



Steven L. Humphreys

Of Counsel

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New Jersey
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About

Bringing clarity to complexity, bridging gaps between the concerns of regulators and his clients, and finding solutions that minimize and appropriately allocate risks and responsibilities in consequential transactions, Steven Humphreys concentrates his practice on all aspects of environmental law and related business counseling.

Steven matches his actionable, practical compliance counseling with the credibility and trust he has earned among regulators and other environmental authorities. The confidence Steven instills in both his clients and those charged with enforcing environmental obligations facilitates the expeditious and efficient resolution of even the thorniest problems.

Steven advises businesses in regulatory compliance and management of environmental risk and defends their interests in enforcement actions arising under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), the federal Resource Conservation and Recovery Act (RCRA), Clean Air Act, Clean Water Act, and various other federal, state, and local environmental laws.

Keenly aware of his clients' business needs and priorities, he is instrumental in guiding and insulating clients from risk regarding the environmental aspects of business transactions, helping them navigate the complexities of ever-changing environmental rules and standards, and guiding the site remediation process to cost-effective conclusion.

Steven is particularly adept at developing strategies for identifying, managing, and allocating environmental risk in business transactions, including using environmental insurance products, guaranteed remediation contracts, and governmental liability protections to offset risk.

He represents purchasers and sellers of contaminated or potentially contaminated "brownfields" properties in transactions involving single and multiple properties in the U.S. and abroad. Steven also counsels lenders and borrowers in commercial loan transactions and loan workouts.

Steven represents real property owners seeking to manage environmental liabilities through voluntary cleanup programs and property transfer laws such as the New Jersey Industrial Site Recovery Act. His substantive knowledge of the law and the realities of environmental remediation allows him to work closely and seamlessly with environmental engineering firms, including response action contractors, for projects involving the investigation and remediation of contaminated

property.

Another aspect of Steven's practice involves the representation of clients in prosecuting and defending claims under the federal Superfund law (CERCLA) and comparable state statutes for recovering costs associated with cleaning up environmental contamination at various types of industrial and commercial properties. Steven has also represented corporate clients regarding regulatory enforcement actions and obligations arising under CERCLA, RCRA, the Clean Air Act, the Clean Water Act, the federal Insecticide, Fungicide, and Rodenticide Act (FIFRA), and various state and local environmental laws. He has extensive experience counseling clients and working with authorities regarding chemicals of concern, including emerging contaminants like poly- and perfluoroalkyl substances (PFAS).

In addition, Steven has represented corporate clients and property owners in prosecuting several insurance recovery cases, leading to the recovery of millions of dollars in proceeds under insurance policies for environmental-related damages and losses.

Steven's practice includes counseling clients on a wide range of compliance issues arising under federal and state environmental laws, primarily concerning hazardous waste regulation and water and air permitting matters. He has participated in the development of significant federal rulemakings under CERCLA and RCRA by submitting comments on behalf of affected parties. Steven's counsel is also relied upon by clients and colleagues regarding the environmental aspects of their Environmental, Social, and Governance (ESG) efforts and initiatives.

A respected thought leader on environmental matters, Steven has written numerous articles on environmental law issues, including environmental considerations in real estate and corporate transactions, criminal enforcement of environmental laws, and hazardous waste cleanup cost recovery. He also is a frequent speaker at conferences and seminars on environmental law topics. His recent speaking engagements have included such topics as "Water Rights and Resource Management," "Buying and Selling Contaminated Properties," and "New York's Brownfields Cleanup Program."

Experience

Environmental Aspects of Business Transactions

Represented large automotive parts manufacturer in more than a dozen asset and real estate purchase and sale transactions and lending transactions.

Represented lending institutions in more than 100 separate commercial financing transactions.

Numerous bank branch real estate purchase and leasing transactions for large banking company.

Represented owner of several solid waste transfer stations and waste hauling business in sale of business.

Debt refinancing for telecommunications company and associated EHS compliance review.

Supervised environmental due diligence activities in connection with the acquisition of large telecommunications company.

Represented owner of steel fabrication facilities in New Jersey and Illinois in sale of facilities.

Acquisition of a major independent producer/distributor of industrial gases in the Midwest by U.S.

subsidiary of a Japanese industrial gas company.

Sale of four steel tube manufacturing facilities located in Pennsylvania, Massachusetts and Connecticut.

