

CHRISTOPHER J. RAUSCH, ESQ.

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(Admitted in Iowa, Illinois, and Missouri)

(A National Commercial Real Estate Transactional, Construction, and Environmental Law Practice)

CV

SUMMARY OF QUALIFICATIONS

- In General Counsel roles (3 times) and in private practice, I have undertaken primary responsibility as lead counsel in completing in excess of One Billion Three Hundred Million Dollars (\$1,300,000,000.00) of commercial real estate transactions (developments, acquisitions, dispositions, financing, leases, ground leases), construction contracts, and environmental law matters, on a national basis.

- I approach my representation of a client as their “General Counsel”. I lead the legal transaction from start to finish. My experience as a General Counsel allows me to bring exceptional value to the table for my clients, in terms of results delivered, communication throughout the transaction, and cost-effectiveness of my representation.

PROFESSIONAL EXPERIENCE

Owner/Manager of Phoenix Law PLLC Urbandale, Iowa	September, 2018 – Present
Senior Vice President & General Counsel of Lockard Development, Inc. and Lockard Construction, Inc. Cedar Falls, Iowa	January, 2015 – February, 2019
Owner/Manager of Rausch Law Firm, L.L.C. St. Louis, Missouri	March, 2006 – January, 2015
General Counsel of Commercial Development Company, Inc. and Environmental Liability Transfer, Inc. St. Louis, Missouri	July, 2003 – March, 2006 and November, 2020 – August, 2024
General Counsel of Novus Development Company, Inc. St. Louis, Missouri	March, 2000 – May, 2001
Associate Attorney of Summers, Compton, Wells & Hamburg, P.C. St. Louis, Missouri	December, 1998 – March, 2000
Associate Attorney of Blackwell & Associates, P.C. St. Louis, Missouri	August, 1995 – December, 1998

REPRESENTATIVE TRANSACTIONS

- Counsel for Developer/Borrower in a Two Hundred Thirty Million Dollar (\$230,000,000.00) **Credit Tenant Lease Bond financing** for the development and construction of a One Million (1,000,000) square foot distribution center.
- 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 multiple **Opportunity Zone Multifamily Developments** in **Iowa, Missouri, Minnesota, and Wisconsin**.
- Counsel for Operational joint venture partner **Storyboard Capital I LLC** in the negotiation of a Joint Venture Agreement (and all ancillary agreements) with REIT-Equity joint venture partner Blue Vista Capital Management. Pursuant to the Joint Venture Agreement, served as counsel for Purchaser and Borrower **Storyboard on Rockwood LLC** in the acquisition and debt financing of Rockwood Apartments, a 162-unit multifamily community located in **Shiloh, Illinois**.
- Counsel for Buyer and Borrower **Storyboard on Stoney Pines LLC** and the acquisition and debt financing of Stoney Pines Apartments, a 128-unit multifamily community located in **Barnhart, Missouri**.
- Counsel for Purchaser **Hubbell Realty Company** 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.
- Counsel for Purchaser 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 redevelopment of the property.
- Counsel for Purchaser 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) from **Solutia Inc.** in **Trenton, Michigan**, and redevelopment of the property.
- Counsel for Purchaser in the acquisition of a retired 120-year-old steel foundry (49 acres of real estate and 15 buildings), located **Portland, Oregon**, the assumption of specified environmental liabilities, and redevelopment of the property.
- Counsel for Landlord in drafting and negotiating Energy Storage Ground Lease Agreements (for **Energy Storage and Transmission Facilities**) with **Cypress Creek Land Holdings, LLC** as Tenant in **Connecticut, Illinois, Massachusetts, Michigan, and Oregon**.
- 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).
- 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**.
- 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**.

- 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.

