



JOSHUA T. HILL

PARTNER

KANSAS CITY OFFICE
7500 College Boulevard, Suite 1400
Overland Park, KS 66210-4041

T: 913.253.2139

jhill@foulston.com

PROFILE

Foulston Siefkin partner Josh Hill handles mergers and acquisitions, commercial real estate transactions, secured and unsecured financings, securities offerings, and antitrust filings in the firm's Kansas City office. In addition to representing closely held companies, real estate investors, physicians, health systems, developers, and hotel chains, Josh also serves as outside corporate counsel to several clients in the health care, real estate development, and hospitality industries. Josh strives to provide practical and efficient legal advice to his clients, with an eye toward issues that affect the economics of each transaction. Clients appreciate Josh's responsiveness, straightforward counsel, and dedication to making their deals a reality.

A significant focus of Josh's practice is on mergers and acquisitions, where he structures and negotiates asset and equity purchases, manages the due diligence process, and closes transactions. His M&A experience covers deals of all sizes, ranging from deals involving start-ups and small family-owned firms, to multimillion-dollar deals involving assets located throughout the United States, to international transactions involving assets worth hundreds of millions of dollars. In connection with his M&A practice, Josh has experience preparing and filing Hart-Scott-Rodino premerger notifications and negotiating financing documentation with lenders. Josh also has significant experience drafting and negotiating business organizational documents, including limited liability company operating agreements, limited partnership agreements, corporate shareholder agreements and bylaws, and joint venture agreements.

Josh's practice is also dedicated to real estate matters for clients in the hospitality, health care, restaurant, manufacturing, and real estate development sectors. Josh is the "go to" lawyer for real estate matters that arise from one of the firm's largest clients, where he advises the client in connection with acquiring, developing, selling, and leasing medical facilities throughout the United States. Josh drafts and negotiates real estate purchase agreements, commercial leases, development agreements, asset management agreements, joint venture agreements, and a variety of covenants and recorded instruments. Josh plays a vital role in negotiating leases for both landlords and tenants, as well as negotiating real estate-backed loans. Josh's real estate experience extends from the Kansas City metro to most of the country's major markets and over half of its states. Of note, Josh represented an extended stay hotel operator in connection with dozens of significant real estate transactions, including a \$120 million acquisition of 22

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operating hotels located in nine states and a \$275 million commercial mortgage-backed securities loan secured by 63 hotels in 20 states.

When he is not negotiating deals and closing transactions for his clients, Josh enjoys time with his wife, their three children, and their dog, Ginger. He can also be found cheering on the Jayhawks, Royals, and Chiefs.

Education

- University of Kansas (J.D., 2009)
Order of the Coif; Editor - *Kansas Law Review*; Business & Commercial Law Certificate
- University of Kansas (B.A. in Economics and Political Science, 2005)
Phi Beta Kappa Honor Society; Graduate of Highest Distinction

Admissions

- U.S. District Court for the District of Kansas
- U.S. District Court for the Western District of Missouri
- Kansas (2009)
- Missouri (2010)
- Illinois (2023)

PRACTICE AREAS

- Mergers & Acquisitions
- Banking & Financial Services
- Business & Corporate Law
- Antitrust & Trade Regulation
- Securities & Corporate Finance
- Healthcare
- Real Estate
- Renewable Energy, Storage & Transmission
- Energy