Represented a leading generator sales and service company in merger of equals with other generator sales and service company.

Represented large aircraft manufacturer's purchase of municipal airport facility for the construction of aircraft manufacturing facility.

Represented steel manufacturing company in asset purchase involving steel manufacturing facilities located in Pennsylvania and New Jersey.

Counseled manufacturer of mosquito control device in public financing.

Counseled hydraulic fracturing services company in public financing.

Represented venture capital company in separate transactions involving the acquisition and subsequent sale of a medical device manufacturer.

Represented large office services company's acquisition of international mail and messaging business.

Represented gas manufacturer in acquisition of air separation plants.

Represented venture capital firm's acquisition of large publishing company.

Represented real estate developer in military housing ground lease transactions involving four U.S. Army bases in the United States.

Represented golf course developer in joint venture involving the redevelopment of municipal landfill into a championship 18-hole golf course.

Represented company's stock purchase of all ownership shares in sprinkler manufacturing company in California.

Commercial financing transactions for borrowers engaged in various manufacturing industries.

Electrode manufacturer's various financing and merger and acquisitions projects.

Superfund

Served as liaison counsel to a mid-tier group of 18 potentially responsible parties (PRPs) at the Mattiace Petrochemical Superfund Site in Glen Cove, NY, bringing the group's potential liability to a settlement that included an innovative remediation contractor liability buy-out for future costs, the first-ever such arrangement accepted by EPA Region II headquarters at a federal Superfund site.

Represented individual PRPs and/or defendants in administrative settlement/litigation under CERCLA and state analog statutes at the Superior Barrel and Drum Superfund Site in Elkton, NJ; Combe Fill South Landfill Superfund Site in Chester, NJ; Burlington Environmental Management Services Superfund Site in Burlington County, NJ; Maryland Sand and Gravel Superfund Site in Elkton, MD; Bypass 601 Superfund Site in Concorde, NC; ILCO Superfund Site in Leeds, AL; Neals Landfill Superfund Site in Monroe County, IN; and Parker Landfill Superfund Site in Lyndon, VT.

Prosecuted and defended New Jersey Spill Act cost recovery claims on behalf of a developer in two cases involving nine chromium-contaminated sites in Hudson County, NJ.

Regulatory Enforcement Actions

Represented a large banking company in connection with the performance of a voluntary compliance audit and corrective action program involving more than 100 properties, as well as the negotiation and settlement of related penalties with the U.S. Environmental Protection Agency.

Represented a plumbing products manufacturer in a civil complaint by the L.A. City Attorney's office, pertaining to stormwater discharges.

Represented a plumbing products manufacturer in a civil complaint by the EPA Region IX, involving alleged violations of SARA Title III.

Represented a consumer electronics, lighting and home appliances company in an appeal of a state water discharge permit matter before the Indiana Supreme Court, resulting in the reversal of two lower court rulings. (Case reported at 614 N.E.2d 916 (Ind. 1993)).

Represented property owners and responsible parties in contaminated site remediation projects arising under state cleanup and/or property-transfer statutes, including sites located in New Jersey, New York, Connecticut, Massachusetts, District of Columbia, Illinois, Texas and Florida.

Represented corporate clients in enforcement actions brought under various federal and state environmental laws, including the Clean Water Act, Clean Air Act, RCRA, FIFRA, New Jersey Toxic Catastrophe Prevention Act, New York pesticide law, South Carolina air pollution control law, Florida underground storage tank law, California "Proposition 65" law and District of Columbia underground storage tank law.

Litigation/Administrative Proceedings

Represented the debtor in a Chapter 11 bankruptcy proceeding in defense of claims by the United States and Rhode Island totaling more than \$90 million in response costs under the Comprehensive Environmental Response, Compensation, and Liability Act and comparable state law. Steven successfully settled both claims for a one-time payment of \$411,000, all of which, as well as all defense costs, were recovered in a separate claim by Steven against the insurance carrier on behalf of the debtor.

Successfully sued the insurers of a client in a coverage dispute pertaining to environmental liabilities at several contaminated sites in New Jersey, resulting in a settlement in excess of \$1 million.

Successfully defended corporate clients in a wide range of administrative enforcement actions arising under a variety of environmental statutes, including the federal Clean Water Act, Clean Air Act, Safe Drinking Water Act, federal Insecticide, Fungicide and Rodenticide Act, Resource Conservation and Recovery Act, and equivalent state statutes.

