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*(A National Real Estate Transactional and Environmental Law Practice)*  
*(Admitted in Iowa, Illinois, and Missouri)*

**LAW PRACTICE STATEMENT**

**REPRESENTATIVE TRANSACTIONS**

Represented **Borrower** in a \$230,000,000.00 **Credit Tenant Lease Bond financing** for the development and construction of a 1,000,000 square foot distribution center.

Represented New York City-based Lender **Morgan Stanley Private Bank, National Association** as local Iowa Counsel in the Eighty-Three Million Five Hundred Forty Seven Thousand Dollar (\$83,547,000.00) acquisition financing of **7825 6<sup>th</sup> St. SW, Cedar Rapids, Iowa.**

Represented Buyer in the acquisition of a bulk oil storage terminal facility (in excess of 300 acres of real estate, an oil tank farm consisting of thirty (30) oil tanks, improvements, and assumption of specified environmental liabilities) from **Sunoco, LLC in Piney Point, Maryland,** and the redevelopment of the site.

Counsel for landowner in drafting and negotiating Agreements for Energy Storage Ground Lease (for **Energy Storage and Transmission Facilities**) with **Cypress Creek Land Holdings, LLC** as Tenant in **Connecticut, Illinois, Massachusetts, Michigan, and Oregon.**

Counsel for landowner in negotiating and drafting an Option to Ground Lease and the Ground Lease Agreement for: (i) a high voltage direct current (HVDC) converter station and related equipment; (ii) and HVDC Converter and associated equipment; (iii) an HVDC transmission cable, and (iv) an AC underground cable and related equipment, all to support transmission of 1,200 megawatts (collectively, the **HVDC Project**) with **SouthCoast Wind Energy LLC** as Tenant in **Massachusetts.**

Represented Buyer in the acquisition of real estate, machinery and equipment, assumption of specified environmental liabilities, and redevelopment of a 149-acre retired chemical manufacturing plant (formerly used to manufacture polyvinyl butyral (PVB) resins and other specialty chemicals) in **Trenton, Michigan** from **Solutia Inc.**

Represented **Hubbell Realty Company** as Buyer in the acquisition of **Omaha, Nebraska** home builder The Home Company, LLC, developer Boyer Young Development Company, and title insurance agency Premier Land Title Company.

Developer's counsel in **Opportunity Zone** developments in **Iowa, Missouri, Minnesota, and Wisconsin.**

Buyer's counsel in the \$72,500,000.00 acquisition of the 3,100 acre "**Sparrows Point**" integrated steel production facility (the only fully integrated steel mill on the East Coast of the United States with Thirteen Million (13,000,000) square feet of manufacturing buildings on-site, its own port access to the Atlantic Ocean, the capability to dock deep-water vessels in multiple berths, a dedicated short-line railroad, and dual rail carrier access to both CSX and Norfolk Southern railroads), located on Chesapeake Bay, **Baltimore Harbor, Baltimore, Maryland,** from the Chapter 11 Bankruptcy Estates of **RG Steel Sparrows Point, LLC** and **RG Steel Railroad Holding, LLC** pending in the **United States Bankruptcy Court**

**for the District of Delaware**, and the assumption of certain specified environmental liabilities. Transaction completed in 75 days.

Buyer's counsel in the acquisition of a \$57,500,000.00, 1.2 million square foot portfolio of 23 office-warehouse properties and 2 office properties in **Minneapolis, Minnesota** from **Duke Realty Limited Partnership**, the second largest industrial real estate investment trust ("REIT") in the U.S. Closed on the acquisition 43 days after execution of Purchase and Sale Agreement. Negotiated the Purchase and Sale Agreement, all associated contracts, and all loan documents associated with two financings: a \$49,000,000.00 acquisition conduit [special purpose entity – bankruptcy remote] financing with **Nomura Credit & Capital, Inc.**, and a permanent replacement conduit [special purpose entity – bankruptcy remote] financing with **Nomura Credit & Capital, Inc.**

Buyer's counsel in the acquisition of a \$19,000,000.00, 2.2 million square foot active Defense Plant [engineering and development of Bradley Fighting Vehicles for the United States Army and the United States Marine Corps., and major and minor naval guns and weapons systems for the United States Navy], and 122 acres in **Minneapolis, Minnesota** from **BAE (British Aerospace Engineering) Systems Land & Armaments L.P.** (internationally the second largest defense contractor). Negotiated the Purchase and Sale Agreement, all associated contracts, the Lease Agreement for the lease-back of 1.2 million square feet by the Seller for 10 years, and all loan documents associated with a \$16,150,000.00 acquisition loan from **Wells Fargo Bank, National Association**.

Owner's counsel in drafting and negotiating the design-build construction contract for a 60,000 square foot four (4) story assisted living facility in **St. Louis, Missouri** with design-builder **ARCO Construction Company, Inc.**

Developer's counsel in the drafting and negotiation of all development, construction, and lease documents for the development of a 130,466 sq. ft. **Sam's Club** in **Crestwood, Missouri**, and the three out lots associated therewith.

