

MAYOR AND CITY COUNCIL  
OF BALTIMORE

Plaintiff,

v.

BP P.L.C., *et al.*

Defendants.

\* IN THE  
\* CIRCUIT COURT  
\* FOR BALTIMORE CITY  
\* Case No. 24-C-18-004219  
\* Specially Assigned to the  
\* Hon. Videtta A. Brown  
\*

\* \* \* \* \*

**PLAINTIFF MAYOR AND CITY COUNCIL OF BALTIMORE'S  
MEMORANDUM OF LAW IN OPPOSITION TO DEFENDANT  
HESS CORPORATION'S SUPPLEMENTAL MOTION TO PARTIALLY DISMISS  
PLAINTIFF'S COMPLAINT FOR FAILURE TO STATE A CLAIM**

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## **I. INTRODUCTION**

On July 20, 2018, the Mayor and City Council of Baltimore (“City”) filed a detailed Complaint with extensive allegations about corporate misconduct by Hess Corporation (“Hess”) and other defendants (collectively, “Defendants”). The City alleges that, over many decades, Hess and other Defendants failed to warn that the intended use of their fossil fuel products would lead to catastrophic climatic consequences, and instead waged a sophisticated campaign of deception to knowingly conceal and misrepresent the hazards of their products. In doing so, Hess and others have violated the Maryland Consumer Protection Act (“MCPA”) and committed other torts.

Hess filed a motion to dismiss the City’s MCPA claim against it (“Motion”), contending that the Complaint does not isolate specific misrepresentations made by Hess. However, as detailed in the City’s memorandum in opposition to Defendants’ joint motion to dismiss for failure to state a claim (“Opposition”), which the City incorporates by reference here, Hess and other Defendants have committed numerous unfair and deceptive trade practices, including by failing to disclose and knowingly concealing their fossil fuel products’ climatic risks. *See Opp.* at Part IV.D.5. The City also alleges actionable misrepresentations attributable to Hess under a concert-of-action theory. The Complaint’s allegations sufficiently notify Hess of the MCPA claim against it, and satisfy the heightened pleading requirement applicable to only a portion of the City’s MCPA claim.

Hess also contends the three-year statute of limitations applicable to MCPA claims bars the City’s claim against it. However, Hess and others obscured the existence and operation of their deception campaign through third party surrogates, which prevented the City from uncovering the bases for its claims. This fraudulent concealment tolled the statute of limitations, rendering Hess’s and others’ pre-2015 conduct actionable. A jury should decide when the City reasonably could have uncovered the facts essential to its MCPA claim. The Court should deny the Motion.

## **II. ARGUMENT**

### **A. The City's Allegations Sufficiently Notify Hess of the Claims Against It.**

Hess first contends that the MCPA claim against it must be dismissed because the Complaint does not isolate specific misrepresentations, or other violative conduct, by Hess alone. Mot. at 3–5. But the Complaint explains how Hess and others have violated the MCPA, and identifies misrepresentations attributable to Hess under a concert-of-action theory.

#### **1. The Complaint Explains How Hess Has Violated the MCPA.**

The Complaint extensively details Hess's and other Defendants' long-running campaigns to deny, and spread disinformation about, the links between their fossil fuel products and climate change. *See* Compl. ¶¶ 1, 6–7, 141–70. Hess for many years owned gas stations throughout Maryland, at which it marketed and sold gasoline and other fossil fuel products to consumers. *Id.* ¶ 28(e). In marketing and selling its fossil fuel products, Hess, like other Defendants, failed to disclose, and knowingly concealed and omitted, material facts about its products' climatic risks,<sup>1</sup> with the intent that consumers rely on such misstatements and omissions in continuing to buy its products. *See id.* ¶¶ 140–70, 295–96. Hess's and other Defendants' misleading and deceptive conduct has unlawfully deceived consumers about the severe climatic risks that fossil fuels pose, *see id.* ¶ 170, resulting in expanded use of fossil fuels that has exacerbated the City's climate-related injuries and the costs of mitigating them, *see id.* ¶¶ 179–80, 190–217, 298.

These allegations suffice to allege that Hess engaged in unfair, abusive, or deceptive trade practices prohibited under the MCPA. *See* Md. Code Ann., Com. Law §§ 13-301, 13-303. For

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<sup>1</sup> Hess and other Defendants have known or been notice of these risks since at least the 1960s, *see id.* ¶¶ 103–04, in part by virtue of their membership in the American Petroleum Institute ("API"), *see* Compl. ¶¶ 107–08 (describing scientific reports prepared for API in 1968 and 1969 describing the role of fossil fuels in contributing to global warming and how "the potential damage to our environment could be severe," which were made available to API's members); *see also id.* ¶ 31(a) (Hess and/or its predecessors have been API members at relevant times).



example, Hess's failure to disclose material facts about its fossil fuel products' climatic risks, which has deceived the City and other consumers, qualifies as an actionable "[f]ailure to state a material fact if the failure deceives or tends to deceive," *see* Md. Code Ann., Com. Law § 13-301(3);<sup>2</sup> *see also Proctor v. Am. Offshore Powerboats, LLC*, 2005 WL 8174466, at \*2 (D. Md. Feb. 8, 2005) (denying motion to dismiss § 13-301(3) claim based on defendant's "failure to disclose the powerboat's defects and associated risks"). And, as discussed further below, Hess's knowing concealment and omission of the risks of its fossil fuel products, which were intended to induce consumers to keep buying its fossil fuel products, qualify as violations of § 13-301(9). *See Lloyd v. Gen. Motors Corp.*, 397 Md. 108, 150–54 (2007) (plaintiffs stated claim under § 13-301(9) based on allegations that defendant automakers knew the risk of injury from weak seatbacks but "engaged in a 30-year cover-up of the product malfunction" and "concealed" that defect).<sup>3</sup>

Contrary to Hess's arguments, moreover, no Maryland case law proscribes the use of collective allegations, and federal courts applying Maryland law have often held that such allegations "provide defendants with 'fair notice' of the claims against them 'and the grounds upon which [they] rest.'" *State v. Exxon Mobil Corp.*, 406 F. Supp. 3d 420, 476 (D. Md. 2019) (quotation omitted) (rejecting defendants' argument that "group pleading" was "improper").<sup>4</sup> Here, the

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<sup>2</sup> Although the Complaint expressly refers to only §§ 13-301(1) and (9), *see* Compl. ¶ 292, it also states a violation of § 13-301(3) by alleging that the climatic risks of fossil fuel products are material to Maryland consumers, *see id.* ¶¶ 295–96, and that Hess and others failed to warn of those risks while marketing and selling their products, *see id.* ¶¶ 141–70, 241, 274, which has deceived consumers, *id.* ¶ 170. *See Tavakoli-Nouri v. State*, 139 Md. App. 716, 730 (2001) ("The critical inquiry is not whether the complaint specifically identifies a recognized theory of recovery, but whether it alleges specific facts that, if true, would justify recovery under any established theory.").

