attorney General – Civil Litigation Division

Office of Attorney General Tim Griffin
323 Center Street, Suite 200 | Little Rock, Arkansas 72201
Office: (501) 301-0186 | Fax: (501) 682-2591
Email: samuel.pollock@arkansasag.gov



BEFORE THE ARKANSAS CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

v.

Claim No. CC-22-1189

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF THE
ARKANSAS TEACHER RETIREMENT
SYSTEM, AND THE ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENTS

ENTRY OF APPEARANCE

Assistant Attorney General Samuel F. Pollock respectfully submits his entry of appearance on behalf of the Respondent, Arkansas Development Finance Authority. Complete contact information for the undersigned counsel is included in the signature block below.

Respectfully submitted,

TIM GRIFFIN
Attorney General



By:

Samuel F. Pollock
Ark. Bar No. 2024174
Assistant Attorney General
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, Arkansas 72201
Tel.: (501) 301-0186
Email: Samuel.pollock@arkansasag.gov

Attorneys for Respondent ADFa

CERTIFICATE OF SERVICE

I, Samuel F. Pollock, hereby certify that on January 31, 2025, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail:

Darby V. Doan
Joshua R. Thane
Mariah L. Hornok
Cole A. Riddell
HALTOM & DOAN
6500 Summerhill Road
Texarkana, TX 75503
ddoan@haltomdoan.com
mhornok@haltomdoan.com
jthane@haltomdoan.com
criddell@haltomdoan.com

Dylan H. Potts
Danielle W. Owens
Hannah Howard
GILL RAGON OWEN, P.A.
425 West Capitol Ave., Suite 3800
Little Rock, AR 72201
potts@gill-law.com
dowens@gill-law.com
howard@gill-law.com

/s/ Samuel F. Pollock
Samuel F. Pollock

BEFORE THE ARKANSAS CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

v.

Claim No. CC-22-1189

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF THE
ARKANSAS TEACHER RETIREMENT
SYSTEM, AND THE ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENTS

MOTION FOR WITHDRAWAL AND SUBSTITUTION OF COUNSEL

The Respondent, Arkansas Development Finance Authority (“ADFA”), by and through counsel, hereby moves the Commission to allow the withdrawal of Assistant Attorney General Justin Brascher as counsel for the Respondent ADFA and to substitute Assistant Attorney General Samuel F. Pollock as counsel for the Respondent ADFA. Filed contemporaneously herewith is the Notice of Appearance for Assistant Attorney General Samuel F. Pollock.

WHEREFORE the Respondent respectfully request that the Commission grant the motion for withdrawal and substitution of counsel.

Respectfully submitted,

TIM GRIFFIN
Attorney General

By: 

Samuel F. Pollock
Ark. Bar No. 2024174
Assistant Attorney General
Arkansas Attorney General's Office
323 Center Street, Suite 200
Little Rock, Arkansas 72201

Tel.: (501) 301-0186
Email: Samuel.pollock@arkansasag.gov

Attorneys for Respondent ADFa

CERTIFICATE OF SERVICE

I, Samuel F. Pollock, hereby certify that on January 31, 2025, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail:

Darby V. Doan
Joshua R. Thane
Mariah L. Hornok
Cole A. Riddell
HALTOM & DOAN
6500 Summerhill Road
Texarkana, TX 75503
ddoan@haltomdoan.com
mhornok@haltomdoan.com
jthane@haltomdoan.com
criddell@haltomdoan.com

Dylan H. Potts
Danielle W. Owens
Hannah Howard
GILL RAGON OWEN, P.A.
425 West Capitol Ave., Suite 3800
Little Rock, AR 72201
potts@gill-law.com
dowens@gill-law.com
howard@gill-law.com

/s/ Samuel F. Pollock
Samuel F. Pollock

BEFORE THE ARKANSAS STATE CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL)
LIMITED – In Liquidation**

CLAIMANT

V.

CLAIM NO. 221189

**ARKANSAS TEACHER
RETIREMENT SYSTEM AND THE
ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENT

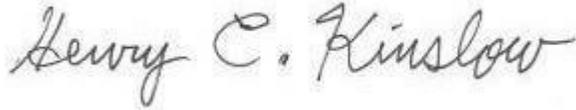
ORDER

Now before the Arkansas State Claims Commission (the “Commission”) is a motion filed by the Arkansas Development Finance Authority (ADFA) seeking to substitute Samuel F. Pollock in place of Justin Brascher as counsel for Respondent. No objection or response was filed by the other parties. Based upon a review of the motion, the Commission GRANTS the motion and substitutes Samuel F. Pollock as counsel for Respondent.

IT IS SO ORDERED.



ARKANSAS STATE CLAIMS COMMISSION
Dee Holcomb



ARKANSAS STATE CLAIMS COMMISSION
Henry Kinslow, chair



ARKANSAS STATE CLAIMS COMMISSION
Sylvester Smith

DATE: March 5, 2025

Notice(s) which may apply to your claim

- (1) A party has forty (40) days from transmission of this Order to file a Motion for Reconsideration or a Notice of Appeal with the Claims Commission. Ark. Code Ann. § 19-10-211(a)(1). If a Motion for Reconsideration is denied, that party then has twenty (20) days from transmission of the denial of the Motion for Reconsideration to file a Notice of Appeal with the Claims Commission. Ark. Code Ann. § 19-10-211(a)(1)(B)(ii). A decision of the Claims Commission may only be appealed to the General Assembly. Ark. Code Ann. § 19-10-211(a)(3).
- (2) If a Claimant is awarded less than \$15,000.00 by the Claims Commission at hearing, that claim is held forty (40) days from the date of disposition before payment will be processed. *See* Ark. Code Ann. § 19-10-211(a). Note: This does not apply to agency admissions of liability and negotiated settlement agreements.
- (3) Awards or negotiated settlement agreements of \$15,000.00 or more are referred to the General Assembly for approval and authorization to pay. Ark. Code Ann. § 19-10-215(b).

