

REAL ESTATE, DEVELOPMENT, CONSTRUCTION

Armstrong Teasdale represents a wide range of clients involved in the real estate, development and construction industries, including owners, developers, general contractors, subcontractors, construction managers, architects, engineers and other design professionals, material suppliers and insurers. Their sizable impact on economic value in our communities can present unique legal challenges.

Our lawyers have broad experience in real estate, economic development and construction and design. Their unique perspective on both the commercial and legal landscape offers clients an advantage in the boardroom and the courtroom, by providing counsel throughout the life cycle of a given project.

We have advised clients on developments and projects across the country, no matter how complex, from theme parks to multicampus, multipurpose office towers, and can assist with related leasing and landlord-tenant matters. With a focus on risk management, we also regularly work with clients in dispute resolution, having tried cases in various state and federal courts, and before the Board of Contract Appeals and the Court of Claims. In addition, our lawyers have arbitrated and mediated before many alternative dispute resolution forums such as the American Arbitration Association. Our lawyers also have extensive experience in the filing, prosecution and defense of mechanic's lien and bond claims during the course of a project.

Because we have established practice areas across disciplines, our lawyers work collaboratively to counsel clients on a variety of matters, including:

- Disputes and litigation
- Bid documents and contracts
- Mergers, acquisitions and joint ventures
- Compliance
- Affordable housing
- Land use
- Mechanic's liens and bond claims
- Labor relations and employment
- OSHA investigations and inspections
- Environmental claims
- Mass tort and catastrophic loss
- Insurance litigation
- Intellectual property
- Economic development
- Government interactions
- Bankruptcy
- Project finance

- Real estate, leasing and property management
- Taxation and incentives
- International trade

EXPERIENCE

Sale of 284-Acre Corporate Training Facility

Represented the seller, a global aerospace company, in the sale of its 284-acre corporate training site, including approximately 300,000 square feet of mixed-use space, to a not-for-profit Catholic media company for its corporate headquarters and graduate theology school.

Sale of 1.46-Million-Square-Foot Office Tower

Represented the buyer, a real estate investment, development and management company, in the purchase of a 1.46 million-square-foot office tower in downtown St. Louis.

\$1.8 Billion Missouri Chapter 100 Financing for Aerospace Client

Represented an aerospace client in a \$1.8 billion Missouri Chapter 100 financing to fund the construction of approximately 1 million square feet of assembly, hangar and operations space. The project, which is expected to create 500 new jobs, had tremendous support from the community with approximately 160 corporate leaders, small business owners, educational institutions and nonprofit groups voicing their support.

Counsel to Construction Client in Suit Seeking \$18 Million in Damages

Defended affiliate companies of a client sued in parallel cases spanning two jurisdictions, arising from a construction project involving delays. The Plaintiff commenced a Declaratory Judgment action seeking to pierce the corporate veils of non-contracting parties to recover more than \$18 million it claimed in liquidated damages. Upon review of our Motion and Memo of Law, the plaintiff, represented by a large law firm, conceded and discontinued the New York litigation.

Documentation of \$79 Million-plus Construction Loan

Represented regional bank in connection with documentation of construction loan for development of three commercial warehouses in North Carolina with an aggregate commitment of over \$79 million.

\$145.9 Million Sale of Office Building, Land

Represented the seller in the sale of a 1 million-plus-square-foot Class A office building in downtown St. Louis, Missouri, in a unique separate sale of the fee (\$25.9 million) and the leasehold estate (\$120 million).

\$7.5 Million Settlement Over Delayed Renovation of Historic Landmark

Negotiated a \$7.5 million delay damages settlement for construction company client over the renovation of a National Historic Landmark building in New York City. The one-year project took three years for substantial completion due to design conflicts with existing conditions, interferences and changes, causing substantial increased costs for the client, a subcontractor. Successfully overcame legal hurdles including lack of privity, New York law that a general contractor is not liable for delay caused by an owner, and a “no damage for delay” contract clause.

Renegotiation of Nearly 1,000 Retail Leases for Men’s Clothing Retailer

Completed a two-phase renegotiation of nearly 1,000 retail leases across the United States and Canada for a men’s retail clothing client in connection with COVID-19 impacts and the client’s emergence from Chapter 11 bankruptcy proceedings. In the first phase, we negotiated rent deferral agreements for nearly 400 retail locations in connection with the impact of



COVID-19 and related government-mandated closures on the client's operations; and assisted with nearly two dozen litigation matters relating to closures in several states. In the second phase, following the client's declaration of Chapter 11 bankruptcy, we renegotiated nearly 850 retail leases assumed by the client in connection with the bankruptcy proceedings, successfully finalizing and obtaining full execution of nearly 99% of renegotiated leases submitted for legal review, nearly three times the success rate the client had originally anticipated.