<sup>3</sup> *See also Doll v. Ford Motor Co.*, 814 F. Supp. 2d 526, 545–46, 548 (D. Md. 2011) (MCPA claim stated with allegations that defendant "concealed, suppressed, and omitted material facts regarding the inherent defect," "knew the vehicles were defective[,] and intended for the Plaintiffs to rely on its concealment of these material facts").

<sup>4</sup> *See also, e.g., Chevron U.S.A. Inc. v. Apex Oil Co.*, 113 F. Supp. 3d 807, 815 n.1 (D. Md. 2015) (collecting cases to show that "[n]othing in [Federal Rule of Civil Procedure] 8 prohibits collectively referring to multiple defendants where the complaint alerts defendants that identical claims are asserted against each defendant" (quotation omitted)); *Lackey v. MWR Investigations, Inc.*, 2015 WL 132613, at \*2–3 (D. Md. Jan. 8, 2015) (rejecting argument that complaint improperly grouped defendants and explaining "presum[ption] that all allegations made against the defendants collectively applied equally to the individual defendant" (collecting cases)).

Complaint's collective allegations are permissible because the City alleges each Defendant engaged in the same wrongful conduct by deploying campaigns to deceive and mislead consumers and the public about the link between their fossil fuel products and climate change. *See, e.g.*, Compl. ¶¶ 1, 6–7, 141–70, 295–96. These allegations adequately allege each element of the City's MCPA and other claims, *see* Opp. at Part IV.D.1–IV.D.5, and provide Hess notice of all claims against it. *See Tshiani v. Tshiani*, 436 Md. 255, 270 (2013) (“The primary purpose behind our pleading standards is notice.”).

## **2. The Allegations Concerning API's Conduct Are Imputable to Hess.**

The Complaint also sufficiently alleges that Hess acted in concert with other Defendants and the American Petroleum Institute (“API”) to hold Hess jointly liable for MCPA violations committed with and through API.

The Maryland Supreme Court has long “recognized joint and several liability for ‘true’ joint tortfeasors, defined as tortfeasors who act in concert.” *Consumer Prot. Div. v. Morgan*, 387 Md. 125, 177 (2005). This principle applies where multiple persons “concurred in making [a tortious] misrepresentation.” *Purdum v. Edwards*, 155 Md. 178 (1928). “Those who actively participate in the wrongful act, by cooperation or request, or who lend aid, encouragement or countenance to the wrongdoer, or approval to his acts done for their benefit, are equally liable with him.” *Morgan*, 387 Md. at 178 (quoting Prosser, *Joint Torts and Several Liability*, 25 Calif. L. Rev. 413, 429–30 (1936)). Importantly, “[e]xpress agreement is not necessary; all that is required is that there shall be a common design or understanding.” *Id.* (quotation omitted).

The Complaint alleges that Hess acted in concert with other Defendants, including through its participation in API. *See* Compl. ¶¶ 31, 147, 219, 242, 254, 275. Hess and its predecessors have been API members at times relevant to the litigation. *Id.* ¶ 31(a). According to Hess's own website, its Chief Executive Officer (“CEO”) John B. Hess currently “serves on the Executive Committee



of the American Petroleum Institute,”<sup>5</sup> and API’s judicially noticeable tax returns indicate that Mr. Hess served on API’s Board of Directors from at least 2015 to 2021.<sup>6</sup>

API has played a vital role in Defendants’ campaign of deception and denial. *See id.* ¶¶ 31, 154, 158–59, 162–67. For example, in 1996, API “published an extensive report . . . warning against concern over [] buildup” of greenhouse gases “and any need to curb consumption” of fossil fuels, and “den[ying] the human connection to climate change.” *Id.* ¶ 154. API also developed a multi-million-dollar Global Climate Science Communications Plan with the express aim of convincing “average citizens” to “recognize[] uncertainties in climate science.” *Id.* ¶ 158. API’s false and misleading statements and misrepresentations about climate change and its connection to fossil fuel use had the capacity to deceive consumers, and indeed were intended to do so, and therefore plausibly qualify as violations of Md. Code Ann., Com. Law §§ 13-301(1) and 13-301(9).<sup>7</sup> API engaged in such misrepresentations on behalf of Defendants including Hess, *see*

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<sup>5</sup> Hess, *John B. Hess, Chief Executive Officer*, <https://investors.hess.com/management/john-hess> (last visited Dec. 11, 2023). Hess seeks judicial notice of various SEC filings to support its factual assertion that it divested its retail marketing assets in September 2014. *See Mot.* at 6 & nn.3–4. The City requests that the Court similarly take judicial notice of the fact that Hess’s CEO John B. Hess serves on API’s Executive Committee. This fact is not subject to reasonable dispute because it is listed on Hess’s own website, a source whose accuracy Hess cannot reasonably question. *See Md. Rule 5-201*; *see also Dashiell v. Meeks*, 396 Md. 149, 175 & n.6 (2006) (noticeable adjudicative facts include “facts about the parties and their activities, businesses and properties” (quoting *Montgomery Cnty. v. Woodward & Lothrop, Inc.*, 280 Md. 686, 711–12 (1977))).

<sup>6</sup> *See* Am. Petroleum Inst., *Form 990* at 2 (2015) (relevant excerpts attached as Ex. 1), [https://apps.irs.gov/pub/epostcard/cor/130433430\\_201512\\_990O\\_2017040714261686.pdf](https://apps.irs.gov/pub/epostcard/cor/130433430_201512_990O_2017040714261686.pdf); Am. Petroleum Inst., *Form 990* at 2 (2016) (relevant excerpts attached as Ex. 2), [https://apps.irs.gov/pub/epostcard/cor/130433430\\_201612\\_990O\\_2018011115111922.pdf](https://apps.irs.gov/pub/epostcard/cor/130433430_201612_990O_2018011115111922.pdf); Am. Petroleum Inst., *Form 990* at 2 (2017) (relevant excerpts attached as Ex. 3), [https://apps.irs.gov/pub/epostcard/cor/130433430\\_201712\\_990O\\_2019022516126496.pdf](https://apps.irs.gov/pub/epostcard/cor/130433430_201712_990O_2019022516126496.pdf); Am. Petroleum Inst., *Form 990* at 2 (2018) (relevant excerpts attached as Ex. 4), [https://apps.irs.gov/pub/epostcard/cor/130433430\\_201812\\_990O\\_2020011717044301.pdf](https://apps.irs.gov/pub/epostcard/cor/130433430_201812_990O_2020011717044301.pdf); Am. Petroleum Inst., *Form 990* at 3 (2019) (relevant excerpts attached as Ex. 5), <https://projects.propublica.org/nonprofits/organizations/130433430/202023219349305147/full>; Am. Petroleum Inst., *Form 990* at 2 (2020) (relevant excerpts attached as Ex. 6), [https://apps.irs.gov/pub/epostcard/cor/130433430\\_202012\\_990O\\_2022102720604032.pdf](https://apps.irs.gov/pub/epostcard/cor/130433430_202012_990O_2022102720604032.pdf); *Form 990* at 2 (2021) (relevant excerpts attached as Ex. 7), [https://apps.irs.gov/pub/epostcard/cor/130433430\\_202112\\_990O\\_2023051821266287.pdf](https://apps.irs.gov/pub/epostcard/cor/130433430_202112_990O_2023051821266287.pdf). The City similarly requests that the Court take judicial notice of the fact that Mr. Hess served on API’s Board of Directors from at least 2015 to 2021, which is not subject to reasonable dispute and readily verifiable from API’s submissions to the IRS.

