

Bill Boyar

Founding Shareholder,
Business Group

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Bill Boyar is a founding Shareholder of BoyarMiller, a Houston, Texas-based law firm. Bill's practice focuses on representing the various parties involved in the acquisition, disposition, capitalization and financing of assets and businesses on a national and international level.

He has served as lead counsel on numerous complex, multi-party acquisitions and project financings, with significant experience in corporate finance, healthcare, energy, private equity, mergers and acquisitions, real estate and hospitality. Bill assists clients in their strategic planning and capital formation processes, maintaining a network of private and institutional clients and contacts worldwide. Additionally, Bill is a former columnist for the Houston Business Journal having authored more than 20 articles in the "Building Business" series.

Bill is proud to have served as Chairman of BoyarMiller from 1990-2010. Today, he continues with his legal practice, mentoring business leaders and lawyers, and actively serving the Houston community. Bill serves or has served several organizations, including SEARCH Homeless Services (former Board Chair) and KIPP Houston Public Schools, where he currently serves as Board Chair, the Texas Business Hall of Fame Foundation Board, the Houston Food Bank, Lochinvar Golf Club, and the University of Houston Bauer College of Business Graduate Real Estate Program (former Board Chair).

EDUCATION

- JD, Tulane University
- BA, Tulane University



AWARDS & RECOGNITIONS

- Martindale Hubbell AV® Peer Rated for over 30 Consecutive Years
- US News & World Report – Best Lawyers – Real Estate and Securities/Capital Markets Law (2014-2017)
- ICFM 500 Leading Lawyer (2013)
- Center for Houston's Future IMPACT Award (2012)
- SEARCH Homeless Services Founder's Award (2011)
- Super Lawyers Magazine National Corporate Counsel Edition Business/Corporate Super Lawyer (2009)
- Texas Super Lawyers for 15 consecutive years (2003-2018)
- H Texas Magazine Top Lawyer (2004-2008, 2010-2011)
- End Hunger Network Mary Barden Keegan Award for Volunteer Service (2007)
- Houston Chapter of the International Association of Business Communicators Executive Communicator of the Year (2006)
- KIPP Houston Extra Mile Award (2018)



AFFILIATIONS

- Houston Bar Association
- Texas Bar Association
- American Bar Association
- Houston Bar Foundation, Fellow
- Texas Bar Foundation, Fellow
- Texas Business Hall of Fame Foundation, former Director
- University of Houston Graduate Real Estate Program Executive Advisory Board, former Chair
- Dean's Advisory Council of Tulane University's Newcomb-Tulane College, former member

COMMUNITY

- SEARCH Homeless Services, Board of Directors, former Chair
- KIPP Houston Public Schools, Executive Board of Directors, Chair
- KIPP Texas Public Charter Schools, Board of Directors, Chair (2018)
- Houston Food Bank, former Board Member; former Chair – End Hunger Network
- American Leadership Forum, Board of Trustees (2012)
- American Leadership Forum, Class of 2010-2011
- Center for Houston's Future, 2009 Business/Civic Leadership Class

RELEVANT REPRESENTATIVE MATTERS

CAPITAL FORMATION/PRIVATE PLACEMENT

- Representation of a revenue cycle management company in its initial organization and ongoing corporate needs.
- Served as lead counsel to a direct-to-the-installer automotive parts supplier in the recapitalization and sale of 80% of its interest to a Japanese global conglomerate. The total transaction value was \$180 million.
- Represented private company seeking to raise \$4 million to invest in luxury resort projects.
- Represented a water desalination development company in the reorganization of its corporate structure, including a \$250 million capital infusion by international equity investors.
- Development of a strategic and capital plan for Houston-based real estate investment firm to raise \$100 million of acquisition equity capital from four opportunity funds.
- Development of a capital strategy for start up environmental services company doing business in the U.S. and Eastern Europe.
- Development of a strategic and capital plan for a restaurant company based in Texas for expansion from four to 23 stores within four years.
- Represented office, multifamily, industrial, office/service, land development and hospitality borrowers in conventional financing and refinancing of properties in loan transactions ranging from under US \$1 million to over US \$50 million, including construction loans, interim or mini-perm financing and permanent loans.
- Represented a large residential development and home-building company and a combined local/foreign investment group in development of a 300-acre mixed-use business park in West Houston.
- Represented a local food service entrepreneur in private placement of securities for development of manufactured cold coffee products pursuant to license from nationally recognized chef.
- Represented a local restaurateur in connection with private placement of securities for construction of new restaurant to replace existing fine dining facility.
- Represented a local restaurateur in connection with private placement of securities for expansion of Mexican food bar and grill concept.
- Represented a Texas-based fast casual restaurant chain in connection with structuring, formation and private placement of securities for expansion of chain in major cities in Texas.
- Represented a start-up environmental remediation company in connection with series of private placements to raise seed and follow on capital for operations and growth.
- Represented a Houston-based real estate company in connection with formation and private placement of the securities of multiple special purpose entities for the purpose of acquiring and developing real estate projects domestically and internationally.

