



WILLIAMS ANDERSON RYAN
& CARROLL

Firm Resume

Our partners routinely navigate all facets of complex business transactions and commercial disputes. Below is a representative list of our work:

REAL ESTATE ACQUISITIONS AND DISPOSITIONS

- Representation of purchasers and sellers in connection with the acquisition and disposition of properties for development and operation, including hotels and retail, office and industrial facilities
- Purchaser and seller representation in connection with the acquisition and disposition of single-tenant ground-lease and triple-net properties
- Lender representation in disposition of 35+ restaurant sites from borrower in bankruptcy; numerous transactions to numerous buyers
- Disposition of complex land assemblage for \$625 million
- Acquisition of 25-acre apartment complex for \$200+ million with acquisition financing of \$220 million
- Assemblage of 24 acres of land for gaming development in four separate acquisitions for \$150 million, with two rounds of acquisition financing of \$230+ million
- Acquisition of 62 acres of raw land for \$200 million with 100% acquisition financing
- Acquisition of operating hotel/casino and subsequent assemblage of neighboring properties through six separate transactions with aggregate purchase price of \$37 million
- Assemblage of hundreds of acres of raw land in dozens of transactions for wetland mitigation banks

DEBT / EQUITY FINANCING

- Representation of real estate equity fund sponsor on twelve private fund offerings aggregating over \$600 million
- Representation of borrowers in dozens of real estate mortgage financings, refinancings and mortgage loan workouts
- Representation of capital partners and developer partners in dozens of real estate joint venture projects
- Representation of lead banks in syndicated, secured oil/gas credit facilities exceeding \$500 million
- Representation of purchasers of discounted senior and junior mortgage notes from institutional lenders

LEASING

- Negotiation of commercial leases (office, retail, and industrial) on behalf of landlords and tenants, including multi-floor and whole-building office leases with building naming rights, numerous whole-building industrial leases, long-term, single-tenant triple-net leases, and office and retail build-to-suit arrangements
- Development of form lease documents for institutional landlord clients



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ENERGY SECTOR TRANSACTIONS

- Representation of publicly traded master limited partnership with market capitalization of \$7+ billion in 50-acre lease for \$200 million natural gas fractionation facility
- Representation of mitigation bank sponsors in drafting/negotiating dozens of agreements for supply of wetland mitigation offsets to energy sector companies
- Acquisition of pipeline and terminal real estate assets into publicly traded master limited partnership with market capitalization of \$500+ million

CONTRACTS / SERVICES / SMALL BUSINESS

- Representation of start-up retail business from inception through national franchising (including private equity raise from high-net-worth individual investors and private equity institutions)
- Negotiation of dozens of facilities management agreements for major real estate services company
- Negotiation of numerous project management agreements for nationwide service provider
- Counsel for real estate brokerage firm in negotiation of exclusive listing agreements in connection with the marketing and sale of high-profile residential developments
- Negotiation of numerous brokerage services agreements for both developers and brokers

MERGERS AND ACQUISITIONS

- Real estate components of asset acquisition of major food processing company in bankruptcy for \$370 million
- Acquisition of world's second largest meat processing company for \$1+ billion (primary responsibility for real estate components, including approximately 30 major real estate assets in numerous countries)

LAND USE

- Coordination of entitlement work for 50+ acres of resort/casino land for almost 10,000 residential units; worked with county planning department, county politicians, Federal Aviation Administration, outside land-use consultants, civil engineers, traffic engineers, and outside counsel
- Ongoing work with FAA and FAA consultants regarding building height determinations near airports
- Representation of developers before local town boards and county commissions regarding infrastructure permits and bonds

HOSPITALITY / MULTIFAMILY

- Negotiation of hotel management agreements, technical services agreements, and condominium marketing license agreements with major hotel brands for multiple 1,000+ room mixed-use projects
- Acquisitions of dozens of hotels and multifamily complexes, including negotiation of franchise agreements with international hotel franchisors, partnership agreements with developer partners, and loan agreements for acquisition financing



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LITIGATION / DISPUTE RESOLUTION