From: [Kathryn Irby](#)
To: [Samuel Pollock](#); [ASCC Pleadings](#); ddoan@haltomdoan.com; mhornok@haltomdoan.com; jthane@haltomdoan.com; criddell@haltomdoan.com; potts@gill-law.com; dowens@gill-law.com; howard@gill-law.com
Cc: [Ayanna Austin](#)
Bcc: [Mika Tucker](#)
Subject: ORDER: Tetronics (Int'l) Ltd v. ATRS and ADFA, Claim No. 221189
Date: Tuesday, March 18, 2025 7:32:00 PM
Attachments: [C54--Tetronics v. ATRS and ADFA, 221189.pdf](#)
[image001.jpg](#)

Counselors, please see attached order.

Thanks,
Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: Samuel Pollock <samuel.pollock@arkansasag.gov>
Sent: Friday, January 31, 2025 2:37 PM
To: [ASCC Pleadings](#) <ASCCPleadings@arkansas.gov>; ddoan@haltomdoan.com; mhornok@haltomdoan.com; jthane@haltomdoan.com; criddell@haltomdoan.com; potts@gill-law.com; dowens@gill-law.com; howard@gill-law.com
Cc: [Ayanna Austin](mailto:ayanna.austin@arkansasag.gov) <ayanna.austin@arkansasag.gov>
Subject: Entry of Appearance and Motion to Substitute Counsel | CC-22-1189

Good afternoon,

Attached is an Entry of Appearance and Motion for Withdrawal and Substitution of Counsel for the above-referenced case.

Best regards,
Samuel F. Pollock
Assistant Attorney General – Civil Litigation Division

Office of Attorney General Tim Griffin
323 Center Street, Suite 200 | Little Rock, Arkansas 72201
Office: (501) 301-0186 | Fax: (501) 682-2591
Email: samuel.pollock@arkansasag.gov



From: [Darby Doan](#)
To: [Kathryn Irby](#)
Cc: [Dylan Potts](#); [Samuel Pollock](#); [Danielle Owens](#)
Subject: Tetronics v. ATRS et al CC-22-1189
Date: Wednesday, September 17, 2025 4:58:04 PM
Attachments: [image001.jpg](#)
[image002.png](#)
[Tetronics v. ATRS et al Settlement Agreement and Mutual Release.pdf](#)

Ms. Irby,

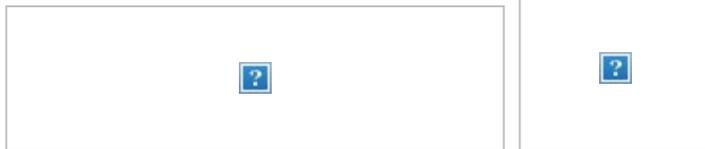
Thank you for taking my call earlier today and for your guidance in helping us move toward final resolution of CC-22-1189. Following mediation with Judge Volke, the parties settled the related EDAR action Tetronics v. Pinnacle Mountain Holding Company 4:22-cv-365. This settlement also resolved all claims in CC-22-1189. A copy of the fully-executed agreement is attached.

The parties now respectfully request that you submit this settlement to the Claims Commission for approval. Counsel for all parties are included in this email: Darby Doan and Josh Thane for Tetronics; Dylan Potts and Danielle Owens for ATRS/PMHC; Samuel Pollock for ADFA.

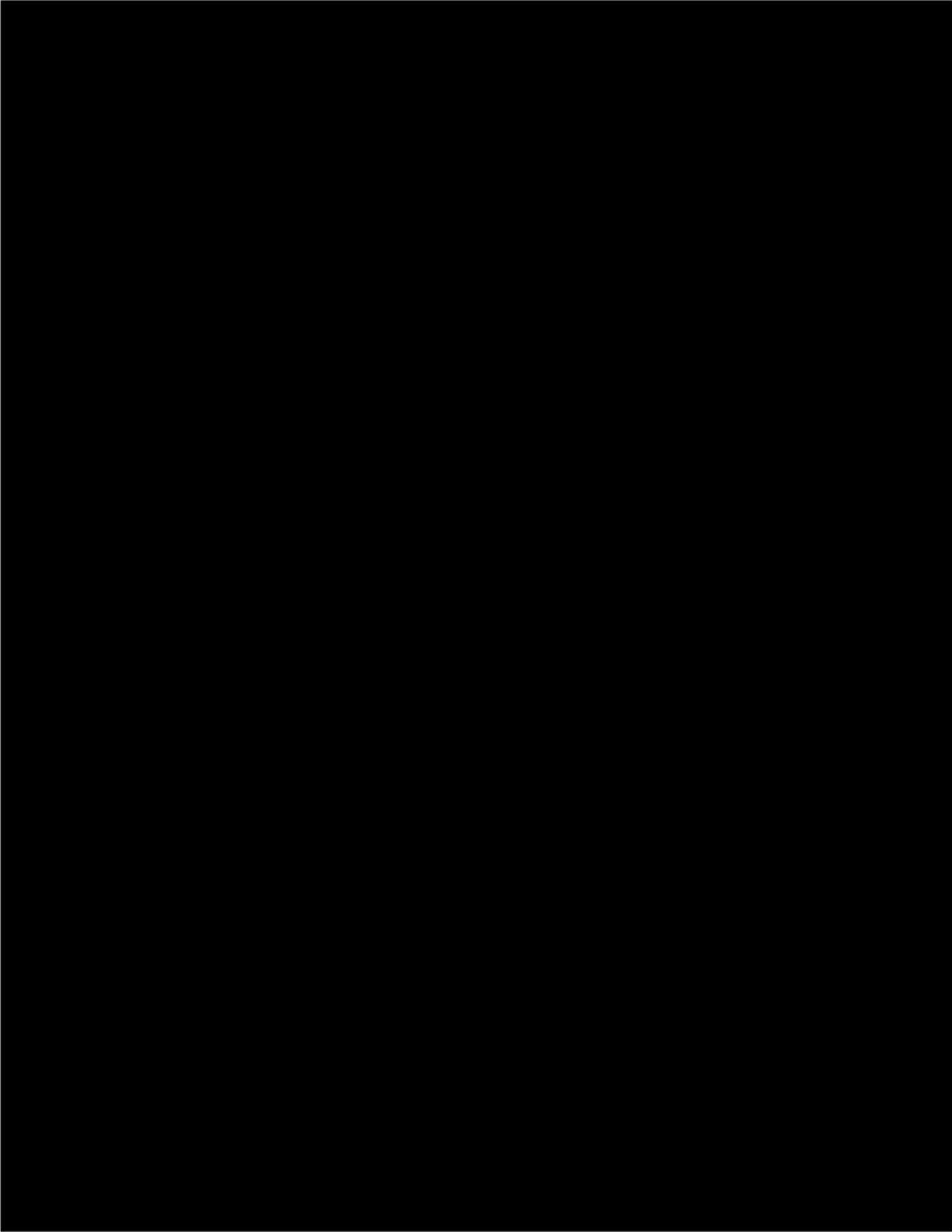
Thank you in advance for your assistance and please let us know if you need any different or additional information.