CAPITAL FORMATION/PRIVATE PLACEMENT, CONT'D

- Represented a Houston-based investment sponsor in connection with the structuring, formation and private placement of securities of a \$100 million blind investment fund.
- Represented a Houston-based specialty manufacturer of flood and wind protection products in connection with its recapitalization by a private equity firm.

CORPORATE FINANCE

- Represented a traffic systems company in connection with a \$55 million syndicated credit facility.
- Represented a Texas-based mezzanine financing fund in the corporate restructuring of its portfolio company which included amended senior and subordinated debt facilities and the purchase and financing of mobile servicing oil rigs.
- Represented an Arizona-based company providing automated toll and traffic violation processing throughout the U.S. in connection with a \$58 million convertible preferred stock investment by a major investment bank, a \$100 million dollar syndicated credit facility and several follow on private equity and debt financings.
- Represented buyers and developers of hospitality product, including limited service, and conferencing center and resort product, in financing transactions involving lending sources in the United States and overseas, including financing and refinancing with banks such as Barclays Bank PLC, London; Deutsche Bank, Germany; SNS Bank, The Netherlands; Governor and Company of the Bank of Scotland; Chase Bank, New York; Calyon Bank.
- Represented office, multifamily and hospitality borrowers in connection with loans funded by insurance companies and pension funds, ranging from approximately US \$1.5 million to US \$50 million.
- Represented retail, office, multifamily and hospitality borrowers in acquisition financing and refinancing of existing properties across Texas and the United States in conduit lending transactions ranging from US \$2 million to over US \$125 million.
- Represented the owner of 10,000+ apartment units in the Houston area in connection with property disposition and development and bankruptcy cases.
- Structured multiple transactions for a hospitality company doing business in the U.S., Canada and seven countries in Western Europe.
- Represented a global hospitality company in connection with multiple corporate and project financing involving hotels and resorts in North America and Western Europe.
- Represented an aviation services company listed on the New York Stock Exchange in connection with \$200 million credit facility with a major New York-based bank.
- Represented a New York-based hedge fund in connection with financing of the San Antonio convention center hotel utilizing \$275 million of tax exempt and taxable bond financing.
- Assisted individual guarantors in the development, negotiation and implementation of a plan for repayment of approximately \$85 million of mortgage indebtedness secured by real property subject to significant declines in value.
- Represented the shareholders of a Houston-based international supply company to the oil and gas industry in connection with the sale of their shares to a New York-based private equity group for approximately \$28 million, including equity interests in the acquiring company.
- Represented a New York-based hedge fund, Marathon Real Estate Opportunity Funds, in connection with the development and public-private financing of the 1000-room San Antonio Grand Hyatt Convention Center Hotel.
- Represented Houston-based Mezzanine Fund as lead fund counsel in connection with a \$250 million private placement to institutional investors and follow on portfolio investments.
- Represented the shareholders of Virgo Valves & Controls Limited, a Pune, India-based manufacturer of ball valves and automation systems with facilities around the world, as lead counsel in connection with the sale of its shares to Emerson, a NYSE-listed global technology and engineering company.

HEALTHCARE

- Represented a developer in connection with the acquisition of raw land and development of stand-alone acute and emergency care medical facilities throughout Texas.
- Representation of a developer and operator of multi-unit Alzheimer's residential facilities

