

I Real Estate

From negotiating highly sophisticated real estate portfolio transactions to drafting more routine mortgages, leases or management agreements, our team is passionate about achieving our clients' business goals. We are business counselors as well as legal advisors, working proactively to identify solutions and navigate around impediments to our clients' growth.

With offices in New York City, New Jersey, Palo Alto, Washington, D.C., and Utah, the firm's real estate practice is national in scope. Private equity firms, real estate investment trusts, developers, investment advisors, asset managers, commercial and investment banking institutions, family offices, national and regional retailers, Fortune 100 companies, and individual real estate investors all turn to us for legal counsel on a wide range of transactions and disputes involving real estate investments located throughout the United States.

Our lawyers provide strategic guidance on all aspects of the acquisition, disposition, development, financing, leasing, and operation of real property, as well as managing disputes that may arise in the course of such transactions. Whether a matter calls for navigating complex environmental or regulatory hurdles, developing strategies for minimizing tax implications, or aligning project objectives among joint venture partners, we stand ready to draw upon our extensive experience and technical knowledge to provide practical, business-minded solutions that lead to positive outcomes.

Listed among the leading real estate groups in *Chambers USA: America's Leading Lawyers for Business*, we have been lauded for our "experienced team with particular expertise in representing developers across a broad range of transactional real estate issues," and noted for "regularly tackling the leasing, financing, and management of major portfolios" (2014).

Our Real Estate Practice Group handled a transaction that was awarded "North American Real Estate Deal of the Year" by *Project Finance*, and another that was awarded "Most Creative Deal of the Year" by the *Real Estate Board of New York*.

EXPERIENCE

Acquisitions & Dispositions

- > A leading private equity firm in its bid to acquire a 44-building office portfolio in California, Delaware, Virginia and New Jersey, for \$450M, and the sale of retained excess development rights of a New York City building for \$26M.
- > A publicly-listed (Australian) global industrial property developer in the acquisition of an approximately 617,000 square foot warehousing, logistics, and distribution center occupied by one of the world's leading retailers (Amazon).
- > A leading investment bank in a joint venture with a national developer in connection with the sale of four office buildings in New Jersey and Michigan for a combined purchase price in excess of \$100M.
- > The New Jersey Sports and Exposition Authority in the disposition of more than 700 acres of undeveloped lands located within the Meadowlands corridor, which included coordinating the closure, and ongoing operation and management, of four landfills, and facilitates repositioning of the land for warehouse and logistics-based redevelopment. This transaction marked the conclusion of an approximately 20-year effort to close landfills and redevelop the surrounding uplands.
- > A real estate investor in connection with a \$42M acquisition, as controlling investor, of a commercial design center in San Francisco's Inner Protrero neighborhood of SoMa. The transaction included negotiation of a "Tenancy-in-Common" agreement, a "1031 exchange," \$35M in CMBS acquisition financing and property and asset management agreements.
- > A national developer in connection with its acquisition and redevelopment of more than 25 contiguous parcels of land along the Hudson River waterfront in an assemblage transaction valued at more than \$115M.
- > A Santa Barbara, California winemaker in the acquisition of a 115-acre vineyard which produces award winning Syrah.

Development

- > A national developer in connection with its build-to-suit development, construction financing, net lease, and the ultimate sale of three warehouse/office/retail buildings for Crate and Barrel totaling approximately 950,000 square feet (development undertaken in three phases).
- > A leading national developer in connection with the joint-venture acquisition and development of a 40-story residential condominium on Manhattan's Upper West Side.
- > A life sciences company which is the owner of over 150 acres of commercial property near Princeton, New Jersey, in connection with the phased sale and redevelopment of the property for commercial and multifamily uses, including the build-to-suit construction and leaseback of an office building and a research and development facility for our client.
- > A national developer in connection with its ground lease of government-owned land, development and construction financing of a mixed-use office and retail complex on 125th Street in Manhattan (Harlem Center) that was made possible by New York State (Empire State Development Authority) and New York City (NYC Economic Development Corporation) incentives.
- > A leading developer in its bid to form a joint venture to acquire land and up to 2,000,000 square feet of commercial and residential space along the East River in Queens, New York.

