



International Council of Shopping Centers
1221 Avenue of the Americas, 41st Floor
New York, NY 10020-1099

ICSC 2008
U.S. SHOPPING
CENTER LAW
conference



October 22 – 25, 2008

Westin Diplomat Resort & Spa
Hollywood, FL

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U.S. SHOPPING
CENTER LAW
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FINAL PROGRAM



October 22 – 25, 2008

Westin Diplomat Resort & Spa
Hollywood, FL



WEDNESDAY OCTOBER 22

12:00 NOON – 7:30 PM

Registration

2:30 – 3:45 PM

General Session

The Greening of Retail Real Estate

This lively, interactive session will feature the latest, cutting edge information about the green building movement as it applies to retail real estate and provide best practices advice from a retail landlord, tenant, attorney and architect who are on the front lines of the green building movement. Join panelists from Regency Centers, Office Depot, Inc., Green Edge, LLC and ADD, Inc. as they share real world experiences about the legal, business and construction/design aspects of "going green." Learn how LEED®, the most widely accepted green building rating system applies to retail properties, how to green your retail lease, how to navigate the constantly evolving green building regulatory landscape and how to allocate liability and responsibility between the members of a design team for "green" results.

FACILITATORS:

BRYAN BREWSTER

Office Depot, Inc.
Delray Beach, FL

JOHN CARDELLO

ADD, Inc.
Miami, FL

JIM CORNWELL

Office Depot, Inc.
Delray Beach, FL

MARK PETERNELL

Regency Centers, Inc.
Denver, CO

ELLEN SINREICH

Green Edge, LLC
New York, NY

2:30 – 3:45 PM

Seminars

Seminar 1: Now What??? Recent Developments in the Law Affecting Retail Projects

This seminar will explore important current trends and cases in the law of real property, especially as they affect retail centers. The panel will lead a discussion of the recent case law developments and the trends they represent and address the importance of the developments and trends to those who own, operate, finance, or lease space in retail projects.

FACILITATORS:

RAYMOND G. TRUITT

Baillard Spahr Andrews & Ingersoll, LLP
Baltimore, MD

ANN PELDO CARGILE

Boult Cummings Conners & Berry, PLC
Nashville, TN

JULIE A.S. WILLIAMSON

Akerman, Senterfitt
Miami, FL

Seminar 2: Lifestyle Centers: The Evolving Form

This seminar will examine the essential elements of lifestyle centers as they have evolved over time and the special challenges they present to lawyers representing developers and tenants in establishing and maintaining successful and enduring projects.

FACILITATORS:

EUGENE BERNSTEIN

Poag & McEwen Lifestyle Centers, LLC
Memphis, TN

MICHAEL ROBERTSON

Smith, Robertson, Elliott, Glen, Klein and Bell, L.L.P.
Austin, TX

2:30 – 3:45 PM

Workshops

Workshop 1: Leasing to Mini-Anchors—What Can a Landlord Expect?

A candid discussion regarding the definition of an "Anchor" and of leverages involved in the transaction. The session will include an analysis of how issues such as Tenant Allowance, Assignment and Co-tenancy become intertwined in any review. Similarly the session will address how the vagaries change with the age and size of the project.

FACILITATORS:

ANDREW W. BANK

Morrison Cohen LLP
New York, NY

ABE J. SCHEAR

Arnall Golden & Gregory LLP
Atlanta, GA

Workshop 2: Critical Insurance Topics for Landlords and Tenants

Workshop presenters will lead a discussion regarding timely and fundamental issues of interest to participants, including: (i) allocating risk in a shopping center (who insures and indemnifies what and why); (ii) harmonizing insurance, casualty and other provisions in a lease; and (iii) terrorism, windstorm, and flood insurance updates. The focus of the session will be on understanding and negotiating insurance and related lease provisions to reflect the business deal while protecting the landlord and tenant from changes in ownership and other concerns.

FACILITATORS:

TANYA D. MARSH

Kite Realty Group
Indianapolis, IN

JO-ANN MARZULLO

Posternak Blankstein & Lund, LLP
Boston, MA

4:00 – 5:00 PM

First Timers Orientation

5:00 – 6:00 PM

First Timers Reception

6:00 – 7:30 PM

Welcome Reception

THURSDAY OCTOBER 23

7:00 AM – 1:30 PM

Registration

7:30 – 8:45 AM

**Breakfast and Opening Session with
Keynote Speakers: Point Counterpoint
with Bill Press and Fred Barnes**



BILL PRESS

Host of The Bill Press Show



FRED BARNES

Co-founder and Executive Editor
The Weekly Standard

9:00 – 10:15 AM

General Session

The Future of Commercial Real Estate Finance

This session will be a lively discussion of the structural issues in the capital markets that have allowed the subprime crisis to adversely affect commercial real estate finance. It will cover the problems of deleveraging the capital stack and its effect on future refinancing. The panel will address issues in loan extensions, the prospect for the sale of distressed debt, and the crisis' impact on commercial real estate fundamentals.

FACILITATORS:

RICHARD FLOHR

Prudential Mortgage Capital Company
Chicago, IL

JOSEPH PHILLIP FORTE

Alston & Bird LLP
New York, NY

MICHAEL J. MAGNER

Natixis Real Estate Capital
New York, NY

RICHARD WALSH

NY Life Insurance Company
New York, NY

9:00 – 10:15 AM

Seminars

**Seminar 1: Leasing 101 – Everything
You Need to Know – Part 1**



This session is the first of a two part leasing series covering fundamental shopping center lease issues. Part 1 will discuss term, rent, CAM, pass-throughs, use clauses, operating covenants and exclusives. The seminar is led by senior in-house counsels from a national retailer and from a national developer, who have over 50 years leasing experience combined.

FACILITATORS:

VICTORIA S. BERGHEL

CBL Properties
Chattanooga, TN

GAIL M. STERN

Limited Brands, Inc.
Columbus, OH

Seminar 2: ABCs of REAs Done PDQ

This session will provide a basic framework for efficiently and effectively reviewing and drafting a reciprocal easement agreement ("REA"). The panelists will discuss the structure of the various sections of an REA, including reciprocal easements, common area maintenance and costs, site plan control, prohibited and restricted uses, signage, operating covenants, co-tenancy and parking requirements. The discussion will also address how the various sections work together to create a living document that provides not only for the initial development of a shopping center, but also the flexibility to respond to the challenges of a dynamic cultural and commercial climate.

FACILITATORS:

JOAN BUDD

Baker Donelson, Bearman, Caldwell & Berkowitz, PC
Birmingham, AL

JAMES A. MOOMAW

The MG Herring Group Inc.
Dallas, TX

**Seminar 3: Shopping Center Financing: Navigating
the Debt/Equity Stack**

This seminar will examine the spectrum of financing structures available in today's marketplace, including conventional and preferred equity and multiple tiers of debt financing (including conventional and CMBS mortgage debt and mezzanine debt). The panel will discuss the desired rights of the equity and debt holders, the relationships between these sources of capital and the strategies to balance the needs and objectives of the parties.

