

Cassie B. Stinson

Senior Counsel, Business Group

cstinson@boyarmiller.com

BOYAR  MILLER
ATTORNEYS AT LAW

Cassie Stinson's practice is focused on commercial real estate and finance, public/private projects, business transactions and public law, with a particular emphasis on complex projects and multi-party transactions.

She handles real estate acquisitions and dispositions; leasing; project structuring, development, design and construction; formation of business and non-profit entities, corporate governance, and business contracts. Cassie has significant experience with office, mixed use, heavy industrial and manufacturing, multi-family, hospitality and restaurants, institutional facilities and governmental infrastructure.

Cassie has served as lead attorney on a variety of major public/private projects in Texas for the development and/or preservation of parks, public spaces and conservation easements; economic development initiatives; community redevelopment using mixed public and private financing and tax increment financing; and transit oriented development. She is experienced in handling development agreements, economic incentive agreements and tax increment financing with Tax Increment Reinvestment Zones, local government non-profit corporations and municipal management districts, and she served as a founding director and officer of the Montrose Management District in Houston, Texas. She has provided direct project coordination for major public street right of way corridor projects, including coordination of environmental, appraisal, right of way acquisition and condemnation litigation; federal acquisition and relocation regulatory compliance; and NEPA issues.

Cassie's work with commercial real estate developers and investors has included acquisitions, dispositions and like-kind exchanges; development agreements; architectural/engineering and construction contracts; ground leases, sub-ground leases and build-to-suit leases on private and public lands; leasing and management of office buildings, office complexes and mixed use projects; development, acquisitions and dispositions of



industrial parks, hotels and multi-family residential projects; affordable housing and inner-city redevelopment projects; and loan workouts and restructuring for distressed hotels, office buildings and industrial properties. Her work with industrial and manufacturing companies has included plant partitions, spin-offs, retrofits and expansions and related easements and licenses; shared services agreements and ground leases for electrical co-generation facilities, manufacturing plants, petrochemical plants, refineries, port and terminal facilities, acquisitions of rail lines, rail terminals and other industrial assets, including successful resolution of environmental issues in the transactional context, and she handles commercial transactions and contract matters in connection with such clients. Cassie has handled acquisitions, dispositions, development and leasing of facilities for medical and educational institutions including campuses, technology centers, hospitals, professional medical buildings, ambulatory surgery centers and other health care facilities.

Cassie is a frequent speaker at legal and professional conferences on topics covering real estate development and public and public/private partnership projects.



EDUCATION

- JD, University of Texas School of Law (with honors)
- BA, University of Texas (with honors)

AWARDS & RECOGNITIONS

- U.S. News & World Report - Best Lawyers® – Real Estate Law (2016-2017)
- Chambers USA 2015 – Real Estate Law (Texas)
- Martindale-Hubbell AV® Preeminent™ Peer Review Rating
- Selected for inclusion in the 20th Edition of The Best Lawyers in America (2014-2015) for real estate law
- Texas Super Lawyers, Commercial Real Estate (2011-2015)
- Top 15 Women in Commercial Real Estate in Houston (awarded by CREW Houston, 2012)
- Community Improvement Award – Civic Leadership (awarded by Museum District Business Alliance, 2011)

AFFILIATIONS

- Houston Bar Association Real Property Law Section, former Chair
- Texas Bar Association Real Property and Trust Law Section
- California Bar Association Real Property Section
- American Bar Association Real Property and Probate Section; Construction Forum; Affordable Housing Forum
- Houston Bar Foundation, Fellow
- Houston Real Estate Lawyers Council
- Urban Land Institute (ULI)
 - National Public Private Partnerships (P3) Task Force
 - Houston District Council Advisory Board
 - Product Council Member - Public/Private Partnerships
 - Women's Leadership Initiative Local Co-Chair & National Steering Committee
- Commercial Real Estate Women (CREW)

- International Right of Way Association (IRWA)

COMMUNITY

- Montrose Management District, Founding Director, Secretary
- Hermann Park Conservancy, Director, Executive Committee
- Museum Area Municipal Association, former President
- Center for Houston's Future, Leadership Class of 2008
- Leadership Texas, Class of 2006
- Houston Area Women's Center, former Director