Leasing

- > Filene's Basement and Syms in connection with the leasing of their flagship retail location at 530 Fifth Avenue. The deal was recognized as one of New York City's most creative

and significant retail deals by the Real Estate Board of New York and was awarded the 2010 "Retail Deal of the Year."

- > One of the nation's largest commercial banking institutions as tenant in connection with its branch expansion, including the leasing and development of new branch locations across the northeastern United States.
- > A prominent real estate fund manager as landlord in connection with all facets of its New York City property-related asset management matters, including office and retail leases and property management agreements.
- > The owner/developer of 432 Park Avenue in New York City, the tallest residential building in the world, in connection with management agreements and an agreement for exclusive club/restaurant dedicated to residents.
- > One of the largest flexible office providers in Manhattan as tenant, in connection with a 10-year, 60,323 square foot lease at 61 Broadway.
- > A publicly-listed (Australian) global industrial property developer in the negotiation of a lease for a 100,000 square foot warehouse and distribution facility to an international logistics provider and freight-forwarder serving the luxury fashion industry.
- > A community-focused real estate owner and developer, as landlord, with the lease of approximately 236,000 square feet of "building within a building" office space in midtown Manhattan to WeWork, the largest office tenant in Manhattan.
- > A publicly-traded REIT in the leasing of several properties, including:
 - approximately 800 gasoline service station properties throughout the Northeastern United States in a series of portfolio leasing transactions;
 - 96 gasoline service station properties located in New York with an aggregate annual rent roll of over \$6.7M and a total base rental value in excess of \$125M (excluding options); and
 - 130 gasoline service station properties located in Delaware, Maine, Maryland, Massachusetts, New Hampshire, and New Jersey, with an aggregate annual rent roll of approximately \$6.3M and a total base rental value of approximately \$106M (excluding options).

Financing

- > A hedge fund, as lender, in connection with its \$300M+ mortgage loan facility secured by casinos in Nevada and card rooms in the State of Washington.
- > An international manufacturing company in connection with \$640M of fixed asset financing for its U.S. subsidiaries' manufacturing sites, in addition to its \$280M term loan for the acquisition of a chemical plant located in the southeastern United States.
- > A national developer in connection with its \$220M construction financing of its joint venture development with a major investment bank and The New York Times Company of a 52-story office tower in Manhattan that serves as the new international headquarters of The New York Times.

Joint Ventures

- > A leading private equity firm in connection with its joint venture investment in triple-net leased, credit-tenant operated retail locations across the United States.
- > A national developer in connection with the conveyance of its joint venture interests in a 1,000,000 square foot industrial and retail facility.
- > A family office in the purchase of an 85% equity interest in an Embassy Suites hotel and a Doubletree hotel located near Wilmington, Delaware, including amendments to the respective hotel franchise agreements, the negotiation of new management agreements for the hotels and new mortgage and mezzanine loans totaling \$42M for funding PIP improvements and the operation of the hotels.
- > A national self-storage operator in its joint venture with a global real estate investment management firm in connection with a \$105 million acquisition of a building near the Brooklyn Navy Yards.

Public/Private Partnerships (P3)

- > As part of our continuing involvement in the Privatization of Army Lodging (PAL) project over the past decade, in 2019 we represented the developer that has privatized a portfolio of over 14,000 hotel rooms on 41 active Army installations across the United States in connection with the increase, extension and restructuring of the project's \$815M construction loan facility with Bank of America and the modification of the project's 50-year ground lease with the United States Army and hotel management and franchise agreements with the InterContinental Hotels Group. Since 2008, we have represented the PAL project's developer in connection with the multi-phased ground lease acquisition and development of the portfolio, including multiple financing rounds and junior and subordinate loan facilities from Behringer Harvard and Lendlease (US) Capital Inc. Over the first 11 years of the project, the developer incurred over \$1.6B in development and construction costs as it executed its initial development plan for the portfolio. As a result of the 2019 loan restructuring transaction, the developer will now be able to invest upwards of \$1.2B in further development and construction costs over the project's next 10 years. The first phase of the PAL project was awarded the "North American Real Estate Deal of the Year" by *Project Finance Magazine*.
- > A leading public university in connection with in connection with public/private financing and land swap arrangements for a major campus expansion project, in addition to privatized student housing developments.
- > A principal investor in connection with the purchase of a university dormitory, in one of the first full dormitory privatizations in New Jersey.
- > New York City's largest port terminal operator in connection with lease modifications and Port Authority approvals necessary to complete the sale of port operations to leading infrastructure fund.