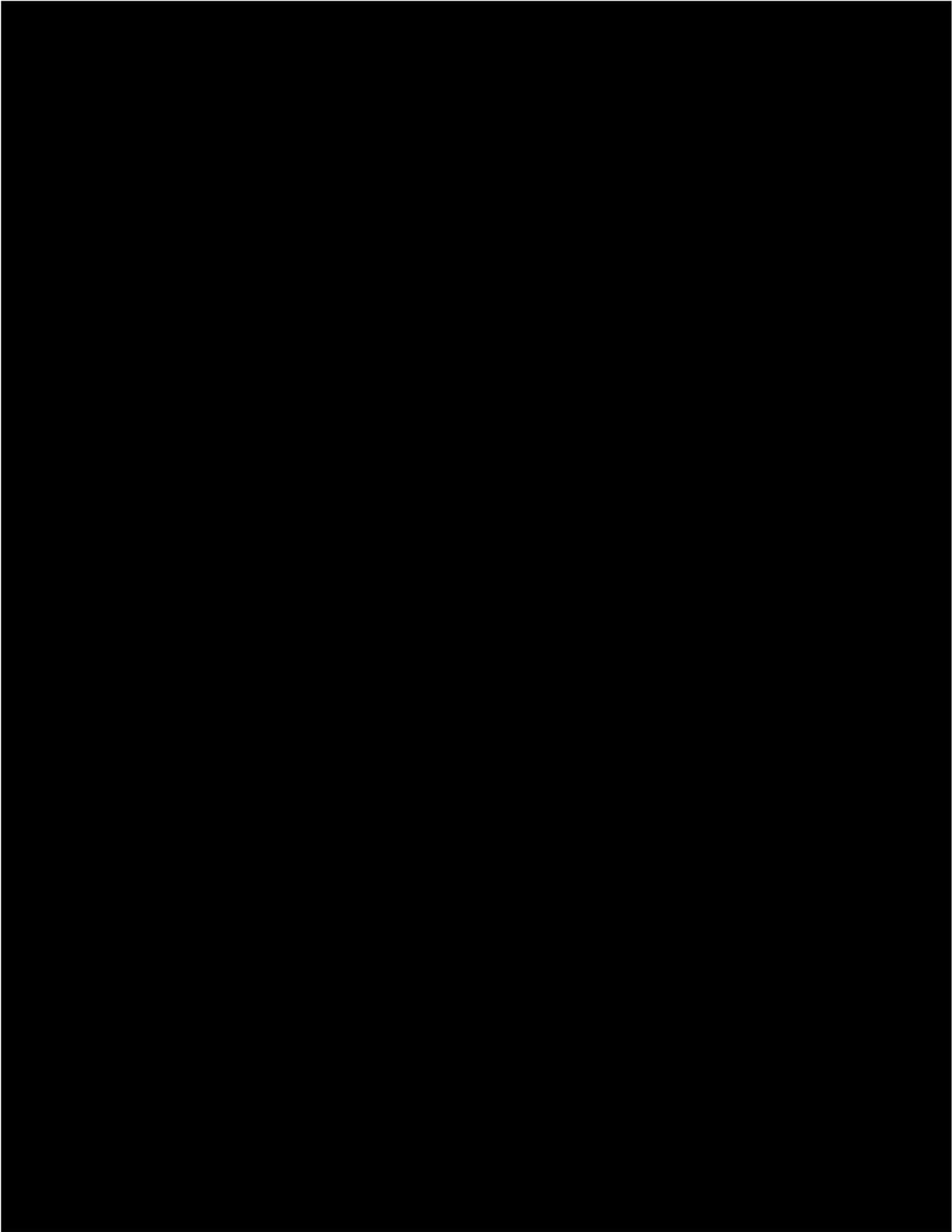
DARBY V. DOAN | **HALTOM & DOAN** | 2900 St. Michael Dr., Suite 500, Texarkana, TX 75503
Phone: 903-255-1000 | Direct: 903-255-1003 | Email: ddoan@haltomdoan.com
