



J. Randolph Earnest

Director

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Randy helps clients navigate the legal and regulatory complexities of real estate development, automobile dealership management, estate planning, and probate. He excels at counseling family-owned businesses and privately held companies with all aspects of corporate, real estate, and trusts and estates law.

In the area of commercial real estate, Randy represents buyers, sellers, developers, landlords, tenants, lenders and borrowers in all phases of real estate ownership and development including acquisition of raw land, development, and sale of the developed lots. Randy's experience includes expertise in purchase and disposition of real property; financing; development of common interest communities; and resolution of title defects. He has also assisted owners of industrial, office and retail properties with ongoing management issues, such as leasing and subletting, tenant defaults and property damage issues.

Randy's corporate practice focuses on forming and financing business entities, counseling clients on tax and operational matters, mergers and acquisitions, and preparing contracts and related documents. His focus in this work is on minimizing clients' liabilities and serving as a trusted outside advisor as their businesses grow. Randy's recent experience includes a \$40 million disposition of a family-owned company.

In the automobile dealership arena, Randy represents family-owned and publicly held automobile dealerships throughout Colorado, counseling them on all aspects of business operations. His has particular experience with dealership acquisition and sales, manufacturer relations, business financing and loan negotiation, licensing and regulatory compliance, and dealership termination agreements.

Finally, Randy is an experienced estate planning attorney who counsels families and small-business owners regarding their legacy plans. With a Master of Laws in Taxation, Randy has a solid foundation for creating an estate plan that maximizes tax savings and minimizes administrative burdens and expenses.

Education

University of Denver Sturm College of Law, LL.M., Taxation, 2002
Creighton University School of Law, J.D., *cum laude*, 2001

- CALI Award for Excellence in Federal Taxation
- CALI Award for Excellence in Law of Medicine

University of Colorado, B.S.B.A., Business Administration, 1998

Bar Admissions

Colorado
U.S. Tax Court

Practice Areas

Corporate
Construction and Land Development
Mergers and Acquisitions
Condominium, Homeowner, and Property Owner Association Formation
Real Estate
Nonprofit and Tax-Exempt Organizations
Wealth Planning, Trusts, and Estates
Estate and Gift Planning

Sectors

Automobile Dealerships

Representative Experience

Real Estate:

- Represented real estate developer in raw land acquisition, entitlement, development and lot sales to national builder
- Represented national self-storage owner in \$20 million+ refinance
- Represented purchasers of single and multi tenant commercial office buildings; negotiated financing documents
- Represented seller of industrial/flex buildings exceeding \$40 million
- Represented purchaser of commercial office building and negotiated single tenant lease agreement
- Represented individuals in ranch, vacant land, mountain property and similar residential and investment property sales and acquisitions
- Represented retail shopping center owner in tenant eviction, breach of lease actions, enforcement of guarantees, and collection of judgments

Business and Business Planning:

- Represented Denver-based software development company in \$8 million corporate merger
- Represented New York based lender, as Colorado counsel, in \$35 million credit facility agreement for multi-property industrial real estate acquisition and build-out

- Represented professional company in shareholder buy out
- Prepared limited liability operating agreements for multiple real estate investment entities
- Prepared corporate formation documents, shareholder agreements, employment agreement, non-competition agreements and similar documents for automobile dealership client, oil and gas client and others

Automotive:

- Represented national, regional and local automotive dealers in all business aspects, including, manufacturer agreements, regulatory and licensing matters, buy-sell agreements, floorplan and construction financing, succession planning and contract negotiations
- Represented dealer in asset sales exceeding \$45 million
- Represented dealer asset purchases exceeding \$30 million
- Prepared and negotiated ownership and employee agreements
- Successful negotiation of automobile dealership termination with manufacturer resulting in the maximization of manufacturer's repurchase obligations

Professional Affiliations

- Colorado Automobile Dealers Association
- National Association of Dealer Counsel
- Colorado Bar Association
 - Real Estate Section
 - Tax Section
 - Trusts and Estates Section
- Denver Bar Association
- Rocky Mountain Estate Planning Counsel

Community Involvement

- Earnest Scholarship Fund at Porter Hospital Foundation
 - Co-Founder / Director
- Rotary Club of Centennial
 - President (2016 - 2017)
- Rotary Club of Centennial Foundation
 - Trustee (2011 - 2015)

Recognition

- Martindale- Hubbell AV Preeminent rated
- Super Lawyers, Colorado
 - Rising Star, 2010, 2016