RELEVANT REPRESENTATIVE MATTERS

BUSINESS CONTRACTS

- Represented international engineering/manufacturing company in connection with \$240,000,000 contract for manufacture and international sale of three offshore platform drilling rigs; additional representation in connection with confidentiality/non-disclosure agreements, non-compete, employment contracts, executive compensation agreements and providing litigation support in connection with intellectual property and shipping/transportation disputes.
- Represented a second-generation family-owned holding company in connection with the corporate restructuring of restaurant businesses and real property holdings, including multiple financing transactions, land acquisitions, construction contracts, consulting contracts and property tax disputes.
- Represented an Australian company in connection with land acquisition, development of transmission tower fabrication facilities, sales contracts, construction contracts and federal contract compliance, including Buy America Act issues in structural steel subcontract for federally funded project in North Texas.
- Represented private equity investors in the acquisition and corporate restructuring of Texas winery.

**CORPORATE FINANCE**

- Represented City of Houston in connection with mezzanine financing for the Crown Plaza Hotel and Magnolia Hotel, as part of City's HUD Section 108 economic development loan program, and in connection with subsequent debt restructuring of non-performing loans.
- Represented JP Morgan Chase, Bank of America and Wells Fargo Bank in connection with community development lending for affordable housing development in Houston and Dallas.
- Represented JP Morgan Chase Bank in City-sponsored inner-city redevelopment project including \$11,000,000 gap financing for repurposing of Albert Thomas Convention Center as Houston's Bayou Place entertainment destination, secured by pledge of City of Houston parking garage revenue.
- Represented a joint venture of Canyon Johnson Urban Fund and Centurion Investments, two private equity funds, in the purchase of defaulted real estate secured notes and the acquisition through non-judicial foreclosure of historic Hotel Icon in downtown Houston; assistance with entitlements and permits in connection with renovation.
- Represented an international client in connection with a \$70,000,000 line of working capital and \$7,000,000 in refinancing of term loan, including coordination with Italian parent company and Italian counsel.
- Represented the Buffalo Bayou Partnership in public/private project for Buffalo Bayou Park, Houston, using \$50,000,000 in private philanthropy and including an 80-year agreement with 4 governmental entities, including tax increment financing of long term maintenance obligations.

MERGERS AND ACQUISITIONS

- Represented the Houston Parks Board in connection with the City of Houston's formation of the Houston Parks Board Local Government Corporation and with the merger of The Park People with Houston Parks Board.
- Represented a publicly traded European company in connection with the merger and acquisition of domestic manufacturing company in Fort Worth, Texas.

PUBLIC & PUBLIC/PRIVATE PARTNERSHIP PROJECTS

- Represented Midway in land swap transaction with local tax increment reinvestment zone (TIRZ) for relocation and extension of street rights-of-way in mixed use project.
- Represented Midway in multiple modifications of economic development agreements with Downtown Management District relating to Greenstreet and Hotel Alessandra in Houston, Texas.
- Represented non-profit developer in development agreement and long term ground lease with City of Houston for development of Midtown Arts and Theater Center Houston ("MATCH"), a 1-block theater and flex space facility for visual and performing arts, and related office and rehearsal space for rent to emerging non-profit arts groups, including a multi-year grant agreement with Houston First Corporation, tax rebate agreement with City of Houston and adjacent for-profit developer, long-term parking easement in adjacent developer's parking garage, and representation on construction contract issues.
- Represented Metropolitan Transit Authority of Harris County (METRO) in multiple transit oriented development projects with NewQuest Development involving private sector development of shared use publicly owned structured parking garages with transit facilities, on long-term ground leases in mixed use projects, and including negotiation and establishment of taxable and tax exempt property tax accounts.
- Represented Uptown Development Authority in acquisition of easement for widening public street for transit project.
- Represented student housing developer in obtaining property tax abatement agreement with City of Houston as economic incentive for development of a multi-story student housing facility.
- Represented Memorial Park Conservancy in connection with architectural agreement for Memorial Park Master Plan and with long-term Joint Development Agreement with City of Houston, Uptown TIRZ and Uptown Redevelopment Authority for multi-phase development of master plan including tax increment financing for public infrastructure improvements in the park.