Lead Debtor's Counsel to Real Estate Company in Chapter 11

Lead debtor's counsel to real estate company in Chapter 11 proceeding.

Counsel for Successor Trustee Related to a Commercial Foreclosure

Managed and conducted foreclosure of commercial real estate located in Missouri which sold for over \$6 million.

Lead Trial Counsel in Jury and Bench Trials Before State, Federal and Appellate Courts

Served as lead trial counsel in numerous jury and bench trials in the state and federal courts in Kansas and Missouri. Successfully argued numerous cases in the Kansas and Missouri appellate courts, and before the Eighth and Tenth Circuit Courts of Appeal. Cases have involved construction defects, architect and accountant liability, title insurance and bad faith, and creditors' rights claims.

Counsel in Commercial Litigation, Foreclosure, Special Assets and Receivership Matters

Served as counsel to local, regional and national lenders in numerous commercial litigation and foreclosure, special assets and receivership matters involving the sale and liquidation of nearly every type of real property and collateral, as well as workouts, including: office parks, mobile home parks, factory, warehouse and manufacturing properties, retail centers, marinas, medical offices and equipment, transportation development districts (TTDs), liquor stores, turkey farms, cattle, farm products and equipment, hotels, dry cleaners and many more.

Managed Over 4,000 Missouri Non-judicial Foreclosures

Supervised and managed over 4,000 non-judicial foreclosures in Missouri for successor trustee under deeds of trust regarding residential and commercial properties.

Lead Trial Counsel for National Bank in Adversary Proceeding in Bankruptcy Court

Served as lead trial counsel to national bank in adversary proceeding in bankruptcy court resulting in a judgment for priority of mortgage against \$15 million mechanic's liens on failed commercial project.

Successful Litigation as Lead Trial Counsel to Surety

Served as lead trial counsel to surety in successful litigation finding that surety was not liable due to general contractor's failure to properly declare default and trigger bond obligations.

Successful Construction Arbitration for General Contractor

Served as lead trial counsel in successful construction arbitration resulting in substantial award for general contractor.

\$10 Million Mining Operation, Real Estate Acquisition

Served as real estate counsel in approximately \$10 million acquisition of mining operations and associated real estate in southwest Missouri, including negotiation of the purchase and sale agreement; drafting and negotiation of several new easement agreements for cross access, utilities and rights of way; negotiation of new mineral leases; and extensive title and survey review of approximately 880 fee-owned acres and approximately 1,000 leased acres of real estate.

Commercial Condominium Buyout in Illinois

Advised a client with office space in a commercial condominium in Illinois on a transaction involving the buyout of a holdout owner.

Commercial Condominium Creation for Developer



Assisted a client in creating two new commercial condominium units in Maplewood, Missouri, including site evaluation, management of related legal issues, and negotiation with the Missouri Department of Transportation regarding their use of common ground for state highway expansion.

Developer Representation in Hospital Site Purchase

Represented the developer in the sale of a site to a Missouri health care system for the construction of a hospital.

Due Diligence for Rehab Center Prior to Development Deal

Evaluated site options and conducted due diligence on behalf of a rehabilitation company in advance of a deal for future development.

HUD Financing and Construction Agreement Negotiation for Major St. Louis Developer

Handled HUD financing and negotiated construction agreements for a multifamily housing building in Maplewood, Missouri.

Local Counsel to National REIT in Retail Center Purchase

Served as local counsel to a national REIT in the purchase of a retail center in Illinois. Drafted local opinion letters and handled due diligence.

Multifamily Housing Development Involving Historic Tax Credits

Counseled client on a multifamily housing development in the city of St. Louis, involving historic tax credits.

Lender's Counsel on \$9.6 Million Equity Bridge Loan

Served as lender's counsel for a \$9.6 million equity bridge loan related to the development of a 236-unit low-income housing tax credit project in Detroit, Michigan.

Counsel to Lender, Purchaser on \$17.6 Million Credit Facility

Served as purchaser's and lender's counsel with respect to a \$17.6 million credit facility related to the acquisition and development of a 212-unit low-income housing tax credit project located in North Carolina.