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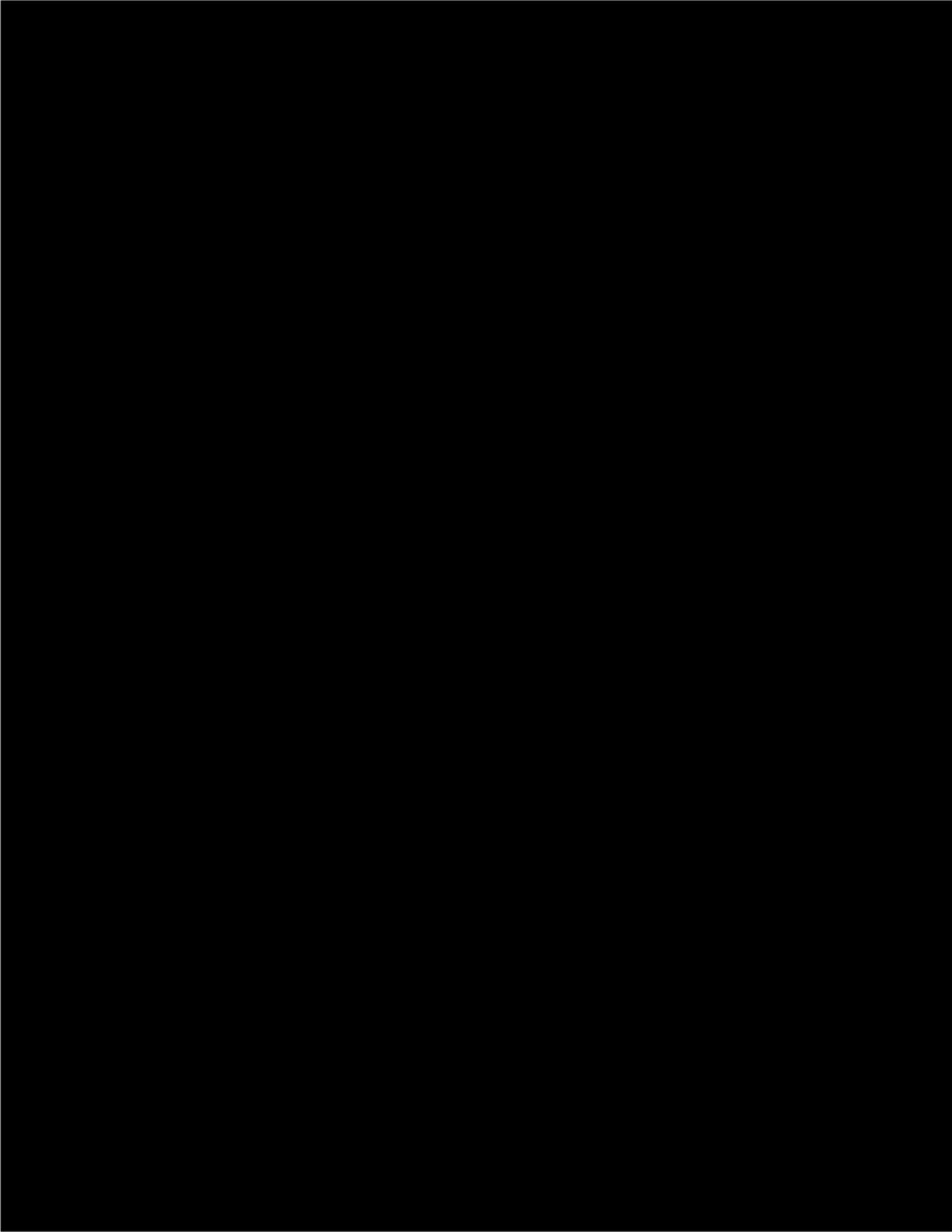
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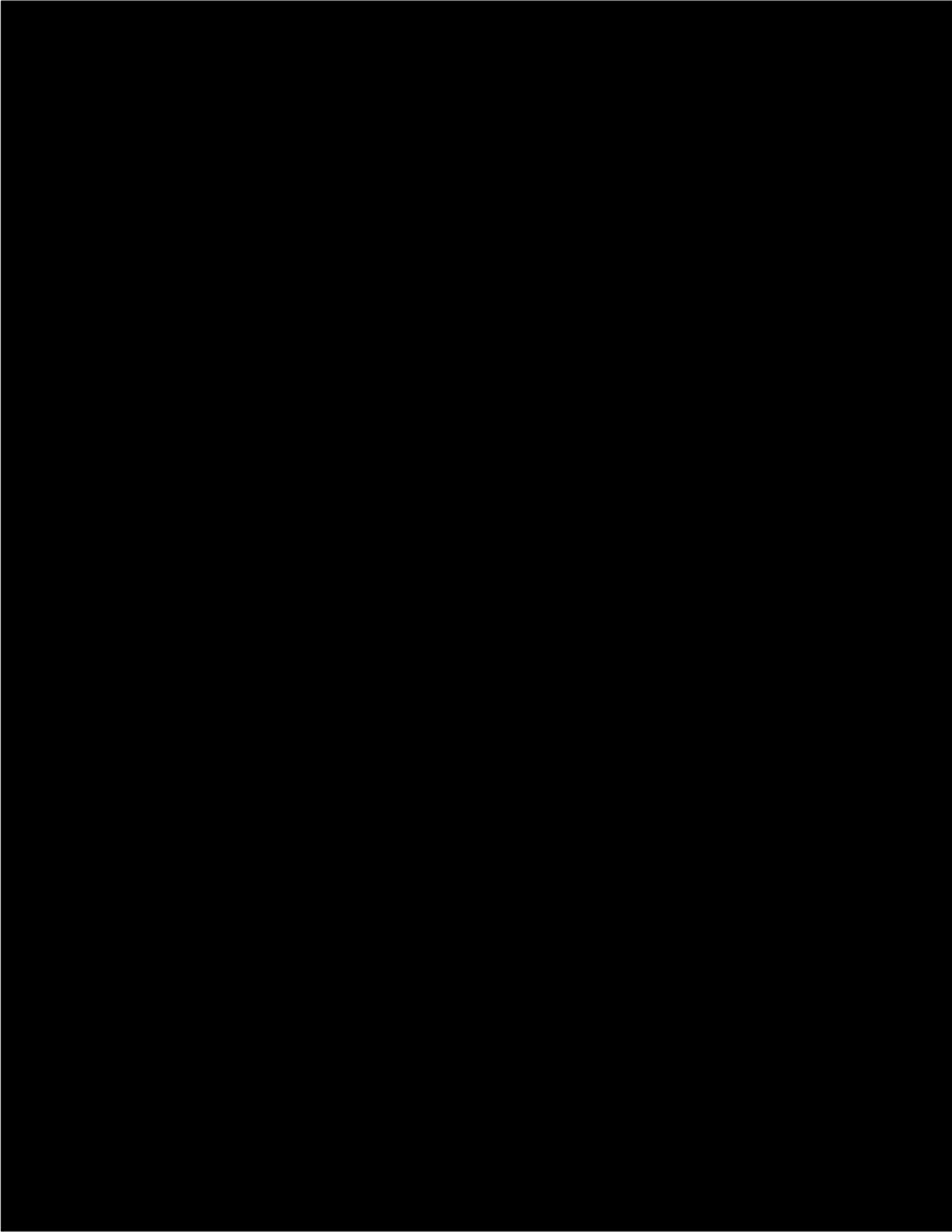