INDUSTRIES

- Real Estate
- Hospitality & Retail
- Healthcare
- Energy & Natural Resources

RELEVANT EXPERIENCE

- Represented seller in connection with asset sale valued in excess of \$260,000,000. Advised client on deal structure; negotiated M&A documents; advised client regarding corporate and shareholder matters; conducted due diligence; drafted ancillary transaction documents; drafted corporate consents, shareholder notices, and meeting minutes; managed closing-related matters.
- Represented owner of blast-resistant building company in connection with various secured financings, including the refinancing of multi-million dollar corporate credit facility and various mortgage loans.
- Represented medical building owner/operator in connection with financings totaling in excess of \$200 Million. Reviewed and negotiated loan documents; coordinated local counsel opinions; and managed closing deliveries.
- Represented owner/manager of healthcare facilities in connection with the development, acquisition, and disposition of hospitals, surgery centers, software companies, and other healthcare-related assets throughout the United States. Drafted and negotiated definitive agreements and ancillary transaction documents; drafted private placement memoranda; drafted and negotiated the joint venture documents; managed and supervised real estate transactions, due diligence, and closings.
- Represented various physicians and physician groups in connection with the purchase and sale of medical practices and healthcare facilities, joint venture arrangements, shareholder agreements, physician employment agreements, and related healthcare transactions.
- Represented hospital in sale of its dialysis operation to national dialysis services provider.
- Represented purchaser in connection with the acquisition and subsequent sale of radiation oncology business.
- Serve as outside counsel to national healthcare company, role includes advising client regarding matters of corporate governance; joint ventures and physician transactions; mergers, acquisitions, dispositions of healthcare assets and related due diligence; healthcare real estate leasing, acquisition, and disposition; and securities law compliance.
- Represented developer in connection with the development of a \$34 Million, 93,000 square-foot senior living facility consisting of 72 assisted-living apartments and 38 memory care units, including negotiating the senior and mezzanine loans, drafting and negotiating the joint venture documents, and closing the transaction.
- Represented hotel franchisor in \$120,000,000 acquisition of 22 operating hotels located in nine states from New York-based private equity firm.
- Represented hotel franchisor in \$9,000,000 acquisition of three operating hotels from local franchisee. Drafted purchase agreements; conducted title review and due diligence; negotiated title policies; drafted ancillary purchase documents; and managed closings.
- Represented developers in connection with the development of medical office campuses in the Kansas City, Philadelphia, Miami, and Dallas metro areas. Structured joint venture relationships; drafted and negotiated sale agreements, commercial leases, restrictive covenants, options, rights of first refusal, and easements.
- Represented seller in connection with multi-million dollar sale of Houston medical office building to publicly-traded REIT.
- Represented purchaser in connection with acquisition of real estate valued in excess of \$25 Million. Drafted security agreements and ancillary real estate purchase documents; advised client on real estate matters arising under Missouri law; worked with city on zoning and development issues.
- Represented property owner/landlord in connection with the acquisition, development, and leasing of industrial property located in the Midwest and East Coast to various industrial tenants.

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- Represented owner/landlord in connection with the private placement of securities used to acquire multi-tenant residential properties in the Kansas City metro area, including drafting private placement memoranda, negotiating real estate purchase documents, and closing the transactions.
- Drafted and negotiated corporate office leases and lease amendments involving space within 29-building office park on behalf of the office park's owner/operator.
- Drafted and negotiated retail leases for spaces located throughout the United States on behalf of both restaurant operators and landlords.

PROFESSIONAL MEMBERSHIPS, AFFILIATIONS, AND HONORS

- American Bar Association
- Kansas Bar Association
- Johnson County Bar Association
- Kansas City Metropolitan Bar Association
- Selected for inclusion in Missouri & Kansas Super Lawyers® Rising Stars List, 2016-2018 (a Thomson Reuters business)
- Identified by Chambers USA as an up and coming lawyer in the United States in the area of Real Estate, 2023
- Selected by peers for inclusion in *The Best Lawyers in America*® for Banking and Finance Law, Real Estate Law, and Securitization and Structured Finance Law, 2024

PRESENTATIONS

2012

- An FLSA Audit Is Coming – Be Prepared Before DOL Arrives (Foulston Siefkin Employment Law Seminar)

PUBLICATIONS

2012

- Court snaps Twigg's retaliation and FMLA claims
-Kansas Employment Law Letter

2009

- Watch Your Language! The Kansas Law Review Survey of Official English and English-Only Laws and Policies
-University of Kansas Law Review

COMMUNITY INVOLVEMENT

- InterUrban ArtHouse
- Leadership Northeast, Northeast Johnson County Chamber of Commerce, Class of 2013
- Nelson-Atkins Young Friends of Art