<sup>7</sup> As alleged, “each Defendant’s fossil fuel promotion and marketing efforts were assisted by [] trade associations” including API, who, “[a]cting on behalf of the Defendants, . . . engaged in a long-term course of conduct to

Compl. ¶¶ 31, 158, and Hess has participated in API's misleading messaging through its membership in API, *id.* ¶ 31(a), and by holding high leadership positions within the trade organization through its CEO, *see supra* nn.5–6. Taking the Complaint's allegations as true and drawing reasonable inferences in the City's favor, Hess acted in concert with other Defendants and API by funding, encouraging, ratifying, and otherwise aiding API's knowingly false and misleading conduct, and is thus jointly liable for API's conduct.

### 3. The City Has Pleaded Its MCPA Claim with Sufficient Particularity.

Hess acknowledges that Maryland's heightened pleading requirement applies to only a subset of the City's MCPA claim against it: the subset asserting violations of Md. Code Ann., Com. Law § 13-301(9).<sup>8</sup> *See* Mot. at 5 n.2. Section 13-301(9) makes unlawful any "[d]eception, fraud, false pretense, false premise, misrepresentation, or knowing concealment, suppression, or omission of any material fact with the intent that a consumer rely on the same in connection with . . . [t]he promotion or sale of any consumer goods." Hess argues that the City fails to plead a § 13-301(9) claim with sufficient particularity. Mot. at 5 n.2. That portion of the City's MCPA claim is sufficiently pleaded, however, because the Complaint exhaustively describes the multi-decade deception and concealment campaign that Hess participated in. *See* Compl. ¶¶ 141–70, 295–96.

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misrepresent, omit, and conceal the dangers of Defendants' fossil fuel products." Compl. ¶ 31. Because API's misrepresentations on Defendants' behalf were integral to their deceptive scheme "designed to influence consumers to continue using Defendants' fossil fuel products irrespective of those products' damage to communities and the environment," *id.* ¶ 147, they qualify as actionable violations of the MCPA. *See Hoffman v. Stamper*, 385 Md. 1, 32 (2005) (a non-seller that "was an integral part of the entire scheme of deceptive trade practices committed in [a] sale" or offer for sale is liable under the MCPA if the induced transactions "would not have proceeded . . . absent" its conduct); *White v. Kennedy Krieger Inst., Inc.*, 221 Md. App. 601, 654 (2015) ("[M]isrepresentations of a third party [that] are a necessary component in a larger conspiracy to induce a consumer to buy or lease consumer goods . . . fall squarely within the scope of behavior the [M]CPA was designed to prohibit."); *Morris v. Osmose Wood Pres.*, 340 Md. 519, 541 (1995) (MCPA liability extends to non-sellers whose deceptive practices "so infect the sale or offer for sale to a consumer that the law would deem the practice to have been committed 'in' the sale or offer for sale").

<sup>8</sup> Maryland's heightened pleading standard applies only when a plaintiff seeks "relief on the ground of fraud," *see Thomas v. Nadel*, 427 Md. 441, 453 (2012) (quotation omitted), meaning fraud is "[t]he basis of . . . the relief sought," *Spangler v. Dan A. Sprosty Bag Co.*, 183 Md. 166, 173 (1944). Maryland courts have applied particularity pleading to MCPA claims only to the extent such claims rely on Md. Code Ann., Com. Law § 13-301(9), which includes fraud as an element and thus "replicates common-law fraud." *McCormick v. Medtronic, Inc.*, 219 Md. App. 485, 529 (2014).

The Maryland Supreme Court's decision in *Lloyd v. General Motors Corp.*, 397 Md. at 150–54, is instructive. *Lloyd* involved an MCPA claim alleging automakers' multi-decade effort to fraudulently conceal the dangers of defective seats. *Id.* The court found particularity pleading satisfied because plaintiffs alleged that defendants "ha[d] known the risk of injury," provided "facts that support that assertion," and alleged that defendants had "engaged in a 30-year cover-up of the product malfunction." *Id.* at 153 & n.21. The court did not require greater precision. As explained, the City's allegations are equally or more robust than those in *Lloyd*.

Hess's reliance on *McCormick v. Medtronic, Inc.*, 219 Md. App. 485, fails for at least two key reasons. *First*, and most importantly, the Complaint's allegations here are far more detailed and specific than those in *McCormick*. Even assuming *McCormick*'s test applies to the City's § 13-301(9) claim, the City shows "who made what false statement, when, and in what manner . . . ; why the statement is false; and why a finder of fact would have reason to conclude that the defendant acted with scienter . . . and with the intention to [induce reliance]." *See* 219 Md. App. at 528 (complaint only "vague[ly] reference[d]" misrepresentations). Hess and its predecessors have been API members at relevant times, Compl. ¶ 31(a), and Hess's current CEO has served on API's Board of Directors and Executive Committee, *see supra* nn. 5–6. As described above, API funded, produced, and disseminated materials concerning climate change that were false and misleading because they misstated the risks and purported environmental benefits of fossil fuel products. *See* Compl. ¶¶ 154, 158–67. As discussed, API's misleading statements are thus attributable to Hess because Hess acted in concert with API. The trier of fact could find that Hess acted with scienter and with intent to deceive, *McCormick*, 219 Md. App. at 528, because Hess knew about its fossil fuel products' role in causing climate change, made deliberate material omissions about that role, and ratified and encouraged API's misleading statements.

*Second*, the *McCormick* case involved only allegations of a fraudulent, affirmative misrepresentation. *See* 219 Md. App. at 528 (referring to defendants’ statements that “intended to induce physicians . . . to rely on [certain] alleged misrepresentations”). By contrast, the City—as in *Lloyd*—also alleges that, in promoting and selling their fossil fuel products, Defendants including Hess knowingly concealed, suppressed, and omitted material facts about their products’ climatic risks, intending for consumers to rely on their omissions to continue buying their fossil fuel products. *See* Compl. ¶¶ 295–96; *see also id.* ¶¶ 141–70; *Lloyd*, 397 Md. at 153–54. Hess’s over-restrictive reading of *McCormick*’s requirement to specify “who made what false statement, when, and in what manner,” 219 Md. App. at 528, does not fit the City’s allegations, which rely in substantial part on Hess’s failure to warn, concealment, and omission of information about the climate-related risks of its fossil fuel products, including through surrogate groups like API.