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

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

- Counsel for Borrower in: (A) multiple Fannie Mae and Federal Home Loan Mortgage Corporation financings and refinancings of multifamily property acquisition loans in excess of \$300,000,000.00 with: (i) **Greystone Service Company, LLC** (2 Projects located in **Iowa**), (ii) **Arbor Commercial Funding I, LLC** (5 Projects located in **Iowa** and 2 Projects located in **Illinois**), (iii) **CBRE Multifamily Capital, Inc.** (3 Projects located in **Illinois**, 1 Project located in **Missouri**, and 1 Project located in **Kansas**), and **M&T Realty Capital Corporation** (2 Projects located in **Iowa** and 1 Project located in **Wisconsin**), and (iv) **ReadyCap Commercial, LLC** (1 Project in **Oklahoma**); (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**); and (E) refinancing of \$5,500,000.00 CMBS loan on a multifamily property with **Bank of America, N.A.** (1 Project located in **New Mexico**).

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

- Counsel for Purchaser-Landlord in Single-Tenant Net Lease Retail property sale-leaseback acquisitions (with the following as Seller-Tenant or as Tenant): (I) **Mister Car Wash** in **Sahuarita, Arizona**, (II) **Mister Car Wash** in **Columbia, Tennessee**, (III) **Tidal Wave Auto Spa-Car Wash** in **Austin, Minnesota**, (IV) **Walgreen Eastern Co., Inc.** in **Dover-Foxcroft, Maine**, (V) **Kum & Go.** in **Sioux Falls, South Dakota**, (VI) **Pet Suites of America, LLC** in **Cordova, Tennessee**, (VII) **Caliber Bodyworks of Kentucky LLC** in **Richmond, Kentucky**, (VIII) **Bank of America, National Association** in **Cleveland, Ohio**, (IX) **Outback Steakhouse** in **Florida**, and (X) representing a Nashville, Tennessee-based super-regional retail Developer as Landlord in the drafting and negotiation of a Ground Lease Agreement with **McDonald's USA, LLC** as Tenant.

- Counsel for Purchaser 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**. 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.**

- Counsel for Purchaser 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**. 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.**

- Counsel for Purchaser 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.

- Counsel for Purchaser in the acquisition of a \$7,400,000.00, 1.8 million square foot aluminum smelter, 230 acres, the assumption of \$40,000,000.00 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.

- Counsel for Purchaser 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**.

- Counsel for Seller in the sale of an intellectual property (software) company to **Century Aluminum Company of West Virginia, Inc.**

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

ENVIRONMENTAL LAW CAPABILITIES

- Demonstrated expertise in structuring, negotiating, and drafting: (1) Environmental Liability Transfer Agreements (With Assumption from and Indemnification of Seller of Environmental Liabilities); (2) Environmental Remediation Agreements; (3) Environmental Trust Agreements; (4) Financial Assurance Agreements; (5) Environmental Insurance (Pollution Legal Liability and Excess of Indemnity); (6) Environmental Covenants; (7) State and Federal (EPA) Administrative Consent Orders; (8) Deed Restrictions; (9) No Further Action letters; and (10) agreements and documents relating to Brownfield Developments.

- Counsel for Purchasers and Developers in structuring, negotiating, and drafting various of the aforementioned agreements and documents with Sellers and with national offices of the Environmental Protection Agency (the "EPA") and the Departments of Environmental Protection in the following states: (1) Missouri; (2) Illinois; (3) California; (4) Connecticut; (5) Florida; (6) Georgia; (7) Indiana; (8) Kansas; (9) Maryland; (10) Massachusetts; (11) Michigan; (12) New Jersey; (13) New York; (14) North Carolina; (15) Oregon; (16) Pennsylvania; (17) Texas; (18) Washington; and, (19) Wisconsin.

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 **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 8th 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, PROFESSIONAL AFFILIATIONS, COURT APPEARANCES

(1) Iowa Bar (2) Illinois Bar (3) Missouri Bar
The Iowa State Bar Association

Environmental Law Section and the Construction 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 8th Circuit

EDUCATION

- Saint Louis University School of Law – Juris Doctoris – January, 1993.
- University of Missouri-St. Louis – B.S.B.A.-Finance and Minor-Economics – May, 1984.