

Terrell E. Sprague

Senior Counsel

PRACTICE EMPHASIS:

Commercial real estate

EDUCATION:

J.D., *cum laude*, University of Houston Law Center
B.A., *magna cum laude*, University of Houston

ADMITTED:

State Bar of Texas



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Profile:

Terrell Sprague's real estate practice covers all aspects of commercial real estate, including all types of commercial real estate transactions: acquisition and sale of vacant land, office buildings, multi-family, hotels, shopping centers, and other commercial properties; commercial leasing (office, industrial, retail, and medical) and ground leasing; acquisition, forming and representing limited liability companies, partnerships, and joint ventures; construction, permanent, securitized, mezzanine and participating financing; sale-leaseback transactions; and vendor, broker and management agreements.

Prior to joining the firm, Terrell was of counsel with a fully-integrated regional real estate development firm with a \$2b+ portfolio of retail and mixed-use projects across Texas, Louisiana, Arizona and Georgia.

Affiliations:

Houston Bar Association, Real Estate Section
National Association of Industrial & Office Properties (NAIOP)
International Council of Shopping Centers (ICSC)

Representative Experience:

- Represented regional real estate firm and its affiliates in all phases of acquisition, disposition, construction, development and leasing of raw land, national tenant shopping centers, medical offices, multi-family and mixed-use properties
- Negotiated commercial retail, ground and office leases, subleases, licenses, lease renewals and terminations within a four state region
- Responsible for CRE firm's confidentiality agreements, brokerage agreements, property management agreements, letters of intent and purchase and sale agreements
- Review and document due diligence materials, closing checklists, title and survey matters, closing documentation and related entity formation, including partnerships and limited liability companies.
- Represented clients in the review, negotiation and documentation of commercial leases (national tenant shopping center developments, retail ground leases and cell towers), real estate purchase and sale agreements, and all ancillary documents including lease guaranties, loan documents, SNDAs, estoppels and memoranda of leases

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Representative Experience (Cont'd)

- Outside Counsel to the real estate department of a NYSE listed global publishing conglomerate
- Review, document and negotiate commercial leases (office and retail), subleases, lease renewals, use license agreements, brokerage agreements, and ancillary documents, including letters of intent, term sheets, SNDAs, estoppels and property management agreements for the client's offices throughout North America
- Developed and implemented new processes through digital technology to templatize and create playbooks for highly negotiated contracts for commercial real estate transactions, IP acquisition and licensing to standardize the client's work product in which large volumes of high-quality, high-touch contracts are negotiated, drafted and executed efficiently and consistently
- Review, documentation and negotiation of purchases of long term interests in revenue producing rooftops by means of data and communication services and cell tower ground leases and easements for a Fortune 500 company
- Outside Counsel support for the commercial real estate departments of an international energy company and a global construction and engineering company, providing review, documentation and negotiation of commercial leases, subleases, lease renewals, term sheets, SNDAs, estoppels, guaranties, acquisitions and related credit agreements
- Outside Counsel support to a NYSE listed venture capital and private equity company and its subsidiaries, providing review, documentation and negotiation of nondisclosure and confidentiality agreements.
- Outside counsel support to a NYSE listed company engaged in global supply of drilling and production related products and services to the energy and mining industries
- In-House Counsel for private equity firm; responsible for all legal aspects and a supporting responsibility for commercial aspects of the formation, structure and organization of GeoNet Ethanol LLC (a privately held company which developed, built and operated fuel ethanol processing facilities in the Caribbean and traded ethanol internationally), including construction contracts, trade credit through debt and equity financing, facilities construction, commercial supply, transportation and sale agreements, employment matters, two major international alliances and managed outside legal counsel
- Conducted investment analysis and legal support to companies engaged in start-up, expansion, financing, refinancing, acquisition and sale, including structuring joint ventures, strategic alliances and the privatization of an operating division of a Fortune 500 company.