HEALTHCARE, CONT'D

- Representation of a startup developer/operator of acute care micro-hospitals throughout the Midwest in connection with:
 - Initial organization
 - Two series of friends and family fundraising
 - The negotiation of several hospital system joint ventures
 - A private equity investment by a Dallas-based private equity firm
 - Bank credit facility
 - The formation of physician staffing company subsidiary
 - The formation of billing and collections subsidiary
 - Acquisition and development of real estate
 - Employment and HR matters
- Representation of a Texas-based 24-hour emergency medical care company in connection with a private equity investment by Austin Ventures and the development of joint ventures with non-profit hospital systems in San Antonio, Dallas Ft. Worth and Austin, Texas and Denver, Colorado for the development of 20+ micro-hospitals
- Worked with senior management of regional health care system in connection with structuring \$200 million of bond financing and senior credit.
- Represented a Texas-based hospital system in connection with the acquisition, disposition, financing and/or formation of joint ventures constructing, owning and/or operating Acute Care Hospitals; Ambulatory Surgery Centers; Cancer Centers; Imaging Centers; Long-Term Acute Care Hospitals; Medical and Professional Office Buildings; Skilled Nursing Facilities; Wellness Centers.
- Structured a sale leaseback transaction involving a skilled nursing facility with for-profit and not-for-profit parties in a multi-tiered joint venture.
- Structured a sale leaseback transaction involving a for-profit hospital with institutional, strategic and physician investors.
- Represented a Texas-based hospital system in connection with the formation of a joint venture and private placement of securities to local surgeons for the development, construction and operation of an ambulatory surgery center.
- Represented a large regional health system in connection with the acquisition of a hospital for \$67 million.
- Represented Emerus Hospital Partners in connection with a \$30 million private equity investment by Austin Ventures.
- Representation of Valley Baptist Health System as lead counsel in connection with:
 - The acquisition of Brownsville Medical Center
 - The issuance of \$200,000,000 of tax-exempt bonds
 - Joint ventures for the development and operation of ambulatory surgery centers, a cancer center, a wellness center, long term acute care hospitals, skilled nursing facilities and similar ancillary facilities
 - The ownership and operation of a health plan
 - Major bank credit facilities
 - Employment matters
 - State and Federal Court Litigation
- Represented Valley Baptist Health System of Harlingen, Texas, in connection with the acquisition of a 243-bed acute care hospital in Brownsville, Texas, from Tenet Healthcare Corporation.

INTERNATIONAL

- Represented a U.S.-based oilfield services company in connection with operations in Eastern Europe, Western Europe, Mexico and South America.

MERGERS AND ACQUISITIONS

- Represented a national fiberglass products manufacturer in a variety of transactions, including the strategic acquisition of a Montana-based fiberglass products manufacturer and related acquisition financing and the later corporate reorganization and capital infusion by a private equity group.
- Represented the shareholders of a Houston-based international supply company to the oil and gas industry in connection with the sale of their shares to a New York-based private equity group for approximately \$28 million, including equity interests in the acquiring company.
- Represented a Houston-based hydraulic generator manufacturer in the sale of its equity interests to a private equity group for approximately \$10 million, including equity interests in the acquiring company.
- Represented a Houston-based investor in purchase

and disposition of five closed steel plant facilities from a large steel manufacturing company.

MERGERS AND ACQUISITIONS, CONT'D

- Structured the consolidation of multiple entities organized in varying jurisdictions into a Delaware corporation for a company involved in providing traffic cameras and automated toll and traffic violation processing.
- Represented the owner of a carpet distribution and installation company in connection with sale of the company to a New York-based private equity firm for \$22 million.
- Represented a large aviation services company and its predecessors from initial acquisition of the Eastern Airlines spare parts inventory through its IPO.
- Represented Freebirds World Burrito, a 19-unit fast casual restaurant chain, in connection with its sale to the Tavistock Group.
- Lead counsel for a borrower in connection with an \$80 million credit facility with major New York bank for U.S. hotel and resort acquisitions.
- Represented an Odessa, Texas-based specialty tubular threading company in connection with its sale to NS Group, Inc. for \$125 million.
- Represented a Texas-based fiberglass products manufacturer in the strategic acquisition of a Montana-based fiberglass products manufacturer, including representation regarding acquisition financing.
- Represented the owners of a Houston, TX-based hydro excavation and industrial vacuuming services company in the sale of all the membership interests of the company for \$29.2 million.

PRIVATE EQUITY/VENTURE CAPITAL

- Represented a Houston-based financial services firm in connection with a \$15 million convertible preferred stock investment by a New York-based private equity firm.
- Represented a New York-based hedge fund in connection with a \$54 million private equity investment in the San Antonio Grand Hyatt Convention Center Hotel and Condominiums.
- Represented a hospitality company with operations in the U.S., Canada, France, Spain, Germany, the Netherlands and the U. K. in connection with private equity investments of \$75 million by a Boston-based opportunity fund and \$100 million by a London-based oppor-

tunity fund, and the acquisition of about \$800 million of hotels, resorts and conference centers.

- Represented a valve distributor with offices in the U.S., China, Holland and Singapore in connection with a \$43 million recapitalization with a Connecticut-based private equity fund.
- Represented a vessel-based water desalination company in connection with a \$250 million private equity investment by two New York-based hedge funds.
- Represented a manufacturer of storm fencing and related products in connection with an \$8 million recapitalization with a Texas-based private equity fund.
- Represented a Texas-based oilfield services company in connection with investments in manufacturing facilities in Taiwan and America Samoa.
- Represented the shareholders of a Houston-based oilfield services company in a sale to a private equity firm for \$30 million plus shares of stock in the acquiring company.
- Represented a Houston-based hydraulic generator manufacturer in the sale of its equity interests to a private equity group for approximately \$10 million, including equity interests in the acquiring company.
- Represented a Scottsdale, Arizona-headquartered company that manufactures, distributes and maintains traffic safety devices (red-light and speed cameras) in connection with a \$58 million private equity investment, \$40 million private equity investment and a \$90 million syndicated senior credit facility.