Debt Restructuring, Foreclosure and Bankruptcy

Steven has provided environmental counseling services to assist with numerous loan workouts and debt restructurings involving environmentally distressed properties, as well as foreclosure actions and bankruptcy reorganization.

As counsel to the trustee of a Liquidating Trust created by the bankruptcy of a former steel manufacturing concern, successfully litigated against a former owner of a steel manufacturing facility in order to enforce its contractual obligations to remediate chlorinated solvent contamination at the property, and assisted with the ultimate disposition through the sale of the property.

Represented a creditors committee comprised of lenders in the establishment of a \$110 million revolving credit facility, as part of a debt restructuring for lender creditors of a textile manufacturer in a Chapter 11 bankruptcy. As part of this representation, Steven negotiated a \$25 million aggregate environmental insurance policy that served to provide comfort for secured lenders regarding potential environmental remediation liabilities at mortgaged properties, allowing the restructuring to go forward.

Represented the lender in securing obligations of a property owner to complete an environmental remediation of, and provide contractual assurances to, the purchaser of the property abandoned by the borrower/tenant in a bankruptcy proceeding and in a foreclosure action on behalf of the client.

Counseled the lender in a foreclosure action on a brownfields redevelopment project in New York City.

Counseled the lender in a foreclosure action on a shopping center in Indiana contaminated with perchloroethylene.

Counseled lender in completing defaulted borrower's site remediation obligations pursuant to the New Jersey Industrial Site Recovery Act (ISRA), allowing for subsequent sale of property and partial recovery of costs in borrower's bankruptcy proceeding.

Represented the lender in negotiations with a defaulted borrower and the prior owner of a contaminated industrial property located in Virginia to obtain a deed in lieu of a foreclosure and tripartite settlement agreement providing for the completion of remediation and sale of the property.

Other Relevant Experience

Advised a telecommunications company in connection with regulatory responsibilities arising under the Occupational Safety and Health Act relating to asbestos-containing materials.

Negotiated a liability transfer program for a major pharmaceutical manufacturer that included the acquisition of a finite-risk environmental insurance policy to absorb all environmental risks associated with the transfer of a large manufacturing facility campus. This transaction included a complete buy-out by the purchaser of the property of all known environmental liabilities and unknown environmental risk associated with the property (both off-site and on-site), with the purchaser's indemnity obligation effectively secured by the finite risk insurance policy.

Negotiated a guaranteed remediation contract providing for the assumption of all responsibility for remediating a large plume of chlorinated solvent contamination under a shopping center on behalf of a lender. Also negotiated relevant financing documents pertaining to the guaranteed remediation contract.

As counsel to a major petroleum manufacturing and distribution company, negotiated environmental provisions in Purchase and Sale Agreements for a gasoline station portfolio divestiture project, and was involved in evaluating and advising on select aspects of the corresponding risk transfer agreements, related environmental insurance and underlying escrow arrangements. The Purchase and Sale Agreements contemplated alternative scenarios where, post-Purchase and Sale Agreement

execution, either a risk transfer agreement would be entered into and environmental insurance would be obtained, or the purchasers would assume at closing most known and unknown environmental liability exposure.

Pro Bono

Represented indigent plaintiff in complaint against District of Columbia for mishandling of deceased son's corpse.

Honors

Steven was recognized by the Federal Bar Association for service as chairman of FBA Environmental & Energy Committee.

No aspect of this advertisement has been approved by the Supreme Court of New Jersey.

Affiliations

American Bar Association, Section on Natural Resources, Energy and Environmental Law

New Jersey State Bar Association, Environmental Law Section

Federal Bar Association, Section on Environment, Energy and Natural Resources, Environmental Law Committee, former chairman

Serve as judge for environmental law moot court competitions

Community

Patriots' Path Council of Boy Scouts of America, board of directors

Basketball coach for extramural youth league

Related Services

Energy

Environmental

Environmental Litigation

Environmental Regulation

Environmentally Impaired Properties

Land Use

PFAS and Emerging Contaminants

Education

American University Washington College of Law, J.D., 1990

- cum laude
- Honor Society, Law Review

University of Maryland, College Park, B.S., 1982

Admissions

New Jersey, 2000

Courts

U.S. District Court–District of New Jersey