**B. Hess’s Fraudulent Concealment Told the Statute of Limitations.**

Hess’s fraudulent concealment of the unlawful nature of the deception campaign tolled the limitations period as to pre-2015 conduct by, or attributable to, Hess until the City reasonably could have discovered the facts essential to its MCPA claim—which is a question for the jury.

Under Maryland’s discovery rule, “a claim accrues when the plaintiff knew or reasonably should have known of the wrong,” meaning “the operative facts giving rise to the cause of action.” *Cain v. Midland Funding, LLC*, 475 Md. 4, 35, 37 (2021) (cleaned up). However, under the fraudulent concealment doctrine, if an adverse party’s fraud keeps the plaintiff from gaining knowledge of the claim, “the cause of action shall be deemed to accrue at the time when the party discovered, or by the exercise of ordinary diligence should have discovered the fraud.” *Doe v. Archdiocese of Wash.*, 114 Md. App. 169, 186–87 (1997) (quoting Md. Code Ann., Cts. & Jud. Proc. § 5-203). Determining when the plaintiff should have discovered the cause of action “is

inevitably a fact-intensive inquiry” and “ordinarily . . . to be determined by the factfinder, typically a jury.” *Mathews v. Cassidy Turley Md., Inc.*, 435 Md. 584, 618, 620 (2013) (reversing summary judgment because defendant’s alleged fraudulent concealment should have been left for jury); *see Geisz v. Greater Baltimore Med. Ctr.*, 313 Md. 301, 305, 317, 333–34 (1988) (similar).

Because Hess fraudulently concealed its MCPA violations, the City could not have discovered the full basis of its claim within the limitations period. The City alleges that Hess and other Defendants deployed sophisticated deception tactics and “deliberately obscured” their involvement in the campaigns of deception by relying on front groups, think tanks, “fringe” scientists, and trade associations to deploy climate denial and disinformation on their behalf. Compl. ¶¶ 166–67; *see also id.* ¶¶ 31, 150–68. Defendants’ role in funding such third parties—directly or “through Defendant-funded organizations like API”—was often undisclosed. *Id.* ¶ 162. These covert tactics ensured that outside observers like the City would view the disinformation and deception as coming from unconnected neutral sources, rather than Defendants. Defendants’ affirmative acts to promote disinformation, conceal their knowledge about their products’ harms, and cast doubt on the scientific consensus—while covering their tracks through use of third parties—“kept the [City] in ignorance of” its MCPA claim. *See Doe*, 114 Md. App. at 187. Hess’s insistence that the City fails to plead sufficient facts to allege fraudulent concealment, *see* Mot. at 7, merely rehashes Hess’s unpersuasive objections to the Complaint’s use of collective allegations.

Hess insists that the “nature of climate change and the alleged connection to Defendants’ fossil fuel products has been known and widely reported for years,” and that therefore the fraudulent concealment doctrine does not apply. Mot. at 8. That argument conflates knowledge of climate change and its impacts with knowledge of the facts underpinning the deceptive nature of Hess’s conduct, including Hess’s own early knowledge about the severe risks posed by its



products, and the company's efforts to undermine the public's understanding of the connection between its products and climate change. Hess did not violate the MCPA by producing fossil fuels; it did so by concealing and misrepresenting its products' climatic dangers and by attacking the very knowledge and reporting it now seeks to hide behind. *See Mayor & City Council of Baltimore v. BP P.L.C.*, 31 F.4th 178, 233 (4th Cir. 2022), *cert. denied*, 143 S. Ct. 1795 (2023) (the City's Complaint "clearly seeks to challenge the promotion and sale of fossil-fuel products without warning and abetted by a sophisticated disinformation campaign," not merely Defendants' production and sale of fossil fuels). Accordingly, the City's historical knowledge of climate change, fossil fuel use, and climate impacts is not enough to trigger the limitations clock.

Finally, Hess suggests its identity was irrelevant to trigger the statute of limitations. Mot. at 8–9 (quoting *Doe*, 114 Md. App. at 188–89). But Hess omits the preceding sentence from the case it cites: "*Once on notice of one cause of action*, a potential plaintiff is charged with responsibility for investigating, within the limitations period, all potential claims and all potential defendants with regard to the injury." *Doe*, 114 Md. App. at 188 (emphasis added). Here, the City was not on notice of its MCPA claim (or any others) until recently because of Hess's and others' affirmative acts of concealment and use of seemingly disconnected proxy groups to wage climate deception on their behalf. *See* Compl. ¶¶ 31, 150–67. A jury must decide when, in light of Hess's and others' fraudulent concealment, the City reasonably could have discovered the essential facts underpinning its MCPA claim against Hess. *See Mathews*, 435 Md. at 618, 620.

### **III. CONCLUSION**


For these reasons, the Court should deny Hess's Motion. If the Court finds the allegations deficient in any regard, the City respectfully requests leave to amend. *See* Md. Rule 2-341.



Dated: December 12, 2023

Respectfully submitted,

**EBONY M. THOMPSON**  
(CPF No. 1312190231)  
Acting City Solicitor

/s/ Sara Gross   
Sara Gross (CPF No. 412140305)  
Chief, Affirmative Litigation Division  
**BALTIMORE CITY LAW DEPT.**  
100 N. Holliday Street, Suite 109  
Baltimore, MD 21202  
Tel: (410) 396-3947  
Email: sara.gross@baltimorecity.gov

Victor M. Sher (*pro hac vice*)  
Matthew K. Edling (*pro hac vice*)  
Corrie J. Yackulic (*pro hac vice*)  
Stephanie D. Biehl (*pro hac vice*)  
Martin D. Quiñones (*pro hac vice*)  
Katie H. Jones (*pro hac vice*)  
**SHER EDLING LLP**  
100 Montgomery St., Ste. 1410  
San Francisco, CA 94104  
Tel: (628) 231-2500  
Fax: (628) 231-2929  
Email: vic@sheredling.com  
matt@sheredling.com  
corrie@sheredling.com  
stephanie@sheredling.com  
marty@sheredling.com  
katie@sheredling.com

*Attorneys for Plaintiff the Mayor and City Council  
of Baltimore*

**CERTIFICATE OF SERVICE**

I hereby certify that on this 12<sup>th</sup> day of December 2023, a copy of the *Mayor and City Council of Baltimore's Memorandum of Law in Opposition to Defendant Hess Corporation's Motion to Partially Dismiss for Failure to State a Claim* was served upon all counsel of record via email (by agreement of the parties).