FACILITATORS:

RICHARD S. FRIEDMAN

Hughes Hubbard & Reed, LLP
Los Angeles, CA

JAMES I. HISIGER

Latham & Watkins, LLP
New York, NY

9:00 – 10:15 AM

Workshops

Workshop 1: Let Us Entertain You

This workshop will cover a variety of "entertainment" concepts currently being developed in mixed-use and lifestyle shopping centers. It will cover key development and leasing issues from both the tenant/user and the developer/owner perspectives. Key issues will include site planning (especially parking and competing use clauses), design, construction, flexibility for evolution of the shopping center and various premises, SNDAs and financing issues.

FACILITATORS:

PAUL A. LEDBETTER
Cinemark USA, Inc.
Plano, TX

JEFFREY T. PARANA
The Peterson Companies
Fairfax, VA

Workshop 2: Labor Law Issues in Shopping Centers

This program will explore labor law issues which arise in everyday shopping center operations, as well as in new center construction and renovations. It will include a discussion of owner and tenant property rights, union access to shopping centers, the power to exclude unions and options for dealing with unions in the construction context.

FACILITATORS:

JOHN LANGEL
Ballard Spahr Andrews & Ingersoll, LLP
Philadelphia, PA

SHERRARD LEE HAYES
Fulbright & Jarworski, L.L.P.
Austin, TX

Workshop 3: Relationship Making or Breaking—Practical Guide to Successful Development with Options, Rights of First Refusal and Condemnation

A practicing attorney and an attorney/real estate company CEO will share their insights to help owners of retail properties avoid the potentially expensive pitfalls that may be caused by options, rights of first refusal, easements, and condemnation. This workshop will explore rights of first refusal, rights of first offer and rights of first negotiation, options to purchase, expand, extend or renew, future interests, prescriptive easements, and condemnation. The focus will be on practical steps that owners and developers can take at various points in the life of their projects to protect their interests against adverse title claims of third parties.

FACILITATORS:

STEPHEN H. BITTEL
Terranova Corporation
Miami Beach, FL

DIANE L. LIDZ
Troutman Sanders LLP
Atlanta, GA

Workshop 4: Designate This! Designation Rights and Lease Dispositions after the New Bankruptcy Amendments

This workshop will address the strategies for and mechanics of the disposition of leased properties by distressed retailers, both in advance of bankruptcy and through the bankruptcy sale of "designation rights." Following a review of the evolving role of consultants in evaluating, marketing and disposing of distressed retail properties, the workshop will discuss the lease terms favoring assignments through designation rights, the importance to the landlord of the "procedures motion," and the impact of the 2005 amendments to the Bankruptcy Code. Several real-world examples will be highlighted.

FACILITATORS:

EMILIO AMENDOLA
DJM Asset Management LLC
Melville, NY

IVAN GOLD
Allen Matkins Leck Gamble & Mallory LLC
San Francisco, CA

Workshop 5: Due Diligence in Project Acquisition: What Exactly Is It That I Am Buying?

This workshop will explore various areas of due diligence to be considered when buying and/or developing either an undeveloped site or an existing center. Emphasis will be placed on the role of counsel (both outside counsel and in-house attorneys) in coordinating various aspects of due diligence and in identifying various resources for information. Areas to be addressed will include: zoning; lease reviews; analysis of existing debt documents; title and survey issues, including restrictive covenants, easements, environmental issues and physical site conditions.

FACILITATORS:

CHARLES BRAKE
Hartman, Simons, Spielman & Wood, LLP
Atlanta, GA

GREGORY P. PRESSMAN
Schulte Roth & Zabel LLP
New York, NY

Workshop 6: How Do You Want to Own That Property? Trends and Preference for Ownership of Real Estate in the Early 21st Century

The workshop will trace the evolution of ownership of commercial real estate, beginning with historical perspectives on individual and sole proprietorships, the rise of the corporation, partners and partnerships and the turn to limited liability companies, tenant in common arrangements, single purpose entities and hybrids. Focus will be on identifying the characteristics of various forms of ownership, consequences, advantages and disadvantages as well as a discussion of current preferences and what variations on traditional entity ownership we may expect to see in the not so distant future.

FACILITATORS:

LOUIS P. EATMAN
Proskauer Rose LLP
Los Angeles, CA

JOHN W. STEELE
Hirschler Fleischer, P.C.
Richmond, VA

10:30 – 11:45 AM

General Session

Negotiating a Win-Win Deal: Controversial Lease Clauses

This seminar will address a variety of techniques in order to improve leadership skills, as well as avoid the pitfalls of leadership self-sabotage. It will also address seemingly unconventional marketing techniques particularly appropriate for lawyers. Lastly, the techniques discussed in connection with leadership and marketing will be infused with negotiating techniques that will be applicable to everyday situations ranging from being stopped for a speeding ticket to completing an important deal.

FACILITATOR:

JEFFREY NEWMAN
Sills Cummis Epstein & Gross P.C.
Newark, NJ

10:30 – 11:45 AM

Seminars

Seminar 1: REITs: Things You Should Know Before You Do a Deal With a REIT

A discussion regarding REIT structural and operational issues and contributions which a REIT can make to a transaction to provide flexibility and facilitate issue resolution.

FACILITATORS:

JOAN ALLGOOD
Developers Diversified Realty Corporation
Beachwood, OH

ROBIN PANOVKA
Wachtell, Lipton, Rosen & Katz
New York, NY

Seminar 2: The International Bazaar—Successful Expansion by Retailers in Emerging Markets

Join an experienced real estate professional, an international fashion retailer and a distinguished lawyer specializing in franchising and licensing as they discuss the success factors in growing a retail business in emerging markets such as the Middle East, China, Asia and South America. Topics include finding, managing and maintaining international partnerships, legal issues and important contract points, and the importance of location, location, location. The panel will draw on their hands-on background and knowledge in retailing, real estate and law to explore the potential pitfalls faced by retailers as they seek to expand beyond home borders.

FACILITATORS:

BRUNO FLORIANI
Lapointe Rosenstein
Montreal, Quebec

LAWRENCE D. McLAUGHLIN
Honigman Miller Schwartz and Cohn LLP
Detroit, MI

JOEL TEITELBAUM
La Senza International
Dorval, Quebec

Seminar 3: Lease Exit Strategies for Retail Tenants

With the ever-changing world of operating retail stores, it is critical that a retail tenant preserve the ability to extricate itself from one or more locations for any number of reasons. This advanced seminar, which will be led by experienced attorneys who represent major retailers, will explore the different considerations in negotiating lease exit strategies for big box and other national/regional tenants. Among the issues that will be discussed in this interactive session are assignment issues, "back door" restrictions, limitations on trade name, alteration or signage rights, co-tenancy issues, exclusive use issues, change of control issues, operating covenants, franchise considerations, and "snap back" rights.