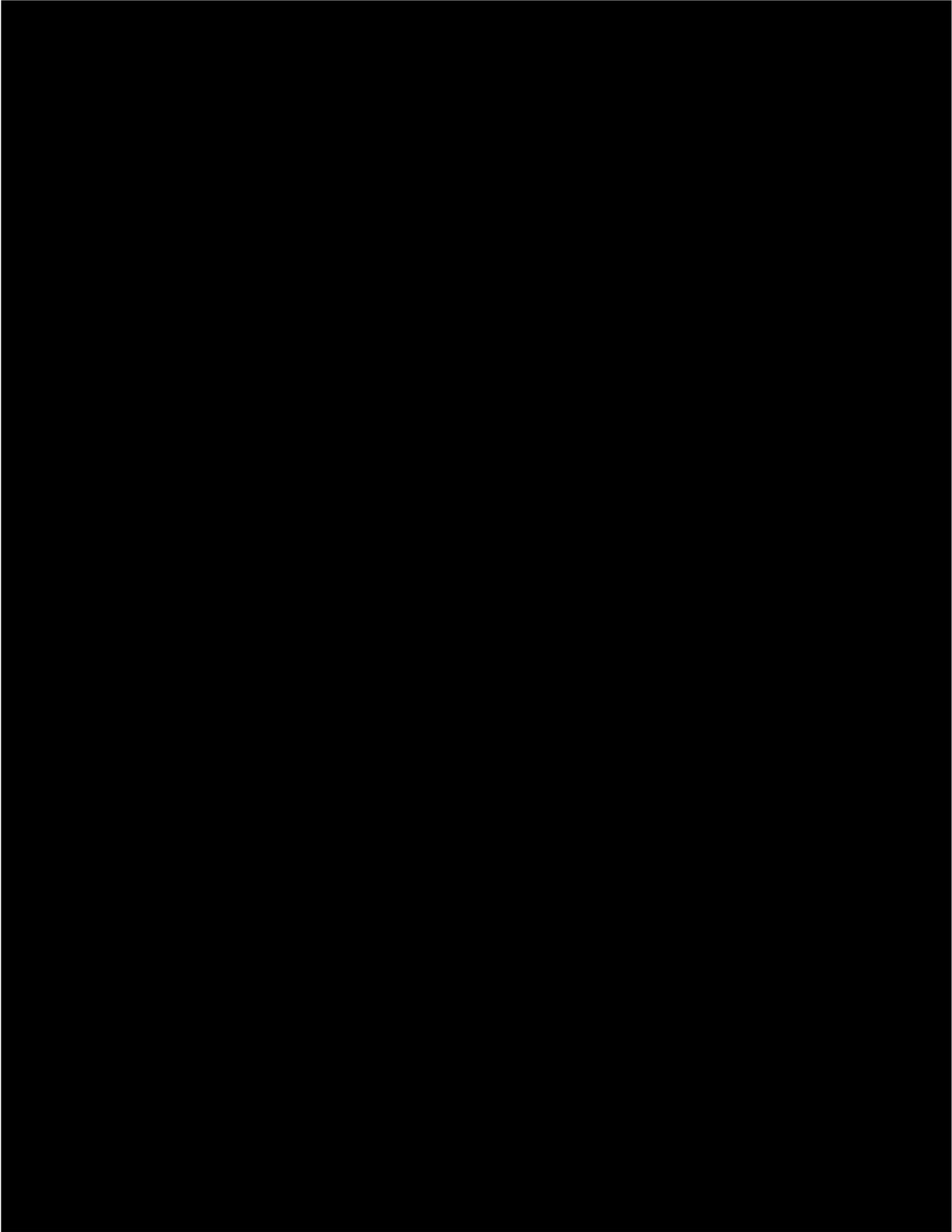
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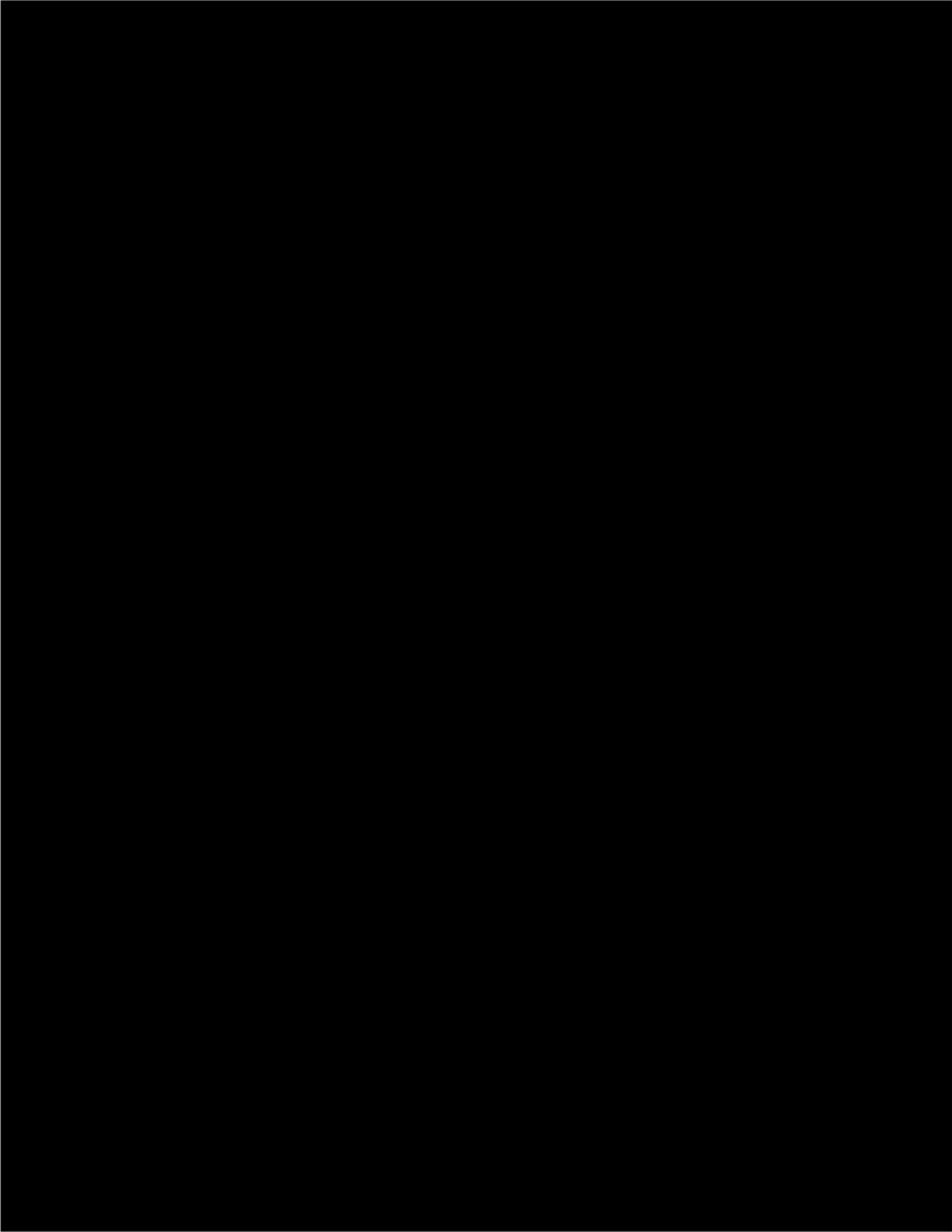