/s/ Matthew K. Edling  
Matthew K. Edling

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CIVIL DIVISION

# EXHIBIT 1

Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

**2015**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter social security numbers on this form as it may be made public  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

**A** For the 2015 calendar year, or tax year beginning 01-01-2015, and ending 12-31-2015**B** Check if applicable:

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Final return/terminated  
☐ Amended return  
☐ Application pending

**C** Name of organization

AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
1220 L STREET NWCity or town, state or province, country, and ZIP or foreign postal code  
WASHINGTON, DC 20005**F** Name and address of principal officerJACK N GERARD  
1220 L STREET NW  
WASHINGTON, DC 20005**D** Employer identification number

13-0433430

**E** Telephone number

(202) 682-8000

**G** Gross receipts \$ 284,976,328**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ [www.api.org](http://www.api.org)**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No  
If "No," attach a list (see instructions)**H(c)** Group exemption number ▶**L** Year of formation 1919**M** State of legal domicile DC**Part I Summary**

Activities &amp; Governance

**1** Briefly describe the organization's mission or most significant activities  
THE MISSION OF THE AMERICAN PETROLEUM INSTITUTE (API) IS TO INFLUENCE PUBLIC POLICY IN SUPPORT OF A STRONG, VIABLE U.S. OIL AND NATURAL GAS INDUSTRY ESSENTIAL TO MEET THE ENERGY NEEDS OF CONSUMERS IN AN EFFICIENT, ENVIRONMENTALLY RESPONSIBLE MANNER

**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	46
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	45
<b>5</b> Total number of individuals employed in calendar year 2015 (Part V, line 2a)	<b>5</b>	311
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	6,000
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	11,000,271
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	901,122

Revenue

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	0	0
<b>9</b> Program service revenue (Part VIII, line 2g)	218,289,099	200,847,919
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	289,947	868,917
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	14,333,983	14,536,268
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	232,913,029	216,253,104

Expenses

<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	5,879,574	6,193,088
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	52,226,004	54,932,364
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <sup>0</sup>		
<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	186,169,501	189,213,934
<b>18</b> Total expenses—Add lines 13–17 (must equal Part IX, column (A), line 25)	244,275,079	250,339,386
<b>19</b> Revenue less expenses—Subtract line 18 from line 12	-11,362,050	-34,086,282

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	115,144,135	83,690,323
<b>21</b> Total liabilities (Part X, line 26)	124,019,063	116,060,215
<b>22</b> Net assets or fund balances—Subtract line 21 from line 20	-8,874,928	-32,369,892

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
John T Grempe Board Member	0 50 ..... 0 00	X					0	0	0
David W Gzebinski Board Member	0 50 ..... 0 00	X					0	0	0
Gary R Heminger Board Member & Chair Fin Cmte	0 50 ..... 0 00	X		X			0	0	0
John B Hess Board Member	0 50 ..... 0 00	X					0	0	0
Paul L Howes Board Member	0 50 ..... 0 00	X					0	0	0
W Herbert Hunt Board Member	0 50 ..... 0 00	X					0	0	0
Roger Jenkins Board Member	0 50 ..... 0 00	X					0	0	0
Paul K bsgaard Board Member	0 50 ..... 0 00	X					0	0	0
Tracy W Krohn Board Member	0 50 ..... 0 00	X					0	0	0
Ryan M Lance Board Member	0 50 ..... 0 00	X					0	0	0

# EXHIBIT 2



Form **990**Department of the Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax****Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)**

- ▶ Do not enter social security numbers on this form as it may be made public  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

**2016****Open to Public Inspection****A For the 2016 calendar year, or tax year beginning 01-01-2016, and ending 12-31-2016**

- B** Check if applicable:
- ☐ Address change
  - ☐ Name change
  - ☐ Initial return
  - ☐ Final
  - ☐ Return/terminated
  - ☐ Amended return
  - ☐ Application pending

**C** Name of organization  
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
1220 L STREET NWCity or town, state or province, country, and ZIP or foreign postal code  
WASHINGTON, DC 20005**D** Employer identification number

13-0433430

**E** Telephone number

(202) 682-8000

**G** Gross receipts \$ 254,789,984**F** Name and address of principal officerJACK N GERARD  
1220 L STREET NW  
WASHINGTON, DC 20005**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☒ No

If "No," attach a list (see instructions)

**H(c)** Group exemption number ▶**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ [www.api.org](http://www.api.org)**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation 1919**M** State of legal domicile DC**Part I Summary**

Activities &amp; Governance

**1** Briefly describe the organization's mission or most significant activities

The mission of American Petroleum Institute (API) is to promote safety across the industry globally and to influence public policy in support of a strong, viable U.S. oil and natural gas industry

**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	44
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	43
<b>5</b> Total number of individuals employed in calendar year 2016 (Part V, line 2a)	<b>5</b>	332
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	6,000
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	10,671,550
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	633,384

Revenue

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	0	12,193,728
<b>9</b> Program service revenue (Part VIII, line 2g)	200,847,919	200,946,375
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	868,917	504,780
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	14,536,268	16,013,935
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	216,253,104	229,658,818

Expenses

<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,193,088	4,321,347
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	54,932,364	60,071,949
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	189,213,934	160,686,526
<b>18</b> Total expenses—Add lines 13-17 (must equal Part IX, column (A), line 25)	250,339,386	225,079,822
<b>19</b> Revenue less expenses—Subtract line 18 from line 12	-34,086,282	4,578,996

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	83,690,323	88,459,067
<b>21</b> Total liabilities (Part X, line 26)	116,060,215	112,383,184
<b>22</b> Net assets or fund balances—Subtract line 21 from line 20	-32,369,892	-23,924,117

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature of officer

2017-11-15  
DateJACK N GERARD, PRESIDENT AND CEO  
Type or print name and title

Print/Type preparer's name

Preparer's signature

Date

PTIN

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Name and Title	Average hours per week (list any hours for related organizations below dotted line)	Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
Greg C Garland Board Member & Chair Fin Cmte	0.50	X		X			0	0	0
Russell K Girling Board Member	0.50	X					0	0	0
John T Grempe Board Member	0.50	X					0	0	0
David W Grzebinski Board Member	0.50	X					0	0	0
Dave A Hager Board Member	0.50	X					0	0	0
Gary R Heminger Board Member	0.50	X					0	0	0
John B Hess Board Member	0.50	X					0	0	0
Paul L Howes Board Member	0.50	X					0	0	0
W Herbert Hunt Board Member	0.50	X					0	0	0
Roger Jenkins Board Member	0.50	X					0	0	0

# EXHIBIT 3

Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

**2017**Department of the Treasury  
Internal Revenue Service**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)**

- ▶ Do not enter social security numbers on this form as it may be made public  
▶ Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

**Open to Public Inspection****A For the 2017 calendar year, or tax year beginning 01-01-2017, and ending 12-31-2017**

- B** Check if applicable:
- ☐ Address change
  - ☐ Name change
  - ☐ Initial return
  - ☐ Final return/terminated
  - ☐ Amended return
  - ☐ Application pending

**C** Name of organization  
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
1220 L STREETCity or town, state or province, country, and ZIP or foreign postal code  
WASHINGTON, DC 20005**D** Employer identification number

13-0433430

**E** Telephone number

(202) 682-8000

**G** Gross receipts \$ 226,586,227**F** Name and address of principal officer  
MICHAEL J SOMMERS  
1220 L STREET  
WASHINGTON, DC 20005**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☒ No

