



## Boyd K. Moehring

Of Counsel  
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Boyd's practice focuses on business transactions in a number of areas, including joint ventures, private equity transactions, mergers and acquisitions, corporate finance, and the sale and leasing of real estate. He also serves as outside general counsel to a number of privately held businesses.

He is a CPA and, prior to his career as an attorney and business adviser, worked for a major public accounting firm. Boyd uses this strong financial background and legal knowledge to help clients solve their legal, financial and business needs in an efficient and cost effective manner.

### Services

- Corporate & Transactional
- Mergers & Acquisitions
- Litigation
- White Collar Defense
- ESOPs

### Education

- The Ohio State University Moritz College of Law (J.D., 1989)
- Capital University (B.A., 1984)

### Bar Admissions

- Ohio

### Affiliations/Memberships

- American Bar Association
- Ohio State Bar Association
- Columbus Bar Association

## Experience

### **Private Equity Acquisition of Medical Device Manufacturer**

Dinsmore represented a closely-held international medical device manufacturer selling a controlling interest to a private-equity company. We advised the client through all aspects of the complex transaction including negotiating the purchase agreement, new governance structure, executive compensation, and non-compete agreements.

### **Finance/Restructuring**

Assisted and advised client in connection with its negotiation and purchase of first mortgage loan for its corporate headquarters from its existing lender and the refinancing of this debt. As a result of this transaction, the client was able to reduce the real estate mortgage on its corporate headquarters by almost 50%.

### **Defended an Equipment Supplier Against Anti-trust Allegations**

We represented a national equipment supplier suspected of anti-trust violations. The government's anti-trust division believed the company was colluding with competitors to pre-determine bids for certain opportunities. We conducted a three year investigation, interviewing more than 60 sales personnel across the country and reviewing thousands of emails. Ultimately, our report to the Department of Justice resulted in the end of the investigation.

### **Nationwide Arena Ownership, Use and Management**

We served as counsel to the Franklin County Convention Facilities Authority in a transaction by which the Authority became the owner of Nationwide Arena with financing provided by the City of Columbus, Franklin County, State of Ohio and Nationwide Insurance based on casino tax revenue.

We were intimately involved in all aspects of the transaction and took primary responsibility for drafting and negotiating the \$42.5 million purchase agreement providing for the sale and restructuring of the existing arena ownership. Further, we negotiated and prepared the other major agreements between the Blue Jackets, Nationwide and OSU that provided, amongst other items (i) the team's continued use of the arena as its "home ice" through 2039, and (ii) the shared management and allocation of expenses for the arena.

The transaction marked one of the largest ventures between the private and public sectors in recent history in Central Ohio and made a significant statement within the Columbus community.

### **Commercial Lending**

Represented a Healthcare Manager in connection with a \$5,000,000 line of credit from KeyBank.

### **Nationwide Arena**

As questions swirled around the economic future of the Columbus Blue Jackets, representatives of Franklin County, the City of Columbus, The Ohio State University (OSU), Nationwide Insurance and the Franklin County Convention Facilities Authority (CFA) formed a working committee to examine potential ways to help the Blue Jackets and keep them in Central Ohio. Along with OSU athletics, the Blue Jackets are one of the city's biggest entertainment draws, and ensuring the viability of the team, along with Nationwide Arena, is important to not only the franchise's future, but also the city's economic health.

Dinsmore was the firm chosen to represent the CFA to negotiate and close this complex, multi-layered transaction. Dinsmore worked with the CFA and the other parties to develop a structure that allowed the CFA to take direct ownership of Nationwide Arena while allowing certain operating and capital expenses to be shared among the parties. To undertake this expense-sharing relationship, a non-profit entity called Columbus Arena Management (CAM) was formed as a joint undertaking by the CFA, Blue Jackets, Nationwide and OSU to operate and manage Nationwide Arena.

Dinsmore was intimately involved in all aspects of the transaction and took primary responsibility for drafting and negotiating the \$42.5 million purchase agreement providing for the sale and restructuring of the existing arena ownership. Further, Dinsmore negotiated and prepared the other major agreements between the Blue Jackets, Nationwide and OSU that provided, amongst other items (i) the team's continued use of the arena as its "home ice" through 2039, and (ii) the shared management and allocation of expenses for the arena. This transaction is projected to increase the arena's viability as the financial stakes and responsibilities are now shared among a number of entities through CAM. Additionally, the Blue Jacket's cost of occupancy is being reduced, which will enable them to better compete financially with other franchises.

The transaction marked one of the largest ventures between the private and public sectors in recent history in Central Ohio and made a significant statement within the Columbus community. In addition to ensuring the long-term viability of the Blue Jackets, Nationwide Arena and surrounding geographic areas, it also represents the coming together of several organizations and entities, each of which brought essential components to the transaction. In so doing, the CFA was able to build a better future for Columbus.

Dinsmore is proud and honored to have had the opportunity and responsibility to manage the process and provide counsel at each step.

#### **Private Equity Investment**

Represented a chemical manufacturing company in connection with a \$5,000,000 investment by a private equity group.

#### **Sale of Real Estate**

Represented client in connection with its sale of a Starbucks location in Florida. Our client owned real estate, of which we helped negotiate and facilitate the sale of to a buyer for approximately \$1.4 million.

#### **Sale of Real Estate**

Represented seller in the sale of former 4 acre manufacturing site, including a 150,000 square foot manufacturing building located adjacent to Huntington Park in the Nationwide Arena District.

#### **Sale/Merger**

Represented the buyer in connection with its purchase of a Sonic franchisee located in northern Florida. Purchase included the business, as well as 12 associated pieces of real estate. We negotiated terms of the purchase agreement, as well as terms of the real estate agreements.

## **Sale/Merger**

Advised client in connection with the division of a graphics design company between its two current owners. Our client retained ownership and control of the company and brand as a result of this transaction.

## **Stock Sale of Software Provider**

When a provider of software for energy businesses, utility companies and municipalities began preliminary discussions with a Columbus Ohio private holding company and management company regarding a sale, they turned to Dinsmore for counsel. We advised the client on a complex, three-part transaction. The complexity was due to the existing operating company being a C-corporation for income tax purposes and the desire of the parties to have the business operating as a partnership for tax purposes on a going forward basis. The current operating company was a C-corporation and all of its shares were owned by its parent company. The first step was for the client to make a cash dividend to its parent and all of its members. The parent company then distributed all of the shares of the client to its members. Next, we negotiated and ultimately closed on the terms of an agreement for the sale of the stock of the client. to the buyer. The final step was to contribute the operating assets of the business to a newly-formed business. The client then elected to be treated as an S-corporation on a going forward basis. As part of the stock sale agreement, the buyer issued promissory notes to two existing minority owners. These owners were then able to contribute the notes to the client in exchange for an ownership interest. As a result, the minority owners no longer had ownership interest in a C-corporation. Their ownership interest was now in a pass-through entity eliminating the potential for double-taxation on any increase in the value of their ownership interests as a result of future growth of the company. We worked diligently to complete the transaction in 2012 so that the shareholders receiving cash would be taxed at the lower 2012 capital gains rate.

## **Strategic Acquisition of Business in Competitive Swimming Industry**

We assisted a former president of a volleyball equipment company in identifying a new business for him to purchase. He wanted to find a business in which he could leverage his experience in growing a volleyball equipment company. We helped him find a company that sells swimming pool racing lanes and other competitive swim products. He decided he wanted to buy the company and we assisted in the negotiation of the terms of the acquisition as well as drafting and negotiating the acquisition agreement and other transaction documents.