From: [Kathryn Irby](#)
To: ["Darby Doan"](#)
Cc: [Dylan Potts](#); [Samuel Pollock](#); [Danielle Owens](#)
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189
Date: Thursday, September 18, 2025 2:35:00 PM
Attachments: [image001.jpg](#)
[image002.png](#)

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Will the parties visit and decide how to address this? I'm not sure how difficult it would be to revise the settlement agreement, but that seems from my vantage point to be the cleanest way to handle this?

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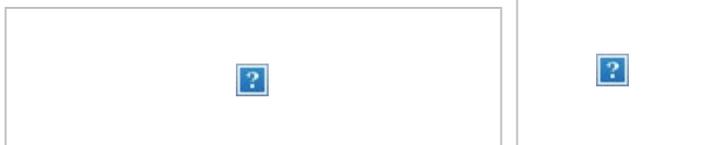
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Thank you in advance for your assistance and please let us know if you need any different or additional information.

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From: [Tim Foster](#)
To: [Kathryn Irby](#); [ASCC Pleadings](#)
Cc: [Darby Doan](#); [Mariah Hornok](#); [Josh Thane](#); [samuel.pollock@arkansasag.gov](#); [dowens@gill-law.com](#); [ayanna.austin@arkansasag.gov](#); [dpotts@Gill-law.com](#)
Subject: Tetronics (Int'l) Ltd v. ATRS and ADFA, Claim No. 221189
Date: Monday, September 22, 2025 11:48:07 AM
Attachments: [2025-09-22 - Claimant's Rule 41a Non-suit of ADFA.pdf](#)

Some people who received this message don't often get email from tfoster@haltomdoan.com. [Learn why this is important](#)

Good morning,

Attached please find Claimant's Rule 41(a) Non-Suit of Arkansas Development Finance Authority.

Thanks,

Tim

TIMOTHY FOSTER | Litigation Paralegal
HALTOM & DOAN | 2900 St. Michael Dr., Suite 500, Texarkana, TX 75503
Phone: 903-255-1000 | Direct: 903-255-1019 | Email: tfoster@haltomdoan.com

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**BEFORE THE
ARKANSAS STATE CLAIMS COMMISSION**

**TETRONICS (INTERNATIONAL)
LIMITED—In Liquidation,**

Claimant,

vs.

**ARKANSAS TEACHER RETIREMENT
SYSTEM, BOARD OF TRUSTEES OF THE
ARKANSAS TEACHER RETIREMENT
SYSTEM, AND ARKANSAS
DEVELOPMENT FINANCE AUTHORITY,**

RESPONDENTS.

CLAIM NO. 221189

**CLAIMANT’S RULE 41(A) NON-SUIT OF ARKANSAS DEVELOPMENT FINANCE
AUTHORITY**

Pursuant to Arkansas Rule of Civil Procedure 41(a), Plaintiff Tetronics (International) Limited—In Liquidation (“Tetronics”) files this non-suit of Respondent Arkansas Development Finance Authority (“ADFA”) non-suiting all Tetronics claims against ADFA without prejudice, with each party bearing its own costs and fees.

