

PRACTICES

Corporate
Mergers and Acquisitions

INDUSTRIES

Pet Care
Healthcare

EDUCATION

University of Texas School of Law, J.D.
High Honors and Order of the Coif
Texas Law Review, Associate Editor

University of Massachusetts Amherst, B.A
magna cum laude
Commonwealth Scholar

BAR ADMISSIONS

Idaho
Wyoming

Gabriel (Gabe) Hamilton

Partner

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Whether it's considering a business expansion, planning an acquisition, or preparing for exit or succession, Gabe leverages his extensive legal experience and industry knowledge to help accomplish his client's goals.

Understanding his clients' commercial environment, objectives, and concerns are at the forefront of Gabe's approach. He strives to put himself in their shoes so that he can offer strategic guidance during their most significant transitions. He has deep experience supporting insurance companies, rollup consolidators, professional practices, and family-owned companies.

Gabe's industry involvement includes co-leading the firm's Pet Care Industry Group and being a member of the Federation of Regulatory Counsel, the only professional association of lawyers who practice in the insurance regulatory space.

As the Administrative Partner for Holland & Hart's Boise office, Gabe has hands-on experience managing a complex business enterprise, echoing the experiences of many of his clients.

EXPERIENCE

Mergers & Acquisitions

- Strategic acquisitions and dispositions
- Private equity transactions
- Financing and restructuring
- Roll-up transactions
- Auction processes
- Exit Strategies

Corporate Governance and Transactions

- Counseling to management and boards of directors
- Complex partnership and joint venture structuring
- Business succession planning
- Ownership interest transfer restrictions
- Commercial contracts
- Governance policies and procedures
- Formation of new entities (corporations, limited liability companies,

nonprofit corporations, etc.)
- Operating agreements

Insurance Industry

- Acquisitions and Form A hearings
- New company formations and expansion applications
- Affiliate transactions and reinsurance
- Corporate governance compliance and disclosures

Pet Care Industry

- Rollup acquisitions
- Practice sales and exits
- New practice formation
- Leasing and land use issues
- Corporate practice formations

CLIENT RESULTS

Mergers and Acquisitions

Served as Idaho local counsel to WSP, a publicly-traded Canadian corporation, in its $1.78 billion acquisition of 100% of the outstanding stock of POWER Engineers, Incorporated, an Idaho corporation.

Served as counsel in the sale of a Ford and Stellantis dealership in southwestern Idaho.

Represented a national energy company in the disposition of transmission assets in Indiana to a private-equity-backed buyer.

Acted as counsel to an independent sponsor in the sale of a private label food manufacturer to a private-equity-backed consumer brands consolidator.

Represented a family-owned building materials supplier in the acquisition of the historic sandstone quarry on Boise's Table Rock mesa and related stone-cutting operation.

Represented seller of a family-owned commercial and residential fabricator and installer of glass doors, windows, and aluminum storefronts based in eastern Idaho.

Advised a consolidator of garage door retailers and installers in an initial platform acquisition in southwestern Idaho.

Served as buyer's counsel for an Idaho robotics company's acquisition of a Canadian supplier.

Acted as local counsel to the buyer of national engineering firm headquartered in Idaho.

Represented Blue Cross of Idaho in its acquisition of a 40% interest in Primary Health Medical Group, an urgent care and primary care practice group with 20 clinic locations in the Boise area.

Pet Care

Represented the seller of a leading pet products brand in an exit sale to a public company buyer.

Represented Destination Pet in multiple transactions:

- Along with other veterinary practice consolidators in multiple acquisitions of single- and multi-site veterinary clinics or animal care centers nationwide
- $45 million acquisition of the assets of Veterinary Care, Inc (d/b/a VitalPet) in administered under Section 363 of the Bankruptcy Code
- $70 million stock sale to L1 Health

Represented founding sellers in multiple sales of veterinary practices to corporate consolidators including Southern Veterinary Partners, Western Veterinary Partners, and VetCor.

Acted as general corporate counsel for a leading brand in the natural pet food space.

Advise veterinary consolidators and other corporate practices on compliance with restrictions on the corporate practice of veterinary medicine in states across the country.

Advise veterinarians on investing in joint ventures with professional investors and management companies.

Corporate Law

Acted as outside general counsel to a growth stage technology company and provide transaction support for a secured debt financing, a convertible note round, and a Series C round.

Structured cross-border tax-exempt reorganization and share exchange for a global aggregates company involving the movement of over $1 billion in assets.

Provided general corporate counsel to an ESOP-owned, Idaho-based underground mining and metals company.

Provided general corporate counsel for an ESOP-owned, Idaho-based, national supplier of building materials, advising on corporate governance and shareholder buyouts for departing executives and board members.

