



## CRYSTAL L. HOWARD

### PARTNER

Kansas City, MO

816.472.3111

[choward@atlip.com](mailto:choward@atlip.com)



Crystal Howard is a skilled corporate and tax attorney in the firm's Corporate Services practice group. She counsels clients on a wide range of business and tax matters, relating to complex business transactions and tax structuring.

Crystal concentrates her legal practice in mergers and acquisitions, general corporate issues, emerging companies and corporate governance, helping business owners with a growth mindset accomplish their business goals and minimize their taxes. Crystal regularly advises partnerships and corporations on tax matters in the context of entity formation, reorganization and dissolution. In her tax practice, she helps clients structure business deals to be tax advantaged and also provides guidance on tax controversies at the federal, state and local levels, including before the Internal Revenue Service (IRS) and state agencies. Her collaborative approach enables her to create strategic, customized solutions and business plans for her clients that help them reach their business objectives while minimizing tax implications.

Crystal previously served as in-house counsel for a nonprofit organization, and in her practice today, she counsels nonprofits and other tax-exempt organizations on a variety of legal and tax issues, including those related to structure and fundraising.

### BACKGROUND

Prior to joining the firm, Crystal spent eight years in private practice, advising businesses and individuals on a broad range of tax planning and controversy matters, as well as pension, health and welfare benefits, and ERISA compliance. She also served as in-house counsel to a nonprofit organization and as a tax research specialist for a multinational tax preparation company.

Crystal also spent several years working in the education field as an assistant director in the learning center for a private Catholic university in Kansas.

### EDUCATION

- University of Missouri-Kansas City School of Law (LL.M., 2009)
  - Taxation
  - Kansas City Tax Clinic, Student Attorney
- University of Missouri-Kansas City School of Law (J.D., *cum laude*, 2008)
  - The Urban Lawyer, Case Note and Review Editor
  - UMKC Law Review, Staff Member

### SERVICES AND INDUSTRIES

Tax

Corporate

Outside Corporate Counsel

Emerging Companies

Mergers and Acquisitions

Entrepreneurship Through

Acquisition

### ADMISSIONS

Missouri

Kansas

U.S. Tax Court

- Volunteer Income Tax Assistance (VITA), Tax Supervisor
- William Jewell College (B.A., 2002)
  - English and History

## PROFESSIONAL ACTIVITIES

- American Bar Association - Taxation, Business Law Sections
- The Missouri Bar
- Kansas Bar Association
- Kansas City Metropolitan Bar Association

## CHARITABLE AND CIVIC INVOLVEMENT

- Hope House, Member of the Board of Directors
- Leadership Overland Park, Kansas 2019
- Nutra-Net (Former Member, Board of Directors)

## ACCOLADES

- The Best Lawyers in America®, Litigation and Controversy - Tax (2023-present)

## EXPERIENCE

### **Formation and Acquisition of Cleanroom Certification Companies; Incentive Plan**

Represented the acquirer of cleanroom certification companies through formation and corporate structuring, acquisition of an initial target company and two subsequent add-on acquisitions throughout 2023 having a total value of approximately \$10 million, as well as the adoption of an equity incentive plan.

### **Sale of Cybersecurity Learning Platform**

Advised the client, a leading cybersecurity training platform, in its sale to an audit, cybersecurity and information technology training company, which is backed by a private equity firm. The consideration included both cash and rollover equity in the acquiring entity's parent.

### **\$50 Million+ Corporate Debt Restructuring**

Advised a client in a corporate debt restructuring of more than \$50 million that allowed it to part ways with the family of its deceased founder. The restructuring included a comprehensive court-approved settlement agreement involving the payoff of several debt obligations, the release of the related security agreement, the purchase and extinguishment of a warrant to purchase over 500,000 shares of common stock of the client's holding corporation, and the release of rights under multiple purchase agreements, including a stock purchase agreement. The negotiated settlement agreement price included approximately \$17 million of debt forgiveness to the client's benefit. Also represented the client in a \$2 million revolving loan and a \$44 million term loan, handled employment agreements for the CEO and CFO, negotiated landlord consents on client leases in dozens of locations, and provided assurances to the lender on the client's employee stock ownership plan.

#### **\$65 Million Sale of Specialty Home Furnishings Business**

Represented the seller, a manufacturer of specialty home furnishings, in its acquisition by a leading brand aggregator in numerous different consumer products spaces. The sale, for \$65 million in cash and equity, represented the buyer's first acquisition in the home furnishings space. We also provided counsel on employment, employee benefits, tax, patent, and intellectual property aspects of the transaction.

#### **\$108 Million Acquisition of Bank Holding Company**

Represented Delta Bancshares Company, bank holding company of Jefferson Bank and Trust, St. Louis, Missouri, in its merger with a subsidiary of First Mid Bancshares, Inc. (NASDAQ: FMBH), bank holding company of First Mid Bank & Trust, Mattoon, Illinois. The total consideration for this cash and stock deal was approximately \$108 million. We also provided counsel on employee benefits and tax aspects of the transaction.

#### **Bolt-On Acquisition for Private Equity Firm**

Represented a private equity firm in its acquisition of a bolt-on mechanical and structural field service/maintenance company, offering major refractory, insulation, boiler and repair capabilities throughout Louisiana and Texas.

#### **\$137.25 Million Asset Sale for Independent Insurance Broker**

Represented a large independent insurance broker in the sale of assets in exchange for cash and equity consideration valued at up to \$137.25 million.

#### **Acquisition of Controlling Interest in Platform Company for Private Equity Firm**

Represented a private equity firm in its acquisition of controlling interest in a new platform full-service oilfield chemical company.

#### **Multimillion-Dollar Partial Sale of Closely Held Business**

Negotiated the tax component and structuring of a business reorganization and partial sale, helping the client to minimize taxes, shed unwanted assets, and grow the remaining business.

#### **Represented Public Company in IRS Examination**

Represented a public company under examination by the IRS for alleged worker misclassification. Assisted with the responses to information requests and in-person meetings, and successfully obtained Section 530 relief.

#### **Favorable IRS Letter Ruling**

Obtained a favorable private letter ruling from the IRS for a tax-exempt client to divide the organization's assets among newly created organizations and varied missions.