

# Polsinelli Secures Declaratory Relief in Board of Directors Dispute

**(April 27, 2026)** Polsinelli recently prevailed in a lawsuit in the Delaware Court of Chancery for declaratory relief on behalf of Plaintiffs Christopher Ropko and Thomas Burdi against Defendant Phillip McNeill, Jr. (McNeill) under 6 *Del. C.* §§ 18-110 and 18-111. In the Court's post-trial opinion, the Court found that McNeill's attempt to remove Ropko and Burdi as officers and managing board members of McNeill Investment Group, LLC (MIG) was invalid and ineffective, reinstated Ropko and Burdi into their officer and board positions and awarded them their reasonable attorney's fees and expenses under a contractual, prevailing party fee shifting provision.

In June 2023, Ropko and Burdi were named CEO and COO, respectively, of MIG under an Amended and Restated Operating Agreement approved by MIG's shareholders. Ropko and Burdi became members of MIG's managing board by way of their appointment as officers, and with McNeill they comprised the 3-person managing board.

On October 7, 2024, McNeill called Ropko, purporting to terminate him and Burdi as CEO and COO and removing them from MIG's managing board. Plaintiffs alleged that McNeill improperly removed them from the managing board of MIG violation of MIG's operating agreement which vested the authority to remove MIG's officers in MIG's managing board.

Plaintiffs brought a summary proceeding 110 in the Delaware Court of Chancery under 6 *Del. C.* § 18-110 in November 2024, and sought a declaration that their removal as officers and managing board members was ineffective and invalid. The Court held a two day bench trial in May 2025 and held post-trial argument in September 2025.

On March 16, 2026, the Court issued a post-trial opinion in which the Court found McNeill's unilateral attempt to terminate Plaintiffs as CEO and COO and to remove Plaintiffs from MIG's managing board was ineffective under MIG's Operating Agreement, entitling Plaintiffs to declaratory relief under 6 *Del. C.* §§ 18-110 and 18-111. The Court declared that Ropko is MIG's CEO, that Burdi is MIG's COO, and that by virtue of holding those offices, Burdi and Ropko are members of the managing board.

Additionally, the Court held that Plaintiffs were entitled to recover their reasonable attorneys' fees and expenses incurred in the lawsuit under a prevailing party fee shifting provision of the Company's Operating Agreement.

The Polsinelli team was led by Shareholder Trey Reliford and included Shareholder Stephen J. Kraftschik. Additional support was provided by Associates Kevin M. Hogan, Ryan Mathis and LaDyrian S. Cole.

## About Polsinelli

Polsinelli is an Am Law 100 firm with more than 1,200 attorneys in over 25 offices nationwide. Recognized as one of the top firms for excellent client service and client relationships, Polsinelli is committed to meeting our clients' expectations of what a law firm should be. Our attorneys provide value through practical legal counsel infused with business insight, offering comprehensive corporate,

transactional, litigation and regulatory services with a focus on health care, real estate, finance, technology, private equity and life sciences. Polsinelli PC, Polsinelli LLP in California, Polsinelli PC (Inc) in Florida.