PUBLIC & PUBLIC/PRIVATE PARTNERSHIP PROJECTS

- Represented Midway in a collaborative partnership with Texas A&M University, among others, in connection with the financing, development and pre-leasing of phase one of an approximately 60 acre multi-phase mixed-use project in College Station, Texas known as Century Square, which, once complete, will include two full-service hotels, office, retail, restaurants, entertainment, loft apartments and more.

REAL ESTATE

- Representation of the developer of a multi-phase, mixed-use, urban infill development in the negotiation of the underlying development services agreement and the negotiation of a long-term lease agreement with a regional grocer as the key tenant for the first phase.

REAL ESTATE, CONT'D

- Represented an oil and gas processing company in the sale of 44 acres of property along with related operating assets in Baytown, Texas, to a newly-formed portfolio company focused on purchasing and developing refined-products logistics and processing assets.
- Represented the developer of a luxury hotel in downtown Houston in the acquisition and development of the property, including capital formation and construction financing.
- Preparation of condominium declaration and related governance documents for mixed-use condominium project in the City of Houston, Texas.
- Represented developers and acquirers of retail, multi-family, single purpose build-to-suit and other income producing property in sale-leaseback transactions.
- Represented a Houston-based development firm in land acquisition and construction of mid-rise office building product in Houston and Austin.
- Represented a Houston-based development firm in the land acquisition for and construction and leasing of low and mid-rise office and/or medical office buildings (buildings of approximately 150,000 - 250,000 square feet) in Houston, Austin and Dallas.
- Represented a Houston-based full-service real estate company for over 25 years in connection with the acquisition and leasing of multiple office buildings in the Houston and Austin markets.
- Represented a Texas-based real estate company in the acquisition and repositioning of over 2 million square feet of office building product in Houston.
- Represented a Houston-based developer of mid-sized shopping centers in Houston area.
- Represented a Houston-based developer of strip centers and retail pad developments in Houston, Austin and surrounding areas, including build-to-suit and ground lease transaction.
- Represented a Houston-based developer in the acquisition, leasing and construction of community shopping centers in master planned communities in Houston and vicinity.
- Development of Bull Creek Center, Austin, Texas, on ground lease from owner.
- Acquisition and Repositioning of West Hill Mall, Huntsville.
- Represented a local development group in connection with the development of mixed-use lifestyle center in Houston.
- Represented a Brown Fields Redevelopment Company in connection with the acquisition of former electrical generating facility for redevelopment of a residential community.
- Represented an international investment group formed by Houston-based developer in the acquisition, redevelopment, financing and sale of the 200-acre office park in Northwest Houston, and conversion to mixed-use residential and commercial master-planned project.
- Represented an Austin-based development company in connection with 100+ acre Austin business park development.
- Represented a large residential development and home-building company in the development of a 3,000 acre mixed-use residential and commercial subdivision in Ft. Bend County, Texas.
- Represented a large residential development and home-building company in the development of approximately 300 acre residential subdivision in Fort Bend County/Hwy 288 area.
- Represented a large residential development and home-building company in the development of a 550+ acre large-lot subdivision in Montgomery County, Texas.
- Represented a large residential development and home-building company in the development of a 3,000 acre residential mixed commercial and residential subdivision in far West Houston, near Grand Parkway.
- Represented a large residential development and home-building company in the development of a 400+ acre residential subdivision in far West Houston, Fry Road/I-10 area.
- Represented a local developer in the development, acquisition and expansion of distribution and warehouse facilities in Houston.
- Represented a Houston-based development company in connection with purchase to build for resale of lease warehouse, office/service and manufacturing space, including crane-served warehouse buildings, in Houston and surrounding areas, and leasing of existing building portfolio.

REAL ESTATE, CONT'D

- Represented a New York-based real estate hedge fund investor in connection with the development of the San Antonio 1,000-room Grand Hyatt Convention Center Hotel.
- Represented a developer of the Houstonian, a complex including high-rise condominium product, a hotel and conference center, a health and fitness club and related amenities, beginning with land assembly, construction, financing and sale.
- Lead counsel for a global leader in resort and executive center business in connection with acquisition, development, financing and disposition of conference resorts and conference hotels in the United States, Canada and Europe.
- Represented a Houston-based development company in land acquisition, financing, construction and disposition of multifamily properties in Ohio, Virginia, Tennessee, Kentucky and Florida.
- Represented a Houston-based real estate company in development, acquisition and disposition of multifamily projects in Houston and surrounding areas.