Hospitality

- > A leading private equity firm in connection with the sale of a full-service boutique hotel in Manhattan for over \$70M.
- > A hotel chain headquartered in Mumbai in connection with its potential acquisition of the Carlyle Hotel located on the Upper East Side of New York City.

- > An investment management firm in connection with the workout and restructuring of a construction loan for a boutique hotel in the Chelsea neighborhood in Manhattan.
- > One of the largest mutual life-insurance companies as lender of a \$140M partially securitized mortgage loan secured by the Chicago Marriott Hotel.
- > One of the largest privately-held real estate companies in the United States in connection with the purchase of distressed senior mortgage debt secured by several hotel assets.

Land Use

- > The parent company of several leading national retail chains in connection with obtaining local land use approvals for the rehabilitation and redevelopment of 182,000 square feet of office buildings and improvements for its new headquarters location.
- > A university in connection with obtaining land use entitlements for the construction and expansion of various on-site facilities, as well as the acquisition of off-campus properties for conversion to student housing.
- > A developer in obtaining local land use approvals, including subdivision and site plan approvals, for the redevelopment of a long-underutilized and contaminated 30-acre industrial site. The development plan included the demolition of all existing structures, remediation of past contamination, and the new development of a mix of approximately 300,000 square feet of warehouse/distribution space, 20,000 square feet of office and retail space, and a thoughtfully-designed, 102 unit mid-rise multifamily building.

Real Estate Litigation

- > A subtenant of prime showroom space on 5th Avenue in New York City in litigation with its sublandlord which defaulted under the prime lease and resulted in the subtenant's being named in eviction proceedings. The matter concluded with the successful negotiation of a direct lease on behalf of our client with the prime landlord on the terms of the sublease and a favorable settlement with the sublandlord.
- > The owner/operator of privatized hotels on U.S. military bases in connection with real property tax appeals in several jurisdictions resulting in full exemptions.
- > A leading private equity firm in connection with litigation concerning the sale of a boutique hotel in Manhattan's SoHo neighborhood.

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- > Represented a global plastics manufacturer in connection with the sale of its headquarters located in New Jersey through an auction process and the leasing of its new global headquarters facility in Pennsylvania, including the negotiation of a multi-tiered tax benefit structure offered by the Commonwealth of Pennsylvania pursuant to the Redevelopment Assistance Capital Program.
 - > Represented a leading hedge fund in connection with its new Silicon Valley, full floor headquarters lease, including exterior building signage and naming rights.
 - > Represented a national construction machine dealer/distributor's acquisition of the franchisee for the South Jersey, Pennsylvania, and Delaware market of a large heavy equipment sales and repair company. This included the triple-net leaseback of three industrial facilities, including the target's main headquarters facility totaling approximately 23.5 acres, consisting of numerous specially-purposed buildings.
 - > Represented a technology enabled financial services company as Tenant in connection with its approximately 80,000 square foot headquarters office in Menlo Park, California. This transaction covered two leased buildings, one of which was a ground-up build-to-suit, with two different landlords – across the street from each other – but the buildings function as a single headquarters.
 - > Represented a leading private equity firm, as lender, in connection with its \$39M portfolio of mortgage loans secured by casinos in Nevada.
 - > Represented a hedge fund, as lender, in connection with its \$300M+ mortgage loan facility secured by casinos in Nevada and card rooms in the state of Washington.

HONORS & AWARDS

- > **U.S. News & World Report Best Law Firms: Recognized in Real Estate Law (2017)**
- > **The M&A Advisor: THE M&A ADVISOR'S 14th ANNUAL TURNAROUND AWARDS (2019)**
Chapter 11 restructuring of M&G Chemicals named winner of "Cross-Border Restructuring of the Year"
Chapter 11 reorganization of New England Motor Freight (NEMF) named winner of "Restructuring of the Year (\$25M to \$50M)"