If "No," attach a list (see instructions)

**H(c)** Group exemption number ▶**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ WWW.API.ORG**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation 1919**M** State of legal domicile DC**Part I Summary**

Activities &amp; Governance

**1** Briefly describe the organization's mission or most significant activities  
SEE PART III, LINE 1**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	44
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	43
<b>5</b> Total number of individuals employed in calendar year 2017 (Part V, line 2a)	<b>5</b>	332
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	6,000
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	11,371,855
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	1,099,053

Revenue

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	12,193,728	100,000
<b>9</b> Program service revenue (Part VIII, line 2g)	200,946,375	187,074,722
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	504,780	513,458
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	16,013,935	18,987,624
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	229,658,818	206,675,804

Expenses

<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,321,347	2,347,561
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	60,071,949	61,818,084
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	160,686,526	156,678,262
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	225,079,822	220,843,907
<b>19</b> Revenue less expenses Subtract line 18 from line 12	4,578,996	-14,168,103

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	88,459,067	84,629,322
<b>21</b> Total liabilities (Part X, line 26)	112,383,184	133,279,064
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	-23,924,117	-48,649,742

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

\*\*\*\*\*

Signature of officer

2018-11-15

Date

MICHAEL J SOMMERS, PRESIDENT AND CEO

Type or print name and title

Print/Type preparer's name  
DEBORAH G KOSNETTPreparer's signature  
DEBORAH G KOSNETTDate  
2018-11-01Check ☐ ifPTIN  
P00290720

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
GREG C GARLAND BOARD MEMBER & CHAIR FIN CMTE	0.50 ..... 0.00	X		X			0	0	0
RUSSELL K GIRLING BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
DAVID W GRZEBINSKI BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
DAVE A HAGER BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
GARY R HEMINGER BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
JOHN B HESS BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
VICKI HOLLUB BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
PAUL L HOWES BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
W HERBERT HUNT BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
ROGER JENKINS BOARD MEMBER	0.50 ..... 0.00	X					0	0	0

# EXHIBIT 4



Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

**2018**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.**A For the 2019 calendar year, or tax year beginning 01-01-2018, and ending 12-31-2018**

- B** Check if applicable:
- ☒ Address change
  - ☐ Name change
  - ☐ Initial return
  - ☐ Final return/terminated
  - ☐ Amended return
  - ☐ Application pending

**C** Name of organization  
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
200 MASSACHUSETTS AVE NW NO 1100City or town, state or province, country, and ZIP or foreign postal code  
WASHINGTON, DC 20001**D** Employer identification number

13-0433430

**E** Telephone number

(202) 682-8000

**G** Gross receipts \$ 255,566,874**F** Name and address of principal officer  
MICHAEL J SOMMERS  
200 MASSACHUSETTS AVE NW NO 1100  
WASHINGTON, DC 20001**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☒ No

If "No," attach a list (see instructions)

**H(c)** Group exemption number ▶**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(6) (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ WWW API ORG**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation 1919**M** State of legal domicile DC**Part I Summary****1** Briefly describe the organization's mission or most significant activities  
SEE PART III, LINE 1**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	45
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	44
<b>5</b> Total number of individuals employed in calendar year 2018 (Part V, line 2a)	<b>5</b>	350
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	6,000
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	11,397,065
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	1,158,808

		Prior Year	Current Year
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	100,000	401,267
	<b>9</b> Program service revenue (Part VIII, line 2g)	187,074,722	211,486,068
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	513,458	-862,035
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	18,987,624	23,324,060
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	206,675,804	234,349,360
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,347,561	8,328,057
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	61,818,084	74,505,244
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	156,678,262	159,414,791
	<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	220,843,907	242,248,092
	<b>19</b> Revenue less expenses Subtract line 18 from line 12	-14,168,103	-7,898,732
<b>Net Assets or Fund Balances</b>		Beginning of Current Year	End of Year
	<b>20</b> Total assets (Part X, line 16)	84,629,322	142,482,288
	<b>21</b> Total liabilities (Part X, line 26)	133,279,064	188,234,679
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	-48,649,742	-45,752,391

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

2019-11-15

Date

MICHAEL J SOMMERS PRESIDENT AND CEO  
Type or print name and title

Print/Type preparer's name

Preparer's signature

Date  
2019-11-06Check ☐ ifPTIN  
P00290720

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Highest compensated employee			
GREG C GARLAND BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
RUSSELL K GIRLING BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
DAVE A HAGER BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
HANS JAKOB HEGGE BOARD MEMBER (AS OF 10/18)	0.50 ..... 0.00	X				0	0	0
GARY R HEMINGER BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
JOHN B HESS BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
VICKI HOLLUB BOARD MEMBER & CHAIR FIN CMTE	0.50 ..... 0.00	X		X		0	0	0
PAUL L HOWES BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
W HERBERT HUNT BOARD MEMBER	0.50 ..... 0.00	X				0	0	0
ROGER JENKINS BOARD MEMBER	0.50 ..... 0.00	X				0	0	0

# EXHIBIT 5

Form **990**  
(Rev. January 2020)  
Department of the Treasury  
Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)  
▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public Inspection