- Representation of major industrial generator manufacturer against a competitor's claims of intentional interference with business relations and deceptive trade practices
- Representation of major utility in the acquisition by expropriation of landowner tracts for a 114 mile expansion project
- Representation of railroad in expropriation/condemnation of several industrial tracts by for the construction of expansion yard
- Representation of franchisee of major food services corporation against class action complaint related to alleged illegal marketing and advertising methods
- Representation of healthcare supply company against class action complaint related to alleged violations of the Telephone Consumer Protection Act of 1991 (47 U.S.C. §227)("TCPA")
- Representation of multiple car dealerships in arbitration of competitor's breach of contract and fraud claims in connection with a conditional stock sale agreement
- Representation of international engineering firm in connection with claims of negligence and breach of contract related to the design and construction of a 20-mile bridge construction project in Florida
- Representation of owners of a new office building in arbitration of breach of contract claims raised by the project's architect
- Representation of civil engineer in connection with design, renovation, and new construction of magnet high school
- Representation of owner of newly-constructed apartment complex in connection with claims raised by general contractor for added cost and impact/delay

CONSTRUCTION SERVICES

- Contract drafting, review, negotiation, and counseling
- Claims and dispute resolution (including defect and schedule impact claims)
- Bid disputes (both defending and prosecuting award protests)
- Lien and payment disputes
- Mediation / Arbitration / Litigation



WILLIAMS ANDERSON RYAN
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JEFFREY B. WILLIAMS, PARTNER

Law:

Georgetown University Law Center, 1998, J.D., *cum laude*

Undergraduate:

Baylor University, 1990

Bachelor of Business Administration in Entrepreneurship and International Business

Professional Experience:

General Counsel, Edge Group LLC, 2005-2007

Associate, Vinson & Elkins L.L.P., 2000-2005

Associate, Jackson Walker LLP, 1998-2000

Jeff Williams has an extensive background in complex transactions, with an emphasis on real estate, finance, and emerging businesses. Working alongside his now-partners while at a large national firm, he learned transactional law under the guidance of some of the most talented lawyers in the industry. He later served as General Counsel of a real estate and development company, overseeing over \$1 billion in successful acquisition and disposition activity in a two-year span.

In 2009, he and Mark Anderson formed Williams Anderson LLP on a handshake. The firm has since grown by adding two additional partners with the same Vinson & Elkins pedigree. Jeff represents a core clientele of institutional real estate firms, oil/gas concerns, and entrepreneurs and their growing businesses.

The partners at WARC have combined their expertise, relationships, and focus to close over \$1 billion of transactions since the firm's formation. Among those, Jeff led the following recent transactions:

- Lead landlord representation on numerous build-to-suit corporate headquarters leases, totaling over 500,000 square feet
- Lead outside advisor and counsel to growing nationwide retail brand, negotiating over 40 leases, formation and structure documents, and (with assistance from outside securities counsel) a \$20 million private equity round
- Lead acquisition counsel for datacenter developer
- Lead borrower representation on an ongoing basis for Dallas-based institutional real estate concern, closing construction and permanent financing rounds for office, industrial, and speculative development sites

Jeff served as the Vice Chairman of the Board of SP Bancorp, Inc. (NASDAQ: SPBC) and as chair of the bank's Nominating & Corporate Governance Committee and a member of the bank's Credit Policy Committee and Compensation Committee. He played a central role in the sale of the bank for \$46.2 million.

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MARK C. ANDERSON, PARTNER

Law:

Washington & Lee University School of Law, 2003, J.D., *cum laude*
Staff Writer, *Washington and Lee Law Review*

Undergraduate:

Rhodes College, 2000
B.A., Economics and Business Administration

Professional Experience:

2007-2009: General Counsel, Tregan Partners, LP
2005-2007: Associate General Counsel, Edge Group LLC
2003-2005: Associate, Vinson & Elkins L.L.P.

Mark Anderson specializes in real estate-based transactions, but has experience in a variety of areas, including counseling clients in connection with partnership and limited liability company structuring, acquisitions and dispositions of businesses and their assets, and other general business transactions. Mark has extensive experience with acquisitions and dispositions of real property assets, office, retail, and industrial leasing, and general commercial real estate operational matters, including property management and brokerage agreements.

Mark represents a wide variety of clients, including office, retail, and industrial landlords, chain-based retail tenants, private equity sources, and real estate investment groups.

Prior to establishing the firm with Jeff Williams, Mark Anderson served as General Counsel of Tregan Partners, LP (a closely-held investment firm), Associate General Counsel of Edge Group LLC (a real estate development company), and as an Associate with Vinson & Elkins L.L.P. in Dallas, where he practiced with the firm's real estate group.

Mark holds a B.A. in Economics and Business Administration from Rhodes College and received his J.D. from Washington and Lee University School of Law, where he served as a Staff Writer for the Washington and Lee Law Review. He is a member of the State Bar of Texas and the Dallas Bar Association.

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TIMOTHY L. RYAN, PARTNER

Law:

Yale Law School, 2001

J.D.