FACILITATORS:

JOHN H. LEWIS
Seyfarth Shaw LLP
Boston, MA

MICHAEL SAWYER
The Stop & Shop Supermarket Company
Quincy, MA

KRISTEN WACHTMAN
Limited Brands, Inc.
Columbus, OH

10:30 – 11:45 AM

Workshops**Workshop 1: Construction Litigation/Arbitration and Insurance Landmines—What You Don't Know Can Hurt You**

Construction and insurance disputes can stop real estate projects in their tracks. Because of the number of players involved, such disputes are difficult to quickly resolve, especially if insurance is involved. This workshop will discuss practical ways to avoid such disputes on the front end. Topics include contract forms, arbitration/mediation pros and cons and drafting considerations, myths and realities of payment and performance bonds, and the "10 Commandments of Preventing and Resolving Construction/Build out Disputes." Emphasis will also be placed on the pitfalls and landmines of dealing with insurance: the do's and don'ts of making claims, insurance certificates, subrogation, fire insurance, and types of insurance programs such as OCIP and Builder's Risk.

FACILITATORS**ERIC L. SINGER**

Ice Miller, LLP
Lisle, IL

DAVID TAYLOR

Boult, Cummings, Conners & Berry, PLC
Nashville, TN

Workshop 2: The Sub Sandwich: Subleasing Issues for Landlords, Tenants and Subtenants

This workshop will discuss the various considerations for subleasing, from the points of view of the landlord, the tenant and for the subtenant. With exit strategies taking on new priority, this option is an important consideration as its elements will influence not only subleasing decisions, but initial lease negotiations. Impact on other provisions and forms of subleases will be discussed. Your war stories are welcome.

FACILITATORS**IRA FIERSTEIN**

Seyfarth & Shaw LLP
Chicago, IL

LINDA K. SCHEAR

Gregory Greenfield & Assoc.
Atlanta, GA

Workshop 3: CAM Costs—How to Negotiate Them

This workshop will focus on drafting and negotiating pro rata CAM clauses as well as those which are based on a fixed CAM. We will spend time discussing appropriate inclusions and exclusions from CAM as well as issues relating to determination of a tenant's pro rata share. In addition, we will look at various methods to provide some protection on common area expense increases, including cumulative and non-cumulative caps and audit rights. In the enclosed mall world, fixed CAM has become much more commonplace so we will discuss the critical elements of a fixed CAM arrangement including the appropriate starting point for fixed CAM number as well as escalations.

FACILITATORS:**MARK BETESH**

KBA Lease Services
Woodbridge, NJ

NANCY M. DAVIDS

Goulston & Storrs, P.C.
Boston, MA

Workshop 4: The ABC's of Redeveloping Existing Shopping Centers

This workshop will focus on the different perspectives of the various actors—owner, lender, existing occupants and new occupants—involved in redeveloping an existing shopping center. The discussion will address a variety of issues in redevelopment transactions such as relocation of tenants, lease terminations, operations during redevelopment, anchor tenant issues, financing and environmental issues, phasing and the like. The discussion will address these issues from the perspective of all parties in a manner so as to efficiently and expeditiously negotiate and draft the documents that typically arise in the redevelopment transactions.

FACILITATORS:**JOHN CADWALLADER**

Frost Brown Todd LLC
Columbus, OH

JAMES B. JORDAN

Sutherland Asbill & Brennan LLP
Atlanta, GA

Workshop 5: On the Same Page: Orchestrating SNDA's and Estoppels between Tenants and Lenders

The purpose of this workshop is to discuss the importance of estoppel certificates and subordination, non-disturbance and attornment agreements ("SNDAs"), to identify the interests and perspectives of tenants, lenders and landlords in negotiating estoppel certificates and SNDAs, and to explore the means by which tenants, lenders and landlords can most effectively and efficiently finalize these documents in the leasing and/or financing phases of shopping center development given the importance of these documents and the interests and perspectives of the parties involved.

FACILITATORS:**ROBERT SCHLEIN**

Prince, Lobel, Glovsky & Tye LLP
Boston, MA

CHRISTOPHER L. THOMPSON

The Katz Law Firm
Kansas City, MO

Workshop 6: Bridging the Gap—How Public Incentives Can Work for You (and the Local Government, Too!)

This workshop will discuss basic issues involving public incentives and public financing as part of a retail development. It will touch on the following topics: (a) the purpose and structure of various types of public incentives, including tax abatement, tax increment finance and

special taxing districts, (b) the structure of public financings, including issues related to risk-sharing and distribution of benefits; and (c) the roles of the local government, the developer and the retail tenant in a successful public-private partnership.

FACILITATORS:

THOMAS J. GOEGLEIN

Hill Ward Henderson
Tampa, FL

ROBERT KLAHR

Armstrong Teasdale LLP
St. Louis, MO

Workshop 7: Financing the Project—Understanding the Basics

This workshop will explore at a basic level the landscape of legal issues which arise in retail debt financing. Topics covered will include: mortgage and mezzanine lenders' underwriting of financing for acquisition or construction of retail and mixed-use properties; preparation for and management of the lenders' due diligence; negotiation of the financial terms and other term sheet or application terms, commitment terms, hedging rate and coordination of the capital stack; practical implications of securitization vs. portfolio financing; material terms for loan documents, intercreditor agreements and participation agreements; and exit strategies.

FACILITATORS:

JOSEPH S. FINKELSTEIN

Blank Rome
Philadelphia, PA

ANDREW LANCE

Gibson Dunn & Crutcher LLP
New York, NY

12:00 NOON – 1:15 PM

Seminars

Seminar 1: The Development Ground Lease: Searching for Virtual Ownership

We will explore the numerous reasons that land owners decide to enter into long term ground leases with developers as opposed to simply selling off the land. For the developer, the ground lease can save certain up front land costs, but the legal analysis of planning for the next 100 years for the life of the ground lease is complex. How much flexibility will the developer have to build a commercially viable project without the involvement of the ground lessor? How does the developer structure its exist strategies to maximize profits especially when a mixed-use development is contemplated? How will the developer protect his leasing strategy without undue input from the ground lessor and what will the anchor tenants demand from the ground lessor? Finally, will the financial community view the ground lease favorably with respect to mortgage protections?

FACILITATORS:

DANIEL PERLMAN

Paul Hastings Janofsky & Walker LLP
Chicago, IL

JOSHUA STEIN

Latham & Watkins LLP
New York NY

Seminar 2: Defaults and Remedies—from Drafting to Litigating

This seminar will address realistic approaches to tenant defaults and landlord defaults, and the remedies available to landlords and tenants. Topics to be covered include the landlord's right to accelerate rent; the landlord's right to receive rent or damages after a termination of the lease and reentry of the premises by landlord, and the survival of such rights; the duty to mitigate damages in lease default situations; the tenant's right to use self-help and set-offs against rent; the use of mediation and arbitration for resolving disputes; the effectiveness of jury trial waivers; a party's rights versus the cost of enforcement; and the recovery of attorney's fees by prevailing parties.

