

SCOTT TOUSSAINT, ESQ.

OWNER-OPERATOR, ST COMMERCIAL CAPITAL

(916) 663-7766 | smt@stcommercialcapital.com | www.stcommercialcapital.com

COMMERCIAL REAL ESTATE ATTORNEY

Commercial real estate attorney and fund sponsor with more than 25 years of experience spanning private practice, national in-house counsel leadership, and general counsel oversight of a full-service brokerage and development firm. Founder of ST Commercial Capital, formed to sponsor Qualified Opportunity Zone investment funds acquiring and developing California commercial real estate under the incoming "QOZ 2.0" rules. Proven track record drafting and negotiating complex buy, sell, lease, financing, and construction agreements, and translating deep legal expertise into sound investment and business strategy.

PROFESSIONAL EXPERIENCE

ST COMMERCIAL CAPITAL, *Loomis, CA*

2026 – Present

Founder & Owner-Operator

- Founded ST Commercial Capital to sponsor Qualified Opportunity Zone (QOZ) investment funds that acquire and develop California commercial real estate, positioned to launch with the "QOZ 2.0" amendments to the Internal Revenue Code taking effect January 1, 2027.
- Structure fund entities and investment strategy to satisfy "qualified opportunity fund" requirements under 26 U.S.C. § 1400Z-2, drawing on more than two decades of California commercial real estate legal practice.
- Lead site selection, deal structuring, and investor relations for the firm's inaugural fund, targeting formation in 2027.

CAPITAL RIVERS COMMERCIAL, *Sacramento, CA*

2020 – Present

General Counsel

- Serve as General Counsel for a full-service Northern California commercial real estate firm providing brokerage, property management, and development services.
- Oversee all legal matters relating to the company's development, brokerage, and property management lines of business, including contract drafting, negotiation, and risk management.
- Manage corporate compliance and general regulatory matters across the organization.

LAW OFFICE OF SCOTT TOUSSAINT, *Loomis, CA*

2018 – 2020

Independent Real Estate Attorney

- Provided expert counsel and advice to the commercial real estate community. Drafted and negotiated commercial lease agreements and other real estate contracts and documents.

MATTRESS FIRM (FORMERLY SLEEP TRAIN), *Rocklin, CA*

2012 – 2017

Vice President & Real Estate Counsel (2015 – 2017)

Real Estate Staff Attorney (2012 – 2015)

- Served as lead on the in-house real estate legal team for a national retail chain with over 3,500 stores across the United States. Managed additional real estate attorneys, including performance reviews, weekly meetings, and ongoing collaboration.
- Drafted and negotiated lease agreements for nationwide new store facilities, synthesizing company lease standards and deal-specific details to reach final agreements with landlords and their counsel, simultaneously managing upwards of 20 deals at peak times.
- Coordinated with various business units to resolve issues relating to contract terms and requirements, and provided interpretation and analysis of contract documents and requested revisions.

- Participated in the creation and maintenance of standard legal documents, and rendered legal advice and counsel on issues confronting the real estate team.

THOITS LAW FIRM, Palo Alto, CA

1999 – 2012

Transactional Real Estate Attorney

- Served the general business and real estate needs of a large number of private entities, investors, and entrepreneurs concerning all aspects of their business and investment needs.
- Handled purchase and sale agreements, financings, titles and easements, and real estate due diligence, focusing on complex transactions involving the leasing, sale, acquisition, and financing of real property.
- Consulted with landlords and tenants in all aspects of office, retail, and industrial leasing and property acquisition, financing, management, and disposition issues.
- Strategized and advised commercial landlords in connection with the formation, management, and restructuring of LLCs, partnerships, and complex financing transactions.

EDUCATION & LICENSURE

HASTINGS COLLEGE OF THE LAW (now UC Law San Francisco), San Francisco, CA

Juris Doctor (J.D.), 1998

MASSACHUSETTS INSTITUTE OF TECHNOLOGY, Cambridge, MA

Bachelor of Science (B.S.), Mathematics, 1992

Attorney-at-Law, California State Bar No. 197996

Real Estate Broker, California Department of Real Estate License No. 01707895

PERSONAL

Scott is a born-and-bred Northern Californian, living in the Sacramento suburb of Loomis with his wife of 20 years and their two teenagers. A lifelong sports fan, he's been watching Stanford football and basketball games since before he could say "Jim Plunkett". Scott and his family attend Pioneer Baptist Church in Carmichael, and by God's grace Scott is getting better and better at living for Jesus Christ and under the wisdom of Ecclesiastes 12:13: *Let us hear the conclusion of the whole matter: Fear God, and keep his commandments: for this is the whole duty of man.*