Acquisition, Sale, Leaseback of Properties in Illinois, Tennessee

Conducted extensive diligence of title, survey, environmental and property condition issues for a national manufacturing client with respect to a 200,000-square-foot industrial/office facility in Illinois and a 50,000-square-foot industrial/office facility in Tennessee. This included drafting, negotiating and closing acquisition of land and facility; and negotiating, drafting and closing sale and leaseback of land and facility to a national private equity firm.

Advised on Tax Implications of Selling Partnership Interests

Advised housing management client on the tax implications related to the sale of partnership interests and cancellation of indebtedness income, which included analyzing the tax consequences of transaction structures and financing classifications to avoid negative income tax consequences to the partners.

Special Counsel for Municipality in Property Acquisition

Special counsel for the City in connection with property acquisitions for a project including flood mitigation and Chapter 353 redevelopment efforts.

Contract Negotiations for Architectural Firm

Represented a global architectural and design firm in contract negotiations as part of a multi-year renovation of a national thoroughbred horse racing park. The client requested several contract revisions subsequent to the bidding process, which were successfully negotiated.

Borrower's Counsel on \$46 Million Real Estate Loan

Served as borrower's counsel on a \$46 million real estate loan secured by a 312-unit multifamily residential development.



\$55 Million Sale of Advertising Company

\$55 million sale of advertising company to public company. The asset sale transaction involved the sale of rights in over 400 locations in four states, the transfer of over 1,000 advertising contracts, and the sale of two commercial buildings. The team helped the client navigate various corporate governance issues and achieve its goal of selling the business.

Acquisition of Construction Contracting Business

Assisted client in the acquisition of a construction contracting business to allow for geographic expansion.

Defended Company Performing Cleanup at Superfund Site

Defended company who performed \$28 million environmental cleanup of PCBs, asbestos and TCE at Superfund site, formerly used for automotive manufacturing, under Administrative Settlement Agreement and Order on Consent. The site is located in a residential area and will be transformed into a recreational facility.

\$111 Million Construction Industry Acquisition

Represented acquired persons in a \$111 million acquisition in the construction industry involving industrial building, pipelines, and power and communication lines.

Construction Contracts for \$10 Million Missouri High School

Represented a large general contractor in the preparation and negotiation of all construction contracts and disbursing documents related to the construction of a high school in Missouri.

Construction Contracts for Pool Company in Significant Apartment Development

Represented a pool installation company with respect to the preparation and negotiation of construction contracts for pools and outdoor water features for an apartment complex in a major metropolitan development.

Construction Contracts for Specialty Subcontractor in Retail Store Development

Handled the preparation and negotiation of construction contracts for a specialty subcontractor working for a sporting apparel retailer in Illinois, valued at half a million dollars.

Contract Negotiations for Multimillion-Dollar Hospital Development

Represented a large general contractor in the preparation and negotiation of AIA contract documents for a multimillion-dollar hospital development in Illinois.

Design and Construction Contracts for National Theme Park Owner

Handled all design and construction contracts for a national theme park owner for all construction projects, including various attractions and water features exceeding \$10 million in value.

Managed Construction Defects Dispute for Assisted Living Center

Represented a large general contractor in a dispute with the owner and multiple levels of subcontractors concerning subcontractor construction defects in an assisted living center in Georgia.

Managed Dispute for General Contractor in Multimillion-Dollar State Project

Represented a general contractor in a multimillion-dollar dispute with a subcontractor and materials supplier concerning a project for the state of Illinois.

Representation in Various Insurance Coverage Issues

Represented homeowners associations, developers and real estate property managers on various insurance coverage issues, including D&O policies, property damage, construction disputes and commercial liability.

Representation of Class A Office Building Portfolio Owner

Represented owner of portfolio of Class A office buildings throughout St. Louis region.

Representation of National Developer in 30-Story Residential Tower, Commercial Construction



Represented a national developer in connection with the land assemblage, zoning, permitting and development agreement for the construction of a 30-story residential tower plus approximately 10,000 sq. ft. of ground floor commercial space in St. Louis County, Missouri.

Representation of Owner of Largest Multi-Tenant Office Building in Missouri

Represented the owner of the largest multi-tenant office building (over 1 million sq. ft.) in the state of Missouri, on all leasing and other property management issues.