FACILITATORS:

THOMAS C. BARBUTI

Whiteford, Taylor & Preston L.L.P.
Baltimore, MD

ROBERT M. McANDREW

Ross Stores, Inc.
Pleasanton, CA

12:00 NOON – 1:15 PM

Workshops

Workshop 1: Client Conflict Waivers: Considerations for Ethics, Liability and Client Relations

This panel discussion will consider whether, in a potential conflict situation an attorney should request a conflict waiver from his or her client, and if so, what issues and qualifications should be addressed and provided in the letter. We will consider (1) applicable state bar ethics and/or disciplinary rules, (2) liability/insurance considerations, and (3) business relations considerations with clients in our presentation.

FACILITATORS:

JANIS SCHIFF

Holland & Knight LLP
Washington, DC

JAMES H. WALLENSTEIN

Hunton & Williams LLP
Dallas, TX

**Workshop 2: Reinventing the Shopping Center:
Advanced Issues in Lifestyle Centers**

What makes a project a lifestyle center? This workshop will address issues in creating a lifestyle center whether as a part of a redevelopment or from the ground up. In addition, we will address special lease negotiation issues for both the landlord and the tenant that are particular to lifestyle centers.

FACILITATORS

CAROL WILLIAMS

General Growth Properties, Inc.
Chicago, IL

SARA HANSEN WILSON

DLA Piper US LLP
San Francisco, CA

**Workshop 3: Let Us Feed You—Issues in Restaurant
Development and Leasing**

The workshop will involve an interactive discussion of major issues facing landlords and tenants related to restaurant development and leasing, which will include, among others, the following: Restrictive Covenants, Parking, Drive Thru, Signage, and Zoning. General and specific issues and case studies concerning landlords and tenants will be discussed and compared so that the audience is better informed as to restaurant leasing in today's challenging leasing environment.

FACILITATORS:

JAMES MAYER

Holland & Knight LLP
Chicago, IL

PADRAIC G. MOLLOY

McDonald's Corporation
Oak Brook IL

**Workshop 4: Purchase and Sale Agreements: Critical
Provisions and Practical Considerations**

This session examines and will focus on the most critical and highly-negotiated provisions in a shopping center purchase and sale agreement, including due diligence, representations and warranties, and operation of the property between signing of the agreement and closing. The panelists will discuss these provisions with an emphasis on the practical issues that arise, from both the seller's and purchaser's perspective.

FACILITATORS:

JONATHAN D. BLOCK

Honigman Miller Schwartz and Cohn LLP
Detroit, MI

TINA R. MAKOULIAN

Ballard Spahr Andrews and Ingersoll, LLP
Philadelphia, PA

**Workshop 5: Top Ten Mistakes to Avoid in Tenant
Construction and Work Letters**

This session is intended to discuss some of the common problems and difficulties experienced by landlords and tenants in the tenant construction process, and how some of the most common mistakes, and therefore claims and disputes, can be avoided. We will look at the process of coordinating landlord and tenant improvements, defining the scope and roles of the parties, and how to make sure all downstream construction risks and liabilities have been properly accounted for by the parties. This is a practical session aimed at risk management, although some lease drafting suggestions will be included.

FACILITATORS

ROBERT CREWDSON

DLA Piper US LLP
Atlanta, GA

PATRICK INABA

Federal Realty Investment Trust
Rockville, MD

**Workshop 6: Dealing with Troubled Real Estate Debt:
Has Bankruptcy Become a Lender's Remedy?**

This program will examine the current landscape of under performing and troubled real estate loans, and how such loans are restructured and resolved under the new financial and legal paradigm of 2008. Workouts and bankruptcy cases today involve complex issues not present in the 1990's, including problems with inter-creditor agreements, special servicers, and mezzanine lenders. The panel will also examine how the BAPCPA (2005) changed the rules on single asset real estate cases. Finally, the problem of asset sales, credit bidding, hyper-aggressive DIP financing, and cramdown will be discussed to determine if bankruptcy has now become a lender remedy or whether it is the only durable source of refinancing for the 2000's.

FACILITATORS

DAVID R. KUNEY

Sidley Austin LLP
Washington, DC

LOUIS STRUBECK

Fulbright & Jaworski L.L.P.
Dallas, TX

FRIDAY OCTOBER 24

7:00 – 12:00 NOON

Registration

7:30 – 8:45 AM

Breakfast

7:30 – 8:45 AM

Roundtables

9:00 – 10:15 AM

General Session

Reclaiming Our Cities—Retail Development in Urban Markets

What is your definition of “Urban Development”? Is it still possible? How do you make it happen in today’s troubling economic climate? Hear several different definitions of urban development and how it can help reclaim cities. Case studies will be presented to help explain what urban developers and retailers look for in site selection and other criteria, what partnerships and incentives are required to make urban development projects a reality, and how they can still be achieved.

FACILITATORS:

LYNDA HARRIS

Carlton Fields, P. A.
West Palm Beach, FL

DAVID LIMA

Target Corporation
Minneapolis, MN

LYNEIR RICHARDSON

General Growth Properties, Inc.
Chicago, IL

9:00 – 10:15 AM

Seminars

Seminar 1: Leasing—Everything You Need to Know—Part 2

This session is the second of a two part lease series covering fundamental shopping center lease issues. Part 2 completes the analysis of key shopping center lease provisions, and also provides stand alone examination of important issues relating to alterations, repairs and maintenance; assignment and subletting; property damage and condemnation; insurance and indemnity; and default and remedies.



FACILITATORS:

JOHN FLORIO

The Talbots, Inc.
Rye Brook, NY

JOHN KRANYAK

Limited Brands, Inc.
Columbus, OH

OSCAR RIVERA

Siegried Rivera Lerner DeLatorre & Sobel, P. A.
Plantation, FL

Seminar 2: Insurance Considerations During All Phases of Construction

This advanced seminar explains in plain English (as opposed to insurance jargon or outdated legalese) which insurance coverages developers actually need during the different phases of construction and why such coverages are beneficial. Also discussed will be some of the shell games played by insurance companies with misleading endorsements and policy exclusions in order to make developers and contractors believe all necessary coverages are in place, when, in fact, the actual insurance coverages are either severely limited or nonexistent.

FACILITATORS:

CHARLES COMISKEY

Brady, Chapman, Holland & Associates, Inc.
Houston, TX

AARON JOHNSTON

Munsch Hardt Kopf and Harr, P.C.
Dallas, TX

9:00 – 10:15 AM

Workshops

Workshop 1: Taking It to the Street—Issues and Trends in Street Leasing

This interactive workshop will focus on issues that arise in negotiating leases for street locations from the perspectives of both landlords and tenants. The speakers will thoroughly analyze different types of street locations and the unique aspects of these types of leases such as: restrictions on use and alterations; allocation of taxes, operating expenses, utilities and related services; use of common areas; assignment and subletting; installation of scaffolding; and operating standards. Each of these concepts will be examined to discuss: (i) the issues/concerns of landlords and tenants; (ii) the parameters of express lease provisions; and (iii) potential compromises.

