



Andrew M. Scott

PARTNER

Houston

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RELATED SERVICES

- Commercial Litigation
- Employment
- Healthcare
- Directors & Officers and Shareholder Litigation
- Business Transactions
- Product Liability
- Insurance

OFFICES

- Houston

OVERVIEW

Andrew M. Scott is a partner in GRSM's Houston office. Andrew is one of the few attorneys who excels in both a litigation and transactional practice, which allows Andrew to be a "one stop shop" for his clients on a broad range of both complex litigation, corporate and business transactional matters.

Andrew has extensive experience in representing clients in matters involving complex commercial litigation, non-competes and restrictive covenants, labor and employment, business litigation, securities litigation, director and officer and consumer protection claims. Andrew has litigated hundreds of cases in state, federal, and bankruptcy courts throughout Texas. He has also handled appeals before Texas and Federal appellate courts.

In addition, Scott maintains a broad business transactional practice. Andrew provides counsel to clients in multi-million dollar complex commercial transactions, mergers and acquisitions, and the formation, structure, implementation and ongoing representation of business entities as well as the individual owners of such enterprises.

Commercial Litigation

Andrew has litigated to a successful conclusion cases involving complex contract disputes, business divorce disputes, business torts, securities violations, minority shareholder oppression claims, mortgage field servicing cases, professional liability disputes, real estate disputes, allegations of breach of fiduciary duties, deceptive trade practices, construction defect claims, personal injury claims, healthcare claims and oil and gas rig accidents.

Business Transactions, Corporate Governance & Outside General Counsel

Mr. Scott's business transactional practice focuses on complex commercial transactions, corporate governance, mergers and acquisitions, corporate finance, spin-offs and roll-in of entities and assets, asset and equity dispositions, asset securitization, real estate transactions, real estate syndication and asset based lending.

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Andrew has served as lead counsel on numerous multi-million dollar buy-side and sell-side complex commercial transactions / mergers and acquisitions, and represents clients in the negotiating and structuring of corporate contracts, asset purchase agreements, stock purchase agreements, membership interest purchase agreements, professional services agreements, distributorship agreements, licensing agreements, technology transfer agreements, SaaS agreements, employment contracts, restrictive covenants and consulting agreements.

In addition, Andrew has extensive commercial real estate experience, representing landlords and tenants in leasing transactions, and buyers and sellers in connection with the acquisition, financing, disposition, and development of various types of commercial property. His depth of experience allows Andrew to serve as an effective and efficient outside general counsel for a number of his clients with closely held businesses, including advising on operational issues, stock and membership issues, and general corporate law.

Non-Compete and Restrictive Covenant Claims

Andrew actively represents both employers and individuals in restrictive covenant, injunctive, restraining order and unfair competition actions, including covenants not to compete or solicit and theft of trade secrets. Andrew has tried multiple temporary injunction actions to conclusion, and regularly litigates non-competes and restrictive covenant matters.

Employment Related Practices

Andrew regularly represents employers and employees in claims involving discrimination, wage claims, wrongful termination, defamation, retaliation, harassment, workers' compensation bad faith, ADA, ADEA, FMLA and FLSA disputes. Andrew represents employers before administrative agencies, including the Equal Employment Opportunity Commission, Texas Workforce Commission, National Labor Relations Board and Department of Labor in administrative actions. In addition, Andrew regularly counsels employers on employment policies, workplace investigations, complex wage and hour issues, leaves of absence, disability accommodation, terminations and preventative business, employment counseling and training. He regularly reviews and drafts employer policies to ensure compliance with federal, state and local laws.

Director & Officer; Errors & Omissions Claims

Andrew successfully defends individual directors and officers, and corporate entities, in shareholder derivative and direct actions pertaining to breach of fiduciary duties and related claims. Additionally, Andrew specializes in defending common interest developments (i.e., Homeowner Associations) and their board of directors in member related claims.

Medical and Veterinarian Board Claims

In addition, Andrew has represented numerous veterinarians and physicians in resolving complaints asserting various allegations including breach of the standard of care, breach of board rules and breach of professional conduct, filed by or with the Texas Board of Veterinary Medical Examiners or the Texas Medical Board.

Unique Actions

Andrew also represents clients in a number of unique actions, such as actions brought against governmental entities involved in civil rights and Texas Tort Claims Act claims, class actions pursuant to the Telephone Consumer Protection Act (TCPA), suspension and debarment proceedings brought against domestic and international companies by the United States Agency for International Development (USAID) and the United States Department of State, and sales, excise, use and mixed beverage tax proceedings brought by the Texas Comptroller.

First and Third Party Defense

Andrew has represented a number of the nation's largest insurance companies and their insureds in first-party and third-party litigation, including claims brought pursuant to the Texas Deceptive Trade Practices-Consumer Protection Act and the Texas Insurance Code.