<b>A</b> For the <b>2019</b> calendar year, or tax year beginning and ending																														
<b>B</b> Check if applicable:  Address change Name change Initial return Final return/terminated Amended return Application pending	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td colspan="2"><b>C</b> Name of organization <b>AMERICAN PETROLEUM INSTITUTE</b></td> <td><b>D</b> Employer identification number <b>13-0433430</b></td> </tr> <tr> <td colspan="2">Doing business as</td> <td><b>E</b> Telephone number <b>(202) 682-8000</b></td> </tr> <tr> <td>Number and street (or P.O. box if mail is not delivered to street address)</td> <td>Room/suite</td> <td rowspan="2"><b>G</b> Gross receipts \$ <b>266,176,897.</b></td> </tr> <tr> <td><b>200 MASSACHUSETTS AVE NW</b></td> <td><b>1100</b></td> </tr> <tr> <td colspan="2">City or town, state or province, country, and ZIP or foreign postal code <b>WASHINGTON, DC 20001</b></td> <td><b>H(a)</b> Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No</td> </tr> <tr> <td colspan="2"><b>F</b> Name and address of principal officer: <b>MICHAEL J. SOMMERS</b></td> <td><b>H(b)</b> Are all subordinates included? Yes No</td> </tr> <tr> <td colspan="2"><b>SAME AS C ABOVE</b></td> <td>If "No," attach a list. (see instructions)</td> </tr> <tr> <td colspan="2"><b>I</b> Tax-exempt status: 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( 6 ) ◀ (insert no.) 4947(a)(1) or 527</td> <td><b>H(c)</b> Group exemption number ▶</td> </tr> <tr> <td colspan="2"><b>J</b> Website: ▶ <b>WWW.API.ORG</b></td> <td><b>L</b> Year of formation: <b>1919</b> <b>M</b> State of legal domicile: <b>DC</b></td> </tr> <tr> <td colspan="3"><b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other ▶</td> </tr> </table>	<b>C</b> Name of organization <b>AMERICAN PETROLEUM INSTITUTE</b>		<b>D</b> Employer identification number <b>13-0433430</b>	Doing business as		<b>E</b> Telephone number <b>(202) 682-8000</b>	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>266,176,897.</b>	<b>200 MASSACHUSETTS AVE NW</b>	<b>1100</b>	City or town, state or province, country, and ZIP or foreign postal code <b>WASHINGTON, DC 20001</b>		<b>H(a)</b> Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No	<b>F</b> Name and address of principal officer: <b>MICHAEL J. SOMMERS</b>		<b>H(b)</b> Are all subordinates included? Yes No	<b>SAME AS C ABOVE</b>		If "No," attach a list. (see instructions)	<b>I</b> Tax-exempt status: 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( 6 ) ◀ (insert no.) 4947(a)(1) or 527		<b>H(c)</b> Group exemption number ▶	<b>J</b> Website: ▶ <b>WWW.API.ORG</b>		<b>L</b> Year of formation: <b>1919</b> <b>M</b> State of legal domicile: <b>DC</b>	<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other ▶		
<b>C</b> Name of organization <b>AMERICAN PETROLEUM INSTITUTE</b>		<b>D</b> Employer identification number <b>13-0433430</b>																												
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Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>266,176,897.</b>																												
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City or town, state or province, country, and ZIP or foreign postal code <b>WASHINGTON, DC 20001</b>		<b>H(a)</b> Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No																												
<b>F</b> Name and address of principal officer: <b>MICHAEL J. SOMMERS</b>		<b>H(b)</b> Are all subordinates included? Yes No																												
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<b>I</b> Tax-exempt status: 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( 6 ) ◀ (insert no.) 4947(a)(1) or 527		<b>H(c)</b> Group exemption number ▶																												
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<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other ▶																														

<b>Part I Summary</b>			
<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>SEE PART III, LINE 1</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>44</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>43</b>
	<b>5</b> Total number of individuals employed in calendar year 2019 (Part V, line 2a)	<b>5</b>	<b>376</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>6000</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>11,141,837.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 39	<b>7b</b>	<b>827,362.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>401,267.</b>	<b>0.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>211,486,068.</b>	<b>215,094,345.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>-862,035.</b>	<b>917,570.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>234,349,360.</b>	<b>225,088,925.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>8,328,057.</b>	<b>12,419,219.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>74,505,244.</b>	<b>74,344,887.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>0.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>159,414,791.</b>	<b>163,199,186.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>242,248,092.</b>	<b>249,963,292.</b>
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>-7,898,732.</b>	<b>-11,442,452.</b>
	<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>
<b>21</b> Total liabilities (Part X, line 26)		<b>142,482,288.</b>	<b>131,182,605.</b>
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20		<b>188,234,679.</b>	<b>193,799,218.</b>
		<b>-45,752,391.</b>	<b>-62,616,613.</b>

<b>Part II Signature Block</b>																				
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.																				
<b>Sign Here</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">Signature of officer</td> <td style="width:40%;">Date</td> </tr> <tr> <td><b>MICHAEL J. SOMMERS, PRESIDENT AND CEO</b></td> <td></td> </tr> <tr> <td colspan="2">Type or print name and title</td> </tr> </table>					Signature of officer	Date	<b>MICHAEL J. SOMMERS, PRESIDENT AND CEO</b>		Type or print name and title										
	Signature of officer	Date																		
<b>MICHAEL J. SOMMERS, PRESIDENT AND CEO</b>																				
Type or print name and title																				
<b>Paid Preparer</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>Print/Type preparer's name <b>YONG ZHANG, CPA</b></td> <td>Preparer's signature <i>Yong Zhang</i></td> <td>Date <b>11/16/20</b></td> <td>Check if self-employed <input type="checkbox"/></td> <td>PTIN <b>P01249785</b></td> </tr> <tr> <td>Firm's name ▶ <b>RSM US LLP</b></td> <td colspan="2">Firm's EIN ▶ <b>42-0714325</b></td> <td colspan="2"></td> </tr> <tr> <td>Firm's address ▶ <b>1861 INTERNATIONAL DRIVE, SUITE 400 MCLEAN, VA 22102</b></td> <td colspan="4">Phone no. <b>703-336-6400</b></td> </tr> </table>					Print/Type preparer's name <b>YONG ZHANG, CPA</b>	Preparer's signature <i>Yong Zhang</i>	Date <b>11/16/20</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P01249785</b>	Firm's name ▶ <b>RSM US LLP</b>	Firm's EIN ▶ <b>42-0714325</b>				Firm's address ▶ <b>1861 INTERNATIONAL DRIVE, SUITE 400 MCLEAN, VA 22102</b>	Phone no. <b>703-336-6400</b>			
Print/Type preparer's name <b>YONG ZHANG, CPA</b>	Preparer's signature <i>Yong Zhang</i>	Date <b>11/16/20</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P01249785</b>																
Firm's name ▶ <b>RSM US LLP</b>	Firm's EIN ▶ <b>42-0714325</b>																			
Firm's address ▶ <b>1861 INTERNATIONAL DRIVE, SUITE 400 MCLEAN, VA 22102</b>	Phone no. <b>703-336-6400</b>																			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes ☒ No

932001 01-20-20 LHA For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2019)

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
  - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
  - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
  - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
  - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See instructions for the order in which to list the persons above.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PIERRE BANG BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(2) JOSEPH BLOUNT BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(3) LEE BOOTHBY BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(4) THOMAS BURKE BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(5) WILLIE CHIANG BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(6) JOHN CHRISTMANN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(7) BRIAN COFFMAN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(8) LISA DAVIS BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(9) DAN DINGES BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(10) SUSAN DIO BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(11) TIM DOVE BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(12) JACK FUSCO BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(13) GREG C. GARLAND BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(14) RUSSELL K. GIRLING BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(15) DAVE A. HAGER BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(16) HANS JAKOB HEGGE BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(17) GARY R. HEMINGER BOARD MEMBER	0.50 0.00	X						0.	0.	0.



**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CARLOS HERNANDEZ BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(19) JOHN B. HESS BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(20) VICKI HOLLUB BOARD MEMBER & CHAIR FIN CMTE	0.50 0.00	X		X				0.	0.	0.
(21) PAUL L. HOWES BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(22) W. HERBERT HUNT BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(23) ROGER JENKINS BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(24) TOM JORDEN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(25) KEVIN P. KAUFFMAN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
(26) TRACY KROHN BOARD MEMBER	0.50 0.00	X						0.	0.	0.
<b>1b Subtotal</b>								0.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								12,685,294.	0.	2926586.
<b>d Total (add lines 1b and 1c)</b>								12,685,294.	0.	2926586.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **207**

- 3** Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual **3 X**
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual **4 X**
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person **5 X**

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
GSD&M 828 W 6TH ST, AUSTIN, TX 78703	ADVERTISING	21,597,605.
MAIN STREET MEDIA GROUP P.O. BOX 25093, ALEXANDRIA, VA 22313	ADVERTISING	15,367,141.
DDC ADVOCACY LLC, 174 WATERFRONT ST, SUITE 500, NATIONAL HARBOR, MD 20745	ADVOCACY	4,511,608.
MRW PRODUCTIONS, LLC, 1207 4TH STREET PH 1, SANTA MONICA, CA 90401	ADVERTISING	2,565,000.
COVINGTON & BURLING, ONE CITYCENTER, 850 10TH STREET NW, WASHINGTON, DC 20001	LEGAL SERVICES	2,175,173.