FACILITATORS:

KATHY CROCCO

SL Green Realty Corp.
New York, NY

LEONARD S. GOLD

Forest City Ratner Companies
Brooklyn, NY

Workshop 2: How to Negotiate Troublesome Loan Document Provisions

This program will first present an overview of certain of the more critical provisions in mortgage loan documents, including default provisions, due on sale provisions, escrows, reserves and cash deposits; restrictions on leasing, casualty and condemnation and

recourse vs. nonrecourse. It will also include sample provisions and highlight the portions of those provisions that would be problematic to developers and real estate owners. The panelists will also provide general guidance and some specific detail to assist in the negotiation of these provisions, focusing on practical and efficient problem solving.

FACILITATORS:

STEPHAN F. KATZ

Greenberg Traurig LLP
Ft. Lauderdale, FL

JONATHAN J. NUGENT

Sonnenschein Nath & Rosenthal, LLP
Charlotte, NC

Workshop 3: Selected Issues in REAs

This workshop will address traditional REA topics in light of the constantly evolving retail environment, including open-air lifestyle centers, mixed-use developments and currently unknown redevelopment strategies. The workshop will include discussion of both the business and legal implications surrounding these issues and will be conducted in an open forum with the participants invited to ask questions concerning other REA topics of interest.

FACILITATORS:

DAVID LEVY

Cullinan Properties, Ltd.
St. Louis, MO

ALEX TSELOS

Target Corporation
Minneapolis, MN

**Workshop 4: Management and Leasing Agreements:
Whose Shopping Center Is This Anyway?**

This workshop will focus on select issues regarding Management and Leasing Agreements. Potential topics include: scope of authority; budget compliance; management and leasing fees; termination; lender issues; and issues arising when development, management and leasing responsibilities are divided among multiple parties. The issues will be presented primarily in the context of related-party transactions (where the manager or leasing agent is an affiliate of the property owner), but some attention will also be given to true third-party transactions (where the manager or leasing agent is not an affiliate of the property owner).

FACILITATORS:

KEVIN KESSINGER

Developers Diversified Realty Corporation
Beachwood, OH

CYNTHIA STEWART

Terranova Corporation
Miami Beach, FL

**Workshop 5: Securing Lease Obligations—
Lease Guaranties, Letters of Credit and Other
Credit Enhancements**

When negotiating a lease with a tenant whose creditworthiness is an issue of concern, what can you do to increase your chance of obtaining

and collecting a judgment for the full amount of your damages in the event of a tenant default? We will discuss various strategies to maximize the amount of damages that can be recovered by a landlord in the event of a tenant's lease default, including what to include in security deposit provisions, lease guarantees, and letters of credit. We will also explore the costs and benefits of requiring bonds and/or letters of credit to secure the performance of obligations other than the obligation to pay rent, such as the duty to complete the lien-free construction of leasehold improvements.

FACILITATORS:

MARK BECKER

Goldfarb & Fleece
New York, NY

SUSAN FOWLER McNALLY

Gilchrist & Rutter PC
Santa Monica, CA

**Workshop 6: The Most Advanced Title and Survey
Workshop Ever**

This workshop will provide lawyers with a practical guide to specialized title insurance coverages and endorsements that are often required or useful in retail property acquisitions and financings. For advanced practitioners, topics will include insurance for leasehold owners, mezzanine lenders, forced removal of encroachments, enforceable covenants, non-imputation, successor insureds, tie-in, co-insurance, tax lien foreclosure and first loss. Important new features of the 2006 ALTA policies will also be discussed.

FACILITATORS:

ELLIOT HURWITZ

Chicago Title Insurance Co.
New York, NY

MICHAEL J. ZERMAN

Manatt, Phelps & Phillips, LLP
Los Angeles, CA

**Workshop 7: The Ten Most Hotly Contested Lease Issues
and How to Negotiate Them**

This will be an interactive workshop in which the participants will discuss the 10 most hotly contested items in a lease negotiation. The participants will be given time to negotiate and discuss the solutions and compromises in the framework of "we have to make this deal." The concluding few minutes will be a discussion on those items which should have been included.

FACILITATORS:

MARGARET BLACK

Sills, Cummis & Gross, P.C.
Newark, NJ

HAROLD TOLCHINSKY

Cole, Schotz, Meisel, Forman & Leonard, P.A.
Hackensack, NJ

10:30 – 11:45 AM

General Session

Ethics Rock!

"Ethics Rock!" is a tuneful and nostalgic musical legal ethics seminar that presents complex legal ethics problems as amusing parodies of the greatest rock-and-roll hits of the '60s and '70s. The classic songs are accompanied by acoustic guitar and sung by rock singer Mike Messer, then followed by lively discussions led by legal ethicist Jack Marshall. The Beatles, The Who, Simon and Garfunkel, James Taylor, and many others find their works transformed into new songs that tell stories of lawyers facing tricky ethical difficulties, yet the parodies still retain the flavor and spark of the original hits. Proclaimed by participants as "the most entertaining" and "fastest moving" legal ethics seminar ever, Ethics Rock covers among its ethical issues: avoiding pre-unethical conditions; multi-jurisdictional practice, the duty to warn, courtroom stratagems, corporate representation dilemmas, and many more.

FACILITATORS:

Jack Marshall
ProEthics
Alexandria, VA

Michael Messer
ProEthics
Alexandria, VA

10:30 – 11:45 AM

Seminars

Seminar 1: Construction of Green Buildings

With the ever increasing acceptance of sustainable design and construction, lawyers practicing in the shopping center arena must equip themselves with a basic understanding of what it means to be "green" and how to achieve the U.S. Green Building Council's LEED® Certification for green buildings and interior spaces. This seminar will offer an overview of the certification program and present a case study to illustrate the process of designing and constructing green building spaces. The LEED® certification process will be examined in detail from start to completion, and the roles and responsibilities of the design and construction project team will be discussed

FACILITATORS:

KENNETH BLOCK
Tannenbaum Helpert Syracuse & Hirschtitt LLP
New York, NY

STEVEN SHAPIRO, LEED AP
The Whiting-Turner Contracting Company
Bethesda, MD

Seminar 2: Leasing in Strange Places

This seminar will explore from both the landlord and the tenant perspective issues of the landlord-tenant relationship that are at the forefront of the big box lease negotiations. This seminar is intended for practitioners who have some experience in retail leasing and looking to obtain additional expertise in the big box arena. Issues to

be discussed will include delivery obligations, options, use and exclusivity, operations and going dark, assignment and subletting, insurance, restoration and condemnation, and remedies.

FACILITATORS:

HAROLD DEMBO
Much Shelist, Freed Denenberg Ament & Rubenstein, P.C.
Chicago, IL

JAMES C. OLIVER PC
Lenrow, Kohn & Oliver
Baltimore, MD

Seminar 3: The New Improved 2006 ALTA Policy— Why You Should Care

This seminar will discuss the 2006 ALTA Loan Policy and the 2006 ALTA Owner's Policy. There are some significant changes in the forms, almost all of which benefit the insured. We will review the changes and discuss the advantages of using the new forms!