Developer's counsel in the drafting and negotiation of all joint venture, development, equity, debt, construction, and operator documents for a 120-unit assisted living and memory care community in **Raton Rouge, Louisiana** (76 assisted living units and 44 memory care units).

Buyer's counsel in the acquisition of a \$12,600,000.00, 346,000 square foot portfolio of 7 office-warehouse properties in **Dayton, Ohio** from **First Industrial Realty Trust**, the largest industrial REIT in the United States. Closed on acquisition 36 days after execution of Purchase and Sale Agreement. Negotiated the Purchase and Sale Agreement, all associated contracts, and all loan documents associated with a \$10,700,000.00 acquisition conduit [special purpose entity – bankruptcy remote] financing with **Nomura Credit & Capital, Inc.**

Buyer's counsel in the acquisition of a \$7,400,000.00, 1.8 million square foot aluminum smelter, 230 acres, the assumption of \$40 million in environmental liabilities associated therewith [including the indemnification of Seller], and an intellectual property business group in **Spokane, Washington** from the Chapter 11 Bankruptcy Estate of **Kaiser Aluminum & Chemical Corporation**. Successfully argued Buyer's Objection to Debtor's Motion for Approval of Auction Bidding Procedures in the **United States Bankruptcy Court for the District of Delaware**; as a direct result, Buyer was allowed to bid at auction, was the successful bidder at auction, and closed on the acquisition ten days after Bankruptcy Court approval.

Owner/Borrower's counsel in a \$65,000,000.00 construction loan with **InterBank** for construction of a multi-phase outlet shopping center in **Corpus Christi, Texas**.

Developer's counsel in the drafting and negotiation of all development, construction & association documents for a 36-unit, three-phase luxury condominium development in **Kirkwood, Missouri**, including drafting **Supplementary Conditions to AIA A201 General Conditions** to standard Agreement with general contractor **Tarlton Corp.**

Counsel for **Environmental Management Corporation** (a wholly owned subsidiary of **American Water Enterprises, Inc.**): (i) as Design-Build Subcontractor in the drafting and negotiation of all construction contracts for construction of a wastewater treatment plant/system associated with the hydrogen plant portion of an oil refinery outside of **Chicago**,

**Illinois**, owned by **CITGO Petroleum Corporation**, (ii) in drafting and negotiating process operations contracts, (iii) in construction delay claims, and (iv) in construction contract disputes.

Seller's counsel in the sale of an intellectual property (software) company to **Century Aluminum Company of West Virginia, Inc.**

Counsel for Landlords in drafting and negotiation of Option and Lease Agreements for the construction and operation of cell tower communication facilities.

Represented **Alberici CAS, LLC** in the acquisition of **Topeka, Kansas** general contractor **CAS Construction, LLC**.

Represented **Alberici Group, Inc.** as Seller in the sale-leaseback of its **Detroit, Michigan** regional headquarters.

Buyer's counsel in the acquisition of a **Schnucks grocery store** anchored shopping center in **Cahokia, Illinois**.

Tenant's counsel in national lease negotiations for the nation's largest **Sprint Nextel Corporation** licensee.

Buyer's counsel in the acquisition of 1,125 acres of land in **Mexico, Missouri** from the Chapter 11 Bankruptcy Estate of **A.P. Green Refractories Company**, pending in the **United States Bankruptcy Court for the Western District of Pennsylvania**.

Buyer's counsel in the \$9,800,000.00 acquisition of a 490,000 square foot office-warehouse property in **St. Louis, Missouri**. Negotiated all loan documents associated with an \$8,000,000.00 acquisition conduit [special purpose entity – bankruptcy remote] financing with **Morgan Stanley Mortgage Capital Inc.**

Borrower's counsel in: (A) multiple Fannie Mae re-financings of multifamily property acquisition loans in excess of \$75,000,000.00 with: (i) **Greystone Service Company, LLC** (2 Projects located in **Iowa**), (ii) **Arbor Commercial Funding I, LLC** (1 Project located in **Iowa**), (iii) **CBRE Multifamily Capital, Inc.** (3 Projects located in **Illinois** and 1 Project located in **Kansas**), and **M&T Realty Capital Corporation** (1 Project located in **Iowa** AND 1 Project located in **Wisconsin**); (B) re-financing of a \$15,000,000.00 acquisition loan with **Citigroup Global Markets Realty Corp.** (1 Project located in **Texas**); (C) re-financing of a \$19,000,000.00 HUD loan on a multifamily property with **Amerisphere Mortgage Finance, L.L.C.** (1 Project located in **Nevada**); (D) financing of an \$18,000,000.00 HUD loan on a Senior Living Facility with **Gershman Investment Corporation**, and a subsequent re-financing of the loan with **Greystone Servicing Corporation, Inc.** (1 Project located in **Missouri**).

Represented Borrowers and Guarantors in loan workout transaction (via discounted Promissory Note purchase) with **PNC Bank, National Association**. Represented multiple **Banks** and **Borrowers** in drafting and negotiating Loan Workout and Forbearance Agreements.