**PUBLIC & PUBLIC/PRIVATE PARTNERSHIP PROJECTS,
CONT'D**

- Represented Houston Parks Board in connection with Development Agreement for Bayou Greenways trail development project involving \$100 Million bond financing by City of Houston, \$50 Million grant agreement from private foundation and matching \$50 Million capital campaign from private philanthropy sponsored by Houston Parks Board.
- Represented private developer in sale of historic façade preservation easement to City of Houston, financed by tax increment financing, in connection with historic tax credit transaction.
- Represented METRO in the sale of right-of-ways along the Westpark Tollway corridor to the Fort Bend County Toll Road Authority.
- Represented Wells Fargo Bank, NA, and the City of Houston in connection with acquisition of the historic Rice Hotel for redevelopment, including bridge financing by Wells Fargo, Section 108 HUD financing of appraisal gap loan, permanent tax increment financing and long term lease of land and building shell to private developer as historic tax credit project.
- Represented METRO in connection with the purchase of 62-mile long freight rail corridor from Southern Pacific Railroad Company (now Union Pacific Railroad), including co-representation of METRO before Surface Transportation Board seeking approval of Rails to Trails Agreement and abandonment of freight rail service.
- Represented Port of Houston Authority in development agreement and electrical easements with CenterPoint Energy for development of electrical substation serving Bayport Terminal.
- Represented the Port of Houston Authority in connection with development of Bayport Terminal, including assemblage of land and settlement of real estate litigation with global energy company.
- Represented Port of Houston Authority in connection with industrial leasing activities including lease of freight handling terminal, a historical lease of Galveston Wharves, and lease of Port owned grain elevators.
- Represented the Houston Zoo Inc. in connection with the privatization of the Houston Zoo, including 75-year lease of land and zoo facilities, 75-year term operating agreement, conveyance of entire inventory of Zoo animals, and transition of over 100 former City employees to private sector operating company.
- Represented six major private foundations in the formation of Discovery Green Conservancy and development of Discovery Green, Houston, including initial project structuring; acquisition and deed restricting 12 acres in Houston's Central Business District; and negotiation and documentation of Joint Development Agreement with City of Houston.
- Represented the City of Austin in connection with the acquisition of 92-acre site for Water Treatment Plant #4 and 73-acre alternative site, including negotiations with land owners, extensive work with environmental issues, and coordination of interdepartmental objectives and requirements.
- Represented The Nature Conservancy and City of Austin in connection with the acquisition of over 2000 acres of land and conservation easements for open space preservation and water quality protection in ecologically sensitive Barton Creek watershed area.
- Represented METRO in connection with project oversight and coordination for acquisition of nearly 500 parcels of land for light rail corridors, including coordination of environmental, engineering, appraisals, title and survey, right of way acquisition, community outreach, FTA grant and regulatory compliance, federal relocation and NEPA issues, litigation support for eminent domain, Chapter 26 hearings on park land and interlocal governmental agreements relating to government owned properties.
- Represented Buffalo Bayou Partnership, a private non-profit corporation, in a public/private project for development and long-term operation and maintenance of the Buffalo Bayou Park, including an 80-year, \$50,000,000 Construction, Operating and Maintenance Agreement with 4 governmental entities including City of Houston, Harris County Flood Control, Market Square TIRZ and Downtown Redevelopment Authority; tax increment financing of long term public maintenance obligations; and negotiating and documenting key risk management provisions in related design/engineering and construction contracts.
- Represented North Houston Community College System, now Lone Star College System, for nearly 15 years in connection with a variety of real estate matters including land acquisitions for new college campuses, drainage facilities, street dedications and abandonments; build to suit leases and construction contracts for development and construction of educational facilities, and coordination with bond financings and State educational funding.