FACILITATORS:

JOHN GRIEB
McGuire Woods LLP
Atlanta, GA

SHAWN TIDWELL
Fidelity National Title Insurance Company
Atlanta, GA

Seminar 4: Shopping Center Finance: Navigating the Debt/Equity Stack

This seminar will examine the spectrum of financing structures available in today's marketplace, including conventional and preferred equity and multiple tiers of debt financing (including conventional and CMBS mortgage debt and mezzanine debt). The panel will discuss the desired rights of the equity and debt holders, the relationships between these sources of capital and the strategies to balance the needs and objectives of the parties.

FACILITATORS:

RICHARD FRIEDMAN
Hughes Hubbard & Reed
Los Angeles, CA

JAMES I. HISIGER
Latham & Watkins LLP
New York, NY

10:30 – 11:45 AM

Workshops

Workshop 1: We Have Only Just Begun: The Delivery of Possession and Rent Commencement Song

Whether a project is still in the planning stages when the parties begin lease negotiations, or the shopping center is open and operating, there are usually significant negotiations focused on what conditions have to be met for a tenant to accept "delivery of possession" and to open and begin paying rent. This interactive workshop will examine

(a) the inventory of contingencies to be satisfied and conditions which tenants require under ground leases, space leases, and (b) the landlord/developer's typical concerns and responses. We will also suggest some customary, and a few creative, compromises between landlords and tenants on these issues.

FACILITATORS:

ROBERT R. DIVITA

Sills Cummis Epstein & Gross PC
Newark, NJ

AMY M. MITCHELL

Fulbright & Jaworski L.L.P.
Austin, TX

Workshop 2: Ten Things (Okay, Five) That Even the Smallest Tenant Can Negotiate

This workshop will discuss issues that even the smallest tenant can negotiate in its lease with landlord. Role playing will show the progress of negotiations on the issues. Written materials for the workshop will show the final work product of the negotiation. Audience participation is encouraged to suggest other possible issues that can be negotiated by the small tenant, and the facilitators will also show the progress of negotiations on suggested issues through role playing.

FACILITATORS:

MICHAEL BUCHSBAUM

Developers Diversified Realty Corporation
Beachwood, OH

CAROLE LAUDE PECHI

Applebee's International Inc.
Glen Ellyn, IL

Workshop 3: Shopping Center Redevelopment—Whose Hand Is in Your Pocket?

This workshop will focus on the many parties involved in the process of re-developing a regional shopping center, and the various perspectives, concerns and desires (both monetary and non-monetary) of such parties. Consideration will be given to the importance of (i) due diligence prior to commencing a re-development project, and (ii) meeting with each interested party early in the process to review in detail the nature and scope of the re-development project and to understand and address any concerns that they may have with respect thereto.

FACILITATORS:

MARC BENJAMIN

Pircher, Nichols & Meeks
Chicago, IL

RORY A. PACKER

Westfield Corporation, Inc.
Los Angeles, CA

Workshop 4: Basic Lease Issues in Bankruptcies—Control/Getting Paid/Claims

This workshop will focus on three issues faced by real estate developers in most retail bankruptcy cases: maintaining control of the real estate, getting paid for the real estate, and the developer's claims for the use (or right to use) the real estate. Strategies for achieving the optimum results for the developer will be discussed and active participation will be encouraged.

FACILITATORS:

CATHY HERSCHCOPF

Cooley Godward Kronish LLP
New York, NY

KEVIN NEWMAN

Menter Rudin Trivelpiece P.C.
Syracuse, NY

Workshop 5: Development Agreements and Funding Mechanisms for Infrastructure—How to Avoid the Short End of the Stick in the Public/Private Partnership

This session will focus on the contents of an agreement between the developer and the local government setting forth the entitlements and responsibilities of each. It will also explore the myriad programs that exist for creative methods of funding ancillary infrastructure necessary for new development and redevelopment of urban areas. The panelists will discuss the constitutional, legal and political issues surrounding the topics.

FACILITATORS:

NYAL DEEMS

Varnum, Riddering Schmidt Howlett LLP
Grand Rapids, MI

MICHAEL T. WHITE

White, Goss, Bowers, Schulte & Weisenfels
Kansas City, MO

Workshop 6: Dancing In the Dark—The Kiss and Promise of Co-Tenancy Protection, Covenants to Operate and the Dark Consequences of Their Failure

The workshop will focus on co-tenancy clauses in the contexts of the (i) *initial* securing of specific leases as a deal contingency, a delivery of possession requirement, and an initial opening or full rent requirement, as well as (ii) maintenance of co-tenancy requirements as a condition of continuous operation throughout the lease term. The various approaches employed in drafting co-tenancy provisions will be explored as well as the remedies available to a tenant in the event of a co-tenancy failure. Lastly, the concept of the continuous operating covenant and the consequences of going dark, whether as a matter of right or as a default under the lease, will be examined.

FACILITATORS:

JOEL R. HALL

Miller Starr Regalia
Palo Alto, CA

JENNIFER VAN NESS

Sutherland Asbill & Brennan LLP
Atlanta, GA

12:00 NOON – 1:15 PM

Seminars

Seminar 1: Coming to Terms, Not Blows—the Structure and Use of Real Estate Joint Venture Agreements

The focus is on fundamental issues in the joint venture relationship, with an emphasis on the differences between the world view of the operator venturer and the investor venturer. Matters to be addressed include entity selection, capitalization, distributions, voting, admission/withdrawal, disputes, remedies, and fees.

FACILITATORS:

GREG GOSFIELD

Klehr, Harrison, Harvey, Branzburg & Ellers LLP
Philadelphia, PA

DAVID WEISS

Developers Diversified Realty Corporation
Beachwood, OH

Seminar 2: Criminal Acts in the Mall—Practical Solutions to Reduce an Owner's Risks

The panel will address issues affecting an owner's obligation to anticipate and protect against criminal behavior on or near shopping center property. In addition to a survey of the current state of the law, the panel will offer practical solutions on how to reduce and shift risk through planning, insurance products and indemnification provisions in leases to provide for an allocation of risk and responsibility between landlord and tenant. The panel will also give practical advice on defending and managing claims arising both directly and indirectly from criminal acts.

FACILITATORS:

GARY KESSLER

Kessler & Collins, PC
Dallas, TX

MARIE MOORE

Sher Garner Cahill Richter Klein & Hilbert, L.L.C.
New Orleans, LA

Seminar 3: Keeping the Orchestra Playing in the Same Key—Construction Project Coordination

In order to make the Project come together like a piece of beautiful music, an owner must be able to conduct the orchestra composed of outstanding, but decidedly individual and different musicians. The architect, engineer, specialty engineer, designer, contractor, subcontractors and tenant build-out contractors, all must play together, in harmony. This session will explore what an owner can do, contractually before the first musician is hired, administratively during the formation of the orchestra, and adaptively during the performance, to make the orchestra achieve the potential of the music.