REPRESENTATIVE EXPERIENCE

Litigation Experience:

- Litigated temporary and permanent injunctions involving non-compete covenants, non-solicitation covenants and violation of deed restrictions.
- Tried personal injury lawsuit to defense verdict in a case, the first of its kind to be asserted against the clients, which involved claims that the plaintiff suffered exertional rhabdomyolysis. The jury found in favor of the clients on all questions submitted in the jury charge.
- Represented property management company in the defense of \$100,000,000 contract, fiduciary duty and negligence claims.
- Secured and defended multiple requests for temporary restraining orders and temporary injunctions in non-compete / trade secrets disputes, including trial of temporary injunction hearings.
- Represented commercial employers and employees in disputes regarding enforceability of non-compete, non-solicitation, and non-recruitment covenants.
- Represented employers at the administrative agency and litigation stages in discrimination, harassment and retaliation related disputes.
- Represented employers at the administrative agency and litigation stages in wage and hour disputes.
- Obtained summary judgment on behalf of drug testing facility on claims of negligence and fraud.
- Obtained multiple summary judgments on behalf of governmental entities and governmental employees on claims of violations of the Civil Rights Act and the Texas Tort Claims Act.
- Obtained multiple summary judgments on behalf of employers on claims for unpaid wages.
- Defended law firm in a \$10,000,000 securities fraud and negligent misrepresentation lawsuit brought by shareholders.
- Defended directors and officers of entities in lawsuits alleging securities fraud violations.
- Represented physicians in disputes arising from physician departures from practice entities as well as dissolution of practice entities.
- Represented dentists in dispute arising out of sale of dental practice.
- Represented shareholders and corporations in disputes arising from shareholder departures from corporations.
- Defended attorneys against claims of negligence and legal malpractice.
- Defended businesses against claims for personal injury, catastrophic loss, and wrongful death.

- Represented general contractors and subcontractors in resolving lien and payment disputes.
- Represented veterinarians in resolving and obtaining dismissal of complaints filed by the Texas Board of Veterinary Medical Examiners.
- Represented physicians in resolving and obtaining dismissal of complaints filed with the Texas Medical Board.
- Obtained dismissals of complaints against home owners association alleging claims of breach of fiduciary duties, fraud, violations of bylaws, violations of the Texas Property Code and dedicatory instruments.
- Obtained summary judgment on behalf of home improvement leads client on claims of violations of the Telephone Consumer Protection Act (TCPA).
- Represented businesses and individuals in debt collection and debt instrument breach actions in excess of \$1,000,000.
- Represented financing company in litigation arising from the financing of solar panel systems.
- Represented businesses and individuals in tax liability and successor liability proceedings brought by the Texas Comptroller.
- Represented multiple homeowner's associations in contractual disputes with property management companies.
- Represented lienholders in judicial and non-judicial foreclosure proceedings.

Corporate / Business Transactions Experience:

- Represented buyer and syndicators on all matters in \$11,000,000 acquisition of multi-family real estate, including acquisition, funding and private placement equity offering.
- Represented founding and selling majority shareholders of a software payroll company in a \$30,000,000 stock acquisition sale to a private equity firm.
- Represented founding and selling partners of an Anesthesia Medical Practice in a \$15,000,000 asset purchase and merger.
- Represented multi-family real estate syndicators in a \$10,000,000 purchase and financing of a multi-family property.
- Represented buyer in \$1,000,000 multi-family real estate transaction.
- Represented seller in \$1,000,000 asset purchase of medical practice.
- Represented buyer in \$1,000,000 asset purchase of automotive parts franchise.
- Represented seller in \$1,000,000 sale of commercial office space in Michigan.
- Represented seller in \$4,000,000 sale of commercial office space in New Jersey.
- Represented seller in \$2,500,000 sale of commercial real estate to convenient store franchise.
- Represented lessor in lease of real estate to fast food franchise, including lease and reciprocal easement agreements.

- Represented lessors in subleases of commercial office space in Texas, New York and Minnesota.
- Represented offeror in the offering of \$1,500,000 shares of private corporation including subscription agreements, private placement memorandums and other related matters.
- Represented minority shareholders in the purchase of a significant equity position in a liquor distilling company.
- Represented CPA in the strategic purchase of an accounting practice.
- Represented purchasers in the negotiation and purchase of equity securities.
- Represented seller in sale of commercial seed business and real property in Texas.
- Represented seller in sale and transfer of ownership units in multiple medical practices.
- Represented buyer in sale of lawn maintenance business.
- Represented owner in surface management transaction of timber property.
- Represented corporation in spin-off transaction of insurance brokerage business and personal lines business.
- Represented Texas non-profit in spin-off transaction of separate divisions of business.
- Represented corporation in establishing joint venture investment entity and related transactions.
- Represented distributor in distribution agreements regarding the distribution of commercial food products in Texas.
- Represented gastroenterologist in the formation and governance of unique medical practice.
- Represented hospitality groups in the lease and development of bars and restaurants in Texas.
- Represented executive chief investment officer in negotiation of executive compensation package.
- Represented plastic surgeon in the negotiation and structuring of admittance as a partner in a medical practice.
- Represented investment bankers and C-Level employees in the negotiation of compensation packages and employment agreements.
- Represented international transport, logistics and freight forwarding company in a broad spectrum of maritime, contractual and corporate related matters.
- Represented shareholder in Texas winery in the negotiation of corporate and stock sale related matters.
- Counseled clients on COVID-19 pandemic and related federal and state statutory issues.

PRESENTATIONS

CREDENTIALS

Admissions

- Texas

- U.S. District Court, Southern, Northern, Western and Eastern Districts of Texas
- U.S. Bankruptcy Court, Southern District of Texas
- U.S. Court of Appeals for the Fifth Circuit

Memberships

- Houston Bar Association
- Houston Young Lawyers Association
- Texas Young Lawyers Association
- Texas Exes
- Silver Spurs Alumni Association
- Wilchester Men's Club

Education

- J.D., South Texas College of Law, 2010
 - Board of Advocates
- B.A., University of Texas at Austin, 2007
 - Silver Spurs

Honors

- *Super Lawyers*®, Rising Star distinction in Business Litigation, Employment & Labor, Business/Corporate, Employment Litigation, General Litigation, State, Local & Municipal, (2022-2024)