



314.425.8524

thuff@sandbergphoenix.com

SERVICES

Corporate Transactions

General Business Law

Mergers & Acquisitions

Wealth Planning & Individual
Services

INDUSTRIES

Banking & Finance

Entrepreneurs, Closely Held &
Family Owned Business

Real Estate

Timothy Huff

SHAREHOLDER IN ST. CHARLES, MO

Tim joined Sandberg Phoenix as a shareholder in 2022 and is a member of the Business practice group. Tim primarily practices in the areas of real estate and real estate transactions, contract drafting and negotiation, business law, probate, trusts and estates, landlord tenant law, leasing, litigation and school law.

Tim's practice includes the representation of small and medium size businesses, individuals, banks, school districts, developers and property owners, including commercial and residential landlords. Tim has handled the sale and purchase of over \$100 million in commercial and multifamily real estate transactions during his career. He is on the Board of Directors of 1st Advantage Bank in St. Peters.

Outside of the office, Tim enjoys running, bicycling, golfing and hiking. His hobbies include listening to music and high-end audio. He and his wife have two children and they live in St. Charles. They are members of Immanuel Lutheran Church, St. Charles.

REPRESENTATIVE EXPERIENCE

Represented sellers in a \$40.2 million sale of five high-rise multifamily apartment properties in St. Louis to a California based private equity investor. This complex transaction successfully closed in 2022. The purchaser was represented in the transaction by counsel in Los Angeles.

Represented the purchaser in a \$12 million acquisition of an industrial concrete manufacturing and fabricating business, including the real estate and industrial facilities of a business engaged in designing, fabricating, engineering, and delivering specialized concrete products including specialized products utilized by the Missouri Department of Transportation, the Illinois Department of Transportation, Metropolitan Sewer District and others. The transaction involved numerous complex issues including working capital adjustments and escrows, environmental issues, employment contracts, non-competition and non-solicitation agreements arising from the sale, Bulk Sales Act compliance (Illinois), PTAX disclosures and compliance, Plat Act compliance, registration of foreign entities, escrow arrangements for indemnity provisions under the contract, and preparation of the final "Funds Flow Memorandum" for disbursement of funding, price allocation issues and assignment of "personal goodwill" and "institutional goodwill". Completed the transaction for Buyer in a short four-month window requested by the client. (2021)

Represented the tenant in successful \$2.1 million, three-year industrial leasing transaction for 117,804 square feet of warehouse space in Fountain Lakes Industrial development in St. Charles County, Missouri. The transaction included negotiation and drafting relating to subordination of landlord's debt to the lease, parking, tenant build-out, hazardous condition indemnities, defining "Controllable Operating Costs" and expenses to be excluded from "Non-Controllable Operating Costs" under the lease. (2021)

Represented Missouri based corporation in successful \$4.4 million six-year industrial lease transaction for 93,105 square feet of warehouse space in Salt Lake City Utah, which included most of the same issues described directly above. (2021)

Represented seller in a successful \$1.8 million sale of their family automotive body and paint business and 14,000 sq. ft. facility. The transaction included significant negotiations relating to allocation of purchase price for tax purposes, and included sale of real estate, equipment, inventory and goodwill. Landlord was represented by Chicago law firm. (2021)

Represented Buyer in the \$7.1 million purchase (directly from QuikTrip Corporation) of a newly constructed QuikTrip convenience store in San Antonio, Texas. The transaction included due diligence review of property, site selection, negotiation of terms, and negotiation of the long term lease. Provided complete services to acquire the real property and handle the lease-back to QuikTrip Corporation under a "triple net absolute" 20-year lease. The transaction involved significant ingress and egress issues, cross access easements relating to two parcels of property upon which project is located, left turn "median break" access issues that required City of San Antonio approval and other complex matters. QuikTrip Corporation was represented by in house counsel. (2019)

Represented sellers in the \$10.25 million sale transaction of two high-rise apartment buildings in St. Louis, Missouri, including due diligence investigation of buyer, price and contract negotiations, placing property under contract, compliance with buyer's due diligence and closing of transaction, including creation of tenancy in common structure to facilitate a 1031 exchange of the property as a "relinquished parcel". (2019)

Represented buyer in the \$9.95 million complex acquisition of a 144-unit high-rise apartment property, including four additional multiunit apartment buildings included in transaction. The transaction involved extensive contract negotiations and drafting, buyer due diligence, access easement analysis and review relating to four independent apartment buildings. Suit was filed by our client in specific performance to successfully enforce the purchase contract. (2017)

Represented seller in the successful \$7.1 million sale of a skilled nursing facility licensed for 66 skilled nursing beds, a 19-unit residential care facility, a 17-unit assisted living-memory care unit and 161 independent living retirement apartments with real property and appurtenances. The transaction was structured as an asset sale and involved defeasance of bonded indebtedness, continuation of employee benefit programs, facility transfer agreements, health care license transfers, COBRA Continuation Coverage for employees, and WARN Act compliance requirements. (2014)

Represented seller in a \$7.6 million sale to Mercy Hospital of a 54-acre parcel of property located adjacent to Interstate 70 in St. Charles County. The transaction involved acquisition by seller, prior to sale to buyer, (through use of option agreements assigned to buyer at closing) of 14 single-family homes for additional consideration of approximately \$2.8 million, for purposes of establishing ingress and egress easements for the construction of an access road into the property from Highway Z. The transaction involved complex analysis of ingress and egress to the property and ultimately involved purchasing the 14 single-family homes by placing the homeowners under option agreements which were then assigned to buyer at closing. (2008)

PROFESSIONAL AFFILIATIONS

Bar Association of Metropolitan St. Louis

St. Charles County Bar Association

EDUCATION

J.D., Saint Louis University School of Law

B.A., Baylor University, Waco, TX

LICENSURE(S) AND ADMISSION(S)

Missouri

United States District Court for the Eastern District of Missouri

CIVIC ACTIVITIES

Board of Directors, 1st Advantage Bank, St. Peters, MO

APPOINTMENTS

Federal Court Commission Appointment

Appointed as Commissioner on May 7, 2020, by Hon. Judge David D. Noce, Magistrate Judge for the United States District Court, Eastern District of Missouri. Three Commissioners were appointed from a panel of 14. Two alternate Commissioners were also appointed. Presently the lead writer for the Commission and have written all the Reports and Recommendations for the trials completed so far.

Pursuant to Rule 71.1(h)(2)(D), the Commission has the powers of a master under Fed. R. Civ. P. Rule 53(c). The Commission hears evidence in 33 land condemnation lawsuits under the Natural Gas Act, 15 U.S.C. 717f (h).

The actions involve land taken under the Natural Gas Act to build the Spire STL Pipeline, a 65-mile natural gas transmission pipeline which extends from the Rockies Express Pipeline in Scott County, Illinois, south through St. Charles County and St. Louis County, Missouri, and terminates at the Enable Mississippi River Transmission Line in St. Louis County.