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **232**

SEE PART VII, SECTION A CONTINUATION SHEETS



# EXHIBIT 6

Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

**2020**

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.Department of the Treasury  
Internal Revenue Service**A For the 2020 calendar year, or tax year beginning 01-01-2020, and ending 12-31-2020****B Check if applicable:**

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Final return/terminated  
☐ Amended return  
☐ Application pending

**C Name of organization**  
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
200 MASSACHUSETTS AVE NW NO 1100City or town, state or province, country, and ZIP or foreign postal code  
WASHINGTON, DC 20001**D Employer identification number**

13-0433430

**E Telephone number**

(202) 682-8000

**G Gross receipts \$** 232,476,484**F Name and address of principal officer:**  
MICHAEL J SOMMERS  
200 MASSACHUSETTS AVE NW NO 1100  
WASHINGTON, DC 20001**H(a) Is this a group return for subordinates?** ☐ Yes ☒ No**H(b) Are all subordinates included?** ☐ Yes ☐ No

If "No," attach a list. (see instructions)

**H(c) Group exemption number****I Tax-exempt status:** ☐ 501(c)(3) ☒ 501(c)(6) (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** WWW.API.ORG**K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other**L Year of formation:** 1919**M State of legal domicile:** DC**Part I Summary****1** Briefly describe the organization's mission or most significant activities:  
SEE FORM 990, PART III, LINE 1 FOR COMPLETE MISSION STATEMENT**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	45
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	44
<b>5</b> Total number of individuals employed in calendar year 2020 (Part V, line 2a)	<b>5</b>	377
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	15,000
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	9,561,318
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 39	<b>7b</b>	707,233

		Prior Year	Current Year
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	0	0
	<b>9</b> Program service revenue (Part VIII, line 2g)	215,094,345	188,894,744
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	917,570	1,089,131
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	22,508,925	23,570,841
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	238,520,840	213,554,716
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	12,419,219	110,000
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	74,344,887	81,119,034
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	163,199,186	151,222,727
	<b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	249,963,292	232,451,761
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-11,442,452	-18,897,045
<b>Net Assets or Fund Balances</b>		Beginning of Current Year	End of Year
	<b>20</b> Total assets (Part X, line 16)	131,182,605	117,715,070
	<b>21</b> Total liabilities (Part X, line 26)	193,799,218	199,757,740
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	-62,616,613	-82,042,670

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

\*\*\*\*\*

Signature of officer

2021-11-08

Date

MICHAEL J SOMMERS, PRESIDENT &amp; CEO

Type or print name and title

Print/Type preparer's name

Preparer's signature

Date  
2021-11-08Check ☐ ifPTIN  
P00481097

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
GARY R HEMINGER BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
MICHAEL J HENNIGAN BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
W HERBERT HUNT BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
CARLOS M HERNANDEZ BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
JOHN B HESS BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
VICKI HOLLUB BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
PAUL L HOWES BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
ROGER W JENKINS BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
THOMAS E JORDEN BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
KEVIN P KAUFFMAN BOARD MEMBER	0.50 ..... 0.00	X					0	0	0

# EXHIBIT 7

Form **990**Department of the  
Treasury  
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2021**Open to Public  
Inspection**A For the 2021 calendar year, or tax year beginning 01-01-2021, and ending 12-31-2021**

- B** Check if applicable:
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return/terminated
- ☒ Amended return
- ☐ Application pending

**C** Name of organization  
AMERICAN PETROLEUM INSTITUTE

Doing business as

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
200 MASSACHUSETTS AVE NW 1100City or town, state or province, country, and ZIP or foreign postal code  
WASHINGTON, DC 20001**F** Name and address of principal officer:  
MICHAEL J SOMMERS  
200 MASSACHUSETTS AVE NW 1100  
WASHINGTON, DC 20001**D** Employer identification number  
13-0433430**E** Telephone number  
(202) 682-8000**G** Gross receipts \$ 265,303,874**I** Tax-exempt status: ☐ 501(c)(3) ☒ 501(c)(6) (Insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: WWW.API.ORG

**H(a)** Is this a group return for subordinates? ☐ Yes ☒ No

**H(b)** Are all subordinates included? ☐ Yes ☒ No

If "No," attach a list. See instructions.

**H(c)** Group exemption number ▶

**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: 1919 **M** State of legal domicile: DC**Part I Summary**

Activities &amp; Governance

**1** Briefly describe the organization's mission or most significant activities:  
SEE FORM 990, PART III, LINE 1 FOR COMPLETE MISSION STATEMENT**2** Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	41
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	40
<b>5</b> Total number of individuals employed in calendar year 2021 (Part V, line 2a)	<b>5</b>	383
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	15,000
<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0
<b>7b</b> Net unrelated business taxable income from Form 990-T, Part I, line 11	<b>7b</b>	0

Revenue

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	0	0
<b>9</b> Program service revenue (Part VIII, line 2g)	188,894,744	204,383,376
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,089,131	346,007
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	23,570,841	24,059,652
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	213,554,716	228,789,035

Expenses

<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	110,000	200,500
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	81,119,034	75,008,323
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	151,222,727	151,516,744
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	232,451,761	226,725,567
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-18,897,045	2,063,468

Not Assets or Fund Balances

	Beginning of Current Year	End of Year
<b>20</b> Total assets (Part X, line 16)	117,715,070	119,123,451
<b>21</b> Total liabilities (Part X, line 26)	199,757,740	161,998,092
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	-82,042,670	-42,874,641

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign  
Here

Signature of officer

2022-11-18  
DateMICHAEL J SOMMERS, PRESIDENT & CEO  
Type or print name and title

Print/Type preparer's name

Preparer's signature

Date  
2022-11-18Check ☐ if PTIN P00481097

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
JACK A FUSCO BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
CHRIS GOLDEN BOARD MEMBER - START MAR 2021	0.50 ..... 0.00	X					0	0	0
MIKE J HENNIGAN BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
W HERBERT HUNT BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
JOHN B HESS BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
VICKI HOLLUB BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
PAUL L HOWES BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
ROGER W JENKINS BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
THOMAS E JORDEN BOARD MEMBER	0.50 ..... 0.00	X					0	0	0
KEVIN P KAUFFMAN BOARD MEMBER	0.50 ..... 0.00	X					0	0	0