Undergraduate:

University of Kentucky, 1998

B.B.A., Finance, summa cum laude

Professional Experience:

2005-2011: Assistant / Associate General Counsel, Alex. Brown Realty, Inc.

2001-2005: Associate, Vinson & Elkins L.L.P.

Tim Ryan has a wealth of experience across a spectrum of complex transactional legal matters, with an emphasis on real estate, energy-related facilities and services, finance, and emerging businesses. After graduating from Yale Law School in 2001, he joined the Dallas, Texas office of Vinson & Elkins as an associate, where his education as a transactional attorney was overseen by some of the most talented lawyers in the industry. He later served as in-house counsel for a national real estate investment fund sponsor, serving as primary counsel for multiple real estate private fund offerings, overseeing the firm's registration as a securities investment adviser, and representing the firm in real estate joint ventures around the country.

Tim joined WARC as partner in 2011, reuniting with his former Vinson & Elkins colleagues to expand the firm's geographic footprint into Louisiana. Tim has led the following recent transactions:

- Louisiana counsel for \$235MM acquisition of multiple pipeline systems throughout Louisiana
- Lead tenant representation for \$200MM natural gas fractionation facility in the Mississippi River industrial corridor
- Lead counsel on an ongoing basis for land acquisitions and mitigation supply contract negotiations on behalf of Louisiana and Texas-based environmental mitigation sponsor

Tim is licensed to practice in Louisiana and Texas.

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WILLIAMS ANDERSON RYAN
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TAYLOR S. CARROLL, PARTNER

Law:

Paul M. Hebert Law Center, Louisiana State University, 2001 *Juris Doctorate*, Order of the Coif
Louisiana Law Review

Undergraduate:

University of Colorado, 1998
Bachelor of Arts (Political Science)

Professional Experience:

2010-2014: Partner, Phelps Dunbar, LLP
2003-2010: Associate, Phelps Dunbar, LLP
2001-2003: Associate, Vinson & Elkins, LLP

Taylor practices in the area of commercial litigation with an emphasis on civil trial work and complex litigation. He has significant experience in eminent domain/expropriation proceedings and multi-party business litigation, including insurance defense, construction, real estate, oil and gas, professional liability, and class action litigation and arbitration.

As part of his construction law practice, Taylor advises architects, engineers, owners, contractors, subcontractors, and material suppliers in connection with large-scale projects and regularly appears in state and federal courts and arbitration proceedings in connection with construction defect claims, professional negligence claims, breach of contract claims, and lien and bond claims.

Taylor also has extensive experience in handling evidentiary and related proceedings arising out of e-discovery disputes, as well as complications and demands of electronic data preservation and production.

Taylor holds a peer-reviewed "AV Preeminent" rating from Martindale.com. Taylor is a member of the Louisiana State Bar Association, Baton Rouge Bar Association, and Texas State Bar Association. Additionally, Taylor is affiliated with the Tort Trial & Insurance Section of the American Bar Association and serves on the Editorial Board for Tortsources.

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JEREMY F. WERFAL, SENIOR COUNSEL

Law:

Paul M. Hebert Law Center, Louisiana State University, 1994
Juris Doctorate, Louisiana Law Review

Undergraduate:

Northeast Louisiana University, 1991
Bachelor of Arts (Pre-Law/Legal Studies)

Professional Experience:

2000-2014: Attorney, Phelps Dunbar, LLP
1998-2000: Associate, Lindsay & Marcel, APLC
1994-1998: Associate, Law Office of John B. Lambremont, Sr.

With over 20 years of legal experience, Jeremy has a practice that focuses on complex commercial real estate transactions, finance and general business practice matters. Over the years, Jeremy has counseled clients on various real estate acquisitions, developments and sales, including office buildings, apartment complexes, hotels, shopping centers, residential subdivisions, commercial office and retail parks, and condominium developments. Jeremy has prepared condominium, residential and office park restrictions for highly regulated developments; represented numerous banking and lending institutions in financing transactions; negotiated and prepared contracts, leases, servitudes, easements and right of way agreements; and assisted clients with entity structuring and formation. Jeremy has also represented numerous clients in obtaining HUD financing, including 221(d)(4), 223(f) and 232 financing.

Jeremy has been a guest lecturer at LSU Law School and has lectured at continuing legal education seminars on purchase agreements, leases and other commercial real estate matters. Prior to joining Williams Anderson Ryan & Carroll LLP, Jeremy was an attorney at Phelps Dunbar LLP for over 13 years with its Baton Rouge office real estate and business practice group. Jeremy holds an AV® Preeminent™ peer review rating from Martindale Hubbell.

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