Respectfully submitted,

/s/ Darby V. Doan

Darby V. Doan

Arkansas Bar No. 96064

Mariah L. Hornok

Arkansas Bar No. 2020276

HALTOM & DOAN

2900 St. Michael Drive, Suite 500

Texarkana, TX 75503

Phone: 903-255-1000

E-Mail: ddoan@haltomdoan.com

E-Mail: mhornok@haltomdoan.com

ATTORNEYS FOR CLAIMANT

CERTIFICATE OF SERVICE

The undersigned certifies that, on September 22, 2025, a copy of the foregoing was submitted to the Arkansas Claims Commission via electronic mail and served on all counsel of record by electronic mail.

/s/ Darby V. Doan

Darby V. Doan

From: [Kathryn Irby](#)
To: "Darby Doan"; [Dylan Potts](#)
Cc: [Samuel Pollock](#); [Danielle Owens](#)
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189
Date: Tuesday, September 23, 2025 9:09:00 AM
Attachments: [image001.jpg](#)
[image002.png](#)

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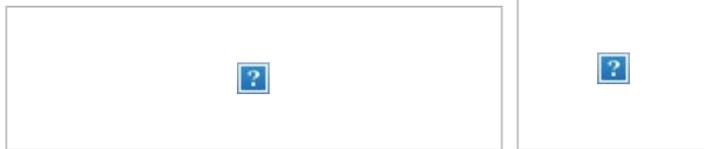
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Thank you in advance for your assistance and please let us know if you need any different or additional information.

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BEFORE THE ARKANSAS STATE CLAIMS COMMISSION

**TETRONICS (INTERNATIONAL) LIMITED–
IN LIQUIDATION**

CLAIMANT

V.

CLAIM NO. 221189

**ARKANSAS TEACHER RETIREMENT
SYSTEM and ARKANSAS DEVELOPMENT
FINANCE AUTHORITY**

RESPONDENT

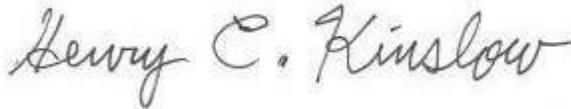
ORDER

Now before the Arkansas State Claims Commission (the “Commission”) is the Settlement Agreement and Release (referred herein as the “Agreement”) signed by the attorney-in-fact for Tetronics (International) Limited–In Liquidation (the “Claimant”) and the executive director of the Arkansas Teacher Retirement System (ATRS). Also pending is Claimant’s motion to nonsuit its claims against the Arkansas Development Finance Authority (ADFA). Based upon a review of the claim file, the Agreement, and the nonsuit motion, the Commission hereby GRANTS Claimant’s motion to nonsuit its claims against ADFA pursuant to Ark. R. Civ. Proc. 41(a), APPROVES the Agreement, and REFERS the award of \$65,000.00 to the General Assembly for review and placement on an appropriations bill pursuant to Ark. Code Ann. § 25-44-215(b).

IT IS SO ORDERED.



ARKANSAS STATE CLAIMS COMMISSION
Dee Holcomb



ARKANSAS STATE CLAIMS COMMISSION
Henry Kinslow, Chair



ARKANSAS STATE CLAIMS COMMISSION
Sylvester Smith

DATE: October 3, 2025

Notices which may apply to this claim

- (1) A party has forty (40) days from transmission of this Order to file a Motion for Reconsideration or a Notice of Appeal with the Commission. Ark. Code Ann. § 25-44-211(a)(1). If a Motion for Reconsideration is denied, that party then has twenty (20) days from the transmission of the denial of the Motion for Reconsideration to file a Notice of Appeal with the Commission. Ark. Code Ann. § 25-44-211(a)(1)(B)(ii). A decision of the Commission may only be appealed to the General Assembly. Ark. Code Ann. § 25-44-211(a)(3).
- (2) If a Claimant is awarded \$15,000.00 or less by the Commission at hearing, that award is held forty (40) days from the date of disposition before payment will be processed to allow either party to utilize its remedies under Ark. Code Ann. § 25-44-211(a). Note: This does not apply to agency admissions of liability and negotiated settlement agreements.
- (3) Awards or negotiated settlement agreements of more than \$15,000.00 are referred to the General Assembly for approval and authorization to pay. Ark. Code Ann. § 25-44-215(b).

From: [Kathryn Irby](#)
To: [Darby Doan](#); [Dylan Potts](#)
Cc: [Samuel Pollock](#); [Danielle Owens](#)
Bcc: [Mika Tucker](#)
Subject: ORDER: Tetronics v. ATRS et al CC-22-1189
Date: Friday, October 3, 2025 11:21:00 AM
Attachments: [C28--Tetronics v. ATRS and ADFA, 221189.pdf](#)
[image001.jpg](#)
[image002.png](#)

Counselors, please see attached order entered by the Commission. I expect to have this claim file sent over to the Legislature by the beginning of November, and I will copy you on my email transmitting it to BLR. If you have not seen anything from me by the beginning of November, please feel free to follow up with me.

Thanks,
Kathryn Irby

From: Kathryn Irby
Sent: Tuesday, September 23, 2025 9:10 AM
To: 'Darby Doan' <ddoan@haltomdoan.com>; Dylan Potts <dpotts@Gill-law.com>
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Thank you in advance for your assistance and please let us know if you need any different or additional information.

DARBY V. DOAN | **HALTOM & DOAN** | 2900 St. Michael Dr., Suite 500, Texarkana, TX 75503
Phone: 903-255-1000 | Direct: 903-255-1003 | Email: ddoan@haltomdoan.com
Office Locations: Texarkana

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From: [Kathryn Irby](#)
To: [Dylan Potts](#); [Darby Doan](#)
Cc: [Samuel Pollock](#); [Danielle Owens](#)
Subject: RE: ORDER: Tetronics v. ATRS et al CC-22-1189
Date: Friday, October 3, 2025 11:25:00 AM
Attachments: [image001.jpg](#)
[image002.png](#)

I would expect sometime between December and February. It will need to be heard by the Leg in late 2025/early 2026 in order to be on the appropriations bill coming out of the fiscal session.