FACILITATORS:

C. ALLEN GIBSON JR.

Buist Moore Smythe McGee P.A.
Charleston, SC

DAVID SCHENK

Barnes & Thornburg LLP
Chicago, IL

STUART SOBEL

Siegfried, Rivera, Lerner, De La Torre & Sobel, PA
Coral Gables, FL

12:00 NOON – 1:15 PM

Workshops

Workshop 1: So You Think You Have Remedies under Your Lease

The program will examine both landlord and tenant remedies found in shopping center leases, and the real-world challenges faced when a party elects to enforce its rights under the lease following a breach. Special emphasis will be placed on how to develop enforcement strategies to best utilize available remedies to achieve the desired result(s).

FACILITATORS:

DOUGLAS M. BREGMAN

Bregman, Berbert, Schwartz & Gilday, LLC
Bethesda, MD

BRIAN D. HUBEN

Katten Muchin Rosenman LLP
Los Angeles, CA

Workshop 2: Common and Uncommon Solutions to Assignment and Subleasing Issues in Challenging Times

This will be an advanced workshop and assumes that the attendees understand the basics of assignment and subleasing. We will discuss assignment and subleasing issues using some colorful recent examples drawn from the current retail market. Each of us will spur the discussion by discussing the illustrative transactions from the perspective of the landlord, tenant, assignee or subtenant.

FACILITATORS:

BYRON P. ALTERMAN

Kitchens, Kelley & Gaines, P.C.
Atlanta, GA

ANNE DEVOE LAWLER

Jameson Babbitt Stites & Lombard, PLLC
Seattle, WA

IRA MEISLIK

Meislik & Meislik
Montclair, NJ

Workshop 3: Vertical Developments and Mixed-Use Condominiums

This workshop will discuss the design, construction, operational, and document drafting challenges that must be addressed in a mixed-use condominium development. The program will use the case study approach to explore, analyze and discuss these mixed-use development challenges. The program will also discuss development challenges caused by changing market conditions, explore potential solutions to these challenges, and provide an opportunity for participants to ask questions and discuss their own best practices experiences.

FACILITATORS:

MARC DECANDIA

Ballard Spahr Andrews & Ingersoll, LLP
Bethesda, MD

ANDREW P. MASSMANN

General Growth Properties, Inc.
Chicago, IL

Workshop 4: "Brown" Maze/"Green" Daze—Making Sense of the Current Environmental Law Landscape

This session will address current best practices for due diligence, liability protection, and managing environmental risks for owners and tenants. We will also discuss special issues for owning and occupying "Brownfield" sites, major changes in wetlands regulation, and the impact of the "green" construction craze, among other important topics.

FACILITATORS:

BRIAN BLAESSER

Robinson & Cole LLP
Boston, MA

DOUGLAS G. McCLURE

Conlin, McKenney & Philbrick, P.C.
Ann Arbor, MI

Workshop 5: Puzzling through Insurance, Indemnity, and Subrogation Clauses

This workshop will focus on practical considerations involving the interaction between insurance, indemnity, and waiver of subrogation clauses. We will discuss how to avoid problems caused by mismatched provisions, and strategies to ensure your agreement meets the goals of client risk management programs. We will analyze various contract provisions to illustrate real world solutions to common problems.

FACILITATORS

DAVID DRUFFNER

J.C. Penney Corporation, Inc.
Plano, TX

DEBORAH BOSWORTH TONEY

Brown McCarroll, L.L.P.
Dallas, TX

7:00 – 10:00 PM

Reception and Dinner

SATURDAY OCTOBER 25

8:00 – 9:15 AM

Breakfast

8:00 – 9:15 AM

Roundtables

9:30 – 10:45 AM

Seminars

Seminar 1: Ten Things You Must Know about Big Box Leasing—Thinking Inside the Box

This seminar will explore from both the landlord and the tenant perspective issues of the landlord-tenant relationship that are at the forefront of the big box lease negotiations. This seminar is intended for practitioners who have some experience in retail leasing and looking to obtain additional expertise in the big box arena. Issues to be discussed will include delivery obligations, options, use and exclusivity, operations and going dark, assignment and subletting, insurance, restoration and condemnation and remedies.

FACILITATORS:

DAVID RABINOWITZ

Sutherland, Asbill and Brennan LLP
New York, NY

ALAN SALLE

Honigman Miller Schwartz and Cohn LLP
Bloomfield Hills, MI

Seminar 2: Distressed Shopping Centers—the Good, the Bad, and the Ugly!

This panel will focus on the challenges to owners and lenders of distressed shopping centers. Topics will include (i) analyzing the underlying business issues creating the distress, including stress on a property from increased competition, anchor tenants "going dark," market changes and issues with the current management; (ii) understanding the existing loan, including impact of portfolio versus securitized lending, restrictions on ability to incur additional debt, lender consent rights on property operations and leasing and prepayment limitations; (iii) strategizing the workout; and (iv) identifying up-side opportunities.

FACILITATOR:

KATHERINE A. BURROUGHS

Dechert LLP
Hartford, CT

RAY EDWARDS

Kimco Realty Corporation
New Hyde Park, NY

9:30 – 10:45 AM

Workshops

Workshop 1: Site Plan Tensions: “It’s My Center, Mind Your Own Business” vs. “You Wouldn’t Have a Center without Me”

A practical discussion of balancing the interests of landlord and tenant during both the initial construction and redevelopment of a center. The analysis will also address the rights and remedies available to both landlord and tenant relative to site plan violations.

FACILITATORS:

MARK FLORAK

Hartman, Simons, Spielman & Wood, LLP
Atlanta, GA

MELISSA HARVEY

JC Penney Corporation, Inc.
Plano, TX

Workshop 2: Exclusive and Radius Clauses: Use and Abuse

This workshop will provide an in-depth analysis of exclusive use restrictions and radius restriction clauses. We will focus on advanced issues in drafting and negotiating lease clauses. The workshop will also feature an interactive discussion of the “abuses” and “traps” that can be found in exclusive and radius clauses, both from the perspective of landlords and tenants.

FACILITATORS:

NEIL OBERFELD

Issacson Rosenbaum, PC
Denver, CO

SCOTT SMITH

Bed, Bath & Beyond Inc.
Union, NJ

Workshop 3: Addressing Franchise Issues in Retail Leasing

As the franchising of nationally recognizable brands continues to grow, the need to understand the relationships between franchisors, franchisees and landlords is becoming more critical. How can the sometimes divergent interests of the three parties be reconciled? This workshop examines the principal concerns of the parties, the risks and the potential benefits in a franchise setting and the factors to be considered in negotiating the parties' rights, obligations and options.