Representation of Regional Property Owner on Over 90 Properties in 13 States

Represented a regional property owner with over 60 affiliated companies on matters regarding the leasing and/or property management work for over 90 properties in 13 states.

Represented General Contractor in \$5 Million Multi-Party Litigation

Represented a large general contractor in ongoing multi-party litigation involving construction defects exceeding \$5 million.

Represented Property Owner in \$25 Million Development of Manufacturing Facility

Represented property owners in the preparation and negotiation of construction and architectural agreements for a specialty manufacturing facility exceeding \$25 million.

Represented Property Owner in \$350 Million Development

Represented property owners in the preparation and negotiation of all construction and architectural agreements for a project exceeding \$350 million, and counseled property owners concerning contractor delay and performance issues throughout the project.

Represented Property Owner in \$80 Million Development in California

Represented property owners in the preparation and negotiation of design and construction contracts for a building in California exceeding \$80 million.

Trial and Appellate Representation of National Home Builder in Contract, Environmental Disputes

Represented a national home builder in contract and environmental disputes at both trial and appellate levels.

Representation of National Developers in Significant Joint Venture

Represented two national developers in a joint venture project in Clayton, Missouri, to secure the zoning, permitting and governmental incentives for the construction of a mixed-use project of approximately 300 apartments and over 40,000 sq. ft. of commercial space.

National Counsel for Commercial Real Estate Company

Served as national counsel, monitored litigation progress, and hired local counsel for commercial real estate company with lawsuits in multiple jurisdictions.

Defeated Actions Against \$72 Million Apartment Development in Missouri

Defeated actions for a declaratory judgment and a writ of mandamus that permitted the construction of a \$72 million residential apartment tower in Clayton, Missouri, that was upheld by the Missouri Court of Appeals for the Eastern District.

Successful Defense of Real Estate Developer at Federal Jury Trial and on Appeal

Represented real estate developer in several mechanic's lien suits and federal jury trial alleging breach of contract and violation of Illinois statutes concerning securities, consumer fraud, and condominiums. Obtained early dismissal of securities claim and part of a team that secured jury and bench trial verdicts entirely in client's favor. Successfully defended challenged rulings on appeal to the Seventh Circuit.

Redevelopment of Blighted Industrial Area

A blighted industrial area of St. Louis, strategically located near several major institutions, required assistance to redevelop. We structured and gained approvals for a complex, multi-phase redevelopment project supported in part by tax increment financing. Roughly five years in, over \$600 million has been invested in construction, creating 5,000 jobs and completely transforming a 167-acre area.

Citations Vacated for Client in Fatality Involving Construction Crane

Defended company in an OSHA evidentiary hearing involving a fatality on a crane. At the conclusion of the hearing, the Administrative Law Judge vacated all citations.

Positive Result for Multiple LLCs in Construction Defect Litigation

Obtained a positive result for a number of independent LLCs within a business center in complex commercial litigation claiming a variety of construction defects.

Summary Judgment for General Contractor in \$8 Million Breach of Contract, Negligence Case

Obtained summary judgment on behalf of general contractor regarding real estate developer's claims of breach of contract and negligence seeking damages in excess of \$8 million dollars with respect to alleged construction defects.

Citations Vacated for Client in OSHA Evidentiary Hearing

Defended company in OSHA evidentiary hearing in which company asserted that installation of wood trusses constituted steel erection. Administrative Law Judge agreed and vacated the citations.

Obtained Favorable Judgment for General Contractor

Obtained judgment in favor of general contractor regarding hotel owner's claims of defective construction.

Obtained Judgment Permitting Grocery Chain Development After Five-Day Trial

Represented a grocery chain in a five-day trial in the Circuit Court of St. Louis County, Missouri, over changes in municipal zoning. Obtained a judgment that upheld the zoning and permitted the development of a grocery store.

No Negligence in MSHA Mine Fatality

Persuaded MSHA to make a determination of no negligence in a mine fatality in which the employee was struck by equipment being hoisted.

Six-Figure Verdict After One-Week Jury Trial

Won a six-figure verdict in a civil conspiracy/fraud/breach of contract case, including punitive damages, for a construction company after a one-week jury trial.

Successfully Defended Contractor in Arbitration Against Seven-Figure Claim

Defended general contractor in seven-figure claim brought by an asbestos contractor in arbitration. Arbitrator's award to asbestos contractor was 5% of the amount sought and was less than the general contractor had offered in settlement.