Negotiated a buyout and settlement agreement in favor of a minority partner to settle a dispute between shareholders of a closely held business.

Reorganized a family-owned tile and masonry supplier into a holding company structure.

Insurance

Represented Blue Cross of Idaho in corporate governance, structuring strategic initiatives, executive employment, health care reform, insurance regulatory matters, mergers and acquisitions, and policyholder relations.

Represented a multi-state property and casualty insurer operating in Colorado, Montana, and Wyoming in regulatory compliance and transactional matters.

Represented a national health insurer in a Colorado regulatory matter.

Served as lead counsel for two of the three mutual insurance holding company formations ever to occur in Idaho.

Represented national and international insurers on company admissions and other matters, such as form filing objections, before the Idaho Department of Insurance.

Represented insurance brokers and third-party administrators in resolving adverse licensing actions taken by the Idaho Department of Insurance.

Represented multiple association health plans in regulatory compliance matters, including structuring self-funded plans and providing opinion letters to fully insured plans seeking approval from the Idaho Department of Insurance.

Healthcare

Served as outside general counsel to a long-standing specialty medical practice and ambulatory surgery center.

Assisted with several investor-led purchases of physician groups and other professional practices including providing analysis of corporate practice of medicine rules and compliant transaction structures.

Assisted several physician groups to reorganize compensation systems, buy-in and buy-out programs, governance, and related matters to align incentives within each practice's strategic growth plans.

Represented the seller in the sale of a provider of community based and behavioral health services in southwestern Idaho.

Represented a Boise physician in the sale of practice, affiliated surgery center, and commercial property housing the office and surgery center.

Negotiated a buyout of a founding member of a rapidly growing, family-owned hospice provider to settle a dispute over company direction between the founding family members.

PUBLICATIONS

"Beginning a Vet Practice in the Beehive State," *Pet Care Legal Update*, June 26, 2024

"Non-Economic Damages in Pet Litigation: Developments in Washington State," *Pet Care Legal Update*, May 30, 2024

"Forming or Acquiring a Veterinary Practice in Colorado: The Basics of Corporate Practice," *Pet Care Legal Update*, February 29, 2024

"Navigating Corporate Veterinary Practices in California: A Look at AB 1535 and LLCs," *Pet Care Legal Update*, January 25, 2024

"Fluffy's Love Can't be Quantified: "Pet Parents" and Noneconomic Damages," *Holland & Hart Legal Update*, December 4, 2023

"Look Before You Leap: 7 Tips For Using Recruiters," *Holland & Hart Legal Update*, September 29, 2023

"Charging Fees for Online Pet Prescriptions: Is it Illegal? Is it Bad Business?," *Holland & Hart Client Alert*, March 28, 2023

"Business Risk or Insurance Risk? Understanding Pet Insurance Laws," *Holland & Hart Client Alert*, February 28, 2023

"Navigating Noncompetes: Don't Retreat to the Doghouse," *Holland & Hart News Update*, January 24, 2023

"Is There a Veterinarian in the House? Understanding the Risk of Advertising 24/7 Emergency Veterinary Clinics in Texas," *Holland & Hart News Update*, December 21, 2022

"Recent California Legislation Clears the Path for Veterinary Cannabis," *Holland & Hart News Update*, October 27, 2022

"AHLA Health Care Fraud Law – A 50-State Survey, First Edition," *AHLA Health Care Fraud Law: A 50 State Survey, First Edition, Chapter Author*, October 2022

"7 Things to Know Before You Hire a Pet Products Sales Agency," *Holland & Hart News Update*, July 26, 2022

"Outside the Beltway ," *Holland & Hart News Update*, June 28, 2022

"7 Ways CA Assembly Bill 1535 Impacts Veterinary Medicine," *Holland & Hart News Update*, January 21, 2022

SPEAKING ENGAGEMENTS

"Health Law Webinar - Provider Networks," March 3, 2016

RECOGNITION

- *Chambers USA*, Corporate/Commercial, 2021-2026
- Idaho Business Review, Idaho 500 | Law, 2025, 2026

- Idaho Business Review, Power List: 50 Most Influential Business Leaders in Idaho, 2024
- Idaho Business Review Leaders in Law, Associate, 2016
- Idaho Business Review, 40 Accomplished Under 40, 2014

PROFESSIONAL AND CIVIC AFFILIATIONS

- Federation of Regulatory Counsel, Member
- American Bar Association, Business Law Section, Member
- American Bar Association, Committee on Banking, Member
- Bogus Basin Mountain Recreation Area Board, Member
- Idaho State Bar Association, Member
- Create Common Good, Board of Directors, Past Member
- Boise Metro Chamber of Commerce, Financial Services Industry Board, Past Member
- Boise Metro Chamber of Commerce Leadership Boise Program, Class of 2019