FACILITATORS:

RICHARD A. FROEHLINGER, III

Rosen Hoover P.A.
Baltimore, MD

NEIL SPRAGUE

Applebee’s International, Inc.
Shawnee Mission, KS

Workshop 4: Parking and Tenant Protected Areas— Hey, That’s My Space

Parking areas, tenant protected areas, no build areas, critical access points...all these restrictions....What do they mean in practicality? Are they really enforceable? This interactive session will examine a series of real life scenarios, and evaluate what worked, and what did not, and consider what could have been done differently to protect the competing interests of landlords, tenants, and “Big Box” retailers.

FACILITATORS:

CARL H. BIVENS

Troutman Sanders LLP
Richmond, VA

JOSEPH CONN

PetSmart, Inc.
Phoenix, AZ

10:45 AM

Conference Adjourns

Conference materials will be provided in CD format ONLY. The Conference Materials will be posted on the ICSC website prior to the Conference for those who wish to download all or parts of the materials.

SESSION DESCRIPTIONS

- I. **GENERAL SESSIONS:** This part of the program is intended to provide a broad, general perspective of the topic. Sessions are held in large rooms and led by a panel of three to four speakers. There is limited interaction with the audience as a result of the size and scope of the presentation.
- II. **SEMINARS:** Seminars are intended to be a more in depth discussion of the topic. They are usually led by two to three practitioners in the field with substantial prior experience on the topic. Interaction with the audience is encouraged but the session speakers are expected to control and limit discussion as well as fulfill the outline obligations of covering all of the subject matter. Depending on the description of the session, seminars could be at an advanced level. *
- III. **WORKSHOPS:** The most interactive of the sessions offered, workshops typically are led by two practitioners with a substantial level of experience in the topic area. Interaction between the workshop leaders and the audience is encouraged and expected, with the freedom to drift from the outline and address audience concerns in a more specific and detailed fashion. Depending on the description of the session, workshops could be at an advanced level. *
- IV. **BREAKFAST ROUNDTABLES:** The roundtables are organized as an informal discussion amongst industry professionals regarding a specified topic. The roundtable leader is not expected to have prepared any written materials. The leader is there to guide the discussion and ask questions of the roundtable participants for discussion amongst themselves. Roundtable leaders are chosen for their prior experience with the topic.

**Advanced Level Sessions shall assume that session attendees have a basic to intermediate level of knowledge of the topic.*

ICSC 2008
U.S. SHOPPING
CENTER LAW
conference



CONFERENCE CHAIR:

Jane Snoddy Smith
Fulbright & Jarworski L.L.P.
Austin, TX



CONFERENCE CO-CHAIR:

Harold D. Piazza, Jr.
Teachers Insurance & Annuity Association of America
TIAA-CREF
New York, NY

GENERAL SESSION SUBCOMMITTEE:



Linda K. Schear
Chair
Gregory Greenfield
& Associates, Ltd.
Atlanta, GA



Deborah S. De Luca
Greenberg Traurig, LLP
Fort Lauderdale, FL



Jay A. Epstein
DLA Piper US LLP
Washington, D.C.



Ronald L. Gern
General Growth
Properties, Inc.
Chicago, IL



George J. Walsh, III
Thompson Hine LLP
New York, NY

WORKSHOP SUBCOMMITTEE:



David L. Pollack
Chair
Ballard Spahr Andrews
& Ingersoll, LLP
Philadelphia, PA



Robert DiVita
Sills Cummis Epstein
& Gross P.C.
Newark, NJ



Mark S. Hennigh
Greene Radovsky Maloney
Share & Hennigh LLP
San Francisco, CA



Nina Kampler
Hilco Real Estate LLC
New York, NY



Neil S. Kessler
Troutman Sanders LLP
Richmond, VA



Lawrence D. McLaughlin
Honigman Miller Schwartz
& Cohn LLP
Detroit, MI



Renee J. Magnant
J. C. Penney
Corporation, Inc.
Plano, TX



Rory Packer
Westfield Corporation, Inc.
Los Angeles, CA

SEMINAR SUBCOMMITTEE:



Gail M. Stern
Chair
Limited Brands, Inc.
Columbus, OH



Elizabeth H. Belkin
DLA Piper US LLP
Chicago, IL



Richard E. Galen
Potomac, MD



David G. Johansen
Nordstrom, Inc.
Seattle, WA



Raymond G. Truitt
Ballard Spahr Andrews
& Ingersoll, LLP
Baltimore, MD

ROUNDTABLE SUBCOMMITTEE:



Ann Peldo Cargile
Chair
Boult, Cummings,
Connors & Berry, PLC
Nashville, TN



James A. Moomaw
The MGHerring
Group, Inc.
Dallas, TX



Eric D. Rapkin
Akerman Senterfitt,
Fort Lauderdale, FL



Lester Bliwise
Chair
Sutherland Asbill &
Brennan LLP
New York, NY



Margaret R. Johnson
JC Penny
Corporation, Inc.
Plano, TX



Alan J. Salle
Honigman Miller
Schwartz and Cohn LLP
Bloomfield Hills, MI

MONITORING SUBCOMMITTEE:



Richard S. Friedman
Chair
Hughes Hubbard & Reed, L.L.P.
Los Angeles, CA



Robert McAndrew
Ross Stores, Inc.
Pleasanton, CA

PROGRAM COMMITTEE:



Joan U. Allgood
Developers Diversified
Realty Corporation
Beachwood, OH



Victoria S. Berghel
CBL & Associates
Properties, Inc.
Chattanooga, TN



Jo Anne M. Bernhard
Law Office
of Jo Anne M. Bernhard
Sacramento, CA



Thomas P. Bloch
Samuels & Associates
Boston, MA



Stephen K. Cassidy
Cassidy Shimko
Dawson Kawakami
San Francisco, CA



Daniel J. Perlman
Paul, Hastings, Janofsky
& Walker LLP
Chicago, IL



Oscar R. Rivera
Siegfried, Rivera, Lerner,
De La Torre & Sobel, P.A.
Plantation, FL



Terri K. Simard
Target Corporation
Minneapolis, MN

EMERITUS:

Richard J. Burstein, Honigman Miller Schwartz and Cohn LLP, Bloomfield Hills, MI

Morton P. Fisher, Jr., Ballard Spahr Andrews & Ingersoll, LLP, Baltimore, MD

Ronald G. Galip, Youngstown, OH

J. Kevin Garvey, Chicago, IL

Richard R. Goldberg, Ballard Spahr Andrews & Ingersoll, LLP, Philadelphia, PA

William P. Hise, Bonita Springs, FL

Howard E. Kane, DLA Piper US LLP, Chicago, IL

Edward R. Krasnove, Foursquare Properties, Inc., Carlsbad, CA

Mark J. Levick, New York, NY

Jack A. Marino, Jr., Chicago Title Insurance Co., New York, NY

Jeffrey H. Newman, Sills Cummis Epstein & Gross P.C., Newark, NJ

Edward J. Sack, Brooklyn, NY

Wade Whilden, Baker Botts L.L.P., Houston, TX

C. David Zoba, Steiner + Associates, Inc., Columbus, OH