**REAL ESTATE**

- Represented purchaser in acquisition out of bankruptcy of petrochemical refinery, including vested rights for development of barge facilities.
- Represented purchaser, a railroad service/logistics provider, in \$250 million acquisition of 11,000 acre industrial park, reputed to be the world's fifth-largest industrial park, including 57 miles of rail infrastructure, barge terminals and Houston Ship Channel access.
- Represented Midway in \$150,000,000 refinancing of major mixed-use development in Houston, Texas.
- Represented Midway in amendments of master ground lease with Texas A&M University and preparation of multi-tiered subleases in connection with development of an approximately 50 acre mixed-use project in College Station, Texas.
- Represented private equity investors in the formation of partnership and syndication for acquisition of 942 acres of land in Napa Valley for development of vineyards and winery.
- Represented a major developer in connection with development, construction and leasing of multiple mid-level office complexes on Sandhill Road in Silicon Valley.
- Represented a physician group in connection with establishing a commercial condominium for medical facilities and offices.
- Represented 130 ac. petrochemical plant for nearly 10 years in connection with a variety of real estate matters including easements for pipeline corridors, plant expansions, environmental issues, industrial district agreements and other property tax issues, street abandonments, licenses and leases with abutting property owners, analysis of bulkhead permits and leases of submerged lands in Houston Ship Channel, and coordination and appraisal of real estate collateral for corporate financings.
- Represented a petrochemical plant as the host plant in connection with development of electrical cogeneration facility in Channelview, Texas.
- Represented family office for high net worth individuals from the Middle East in connection with the acquisition, environmental matters and disposition of multiple 100+ acre tracts in Galveston, Brazoria and Fort Bend Counties, and 12-acre residential tract in River Oaks, Houston.
- Represented Eastman Chemical Company as the host plant in connection with development of electrical cogeneration facilities in Columbia, South Carolina and Longview, Texas.
- Represented Sugarland Properties in connection with modification of 2-unit retail/apartment complex commercial condominium in Sugar Land Town Square to establish a second-tier sub-condo regime for residential sales in apartment complex unit.
- Represented The Woodlands Development Company in connection with the sale of land for multi-family project.
- Represented a California private equity investor in connection with entity formation, acquisition and renovation of three multi-family projects in Texas.
- Represented an international shipping terminal company in connection with comprehensive title analysis and detailed assessment of numerous rail, utility and pipeline easements, licenses, leases and rights in 600+ acre industrial complex, including lease of submerged lands in Houston Ship Channel.
- Represented an international investment group in connection with the structural stabilization of 10-story office building after exfoliation of stone paneling from building exterior, including implementation of emergency safety measures, coordination of emergency repair contractors and engineers with City Code enforcement officials, structural assessment and pre-development issues.
- Represented an owner in connection with the sale of multi-tenant industrial warehouse for \$16,000,000.
- Represented Canyon Johnson Urban Fund and Centurion Investments joint venture in connection with sale of Hotel Icon, Houston, Texas.
- Represented METRO as lessee in connection with 230,000 sf office lease, largest lease in City of Houston in the year lease was executed; represented METRO in connection with land acquisition and construction contract for development of owner occupied 14-story office building.
- Represented an international engineering and manufacturing company in the acquisition of land; construction contract and construction financing for initial manufacturing facility; coordination of engineering and capacity contracts with regional drainage facility for off-site detention; additional land acquisition, design/engineering and construction of expansion facilities.



REAL ESTATE, CONT'D

- Represented an English investment fund in connection with acquisition and redevelopment of multiple retail shopping center projects in California.
- Represented an English private equity group in connection with acquisition, renovation, leasing, management and disposition of portfolio of office buildings in Houston.
- Represented Kelsey Seybold Clinic in land acquisition, design and construction of headquarters facilities near Texas Medical Center, and multiple suburban primary care clinics in the Greater Houston area.
- Represented Kelsey Seybold Clinic in connection with the sale of land in Texas Medical Center for development of SLEH/John O'Quinn Medical Tower, lease of temporary medical office and medical treatment facilities during construction, and anchor lease in new Medical Tower.