Buyer's counsel in the \$13,000,000.00 acquisition of an 800,000 square foot distribution center in **La Crosse, Wisconsin** from **SUPERVALU Holdings, Inc.** One year post-Closing, represented the Buyer as Borrower's counsel in the \$19,000,000.00 permanent replacement conduit [special purpose entity – bankruptcy remote] refinancing of the property with **Merrill Lynch Mortgage Company, Inc.**

Buyer's counsel in the \$8,000,000.00 acquisition of a 660,970 square foot distribution center in **Atlanta, Georgia**, formerly owned by **SUPERVALU Holdings, Inc.**

Purchaser's counsel in acquisition of a 216-unit apartment complex & a 146-unit apartment complex. Owner's counsel in the drafting of all documents pertaining to the condominium conversion of a multi-unit apartment complex.

Represented **Ben F. Blanton Construction, Inc.** as counsel in the Reverse Tax-Deferred Section 1031 Improvement Exchange for the construction of the company's new corporate headquarters in **St. Peters, Missouri**.

## **REPRESENTATIVE CONSTRUCTION, CIVIL, AND BANKRUPTCY LITIGATION**

**Lead trial counsel** for developer **Novus Development Company** in a \$1,900,000 9-day Arbitration trial with **Fru-Con Construction Corporation**, a Fortune 50 general contractor.

**Lead trial counsel** for developer **Novus Development Company**, as well as related entities and their lenders, in multi-party Mechanic's Lien litigation.

**Lead trial counsel** for Defendant/Counterclaim Plaintiff **M&L Frozen Foods, Inc.** against Design-Builder **ARCO Construction Company, Inc.** Counterclaim included four (4) Counts for Breach of Agreement, Breach of Express Warranty, Breach of Implied Warranty of Good Workmanship, and Indemnification.

**Co-trial counsel** for owner Lockard Healthcare 27, LLC and Lockard Development, Inc. in "bad roof" case against roofing contractor in the United States District Court for the Western District of Oklahoma.

Represented **Fifth Third Bank** as secured creditor in the liquidation of mechanical subcontractor Caldwell Mechanical, Inc.

Represented **TrizecHahn Office Properties** as the Owner of One Metropolitan Square in the Chapter 11 reorganization of Laclede Steel Company in the **United States Bankruptcy Court for the Eastern District of Missouri**.

Represented **Chapter 7 and Chapter 12 Bankruptcy Trustee David Sosne** and **Chapter 7 and Chapter 11 Bankruptcy Trustee Robert Blackwell** (both in the **United States Bankruptcy Court for the Eastern District of Missouri**). Successful trial experience in: Multiple Complaints Objecting to Discharge of Debtor; Revoke Discharge of a Debtor; Recover Property; Recover Post-Petition Transfers; Extensive Motion hearings.

**Lead trial counsel in multiple Bench and Jury trials in States Circuit Court, United States Bankruptcy Courts, United States District Courts, in Missouri, Illinois, Delaware, New Jersey, New York, Oklahoma, Pennsylvania, and Texas, and in the United States Court of Appeals for the 8<sup>th</sup> Circuit:** Temporary Restraining Orders; Preliminary Injunctions; Permanent Injunctions; Declaratory Judgment; Piercing the Corporate Veil; Enforcement of Mechanic's Liens; Defense of Mechanic's Liens; Wrongful Termination of Contract; Breach of Contract; Breach of Promissory Note; Breach of Note Guarantees; Replevins; Motions for Relief From Automatic Stay; Breach of Implied Warranty; Breach of Express Warranty; Fraudulent Misrepresentation; Fraudulent Inducement; Negligence; Negligent Misrepresentation; Defects; Delays; Civil Conspiracy; Constructive Trust; Vexatious Refusal to Pay Under Contract of Insurance; Breach of Missouri Merchandising Practices Act; Breach of Warranty Based Upon Positive Misrepresentation of a Material Fact; Contractual Indemnity.

## **LICENSURE, COURT APPEARANCES, AND PROFESSIONAL AFFILIATIONS**

(1) Iowa Bar (2) Illinois Bar (3) Missouri Bar

The Iowa State Bar Association – (i) Environmental and Natural Resources Law Section; (ii) Business Law Section

The Illinois State Bar Association – (i) Environmental Law Section; (ii) Real Estate Law Section

The Missouri Bar – Environmental and Energy Law Committee

Published Article: "The Holy Grail for Subcontractors: A Fair and Balanced Subcontractor Agreement" in the February, 2007 Edition of "Building Cornerstone" – Associated General Contractors of St. Louis

United States District Court for the Eastern District of Missouri

United States Bankruptcy Court for the Eastern District of Missouri

United States District Court for the Southern District of Illinois

United States Bankruptcy Court for the Southern District of Illinois

United States District Court for the District of New Jersey

United States District Court for the Western District of Oklahoma

United States Bankruptcy Court for the District of Delaware

United States Bankruptcy Court for the District of Minnesota

United States Bankruptcy Court for the District of Nebraska

United States Bankruptcy Court for the Southern District of New York  
United States Bankruptcy Court for the Western District of Pennsylvania  
United States Bankruptcy Court for the Southern District of Texas, Corpus Christi  
United States Court of Appeals for the 8<sup>th</sup> Circuit