Kathryn

From: Dylan Potts <dpotts@Gill-law.com>
Sent: Friday, October 3, 2025 11:24 AM
To: Kathryn Irby <Kathryn.Irby@arkansas.gov>; Darby Doan <ddoan@haltomdoan.com>
Cc: Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: ORDER: Tetronics v. ATRS et al CC-22-1189

Great, thanks Kathryn. Do you have any sense of when this will be taken up by the Legislature?

Dylan H. Potts
Gill Ragon Owen, P.A.
Direct: (501) 801-3808

From: Kathryn Irby <Kathryn.Irby@arkansas.gov>
Sent: Friday, October 3, 2025 11:21 AM
To: Darby Doan <ddoan@haltomdoan.com>; Dylan Potts <dpotts@Gill-law.com>
Cc: Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: ORDER: Tetronics v. ATRS et al CC-22-1189

Counselors, please see attached order entered by the Commission. I expect to have this claim file sent over to the Legislature by the beginning of November, and I will copy you on my email transmitting it to BLR. If you have not seen anything from me by the beginning of November, please feel free to follow up with me.

Thanks,
Kathryn Irby

From: Kathryn Irby
Sent: Tuesday, September 23, 2025 9:10 AM
To: 'Darby Doan' <ddoan@haltomdoan.com>; Dylan Potts <dpotts@Gill-law.com>
Cc: Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

I received the nonsuit this morning. I will submit this motion for nonsuit and settlement agreement to the Commission for an order. I expect to have something for the parties in the next 3 weeks. Let me know if you haven't received anything from me by October 15.

Thanks,
Kathryn Irby

From: Darby Doan <ddoan@haltomdoan.com>
Sent: Monday, September 22, 2025 10:34 AM
To: Dylan Potts <dpotts@Gill-law.com>; Kathryn Irby <kathryn.irby@arkansas.gov>
Cc: Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

That is basically the proposal I sent Samuel on Friday, I'm waiting to hear back from him but feel sure we'll get it worked out quickly.

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From: Dylan Potts [<mailto:dpotts@Gill-law.com>]
Sent: Monday, September 22, 2025 8:55 AM
To: Darby Doan <ddoan@haltomdoan.com>; Kathryn Irby <kathryn.irby@arkansas.gov>
Cc: Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

What if Darby just non-suited his claim against ADFA?

Dylan H. Potts
 Gill Ragon Owen, P.A.
 Direct: (501) 801-3808

From: Darby Doan <ddoan@haltomdoan.com>
Sent: Thursday, September 18, 2025 2:47 PM
To: Kathryn Irby <kathryn.irby@arkansas.gov>
Cc: Dylan Potts <dpotts@Gill-law.com>; Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

My apologies for misreading the two ADFA agencies. I am going to discuss options with Samuel this

afternoon.

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 Office Locations: Texarkana

PLEASE NOTE OUR NEW PHYSICAL ADDRESS ABOVE.

From: Kathryn Irby [<mailto:kathryn.irby@arkansas.gov>]
Sent: Thursday, September 18, 2025 2:36 PM
To: Darby Doan <ddoan@haltomdoan.com>
Cc: Dylan Potts <dpotts@Gill-law.com>; Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

Here are my concerns:

1. The Arkansas Development Finance Authority does not appear to be a party to this agreement.
2. Section 1 does not specify that the Arkansas Development Finance Authority is under the umbrella of the Arkansas Department of Finance and Administration.
3. The releases in Sections 4 and 5 do not mention or include the Arkansas Development Finance Authority. Additionally, there is no release by the Arkansas Development Finance Authority of the other parties.

Will the parties visit and decide how to address this? I'm not sure how difficult it would be to revise the settlement agreement, but that seems from my vantage point to be the cleanest way to handle this?

Kathryn

From: Darby Doan <ddoan@haltomdoan.com>
Sent: Wednesday, September 17, 2025 10:16 PM
To: Kathryn Irby <kathryn.irby@arkansas.gov>
Cc: Dylan Potts <dpotts@Gill-law.com>; Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: RE: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

Yes the settlement will resolve Tetronics' claim against the ADFA when final and the payment has been made. As has been explained to us, ATRS will not actually make the payment but rather it will be the ADFA once the approval process is completed as referenced in Section 1 of the settlement agreement. I do see that we did not include the ADFA as other than the payer in the settlement

agreement, so we are open to suggestions about how to best confirm that the settlement also will resolve all claims in CC-22-1189 including the claims against ADFA.

From: Kathryn Irby [<mailto:kathryn.irby@arkansas.gov>]
Sent: Wednesday, September 17, 2025 5:16 PM
To: Darby Doan <ddoan@haltomdoan.com>
Cc: Dylan Potts <dpotts@Gill-law.com>; Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: INFO NEEDED: Tetronics v. ATRS et al CC-22-1189

Mr. Doan, thank you for this information. Does this settlement also resolve the claim against the Arkansas Development Finance Authority? I may be missing it, but it looks like that claim is still out there?

Kathryn Irby

Kathryn Irby
Arkansas State Claims Commission
101 East Capitol Avenue, Suite 410
Little Rock, Arkansas 72201
(501) 682-2822

From: Darby Doan <ddoan@haltomdoan.com>
Sent: Wednesday, September 17, 2025 4:58 PM
To: Kathryn Irby <kathryn.irby@arkansas.gov>
Cc: Dylan Potts <dpotts@Gill-law.com>; Samuel Pollock <samuel.pollock@arkansasag.gov>; Danielle Owens <dOwens@Gill-law.com>
Subject: Tetronics v. ATRS et al CC-22-1189

Ms. Irby,

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