

Andrew Dowdy

Partner

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AN ATTORNEY WHO DOESN'T SHY AWAY FROM CRUNCHING THE NUMBERS, ANDREW ENJOYS DEVELOPING STRATEGIES THAT BALANCE RISKS WITH REWARDS FOR POSITIVE OUTCOMES. CLIENTS FIND THE VALUE OF THIS APPROACH IS MORE THAN THE SUM OF ITS PARTS.

Andrew combines business savvy and tax expertise to assist a wide range of clients — including corporations, partnerships, limited liability companies, tax-exempt organizations and family-owned businesses — through the many challenges presented in the commercial landscape. He represents companies in corporate and securities matters; LLC, partnership and shareholder agreements; equity plans; mergers and acquisitions; and federal and state tax strategies.

Outside General Counsel

Many small and midsize companies that lack internal legal departments look to Andrew to serve as their outside general counsel. In this role, he advises on general business matters, contract drafting and negotiation, corporate governance and tax matters. He helps companies of all sizes to leverage sound business strategies from entity formation through exit events, and he advises on capitalization and financing matters, ongoing governance and recordkeeping, and operating agreements.

Employment & Compensation

Andrew counsels clients on equity plans, incentive compensation or plans, retention arrangements, bonus plans and other tax-advantaged compensation strategies, including stock-option and deferred-compensation plans, profits interests in LLCs and partnerships, and phantom-equity arrangements.

Tax Counseling

Holding an LL.M. in Taxation, Andrew counsels clients on a wide range of tax-related matters. He regularly advises clients on the tax aspects of mergers and acquisitions, business successions, property exchanges and dispositions, corporate reorganizations, asset-disposition planning, wealth transfers and choice-of-entity issues.

Representative Experience

- Represented Texas-based virtual preventive care services provider in its sale to a publicly traded multinational telemedicine and virtual healthcare company headquartered in New York valued at \$70 million.
- Represented a fast-growing food business in a multi-million dollar equity financing deal.
- Represented USL Professional Soccer team Texoma FC in expanding the team's ownership investment group to include the Gronkowski family of NFL fame.
- Represented WellWorx Energy Solutions, a Midland, Texas-based production service company and equipment provider for production automation, solids management, fluid handling and downhole gas management, in its sale to Houston-based Liberty Lift Solutions, LLC.
- Represented Frisco-based ProStar Energy Solutions in its sale to Charlotte-based Crete United, a leading provider of energy efficiency and HVAC, electrical and other mechanical ("MEP") services.
- Represented a Dallas-based information management software developer in its transaction with a New York-based private equity firm, a minority investment valuing the company at more than \$2 billion.
- Guided a Texas-based software company in \$30 million equity sale.
- Represented a Dallas-based global tax services and software provider in its acquisition of one of the nation's leading property tax consulting firms to form the largest property tax practice in the U.S.
- Advised a medical network firm in a \$40 million acquisition of a healthcare staffing solutions company.
- Represented an aviation firm in a \$20 million sale to a private equity firm.
- Guided a private equity firm in the acquisition of an education technology company.
- Led the stock sale of a privately held, oilfield-technology company to a publicly traded strategic buyer for \$50 million.
- Represented a marketing firm in a multimillion-dollar asset disposition.

- Advised business owners in the formation and operation of C and S corporations, limited liability companies and limited partnerships.
- Represented companies and investment funds in mergers and acquisitions, securities offerings and financing transactions.
- Guided clients in the formation, structure and operation of several 501(c)(3) public charities and private foundations.

Noteworthy

- Named to *Lawdragon's* "500 Leading Dealmakers in America" List, 2025
- Selected by attorney peers for inclusion in *The Best Lawyers in America*®, 2025
- Named to *D Magazine's* "Best Lawyers Under 40 in Dallas" List, 2021
- Named one of the "Best Lawyers in Dallas" by *D Magazine*, 2024–2025
- Selected by attorney peers for inclusion in *Texas Super Lawyers Rising Stars*®, Thomson Reuters, 2019–2022

Activities and Memberships

- Texas Bar Association
 - Member
- Dallas Bar Association
 - Member
- Dallas Association of Young Lawyers
 - Member
- Virginia Bar Association
 - Associate Member
- Mission East Dallas
 - Board of Directors, President

Publications

- "DExit – How and Why Companies Are Choosing Texas as Their New Corporate Home," *Texas Lawyer*, co-author; June 9, 2025.

Credentials

Education

- LL.M, Taxation, Georgetown University Law Center, with distinction, 2010
- JD, Southern Methodist University Dedman School of Law, *cum laude*, 2009
- BA, The University of Texas at Austin, 2005

Admissions

- Texas
- Virginia